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Form 990-PF

Return of Private Foundation

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

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

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 KENTLAND FOUNDATION INC		A Employer identification number 52-6070323			
Number and street (or P O box number if mail is not delivered to street address) KENTLAND FARMS PO BOX 879		B Telephone number (see instructions) (540) 955-1082			
City or town, state or province, country, and ZIP or foreign postal code BERRYVILLE, VA 22611		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) ► \$ 24,760,939		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis.)</i>			
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 ► <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. 5a Gross rents b Net rental income or (loss) 1,034,179 6a Net gain or (loss) from sale of assets not on line 10 b Gross sales price for all assets on line 6a 1,118,956 7 Capital gain net income (from Part IV, line 2) . . . 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) (attach schedule) . . . 11 Other income (attach schedule) . . . 12 Total. Add lines 1 through 11 . . .					
Operating and Administrative Expenses 13 Compensation of officers, directors, trustees, etc 14 Other employee salaries and wages . . . 15 Pension plans, employee benefits . . . 16a Legal fees (attach schedule) . . . b Accounting fees (attach schedule) . . . c Other professional fees (attach schedule) . . . 17 Interest . . . 18 Taxes (attach schedule) (see instructions) 19 Depreciation (attach schedule) and depletion . . . 20 Occupancy . . . 21 Travel, conferences, and meetings . . . 22 Printing and publications . . . 23 Other expenses (attach schedule) . . . 24 Total operating and administrative expenses. Add lines 13 through 23 . . . 25 Contributions, gifts, grants paid. . . 26 Total expenses and disbursements. Add lines 24 and 25 . . .					
27 Subtract line 26 from line 12 a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-)		-709,965	0		

Part III Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets				
1	Cash—non-interest-bearing	88,148	30,156	30,156
2	Savings and temporary cash investments			
3	Accounts receivable ►			
	Less allowance for doubtful accounts ►			
4	Pledges receivable ►			
	Less allowance for doubtful accounts ►			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule) ►			
	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 (attach schedule)	976,559	857,386	845,836
b	Investments—corporate stock (attach schedule)			
c	Investments—corporate bonds (attach schedule)	407,543	460,959	462,589
11	Investments—land, buildings, and equipment basis ► 24,784,585			
	Less accumulated depreciation (attach schedule) ► 14,163,626	11,303,782	10,620,959	17,963,991
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	1,628,418	1,215,660	1,470,084
14	Land, buildings, and equipment basis ► 4,242,628			
	Less accumulated depreciation (attach schedule) ► 371,419	3,929,232	3,871,209	3,950,000
15	Other assets (describe ►)	32,908	38,283	38,283
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	18,366,590	17,094,612	24,760,939
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)	7,588,038	7,017,840	
22	Other liabilities (describe ►)	30,758	38,943	
23	Total liabilities (add lines 17 through 22)	7,618,796	7,056,783	
Net Assets or Fund Balances				
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
27	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
28	Capital stock, trust principal, or current funds			
29	Paid-in or capital surplus, or land, bldg , and equipment fund			
30	Retained earnings, accumulated income, endowment, or other funds	10,747,794	10,037,829	
31	Total net assets or fund balances (see page 17 of the instructions)	10,747,794	10,037,829	
	Total liabilities and net assets/fund balances (see page 17 of the instructions)	18,366,590	17,094,612	

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	10,747,794
2	Enter amount from Part I, line 27a	2	-709,965
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	10,037,829
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	10,037,829

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.)
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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) FMV 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))
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a See Additional Data Table			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	(i) If gain, also enter in Part I, line 7 (j) If (loss), enter -0- in Part I, line 7	2	77,910
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)		3	14,236

If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8

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	706,423	20,040,707	0 035249
2011	646,907	15,346,166	0 042154
2010	753,519	14,203,405	0 053052
2009	779,370	12,468,783	0 062506
2008	670,689	9,612,575	0 069772

2 Total of line 1, column (d).	2	0 262733
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 052547
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	17,440,460
5 Multiply line 4 by line 3.	5	916,444
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	
7 Add lines 5 and 6.	7	916,444
8 Enter qualifying distributions from Part XII, line 4.	8	712,307

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 <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	0
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input 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	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2.	3	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

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
1b	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
<i>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.</i>			
c	Did the foundation file Form 1120-POL for this year?	1c	
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	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? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	Yes
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Yes
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	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? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> VA		
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? <i>If "No," attach explanation.</i>	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)? <i>If "Yes," complete Part XIV</i>	9	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	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 ► N/A

14 The books are in care of ► LEO J WALKER Telephone no ► (540) 955-1082
 Located at ► KENTLAND FARMS PO BOX 879 BERRYVILLE VA ZIP +4 ► 22611

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ► 15 and enter the amount of tax-exempt interest received or accrued during the year

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 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)? Organizations relying on a current notice regarding disaster assistance check here ►	1b	No
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	
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	
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))?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b	
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		7b	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			

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
LEO J WALKER 	PRESIDENT 40 00	200,150	17,003	0
PO BOX 879 BERRYVILLE, VA 22611				
SHEILA O STEDMAN 	VICE PRESIDE 40 00	200,150	21,800	0
PO BOX 879 BERRYVILLE, VA 22611				
ALEXANDRA W HOFFMAN 	SECRETARY 40 00	175,312	15,966	0
PO BOX 879 BERRYVILLE, VA 22611				
WILLIAM B WALKER 	TREASURER 40 00	156,087	15,927	0
PO BOX 879 BERRYVILLE, VA 22611				

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
JULIANA M MACDOWELL 	ASST TREASUR 40 00	112,122	9,022	
PO BOX 879 BERRYVILLE, VA 22611				
HELENE W MCCARRON 	ASST TO PRES 40 00	99,542	15,927	
PO BOX 879 BERRYVILLE, VA 22611				
CELESTE W BARSTIS 	ASST SECRETA 40 00	96,575	10,709	
PO BOX 879 BERRYVILLE, VA 22611				
Total number of other employees paid over \$50,000.				

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		

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 3,001,983
b	Average of monthly cash balances.	1b 54,133
c	Fair market value of all other assets (see instructions).	1c 21,952,874
d	Total (add lines 1a, b, and c).	1d 25,008,990
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e
2	Acquisition indebtedness applicable to line 1 assets.	2 7,302,939
3	Subtract line 2 from line 1d.	3 17,706,051
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4 265,591
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5 17,440,460
6	Minimum investment return. Enter 5% of line 5.	6 872,023

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.	1 872,023
2a	Tax on investment income for 2013 from Part VI, line 5.	2a
b	Income tax for 2013 (This does not include the tax from Part VI).	2b
c	Add lines 2a and 2b.	2c
3	Distributable amount before adjustments Subtract line 2c from line 1.	3 872,023
4	Recoveries of amounts treated as qualifying distributions.	4
5	Add lines 3 and 4.	5 872,023
6	Deduction from distributable amount (see instructions).	6
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7 872,023

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 712,307
b	Program-related investments—total from Part IX-B.	1b
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2
3	Amounts set aside for specific charitable projects that satisfy the	
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	4 712,307
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
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6 712,307

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				872,023
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.	46,004			
d From 2011.				
e From 2012.				
f Total of lines 3a through e.	46,004			
4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ 712,307				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2013 distributable amount.				712,307
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	46,004			46,004
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014.				113,712
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2009.				
b Excess from 2010.				
c Excess from 2011.				
d Excess from 2012.				
e Excess from 2013.				

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

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

Part XV Supplementary Information (Complete this part only if the 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))

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 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	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 Additional Data Table				
Total			► 3a	42,500
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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			14	9	
4 Dividends and interest from securities.			14	92,476	
5 Net rental income or (loss) from real estate					
a Debt-financed property.	531120	1,068,770			
b Not debt-financed property.			16	-34,591	
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			14	77,910	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory.					
11 Other revenue a KEBO _____			1	434	
b _____					
c _____					
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e). . .		1,068,770		136,238	
13 Total. Add line 12, columns (b), (d), and (e). . .			13	1,205,008	
(See worksheet in line 13 instructions to verify calculations.)					

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

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization or

(2) Other assets. 1a(2)

b Other transactions

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

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

b If "Yes," complete the following schedule

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

Sign 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 _____

* * * * *

2014-05-15

* * * * *

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

Paid Preparer Use Only	WILLIAM T PATCHETT JR		2017-05-15	Employed	101207715
	Firm's name ►	SCHEULEN PATCHETT & EDWARDS PC			Firm's EIN ►
	Firm's address ►	PO BOX 21 WARRENTON, VA 201880021			Phone no (540) 347-5144

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.)
3531 599 SHS AMER BALANCED FD CL A	P	2012-04-05	2013-03-19
167 027 SHS ARTISAN MID CAP VALUE	P	2013-01-02	2013-01-08
401 388 SHS HARDING LOEVNER INTERNAT	P	2013-01-08	2013-08-19
117 359 SHS SERLING CAPITAL COPORATE	P	2013-01-02	2013-01-08
25000 SHS COCA-COLA CO	P	2011-03-21	2013-11-15
275 482 SHS CAPIAL INCOME BLDR	P	2012-04-05	2013-03-19
46 062 SHS ARTISAN MID CAP VALUE	P	2012-12-17	2013-01-01
91 081 SHS LAZAD EMERGING MKS	P	2013-01-02	2013-11-26
2371 398 SHS STERLING CAPIAL TOTAL	P	2012-02-29	2013-01-08
38 014 SHS COHEN & STEERS REALTY	P	2011-10-11	2013-08-29
641 8490 SHS CAPIAL WORLD GROWTH	P	2012-04-05	2013-03-19
63 927 SHS ARTISAN INERNATIONAL	P	2013-01-08	2013-08-19
1473 816 SHS METROLITAN WEST TOTAL	P	2012-02-29	2013-01-08
613 773 SHS STERLING CAPITAL INTERME	P	2012-02-29	2013-01-08
25000 SHS GENERAL ELECTRIC CAP CORP	P	2004-06-22	2013-01-15
75,000 FAIRFAX CNTY VA	P	2012-04-05	2013-04-01
133 351 SHS CREDIT SUISSE COMMODITY	P	2012-02-29	2013-01-02
287 903 SHS NORTHERN SMALL CAP	P	2012-06-30	2013-01-08
601 741 SHS STERLING CAPITAL SHORT D	P	2013-01-08	2013-07-24
332 829 SHS HARBOR INTENATIONAL	P	2011-06-30	2013-01-08
2181 5010 SHS AMER BALANCED FD CL A	P	2012-04-05	2013-10-15
1419 44 SHS CREDIT SUISSE COMMODITY	P	2012-02-29	2013-01-08
27 979 SHS OPPENHEIMER DEVELOPING MA	P	2013-01-11	2013-01-15
258 745 SHS STERLING CAPITAL SHORT	P	2013-01-08	2013-08-19
69 745 SHS HARBOR INERNATIONAL	P	2009-05-01	2013-08-19
2000 SHS BANK OF AMERICA	P	1952-04-05	2013-05-01
1774 102 SHS DOUBLELINE OTAL RETURN	P	2012-06-30	2013-01-08
55 632 SHS OPPENHEIME DEVELOPING MAR	P	2012-06-30	2013-01-24
3878 939 SHS STERLING CAPITAL SHORT	P	2013-06-30	2013-11-26
546 942 SHS LAZARD EMERGING MKTS	P	2008-10-21	2013-01-08

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.)
1763 98 SHS CAPITAL INCOME BLD CL A	P	2012-04-05	2013-10-15
316 169 SHS DOUBLELINE TOTAL RETURN	P	2012-06-30	2013-01-11
219 673 SHS PIMCO LOW DURATION FUND	P	2013-01-08	2013-01-11
104 248 SHS SERLING CAPITAL EQUITY	P	2013-01-08	2013-08-29
234 81 SHS METROPOLITAN WEST TOTAL	P	2012-02-29	2013-05-31
1121 076 SHS CAPIAL INCOME BLD'R CL A	P	2012-04-05	2013-12-09
1018 159 SHS DOUBLELINE TOTAL LINE	P	2013-06-30	2013-11-26
201 818 SHS PIMCO LOW DURAION FUND	P	2013-01-08	2013-08-29
120 972 SHS STERLIN CAPITAL SPECIAL	P	2012-02-29	2013-01-02
2181 663 SHS NEUBERGER & BERMAN	P	2009-05-01	2013-01-08
7233 273 SHS PIMCO FDS PAC INVT SER	P	2012-04-05	2013-12-09
132 35 SHS EALE SMALL CAP GROWTH FD	P	2012-06-30	2013-01-08
1183 752 SHS PIMCO LOW DURATION FUND	P	2013-01-08	2013-11-26
558 223 SHS STERLING CAPITAL SPECIAL	P	2012-02-29	2013-01-08
1498 26 SHS NEUBERGE & BERMAN LARGE	P	2009-05-01	2013-05-31
40,000 SUFFOLK VA	P	2012-04-05	2013-08-01
290 63 SHS EATON VANCE ATLANTA CAP	P	2013-08-29	2013-11-26
1297 032 SHS PIMCO OAL RETURN FUND	P	2012-02-29	2013-01-08
381 915 SHS WESTCORE SELECT FUND	P	2013-01-02	2013-01-08
2499 328 SHS NEUBERGER & BERMAN	P	2009-05-01	2013-08-29
130 038 ALGER CAPITAL APPRECIATION	P	2012-06-30	2013-01-17
574 089 SHS FEDERATED STRATEGIC VAL	P	2012-06-30	2013-08-19
176 506 SHS PIMCO COMMODIY REAL	P	2013-01-08	2013-01-11
1948 312 SHS ALLIANZ NFJ LARGE CAP	P	2011-06-30	2013-01-08
127 63 SHS NORTHERN SMALL CAP VALUE	P	2009-02-26	2013-01-08
46 855 SHS ALGER CAPITAL APPRECIATIO	P	2012-06-30	2013-05-31
2854 776 SHS FEDERATED SHORT TERM	P	2013-06-30	2013-11-26
760 883 SHS PIMCO COMMODIY REAL	P	2013-01-08	2013-07-24
63 251 SHS ALLIANZ NJF LAGE CAP	P	2009-02-26	2013-01-15
1411 531 SHS SERLING CAPITAL CORP	P	2012-02-29	2013-05-31

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)
38 91 SHS ALGER CAPITAL APPRECIATION	P	2012-09-30	2013-08-29
105 596 SHS GOLDMAND SACHS ENHANCED	P	2013-01-08	2013-05-31
249 107 SHS PRUDENTIAL SHORT TERM	P	2013-01-08	2013-01-11
88 515 SHS ALLIANZ NFJ LARGE CAP	P	2009-02-26	2013-05-31
25,000 US BANCORP DTD	P	2020-11-23	2013-06-14
410 466 SHS ALLIANZ NFJ LARGE CAP	P	2013-01-02	2013-01-08
211 146 SHS COLDMAN SACHDS ENHANCED	P	2013-01-08	2013-08-19
110 154 SHS PRUDENTIAL SHORT TERM	P	2013-01-08	2013-08-29
794 537 SHS ARTISAN MID CAP VALUE	P	2012-06-30	2013-01-08
894 596 SHS WESCORE SELECT FUND	P	2011-10-11	2013-01-11
1238 308 SHS AMERICAN CENTURY DIVERS	P	2012-02-29	2013-01-08
1274 828 SHS GOLDMAND SACHS ENHANCED	P	2013-01-08	2013-11-26
2141 429 SHS PUDENIAL SHORT TERM	P	2013-01-08	2013-11-26
16 722 SHS ARTISAN MID CAP VALUE	P	2009-02-26	2013-01-11

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)
76,000		69,078	6,922
3,549		3,556	-7
6,643		6,438	205
1,245		1,244	1
25,000		24,728	272
15,000		14,028	972
992		1,000	-8
1,758		1,812	-54
26,109		26,038	71
1,591		1,335	256
25,000		22,465	2,535
1,638		1,452	186
16,035		15,549	486
6,574		6,654	-80
25,000		25,234	-234
75,000		77,325	-2,325
1,076		1,147	-71
4,854		4,579	275
5,572		5,680	-108
20,775		13,416	7,359
50,000		42,670	7,330
11,299		12,207	-908
997		995	2
2,388		2,443	-55
4,692		2,717	1,975
50,000		51,480	-1,480
20,172		20,093	79
1,998		1,979	19
35,880		36,522	-642
10,808		6,738	4,070

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)
100,000		89,822	10,178
3,601		3,552	49
2,307		2,305	2
1,870		1,696	174
2,545		2,477	68
65,000		57,085	7,915
11,179		11,342	-163
2,063		2,117	-54
2,282		2,285	-3
15,992		11,672	4,320
40,000		47,306	-7,306
5,943		5,797	146
12,287		12,418	-131
10,500		10,545	-45
12,256		8,016	4,240
40,000		41,848	-1,848
7,030		6,405	625
14,553		14,423	130
6,512		6,462	50
20,669		13,371	7,298
3,022		2,978	44
3,135		2,918	217
1,168		1,161	7
30,394		18,096	12,298
2,151		1,008	1,143
1,180		1,094	86
24,523		24,808	-285
4,383		5,007	-624
1,002		555	447
14,793		14,567	226

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)
1,006		1,001	5
1,000		1,002	-2
2,887		2,890	-3
1,587		776	811
25,000		25,560	-560
6,403		6,432	-29
1,995		2,004	-9
1,247		1,278	-31
16,884		9,365	7,519
15,431		16,156	-725
13,770		13,720	50
12,060		12,098	-38
24,455		24,841	-386
360		185	175

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	
			6,922
			-7
			205
			1
			272
			972
			-8
			-54
			71
			256
			2,535
			186
			486
			-80
			-234
			-2,325
			-71
			275
			-108
			7,359
			7,330
			-908
			2
			-55
			1,975
			-1,480
			79
			19
			-642
			4,070

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	
			10,178
			49
			2
			174
			68
			7,915
			-163
			-54
			-3
			4,320
			-7,306
			146
			-131
			-45
			4,240
			-1,848
			625
			130
			50
			7,298
			44
			217
			7
			12,298
			1,143
			86
			-285
			-624
			447
			226

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	
			5
			-2
			-3
			811
			-560
			-29
			-9
			-31
			7,519
			-725
			50
			-38
			-386
			175

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
BRIGHTER DAY CARE 4611 LOUDOUN PARK LANE STERLING, VA 20164	NONE	509(A)(1)	UNRESTRICTED FOR OPERATING EXPENSES	2,000
CARDINAL'S APPEAL ARCHDIOCESE OF W PO BOX 98076 WASHINGTON, DC 200908076	NONE	509(A)(1)	GENERAL CHARITABLE ACTIVITY OF ARCHD	5,000
CATHOLIC DISTANCE UNIVERSITY 120 EAST COLONIAL HIGHWAY HAMILTON, VA 201589012	NONE	509(A)(1)	FOR UNRESTRICTED GENERAL SCHOOL USE	1,000
CLARK COUNTY SHERIFF'S OFFICE 100 NORTH CHURCH STREET BERRYVILLE, VA 226111110	NONE	509(A)(1)	FOR LOCAL GOVT PUBLIC SAFETY PROGRAM	500
FAUQUIER FAMILY SHELTER SERVICES IN PO BOX 3599 WARRENTON, VA 20188	NONE	509(A)(1)	FOR LOCAL HOUSING ASSISTANCE	500
FISH OF CLARKE COUNTY PO BOX 1154 BERRYVILLE, VA 22611	NONE	509(A)(1)	FOR UNRESTRICTED LOCAL ELDERLY ASST	1,000
FORDHAM UNIVERSITY 3A HERITAGE CREST SOUTHBURY, CT 06488	NONE	509(A)(1)	FOR TUITION ASSISTANCE	2,500
HARMONY UNITED METHODIST CHURCH 380 EAST COLONIAL HIGHWAY HAMILTON, VA 201589016	NONE	509(A)(1)	FOR UNRESTRICTED GENERAL SCHOOL USE	1,500
HELP WITH HOUSING INC PO BOX 124 BERRYVILLE, VA 22611	NONE	509(A)(1)	UNRESTRICTED LOCAL HOUSING ASSISTANC	1,000
HOLY CROSS ABBEY 901 COOL SPRING LANE BERRYVILLE, VA 22611	NONE	509(A)(1)	FOR UNRESTRICTED OPERATING EXPENSES	2,500
JOHN H ENDERS FIRE CO & RESCUE SQUA 9 SOUTH BUCKMARSH STREET BERRYVILLE, VA 22611	NONE	509(A)(1)	FOR LOCAL GOVT PUBLIC SAFETY PROGRAM	500
NATIONAL CHRIST CHILD SOCIETY INC 4340 EAST WEST HIGHWAY BETHESDA, MD 20814	NONE	509(A)(1)	FOR UNRESTRICTED YOUTH ASSISTANCE	1,500
SHADY GROVE PREGNANCY CENTER 16220 SOUTH FREDERICK AVE GAITHERSBURG, MD 20877	NONE	509(A)(1)	FOR THE INTERESTS OF WOMEN	1,000
SOME 71 O STREET NW WASHINGTON, DC 20001	NONE	509(A)(1)	FOR FOOD ASSISTANCE	1,000
ST FRANCIS DE SALES CATHOLIC CHURC 37730 ST FRANCIS CT PURCELLVILLE, VA 20132	NONE	509(A)(1)	FOR UNRESTRICTED SCHOOL USE	4,000
Total			► 3a	42,500

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ST JOHN'S CATHOLIC PREP 889 BUTTERFLY LANE FREDERICK, MD 21702	NONE	509(A)(1)	RESTRICTED FOR BUILDING FUND	5,000
ST MARTIN'S CHURCH 201 SOUTH FREDERICK AVE GAITHERSBURG, MD 20877	NONE	509(A)(1)	FOR UNRESTRICTED OPERATING EXPENSES	2,000
ST MARTIN'S SCHOOL 115 SOUTH FREDERICK AVE GAITHERSBURG, MD 20877	NONE	509(A)(1)	FOR UNRESTRICTED OPERATING EXPENSES	2,000
THE WASHINGTON MIDDLE SCHOOL FOR GI 1901 MISSISSIPPI AVE SE WASHINGTON, DC 20020	NONE	509(A)(1)	FOR UNRESTRICTED GENERAL SCHOOL USE	1,500
WAKEFIELD SCHOOL PO BOX 107 THE PLAINS, VA 20198	NONE	509(A)(1)	FOR UNRESTRICTED OPERATING EXPENSES	5,000
WASHINGTON JESUIT ACADEMY 900 VARNUM STREET NE WASHINGTON, DC 20017	NONE	509(A)(1)	FOR UNRESTRICTED GENERAL SCHOOL USE	1,000
ST JANE DE CHANTAL CYO 9601 OLD GEORGETOWN ROAD BETHESDA, MD 20814	NONE	509(A)(1)	FOR GENERAL YOUTH ACTIVITES	500
Total			► 3a	42,500

Form 4562

Department of the Treasury
Internal Revenue Service (99)Depreciation and Amortization
(Including Information on Listed Property)

OMB No 1545-0172

2013

Attachment
Sequence No 179

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

Name(s) shown on return
THE KENTLAND FOUNDATION INCBusiness or activity to which this form relates
INDIRECT DEPRECIATION

Identifying number

52-6070323

Part I Election To Expense Certain Property Under Section 179*Note: If you have any listed property, complete Part V before you complete Part I.*

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

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

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

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions.)		
14 Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15 Property subject to section 168(f)(1) election	15	
16 Other depreciation (including ACRS)	16	

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

17 MACRS deductions for assets placed in service in tax years beginning before 2013	17	58,023
18 If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ►		

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

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

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

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

Part IV Summary (see instructions.)

21 Listed property Enter amount from line 28	21	
22 Total Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations—see instructions	22	58,023
23 For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V

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

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

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

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

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/Convention	(h) Depreciation/deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions)					25			

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

	%							
	%							
	%							

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

	%			S/L -				
	%			S/L -				
	%			S/L -				

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

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

Section B—Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person

If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

30 Total business/investment miles driven during the year (do not include commuting miles)	(a) Vehicle 1 (b) Vehicle 2 (c) Vehicle 3 (d) Vehicle 4 (e) Vehicle 5 (f) Vehicle 6											
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
31 Total commuting miles driven during the year												
32 Total other personal(noncommuting) miles driven												
33 Total miles driven during the year Add lines 30 through 32												
34 Was the vehicle available for personal use during off-duty hours?												
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

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

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

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?													Yes	No
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners														
39 Do you treat all use of vehicles by employees as personal use?														
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of vehicles, and retain the information received?														
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions)														

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

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2013 tax year (see instructions)					

43 Amortization of costs that began before your 2013 tax year		43
44 Total. Add amounts in column (f) See the instructions for where to report		44

Form 4562

Department of the Treasury
Internal Revenue Service (99)Depreciation and Amortization
(Including Information on Listed Property)

OMB No 1545-0172

2013

Attachment
Sequence No 179

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

Name(s) shown on return
THE KENTLAND FOUNDATION INCBusiness or activity to which this form relates
COMMERCIAL REAL ESTATE

Identifying number

52-6070323

Part I Election To Expense Certain Property Under Section 179*Note: If you have any listed property, complete Part V before you complete Part I.*

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

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

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

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions.)		
14 Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15 Property subject to section 168(f)(1) election	15	
16 Other depreciation (including ACRS)	16	

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

17 MACRS deductions for assets placed in service in tax years beginning before 2013	17	641,216
18 If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ►		

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

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

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

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

Part IV Summary (see instructions.)

21 Listed property Enter amount from line 28	21	
22 Total Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations—see instructions	22	641,216
23 For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V

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

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

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

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

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/Convention	(h) Depreciation/deduction	(i) Elected section 179 cost

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

	%							
	%							
	%							

	%			S/L -				
	%			S/L -				
	%			S/L -				

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

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

Section B—Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person

If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

30 Total business/investment miles driven during the year (do not include commuting miles)	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
	Yes	No										
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year Add lines 30 through 32												
34 Was the vehicle available for personal use during off-duty hours?												
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

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

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

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?			Yes	No
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners				
39 Do you treat all use of vehicles by employees as personal use?				
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of vehicles, and retain the information received?				
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions)				

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

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year

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

43 Amortization of costs that began before your 2013 tax year **43** **17,474**

44 Total. Add amounts in column (f) See the instructions for where to report **44** **17,474**

Form 4562

Department of the Treasury
Internal Revenue Service (99)Depreciation and Amortization
(Including Information on Listed Property)

OMB No 1545-0172

2013

Attachment
Sequence No 179

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

Name(s) shown on return
THE KENTLAND FOUNDATION INCBusiness or activity to which this form relates
FARM

Identifying number

52-6070323

Part I Election To Expense Certain Property Under Section 179*Note: If you have any listed property, complete Part V before you complete Part I.*

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

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

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

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions)		
14 Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15 Property subject to section 168(f)(1) election	15	
16 Other depreciation (including ACRS)	16	

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

17 MACRS deductions for assets placed in service in tax years beginning before 2013	17	27,513
18 If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ►		

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

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property		3,500	7 0	MQ	200 DB	125
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27 5 yrs	MM	S/L	
			27 5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	
				MM	S/L	

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

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

Part IV Summary (see instructions.)

21 Listed property Enter amount from line 28	21	
22 Total Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations—see instructions	22	27,638
23 For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V

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

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

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

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

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/Convention	(h) Depreciation/deduction	(i) Elected section 179 cost

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

	%							
	%							
	%							

	%			S/L -				
	%			S/L -				
	%			S/L -				

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

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

Section B—Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person

If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

30 Total business/investment miles driven during the year (do not include commuting miles) . . .	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
	Yes	No										
31 Total commuting miles driven during the year . . .												
32 Total other personal(noncommuting) miles driven . . .												
33 Total miles driven during the year Add lines 30 through 32 . . .												
34 Was the vehicle available for personal use during off-duty hours? . . .												
35 Was the vehicle used primarily by a more than 5% owner or related person? . . .												
36 Is another vehicle available for personal use? . . .												

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

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

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees? . . .			Yes	No
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners . . .				
39 Do you treat all use of vehicles by employees as personal use? . . .				
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of vehicles, and retain the information received? . . .				
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions) . . .				

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

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year

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

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

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

TY 2013 Accounting Fees Schedule

Name: THE KENTLAND FOUNDATION INC

EIN: 52-6070323

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INDIRECT ACCOUNTING FEES	3,260	1,630		1,630

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

TY 2013 Amortization Schedule

Name: THE KENTLAND FOUNDATION INC

EIN: 52-6070323

Description of Amortized Expenses	Date Acquired, Completed, or Expended	Amount Amortized	Deduction for Prior Years	Amortization Method	Current Year Amortization	Net Investment Income	Adjusted Net Income	Total Amount of Amortization
PROTECTIVE LIFE REFI	2007-11-27	195,915	66,394	15	13,061			79,455

TY 2013 Compensation Explanation

Name: THE KENTLAND FOUNDATION INC

EIN: 52-6070323

Person Name	Explanation
LEO J WALKER	
SHEILA O STEDMAN	
ALEXANDRA W HOFFMAN	
WILLIAM B WALKER	

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

TY 2013 Depreciation Schedule

Name: THE KENTLAND FOUNDATION INC

EIN: 52-6070323

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
LAND	2006-05-21	1,216,800							
MAIN HOUSE	2006-05-21	1,390,864	234,203	S/L	39 0000	35,663			
LAND	2009-06-02	762,914							
MAIN HOUSE	2009-06-02	872,050	79,193	S/L	39 0000	22,360			

TY 2013 Employee Compensation Explanation

Name: THE KENTLAND FOUNDATION INC

EIN: 52-6070323

Employee	Explanation
JULIANA M MACDOWELL	
HELENE W MCCARRON	
CELESTE W BARSTIS	

TY 2013 Investments Corporate Bonds Schedule

Name: THE KENTLAND FOUNDATION INC

EIN: 52-6070323

Name of Bond	End of Year Book Value	End of Year Fair Market Value
VARIOUS CORPORATE BONDS	460,959	462,589

TY 2013 Investments Government Obligations Schedule

Name: THE KENTLAND FOUNDATION INC

EIN: 52-6070323

US Government Securities - End of

Year Book Value: 152,290

US Government Securities - End of

Year Fair Market Value: 162,714

State & Local Government

Securities - End of Year Book

Value: 705,096

State & Local Government

Securities - End of Year Fair

Market Value: 683,122

TY 2013 Investments - Land Schedule

Name: THE KENTLAND FOUNDATION INC

EIN: 52-6070323

Category / Item	Cost/Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
	24,784,585	14,163,626	10,620,959	17,923,991
				40,000

TY 2013 Investments - Other Schedule

Name: THE KENTLAND FOUNDATION INC**EIN:** 52-6070323

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
INSURED DEPOSIT CASH PGMS	AT COST	67,012	67,012
VARIOUS MUTUAL FUNDS	AT COST	1,148,048	1,402,472
KEBO OIL & GAS	AT COST	600	600

TY 2013 Land, Etc. Schedule**Name:** THE KENTLAND FOUNDATION INC**EIN:** 52-6070323

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
	2,262,914	371,419	1,891,495	3,950,000
	1,979,714		1,979,714	

TY 2013 Mortgages and Notes Payable Schedule**Name:** THE KENTLAND FOUNDATION INC**EIN:** 52-6070323**Total Mortgage Amount:**

Item No.	1
Lender's Name	PROTECTIVE LIFE INSURANCE CO
Lender's Title	
Relationship to Insider	
Original Amount of Loan	8000000
Balance Due	5670915
Date of Note	2007-11
Maturity Date	2022-11
Repayment Terms	MONTHLY PRINCIPAL & INTERE
Interest Rate	0.0638
Security Provided by Borrower	REAL ESTATE
Purpose of Loan	REFINANCE EXISTING LOANS
Description of Lender Consideration	
Consideration FMV	

Item No.	2
Lender's Name	SUN LIFE ASSURANCE CO
Lender's Title	
Relationship to Insider	
Original Amount of Loan	2000000
Balance Due	1346925
Date of Note	2007-05
Maturity Date	2022-05
Repayment Terms	MONTHLY PRINCIPAL & INTERE
Interest Rate	0.0603
Security Provided by Borrower	REAL ESTATE
Purpose of Loan	REFINANCE EXISTING LOANS
Description of Lender Consideration	
Consideration FMV	

TY 2013 Other Assets Schedule

Name: THE KENTLAND FOUNDATION INC**EIN:** 52-6070323

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
LOAN ESCROW ACCOUNTS	32,818	38,004	38,004
UTILITY DEPOSIT	90	90	90
DUE FROM TENANT		189	189

TY 2013 Other Expenses Schedule

Name: THE KENTLAND FOUNDATION INC

EIN: 52-6070323

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
COMMERCIAL REAL ESTATE				
OFFICE EXPENSE	691			
PROFESSIONAL FEES	925			
REPAIRS	30,692			
INSURANCE	37,015			
CLEANING & MAINTENANCE	201,392			
REAL ESTATE TAXES	288,050			
UTILITIES	40,567			
MANAGEMENT FEES	154,383			
ASSOCIATION FEES	5,482			
LEASING FEES	660			
POSTAGE	488			
BANK CHARGES	1,536			
SNOW REMOVAL	81,751			
PERSONAL PROPERTY TAXES	510			
INVESTMENT DEPRECIATION	641,216			
FARM				
SUPPLIES	3,585	3,585		
INSURANCE	2,626	2,626		
OFFICE EXPENSES	3,606	3,606		
REAL ESTATE TAXES	4,934	4,934		
REPAIRS	13,514	13,514		
UTILITIES	6,400	6,400		
WAGES	24,761	24,761		
PAYROLL TAXES	1,894	1,894		
SMALL TOOLS	1,598	1,598		
INVESTMENT DEPRECIATION	27,638	27,638		
EXPENSES				
OFFICE SUPPLIES AND EXPENSE	1,372	467		700
INSURANCE	4,503	1,531		2,297
TELEPHONE	2,248	764		1,146
EMPLOYEE FUNCTION	2,025	689		
RENTAL EXPENSES		402,607		

TY 2013 Other Income Schedule

Name: THE KENTLAND FOUNDATION INC**EIN:** 52-6070323

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
KEBO	434		

TY 2013 Other Liabilities Schedule

Name: THE KENTLAND FOUNDATION INC**EIN:** 52-6070323

Description	Beginning of Year - Book Value	End of Year - Book Value
RENTAL DEPOSITS	30,694	38,943
PAYROLL LIABILITIES	64	

TY 2013 Other Professional Fees Schedule

Name: THE KENTLAND FOUNDATION INC**EIN:** 52-6070323

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	8,895	8,895		
APPRAISAL FEE	2,500	2,500		