Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0052

2013

Open to Public Inspection

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

Name of foundation
CATHERINE J MCGINNIS FAMILY FOUNDATION

A Employer identification number
54-1850520

Number and street (or P O box number if mail is not delivered to street address)
PO BOX 1290

Room/suite

B Telephone number (see instructions)
(540) 338-5939

City or town, state or province, country, and ZIP or foreign postal code
LEESBURG, VA 201771290

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)*▶$ 2,536,527

J Accounting method ☑ Cash ☐ Accrual ☐ Other (specify) ________ *(Part I, column (d) must be on cash basis.)*

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

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	1,500			
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	16	16		
	4	Dividends and interest from securities.	42,603	42,603		
	5a	Gross rents				
	b	Net rental income or (loss) ________				
	6a	Net gain or (loss) from sale of assets not on line 10	42,722			
	b	Gross sales price for all assets on line 6a 248,285				
	7	Capital gain net income (from Part IV, line 2) . . .		42,722		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	86,841	85,341		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule).				
	b	Accounting fees (attach schedule).	1,500			1,500
	c	Other professional fees (attach schedule)	11,664	11,664		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	696	136		
	19	Depreciation (attach schedule) and depletion . . .				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	447			447
	24	**Total operating and administrative expenses.** Add lines 13 through 23	14,307	11,800		1,947
	25	Contributions, gifts, grants paid	95,500			95,500
	26	**Total expenses and disbursements.** Add lines 24 and 25	109,807	11,800		97,447
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-22,966			
	b	**Net investment income** (if negative, enter -0-)		73,541		
	c	**Adjusted net income** (if negative, enter -0-) . . .				

Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	500	1,940	1,940
	2	Savings and temporary cash investments	191,846	181,726	181,727
	3	Accounts receivable ▶ ____ Less allowance for doubtful accounts ▶ ____			
	4	Pledges receivable ▶ ____ Less allowance for doubtful accounts ▶ ____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ ____ Less allowance for doubtful accounts ▶ ____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	1,444,413	1,430,127	2,352,860
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ ____ Less accumulated depreciation (attach schedule) ▶ ____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ ____ Less accumulated depreciation (attach schedule) ▶ ____			
	15	Other assets (describe ▶ ____)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	1,636,759	1,613,793	2,536,527
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ ____)			
	23	**Total liabilities** (add lines 17 through 22)		0	
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	1,636,759	1,613,793	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see page 17 of the instructions)	1,636,759	1,613,793	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	1,636,759	1,613,793	

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	1,636,759
2	Enter amount from Part I, line 27a	2	-22,966
3	Other increases not included in line 2 (itemize) ▶ ____	3	
4	Add lines 1, 2, and 3	4	1,613,793
5	Decreases not included in line 2 (itemize) ▶ ____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,613,793

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	241,975		200,121	41,854
b	5,677		5,442	235
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				41,854
b				235
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	42,722
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	235

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	89,356	2,058,489	0 043409
2011	107,470	1,961,015	0 054803
2010	102,996	1,862,274	0 055307
2009	75,000	1,636,953	0 045817
2008	95,000	1,876,363	0 050630

2	**Total** of line 1, column (d).	2	0 249966
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 049993
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	2,293,950
5	Multiply line 4 by line 3.	5	114,681
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	735
7	Add lines 5 and 6.	7	115,416
8	Enter qualifying distributions from Part XII, line 4.	8	97,447

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

Part VI **Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)**

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ______ **(attach copy of letter if necessary–see instructions)**			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	1,471
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	
3	Add lines 1 and 2		3	1,471
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	1,471
6	Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a 1,600		
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 1,600		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	3,200
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	1,729
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 1,729 **Refunded** ▶		11	

Part VII-A **Statements Regarding Activities**

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

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

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

Website address ▶N/A

14 The books are in care of ▶DANIEL L MCGINNIS Telephone no ▶(540) 338-5939

Located at ▶PO BOX 1290 LEESBURG VA ZIP+4 ▶201771290

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 |

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
	See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		No

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

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

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
See Additional Data Table				

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

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

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

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

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

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

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

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

Part IX-B **Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3 . . . . ▶	

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	2,162,396
b	Average of monthly cash balances		1b	166,487
c	Fair market value of all other assets (see instructions)		1c	0
d	**Total** (add lines 1a, b, and c)		1d	2,328,883
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e		
2	Acquisition indebtedness applicable to line 1 assets		2	
3	Subtract line 2 from line 1d		3	2,328,883
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	34,933
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	2,293,950
6	**Minimum investment return.** Enter 5% of line 5		6	114,698

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	114,698
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,471		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	1,471
3	Distributable amount before adjustments Subtract line 2c from line 1			3	113,227
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	113,227
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	113,227

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	97,447
b	Program-related investments—total from Part IX-B	1b	
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	97,447
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	97,447

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					113,227
2 Undistributed income, if any, as of the end of 2013					
a Enter amount for 2012 only.					
b Total for prior years 20___ , 20___ , 20___					
3 Excess distributions carryover, if any, to 2013					
a From 2008.					
b From 2009.					
c From 2010.	907				
d From 2011.	11,826				
e From 2012.					
f Total of lines 3a through e.		12,733			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 97,447					
a Applied to 2012, but not more than line 2a					
b Applied to undistributed income of prior years (Election required—see instructions).					
c Treated as distributions out of corpus (Election required—see instructions).					
d Applied to 2013 distributable amount.					97,447
e Remaining amount distributed out of corpus					
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		12,733			12,733
6 Enter the net total of each column as indicated below:					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5					
b Prior years' undistributed income Subtract line 4b from line 2b					
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.					
d Subtract line 6c from line 6b Taxable amount —see instructions					
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions					
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014					3,047
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . .					
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a					
10 Analysis of line 9					
a Excess from 2009. . . .					
b Excess from 2010. . . .					
c Excess from 2011. . . .					
d Excess from 2012. . . .					
e Excess from 2013. . . .					

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

See Additional Data Table

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

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

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

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

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

c Any submission deadlines

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

Part XV **Supplementary Information** (continued)

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

Recipient 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*				
See Additional Data Table				
Total . . . . ▶ **3a**				95,500
b *Approved for future payment*				
Total . . . . ▶ **3b**				

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 (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion 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			14	16	
4 Dividends and interest from securities. . . .			14	42,603	
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	42,722	
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). .				85,341	

13 **Total.** Add line 12, columns (b), (d), and (e). 13 85,341

(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) (See instructions)

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)		No
(2) Other assets	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
(3) Rental of facilities, equipment, or other assets	1b(3)		No
(4) Reimbursement arrangements	1b(4)		No
(5) Loans or loan guarantees	1b(5)		No
(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

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

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

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

Sign Here

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

******	2014-07-07	******
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▸ ☐	PTIN
R BRUCE HALL		2014-07-16		P00744094
Firm's name ▸ R BRUCE HALL & ASSOCIATES CPAS PLC			Firm's EIN ▸ 45-3363115	
Firm's address ▸ 1818 LIBRARY ST STE 500 RESTON, VA 201906274			Phone no (703) 435-1224	

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
DANIEL L MCGINNIS PO BOX 1290 LEESBURG, VA 201771290	TRUSTEE 2 00	0	0	0
ARLENE M MCGINNIS PO BOX 1290 LEESBURG, VA 201771290	TRUSTEE 2 00	0	0	0
COLLEEN M MCGINNIS 15308 65TH PLACE N MAPLE GROVE, MN 55311	TRUSTEE 2 00	0	0	0
KELLY A ROYSTON 11202 YARDLEY PLACE IJAMSVILLE, MD 217548941	TRUSTEE 2 00	0	0	0
ERIN M MEITZLER 3600 BARTON CREEK DRIVE MT AIRY, MD 21771	TRUSTEE 2 00	0	0	0
KAITLIN M VERY 15308 65TH PLACE N MAPLE GROVE, MN 55311	TRUSTEE 2 00	0	0	0

Form 990PF Part XV Line 1a - List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000).

DANIEL L MCGINNIS
ARLENE MCGINNIS

Form 990PF Part XV Line 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*				
AMERICARES 88 HAMILTON AVE STANFORD, CT 06902	NONE	PC	PROVIDE MEDICAL SUPPLIES WORLDWIDE	12,000
ANGEL FLIGHT OF VIRGINIA 4620 HAYGOOD ROAD STE 1 VIRGINIA BEACH, VA 23455	NONE	GROUP	PROVIDE FLIGHTS FOR THOSE IN NEED	2,000
BLUE RIDGE AREA FOOD BANK PO BOX 937 VERONA, VA 244820937	NONE	PC	PROVIDE FOOD TO STRUGGLING FAMILIES	5,000
CAPUCHIN FRANCISCAN FRIARS PO BOX 839 UNION CITY, NJ 070870839	NONE	GROUP	PROVIDE FUNDS FOR THE NEEDY	2,000
CATHOLIC LEAGUE 450 7TH AVENUE NEW YORK, NY 10123	NONE	PC	FUNDS TO DEFEND CATHOLIC CHURCH	1,000
CHRISTIAN FDTN FOR CHILDREN & AGING 1 ELMWOOD AVENUE KANSAS CITY, KS 66103	NONE	PC	RELIEVE POVERTY WORLDWIDE	10,000
DOMINICAN SISTERS OF HOPE 299 N HIGHLAND AVE OSSINING, NY 10562	NONE	GROUP	MINISTER TO THE ECONOMICALLY POOR	2,000
GLENELG COUNTRY SCHOOL 12793 FOLLY QUARTER ROAD ELLICOTT CITY, MD 21042	NONE	PC	PROVIDE EDUCATION TO THOSE IN NEED	2,500
HABITAT FOR HUMANITY INTERNATIONAL 12 HABITAT STREET AMERICUS, GA 317093498	NONE	PC	BUILD HOMES FOR THE POOR	1,000
HILLSDALE COLLEGE 33 E COLLEGE STREET HILLSDALE, MI 492429989	NONE	PC	FUNDS FOR STUDENTS' EDUCATION	10,000
LOUDOUN VOLUNTEER CAREGIVERS INC 704 S KING ST STE 2 LEESBURG, VA 20175	NONE	PC	SUPPORT FOR CAREGIVERS	1,000
SALVATION ARMY 10 CARDINAL PK DR STE 105 LEESBURG, VA 20175	NONE	PC	MEET HUMAN NEEDS W/O DISCRIMINATION	5,000
ST VERONICA GIULIANI MONASTERY 816 JEFFERSON STREET WILMINGTON, DE 198011432	NONE	GROUP	ADMINISTER TO NEEDS OF THE POOR	2,000
CATHOLIC RELIEF SERVICES 228 W LEXINGTON ST BALTIMORE, MD 212013443	NONE	PC	BRING EMERGENCY RELIEF TO THE POOR	20,000
TRINITY BYRNES COLLEGIATE SCHOOL 5001 HOFFMEYER RD DARLINGTON, SC 29532	NONE	PC	SCHOLARSHIPS	15,000
Total . . . . ▶ **3a**				95,500

Form 990PF Part XV Line 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*				
LOUDOUN FREE CLINIC 224A CORNWALL ST NW LEESBURG,VA 20176	NONE	PC	MEDICAL CARE FOR THE NEEDY	5,000
Total . . . . ▶ **3a**				95,500

TY 2013 Accounting Fees Schedule

Name: CATHERINE J MCGINNIS FAMILY FOUNDATION

EIN: 54-1850520

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREP FEES	1,500			1,500

TY 2013 Compensation Explanation

Name: CATHERINE J MCGINNIS FAMILY FOUNDATION

EIN: 54-1850520

Person Name	Explanation
DANIEL L MCGINNIS	
ARLENE M MCGINNIS	
COLLEEN M MCGINNIS	
KELLY A ROYSTON	
ERIN M MEITZLER	
KAITLIN M VERY	

TY 2013 Investments Corporate Stock Schedule

Name: CATHERINE J MCGINNIS FAMILY FOUNDATION

EIN: 54-1850520

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SEE ATTACHED SCHEDULE	1,430,127	2,352,860

TY 2013 Other Expenses Schedule

Name: CATHERINE J MCGINNIS FAMILY FOUNDATION

EIN: 54-1850520

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
MISCELLANEOUS	447			447

TY 2013 Other Professional Fees Schedule

Name: CATHERINE J MCGINNIS FAMILY FOUNDATION

EIN: 54-1850520

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT ADVISORY FEES	11,664	11,664		

TY 2013 Taxes Schedule

Name: CATHERINE J MCGINNIS FAMILY FOUNDATION

EIN: 54-1850520

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES PAID	136	136		
FEDERAL TAXES	560			

Summary Of Investment Holdings

Shares or Par Value	Investment Category	Cost Basis	Unit Value	Market Value	Estimated Ann Inc	Curr Yield	% Port
	Common Stock						
100	Amazon Inc.	18,531.96	398.79	39,879.00	0.00	0.00%	1.57%
400	American Express Co.	30,087.60	90.73	36,292.00	368.00	1.01%	1.43%
400	Apache Corp.	32,993.94	85.94	34,376.00	320.00	0.93%	1.36%
100	Apple Computer, Inc.	8,932.64	561.02	56,102.00	1,220.00	2.17%	2.21%
500	Bank New York Mellon	15,029.90	34.94	17,470.00	300.00	1.72%	0.69%
1,000	Broadcom Corp Cl A	30,599.20	29.65	29,645.00	440.00	1.48%	1.17%
500	Chubb Corp.	25,731.55	96.63	48,315.00	880.00	1.82%	1.91%
1,000	Comcast Corp New Cl A	25,413.33	51.97	51,965.00	780.00	1.50%	2.05%
600	ConocoPhillips	29,799.98	70.65	42,390.00	1,656.00	3.91%	1.67%
600	Costco Wholesale Corp	36,481.98	119.02	71,412.00	744.00	1.04%	2.82%
400	CVS Caremark Corp.	15,854.89	71.57	28,628.00	440.00	1.54%	1.13%
600	Danaher Corp Com	38,502.82	77.20	46,320.00	60.00	0.13%	1.83%
1,000	EMC Corporation	12,308.90	25.15	25,150.00	400.00	1.59%	0.99%
1,700	Emerson Electric Co.	48,331.00	70.18	119,306.00	2,924.00	2.45%	4.71%
1,000	Estee Lauder	20,970.80	75.32	75,320.00	800.00	1.06%	2.97%
1,000	Exelon Corp.	33,440.86	27.39	27,390.00	1,240.00	4.53%	1.08%
1,300	Express Scripts Hldg Co.	8,477.30	70.24	91,312.00	0.00	0.00%	3.60%
600	Exxon Mobil Corp.	39,926.70	101.20	60,720.00	1,512.00	2.49%	2.40%
500	Fedex Corp Com	44,315.80	143.77	71,885.00	300.00	0.42%	2.84%
400	Franklin Resources, Inc	19,359.44	57.73	23,092.00	192.00	0.83%	0.91%
900	HCP Inc.	15,116.68	36.32	32,688.00	1,890.00	5.78%	1.29%
1,000	Home Depot, Inc.	29,550.00	82.34	82,340.00	1,560.00	1.89%	3.25%

December 01, 2013 To December 31, 2013

Account Name : Catherine J McGinnis Family Fnd - Agency

Account No : 3359M

Summary Of Investment Holdings

Shares or Par Value	Investment Category	Cost Basis	Unit Value	Market Value	Estimated Ann Inc	Curr Yield	% Port
400	Honeywell Intl Inc	22,920.56	91.37	36,548.00	720.00	1.97%	1.44%
1,000	Intel Corp	37,124.80	25.96	25,955.00	900.00	3.47%	1.02%
1,000	Iron Mountain	27,079.40	30.35	30,350.00	1,080.00	3.56%	1.20%
1,000	Johnson & Johnson	52,300.00	91.59	91,590.00	2,640.00	2.88%	3.61%
700	JP Morgan Chase & Co.	26,124.45	58.48	40,936.00	1,064.00	2.60%	1.62%
400	Lab Corp Amer Holdings	32,504.08	91.37	36,548.00	0.00	0.00%	1.44%
1,000	Medtronic Inc.	56,000.00	57.39	57,390.00	1,120.00	1.95%	2.26%
500	Metlife Inc Com	19,819.90	53.92	26,960.00	550.00	2.04%	1.06%
300	Mondelez International, Inc.	10,424.94	35.30	10,590.00	168.00	1.59%	0.42%
400	Monsanto Co New	24,222.10	116.55	46,620.00	688.00	1.48%	1.84%
500	National Oilwell Varco Inc.	37,382.92	79.53	39,765.00	520.00	1.31%	1.57%
1,000	Oracle Corporation	23,544.85	38.26	38,260.00	480.00	1.25%	1.51%
1,000	Pepsico Inc.	42,366.00	82.94	82,940.00	2,270.00	2.74%	3.27%
1,000	Pfizer Inc.	44,112.50	30.63	30,630.00	1,040.00	3.40%	1.21%
400	Philip Morris Intl Inc	32,359.82	87.13	34,852.00	1,504.00	4.32%	1.38%
300	Phillips 66	8,855.01	77.13	23,139.00	468.00	2.02%	0.91%
400	Praxair Inc.	19,544.00	130.03	52,012.00	960.00	1.85%	2.05%
2,000	Qualcomm Inc	101,272.73	74.25	148,500.00	2,800.00	1.89%	5.86%
500	Starbucks Corp	12,885.77	78.39	39,195.00	520.00	1.33%	1.55%
2,500	UDR, Inc.	51,228.89	23.35	58,375.00	2,350.00	4.03%	2.30%
1,600	Under Armour, Inc.	42,997.16	87.30	139,680.00	0.00	0.00%	5.51%
400	UnitedHealth Group Inc.	29,967.96	75.30	30,120.00	448.00	1.49%	1.19%
500	Verizon Communications	18,039.85	49.14	24,570.00	1,060.00	4.31%	0.97%

Feb-24-2014 11 22 AM Middleburg Financial Corp 540-687-3739

Summary Of Investment Holdings

Shares or Par Value	Investment Category	Cost Basis	Unit Value	Market Value	Estimated Ann Inc	Curr Yield	% Port
	Totals	1,352,836.07		2,257,522.00	41,376.00	1.83%	89.07%
	Common Stock - Foreign						
500	BHP Billiton Ltd. ADR	24,055.63	68.20	34,100.00	1,160.00	3.40%	1.35%
	Totals	24,055.63		34,100.00	1,160.00	3.40%	1.35%
	Mutual Fund - Equity						
1,000	iShares MSCI Emerging Mkts ETF	40,573.10	41.80	41,795.00	858.38	2.05%	1.65%
300	iShares US Oil Equip & Svcs ETF	12,662.91	64.81	19,443.00	145.92	0.75%	0.77%
	Totals	53,236.01		61,238.00	1,004.30	1.64%	2.42%
	Money Market - Taxable						
171,561.39	Tredegar Institutional Select	171,561.39	100.00	171,561.39	17.16	0.01%	6.77%
	Tredegar Institutional Select						
10,165.18	* Tredegar Institutional Select	10,165.18	100.00	10,165.18	1.02	0.01%	0.40%
	Tredegar Institutional Select						
	Totals	181,726.57		181,726.57	18.18	0.01%	7.17%
	Total Investments	1,611,853.28		2,534,586.57	43,558.48	1.72%	100.00%
	Plus Net Cash			0.00			
	Total Market Value			2,534,586.57			

Note : '' Denotes Invested Income*

LESS: MONEY MARKET	(181726.57)		(181726.57)
	1,430,126.71		2,352,860.-