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Form **990-PF**  
 Department of the Treasury  
 Internal Revenue Service

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

▶ **Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.**

▶ **Information about Form 990-PF and its instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).**

OMB No 1545-0052

**2013**

**Open to Public Inspection**

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

Name of foundation FELBURN FOUNDATION		<b>A Employer identification number</b> 51-0234331
Number and street (or P O box number if mail is not delivered to street address) Room/suite C/O R PHILIPSON CO 8601 GA AVE 1001		<b>B Telephone number (see instructions)</b> (301) 608-3900
City or town, state or province, country, and ZIP or foreign postal code SILVER SPRING, MD 20910		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>H</b> Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 40,823,753	<b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

<b>Part I Analysis of Revenue and Expenses</b> <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )</i>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, etc , received (attach schedule)				
	<b>2</b> Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	<b>3</b> Interest on savings and temporary cash investments	1,487	1,487		
	<b>4</b> Dividends and interest from securities. . . . .	1,072,552	1,065,491		
	<b>5a</b> Gross rents . . . . .				
	<b>b</b> Net rental income or (loss) _____				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10	1,151,509			
	<b>b</b> Gross sales price for all assets on line 6a 22,287,685				
	<b>7</b> Capital gain net income (from Part IV, line 2) . . . . .		1,151,509		
	<b>8</b> Net short-term capital gain . . . . .				
	<b>9</b> Income modifications . . . . .				
	<b>10a</b> Gross sales less returns and allowances				
<b>b</b> Less Cost of goods sold . . . . .					
<b>c</b> Gross profit or (loss) (attach schedule) . . . . .					
<b>11</b> Other income (attach schedule) . . . . .	5,521	5,521			
<b>12 Total.</b> Add lines 1 through 11 . . . . .	2,231,069	2,224,008			
<b>Operating and Administrative Expenses</b>	<b>13</b> Compensation of officers, directors, trustees, etc	150,000	37,500		112,500
	<b>14</b> Other employee salaries and wages . . . . .	28,010	7,002		21,008
	<b>15</b> Pension plans, employee benefits . . . . .				
	<b>16a</b> Legal fees (attach schedule). . . . .	399	0		399
	<b>b</b> Accounting fees (attach schedule). . . . .	27,722	13,861		13,861
	<b>c</b> Other professional fees (attach schedule) . . . . .	180,680	180,680		0
	<b>17</b> Interest . . . . .	8	8		0
	<b>18</b> Taxes (attach schedule) (see instructions)	51,374	8,810		2,703
	<b>19</b> Depreciation (attach schedule) and depletion . . . . .	751	0		
	<b>20</b> Occupancy . . . . .	14,180	0		14,180
	<b>21</b> Travel, conferences, and meetings . . . . .	4,454	0		4,454
	<b>22</b> Printing and publications . . . . .				
	<b>23</b> Other expenses (attach schedule). . . . .	129,139	85,900		43,239
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .	586,717	333,761		212,344
	<b>25</b> Contributions, gifts, grants paid . . . . .	942,370			942,370
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	1,529,087	333,761		1,154,714	
<b>27</b> Subtract line 26 from line 12					
<b>a Excess of revenue over expenses and disbursements</b>	701,982				
<b>b Net investment income</b> (if negative, enter -0-)		1,890,247			
<b>c Adjusted net income</b> (if negative, enter -0-)					

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

<b>Part II Balance Sheets</b>		Beginning of year			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	<b>1</b>	Cash—non-interest-bearing . . . . .	34,430	32,090	32,090		
	<b>2</b>	Savings and temporary cash investments . . . . .	3,069,115	3,222,020	3,222,020		
	<b>3</b>	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	<b>4</b>	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	<b>5</b>	Grants receivable . . . . .					
	<b>6</b>	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .					
	<b>7</b>	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____					
	<b>8</b>	Inventories for sale or use . . . . .					
	<b>9</b>	Prepaid expenses and deferred charges . . . . .					
	<b>10a</b>	Investments—U S and state government obligations (attach schedule)	6,977,724 <input type="checkbox"/>	0	0		
	<b>b</b>	Investments—corporate stock (attach schedule) . . . . .	1,574,601 <input type="checkbox"/>	1,662,551	2,469,106		
	<b>c</b>	Investments—corporate bonds (attach schedule) . . . . .	3,927,888 <input type="checkbox"/>	2,720,575	2,908,270		
	<b>11</b>	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
	<b>12</b>	Investments—mortgage loans . . . . .					
	<b>13</b>	Investments—other (attach schedule) . . . . .	20,070,547 <input type="checkbox"/>	28,678,273	30,554,171		
	<b>14</b>	Land, buildings, and equipment basis ▶ _____ 1,581,451 Less accumulated depreciation (attach schedule) ▶ 33,644	1,543,558 <input type="checkbox"/>	1,547,807	1,547,807		
<b>15</b>	Other assets (describe ▶ _____)	<input type="checkbox"/> 57,849 <input type="checkbox"/>	90,289 <input type="checkbox"/>	90,289			
<b>16</b>	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	37,255,712	37,953,605	40,823,753			
<b>Liabilities</b>	<b>17</b>	Accounts payable and accrued expenses . . . . .					
	<b>18</b>	Grants payable . . . . .					
	<b>19</b>	Deferred revenue . . . . .					
	<b>20</b>	Loans from officers, directors, trustees, and other disqualified persons					
	<b>21</b>	Mortgages and other notes payable (attach schedule) . . . . .					
	<b>22</b>	Other liabilities (describe ▶ _____)	<input type="checkbox"/> 892 <input type="checkbox"/>	723 <input type="checkbox"/>			
<b>23</b>	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	892	723				
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> <input type="checkbox"/>						
	<b>and complete lines 24 through 26 and lines 30 and 31.</b>						
	<b>24</b>	Unrestricted . . . . .					
	<b>25</b>	Temporarily restricted . . . . .					
	<b>26</b>	Permanently restricted . . . . .					
	<b>Foundations that do not follow SFAS 117, check here</b> <input checked="" type="checkbox"/>						
	<b>and complete lines 27 through 31.</b>						
	<b>27</b>	Capital stock, trust principal, or current funds . . . . .	0	0			
<b>28</b>	Paid-in or capital surplus, or land, bldg, and equipment fund	0	0				
<b>29</b>	Retained earnings, accumulated income, endowment, or other funds	37,254,820	37,952,882				
<b>30</b>	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	37,254,820	37,952,882				
<b>31</b>	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	37,255,712	37,953,605				

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

<b>1</b>	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) . . . . .	<b>1</b>	37,254,820
<b>2</b>	Enter amount from Part I, line 27a . . . . .	<b>2</b>	701,982
<b>3</b>	Other increases not included in line 2 (itemize) ▶ _____	<b>3</b>	0
<b>4</b>	Add lines 1, 2, and 3 . . . . .	<b>4</b>	37,956,802
<b>5</b>	Decreases not included in line 2 (itemize) ▶ _____ <input type="checkbox"/>	<b>5</b>	3,920
<b>6</b>	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	<b>6</b>	37,952,882

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
<b>1a</b>	See Additional Data Table			
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
<b>a</b>	See Additional Data Table			
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
<b>a</b>	See Additional Data Table			
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
<b>2</b>	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 }	<b>2</b>	1,151,509
<b>3</b>	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		<b>3</b>	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No  
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

**1** Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	1,479,679	36,479,375	0.040562
2011	1,959,325	36,657,505	0.053449
2010	3,338,456	37,663,671	0.088639
2009	1,874,636	36,138,702	0.051873
2008	2,367,922	38,956,254	0.060784
<b>2</b>	<b>Total</b> of line 1, column (d).		<b>2</b> 0.295307
<b>3</b>	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years		<b>3</b> 0.059061
<b>4</b>	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.		<b>4</b> 37,605,896
<b>5</b>	Multiply line 4 by line 3.		<b>5</b> 2,221,042
<b>6</b>	Enter 1% of net investment income (1% of Part I, line 27b).		<b>6</b> 18,902
<b>7</b>	Add lines 5 and 6.		<b>7</b> 2,239,944
<b>8</b>	Enter qualifying distributions from Part XII, line 4.		<b>8</b> 1,154,714

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits and payments. Total amount owed is 48,195, with 48,195 refunded.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns for question number, Yes, and No. Includes questions about political activities, unrelated business income, and substantial contributors.

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

<b>11</b> 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). . . . .	<b>11</b>		<b>No</b>
<b>12</b> 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) . . . . .	<b>12</b>		<b>No</b>
<b>13</b> Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <b>N/A</b>	<b>13</b>	<b>Yes</b>	
<b>14</b> The books are in care of <b>ROBERT PHILIPSON CO</b> Telephone no <b>(301) 608-3900</b> Located at <b>8601 GEORGIA AVE 1001 SILVER SPRING MD</b> ZIP +4 <b>20910</b>			
<b>15</b> Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . . <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . <b>15</b>			
<b>16</b> At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country <b>N/A</b>	<b>16</b>	<b>Yes</b>	<b>No</b>

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
<b>1a</b> During the year did the foundation (either directly or indirectly)				
<b>(1)</b> Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
<b>(2)</b> Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
<b>(3)</b> Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
<b>(4)</b> Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No				
<b>(5)</b> Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
<b>(6)</b> Agree to pay money or property to a government official? ( <b>Exception.</b> Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
<b>b</b> If any answer is "Yes" to 1a(1)–(6), did <b>any</b> of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? . . . . . <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here. . . . . <input type="checkbox"/>	<b>1b</b>			<b>No</b>
<b>c</b> Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013? . . . . .	<b>1c</b>			<b>No</b>
<b>2</b> 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))				
<b>a</b> 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? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <b>20</b> ____, <b>20</b> ____, <b>20</b> ____, <b>20</b> ____				
<b>b</b> Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions). . . . .	<b>2b</b>			
<b>c</b> If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here <b>20</b> ____, <b>20</b> ____, <b>20</b> ____, <b>20</b> ____				
<b>3a</b> Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
<b>b</b> If "Yes," did it have excess business holdings in 2013 as a result of <b>(1)</b> any purchase by the foundation or disqualified persons after May 26, 1969, <b>(2)</b> 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 <b>(3)</b> the lapse of the 10-, 15-, or 20-year first phase holding period? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i> ) . . . . .	<b>3b</b>			
<b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>			<b>No</b>
<b>b</b> Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	<b>4b</b>			<b>No</b>

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

<p><b>5a</b> During the year did the foundation pay or incur any amount to</p> <p><b>(1)</b> Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(2)</b> Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(3)</b> Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(4)</b> 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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(5)</b> Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>b</b> If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                  Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p><b>c</b> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                  If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p><b>6a</b> Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                  If "Yes" to 6b, file Form 8870.</p> <p><b>7a</b> At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>b</b> If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<b>5b</b>		
	<b>6b</b>		<b>No</b>
	<b>7b</b>		

**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
LARRY J WHITE 999 PEACHTREE ST NE ATLANTA, GA 30309	PRESIDENT/CHMN BOARD/DIR 20 00	60,000	0	0
GUY MARWICK 1515 EAST SILVER SPRINGS BLVD OCALA, FL 34470	SEC/TREASURER/EXECUTIVE DI 40 00	60,000	0	0
B KEMP FLOYD PO BOX 638 LORIS, SC 29569	DIRECTOR 10 00	30,000	0	0

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

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

**Total** number of other employees paid over \$50,000. **0**

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
<b>Total</b> number of others receiving over \$50,000 for professional services. . . . .	▶	0

**Part IX-A Summary of Direct Charitable Activities**

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
<b>1</b>	
<b>2</b>	
All other program-related investments. See page 24 of the instructions	
<b>3</b>	
<b>Total.</b> Add lines 1 through 3 . . . . .	▶

0



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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
<b>a</b>	Average monthly fair market value of securities. . . . .	<b>1a</b>	35,665,455
<b>b</b>	Average of monthly cash balances. . . . .	<b>1b</b>	2,513,120
<b>c</b>	Fair market value of all other assets (see instructions). . . . .	<b>1c</b>	0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c). . . . .	<b>1d</b>	38,178,575
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets. . . . .	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d. . . . .	<b>3</b>	38,178,575
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	<b>4</b>	572,679
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	37,605,896
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	<b>6</b>	1,880,295

**Part XI Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here  and do not complete this part.)

<b>1</b>	Minimum investment return from Part X, line 6. . . . .	<b>1</b>	1,880,295
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5. . . . .	<b>2a</b>	37,805
<b>b</b>	Income tax for 2013 (This does not include the tax from Part VI ). . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b. . . . .	<b>2c</b>	37,805
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	<b>3</b>	1,842,490
<b>4</b>	Recoveries of amounts treated as qualifying distributions. . . . .	<b>4</b>	0
<b>5</b>	Add lines 3 and 4. . . . .	<b>5</b>	1,842,490
<b>6</b>	Deduction from distributable amount (see instructions). . . . .	<b>6</b>	0
<b>7</b>	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	<b>7</b>	1,842,490

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
<b>a</b>	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26. . . . .	<b>1a</b>	1,154,714
<b>b</b>	Program-related investments—total from Part IX-B. . . . .	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required). . . . .	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule). . . . .	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	1,154,714
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions). . . . .	<b>5</b>	0
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	<b>6</b>	1,154,714

**Note:** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
<b>1</b> Distributable amount for 2013 from Part XI, line 7				1,842,490
<b>2</b> Undistributed income, if any, as of the end of 2013				
<b>a</b> Enter amount for 2012 only. . . . .			0	
<b>b</b> Total for prior years 20__ , 20__ , 20__		0		
<b>3</b> Excess distributions carryover, if any, to 2013				
<b>a</b> From 2008. . . . .	458,801			
<b>b</b> From 2009. . . . .	91,908			
<b>c</b> From 2010. . . . .	1,502,770			
<b>d</b> From 2011. . . . .	149,295			
<b>e</b> From 2012. . . . .				
<b>f</b> Total of lines 3a through e. . . . .	2,202,774			
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>1,154,714</u>				
<b>a</b> Applied to 2012, but not more than line 2a			0	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .		0		
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
<b>d</b> Applied to 2013 distributable amount. . . . .				1,154,714
<b>e</b> Remaining amount distributed out of corpus	0			
<b>5</b> Excess distributions carryover applied to 2013 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>	687,776			687,776
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,514,998			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b. . . . .		0		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. . . . .		0		
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .		0		
<b>e</b> Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .			0	
<b>f</b> Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 . . . . .				0
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions). . . . .	0			
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . . . .	0			
<b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a . . . . .	1,514,998			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2009. . . . .				
<b>b</b> Excess from 2010. . . . .	1,365,703			
<b>c</b> Excess from 2011. . . . .	149,295			
<b>d</b> Excess from 2012. . . . .				
<b>e</b> Excess from 2013. . . . .				

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

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

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

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

	Tax year	Prior 3 years			<b>(e) Total</b>
	<b>(a) 2013</b>	<b>(b) 2012</b>	<b>(c) 2011</b>	<b>(d) 2010</b>	
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c . . . . .					

**3** Complete 3a, b, or c for the alternative test relied upon

**a** "Assets" alternative test—enter

**(1)** Value of all assets . . . . .

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

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

**c** "Support" alternative test—enter

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

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

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

**(4)** Gross investment income

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

**1 Information Regarding Foundation Managers:**

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

---

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

---

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

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

---

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

---

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

---

**c** Any submission deadlines

---

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

**Part XV Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a</b> <i>Paid during the year</i> See Additional Data Table				
<b>Total . . . . .</b>				<b>▶ 3a</b> 942,370
<b>b</b> <i>Approved for future payment</i>				
<b>Total . . . . .</b>				<b>▶ 3b</b> 0



Part XVII Information Regarding Transfers To and Transactions and Relationships With 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 the Code...
a Transfers from the reporting foundation to a noncharitable exempt organization of
(1) Cash
(2) Other assets
b Other transactions
(1) Sales of assets to a noncharitable exempt organization
(2) Purchases of assets from a noncharitable exempt organization
(3) Rental of facilities, equipment, or other assets
(4) Reimbursement arrangements
(5) Loans or loan guarantees
(6) Performance of services or membership or fundraising solicitations
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees
d If the answer to any of the above is "Yes," complete the following schedule

Table with 4 columns: (a) Line No, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements

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

Table with 3 columns: (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 or fiduciary) is based on all information of which preparer has any knowledge
Signature of officer or trustee Date Title

Table for Paid Preparer Use Only with columns: Print/Type preparer's name, Preparer's Signature, Date, Check if self-employed, PTIN, Firm's name, Firm's EIN, Firm's address, Phone no

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

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo , day, yr )	<b>(d)</b> Date sold (mo , day, yr )
PNC BANK INVESTMENTS - PUBLICLY TRADED SECURITIES			
PNC BANK INVESTMENTS - PUBLICLY TRADED SECURITIES			
BANK OF AMERICA - PUBLICLY TRADED SECURITIES			
BANK OF AMERICA DISALLOWED WASH SALES - PUBLICLY TRADED SECURITIES			
BANK OF AMERICA - PUBLICLY TRADED SECURITIES			
MORGAN STANLEY #11954 - PUBLICLY TRADED SECURITIES			
MORGAN STANLEY #11954 - PUBLICLY TRADED SECURITIES			
MORGAN STANLEY #11955 - PUBLICLY TRADED SECURITIES			
MORGAN STANLEY #11955 - PUBLICLY TRADED SECURITIES			
MORGAN STANLEY #11956 - PUBLICLY TRADED SECURITIES			
MORGAN STANLEY #11956 - PUBLICLY TRADED SECURITIES			
MORGAN STANLEY #11956 - PUBLICLY TRADED SECURITIES			
MORGAN STANLEY #11956 - PUBLICLY TRADED SECURITIES			
MORGAN STANLEY #11956 - PUBLICLY TRADED SECURITIES			
MORGAN STANLEY #11958 - PUBLICLY TRADED SECURITIES			
MORGAN STANLEY #11958 - PUBLICLY TRADED SECURITIES			
MORGAN STANLEY #11958 - PUBLICLY TRADED SECURITIES			
MORGAN STANLEY #12094 - PUBLICLY TRADED SECURITIES			
MORGAN STANLEY #12094 - PUBLICLY TRADED SECURITIES			
MORGAN STANLEY #888-632 - PUBLICLY TRADED SECURITIES			
MORGAN STANLEY #888-574 - PUBLICLY TRADED SECURITIES			
MORGAN STANLEY #02835 - PUBLICLY TRADED SECURITIES			
AURORA OFFSHORE FUND LTD II		2010-02-01	2013-06-30
MORGAN STANLEY #WAAGG - PUBLICLY TRADED SECURITIES			
MORGAN STANLEY #11958 LONG-TERM CAPITAL GAINS BASIS ADJUSTMENT			
CAPITAL GAINS DIVIDENDS	P		

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

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
1,594,693		1,467,340	127,353
2,260,468		2,063,423	197,045
7,227,285		7,379,838	-152,553
198,786		201,500	0
7,294,519		6,857,134	437,385
26,964		20,961	6,003
85,865		51,928	33,937
19,731		12,304	7,427
22,389		16,963	5,426
9,004		6,884	2,120
52		22	30
16,822		10,943	5,879
36,857		20,563	16,294
6,587		6,671	-84
4,428		3,977	451
169,258		158,859	10,399
77,237		75,762	1,475
59,862		57,506	2,356
531			531
826,115		823,625	2,490
768,288		745,747	22,541
1,112,937		1,000,000	112,937
137,830		156,863	-19,033
		77	-77
331,177			331,177



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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			127,353
			197,045
			-152,553
			0
			437,385
			6,003
			33,937
			7,427
			5,426
			2,120
			30
			5,879
			16,294
			-84
			451
			10,399
			1,475
			2,356
			531
			2,490
			22,541
			112,937
			-19,033
			-77
			331,177

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
ALACHUA CONSERVATION TRUST 22 SOUTH MAIN ST GAINESVILLE, FL 32601	N/A		CHARITABLE - SPRINGS ETERNAL PHOTO EXHIBIT	15,000
ANDERSON UNIVERSITY 316 BOULEVARD ANDERSON, SC 29621	N/A		CHARITABLE - ROCKY RIVER PARK & WETLANDS RESTORATION PROJECT	75,000
ANIMAL RECOVERY MISSION INC (ARM) PO BOX 403344 MIAMI BEACH, FL 33140	N/A		CHARITABLE - ANIMAL RESCUE PROJECTS	15,000
COLUMBIA LAND TRUST 1351 OFFICERS ROW VANCOUVER, WA 98661	N/A		CHARITABLE - SUPPORT LAND, FISH AND WILDLIFE CONSERVATION EFFORTS CHARITABLE	100,000
CONSERVATION TRUST FOR FLORIDA PO BOX 134 MICANOPY, FL 32667	N/A		CHARITABLE - NORTH CENTRAL FLORIDA WILDLIFE CORRIDOR	40,000
EQUINOX DOCUMENTARIES INC 1503 ROBIN RD ORLANDO, FL 32803	N/A		CHARITABLE - FRIENDS OF CARR CABIN - EDUCATIONAL VIDEO	5,000
FLORIDA ANIMAL HEALTH FOUNDATION 17200 SE 58TH AVENUE SUMMERFIELD, FL 34491	N/A		CHARITABLE - STEM PROJECTS	8,870
FLORIDA GREENWAYS & TRAILS FOUNDATION INC PO BOX 4142 TALLAHASSEE, FL 32315	N/A		CHARITABLE - CLOSE THE GAP PROJECT	25,000
FRIENDS OF CHINSEGUT HILL 2249 CHINSEGUT ROAD BROOKSVILLE, FL 34601	N/A		CHARITABLE - GENERAL SUPPORT MATCH	50,000
FRIENDS OF FORT COOPER STATE PARK PO BOX 1784 INVERNESS, FL 32651	N/A		CHARITABLE - KIOSK PROJECT	6,000
FRIENDS OF THE WITHLACOOCHEE GULF PRESERVE INC PO BOX 280 YANKEETOWN, FL 34498	N/A		CHARITABLE - INGLIS- YANKEETOWN SIGN	4,500
GULF ARCHEOLOGY RESEARCH INSTITUTE (GARI) 5990 N TALLAHASSEE RD CRYSTAL RIVER, FL 34428	N/A		CHARITABLE - SEA GRASS SEDIMENT EVALUATION	12,000
HORSE PROTECTION ASSOCIATION OF FLORIDA (HPAF) 20690 NW 130TH AVE MICANOPY, FL 32667	N/A		CHARITABLE - GENERAL SUPPORT	20,000
HOWARD T ODUM FLORIDA SPRINGS INSTITUTE INC 5302 NW 156TH AVE GAINESVILLE, FL 32653	N/A		CHARITABLE - BILLBOARD PROJECT	9,500
IDEAS FOR US INC 1808 HAMMERLIN AVENUE WINTER PARK, FL 32789	N/A		CHARITABLE - STUDENT ENVIRONMENTAL CLUBS	15,000
<b>Total . . . . .</b>				<b>942,370</b>

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
KOWIACHOBEE ANIMAL PRESERVE INC 2861 4TH AVE SE NAPLES,FL 34117	N/A		CHARITABLE - ANIMAL HABITATS	10,000
MARION COUNTY SPRINGS FESTIVAL INC PO BOX 2064 SILVER SPRINGS,FL 34489	N/A		CHARITABLE - MARION COUNTY SPRINGS FESTIVAL	1,500
NATIONAL AUDUBON SOCIETY INC 444 BRICKELL AVENUE SUITE 850 MIAMI,FL 33131	N/A		CHARITABLE - KIDS DISCOVER CORNER, FLORIDA CHAPTER	23,000
NATURE CONSERVANCY 4245 N FAIRFAX DRIVE ARLINGTON,VA 22203	N/A		CHARITABLE - LONGLEAF PINE PROJECT - FLORIDA, GEORGIA, NORTH CAROLINA, SOUTH CAROLINA CHARITABLE	100,000
OCALA WILDLIFE SANCTUARY (OWLS) PO BOX 1924 Ocala,FL 34478	N/A		CHARITABLE - GENERAL SUPPORT	20,000
PEACE RIVER REFUGE & RANCH INC PO BOX 1127 ZOLFO SPRINGS,FL 33890	N/A		CHARITABLE - GENERAL SUPPORT	7,500
PEREGRINE FUND INC 5666 W FLYING HAWK LANE BOISE,ID 83709	N/A		CHARITABLE - CONDOR & AMERICAN KESTREL PROJECT	20,000
PRAIRIE BIOTIC RESEARCH INC PO BOX 5424 MADISON,WI 53705	N/A		CHARITABLE - SMALL GRANTS PROGRAMS	2,500
PUBLIC EDUCATION FOUNDATION OF MARION COUNTY FL 1239 NW 4TH STREET Ocala,FL 34475	N/A		CHARITABLE - STEM PROJECTS	5,000
SAVE THE MANATEE CLUB INC 500 N MAITLAND AVE MAITLAND,FL 32751	N/A		CHARITABLE - SOS NOW PROJECT	35,000
SHEPHERD CENTER FOUNDATION INC 2020 PEACHTREE ROAD NW ATLANTA,GA 30309	N/A		CHARITABLE - RECREATION THERAPY PROGRAM	100,000
SILVER SPRINGS ALLIANCE INC PO BOX 153 SILVER SPRINGS,FL 34489	N/A		CHARITABLE - SILVER SPRINGS STATE PARK RESTORATION & PROMOTION	10,000
SOUTHERN APPALACHIAN HIGHLANDS CONSERVANCY 34 WALL ST SUITE 502 ASHEVILLE,NC 28801	N/A		CHARITABLE - GRASSY RIDGE/STUART TRACT PURCHASE	100,000
TOWN OF YANKEETOWN 6241 HARMONY LANE YANKEETOWN,FL 34498	N/A		CHARITABLE - WGP ELLIE SCILLER EDUCATIONAL CENTER DISPLAY	21,000
TRUMPETER SWAN SOCIETY 3 CLIFFROSE LITTLETON,CO 80127	N/A		CHARITABLE - SWAN CONSERVATION PROJECTS	15,000
<b>Total . . . . .</b>				<b>942,370</b>

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
UNIVERSITY OF FLORIDA FOUNDATION PO BOX 14425 GAINESVILLE, FL 32604	N/A		CHARITABLE - MUSEUM OF NATURAL HISTORY - DUGOUT CANOES PROJECT	25,000
UNIVERSITY OF FLORIDA FOUNDATION PO BOX 14425 GAINESVILLE, FL 32604	N/A		CHARITABLE - FORT CAROLINE PROJECT	20,000
WITHLACOOCHEE AREA RESIDENTS INC (WAR) PO BOX 350 RT 40W INGLIS, FL 34449	N/A		CHARITABLE - STAGE I RIVER STUDY	4,000
ZOOLOGICAL SOCIETY OF MILWAUKEE COUNTY 10005 W BLUEMOUND RD MILWAUKEE, WI 53226	N/A		CHARITABLE - BONOBO OUTPOST PATROL PROJECT	22,000
<b>Total . . . . . ▶ 3a</b>				942,370

Form **4562**  
 Department of the Treasury  
 Internal Revenue Service (99)

**Depreciation and Amortization**  
 (Including Information on Listed Property)

OMB No 1545-0172  
**2013**  
 Attachment  
 Sequence No **179**

▶ See separate instructions. ▶ Attach to your tax return.

Name(s) shown on return FELBURN FOUNDATION	Business or activity to which this form relates FORM 990-PF PAGE 1	<b>Identifying number</b>  51-0234331
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**Part I Election To Expense Certain Property Under Section 179**  
*Note: If you have any listed property, complete Part V before you complete Part I.*

1 Maximum amount (see instructions)	1	500,000
2 Total cost of section 179 property placed in service (see instructions)	2	
3 Threshold cost of section 179 property before reduction in limitation (see instructions)	3	2,000,000
4 Reduction in limitation Subtract line 3 from line 2. If zero or less, enter -0-	4	
5 Dollar limitation for tax year Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	

6 (a) Description of property	(b) Cost (business use only)	(c) Elected cost
7 Listed property Enter the amount from line 29	7	
8 Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9 Tentative deduction Enter the smaller of line 5 or line 8	9	
10 Carryover of disallowed deduction from line 13 of your 2012 Form 4562	10	
11 Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11	
12 Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13 Carryover of disallowed deduction to 2014 Add lines 9 and 10, less line 12	13	

**Note: Do not use Part II or Part III below for listed property. Instead, use Part V.**

**Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.)** (See instructions.)

14 Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15 Property subject to section 168(f)(1) election	15	
16 Other depreciation (including ACRS)	16	

**Part III MACRS Depreciation (Do not include listed property.)** (See instructions.)

**Section A**

17 MACRS deductions for assets placed in service in tax years beginning before 2013	17	739
18 If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here <input type="checkbox"/>		

**Section B—Assets Placed in Service During 2013 Tax Year Using the General Depreciation System**

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27 5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	

**Section C—Assets Placed in Service During 2013 Tax Year Using the Alternative Depreciation System**

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

**Part IV Summary** (see instructions.)

21 Listed property Enter amount from line 28	21	12
22 Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations—see instructions	22	751
23 For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A-Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed? [X] Yes [ ] No 24b If "Yes," is the evidence written? [X] Yes [ ] No

Table with 9 columns: (a) Type of property, (b) Date placed in service, (c) Business/investment use percentage, (d) Cost or other basis, (e) Basis for depreciation, (f) Recovery period, (g) Method/Convention, (h) Depreciation/deduction, (i) Elected section 179 cost.

25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions) 25

26 Property used more than 50% in a qualified business use

Table with 9 columns: 01 MERCURY SABLE, 2000-11-02, 100.000%, 15,732, 15,732, 5.0, 200 DB-HY, 12.

27 Property used 50% or less in a qualified business use

Table with 9 columns: S/L -

28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1 28 12

29 Add amounts in column (i), line 26 Enter here and on line 7, page 1 29

Section B-Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

Table with 6 main columns: (a) Vehicle 1, (b) Vehicle 2, (c) Vehicle 3, (d) Vehicle 4, (e) Vehicle 5, (f) Vehicle 6. Rows include 30-36 regarding miles driven and personal use.

Section C-Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons (see instructions)

Table with 2 columns: Yes, No. Rows include 37-41 regarding written policies and requirements for qualified automobile demonstration use.

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles

Part VI Amortization

Table with 6 columns: (a) Description of costs, (b) Date amortization begins, (c) Amortizable amount, (d) Code section, (e) Amortization period or percentage, (f) Amortization for this year.

42 Amortization of costs that begins during your 2013 tax year (see instructions)

43 Amortization of costs that began before your 2013 tax year 43

44 Total. Add amounts in column (f) See the instructions for where to report 44

## TY 2013 Accounting Fees Schedule

**Name:** FELBURN FOUNDATION

**EIN:** 51-0234331

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	27,722	13,861		13,861

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

# TY 2013 Depreciation Schedule

Name: FELBURN FOUNDATION

EIN: 51-0234331

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
LAND-BLDG, IMPROV - SALUDA GAP, TRYON, NC	1981-05-15	63,033		L		0	0		
LAND-0 5 ACRE - SALUDA GAP, TRYON, NC	1982-12-15	13,000		L		0	0		
LAND-PARKER PROPERTY - SALUDA GAP, TRYON, NC	1982-06-15	5,800		L		0	0		
LAND-HARPER PROPERTY, 3 33 ACRES - SALUDA GAP, TRY	1983-12-15	9,100		L		0	0		
LAND-KINGSTON SALTPETER CAVE, 39 991 ACRES - BARTO	1983-12-15	50,998		L		0	0		
LAND-ESTATOE FALLS, 25 86 - PICKENS COUNTY, SC	1984-12-15	100,000		L		0	0		
LAND-CAVE AND SPRING PROPERTY, 4 35 ACRES - LYON C	1986-10-15	51,790		L		0	0		
LAND-TRULL FALLS PROPERTY, 6 96 ACRES - CHEROKEE C	1988-11-15	22,334		L		0	0		
LAND-FALL CREEK FALLS, 35 66 ACRES - MITCHELL COUN	1989-03-15	85,000		L		0	0		
LIBRARY EQUIPMENT	1994-01-22	800	800	SL	5 000000000000	0	0		
HEATING & A/C UNIT	1995-07-10	2,485	2,485	SL	7 000000000000	0	0		
COMPUTER	2000-05-18	2,102	1,920	200DB	5 000000000000	0	0		
CABINETS	2000-03-01	8,845	7,886	200DB	7 000000000000	0	0		
01 MERCURY SABLE	2000-11-02	15,732	15,701	200DB	5 000000000000	12	0		
LAND-MEYER'S TRACT, 135 42 ACRES, CITRUS COUNTY FL	2001-04-24	765,919		L		0	0		
LAND - LYNCH PROPERTY, 10 PARCELS, LEVY COUNTY, FL	2003-05-28	372,601		L		0	0		
LAPTOP COMPUTER	2005-10-27	1,936	1,936	SL	5 000000000000	0	0		
OFFICE FURNITURE	2009-03-31	1,992	497	SL	7 000000000000	142	0		
COMPUTERS	2011-12-08	2,984	672	SL	5 000000000000	597	0		
LAND-SAUNDERS PROPERTY, FALL CREEK FALLS, NC, 13 ACRES	1919-11-13	5,000		L		0	0		



# TY 2013 General Explanation Attachment

**Name:** FELBURN FOUNDATION

**EIN:** 51-0234331

Identifier	Return Reference	Explanation
	FORM 990 PF - PART IV LINE 1 CAPITAL GAINS & LOSSES	DETAILED SCHEDULE OF REALIZED GAINS & LOSSES AVAILABLE UPON REQUEST

**TY 2013 Investments Corporate  
Bonds Schedule**

**Name:** FELBURN FOUNDATION

**EIN:** 51-0234331

<b>Name of Bond</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
MORGAN STANLEY #12094	542,073	556,207
MORGAN STANLEY #888-574	2,178,502	2,352,063

**TY 2013 Investments Corporate  
Stock Schedule****Name:** FELBURN FOUNDATION**EIN:** 51-0234331

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
MORGAN STANLEY #11954	1,121,099	1,593,170
MORGAN STANLEY #11955	132,657	221,725
MORGAN STANLEY #11956	158,795	247,086
MORGAN STANLEY #11958	0	0
MORGAN STANLEY #888-574	250,000	407,125

**TY 2013 Investments Government  
Obligations Schedule**

**Name:** FELBURN FOUNDATION

**EIN:** 51-0234331

<b>US Government Securities - End of Year Book Value:</b>	0
<b>US Government Securities - End of Year Fair Market Value:</b>	0
<b>State &amp; Local Government Securities - End of Year Book Value:</b>	0
<b>State &amp; Local Government Securities - End of Year Fair Market Value:</b>	0

## TY 2013 Investments - Other Schedule

**Name:** FELBURN FOUNDATION

**EIN:** 51-0234331

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ACL ALTERNATIVE FUND SAC LIMITED	AT COST	333,863	328,043
AURORA OFFSHORE FUND LTD II	AT COST	0	0
BANK OF AMERICA I #1822709	AT COST	0	0
BANK OF AMERICA I #407858	AT COST	11,758,503	12,166,357
BLACKSTONE RE DEBT STRATEGIES II TE FEEDER FUND LP	AT COST	112,485	112,187
MARINER-TRICADIA SF OFFSHORE FUND	AT COST	200,000	247,734
MORGAN STANLEY #888-528	AT COST	296,869	384,864
MORGAN STANLEY #888-632	AT COST	3,788,932	3,993,653
OCH ZIFF DP OFFSHORE II FUND	AT COST	200,000	250,323
PNC BANK	AT COST	11,791,232	12,878,768
TPG SPECIALTY LENDING ONSHORE FUND	AT COST	196,389	192,242

**TY 2013 Land, Etc. Schedule**

**Name:** FELBURN FOUNDATION

**EIN:** 51-0234331

<b>Category / Item</b>	<b>Cost / Other Basis</b>	<b>Accumulated Depreciation</b>	<b>Book Value</b>	<b>End of Year Fair Market Value</b>
LAND-BLDG, IMPROV - SALUDA GAP, TRYON, NC	63,033	0	63,033	
LAND-0.5 ACRE - SALUDA GAP, TRYON, NC	13,000	0	13,000	
LAND-PARKER PROPERTY - SALUDA GAP, TRYON, NC	5,800	0	5,800	
LAND-HARPER PROPERTY, 3.33 ACRES - SALUDA GAP, TRY	9,100	0	9,100	
LAND-KINGSTON SALTPETER CAVE, 39.991 ACRES - BARTO	50,998	0	50,998	
LAND-ESTATOE FALLS, 25.86 - PICKENS COUNTY, SC	100,000	0	100,000	
LAND-CAVE AND SPRING PROPERTY, 4.35 ACRES - LYON C	51,790	0	51,790	
LAND-TRULL FALLS PROPERTY, 6.96 ACRES - CHEROKEE C	22,334	0	22,334	
LAND-FALL CREEK FALLS, 35.66 ACRES - MITCHELL COUN	85,000	0	85,000	
LIBRARY EQUIPMENT	800	800	0	
HEATING & A/C UNIT	2,485	2,485	0	
COMPUTER	2,102	1,920	182	
CABINETS	8,845	7,886	959	
01 MERCURY SABLE	15,732	15,713	19	
LAND-MEYER'S TRACT, 135.42 ACRES, CITRUS COUNTY FL	765,919	0	765,919	
LAND - LYNCH PROPERTY, 10 PARCELS, LEVY COUNTY, FL	372,601	0	372,601	
LAPTOP COMPUTER	1,936	1,936	0	
OFFICE FURNITURE	1,992	1,635	357	
COMPUTERS	2,984	1,269	1,715	
LAND-SAUNDERS PROPERTY, FALL CREEK FALLS, NC, 13 ACRES	5,000	0	5,000	

## TY 2013 Legal Fees Schedule

**Name:** FELBURN FOUNDATION

**EIN:** 51-0234331

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
LEGAL FEES	399	0		399

## TY 2013 Other Assets Schedule

**Name:** FELBURN FOUNDATION

**EIN:** 51-0234331

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
DIVIDEND RECEIVABLE	34,530	31,331	31,331
TAX REFUND RECEIVABLE	165	165	165
INTEREST RECEIVABLE	8,882	0	0
CAPITAL GAINS RECEIVABLE	4,212	58,793	58,793
SUSPENDED INTEREST PAID	2,804	0	0
DEPOSITS IN TRANSIT	7,256	0	0



## TY 2013 Other Decreases Schedule

**Name:** FELBURN FOUNDATION

**EIN:** 51-0234331

Description	Amount
DISALLOWED WASH SALE LOSSES ON BOOKS NOT ON RETURN	2,713
BOOK TO TAX DIFFERENCE - SECURITY BASIS ADJUSTMENTS	1,207

# TY 2013 Other Expenses Schedule

**Name:** FELBURN FOUNDATION

**ETIN:** 51-0234331

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK/WIRE CHARGES	268	0		268
CUSTODIAL SERVICE FEES	3,000	0		3,000
INSURANCE	13,852	0		13,852
LIBRARIAN FEES	18,000	0		18,000
LIBRARY-SUPPLIES & EXPENSE	525	0		525
OFFICE SUPPLIES & EXPENSES	2,096	0		2,096
REPAIRS AND MAINTENANCE	4,246	0		4,246
VEHICLES - GAS, MAINTENANCE & INSURANCE	759	0		759
AMORTIZATION OF BOND PREMIUMS	77,502	77,502		0
OTHER DEDUCTIONS FROM PASS-THROUGH ENTITIES	8,398	8,398		0
BOOKS & PERIODICALS	493	0		493

**TY 2013 Other Income Schedule****Name:** FELBURN FOUNDATION**EIN:** 51-0234331

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
ACL ALTERNATIVE FUND SAC LIMITED	4,846	4,846	4,846
ACL ALTERNATIVE FUND SAC LIMITED	-444	-444	-444
MORGAN STANLEY 12094 MISCELLANEOUS INCOME	494	494	494
BLACKSTONE RE DEBT STRATEGIES II TE FEEDER FUND LP OTHER PORTFOLIO INCOME	625	625	625

## TY 2013 Other Liabilities Schedule

**Name:** FELBURN FOUNDATION

**EIN:** 51-0234331

Description	Beginning of Year - Book Value	End of Year - Book Value
INVESTMENT EXPENSES PAYABLE	892	723

## TY 2013 Other Professional Fees Schedule

**Name:** FELBURN FOUNDATION

**EIN:** 51-0234331

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	180,680	180,680		0

# TY 2013 Taxes Schedule

**Name:** FELBURN FOUNDATION

**EIN:** 51-0234331

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
REAL ESTATE TAXES	2,703	0		2,703
VA CORP FILING FEE	25	0		0
FEDERAL EXCISE TAXES	39,836	0		0
FOREIGN TAXES ON INVESTMENTS	8,810	8,810		0

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

## TY 2013 Functional Currency and Exchange Rate QBU Statement

**Name:** FELBURN FOUNDATION

**EIN:** 51-0234331

QBU Id	Country of Operation	Functional Currency
USD		1