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CHANGE OF ACCOUNTING PERIOD
Return of Private Foundation

Form 990-PF

Department of the Treasury
Internal Revenue Service

OMB No. 1545-0052

2013

Open to Public Inspection

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

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

For calendar year 2013 or tax year beginning

JUL 1, 2013

, and ending

DEC 31, 2013

Name of foundation

THE HERMITAGE FOUNDATION

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

7637 NORTH SHORE ROAD

A Employer identification number

54-0505909

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

NORFOLK, VA 23505

G Check all that apply

Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

H Check type of organization

Section 501(c)(3) exempt private foundation

Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

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

J Accounting method
 Other (specify) MODIFIED CASH

► \$ 5,317,987. (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
	1 Contributions, gifts, grants, etc., received	389,145.			
	2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B interest on savings and temporary cash investments				
	3				
	4 Dividends and interest from securities	58,103.	58,103.	58,103.	STATEMENT 1
	5a Gross rents	57,786.	57,786.	57,786.	STATEMENT 2
	b Net rental income or (loss)	57,786.			
	6a Net gain or (loss) from sale of assets not on line 10 Gross sales price for all assets on line 6a	33,744.			
	7 Capital gain net income (from Part IV, line 2)		33,744.	33,744.	
	8 Net short-term capital gain			33,744.	
	9 Income modifications Gross sales less returns and allowances				
	10a				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	72,790.	0.	72,790.	STATEMENT 3
	12 Total. Add lines 1 through 11	611,568.	149,633.	222,423.	
Revenue Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	37,239.	0.	14,896.	22,343.
	14 Other employee salaries and wages	178,344.	0.	42,397.	135,947.
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	STMT 4	22,208.	0.	25,528.
	c Other professional fees	STMT 5	5,000.	5,000.	<3,320. >
	17 Interest				
	18 Taxes				
	19 Depreciation and depletion		31,406.	0.	31,406.
	20 Occupancy		3,370.	0.	3,370.
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	STMT 6	236,188.	0.	52,043.
	24 Total operating and administrative expenses. Add lines 13 through 23		513,755.	5,000.	173,510.
	25 Contributions, gifts, grants paid		0.	166,270.	331,850.
	26 Total expenses and disbursements. Add lines 24 and 25		513,755.	5,000.	0.
	27 Subtract line 26 from line 12		97,813.		
	a Excess of revenue over expenses and disbursements				
	b Net investment income (if negative, enter -0-)		144,633.		
	c Adjusted net income (if negative, enter -0-)			56,153.	

SCANNED MAY 28 2014

Operating and Administrative Expenses

Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash - non-interest-bearing		160,056.	261,434.	261,434.
	2 Savings and temporary cash investments		63,912.	101,733.	101,733.
	3 Accounts receivable ►				
	Less allowance for doubtful accounts ►				
	4 Pledges receivable ►				
	Less allowance for doubtful accounts ►				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	7 Other notes and loans receivable ►				
	Less allowance for doubtful accounts ►				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges		2,450.	2,450.	2,450.
Assets	10a Investments - U S and state government obligations				
	b Investments - corporate stock	STMT 7	2,316,820.	2,571,660.	2,571,660.
	c Investments - corporate bonds	STMT 8	792,842.	758,676.	758,676.
	11 Investments - land buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	12 Investments - mortgage loans				
	13 Investments - other				
	14 Land, buildings, and equipment basis ►	2,090,073.			
	Less accumulated depreciation ►	585,383.			
	15 Other assets (describe ►	STATEMENT 9)	1,518,612.	1,504,690.	1,504,690.
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item 1)		102,673.	117,344.	117,344.
			4,957,365.	5,317,987.	5,317,987.
	17 Accounts payable and accrued expenses		1,306.	1,962.	
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
Liabilities	22 Other liabilities (describe ►)			
	23 Total liabilities (add lines 17 through 22)		1,306.	1,962.	
	Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted		4,781,647.	5,124,203.	
	25 Temporarily restricted		174,412.	191,822.	
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds				
	28 Paid-in or capital surplus, or land, bldg , and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds				
Net Assets or Fund Balances	30 Total net assets or fund balances		4,956,059.	5,316,025.	
	31 Total liabilities and net assets/fund balances		4,957,365.	5,317,987.	

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	4,956,059.
2 Enter amount from Part I, line 27a	2	97,813.
3 Other increases not included in line 2 (itemize) ► <u>UNREALIZED GAIN ON INVESTMENTS</u>	3	262,153.
4 Add lines 1, 2, and 3	4	5,316,025.
5 Decreases not included in line 2 (itemize) ►	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,316,025.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a PUBLICLY TRADED SECURITIES					
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 323,301.		289,557.	33,744.		
b			0.		
c					
d					
e					
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			
a			33,744.		
b			0.		
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	33,744.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8			3	33,744.	

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)

N/A

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

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

 Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012			
2011			
2010			
2009			
2008			
2 Total of line 1, column (d)			2
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
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4
5 Multiply line 4 by line 3			5
6 Enter 1% of net investment income (1% of Part I, line 27b)			6
7 Add lines 5 and 6			7
8 Enter qualifying distributions from Part XII, line 4			8

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input checked="" type="checkbox"/> and enter "N/A" on line 1	Date of ruling or determination letter <u>12/04/72</u> (attach copy of letter if necessary-see instructions)	1	N/A
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-)			
3	Add lines 1 and 2			
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-			
6	Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a 6b 6c 6d	7	0.
b	Exempt foreign organizations - tax withheld at source			
c	Tax paid with application for extension of time to file (Form 8868)			
d	Backup withholding erroneously withheld			
7	Total credits and payments Add lines 6a through 6d			
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8 9 10	►	►
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11	Enter the amount of line 10 to be Credited to 2014 estimated tax ►	Refunded ►	11	0.

Part VII-A | Statements Regarding Activities

	Yes	No
1a	X	
1b	X	
1c	X	
2	X	
3	X	
4a	X	
4b	X	
5	X	
6	X	
7	X	
8a	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 <i>General Instruction G</i> ? If "No," attach explanation	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(l)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV	
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	

Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
Website address ► WWW.HERMITAGEFOUNDATION.ORG		
14	The books are in care of ► THE FOUNDATION Located at ► 7637 NORTH SHORE RD., NORFOLK, VA	Telephone no ► 757-423-2052 ZIP+4 ► 23505
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	► 15 ► N/A
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ►	► 16 Yes No X

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

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

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

5a During the year did the foundation pay or incur any amount to	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?	<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 53.4945-5(d) or in a current notice regarding disaster assistance (see instructions)?	N/A		5b	
Organizations relying on a current notice regarding disaster assistance check here	> <input type="checkbox"/>			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	N/A			
If "Yes," attach the statement required by Regulations section 53.4945-5(d).	<input type="checkbox"/> Yes <input type="checkbox"/> No			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		6b	X
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
If "Yes" to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A		7b	

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		37,239.	0.	0.

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

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

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

Part VIII**Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)****3 Five highest-paid independent contractors for professional services. 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 OPERATION AND MAINTENANCE OF AN ART MUSEUM, HISTORIC HOUSE, AND GARDENS FOR THE EDUCATION AND ENJOYMENT OF THE PUBLIC, INCLUDING ART PROGRAMS AND INSTRUCTION.	319,313.
2 SPONSORSHIP OF AUXILIARY ACTIVITIES INCLUDING LECTURES AND RENTAL OF FACILITIES.	12,537.
3	
4	

Part IX-B | Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1 N/A	
2	
All other program-related investments See instructions	
3	

Total. Add lines 1 through 3

►

0.

Form 990-PF (2013)

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	3,265,554.
b Average of monthly cash balances	1b	71,373.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	3,336,927.
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	3,336,927.
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	50,054.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,286,873.
6 Minimum investment return Enter 5% of line 5 ADJUSTED FOR SHORT TAX PERIOD	6	82,846.

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

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

Part XII**Qualifying Distributions** (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	331,850.
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	331,850.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	331,850.

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)

N/A

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				
b Total for prior years				
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e				
4 Qualifying distributions for 2013 from Part XII, line 4 ► \$				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2013 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
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 instr				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7				
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)

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

► 12/04/72

 4942(j)(3) or 4942(j)(5)

b Check box to indicate whether the foundation is a private operating foundation described in section

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

Tax year	Prior 3 years				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
56,153.	60,927.	5,372.	11,964.	134,416.	
47,730.	51,788.	4,566.	10,169.	114,254.	
331,850.	601,740.	650,754.	604,975.	2,189,319.	
0.	0.	0.	0.	0.	
331,850.	601,740.	650,754.	604,975.	2,189,319.	
					0.
					0.
55,231.	116,159.	122,872.	125,258.	419,520.	
					0.
					0.
					0.
					0.

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

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

NONE

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

NONE

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

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

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

THE HERMITAGE FOUNDATION, 757-423-2052

7637 NORTH SHORE ROAD, NORFOLK, VA 23505

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

INFORMAL LETTER

c Any submission deadlines

NONE

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

LOCAL AREA: IN THE FIELD OF ART AND MUSIC

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				
NONE				
Total			► 3a	0.
b Approved for future payment				
NONE				
Total			► 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		(c) Exclu- sion code	(d) Amount	(e) Related or exempt function income
	(a) Business code	(b) Amount			
1 Program service revenue			03		5,251.
a ADMISSION CHARGES			03		23,878.
b ART SCHOOL FEES			03		1,349.
c COMMISSIONS			03		24,585.
d MUSEUM EVENTS			03		1,692.
e MISCELLANEOUS			03		
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					16,035.
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	58,103.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property			16	57,786.	
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	33,744.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		149,633.	72,790.
13 Total. Add line 12, columns (b), (d), and (e)				13	222,423.
(See worksheet in line 13 instructions to verify calculations.)					

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes)
2	MEMBERSHIP DUES ASSIST THE FOUNDATION BY PROVIDING FUNDS NECESSARY FOR PRESENTATIONS AND LECTURES ASSOCIATED WITH THE FOUNDATION'S EXEMPT PURPOSES
1	REVENUES FROM MISCELLANEOUS ACTIVITIES WHICH PROVIDE FUNDS NECESSARY TO ADVANCE AND ACCOMPLISH THE FOUNDATION'S EXEMPT PURPOSE

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

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

OMB No. 1545-0047

2013**Name of the organization****THE HERMITAGE FOUNDATION****Employer identification number****54-0505909****Organization type (check one):****Filers of:****Section:**

Form 990 or 990-EZ

 501(c)() (enter number) organization 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation 527 political organization

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year

► \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization

THE HERMITAGE FOUNDATION

Employer identification number

54-0505909

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	DR. GORDON STOKES 1701 CLONCURRY ROAD NORFOLK, VA 23505	\$ 5,000.	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions.)</small>
2	OVERSEAS KOREAN CULTURAL HERITAGE 12F ACE TOWER, 92 TONGIL-RO SEOUL, JUNG-GU, KOREA, SOUTH	\$ 200,000.	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions.)</small>
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions.)</small>
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions.)</small>
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions.)</small>
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions.)</small>
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions.)</small>
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions.)</small>

Name of organization

THE HERMITAGE FOUNDATION

Employer identification number

54-0505909

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____

Name of organization

Employer identification number

THE HERMITAGE FOUNDATION

Part III *Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once) ► \$ _____*
Use duplicate copies of Part III if additional space is needed.

FORM 990-PF

DIVIDENDS AND INTEREST FROM SECURITIES

STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
INVESTMENT INCOME	58,103.	0.	58,103.	58,103.	58,103.
TO PART I, LINE 4	58,103.	0.	58,103.	58,103.	58,103.

FORM 990-PF

RENTAL INCOME

STATEMENT 2

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
FACILITY FOR SPECIAL EVENTS	1	51,679.
COTTAGE ON MUSEUM PREMISES	2	6,107.
TOTAL TO FORM 990-PF, PART I, LINE 5A		57,786.

FORM 990-PF

OTHER INCOME

STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
ADMISSION CHARGES	5,251.	0.	5,251.
ART SCHOOL FEES	23,878.	0.	23,878.
COMMISSIONS	1,349.	0.	1,349.
MUSEUM EVENTS	24,585.	0.	24,585.
MISCELLANEOUS	1,692.	0.	1,692.
MEMBERSHIP DUES AND ASSESSMENTS	16,035.	0.	16,035.
TOTAL TO FORM 990-PF, PART I, LINE 11	72,790.	0.	72,790.

FORM 990-PF

ACCOUNTING FEES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL & ACCOUNTING FEES	22,208.	0.	25,528.	<3,320.>
TO FORM 990-PF, PG 1, LN 16B	22,208.	0.	25,528.	<3,320.>

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	5,000.	5,000.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	5,000.	5,000.	0.	0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONTRACT SERVICES	28,395.	0.	3,085.	25,310.
INSURANCE	37,411.	0.	0.	37,411.
UTILITIES	19,950.	0.	0.	19,950.
PROMOTIONS & PUBLICITY	35,759.	0.	0.	35,759.
REPAIRS AND MAINTENANCE	25,620.	0.	11,903.	13,717.
EXHIBITIONS	5,470.	0.	0.	5,470.
SPECIAL EVENTS	31,774.	0.	23,046.	8,728.
SECURITY	626.	0.	0.	626.
LECTURE FEES AND EXPENSES	4,517.	0.	0.	4,517.
TELEPHONE	3,140.	0.	3,140.	0.
SUPPLIES AND OTHER	32,891.	0.	10,869.	22,022.
MISCELLANEOUS	10,635.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 23	236,188.	0.	52,043.	173,510.

FORM 990-PF

CORPORATE STOCK

STATEMENT

7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS	2,571,660.	2,571,660.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,571,660.	2,571,660.

FORM 990-PF

CORPORATE BONDS

STATEMENT

8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	758,676.	758,676.
TOTAL TO FORM 990-PF, PART II, LINE 10C	758,676.	758,676.

FORM 990-PF

OTHER ASSETS

STATEMENT

9

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ART COLLECTION	1.	1.	1.
AUXILIARY INVESTMENTS	102,672.	105,170.	105,170.
OTHER	0.	8,673.	8,673.
EXHIBITS	0.	3,500.	3,500.
TO FORM 990-PF, PART II, LINE 15	102,673.	117,344.	117,344.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 10

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JOHN B. MEEK 7637 NORTH SHORE ROAD NORFOLK, VA 23505	EXECUTIVE DIRECTOR (INTERI 5.00	1,000.	0.	0.
ELEANOR A. LEWIS 7637 NORTH SHORE ROAD NORFOLK, VA 23505	TRUSTEE 5.00	0.	0.	0.
JEN DUNCAN 7637 NORTH SHORE ROAD NORFOLK, VA 23505	EXECUTIVE DIRECTOR 40.00	36,239.	0.	0.
BENJAMIN J. COTTRELL, V 7637 NORTH SHORE ROAD NORFOLK, VA 23505	TRUSTEE 5.00	0.	0.	0.
ROBERT E. GARRIS, JR 7637 NORTH SHORE ROAD NORFOLK, VA 23505	PRESIDENT AND TRUSTEE 5.00	0.	0.	0.
F. NASH BILISOLY 7637 NORTH SHORE ROAD NORFOLK, VA 23505	TRUSTEE 5.00	0.	0.	0.
NANCY MARTIN 7637 NORTH SHORE ROAD NORFOLK, VA 23505	TRUSTEE 5.00	0.	0.	0.
CHRISTINE GRIM NEIKIRK 7637 NORTH SHORE ROAD NORFOLK, VA 23505	VICE PRESIDENT AND TRUSTEE 5.00	0.	0.	0.
BARBARA HAMM LEE 7637 NORTH SHORE ROAD NORFOLK, VA 23505	TRUSTEE 5.00	0.	0.	0.
KERRI R STOKES 7637 NORTH SHORE ROAD NORFOLK, VA 23505	TRUSTEE 5.00	0.	0.	0.
JAMES A VALONE 7637 NORTH SHORE ROAD NORFOLK, VA 23505	TRUSTEE 5.00	0.	0.	0.

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WILLIAM S. HULL
7637 NORTH SHORE ROAD
NORFOLK, VA 23505

EX OFFICIO TRUSTEE
5.00 0. 0. 0.

HENRY U. HARRIS, III
7637 NORTH SHORE ROAD
NORFOLK, VA 23505

TRUSTEE
5.00 0. 0. 0.

JENNIFER W. MOORE
7637 NORTH SHORE ROAD
NORFOLK, VA 23505

TRUSTEE
5.00 0. 0. 0.

NANCY H. NUSBAUM
7637 NORTH SHORE ROAD
NORFOLK, VA 23505

SECRETARY AND TRUSTEE
5.00 0. 0. 0.

OLIN L. WALDEN
7637 NORTH SHORE ROAD
NORFOLK, VA 23505

TREASURER AND TRUSTEE
5.00 0. 0. 0.

STEVEN P. BLASHFIELD
7637 NORTH SHORE ROAD
NORFOLK, VA 23505

TRUSTEE
5.00 0. 0. 0.

NANCY W. BRANCH
7637 NORTH SHORE ROAD
NORFOLK, VA 23505

TRUSTEE
5.00 0. 0. 0.

PAM Q. COMBS
7637 NORTH SHORE ROAD
NORFOLK, VA 23505

TRUSTEE
5.00 0. 0. 0.

ALEX D. ERVING
7637 NORTH SHORE ROAD
NORFOLK, VA 23505

TRUSTEE
5.00 0. 0. 0.

TRISH R. PFEIFER
7637 NORTH SHORE ROAD
NORFOLK, VA 23505

TRUSTEE
5.00 0. 0. 0.

SUSAN M. ROADY
7637 NORTH SHORE ROAD
NORFOLK, VA 23505

TRUSTEE
5.00 0. 0. 0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

37,239. 0. 0.