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Return of Private Foundation

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

OMB No 1545-0052

2013

Department of the Treasury
Internal Revenue ServiceDo not enter Social Security numbers on this form as it may be made public.
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Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation THE AMY ELIZABETH LAUTH FOUNDATION, INC. C/O ROBERT M. MCNICHOLS		A Employer identification number 54-1849835
Number and street (or P.O. box number if mail is not delivered to street address) 3333 PETERS CREEK ROAD	Room/suite	B Telephone number (540) 366-0622
City or town, state or province, country, and ZIP or foreign postal code ROANOKE, VA 24019		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) \$ 642,808.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		70,358.		N/A	
2 Check ☐ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		60.	60.		STATEMENT 1
4 Dividends and interest from securities		8,499.	8,499.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		33,107.			
b Gross sales price for all assets on line 6a		112,121.			
7 Capital gain net income (from Part IV, line 2)			33,107.		
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		112,024.	41,666.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees		1,438.	0.		0.
c Other professional fees					
17 Interest					
18 Taxes		221.	221.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses		4,149.	3,083.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		5,808.	3,304.		0.
25 Contributions, gifts, grants paid		32,915.			32,915.
26 Total expenses and disbursements. Add lines 24 and 25		38,723.	3,304.		32,915.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		73,301.			
b Net investment income (if negative, enter -0-)			38,362.		
c Adjusted net income (if negative, enter -0-)				N/A	

THE AMY ELIZABETH LAUTH FOUNDATION, INC.

Form 990-PF (2013)

C/O ROBERT M. MCNICHOLS

54-1849835

Page **2**

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	50,885.	83,526.	83,526.
	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 STMT 6	318,742.	359,402.	559,282.
	c Investments - corporate bonds			
	Liabilities	11 Investments - land, buildings, and equipment basis ▶		
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		369,627.	442,928.	642,808.
17 Accounts payable and accrued expenses				
18 Grants payable				
19 Deferred revenue				
20 Loans from officers, directors, trustees, and other disqualified persons	260.	260.	STATEMENT 7	
21 Mortgages and other notes payable				
22 Other liabilities (describe ▶)				
23 Total liabilities (add lines 17 through 22)	260.	260.		
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	24,819.	24,819.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	344,548.	417,849.	
	30 Total net assets or fund balances	369,367.	442,668.	
	31 Total liabilities and net assets/fund balances	369,627.	442,928.	

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	369,367.
2 Enter amount from Part I, line 27a	2	73,301.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	442,668.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	442,668.

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			
b SEE ATTACHED STATEMENTS			
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			
b			
c			
d			
e 112,121.		79,014.	33,107.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			33,107.

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	33,107.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	68,173.	441,494.	.154414
2011	65,911.	432,309.	.152463
2010	9,913.	366,408.	.027055
2009	33,944.	284,293.	.119398
2008	42,719.	365,511.	.116875

2 Total of line 1, column (d)	2	.570205
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	.114041
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	527,876.
5 Multiply line 4 by line 3	5	60,200.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	384.
7 Add lines 5 and 6	7	60,584.
8 Enter qualifying distributions from Part XII, line 4	8	32,915.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	767.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	767.
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	767.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	112.	
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	112.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	655.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax ☐ Refunded ☐	11		

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

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 ► N/A	13	X	
14	The books are in care of ► THE FOUNDATION Located at ► 3333 PETERS CREEK ROAD, ROANOKE, VA	Telephone no. ► 540 366 0622 ZIP+4 ► 24019		
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?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A ► ☐	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 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? If "Yes," list the years ►	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?		4b X

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

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**

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? ☐ Yes ☒ 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? **N/A**

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
ROBERT M. MCNICHOLS 3333 PETERS CREEK ROAD ROANOKE, VA 24019	PRES/SEC/TREA 1.00	0.	0.	0.
MARY ELYN MCNICHOLS 3333 PETERS CREEK ROAD ROANOKE, VA 24019	VICE PRES 1.00	0.	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."

[illegible]

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	N/A	
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		
3	All other program-related investments. See instructions.	

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	489,562.
b Average of monthly cash balances	1b	46,353.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	535,915.
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	535,915.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	8,039.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	527,876.
6 Minimum investment return. Enter 5% of line 5	6	26,394.

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	26,394.
2a Tax on investment income for 2013 from Part VI, line 5	2a	767.
b Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	767.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	25,627.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	25,627.
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	25,627.

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	32,915.
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	32,915.
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	32,915.

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.

THE AMY ELIZABETH LAUTH FOUNDATION, INC.
C/O ROBERT M. MCNICHOLS

Form 990-PF (2013)

54-1849835

Page 9

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				25,627.
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	24,533.			
b From 2009	19,803.			
c From 2010				
d From 2011	44,430.			
e From 2012	46,382.			
f Total of lines 3a through e	135,148.			
4 Qualifying distributions for 2013 from Part XII, line 4: \$	32,915.			
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				25,627.
e Remaining amount distributed out of corpus	7,288.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	142,436.			
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	24,533.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	117,903.			
10 Analysis of line 9:				
a Excess from 2009	19,803.			
b Excess from 2010				
c Excess from 2011	44,430.			
d Excess from 2012	46,382.			
e Excess from 2013	7,288.			

N/A

- | | | | |
|--|---------------|--|------------|
| | 4942(j)(3) or | | 4942(i)(5) |
|--|---------------|--|------------|

- (4) Gross investment income**

[illegible]Form **990-PF** (2013)

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				
BETHANY HALL, INC. 1109 FRANKLIN ROAD, SW ROANOKE, VA 24016	NONE	NONE	DONATION TO SUPPORT TREATMENT FOR WOMEN WITH SUBSTANCE ABUSE PROBLEMS, INCLUDING LONG-TERM RESIDENTIAL	10,000.
AID FOR INDIVIDUALS BELOW THE FEDERAL POVERTY STANDARD 3333 PETERS CREEK ROAD ROANOKE, VA 24019	NONE	NONE	DONATION	1,486.
UNBRIDLED CHANGE P.O. BOX 157 BOONES MILL, VA 24065	NONE	NONE	DONATION TO SUPPORT MENTAL HEALTH THERAPY.	2,000.
SAINT FRANCIS SERVICE DOGS P.O. BOX 19538 ROANOKE, VA 24019	NONE	PUBLIC	DONATION	10,000.
SECRET SANTA PROGRAM FOR INDIVIDUALS BELOW THE FEDERAL POVERTY STANDARD 3333 PETERS CREEK ROAD ROANOKE, VA 24019	NONE	NONE	DONATION	4,429.
Total SEE CONTINUATION SHEET(S) ▶ 3a				32,915.
b Approved for future payment				
NONE				
Total				0.

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

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[illegible]

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

b If "Yes," complete the following schedule.

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

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

Sign Here  15/14/14 **PRESIDENT**

Signature of officer or trustee Date Title

May the IRS discuss this return with the preparer shown below (see instr. 1)? ☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	M. C. WINGFIELD	M.C. WJW, CPA	5/14/14		P00005971
	Firm's name ► BROWN, EDWARDS & COMPANY, L.L.P.			Firm's EIN ► 54-0504608	
	Firm's address ► 319 MCCLANAHAN ST. ROANOKE, VA 24014			Phone no. (540) 345-0936	

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 AMY ELIZABETH LAUTH FOUNDATION, INC.
C/O ROBERT M. MCNICHOLS

Employer identification number

54-1849835

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

THE AMY ELIZABETH LAUTH FOUNDATION, INC.
C/O ROBERT M. MCNICHOLS

Employer identification number

54-1849835

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
1	MARY ELYN MCNICHOLS 3333 PETERS CREEK ROAD ROANOKE, VA 24019	\$ 29,976.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
2	ROBERT MCNICHOLS 3333 PETERS CREEK ROAD ROANOKE, VA 24019	\$ 17,182.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Name of organization

Employer identification number

THE AMY ELIZABETH LAUTH FOUNDATION, INC.
C/O ROBERT M. MCNICHOLS

54-1849835

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

[illegible]

Name of organization

THE AMY ELIZABETH LAUTH FOUNDATION, INC.
C/O ROBERT M. MCNICHOLS

Employer identification number

54-1849835

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 INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
VALLEY BANK	60.	60.	
TOTAL TO PART I, LINE 3	60.	60.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BROOKFIELD PROPERTY PARTNERS LP	3.	0.	3.	3.	
DAVENPORT & COMPANY	6,883.	0.	6,883.	6,883.	
VANGUARD GROUP	1,864.	251.	1,613.	1,613.	
TO PART I, LINE 4	8,750.	251.	8,499.	8,499.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BROWN, EDWARDS & CO., LLP	1,438.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	1,438.	0.		0.

FORM 990-PF	TAXES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX WITHHELD	221.	221.		0.
TO FORM 990-PF, PG 1, LN 18	221.	221.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DAVENPORT MANAGEMENT FEE	3,083.	3,083.		0.
ANNUAL REPORT FEE	725.	0.		0.
MISCELLANEOUS EXPENSE	341.	0.		0.
TO FORM 990-PF, PG 1, LN 23	4,149.	3,083.		0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	6
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED	359,402.	559,282.
TOTAL TO FORM 990-PF, PART II, LINE 10B	359,402.	559,282.

FORM 990-PF	LOANS PAYABLE TO OFFICERS, DIRECTORS, ETC.	STATEMENT	7
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LENDER'S NAME AND TITLE

ROBERT M. MCNICHOLS, PRESIDENT

<u>DATE OF NOTE</u>	<u>MATURITY DATE</u>	<u>INTEREST RATE</u>	<u>TERMS OF REPAYMENT</u>
		.00%	

SECURITY PROVIDED BY BORROWERPURPOSE OF LOANEXCISE TAXES

<u>DESCRIPTION OF CONSIDERATION</u>	<u>FMV OF CONSIDERATION</u>	<u>ORIGINAL LOAN AMOUNT</u>	<u>BALANCE DUE</u>
CASH	260.	0.	260.
TOTAL TO FORM 990-PF, PART II, LINE 20, COLUMN B			260.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 8

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

DENISE WHITE - VP OPERATIONS, COORDINATED SERVICES MANAGEMENT INC.,
3333 PETERS CREEK ROAD
ROANOKE, VA 24019

TELEPHONE NUMBER

540-563-4565

FORM AND CONTENT OF APPLICATIONS

FORM PROVIDED TO APPLICANT.

ANY SUBMISSION DEADLINES

NOVEMBER OF CURRENT YEAR TO BE ELIGIBLE FOR SECRET SANTA PROGRAM.

RESTRICTIONS AND LIMITATIONS ON AWARDS

GRANTEE MUST BE BELOW FEDERAL POVERTY LEVEL STANDARDS.

The Amy Elizabeth Lauth Foundation, Inc.
Attachment to Form 990-PF, Part II, Line 10b

EIN - 54-1849835

For Year Ended December 31, 2012

	Beginning of Year	End of Year	
	Book Value	Book Value	Fair Market Value
Accenture Limited Bermuda - 110 shs	4,314.63	4,314.63	9,044.20
Albemarle Corp - 105 shs	3,978.01	3,978.01	6,655.95
Amazon.com Inc. - 28 shs	5,651.11	5,651.11	11,166.12
American Tower Corp - 130 shs	2,903.92	5,866.62	10,376.60
AmenSourcebergen Corp - 150 shs	-	7,232.27	10,546.50
Amgen Inc. - 60 shs	-	5,630.72	6,844.80
Anheuser Busch Inbev - 70 shs	3,970.68	3,970.68	7,452.20
AON PLC - 80 shs	5,207.86	4,166.28	6,711.20
Apple Inc. - 13 shs	986.69	986.69	7,293.26
Automatic Data Processing Inc - 90 shs	4,630.91	4,167.81	7,271.91
Bank of America Corp. - 280 shs	3,783.74	-	-
Berkshire Hathaway Inc - 100 shs	7,434.46	7,434.46	11,856.00
Brookfield Asset Management, Inc - 285 shs	7,258.85	7,258.85	11,066.55
Capital One Financial Corp - 180 shs	6,539.21	8,715.48	13,789.80
Carmax - 285 shs	7,092.80	7,092.80	13,400.70
Celgene Corp - 50 shs	-	6,416.76	8,448.40
Check Point Software - 110 shs	4,002.29	-	-
Chevron Corporation - 65 shs	5,489.48	4,452.78	8,119.15
Chicago Bridge & Iron Company - 100 shs	-	6,626.75	8,314.00
Cummins Inc. - 45 shs	-	6,106.22	6,343.65
Danaher Corporation - 160 shs	3,680.06	5,349.22	12,352.00
Directv - 105 shs	-	6,447.24	7,251.30
Disney Walt Company - 130 shs	4,987.19	4,471.27	9,932.00
Dr Pepper Snapple Group Inc - 125 shs	5,246.84	-	-
Express Scripts Hldg Company - 100 shs	-	6,586.36	7,024.00
Exxon Mobil Corp - 105 shs	4,874.92	4,874.92	10,626.00
Facebook Inc - 160 shs	-	6,274.86	8,743.84
Fiserv Inc - 110 shs	4,984.59	-	-
Flowers Foods, Inc - 305 shs	-	6,907.49	6,548.35
General Electric Company - 245 shs	-	5,603.60	6,867.35
General Motors Company - 240 shs	5,204.50	5,204.50	9,808.80
Goldman Sachs Group Inc - 50 shs	5,346.16	5,346.16	8,863.00
Google, Inc - 12 shs	3,085.61	6,669.35	13,448.52
Illinois Tool Works - 90 shs	4,045.13	-	-
International Business Machines Corp - 40 shs	4,723.88	-	-
Ishares Nasdaq Biotechnology ETF - 50 shs	7,221.84	-	-
JPMorgan Chase & Company - 125 shs	5,890.13	5,890.13	7,310.00
Johnson & Johnson - 150 shs	9,283.35	9,283.35	13,738.50
Lowe's Companies Inc - 180 shs	4,485.12	4,485.12	8,919.00
Market Corp - 23 shs	2,964.00	6,796.06	13,348.05
McDonalds Corp - 80 shs	5,623.53	5,623.53	7,762.40
Microsoft Corp - 200 shs	5,872.29	-	-
Monsanto Company - 60 shs	-	6,252.00	6,993.00
National Oilwell Varco, Inc - 100 shs	7,462.48	7,462.48	7,953.00
Nestle S A Spnsd ADR - 120 shs	4,825.74	7,259.85	8,830.80
News Corp - 250 shs	4,894.00	-	-
Novo Nordisk - 45 shs	2,989.74	-	-
Occidental Petroleum Corp - 75 shs	4,697.62	4,697.62	7,132.50
Parker-Hannafin Corp - 65 shs	-	5,762.25	8,361.60
Pepsico, Inc - 90 shs	5,166.00	5,166.00	7,464.60
Praxair, Inc - 70 shs	1,531.02	4,014.06	9,102.10
Price T Rowe Group Inc - 85 shs	3,433.78	-	-
Proctor & Gamble Company - 50 shs	3,168.87	-	-
Qualcomm Inc - 95 shs	3,932.06	3,932.06	7,053.75
Schlumberger Limited - 75 shs	2,296.73	-	-
Smucker JM Company - 90 shs	7,026.52	7,026.52	9,325.80
Stanley Black & Decker Inc - 75 shs	5,188.97	-	-
Starbucks Corp - 90 shs	-	6,130.97	7,055.10
Union Pacific Corp - 45 shs	4,601.06	-	-
United Technologies Corp - 80 shs	3,378.32	3,378.32	9,104.00
Valeant Pharm Intl Inc - 60 shs	-	6,907.89	7,044.00
Valero Energy Corp - 235 shs	5,244.12	7,291.25	11,844.00
Vanguard Star Fund - 1,809 938 shs	32,291.57	33,343.41	43,239.42
Vanguard Total Stk Mkt Index Fund - 998 196 shs	27,325.70	28,128.75	46,605.77
Visa Inc - 35 shs	3,885.13	2,719.59	7,793.80
Wal-Mart Stores, Inc. - 100 shs	6,394.39	5,802.19	7,869.00
Walgreen Company - 155 shs	5,122.23	5,122.23	8,903.20
Wells Fargo & Co - 245 shs	6,899.95	6,899.95	11,123.00
Wellpoint Inc. - 100 shs	6,222.12	6,222.12	9,239.00
Total (rounded)	318,742	359,402	559,282

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 CST BRANDS INC	P	11/14/12	05/02/13
b DR PEPPER SNAPPLE GROUP	P	05/02/12	01/23/13
c MICROSOFT CORP	P	04/09/12	08/23/13
d PROCTER & GAMBLE COMPANY	P	02/05/13	07/03/13
e AON PLC CL A	P	02/13/13	11/13/13
f BROOKFIELD PPTY PARTNERS	P	04/16/13	04/16/13
g CST BRANDS INC	P	11/14/12	07/10/13
h BROOKFIELD PPTY PARTNERS	P	04/16/13	07/10/13
i CAPITAL ONE FINL CORP	P	01/12/11	02/05/13
j CHEVRON CORP	P	12/15/11	02/05/13
k ISHS NASDAQ BIOTECH ETF	P	10/17/12	10/18/13
l ISHS NASDAQ BIOTECH ETF	P	VARIOUS	11/13/13
m NESTLE S A SPONSORED ADR	P	09/14/11	02/05/13
n NEWS CORP NEW	P	02/01/12	08/21/13
o NEWS CORP NEW	P	02/01/12	06/28/13

(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 15.		10.	5.
b 5,471.		5,247.	224.
c 2,030.		1,866.	164.
d 1,928.		1,983.	<55.>
e 2,350.		1,800.	550.
f 8.		8.	0.
g 526.		423.	103.
h 235.		349.	<114.>
i 480.		478.	2.
j 1,071.		1,037.	34.
k 4,042.		2,960.	1,082.
l 6,095.		4,262.	1,833.
m 612.		568.	44.
n 883.		576.	307.
o 8.		5.	3.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			5.
b			224.
c			164.
d			<55.>
e			550.
f			0.
g			103.
h			<114.>
i			2.
j			34.
k			1,082.
l			1,833.
m			44.
n			307.
o			3.

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 }

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

2

3

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	STANLEY BLACK & DECKER	P	06/15/11	10/16/13
b	TWENTY FIRST CENTURY A	P	02/01/12	10/02/13
c	UNION PACIFIC CORP	P	12/21/11	06/05/13
d	AON PLC CL A	P	08/08/12	11/13/13
e	AUTOMATIC DATA PROC INC	P	09/03/08	02/05/13
f	BANK AMERICA CORP	P	12/22/10	02/27/13
g	DANAHER CORP	P	05/11/05	02/05/13
h	DISNEY WALT COMPANY	P	06/04/08	02/05/13
i	FISERV INC	P	03/03/10	02/05/13
j	FISERV INC	P	VARIOUS	02/27/13
k	ILLINOIS TOOL WORKS INC	P	07/14/10	04/17/13
l	INTL BUSINESS MACHS CORP	P	07/25/07	08/21/13
m	MICROSOFT CORP	P	VARIOUS	08/23/13
n	NOVO NORDISK AS ADR	P	10/14/09	02/05/13
o	NOVO NORDISK AS ADR	P	10/14/09	03/27/13

(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 5,676.		5,189.	487.
b 8,337.		4,312.	4,025.
c 6,771.		4,601.	2,170.
d 1,567.		1,042.	525.
e 512.		463.	49.
f 3,029.		3,783.	<754.>
g 519.		263.	256.
h 727.		516.	211.
i 719.		521.	198.
j 8,029.		4,463.	3,566.
k 5,439.		4,045.	1,394.
l 7,309.		4,724.	2,585.
m 6,766.		5,872.	894.
n 1,837.		664.	1,173.
o 5,580.		2,325.	3,255.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			487.
b			4,025.
c			2,170.
d			525.
e			49.
f			<754.>
g			256.
h			211.
i			198.
j			3,566.
k			1,394.
l			2,585.
m			894.
n			1,173.
o			3,255.

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

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

3

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	PRICE T ROWE GRP INC	P	VARIOUS	01/30/13
b	PROCTER & GAMBLE COMPANY	P	08/30/06	07/03/13
c	SCHLUMBERGER LTD	P	07/01/98	04/17/13
d	VISA INC CLASS A	P	06/16/10	08/07/13
e	WAL-MART STORES INC	P	06/25/08	02/05/13
f	CHECK POINT SOFTWARE TECH	P	09/01/10	02/05/13
g	CHECK POINT SOFTWARE TECH	P	09/01/10	03/26/13
h	CAPITAL GAINS DIVIDENDS			
i				
j				
k				
l				
m				
n				
o				

(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	5,956.		3,434.	2,522.
b	3,855.		3,169.	686.
c	5,254.		2,297.	2,957.
d	2,623.		1,165.	1,458.
e	615.		592.	23.
f	417.		364.	53.
g	4,579.		3,638.	941.
h	251.			251.
i				
j				
k				
l				
m				
n				
o				

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			2,522.
b			686.
c			2,957.
d			1,458.
e			23.
f			53.
g			941.
h			251.
i			
j			
k			
l			
m			
n			
o			

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	33,107.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

54-1849835

3 Grants and Contributions Paid During the Year (Continuation)

323631
05-01-13

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - BETHANY HALL, INC.

DONATION TO SUPPORT TREATMENT FOR WOMEN WITH SUBSTANCE ABUSE PROBLEMS,
INCLUDING LONG-TERM RESIDENTIAL TREATMENT FOR WOMEN AND THEIR CHILDREN.

NAME OF RECIPIENT - SML GOOD NEIGHBOR INC.

DONATION TO SUPPORT NEEDY CHILDREN WITH MEALS DURING THE SUMMER, SUMMER
DAY CAMP, PROVIDE SERVICE-LEARNING INTERNSHIPS TO YOUNG ADULTS AND
ORGANIZE COMMUNITY RESOURCES TO ADDRESS NEEDS OF CHILDREN OF LOW-INCOME
FAMILIES.

NAME OF RECIPIENT - SOUTHERN VIRGINIA CHILD ADVOCACY CENTER

DONATION TO SUPPORT CHILD VICTIMS AND THEIR NON-OFFENDING FAMILY
MEMBERS AS WELL AS EDUCATIONAL PREVENTION INITIATIVES FOR THE ENTIRE
COMMUNITY.