Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation: THE P&A FAMILY FOUNDATION, INC.

Number and street (or P O box number if mail is not delivered to street address): 8405 GREENSBORO DR
C/O BDO USA, LLP

Room/suite: 700

City or town, state or province, country, and ZIP or foreign postal code: MCLEAN, VA 22102

A Employer identification number: 45-3189487

B Telephone number (see instructions): (703) 893-0600

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

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

H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 1,997,693.

J Accounting method ☒ Cash ☐ Accrual ☐ 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)	490.			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	5,803.	5,803.		ATCH 1
	4	Dividends and interest from securities	37,085.	37,085.		ATCH 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	6,818.			
	b	Gross sales price for all assets on line 6a 948,993.				
	7	Capital gain net income (from Part IV, line 2)		6,818.		
	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	50,196.	49,706.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) ATCH 3	4,750.			4,750.
	c	Other professional fees (attach schedule) *	3,574.	3,574.		
	17	Interest				
	18	Taxes (attach schedule) (see instructions) ATCH 5	744.	254.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) ATCH 6	195.			195.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	9,263.	3,828.		4,945.
	25	Contributions, gifts, grants paid	71,404.			71,404.
	26	**Total expenses and disbursements** Add lines 24 and 25	80,667.	3,828.	0	76,349.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-30,471.			
	b	**Net investment income** (if negative, enter -0-)		45,878.		
	c	**Adjusted net income** (if negative, enter -0-)				

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JSA **For Paperwork Reduction Act Notice, see instructions.** *ATCH 4

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Part II	**Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets 1	Cash - non-interest-bearing	35.		
2	Savings and temporary cash investments	647,148.	251,915.	251,915.
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			
10 a	Investments - U S and state government obligations (attach schedule)			
b	Investments - corporate stock (attach schedule) ATCH 7	1,320,212.	1,665,770.	1,722,894.
c	Investments - corporate bonds (attach schedule) ATCH 8		20,000.	20,998.
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 ▶ ATCH 9)	2,647.	1,886.	1,886.
16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	1,970,042.	1,939,571.	1,997,693.
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	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			
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	1,970,042.	1,939,571.	
30	**Total net assets or fund balances** (see instructions)	1,970,042.	1,939,571.	
31	**Total liabilities and net assets/fund balances** (see instructions)	1,970,042.	1,939,571.	

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	1,970,042.
2	Enter amount from Part I, line 27a	2	-30,471.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,939,571.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,939,571.

Form **990-PF** (2013)

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 PART IV SCHEDULE			
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				

	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				
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	6,818.
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	-13,336.

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	56,945.	1,950,348.	0.029197
2011		1,970,411.	
2010			
2009			
2008			

2	**Total** of line 1, column (d)	2	0.029197
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	0.014599
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1,861,699.
5	Multiply line 4 by line 3	5	27,179.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	459.
7	Add lines 5 and 6	7	27,638.
8	Enter qualifying distributions from Part XII, line 4	8	76,349.

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

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

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	459.
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	459.
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	459.
6	Credits/Payments				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	297.		
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	297.
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	162.
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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 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*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ DE, VA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation.*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV.*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

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

Website address ▶ N/A

14 The books are in care of ▶ JOAN HOLTZ; C/O BDO USA LLP Telephone no ▶ 703-893-0600

Located at ▶ 8405 GREENSBORO DRIVE, STE 700 MCLEAN, VA ZIP+4 ▶ 22102

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		**Yes**	**No**
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)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	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)	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)*	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

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

			Yes	No
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**		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?	**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
ATCH 10		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 ▶

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
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	1,695,572.
b	Average of monthly cash balances		1b	194,478.
c	Fair market value of all other assets (see instructions)		1c	
d	**Total** (add lines 1a, b, and c)		1d	1,890,050.
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	1,890,050.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)		4	28,351.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	1,861,699.
6	**Minimum investment return.** Enter 5% of line 5		6	93,085.

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	93,085.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	459.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	459.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	92,626.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	92,626.
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	92,626.

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	76,349.
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	76,349.
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	459.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	75,890.

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				92,626.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			71,404.	
b Total for prior years 20 11 ,20 10 ,20 09				
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 ▶ $ 76,349.				
a Applied to 2012, but not more than line 2a			71,404.	
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				4,945.
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				87,681.
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	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) NOT APPLICABLE

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

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

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

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

1 Information Regarding Foundation Managers:

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

ABBAS YAZDANI

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

N/A

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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATCH 11				
Total . . . . ▶ **3a**				71,404.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	5,803.	
4 Dividends and interest from securities			14	37,085.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	6,818.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				49,706.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . 13 49,706.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	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

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

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

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

▶ Abbas | 5, 13, 14 ▶

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only				
Print/Type preparer's name JOAN C HOLTZ	Preparer's signature Joan C Holtz	Date 5/8/2014	Check ☐ if self-employed	PTIN P00836429
Firm's name ▶ BDO USA, LLP			Firm's EIN ▶ 13-5381590	
Firm's address ▶ 8405 GREENSBORO DRIVE 7TH FLOOR MCLEAN, VA 22102			Phone no 703-893-0600	

THE P&A FAMILY FOUNDATION, INC. 45-3189487

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					14,308.	
		JP MORGAN # 5002 - SEE ATTACHED PROPERTY TYPE: SECURITIES				P	01/01/2013	12/31/2013
611,288.		621,964.					-10,676.	
		JP MORGAN # 5002 - SEE ATTACHED PROPERTY TYPE: SECURITIES				P	01/01/2013	12/31/2013
7,204.		9,864.					-2,660.	
		JP MORGAN # 5002 - SEE ATTACHED PROPERTY TYPE: SECURITIES				P	01/01/2012	12/31/2013
171,193.		165,347.					5,846.	
		JP MORGAN # 9000 - SEE ATTACHED PROPERTY TYPE: SECURITIES				P	01/01/2013	12/31/2013
145,000.		145,000.						
TOTAL GAIN(LOSS)							6,818.	

Capital Gain and Loss Schedule

THE P & A FAMILY FOUNDATION
Account Number: A 86785-00-2

Short-Term Covered

* Code W indicates Wash Sale
L indicates a Nondeductible Loss other than a Wash Sale
** Ordinary Income O indicates Ordinary Income gain or loss
F indicates Foreign Exchange gain or loss on Capital transactions

Description	Stock and other symbol Cusip	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
ABERDEEN ASIA-PAC XJ-INST EQUITY FUND - INSTITUTIONAL SERVICE SHARES	AAPI 003021698		Various 06/11/13	1,312 336	15,000.00	15,845 26		-845 26
BBH CORE SELECT FUND-N	BBTE 05528X604		03/19/13 05/10/13	952 920	18,925.00	18,048 30		876 70
DOUBLELINE TOTAL RET BD-I	DBLT 258620103		10/17/12 05/10/13	3,714 084	42,303 42	42,303 42		.00
DOUBLELINE TOTAL RET BD-I	DBLT 258620103		10/17/12 07/18/13	1,361 162	15,000.00	15,503.63		-503 63
DOUBLELINE TOTAL RET BD-I	DBLT 258620103		10/17/12 08/01/13	1,373 626	15,000 00	15,645 60		-645 60
DOUBLELINE TOTAL RET BD-I	DBLT 258620103		10/17/12 08/14/13	1,369 863	15,000 00	15,602.74		-602 74
DOUBLELINE TOTAL RET BD-I	DBLT 258620103		10/17/12 08/26/13	1,145 738	12,500.00	13,049 96		-549.96
DOUBLELINE TOTAL RET BD-I	DBLT 258620103		10/17/12 08/27/13	1,828.154	20,000.00	20,822 67		-822.67
JPM MULTI SECTOR INCOME FD - SEL FUND 2130	JSIS 48121A290		10/17/12 07/18/13	2,952 756	30,000 00	30,324.81		-324.81
JPM MULTI SECTOR INCOME FD - SEL FUND 2130	JSIS 48121A290		Various 08/14/13	2,961 500	30,000.00	30,404.14		-404.14
JPM MULTI SECTOR INCOME FD - SEL FUND 2130	JSIS 48121A290		Various 08/26/13	2,621.255	26,474 68	26,771 05		-296 37
JPM REALTY INCOME FD - INSTL FUND 1372	URTL 904504503		Various 09/27/13	6,567 751	77,499 46	75,000 00		2,499.46

The P&A Family Foundation Inc -- EIN 45-3189487
Form 990PF - Part IV Detail of
Capital Gains and Losses for Tax on Investment Income

Capital Gain and Loss Schedule

Short-Term Covered

THE P & A FAMILY FOUNDATION
Account Number A 86785-00-2

* Code W indicates Wash Sale
L indicates a Nondeductible Loss other than a Wash Sale
** Ordinary Income O indicates Ordinary Income gain or loss
F indicates Foreign Exchange gain or loss on Capital transactions

Description	Stock and other symbol Cusip	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
MATTHEWS ASIA DIVIDEND-INS	MIPI 577130750		02/14/13 06/11/13	325 098	5,000 00	4,957 75		42.25
PARNASSUS EQTY INCOME FD-INS	PRIL 701769408		03/19/13 05/10/13	575.847	19,550.00	18,599.85		950 15
RIDGEWORTH INTERMED BOND-I	SAMI 76628T702		10/17/12 07/18/13	1,485 149	15,000 00	15,772 28		-772.28
RIDGEWORTH INTERMED BOND-I	SAMI 76628T702		10/17/12 08/01/13	1,491 054	15,000 00	15,834 99		-834 99
RIDGEWORTH INTERMED BOND-I	SAMI 76628T702		10/17/12 08/14/13	1,491.054	15,000 00	15,835 00		-835.00
RIDGEWORTH INTERMED BOND-I	SAMI 76628T702		10/17/12 08/26/13	1,247.505	12,500 00	13,248 50		-748 50
RIDGEWORTH INTERMED BOND-I	SAMI 76628T702		10/17/12 08/27/13	1,494.024	15,000 00	15,866 54		-866 54
SPDR S&P 500 ETF TRUST	SPY 78462F103		Various 10/25/13	250 000	43,978 96	40,775 81		3,203 15
TEMPLETON GLOBAL BOND FD-AD	TGBA 880208400		03/19/13 09/12/13	2,554 180	33,000 00	34,251 55		-1,251 55
VANGUARD INTM TRM INV G-INV	VFIC 922031885		10/17/12 07/18/13	1,525 941	15,000 00	15,976 60		-976 60
VANGUARD INTM TRM INV G-INV	VFIC 922031885		10/17/12 07/31/13	3,865 717	38,000.00	40,474.06		-2,474.06
VANGUARD INTM TRM INV G-INV	VFIC 922031885		10/17/12 08/01/13	1,533 742	15,000 00	16,058.28		-1,058 28

The P&A Family Foundation Inc -- EIN 45-3189487
Form 990PF - Part IV Detail of
Capital Gains and Losses for Tax on Investment Income

Capital Gain and Loss Schedule

Short-Term Covered

THE P & A FAMILY FOUNDATION
Account Number. A 86785-00-2

** Code W indicates Wash Sale*
L indicates a Nondeductible Loss other than a Wash Sale
*** Ordinary Income O indicates Ordinary Income gain or loss*
F indicates Foreign Exchange gain or loss on Capital transactions

Description	Stock and other symbol Cusip	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
VANGUARD INTM TRM INV G-INV	VFIC 922031885		Various 08/16/13	5,309.614	51,556 35	54,991 06		-3,434 71
Total Short-Term Covered					**611,287.87**	**621,963.85**		**-10,675.98**

The P&A Family Foundation Inc -- EIN 45-3189487
Form 990PF - Part IV Detail of
Capital Gains and Losses for Tax on Investment Income

Capital Gain and Loss Schedule

Short-Term Non Covered

THE P & A FAMILY FOUNDATION
Account Number· A 86785-00-2

** Code W indicates Wash Sale*
L indicates a Nondeductible Loss other than a Wash Sale
*** Ordinary Income O indicates Ordinary Income gain or loss*
F indicates Foreign Exchange gain or loss on Capital transactions

Description	*Stock and other symbol* / *Cusip*	*Code**	*Date Acquired* / *Date Sold*	*Units*	*Sales Price*	*Cost or Other Basis*	*Adjustments to gain or loss*	*Gain or Loss* / *Ordinary Income***
SPDR GOLD TRUST	GLD 78463V107		12/13/12 11/20/13	60 000	7,204.37	9,864 60		-2,660 23
Total Short-Term Non Covered					**7,204.37**	**9,864.60**		**-2,660.23**

Capital Gain and Loss Schedule

THE P & A FAMILY FOUNDATION
Account Number· A 86785-00-2

Long-Term Non Covered

* Code W indicates Wash Sale
L indicates a Nondeductible Loss other than a Wash Sale
** Ordinary Income O indicates Ordinary Income gain or loss
F indicates Foreign Exchange gain or loss on Capital transactions

Description	Stock and other symbol Cusip	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
BNP BREN EAFE 11/06/13 10%BUFFER-2 XLEV- 8.25%CAP 16 5%MAXRTRN INITIAL LEVEL-10/19/12 SX5E:2542 24 UKX 5896.15 TPX:754.39	05574LBC1		10/19/12 11/06/13	25,000.000	29,125 00	25,000.00		4,125 00
BNP PARTICIPATING GOLD NOTE 11/20/13 LNKD TO GOLDLNPM 85%BARRIER, 13 00%MAXRTN, 11/09/12 INITIAL STRIKE 1738 25	05574LBZ0		11/09/12 11/20/13	20,000.000	14,810.88	20,000.00		-5,189 12
GS CONT BUFF EQ SPX 11/14/13 80% CONTIN BARRIER- 4.25%CPN 15% CAP INITIAL LEVEL-10/26/12 SPX 1,411.94	38143U8C8		10/26/12 11/14/13	50,000 000	57,500.00	50,000 00		7,500 00
SG BREN SPX 11/27/13 10%BUFFER-1 5 XLEV- 7%CAP 10 5%MAXRTRN INITIAL LEVEL-11/09/12 SPX·1379.85	78423EEW0		11/09/12 11/27/13	50,000.000	55,250.00	50,000.00		5,250 00
SPDR GOLD TRUST	GLD 78463V107		10/17/12 11/20/13	120.000	14,408.75	20,347.20		-5,938 45
SPDR GOLD TRUST COST BASIS ALLOC RATE 0 000329643	78463V107		00/00/00 01/07/13	180 000	9 45	00		9.45
SPDR GOLD TRUST COST BASIS ALLOC RATE 0.000355489	78463V107		00/00/00 02/21/13	180 000	9 77	.00		9.77
SPDR GOLD TRUST COST BASIS ALLOC RATE 0 000341809	78463V107		00/00/00 03/12/13	180 000	9 49	.00		9.49
SPDR GOLD TRUST COST BASIS ALLOC. RATE 0.000353866	78463V107		00/00/00 04/09/13	180 000	9 72	00		9 72

* Code W indicates Wash Sale
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** Ordinary Income O indicates Ordinary Income gain or loss
F indicates Foreign Exchange gain or loss on Capital transactions

Capital Gain and Loss Schedule

Long-Term Non Covered

THE P & A FAMILY FOUNDATION
Account Number A 86785-00-2

Description	Stock and other symbol Cusip	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
SPDR GOLD TRUST			00/00/00	180.000	10 03	.00		10 03
COST BASIS ALLOC RATE 0 000403935	78463V107		05/10/13					
SPDR GOLD TRUST			00/00/00	180 000	8 77	00		8 77
COST BASIS ALLOC. RATE 0 000364055	78463V107		06/17/13					
SPDR GOLD TRUST			00/00/00	180 000	8 64	00		8.64
COST BASIS ALLOC RATE 0.000395335	78463V107		07/10/13					
SPDR GOLD TRUST			00/00/00	180 000	7 95	00		7 95
COST BASIS ALLOC RATE 0 000343817	78463V107		08/15/13					
SPDR GOLD TRUST			00/00/00	180 000	8 43	.00		8 43
COST BASIS ALLOC. RATE 0 000355207	78463V107		09/19/13					
SPDR GOLD TRUST			00/00/00	180 000	8.67	00		8 67
COST BASIS ALLOC. RATE 0 000388300	78463V107		10/14/13					
SPDR GOLD TRUST			00/00/00	180 000	7 76	.00		7.76
COST BASIS ALLOC RATE 0.000351151	78463V107		11/13/13					
Total Long-Term Non Covered					**171,193.31**	**165,347.20**		**5,846.11**

The P&A Family Foundation Inc -- EIN 45-3189487
Form 990PF - Part IV Detail of
Capital Gains and Losses for Tax on Investment Income

Capital Gain and Loss Schedule

Short-Term Non Covered

THE P&A FAMILY FOUNDATION, INC.
Account Number W 56419-00-0

* Code W indicates Wash Sale
L indicates a Nondeductible Loss other than a Wash Sale
** Ordinary Income O indicates Ordinary Income gain or loss
F indicates Foreign Exchange gain or loss on Capital transactions

Description	Stock and other symbol Cusip	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
JPM PHOENIX AUTO-CALL OXY 01/29/14 80%BARRIER- 12.25% CPN INITIAL LEVEL-01/11/13 OXY 83.08	48126DSS9		01/11/13 04/30/13	20,000 000	20,000 00	20,000 00		00
JPM PHOENIX AUTO-CALL YUM 01/29/14 80%BARRIER- 11.25% CPN INITIAL LEVEL-01/09/13 YUM·64 82	48126DSW0		01/09/13 04/30/13	20,000.000	20,000 00	20,000 00		00
JPM PHOENIX AUTO-CALL BRCM 3/5/14 80% CONTIN BARRIER- 14 55% CPN INITIAL LEVEL-02/15/13 BRCM 34.40	48126DXB0		02/15/13 06/04/13	25,000.000	25,000 00	25,000 00		00
JPM PHOENIX AUTO-CALL BAC 03/12/14 75%BARRIER- 12% CPN INITIAL LEVEL-02/22/13 BAC 11.44	48126DXS3		02/22/13 06/11/13	20,000 000	20,000 00	20,000 00		00
JPM PHOENIX AUTO-CALL SLB 07/30/14 80%CONTIN BARRIER- 11.5% CPN INITIAL LEVEL-07/12/13 SLB :76.84 REVIEW DATES. 10/24/13,1/23/14, 4/24/14,7/25/14	48126NJQ1		07/12/13 10/29/13	20,000.000	20,000.00	20,000.00		.00
MS PHOENIX AUTO-CALL BAC 06/25/14 80%CONTIN BARRIER- 14.1% CPN INITIAL LEVEL-06/07/13 BAC.13.38 REVIEW DATES: 9/19/13,12/19/13, 3/20/14,6/20/14	61761JHN2		06/07/13 09/24/13	20,000 000	20,000 00	20,000 00		.00

Capital Gain and Loss Schedule

THE P&A FAMILY FOUNDATION, INC.
Account Number· W 56419-00-0

Short-Term Non Covered

** Code W indicates Wash Sale*
L indicates a Nondeductible Loss other than a Wash Sale
*** Ordinary Income O indicates Ordinary Income gain or loss*
F indicates Foreign Exchange gain or loss on Capital transactions

Description	Stock and other symbol Cusip	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
RBC PHOENIX AUTO-CALL F 06/11/14 80%CONTIN BARRIER- 10.71% CPN INITIAL LEVEL-05/24/13 F 14 79	78008SZ82		05/24/13 09/10/13	20,000.000	20,000 00	20,000 00		00
Total Short-Term Non Covered					**145,000.00**	**145,000.00**		**.00**

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
JPM 0779		183.	183.
JPM 5002		10.	10.
JPM 9000		5,610.	5,610.
	TOTAL	5,803.	5,803.

ATTACHMENT 2

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
JPM 5002		37,085.	37,085.
	TOTAL	37,085.	37,085.

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEES	4,750.			4,750.
TOTALS	4,750.			4,750.

ATTACHMENT 4

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT MANAGEMENT FEES	3,574.	3,574.
TOTALS	3,574.	3,574.

ATTACHMENT 5

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES WITHHELD	254.	254.
FEDERAL TAX	490.	
TOTALS	744.	254.

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
REGISTERED AGENT		165.	165.
OUTGOING WIRE FEE		30.	30.
	TOTALS	195.	195.

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION		ENDING BOOK VALUE	ENDING FMV
MUTUAL FUNDS		1,665,770.	1,722,894.
	TOTALS	1,665,770.	1,722,894.

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
$20,000 JPM PHOENIX AUTO-CALL	20,000.	20,998.
TOTALS	20,000.	20,998.

ATTACHMENT 9

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ACCRUED DIVIDENDS RECEIVABLE	1,886.	1,886.
TOTALS	1,886.	1,886.

THE P&A FAMILY FOUNDATION, INC. 45-3189487

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 10

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION
ABBAS YAZDANI 8405 GREENSBORO DR, STE 700 C/O BDO USA LLP MCLEAN, VA 22102	PRES, CHAIRMAN, SEC'Y & TREAS 1.00
PAMELA YAZDANI 8405 GREENSBORO DR, STE 700 C/O BDO USA LLP MCLEAN, VA 22102	ASSISTANT SECRETARY
AMIR YAZDANI 8405 GREENSBORO DR, STE 700 C/O BDO USA LLP MCLEAN, VA 22102	ASSISTANT SECRETARY
AZIZ YAZDANI 8405 GREENSBORO DR, STE 700 C/O BDO USA LLP MCLEAN, VA 22102	ASSISTANT SECRETARY
DAVID YAZDANI 8405 GREENSBORO DR, STE 700 C/O BDO USA LLP MCLEAN, VA 22102	ASSISTANT SECRETARY

THE P&A FAMILY FOUNDATION, INC 45-3189487

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 11

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
UNITED STATES OLYMPIC COMMITTEE 1 OLYMPIC PLAZA COLORADO SPRINGS, CO 80909	PC	CHARITABLE	25,000
IHF AMERICA INC 555 BRYANT STREET SUITE 523 PALO ALTO, CA 94301	PC	CHARITABLE	15,000.
ST JUDE CHILDREN'S RESEARCH HOSPITAL INC 262 DANNY THOMAS PLACE MEMPHIS, TN 38105	PC	CHARITABLE	16,404
DOCTORS WITHOUT BORDERS USA INC 333 SEVENTH AVE, 2ND FLOOR NEW YORK, NY 10001	PC	CHARITABLE	3,000.
COMMUNITIES IN SCHOOLS OF NOVA 1615 DUKE STREET ALEXANDRIA, VA 22314	PC	CHARITABLE	3,000.
DOORWAYS FOR WOMEN AND FAMILIES INC 4600 N FAIRFAX DRIVE ARLINGTON, VA 22203	PC	CHARITABLE	3,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
WOLF TRAP FOUNDATION FOR THE PERFORMING ARTS 1645 TRAP ROAD VIENNA, VA 22182	PC	CHARITABLE	3,000
UNITED STATES FUND FOR UNICEF 125 MAIDEN LANE NEW YORK, NY 10038	PC	CHARITABLE	3,000
		TOTAL CONTRIBUTIONS PAID	71,404