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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0052

2013

Open to Public Inspection

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

Name of foundation THE VIRGINIA M KINCAID FOUNDATION	**A Employer identification number** 52-1770001
Number and street (or P O box number if mail is not delivered to street address) 901 SOUTH BOND STREET — Room/suite	**B** Telephone number (see instructions) (410) 537-5465
City or town, state or province, country, and ZIP or foreign postal code BALTIMORE, MD 21231	**C** If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)*▶$ 555,728

J Accounting method ☐ Cash ☐ Accrual ☐ Other (specify) ________ *(Part I, column (d) must be on cash basis.)*

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

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities.	9,680	9,680		
	5a	Gross rents				
	b	Net rental income or (loss) ________				
	6a	Net gain or (loss) from sale of assets not on line 10	26,683			
	b	Gross sales price for all assets on line 6a 95,916				
	7	Capital gain net income (from Part IV, line 2) . . .		26,683		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	36,363	36,363		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	6,000			
	14	Other employee salaries and wages		0	0	0
	15	Pension plans, employee benefits		0	0	
	16a	Legal fees (attach schedule).				0
	b	Accounting fees (attach schedule).				
	c	Other professional fees (attach schedule)	2,807	2,807		0
	17	Interest				0
	18	Taxes (attach schedule) (see instructions)	653	66		0
	19	Depreciation (attach schedule) and depletion . . .	0	0		
	20	Occupancy				
	21	Travel, conferences, and meetings		0	0	
	22	Printing and publications		0	0	
	23	Other expenses (attach schedule)	3,591			3,591
	24	**Total operating and administrative expenses.** Add lines 13 through 23	13,051	2,873	0	3,591
	25	Contributions, gifts, grants paid	30,000			30,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	43,051	2,873	0	33,591
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-6,688			
	b	**Net investment income** (if negative, enter -0-)		33,490		
	c	**Adjusted net income** (if negative, enter -0-) . . .			0	

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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	6,367	15,855	15,855
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶		0	0
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶ 0			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	310,647	292,069	419,551
	c	Investments—corporate bonds (attach schedule)	115,384	117,792	120,322
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			0
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	432,398	425,716	555,728
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)		0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☑ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds	432,398	425,716	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see page 17 of the instructions)	432,398	425,716	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	432,398	425,716	

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	432,398
2	Enter amount from Part I, line 27a	2	-6,688
3	Other increases not included in line 2 (itemize) ▶	3	6
4	Add lines 1, 2, and 3	4	425,716
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	425,716

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 Additional Data Table			
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	See Additional Data Table			
b				
c				
d				
e				

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))
a	See Additional Data Table			
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	26,683
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	

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	32,258	503,152	0 064112
2011	31,476	518,376	0 06072
2010	31,402	499,198	0 062905
2009	31,572	467,278	0 067566
2008	45,022	582,779	0 077254

2	**Total** of line 1, column (d).	2	0 332557
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 066511
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	525,730
5	Multiply line 4 by line 3.	5	34,967
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	335
7	Add lines 5 and 6.	7	35,302
8	Enter qualifying distributions from Part XII, line 4.	8	33,591

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ____________ **(attach copy of letter if necessary–see instructions)**		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	**1**	670
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	**2**	0
3	Add lines 1 and 2	**3**	670
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	**4**	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	**5**	670
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 **6a** 356		
b	Exempt foreign organizations—tax withheld at source **6b**		
c	Tax paid with application for extension of time to file (Form 8868) **6c** 0		
d	Backup withholding erroneously withheld **6d**		
7	Total credits and payments Add lines 6a through 6d	**7**	356
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	**8**	0
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	**9**	314
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** ▶ 0 **Refunded** ▶	**11**	0

Part VII-A **Statements Regarding Activities**

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	**1a**		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	**1b**		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	**1c**		No
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**		No
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**		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	**4a**		No
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**		No
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**	Yes	
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**	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶MD			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	**8b**	Yes	
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**		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	**10**		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶

14 The books are in care of ▶BROWN ADVISORY Telephone no ▶(410) 537-5465

Located at ▶901 SOUTH BOND STREET BALTIMORE MD ZIP+4 ▶21231

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

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

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

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ **Yes** ☑ **No**			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ **Yes** ☑ **No**			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ **Yes** ☑ **No**			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ **Yes** ☑ **No**			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ **Yes** ☑ **No**			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ **Yes** ☑ **No**			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ **Yes** ☑ **No**			
	If "Yes," list the years ▶ 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)	2b		No
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____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ **Yes** ☑ **No**			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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)? (see instructions) ☐ Yes ☑ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** **No**

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

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

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. . . . . ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
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	
2	
All other program-related investments See page 24 of the 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	523,841
b	Average of monthly cash balances.	1b	9,895
c	Fair market value of all other assets (see instructions).	1c	0
d	**Total** (add lines 1a, b, and c).	1d	533,736
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	533,736
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	8,006
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	525,730
6	**Minimum investment return.** Enter 5% of line 5.	6	26,287

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	26,287
2a	Tax on investment income for 2013 from Part VI, line 5. 2a 670		
b	Income tax for 2013 (This does not include the tax from Part VI). 2b		
c	Add lines 2a and 2b.	2c	670
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	25,617
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	25,617
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	25,617

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	33,591
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	33,591
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4.	6	33,591

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				25,617
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			0	
b Total for prior years 2011 , 20___ , 20___		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008. 0				
b From 2009. 0				
c From 2010. 2,771				
d From 2011. 5,805				
e From 2012. 7,810				
f Total of lines 3a through e.	16,386			
4 Qualifying distributions for 2013 from Part XII, line 4 ► $ 33,591				
a Applied to 2012, but not more than line 2a			0	
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.				25,617
e Remaining amount distributed out of corpus	7,974			
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	24,360			
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 instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . .	0			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	24,360			
10 Analysis of line 9				
a Excess from 2009. . . . 0				
b Excess from 2010. . . . 2,771				
c Excess from 2011. . . . 5,805				
d Excess from 2012. . . . 7,810				
e Excess from 2013. . . . 7,974				

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

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

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

	Tax year	Prior 3 years			(e) Total
	(a) 2013	**(b)** 2012	**(c)** 2011	**(d)** 2010	
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 organization had $5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

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

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

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
MARYMOUNT UNIVERSITY 2807 GLEBE ROAD ARLINGTON,VA 22207	NONE	PUBLIC CHARITY	GENERAL	15,000
RANDOLPH MACON COLLEGE PO BOX 5005 ASHLAND,VA 230055505	NONE		GENERAL	3,000
THE NATIONAL PSORIASIS FOUNDATION 6600 SW 92ND AVE SUITE 300 PORTLAND,OR 972237195	NONE	PUBLIC CHARITY	GENERAL	12,000
Total . . . . ▶ 3a				30,000
b *Approved for future payment*				
Total . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities. . . .			14	9,680	
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	26,683	
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). .				36,363	

13 **Total.** Add line 12, columns (b), (d), and (e). 13 36,363

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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?

		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash	1a(1)		No
(2) Other assets	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
(3) Rental of facilities, equipment, or other assets	1b(3)		No
(4) Reimbursement arrangements	1b(4)		No
(5) Loans or loan guarantees	1b(5)		No
(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☑ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

******	2014-05-05	******
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
JERRY L ADAMS		2014-05-05		P01776553
Firm's name ▶ BROWN INVESTMENT ADVISORY & TRUST			Firm's EIN ▶	
Firm's address ▶ 901 SOUTH BOND STREET BALTIMORE, MD 21231			Phone no (410) 537-5484	

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

(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)
3 FOSSIL INC		2012-10-15	2013-01-03
PROCEEDS OF LITIGATION FROM DELL INC			2013-01-16
2 COGNIZANT TECH SOLUTIONS CRP COM		2012-10-15	2013-01-22
1 COGNIZANT TECH SOLUTIONS CRP COM		2012-10-15	2013-01-22
3 COGNIZANT TECH SOLUTIONS CRP COM		2012-10-15	2013-01-23
1 COGNIZANT TECH SOLUTIONS CRP COM		2012-10-15	2013-01-23
2 COACH INC		2012-10-15	2013-01-25
6 COACH INC		2012-10-15	2013-01-28
6 COACH INC		2012-10-15	2013-01-31
3 COACH INC		2012-10-15	2013-02-01
9 COACH INC		2010-10-20	2013-02-01
7 COACH INC		2010-10-20	2013-02-04
2 COACH INC		2010-10-20	2013-02-05
3 COACH INC		2010-10-20	2013-02-06
6 COACH INC		2010-10-20	2013-02-14
4 COACH INC		2010-10-20	2013-02-15
7 COACH INC		2010-10-20	2013-02-21
3 COACH INC		2010-10-20	2013-02-22
2 COACH INC		2010-10-20	2013-02-25
1 COVANCE INC		2012-10-15	2013-02-25
2 COACH INC		2010-10-20	2013-02-26
1 COVANCE INC		2012-10-15	2013-02-26
5 COACH INC		2010-10-20	2013-02-27
1 COVANCE INC		2012-10-15	2013-03-01
3 COVANCE INC		2012-10-15	2013-03-01
1 GOOGLE INC CL A		2012-10-15	2013-03-04
1 COVANCE INC		2012-10-15	2013-03-05
1 COVANCE INC		2012-10-15	2013-03-06
1 COVANCE INC		2012-10-15	2013-03-06
4 ESTEE LAUDER COMPANIES CL A		2012-10-15	2013-04-15

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

(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)
4 FMC TECHNOLOGIES INC		2012-10-15	2013-04-16
2 CORE LABORATORIES N V		2012-10-15	2013-04-16
1 DAVITA INC		2013-03-04	2013-04-19
3 EXPRESS SCRIPTS HLDGS C		2012-10-15	2013-04-19
131 096 BROWN ADVISORY SM CP FUNDAMENTAL VAL		2008-01-22	2013-04-22
170 648 BROWN ADVISORY SMALL CAP GROWTH INV		2007-08-08	2013-04-22
1 DAVITA INC		2013-03-01	2013-04-22
7 COGNIZANT TECH SOLUTIONS CRP COM		2012-10-15	2013-04-25
2 ESTEE LAUDER COMPANIES CL A		2012-10-15	2013-05-01
1 AMPHENOL CORP - CL A		2010-10-20	2013-05-02
5 ESTEE LAUDER COMPANIES CL A		2012-10-15	2013-05-02
1 ACCENTURE PLC CL A		2010-10-20	2013-05-02
3 AMPHENOL CORP - CL A		2010-10-20	2013-05-03
1 GOOGLE INC CL A		2012-10-15	2013-05-03
1 MEAD JOHNSON NUTRITION CO		2012-10-15	2013-05-03
2 AMPHENOL CORP - CL A		2010-10-20	2013-05-06
1 MEAD JOHNSON NUTRITION CO		2012-10-15	2013-05-06
2 ACCENTURE PLC CL A		2010-10-20	2013-05-06
3 MEAD JOHNSON NUTRITION CO		2012-10-15	2013-05-07
2 ACCENTURE PLC CL A		2010-10-20	2013-05-07
2 COGNIZANT TECH SOLUTIONS CRP COM		2012-10-15	2013-05-13
9 CHARLES SCHWAB CORP		2009-06-05	2013-05-13
1 COGNIZANT TECH SOLUTIONS CRP COM		2010-10-20	2013-05-14
1 COGNIZANT TECH SOLUTIONS CRP COM		2012-10-15	2013-05-14
4 CHARLES SCHWAB CORP		2009-06-05	2013-05-14
3 STARBUCKS CORP		2013-02-22	2013-05-14
6 COGNIZANT TECH SOLUTIONS CRP COM		2010-10-20	2013-05-15
3 CHARLES SCHWAB CORP		2009-06-05	2013-05-16
2 CHARLES SCHWAB CORP		2009-06-05	2013-05-17
2 FLUOR CORP NEW COM		2013-03-06	2013-05-24

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

(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 FLUOR CORP NEW COM		2013-03-06	2013-05-28
1 FLUOR CORP NEW COM		2013-03-05	2013-05-29
2 FLUOR CORP NEW COM		2013-03-05	2013-05-30
5 CHARLES SCHWAB CORP		2009-06-05	2013-06-04
3 CHARLES SCHWAB CORP		2009-06-05	2013-06-05
10 CHARLES SCHWAB CORP		2009-06-05	2013-06-06
3 CHARLES SCHWAB CORP		2009-06-05	2013-06-07
20 CHARLES SCHWAB CORP		2010-10-20	2013-06-27
5 EXPRESS SCRIPTS HLDGS C		2012-10-15	2013-07-09
2 STARBUCKS CORP		2013-02-21	2013-07-09
5 STARBUCKS CORP		2013-02-21	2013-07-10
1 COVANCE INC		2012-10-15	2013-07-17
2 FOSSIL GROUP INC		2012-10-15	2013-08-06
1 FOSSIL GROUP INC		2012-10-15	2013-08-07
1364 859 LAUDUS MONDRIAN EMG MKT INS		2011-12-15	2013-08-07
1 FOSSIL GROUP INC		2012-10-15	2013-08-08
11 NETAPP INC		2007-11-02	2013-08-20
4 NETAPP INC		2007-11-02	2013-08-21
1 MASTERCARD INC		2010-10-20	2013-08-27
2 MASTERCARD INC		2010-10-20	2013-08-28
3 MASTERCARD INC		2010-10-20	2013-08-29
2 MASTERCARD INC		2010-10-20	2013-08-30
2 CORE LABORATORIES N V		2012-10-15	2013-09-05
1 ANSYS INC		2012-10-15	2013-09-12
1 ANSYS INC		2012-10-15	2013-09-18
2 STARBUCKS CORP		2012-10-25	2013-09-30
1 STARBUCKS CORP		2012-10-25	2013-10-01
2 STARBUCKS CORP		2012-10-25	2013-10-02
1 APPLE COMPUTER INC		2012-12-07	2013-10-07
1 APPLE COMPUTER INC		2013-01-23	2013-10-08

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

(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)
7 CITRIX SYSTEMS INC		2012-10-15	2013-10-09
6 CITRIX SYSTEMS INC		2010-10-20	2013-10-10
8 CITRIX SYSTEMS INC		2013-05-30	2013-10-10
5 CITRIX SYSTEMS INC		2010-10-20	2013-10-11
7 CITRIX SYSTEMS INC		2010-10-20	2013-10-14
7 CITRIX SYSTEMS INC		2010-10-20	2013-10-15
1 AMPHENOL CORP - CL A		2013-10-17	2013-10-18
4 ANSYS INC		2012-10-15	2013-10-18
1 APPLE COMPUTER INC		2013-01-31	2013-10-18
214 869 BROWN ADVISORY SM CP FUNDAMENTAL VAL		2008-01-22	2013-10-18
820 569 BROWN ADVISORY SMALL CAP GROWTH INV		2007-08-08	2013-10-18
4 COGNIZANT TECH SOLUTIONS CRP COM		2010-10-20	2013-10-18
3 COSTCO WHOLESALE CORPORATION		2013-10-17	2013-10-18
1 COSTCO WHOLESALE CORPORATION		2010-10-20	2013-10-18
5 COVANCE INC		2012-10-15	2013-10-18
8 DANAHER CORP		2009-02-19	2013-10-18
7 DAVITA INC		2013-08-20	2013-10-18
5 ECOLAB INC		2013-02-06	2013-10-18
4 99055 EXPRESS SCRIPTS HLDGS C		2012-10-15	2013-10-18
6 00945 EXPRESS SCRIPTS HLDGS C		2012-10-15	2013-10-18
9 FMC TECHNOLOGIES INC		2012-10-15	2013-10-18
2 FLUOR CORP NEW COM		2013-03-04	2013-10-18
7 FLUOR CORP NEW COM		2012-10-15	2013-10-18
3 FOSSIL GROUP INC		2012-10-15	2013-10-18
1 GOOGLE INC CL A		2012-10-15	2013-10-18
4 IDEXX LABORATORIES CORP		2012-10-15	2013-10-18
1 INTUITIVE SURGICAL INC		2013-03-14	2013-10-18
1 INTUITIVE SURGICAL INC		2013-04-19	2013-10-18
8 ESTEE LAUDER COMPANIES CL A		2013-10-15	2013-10-18
7 MEAD JOHNSON NUTRITION CO		2013-10-17	2013-10-18

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

(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)
4 NATIONAL INSTRS CORP		2012-10-15	2013-10-18
4 NATIONAL INSTRS CORP		2013-04-26	2013-10-18
10 NETAPP INC		2012-10-15	2013-10-18
10 QUALCOMM CORP		2013-04-25	2013-10-18
4 ROPER INDUSTRIES INC NEW		2012-10-15	2013-10-18
9 SALESFORCE COM INC		2013-06-04	2013-10-18
7 SCHLUMBERGER LTD		2013-10-16	2013-10-18
25 CHARLES SCHWAB CORP		2010-10-20	2013-10-18
9 STARBUCKS CORP		2012-10-25	2013-10-18
5 STERICYCLE INC		2012-10-15	2013-10-18
4 VISA INC		2013-10-11	2013-10-18
10 WHOLE FOODS MARKET INC		2013-10-08	2013-10-18
6 ACCENTURE PLC CL A		2010-10-20	2013-10-18
3 GENPACT LIMITED		2012-10-15	2013-10-18
16 GENPACT LIMITED		2013-03-06	2013-10-18
3 CORE LABORATORIES N V		2012-10-15	2013-10-18
141 885 HARBOR FUND INTERNATL FD		2009-06-05	2013-10-22
2 ANSYS INC		2012-10-15	2013-10-30
1 IDEXX LABORATORIES CORP		2012-10-15	2013-11-13
1 IDEXX LABORATORIES CORP		2012-10-15	2013-11-14
1 IDEXX LABORATORIES CORP		2013-02-28	2013-11-15
1 IDEXX LABORATORIES CORP		2012-10-15	2013-11-15
1 IDEXX LABORATORIES CORP		2013-02-26	2013-11-20
1 IDEXX LABORATORIES CORP		2013-03-01	2013-11-21
1 IDEXX LABORATORIES CORP		2010-10-20	2013-11-22
4 IDEXX LABORATORIES CORP		2010-10-20	2013-12-02
1 APPLE COMPUTER INC		2013-06-27	2013-12-04
1 IDEXX LABORATORIES CORP		2010-10-20	2013-12-10
1 IDEXX LABORATORIES CORP		2010-10-20	2013-12-12
1 IDEXX LABORATORIES CORP		2010-10-20	2013-12-13

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

(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 IDEXX LABORATORIES CORP		2010-10-20	2013-12-16
3 IDEXX LABORATORIES CORP		2010-10-20	2013-12-16
8 IDEXX LABORATORIES CORP		2010-10-20	2013-12-17
PROCEEDS OF LITIGATION FROM WASHINGTON MUTUAL			2013-12-23
CAPITAL GAIN DIVIDENDS	P		

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

(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)
288		254	34
156		140	16
78		70	8
233		210	23
78		70	8
102		109	-7
307		328	-21
307		328	-21
152		164	-12
449		400	49
341		311	30
98		89	9
147		133	14
289		266	23
194		178	16
332		311	21
140		133	7
94		89	5
67		49	18
93		89	4
66		49	17
241		222	19
67		49	18
199		148	51
814		736	78
67		49	18
68		49	19
67		49	18
270		254	16

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

(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)
199		176	23
257		206	51
123		121	2
166		191	-25
2,500		1,783	717
2,500		2,478	22
122		120	2
436		490	-54
139		127	12
76		48	28
351		317	34
80		46	34
231		145	86
845		736	109
81		71	10
154		97	57
80		71	9
158		91	67
240		213	27
158		91	67
127		140	-13
163		164	-1
63		66	-3
63		70	-7
74		73	1
190		162	28
382		398	-16
57		55	2
39		36	3
127		125	2

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

(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)
64		63	1
64		61	3
127		123	4
99		91	8
57		55	2
194		182	12
59		55	4
420		302	118
320		319	1
136		107	29
339		239	100
79		49	30
253		169	84
122		85	37
11,697		10,418	1,279
122		85	37
458		331	127
167		121	46
608		241	367
1,220		482	738
1,844		723	1,121
1,216		482	734
312		206	106
88		70	18
87		70	17
154		93	61
77		46	31
154		93	61
491		540	-49
485		509	-24

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

(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)
468		469	-1
353		341	12
471		517	-46
296		284	12
410		398	12
406		398	8
82		81	1
340		281	59
508		456	52
5,000		2,720	2,280
15,000		11,915	3,085
343		265	78
351		354	-3
117		63	54
445		243	202
576		218	358
409		410	-1
515		369	146
315		318	-3
380		383	-3
532		397	135
153		119	34
535		398	137
358		254	104
1,000		736	264
424		390	34
380		494	-114
380		478	-98
575		564	11
553		556	-3

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

(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)
121		96	25
121		108	13
411		289	122
687		620	67
526		441	85
480		351	129
655		566	89
589		374	215
713		417	296
596		398	198
793		739	54
639		576	63
435		274	161
59		52	7
316		284	32
586		309	277
10,291		6,283	4,008
176		141	35
106		97	9
107		97	10
107		92	15
107		97	10
107		92	15
107		91	16
106		63	43
418		250	168
565		395	170
104		63	41
102		63	39
102		63	39

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

(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)
104		63	41
310		188	122
829		501	328
52			52
			5,911

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			34
			16
			8
			23
			8
			-7
			-21
			-21
			-12
			49
			30
			9
			14
			23
			16
			21
			7
			5
			18
			4
			17
			19
			18
			51
			78
			18
			19
			18
			16

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			23
			51
			2
			-25
			717
			22
			2
			-54
			12
			28
			34
			34
			86
			109
			10
			57
			9
			67
			27
			67
			-13
			-1
			-3
			-7
			1
			28
			-16
			2
			3
			2

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			1
			3
			4
			8
			2
			12
			4
			118
			1
			29
			100
			30
			84
			37
			1,279
			37
			127
			46
			367
			738
			1,121
			734
			106
			18
			17
			61
			31
			61
			-49
			-24

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-1
			12
			-46
			12
			12
			8
			1
			59
			52
			2,280
			3,085
			78
			-3
			54
			202
			358
			-1
			146
			-3
			-3
			135
			34
			137
			104
			264
			34
			-114
			-98
			11
			-3

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			25
			13
			122
			67
			85
			129
			89
			215
			296
			198
			54
			63
			161
			7
			32
			277
			4,008
			35
			9
			10
			15
			10
			15
			16
			43
			168
			170
			41
			39
			39

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			41
			122
			328
			52

Form 990PF Part VIII Line 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
EBEN D FINNEY III 901 SOUTH BOND STREET BALTIMORE,MD 21231	DIRECTOR TREASURER 0	0		
F WILLIAM BURKE 4910 MASSACHUSETTS AVENUE SUITE 15 WASHINGTON,DC 20016	EXEC DIRECTOR 10	6,000		
MRS BURTON CRAIGE GRAY 710 BULLS NECK ROAD CHARLOTTESVILLE,VA 22908	DIRECTOR 0	0		
MR E COBY WALTON JR 155 NORTH POINT AVENUE PO BOX 5844 HIGH POINT,NC 27262	DIRECTOR 0	0		
LEE B MIDDLEDITCH JR ESQ COURT SQUARE BUILDING PO BOX 1288 CHARLOTTESVILLE,VA 22902	DIRECTOR 0	0		
RALPH A WELLS III 10320 CROWN POINT ROAD POTOMAC,MD 20854	DIRECTOR 0	0		
JOHN F EISOLD 7 OLD CREEK COURT ROCKVILLE,MD 20854	VICE PRES 0	0		
ERIK HEWLETT PO BOX 800419 CHARLOTTESVILLE,VA 20016	TRUSTEE 0	0		

TY 2013 Investments Corporate Bonds Schedule

Name: THE VIRGINIA M KINCAID FOUNDATION

EIN: 52-1770001

Name of Bond	End of Year Book Value	End of Year Fair Market Value
FIXED INCOME MUTUAL FUNDS	117,792	120,322

TY 2013 Investments Corporate Stock Schedule

Name: THE VIRGINIA M KINCAID FOUNDATION

EIN: 52-1770001

Name of Stock	End of Year Book Value	End of Year Fair Market Value
COMMON STOCKS	67,629	109,153
EQUITY MUTUAL FUNDS	216,701	296,155
FOREIGN STOCKS	7,739	14,243

TY 2013 Other Expenses Schedule

Name: THE VIRGINIA M KINCAID FOUNDATION

EIN: 52-1770001

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MISCELLANEOUS EXPENSES	3,591	0		3,591

TY 2013 Other Increases Schedule

Name: THE VIRGINIA M KINCAID FOUNDATION

EIN: 52-1770001

Description	Amount
ROUNDING	6

TY 2013 Other Professional Fees Schedule

Name: THE VIRGINIA M KINCAID FOUNDATION

EIN: 52-1770001

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES-PRIN	2,807	2,807		

TY 2013 Taxes Schedule

Name: THE VIRGINIA M KINCAID FOUNDATION

EIN: 52-1770001

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	5	5		0
FEDERAL EXCISE TAX	231	0		0
QUARTERLY TAX DEPOSIT	356	0		0
FOREIGN TAXES ON QUALIFIED FOR	56	56		0
FOREIGN TAXES ON NONQUALIFIED	5	5		0