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Return of Private Foundation

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

OMB No 1545-0052

2013

Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation LOCKHART VAUGHAN FOUNDATION, INC.		A Employer identification number 52-1693184
Number and street (or P.O. box number if mail is not delivered to street address) C/O J.B. POWELL, JR., 2 EAST READ ST	Room/suite 100	B Telephone number (410) 837-9400
City or town, state or province, country, and ZIP or foreign postal code BALTIMORE, MD 21202		C If exemption application is pending, check here <input type="checkbox"/>
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 type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H 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		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 34,750,811.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		679,333.	679,333.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		1,089,065.			
b Gross sales price for all assets on line 6a 7,074,647.					
7 Capital gain net income (from Part IV, line 2)			1,089,065.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		1,428.	1,428.		STATEMENT 2
12 Total. Add lines 1 through 11		1,769,826.	1,769,826.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages		11,750.	0.		11,750.
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 3		7,800.	0.		7,800.
c Other professional fees					
17 Interest					
18 Taxes STMT 4		9,000.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		1,976.	0.		1,976.
22 Printing and publications					
23 Other expenses STMT 5		126,862.	106,858.		20,002.
24 Total operating and administrative expenses. Add lines 13 through 23		157,388.	106,858.		41,528.
25 Contributions, gifts, grants paid		1,650,740.			1,650,740.
26 Total expenses and disbursements. Add lines 24 and 25		1,808,128.	106,858.		1,692,268.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<38,302.>			
b Net investment income (if negative, enter -0-)			1,662,968.		
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash - non-interest-bearing	77,002.	30,423.	30,423.
	2 Savings and temporary cash investments	256,458.	904,882.	904,882.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 6	3,440,152.	2,497,802.	2,803,744.
	b Investments - corporate stock STMT 7	6,846,973.	6,047,385.	11,460,572.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 8	15,455,483.	16,557,274.	19,551,190.
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	26,076,068.	26,037,766.	34,750,811.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	26,076,068.	26,037,766.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 Total net assets or fund balances	26,076,068.	26,037,766.	
	31 Total liabilities and net assets/fund balances	26,076,068.	26,037,766.	

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	26,076,068.
2 Enter amount from Part I, line 27a	2	<38,302.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	26,037,766.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	26,037,766.

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			
b SEE ATTACHED STATEMENT			
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 7,074,647.		5,985,582.	1,089,065.

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))
(l) 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			1,089,065.

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	1,089,065.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	1,554,517.	30,433,960.	.051078
2011	1,612,114.	30,449,906.	.052943
2010	1,526,634.	30,356,669.	.050290
2009	1,299,675.	27,091,675.	.047973
2008	1,617,450.	30,891,336.	.052359

2 Total of line 1, column (d)	2	.254643
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	.050929
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	32,823,436.
5 Multiply line 4 by line 3	5	1,671,665.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	16,630.
7 Add lines 5 and 6	7	1,688,295.
8 Enter qualifying distributions from Part XII, line 4	8	1,692,268.

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	16,630.
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			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	16,630.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	16,630.
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 14,075.	7	14,075.
b Exempt foreign organizations - tax withheld at source	6b	8	
c Tax paid with application for extension of time to file (Form 8868)	6c	9	2,555.
d Backup withholding erroneously withheld	6d	10	
7 Total credits and payments. Add lines 6a through 6d		11	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>			

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
2 Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>MD</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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 ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>JOHN B. POWELL, JR.</u> Telephone no. ► <u>(410) 837-9400</u> Located at ► <u>2 EAST READ ST SUITE 100, BALTIMORE, MD</u> ZIP+4 ► <u>21202</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <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 checked="" type="checkbox"/> Yes <input 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 ► <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <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:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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.

☐ Yes ☒ No

7b

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		0.	0.	0.

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

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

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

0

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	32,607,928.
b Average of monthly cash balances	1b	715,357.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	33,323,285.
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	33,323,285.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	499,849.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	32,823,436.
6 Minimum investment return. Enter 5% of line 5	6	1,641,172.

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	1,641,172.
2a Tax on investment income for 2013 from Part VI, line 5	2a	16,630.
b Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	16,630.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	1,624,542.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	1,624,542.
6 Deduction from distributable amount (see instructions)	6	0.
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,624,542.

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	1,692,268.
b Program-related investments - total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,692,268.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	16,630.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,675,638.

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				1,624,542.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			171,196.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 1,692,268.				
a Applied to 2012, but not more than line 2a			171,196.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				1,521,072.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				103,470.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

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

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

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

- b 85% of line 2a**

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

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

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

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**

[illegible]

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).)

NONE

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

NONE

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

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

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

SEE ATTACHED STATEMENT 11

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

SEE ATTACHED STATEMENT 11

- c Any submission deadlines:**

SEE ATTACHED STATEMENT 11

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

SEE ATTACHED STATEMENT 11

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				
SEE ATTACHED STATEMENT 10	NONE	PC	SEE ATTACHED STATEMENT	1,650,740.
Total			3a	1,650,740.
b Approved for future payment				
NONE				
Total			3b	0.

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 PUBLICLY TRADED SECURITIES		P		
b VANGUARD INSTITUTIONAL INDEX FUND		P	VARIOUS	VARIOUS
c VANGUARD TOTAL BOND MARKET INDEX FUND		P	VARIOUS	VARIOUS
d HARDING LOEVNER INTERNATIONAL		P	VARIOUS	VARIOUS
e VANGUARD IPS		P	VARIOUS	VARIOUS
f PIMCO COMMODITIES REAL RETURN		P	VARIOUS	VARIOUS
g WEATHERLOW OFFSHORE		P	VARIOUS	VARIOUS
h DOUBLELINE TOTAL RETURN BOND		P	VARIOUS	VARIOUS
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,339,857.		982,562.	357,295.
b 1,050,000.		577,341.	472,659.
c 1,100,000.		951,056.	148,944.
d 400,000.		433,794.	<33,794.>
e 450,000.		377,905.	72,095.
f 365,845.		507,735.	<141,890.>
g 1,107,814.		905,189.	202,625.
h 1,261,131.		1,250,000.	11,131.
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			357,295.
b			472,659.
c			148,944.
d			<33,794.>
e			72,095.
f			<141,890.>
g			202,625.
h			11,131.
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }		2	1,089,065.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8		3	N/A

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ABERDEEN EMERGING MARKETS	24,595.	0.	24,595.	24,595.	
DOUBLELINE TR BOND	25,846.	0.	25,846.	25,846.	
FIRST EAGLE	68,109.	0.	68,109.	68,109.	
HARDING LOEVNER INTERNATIONAL EQUITY PORTFOLIO	86,206.	0.	86,206.	86,206.	
MERCANTILE MONEY MARKET FUND	62.	0.	62.	62.	
MERCANTILE STOCKS	12,505.	0.	12,505.	12,505.	
PIMCO COMMODITIES	11,412.	0.	11,412.	11,412.	
PIMCO UNCONSTRAINED BOND FUND	16,909.	0.	16,909.	16,909.	
T. ROWE PRICE NEW ERA FUND	135,499.	0.	135,499.	135,499.	
VANGUARD BOND MARKET INDEX FUND	92,964.	0.	92,964.	92,964.	
VANGUARD INSTITUTIONAL INDEX FUND	195,125.	0.	195,125.	195,125.	
VANGUARD IPS	10,101.	0.	10,101.	10,101.	
TO PART I, LINE 4	679,333.	0.	679,333.	679,333.	

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CLASS ACTION PROCEEDS SETTLEMENT	1,428.	1,428.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,428.	1,428.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	7,800.	0.		7,800.
TO FORM 990-PF, PG 1, LN 16B	7,800.	0.		7,800.

FORM 990-PF	TAXES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL INCOME TAX PAYMENTS	9,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	9,000.	0.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT CONSULTING FEES	77,934.	77,934.		0.
SUBSCRIPTIONS & DUES	500.	0.		500.
OFFICE EXPENSES	19,504.	0.		19,502.
INVESTMENT EXPENSES	14,500.	14,500.		0.
CUSTODIAN FEES	14,424.	14,424.		0.
TO FORM 990-PF, PG 1, LN 23	126,862.	106,858.		20,002.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	6
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
VANGUARD BOND INDEX FUND	X		2,497,802.	2,803,744.
TOTAL U.S. GOVERNMENT OBLIGATIONS			2,497,802.	2,803,744.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			2,497,802.	2,803,744.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MERCANTILE STOCKS - STMT 12	1,019,802.	1,490,907.
VANGUARD INSTITUTIONAL INDEX FUND	5,027,583.	9,969,665.
TOTAL TO FORM 990-PF, PART II, LINE 10B	6,047,385.	11,460,572.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ABERDEEN EMERGING MARKETS	COST	1,066,831.	1,762,183.
HARDING LOEVNER INTERNATIONAL	COST	5,261,841.	6,450,411.
PIMCO COMMODITIES REAL RETURN	COST	5,975.	5,879.
T. ROWE PRICE NEW ERA FUND	COST	1,448,489.	1,671,600.
VANGUARD IPS	COST	437,341.	464,653.
WEATHERLOW OFFSHORE FUND	COST	4,244,811.	5,114,688.
PIMCO UNCONSTRAINED BOND FUND	COST	2,694,744.	2,600,600.
FIRST EAGLE	COST	1,397,242.	1,481,176.
TOTAL TO FORM 990-PF, PART II, LINE 13		16,557,274.	19,551,190.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 9

 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
SUSAN BAKER POWELL 2 EAST READ ST. STE 100 BALTIMORE, MD 21202	PRESIDENT/TRUSTEE 0.00	0.	0.	0.
JULIA B. SCHNUPP 2 EAST READ ST. STE 100 BALTIMORE, MD 21202	TRUSTEE 0.00	0.	0.	0.
BENJAMIN M. BAKER, III 2 EAST READ ST. STE 100 BALTIMORE, MD 21202	TRUSTEE 0.00	0.	0.	0.
JULIA P. O'BRIEN 2 EAST READ ST. STE 100 BALTIMORE, MD 21202	TRUSTEE 0.00	0.	0.	0.
BRETNALL M. POWELL 2 EAST READ ST. STE 100 BALTIMORE, MD 21202	TRUSTEE 0.00	0.	0.	0.
KEVIN A. SCHNUPP 2 EAST READ ST. STE 100 BALTIMORE, MD 21202	TRUSTEE 0.00	0.	0.	0.
DAVID B. POWELL 2 EAST READ ST. STE 100 BALTIMORE, MD 21202	TRUSTEE 0.00	0.	0.	0.
KATE R. POWELL 2 EAST READ ST. STE 100 BALTIMORE, MD 21202	TRUSTEE 0.00	0.	0.	0.
MARY ETHERTON 2 EAST READ ST. STE 100 BALTIMORE, MD 21202	TRUSTEE 0.00	0.	0.	0.
JOHN B. POWELL, JR 2 EAST READ ST. STE 100 BALTIMORE, MD 21202	SECRETARY/TREASURER 15.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

STATEMENT #10

LOCKHART VAUGHAN FOUNDATION, INC.
52-1693184
CHRONOLOGICAL LIST OF GRANTS - 2013

	<u>ORGANIZATION</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
1/2/13	Association of Baltimore Area Grantmakers 2 East Read Street, 8th Floor Baltimore, MD 21202	Community Development: Educational programs and "best practices" for Baltimore area foundations.	\$5,250
1/2/13	Middle Grades Partnership (Baltimore Community Foundation, fiscal agent) 1500 Union Avenue, Suite 1320 Baltimore, MD 21211	Education: Summer learning and mentoring middle school students in Baltimore public schools.	25,000
1/2/13	Maryland Zoo in Baltimore 1876 Mansion House Drive Druid Hill Park Baltimore, MD 21217	Environment: Improve discharge of water from penguin exhibit.	25,000
1/17/13	i3 - Exceptional Coaching for Early Language and Literacy - Enhanced (ExCELL-E): Refining an Effective, Research-Based Teacher Professional Development Model. (Temple University, fiscal agent) c/o Barbara Wasik 2701 N. Charles Street, Suite 300 Baltimore, MD 21218	Education: Train teachers in preschool, kindergarten, and first grade to use effective language and literacy strategies.	23,900
3/25/13	St. Paul's School 11152 Falls Road/PO Box 8100 Brooklandville, MD 21022-8100	Education: "Bridges" summer learning and mentoring program for Baltimore public school students.	21,000
3/25/13	Maryland Nonprofits 1500 Union Avenue, Suite 2500 Baltimore, MD 21211	Community Development: Technical assistance to Maryland nonprofit organizations.	10,000
3/25/13	Woodberry Crossing, Inc. 925 Stablersville Road Parkton, MD 21120	Education: Rural experience for Baltimore inner-city children.	3,000
3/25/13	Enoch Pratt Free Library 400 Cathedral Street Baltimore, MD 21201	Education: Summer reading program.	20,000

	<u>ORGANIZATION</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
3/25/13	Baltimore Tree Trust P.O. Box 26202 Baltimore, MD 21210	Environment: Improve Baltimore tree canopy.	15,000
3/25/13	Museum of Ceramic Art 2406 Shelleydale Drive Baltimore, MD 21209	Education: After-school arts program.	12,500
3/25/13	Baltimore Urban Debate League 2601 North Howard Street, Suite 150 Baltimore, MD 21218	Education: Debate programs for Baltimore public schools.	30,000
3/25/13	Arts Education in Maryland Schools Alliance 175 W. Ostend Street, Suite A-3 Baltimore, MD 21230	Education: Fostering arts education in Baltimore public schools.	10,000
3/25/13	Dyslexia Tutoring Program 711 W. 40 th Street, Suite 310 Baltimore, MD 21211	Education: Tutoring people with dyslexia.	15,000
3/25/13	Gilman School 5407 Roland Avenue Baltimore, MD 21210	Education: "Baltimore Independent School Learning Camp" for Baltimore public school students.	5,000
3/25/13	Derryfield School 2108 River Road Manchester, NH 03104-1396	Education: Invest in technology for on-line learning.	10,000
3/28/13	Teach For America 2601 North Howard Street, Suite 300 Baltimore, MD 21218	Education: Support recruitment, training, and mentoring of Baltimore corps of Teach For America.	50,000
4/2/13	Open Society Institute – Baltimore 201 North Charles Street – Suite 1300 Baltimore, MD 21201	Community Development: Drug Addiction Treatment Program.	50,000
4/9/13	Maryland Institute College of Art 1300 Mount Royal Avenue Baltimore, MD 21217	Environment: Landscaping on North Avenue.	20,000

	<u>ORGANIZATION</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
7/3/13	Johns Hopkins Department of Psychiatry and Behavioral Sciences Fund for Johns Hopkins Medicine 550 North Broadway, Suite 914 Baltimore, MD 21205	Psychiatric services for Baltimore children.	65,000
7/3/13	American Civil Liberties Union of Maryland 3600 Clipper Mill Road, Suite 350 Baltimore, MD 21211	Education: Advocacy, education, and mobilization around adequate funding for public education.	50,000
7/30/13	Friends of Patterson Park 27 South Patterson Park Avenue Baltimore, MD 21231	Community Development: Foster community support of Patterson Park.	12,000
7/30/13	Baltimore Community Foundation 2 East Read Street Baltimore, MD 21202	Community Development: Civic Leadership Fund	15,000
7/30/13	Community Law Center 3355 Keswick Road, Suite 200 Baltimore, MD 21211	Community Development: Legal services to Baltimore neighborhood groups.	20,000
7/30/13	Central Baltimore Partnership 1800 N. Charles Street, Suite 810 Baltimore, MD 21201	Community Development: Foster growth in Central Baltimore.	20,000
7/30/13	Station North Arts and Entertainment District, Inc. 1 W. North Avenue Baltimore, MD 21201	Community Development: Promote Station North district of Baltimore.	20,000
7/30/13	St. Vincent de Paul of Baltimore 2305 N. Charles Street, Suite 300 Baltimore, MD 21218	Community Development: Workforce Development Services.	30,000
7/30/13	Advocates for Children and Youth 8 Market Place, 5 th Floor Baltimore, MD 21202	Community Development: General support of research, education, and advocacy of children's issues.	25,000
7/30/13	Union of Concerned Scientists Two Brattle Square Cambridge, MA 02138-3780	Environment: Support work on global warming.	19,000

	<u>ORGANIZATION</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
7/30/13	Parks & People Foundation Stieff Silver Building 800 Wyman Park Drive - Suite 010 Baltimore, MD 21211	Education: \$20,000 for SuperKids Camp and \$20,000 one-time grant for Sally J. Michel Legacy Fund.	40,000
7/30/13	Enterprise Community Partners, Inc. 312 N. Martin Luther King Jr. Boulevard Third Floor Baltimore, MD 21201	Education: HIPPI program for early language and literacy.	20,000
7/30/13	Everyman Theatre 1727 N. Charles Street Baltimore, MD 21201	Education: Theatre matinee series for Baltimore high school students.	10,000
7/30/13	Read to Succeed (Fund for Educational Excellence, fiscal agent) 800 North Charles Street, Suite 400 Baltimore, MD 21201	Education: Summer learning program for Baltimore public school students.	25,000
7/30/13	SEED School of Maryland 200 Font Hill Avenue Baltimore, MD 21223	Education: Boarding school for at-risk Maryland students.	30,000
7/30/13	Building Educated Leaders for Life 2601 North Howard Street, Suite 130 Baltimore, MD 21218	Education: Summer learning program for failing students in Baltimore public schools.	10,000
7/30/13	Village Learning Place 2521 Saint Paul Street Baltimore, MD 21218	Education: After-school and summer learning programs for Charles Village/Barclay youth.	15,000
7/30/13	Incentive Mentoring Program, Inc. P.O. Box 1584 Baltimore, MD 21203	Education: Tutoring and mentoring program at two Baltimore public high schools.	25,000
7/30/13	Urban Teacher Center 1500 Union Avenue, Suite 2200 Baltimore, MD 21211	Education: Train and certify teachers for Baltimore public schools.	20,000

	<u>ORGANIZATION</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
7/30/13	KIPP Baltimore 4701 Greenspring Avenue Baltimore, MD 21209	Education: Capital campaign to renovate school building.	50,000
8/14/13	Cal Ripken, Sr. Foundation 1427 Clarkview Road, Suite 100 Baltimore, MD 21209	Community Development: New ball field at recreation center in Park Heights.	15,000
8/19/13	St. Paul's School P.O. Box 8100 Brooklandville, MD 21022	Environment: Solar panel array.	58,000
10/21/13	Baltimore Design School 1101 Winston Avenue Baltimore, MD 21212	Education: Start-up funding moving toward full enrollment.	30,000
11/19/13	St. Paul's School P.O. Box 8100 Brooklandville, MD 21022	Environment: Solar panel array.	58,000
11/19/13	350.org 20 Jay Street, Suite 1010 Brooklyn, NY 11201	Environment: Grass roots organizing on environmental issues.	9,000
11/19/13	The Ingenuity Project, Inc. Baltimore Polytechnic Institute 1400 West Cold Spring Lane Baltimore, MD 21209	Education: Advanced math and science courses in Baltimore middle/high schools.	30,000
11/21/13	Building STEPS P.O. Box 1393 Brooklandville, MD 21022	Education: Foster Baltimore public school students to pursue careers in STEM.	10,000
11/21/13	Hampden Family Center 1104 West 36 th Street Baltimore, MD 21211	Education: After-school and summer programs.	15,000
11/21/13	Playworks Maryland 2601 North Howard Street, Suite 310 Baltimore, MD 21218	Education: Organized recess and physical activities in Baltimore public schools.	30,000

	<u>ORGANIZATION</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
11/21/13	Baltimore School for the Arts Foundation, Inc. 712 Cathedral Street Baltimore, MD 21201	Education: TWIGS after-school and summer programs.	20,000
11/21/13	CollegeBound Foundation The Canton House 300 Water Street – Suite 300 Baltimore, MD 21202	Education: College counseling and financial aid for Baltimore public high school students.	25,000
11/21/13	New Leaders Maryland 1500 Union Avenue, Suite 1400 Baltimore, MD 21211	Education: Recruit, train, and support new principals of Baltimore public schools.	40,000
11/21/13	Creative City Public Charter School 2810 Shirley Avenue Baltimore, MD 21215	Education: To prepare facilities for start of new charter school.	20,000
11/21/13	Baltimore Jesuit Educational Initiative 420 South Chester Street Baltimore, MD 21231	Education: Cristo Rey Jesuit High School.	45,000
11/21/13	Children's Scholarship Fund Baltimore 1000 St. Paul Street Baltimore, MD 21202	Education: Financial aid to Baltimore families to attend school of choice.	45,000
11/21/13	Chesapeake Bay Foundation Philip Merrill Environmental Center 6 Herndon Avenue Annapolis, MD 21403	Environment: To restore the Chesapeake Bay.	40,000
11/21/13	Blue Water Baltimore 3545 Belair Road Baltimore, MD 21213	Environment: Working for clean water in Baltimore watersheds.	40,000
11/21/13	Parks & People Foundation 800 Wyman Park Drive - Suite 010 Baltimore, MD 21211	Environment: Urban Forestry Program.	10,000
11/21/13	Downtown Baltimore Family Alliance P.O. Box 38917 Baltimore, MD 21231	Community Development: To encourage young families to remain in downtown Baltimore.	15,000

	<u>ORGANIZATION</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
11/21/13	Central Maryland Transportation Alliance (Baltimore Community Foundation, fiscal agent) 2 East Read Street Baltimore, MD 21202	Environment: Working for a regional mass transit system.	15,000
11/21/13	Enoch Pratt Free Library 400 Cathedral Street Baltimore, MD 21201	Education: Capital campaign to restore central branch.	40,000
12/2/13	St. John's Episcopal Church 679 Farmington Avenue West Hartford, CT 06119	Outreach services.	10,000
12/2/13	Emmanuel Episcopal Church 811 Cathedral Street Baltimore, MD 21201	General support.	22,254
12/2/13	University of Maryland Medical Center 827 Linden Avenue Baltimore, MD 21201	Midtown Campus building fund.	7,418
12/2/13	Children's Scholarship Fund Baltimore 1000 St. Paul Street Baltimore, MD 21202	Education: Financial aid to Baltimore families to attend school of choice.	7,418
12/4/13	City Neighbors Foundation 4301 Raspe Avenue Baltimore, MD 21206	Education: To share educational practices with other schools.	10,000
12/16/13	Good Shepherd Services 4100 Maple Avenue Baltimore, MD 21227	Capital campaign for new cooling tower.	32,000
12/16/13	Boys Hope Girls Hope of Baltimore 3700 E. Northern Parkway, 2 nd Floor Baltimore, MD 21206	Education: Reserve fund.	10,000
12/16/13	The Salvation Army P.O. Box 27100 Baltimore, MD 21230-0100	Services to the needy.	20,000

	<u>ORGANIZATION</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
12/16/13	American Red Cross Central Maryland Chapter 4800 Mount Hope Drive Baltimore, MD 21215	Disaster relief.	25,000
12/16/13	Maryland Food Bank 2200 Halethorpe Farms Road Baltimore, MD 21227	Providing food to food pantries and shelters.	25,000
			\$1,650,740

Lockhart Vaughan Foundation, Inc.

Statement of Purposes

The Lockhart Vaughan Foundation directs its grants toward four goals in Baltimore, Maryland.

Goal: Baltimore children will have access to a quality public education in pre-K through 12th grade.

Strategies:

- Strengthen the reading readiness instruction in pre-K and Kindergarten programs in Baltimore.
- Support programs that challenge motivated students in Baltimore's public schools.
- Support the recruitment, training, and mentoring of able instructional leaders to be principals of Baltimore public schools.
- Support cost-effective, school-based after-school programs.
- Support summer learning opportunities.

The trustees will favor programs that have intense and sustained contact with students with a consistent message of high expectations.

Goal: Baltimore families will have more choices for their children's education.

Strategies:

- Provide financial aid to Baltimore independent schools that are uniquely capable of high student performance and that help stabilize inner-city neighborhoods. Grants will not be made for annual operating expenses.
- Provide start-up facility grants to charter schools in Baltimore.

Goal: Baltimore residents will enjoy good parks, a greener environment, and a cleaner Chesapeake Bay with healthy watersheds.

Strategies:

- Encourage neighborhood involvement in the maintenance and beautification of Baltimore's public parks through effective partnerships with Baltimore's Department of Recreation and Parks.
- Support greening efforts in Baltimore that are visible to the wider community.
- Support efforts to improve the Chesapeake Bay and its watersheds in Baltimore.

Goal: Baltimore will be a city with vibrant neighborhoods.

Strategies:

- Support community organizations that have a record of attracting financial investments in their neighborhood revitalization efforts.
- Support organizations that provide technical assistance and enhance the capabilities of groups that are working for community development in Baltimore.

Grant Application

The Lockhart Vaughan Foundation has adopted the Association of Baltimore Area Grantmakers ("ABAG") Common Grant Application Format which can be found at www.abagmd.org. If you cannot access these materials, you may call us at 410-837-9400 and we will send a copy.

A Grant Application should be **submitted in duplicate** and should include a cover letter, a proposal narrative, and attachments, all as outlined in the ABAG Common Grant Application Format.

If you believe that your proposal fits within the goals and strategies of the Foundation, a completed grant application should be sent to:

John B. Powell, Jr., Executive Director
Lockhart Vaughan Foundation, Inc.
2 East Read Street, Suite 100
Baltimore, MD 21202

Deadlines for submission of grant applications are **February 20th**, **June 20th**, and **October 20th**. If the deadline falls on a weekend, the deadline is the following Monday. Grant Applications must be received before 5:00 p.m. on the deadline date.

An initial review is made of every Grant Application that is received. If it is determined that a Grant Application is not within the Foundation's purposes or that the Foundation does not have adequate funds, the organization will be notified as soon as possible. Otherwise, the Foundation will endeavor to inform each organization that submitted a Grant Application of its decision within sixty (60) days following the deadline date.

Lockhart Vaughan Foundation, Inc.

52-1693184

Attachment to 2013 990-PF

Statement #12

Part II, Balance Sheet

Quantity	Security	Unit Cost	Total Cost	Price	Market Value
COMMON STOCK- usd					
1465	Akorn Inc	13.64	19,985.95	24.62	36,068.30
730	Albany Intl Corp - Class A	36.22	26,437.11	35.93	26,228.90
315	Allegiant Travel Co	49.99	15,748.30	105.44	33,213.60
1029	Ambarella Inc	24.86	25,576.66	33.89	34,872.81
432	Analogic Corp	77.80	33,610.29	88.56	38,257.92
1458	Bruker Corp	12.83	18,711.54	19.77	28,824.66
979	Cathay General Bancorp	24.46	23,943.94	26.73	26,168.67
1318	Cinemark Holdings Inc	19.77	26,059.94	33.33	43,928.94
493	Diebold Inc	30.99	15,275.86	33.01	16,273.93
790	Electronics For Imaging Inc Com	14.35	11,335.21	38.73	30,596.70
525	FARO Technologies Inc	39.12	20,538.49	58.30	30,607.50
343	FEI Co	19.85	6,807.58	89.36	30,650.48
466	First Cash Financial Services Inc	41.38	19,283.12	61.84	28,817.44
723	Forward Air Corp	29.93	21,639.71	43.91	31,746.93
690	Grand Canyon Education Inc	16.51	11,394.66	43.60	30,084.00
495	Gulfport Energy Corp	21.57	10,678.29	63.13	31,249.35
527	Haemonetics Corp	42.54	22,416.05	42.13	22,202.51
661	Hanger Inc	19.53	12,908.23	39.34	26,003.74
734	HealthSouth Corp	21.75	15,965.22	33.32	24,456.88
1097	Helix Energy Solutions Group Inc	23.74	26,044.79	23.18	25,428.46
613	Hexcel Corp	21.73	13,322.44	44.69	27,394.97
561	Hittite Microwave Corp	56.61	31,760.15	61.73	34,630.53
3743	Integrated Device Technology Inc	9.45	35,379.71	10.18	38,103.74
1306	InvenSense Inc	12.90	16,841.66	20.78	27,138.68
517	IPC The Hospitalist Co Inc	30.88	15,963.56	59.39	30,704.63
1899	JDS Uniphase Corp	13.94	26,480.36	12.98	24,658.51
484	Koppers Holdings Inc	39.44	19,088.98	45.75	22,143.00
1746	Korn/Ferry International	18.78	32,782.60	26.12	45,605.52
768	Mastec Inc	15.37	11,802.70	32.72	25,128.96
128	Middleby Corp	85.51	10,944.72	239.72	30,684.67
916	MRC Global Inc	26.73	24,480.12	32.26	29,550.16
743	Owens & Minor Inc	29.53	21,939.25	36.56	27,164.08
395	Oxford Industries Inc	51.35	20,283.04	80.67	31,864.65
547	Plantronics Inc	30.10	16,466.57	46.45	25,408.15
650	Polypore International Inc	39.70	25,807.46	38.90	25,285.00
298	PriceSmart Inc	43.11	12,847.48	115.54	34,430.92

1210 PTC Inc	19.89	24,061.57	35.39	42,821.90
971 Sanchez Energy Corp	22.89	22,230.11	24.51	23,799.21
559 Select Comfort Corporation	25.89	14,474.69	21.09	11,789.31
552 Sensient Technologies Corp	37.62	20,764.79	48.52	26,783.04
143 Signature Bank	26.11	3,733.84	107.42	15,361.06
760 Snyders-Lance Inc	22.71	17,262.82	28.66	21,781.60
976 Stage Stores Inc	16.95	16,547.62	22.22	21,686.72
1977 Steelcase Inc	9.67	19,126.79	15.86	31,355.22
658 Team Health Holdings Inc	21.29	14,008.36	45.55	29,971.90
488 Tennant Co	42.92	20,946.37	67.81	33,091.28
1178 Texas Roadhouse Inc	19.19	22,607.65	27.80	32,748.40
569 UMB Financial Corp	54.30	30,896.15	64.28	36,575.32
617 United Stationers Inc	33.26	20,520.73	45.89	28,314.13
1030 Vera Bradley Inc	22.42	23,092.99	24.04	24,761.20

COMMON STOCK TOTAL

\$ 990,826.25

\$ 1,456,418.19

AMERICAN DEPOSITORY RECEIPTS- usd

842 Nice Systems Limited ADR

34.41 28,975.96

40.96 34,488.32

AMERICAN DEPOSITORY REC. TOTAL

\$ 28,975.96

\$ 34,488.32

Total Cost	\$ 1,019,802
Total Market Value	\$ 1,490,907

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

Department of the Treasury
Internal Revenue Service

► **File a separate application for each return.**

► **Information about Form 8868 and its instructions is at www.irs.gov/form8868.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit www.irs.gov/efile and click on **e-file for Charities & Nonprofits**.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete ☐

Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

		Enter filer's identifying number
Type or print	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	LOCKHART VAUGHAN FOUNDATION, INC.	52-1693184
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	C/O J.B. POWELL, JR., 2 EAST READ ST, NO. 100	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	BALTIMORE, MD 21202	

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

JOHN B. POWELL, JR.

- The books are in the care of ► **2 EAST READ ST SUITE 100 - BALTIMORE, MD 21202**

Telephone No. ► **(410) 837-9400**

Fax No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2014**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
 - ☒ calendar year **2013** or
 - ☐ tax year beginning , and ending .

- If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	14,000.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	14,000.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	LOCKHART VAUGHAN FOUNDATION, INC.	52-1693184
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	C/O J.B. POWELL, JR., 2 EAST READ ST, NO. 100	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	BALTIMORE, MD 21202	

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

JOHN B. POWELL, JR.

- The books are in the care of **2 EAST READ ST SUITE 100 - BALTIMORE, MD 21202**
Telephone No. **(410) 837-9400** Fax No. _____
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2014.**5 For calendar year **2013**, or other tax year beginning _____, and ending _____.6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

7 State in detail why you need the extension _____

ADDITIONAL TIME IS NEEDED IN ORDER TO FILE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	14,000.
b If this application is for Forms 990 PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	14,000.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature Julia Hanney Title CPADate 8/15/14

Form 8868 (Rev. 1-2014)