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Form **990**Department of the Treasury
Internal Revenue Service**Return of Organization Exempt From Income Tax**

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

Do not enter Social Security numbers on this form as it may be made public.

Information about Form 990 and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013Open to Public
Inspection**A For the 2013 calendar year, or tax year beginning and ending****B** Check if applicable

- ☐ Address change
☐ Name change
☐ Initial return
☐ Terminated
☐ Amended return
☐ Application pending

C Name of organization**VIRGINIA STUDENT AID FOUNDATION INC**Doing Business As **VIRGINIA ATHLETICS FOUNDATION**

Number and street (or P.O. box if mail is not delivered to street address) Room/suite

PO BOX 400833

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

CHARLOTTESVILLE, VA 22904-4833**F** Name and address of principal officer **DIRK P. KATSTRA****SAME AS C ABOVE****D** Employer identification number**54-0517188****E** Telephone number**434-982-5555****G** Gross receipts \$**23,361,030.****H(a)** Is this a group returnfor subordinates? ☐ Yes ☒ No**H(b)** Are all subordinates included? ☐ Yes ☐ No

If "No," attach a list (see instructions)

H(c) Group exemption number**I** Tax-exempt status ☒ 501(c)(3) ☐ 501(c) () (insert no.) ☐ 4947(a)(1) or ☐ 527**J** Website: **WWW.VIRGINIAATHLETICSFOUNDATION.COM****K** Form of organization: ☒ Corporation ☐ Trust ☐ Association ☐ Other**L** Year of formation: **1949** **M** State of legal domicile: **VA****Part I Summary**

1 Briefly describe the organization's mission or most significant activities SEE SCHEDULE O	
2 Check this box ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets.	
3 Number of voting members of the governing body (Part VI, line 1a)	3 23
4 Number of independent voting members of the governing body (Part VI, line 1b)	4 22
5 Total number of individuals employed in calendar year 2013 (Part V, line 2a)	5 80
6 Total number of volunteers (estimate if necessary)	6 19
7a Total unrelated business revenue from Part VIII, column (C), line 12	7a 0.
b Net unrelated business taxable income from Form 990-E, line 34	7b 0.
8 Contributions and grants (Part VIII, line 1a)	Prior Year 24,217,998. Current Year 20,811,261.
9 Program service revenue (Part VIII, line 2g)	832,750. 863,033.
10 Investment income (Part VIII, column (A), lines 3-4 and 7d)	78,631. 25,057.
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8, 9c, 10c, and 11e)	1,748. 45,600.
12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	25,131,127. 21,744,951.
13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	36,557,599. 29,922,691.
14 Benefits paid to or for members (Part IX, column (A), line 4)	0. 0.
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	1,743,044. 1,860,805.
16a Professional fundraising fees (Part IX, column (A), line 11e)	0. 0.
b Total fundraising expenses (Part IX, column (D), line 25) 1,886,072.	
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	1,859,280. 2,442,767.
18 Total expenses - Add lines 13-17 (must equal Part IX, column (A), line 25)	40,159,923. 34,226,263.
19 Revenue less expenses - Subtract line 18 from line 12	-15,028,796. -12,481,312.
20 Total assets (Part X, line 16)	Beginning of Current Year 98,409,610. End of Year 96,596,413.
21 Total liabilities (Part X, line 26)	1,410,061. 1,319,987.
22 Net assets or fund balances - Subtract line 21 from line 20	96,999,549. 95,276,426.

Part II Signature Block

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 officer) is based on all information of which preparer has any knowledge.

Sign Here Signature of officer **DIRK P. KATSTRA, EXECUTIVE DIRECTOR** Date **8/12/14**

Paid Preparer Print/Type preparer's name **ALFRED L. LAYNE, JR.** Preparer's signature **Alfred L. Layne, Jr.** Date **8/12/14** Check if self-employed ☐ PTIN **P00320179**

Use Only Firm's name **HANTZMON WIEBEL LLP, CPA'S** Firm's EIN **54-0618213**

Firm's address **818 E. JEFFERSON ST., P.O. BOX 1408 CHARLOTTESVILLE, VA 22902** Phone no. **(434) 296-2156**

May the IRS discuss this return with the preparer shown above? (see instructions)

☒ Yes ☐ No

SCANNER: SEP 09 2014

617
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Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response or note to any line in this Part III ☐**1** Briefly describe the organization's mission

THE VIRGINIA ATHLETICS FOUNDATION, THROUGH ITS FUND-RAISING EFFORTS, STRIVES TO SUPPORT A PREEMINENT INTERCOLLEGIATE ATHLETICS PROGRAM AT THE UNIVERSITY OF VIRGINIA BY PROVIDING STUDENT-ATHLETES THE OPPORTUNITY TO ACHIEVE ACADEMIC AND ATHLETIC EXCELLENCE.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? ☐ Yes ☒ No

If "Yes," describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? ☐ Yes ☒ No

If "Yes," describe these changes on Schedule O

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a (Code) (Expenses \$ 15,622,039. including grants of \$ 15,500,768.) (Revenue \$)
THE FOUNDATION'S PRIMARY PURPOSE IS TO PROVIDE SCHOLARSHIPS AND ACADEMIC AFFAIRS SUPPORT FOR STUDENT ATHLETES. THE FOUNDATION PROVIDES THE MAXIMUM FUNDING ALLOWED BY THE NCAA FOR ALL 25 VARSITY TEAMS' STUDENT-ATHLETE SCHOLARSHIPS AT THE UNIVERSITY OF VIRGINIA. ADDITIONALLY, THE FOUNDATION PROVIDES SUPPORT FOR STUDENT-ATHLETE ACADEMIC ADVISING AT THE UNIVERSITY. THIS YEAR 637 STUDENT ATHLETES AT THE UNIVERSITY OF VIRGINIA BENEFITED FROM THIS SUPPORT.

4b (Code) (Expenses \$ 14,964,513. including grants of \$ 14,421,923.) (Revenue \$)
THE FOUNDATION RAISES FUNDS ON BEHALF OF THE UNIVERSITY OF VIRGINIA TO FUND IMPROVEMENTS TO THE UNIVERSITY'S ATHLETICS FACILITIES AND TO SUPPLEMENT OPERATIONAL NEEDS OF THE ATHLETICS DEPARTMENT PROGRAM.

4c (Code) (Expenses \$ 661,786. including grants of \$) (Revenue \$ 185,891.)
THE FOUNDATION PROVIDES INFORMATIONAL SERVICES TO ITS MEMBERS AND TO THE GENERAL PUBLIC. IN ADDITION, IT PROVIDES ANCILLARY SUPPORT TO THE ATHLETIC PROGRAMS OF THE UNIVERSITY OF VIRGINIA.

4d Other program services (Describe in Schedule O)

(Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses 31,248,338.

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Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	X	
2 Is the organization required to complete Schedule B, Schedule of Contributors?	X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>		X
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>		X
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>		X
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>		X
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>	X	
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>	X	
b Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>	X	
c Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>		X
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>	X	
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	X	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>	X	
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>	X	
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>		X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a Did the organization maintain an office, employees, or agents outside of the United States?		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>		X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? <i>If "Yes," complete Schedule F, Parts II and IV</i>		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? <i>If "Yes," complete Schedule F, Parts III and IV</i>		X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>		X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>	X	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

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Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or government on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II	X	
22 Did the organization report more than \$5,000 of grants or other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III		X
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J	X	
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a		X
24b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
24c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
24d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I		X
25b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I		X
26 Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? If so, complete Schedule L, Part II		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part III		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)		
28a A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV		X
28b A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV		X
28c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV		X
29 Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	X	
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I		X
34 Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1	X	
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
35b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2		
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2		X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19?	X	

Note. All Form 990 filers are required to complete Schedule O

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Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck if Schedule O contains a response or note to any line in this Part V ☐

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.	18	
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	0	
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return.	80	
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).	X	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?		X
b	If "Yes," has it filed a Form 990-T for this year? If "No," to line 3b, provide an explanation in Schedule O.		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		X
b	If "Yes," enter the name of the foreign country. See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7	Organizations that may receive deductible contributions under section 170(c).		
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	X	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	X	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
d	If "Yes," indicate the number of Forms 8282 filed during the year.		
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
9	Sponsoring organizations maintaining donor advised funds.		
a	Did the organization make any taxable distributions under section 4966?		
b	Did the organization make a distribution to a donor, donor advisor, or related person?		
10	Section 501(c)(7) organizations. Enter		
a	Initiation fees and capital contributions included on Part VIII, line 12.		
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.		
11	Section 501(c)(12) organizations. Enter		
a	Gross income from members or shareholders.		
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year.		
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.		
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans.		
c	Enter the amount of reserves on hand.		
14a	Did the organization receive any payments for indoor tanning services during the tax year?		X
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.		

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Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response or note to any line in this Part VI

☒**Section A. Governing Body and Management**

	Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.	23	
b Enter the number of voting members included in line 1a, above, who are independent	22	
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		X
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?		X
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
5 Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6 Did the organization have members or stockholders?		X
7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	X	
b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	X	
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a The governing body?	X	
b Each committee with authority to act on behalf of the governing body?	X	
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		X

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

	Yes	No
10a Did the organization have local chapters, branches, or affiliates?		X
b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?		
11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	X	
b Describe in Schedule O the process, if any, used by the organization to review this Form 990		
12a Did the organization have a written conflict of interest policy? If "No," go to line 13	X	
b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	X	
13 Did the organization have a written whistleblower policy?	X	
14 Did the organization have a written document retention and destruction policy?	X	
15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a The organization's CEO, Executive Director, or top management official	X	
b Other officers or key employees of the organization		X
If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions)		
16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		X
b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?		

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed **SEE SCHEDULE O**

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
☐ Own website ☐ Another's website ☐ Upon request ☒ Other (explain in Schedule O)

19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: **FOUNDATION OFFICE - 434-982-5555**
PO BOX 400833, CHARLOTTESVILLE, VA 22904-4833

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent ContractorsCheck if Schedule O contains a response or note to any line in this Part VII ☐**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees****1a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former** directors or trustees that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

☐ Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) DIRK P KATSTRA EXEC DIRECTOR, SEC/TREAS	40.00	X		X				214,627.	0.	40,662.
(2) DANIEL R ABRAMSON TRUSTEE	1.00	X						0.	0.	0.
(3) RICHARD L BOOTH, JR TRUSTEE	1.00	X						0.	0.	0.
(4) RONALD L CAREY, JR TRUSTEE	1.00	X						0.	0.	0.
(5) SCOTT A DOCKTER VICE PRESIDENT/TRUSTEE	1.00	X		X				0.	0.	0.
(6) ROGER E EMORY, MD TRUSTEE	1.00	X						0.	0.	0.
(7) BARBOUR T FARINHOLT PRESIDENT/TRUSTEE	1.00	X		X				0.	0.	0.
(8) JACK E FOCKLER, JR TRUSTEE	1.00	X						0.	0.	0.
(9) MARVIN W GILLIAM, JR TRUSTEE	1.00	X						0.	0.	0.
(10) BENJAMIN B HANKINS, JR TRUSTEE	1.00	X						0.	0.	0.
(11) BARRY D KOVAL PAST PRESIDENT/TRUSTEE	1.00	X						0.	0.	0.
(12) RYAN P KUEHL TRUSTEE	1.00	X						0.	0.	0.
(13) GREGORY S LEDFORD TRUSTEE	1.00	X						0.	0.	0.
(14) CRAIG K LITTLEPAGE TRUSTEE	1.00	X						0.	0.	0.
(15) T RICHARD LITTON, JR TRUSTEE	1.00	X						0.	0.	0.
(16) E CHARLES LONGLEY, JR TRUSTEE	1.00	X						0.	0.	0.
(17) DOUGLAS S LUKE TRUSTEE	1.00	X						0.	0.	0.

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) ALAN A MCCLURE TRUSTEE	1.00	X						0.	0.	0.
(19) JULIANA SCHULTE O'REILLY TRUSTEE	1.00	X						0.	0.	0.
(20) BARRY L PARKHILL TRUSTEE	1.00	X						0.	0.	0.
(21) ANNE CARTER SMITH TRUSTEE	1.00	X						0.	0.	0.
(22) ROBERT D SWEENEY TRUSTEE	1.00	X						0.	0.	0.
(23) WILLIAM L TYSON TRUSTEE	1.00	X						0.	0.	0.
(24) R PETER KILBURN ASSOC DIRECTOR	40.00					X		114,053.	0.	22,406.
(25) HEATHER L TROUDT ASSOC DIRECTOR	40.00					X		101,873.	0.	15,094.
1b Sub-total								430,553.	0.	78,162.
c Total from continuation sheets to Part VII, Section A								0.	0.	0.
d Total (add lines 1b and 1c)								430,553.	0.	78,162.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **3**

- 3 Did the organization list any **former** officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual
- 4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual
- 5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person

	Yes	No
3		X
4	X	
5		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
ADVENT 2316 CRUZEN ST., NASHVILLE, TN 37211	PROJECT DESIGN	476,768.
COMAN PUBLISHING INC, 324 BLACKWELL ST., SUITE 560, DURHAM, NC 27701	MAGAZINE PUBLISHING	151,849.
UNIVERSITY OF VIRGINIA INVESTMENT MNGT, CO. 360 RAY HUNT DR., SUITE 400, CHARLOTTESVILLE	INVESTMENT MANAGEMENT	144,493.
VIRGINIA NATIONAL BANK MERCHANT SERVICES P.O. BOX 31129, TAMPA, FL 33631	VISA CC PROCESSING FEES	105,515.

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization **4**

Part VIII Statement of RevenueCheck if Schedule O contains a response or note to any line in this Part VIII ☐

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514	
Contributions, Gifts, Grants and Other Similar Amounts	1 a	Federated campaigns	1a				
	b	Membership dues	1b				
	c	Fundraising events	1c	43,236.			
	d	Related organizations	1d				
	e	Government grants (contributions)	1e				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	20,768,025.			
	g	Noncash contributions included in lines 1a-1f \$		1,860,621.			
	h	Total. Add lines 1a-1f		20,811,261.			
	Program Service Revenue	Business Code					
2 a		PARKING LOT REVENUE	812930	677,142.		677,142.	
b		OTHER PGM SVC REVENUE	900099	185,891.	185,891.		
c							
d							
e							
f		All other program service revenue					
g		Total. Add lines 2a-2f		863,033.			
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		28,479.		28,479.	
	4	Income from investment of tax-exempt bond proceeds					
	5	Royalties					
	6 a	Gross rents	(i) Real	(ii) Personal			
	b	Less. rental expenses					
	c	Rental income or (loss)					
	d	Net rental income or (loss)					
7 a	Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
b	Less. cost or other basis and sales expenses						
c	Gain or (loss)						
d	Net gain or (loss)						
8 a	Gross income from fundraising events (not including \$ 43,236. of contributions reported on line 1c) See Part IV, line 18	a		146,691.			
		b		101,091.			
		c					
9 a	Gross income from gaming activities See Part IV, line 19	a					
		b					
		c					
10 a	Gross sales of inventory, less returns and allowances	a					
		b					
		c					
Miscellaneous Revenue		Business Code					
11 a							
12	Total revenue. See instructions.			21,744,951.	185,891.	0.	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response or note to any line in this Part IX ☐

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	29,922,691.	29,922,691.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	255,289.	63,822.	127,645.	63,822.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	1,189,039.	330,535.	289,548.	568,956.
7 Other salaries and wages				
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	100,445.	27,986.	23,872.	48,587.
9 Other employee benefits	216,750.	59,846.	56,504.	100,400.
10 Payroll taxes	99,282.	27,177.	28,044.	44,061.
11 Fees for services (non-employees):				
a Management				
b Legal	180.		180.	
c Accounting	46,000.		46,000.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees	144,493.		144,493.	
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	3,366.		3,366.	
12 Advertising and promotion	1,399,641.	759,329.	83,471.	556,841.
13 Office expenses	112,285.	22,836.	39,010.	50,439.
14 Information technology	86,095.	17,219.	19,802.	49,074.
15 Royalties				
16 Occupancy				
17 Travel	176,964.	8,848.		168,116.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	24,701.		24,701.	
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	12,494.		12,494.	
23 Insurance	23,740.	4,734.	19,006.	
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a CAPITAL CAMPAIGN COSTS	235,776.			235,776.
b CREDIT CARD FEES	160,405.		160,405.	
c MISCELLANEOUS	16,627.	3,315.	13,312.	
d				
e All other expenses				
25 Total functional expenses. Add lines 1 through 24e	34,226,263.	31,248,338.	1,091,853.	1,886,072.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

Check here ☐ if following SOP 98-2 (ASC 958-720)

Part X Balance SheetCheck if Schedule O contains a response or note to any line in this Part X ☐

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing		1	
	2 Savings and temporary cash investments	4,543,283.	2	7,694,341.
	3 Pledges and grants receivable, net	25,342,068.	3	14,969,964.
	4 Accounts receivable, net	197,607.	4	6,621.
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr) Complete Part II of Sch L		6	
	7 Notes and loans receivable, net	170,000.	7	170,000.
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges		9	
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a 69,463.		
	b Less: accumulated depreciation	10b 53,602.	10c 23,663.	15,861.
	11 Investments - publicly traded securities	317,012.	11	197,641.
	12 Investments - other securities See Part IV, line 11	60,723,556.	12	65,186,212.
	13 Investments - program-related See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets See Part IV, line 11	7,092,421.	15	8,355,773.
16 Total assets. Add lines 1 through 15 (must equal line 34)	98,409,610.	16	96,596,413.	
Liabilities	17 Accounts payable and accrued expenses	143,459.	17	208,516.
	18 Grants payable		18	
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability Complete Part IV of Schedule D		21	
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D	1,266,602.	25	1,111,471.
	26 Total liabilities. Add lines 17 through 25	1,410,061.	26	1,319,987.
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here ☒ and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	29,048,076.	27	32,147,004.
	28 Temporarily restricted net assets	35,998,127.	28	29,790,931.
	29 Permanently restricted net assets	31,953,346.	29	33,338,491.
	Organizations that do not follow SFAS 117 (ASC 958), check here ☐ and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
33 Total net assets or fund balances	96,999,549.	33	95,276,426.	
34 Total liabilities and net assets/fund balances	98,409,610.	34	96,596,413.	

Form 990 (2013)

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response or note to any line in this Part XI

☒

1	Total revenue (must equal Part VIII, column (A), line 12)	1	21,744,951.
2	Total expenses (must equal Part IX, column (A), line 25)	2	34,226,263.
3	Revenue less expenses Subtract line 2 from line 1	3	-12,481,312.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	96,999,549.
5	Net unrealized gains (losses) on investments	5	9,936,189.
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	822,000.
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	95,276,426.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response or note to any line in this Part XII

☒

	Yes	No
1 Accounting method used to prepare the Form 990 ☐ Cash ☒ Accrual ☐ Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both ☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis		X
b Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both ☒ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis	X	
c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	X	
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		X
b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

Form 990 (2013)

Department of the Treasury
Internal Revenue Service

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.
▶ Attach to Form 990 or Form 990-EZ.

OMB No 1545-0047

2013

Open to Public Inspection

VIRGINIA STUDENT AID FOUNDATION INC

54-0517188

1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**

2 ☐ A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E)

3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**

4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state: _____

5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II)

6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**

7 ☒ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II)

8 ☐ A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II)

9 ☐ An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2).** (Complete Part III)

10 ☐ An organization organized and operated exclusively to test for public safety. See **section 509(a)(4).**

11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h

a ☐ Type I b ☐ Type II c ☐ Type III - Functionally integrated d ☐ Type III - Non-functionally integrated

e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)

f ☐ If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?

(ii) A family member of a person described in (i) above?

(iii) A 35% controlled entity of a person described in (i) or (ii) above?

h Provide the following information about the supported organization(s)

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

[illegible]

Schedule A (Form 990 or 990-EZ) 2013

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	41,938,626.	21,688,689.	28,893,795.	24,217,998.	20,811,261.	137,550,369.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge	48,125.	45,000.	48,125.	48,125.	48,125.	237,500.
4 Total. Add lines 1 through 3	41,986,751.	21,733,689.	28,941,920.	24,266,123.	20,859,386.	137,787,869.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						31,412,483.
6 Public support. Subtract line 5 from line 4						106,375,386.

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
7 Amounts from line 4	41,986,751.	21,733,689.	28,941,920.	24,266,123.	20,859,386.	137,787,869.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	85,318.	47,233.	50,224.	76,991.	28,479.	288,245.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets. (Explain in Part IV.)						
11 Total support. Add lines 7 through 10						138,076,114.
12 Gross receipts from related activities, etc. (see instructions)					12	3,958,561.
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ► ☐						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2013 (line 6, column (f) divided by line 11, column (f))	14	77.04 %
15 Public support percentage from 2012 Schedule A, Part II, line 14	15	76.00 %
16a 33 1/3% support test - 2013. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ► ☒		
b 33 1/3% support test - 2012. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ► ☐		
17a 10% -facts-and-circumstances test - 2013. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ► ☐		
b 10% -facts-and-circumstances test - 2012. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ► ☐		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ► ☐		

Schedule A (Form 990 or 990-EZ) 2013

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 Total support (Add lines 9, 10c, 11, and 12)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ☐						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2013 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2012 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2013 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2012 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2013. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ☐

b 33 1/3% support tests - 2012. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ☐

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ☐

Part IV

Supplemental Information. Provide the explanations required by Part II, line 10, Part II, line 17a or 17b, and Part III, line 12.

Also complete this part for any additional information (See instructions)

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.
▶ Attach to Form 990.

▶ Information about Schedule D (Form 990) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Open to Public
Inspection

Name of the organization

VIRGINIA STUDENT AID FOUNDATION INC

Employer identification number

54-0517188

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the

organization answered "Yes" to Form 990, Part IV, line 6

	(a) Donor advised funds	(b) Funds and other accounts
1		
2		
3		
4		

1 Total number at end of year

2 Aggregate contributions to (during year)

3 Aggregate grants from (during year)

4 Aggregate value at end of year

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?

☐ Yes ☐ No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?

☐ Yes ☐ No

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7

1 Purpose(s) of conservation easements held by the organization (check all that apply)

☐ Preservation of land for public use (e.g., recreation or education)

☐ Preservation of an historically important land area

☐ Protection of natural habitat

☐ Preservation of a certified historic structure

☐ Preservation of open space

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

a Total number of conservation easements

b Total acreage restricted by conservation easements

c Number of conservation easements on a certified historic structure included in (a)

d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register

	Held at the End of the Tax Year
2a	
2b	
2c	
2d	

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶

4 Number of states where property subject to conservation easement is located ▶

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?

☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?

☐ Yes ☐ No

9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenues included in Form 990, Part VIII, line 1

▶ \$

(ii) Assets included in Form 990, Part X

▶ \$

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items

a Revenues included in Form 990, Part VIII, line 1

▶ \$

b Assets included in Form 990, Part X

▶ \$

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply).

- a ☐ Public exhibition
 b ☐ Scholarly research
 c ☐ Preservation for future generations

- d ☐ Loan or exchange programs
 e ☐ Other _____

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets

to be sold to raise funds rather than to be maintained as part of the organization's collection?

☐ Yes

☐ No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?

☐ Yes

☐ No

b If "Yes," explain the arrangement in Part XIII and complete the following table

	Amount
1c	
1d	
1e	
1f	

c Beginning balance

d Additions during the year

e Distributions during the year

f Ending balance

2a Did the organization include an amount on Form 990, Part X, line 21?

☐ Yes

☐ No

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII ☐

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	60,688,170.	57,304,847.	58,272,706.	53,852,923.	47,291,199.
b Contributions	693,937.	1,182,476.	1,199,235.	887,482.	1,250,522.
c Net investment earnings, gains, and losses	9,936,189.	8,224,237.	4,021,800.	8,318,974.	8,619,542.
d Grants or scholarships					
e Other expenditures for facilities and programs	6,022,071.	5,890,582.	6,032,298.	4,629,490.	3,170,522.
f Administrative expenses	144,493.	132,808.	156,596.	157,183.	137,818.
g End of year balance	65,151,732.	60,688,170.	57,304,847.	58,272,706.	53,852,923.

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as

a Board designated or quasi-endowment ▶ 41.30 %

b Permanent endowment ▶ 40.60 %

c Temporarily restricted endowment ▶ 18.10 %

The percentages in lines 2a, 2b, and 2c should equal 100%

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by.

(i) unrelated organizations

(ii) related organizations

	Yes	No
3a(i)	X	
3a(ii)		X
3b		

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

4 Describe in Part XIII the intended uses of the organization's endowment funds

Part VI Land, Buildings, and Equipment.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11a. See Form 990, Part X, line 10

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment				
e Other		69,463.	53,602.	15,861.
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c)) ▶				15,861.

Schedule D (Form 990) 2013

Part VII Investments - Other Securities.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11b See Form 990, Part X, line 12

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) 8,791.0090 SHS UVIMCO		
(B) LONG-TERM POOL	65,151,732.	END-OF-YEAR MARKET VALUE
(C) OTHER INVESTMENTS	34,480.	END-OF-YEAR MARKET VALUE
(D)		
(E)		
(F)		
(G)		
(H)		
Total (Col. (b) must equal Form 990, Part X, col. (B) line 12.) ▶	65,186,212.	

Part VIII Investments - Program Related.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11c See Form 990, Part X, line 13

(a) Description of investment	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
Total (Col. (b) must equal Form 990, Part X, col. (B) line 13.) ▶		

Part IX Other Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11d See Form 990, Part X, line 15

(a) Description	(b) Book value
(1) CASH VALUE - LIFE INSURANCE	976,706.
(2) INTEREST RECEIVABLE	33,915.
(3) RECEIVABLES FROM REMAINDER TRUSTS	5,869,000.
(4) DUE FROM THE UNIVERSITY OF VIRGINIA	1,032,289.
(5) CASH RESTRICTED FOR LONG-TERM PURPOSES	443,863.
(6)	
(7)	
(8)	
(9)	
Total (Column (b) must equal Form 990, Part X, col. (B) line 15.) ▶	8,355,773.

Part X Other Liabilities.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11e or 11f See Form 990, Part X, line 25

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) DEFERRED COMPENSATION	401,556.
(3) REFUNDABLE DEPOSITS	352,709.
(4) DUE TO THE UNIVERSITY OF VIRGINIA	357,206.
(5)	
(6)	
(7)	
(8)	
(9)	
Total (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	1,111,471.

2. Liability for uncertain tax positions. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII ☒

Schedule D (Form 990) 2013

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return.

Complete if the organization answered "Yes" to Form 990, Part IV, line 12a

1	Total revenue, gains, and other support per audited financial statements	1	32,526,285.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	9,936,189.
b	Donated services and use of facilities	2b	63,125.
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII)	2d	822,000.
e	Add lines 2a through 2d	2e	10,821,314.
3	Subtract line 2e from line 1	3	21,704,971.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	144,493.
b	Other (Describe in Part XIII)	4b	-104,513.
c	Add lines 4a and 4b	4c	39,980.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	21,744,951.

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return.

Complete if the organization answered "Yes" to Form 990, Part IV, line 12a

1	Total expenses and losses per audited financial statements	1	34,249,408.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities	2a	63,125.
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII)	2d	
e	Add lines 2a through 2d	2e	63,125.
3	Subtract line 2e from line 1	3	34,186,283.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	144,493.
b	Other (Describe in Part XIII)	4b	-104,513.
c	Add lines 4a and 4b	4c	39,980.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	34,226,263.

Part XIII Supplemental Information.

Provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, lines 2d and 4b, and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

PART V, LINE 4:**EXPLANATION: THE ENDOWMENT INCLUDES BOTH DONOR-RESTRICTED ENDOWMENTS****ESTABLISHED FOR ATHLETIC SCHOLARSHIPS AND OPERATIONAL USES AS WELL AS****FUNDS DESIGNATED BY THE BOARD OF TRUSTEES TO FUNCTION AS ENDOWMENTS. THE****FOUNDATION BOARD AUTHORIZES SPENDING FROM THE ENDOWMENT ANNUALLY BASED ON****A TARGET RATE TIED TO THE UNIVERSITY OF VIRGINIA'S ENDOWMENT SPENDING****POLICY. DISTRIBUTIONS ARE USED TO FUND ATHLETIC SCHOLARSHIPS OR****OPERATIONAL SUPPORT TO FURTHER UNIVERSITY ATHLETIC OPERATIONS ACCORDING TO****DONOR STIPULATIONS OR THE ABSENCE THEREOF.****PART X, LINE 2:****EXPLANATION: THE FOUNDATION HAS REVIEWED AND EVALUATED THE RELEVANT**

Part XIII Supplemental Information (continued)

TECHNICAL MERITS OF EACH OF ITS TAX POSITIONS IN ACCORDANCE WITH GUIDANCE ESTABLISHED BY THE FASB AND DETERMINED THAT THERE ARE NO UNCERTAIN TAX POSITIONS THAT WOULD HAVE A MATERIAL IMPACT ON THE FINANCIAL STATEMENTS OF THE FOUNDATION.

PART XI, LINE 2D - OTHER ADJUSTMENTS:

CHANGE IN VALUE OF SPLIT INTEREST AGREEMENTS 822,000.

PART XI, LINE 4B - OTHER ADJUSTMENTS:

EXPENSES NETTED AGAINST REVENUE ON FORM 990 -104,513.

PART XII, LINE 4B - OTHER ADJUSTMENTS:

EXPENSES NETTED AGAINST REVENUE ON FORM 990 -104,513.

PART V, LINE 3

EXPLANATION: ENDOWMENT FUNDS

THE FOUNDATION'S ENDOWMENT FUNDS ARE HELD AND INVESTED BY THE UNIVERSITY OF VIRGINIA INVESTMENT MANAGEMENT COMPANY (UVIMCO). THE FOUNDATION'S BOARD AUTHORIZES ANNUAL SPENDING FROM THE ENDOWMENT FUNDS.

PART XI, LINE 4

EXPLANATION: RECONCILIATION OF CHANGE IN NET ASSETS

THE FOUNDATION INVESTS IN A "POOLED INCOME FUND" ADMINISTARTED BY UVIMCO, A 501(C)(3) ORGANIZATION. THE FOUNDATION INVESTS IN UNITS WHICH ARE ADJUSTED TO MARKET VALUE ON A PERIODIC BASIS. GAINS AND LOSSES ARE DETERMINED TO BE UNREALIZED BASED ON CHANGES IN SUCH UNIT VALUES.

Department of the Treasury
Internal Revenue Service

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.

▶ Information about Schedule G (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

2013

Open To Public Inspection

Name of the organization

VIRGINIA STUDENT AID FOUNDATION INC

Employer identification number

54-0517188

Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17. Form 990-EZ filers are not required to complete this part.

- a** ☐ Mail solicitations
b ☐ Internet and email solicitations
c ☐ Phone solicitations
d ☐ In-person solicitations

- e ☐ Solicitation of non-government grants
f ☐ Solicitation of government grants
g ☐ Special fundraising events

- 2 a** Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services?

☐ **Yes**☐ No

- b** If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
Total						

3 List all states in which the organization is registered or licensed to solicit contributions or has been notified it is exempt from registration or licensing

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

	(a) Event #1 DINNER/AUCTION	(b) Event #2 FOUNDRY GOLF TOURNAMENT	(c) Other events NONE	(d) Total events (add col (a) through col (c))
	(event type)	(event type)	(total number)	
Revenue				
1 Gross receipts	144,787.	45,140.	0	189,927.
2 Less Contributions	27,360.	15,876.		43,236.
3 Gross income (line 1 minus line 2)	117,427.	29,264.		146,691.
Direct Expenses				
4 Cash prizes				
5 Noncash prizes				
6 Rent/facility costs	11,364.	1,500.		12,864.
7 Food and beverages	24,206.	12,489.		36,695.
8 Entertainment	7,226.			7,226.
9 Other direct expenses	33,763.	10,543.		44,306.
10 Direct expense summary. Add lines 4 through 9 in column (d)				101,091.
11 Net income summary. Subtract line 10 from line 3, column (d)				45,600.

Part III Gaming. Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

	(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col (a) through col (c))
Revenue				
1 Gross revenue				
Direct Expenses				
2 Cash prizes				
3 Noncash prizes				
4 Rent/facility costs				
5 Other direct expenses				
6 Volunteer labor	☐ Yes _____ % ☐ No	☐ Yes _____ % ☐ No	☐ Yes _____ % ☐ No	
7 Direct expense summary. Add lines 2 through 5 in column (d)				
8 Net gaming income summary. Subtract line 7 from line 1, column (d)				

9 Enter the state(s) in which the organization operates gaming activities. _____

a Is the organization licensed to operate gaming activities in each of these states? ☐ Yes ☐ No

b If "No," explain _____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? ☐ Yes ☐ No

b If "Yes," explain. _____

- 11 Does the organization operate gaming activities with nonmembers? ☐ Yes ☐ No
- 12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? ☐ Yes ☐ No
- 13 Indicate the percentage of gaming activity operated in.
- | | | |
|-------------------------------|-----|---|
| a The organization's facility | 13a | % |
| b An outside facility | 13b | % |
- 14 Enter the name and address of the person who prepares the organization's gaming/special events books and records

Name ► _____

Address ► _____

- 15a Does the organization have a contract with a third party from whom the organization receives gaming revenue?
- ☐
- Yes
- ☐
- No

b If "Yes," enter the amount of gaming revenue received by the organization ► \$ _____ and the amount of gaming revenue retained by the third party ► \$ _____

c If "Yes," enter name and address of the third party

Name ► _____

Address ► _____

16 Gaming manager information

Name ► _____

Gaming manager compensation ► \$ _____

Description of services provided ► _____

☐ Director/officer
☐ Employee
☐ Independent contractor

17 Mandatory distributions:

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? ☐ Yes ☐ No

b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ► \$ _____

Part IV Supplemental Information. Provide the explanations required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions)

Part IV	Supplemental Information (continued)
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SCHEDULE I
(Form 990)

Department of the Treasury
Internal Revenue Service

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.

▶ Attach to Form 990.

▶ Information about Schedule I (Form 990) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Open to Public
Inspection

Name of the organization

VIRGINIA STUDENT AID FOUNDATION INC

Employer identification number
54-0517188

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?

☒ Yes ☐ No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
THE UNIVERSITY OF VIRGINIA PO BOX 400222 CHARLOTTESVILLE, VA 22904	54-6001796	501(C)(3)	15,500,768.	0.			STUDENT ATHLETE SCHOLARSHIPS AND ACADEMIC AFFAIRS
THE UNIVERSITY OF VIRGINIA PO BOX 400222 CHARLOTTESVILLE, VA 22904	54-6001796	501(C)(3)	10,674,507.	0.			ATHLETIC FACILITIES CAPITAL IMPROVEMENTS SUPPORT
THE UNIVERSITY OF VIRGINIA PO BOX 400222 CHARLOTTESVILLE, VA 22904	54-6001796	501(C)(3)	3,419,487.	327,929.	OTHER	VEHICLE USAGE AND EVENTS SUPPORT	ATHLETICS OPERATIONAL SUPPORT

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table **1.**

3 Enter total number of other organizations listed in the line 1 table **0.**

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule I (Form 990) (2013)

Part IV Supplemental Information

IMPROVEMENTS.

SCHEDULE J
(Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest
Compensated Employees

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 23.

▶ Attach to Form 990. ▶ See separate instructions.

▶ Information about Schedule J (Form 990) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Open to Public
Inspection

Name of the organization

VIRGINIA STUDENT AID FOUNDATION INC

Employer identification number

54-0517188

Part I Questions Regarding Compensation

1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items

☐ First-class or charter travel

☐ Housing allowance or residence for personal use

☐ Travel for companions

☐ Payments for business use of personal residence

☐ Tax indemnification and gross-up payments

☒ Health or social club dues or initiation fees

☐ Discretionary spending account

☐ Personal services (e.g., maid, chauffeur, chef)

b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

1b **X**

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked in line 1a?

2 **X**

3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III

☒ Compensation committee

☒ Written employment contract

☐ Independent compensation consultant

☐ Compensation survey or study

☐ Form 990 of other organizations

☒ Approval by the board or compensation committee

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:

a Receive a severance payment or change-of-control payment?

4a **X**

b Participate in, or receive payment from, a supplemental nonqualified retirement plan?

4b **X**

c Participate in, or receive payment from, an equity-based compensation arrangement?

4c **X**

If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.

5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

a The organization?

5a **X**

b Any related organization?

5b **X**

If "Yes" to line 5a or 5b, describe in Part III

6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

a The organization?

6a **X**

b Any related organization?

6b **X**

If "Yes" to line 6a or 6b, describe in Part III

7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III

7 **X**

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III

8 **X**

9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

9

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J (Form 990) 2013

Part III Supplemental Information

Provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

Area with horizontal lines for supplemental information.

SCHEDULE M
(Form 990)

Department of the Treasury
Internal Revenue Service

Noncash Contributions

OMB No 1545-0047

2013

Open to Public
Inspection

- ▶ Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.
▶ Attach to Form 990.
▶ Information about Schedule M (Form 990) and its instructions is at www.irs.gov/form990.

Name of the organization

VIRGINIA STUDENT AID FOUNDATION INC

Employer identification number

54-0517188

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art				
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded	X	207	1,511,566.	FMV (MEAN) DATE RECEIV
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (<u>VEHICLE USAGE</u>)	X	41	313,750.	DONOR BENEFITS RECEI
26 Other ▶ (<u>EVENT ITEMS</u>)	X	4	35,305.	REPLACEMENT COST
27 Other ▶ (_____)				
28 Other ▶ (_____)				

29 Number of Forms 8283 received by the organization during the tax year for contributions
for which the organization completed Form 8283, Part IV, Donee Acknowledgement

29

0

30a During the year, did the organization receive by contribution any property reported in Part I, lines 1 - 28, that it must hold for
at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for
the entire holding period?

Yes No

30a		X
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b If "Yes," describe the arrangement in Part II

31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?

31	X	
----	---	--

32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash
contributions?

32a	X	
-----	---	--

b If "Yes," describe in Part II

33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked,
describe in Part II

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule M (Form 990) (2013)

Part II

Supplemental Information. Provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

SCHEDULE M, LINE 32B:

EXPLANATION: THE FOUNDATION USES THE SERVICES OF THIRD PARTY BROKERS TO
IMMEDIATELY SELL DONATED PUBLICLY-TRADED STOCK UPON RECEIPT OF SUCH
STOCK.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.

▶ Attach to Form 990 or 990-EZ.

▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990

OMB No 1545-0047

2013

Open to Public
Inspection

Name of the organization

VIRGINIA STUDENT AID FOUNDATION INC

Employer identification number

54-0517188

FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

**THE VIRGINIA ATHLETICS FOUNDATION, THROUGH ITS FUND-RAISING EFFORTS,
STRIVES TO SUPPORT A PREEMINENT INTERCOLLEGIATE ATHLETICS PROGRAM AT
THE UNIVERSITY OF VIRGINIA BY PROVIDING STUDENT-ATHLETES THE
OPPORTUNITY TO ACHIEVE ACADEMIC AND ATHLETIC EXCELLENCE.**

FORM 990, PART VI, SECTION A, LINE 7A:

**EXPLANATION: FOUR UNIVERSITY OF VIRGINIA REPRESENTATIVES ARE APPOINTED AS
FOLLOWS: ONE DESIGNATED BY THE BOARD OF VISITORS OF THE UNIVERSITY OF
VIRGINIA, ONE APPOINTED BY THE PRESIDENT OF THE UNIVERSITY, THE DIRECTOR OF
ATHLETICS OF THE UNIVERSITY, AND ONE APPOINTED BY THE DIRECTOR OF ATHLETICS
OF THE UNIVERSITY SHALL BE EX-OFFICIO VOTING MEMBERS OF THE BOARD. THE
PRESIDENT OF THE BOARD OF TRUSTEES OF THE FOUNDATION MAY APPOINT EX-OFFICIO
NON-VOTING MEMBERS FOR ONE-YEAR TERMS, NOT TO EXCEED 3 SUCCESSIVE TERMS.**

FORM 990, PART VI, SECTION A, LINE 7B:

**EXPLANATION: THE FOUNDATION MUST SUBMIT FOR APPROVAL TO THE BOARD OF
VISITORS OF THE UNIVERSITY OF VIRGINIA FOR ANY NEW PROPOSED BUSINESS
VENTURE OR SUBSTANTIAL CHANGE IN THE NATURE OF THE FOUNDATION, FOR THE
PURCHASE OF REAL ESTATE OR FOR ANY MATERIAL DEBT TO BE INCURRED FOR
PERMANENT OR WORKING CAPITAL.**

FORM 990, PART VI, SECTION B, LINE 11:

**EXPLANATION: THE PRELIMINARY DRAFT OF FORM 990 IS REVIEWED BY THE
FOUNDATION'S OFFICERS AND THE MEMBERS OF THE AUDIT AND OVERSIGHT COMMITTEE
OF THE BOARD PRIOR TO FILING. UPON APPROVAL BY THE AUDIT AND OVERSIGHT**

Name of the organization

VIRGINIA STUDENT AID FOUNDATION INC

Employer identification number

54-0517188

COMMITTEE, THE PRELIMINARY DRAFT OF THE 990 IS MADE AVAILABLE TO ALL
FOUNDATION BOARD MEMBERS FOR FURTHER REVIEW PRIOR TO FILING.

FORM 990, PART VI, SECTION B, LINE 12C:

EXPLANATION: A LISTING OF ALL VENDORS AND INDIVIDUALS WITH WHOM THE
FOUNDATION HAS TRANSACTED BUSINESS WITH DURING THE YEAR IS PROVIDED TO
TRUSTEES, OFFICERS, AND EMPLOYEES. ON AN ANNUAL BASIS, ALL TRUSTEES AND
EMPLOYEES WITH AUTHORITY MAKE A WRITTEN DISCLOSURE REGARDING CONFLICTS OF
INTEREST. COMPLETED FORMS ARE REVIEWED TO DETERMINE APPROPRIATE RESOLUTION
AS DETERMINED BY THE EXECUTIVE DIRECTOR OR TRUSTEES, AS APPLICABLE. IN
ADDITION, ALL REAL OR APPARENT CONFLICTS ARE TO BE DISCLOSED AND RESOLVED
BY THE EXECUTIVE DIRECTOR AND, DEPENDING ON THE PARTY INVOLVED, THE
OVERSIGHT COMMITTEE OR BOARD PRESIDENT.

FORM 990, PART VI, SECTION B, LINE 15A:

EXPLANATION: THE EXECUTIVE DIRECTOR'S SALARY IS CONSIDERED DURING THE
ANNUAL PERFORMANCE EVALUATION BY THE EXECUTIVE COMMITTEE APPOINTED BY THE
BOARD OF TRUSTEES. THE COMMITTEE CONSIDERS FEEDBACK, GOALS, USE OF DATA AS
TO COMPARABLE COMPENSATION FOR SIMILARLY QUALIFIED PERSONS IN COMPARABLE
POSITIONS AT PEER INSTITUTIONS, AND REVIEW WITH THE BOARD OF TRUSTEES.

FORM 990, PART VI, LINE 17, LIST OF STATES RECEIVING COPY OF FORM 990:

AK, AR, CA, MS, KY, ME, MD, MA, MI, MN, NH, NJ, NY, OH, OK, OR, RI, SC, UT, WA, WV, WI

FORM 990, PART VI, SECTION C, LINE 18:

EXPLANATION: THE FOUNDATION'S APPLICATION FOR RECOGNITION OF EXEMPTION WAS
MADE PRIOR TO JULY 15, 1987; THEREFORE, FORM 1023 IS NOT APPLICABLE. NAMES
AND ADDRESSES OF CONTRIBUTORS ARE NOT AVAILABLE FOR PUBLIC INSPECTION. IRS

Name of the organization

VIRGINIA STUDENT AID FOUNDATION INC

Employer identification number

54-0517188

FORM 990 IS MADE AVAILABLE UPON REQUEST.

FORM 990, PART VI, SECTION C, LINE 19:

EXPLANATION: NO DOCUMENTS AVAILABLE TO THE PUBLIC. FEDERAL TAX LAW DOES NOT REQUIRE THAT SUCH DOCUMENTS BE MADE PUBLICLY AVAILABLE UNLESS THEY ARE INCLUDED ON A FORM THAT IS PUBLICLY AVAILABLE.

FORM 990, PART XI, LINE 9, CHANGES IN NET ASSETS:

CHANGE IN VALUE OF REMAINDER TRUSTS 822,000.

FORM 990, SECTION XII, LINE 2C

EXPLANATION: NO CHANGE FROM THE PRIOR YEAR'S PROCESS. THE AUDIT AND OVERSIGHT COMMITTEE OF THE FOUNDATION'S BOARD OF TRUSTEES ASSUMES RESPONSIBILITY OF OVERSIGHT FOR THE ANNUAL FINANCIAL STATEMENT AUDIT.

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.
▶ Attach to Form 990.
▶ See separate instructions.

► Attach to Form 990.

► Information about Schedule R (Form 990) and its instructions is at www.irs.gov/form990

2013

Open to Public Inspection

Name of the organization

VIRGINIA STUDENT AID FOUNDATION INC

Employer identification number
54-0517188

Part I Identification of Disregarded Entities Complete if the organization answered "Yes" on Form 990, Part IV, line 33

[illegible]

Part II Identification of Related Tax-Exempt Organizations Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year

[illegible]

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule R (Form 990) 2013

Part V Transactions With Related Organizations Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35b, or 36**Note.** Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule**1** During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?**a** Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity**b** Gift, grant, or capital contribution to related organization(s)**c** Gift, grant, or capital contribution from related organization(s)**d** Loans or loan guarantees to or for related organization(s)**e** Loans or loan guarantees by related organization(s)**f** Dividends from related organization(s)**g** Sale of assets to related organization(s)**h** Purchase of assets from related organization(s)**i** Exchange of assets with related organization(s)**j** Lease of facilities, equipment, or other assets to related organization(s)**k** Lease of facilities, equipment, or other assets from related organization(s)**l** Performance of services or membership or fundraising solicitations for related organization(s)**m** Performance of services or membership or fundraising solicitations by related organization(s)**n** Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)**o** Sharing of paid employees with related organization(s)**p** Reimbursement paid to related organization(s) for expenses**q** Reimbursement paid by related organization(s) for expenses**r** Other transfer of cash or property to related organization(s)**s** Other transfer of cash or property from related organization(s)**2** If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

	(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

► File a separate application for each return.

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

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

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

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

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

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

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

Enter filer's identifying number

Type or print	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	VIRGINIA STUDENT AID FOUNDATION INC	54-0517188
	Number, street, and room or suite no. If a P O. box, see instructions.	Social security number (SSN)
	PO BOX 400833	
	City, town or post office, state, and ZIP code For a foreign address, see instructions.	
	CHARLOTTESVILLE, VA 22904-4833	

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

01

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

FOUNDATION OFFICE

- The books are in the care of ► PO BOX 400833 - CHARLOTTESVILLE, VA 22904-4833

Telephone No ► 434-982-5555

Fax No ►

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

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

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

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

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