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Form

990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2013

Open to Public Inspection

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

Name of foundation GUILFORD FOUNDATION		A Employer identification number 54-1423873	
Number and street (or P O box number if mail is not delivered to street address) 9030 STONY POINT PARKWAY NO 460		B Telephone number (see instructions) (804) 323-9800	
City or town, state or province, country, and ZIP or foreign postal code RICHMOND, VA 23235		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 ☒ 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) ☐ \$ 13,991,194		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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				
	4 Dividends and interest from securities.	263,154	263,154		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	636,256			
	b Gross sales price for all assets on line 6a 2,928,473				
	7 Capital gain net income (from Part IV, line 2) . . .		636,256		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
Operating and Administrative Expenses	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	5,450	5,450		
	12 Total. Add lines 1 through 11	904,860	904,860		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	200	200		0
	b Accounting fees (attach schedule)	1,875	1,875		0
	c Other professional fees (attach schedule)				
	17 Interest	85	85		0
	18 Taxes (attach schedule) (see instructions)	4,200	34		0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings	2,524	2,524		0
	22 Printing and publications				
	23 Other expenses (attach schedule)	125,938	125,938		0
	24 Total operating and administrative expenses. Add lines 13 through 23	134,822	130,656		0
	25 Contributions, gifts, grants paid	642,000			642,000
	26 Total expenses and disbursements. Add lines 24 and 25	776,822	130,656		642,000
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	128,038			
	b Net investment income (if negative, enter -0-)		774,204		
	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	546,662	1,161,412	1,161,412
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	150,750	 150,750	155,678
	b	Investments—corporate stock (attach schedule)	5,712,033	 5,630,766	8,812,219
	c	Investments—corporate bonds (attach schedule).	1,278,571	 726,834	735,593
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	2,411,939	 2,551,233	3,126,292
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	10,099,955	10,220,995	13,991,194	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ 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	10,099,955	10,220,995	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	0	0	
	30	Total net assets or fund balances (see page 17 of the instructions)	10,099,955	10,220,995	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	10,099,955	10,220,995		

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	10,099,955
2	Enter amount from Part I, line 27a	2	128,038
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	10,227,993
5	Decreases not included in line 2 (itemize) ▶  _____	5	6,998
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	10,220,995

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	636,256
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	608,806	12,127,174	0 050202
2011	632,247	12,547,138	0 050390
2010	575,074	11,762,182	0 048892
2009	512,700	10,611,968	0 048313
2008	559,650	12,272,417	0 045602

2	Total of line 1, column (d).	2	0 243399
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 048680
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	13,010,984
5	Multiply line 4 by line 3.	5	633,375
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	7,742
7	Add lines 5 and 6.	7	641,117
8	Enter qualifying distributions from Part XII, line 4.	8	642,000

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)					
1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1		1	7,742		
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	7,742
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	7,742		
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		6a	3,720		
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	3,720		
8 Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	36		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	4,058		
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			
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		1b	No
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	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?		2	No
If "Yes," attach a detailed description of the activities.			
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	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?.		4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?.		4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		5	No
If "Yes," attach the statement required by General Instruction T.			
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either		6	Yes
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?			
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	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? If "No," attach explanation .		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)? If "Yes," complete Part XIV		9	No
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.		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 ▶N/A				
14	The books are in care of ▶FRANK PAGE Telephone no ▶(804) 323-9800			
	Located at ▶P O BOX 13439 RICHMOND VA ZIP +4 ▶23225			
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		
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

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?

☐ 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

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
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 (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
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	12,371,829
b	Average of monthly cash balances.	1b	837,292
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	13,209,121
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	13,209,121
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	198,137
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	13,010,984
6	Minimum investment return. Enter 5% of line 5.	6	650,549

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	650,549
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	7,742
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	7,742
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	642,807
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	642,807
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	642,807

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	642,000
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	642,000
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	7,742
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	634,258
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				642,807
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.				
b From 2009.				
c From 2010.				
d From 2011.				6,096
e From 2012.				9,835
f Total of lines 3a through e.	15,931			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 642,000				
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.				642,000
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).)	807			807
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	15,124			
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). . .	0			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	15,124			
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				
c Excess from 2011. . . .				5,289
d Excess from 2012. . . .				9,835
e Excess from 2013. . . .				

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)

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.)

1Information Regarding Foundation Managers:

aList 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))

See Additional Data Table

bList 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

2Information 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

aThe name, address, and telephone number of the person to whom applications should be addressed

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

cAny submission deadlines

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

Part XV

Supplementary Information (continued)

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

Recipient	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 See Additional Data Table				
Total			3a	642,000
b Approved for future payment				
Total			3b	0

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 IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
AXIOM ASIA PRIVATE CAPITAL FUND II		2013-01-01	2013-12-31
AXIOM ASIA PRIVATE CAPITAL FUND II		2013-01-01	2013-12-31
87 9 SHARES COL CAP LOWVOL PERFORMANCE		2008-08-27	2013-03-05
2000 SHS DOMINION RES INC VA NEW		2005-02-18	2013-03-05
300,000 SHS AMERN HONDA FIN CORP		2009-01-15	2013-04-02
800 SHS PEPSICO INC		2004-05-13	2013-04-09
200,000 SHS AMERN EXPRESS		2008-06-10	2013-04-16
3000 SHS MICROSOFT CORP		2004-04-23	2013-04-22
300000 SHS SUISSE		2009-01-15	2013-05-15
1400 SHS CACI INTL		2012-03-07	2013-05-28
800 SHS GOLDMAN SACHS		2008-04-16	2013-05-28
1000 SHS PNC BANK CORP		2000-10-23	2013-07-12
200,000 SHS OLENTANGY		2009-08-18	2013-08-13
1000 SHS BECTON DICKINSON AND CO		2002-06-27	2013-09-24
800 SHS DOMINION RES INC		2005-02-18	2013-09-24
3000 SHS EMERSON ELECTRIC		2005-08-12	2013-09-24
1000 SHS EXXON MOBILE COPR			2013-09-24
1000 SHS GENERAL DYNAMICS CORP		2000-07-17	2013-09-24
800 SHS INTL BUSINESS MACHINES CORP		2007-06-20	2013-09-24
1100 SHS JOHNSON AND JOHNSON			2013-09-24
2500 SHS PAYCHEX INC		2009-04-06	2013-09-24
500 SHS PHILIP MORRIS INTERNATIONAL		2002-03-25	2013-09-24
1800 SHS PROCTER AND GAMBLE CO		2008-10-01	2013-09-24
1000 SHS SCHLUMBERGER LTD		2007-06-20	2013-09-24
3000 SHS UDR INC		2001-01-03	2013-09-24
2100 SHS MFC VANGUARD WHITEHALL		2012-06-21	2013-09-24
37 089 COL CAP LOWVOL PERFORMANCE		2008-08-27	2013-07-09

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
1			1
10,184			10,184
13,304		14,719	-1,415
113,437		71,976	41,461
300,000		293,547	6,453
63,379		42,445	20,934
200,000		198,300	1,700
91,895		82,920	8,975
300,000		299,400	600
89,337		82,390	6,947
128,754		134,213	-5,459
74,685		60,338	14,347
200,000		206,754	-6,754
101,205		34,890	66,315
49,984		28,791	21,193
195,018		103,832	91,186
87,390		41,598	45,792
88,012		27,365	60,647
151,747		85,152	66,595
96,888		57,351	39,537
101,480		66,943	34,537
43,640		12,050	31,590
141,750		125,424	16,326
87,870		84,650	3,220
70,956		30,689	40,267
121,908		100,270	21,638
5,649		6,210	-561

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			1
			10,184
			-1,415
			41,461
			6,453
			20,934
			1,700
			8,975
			600
			6,947
			-5,459
			14,347
			-6,754
			66,315
			21,193
			91,186
			45,792
			60,647
			66,595
			39,537
			34,537
			31,590
			16,326
			3,220
			40,267
			21,638
			-561

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
ANNETTE S KIRBY	DIRECTOR 2 00	0	0	0
P O BOX 13439 RICHMOND, VA 23225				
WADE H O KIRBY	PRESIDENT/DIRECTOR 2 00	0	0	0
P O BOX 13439 RICHMOND, VA 23225				
LINDA T KIRBY	DIRECTOR 2 00	0	0	0
P O BOX 13439 RICHMOND, VA 23225				
ALEXANDRA LOUISE KIRBY	DIRECTOR 2 00	0	0	0
P O BOX 13439 RICHMOND, VA 23225				
JAMES R LANDRIGAN	DIRECTOR 2 00	0	0	0
P O BOX 13439 RICHMOND, VA 23225				
ROGER H W KIRBY	VICE PRESIDENT/DIRECTOR 2 00	0	0	0
P O BOX 13439 RICHMOND, VA 23225				
FRANK C PAGE	EXECUTIVE DIRECTOR 10 00	0	0	0
P O BOX 13439 RICHMOND, VA 23225				
LJAMES BORGES	SECRETARY/DIRECTOR 2 00	0	0	0
P O BOX 13439 RICHMOND, VA 23225				

Form 990PF Part XV Line 1a - 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).

WADE H O KIRBY
ROGER H W KIRBY

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 FRANCIS SERVICE DOGS PO BOX 19538 ROANOKE,VA 24019	NONE	501(C)(3)	ENDOWMENT	15,000
ST STEPHEN'S EPISCOPAL CHURCH 6000 GROVE AVE RICHMOND,VA 23226	NONE	501(C)(3)	BUILDING CAMPAIGN	25,000
KEMMERER LIBRARY PO BOX 283 NEW VERNON,NJ 07976	NONE	501(C)(3)	GENERAL SUPPORT	10,000
CHATHAM HALL 800 CHATHAM HALL CIRCLE CHATHAM,VA 24521	NONE	501(C)(3)	LEE LIBRARY RENOVATION	50,000
CHILDREN'S HOSPITAL FOUNDATION 111 MICHIGAN AVENUE NW WASHINGTON,DC 20010	NONE	501(C)(3)	DIABETES CARE COMPLEX	25,000
BATH COMMUNITY HOSPITAL PO DRAWER Z HOT SPRINGS,VA 24445	NONE	501(C)(3)	BUILDING CAMPAIGN	50,000
DELTA WATERFOWL FOUNDATION PO BOX 3128 BISMARCK,ND 58502	NONE	501(C)(3)	ALUS PROGRAM	20,000
SURRY VOLUNTEER RESCUE SQUAD 45 SCHOOL STREET SURRY,VA 23883	NONE	501(C)(3)	AMBULANCE EQUIPMENT	20,000
ST HUBERT'S ANIMAL WELFARE CENTER PO BOX 159 MADISON,NJ 07940	NONE	501(C)(3)	GENERAL SUPPORT	10,000
MEDIA RESEARCH CENTER 1900 CAMPUS COMMONS DRIVE SUITE 600 RESTON,VA 20191	NONE	501(C)(3)	GENERAL SUPPORT	50,000
KIRBY EPISCOPAL HOUSE 381 SUNSET ROAD MOUNTAIN TOP,PA 18707	NONE	501(C)(3)	REPAIRS AND MAINTENANCE	70,000
CAPITAL REGION LAND CONSERVANCY PO BOX 17306 RICHMOND,VA 23226	NONE	501(C)(3)	GENERAL SUPPORT	10,000
FOOTEBALL QUARTER CREEK FOUNDATION 9030 STONY POINT PKWY SUITE 460 RICHMOND,VA 23235	NONE	501(C)(3)	PARK MAINTENANCE	25,000
JUVENILE DIABETES RESEARCH FOUNDATION INTL 1801 LIBBIE AVE RICHMOND,VA 23226	NONE	501(C)(3)	FUND A CURE CAMPAIGN	50,000
THE MONTPELIER FOUNDATION PO BOX 911 ORANGE,VA 22960	NONE	501(C)(3)	TEACHER CONFERENCES	25,000
Total  3a				642,000

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>				
THE MUSEUM OF THE CONFEDERACY 1201 EAST CLAY STREET RICHMOND,VA 23219	NONE	501(C)(3)	WHITE HOUSE REPAIRS & MARKETING CAMPAIGN	22,000
PROJECT HEALING WATER FLYFISHING PO BOX 695 LA PLATA,MD 20646	NONE	501(C)(3)	WARRIOR TRIPS	30,000
ST CATHERINE'S SCHOOL FOUNDATION 6001 GROVE AVENUE RICHMOND,VA 23226	NONE	501(C)(3)	ENDOWMENT	50,000
THE DOE FUND 232 EAST 84TH STREET NEWYORK,NY 10028	NONE	501(C)(3)	DRIVER TRAINING	30,000
THE NATURE CONSERVANCY 530 EAST MAIN STREES SUITE 800 RICHMOND,VA 23219	NONE	501(C)(3)	WARM SPRINGS MOUNTAIN PROJECT	25,000
TIDEWATER ACADEMY PO BOX 1000 WAKEFIELD,VA 23888	NONE	501(C)(3)	GENERAL SUPPORT	10,000
USO 2111 WILSON BOULEVARD 1200 ARLINGTON,VA 22201	NONE	501(C)(3)	GENERAL SUPPORT	20,000
Total  3a				642,000

TY 2013 Accounting Fees Schedule

Name: GUILFORD FOUNDATION

EIN: 54-1423873

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	1,875	1,875		0

**TY 2013 Investments Corporate
Bonds Schedule**

Name: GUILFORD FOUNDATION

EIN: 54-1423873

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORPORATE OBLIGATIONS	726,834	735,593

**TY 2013 Investments Corporate
Stock Schedule****Name:** GUILFORD FOUNDATION**EIN:** 54-1423873

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE STOCKS	5,630,766	8,812,219

TY 2013 Investments Government Obligations Schedule

Name: GUILFORD FOUNDATION

EIN: 54-1423873

US Government Securities - End of Year Book Value:	150,750
US Government Securities - End of Year Fair Market Value:	155,678
State & Local Government Securities - End of Year Book Value:	0
State & Local Government Securities - End of Year Fair Market Value:	0

TY 2013 Investments - Other Schedule**Name:** GUILFORD FOUNDATION**EIN:** 54-1423873

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
HEDGE FUND	AT COST	2,007,108	2,573,236
INVESTMENT IN AXIOM ASIA PRIVATE CAPITAL FUND II LP	AT COST	227,229	236,027
MUTUAL FUNDS	AT COST	316,896	317,029

TY 2013 Legal Fees Schedule

Name: GUILFORD FOUNDATION

EIN: 54-1423873

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	200	200		0

TY 2013 Other Decreases Schedule

Name: GUILFORD FOUNDATION

EIN: 54-1423873

Description	Amount
BOOK/TAX ADJUSTMENT ON INVESTMENTS	6,998

TY 2013 Other Expenses Schedule

Name: GUILFORD FOUNDATION

EIN: 54-1423873

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ANNUAL REGISTRATION FEE TO VIRGINIA	25	25		0
INVESTMENT ADVISORY FEES - CARY STREET PARTNERS	1,817	1,817		0
GUILFORD COMPANY MANAGEMENT FEES	87,135	87,135		0
NORTHERN TRUST CUSTODY FEES	12,180	12,180		0
ADMIN EXPENSE	6,270	6,270		0
INSURANCE	725	725		0
AXIOM ASIA PRIVATE CAP FUND K-1 - PORTFOLIO EXPENSES	11,556	11,556		0
AXIOM ASIA MANagements FEE	3,000	3,000		0
NORTHERN TRUST GF EAGLE MANAGEMENT FEES	3,230	3,230		0

TY 2013 Other Income Schedule

Name: GUILFORD FOUNDATION

EIN: 54-1423873

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
AXIOM ASIA PRIVATE CAP FUND K-1	5,450	5,450	5,450

TY 2013 Taxes Schedule**Name:** GUILFORD FOUNDATION**EIN:** 54-1423873

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
AXIOM ASIA PRIVATE CAP FUND - FOREIGN TAXES PAID	34	34		0
EXCISE TAXES PAID	4,166	0		0