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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 separate instructions is at www.irs.gov/form990pf

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation

GOOD NEIGHBORS FAMILY TRUST

A Employer identification number

43-1977430

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

1641 MAYACOO LAKES BLVD

Room/suite

B Telephone number

(703) 923-8258

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

WEST PALM BEACH, FL 33411

C If exemption application is pending, check here ☐

G Check all that apply:

☐

Initial return

☐

Initial return of a former public charity

☐

Final return

☐

Amended return

☐

Address change

☐

Name change

D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization:

☒

Section 501(c)(3) exempt private foundation

☐

Section 4947(a)(1) nonexempt charitable trust

☐

Other taxable private foundation

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

I Fair market value of all assets at end of year

J Accounting method:

☒

Cash

☐

Accrual

☐ Other (specify)F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

(from Part II, col (c), line 16)

► \$

2,097,110.

(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).)

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1 Contributions, gifts, grants, etc., received

250.

N/A

2 Check ☒ if the foundation is not required to attach Sch. B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

50,208.

50,208.

STATEMENT 1

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

-17,428.

b Gross sales price for all assets on line 6a

644,492.

7 Capital gain net income (from Part IV, line 2)

0.

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)

11 Other income

12 Total. Add lines 1 through 11

33,030.

50,208.

13 Compensation of officers, directors, trustees, etc

0.

0.

0.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees

b Accounting fees

STMT 2

2,500.

0.

0.

c Other professional fees

17 Interest

18 Taxes

STMT 3

494.

494.

0.

19 Depreciation and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses

STMT 4

11,033.

11,033.

0.

24 Total operating and administrative expenses. Add lines 13 through 23

14,027.

11,527.

0.

25 Contributions, gifts, grants paid

95,315.

95,315.

26 Total expenses and disbursements. Add lines 24 and 25

109,342.

11,527.

95,315.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

-76,312.

b Net investment income (if negative, enter -0-)

38,681.

c Adjusted net income (if negative, enter -0-)

N/A

24

Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash - non-interest-bearing	130,510.	69,409.	69,409.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	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			
	b Investments - corporate stock STMT 5	1,786,235.	2,027,701.	2,027,701.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
Liabilities	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment; basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
Total Assets	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	1,916,745.	2,097,110.	2,097,110.
	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			
Total Liabilities	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ☒			
	24 Unrestricted	1,916,745.	2,097,110.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ☐			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances	1,916,745.	2,097,110.	
	31 Total liabilities and net assets/fund balances	1,916,745.	2,097,110.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,916,745.
2 Enter amount from Part I, line 27a	2	-76,312.
3 Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN	3	256,677.
4 Add lines 1, 2, and 3	4	2,097,110.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,097,110.

Form 990-PF (2013)

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

(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				
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			
b			
c			
d			
e	644,492.	661,920.	-17,428.

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

(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			-17,428.

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 -17,428.

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).
If (loss), enter -0- in Part I, line 8 } 3 N/A

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	124,150.	1,883,986.	.065898
2011	82,475.	1,870,992.	.044081
2010	72,376.	1,438,979.	.050297
2009	54,341.	1,371,281.	.039628
2008	67,433.	1,510,088.	.044655

2 Total of line 1, column (d)	2	.244559
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	.048912
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1,975,692.
5 Multiply line 4 by line 3	5	96,635.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	387.
7 Add lines 5 and 6	7	97,022.
8 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.	8	95,315.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	774.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	774.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	774.
6	Credits/Payments.		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	418.
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	418.
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	356.
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

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
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 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► MD		
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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Form 990-PF (2013)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► PETER J. MCKENNA Telephone no. ► (703) 923-8258 Located at ► 8219 LEESBURG PIKE, SUITE 800, TYSONS CORNER, VA ZIP+4 ► 22182			
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	N/A	
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A	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? ☐ Yes ☒ No	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No If "Yes," list the years ►		
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.) N/A	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. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

Form 990-PF (2013)

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)?

☐ 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

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

X

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?

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.

(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
JANICE A. O'MALLEY	TRUSTEE			
	2.00	0.	0.	0.
MARY O. LUNDEN	TRUSTEE			
	0.00	0.	0.	0.
SUSAN N. O'MALLEY	TRUSTEE			
	0.00	0.	0.	0.
PETER J. MCKENNA	TRUSTEE			
	0.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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

Form 990-PF (2013)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	2,005,779.
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	2,005,779.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	2,005,779.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	30,087.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,975,692.
6	Minimum investment return. Enter 5% of line 5	6	98,785.

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	98,785.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	774.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	774.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	98,011.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	98,011.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	98,011.

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	95,315.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	95,315.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	95,315.

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.

Form 990-PF (2013)

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				98,011.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			2,367.	
b Total for prior years:		0.		
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	0.			
4 Qualifying distributions for 2013 from Part XII, line 4. ► \$ 95,315.				
a Applied to 2012, but not more than line 2a			2,367.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				92,948.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	0.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				5,063.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9.				
a Excess from 2009				
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)
-----------------	--

N/A

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

- b Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

- 2 a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

- b 85% of line 2a

- c** Qualifying distributions from Part XII,
line 4 for each year listed

- d** Amounts included in line 2c not used directly for active conduct of exempt activities

- e Qualifying distributions made directly for active conduct of exempt activities.**

- 3 Subtract line 2d from line 2c
Complete 3a, b, or c for the

- a "Assets" alternative test - enter:
(1) Value of all assets

- (2) Value of assets qualifying under section 4942(j)(3)(B)(i)**

- b "Endowment" alternative test** - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

- c "Support" alternative test - enter:

- (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

- (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

- (3) Largest amount of support from an exempt organization**

- (4) Gross investment income**

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

- 1 Information Regarding Foundation Managers:**

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

JANICE A. O'MALLEY

- 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:

- 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				
ALZHEIMER'S ASSOCIATION		OTHER PUBLIC CHARITY	FOR MEDICAL RESEARCH	500.
BEEBE MEDICAL FOUNDATION		OTHER PUBLIC CHARITY	GENERAL SUPPORT AND FUNDING OF MEDICAL FACILITIES	250.
CHESAPEAKE BAY FOUNDATION		OTHER PUBLIC CHARITY	SUPPORT PROGRAM INITIATIVES	500.
DIOCESAN SERVICE APPEAL		OTHER PUBLIC CHARITY	SUPPORT PROGRAMS TO ASSIST HOMELESS AND HUNGRY	4,000.
FOUNDATION FIGHTING BLINDNESS		OTHER PUBLIC CHARITY	FOR MEDICAL RESEARCH	500.
Total	SEE CONTINUATION SHEET(S)			95,315.
b Approved for future payment				
NONE				
Total				0.

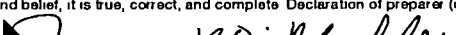
Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c)(3) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[illegible]

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

b If "Yes," complete the following schedule.		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge				May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No		
	 Signature of officer or trustee		4/7/14 Date		TRUSTEE Title		
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature		Date	Check ☐ if self-employed	PTIN
	PETER J. MCKENNA				4-7-14		P00355778
	Firm's name ▶ BAKER TILLY VIRCHOW KRAUSE, LLP					Firm's EIN ▶ 39-0859910	
	Firm's address ▶ 8219 LEESBURG PIKE, SUITE 800 TYSONS CORNER, VA 22182					Phone no. (703) 923-8300	

GOOD NEIGHBORS FAMILY TRUST

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	122 SHARES AG MTG INVT TR INC	P	VARIOUS	07/08/13
b	28 SHARES AG MTG INVT TR	P	12/20/12	07/09/13
c	5 SHARES APPLE COMPUTER INC	P	06/28/12	03/14/13
d	350 SHARES BROADCAM CORP	P	01/23/13	07/26/13
e	300 SHARES CISCO SYSTEMS INC	P	01/23/13	12/20/13
f	400 SHARES CLIFFS NAT RES INC	P	02/08/13	02/14/13
g	75 SHARES COACH INC	P	VARIOUS	02/01/13
h	150 SHARES COACH INC	P	VARIOUS	02/05/13
i	375 SHARES EBAY INC	P	02/01/13	11/25/13
j	500 SHARES ISHARES CORE	P	11/30/12	07/31/13
k	100 SHARES POTASH CORP SASK INC	P	11/08/12	08/29/13
l	950 SHARES STANDARD & POORS DEPOSITORY	P	11/07/12	04/25/13
m	350 SHARES STANDARD & POORS DEPOSITORY	P	11/07/12	06/11/13
n	20 SHARES APPLE COMPUTER INC	P	VARIOUS	02/01/13
o	275 SHARES BROADCOM CORP	P	VARIOUS	07/26/13

(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 2,053.		2,876.	-823.
b 464.		659.	-195.
c 2,166.		2,843.	-677.
d 9,563.		11,981.	-2,418.
e 6,348.		6,237.	111.
f 11,935.		14,627.	-2,692.
g 3,733.		5,042.	-1,309.
h 7,344.		8,042.	-698.
i 18,414.		21,456.	-3,042.
j 53,433.		56,155.	-2,722.
k 2,966.		3,959.	-993.
l 150,363.		133,453.	16,910.
m 57,511.		49,167.	8,344.
n 9,097.		7,829.	1,268.
o 7,514.		9,747.	-2,233.

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

(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	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-823.
b			-195.
c			-677.
d			-2,418.
e			111.
f			-2,692.
g			-1,309.
h			-698.
i			-3,042.
j			-2,722.
k			-993.
l			16,910.
m			8,344.
n			1,268.
o			-2,233.

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 }

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).
If (loss), enter "-0-" in Part I, line 8

GOOD NEIGHBORS FAMILY TRUST

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	25 SHARES CELGENE CORP	P	01/26/12	07/26/13
b	100 SHARES CHEVRON TEXACO CORP	P	04/12/11	08/08/13
c	400 SHARES CISCO SYSTEMS INC	P	VARIOUS	12/20/13
d	150 SHARES COACH INC	P	VARIOUS	02/01/13
e	200 SHARES COMCAST CORP	P	03/10/11	04/11/13
f	150 SHARES CONOCOPHILLIPS	P	04/12/11	08/08/13
g	125 SHARES DUKE ENERGY CORP	P	04/12/11	04/11/13
h	25 SHARES EXPRESS SCRIPTS	P	01/26/12	04/22/13
i	100 SHARES INTERNATIONAL BUSINESS MACHS	P	VARIOUS	01/22/13
j	25 SHARES INTERNATIONAL BUSINESS MACHS	P	03/10/11	07/26/13
k	25 SHARES INTERNATIONAL BUSINESS MACHS	P	03/10/11	08/08/13
l	5 SHARES INTERNATIONAL BUSINESS MACHS	P	03/10/11	08/15/13
m	.25 SHARES MALLINKRODT PUB	P	01/30/12	07/18/13
n	31 SHARES MALLINCKRODT PUB	P	VARIOUS	07/26/13
o	75 SHARES MICROSOFT CORP	P	03/21/12	08/23/13

(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 3,592.		1,815.	1,777.
b 12,318.		10,426.	1,892.
c 8,463.		7,618.	845.
d 7,466.		9,902.	-2,436.
e 8,336.		4,981.	3,355.
f 10,063.		8,900.	1,163.
g 9,132.		6,769.	2,363.
h 1,387.		1,308.	79.
i 19,488.		16,284.	3,204.
j 4,911.		4,060.	851.
k 4,721.		4,060.	661.
l 932.		812.	120.
m 10.		9.	1.
n 1,384.		1,059.	325.
o 2,568.		2,405.	163.

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

(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	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			1,777.
b			1,892.
c			845.
d			-2,436.
e			3,355.
f			1,163.
g			2,363.
h			79.
i			3,204.
j			851.
k			661.
l			120.
m			1.
n			325.
o			163.

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

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).
If (loss), enter "-0-" in Part I, line 8

3

GOOD NEIGHBORS FAMILY TRUST

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	75 SHARES NESTLE A SPONSORED	P	04/12/11	07/26/13
b	75 SHARES NORFOLK SOUTHERN CORP	P	10/31/11	04/25/13
c	150 SHARES PEPCO HOLDINGS INC	P	04/25/11	04/11/13
d	300 SHARES PEPCO HOLDINGS INC	P	04/25/11	08/08/13
e	200 SHARES POTASH CORP SASK INC	P	VARIOUS	08/16/13
f	100 SHARES POTASH CORP SASK INC	P	VARIOUS	08/29/13
g	450 SHARES SEADRILL LIMITED	P	03/10/11	08/08/13
h	25 SHARES UNITEDHEALTH GROUP INC	P	06/28/12	07/26/13
i	25000 SHARES GOLDMAN SACHS GROUP INC	P	VARIOUS	10/15/13
j	75 SHARES MERCK & CO INC	P	07/26/10	04/11/13
k	200 SHARES MERCK & CO INC	P	07/26/10	08/08/13
l	50000 SHARES MORGAN STANLEY	P	11/01/11	03/01/13
m	150 SHARES NESTLE A SPONSORED	P	07/23/10	07/26/13
n	125 SHARES NESTLE A SPONSORED	P	07/23/10	08/08/13
o	100 SHARES NESTLE A SPONSORED	P	07/23/10	08/30/13

(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 5,000.		4,395.	605.
b 5,623.		5,613.	10.
c 3,308.		2,787.	521.
d 6,150.		5,574.	576.
e 6,086.		9,193.	-3,107.
f 2,966.		4,296.	-1,330.
g 19,868.		15,730.	4,138.
h 1,802.		1,470.	332.
i 25,000.		25,545.	-545.
j 3,529.		2,651.	878.
k 9,684.		7,070.	2,614.
l 50,000.		51,192.	-1,192.
m 9,999.		7,664.	2,335.
n 8,555.		6,386.	2,169.
o 6,533.		5,109.	1,424.

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

(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	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			605.
b			10.
c			521.
d			576.
e			-3,107.
f			-1,330.
g			4,138.
h			332.
i			-545.
j			878.
k			2,614.
l			-1,192.
m			2,335.
n			2,169.
o			1,424.

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 }

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).
If (loss), enter "-0-" in Part I, line 8

GOOD NEIGHBORS FAMILY TRUST

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	1161 SHARES SUNTRUST BANK	P	12/22/04	04/25/13
b	125 SHARES DUKE ENERGY CORP	P	04/12/11	08/08/13
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(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 33,820.		85,995.	-52,175.
b 8,894.		6,769.	2,125.
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			-52,175.
b			2,125.
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	-17,428.
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). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

GOOD NEIGHBORS FAMILY TRUST

43-1977430

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
GUADALUPE SOCIAL SERVICES		OTHER PUBLIC CHARITY	SUPPORT THE NEEDY	100.
JOE'S PLACE		OTHER PUBLIC CHARITY	SUPPORT STABLE LIVING PROGRAMS OF MALE YOUTH	500.
KENNEDY KRIEGER FOUNDATION		OTHER PUBLIC CHARITY	SUPPORT RESEARCH FOR CHILDREN WITH BRAIN AND SPINAL	500.
LEUKEMIA & LYMPHOMA SOCIETY		OTHER PUBLIC CHARITY	FOR MEDICAL RESEARCH	200.
LITERACY VOLUNTEERS		OTHER PUBLIC CHARITY	SUPPORT EDUCATIONAL PROGRAMS	500.
MAYO CLINIC		OTHER PUBLIC CHARITY	SUPPPORT MEDICAL RESEARCH	1,000.
OAKDALE EMORY UNITED METHODIST CHURCH		OTHER PUBLIC CHARITY	SUPPORT RELIGIOUS PROGRAMS	800.
PERRY SCHOOL COMMUNITY SERVICES		OTHER PUBLIC CHARITY	SUPPORT FOR EDUCATIONAL PROGRAMS FOR CHILDREN	1,000.
RED CLOUD INDIAN SCHOOL		OTHER PUBLIC CHARITY	SUPPORT EDUCATION ON RED CLOUD RESERVATION	550.
REHOBOTH BEACH HISTORICAL SOCIETY		OTHER PUBLIC CHARITY	SUPPORT PROGRAM INITIATIVES	100.
Total from continuation sheets				89,565.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
SISTERS OF THE PRESENTATION		OTHER PUBLIC CHARITY	SUPPORT RELIGIOUS ORDER	100.
ST. ANN'S PLACE		OTHER PUBLIC CHARITY	SUPPORT THE NEEDY AND HOMELESS OF PALM BEACH	1,000.
ST. JOHNS HIGH SCHOOL		OTHER PUBLIC CHARITY	PROVIDE EDUCATIONAL SUPPORT TO STUDENTS	58,000.
ST. LOUIS PARISH		OTHER PUBLIC CHARITY	SUPPORT CATHOLIC COMMUNITY	1,400.
ST. VINCENT DE PAUL SOCIETY		OTHER PUBLIC CHARITY	PROVIDES FOOD, SHELTER AND SERVICES TO THE NEEDY	1,700.
THE LITTLE SISTERS OF THE POOR		OTHER PUBLIC CHARITY	SUPPORT THE NEEDY	300.
THE SISTERS ACADEMY		OTHER PUBLIC CHARITY	SUPPORT CATHOLIC COMMUNITY	200.
THE SMILE TRAIN		OTHER PUBLIC CHARITY	SUPPORT MEDICAL ASSISTANCE	250.
XAVERIAN BROTHERS		OTHER PUBLIC CHARITY	SUPPORT RELIGIOUS ORDER	250.
YOUNG LIFE		OTHER PUBLIC CHARITY	SUPPORTING PROGRAMS INITIATIVES FOR YOUTH	2,000.
Total from continuation sheets				

Part XV Supplementary Information**3** Grants and Contributions Paid During the Year (Continuation)

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
MANNA FOOD CENTER		OTHER PUBLIC CHARITY	SUPPORT FOOD SERVICE FOR POOR	750.
AVE MARIA UNIVERSITY		OTHER PUBLIC CHARITY	SUPPORT EDUCATION	5,000.
KRAUS CENTER		OTHER PUBLIC CHARITY	TO SUPPORT PROGRAMS AND EVENTS	1,500.
CHILDREN'S BEACH HOUSE		OTHER PUBLIC CHARITY	TO SUPPORT PROGRAMS AND EVENTS	500.
				1,500.
				500.
				2,000.
				250.
				250.
				250.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
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)				
				1,000.
				200.
				300.
				1,000.
				275.
				1,200.
				140.
				2,000.
				500.
Total from continuation sheets				

FORM 990-PF

DIVIDENDS AND INTEREST FROM SECURITIES

STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
LEGG MASON - CAPITAL GAIN DISTRIBUTIONS	218.	0.	218.
LEGG MASON - DIVIDENDS	35,174.	0.	35,174.
LEGG MASON - INTEREST	7,566.	0.	7,566.
LEGG MASON - INTEREST ON US TREASURY BILLS	7,250.	0.	7,250.
TOTAL TO FM 990-PF, PART I, LN 4	50,208.	0.	50,208.

FORM 990-PF

ACCOUNTING FEES

STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEES	2,500.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	2,500.	0.		0.

FORM 990-PF

TAXES

STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	494.	494.		0.
TO FORM 990-PF, PG 1, LN 18	494.	494.		0.

FORM 990-PF	OTHER EXPENSES		STATEMENT 4	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGG MASON INVESTMENT EXPENSES	11,033.	11,033.		0.
TO FORM 990-PF, PG 1, LN 23	11,033.	11,033.		0.

FORM 990-PF	CORPORATE STOCK		STATEMENT 5	
DESCRIPTION	BOOK VALUE		FAIR MARKET VALUE	
LEGG MASON STOCKS/BONDS & MONEY MARKET	2,027,701.		2,027,701.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,027,701.		2,027,701.	