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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

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▶ **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 THOMAS W PANGBORN		A Employer identification number 52-6073332
Number and street (or P O box number if mail is not delivered to street address) PNC BANK NA 620 LIBERTY AVENUE NO 10 FL	Room/suite	B Telephone number (see instructions) (412) 762-3792
City or town, state or province, country, and ZIP or foreign postal code PITTSBURGH, PA 15222705		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 type="checkbox"/> Section 501(c)(3) exempt private foundation <input checked="" 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) ▶ \$ 25,247,294	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(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	342	342		
	4 Dividends and interest from securities.	487,424	487,433		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	1,941,380			
	b Gross sales price for all assets on line 6a 16,811,236				
	7 Capital gain net income (from Part IV, line 2) . . .		2,057,667		
	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)	30,188	16,982			
12 Total. Add lines 1 through 11	2,459,334	2,562,424			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	43,607	41,427		2,180
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule).	816	0		816
	b Accounting fees (attach schedule).				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	20,048	623		0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule).	96	1,883		0
	24 Total operating and administrative expenses. Add lines 13 through 23	64,567	43,933		2,996
	25 Contributions, gifts, grants paid	1,038,093			1,038,093
26 Total expenses and disbursements. Add lines 24 and 25	1,102,660	43,933		1,041,089	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	1,356,674				
b Net investment income (if negative, enter -0-)		2,518,491			
c Adjusted net income (if negative, enter -0-)					

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

Part II Balance Sheets		Beginning of year			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing					
	2	Savings and temporary cash investments	698,979	761,614	761,614		
	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)	2,812,482	<input type="checkbox"/>	0	0	0
	b	Investments—corporate stock (attach schedule)	4,307,306	<input type="checkbox"/>	4,055,807	5,517,232	
	c	Investments—corporate bonds (attach schedule)	1,827,885	<input type="checkbox"/>	0	0	
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
	12	Investments—mortgage loans					
	13	Investments—other (attach schedule)	10,648,516	<input type="checkbox"/>	16,834,418	18,968,448	
	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)	20,295,168		21,651,839		25,247,294	
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		0			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/>		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 <input checked="" type="checkbox"/>		and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	20,165,068		21,491,557		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund	0		0		
	29	Retained earnings, accumulated income, endowment, or other funds	130,100		160,282		
30	Total net assets or fund balances (see page 17 of the instructions)	20,295,168		21,651,839			
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	20,295,168		21,651,839			

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	20,295,168
2	Enter amount from Part I, line 27a	2	1,356,674
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	21,651,842
5	Decreases not included in line 2 (itemize) ▶ _____	5	3
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	21,651,839

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				
(i) FMV as of 12/31/69			(j) Adjusted basis as of 12/31/69	
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			(k) Excess of col (i) over col (j), if any	
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	2,057,667
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	927,220	21,273,135	0.043586
2011	485,288	20,684,568	0.023461
2010	526,651	19,169,608	0.027473
2009			
2008			
2	Total of line 1, column (d).		2 0.094520
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 0.031507
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.		4 23,385,098
5	Multiply line 4 by line 3.		5 736,794
6	Enter 1% of net investment income (1% of Part I, line 27b).		6 25,185
7	Add lines 5 and 6.		7 761,979
8	Enter qualifying distributions from Part XII, line 4.		8 1,041,089

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)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	25,185
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	25,185
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	25,185
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	24,717
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	349
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	25,066
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	119
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
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)? <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>	1b	No
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 <input type="checkbox"/> \$ <u>0</u> (2) On foundation managers <input type="checkbox"/> \$ <u>0</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ <u>0</u>		
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	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? <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"/> 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? <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? Website address N/A	13	Yes	
14	The books are in care of PNC BANK NA Telephone no (412) 762-3792 Located at 620 LIBERTY AVENUE 10TH FLOOR PITTSBURGH PA ZIP +4 152222705			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input checked="" type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year.	15		0
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 N/A	16	Yes	No

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	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		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? If "Yes," list the years 20___, 20___, 20___, 20___ <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>)	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)

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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</p> <p>(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</p> <p>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</p> <p>Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p>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</p> <p><i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i></p> <p>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</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 6b No</p> <p><i>If "Yes" to 6b, file Form 8870.</i></p> <p>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</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? 7b</p>			
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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
PNC BANK NA 620 LIBERTY AVENUE PITTSBURGH, PA 15222	TRUSTEE 9 00	43,607	0	0

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

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

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

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

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


(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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 N/A	0
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	0
2	
All other program-related investments. See page 24 of the instructions	
3 	0

Total. Add lines 1 through 3 **0**

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	23,741,216
b	Average of monthly cash balances.	1b	0
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	23,741,216
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	23,741,216
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	356,118
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	23,385,098
6	Minimum investment return. Enter 5% of line 5.	6	1,169,255

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

1	Minimum investment return from Part X, line 6.	1	1,169,255
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	25,185
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	25,185
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,144,070
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	1,144,070
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	1,144,070

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	1,041,089
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,041,089
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	25,185
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,015,904

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				1,144,070
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			1,038,057	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>1,041,089</u>				
a Applied to 2012, but not more than line 2a			1,038,057	
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.				3,032
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2013 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions.		0		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions.			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014.				1,141,038
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.	0			
10 Analysis of line 9				
a Excess from 2009.				
b Excess from 2010.				
c Excess from 2011.				
d Excess from 2012.				
e Excess from 2013.				

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

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

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

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

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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 <i>Paid during the year</i> See Additional Data Table				
Total				▶ 3a 1,038,093
b <i>Approved for future payment</i>				
Total				▶ 3b 0

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)
SALES OF PUBLICLY TRADED SECURITIES			
SALES OF PUBLICLY TRADED SECURITIES	P		
CLASS ACTION SETTLEMENT PROCEEDS	P		
LINN ENERGY SECTION 1231 LOSS	P		
PLAINS ALL AMERICAN PIPELINE 1231 GAIN	P		
CAPITAL GAINS 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)
16,662,487		16,662,487	0
16,662,402		14,777,076	1,885,326
23,670		50	23,620
		64	-64
36			36
148,749			148,749

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	
			0
			1,885,326
			23,620
			-64
			36
			148,749

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 <i>Paid during the year</i>				
AMERICAN CANCER SOCIETY PO BOX 720366 OKLAHOMA CITY,OK 73172	NONE	PC	GENERAL FINANCIAL SUPPORT	5,190
AMERICAN LUNG ASSOCIATION 14 WALL STREET SUITE 8C NEW YORK,NY 10005	NONE	PC	GENERAL FINANCIAL SUPPORT	5,190
ASSOCIATION OF KNIGHTS AND LADIES OF THE EQUESTRIAN ORDER 1011 FIRST AVENUE ROOM 1500 NEW YORK,NY 10022	NONE	PC	GENERAL FINANCIAL SUPPORT	10,381
ASSOCIATION OF MASTER KNIGHTS 1011 FIRST AVENUE ROOM 1500 NEW YORK,NY 10022	NONE	PC	GENERAL FINANCIAL SUPPORT	10,381
BOY SCOUTS OF AMERICA 18600 CRESTWOOD DRIVE HAGERSTOWN,MD 21742	NONE	PC	GENERAL FINANCIAL SUPPORT	5,190
BOYS AND GIRLS CLUB OF AMERICA 1275 PEACHTREE STREET NE ATLANTA,GA 30309	NONE	PC	GENERAL FINANCIAL SUPPORT	5,190
CATHOLIC UNIVERSITY OF AMERICA LIFE CYCLE INSTITUTE ROOM 116 WASHINGTON,DC 20064	NONE	PC	GENERAL FINANCIAL SUPPORT	72,666
DOMINICAN SISTERS OF THE PERPETUAL ROSARY INC 217 NORTH 68TH STREET MILWAUKEE,WI 53213	NONE	PC	GENERAL FINANCIAL SUPPORT	10,381
GIRL SCOUTS USA 420 FIFTH AVENUE 11TH FLOOR NEW YORK,NY 10018	NONE	PC	GENERAL FINANCIAL SUPPORT	5,190
HAGERSTOWN GIRLS CLUB 626 WASHINGTON AVENUE HAGERSTOWN,MD 21740	NONE	PC	GENERAL FINANCIAL SUPPORT	5,190
HEART ASSOCIATION OF MARYLAND PO BOX 22249 ST PETERSBURG,FL 33742	NONE	PC	GENERAL FINANCIAL SUPPORT	5,190
HOME AND FOREIGN MISSION SOCIETY 320 CATHEDRAL STREET BALTIMORE,MD 21201	NONE	PC	GENERAL FINANCIAL SUPPORT	31,143
KENNEDY KRIEGER CHILDRENS HOSPITAL 2931 EAST BIGGLE STREET BALTIMORE,MD 21213	NONE	PC	GENERAL FINANCIAL SUPPORT	5,190
LEAGUE LITTLE FLOWER COUNTRY SCHOOLS OF THE ARCHDIOCESE OF BALTIMORE 320 CATHEDRAL STREET BALTIMORE,MD 21201	NONE	PC	GENERAL FINANCIAL SUPPORT	31,143
LITTLE SISTERS OF THE POOR BALTIMORE INC 601 MAIDEN CHOICE LANE BALTIMORE,MD 21228	NONE	PC	GENERAL FINANCIAL SUPPORT	20,762
Total				1,038,093

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 <i>Paid during the year</i>				
LITTLE SISTERS OF THE POOR WASHINGTON DC 4200 HAREWOOD ROAD NE WASHINGTON,DC 20017	NONE	PC	GENERAL FINANCIAL SUPPORT	20,762
LOYOLA RETREAT HOUSE 9270 LOYOLA RETREAT ROAD FAULKNER,MD 20632	NONE	PC	GENERAL FINANCIAL SUPPORT	20,762
LOYOLA UNIVERSITY MARYLAND INC 4501 NORTH CHARLES STREET BALTIMORE,MD 21210	NONE	PC	GENERAL FINANCIAL SUPPORT	20,762
MARCH OF DIMES 1275 MAMARONECK AVENUE WHITE PLAINS,NY 10605	NONE	PC	GENERAL FINANCIAL SUPPORT	5,190
MERCY MEDICAL CENTER INC 301 ST PAUL PLACE BALTIMORE,MD 21202	NONE	PC	GENERAL FINANCIAL SUPPORT	20,762
MERITUS MEDICAL CENTER 11116 MEDICAL CAMPUS ROAD HAGERSTOWN,MD 21742	NONE	PC	GENERAL FINANCIAL SUPPORT	51,905
MOUNT SAINT MARY'S UNIVERSITY 16300 OLD EMMITSBURG ROAD EMMITSBURG,MD 21727	NONE	PC	GENERAL FINANCIAL SUPPORT	51,906
NATIONAL SHRINE OF THE IMMACULATE CONCEPTION 400 MICHIGAN AVENUE NE WASHINGTON,DC 20017	NONE	PC	GENERAL FINANCIAL SUPPORT	20,762
NATIONAL SOCIETY TO PREVENT BLINDNESS AMERICA 211 W WACKER DR STE 1700 CHICAGO,IL 60606	NONE	PC	GENERAL FINANCIAL SUPPORT	20,762
PASTOR ST ANN'S HAGERSTOWN ROMAN CATHOLIC CONGREGATION 1525 OAK HILL AVENUE HAGERSTOWN,MD 21742	NONE	PC	GENERAL FINANCIAL SUPPORT	5,190
ROMAN CATHOLIC ARCHBISHOP OF BALTIMORE 320 CATHEDRAL STREET BALTIMORE,MD 21201	NONE	PC	GENERAL FINANCIAL SUPPORT	368,524
SALVATION ARMY OF WASHINGTON COUNTY PO BOX 747 HAGERSTOWN,MD 21741	NONE	PC	GENERAL FINANCIAL SUPPORT	10,381
SCHOOL SISTERS OF NOTRE DAME 6401 NORTH CHARLES STREET BALTIMORE,MD 21212	NONE	PC	GENERAL FINANCIAL SUPPORT	20,762
SERVANTS OF RELIEF FOR INCURABLE CANCER 1315 W HUNTING PARK AVE PHILADELPHIA,PA 19140	NONE	PC	GENERAL FINANCIAL SUPPORT	10,381
ST MARYS HAGERSTOWN ROMAN CATHOLIC CONGREGATION INC 224 WEST WASHINGTON STREET HAGERSTOWN,MD 21740	NONE	PC	GENERAL FINANCIAL SUPPORT	5,191
Total				1,038,093

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 <i>Paid during the year</i>				
ST VINCENT DE PAUL SOCIETY 2305 N CHARLES ST STE 300 BALTIMORE, MD 21218	NONE	PC	GENERAL FINANCIAL SUPPORT	10,381
STELLA MARIS INC 2300 DULANEY VALLEY ROAD TIMONIUM, MD 21093	NONE	PC	GENERAL FINANCIAL SUPPORT	25,952
THE CATHEDRAL FOUNDATION INC 880 PARK AVENUE BALTIMORE, MD 21201	NONE	PC	GENERAL FINANCIAL SUPPORT	10,381
TRUSTEES OF THE ENDOWMENT FUND 655 W BALTIMORE ST STE 190 BALTIMORE, MD 21201	NONE	PC	GENERAL FINANCIAL SUPPORT	31,143
UNITED WAY FUND OF WASHINGTON COUNTY 33 WEST FRANKLIN STREET 203 HAGERSTOWN, MD 21740	NONE	PC	GENERAL FINANCIAL SUPPORT	10,381
UNIVERSITY OF NOTRE DAME 1100 GRACE HALL SOUTH BEND, IN 46556	NONE	PC	GENERAL FINANCIAL SUPPORT	41,524
WASHINGTON COUNTY FREE LIBRARY 100 S POTOMAC STREET HAGERSTOWN, MD 21740	NONE	PC	GENERAL FINANCIAL SUPPORT	10,381
WASHINGTON COUNTY MUSEUM OF FINE ARTS P O BOX 423 HAGERSTOWN, MD 21741	NONE	PC	GENERAL FINANCIAL SUPPORT	15,571
Total				1,038,093

**TY 2013 All Other Program
Related Investments Schedule**

Name: THOMAS W PANGBORN

EIN: 52-6073332

Category	Amount
N/A	0

**TY 2013 Investments Corporate
Bonds Schedule**

Name: THOMAS W PANGBORN

EIN: 52-6073332

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORPORATE BONDS	0	0

**TY 2013 Investments Corporate
Stock Schedule****Name:** THOMAS W PANGBORN**EIN:** 52-6073332

Name of Stock	End of Year Book Value	End of Year Fair Market Value
COMMON STOCK	4,055,807	5,517,232

**TY 2013 Investments Government
Obligations Schedule**

Name: THOMAS W PANGBORN

EIN: 52-6073332

**US Government Securities - End of
Year Book Value:** 0

**US Government Securities - End of
Year Fair Market Value:** 0

**State & Local Government
Securities - End of Year Book
Value:** 0

**State & Local Government
Securities - End of Year Fair
Market Value:** 0

TY 2013 Investments - Other Schedule

Name: THOMAS W PANGBORN

EIN: 52-6073332

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MBS CMO ASSET BACKED	AT COST	0	0
LIMITED PARTNERSHIPS	AT COST	6,902	9,945
MUTUAL FUNDS EQUITY	AT COST	10,417,704	12,550,887
MUTUAL FUNDS FIXED	AT COST	6,409,812	6,407,616

TY 2013 Legal Fees Schedule

Name: THOMAS W PANGBORN

EIN: 52-6073332

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL SERVICES RENDERED TO TRUST	816	0		816

TY 2013 Other Decreases Schedule

Name: THOMAS W PANGBORN

EIN: 52-6073332

Description	Amount
REMOVAL OF FRACTIONAL UNITS	3

TY 2013 Other Expenses Schedule

Name: THOMAS W PANGBORN

EIN: 52-6073332

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN DIVIDEND PROCESSING FEES	94	94		0
IRS INTEREST PENALTY	2	2		0
INVESTMENT INTEREST EXPENSE	0	1,787		0

TY 2013 Other Income Schedule**Name:** THOMAS W PANGBORN**EIN:** 52-6073332

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
PARTNERSHIP DISTRIBUTIONS	2,952	0	2,952
LINN ENERGY LLC ORDINARY BUSINESS INCOME		231	
ENTERPRISE PRODUCTS PARTNERS ORDINARY BUSINESS INCOME		0	
HATTERAS CORE ALT PART INC		13,903	
PLAINS ALL AMERICAN PIPELINE ORDINARY BUSINESS INCOME/LOSS		2,824	
CLASS ACTION PROCEEDS	23,620		23,620
EXCISE TAX REFUND	3,592		3,592
REFUND OF FOREIGN TAX WITHHELD	24	24	24

TY 2013 Taxes Schedule

Name: THOMAS W PANGBORN

EIN: 52-6073332

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX ESTIMATE PAYMENTS	19,425	0		0
FOREIGN TAXES	623	623		0