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Form **990-PF**

Return of Private Foundation

OMB No 1545-0052

Department of the Treasury Internal Revenue Service

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.

Open to Public Inspection

| Nam | calendar year 2013 or tax year beginning MAY | 13, 2013 | , and ending | DEC 31, 2013 | |
|-------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------|---------------------------------------|------------------------------------------------------|-------------------------------------------|
| | ne of foundation | | | A Employer identification | number |
| ,T/ | OAN AND MORGAN MASSEY FOU | MDATTON | | 46-2864841 | |
| | nber and street (or P O box number if mail is not delivered to street a | | Room/suite | B Telephone number | |
| | 002 MONUMENT AVENUE | 10 a 000) | Tiodily Salto | 804-648-16 | 11 |
| | or town, state or province, country, and ZIP or foreign po | netal cada | | _ | |
| - | ICHMOND, VA 23230 | Jaidi Code | | C If exemption application is p | ending, check here |
| | Check all that apply: X Initial return | Initial return of a for | rmar nublic charity | D 1. Foreign organizations | chack hara |
| U. | Final return | Amended return | Their public charity | 1. Toleigh organizations | , check here |
| | Address change | Name change | | Foreign organizations me check here and attach co | eting the 85% test, |
| | Check type of organization: X Section 501(c)(3) exi | | | 7 | |
| | _ | Other taxable private foundation | tion | If private foundation staunder section 507(b)(1) | |
| <u></u> | air market value of all assets at end of year J Accounting | | Accrual | 1 | • • |
| | · | · · · · · · · · · · · · · · · · · · · | Accidal | F If the foundation is in a (| |
| - | | ner (specify) | agere 1 | under section 507(b)(1) | (B), check here |
| | | | | | (4) 5 |
| Pa | 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 | (0) Disbursements for charitable purposes |
| \neg | | | moonic | | (cash basis only) |
| | 1 Contributions, gifts, grants, etc., received | 5,998,266. | · · · · · · · · · · · · · · · · · · · | N/A | |
| | 2 Check I if the foundation is not required to attach Sch B | ····· | | | |
| ļ | 3 Interest on savings and temporary cash investments | | | | <u> </u> |
| Ì | 4 Dividends and interest from securities | | | | <u> </u> |
| İ | 5a Gross rents | | | | |
| | Net rental income or (loss) | | | | |
| ē | 6a Net gain or (loss) from sale of assets not on line 10 Gross sales price for all | | | | |
| 립 | b assets on line 6a | | | ļ | |
| Revenue | 7 Capital gain net income (from Part IV, line 2) | | 0. | | |
| - | 8 Net short-term capital gain | | <u></u> | | |
| | 9 Income modifications Gross sales less returns | | | | |
| | 10a and allowances | | | | |
| | b Less Cost of goods sold | | | | |
| | c Gross profit or (loss) | | | | |
| | 11 Other income | | | | |
| | 12 Total. Add lines 1 through 11 | 5,998,266. | | 1772 201 188 10 11 | <u> </u> |
| j | 13 Compensation of officers, directors, trustees, etc | 0. | 0. | RECEIVED | |
| į | 14 Other employee salaries and wages | | <u> </u> | | |
| ر _م | 15 Pension plans, employee benefits | | (A) | IMAN A A AMANA | |
| ses | 16a Legal fees | | Ó | WAY 1 & 2014 | |
| Expens | b Accounting fees | | <u></u> | S 16 - 16 S 16 S 16 S 16 S 16 S 16 S 16 | 1=1 |
| | | | | -JGUEN, UI | <u> </u> |
| 9 | 17 Interest | | | | ļ |
| -≲1 | 18 Taxes | | | | |
| rati | 10 Taxes | | | | |
| nıstrativ | 19 Depreciation and depletion | | | | |
| Iministrativ | 19 Depreciation and depletion 20 Occupancy | | | | |
| Administrati | 19 Depreciation and depletion 20 Occupancy 21 Travel, conferences, and meetings | | | | |
| and Administrativ | 19 Depreciation and depletion 20 Occupancy 21 Travel, conferences, and meetings 22 Printing and publications | | | | |
| and | 22 Printing and publications | | | | |
| and | 22 Printing and publications | | | | |
| and | 22 Printing and publications | 0. | 0. | | |
| ing and | 22 Printing and publications | 0. | 0. | | |
| Operating and | 22 Printing and publications 23 Other expenses 24 Total operating and administrative expenses. Add lines 13 through 23 | | 0. | | |
| Operating and | Printing and publications Other expenses Total operating and administrative expenses. Add lines 13 through 23 Contributions, gifts, grants paid | | 0. | | (|
| Operating and | 22 Printing and publications 23 Other expenses 24 Total operating and administrative expenses. Add lines 13 through 23 25 Contributions, gifts, grants paid 26 Total expenses and disbursements. Add lines 24 and 25 | 0. | | | (|
| Operating and | 22 Printing and publications 23 Other expenses 24 Total operating and administrative expenses. Add lines 13 through 23 25 Contributions, gifts, grants paid 26 Total expenses and disbursements. Add lines 24 and 25 27 Subtract line 26 from line 12: | 0. | | | (|
| Operating and | 22 Printing and publications 23 Other expenses 24 Total operating and administrative expenses. Add lines 13 through 23 25 Contributions, gifts, grants paid 26 Total expenses and disbursements. Add lines 24 and 25 | 0. | | | |

LHA For Paperwork Reduction Act Notice, see instructions.

| | | Balance Sheets Attached schedules and amounts in the description | Beginning of year | Ęn: | d of year |
|-------------|-------|-------------------------------------------------------------------------------|-------------------|----------------|-----------------------|
| Pa | art , | column should be for end-of-year amounts only | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| П | 1 | Cash - non-interest-bearing | | | |
| | | Savings and temporary cash investments | - | | |
| | | Accounts receivable | | | |
| ı | • | Less: allowance for doubtful accounts | | | |
| ١ | 4 | Pledges receivable ▶ | | | |
| | 7 | Less: allowance for doubtful accounts | | | |
| | | Grants receivable | | | - |
| ļ | - | Receivables due from officers, directors, trustees, and other | | | |
| l | 0 | | | | |
| | - | disqualified persons | | | + |
| | 1 | Other notes and loans receivable | | | |
| | _ | Less: allowance for doubtful accounts | | | |
| Assets | - | Inventories for sale or use | - | | |
| Iss | | Prepaid expenses and deferred charges | | | |
| _ | | Investments - U.S. and state government obligations | | | |
| | | Investments - corporate stock | | | |
| | | Investments - corporate bonds | | | |
| | 11 | Investments - land, buildings, and equipment basis | | | i |
| | | Less accumulated depreciation | | | |
| | 12 | Investments - mortgage loans | | | |
| | 13 | Investments - other STMT 2 | _0. | 622,590 | 6,105,858. |
| | 14 | Land, buildings, and equipment basis ▶ | | | İ |
| | | Less accumulated depreciation | | | |
| | 15 | Other assets (describe | | | |
| | 16 | Total assets (to be completed by all filers - see the | | | |
| _ | | instructions. Also, see page 1, item 1) | 0. | 622,590 | 6,105,858. |
| | 17 | Accounts payable and accrued expenses | | | |
| | 18 | Grants payable | | | |
| S | 19 | Deferred revenue | | | |
| Liabilities | 20 | Loans from officers, directors, trustees, and other disqualified persons | | | |
| iabi | 21 | Mortgages and other notes payable | | |] |
| ָ ב | 22 | Other liabilities (describe >) | | | |
| | | | | | |
| | 23 | Total liabilities (add lines 17 through 22) | 0. | (|) . |
| | | Foundations that follow SFAS 117, check here | | | |
| | ļ | and complete lines 24 through 26 and lines 30 and 31. | | | |
| Ses | 24 | Unrestricted | | | |
| ă | 25 | Temporarily restricted | | | |
| Ba | 26 | Permanently restricted | | | |
| Fund Balanc | l | Foundations that do not follow SFAS 117, check here | | | |
| Ē | | and complete lines 27 through 31. | | | |
| ğ | 27 | Capital stock, trust principal, or current funds | 0. | (|) . |
| Assets | 28 | Paid-in or capital surplus, or land, bldg., and equipment fund | 0. | (| 5. 1 |
| Ass | 29 | Retained earnings, accumulated income, endowment, or other funds | 0. | 622,590 | 5. |
| Net | 30 | Total net assets or fund balances | 0. | 622,590 | |
| ~ | | | | | |
| | 31 | Total liabilities and net assets/fund balances | 0. | 622,590 | o al |
| Ξ | | | | | |
| <u>P</u> | art | Analysis of Changes in Net Assets or Fund E | saiances | | • |
| 1 | Tota | net assets or fund balances at beginning of year - Part II, column (a), line | 30 | | |
| | | it agree with end-of-year figure reported on prior year's return) | · = - | | 0. |
| | • | amount from Part I, line 27a | | ţ | 2 5,998,266. |
| | | r increases not included in line 2 (itemize) | | ŀ | $\frac{2}{3}$ $0.$ |
| | | lines 1, 2, and 3 | | | 5,998,266. |
| | | eases not included in line 2 (itemize) | SEE ST | ATEMENT 1_ | 5 5,375,676. |
| | | net assets or fund balances at end of year (line 4 minus line 5) - Part II. o | | | 6 622,590. |

JOAN AND MORGAN MASSEY FOUNDATION

46-2864841

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Form 990-PF (2013)

| | | MORGAN MAS | | | 1 | | | 46-286 | 4841 | Page 3 |
|-----------------------------------------------------------------------------|---------------|-----------------------------------------|-----------------------------------|--------------------------------------|----------------------------------------------|--------------------------|-----------|-------------------------------------------|---------------------|---------------------|
| (a) List and desc | ribe the kin | d(s) of property sold (e.g. | , real estate, | Income | (b) H | low acquired Purchase | (c) | Date acquired | (d) Da | te sold ay, yr.) |
| | arenouse; o | r common stock, 200 shs | . MLC CO.) | | D D | - Donation | - (" | 10., uay, yr., | (1110., 0 | |
| b NC | NE | | | | + - | | | | | |
| C | 1144 | | | | | - | 1 | · - · · · · · · · · · · · · · · · · · · | | |
| d | | | | | | | | | | |
| e | | | | | <u> </u> | | | | | |
| (e) Gross sales price | (f) D | epreciation allowed (or allowable) | | st or other basis expense of sale | | | | (h) Gain or (loss)) plus (f) minus (| | |
| a | | | | | | | | | | |
| <u> </u> | <u> </u> | | - | | | | | | | |
| <u>C</u> | | | | | | | | | | |
| <u>d</u> | | | | | \rightarrow | | | · · · · · · · · · · · · · · · · · · · | | |
| Complete only for assets show | no osin in c | olumn (h) and owned by t | he foundation | on 12/31/69 | | | /IV Gar | ıns (Col. (h) gaın | minue | |
| (i) F.M.V. as of 12/31/69 | (i |) Adjusted basis as of 12/31/69 | (k) E> | cess of col. (1) | | | còl. (k), | , but not less than esses (from col. (| 1 -0-) or | |
| a | ļ | | | | Ť | | | | | |
| b | | | | | | | | | | |
| C | | | | | | | | | | |
| d | | | | | | | | | | |
| е | | | | | | | | | | |
| 2 Capital gain net income or (net c | apıtal loss) | If gain, also enter If (loss), enter -0 | n Part I, line In Part I, line | 7 : 7 | } | 2 | | | | |
| Net short-term capital gain or (lo | ss) as defir | ned in sections 1222(5) an | nd (6): | | | ļ | | | | |
| If gain, also enter in Part I, line 8 | , column (c | | • • | | | | | | | |
| If (loss), enter -0- in Part I, line 8 | Indox 6 | ection 4940(e) for | Doduces | Toy on No | <u> </u> | 3 | Incon | 20 | | |
| | | | | | | | IIICOII | 110 | N/A | |
| For optional use by domestic prival | te roundatio | ons subject to the section 4 | 4940(a) tax or | i nei invesiment i | ricome | :.) | | | 14 / 15 | • |
| f section 4940(d)(2) applies, leave | this part bla | ınk. | | | | | | | | |
| Vas the foundation liable for the se f "Yes," the foundation does not qu | | | | • | eriod? | | | | Yes | ☐ No |
| 1 Enter the appropriate amount in | | | | | entries | | | | | |
| (a) Base period years Calendar year (or tax year beginn | | (b) Adjusted qualifying dis | | Net value of n | (c) | | sets | Distrit (col. (b) div | (d) oution ratio | l. (c)) |
| 2012 | | | | | | | | · · · · · · · · · · · · · · · · · · · | | |
| 2011 | | | | | | | | | | |
| 2010 | | | | | | i | | | | |
| 2009 | | | | | | | | | | |
| 2008 | | · | | <u> </u> | | | | | | |
| | | | | | | | | _ | | |
| 2 Total of line 1, column (d) | | | | | | | } | 2 | - | |
| 3 Average distribution ratio for the | | | on line 2 by 5, | , or by the numbe | er of ye | ars | | | | |
| the foundation has been in exist | ence it less | than 5 years | | | | | ŀ | 3 | | |
| 4 Enter the net value of noncharita | able-use ass | sets for 2013 from Part X, | line 5 | | | | - | 4 | | |
| Multiply line 4 by line 3 | | | | | | | - | 5 | · - | |
| 6 Enter 1% of net investment inco | me (1% of | Part I, line 27b) | | | | | | 6 | <u> </u> | |
| 7 Add lines 5 and 6 | | | | | | | ļ | 7 | | |
| 8 Enter qualifying distributions fro | | | | | | | | 8 | | |
| If line 8 is equal to or greater that See the Part VI instructions. | an line 7, ch | eck the box in Part VI, line | t 1b, and com | plete that part us | ing a 1 | % tax rate. | | | | |
| | | | | | | | | | Carm 000 | -DE (201 |

| | irt VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4 | | <u> 2004</u> | | | s) |
|---------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------|--------------|---------------------------------------|----------|-------------|
| _ | | 340 | 366 !! | 15000 | CLIOI | 13) |
| 12 | 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) Domestic foundations that meet the section 4940(e) requirements in Part V, check here and enter 1% | 1 | | | | 0. |
| Ð | | - | | | | <u> </u> |
| | of Part I, line 27b All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b). | | | | | |
| | Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | 2 | | | | 0 |
| | Add lines 1 and 2 | 3 | | | | 0. |
| | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | 4 | | | | 0. |
| | Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- | 5 | | | | 0. |
| | Credits/Payments: | | | | | <u> </u> |
| | 2013 estimated tax payments and 2012 overpayment credited to 2013 | | | | | |
| | Exempt foreign organizations - tax withheld at source 6b | | | | | |
| | Tax paid with application for extension of time to file (Form 8868) 6c | | | | | |
| | Backup withholding erroneously withheld 6d | | | | | |
| | Total credits and payments. Add lines 6a through 6d | 7 | | | | 0. |
| | Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached | 8 | | · | | |
| | Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed | 9 | | | | 0. |
| | Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | 10 | | · · · · · · · · · · · · · · · · · · · | | |
| | Enter the amount of line 10 to be: Credited to 2014 estimated tax | 11 | | | | |
| | art VII-A Statements Regarding Activities | · · · · | | | | |
| | During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene | in | | | Yes | No |
| | 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 | | | | | |
| | distributed by the foundation in connection with the activities. | | | | | |
| C | Did the foundation file Form 1120-POL for this year? | | | 1c | • | X |
| | 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 . | | | | | |
| е | Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation | | | ĺ | | |
| | managers. ► \$0. | | | | | |
| 2 | Has the foundation engaged in any activities that have not previously been reported to the IRS? | | | 2 | | X |
| | If "Yes," attach a detailed description of the activities. | | | | | |
| 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 |
| 48 | Did the foundation have unrelated business gross income of \$1,000 or more during the year? | | | 4a | | _X_ |
| t | olf "Yes," has it filed a tax return on Form 990-T for this year? | N | /A | 4b | | |
| 5 | Was there a liquidation, termination, dissolution, or substantial contraction during the year? | | | 5 | | <u> </u> |
| | If "Yes," attach the statement required by General Instruction T. | | | | | |
| 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. | a 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 XI | ′ | | 7_ | X | |
| | | | | | | |
| 88 | a Enter the states to which the foundation reports or with which it is registered (see instructions) | | | | | |
| | VA | | | | | |
| t | o 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 | | | | | <u> </u> | |
| 9 | | endar | | _ | | ,. |
| | year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV | ייאיי | | 9 | x | <u> </u> |
| 10 | Did any persons become substantial contributors during the tay year? If Even a attach a schedule listing their pages and addresses | I'M'I | | 10 | ı X | ı |

| | 990-PF (2013) JOAN AND MORGAN MASSEY FOUNDATION 46-2864 | <u>841</u> | E | age <u>5</u> |
|----|----------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------|-------------------------|--------------|
| Pa | irt 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 | | <u>X</u> |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? | 13 | $\overline{\mathbf{x}}$ | |
| | Website address ► N/A | | | |
| 14 | The books are in care of ► EVAN ENERGY INVESTMENTS LC Telephone no. ► 804 – 64 | 8-16 | 11 | |
| | Located at ► 5002 MONUMENT AVENUE, RICHMOND, VA ZIP+4 ►23 | | | |
| 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 | 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, | | es | No |
| | 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 | | 1 | |
| Pa | ort 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. | \ \\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\ | es | 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? | 1 1 | 1 | |
| | (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) | | | |
| | a disqualified person? | | | |
| | (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? | | | |
| | (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? | | - 1 | |
| | (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)? |]] | | |
| | (6) Agree to pay money or property to a government official? (Exception. Check "No" | 1 | | |
| | 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.) | | | |
| t | 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 | | |
| | Organizations relying on a current notice regarding disaster assistance check here | | | |
| 0 | 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 | | <u> </u> |
| 2 | Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation | | | |
| | defined in section 4942(j)(3) or 4942(j)(5)): | | | |
| a | At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning | | | |
| | before 2013? | | - [| |
| | If "Yes," list the years -, | 1 1 | | |
| t | Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect | 1 1 | | |
| | 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 | | |
| • | If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. | | - 1 | |
| | > | 1 | | |
| 3 | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time | | | |
| | during the year? | | | |
| ı | o 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 | | |
| 4: | a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | 4a | | X |
| 1 | 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 |

4b X Form **990-PF** (2013)

| Form 990-PF (2013) JOAN AND MORGAN MASSEY F | | | <u>46-28648</u> | 41 Page 6 |
|--------------------------------------------------------------------------------------------|-----------------------------------------------------------------|---------------------------------------------------|--------------------------------------------------------------------------------|--------------------------------------------------|
| Part VII-B Statements Regarding Activities for Which I | Form 4720 May Be F | Required (continu | ued) | |
| 5a During the year did the foundation pay or incur any amount to: | | _ | | |
| (4) Carry on propaganda, or otherwise attempt to influence legislation (section | , ., | | s X No | |
| (2) Influence the outcome of any specific public election (see section 4955); of | er to carry on, directly or indire | | | |
| any voter registration drive? | | | s X No | |
| (3) Provide a grant to an individual for travel, study, or other similar purposes | | Ye | s X No | |
| (4) Provide a grant to an organization other than a charitable, etc., organization | n described in section | _ | | |
| 509(a)(1), (2), or (3), or section 4940(d)(2)? | | | s X No | |
| (5) Provide for any purpose other than religious, charitable, scientific, literary, | or educational purposes, or f | | | |
| the prevention of cruelty to children or animals? | | Ye | s X No | |
| b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify uni | der the exceptions described i | n Regulations | | |
| section 53.4945 or in a current notice regarding disaster assistance (see instru | ictions)? | | N/A | 5b |
| Organizations relying on a current notice regarding disaster assistance check h | nere | | | |
| c If the answer is "Yes" to question 5a(4), does the foundation claim exemption f | rom the tax because it mainta | ined | | |
| expenditure responsibility for the grant? | N | ſ∕A 🔲 Ye | s No | İ |
| If "Yes," attach the statement required by Regulations section 53.494 | 5-5(d). | | | 1 1 |
| 6a Did the foundation, during the year, receive any funds, directly or indirectly, to | pay premiums on | | | |
| a personal benefit contract? | | ☐ Ye | s X No | |
| b Did the foundation, during the year, pay premiums, directly or indirectly, on a p | 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 s | shelter transaction? | ☐ Ye | s X No | |
| b If "Yes," did the foundation receive any proceeds or have any net income attrib | utable to the transaction? . | | N/A | 7b |
| Part VIII Information About Officers, Directors, Trust | | nagers, Highly | 1 | <u> </u> |
| 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 |
| EVAN MORGAN MASSEY | PRESIDENT | J | | |
| 5002 MONUMENT AVENUE | 1 | | | |
| RICHMOND, VA 23230 | 1.00 | 0. | О. | 0. |
| JOAN CARPENTER MASSEY | DIRECTOR | | | 1 |
| 5002 MONUMENT AVENUE | DIRECTOR | | | |
| RICHMOND, VA 23230 | 1.00 | 0. | ٥. | 0. |
| RICHMOND, VII 2020 | 1.00 | | <u> </u> | • |
| | 1 | | | |
| | † | | | |
| | | | | |
| · · · · · · · · · · · · · · · · · · · | † | 1 | 1 | |
| | 1 | | | |
| 2 Compensation of five highest-paid employees (other than those in | cluded on line 1). If none, | enter "NONE." | <u> </u> | <u> </u> |
| | (b) Title, and average | } | (d) Contributions to | (e) Expense account, other |
| (a) Name and address of each employee paid more than \$50,000 | hours per week devoted to position | (c) Compensation | employee benefit plans and deferred compensation | account, other allowances |
| NONE | devoted to position | | Compensation | anomanicos |
| NONE | 1 | | | |
| | | | | |
| | 1 | | | |
| | | | | |
| | - | | | |
| | | | | |
| | 4 | | | |
| | | | | |
| | 4 | | 1 | |
| | 1 | 1 | | <u> </u> |
| Total number of other employees paid over \$50,000 | | | ▶ | 0 |

| Form 990-PF (2013) JOAN AND MORGAN MASSEY FOUNDATION | 46-2 | 2864841 Page 7 |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------|------------------|
| Part VIII Information About Officers, Directors, Trustees, Foundation Paid Employees, and Contractors (continued) | n Managers, Highly | |
| 3 Five highest-paid independent contractors for professional services. If none, enter "N | IONE." | |
| (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 | | ▶ 0 |
| List the foundation's four largest direct charitable activities during the tax year. Include relevant statistica number of organizations and other beneficiaries served, conferences convened, research papers product | I information such as the | Expenses |
| 1 N/A | 30,000 | |
| | | |
| 2 | | |
| 3 | | |
| | | |
| 4 | | |
| Part IX-B Summary of Program-Related Investments | 4 - 10 | |
| Describe the two largest program-related investments made by the foundation during the tax year on line 1 N/A | es 1 and 2. | Amount |
| N/A | | |
| 2 | | |
| | | |
| All other program-related investments. See instructions. 3 | | |
| | | |
| Total, Add lines 1 through 3 | <u> </u> | 0. |

| P | Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations | ndations, se | e instructions.) |
|-------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------|------------------|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes: | | |
| а | Average monthly fair market value of securities | 1a | 434,938. |
| | Average of monthly cash balances | 1b | 0. |
| | Fair market value of all other assets | 1c | |
| d | Total (add lines 1a, b, and c) | 1d | 434,938. |
| е | 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 | 434,938. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 6,524. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 428,414. |
| 6 | Minimum investment return. Enter 5% of line 5 ADJUSTED FOR SHORT TAX PERIOD | 6 | 13,674. |
| P | art XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations are foreign organizations check here and do not complete this part.) | nd certain | |
| 1 | Minimum investment return from Part X, line 6 | T 1 | 13,674. |
| 2a | Tax on investment income for 2013 from Part VI, line 5 | | |
| ь | Income tax for 2013. (This does not include the tax from Part VI.) | | |
| C | Add lines 2a and 2b | 2c | 0. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 13,674. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | 0. |
| 5 | Add lines 3 and 4 | 5 | 13,674. |
| 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 | 13,674. |
| P | art 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 | 0. |
| 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: | | |
| а | 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 | 0 . |
| 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 | O. |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 0. |
| | Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation 4940(e) reduction of tax in those years. | qualifies for t | ne section |

Page 9

Part XIII Undistributed Income (see instructions)

| 1 Distributable amount for 2013 from Part XI, line 7 2 Undeshibuted mome, if any, as of the end of 2013 a Enter amount for 2012 only b Total for prior years: 2 Excess distributions carryover, if any, to 2013: a From 2008 b From 2019 c From 2010 d From 2011 e From 2011 d From 2012 1 Total of lines 3a through e 4 Qualifying distributions for 2013 from Part XII, line 4; P S Q, a Applied to 2012, but not more than line 2a 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 e Remaining amount distributed out of corpus (Election required - see instructions) d (fine amount appears in column (a), the same amount must be shewn or column (a). 6 Enter the net total of each column as indicated below: a Corpus Add lines 31; de, and 4e Subbact line 5 b Prior years' undistributed income or which a notice of detinency has been issued, or on which the section 494(a) but has been previously assessed d Subtract line 6c from line 6b. Taxable amount - see instructions 4 indistributed income for which a notice of detinency has been issued, or on which the section 494(a) but 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 Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instructions Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instructions Undistributed income for 2013. Subtract line 4a from line 2b. Team amount must | | (a) Corpus | (b) Years prior to 2012 | (c) 2012 | (d) 2013 |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| 2 Underschelded motions, if any, as of the enal of 3019 a Enters amount for 2012 only b Total for prior years: 3 Excess distributions carryover, if any, to 2013; a From 2009 b From 2009 c From 2010 d From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 c From 2010 | 1 Distributable amount for 2013 from Part XI, | | . – | | |
| a Enter amount for 2012 only b Total for prior years: 0 . Sexess distributions carryover, if any, to 2013: a From 2008 b From 2010 d From 2011 e From 2011 e From 2012 f Total of lines 3s through e 2 to Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 0. A publied to 2012, but not more than line 2s Applied to undistributed mome of prior years (Election required - see instructions) c Treated as distributions out of corpus (Election required - see instructions) c Treated as distributions out of corpus (Election required - see instructions) c Treated as distributions out of corpus (Election required - see instructions) c Treated as distributions out of corpus (Election required - see instructions) c Treated as distributions out of corpus (Election required - see instructions) c Treated as distributions out of corpus (Election required - see instructions) c Treated as distributions and the second service and line 7 | | | | 13,674. |
| 3 Excess distributions carryover, if any, to 2013: a From 2009 b From 2010 d From 2011 e From 2012 f Total of lines 3a through e 4 Qualifying distribution for 2013 from Part XI, line 4 № \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ | 2 Undistributed income, if any, as of the end of 2013 | | | | |
| Excess distributions carryover, if any, to 2013: a From 2008 b From 2019 c From 2010 d From 2011 c From 2011 c From 2011 d From 2011 d From 2011 d From 2011 d From 2011 d From 2011 d From 2011 d From 2011 d From 2011 d From 2011 d From 2011 d From 2011 d From 2011 d From 2011 d From 2011 d From 2011 d From 2011 d From 2011 d From 2011 d From 2011 d From 2011 d From 2011 d From 2012 d From 2012 d From 2012 d From 2012 d From 2012 d From 2012 d From 2012 d From 2012 d From 2012 d From 2012 d From 2012 d From 2012 d From 2012 d From 2012 d From 2012 d From 2012 d From 2012 d From 2012 d From 2012 d From 2012 d From 2012 d From 2012 d From 2012 d From 2012 d From 2012 d From 2012 d From 2012 d From 2012 d From 2012 d From 2012 d From 2012 d From 2012 d From 2012 d From 2012 d From 2012 d From 2012 d From 2012 d From 2012 d From 2012 d From 2012 d From 2012 d From 2012 d From 2012 d From 2012 d From 2012 d From 2012 d From 2012 d From 2012 d From 2012 d From 2012 d From 2012 d From 2012 d From 2012 d From 2012 d From 2012 d From 2012 d From 2012 d From 2012 d From 2012 d From 2012 d From 2012 d From 2012 d From 2012 d From 2012 d From 2013 d From 2013 d From 2013 d From 2013 d From 2013 d From 2013 d From 2013 d From 2013 d From 2013 d From 2013 d From 2013 d From 2013 d From 2013 d From 2013 d From 2013 d From 2013 d From 2013 d From 2013 d From 2013 d From 2013 d From 2013 d From 2013 d From 2013 d From 2013 d From 2013 d From 2013 d From 2013 d From 2013 d From 2013 d From 2013 d From 2013 d From 2013 d From 2013 d From 2013 d From 2013 d From 2013 d From 2013 d From 2013 d From 2013 d From 2013 d From 2013 d From 2013 d From 2013 d From 2013 d From 2013 d From 2013 d From 2013 d From 2013 d From 2013 d From 2013 d From 2013 d From 2013 d From 2013 d From 2013 d From 2013 d From 2013 d From 2013 d From 2013 d From 2013 d From 2013 d From 2013 d From 2013 d From 2013 d From 2013 d From 2013 d From 2013 d From 2013 d From 2013 d From 2013 d From 2013 d From 2013 d From 2013 d From 2013 d From 2013 d From 2013 d Fr | a Enter amount for 2012 only | | | 0. | |
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| From 2010 From 2011 From 2012 From 2013 from 2014 From 2014 From 2015 From 2015 From 2016 From | 3 Excess distributions carryover, if any, to 2013: | | | | |
| e From 2010 d From 2011 e From 2012 Trotat of Innes Sa through e O . 1 Outalying distributions for 2013 from Part XII, line 4 ≥ ≥ 0. A applied to undistributed mome of prior years (Election required - see instructions) C Treated as distributions out of corpus (Election required - see instructions) O . 4 Applied to undistributed out of corpus (Election required - see instructions) O . 4 Applied to 2012, but not more than line 2a A poplied to 10 distributions out of corpus (Election required - see instructions) O . 4 Applied to 2013 distributiatia amount e Remaining amount distributed out of corpus 5 Excess distributions carryower applied to 2013 O . 5 Excess distributions carryower applied to 2013 O . 6 Enter the net total of each column as indicated below. C Corpus Add line 34, 45, and 45 Subtract line be from line 2b O . Enter the amount of prior years' undistributed income. Subtract line 4b from line 2b O . Enter the amount of prior years' undistributed income for years' undistributed income for 2015. Subtract line 4a from line 2b. Taxable amount - see instructions O . Undistributed mome for 2015. Subtract line 4a from line 2a. Taxable amount - see instructions O . Undistributed mome for 2015. Subtract line 4a from line 2a. Taxable amount - see instructions O . 1 13,674. 7 Amounts freated as distributions out of corpus to satisfy requirements imposed by section 170(V)(V)(f) or 4942(Q)(3) 8 Excess from line 5 or line 7 9 Excess distributions carryover trom 2008 not applied on line 5 or line 7 9 Excess distributions carryover trom 2008 1 Applied on line 5 or line 7 9 Excess from 2010 0 Excess from 2011 Excess from 2011 Excess from 2013 | a From 2008 | | | | |
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| e From 2012 | c From 2010 | | | | |
| 1 Total of lines 3a through e 0 . | d From 2011 | | | | |
| 4 Qualitying distributions for 2013 from Part XII, line 4: PS 0. a Applied to 2012, but not more than line 2a D. a Applied to 2012, but not more than line 2a D. a Applied to undistributed income of prior years (Election required - see instructions) C. Treated as distributions out of corpus (Election required - see instructions) D. a D. a D. a D. a D. a D. a D. a D. | e From 2012 | | | | |
| Part XII, line 4: N S O. a Appled to 2012, but not more than line 2a by Appled to 2012, but not more than line 2a by Appled to undistributed income of prior years (Election required - see instructions) c Treated as distributions can offer to the same amount distributed out of corpus c Remaining amount distributed out of corpus c Remaining amount distributed out of corpus c Remaining amount distributed out of corpus c Remaining amount distributed out of corpus c Remaining amount distributed in some amount must be shown in column (s). 5 Excess distributions carryover applied to 2013 c 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 | | 0. | | | |
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| years (Election required - see instructions) c Treated as distributions out of corpus (Election required - see instructions) d Applied to 2013 distributable amount e Remaining amount distributed out of corpus Excess distributions carryover applied to 2013 must be shown in column (a). (b), the same amount must be shown in column (a). (c), the same amount must be shown in column (a). (c), the same amount must be shown in column (a). (c), the same amount must be shown in column (a). (c), the same amount must be shown in column (a). (c), the same amount must be shown in column (a). (c), the same amount must be shown in column (a). (c), the same amount must be shown in column (a). (c), the same amount must be shown in column (a). (c), the same amount must be shown in column (a). (c), the same amount must be distributed income for which a notice of disciousncy has been sissed, or or which the saction 494(2a) tax has been previously assessed 3. | | | | 0. | |
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| (Election required - see instructions) d Applied to 2013 distributable amount e Remaining amount distributed out of corpus 5 | · · · · · · · · · · · · · · · · · · · | | 0. | | |
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| e Remaining amount distributed out of corpus 5 | · · · · · · · · · · · · · · · · · · · | 0. | | | |
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| (If an anount appears in column (c), 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 e Undistributed income for 2013. Subtract line 4a from line 1. This amount must be distributed in 2014 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2008 not applied on line 5 or line 7 9 Excess distributions carryover to 2014. Subtract lines 9: a Excess from 2009 b Excess from 2010 c Excess from 2011 c Excess from 2011 c Excess from 2012 e Excess from 2012 | _ | | | | |
| 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 1 Undistributed income for 2013. Subtract line 4a from line 2 a. Taxable amount - see instructions 2 Undistributed in 2014 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2008 not applied on line 5 or line 7 9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a 10 Analysis of line 9: a Excess from 2010 c Excess from 2010 c Excess from 2011 d Excess from 2012 e Excess from 2013 | (If an amount appears in column (d), the same amount | 0. | | <u> </u> | 0. |
| 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 instr. f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014 7 Amounts treated as distributions out of corpus to salisty requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2008 not applied on line 5 or line 7 9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a 10 Analysis of line 9: a Excess from 2010 c Excess from 2011 d Excess from 2012 e Excess from 2013 | | | | | : |
| 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 6b. Taxable amount - see instructions e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr. f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2008 not applied on line 5 or line 7 9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a 10 Analysis of line 9: a Excess from 2010 c Excess from 2011 d Excess from 2012 e Excess from 2013 | & Corpus Add lines 3f, 4c, and 4e Subtract line 5 | 0. | | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed d Subtract line 6c from line 6b. Taxable amount - see instructions e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instructions f Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instr. f Undistributed in 2014 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(q)(3) 8 Excess distributions carryover from 2008 not applied on line 5 or line 7 9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a 10 Analysis of line 9: a Excess from 2010 c Excess from 2011 d Excess from 2012 e Excess from 2013 | b Prior years' undistributed income. Subtract | | | | |
| undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed of Subtract line 6c from line 6b. Taxable amount - see instructions | line 4b from line 2b | | 0. | | |
| 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 instr. f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2008 not applied on line 5 or line 7 9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a 10 Analysis of line 9: a Excess from 2010 c Excess from 2011 d Excess from 2012 e Excess from 2013 | undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously | | 0. | | |
| amount - see instructions e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr. f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2008 not applied on line 5 or line 7 9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a 0. 10 Analysis of line 9: a Excess from 2010 c Excess from 2011 d Excess from 2012 e Excess from 2013 | | | | | |
| 4a from line 2a. Taxable amount - see instr. f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2008 not applied on line 5 or line 7 9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a 10 Analysis of line 9: a Excess from 2009 b Excess from 2010 c Excess from 2011 d Excess from 2012 e Excess from 2013 | amount - see instructions | | 0. | |] |
| f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2008 not applied on line 5 or line 7 9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a 10 Analysis of line 9: a Excess from 2009 b Excess from 2010 c Excess from 2011 d Excess from 2012 e Excess from 2013 | e Undistributed income for 2012. Subtract line | | | | |
| lines 4d and 5 from line 1. This amount must be distributed in 2014 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2008 not applied on line 5 or line 7 9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a 10 Analysis of line 9: a Excess from 2009 b Excess from 2010 c Excess from 2011 d Excess from 2012 e Excess from 2013 | 4a from line 2a. Taxable amount - see instr. | | | 0. | |
| be distributed in 2014 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2008 not applied on line 5 or line 7 9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a 10 Analysis of line 9: a Excess from 2009 b Excess from 2010 c Excess from 2011 d Excess from 2012 e Excess from 2013 | f Undistributed income for 2013. Subtract | | ; | | |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2008 not applied on line 5 or line 7 9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a 10 Analysis of line 9: a Excess from 2009 b Excess from 2010 c Excess from 2011 d Excess from 2012 e Excess from 2013 | lines 4d and 5 from line 1. This amount must | | | | Ì |
| corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2008 not applied on line 5 or line 7 9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a 10 Analysis of line 9: a Excess from 2010 c Excess from 2011 d Excess from 2012 e Excess from 2013 | be distributed in 2014 | | | | 13,674. |
| section 170(b)(1)(F) or 4942(g)(3) 8 | 7 Amounts treated as distributions out of | | | | |
| 8 Excess distributions carryover from 2008 not applied on line 5 or line 7 9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a 10 Analysis of line 9: a Excess from 2009 b Excess from 2010 c Excess from 2011 d Excess from 2012 e Excess from 2013 | corpus to satisfy requirements imposed by | | | | |
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| 9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a 10 Analysis of line 9: a Excess from 2009 b Excess from 2010 c Excess from 2011 d Excess from 2012 e Excess from 2013 | 8 Excess distributions carryover from 2008 | | | | |
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| e Excess from 2013 | | | | | |
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| | e Excess from 2013 | | <u> </u> | 1 | |

| | D MORGAN MA | | | | | 864841 | Page 10 |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------|---------------------------|---------------------|-------------------|-----------------------------------------|-----------------|---------------|
| Part XIV Private Operating F | | | -A, question 9) | N/ | <u>A</u> | | |
| 1 a If the foundation has received a ruling o | | | ļ | | | | |
| foundation, and the ruling is effective fo | r 2013, enter the date of t | he ruling | ▶ Ĺ | | | | |
| b Check box to indicate whether the found | | ig foundation described i | | |)(3) or | 4942(j)(5) | |
| 2 a Enter the lesser of the adjusted net | Tax year | | Prior 3 year | | | | |
| income from Part I or the minimum | (a) 2013 | (b) 2012 | (c) 2011 | | (d) 2010 | (e) Tota | <u>al</u> |
| investment return from Part X for | | | | | | | |
| each year listed | | | | | | | |
| b 85% of line 2a | | | | | | 1 | |
| 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 | · | | | | | İ | |
| e Qualifying distributions made directly | | | 1 | | | | |
| 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: | | | | İ | | 1 | |
| (1) Value of all assets | | | ļ | | | | |
| (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 | | | ļ | | | | |
| c "Support" alternative test - enter: | | | | | | | |
| (1) Total support other than gross | | | | İ | | | |
| investment income (interest, | | | | | | 1 | |
| dividends, rents, payments on | | | | | | | |
| securities loans (section 512(a)(5)), or royalties) | | | | | | | |
| (2) Support from general public | | | | | | · -··· | |
| and 5 or more exempt | | | | İ | | Į. | |
| 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 Info | rmation (Comple | te this part only | if the found | lation had | \$5,000 or r | nore in asse | ts |
| at any time during t | | | | | • • • • • • • • • • • • • • • • • • • • | | |
| 1 Information Regarding Foundation | n Managers: | <u> </u> | | | | | |
| a List any managers of the foundation wh | _ | than 2% of the total cont | tributions received | d by the found | ation before the o | lose of any tax | |
| year (but only if they have contributed r | | | | a by the location | 2.1011 001010 1110 1 | nood of any tax | |
| EVAN MORGAN MASSEY | | | | | | <u></u> . | , |
| 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 Contribut | ion, Grant, Gift, Loan | , Scholarship, etc., Pr | rograms: | | | | |
| Check here Fig. 1 of 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 num | ber or e-mail address of | the person to whom appl | ications should b | e addressed: | | | |
| EVAN MORGAN MASSEY | | | | | | | |
| 5002 MONUMENT AVENUE, RICHMOND, VA 23230 | | | | | | | |
| b The form in which applications should | be submitted and informa | tion and materials they s | hould include: | | | | |
| BY LETTER Any submission deadlines: | | | | | | | |
| c Any submission deadlines: NONE | | | | | | | |
| d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors: | | | | | | | |
| 501(C)(3) ORGANIZATI | ONS ONLY | | | | | | |

| 3 Grants and Contributions Paid During the ' | Year or Approved for Future F | Payment | | |
|----------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------|----------------------------------|--------|
| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of | Purpose of grant or contribution | Amount |
| Name and address (home or business) | or substantial contributor | recipient | | |
| a Paid during the year | | | | |
| | | | | |
| NONE | | | | |
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| | | | | |
| Total | | | ▶ 3a | 0 |
| b Approved for future payment | | | | |
| | | | | |
| NONE | | | | |
| 110212 | | | | |
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| | | | | |
| Total | | <u> </u> | ▶ 3b | 0 |

| Part XVI-A | Analysis of Income-Prod | lucina Activities |
|------------------|-----------------------------|---------------------|
| Pait AVI-A | Analysis of income-riod | ideling verifyities |
| Estar assessment | a unlana othorusa indicated | Unrelated bu |

| Enter grace amounts unless otherwise industed | Unrelated | business income | Exclu | ded by section 512, 513, or 514 | /e\ |
|----------------------------------------------------------------------------------------------------|-------------------------|---------------------------------------|-------------------------------|---------------------------------------|---------------------------------------|
| Enter gross amounts unless otherwise indicated. | (a) Business code | (b) Amount | (C) Exclu- sion code | (d) Amount | (e) Related or exempt function income |
| 1 Program service revenue: | code | | code | | |
| a b | - | | | | |
| | - | | | | |
| d | i l | | | | |
| e | - | | | | |
| f | | | | | |
| g Fees and contracts from government agencies | | | | | |
| 2 Membership dues and assessments | | | | | |
| 3 Interest on savings and temporary cash | | | | | |
| investments | | | | | |
| 4 Dividends and interest from securities | | | <u> </u> | | |
| 5 Net rental income or (loss) from real estate: | | · | ļ | | |
| a Debt-financed property | | | ļ | | |
| 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 | | | | | |
| Net income or (loss) from special events Gross profit or (loss) from sales of inventory | | · · · · · · · · · · · · · · · · · · · | | | |
| 11 Other revenue: | | | | | |
| a | | | | | |
| b | 1 1 | | - | | |
| C | | | | | |
| d | | | | | |
| e | | | | | |
| 12 Subtotal. Add columns (b), (d), and (e) | | 0. | | 0. | 0. |
| 13 Total. Add line 12, columns (b), (d), and (e) | | | | 13 | 0. |
| (See worksheet in line 13 instructions to verify calculations.) | | | | | · ·· |
| Part XVI-B Relationship of Activities | to the Acco | mplishment of Ex | emp | t Purposes | |
| Line No. Explain below how each activity for which in the foundation's exempt purposes (other than | | | contri | buted importantly to the accor | nplishment of |
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| Form 990-PF (2013) JOAN AND MORGAN MASSEY FOUNDATION Part XVII Information Regarding Transfers To and Transactions and Relationships With the second Control of the second Control of the second Control of the second Control of the second Control of the second Control of the second Control of the second Control of the second Control of the second Control of the second Control of the second Control of the second Control of the second Control of the second Control of the second Control of the second Control of the second Control of the second Control of the second Control of the second Control of the second Control of the second Control of the second Control of the second Control of the second Control of the second Control of the second Control of the second Control of the second Control of the second Control of the second Control of the second Control of the second Control of the second Control of the second Control of the second Control of the second Control of the second Control of the second Control of the second Control of the second Control of the second Control of the second Control of the second Control of the second Control of the second Control of the second Control of the second Control of the second Control of the second Control of the second Control of the second Control of the second Control of the second Control of the second Control of the second Control of the second Control of the second Control of the second Control of the second Control of the second Control of the second Control of the second Control of the second Control of the second Control of the second Control of the second Control of the second Control of the second Control of the second Control of the second Control of the second Control of the second Control of the second Control of the second Control of the second Control of the second Control of the second Control of the second Control of the second Control of the second Control of the second Control of the second Control of the second Control of the second Control of the second Co | 46-2864841 Page 13 th Noncharitable |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------|
| Exempt Organizations | |
| 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) | of Yes No |
| 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 | |
| or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharin | |
| column (d) the value of the goods, other assets, or services received. | , |
| | transactions, and sharing arrangements |
| N/A | |
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| 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? b If "Yes," complete the following schedule. | Yes X No |
| (a) Name of organization (b) Type of organization (c) Descri | otion of relationship |
| N/A | |
| | <u> </u> |
| | <u></u> |
| | |
| | |
| Sign Here Under penalties of serious) I declare that I have executed this return, including accompanying schedules and statements, and to the best of my and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which of parer has any known and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which of parer has any known and the preparer (other than taxpayer) is based on all information of which of parer has any known and the preparer (other than taxpayer) is based on all information of which of parer has any known and the preparer (other than taxpayer) is based on all information of which of parer has any known and the preparer (other than taxpayer) is based on all information of which of parer has any known and the preparer (other than taxpayer) is based on all information of which of parer has any known and the parer has any known and the parer has any known and the parer has any known and the parer has any known and the parer has any known and the parer has any known and the parer has any known and the parer has any known and the parer has any known and the parer has any known and the parer has any known and the parer has any known and the parer has any known and the parer has any known and the parer has any known and the parer has any known and the parer has any known and the parer has any known and the parer has any known and the parer has any known and the parer has any known and the parer has any known and the parer has any known and the parer has any known and the parer has any known and the parer has any known and the parer has any known and the parer has any known and the parer has any known and the parer has any known and the parer has any known and the parer has any known and the parer has any known and the parer has any known and the parer has any known and the parer has any known and the parer has any known and the parer has any known and the parer has any known an | |
| | No |
| | |
| Print/Type preparer's name Preparer's signature Date Check Cools and Check Cools are | ıf PTIN |
| | ıf PTIN |

Firm's address ▶ 7200 GLEN FOREST DR. STE. 200

RICHMOND, VA 23226

Phone no. 804-282-2121

Schedule B (Form 990, 990-EZ, or 990-PF)

Department of the Treasury Internal Revenue Service

Name of the organization

Schedule of Contributors

➤ Attach to Form 990, Form 990-EZ, or Form 990-PF.

Information about Schedule B (Form 990, 990-EZ, or 990-PF) and

its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Employer identification number

| | JUAN AND MURGAN MASSEY FOUNDATION 1 40-2864841 | | | |
|----------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|--|--|
| Organization type (che | | | | |
| Filers of: | Section: | | | |
| Form 990 or 990-EZ | 501(c)() (enter number) organization | | | |
| | 4947(a)(1) nonexempt charitable trust not treated as a private foundation | | | |
| | 527 political organization | | | |
| Form 990-PF | X 501(c)(3) exempt private foundation | | | |
| | 4947(a)(1) nonexempt charitable trust treated as a private foundation | | | |
| | 501(c)(3) taxable private foundation | | | |
| | | | | |
| = = | rion is covered by the General Rule or a Special Rule. D1(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions. | | | |
| General Rule | | | | |
| - | zation filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one complete Parts I and II. | | | |
| Special Rules | | | | |
| 509(a)(1) and | 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% ton (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II | | | |
| total contribut | 501(c)(7), (8), or (10) organization filing Form 990 or 990·EZ that received from any one contributor, during the year, tions of more than \$1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or not cruelty to children or animals. Complete Parts I, II, and III. | | | |
| contributions If this box is o purpose. Do r | For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use exclusively for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose. Do not complete any of the parts unless the General Rule applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year | | | |
| but it must answer "No | nion that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), or on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF). | | | |
| | | | | |

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization

Employer identification number

JOAN AND MORGAN MASSEY FOUNDATION

46-2864841

| Part I | Contributors (see instructions). Use duplicate copies of Part I if additional | space is needed. | |
|-------------|-------------------------------------------------------------------------------|----------------------------|----------------------------------------------------------------------|
| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
| 1 | EVAN MORGAN MASSEY 5002 MONUMENT AVENUE RICHMOND, VA 23230 | \$5,998,266. | Person Payroll Noncash (Complete Part II for noncash contributions.) |
| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
| | | \$ | Person Payroll Oncash Complete Part II for noncash contributions) |
| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
| | | \$ | Person Payroll Noncash (Complete Part II for noncash contributions.) |
| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
| | | \$ | Person Payroll Noncash (Complete Part II for noncash contributions.) |
| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
| | | \$ | Person Payroll Noncash (Complete Part II for noncash contributions.) |
| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
| | | \$ | Person Payroll Oncash Complete Part II for noncash contributions.) |

Name of organization

Employer identification number

JOAN AND MORGAN MASSEY FOUNDATION

46-2864841

| Part II | Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed. | | | |
|------------------------------|----------------------------------------------------------------------------------------------------|------------------------------------------|----------------------|--|
| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received | |
| 1 | SECURITIES | - | | |
| | | - | | |
| | | \$ 5,998,266. | 12/05/13 | |
| (a) No. | (b) | (c) FMV (or estimate) | (d) | |
| from Part I | Description of noncash property given | (see instructions) | Date received | |
| | | - - | | |
| | | \$ | | |
| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received | |
| | | - | | |
| | | - - - - \$ | | |
| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received | |
| | | _ | | |
| | | \$ | | |
| (a) No. from | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received | |
| Part I | | _ | | |
| | | - - | | |
| | | _ \$ | | |
| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received | |
| | | _ | | |
| | | | | |
| 323453 10-2 | 4-13 | \$ Schedule B (Form | | |

Schedule B (Form 990, 990-EZ, or 990-PF) (2013) Page 4 Name of organization **Employer identification number** JOAN AND MORGAN MASSEY FOUNDATION

Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once)

**Section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. (Enter this information once)

**Section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. (Enter this information once) Use duplicate copies of Part III if additional space is needed (a) No. from Part I (b) Purpose of gift (c) Use of gift (d) Description of how gift is held (e) Transfer of gift Transferee's name, address, and ZIP + 4 Relationship of transferor to transferee (a) No. from Part I (b) Purpose of gift (c) Use of gift (d) Description of how gift is held (e) Transfer of gift Transferee's name, address, and ZIP + 4 Relationship of transferor to transferee (a) No. from (c) Use of gift (b) Purpose of gift (d) Description of how gift is held Part I (e) Transfer of gift Transferee's name, address, and ZIP + 4 Relationship of transferor to transferee (a) No. from (b) Purpose of gift (c) Use of gift (d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4

Relationship of transferor to transferee

| FORM 990-PF OTHER DECREASES IN NET | ASSETS OR F | UND BALANCES | STATEMENT 1 |
|-----------------------------------------------------------------|---------------------------------------|---------------------|--------------------------|
| DESCRIPTION | | | AMOUNT |
| CONTRIBUTION RECORDED AT FMV - ADJUST DONOR | MENT TO COST | BASIS OF | 5,375,676. |
| TOTAL TO FORM 990-PF, PART III, LINE | 5 | | 5,375,676. |
| FORM 990-PF OTHER | INVESTMENTS | | STATEMENT 2 |
| DESCRIPTION | VALUATION METHOD | BOOK VALUE | FAIR MARKET VALUE |
| MONDELEZ INTERNATIONAL INC: 52,282 | COST | 20.204 | 1 045 555 |
| SHS PEPSICO INC: 12,650 SHS PHILIP MORRIS INTERNATIONAL: 11,400 | COST COST | 32,324. 25,933. | 1,845,555. 1,049,191. |
| SHS PROCTER & GAMBLE CO.: 10,000 SHS | COST | 16,644. 34,400. | 993,282. 814,100. |
| STRYKER CORPORATION: 10,000 SHS ZIMMER HOLDINGS INC: 7,000 SHS | COST COST | 480,191. 33,098. | 751,400. 652,330. |
| TOTAL TO FORM 990-PF, PART II, LINE | | 622,590. | 6,105,858. |
| | · · · · · · · · · · · · · · · · · · · | | |
| FORM 990-PF LIST OF SUBSTAN | NTIAL CONTRIB -A, LINE 10 | UTORS | STATEMENT 3 |
| NAME OF CONTRIBUTOR | ADDRESS | | |
| EVAN MORGAN MASSEY 5002 MONUMENT AVENUE RICHMOND, VA 23230 | | | |