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

OMB No 1545-0052

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

► 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.

For calendar year 2013 or tax year beginning , and ending

Name of foundation

Long

A Employer identification number

52-1205904

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

Room/suite

5168 Weaver Lane

B Telephone number (see instructions)

804-695-9079

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

Gloucester VA 23061

G 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 checked="" type="checkbox"/> Name change

C If exemption application is pending, check here ► D 1 Foreign organizations, check here ► 2 Foreign organizations meeting the 85% test, check here and attach computation ► E If private foundation status was terminated under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► H Check type of organization. Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 418,651 (Part I, column (d) must be on cash basis)J Accounting method Cash Accrual
 Other (specify)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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Revenue 27 MAY 2014 S/C REVENUE	1 Contributions, gifts, grants, etc., received (attach schedule)	6,903		
	2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B			
	3 Interest on savings and temporary cash investments	2,184	2,184	2,184
	4 Dividends and interest from securities	4,584	4,584	4,584
	5a Gross rents			
	5b Net rental income or (loss)			
	6a Net gain or (loss) from sale of assets not on line 10	28,889		
	6b Gross sales price for all assets on line 6a	100,344		
	7 Capital gain net income (from Part IV, line 2)		28,889	
	8 Net short-term capital gain			658
	9 Income modifications			
	10a Gross sales less returns and allowances			
	10b Less. Cost of goods sold	RECEIVED		
	10c Gross profit or (loss) (attach schedule)			
	11 Other income (attach schedule)			
	12 Total. Add lines 1 through 11	42,560	35,657	7,426
Operating and Administrative Expenses OPEN, UT S/C OPEN, UT	13 Compensation of officers, directors, trustees, etc.	0		
	14 Other employee salaries and wages			
	15 Pension plans, employee benefits			
	16a Legal fees (attach schedule)			
	16b Accounting fees (attach schedule)	Stmt 1	1,500	
	16c Other professional fees (attach schedule)	Stmt 2	4,634	4,634
	17 Interest			
	18 Taxes (attach schedule) (see instructions)	Stmt 3	296	140
	19 Depreciation (attach schedule) and depletion	Stmt 4	53	
	20 Occupancy			
	21 Travel, conferences, and meetings			
	22 Printing and publications		3,117	3,117
	23 Other expenses (att. sch.)	Stmt 5	11,752	11,498
	24 Total operating and administrative expenses.			
	Add lines 13 through 23		21,352	4,774
	25 Contributions, gifts, grants paid		2,759	
	26 Total expenses and disbursements. Add lines 24 and 25		24,111	4,774
	27 Subtract line 26 from line 12		18,449	
	a Excess of revenue over expenses and disbursements			
	b Net investment income (if negative, enter -0-)		30,883	
	c Adjusted net income (if negative, enter -0-)			7,426

For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2013)

Assets	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
1	Cash – non-interest-bearing		8,919	7,376
2	Savings and temporary cash investments		9,599	13,415
3	Accounts receivable ►			
	Less: allowance for doubtful accounts ►			
4	Pledges receivable ►			
	Less: allowance for doubtful accounts ►			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (att schedule) ►	0		
	Less: allowance for doubtful accounts ►			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments – US and state government obligations (attach schedule)	Stmt 6	10,076	10,076
b	Investments – corporate stock (attach schedule)	See Stmt 7	179,234	190,419
c	Investments – corporate bonds (attach schedule)	See Stmt 8	75,802	80,849
11	Investments – land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach sch) ►			
12	Investments – mortgage loans			
13	Investments – other (attach schedule)			
14	Land, buildings, and equipment basis ►	787		
	Less accumulated depreciation (attach sch) ► Stmt 9	787	53	
15	Other assets (describe ►)		
16	Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)		283,683	302,135
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (descnbe ►)		
23	Total liabilities (add lines 17 through 22)		0	0
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.	► <input type="checkbox"/>		
	24	Unrestricted		
	25	Temporarily restricted		
	26	Permanently restricted		
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	► <input checked="" type="checkbox"/>		
	27	Capital stock, trust principal, or current funds		
	28	Paid-in or capital surplus, or land, bldg , and equipment fund		
	29	Retained earnings, accumulated income, endowment, or other funds	283,683	302,135
	30	Total net assets or fund balances (see instructions)	283,683	302,135
	31	Total liabilities and net assets/fund balances (see instructions)	283,683	302,135

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	283,683
2	Enter amount from Part I, line 27a	2	18,449
3	Other increases not included in line 2 (itemize) ► See Statement 10	3	3
4	Add lines 1, 2, and 3	4	302,135
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	302,135

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Worksheet				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2	28,889
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	658

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

 Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	18,347	344,466	0.053262
2011	8,652	331,735	0.026081
2010	10,795	313,043	0.034484
2009	8,192	281,129	0.029140
2008	13,007	329,334	0.039495

2 Total of line 1, column (d)

2 0.182462

3 Average distribution ratio for the 5-year base period – divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years

3 0.036492

4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5

4 382,001

5 Multiply line 4 by line 3

5 13,940

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 309

7 Add lines 5 and 6

7 14,249

8 Enter qualifying distributions from Part XII, line 4

8 17,374

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)	1	309
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	2	0
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)	3	309
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
3	Add lines 1 and 2	5	309
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		
5 Tax based on investment income.	Subtract line 4 from line 3 If zero or less, enter -0-		
6 Credits/Payments:			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	
b	Exempt foreign organizations – tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	309
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2014 estimated tax ►	11	Refunded ►

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X
14	The books are in care of ► Christine Wesson P O Box 353	Telephone no ► 804-693-4100	
	Located at ► Gloucester	VA	ZIP+4 ► 23061
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here and enter the amount of tax-exempt interest received or accrued during the year	► 15	► <input type="checkbox"/>
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If "Yes," enter the name of the foreign country ►	16	Yes X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	► <input type="checkbox"/>
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	N/A	► <input type="checkbox"/>
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	If "Yes," list the years ► 20 , 20 , 20 , 20		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement – see instructions.)	N/A	► <input type="checkbox"/>
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20 , 20 , 20 , 20	2b	
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)	N/A	3b
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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

5a	During the year did the foundation pay or incur any amount to	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) 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		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	► <input type="checkbox"/>	5b
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? If "Yes," attach the statement required by Regulations section 53.4945–5(d).	N/A	<input type="checkbox"/> Yes <input type="checkbox"/> No	
6a	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		6b
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870			X
7a	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		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A		7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (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
See Statement 11				

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		

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 Continued preservation of the historical structure and grounds of Long Bridge Ordinary for the benefit of the general public.	17,374
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments. See instructions	
3	
Total. Add lines 1 through 3 ►	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes:		
a	Average monthly fair market value of securities	1a	383,451
b	Average of monthly cash balances	1b	4,367
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	387,818
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	387,818
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)	4	5,817
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	382,001
6	Minimum investment return. Enter 5% of line 5	6	19,100

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

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

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc. – total from Part I, column (d), line 26	1a	17,374
b	Program-related investments – total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the	3a	
a	Suitability test (prior IRS approval required)	3b	
b	Cash distribution test (attach the required schedule)	4	17,374
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	5	309
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	6	17,065
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e				
4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ 17,374				
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	17,374			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:	17,374			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount – see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount – see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling				► 02/06/98
b	Check box to indicate whether the foundation is a private operating foundation described in section <input checked="" type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 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				
b	85% of line 2a				
c	Qualifying distributions from Part XII, line 4 for each year listed				
d	Amounts included in line 2c not used directly for active conduct of exempt activities				
e	Qualifying distributions made directly for active conduct of exempt activities				
	Subtract line 2d from line 2c				
3	Complete 3a, b, or c for the alternative test relied upon:				
a	"Assets" alternative test – enter:				
	(1) Value of all assets				
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				
b	"Endowment" alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				
c	"Support" alternative test – enter:				
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				
	(3) Largest amount of support from an exempt organization				
	(4) Gross investment income				

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year – see instructions.)**1 Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

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

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

N/A

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

N/A

c Any submission deadlines

N/A

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

N/A

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
Gloucester Woman's Club P O Box 1562 Gloucester VA 23061		Public Utilities to maintain bldg		2,759
Total			► 3a	2,759
b Approved for future payment				
N/A				
Total			► 3b	

Part XVI-A | Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	(e) Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	2,184	
4 Dividends and interest from securities			14	4,584	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	28,889	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		35,657	0
13 Total. Add line 12, columns (b), (d), and (e)			13		35,657
(See worksheet in line 13 instructions to verify calculations.)					

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

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

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

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?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
b If "Yes," complete the following schedule.		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

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

Sign
Here

► 
Signature of officer or trustee

15-15-14

► President

Preparer's name Firm's name Firm's address		Preparer's signature	Date	Check <input type="checkbox"/> if self-employed
Paid Preparer Use Only	Print/Type preparer's name Cheryl B. Biondolillo		<i>Cheryl B. Biondolillo CPA</i>	05/14/14
	Firm's name ► Cheryl Brown Biondolillo CPA P.C.		PTIN	P00423228
	Firm's address ► PO Box 1415 Gloucester, VA 23061-1415		Firm's EIN	04-3715878
		Phone no	804-693-0605	

Schedule of Contributors

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

► Information about Schedule B (Form 990, 990-EZ, 990-PF) and its instructions is at www.irs.gov/form990.

Name of the organization	Employer identification number
<u>Edge Hill House Foundation</u>	52-1205904

Organization type (check one):

Filers of:

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 501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 $\frac{1}{3}$ % support test of the regulations under sections 509(a)(1) and 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% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

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, total contributions of more than \$1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

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

► \$

Caution. An organization 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), but it **must** answer "No" 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 certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization

Edge Hill House Foundation

Employer identification number

52-1205904

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	W E & M T Belvin Charitable Trust Bank of America One Commercial Place Norfolk VA 23510	\$ 6,903	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Capital Gains and Losses for Tax on Investment Income

Form **990-PF**

2013

For calendar year 2013, or tax year beginning

, and ending

Name

Edge Hill House Foundation

Employer Identification Number

52-1205904

(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.)
(1) CST Brands Inc		P	11/14/12	07/10/13
(2) CST Brands Inc		P	11/14/12	05/02/13
(3) Dr Pepper Snapple Group		P	05/02/12	01/23/13
(4) ISHS MBS		P	08/02/12	03/14/13
(5) ISHS MBS		P	07/12/12	03/14/13
(6) ISHS MBS		P	07/12/12	05/29/13
(7) ISHS FLTH RT Bond		P	05/29/13	11/04/13
(8) Microsoft Corp		P	04/09/13	08/23/13
(9) AON PLC CL A		P	02/13/13	11/13/13
(10) Brookfield PPTY Partners		P	04/16/13	04/16/13
(11) Brookfield PPTY Partners		P	04/16/13	07/10/13
(12) ISHS Nasdaq Biotech ETF		P	10/17/12	10/18/13
(13) ISHS Nasdaq Biotech ETF		P	10/17/12	11/13/13
(14) ISHS Nasdaq Biotech ETF		P	11/07/12	11/13/13
(15) News Corp New A		P	02/01/12	08/21/13

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
(1) 354		241	113
(2) 23		15	8
(3) 3,556		3,310	246
(4) 5,914		5,990	-76
(5) 1,075		1,088	-13
(6) 6,382		6,531	-149
(7) 3,294		3,295	-1
(8) 685		594	91
(9) 1,601		1,144	457
(10) 7		7	
(11) 200		218	-18
(12) 2,682		1,896	786
(13) 1,442		1,021	421
(14) 2,060		1,311	749
(15) 625		366	259

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(1)			113
(2)			8
(3)			246
(4)			-76
(5)			-13
(6)			-149
(7)			-1
(8)			91
(9)			457
(10)			-18
(11)			786
(12)			421
(13)			749
(14)			259
(15)			

Capital Gains and Losses for Tax on Investment Income

Form **990-PF**

2013

For calendar year 2013, or tax year beginning

, and ending

Name

Edge Hill House Foundation

Employer Identification Number

52-1205904

(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.)
(1) Stanley Black & Decker		P	06/15/11	10/16/13
(2) Twenty First Century A		P	02/01/12	10/02/13
(3) Union Pacific Corp		P	12/21/11	06/05/13
(4) AON PLC CL A		P	08/08/12	11/13/13
(5) Bank America Corp		P	12/22/10	02/27/13
(6) Chevron Corp		P	03/16/06	03/28/13
(7) Disney Walt Company		P	06/04/08	03/28/13
(8) Exxon Mobile Corp		P	09/17/08	03/28/13
(9) Fiserv Inc		P	12/31/09	02/27/13
(10) Fiserv Inc		P	03/03/10	02/27/13
(11) Illinois Tool Works Inc		P	07/14/10	03/28/13
(12) Illinois Tool Works Inc		P	07/14/10	04/17/13
(13) INTL Business Machs Corp		P	07/25/07	03/28/13
(14) INTL Business Machs Corp		P	07/25/07	08/21/13
(15) Microsoft Corp		P	10/09/02	08/23/13

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
(1) 3,841		3,409	432
(2) 5,402		2,718	2,684
(3) 4,571		3,017	1,554
(4) 1,201		770	431
(5) 2,113		2,517	-404
(6) 1,203		572	631
(7) 1,137		678	459
(8) 1,361		1,140	221
(9) 4,872		2,509	2,363
(10) 1,624		993	631
(11) 912		662	250
(12) 3,069		2,206	863
(13) 1,062		583	479
(14) 4,621		2,915	1,706
(15) 4,794		3,151	1,643

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) OR Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
(1)			432
(2)			2,684
(3)			1,554
(4)			431
(5)			-404
(6)			631
(7)			459
(8)			221
(9)			2,363
(10)			631
(11)			250
(12)			863
(13)			479
(14)			1,706
(15)			1,643

Capital Gains and Losses for Tax on Investment Income

2013

For calendar year 2013, or tax year beginning

, and ending

Name

Edge Hill House Foundation

Employer Identification Number

52-1205904

(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.)
(1) NOVO Nordisk AS ADR		P	10/14/09	03/27/13
(2) Pepsico Inc		P	05/11/05	03/28/13
(3) Price T Rowe GRP Inc		P	01/18/06	01/30/13
(4) Price T Rowe GRP Inc		P	11/05/08	01/30/13
(5) Proctor and Gamble Company		P	08/30/06	07/03/13
(6) Schlumberger LTD		P	06/23/03	04/17/13
(7) Schlumberger LTD		P	10/06/10	04/17/13
(8) United Technologies Corp		P	05/12/04	03/28/13
(9) Visa Inc Class A		P	06/16/10	08/07/13
(10) Wal-Mart Stores Inc		P	06/25/08	03/28/13
(11) Accenture PLC IRELD CL A		P	09/10/08	03/28/13
(12) Check Point Software Tech		P	09/01/10	03/27/13
(13)				
(14)				
(15)				

(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)
(1) 4,046		1,630	2,416
(2) 1,576		1,133	443
(3) 3,198		1,703	1,495
(4) 1,421		834	587
(5) 3,912		3,094	818
(6) 3,204		1,059	2,145
(7) 1,068		948	120
(8) 1,398		622	776
(9) 2,708		1,143	1,565
(10) 1,494		1,166	328
(11) 1,127		578	549
(12) 3,509		2,678	831
(13)			
(14)			
(15)			

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(1)			2,416
(2)			443
(3)			1,495
(4)			587
(5)			818
(6)			2,145
(7)			120
(8)			776
(9)			1,565
(10)			328
(11)			549
(12)			831
(13)			
(14)			
(15)			

Federal Statements**Statement 1 - Form 990-PF, Part I, Line 16b - Accounting Fees**

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Accounting Fees	\$ 1,500	\$ 0	\$ 0	\$ 0
Total	\$ 1,500	\$ 0	\$ 0	\$ 0

Statement 2 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Advisory Fees	\$ 4,634	\$ 4,634	\$ 0	\$ 0
Total	\$ 4,634	\$ 4,634	\$ 0	\$ 0

Statement 3 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Foreign Tax W/H	\$ 140	\$ 140	\$ 0	\$ 0
Tax	\$ 131	\$ 131	\$ 0	\$ 0
Franchise & Registration	\$ 25	\$ 25	\$ 0	\$ 0
Total	\$ 296	\$ 296	\$ 0	\$ 0

52-1205904

Federal Statements**Statement 4 - Form 990-PF, Part I, Line 19 - Depreciation**

Description		Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
Date Acquired	Cost Basis						
File Cabinet 9/25/06	\$ 325	\$ 307	200DB	7	\$ 18	\$	\$
5 Folding Chairs 10/31/06	\$ 462	\$ 427	200DB	7	\$ 35	\$ 0	\$ 0
Total	\$ 787	\$ 734			\$ 53	\$ 0	\$ 0

Statement 5 - Form 990-PF, Part I, Line 23 - Other Expenses

Description		Total	Net Investment	Adjusted Net	Charitable Purpose
Expenses					\$
Office Supplies		129			
Dues		125			
Historical Celebration		210			
Landscaping & Lawncare		1,271			
Insurance		2,433			
Repairs to the Building		7,584			
Total		\$ 11,752	\$ 0	\$ 0	\$ 11,498

Statement 6 - Form 990-PF, Part II, Line 10a - US and State Government Investments

Description		Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
Fedl Home Loan Bank		\$ 10,076	\$ 10,076	Cost	\$ 10,116
Total		\$ 10,076	\$ 10,076		\$ 10,116

Federal Statements

Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

	Description	Beginning of Year	\$	End of Year	\$	Basis of Valuation	Fair Market Value
						Cost	Cost
195sh	ISHARES 1-3 YR CREDIT BOND E	\$ 17,837		\$ 20,573			\$ 20,565
18sh	AMAZON. COM	3,573		3,573			7,178
175sh	CARMAX INC	4,099		4,099			8,229
55sh	DIRECT TV			3,333			3,798
80sh	DISNEY WALT COMPANY	3,388		2,710			6,112
145sh	GENERAL MOTORS COMPANY	3,099		3,099			5,926
110sh	LOWES COMPANIES INC	2,638		2,638			5,451
50sh	MCDONALDS CORP	3,283		3,283			4,852
50sh	STARBUCKS CORP			3,359			3,920
50sh	ANHEUSER BUSCH INBEV SA/NV	2,783		2,783			5,323
165sh	FLOWERS FOODS			3,601			3,543
70sh	NESTLE S A SPNSD ADR REPSTNG	3,074		4,046			5,151
55sh	PEPSICO INC	4,249		3,116			4,562
60sh	SMUCKER JM COMPANY NEW	4,583		4,583			6,217
60sh	WAL-MART STORES INC	4,524		3,358			4,721
95sh	WALGREENS COMPANY	3,093		3,093			5,457
40sh	CHEVRON CORP	2,860		2,288			4,996
60sh	EXXON MOBILE CORP	3,523		2,383			6,072
60sh	NATIONAL OIL WELL VARCO INC	4,387		4,387			4,772
45sh	OCCIDENTAL PETROLEUM CORP	2,465		2,465			4,280
135sh	VALERO ENERGY CORP	3,101		4,043			6,804
45sh	AON PLC CL A	3,080		2,310			3,775
65sh	BERKSHIRE HATHAWAY INC DE CL	3,589		3,589			7,706
180sh	BROOKFIELD ASSET MANAGEMENT INC	4,714		4,714			6,989
110sh	CAPITAL ONE	4,321		5,092			8,427
30sh	GOLDMAN SACHS GROUP INC	3,163		3,163			5,318
100sh	JP MORGAN CHASE & COMPANY	4,397		4,397			5,848
15sh	MARKEL CORP	3,030		3,030			8,705
140sh	WELLS FARGO & CO NEW	3,595		3,595			6,356
90sh	AMERISOURCEBERGEN CORP			4,247			6,328
35sh	AMGEN INC			3,235			3,993
30sh	CELGENE CORP			3,799			5,069
55sh	EXPRESS SCRIPTS HLDC COMPANY			3,576			3,863
80sh	JOHNSON & JOHNSON			4,716			7,327
30sh	VALEANT PHARM INTL INC CDA			3,437			3,522
65sh	WELLPOINT INC			3,911			6,005
55sh	CHICAGO BRIDGE & IRON COMPANY			3,598			4,573
25sh	CUMMINS INC			3,345			3,524
100sh	DANAHER CORP	2,591		2,591			7,720

Federal Statements

Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

	Description	Beginning of Year		End of Year		Basis of Valuation	Fair Market Value
		\$		\$			
150sh	GENERAL ELECTRIC COMPANY			3,379		Cost	4,205
40sh	PARKER-HANNIFIN CORP			3,494		Cost	5,146
45sh	UNITED TECHNOLOGIES CORP	2,489		1,867		Cost	5,121
65sh	ACCENTURE PLC IRELAND CLASS A	3,083		2,505		Cost	5,344
8sh	APPLE INC	595		595		Cost	4,488
65sh	AUTOMATIC DATA PROCESSING INC	2,961		2,961		Cost	5,252
90sh	FACEBOOK INC CL A			3,482		Cost	4,918
8sh	less 2sh GOOGLE INC CL A 6sh	2,155		3,904		Cost	8,966
55sh	QUALCOM INC	2,176		2,176		Cost	4,084
35sh	less 15 VISA INC CLASS A 20sh	2,667		1,524		Cost	4,454
70sh	ALBEMARLE CORP	2,477		2,477		Cost	4,437
35sh	MONSANTO COMPANY NEW			3,597		Cost	4,079
45sh	PRAXAIR INC	1,045		2,244		Cost	5,851
75sh	AMERICAN TOWER CORP NEW	1,617		3,056		Cost	5,987
50sh	Proctor & Gamble-SOLD	3,094					
60sh	Schlumberger Ltd-SOLD	2,008					
190 sh	Bank of America-SOLD	2,517					
65sh	Price T. Rowe Group-SOLD	2,537					
30sh	IBM-SOLD	3,498					
140sh	Microsoft Corp-SOLD	3,151					
25sh	Novo Nordisk-SOLD	1,630					
80sh	Fiserv Inc-SOLD	3,502					
65sh	Illinois Tool-SOLD	2,867					
75sh	Checkpoint Software-SOLD	2,678					
50sh	Stanley Black and Decker-SOLD	3,409					
30sh	Union Pacific-SOLD	3,017					
160sh	News Corp-SOLD	3,084					
80sh	Dr Pepper-SOLD	3,310					
	Rounding	1					
	Total		\$ 179,234		\$ 190,419		
						\$ 305,309	

Federal Statements**Statement 8 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments**

Description	Beginning of Year	End of Year	Basis of Valuation		Fair Market Value
			Cost	Cost	
5000 AT&T INC	\$ 5,189	\$ 5,189			\$ 5,133
5000 AMERICAN EXPRESS CR CORP	4,996	4,996			\$ 5,228
5000 AMERICAN HONDA FIN CORP			5,047		4,966
5000 BANK OF AMERICA CORP	4,884	4,884			5,003
5000 BERKSHIRE HATHAWAY FIN CORP	5,225	5,225			5,171
5000 CAPITAL ONE FINL CORP	5,076	5,076			5,218
10000 CLOROX COMPANY	10,317	10,317			10,493
5000 EOG RESOURCE INC	5,019	5,019			5,003
5000 GENERAL ELEC CAP COPR	5,123	5,123			5,475
5000 GOLDMAN SACHS GROUP INC	4,954	4,954			5,002
5000 HEWLETT PACKARD COMPANY	4,895	4,895			5,104
5000 J.P. MORGAN CHASE & COMPANY	4,930	4,930			5,179
5000 SUNTRUST BANKS INC.	5,000	5,000			5,268
5000 VERIZON COMMUNICATIONS INC	5,053	5,053			4,964
5000 WELLS FARGO & CO	5,141	5,141			5,228
Total	\$ 75,802	\$ 80,849			\$ 82,435

Statement 9 - Form 990-PF, Part II, Line 14 - Land, Building, and Equipment

Description	Beginning Net Book	End Cost / Basis	End Accumulated Depreciation		Net FMV
			Cost	Depreciation	
Building and Equipment	\$ 53	\$ 787	\$ 787		\$ 787
Total	\$ 53	\$ 787			\$ 787

Federal Statements**Statement 10 - Form 990-PF, Part III, Line 3 - Other Increases**

Description	Amount
Rounding	\$ <u> </u> 3
Total	\$ <u> </u> 3

Federal Statements

Statement 11 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees,

<u>Name and Address</u>	<u>Title</u>	<u>Average Hours</u>	<u>Compensation</u>	<u>Benefits</u>	<u>Expenses</u>
<u>Etc.</u>		<u>Etc.</u>			
William D. Weaver, Jr. 6168 Weaver Lane Gloucester VA 23061	President	1.00	0	0	0
Mrs. Arthur B. White P.O. Box 95 Ware Neck VA 23178	Director	0.00	0	0	0
Mrs. John L. Finney P.O. Box 520 Gloucester VA 23061	Secretary	0.00	0	0	0
Robert L. Marble P.O. Box 1154 Gloucester VA 23061	Director	0.00	0	0	0
David Brown P O Box 157 White Marsh VA 23183	Director	0.00	0	0	0
Mrs. William D. Weaver, Jr 6168 Weaver Lane Gloucester VA 23061	Director	0.00	0	0	0
J. Ellis Hall P.O. Box 2029 Gloucester VA 23061	Director	0.00	0	0	0
F. Breckenridge Montague P.O. Box 695 Gloucester VA 23061	Director	0.00	0	0	0
David H. Teagle P.O. Box 637 Gloucester VA 23061	V-P	1.00	0	0	0
Christine H. Wesson P.O. Box 353	Treasurer	2.00	0	0	0

52-1205904

Federal Statements

Statement 11 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees,

Etc. (continued)

<u>Name and Address</u>	<u>Title</u>	<u>Average Hours</u>	<u>Compensation</u>	<u>Benefits</u>	<u>Expenses</u>
Gloucester VA 23061					
Robert Johnson P O Box 52 Ware Neck VA 23178	Director	0.00	0	0	0
William Lawrence 6655 Ls Island Lane Gloucester VA 23061	Director	0.00	0	0	0

Depreciation and Amortization
(Including Information on Listed Property)

OMB No 1545-0172

2013

Department of the Treasury
Internal Revenue Service (99)

► See separate instructions.

► Attach to your tax return.

Attachment Sequence No 179

Name(s) shown on return

Edge Hill House Foundation

Identifying number
52-1205904

Business or activity to which this form relates

Indirect Depreciation

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	53
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			27 5 yrs	MM	S/L	
			39 yrs	MM	S/L	
				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
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
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

For Paperwork Reduction Act Notice, see separate instructions.

Form 4562 (2013)

DAA

There are no amounts for Page 2