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Form

990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation THE UNITED COMPANY CHARITABLE FOUNDATION		A Employer identification number 54-1390453	
Number and street (or P O box number if mail is not delivered to street address) 1005 GLENWAY AVENUE		B Telephone number (see instructions) (276) 645-1406	
City or town, state or province, country, and ZIP or foreign postal code BRISTOL, VA 242013473		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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 ☒ 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) \$ 45,752,234	J Accounting method ☐ 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) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	16,087	16,087		
	4 Dividends and interest from securities.	1,321,372	1,321,372		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	4,332,978			
	b Gross sales price for all assets on line 6a 24,095,624				
	7 Capital gain net income (from Part IV, line 2) . . .		4,332,978		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
Operating and Administrative Expenses	11 Other income (attach schedule)	-15,453	355		
	12 Total. Add lines 1 through 11	5,654,984	5,670,792		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages	244,854	0		244,845
	15 Pension plans, employee benefits	40,153	0		40,153
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	3,800	0		0
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	109,453	0		0
	19 Depreciation (attach schedule) and depletion . . .	22,072	0		
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	500,756	225,805		274,224
	24 Total operating and administrative expenses. Add lines 13 through 23	921,088	225,805		559,222
	25 Contributions, gifts, grants paid	2,740,243			2,290,243
	26 Total expenses and disbursements. Add lines 24 and 25	3,661,331	225,805		2,849,465
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	1,993,653			
	b Net investment income (if negative, enter -0-)		5,444,987		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	197,138	323,384	323,384
	3	Accounts receivable ▶ <u>89,091</u>			
		Less allowance for doubtful accounts ▶ _____	44,331	89,091	89,091
	4	Pledges receivable ▶ _____			
		Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____			
		Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use		13,227	13,227
	9	Prepaid expenses and deferred charges	6,578	7,565	7,565
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	20,643,527	28,336,846	28,336,846
	c	Investments—corporate bonds (attach schedule).			
	11	Investments—land, buildings, and equipment basis ▶ _____			
	Less accumulated depreciation (attach schedule) ▶ _____				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)	19,308,173	16,928,502	16,928,502	
14	Land, buildings, and equipment basis ▶ <u>106,319</u>				
	Less accumulated depreciation (attach schedule) ▶ <u>52,700</u>	73,482	53,619	53,619	
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	40,273,229	45,752,234	45,752,234	
Liabilities	17	Accounts payable and accrued expenses	61,856	57,097	
	18	Grants payable		2,270,000	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)	68,113	7,584	
	23	Total liabilities (add lines 17 through 22)	129,969	2,334,681	
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	38,665,918	41,940,211	
	25	Temporarily restricted			
	26	Permanently restricted	1,477,342	1,477,342	
		Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions)	40,143,260	43,417,553	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	40,273,229	45,752,234	

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	40,143,260
2	Enter amount from Part I, line 27a	2	1,993,653
3	Other increases not included in line 2 (itemize) ▶ _____	3	3,100,640
4	Add lines 1, 2, and 3	4	45,237,553
5	Decreases not included in line 2 (itemize) ▶ _____	5	1,820,000
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	43,417,553

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)
1 a	PUBLICLY TRADED SECURITIES			
b	CAPITAL GAINS DIVIDENDS	P		
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 24,095,215		19,762,646	4,332,569
b 409			409
c			
d			
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			4,332,569
b			409
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	4,332,978
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	2,828,050	40,425,828	0 069957
2011	2,769,396	40,014,318	0 069210
2010	2,728,795	38,536,636	0 070810
2009	4,626,243	36,189,711	0 127833
2008	2,592,940	46,022,604	0 056341

2 Total of line 1, column (d).	2	0 394151
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 078830
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	43,181,558
5 Multiply line 4 by line 3.	5	3,404,002
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	54,450
7 Add lines 5 and 6.	7	3,458,452
8 Enter qualifying distributions from Part XII, line 4. 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	8	2,850,593

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)					
1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1		1	108,900		
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		2	0		
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)					
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)				3	108,900
3 Add lines 1 and 2.				4	0
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	108,900		
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		6a	132,200		
6 Credits/Payments					
a 2013 estimated tax payments and 2012 overpayment credited to 2013					
b Exempt foreign organizations—tax withheld at source					
c Tax paid with application for extension of time to file (Form 8868)					
d Backup withholding erroneously withheld		6b			
		6c			
		6d			
7 Total credits and payments. Add lines 6a through 6d.		7	132,200		
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached		8			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	23,300		
11 Enter the amount of line 10 to be Credited to 2014 estimated tax 23,300 Refunded		11	0		

Part VII-A Statements Regarding Activities				
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?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>			No
		1b		No
c	Did the foundation file Form 1120-POL for this year?.	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ _____ 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? <i>If "Yes," attach a detailed description of the activities.</i>	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a	Yes	
b	If "Yes," has it filed a tax return on Form 990-T for this year?.	4b	Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) VA _____			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9		No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶ WWW UCCHARITABLE COM				
14	The books are in care of ▶ THE ORGANIZATION Telephone no ▶ (276) 645-1436			
	Located at ▶ 1005 GLENWAY AVENUE BRISTOL VA ZIP +4 ▶ 242013473			
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		
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	Yes	No
	See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶			

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

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

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

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)? (see instructions).	☒ 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)?	5b		No
	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?			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).	☒ Yes ☐ No		
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		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?			
		☐ Yes ☒ No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	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 (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ROSE HURLEY	GUIDANCE	50,625	2,224	0
1760 EDGEWATER DRIVE	COUNSELOR			
GRUNDY,VA 24614	40 00			
Total number of other employees paid over \$50,000.				0

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
UNITED MANAGEMENT COMPANY LLC 1005 GLENWAY AVENUE BRISTOL,VA 24201	INVESTMENT MANAGEMENT	212,980
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 PROVIDE ONE MEAL/DAY FIVE DAYS A WEEK TO 1,050 LOW-INCOME PEOPLE IN THE BRISTOL, VA COMMUNITY MEALS ARE DELIVERED VIA 2 VANS THAT TRAVEL TO THE HOMES OF THE RECIPIENTS	384,060
2 CAMP SUCCESS IS A WEEK-LONG PROGRAM FOR MOUNTAIN MISSION SCHOOL JUNIORS & SENIORS THAT EMPHASIZES LEADERSHIP, EDUCATION, AND INTELLECTUAL CURIOSITY IN 2013, PARTICIPANTS SPENT A WEEK IN WASHINGTON, DC EXPLORING AND LEARNING	28,683
3 COLLEGE AND CAREER COUNSELOR WORKS AT MOUNTAIN MISSION SCHOOL (GRUNDY, VA) AND ASSISTS STUDENTS WITH THE COLLEGE APPLICATION PROCESS, FINANCIAL AID AND MATRICULATION PROCEDURES ALSO OVERSEES SCHOLARSHIP PROGRAM FOR MOUNTAIN MISSION SCHOOL GRADUATES	70,505
4	

Part IX-B Summary of Program-Related Investments (see instructions)	
Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the 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	43,071,767
b	Average of monthly cash balances.	1b	767,378
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	43,839,145
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	43,839,145
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	657,587
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	43,181,558
6	Minimum investment return. Enter 5% of line 5.	6	2,159,078

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	2,159,078
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	108,900
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	108,900
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	2,050,178
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	2,050,178
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	2,050,178

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	2,849,465
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	1,128
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	2,850,593
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	2,850,593
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				2,050,178
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.	318,791			
b From 2009.	2,837,507			
c From 2010.	834,861			
d From 2011.	796,315			
e From 2012.	844,008			
f Total of lines 3a through e.	5,631,482			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 2,850,593				
a Applied to 2012, but not more than line 2a			0	
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.				2,050,178
e Remaining amount distributed out of corpus	800,415			
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	6,431,897			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . .	318,791			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	6,113,106			
10 Analysis of line 9				
a Excess from 2009. . . .	2,837,507			
b Excess from 2010. . . .	834,861			
c Excess from 2011. . . .	796,315			
d Excess from 2012. . . .	844,008			
e Excess from 2013. . . .	800,415			

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

1a

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

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Part XVSupplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1

Information Regarding Foundation Managers:

a

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

b

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

2

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

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

a

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

ROSE HURLEY MOUNTAIN MISSION SCHOOL
1760 EDGEWATER DRIVE
GRUNDY,VA 24614
(276) 791-1514

b

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

APPLICANTS MUST HAVE PREVIOUSLY APPLIED TO, AND RECEIVED AN OFFICIAL NOTIFICATION OF ACCEPTANCE FROM, AN ACCREDITED UNIVERSITY OR COLLEGE IN THE UNITED STATES APPLICATIONS MUST BE SUBMITTED USING THE FOUNDATION'S SCHOLARSHIP APPLICATION FORM THE FOLLOWING ITEMS MUST BE INCLUDED OFFICIAL HIGH SCHOOL OR COLLEGE TRANSCRIPT, FINANCIAL AID AWARD LETTER, STUDENT AID REPORT FROM FAFSA, AND OFFICIAL SCHOOL INVOICE AND CLASS SCHEDULE ALL SCHOLARSHIP REQUESTS FOR THE SPRING SEMESTER MUST ALSO INCLUDE A COPY OF THE STUDENT'S GRADES FROM THE FALL (EITHER AN OFFICIAL GRADE REPORT OR A TRANSCRIPT FROM THE SCHOOL) STUDENTS MUST REAPPLY FOR A SCHOLARSHIP EACH YEAR

c

Any submission deadlines

DEADLINES FOR APPLICATIONS ARE JULY 1 FOR FALL SEMESTER AND DECEMBER 1 FOR SPRING SEMESTER

d

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

THE SCHOLARSHIP PROGRAM SUPPLEMENTS FINANCIAL AID AND OTHER SUPPORT TO HELP COVER THE COST OF COLLEGE TUITION, FEES, ROOM AND BOARD, BOOKS, AND SUPPLIES STUDENTS MUST BE ENROLLED WITH A MINIMUM OF 12 CREDIT HOURS PER SEMESTER STUDENTS MAY REQUEST A MAXIMUM OF \$25,000 PER YEAR STUDENTS MUST BE ENROLLED AT MOUNTAIN MISSION SCHOOL, GRUNDY, VA (MMS) FROM GRADES 9 THROUGH 12 TO BE ELIGIBLE FOR SUPPORT SCHOLARSHIPS ARE GIVEN FOR THE BENEFIT OF INDIVIDUAL STUDENTS WHO HAVE NO RELATIONSHIP TO DISQUALIFIED PERSONS STUDENTS MUST DEMONSTRATE FINANCIAL NEED BY QUALIFYING FOR A FEDERAL PELL GRANT STUDENTS MUST ACCEPT ANY FEDERAL DIRECT SUBSIDIZED LOANS OR PERKINS LOANS OFFERED STUDENTS ARE ELIGIBLE FOR 4 CONSECUTIVE CALENDAR YEARS AFTER GRADUATION FROM MMS STUDENTS SHOULD HAVE AT LEAST A 2.75 CUMULATIVE GPA FROM MMS (ON A 4.0 SCALE) AND MAINTAIN A 2.5 CUMULATIVE GPA IN COLLEGE (ON A 4.0 SCALE) THE MAX FOR BOOKS AND SUPPLIES PER STUDENT IS \$750 FOR THE FIRST SEMSESTER AND \$500 THEREAFTER

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			 3a	2,290,243
b <i>Approved for future payment</i> FOUNDATION FOR EDUCATIONAL AND DEVELOPMENTAL OPPORTUNITIES INC 139 TERRACE DRIVE BRISTOL,VA 24201	NONE	SCHOOL	GENERAL SUPPORT	100,000
HOLSTON UNITED METHODIST HOME FOR CHILDREN INC 404 HOLSTON DRIVE GREENVILLE,TN 37744	NONE	509(A)(1)	GENERAL SUPPORT	800,000
Total			 3b	900,000

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

Form 990PF Part VIII Line 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
JAMES W MCGLOTHLIN	CHAIRMAN 5 00	0	0	0
1005 GLENWAY AVENUE BRISTOL,VA 242013473				
LOIS A CLARKE	PRESIDENT/TREASURER/DIRECTOR 10 00	0	0	0
1005 GLENWAY AVENUE BRISTOL,VA 242013473				
N D STREET	SECRETARY/DIRECTOR 1 00	0	0	0
1005 GLENWAY AVENUE BRISTOL,VA 242013473				
FRANCES G MCGLOTHLIN	DIRECTOR 1 00	0	0	0
1005 GLENWAY AVENUE BRISTOL,VA 242013473				
FAY H STREET	DIRECTOR 1 00	0	0	0
1005 GLENWAY AVENUE BRISTOL,VA 242013473				
DAVID A STREET	DIRECTOR 1 00	0	0	0
1005 GLENWAY AVENUE BRISTOL,VA 242013473				
BARBARA J BJERKE	ASSISTANT TREASURER 1 00	0	0	0
1005 GLENWAY AVENUE BRISTOL,VA 242013473				
JULIA K SMITH	ASSISTANT SECRETARY 1 00	0	0	0
1005 GLENWAY AVENUE BRISTOL,VA 242013473				
MARTHA MCGLOTHLIN GAYLE	DIRECTOR 1 00	0	0	0
1005 GLENWAY AVENUE BRISTOL,VA 242013473				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ALICE LLOYD COLLEGE 100 PURPOSE ROAD PIPPA PASSES,KY 41844	NONE	SCHOOL	SCHOLARSHIPS FOR NEEDY STUDENTS	5,000
AMERICAN CANCER SOCIETY 245 BIRCH STREET BLOUNTVILLE,TN 37617	NONE	509(A)(1)	SULLIVAN COUNTY TN RELAY FOR LIFE	9,000
AMERICAN CANCER SOCIETY PO BOX 406 VANSANT,VA 24656	NONE	509(A)(1)	BUCHANAN COUNTY VA RELAY FOR LIFE	1,000
ARH FOUNDATION FOR HEALTHIER COMMUNITIES 100 AIRPORT GARDENS ROAD HAZARD,KY 41701	NONE	509(A)(1)	HAZARD ARH CAPITAL CAMPAIGN	2,500
BACKPACK BLESSINGS INC PO BOX 24 GRUNDY,VA 24614	NONE	509(A)(1)	PROVIDE FOOD PACKS TO CHILDREN FOR WEEKENDS	5,000
BARTER FOUNDATION INC PO BOX 867 ABINGDON,VA 24212	NONE	509(A)(1)	GENERAL SUPPORT/ARTS EDUCATION	25,000
BIG BROTHERS BIG SISTERS OF EAST TENNESSEE 119 W SUMMIT HILL DRIVE 101 KINGSPORT,TN 37902	NONE	509(A)(1)	SPONSOR BOWL FOR KIDS' SAKE	2,500
BLUE STOCKING CLUB PO BOX 1022 BRISTOL,TN 37621	NONE	509(A)(2)	EDUCATION OUTREACH FOR BIRTHPLACE OF COUNTRY MUSIC	5,000
BOY SCOUTS OF AMERICA SEQUOYAH COUNCIL 129 BOONE RIDGE DRIVE JOHNSON CITY,TN 37615	NONE	509(A)(1)	PROMOTE VALUE-DRIVEN PROGRAM OF YOUTH DEVELOPMENT	25,000
BOYS AND GIRLS CLUB OF BRISTOL 334 REBECCA STREET BRISTOL,VA 24201	NONE	509(A)(2)	INSPIRE DISADVANTAGED YOUTH TO REALIZE THEIR FULL POTENTIAL	30,000
BRETT BENTLEY CRAWFORD FOUNDATION 999 VANDERBILT BEACH RD SUITE 102 NAPLES,FL 34108	NONE	4942(J)(3)	NICARAGUA SCHOOL BUILDING FUND	5,000
BRISTOL EMERGENCY FOOD PANTRY PO BOX 1471 BRISTOL,VA 24203	NONE	509(A)(1)	GENERAL SUPPORT LOCAL FOOD BANK	25,000
BRISTOL FAITH IN ACTION 703 CHESTER STREET BRISTOL,VA 24201	NONE	509(A)(1)	ASSIST HOUSEHOLD OF DISABLED IN BRISTOL AREA	25,000
BRISTOL LIFE SAVING CREW 1601 EUCLID AVENUE BRISTOL,VA 24201	NONE	509(A)(1)	GENERAL SUPPORT	2,500
BRISTOL TENNESSEE CITY SCHOOLS 1236 VOLUNTEER PARKWAY BRISTOL,VA 24201	NONE	SCHOOL	SUPPLY COATS FOR STUDENTS IN NEED	1,500
Total  3a				2,290,243

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
BRISTOL VIRGINIA FIRE DEPARTMENT 211 LEE ST BRISTOL,VA 24201	NONE	GOVERNMENT	GENERAL SUPPORT	2,500
BUCHANAN COUNTY SCHOOLS 1176 BOOTH BRANCH ROAD GRUNDY,VA 24614	NONE	509(A)(2)	PURCHASE COATS AND SHOES FOR STUDENTS IN NEED	15,150
CARSON-NEWMAN COLLEGE PO BOX 557 JEFFERSON CITY,TN 37760	NONE	SCHOOL	EDUCATION - TUITION	12,475
CARSON-NEWMAN COLLEGE PO BOX 557 JEFFERSON CITY,TN 37760	NONE	SCHOOL	EDUCATION - BOOKS	464
CAZENOVIA COLLEGE 95 ALBANY STREET CAZENOVIA,NY 13035	NONE	SCHOOL	EDUCATION - BOOKS	969
CAZENOVIA COLLEGE 95 ALBANY STREET CAZENOVIA,NY 13035	NONE	SCHOOL	EDUCATION - TUITION	7,660
CENTRA COLLEGE OF NURSING 1501 LAKESIDE DRIVE LYNCHBURG,VA 24501	NONE	SCHOOL	EDUCATION - TUITION	2,036
CHILDREN'S ADVOCACY CENTER OF SULLIVAN COUNTY 150 BLOUNTVILLE BYPASS BLOUNTVILLE,TN 37617	NONE	509(A)(1)	GENERAL SUPPORT	2,500
CHILDREN'S ADVOCACY CENTER OF WASHINGTON COUNTY PO BOX 16231 BRISTOL,VA 21451	NONE	509(A)(1)	GENERAL SUPPORT	2,500
CINCINNATI CHRISTIAN UNIVERSITY 2700 GLENWAY AVENUE CINCINNATI,OH 45204	NONE	SCHOOL	EDUCATION - BOOKS	396
CINCINNATI CHRISTIAN UNIVERSITY 2700 GLENWAY AVENUE CINCINNATI,OH 45204	NONE	SCHOOL	EDUCATION - TUITION	2,625
COASTAL CAROLINA UNIVERSITY PO BOX 261954 CONWAY,SC 29528	NONE	SCHOOL	EDUCATION - BOOKS	450
COLUMBIA COLLEGE 600 S MICHIGAN AVENUE CHICAGO,IL 60605	NONE	SCHOOL	EDUCATION - BOOKS	184
COLUMBIA COLLEGE 600 S MICHIGAN AVENUE CHICAGO,IL 60605	NONE	SCHOOL	EDUCATION - TUITION	12,500
COMMUNITIES IN SCHOOLS OF VIRGINIA 220 LEE STREET BRISTOL,VA 24201	NONE	509(A)(2)	PROVIDE SHOES, CLOTHING, FOOD FOR STUDENTS IN NEED, EXPAND BEFORE/AFTER SCHOOL PROGRAM	35,000
Total  3a				2,290,243

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
COMMUNITY SCHOOL OF NAPLES 13275 LIVINGSTON ROAD NAPLES,FL 34109	NONE	SCHOOL	GENERAL SUPPORT & ANNUAL FUND FOR EXCELLENCE	10,000
CROSSROADS MEDICAL MISSION PO BOX 16852 BRISTOL,VA 24209	NONE	509(A)(2)	SUPPORT MOBILE MEDICAL CLINIC FOR THE UNDERSERVED & TRI CITIES	50,000
EAST TENNESSEE STATE UNIVERSITY 807 UNIVERSITY PARKWAY JOHNSON CITY,TN 37614	NONE	SCHOOL	EDUCATION - TUITION	12,641
EAST TENNESSEE STATE UNIVERSITY 807 UNIVERSITY PARKWAY JOHNSON CITY,TN 37614	NONE	SCHOOL	EDUCATION - BOOKS	483
EMORY AND HENRY COLLEGE PO BOX 947 EMORY,VA 24327	NONE	SCHOOL	EDUCATION - TUITION	31,792
FEEDING AMERICA SOUTHWEST VIRGINIA 1025 ELECTRIC ROAD SALEM,VA 24153	NONE	509(A)(1)	ESTABLISH MOBILE FOOD PANTRY PROGRAM & GENERAL SUPPORT	125,000
FEEDING MY SHEEP INC PO BOX 970 VANSANT,VA 24656	NONE	509(A)(1)	PROVIDE FOOD ASSISTANCE IN BUCHANAN COUNTY	25,000
FOOD BANK OF WISE COUNTY INCORPORATED PO BOX 2977 WISE,VA 24293	NONE	509(A)(1)	PROVIDE FOOD ASSISTANCE IN WISE COUNTY	25,000
FOUNDATION FOR EDUCATIONAL AND DEVELOPMENTAL OPPORTUNITIES INC 139 TERRACE DRIVE BRISTOL,VA 24201	NONE	SCHOOL	GENERAL SUPPORT	25,000
GIRL SCOUT COUNCIL OF THE SOUTHERN APPALACHIANS INC 1100 WOODLAND AVENUE JOHNSON CITY,TN 37601	NONE	509(A)(1)	GENERAL SUPPORT	5,000
HANDS ON REGIONAL MUSEUM 315 E MAIN STREET JOHNSON CITY,TN 37601	NONE	509(A)(1)	GENERAL SUPPORT	5,000
HAVEN OF REST RESCUE MISSION OF BRISTOL PO BOX 1244 JOHNSON CITY,TN 37601	NONE	509(A)(1)	OPERATING EXPENSE & PURCHASE OF A USED MINI-VAN	10,000
HEALING HANDS HEALTH CENTER INC 210 MEMORIAL DR BRISTOL,TN 37620	NONE	509(A)(2)	HELP PROVIDE FREE MEDICAL CARE TO WORKING UNINSURED	85,000
HOLSTON UNITED METHODIST HOME FOR CHILDREN INC 404 HOLSTON DRIVE GREENVILLE,TN 37744	NONE	509(A)(1)	GENERAL SUPPORT	200,000
JAMES MADISON UNIVERSITY 800 S MAIN STREET HARRISONBURG,VA 22807	NONE	SCHOOL	EDUCATION - TUITION	2,187
Total  3a				2,290,243

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
JAMES MADISON UNIVERSITY 800 S MAIN STREET HARRISONBURG,VA 22807	NONE	SCHOOL	EDUCATION - BOOKS	319
JAMES MADISON UNIVERSITY 800 S MAIN STREET HARRISONBURG,VA 22807	NONE	SCHOOL	EDUCATION - ROOM & BOARD	1,763
JAMES W & FRANCES G MCGLOTHLIN FOUNDATION 1005 GLENWAY AVE BRISTOL,VA 24201	NONE	4942(J)(3)	COMMUNITIES IN SCHOOLS PROJECT/COATS & SHOES FOR STUDENTS	12,500
JOHNSON UNIVERSITY 7900 JOHNSON DR KNOXVILLE,TN 37998	NONE	SCHOOL	EDUCATION - BOOKS	1,347
JOHNSON UNIVERSITY 7900 JOHNSON DR KNOXVILLE,TN 37998	NONE	SCHOOL	EDUCATION - TUITION	17,686
JUNIOR ACHIEVEMENT USA 330 BROAD STREET SUITE 1 KINGSFORT,TN 37660	NONE	509(A)(1)	JUNIOR ACHIEVEMENT BUSINESS HALL OF FAME	5,000
LEE STREET BAPTIST CHURCHLEE STREET COMMUNITY CENTER 1 WEST MARY STREET BRISTOL,VA 24201	NONE	509(A)(1)	CHILD CARE CENTER SUPPORT	50,000
LIBERTY UNIVERSITY 1971 UNIVERSITY BOULEVARD LYNCHBURG,VA 24502	NONE	SCHOOL	EDUCATION - BOOKS	2,566
LIBERTY UNIVERSITY 1971 UNIVERSITY BOULEVARD LYNCHBURG,VA 24502	NONE	SCHOOL	EDUCATION - TUITION	68,829
LYNCHBURG COLLEGE 1501 LAKESIDE DRIVE LYNCHBURG,VA 24501	NONE	SCHOOL	EDUCATION - TUITION	6,785
LYNCHBURG COLLEGE 1502 LAKESIDE DRIVE LYNCHBURG,VA 24502	NONE	SCHOOL	EDUCATION - BOOKS	450
MILLIGAN COLLEGE PO BOX 500 MILLIGAN COLLEGE,TN 37682	NONE	SCHOOL	EDUCATION - TUITION	52,954
MILLIGAN COLLEGE PO BOX 500 MILLIGAN COLLEGE,TN 37682	NONE	SCHOOL	EDUCATION - BOOKS	3,773
MOUNTAIN STATES FOUNDATION 2335 KNOB CREEK ROAD SUITE 101 JOHNSON CITY,TN 37604	NONE	509(A)(3)	NISWONGER CHILDREN'S HOSPITAL	30,000
OLD DOMINION UNIVERSITY 5115 HAMPTON BOULEVARD NORFOLK,VA 23529	NONE	SCHOOL	EDUCATION - BOOKS	758
Total  3a				2,290,243

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
OLD DOMINION UNIVERSITY 5115 HAMPTON BOULEVARD NORFOLK,VA 23529	NONE	SCHOOL	EDUCATION - ROOM & BOARD	517
OLD DOMINION UNIVERSITY 5115 HAMPTON BOULEVARD NORFOLK,VA 23529	NONE	SCHOOL	EDUCATION - TUITION	6,037
PACE UNIVERSITY 1 PACE PLAZA NEWYORK CITY,NY 10038	NONE	SCHOOL	EDUCATION - TUITION	36,750
PACE UNIVERSITY 1 PACE PLAZA NEWYORK CITY,NY 10038	NONE	SCHOOL	EDUCATION - ROOM & BOARD	1,500
PACE UNIVERSITY 1 PACE PLAZA NEWYORK CITY,NY 10038	NONE	SCHOOL	EDUCATION - BOOKS	1,783
PARAMOUNT CENTER FOR THE ARTS PO BOX 1546 BRISTOL,VA 41105	NONE	509(A)(1)	GENERAL SUPPORT	15,000
PRESBYTERIAN CHILDREN'S HOME OF THE HIGHLANDS 425 GRAYSON ROAD WYTHEVILLE,VA 24382	NONE	509(A)(2)	HELP SERVE YOUNG PEOPLE/FAMILIES IN CRISIS	20,000
QUINNIPIAC UNIVERSITY 275 MOUNT CARMEL AVENUE HAMDEN,CT 06518	NONE	SCHOOL	EDUCATION - ROOM & BOARD	4,809
QUINNIPIAC UNIVERSITY 275 MOUNT CARMEL AVENUE HAMDEN,CT 06518	NONE	SCHOOL	EDUCATION - BOOKS	8,294
QUINNIPIAC UNIVERSITY 275 MOUNT CARMEL AVENUE HAMDEN,CT 06518	NONE	SCHOOL	EDUCATION - TUITION	149,138
RIVERS WAY OUTDOOR ADVENTURE CENTER 889 STONEY HOLLOW ROAD BLUFF CITY,TN 37618	NONE	509(A)(1)	FUND ALIVE & WELL PROGRAMMING	10,000
SALVATION ARMY 1224 W STATE STREET BRISTOL,TN 37620	NONE	509(A)(1)	GENERAL SUPPORT	2,500
SETON HALL UNIVERSITY 400 SOUTH ORANGE AVENUE SOUTH ORANGE,NJ 07079	NONE	SCHOOL	EDUCATION - BOOKS	1,761
SETON HALL UNIVERSITY 400 SOUTH ORANGE AVENUE SOUTH ORANGE,NJ 07079	NONE	SCHOOL	EDUCATION - TUITION	47,538
ST JOHN'S UNIVERSITY 8000 UTOPIA PARKWAY QUEENS,NY 11439	NONE	SCHOOL	EDUCATION - BOOKS	1,000
Total  3a				2,290,243

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ST JOHN'S UNIVERSITY 8000 UTOPIA PARKWAY QUEENS,NY 11439	NONE	SCHOOL	EDUCATION - TUITION	20,590
ST MARY'S HEALTH WAGON (AKA THE HEALTH WAGON) PO BOX 709 CLINTWOOD,VA 24228	NONE	509(A)(1)	GENERAL SUPPORT	10,000
STEVENSON UNIVERSITY 1525 GREENSPRING VALLEY ROAD STEVENSON,MD 21153	NONE	SCHOOL	EDUCATION - BOOKS	706
STEVENSON UNIVERSITY 1525 GREENSPRING VALLEY ROAD STEVENSON,MD 21153	NONE	SCHOOL	EDUCATION - TUITION	16,945
SULLINS ACADEMY 22218 SULLINS ACADEMY BRISTOL,VA 24202	NONE	SCHOOL	GENERAL SUPPORT, FUNDRAISER AUCTION UNDERWRITER	10,000
SYMPHONY OF THE MOUNTAINS 22218 SULLINS ACADEMY DRIVE BRISTOL,VA 24202	NONE	509(A)(2)	TO BE USED FOR FUNDRAISER FOR MORRISON SCHOOL	20,000
THE NEW SCHOOL 66 W 12TH STREET NEWYORK CITY,NY 10011	NONE	SCHOOL	EDUCATION - TUITION	12,500
THEATRE BRISTOL 512 STATE STREET BRISTOL,TN 37620	NONE	509(A)(1)	REVIVAL OF BRISTOL'S CHILDREN'S THEATRE & EDUCATION	5,000
UNIVERSITY OF KENTUCKY 800 ROSE STREET LEXINGTON,KY 40508	NONE	SCHOOL	EDUCATION - BOOKS	981
UNIVERSITY OF KENTUCKY 800 ROSE STREET LEXINGTON,KY 40508	NONE	SCHOOL	EDUCATION - TUITION	13,590
UNIVERSITY OF SAN DIEGO 1 COLLEGE AVENUE WISE,VA 24293	NONE	SCHOOL	EDUCATION - BOOKS	795
UNIVERSITY OF SAN DIEGO 5998 ALCALA PARK SAN DIEGO,CA 92110	NONE	SCHOOL	EDUCATION - TUITION	19,062
UNIVERSITY OF WASHINGTON 4311 11TH AVENUE NE SEATTLE,WA 98105	NONE	SCHOOL	EDUCATION - BOOKS	556
UNIVERSITY OF WASHINGTON 4311 11TH AVENUE NE SEATTLE,WA 98105	NONE	SCHOOL	EDUCATION - TUITION	101
UNIVERSITY OF WASHINGTON 4312 11TH AVENUE NE SEATTLE,WA 98106	NONE	SCHOOL	EDUCATION - ROOM & BOARD	15,258
Total  3a				2,290,243

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
VIRGINIA COMMONWEALTH UNIVERSITY 1111 WBROAD STREET RICHMOND,VA 23220	NONE	SCHOOL	EDUCATION - TUITION	14,890
VIRGINIA COMMONWEALTH UNIVERSITY 1112 WBROAD STREET RICHMOND,VA 23221	NONE	SCHOOL	EDUCATION - BOOKS	1,422
VIRGINIA TECH 210 BURRUSS HALL BLACKSBURG,VA 24061	NONE	SCHOOL	EDUCATION - TUITION	400,000
VIRGINIA TECH 210 BURRUSS HALL BLACKSBURG,VA 24061	NONE	SCHOOL	EDUCATION - BOOKS	400
WILLIAM AND MARY TRIBE COMPUTER STORE 751 UKROP WAY WILLIAMSBURG,VA 23185	NONE	SCHOOL	EDUCATION - BOOKS	2,779
WILLIAM AND MARY 751 UKROP WAY WILLIAMSBURG,VA 23185	NONE	SCHOOL	EDUCATION - TUITION	18,523
WILLIAM KING MUSEUM CENTER FOR ART & CULTURAL HERITAGE PO BOX 2256 ABINGDON,VA 24210	NONE	509(A)(1)	GENERAL SUPPORT, SUPPORT FOR VARIOUS EXHIBITIONS	50,000
YMCA BRISTOL FAMILY YMCA 400 MARTIN LUTHER KING JR BLVD BRISTOL,TN 37620	NONE	509(A)(2)	SUMMER CAMP FOR 200 CHILDREN	2,000
YMCA OF BUCHANAN COUNTY PO BOX 1450 GRUNDY,VA 24614	NONE	509(A)(2)	GENERAL SUPPORT	184,276
YWCA - BRISTOL 106 STATE STREET BRISTOL,TN 37620	NONE	509(A)(2)	GENERAL SUPPORT	30,000
Total  3a				2,290,243

TY 2013 Accounting Fees Schedule

Name: THE UNITED COMPANY CHARITABLE FOUNDATION

EIN: 54-1390453

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	3,800	0		0

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

TY 2013 Depreciation Schedule

Name: THE UNITED COMPANY CHARITABLE FOUNDATION

EIN: 54-1390453

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
FORD VAN - SOUP KITCHEN	2011-07-05	23,148	11,575	SL	3 0000000000000	7,716	0		
CHEVROLET VAN - SOUP KITCHEN	2012-10-01	16,720	1,393	SL	3 0000000000000	5,573	0		
SOUP KETTLE	2007-10-01	4,245	4,245	SL	5 0000000000000	0	0		
CAN OPENER	2011-08-16	602	170	SL	5 0000000000000	120	0		
SOUP KETTLE	2011-10-01	20,448	5,113	SL	5 0000000000000	4,090	0		
REFRIGERATOR	2011-10-01	3,833	959	SL	5 0000000000000	767	0		
AIR CONDITIONER	2011-10-01	619	155	SL	5 0000000000000	124	0		
WORK TABLES	2011-11-01	882	205	SL	5 0000000000000	176	0		
DOUBLE DOOR COOLER	2009-10-01	4,902	3,186	SL	5 0000000000000	980	0		
TELEVISION	2012-02-01	399	73	SL	5 0000000000000	80	0		
HP INKJET PRINTER	2007-06-01	1,077	1,077	SL	5 0000000000000	0	0		
COMPUTER & MONITOR	2010-12-01	1,518	632	SL	5 0000000000000	304	0		
CANON PRINTER/SCANNER	2012-06-30	242	28	SL	5 0000000000000	48	0		
COMPUTER & MONITOR	2012-01-01	150	50	SL	3 0000000000000	50	0		
COMPUTER & MONITOR	2012-10-01	961	80	SL	3 0000000000000	320	0		
ELECTRICAL- SOUP KITCHEN	2011-12-01	4,555	329	SL	15 0000000000000	304	0		
NEW ENTRANCE DOORS	2011-11-01	3,324	259	SL	15 0000000000000	222	0		
SOUP KITCHEN CONSTRUCTION	2011-11-01	461	36	SL	15 0000000000000	31	0		
PAINTING NEW ADDITIONS	2011-11-01	672	52	SL	15 0000000000000	45	0		
INSTALL WATER & GAS LINE SOUP K	2011-11-01	1,474	114	SL	15 0000000000000	98	0		
PAVING	2011-12-01	7,500	542	SL	15 0000000000000	500	0		
ENTRANCE DOORS LOCK SET	2012-01-01	105	7	SL	15 0000000000000	7	0		
SOUP KITCHEN PAINTING	2012-03-01	617	34	SL	15 0000000000000	41	0		
SOUP KITCHEN RENOVATIONS	2012-03-01	3,542	197	SL	15 0000000000000	236	0		
SOUP KITCHEN ACOUSTICAL CEILING	2012-03-01	2,115	118	SL	15 0000000000000	141	0		
HP LASERJET PRINTER	2013-05-07	332		SL	5 0000000000000	44	0		
DELL PRECISION WORKSTATION	2013-09-04	383		SL	5 0000000000000	26	0		
HP LASERJET PRINTER	2013-09-04	252		SL	5 0000000000000	17	0		
DELL E SERIES MONITOR	2013-09-04	161		SL	5 0000000000000	11	0		
LEASEHOLD IMPROVEMENT12	2013-12-31	1,080		SL	15 0000000000000	0	0		

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TY 2013 Expenditure Responsibility Statement

Name: THE UNITED COMPANY CHARITABLE FOUNDATION

EIN: 54-1390453

Grantee's Name	Grantee's Address	Grant Date	Grant Amount	Grant Purpose	Amount Expended By Grantee	Any Diversion By Grantee?	Dates of Reports By Grantee	Date of Verification	Results of Verification
BRETT BENTLEY CRAWFORD FOUNDATION	999 VANDERBILT BEACH ROAD SUITE 102 NAPLES, FL 34108	2013-08-26	5,000	NICARAGUA SCHOOL BUILDING FUND	5,000	NONE	5/7/14	2014-05-07	
THE JAMES W AND FRANCES GIBSON MCGLOTHLIN FOUNDATION	1005 GLENWAY AVENUE BRISTOL, VA 24201	2013-10-21	12,500	COMMUNITIES IN SCHOOLS PROJECTS/COATS & SHOES FOR STUDENTS	12,500	NONE	1/17/14	2014-01-17	

**TY 2013 Investments Corporate
Stock Schedule**

Name: THE UNITED COMPANY CHARITABLE FOUNDATION
EIN: 54-1390453

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3M CO	603,075	603,075
ACCENTURE PLC-CL A	357,657	357,657
AFLAC INC	497,660	497,660
AIR PRODUCTS & CHEMICALS INC	385,641	385,641
ALLSTATE CORP	561,762	561,762
ALTRIA GROUP INC	482,754	482,754
AMERICAN ELECTRIC POWER CO	411,312	411,312
APPLE INC.	252,459	252,459
AT&T INC	316,440	316,440
AUTOMATIC DATA PROCESSING INC	513,074	513,074
BCE INC	337,662	337,662
BRISTOL MYERS SQUIBB CO	653,745	653,745
CENTURYLINK INC	293,020	293,020
CHEVRON CORP	524,622	524,622
CHUBB CORP	504,892	504,892
CISCO SYSTEMS INC	322,992	322,992
COCA-COLA CO	413,100	413,100
CONOCOPHILLIPS	459,225	459,225
DARDEN RESTAURANTS INC	333,016	333,016
DEERE & CO	301,389	301,389
DUKE ENERGY CORP	353,055	353,055
E I DU PONT DE NEMOURS & CO	571,736	571,736
ELI LILLY & CO	402,900	402,900
EMERSON ELECTRIC CO	491,260	491,260
EXXON MOBIL CORP	417,450	417,450
GENERAL ELECTRIC CO	462,495	462,495
GENERAL MILLS INC	386,803	386,803
GENUINE PARTS CO	582,330	582,330
GLAXOSMITHKLINE PLC SPONS ADR	416,442	416,442
HIGHLANDS CAP TR I 2 5/16% PFD	14,260	14,260

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ILLINOIS TOOL WORKS INC	563,336	563,336
INTEL CORP	386,081	386,081
INTERNATIONAL BUSINESS MACHINES CORP	440,790	440,790
INTERNATIONAL PAPER CO	452,302	452,302
JOHNSON & JOHNSON	423,604	423,604
JP MORGAN CHASE & CO	482,460	482,460
KIMBERLY-CLARK CORP	480,516	480,516
LOCKHEED MARTIN CORP	579,774	579,774
MC DONALDS CORP	417,229	417,229
MEADWESTVACO CORP	299,133	299,133
MEDTRONIC	407,469	407,469
MERCK AND CO INC	467,968	467,968
MICROSOFT CORP	418,992	418,992
NORFOLK SOUTHERN CORP	631,244	631,244
NUCOR CORP	395,012	395,012
OCCIDENTAL PETROLEUM CORP	366,135	366,135
ORACLE CORP	355,818	355,818
PEPSICO INC	427,141	427,141
PFIZER INC	465,576	465,576
PRAXAIR INC	373,836	373,836
PROCTER & GAMBLE CO	411,121	411,121
QUALCOMM INC	415,800	415,800
ROYAL DUTCH SHELL PLC ADR	313,588	313,588
SEADRILL LIMITED	355,342	355,342
SOUTHERN CO	308,325	308,325
STANLEY BLACK & DECKER,INC.	322,760	322,760
SYSCO CORP	397,100	397,100
TECO ENERGY INC	275,840	275,840
TEXAS INSTRUMENTS INC	526,920	526,920
THE TRAVELERS COMPANIES INC.	432,329	432,329

Name of Stock	End of Year Book Value	End of Year Fair Market Value
UNITED TECHNOLOGIES CORP	549,085	549,085
US BANCORP DEL	492,880	492,880
UTILITIES SELECT SECTOR SPDR FUND	858,122	858,122
VERIZON COMMUNICATIONS INC	319,410	319,410
WALMART STORES INC	430,828	430,828
WELLS FARGO & CO	468,752	468,752

TY 2013 Investments - Other Schedule**Name:** THE UNITED COMPANY CHARITABLE FOUNDATION**EIN:** 54-1390453

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
CONSUMER DISCRETIONARY SELECT SPDR FUND	FMV	614,836	614,836
CONSUMER STAPLES SPDR FUND	FMV	790,832	790,832
ENTERPRISE PRODUCTS PARTNERS L P (PTP)	FMV	689,520	689,520
HEALTH CARE SELECT SECTOR SPDR FUND	FMV	1,025,640	1,025,640
ISHARES CORE TOT US BND MKT ETF	FMV	3,884,695	3,884,695
ISHARES DOW JONES TELECOMMUNICATIONS SECTOR INDEX FUND	FMV	594,600	594,600
ISHARES IBOXX \$ INVESTMENT GRADE CORPORATE BOND FUND	FMV	570,940	570,940
MATERIALS SELECT SECTOR SPDR FUND	FMV	1,039,950	1,039,950
POWERSHARES SENIOR LOAN PORT	FMV	497,600	497,600
SECTOR SPDR TR SBI INT-FINL SEDOL 2364038	FMV	1,038,350	1,038,350
SECTOR SPDR TRUST S/B/I-ENERGY	FMV	1,017,865	1,017,865
SECTOR SPDR TRUST S/B/I-INDUSTRIAL	FMV	1,118,364	1,118,364
SPDR BARCLAYS SHORT TERM CORPORATE BOND ETF	FMV	1,994,850	1,994,850
SPDR SERIES TRUST BARCLAYS HIGH YIELD BOND ETF	FMV	1,014,000	1,014,000
TECHNOLOGY SELECT SECTOR SPDR FUND	FMV	1,036,460	1,036,460

TY 2013 Land, Etc. Schedule

Name: THE UNITED COMPANY CHARITABLE FOUNDATION
EIN: 54-1390453

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
FORD VAN - SOUP KITCHEN	23,148	19,291	3,857	
CHEVROLET VAN - SOUP KITCHEN	16,720	6,966	9,754	
SOUP KETTLE	4,245	4,245	0	
CAN OPENER	602	290	312	
SOUP KETTLE	20,448	9,203	11,245	
REFRIGERATOR	3,833	1,726	2,107	
AIR CONDITIONER	619	279	340	
WORK TABLES	882	381	501	
DOUBLE DOOR COOLER	4,902	4,166	736	
TELEVISION	399	153	246	
HP INKJET PRINTER	1,077	1,077	0	
COMPUTER & MONITOR	1,518	936	582	
CANON PRINTER/SCANNER	242	76	166	
COMPUTER & MONITOR	150	100	50	
COMPUTER & MONITOR	961	400	561	
ELECTRICAL- SOUP KITCHEN	4,555	633	3,922	
NEW ENTRANCE DOORS	3,324	481	2,843	
SOUP KITCHEN CONSTRUCTION	461	67	394	
PAINTING NEW ADDITIONS	672	97	575	
INSTALL WATER & GAS LINE SOUP K	1,474	212	1,262	
PAVING	7,500	1,042	6,458	
ENTRANCE DOORS LOCK SET	105	14	91	
SOUP KITCHEN PAINTING	617	75	542	
SOUP KITCHEN RENOVATIONS	3,542	433	3,109	
SOUP KITCHEN ACOUSTICAL CEILING	2,115	259	1,856	
HP LASERJET PRINTER	332	44	288	
DELL PRECISION WORKSTATION	383	26	357	
HP LASERJET PRINTER	252	17	235	
DELL E SERIES MONITOR	161	11	150	
LEASEHOLD IMPROVEMENT12	1,080	0	1,080	

TY 2013 Other Decreases Schedule

Name: THE UNITED COMPANY CHARITABLE FOUNDATION

EIN: 54-1390453

Description	Amount
PRIOR PERIOD ADJUSTMENT	1,820,000

TY 2013 Other Expenses Schedule

Name: THE UNITED COMPANY CHARITABLE FOUNDATION

EIN: 54-1390453

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FUEL (SOUP KITCHEN)	5,331	0		5,331
REPAIRS AND MAINTENANCE	4,361	0		4,361
SUPPLIES	17,420	0		17,420
VEHICLE EXPENSE (SOUP KITCHEN)	135	0		135
COST OF FOOD CONSUMED (SOUP KITCHEN)	169,686	0		169,686
INSURANCE	27,444	0		27,444
BANK FEES	140	140		0
PAYROLL PROCESSING - ADP	2,881	0		2,881
MANAGEMENT FEES	225,665	225,665		0
MISCELLANEOUS	66	0		66
CAMP SUCCESS	28,683	0		28,683
TRAVEL, CONFERENCES, AND MEETINGS	4,326	0		4,326
TAXES AND LICENSES	86	0		86
TELEPHONE	1,953	0		1,953
ELECTRICITY	7,678	0		7,678
CABLE TV	1,477	0		1,477
DUES AND SUBSCRIPTIONS	295	0		295
HSA ADMINISTRATIVE EXPENSE	320	0		0
PHYSICALS (PRE-EMPLOYMENT SCREENING & LABWORK)	184	0		184
PROMOTIONS & ADVERTISING	2,218	0		2,218
IT & OTHER CONSULTING	407	0		0

TY 2013 Other Income Schedule**Name:** THE UNITED COMPANY CHARITABLE FOUNDATION**EIN:** 54-1390453

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
PASSTHROUGH - ENTERPRISE PRODUCTS PARTNERS L P	9	9	9
PASSTHROUGH - ENTERPRISE PRODUCTS PARTNERS L P	339	339	339
SECURITY LITIGATION SETTLEMENT	7	7	7
PASSTHROUGH - ENTERPRISE PRODUCTS PARTNERS L P	-15,808		-15,808

TY 2013 Other Increases Schedule

Name: THE UNITED COMPANY CHARITABLE FOUNDATION

EIN: 54-1390453

Description	Amount
NET UNREALIZED GAINS	3,054,321
REFUND OF 2012 SMALL EMPLOYERS HEALTH INSURANCE PREMIUMS	2,975
RETURN OF CAPITAL DIVIDENDS	398
PARTNERSHIP DISTRIBUTIONS	27,486
PARTNERSHIP K-1 PASSTHROUGH	15,460

TY 2013 Other Liabilities Schedule**Name:** THE UNITED COMPANY CHARITABLE FOUNDATION**EIN:** 54-1390453

Description	Beginning of Year - Book Value	End of Year - Book Value
ACCRUED PAYROLL	61,429	7,048
RETIREMENT PLAN W/H PAYABLE	3	0
FEDERAL INCOME TAXES PAYABLE	2,036	0
ACCRUED TAXES	4,645	516
OTHER PAYABLES	0	20

TY 2013 Taxes Schedule

Name: THE UNITED COMPANY CHARITABLE FOUNDATION

EIN: 54-1390453

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SECTION 4940 TAX	109,453	0		0