Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation: B.F. FOUNDATION

A Employer identification number: 54-1388355

Number and street (or P O box number if mail is not delivered to street address): P. O. BOX 1179 — Room/suite:

B Telephone number: (276)935-2994

City or town, state or province, country, and ZIP or foreign postal code: GRUNDY, VA 24614

C If exemption application is pending, check here ▶ ☐

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

D 1 Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 11,723,410.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	453.	453.		STATEMENT 1
	4 Dividends and interest from securities	302,630.	302,630.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	213,783.			
	b Gross sales price for all assets on line 6a 4,241,867.				
	7 Capital gain net income (from Part IV, line 2)		213,783.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	516,866.	516,866.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	36,000.	18,000.		14,400.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	17,500.	0.		0.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 4	3,497.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	600.	0.		600.
	22 Printing and publications				
	23 Other expenses STMT 5	57,053.	57,053.		0.
	24 **Total operating and administrative expenses** Add lines 13 through 23	114,650.	75,053.		15,000.
	25 Contributions, gifts, grants paid	326,650.			326,650.
	26 **Total expenses and disbursements** Add lines 24 and 25	441,300.	75,053.		341,650.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	75,566.			
	b **Net investment income** (if negative, enter -0-)		441,813.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing		110,150.	110,150.
	2 Savings and temporary cash investments	953,751.	832,598.	832,598.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶	5,345.		
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	365.		
	10a Investments - U.S. and state government obligations STMT 6	1,352,033.	666,962.	713,434.
	b Investments - corporate stock STMT 7	7,243,353.	8,020,703.	10,067,228.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	9,554,847.	9,630,413.	11,723,410.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	882,042.	882,042.	
	29 Retained earnings, accumulated income, endowment, or other funds	8,672,805.	8,748,371.	
	30 Total net assets or fund balances	9,554,847.	9,630,413.	
	31 Total liabilities and net assets/fund balances	9,554,847.	9,630,413.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	9,554,847.
2	Enter amount from Part I, line 27a	2	75,566.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	9,630,413.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,630,413.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	WILMINGTON TRUST	P	01/31/13	12/31/13
b	WILMINGTON TRUST	P	VARIOUS	12/31/13
c	KING PHARMACEUTICALS	P	VARIOUS	12/31/13
d	CAPITAL GAINS DIVIDENDS			
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,497,550.		1,548,295.	<50,745.>
b	2,735,951.		2,479,789.	256,162.
c	6,270.			6,270.
d	2,096.			2,096.
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				<50,745.>
b				256,162.
c				6,270.
d				2,096.
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } 2 213,783.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter -0- in Part I, line 8 } 3 N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	238,482.	10,322,555.	.023103
2011	445,179.	10,196,242.	.043661
2010	288,661.	9,709,065.	.029731
2009	491,187.	9,056,757.	.054234
2008	183,400.	10,400,705.	.017633

2	**Total** of line 1, column (d)	2	.168362
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.033672
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	11,129,010.
5	Multiply line 4 by line 3	5	374,736.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,418.
7	Add lines 5 and 6	7	379,154.
8	Enter qualifying distributions from Part XII, line 4	8	341,650.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	8,836.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	8,836.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	8,836.
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 365.		
b	Exempt foreign organizations - tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments. Add lines 6a through 6d	7	365.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	188.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	8,659.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ VA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ GAYNELL FOWLER Telephone no. ▶ (276)935-2901

Located at ▶ P.O.BOX 1179, GRUNDY, VA ZIP+4 ▶ 24614

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

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

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

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

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

			Yes	No
5a During the year did the foundation pay or incur any amount to:				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?	☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	5b		
Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	N/A ☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53 4945-5(d)				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
If "Yes" to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 8		36,000.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 CONTRIBUTIONS TO 501(C) ORGANIZATIONS; SEE PART XV	0.
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	0.
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	10,273,027.
b	Average of monthly cash balances		1b	1,025,460.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	11,298,487.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	11,298,487.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	169,477.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	11,129,010.
6	**Minimum investment return.** Enter 5% of line 5		6	556,451.

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

1	Minimum investment return from Part X, line 6		1	556,451.
2a	Tax on investment income for 2013 from Part VI, line 5	2a 8,836.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	8,836.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	547,615.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	547,615.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	547,615.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	341,650.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	341,650.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	341,650.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				547,615.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			341,589.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 341,650.				
a Applied to 2012, but not more than line 2a			341,589.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				61.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				547,554.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

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

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

	Tax year	Prior 3 years			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

DAWNEDA WILLIAMS, (276)935-2994
P. O. BOX 1179, GRUNDY, VA 24614

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

NO FORMAL FORMAT, NEED INFORMATION AS TO HOW FUNDS WILL BE USED

c Any submission deadlines:

YEAR END; 12/31

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

NO RESTRICTIONS--ONLY THAT FUNDS ARE USED FOR EDUCATIONAL, MEDICAL, FOR NEEDY INDIVIDUALS, OR FOR OTHER CHARITABLE PURPOSES.

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ALICE LLOYD COLLEGE 100 PURPOSE ROAD PIPPA PASSES, KY 41844	N/A	EDUCATIONAL INSTITUTION	SCHOLARSHIPS	10,000.
APPALACHIAN SCHOOL OF LAW PO BOX 2825 GRUNDY, VA 24614	N/A	EDUCATIONAL INSTITUTION	GENERAL FUND	100,000.
BSA SEQUOYAH COUNCIL 129 BOONE RIDGE DRIVE JOHNSON CITY, TN 37615	N/A	PUBLIC CHARITY	SUPPORT BOYSCOUTS	5,000.
BUCHANAN COUNTY TECHNICAL CAREER CENTER 1124 ALMARINE DRIVE GRUNDY, VA 24614	N/A	EDUCATIONAL INSTITUTION	GENERAL FUND	25,000.
BUCHANAN COUNTY YMCA 1059 GOLDEN WAVE DRIVE GRUNDY, VA 24614	N/A	PUBLIC CHARITY	GENERAL FUND	91,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	326,650.
b *Approved for future payment* NONE				
Total			▶ 3b	0.

323611 10-10-13

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	453.	
4 Dividends and interest from securities			14	302,630.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14		
8 Gain or (loss) from sales of assets other than inventory			18	213,783.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		516,866.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 516,866.

(See worksheet in line 13 instructions to verify calculations.)

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

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

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash	1a(1)		X
(2) Other assets	1a(2)		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

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

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

Dawneda R Williams Secretary 14 May 2014 ▶ Secretary ~~PRESIDENT~~

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
NITA F. VOLLMER	Nita Vollmer	5/12/14		P00197142
Firm's name ▶ DENT K. BURK ASSOCIATES, P.C.			Firm's EIN ▶ 52-1600059	
Firm's address ▶ PO BOX 129 BRISTOL, VA 24203			Phone no. 276-669-6171	

Form 990-PF (2013)

323622 10-10-13

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BUCHANAN FIRST PRESBYTERIAN CHURCH FOUNDATION PO BOX 2100 GRUNDY, VA 246142100	N/A	CHURCH	GENERAL FUND	5,750.
COMMUNITY ARTS COUNCIL FOUNDATION P.O. BOX 2100 GRUNDY, VA 24614	N/A	CULTURAL & EDUCATION CENTER	GENERAL FUND	15,000.
MILLIGAN COLLEGE MILLIGAN HIGHWAY MILLIGAN, TN 37682	N/A	EDUCATIONAL INSTITUTION	GENERAL FUND	2,000.
ONE LIFE OF VA P.O. BOX 1141 GRUNDY, VA 24614		YOUTH OUTREACH - CHARITY	YOUTH OUTREACH PROGRAMS	5,000.
SVCC FOUNDATION 369 COLLEGE ROAD RICHLANDS, VA 24641		EDUCATIONAL INSTITUTION	SCHOLARSHIPS	10,000.
THE FRIENDS OF THE BUCHANAN COUNTY PUBLIC LIBRARY PO BOX 2100 GRUNDY, VA 24614		EDUCATIONAL INSTITUTION	GENERAL FUND	12,500.
UVA - WISE ATHLETIC FOUNDATION ONE COLLEGE AVENUE WISE, VA 24293		EDUCATIONAL INSTITUTION	SCHOLARSHIPS	10,000.
WILLIAM KING REGIONAL ARTS CENTER 415 ACADEMY DRIVE NW ABINGDON, VA 24210		CULTURAL & EDUCATION CENTER	GENERAL FUND	6,800.
BUCHANAN COUNTY YOUTH INC P.O. BOX 1139 GRUNDY, VA 24614		PUBLIC CHARITY	GENERAL FUND	1,500.
BOYS & GIRLS CLUB OF CENTRAL APPALACHIA P.O. BOX 1505 GRUNDY, VA 24614		PUBLIC CHARITY	GENERAL FUND	20,100.
Total from continuation sheets				95,650.

323631
05-01-13

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
APPALACHIAN COLLEGE OF OPTOMETRY 4447 SLATE CREEK ROAD GRUNDY, VA 24614		EDUCATIONAL INSTITUTION	GENERAL FUND	5,000.
FIRST CHRISTIAN CHURCH OF CLEWISTON 201 N FRANCISCO ST. CLEWISTON, FL 33440		CHURCH	GENERAL FUND	1,000.
LAKEPORT CHRISTIAN CHURCH 10947 EAST STREET RD MOORE HAVEN, FL 33471		CHURCH	GENERAL FUND	1,000.
Total from continuation sheets				

323631
05-01-13

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
TRUPOINT	453.	453.	
TOTAL TO PART I, LINE 3	453.	453.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BB&T	219.	0.	219.	219.	
INTEL CORP	135.	0.	135.	135.	
MCDONALDS	624.	0.	624.	624.	
MICROSOFT	175.	0.	175.	175.	
WALMART	212.	0.	212.	212.	
WALT DISNEY COMPANY	172.	0.	172.	172.	
WILMINGTON TRUST	208,365.	2,096.	206,269.	206,269.	
WILMINGTON TRUST	94,824.	0.	94,824.	94,824.	
TO PART I, LINE 4	304,726.	2,096.	302,630.	302,630.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	17,500.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	17,500.	0.		0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STATE REGISTRATION FEE	25.	0.		0.
PAYROLL TAXES	2,754.	0.		0.
FOREIGN TAXES	353.	0.		0.
EXCISE TAX	365.	0.		0.
TO FORM 990-PF, PG 1, LN 18	3,497.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DIRECTOR FEE	600.	600.		0.
INVESTMENT EXPENSES	54,843.	54,843.		0.
OPERATING EXPENSES	1,610.	1,610.		0.
TO FORM 990-PF, PG 1, LN 23	57,053.	57,053.		0.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 6

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
WILMINGTON TRUST 001-US BONDS	X		666,962.	713,434.
TOTAL U.S. GOVERNMENT OBLIGATIONS			666,962.	713,434.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			666,962.	713,434.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
144.855 SH WALMART STORES INC	6,310.	11,744.
150 SH INTEL CORPORATION	6,287.	3,894.
150 SH NOKIA CORP SPONSOR ADR	6,287.	1,217.
180 SH MICROSOFT CORPORATION	6,269.	6,734.
200 SH MCDONALDS CORPORATION	6,750.	19,406.
200 SH WALT DISNEY COMPANY	6,362.	15,280.
272 SH BB&T	6,642.	10,151.
WILMINGTON 000	6,153,775.	8,177,795.
WILMINGTON 001	957,866.	713,434.
WILMINGTON 003	864,155.	1,107,573.
TOTAL TO FORM 990-PF, PART II, LINE 10B	8,020,703.	10,067,228.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 8

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
DAWNEDA WILLIAMS P.O. BOX 1179 GRUNDY, VA 24614	DIRECTOR 1.00	36,000.	0.	0.
GAYNELL FOWLER P.O. BOX 1179 GRUNDY, VA 24614	PRESIDENT/DIRECTOR 5.00	0.	0.	0.
H.A. STREET 28201 ALFRED MOORE COURT BONITA SPRINGS, FL 34135	DIRECTOR 1.00	0.	0.	0.
S.T.MULLINS P.O. BOX 1179 GRUNDY, VA 24614	DIRECTOR 1.00	0.	0.	0.
DAN STREET P.O. BOX 1179 GRUNDY, VA 24614	DIRECTOR 1.00	0.	0.	0.

PAMELA FOWLER P.O. BOX 1179 GRUNDY, VA 24614	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		36,000.	0.	0.

2013 Tax Inforr tion Statement

Payer's Name and Address:
WILMINGTON TRUST COMPANY
TRUST TAX SERVICES DE3-C070
1100 NORTH MARKET STREET
WILMINGTON, DE 19890-0001

Account Number:	**077888-000**
Recipient's Tax ID Number:	**54-1388355**
Payer's Federal ID Number:	**51-0055023**
Payer's State ID Number:	
State:	**VA**
Questions?	**(302)651-1040**
☐ **Corrected**	☐ **2nd TIN notice**

Recipient's Name and Address:
BF FOUNDATION
PO BOX 1179
GRUNDY, VA 24614

2013 Form 1099-B: Proceeds from Broker and Barter Exchange Transactions

OMB No. 1545-0715

Reported to the IRS is Sales Price of stocks, bonds etc., less commissions and option premiums.
Covered (Box 6a is not checked)

Cusip / Description *(Box 8)* / Stock or Other Symbol *(Box 1d)*

Quantity Sold *(Box 1e)*	Date of Sale or Exchange *(Box 1a)*	Date of Acquisition *(Box 1b)*	Stocks Bonds, etc. *(Box 2a)*	Cost or Other Basis *(Box 3)*	Wash Sale Loss Disallowed *(Box 5)*	Net Gain or Loss	Federal Income Tax Withheld *(Box 4)*	State Tax Withheld *(Box 15)*
Short Term Sales Reported on 1099-B								
093671105	H & R BLOCK COMMON		HRB					
564 0000	03/01/2013	08/24/2012	13,943.01	9,240.91	0.00	4,702.10	0 00	0 00
50076Q106	KRAFT FOODS GROUP INC		KRFT					
12.0000	09/20/2013	12/21/2012	648.46	548.43	0.00	100.03	0.00	0.00
50076Q106	KRAFT FOODS GROUP INC		KRFT					
168 0000	09/23/2013	12/21/2012	9,037.11	7,678 00	0.00	1,359.11	0.00	0 00
594918104	MICROSOFT CORP		MSFT					
693.0000	05/17/2013	02/15/2013	23,673.53	19,485 56	0.00	4,187 97	0.00	0 00
693391559	PIMCO EMERGING MARKETS BOND CL I		PEBIX					
38105.2630	08/30/2013	02/12/2013	417,252.63	470,600 00	0.00	-53,347.37	0.00	0.00
922907803	VANGUARD SHT-TRM TAX EXMPT CL ADML		VWSUX					
13211.1250	09/09/2013	08/30/2013	209,000.00	209,000.00	0 00	0.00	0.00	0.00
98978V103	ZOETIS INC		ZTS					
.4492	07/11/2013	03/01/2013	13.38	12.45	0.00	0 93	0 00	0 00
98978V103	ZOETIS INC		ZTS					
53.0000	07/31/2013	03/01/2013	1,592.21	1,468 99	0.00	123.22	0 00	0 00

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported. The taxpayer is ultimately responsible for the accuracy of their own tax return.

2013 Tax Information Statement

Payer's Name and Address:
WILMINGTON TRUST COMPANY
TRUST TAX SERVICES DE3-C070
1100 NORTH MARKET STREET
WILMINGTON, DE 19890-0001

Account Number:	**077888-000**
Recipient's Tax ID Number:	**54-1388355**
Payer's Federal ID Number:	**51-0055023**
Payer's State ID Number:	
State:	**VA**
Questions?	**(302)651-1040**
☐ **Corrected**	☐ **2nd TIN notice**

Recipient's Name and Address:
BF FOUNDATION
PO BOX 1179
GRUNDY, VA 24614

Reported to the IRS is Sales Price of stocks, bonds etc , less commissions and option premiums.
Covered (Box 6a is not checked)

Cusip / Quantity Sold (Box 1e)	Description (Box 8) / Date of Sale or Exchange (Box 1a)	Date of Acquisition (Box 1b)	Stock or Other Symbol (Box 1d) / Stocks Bonds, etc. (Box 2a)	Cost or Other Basis (Box 3)	Wash Sale Loss Disallowed (Box 5)	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
Total Short Term Sales Reported on 1099-B			**675,160.33**	**718,034.34**	**0.00**	**-42,874.01**	**0.00**	**0.00**
Report on Form 8949, Part I, with Box A checked								
Long Term Sales Reported on 1099-B								
024835100	AMERICAN CAMPUS COMMUNITIES INC-REIT		ACC					
469 0000	06/28/2013	Various	19,141 77	15,783.93	0 00	3,357.84	0.00	0.00
29250N105	ENBRIDGE INC		ENB					
734.0000	04/29/2013	Various	34,072.11	22,494.44	0.00	11,577 67	0.00	0.00
37637Q105	GLACIER BANCORP INC NEW		GBCI					
100 0000	09/20/2013	03/16/2012	2,414.00	1,566.95	0.00	847.05	0 00	0.00
37637Q105	GLACIER BANCORP INC NEW		GBCI					
566.0000	09/23/2013	Various	13,477.24	8,714 93	0.00	4,762.31	0 00	0 00
37637Q105	GLACIER BANCORP INC NEW		GBCI					
172 0000	09/24/2013	Various	4,159.85	1,988.78	0 00	2,171.07	0 00	0 00
37637Q105	GLACIER BANCORP INC NEW		GBCI					
69.0000	09/25/2013	11/01/2011	1,673.55	783.31	0.00	890.24	0.00	0 00
423074103	HEINZ H J CO COM		HNZ					
314 0000	03/01/2013	Various	22,737 20	15,751.06	0.00	6,986.14	0.00	0.00

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated) If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this i ne is taxable and the IRS determines that it has not been reported. The taxpayer is ultimately responsib the accuracy of their own tax return.

2013 Tax Inforr ion Statement

Payer's Name and Address:
WILMINGTON TRUST COMPANY
TRUST TAX SERVICES DE3-C070
1100 NORTH MARKET STREET
WILMINGTON, DE 19890-0001

Account Number: 077888-000
Recipient's Tax ID Number: 54-1388355
Payer's Federal ID Number: 51-0055023
Payer's State ID Number:
State: VA
Questions? (302)651-1040

☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address:
BF FOUNDATION
PO BOX 1179
GRUNDY, VA 24614

Reported to the IRS is Sales Price of stocks, bonds etc., less commissions and option premiums.
Covered (Box 6a is not checked)

Cusip / Quantity Sold (Box 1e)	Description (Box 8) / Date of Sale or Exchange (Box 1a)	Date of Acquisition (Box 1b)	Stock or Other Symbol (Box 1d) / Stocks Bonds, etc (Box 2a)	Cost or Other Basis (Box 3)	Wash Sale Loss Disallowed (Box 5)	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
50076Q106	KRAFT FOODS GROUP INC		KRFT					
265.0000	09/20/2013	Various	14,320 15	9,134 12	0 00	5,186 03	0 00	0.00
649445103	NEW YORK COMMUNITY BANCORP INC		NYCB					
990 0000	01/18/2013	Various	13,428 65	17,501 13	0 00	-4,072 48	0.00	0 00
649445103	NEW YORK COMMUNITY BANCORP INC		NYCB					
684 0000	01/22/2013	Various	9,218.55	8,703.65	0 00	514 90	0 00	0 00
695156109	PACKAGING CORP OF AMER COM		PKG					
256 0000	08/13/2013	Various	13,987.95	7,039 03	0 00	6,948.92	0.00	0 00
749685103	RPM INTERNATIONAL INC COMMON		RPM					
242.0000	09/13/2013	Various	8,523 81	5,743 85	0.00	2,779.96	0 00	0.00
84265V105	SOUTHERN COPPER CORP		SCCO					
401.0000	10/30/2013	Various	11,385.32	13,872 92	0.00	-2,487.60	0 00	0 00
92343V104	VERIZON COMMUNICATIONS COM		VZ					
479 0000	08/23/2013	Various	22,580.96	16,962.15	0.00	5,618.81	0 00	0.00
Total Long Term Sales Reported on 1099-B			**191,121.11**	**146,040.25**	**0.00**	**45,080.86**	**0.00**	**0.00**

Report on Form 8949, Part II, with Box D checked

2013 Tax Inforr 'ion Statement

Account Number: 077888-000
Recipient's Tax ID Number: 54-1388355
Payer's Federal ID Number: 51-0055023
Payer's State ID Number:
State: VA
Questions? (302)651-1040
☐ Corrected ☐ 2nd TIN notice

Recipient's Name and Address:
BF FOUNDATION
PO BOX 1179
GRUNDY, VA 24614

Payer's Name and Address:
WILMINGTON TRUST COMPANY
TRUST TAX SERVICES DE3-C070
1100 NORTH MARKET STREET
WILMINGTON, DE 19890-0001

2013 Form 1099-B: Proceeds from Broker and Barter Exchange Transactions

OMB No. 1545-0715

Reported to the IRS is Sales Price of stocks, bonds, etc., less commissions and option premiums.
For noncovered securities (Box 6a is checked) shown on this statement, cost basis information including wash sale disallowed loss is not being reported to the IRS.

Cusip / Quantity Sold *(Box 1e)*	Description *(Box 8)* / Date of Sale or Exchange *(Box 1a)*	Date of Acquisition	Stock or Other Symbol *(Box 1d)* / Stocks Bonds, etc. *(Box 2a)*	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld *(Box 4)*	State Tax Withheld *(Box 15)*
Short Term Sales Reported on 1099-B								
00163MAL8	AMB PROPERTY L.P 4.500% 8/15/17							
10000.0000	10/24/2013	04/04/2013	10,878.70	11,026.70	0 00	-148 00	0.00	0 00
031162BQ2	AMGEN INC 2.125% 5/15/17							
5000.0000	07/23/2013	06/14/2013	5,074.00	5,110 80	0.00	-36.80	0 00	0 00
037411BA2	APACHE CORP 4 750% 4/15/43							
20000.0000	02/12/2013	Various	20,709.60	21,460 30	0.00	-750 70	0.00	0 00
037833AJ9	APPLE INC 1.000% 5/03/18							
5000 0000	08/27/2013	04/30/2013	4,781.75	4,981.55	0 00	-199.80	0 00	0 00
046353AB4	ASTRAZENECA PLC 5.900% 9/15/17							
25000.0000	05/01/2013	05/09/2012	30,091 50	30,106 00	0.00	-14.50	0.00	0.00
00206RBR2	AT&T INC 0 900% 2/12/16							
5000.0000	09/24/2013	02/07/2013	4,973.35	4,996.75	0.00	-23.40	0.00	0.00
06051GET2	BANK OF AMER CRP MTN 2.000% 1/11/18							
10000.0000	08/05/2013	Various	9,798.70	9,993.30	0 00	-194 60	0.00	0.00

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2013 Tax Information Statement

Account Number: 077888-000
Recipient's Tax ID Number: 54-1388355
Payer's Federal ID Number: 51-0055023
Payer's State ID Number:
State: VA
Questions? (302)651-1040
☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address:
BF FOUNDATION
PO BOX 1179
GRUNDY, VA 24614

Payer's Name and Address:
WILMINGTON TRUST COMPANY
TRUST TAX SERVICES DE3-C070
1100 NORTH MARKET STREET
WILMINGTON, DE 19890-0001

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Cusip / Quantity Sold *(Box 1e)*	Description *(Box 8)* / Date of Sale or Exchange *(Box 1a)*	Date of Acquisition	Stocks Bonds, etc *(Box 2a)*	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld *(Box 4)*	State Tax Withheld *(Box 15)*
	Stock or Other Symbol *(Box 1d)*							
067901AF5	BARRICK GOLD CORP 2.900% 5/30/16							
10000.0000	12/02/2013	05/02/2013	10,469.40	10,414.60	0.00	54 80	0.00	0 00
05531FAG8	BB&T CORPORATION MTN 3.200% 3/15/16							
5000 0000	05/01/2013	12/03/2012	5,324.50	5,348.10	0 00	-23.60	0.00	0.00
10112RAE4	BOSTON PPTYS LP 5.000% 6/01/15							
10000.0000	03/04/2013	08/01/2012	10,898 30	10,976 80	0.00	-78.50	0 00	0.00
10112RAT1	BOSTON PROP LP 3.700% 11/15/18							
5000.0000	06/21/2013	02/12/2013	5,248.15	5,472 55	0 00	-224 40	0 00	0 00
05565QBY3	BP CAPITAL PLC 1.846% 5/05/17							
20000.0000	05/01/2013	09/05/2012	20,640.40	20,410 40	0 00	230 00	0 00	0 00
111320AG2	BROADCOM CORP 2 500% 8/15/22							
5000.0000	02/06/2013	08/13/2012	4,851.85	4,962.75	0 00	-110 90	0 00	0.00
111320AF4	BROADCOM CORP 2 500% 8/15/22							
15000 0000	06/11/2013	08/14/2012	14,195 10	14,851 80	0.00	-656 70	0 00	0 00
14149YAX6	CARDINAL HEALTH 1.700% 3/15/18							
5000 0000	02/20/2013	02/19/2013	5,001.65	4,992.00	0 00	9 65	0 00	0.00
14912L5H0	CATERPILLAR FINL 0.700% 11/06/15							
5000.0000	04/10/2013	Various	5,009.90	4,999.72	0 00	10 18	0 00	0.00
808513AJ4	CHARLES SCHWAB CORP 2.200% 7/25/18							
10000 0000	07/23/2013	07/22/2013	10,022.80	9,997.20	0 00	25.60	0 00	0 00

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Cusip / Quantity Sold (Box 1e)	Description (Box 8) / Date of Sale or Exchange (Box 1a)	Date of Acquisition	Stock or Other Symbol (Box 1d) / Stocks Bonds, etc. (Box 2a)	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
200340AN7	COMERICA INC 3.000% 9/16/15							
25000.0000	05/01/2013	05/02/2012	26,252.50	26,074.50	0.00	178.00	0.00	0 00
126650CC2	CVS CAREMARK 4.000% 12/05/23							
10000.0000	12/03/2013	12/02/2013	10,038.80	9,956.00	0.00	82.80	0.00	0.00
25389JAK2	DIGITAL REALTY LP 3.625% 10/01/22							
10000.0000	05/01/2013	03/01/2013	10,235.90	10,001.40	0.00	234.50	0.00	0 00
25389JAK2	DIGITAL REALTY LP 3.625% 10/01/22							
10000.0000	05/09/2013	03/01/2013	10,188.70	10,001.40	0 00	187.30	0.00	0.00
26441CAH8	DUKE ENERGY CORP 1.625% 8/15/17							
10000.0000	03/15/2013	09/21/2012	10,055.60	10,005 60	0 00	50 00	0.00	0 00
263534CJ6	DUPONT EI NEMOUR 4.150% 2/15/43							
10000.0000	08/05/2013	02/12/2013	9,064.50	9,990.40	0 00	-925.90	0.00	0 00
278058DG4	EATON CORP 5.950% 3/20/14							
10000.0000	04/10/2013	10/16/2012	10,491.30	10,751.10	0 00	-259 80	0.00	0 00
29273RAS8	ENERGY TRAN PTNR 3.600% 2/01/23							
5000 0000	10/01/2013	01/14/2013	4,665.20	4,995.25	0.00	-330.05	0 00	0.00
29379VAR4	ENTERPRISE PRODS 3.700% 6/01/15							
15000.0000	05/01/2013	07/10/2012	15,891 60	16,035.60	0.00	-144 00	0 00	0.00
3133XKQX6	FHLB 4.875% 5/17/17							
10000.0000	01/08/2013	12/03/2012	11,769.64	11,842.63	0.00	-72 99	0 00	0 00

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TRUST TAX SERVICES DE3-C070
1100 NORTH MARKET STREET
WILMINGTON, DE 19890-0001

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Payer's State ID Number:	
State:	**VA**
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3137EADF3	FHLMC 1.250% 5/12/17							
15000.0000	08/05/2013	02/08/2013	15,100.35	15,283.28	0.00	-182.93	0.00	0.00
3137EADB2	FHLMC MTN 2.375% 1/13/22							
5000.0000	01/04/2013	04/23/2012	5,154 35	5,026 33	0 00	128.02	0 00	0.00
316773CK4	FIFTH THIRD BANK 3 625% 1/25/16							
10000.0000	11/19/2013	01/29/2013	10,550 20	10,666 30	0.00	-116 10	0 00	0.00
341099CP2	FLORIDA POWER CORP 3.100% 8/15/21							
5000.0000	11/19/2013	04/22/2013	4,986.20	5,371 65	0 00	-385 45	0 00	0 00
341081FG7	FLORIDA PWR & LT 4.050% 6/01/42							
15000.0000	05/01/2013	05/10/2012	15,863.40	14,979.00	0.00	884.40	0.00	0 00
3135G0HG1	FNMA 0.375% 3/16/15							
15000.0000	04/30/2013	12/03/2012	15,036 65	15,011 94	0 00	24 71	0.00	0.00
3135G0PQ0	FNMA 0.875% 10/26/17							
30000.0000	04/30/2013	12/03/2012	30,212 37	30,170.13	0.00	42.24	0 00	0 00
3135G0CM3	FNMA 1.250% 9/28/16							
15000.0000	08/05/2013	02/08/2013	15,231 02	15,343 61	0.00	-112 59	0.00	0 00
369604BE2	GEN ELECTRIC CO 0.850% 10/09/15							
30000.0000	04/17/2013	*Various*	30,141.90	30,068 15	0 00	73 75	0 00	0 00
369604BF9	GEN ELECTRIC CO 4 125% 10/09/42							
15000.0000	05/01/2013	10/01/2012	16,041 45	14,915.55	0.00	1,125 90	0.00	0.00

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State: VA
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369604BC6	GENERAL ELECTRIC CO 5.250% 12/06/17							
15000.0000	05/01/2013	04/17/2013	17,689.35	17,661.30	0.00	28.05	0 00	0 00
38144LAB6	GOLDMAN SACHS GP 6.250% 9/01/17							
15000.0000	05/01/2013	09/19/2012	17,674.65	17,584 35	0.00	90.30	0.00	0.00
40414LAA7	HCP INC MTN 6.700% 1/30/18							
5000.0000	07/22/2013	01/29/2013	5,906 10	6,055 60	0.00	-149.50	0.00	0.00
44923QAE4	HYUNDAI CAPITAL 1.625% 10/02/15							
10000.0000	09/23/2013	Various	10,054.50	10,009.98	0.00	44.52	0 00	0 00
46625HJE1	JPMORGAN CHASE 3.250% 9/23/22							
20000.0000	04/25/2013	12/19/2012	20,492.20	20,660.60	0 00	-168 40	0.00	0.00
46623EJX8	JPMORGAN CHASE V-Q 0.6886% 4/23/15		JCV0715					
5000 0000	06/17/2013	04/19/2013	5,001.30	5,000.00	0 00	1.30	0.00	0.00
50075NBB9	KRAFT FOODS INC 4.125% 2/09/16							
15000.0000	05/01/2013	09/05/2012	16,324.80	16,470.60	0.00	-145.80	0.00	0.00
501044CF6	KROGER CO 4.950% 1/15/15							
5000.0000	06/14/2013	02/08/2013	5,312.25	5,383.60	0.00	-71.35	0.00	0.00
501044CP4	KROGER CO/THE 2.200% 1/15/17							
5000 0000	07/09/2013	02/05/2013	4,999.85	5,143.55	0.00	-143.70	0.00	0.00
58155QAF0	MCKESSON CORP 1.400% 3/15/18							
15000.0000	05/01/2013	Various	15,063.30	14,979.75	0.00	83.55	0 00	0.00

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58933YAF2	MERCK & CO INC 2.800% 5/18/23							
5000.0000	05/16/2013	05/15/2013	5,019.55	4,995 65	0.00	23.90	0 00	0.00
674599CD5	OCCIDENTAL PETROLEUM 1.500% 2/15/18							
5000.0000	01/30/2013	06/19/2012	5,020.00	4,995.90	0.00	24.10	0 00	0.00
682680AM5	ONEOK INC 5.200% 6/15/15							
10000.0000	06/12/2013	02/27/2013	10,776.90	10,910.80	0 00	-133 90	0.00	0.00
68389XAR6	ORACLE CORP V-Q 0.8236% 1/15/19		OCV0019					
5000.0000	11/21/2013	07/09/2013	5,025.90	5,000.00	0 00	25 90	0.00	0.00
693476BB8	PNC FUNDING CORP 5.625% 2/01/17							
15000.0000	12/19/2013	Various	16,721.70	16,747.70	0.00	-26.00	0.00	0 00
893830AY5	TRANSOCEAN INC 6.500% 11/15/20							
10000.0000	05/08/2013	Various	11,947.70	12,253.60	0.00	-305 90	0 00	0.00
900212AH4	TURLOCK CORP 2.750% 11/02/22							
5000.0000	08/08/2013	Various	4,703.90	4,987 85	0.00	-283.95	0 00	0 00
912810QW1	U.S. TREASURY BONDS 3 000% 5/15/42							
15000.0000	02/01/2013	Various	14,596.22	15,870 57	0 00	-1,274.35	0 00	0 00
912810QW1	U S. TREASURY BONDS 3.000% 5/15/42							
10000.0000	04/30/2013	07/05/2012	10,253 48	10,514.49	0.00	-261 01	0 00	0 00
912828UW8	U S. TREASURY NOTES 0 250% 4/15/16							
15000.0000	04/30/2013	04/29/2013	14,975.34	14,972 51	0.00	2.83	0 00	0.00

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912828VE7	U S. TREASURY NOTES 1.000% 5/31/18							
20000 0000	08/05/2013	06/05/2013	19,689 00	19,993 82	0 00	-304.82	0.00	0.00
912828TY6	U S. TREASURY NOTES 1.625% 11/15/22							
10000.0000	01/04/2013	11/15/2012	9,723.01	10,043.75	0.00	-320 74	0 00	0.00
912828TY6	U S. TREASURY NOTES 1.625% 11/15/22							
20000.0000	03/08/2013	12/12/2012	19,288.20	19,950 00	0.00	-661.80	0 00	0.00
912828NT3	U.S. TREASURY NOTES 2.625% 8/15/20							
25000.0000	04/30/2013	06/18/2012	27,589.74	27,670.02	0.00	-80 28	0.00	0.00
92343VBJ2	VERIZON COMM INC 2.450% 11/01/22							
5000.0000	03/05/2013	11/02/2012	4,772.65	4,994 75	0.00	-222 10	0 00	0.00
931422AG4	WALGREEN CO 1.000% 3/13/15							
10000.0000	01/25/2013	09/10/2012	10,019.00	9,987.70	0.00	31.30	0 00	0.00
94974BFG0	WELLS FARGO CO 1.500% 1/16/18							
10000.0000	05/01/2013	04/16/2013	10,054 70	10,024.10	0.00	30.60	0.00	0 00
94974BFD7	WELLS FARGO CO MTN 2 100% 5/08/17							
10000.0000	10/21/2013	03/08/2013	10,254 80	10,302.60	0.00	-47.80	0.00	0.00
94974BFJ4	WELLS FARGO CO MTN 3.450% 2/13/23							
5000.0000	06/21/2013	02/06/2013	4,714.00	4,997.05	0.00	-283.05	0 00	0.00
961214BV4	WESTPAC BANKING 2.000% 8/14/17							
10000.0000	08/05/2013	12/03/2012	10,083.40	10,336 30	0.00	-252.90	0.00	0.00

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98978VAA1	ZOETIS INC 3 250% 2/01/23							
15000.0000	08/05/2013	01/16/2013	14,286.15	14,983.50	0.00	-697.35	0.00	0 00
98978VAC7	ZOETIS INC 4.700% 2/01/43							
10000.0000	08/05/2013	02/01/2013	9,415.10	10,187.90	0.00	-772.80	0 00	0.00
Total Short Term Sales Reported on 1099-B			**822,390.02**	**830,261.03**	**0.00**	**-7,871.01**	**0.00**	**0.00**

Report on Form 8949, Part I, with Box B checked

Long Term Sales Reported on 1099-B

Cusip / Quantity Sold	Description / Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
00846UAF8	AGILENT TECH INC 2 500% 7/15/13							
10000.0000	01/09/2013	02/15/2011	10,098 30	10,085 10	0.00	13 20	0 00	0 00
013817AR2	ALCOA INC 6 000% 7/15/13							
40000.0000	02/06/2013	07/10/2008	40,906 80	39,874 00	0.00	1,032.80	0 00	0.00
02361DAG5	AMEREN ILLINOIS CO 9.750% 11/15/18							
30000.0000	06/04/2013	10/09/2009	41,682.60	37,643.10	0.00	4,039.50	0 00	0 00
00209TAA3	AT&T BROADBAND 8.375% 3/15/13							
20000.0000	01/11/2013	02/02/2007	20,262 60	22,855.00	0 00	-2,592.40	0 00	0 00
05531FAG8	BB&T CORPORATION MTN 3.200% 3/15/16							
15000.0000	05/01/2013	03/18/2011	15,973.50	15,110.40	0.00	863 10	0 00	0.00
09247XAE1	BLACKROCK INC 5.000% 12/10/19							
10000 0000	08/05/2013	12/09/2009	11,382.60	10,002 30	0 00	1,380.30	0.00	0 00

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2013 Tax Inforr tion Statement

Account Number: 077888-000
Recipient's Tax ID Number: 54-1388355
Payer's Federal ID Number: 51-0055023
Payer's State ID Number:
State: VA
Questions? (302)651-1040
☐ Corrected ☐ 2nd TIN notice

Recipient's Name and Address:
BF FOUNDATION
PO BOX 1179
GRUNDY, VA 24614

Payer's Name and Address:
WILMINGTON TRUST COMPANY
TRUST TAX SERVICES DE3-C070
1100 NORTH MARKET STREET
WILMINGTON, DE 19890-0001

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Cusip / Quantity Sold (Box 1e)	Description (Box 8) / Date of Sale or Exchange (Box 1a)	Date of Acquisition	Stocks Bonds, etc. (Box 2a)	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
10112RAT1	BOSTON PROP LP 3.700% 11/15/18							
5000.0000	06/21/2013	11/04/2011	5,248.15	4,988.35	0.00	259.80	0.00	0 00
18683KAD3	CLIFFS NATURAL RES 4.875% 4/01/21							
20000.0000	02/13/2013	03/17/2011	20,273.80	19,932.40	0.00	341 40	0.00	0.00
19122TAE9	COCA-COLA ENTER 3.250% 8/19/21							
25000.0000	05/01/2013	08/16/2011	26,368.50	24,561.50	0.00	1,807.00	0 00	0.00
20030NAZ4	COMCAST CORP 5.700% 7/01/19							
10000.0000	08/05/2013	06/16/2009	11,780.80	9,976.30	0.00	1,804.50	0.00	0.00
20030NAZ4	COMCAST CORP 5.700% 7/01/19							
5000.0000	09/06/2013	06/16/2009	5,710.15	4,988.15	0.00	722.00	0 00	0.00
126408BL6	CSX CORP 7.900% 5/01/17							
30000.0000	06/11/2013	08/14/2008	36,593.70	31,475.70	0 00	5,118.00	0.00	0.00
250847ED8	DETROIT EDISON 5.600% 6/15/18							
30000.0000	06/11/2013	Various	35,458.80	29,958.40	0.00	5,500.40	0 00	0 00
29379VAW3	ENTERPRISE PRODUCTS 4 850% 8/15/42							
15000.0000	05/01/2013	02/16/2012	16,122.90	14,928 90	0 00	1,194 00	0 00	0.00
30161MAE3	EXELON GENERATION 6.200% 10/01/17							
10000.0000	04/19/2013	09/21/2009	11,761 20	10,839 00	0.00	922 20	0 00	0 00
3137EADG1	FED HOME LN MTG 1.750% 5/30/19							
50000.0000	04/30/2013	04/13/2012	51,955.15	50,107.50	0.00	1,847 65	0 00	0 00

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3133X1BV8	FHLB 4 500% 9/16/13							
30000 0000	02/08/2013	11/15/2007	30,779.40	30,041.97	0.00	737 43	0 00	0.00
3133XLJP9	FHLB 5.500% 8/13/14							
30000.0000	04/30/2013	09/06/2007	32,042.40	31,133 49	0.00	908 91	0.00	0.00
3137EACA5	FHLMC 3.750% 3/27/19							
35000.0000	08/06/2013	06/21/2011	38,463.46	37,531.24	0.00	932 22	0 00	0.00
3137EACA5	FHLMC 3 750% 3/27/19							
5000.0000	12/03/2013	06/21/2011	5,513.20	5,361.60	0.00	151 60	0.00	0.00
3137EADB2	FHLMC MTN 2.375% 1/13/22							
30000.0000	04/30/2013	Various	31,609.98	30,103.77	0 00	1,506.21	0 00	0.00
3137EADB2	FHLMC MTN 2.375% 1/13/22							
5000.0000	04/30/2013	04/13/2012	5,269.15	4,999 23	0.00	269.92	0 00	0 00
3137EADB2	FHLMC MTN 2 375% 1/13/22							
15000.0000	07/29/2013	04/13/2012	14,587.05	14,997.68	0 00	-410 63	0 00	0 00
3137EADB2	FHLMC MTN 2.375% 1/13/22							
10000.0000	08/05/2013	Various	9,685.86	9,970.12	0.00	-284 26	0.00	0.00
341099CH0	FLORIDA POWER CORP 6.350% 9/15/37							
15000.0000	05/01/2013	01/09/2009	20,586.45	16,581.30	0.00	4,005.15	0 00	0 00
3135G0ES8	FNMA 1.375% 11/15/16							
25000.0000	04/30/2013	12/19/2011	25,776.75	25,234.47	0 00	542 28	0 00	0 00

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31398A4M1	FNMA 1.625% 10/26/15							
15000.0000	04/30/2013	12/19/2011	15,483.86	15,395.31	0.00	88.55	0 00	0 00
31398AYY2	FNMA 3 000% 9/16/14							
35000.0000	04/30/2013	03/03/2010	36,350.30	35,970.90	0.00	379 40	0.00	0 00
31398AYY2	FNMA 3.000% 9/16/14							
30000.0000	08/05/2013	03/03/2010	30,923.97	30,832.20	0 00	91 77	0.00	0.00
31398AYY2	FNMA 3.000% 9/16/14							
10000.0000	10/21/2013	03/03/2010	10,252 67	10,277.40	0.00	-24.73	0.00	0 00
31359M7X5	FNMA 5.000% 5/11/17							
50000 0000	04/30/2013	05/04/2007	58,719 50	49,929 15	0.00	8,790.35	0 00	0.00
31359MFP3	FNMA 7.250% 5/15/30							
20000.0000	04/30/2013	12/02/2008	31,923.60	28,587.14	0.00	3,336 46	0.00	0 00
31360FCE3	FNMA PL #004569 V-M 5.926% 11/01/23		004569A					
37.9400	01/25/2013	05/28/1997	37.94	37.94	0.00	0.00	0.00	0.00
31360FCE3	FNMA PL #004569 V-M 5.926% 11/01/23		004569A					
33.8900	02/25/2013	05/28/1997	33.89	33 89	0 00	0 00	0 00	0.00
31360FCE3	FNMA PL #004569 V-M 5.926% 11/01/23		004569A					
32.9400	03/25/2013	05/28/1997	32.94	503.73	0 00	-470 79	0 00	0 00
31360FCE3	FNMA PL #004569 V-M 5.926% 11/01/23		004569A					
37.1100	04/25/2013	05/28/1997	37 11	567.50	0 00	-530 39	0.00	0 00

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Cusip / Quantity Sold (Box 1e)	Description (Box 8) / Date of Sale or Exchange (Box 1a)	Date of Acquisition	Stock or Other Symbol (Box 1d) / Stocks Bonds, etc. (Box 2a)	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
31360FCE3	FNMA PL #004569 V-M 5 926% 11/01/23		004569A					
38.6400	05/25/2013	05/28/1997	38.64	590 90	0.00	-552.26	0.00	0 00
31360FCE3	FNMA PL #004569 V-M 5.926% 11/01/23		004569A					
41.1100	06/25/2013	05/28/1997	41.11	628.67	0.00	-587 56	0.00	0 00
31360FCE3	FNMA PL #004569 V-M 5.926% 11/01/23		004569A					
36.9900	07/25/2013	05/28/1997	36.99	565.66	0.00	-528.67	0.00	0.00
31360FCE3	FNMA PL #004569 V-M 5.926% 11/01/23		004569A					
27.4500	08/25/2013	05/28/1997	27.45	419 77	0 00	-392.32	0.00	0.00
31360FCE3	FNMA PL #004569 V-M 5.926% 11/01/23		004569A					
16 3100	09/25/2013	05/28/1997	16.31	249.42	0.00	-233.11	0.00	0.00
31360FCE3	FNMA PL #004569 V-M 5.926% 11/01/23		004569A					
15.6200	10/25/2013	05/28/1997	15.62	238 87	0.00	-223.25	0.00	0.00
31360FCE3	FNMA PL #004569 V-M 5.926% 11/01/23		004569A					
15 7100	11/25/2013	05/28/1997	15.71	240.24	0.00	-224 53	0.00	0 00
31360FCE3	FNMA PL #004569 V-M 5.926% 11/01/23		004569A					
20.3100	12/25/2013	05/28/1997	20.31	310 59	0.00	-290.28	0 00	0 00
370334BH6	GENERAL MILLS INC 5 650% 2/15/19							
25000.0000	05/01/2013	01/29/2009	30,317 25	24,978.50	0.00	5,338.75	0 00	0 00
36202BD28	GNMA II PL #001021 10.000% 7/20/18		001021M					
1.5400	01/31/2013	05/28/1997	1.54	1.54	0.00	0.00	0.00	0 00

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State:	VA
Questions?	(302)651-1040

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36202BD28	GNMA II PL #001021 10.000% 7/20/18		001021M					
1.5600	03/20/2013	05/28/1997	1.56	5 87	0.00	-4.31	0.00	0 00
36202BD28	GNMA II PL #001021 10 000% 7/20/18		001021M					
1.5700	04/20/2013	05/28/1997	1.57	5.90	0.00	-4.33	0.00	0.00
36202BD28	GNMA II PL #001021 10 000% 7/20/18		001021M					
1.5800	05/20/2013	05/28/1997	1.58	5.94	0 00	-4.36	0 00	0 00
36202BD28	GNMA II PL #001021 10.000% 7/20/18		001021M					
1.6000	06/20/2013	05/28/1997	1.60	6.02	0.00	-4.42	0.00	0.00
36202BD28	GNMA II PL #001021 10.000% 7/20/18		001021M					
1.6100	07/20/2013	05/28/1997	1.61	6.05	0.00	-4.44	0 00	0.00
36202BD28	GNMA II PL #001021 10.000% 7/20/18		001021M					
1 6300	08/20/2013	05/28/1997	1.63	6 13	0.00	-4 50	0 00	0 00
36202BD28	GNMA II PL #001021 10.000% 7/20/18		001021M					
1 6600	10/20/2013	05/28/1997	1.66	6 24	0.00	-4.58	0 00	0 00
36202BD28	GNMA II PL #001021 10.000% 7/20/18		001021M					
1.6700	11/20/2013	05/28/1997	1.67	6.28	0.00	-4.61	0 00	0.00
36202BD28	GNMA II PL #001021 10.000% 7/20/18		001021M					
1.6900	12/20/2013	05/28/1997	1.69	6.36	0.00	-4.67	0.00	0 00
36202BD28	GNMA II PL #001021 10.000% 7/20/18		001021M					
1.6900	12/31/2013	05/28/1997	1.69	6.36	0.00	-4 67	0.00	0 00

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38141EA74	GOLDMAN SACHS GP MTN 3.700% 8/01/15							
25000 0000	04/25/2013	08/04/2010	26,454.75	25.234.25	0.00	1,220 50	0 00	0 00
421915EG0	HEALTH CARE PROP MTN 6.300% 9/15/16							
25000 0000	01/29/2013	02/04/2011	29,020.00	27,437.75	0 00	1,582 25	0.00	0 00
24422ERN1	JOHN DEERE CAP MTN 1.400% 3/15/17							
15000 0000	05/01/2013	02/22/2012	15,271.05	14,995 65	0.00	275 40	0.00	0 00
478366AZ0	JOHNSON CONTROLS 2.600% 12/01/16							
10000.0000	12/17/2013	07/27/2012	10,387.60	10,397 60	0.00	-10 00	0 00	0.00
494550BL9	KINDER MORGAN EN 3.950% 9/01/22							
10000.0000	08/05/2013	03/07/2012	9,930.50	9,981.40	0 00	-50.90	0.00	0.00
502413AZ0	L-3 COMM CORP 4 750% 7/15/20							
15000.0000	08/05/2013	05/19/2010	15,740 10	15,031.95	0.00	708.15	0.00	0 00
565849AD8	MARATHON OIL CORP 6.000% 10/01/17							
15000.0000	05/01/2013	01/28/2009	17,822.25	14,248 76	0 00	3,573.49	0 00	0 00
59018YTZ4	MERRILL LYNCH MTN 5.450% 7/15/14							
50000.0000	03/19/2013	06/07/2011	52,814 50	54,250 00	0 00	-1,435.50	0 00	0.00
59156RAN8	METLIFE INC 5 000% 6/15/15							
15000.0000	05/01/2013	05/29/2009	16,329 75	14,706.09	0 00	1,623 66	0 00	0 00
713448BH0	PEPSICO INC 5.000% 6/01/18							
10000 0000	04/22/2013	04/14/2011	11,758 30	10,921.50	0 00	836.80	0.00	0 00

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713448BH0	PEPSICO INC 5.000% 6/01/18							
10000.0000	08/05/2013	04/14/2011	11,376.90	10,921.50	0.00	455.40	0.00	0.00
713448BH0	PEPSICO INC 5.000% 6/01/18							
5000.0000	11/12/2013	04/14/2011	5,653.20	5,460.75	0.00	192.45	0.00	0.00
693390841	PIMCO HIGH YIELD CL I		PHIYX					
81725.4780	02/08/2013	Various	787,833.61	726,607.10	0.00	61,226.51	0 00	0.00
74432QBL8	PRUDENTIAL FIN MTN 3.875% 1/14/15							
15000.0000	05/01/2013	01/25/2010	15,778.80	15,091.35	0.00	687.45	0 00	0.00
816851AS8	SEMPRA ENERGY 2.300% 4/01/17							
15000 0000	08/05/2013	03/20/2012	15,250.20	15,062.40	0 00	187.80	0.00	0.00
86764PAE9	SUNOCO INC 9.625% 4/15/15							
30000.0000	09/20/2013	06/02/2009	33,772.80	34,125.00	0 00	-352.20	0.00	0.00
87938WAK9	TELEFONICA EMISIOUES 2.582% 4/26/13							
30000.0000	01/29/2013	02/17/2011	30,107.70	30,237 00	0.00	-129.30	0 00	0 00
883203BP5	TEXTRON INC 6.200% 3/15/15							
15000 0000	08/05/2013	06/27/2012	16,110.30	16,514 70	0.00	-404 40	0 00	0.00
89233P5S1	TOYOTA MTR CRED MTN 2 050% 1/12/17							
20000.0000	05/01/2013	Various	20,760.60	19,990 60	0 00	770.00	0 00	0 00
912810FP8	U.S. TREASURY BONDS 5 375% 2/15/31							
10000.0000	04/30/2013	09/06/2011	14,304.65	13,802.77	0 00	501.88	0.00	0 00

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Cusip / Quantity Sold (Box 1e)	Description (Box 8) / Date of Sale or Exchange (Box 1a)	Date of Acquisition	Stock or Other Symbol (Box 1d) / Stocks Bonds, etc. (Box 2a)	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
912810FP8	U.S. TREASURY BONDS 5.375% 2/15/31							
10000 0000	05/08/2013	09/06/2011	14,097.62	13,802.78	0.00	294 84	0 00	0.00
912810EW4	U.S TREASURY BONDS 6.000% 2/15/26							
10000.0000	03/11/2013	02/01/2007	13,965.98	11,179.30	0 00	2,786 68	0 00	0.00
912810EW4	U.S. TREASURY BONDS 6.000% 2/15/26							
20000.0000	04/30/2013	02/01/2007	29,012.42	22,358.59	0 00	6,653.83	0 00	0.00
912810EW4	U S. TREASURY BONDS 6.000% 2/15/26							
70000.0000	08/05/2013	Various	92,361.44	78,255.08	0 00	14,106.36	0.00	0 00
912810EM6	U.S. TREASURY BONDS 7.250% 8/15/22							
15000.0000	04/30/2013	02/01/2007	22,526 89	18,568.36	0.00	3,958 53	0 00	0 00
912810EH7	U.S. TREASURY BONDS 7.875% 2/15/21							
20000 0000	04/30/2013	02/01/2007	29,956 17	25,729.69	0.00	4,226.48	0.00	0.00
912810ED6	U S. TREASURY BONDS 8.125% 8/15/19							
10000.0000	04/30/2013	02/01/2007	14,444.49	12,927 73	0.00	1,516 76	0.00	0.00
912828SF8	U.S. TREASURY NOTES 2.000% 2/15/22							
20000.0000	08/05/2013	04/23/2012	19,388.98	20,143 05	0.00	-754.07	0.00	0.00
912828RR3	U.S. TREASURY NOTES 2.000% 11/15/21							
20000.0000	04/30/2013	Various	20,915 55	20,107.31	0.00	808.24	0.00	0.00
912828ND8	U.S. TREASURY NOTES 3.500% 5/15/20							
10000.0000	03/15/2013	06/28/2010	11,417 93	10,381 29	0.00	1,036 64	0.00	0.00

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2013 Tax Inforr 'ion Statement

Account Number:	077888-000	
Recipient's Tax ID Number:	54-1388355	
Payer's Federal ID Number:	51-0055023	
Payer's State ID Number:		
State:	VA	
Questions?	(302)651-1040	
☐ Corrected	☐ 2nd TIN notice	

Recipient's Name and Address:
BF FOUNDATION
PO BOX 1179
GRUNDY, VA 24614

Payer's Name and Address:
WILMINGTON TRUST COMPANY
TRUST TAX SERVICES DE3-C070
1100 NORTH MARKET STREET
WILMINGTON, DE 19890-0001

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Cusip / Quantity Sold (Box 1e)	Description (Box 8) / Date of Sale or Exchange (Box 1a)	Date of Acquisition	Stock or Other Symbol (Box 1d) / Stocks Bonds, etc. (Box 2a)	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
912828ND8	U.S TREASURY NOTES 3.500% 5/15/20							
20000.0000	08/05/2013	06/28/2010	22,024.92	20,762.58	0 00	1,262.34	0 00	0 00
912828JH4	U S TREASURY NOTES 4.000% 8/15/18							
15000.0000	04/30/2013	05/05/2010	17,582.17	15,794.59	0.00	1,787 58	0 00	0.00
912828DV9	U S TREASURY NOTES 4.125% 5/15/15							
20000.0000	04/11/2013	12/10/2007	21,600.71	20,221 87	0.00	1,378.84	0.00	0 00
912828DV9	U S. TREASURY NOTES 4.125% 5/15/15							
15000.0000	04/30/2013	12/10/2007	16,188.23	15,166 40	0 00	1,021.83	0.00	0.00
912828BH2	U.S TREASURY NOTES 4.250% 8/15/13							
25000.0000	04/30/2013	06/20/2007	25,305.58	24,944.03	0 00	361 55	0.00	0.00
912828HH6	U.S TREASURY NOTES 4.250% 11/15/17							
10000 0000	05/01/2013	08/21/2008	11,644 50	10,387 54	0.00	1,256 96	0.00	0 00
902748AA0	UIL HLDGS CORP 4.625% 10/01/20							
25000.0000	05/31/2013	11/23/2010	26,621.50	24,724.50	0.00	1,897.00	0.00	0.00
922031760	VANGUARD HIGH YIELD CORP CL ADML		VWEAX					
25245.4420	02/08/2013	Various	153,492.29	114,575.51	0.00	38,916 78	0 00	0.00
92343VBB9	VERIZON COMM INC 1.250% 11/03/14							
15000.0000	05/01/2013	Various	15,163.65	15,025.10	0 00	138 55	0.00	0 00
94974BFA3	WELLS FARGO CO MTN 1.250% 2/13/15							
10000.0000	03/08/2013	Various	10,122.10	9,974.55	0 00	147 55	0.00	0 00
Total Long Term Sales Reported on 1099-B			**2,534,546.90**	**2,333,749.41**	**0.00**	**200,797.49**	**0.00**	**0 00**

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State:	VA
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PO BOX 1179
GRUNDY, VA 24614

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WILMINGTON TRUST COMPANY
TRUST TAX SERVICES DE3-C070
1100 NORTH MARKET STREET
WILMINGTON, DE 19890-0001

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Cusip | Description *(Box 8)* | Stock or Other Symbol *(Box 1d)*

Quantity Sold *(Box 1e)*	Date of Sale or Exchange *(Box 1a)*	Date of Acquisition	Stocks Bonds, etc. *(Box 2a)*	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld *(Box 4)*	State Tax Withheld *(Box 15)*

Report on Form 8949, Part II, with Box E checked

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