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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 separate instructions is at www.irs.gov/form990pf.

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation The Kenneth and Bettie Perry Foundation		A Employer identification number 54-1806557
Number and street (or P O box number if mail is not delivered to street address) 317 Clovelly Road	Room/suite	B Telephone number 804-353-9640
City or town, state or province, country, and ZIP or foreign postal code Richmond, VA 23221		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 258,223.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses

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

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1 Contributions, gifts, grants, etc., received		17,789.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		4,826.	4,826.		Statement 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		9,609.			
b Gross sales price for all assets on line 6a		111,003.			
7 Capital gain net income (from Part IV, line 2)			9,609.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total Add lines 1 through 11		32,224.	14,435.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees Stmt 2		1,528.	0.		1,728.
b Accounting fees					
c Other professional fees Stmt 3		1,708.	1,708.		0.
17 Interest					
18 Taxes Stmt 4		743.	51.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses					
24 Total operating and administrative expenses Add lines 13 through 23		3,979.	1,759.		1,728.
25 Contributions, gifts, grants paid		11,500.			11,500.
26 Total expenses and disbursements. Add lines 24 and 25		15,479.	1,759.		13,228.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		16,745.			
b Net investment income (if negative, enter -0-)			12,676.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	12,665.	29,848.	29,848.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other Stmt 6	212,479.	211,883.	228,375.	
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	225,144.	241,731.	258,223.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	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 ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	225,144.	241,731.	
	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	225,144.	241,731.		
31 Total liabilities and net assets/fund balances	225,144.	241,731.		

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	225,144.
2 Enter amount from Part I, line 27a	2	16,745.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	241,889.
5 Decreases not included in line 2 (itemize) ▶ See Statement 5	5	158.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	241,731.

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 SunTrust Nominee-See schedule attached	P	Various	Various
b SunTrust Nominee-See schedule attached	P	Various	Various
c Capital Gains Dividends			
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 90,548.		85,629.	4,919.
b 18,298.		15,765.	2,533.
c 2,157.			2,157.
d			
e			

(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			4,919.
b			2,533.
c			2,157.
d			
e			

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	9,609.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):	<div> <div>If gain, also enter in Part I, line 8, column (c).</div> <div>If (loss), enter -0- in Part I, line 8</div> </div>	3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	100,409.	263,813.	.380607
2011	16,417.	267,472.	.061378
2010	12,735.	220,879.	.057656
2009	11,000.	198,191.	.055502
2008	15,982.	181,347.	.088129

2 Total of line 1, column (d)	2	.643272
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	.128654
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	233,690.
5 Multiply line 4 by line 3	5	30,065.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	127.
7 Add lines 5 and 6	7	30,192.
8 Enter qualifying distributions from Part XII, line 4	8	13,228.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	254.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	254.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-		5	254.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7		0.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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		254.
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

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

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		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► None	13	X	
14	The books are in care of ► Kenneth M. Perry, President Telephone no. ► 804-353-9640 Located at ► 317 Clovelly Road, Richmond, VA ZIP+4 ► 23221			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Kenneth M. Perry 317 Clovelly Road Richmond, VA 23221	Pres/Treas/Director	1.00	0.	0.
Bettie Christopher Perry 317 Clovelly Road Richmond, VA 23221	Vice Pres/Director	1.00	0.	0.
John B. O'Grady P. O. Box 397 Richmond, VA 23218	Secretary	1.00	0.	0.
Christopher M. Perry 2324 Worchester Road Midlothian, VA 23113	Director	1.00	0.	0.

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

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

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

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 The Foundation makes grants to qualifying public charities and does not carry on any direct charitable activities itself.	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

Form 990-PF (2013)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	224,972.
b	Average of monthly cash balances	1b	12,277.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	237,249.
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	237,249.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	3,559.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	233,690.
6	Minimum investment return. Enter 5% of line 5	6	11,685.

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	11,685.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	254.
b	Income tax for 2013. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	254.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	11,431.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	11,431.
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	11,431.

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	13,228.
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	13,228.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	13,228.

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				11,431.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	3,993.			
b From 2009	1,114.			
c From 2010	1,881.			
d From 2011	3,169.			
e From 2012	88,600.			
f Total of lines 3a through e	98,757.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$	13,228.			
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				11,431.
e Remaining amount distributed out of corpus	1,797.			
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:	100,554.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	3,993.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	96,561.			
10 Analysis of line 9:				
a Excess from 2009	1,114.			
b Excess from 2010	1,881.			
c Excess from 2011	3,169.			
d Excess from 2012	88,600.			
e Excess from 2013	1,797.			

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- 3 Subtract line 2d from line 2c.
Complete 3a, b, or c for the alternative test relied upon:
 - a "Assets" alternative test - enter:
 - (1) Value of all assets
 - (2) Value of assets qualifying under section 4942(j)(3)(B)(i)
 - b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed
 - c "Support" alternative test - enter:
 - (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)
 - (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)
 - (3) Largest amount of support from an exempt organization
 - (4) Gross investment income

Part XV . Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
Richmond Symphony 300 W Franklin St #103E Richmond, VA 23220-4904	None	Public	Charitable Support	11,500.
Total			▶ 3a	11,500.
b Approved for future payment				
None				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			18	4,826.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	9,609.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)		0.		14,435.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13 14,435.	

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

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

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

Not applicable

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

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

OMB No 1545-0047

2013

Name of the organization

The Kenneth and Bettie Perry Foundation

Employer identification number

54-1806557

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

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

Form 990-PF

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

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

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

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

Name of organization	Employer identification number
The Kenneth and Bettie Perry Foundation	54-1806557

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u>	<u>Mr. & Mrs. Kenneth M. Perry</u> <u>317 Clovelly Road</u> <u>Richmond, VA 23221</u>	\$ <u>17,789.</u>	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization	Employer identification number
The Kenneth and Bettie Perry Foundation	54-1806557

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

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

Name of organization	Employer identification number
The Kenneth and Bettie Perry Foundation	54-1806557

Part III

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

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

Form 990-PF	Dividends and Interest from Securities	Statement	1
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Source	Gross Amount	Capital Gains Dividends	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
SunTrust #8896	4,826.	0.	4,826.	4,826.	
SunTrust #8896	2,157.	2,157.	0.	0.	
To Part I, line 4	6,983.	2,157.	4,826.	4,826.	

Form 990-PF

Legal Fees

Statement

2

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
McGuireWoods LLP - Legal Fees	1,528.	0.		1,728.
To Fm 990-PF, Pg 1, ln 16a	1,528.	0.		1,728.

Form 990-PF	Other Professional Fees	Statement	3
-------------	-------------------------	-----------	---

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
SunTrust Bank - Investment Advisory Fees	1,708.	1,708.		0.
To Form 990-PF, Pg 1, ln 16c	1,708.	1,708.		0.

Form 990-PF

Taxes

Statement

4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign Tax	51.	51.		0.
Net Investment Income Tax	692.	0.		0.
To Form 990-PF, Pg 1, ln 18	743.	51.		0.

Form 990-PF	Other Decreases in Net Assets or Fund Balances	Statement	5
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Description	Amount
Mutual fund timing/cost basis difference	158.
Total to Form 990-PF, Part III, line 5	158.

Form 990-PF	Other Investments	Statement	6
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Description	Valuation Method	Book Value	Fair Market Value
Mutual Funds - Equity	COST	94,243.	114,295.
Mutual Funds - Fixed Income	COST	97,655.	93,210.
Mutual Funds - Other	COST	19,985.	20,870.
Total to Form 990-PF, Part II, line 13		211,883.	228,375.



Portfolio Detail

ASSET DESCRIPTION	NO. OF SHARES/ PAR VALUE	UNIT PRICE	MARKET VALUE	PERCENT OF PORTFOLIO	TAX COST BASIS	ESTIMATED ANNUAL INCOME	ACCRUED INCOME	YIELD AT MARKET
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INCOME PORTFOLIO

Short Term Investments

Short Term Investment Funds

FEDERATED MONEY MKT OBLIGS TR TRSY OBLIGS INSTL CL #68 FFS CUSIP 609068DF5	2,338.490	1.000	2,338.49	0.91	2,338.49	0	0.02	0.01
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Total Short Term Investment Funds

Total Short Term Investments

Total Income Portfolio

PRINCIPAL PORTFOLIO

Short Term Investments

Short Term Investment Funds

FEDERATED MONEY MKT OBLIGS TR TRSY OBLIGS INSTL CL #68 FFS CUSIP 609068DF5	27,508.990	1.000	27,508.99	10.65	27,508.99	2	0.22	0.01
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Total Short Term Investment Funds

Total Short Term Investments

Bonds

Mutual Funds-Fixed Income

DOUBLELINE TOTAL RETURN BOND FUND

CUSIP 258620103 BOND RATING NOT RATED
YIELD TO MATURITY 0.000

	1,478.746	10.780	15,940.88	6.17	16,829.77	823	69.95	5.17
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Statement Period

December 1, 2013 - December 31, 2013

Account Number

Account Statement

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KENNETH AND BETTIE PERRY FND IMA

Portfolio Detail

ASSET DESCRIPTION	NO. OF SHARES/ PAR VALUE	UNIT PRICE	MARKET VALUE	PERCENT OF PORTFOLIO	TAX COST BASIS	ESTIMATED ANNUAL INCOME	ACCRUED INCOME	YIELD AT MARKET
Bonds - continued								
EATON VANCE FLOATING-RATE FUND CUSIP 277911491 BOND RATING NOT RATED YIELD TO MATURITY 0.000	633.586	9.190	5,822.66	2.25	5,809.98	227	23.29	3.91
GOLDMAN SACHS LOCAL EMERGING MARKETS DEBT FUND CUSIP 38145N303 BOND RATING NOT RATED YIELD TO MATURITY 0.000	527.242	8.470	4,465.74	1.73	5,137.00	236	19.39	5.29
ISHARES BARCLAYS 3-7 YEAR ETF CUSIP 464288661 BOND RATING WR YIELD TO MATURITY 0.000	114.000	120.030	13,683.42	5.30	14,026.58	105	10.99	0.77
OSTERWEIS STRATEGIC INCOME FUND CUSIP 742935489 BOND RATING NOT RATED YIELD TO MATURITY 0.000	484.726	11.840	5,739.16	2.22	5,744.00	253	10.40	4.41
PIMCO EMERGING LOCAL BOND INSTL FD CUSIP 72201F516 BOND RATING NOT RATED YIELD TO MATURITY 0.000	466.280	9.330	4,350.39	1.68	5,118.86	222	0.61	5.12
PIMCO INVESTMENT GRADE CORPORATE BOND FUND CUSIP 722005816 BOND RATING NOT RATED YIELD TO MATURITY 0.000	1,315.449	10.240	13,470.20	5.22	14,691.53	532	39.99	3.95
PIMCO 1-5 YEAR US TIPS INDEX ETF CUSIP 72201R205 BOND RATING NOT RATED YIELD TO MATURITY 0.000	174.000	52.896	9,203.90	3.56	9,229.03	8	0.00	0.09
VANGUARD MORTGAGE-BACKED SECURITIES INDEX FUND CUSIP 92206C755 BOND RATING NOT RATED YIELD TO MATURITY 0.000	561.290	20.430	11,467.15	4.44	11,715.09	112	0.31	0.98
WESTERN ASSET MORTGAGE BACKED SECURITIES FUND CUSIP 52469F333 BOND RATING NOT RATED YIELD TO MATURITY 0.000	847.340	10.700	9,066.54	3.51	9,353.00	416	26.57	4.59
Total Mutual Funds-Fixed Income								
			\$93,210.04	36.08%	\$97,654.84	\$2,939	\$201.50	3.15%
Total Bonds								
			\$93,210.04	36.08%	\$97,654.84	\$2,939	\$201.50	3.15%



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Statement Period

December 1, 2013 - December 31, 2013

Account Number

Account Statement

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KENNETH AND BETTIE PERRY FND IMA

Portfolio Detail

ASSET DESCRIPTION	NO OF SHARES/ PAR VALUE	UNIT PRICE	MARKET VALUE	PERCENT OF PORTFOLIO	TAX COST BASIS	ESTIMATED ANNUAL INCOME	ACCRUED INCOME	YIELD AT MARKET
Common Stocks								
<i>Mutual Funds-Equity</i>								
CAMBIAR SMALL CAP FUND Symbol CAMZX CUSIP 0075W0593	101.478	23.020	2,336.02	0.90	2,103.65	0	0.00	0.00
EATON VANCE ATLANTA CAPITAL SMID CAP FUND Symbol EISMV CUSIP 277902698	303.369	24.690	7,490.18	2.90	5,500.08	0	0.00	0.00
FEDERATED STRATEGIC VAL DIV IS Symbol SVAIX CUSIP 314172560	2,084.008	5.840	12,170.61	4.71	9,536.66	412	0.00	3.39
JOHN HANCOCK FUNDS III DISCIPLINED VALUE FUND Symbol JVLIX CUSIP 47803U640	1,067.409	17.990	19,202.69	7.44	16,576.86	0	0.00	0.00
JPMORGAN U.S. EQUITY FUND Symbol JMUEX CUSIP 4812A1142	926.683	14.100	13,066.23	5.06	11,435.27	133	0.00	1.02
MAINSTAY ICAP INTERNATIONAL FUND Symbol ICEUX CUSIP 56063J716	273.180	35.960	9,823.55	3.80	9,269.00	99	0.00	1.01
MANNING & NAPIER FUND INC-WORLD OPPORTUNITIES SERIES FUND Symbol EXWAX CUSIP 563821545	1,965.998	9.050	17,792.28	6.89	15,168.08	202	0.00	1.14
OPPENHEIMER DEVELOPING MARKETS FUND Symbol ODVYX CUSIP 683974505	248.940	37.560	9,350.19	3.62	8,598.40	40	0.00	0.43
T. ROWE PRICE INSTITUTIONAL LARGE-CAP GROWTH FUND Symbol TRLGX CUSIP 45775L408	754.927	27.260	20,579.31	7.97	14,117.14	0	0.00	0.00
T. ROWE PRICE DIVERSIFIED SMALL-CAP GROWTH FUND INC Symbol PRDSX CUSIP 779917103	99.411	24.990	2,484.28	0.96	1,938.51	0	0.00	0.00
Total Mutual Funds-Equity			\$114,295.34	44.25%	\$94,243.65	\$888	\$0.00	0.77%
Total Common Stocks			\$114,295.34	44.25%	\$94,243.65	\$888	\$0.00	0.77%



KENNETH AND BETTIE PERRY FND IMA

Portfolio Detail

ASSET DESCRIPTION	NO. OF SHARES/ PAR VALUE	UNIT PRICE	MARKET VALUE	PERCENT OF PORTFOLIO	TAX COST BASIS	ESTIMATED ANNUAL INCOME	ACCRUED INCOME	YIELD AT MARKET
Other								
<i>Other Funds</i>								
ABERDEEN EQUITY LONG SHORT FUND CUSIP: 003020336	372.376	12.390	4,613.74	1.79	4,259.99	0	0.00	0.00
ABSOLUTE STRATEGIES FUND CUSIP: 34984T600	1,048.585	10.970	11,502.98	4.45	11,653.79	0	0.00	0.00
WASATCH LONG/SHORT FUND CUSIP: 936793769	292.880	16.230	4,753.44	1.84	4,071.04	0	0.00	0.00
Total Other Funds								
			\$20,870.16	8.08%	\$19,984.82	\$0	\$0.00	0.00%
Total Other			\$20,870.16	8.08%	\$19,984.82	\$0	\$0.00	0.00%
Total Principal Portfolio			\$255,884.53	99.09%	\$239,392.30	\$3,830	\$201.72	1.49%
Total Portfolio			\$258,223.02	100.00%	\$241,730.79	\$3,830	\$201.74	1.48%





SUNTRUST

KENNETH AND BETTIE PERRY FND IMA

2013 Form 1099

Account Number

Page 4

Forms 1099 for 2013

1099-B Proceeds From Broker and Barter Exchange Transactions (OMB No. 1545-0715)

Copy B, For Recipient

A schedule of your net gains and losses is shown below. Although we have shown quantity sold on the sales with either two decimal places, as a whole number, or as a fractional share, all of these amounts will be filed with the IRS as whole numbers per IRS publication 1220. Please note that if you have sold an asset for which we do not have cost basis information, it is either shown separately in the section entitled Cost Not Available or it may appear with a zero tax cost. Please review these carefully when preparing your return. Note also that an asterisk symbol (*) next to tax cost indicates that the tax cost has been adjusted for current year's return of capital. If applicable, we have shown IRC Section 988 translation gains and losses separately within the sales sections. Please note these gains or losses are not entitled to capital gains treatment. Rather, under IRC Section 988, they are either ordinary income or loss.

Proceeds from Short Term Covered Security Transactions

This category includes transactions that are short-term gain or loss on Form 1099-B, Box 1c. Form 1099-B, Box 6b is checked because this category includes only sales of covered securities. If applicable, transactions subject to wash sale are shown separately. If wash sales are not shown separately, your account has no wash sales in this category. For individual taxpayers, these transactions are reportable on Form 8949, Part I, Box A.

Short Term Covered Security Transactions (Form 8949, Part I, Box A)

Description (Box 8)	Symbol (Box 1d)	Cusip	Quantity sold (Box 1e)	Date of acquisition (Box 1b)	Sale date (Box 1a)	Sales price less commissions (Box 2a)	Cost or other basis (Box 3)	Net gain or loss
DOUBLELINE TOTAL RETURN BD-I	DBLTX	258620103	87.1	12/26/12	03/11/13	\$986.00	\$992.09	\$-6.09
EATON VANCE ATLANTA CAP SMID-C EISM	EISM	277902698	206.06	12/26/12	03/11/13	\$4,214.00	\$3,735.94	\$478.06
HARBOR CAP APPRECIATION-I	HACAX	411511504	356.3	12/26/12	03/11/13	\$16,150.85	\$15,000.00	\$1,150.85
HARTFORD DIVIDEND & GROWTH-Y HDGY X	HDGY	416645828	574.16	12/26/12	03/11/13	\$13,217.23	\$12,000.00	\$1,217.23
ABERDEEN EQUITY LONG SHORT-I GGJIX	GGJIX	003020336	43.68	12/26/12	03/11/13	\$511.56	\$499.72	\$11.84
PIMCO INVT GRADE CORP BD-I PIGIX	PIGIX	722005816	294.68	12/26/12	03/11/13	\$3,268.00	\$3,297.47	\$-29.47
NEUBERGER BERMAN HIGH INCOME NHILX	NHILX	64128K868	441.55	12/26/12	03/11/13	\$4,230.00	\$4,190.26	\$39.74
PIMCO EMERGING LOCAL BD-I PELBX	PELBX	72201F516	22.4	12/26/12	03/11/13	\$245.00	\$248.14	\$-3.14



SUNTRUST

KENNETH AND BETTIE PERRY END IMA

Short Term Covered Security Transactions (Form 8949, Part I, Box A)

Description (Box 8)	Symbol (Box 1d)	Cusip	Quantity sold (Box 1e)	Date of acquisition (Box 1b)	Sale date (Box 1a)	Sales price less commissions (Box 2a)	Cost or other basis (Box 3)	Net gain or loss
WASATCH 1ST SOURCE LONG/SHOF FMLSX		936793835	48.52	12/26/12	03/11/13	\$736.00	\$674.39	\$61.61
T ROWE PRICE INSTL LARGE-CAP G TRLGX		45775L408	41.28	03/11/13	06/13/13	\$887.88	\$846.61	\$41.27
MANNING & NAPIER WORLD OPPTY: EXWAX		563821545	28.65	03/11/13	06/13/13	\$238.38	\$235.23	\$3.15
EATON VANCE ATLANTA CAP SMID-C EISMX		277902698	11.82	12/26/12	06/13/13	\$250.68	\$214.28	\$36.40
WASATCH LONG/SHORT-I		936793769	9.89	12/26/12	06/13/13	\$154.10	\$137.48	\$16.62
ABERDEEN EQUITY LONG SHORT-I	GGUIX	003020336	7.95	12/26/12	06/13/13	\$96.32	\$90.91	\$5.41
FORUM ABSOLUTE STRATEGIES-I	ASFIX	34984T600	29.08	03/11/13	06/13/13	\$328.57	\$324.21	\$4.36
EATON VANCE FLTG-RT-I	EIBLX	277911491	6	03/11/13	06/13/13	\$55.02	\$55.02	\$0.00
T ROWE PRICE DIVRSFD SMALLCAP PRDSX		779917103	4.92	03/11/13	06/13/13	\$101.00	\$96.02	\$4.98
ADVISORS CAMBIAR SMALL CAP-I	CAMZX	0075W0593	2.95	03/11/13	06/13/13	\$63.00	\$61.09	\$1.91
DOUBLELINE TOTAL RETURN BD-I	DBLTX	258620103	3	12/26/12	06/13/13	\$33.72	\$34.14	\$-0.42
JPMORGAN TR I US EQUITY-I	JMUE X	4812A1142	60.02	03/11/13	06/13/13	\$783.85	\$740.63	\$43.22
JOHN HANCOCK III DISCIPLINED V		47803U640	77.62	03/11/13	06/13/13	\$1,290.07	\$1,205.47	\$84.60
VANGUARD MTG BACKED SECS INDI VMBSX		92206C755	1	12/26/12	06/14/13	\$20.59	\$20.80	\$-0.21
ISHARES BARCLAYS 3-7 YR TREAS	IEI	464288661	76	12/26/12	07/29/13	\$9,197.36	\$9,362.74	\$-165.38
VANGUARD MTG BACKED SECS INDI VMBSX		92206C755	453.74	12/26/12	07/29/13	\$9,279.00	\$9,474.11	\$-195.11
T ROWE PRICE INSTL LARGE-CAP G TRLGX		45775L408	10.53	12/26/12	07/29/13	\$240.78	\$196.87	\$43.91
T ROWE PRICE INSTL LARGE-CAP G TRLGX		45775L408	80.86	03/11/13	07/29/13	\$1,849.22	\$1,658.39	\$190.83
JOHN HANCOCK III DISCIPLINED V		47803U640	93.94	03/11/13	07/29/13	\$1,627.00	\$1,458.86	\$168.14
T ROWE PRICE DIVRSFD SMALLCAP PRDSX		779917103	9.53	03/11/13	07/29/13	\$206.00	\$185.89	\$20.11
WASATCH LONG/SHORT-I		936793769	8.42	12/26/12	07/29/13	\$132.00	\$117.09	\$14.91
JPMORGAN TR I US EQUITY-I	JMUE X	4812A1142	76.39	03/11/13	07/29/13	\$1,032.00	\$942.63	\$89.37
NEUBERGER BERMAN HIGH INCOME NHILX		64128K868	612.2	12/26/12	07/29/13	\$5,803.62	\$5,809.74	\$-6.12
ABERDEEN EQUITY LONG SHORT-I	GGUIX	003020336	13.06	12/26/12	07/29/13	\$161.00	\$149.38	\$11.62
ADVISORS CAMBIAR SMALL CAP-I	CAMZX	0075W0593	8.74	03/11/13	07/29/13	\$197.00	\$181.26	\$15.74
EATON VANCE ATLANTA CAP SMID-C EISMX		277902698	22.97	12/26/12	07/29/13	\$508.00	\$416.37	\$91.63



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KENNETH AND BETTIE PERRY END IMA

Short Term Covered Security Transactions (Form 8949, Part I, Box A)

Description (Box 8)	Symbol (Box 1d)	Cusip	Quantity sold (Box 1e)	Date of acquisition (Box 1b)	Sale date (Box 1a)	Sales price less commissions (Box 2a)	Cost or other basis (Box 3)	Net gain or loss
MANNING & NAPIER WORLD OPPTY: EXWAX		563821545	87.54	03/11/13	07/29/13	\$738.00	\$718.73	\$19.27
MANNING & NAPIER WORLD OPPTY: EXWAX		563821545	65.65	03/11/13	10/07/13	\$579.00	\$538.96	\$40.04
JOHN HANCOCK III DISCIPLINED V		47803U640	120.59	03/11/13	10/07/13	\$2,073.00	\$1,872.81	\$200.19
T ROWE PRICE DIVRSFD SMALLCAP PRDSX		779917103	6.44	03/11/13	10/07/13	\$148.00	\$125.58	\$22.42
T ROWE PRICE INSTL LARGE-CAP G TRLGX		45775L408	143.64	12/26/12	10/07/13	\$3,476.00	\$2,685.99	\$790.01
EATON VANCE ATLANTA CAP SMID-C EISMV		277902698	7.35	12/26/12	10/07/13	\$167.00	\$133.33	\$33.67
OPPENHEIMER DEVELOPING MKTS I ODVYX		683974505	40.58	12/26/12	10/07/13	\$1,503.46	\$1,401.60	\$101.86
OPPENHEIMER DEVELOPING MKTS I ODVYX		683974505	38.34	03/11/13	10/07/13	\$1,420.54	\$1,368.00	\$52.54
JPMORGAN TR I US EQUITY-I	JMUE X	4812A1142	172.65	03/11/13	10/07/13	\$2,348.00	\$2,130.47	\$217.53
Total short term gain/loss from covered security transactions not subject to wash sale:								
Total short term gain/loss from covered security transactions:			Gross Proceeds	Tax Cost	Gain or Loss	Loss Disallowed	Net Gain or Loss	
Report each transaction on Form 8949, Part I, Box A			\$90,547.80	\$85,628.70	\$4,919.10	\$0.00	\$4,919.10	

Proceeds from Long Term Noncovered Security Transactions

This category includes transactions that are long-term gain or loss. Form 1099-B, Box 6a is checked because this category includes only sales of non-covered securities. For sales of noncovered securities we report security description, symbol, cusip, quantity sold, sale date, federal income tax withheld and gross proceeds to the Internal Revenue Service but we do not report acquisition date, tax cost, wash sale loss disallowed and type of gain or loss. If applicable, transactions subject to wash sale are shown separately. If wash sales are not shown separately, your account has no wash sales in this category. For individual taxpayers, these transactions are reportable on Form 8949, Part II, Box E.

Long Term Noncovered Security Transactions (Form 8949, Part II, Box E)

Description (Box 8)	Symbol (Box 1d)	Cusip	Quantity sold (Box 1e)	Date of acquisition	Sale date (Box 1a)	Sales price less commissions (Box 2a)	Cost or other basis	Net gain or loss
FEDERATED STRATEGIC VALUE-I	SVAIX	314172560	3253.99	10/07/11	03/11/13	\$17,116.00	\$14,805.66	\$2,310.34
FEDERATED STRATEGIC VALUE-I	SVAIX	314172560	127.38	10/07/11	06/13/13	\$709.50	\$579.57	\$129.93



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Long Term Noncovered Security Transactions (Form 8949, Part II, Box E)

Description (Box 8)	Symbol (Box 1d)	Cusip	Quantity sold (Box 1e)	Date of acquisition	Sale date (Box 1a)	Sales price less commissions (Box 2a)	Cost or other basis	Net gain or loss
FEDERATED STRATEGIC VALUE-I	SVAIX	314172560	83.54	10/07/11	07/29/13	\$472.00	\$380.11	\$91.89
Total long term gain/loss from noncovered security transactions not subject to wash sale:								
						\$18,297.50	\$15,765.34	\$2,532.16
Total long term gain/loss from noncovered security transactions:								
						Gain or Loss	Loss Disallowed	Net Gain or Loss
						\$2,532.16	\$0.00	\$2,532.16
Report each transaction on Form 8949, Part II, Box E								
Total proceeds reported to IRS on Form 1099-B						\$108,845.30		

Form 990-PF

Part XV - Line 1a
List of Foundation Managers

Statement 7

Name of Manager

Kenneth M. Perry
Bettie Christopher Perry