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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0052

2013

Open to Public Inspection

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

Name of foundation
WARDEN FAMILY FOUNDATION

A Employer identification number
54-1901227

Number and street (or P O box number if mail is not delivered to street address) 4332 ALFRIENDS TRAIL
Room/suite

B Telephone number (see instructions)
(757) 499-4020

City or town, state or province, country, and ZIP or foreign postal code
VIRGINIA BEACH, VA 23455

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 ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

H Check type of organization ☑ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 1,718,926

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))*

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	57,310	57,310		
	5a	Gross rents				
	b	Net rental income or (loss) ______				
	6a	Net gain or (loss) from sale of assets not on line 10	34,270			
	b	Gross sales price for all assets on line 6a 390,548				
	7	Capital gain net income (from Part IV, line 2)		34,270		
	8	Net short-term capital gain			211	
	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)	182			
	12	**Total.** Add lines 1 through 11	91,762	91,580	211	
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)	3,872	2,594		1,278
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	658			
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	12,641			
	24	**Total operating and administrative expenses.** Add lines 13 through 23	17,171	2,594		1,278
	25	Contributions, gifts, grants paid	85,500			85,500
	26	**Total expenses and disbursements.** Add lines 24 and 25	102,671	2,594		86,778
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-10,909			
	b	**Net investment income** (if negative, enter -0-)		88,986		
	c	**Adjusted net income** (if negative, enter -0-)			211	

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	666	557	557
	2	Savings and temporary cash investments	23,813	9,647	5,408
	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		800	800
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	1,408,390	1,410,957	1,712,161
	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)	1,432,869	1,421,961	1,718,926
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 ▶ ____)		1	
	23	**Total liabilities** (add lines 17 through 22)		1	
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			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	1,432,869	1,421,960	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	1,432,869	1,421,960	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	1,432,869	1,421,961	

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	1,432,869
2	Enter amount from Part I, line 27a	2	-10,909
3	Other increases not included in line 2 (itemize) ▶ ____	3	
4	Add lines 1, 2, and 3	4	1,421,960
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	1,421,960

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				

	(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				

	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				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	34,270
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	211

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	79,599	1,611,379	0 04940
2011	83,813	1,643,838	0 05099
2010	81,770	1,586,074	0 05156
2009	68,633	1,451,407	0 04729
2008	77,466	1,696,529	0 04566

2	**Total** of line 1, column (d).	2	0 24489
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 04898
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	1,672,816
5	Multiply line 4 by line 3.	5	81,930
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	890
7	Add lines 5 and 6.	7	82,820
8	Enter qualifying distributions from Part XII, line 4.	8	86,778

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	890
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	890
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	890
6	Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a 800		
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	800
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached		8	2
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	92
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?	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		No
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) ▶ ________			
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)*

		Line	Yes	No
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 ▶WILLIAM B WARDEN Telephone no ▶(757) 499-4020

Located at ▶4332 ALFRIENDS TRAIL VIRGINIA BEACH VA ZIP+4 ▶23455

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 |

		Line	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

		Line	Yes	No
	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		No
	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		No
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		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ **Yes** ☑ **No**			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ **Yes** ☑ **No**			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ **Yes** ☑ **No**			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ **Yes** ☑ **No**			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ **Yes** ☑ **No**			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		**No**
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ **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**		**No**

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	
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	1,666,707
b	Average of monthly cash balances	1b	31,583
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	1,698,290
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	
3	Subtract line 2 from line 1d	3	1,698,290
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	25,474
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,672,816
6	**Minimum investment return.** Enter 5% of line 5	6	83,641

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	83,641
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 890		
b	Income tax for 2013 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	890
3	Distributable amount before adjustments Subtract line 2c from line 1	3	82,751
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	82,751
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	82,751

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	86,778
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	86,778
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	890
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	85,888

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				82,751
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. 3,252				
d From 2011. 2,391				
e From 2012. 256				
f **Total** of lines 3a through e.	5,899			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 86,778				
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).	0			
d Applied to 2013 distributable amount.				82,751
e Remaining amount distributed out of corpus	4,027			
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	9,926			
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				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
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	9,926			
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . . 3,252				
c Excess from 2011. . . . 2,391				
d Excess from 2012. . . . 256				
e Excess from 2013. . . . 4,027				

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))

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

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

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

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

CYRUS DOLPH IV
PO BOX 13109
NORFOLK,VA 23506
(757) 466-0464

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

TYPED WITH VERIFICATION OF RECIPIENT TAX EXEMPT STATUS

c Any submission deadlines

NONE

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

QUALIFIED CHARITABLE USE ONLY

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**				85,500
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					
4 Dividends and interest from securities			14	57,310	
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	34,270	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a MISCELLANEOUS DEPOSIT					82
b REFUND OF TAX					100
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				91,580	182

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 91,762

(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)
11A	MISCELLANEOUS DEPOSIT
11B	REFUND OF TAX

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

******	2014-08-11	******
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
SALLY A HAYNES				P00366727
Firm's name ▶ Sally A Haynes CPA PC			Firm's EIN ▶	
Firm's address ▶ 301 Bendix Road Suite 460 Virginia Beach, VA 23452			Phone no (757) 333-8515	

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
WILLIAM B WARDEN 4332 ALFRIENDS TRAIL VA BEACH, VA 23455	President 0 10	0		
SANDRA S WARDEN 4332 ALFRIENDS TRAIL VA BEACH, VA 23455	SECY/TREASURER 0 40	0		
MARK R WARDEN 5340 EDGEWATER DRIVE NORFOLK, VA 23508	Director 0 10	0		
WILLIAM S WARDEN 13846 ATLANTIC BLVD UNIT 403 JACKSONVILLE, FL 32225	Director 0 10	0		
JEFFREY B WARDEN 2233 SWAYING LIMB LANE VA BEACH, VA 23456	Director 0 10	0		
SUSAN C WARDEN POPE 4613 PLAYER LANE VA BEACH, VA 23462	Director 0 10	0		

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*				
NORFOLK CITY UNION OF KING'S DAUGHT 601 CHILDRENS LANE NORFOLK, VA 23507	N/A	501(c)(3)	CHILD HEALTH/WELFARE	5,000
BEACH HEALTH CLINIC 3396 HOLLAND ROAD VA BEACH, VA 23452	N/A	501(c)(3)	HEALTH CARE FOR UNINSURED	5,000
FOODBANK OF SE VIRGINIA BOX 1940 NOFROLK, VA 23501	N/A	501(c)(3)	FOOD PROGRAMS	5,000
EQUIKIDSEQUIVETS BOX 4095 VA BEACH, VA 23454	N/A	501(c)(3)	CHILD/VETERANS DEVELOPMENT	5,000
ST MARY'S HOME FOR DISABLED CHILDRE 6171 KEMPSVILLE CIRCLE NORFOLK, VA 23502	N/A	501(c)(3)	CARE FOR DISABLED CHILDREN	5,000
CHILDRENS HOSPITAL OF KINGS DAUGHTE 601 CHILDRENS LANE NORFOLK, VA 23501	N/A	501(c)(3)	CHILD HEATH/WELFARE	6,500
JUDEO-CHRISTIAN OUTREACH CENTER BOX 831 VA BEACH, VA 23451	N/A	501(c)(3)	FAMILY WELFARE	4,000
FOOD FOR THE POOR 550 SW 12TH AVE DEERFIELD BEACH, FL 33442	N/A	501(c)(3)	FOOD PROGRAMS	3,000
ST COLUMBA ECUMENICAL MINISTRIES 2114 LAFAYETTE BLVD NORFOLK, VA 23509	N/A	501(c)(3)	SERVICE TO INDIGENT & HOMELESS FAMILIES	2,500
TOGETHER WE CAN 5101 CLEVELAND ST SUITE 308 VA BEACH, VA 23462	N/A	501(c)(3)	PROVIDES FUNDING FOR CHARITABLE ORGANIZATIONS	2,500
CAPE HENRY COLLEGIATE SCHOOL 1320 MILL DAM ROAD VA BEACH, VA 23454	N/A	501(c)(3)	EDUCATION	2,500
UNION MISSION 5100 E VIRGINIA BEACH BLVD NORFOLK, VA 23502	N/A	501(c)(3)	WELFARE & SHELTER	2,500
GOVERNORS SCHOOL FOR THE ARTS 1542 W 49TH ST NORFOLK, VA 23508	N/A	501(c)(3)	EDUCATION	2,000
FRIENDS OF THE PORTSMOUTH JUVENILE 503 CRAWFORD ST PORTSMOUTH, VA 23704	N/A	501(c)(3)	SUPPORT FOR AT-RISK JUVENILES	2,000
RECOVERY FOR LIFE 3419 VIRGINIA BEACH BLVD VA BEACH, VA 23452	N/A	501(c)(3)	ADDICTION RECOVERY PROGRAM	2,000
Total . . . . ▶ **3a**				85,500

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*				
SAMARITAN HOUSE PO BOX 2400 SUITE 226 VA BEACH,VA 23450	N/A	501(c)(3)	FAMILY WELFARE	2,000
CRISIS PREGNANCY CENTER PO BOX 119 NORFOLK,VA 23501	N/A	501(c)(3)	CRISIS PREGNANCY COUNSELING	2,000
VIRGINIA BEACH CASA INC 2425 NIMMO PARKWAY VA BEACH,VA 23456	N/A	501(c)(3)	CHILD WELFARE	2,000
PRESBYTERIAN HOMES FAMILY SVCALLIAN 150 LINDEN AVE LYNCHBURG,VA 24503	N/A	501(c)(3)	FAMILY WELFARE	2,000
TIDEWATER PASTORAL COUNSELING 7305 HAMPTON BLVD SUITE B NORFOLK,VA 23505	N/A	501(c)(3)	COUNSELING AND EDUCATION FOR THOSE IN NEED	1,500
SUNRISE CENTER PO BOX 1871 RICHLANDS,VA 24641	N/A	501(c)(3)	EDUCATION AND WELFARE	1,500
PHYSICIANS FOR PEACE 229 W BUTE ST NORFOLK,VA 23510	N/A	501(c)(3)	VOLUNTEER MEDICAL MISSIONS	1,500
THE DWELLING PLACE PO BOX 6194 NORFOLK,VA 23508	N/A	501(c)(3)	FAMILY WELFARE	1,500
EDMARC HOSPICE FOR CHILDREN 516 LONDON ST PORTSMOUTH,VA 23704	N/A	501(c)(3)	CHILD WELFARE	1,500
SALVATION ARMY PO BOX 388 NORFOLK,VA 23501	N/A	501(c)(3)	HUMANITARIAN CARE	1,000
BOYS AND GIRLS CLUBS OF S HAMPTON R 3415 AZALEA GARDEN RD NORFOLK,VA 23501	N/A	501(c)(3)	CHILD DEVELOPMENT	1,000
CHESAPEAKE BAY FOUNDATION 6 HERNDON AVE ANNAPOLIS,MD 21403	N/A	501(c)(3)	ENVIRONMENT PROTECTION/PRESERVATION	1,000
SETON YOUTH SHELTERS 3333-28 VIRGINIA BEACH BLVD VA BEACH,VA 23452	N/A	501(c)(3)	FAMILY WELFARE	1,000
MEALS ON WHEELS 3750 SENTARA WAY VA BEACH,VA 23452	N/A	501(c)(3)	HOME DELIVERED MEALS TO THE ELDERLY	1,000
VA STAGE COMPANY BOX 3770 NORFOLK,VA 23525	N/A	501(c)(3)	CULTURAL AND ARTS	1,000
Total . . . . ▶ 3a				85,500

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*				
EVMS FOUNDATION PO BOX 5 NORFOLK,VA 23501	N/A	501(c)(3)	EDUCATION	1,000
CEREBRAL PALSY OF VIRGINIA 5825 ARROWHEAD DRIVE SUITE 201 VA BEACH,VA 23462	N/A	501(c)(3)	CHILD HEATH/WELFARE	1,000
VIRGINIA MUSEUM OF CONTEMPORARY ART 2200 PARKS AVE VA BEACH,VA 23451	N/A	501(c)(3)	CULTURAL AND ARTS	1,000
CHIPCHESAPEAKE HEALTH SERVICES 1302 JEFFERSON ST CHESAPEAKE,VA 23324	N/A	501(c)(3)	CHILDRENS HEALTH AND WELLNESS	1,000
CHESAPEAKE SERVICE SYSTEMS 1100 EXECUTIVE BLVD CHESAPEAKE,VA 22320	N/A	501(c)(3)	PROVIDES AID FOR PEOPLE WITH DISABILITIES	500
OLD DONATION EPISCOPAL DAY SCHOOL 4449 WITCHDUCK ROAD VA BEACH,VA 23455	N/A	501(c)(3)	EDUCATION	500
HOSPITAL HOSPITALITY HOUSE 612 EAST MARSHALL ST RICHMOND,VA 23219	N/A	501(c)(3)	LONG TERM MEDICAL CRISIS CENTER	500
THE WILLIAMS SCHOOL 419 COLONIAL AVE NORFOLK,VA 23507	N/A	501(c)(3)	EDUCATION	500
SQUARE ONE 287 INDEPENDENCE BLVD PEMBROKE II STE VA BEACH,VA 23462	N/A	501(c)(3)	CHILD HEALTH/WELFARE	500
FOR KIDS INC PO BOX 6044 NORFOLK,VA 23508	N/A	501(c)(3)	WELFARE AND SHELTER	3,000
Total . . . . ► **3a**				85,500

TY 2013 Accounting Fees Schedule

Name: WARDEN FAMILY FOUNDATION

EIN: 54-1901227

Software ID: 13000170

Software Version: 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	3,872	2,594	0	1,278

TY 2013 Other Expenses Schedule

Name: WARDEN FAMILY FOUNDATION

EIN: 54-1901227

Software ID: 13000170

Software Version: 2013v3.1

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	12,616			
REGISTRATION FEES	25			

TY 2013 Other Income Schedule

Name: WARDEN FAMILY FOUNDATION

EIN: 54-1901227

Software ID: 13000170

Software Version: 2013v3.1

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
MISCELLANEOUS DEPOSIT	82		
REFUND OF TAX	100		

TY 2013 Other Liabilities Schedule

Name: WARDEN FAMILY FOUNDATION

EIN: 54-1901227

Software ID: 13000170

Software Version: 2013v3.1

Description	Beginning of Year - Book Value	End of Year - Book Value
Rounding		1

TY 2013 Taxes Schedule

Name: WARDEN FAMILY FOUNDATION

EIN: 54-1901227

Software ID: 13000170

Software Version: 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES PAID	37			
INTERNAL REVENUE SERVICE	621			

UBS

UBS Financial Services Inc
141 East Palace Avenue
Coronado Bldg
Santa Fe NM 87501-3001

APP1000124189 1213 X1 KK 0

2013 Year End Summary

Account name. WARDEN FAMILY FOUNDATION
ANCHOR CAPITAL ACCOUNT

Friendly account name: Foundation/Anch

Account number: KK 22335 J7

22335

Your Financial Advisor.
ORACLE WEALTH CONSULTING GROUP
Phone 505-988-7291/800-634-2386

WARDEN FAMILY FOUNDATION
ANCHOR CAPITAL ACCOUNT
WILLIAM B WARDEN, PRESIDENT
SANDRA S WARDEN, SEC-TREAS
4332 ALFRIENDS TRAIL
VIRGINIA BEACH VA 23455-6102

Summary of gains and losses

	Amount ($)
Short term	29 26
Long term	25,667 76
Total	**$25,697.02**

Realized gains and losses

Estimated 2013 gains and losses for transactions with trade dates through 12/31/13 have been incorporated into this statement Please note that gain or loss recognized on the sale or redemption of certain Structured Products, like Contingent Debt Securities may be ordinary, and not capital gain or loss Please check with your tax advisor To calculate gains and losses, we liquidate the oldest security lot first This is known as the first-in, first-out or FIFO accounting method We use this method unless you specified which tax lot to close when you placed your order This is known as a versus purchases or VSP order

See Important information about your statement on the last page of this statement for more information We may no adjust gains and losses for all capital changes Cost basis for coupon tax-exempt municipal securities include securities subject to AMT, has been adjusted for mandatory amortization of bond premium Estimates in the Unclassified section can not be classified as short term or long term because information is missing or the product is one in which the gain/loss calculation is not provided

Short-term capital gains and losses

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount ($)	Cost basis ($)	Wash sale cost basis adjustment($)	Loss ($)	Gain (
LEIDOS HLDGS INC	FIFO	0 250	Jun 24 13	Oct 03, 13	11 53	9 01			2

continued next pa

Realized gains and losses (continued)

Short-term capital gains and losses (continued)

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount ($)	Cost basis ($)	Wash sale cost basis adjustment($)	Loss ($)	Gain ($)
OMNICOM GROUP INC	FIFO	10 000	May 10, 13	Jul 31, 13	647 72	627 98			19 74
SCIENCE APPLICATIONS INTE	Adjustment	0 857	Jun 24, 13	Sep 30, 13	29 86	22 86			7 00
Total					**$689 11**	**$659 85**			**$29 26**
Net short-term capital gains and losses									**$29.26**

Long-term capital gains and losses

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount ($)	Cost basis ($)	Wash sale cost basis adjustment($)	Loss ($)	Gain ($)
ABM INDS INC	FIFO	350 000	Mar 06, 03	Jun 24, 13	8,377 98	4,452 00			3,925 98
AMERICAN CAPITAL AGENCY CORP	FIFO	70 000	Nov 09, 10	Sep 18, 13	1,672 28	2,047 50		-375 22	
ANNALY CAPITAL MANAGEMENT INC REIT	FIFO	480 000	Jul 12, 07	Sep 18, 13	5,932 94	6,777 60		-844 66	
	FIFO	50 000	Feb 04, 10	Sep 18, 13	618 02	905 00		-286 98	
CABLEVISION SYSTEMS CORP N Y GROUP CL A	FIFO	150 000	May 09, 06	Aug 07, 13	2,843 97	1,884 44			959 53
COVIDIEN PLC	FIFO	30 000	Feb 26, 08	Jun 27, 13	1,882 77	1,313 94			568 83
CYS INVTS INC SBI	FIFO	430 000	Jun 06, 11	Sep 10, 13	3,375 66	5,475 58		-2,099 92	
EXELON CORP	FIFO	92 800	Oct 06, 11	Sep 18, 13	2,884 50	3,661 50		-777 00	
	FIFO	37 200	Feb 28, 12	Sep 18, 13	1,156 29	1,449 20		-292 91	
GRACE (W R) & CO NEW	FIFO	20 000	Dec 06, 11	Jun 27, 13	1,692 57	841 00			851 57
	FIFO	40 000	Dec 06, 11	Dec 16, 13	3,708 34	1,682 00			2,026 34
HEINZ H J CO **MERGER EFF 06/13**	FIFO	90 000	Nov 11, 09	Jun 10, 13	6,525 00	3,792 05			2,732 95
INVESCO MORTGAGE CAPITAL	FIFO	210 000	Jun 01, 10	Sep 19, 13	3,462 95	4,346 83		-883 88	
MALLINCKRODT PUB LTD CO	FIFO	10 000	Feb 26, 08	Jul 02, 13	435 69	316 43			119 26
MCKESSON CORP	FIFO	20 000	Jan 12, 10	Jun 27, 13	2,335 76	1,225 00			1,110 76
MID AMER APARTMENT COMMUNITIES INC	FIFO	0 400	Dec 19, 08	Oct 02 13	25 45	7 69			17 76
NEXEN INC CAD	FIFO	190 000	Aug 19, 11	Mar 01, 13	5,225 00	3 785 24			1,439 76

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Realized gains and losses (continued)

Long-term capital gains and losses (continued)

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount ($)	Cost basis ($)	Wash sale cost basis adjustment($)	Loss ($)	Gain ($
SPDR GOLD TRUST	FIFO	60 000	Nov 18, 04	Apr 16 13	8,050 26	2,613 62			5,436 64
	FIFO	60 000	Nov 23, 04	Apr 16, 13	8,050 26	2,653 80			5,396 46
	FIFO	40 000	Jan 20, 06	Jun 24, 13	4,960 90	2,227 73			2,733 67
TELEPHONE & DATA SYS INC	FIFO	100 000	Mar 06, 03	Sep 10, 13	2,868 95	1,845 77			1,023 18
	FIFO	30 000	Sep 15, 09	Sep 10, 13	860 69	866 86		-6 17	
WADDELL & REED FINANCIAL INC CL A	FIFO	50 000	Jan 31, 12	Nov 20, 13	3,236 95	1,344 99			1,891 96
XEROX CORP	FIFO	394 000	Jul 08, 04	Sep 18, 13	4,066 01	3,345 93			720 08
	FIFO	148 000	Aug 05, 04	Sep 18, 13	1,527 33	1,247 56			279 7.
Total					**$85,776.52**	**$60,108 76**		**-$5,566 74**	**$31,234.5(**
Net long-term capital gains or losses									**$25,667.7(**
Net capital gains/losses:									**$25,697 0;**

UBS

UBS Financial Services Inc
141 East Palace Avenue
Coronado Bldg
Santa Fe NM 87501-3001

CPZ2000157519 1213 x1 KK 0

2013 Year End Summary

Account name: WARDEN FAMILY FOUNDATION
WILLIAM B WARDEN PRESIDENT
Friendly account name: Foundation/PACE
Account type: PACE Multi
Account number: KK 20240 JH

20240

Your Financial Advisor:
ORACLE WEALTH CONSULTING GROUP
Phone 505-988-7291/800-634-2386

WARDEN FAMILY FOUNDATION
WILLIAM B WARDEN PRESIDENT
SANDRA S WARDEN, SEC-TREAS
4332 ALFRIENDS TRAIL
VIRGINIA BEACH VA 23455-6102

Summary of gains and losses

	Amount ($)
Short term	1,585 21
Long term	4,243 79
Total	**$5,829.00**

Account name: WARDEN FAMILY FOUNDATION
Friendly account name: Foundation/PACE
Account type. PACE Multi
Account number: KK 20240 JH

Your Financial Advisor:
ORACLE WEALTH CONSULTING GROUP
505-988-7291/800-634-2386

Realized gains and losses

Estimated 2013 gains and losses for transactions with trade dates through 12/31/13 have been incorporated into this statement *Please note that gain or loss recognized on the sale or redemption of certain Structured* Products, like Contingent Debt Securities, may be ordinary, and not capital, gain or loss Please check with your tax advisor To calculate gains and losses, we liquidate the oldest security lot first This is known as the first-in, first-out or FIFO accounting method We use this method unless you specified which tax lot to close when you placed your order This is known as a versus purchases or VSP order

See Important information about your statement on the last page of this statement for more information We may not adjust gains and losses for all capital changes Cost basis for coupon tax-exempt municipal securities, include securities subject to AMT, has been adjusted for mandatory amortization of bond premium Estimates in the Unclassified section can not be classified as short term or long term because information is missing or the product is one in which the gain/loss calculation is not provided

Short-term capital gains and losses

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount ($)	Cost basis ($)	Wash sale cost basis adjustment($)	Loss ($)	Gain ($)
ALLIANZGI INCOME & GROWTH FUND CLASS A	FIFO	173 789	Jul 18, 12	Feb 08, 13	2,113 28	2,017 69			95 59
	FIFO	39 447	Jul 18, 12	May 31, 13	488 75	457 98			30 77
BLACKROCK HIGH YIELD BOND A	FIFO	50 894	Jul 18, 13	Jul 24, 13	416 31	415 80			0 51
	FIFO	52 611	Jul 18, 13	Oct 24, 13	435 62	429 84			5 78
DELAWARE DIVERSIFIED INCOME FUND CLASS A	FIFO	1 116	Feb 22, 12	Feb 08, 13	10 37	10 31			0 06
	FIFO	1 083	Mar 22, 12	Feb 08, 13	10 06	9 93			0 13
	FIFO	1 058	Apr 20, 12	Feb 08 13	9 83	9 80			0 03
	FIFO	1 064	May 22, 12	Feb 08, 13	9 88	9 82			0 06
	FIFO	1 084	Jun 22, 12	Feb 08, 13	10 07	10 07			
	FIFO	242 092	Jul 18, 12	Feb 08, 13	2,249 04	2,287 77		-38 73	
	FIFO	1 124	Jul 20, 12	Feb 08, 13	10 44	10 66		-0 22	
	FIFO	1 856	Aug 22, 12	Feb 08, 13	17 24	17 43		-0 19	
	FIFO	1 774	Sep 21, 12	Feb 08, 13	16 48	16 75		-0 27	
	FIFO	1 744	Oct 22, 12	Feb 08, 13	16 20	16 48		-0 28	
	FIFO	1 750	Nov 21, 12	Feb 08, 13	16 26	16 47		-0 21	
	FIFO	1 684	Dec 21, 12	Feb 08, 13	15 64	15 73		-0 09	
	FIFO	3 406	Dec 21, 12	Feb 08, 13	31 65	31 81		-0 16	
	FIFO	2 378	Dec 21, 12	Feb 08, 13	22 09	22 21		-0 12	
	FIFO	1 686	Jan 22, 13	Feb 08, 13	15 66	15 76		-0 10	
FIDELITY ADVISOR REAL ESTATE INCOME FUND CLASS A	FIFO	356 256	Jul 18, 12	Feb 08, 13	4,161 07	3,993 63			167 44
	FIFO	4 600	Sep 07, 12	Feb 08, 13	53 73	51 66			2 07

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Realized gains and losses (continued)

Short-term capital gains and losses (continued)

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount ($)	Cost basis ($)	Wash sale cost basis adjustment($)	Loss ($)	Gain ($)
	FIFO	1 174	Sep 07, 12	Feb 08, 13	13 71	13 18			0 53
	FIFO	3 362	Sep 07, 12	Feb 08, 13	39 27	37 76			1 51
	FIFO	6 496	Dec 14, 12	Feb 08, 13	75 87	73 08			2 79
	FIFO	0 163	Dec 14, 12	Feb 08, 13	1 90	1 83			0 07
	FIFO	1 787	Dec 14, 12	Feb 08, 13	20 88	20 10			0 78
	FIFO	0 264	Dec 27, 12	Feb 08, 13	3 08	2 99			0 09
INVESCO BALANCED-RISK ALLOCATION FUND A	FIFO	6 024	Feb 08, 13	May 31, 13	76 14	76 32		-0 18	
	FIFO	540 660	Feb 08, 13	Oct 25, 13	6,969 11	6,850 17			118 94
	FIFO	3 167	Jul 18, 13	Oct 25, 13	40 82	39 78			1 04
JOHN HANCOCK STRATEGIC INCOME OPP CLASS A	FIFO	19 650	Feb 08, 13	May 31, 13	221 46	220 87			0 59
	Adjustment	380 141	Feb 08, 13	Jul 18, 13	4,200 56	4,271 62	-1 16	-71 06	
	FIFO	185 529	Feb 08, 13	Dec 23, 13	2,000 00	2,080 92	-4 42	-80 92	
JP MORGAN LARGE CAP GROWTH FUND CLASS A	FIFO	87 129	Jul 18, 12	Jul 18, 13	2,399 53	2,052 76			346 77
JPMORGAN INCOME BUILDER CLASS A	FIFO	49 468	Feb 08, 13	May 31, 13	502 10	494 68			7 42
	FIFO	334 066	Feb 08, 13	Jul 18, 13	3,374 07	3,340 66			33 41
LOOMIS SAYLES INVESTMENT GRADE BOND FUND CLASS A	FIFO	449 083	Jul 18, 12	Feb 08, 13	5,676 41	5,591 08			85 33
	FIFO	1 597	Aug 01, 12	Feb 08, 13	20 19	19 85			0 34
	FIFO	1 628	Sep 04, 12	Feb 08, 13	20 57	20 42			0 15
	FIFO	1 505	Oct 01, 12	Feb 08, 13	19 03	19 17		-0 14	
	FIFO	1 493	Nov 01, 12	Feb 08, 13	18 87	19 07		-0 20	
	FIFO	1 531	Dec 03, 12	Feb 08, 13	19 35	19 58		-0 23	
	FIFO	4 554	Dec 21, 12	Feb 08, 13	57 56	57 38			0 18
	FIFO	0 326	Dec 21, 12	Feb 08, 13	4 12	4 11			0 01
	FIFO	3 861	Dec 21, 12	Feb 08, 13	48 81	48 65			0 16
	FIFO	1 516	Feb 01, 13	Feb 08, 13	19 16	19 18		-0 02	

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Realized gains and losses (continued)

Short-term capital gains and losses (continued)

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount ($)	Cost basis ($)	Wash sale cost basis adjustment($)	Loss ($)	Gain ($)
MAINSTAY MARKETFIELD FUND CLASS I	FIFO	262 579	Jul 18, 12	Feb 08, 13	4 340 43	4,009 58			330 85
	FIFO	26 471	Jul 18, 12	May 31, 13	450 28	404 21			46 07
	FIFO	15 377	Jul 18, 12	Jul 18, 13	269 25	234 81			34 44
PIMCO EMERGING MARKETS LOCAL BOND FUND A	FIFO	1 011	Jul 31, 12	Jul 18, 13	10 04	10 79		-0 75	
	FIFO	0 854	Aug 31, 12	Jul 18, 13	8 48	9 07		-0 59	
	FIFO	0 619	Sep 28, 12	Jul 18, 13	6 14	6 72		-0 58	
	FIFO	0 822	Oct 31 12	Jul 18, 13	8 17	8 93		-0 76	
	FIFO	0 790	Nov 30, 12	Jul 18, 13	7 84	8 61		-0 77	
	FIFO	3 111	Dec 27, 12	Jul 18, 13	30 89	34 16		-3 27	
	FIFO	0 853	Dec 31, 12	Jul 18, 13	8 47	9 37		-0 90	
	FIFO	0 797	Jan 31, 13	Jul 18, 13	7 92	8 77		-0 85	
	FIFO	198 230	Feb 08, 13	Jul 18, 13	1,958 42	2,182 51		-214 09	
	FIFO	1 041	Feb 28, 13	Jul 18, 13	10 34	11 37		-1 03	
	FIFO	1 601	Mar 28, 13	Jul 18, 13	15 90	17 35		-1 45	
	FIFO	1 358	Apr 30, 13	Jul 18, 13	13 48	15 16		-1 68	
	FIFO	1 739	May 31, 13	Jul 18, 13	17 27	17 98		-0 71	
	FIFO	1 605	Jun 28, 13	Jul 18, 13	15 94	15 70			0 24
PIMCO GLOBAL MULTI-ASSET FUND CLASS A	FIFO	0 426	Sep 20, 12	Feb 08 13	4 91	4 92		-0 01	
	FIFO	2 837	Dec 12, 12	Feb 08, 13	32 68	32 62			0 06
	FIFO	8 162	Dec 27, 12	Feb 08 13	94 03	92 97			1 06
	FIFO	0 796	Dec 31, 12	Feb 08, 13	9 17	9 11			0 06
PIMCO INCOME FUND CLASS A	FIFO	35 801	Feb 08, 13	May 31, 13	453 60	448 59			5 01
PIMCO REAL RETURN FUND CLASS A	FIFO	0 121	Feb 29, 12	Feb 08, 13	1 47	1 46			0 01
	FIFO	0 135	Mar 30, 12	Feb 08, 13	1 64	1 61			0 03
	FIFO	0 240	Apr 30, 12	Feb 08, 13	2 92	2 92			
	FIFO	1 024	May 31, 12	Feb 08, '3	12 45	12 67		-0 22	

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Realized gains and losses (continued)

Short-term capital gains and losses (continued)

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount ($)	Cost basis ($)	Wash sale cost basis adjustment($)	Loss ($)	Gain ($)
	FIFO	0 465	Jun 29, 12	Feb 08, 13	5 66	5 71		-0 05	
	FIFO	311 201	Jul 18, 12	Feb 08, 13	3,784 20	3,874 45		-90 25	
	FIFO	0 207	Jul 31, 12	Feb 08, 13	2 52	2 59		-0 07	
	FIFO	0 357	Aug 31, 12	Feb 08, 13	4 34	4 46		-0 12	
	FIFO	0 284	Sep 28, 12	Feb 08, 13	3 45	3 57		-0 12	
	FIFO	0 326	Oct 31 12	Feb 08, 13	3 97	4 12		-0 15	
	FIFO	0 669	Nov 30, 12	Feb 08, 13	8 13	8 50		-0 37	
	FIFO	5 058	Dec 12, 12	Feb 08, 13	61.51	63 07		-1 56	
	FIFO	6 253	Dec 12 12	Feb 08, 13	76 03	77 97		-1 94	
	FIFO	4 225	Dec 27 12	Feb 08, 13	51 38	52 01		-0 63	
	FIFO	0 329	Dec 31, 12	Feb 08, 13	4 00	4 04		-0 04	
	FIFO	0 324	Jan 31, 13	Feb 08, 13	3 94	3 95		-0 01	
PIMCO TOTAL RETURN FUND CLASS A	FIFO	558 549	Jul 18, 12	Feb 08, 13	6,250 16	6,389 80		-139 64	
	FIFO	0 467	Jul 31, 12	Feb 08, 13	5 23	5 36		-0 13	
	FIFO	1 142	Aug 31, 12	Feb 08 13	12 78	13 13		-0 35	
	FIFO	0 921	Sep 28, 12	Feb 08, 13	10 30	10 67		-0 37	
	FIFO	1 401	Oct 31, 12	Feb 08, 13	15 68	16 24		-0 56	
	FIFO	1 437	Nov 30. 12	Feb 08, 13	16 08	16 70		-0 62	
	FIFO	7 687	Dec 12, 12	Feb 08, 13	86 02	87 32		-1 30	
	FIFO	5 642	Dec 12, 12	Feb 08, 13	63 13	64 09		-0 96	
	FIFO	5 869	Dec 27, 12	Feb 08, 13	65 68	65 97		-0 29	
	FIFO	1 103	Dec 31, 12	Feb 08, 13	12 34	12 40		-0 06	
	FIFO	0 800	Jan 31, 13	Feb 08, 13	8 95	8 95			
PRUDENTIAL JENNISON MID-CAP GROWTH FUND INC A	FIFO	21 448	Jul 18, 12	May 31, 13	742 52	657 17			85 35
PRUDENTIAL REAL ASSETS FUND CLASS A	FIFO	465 277	Jul 18, 12	Jul 18, 13	4,801 66	4,792 35			9 31
	FIFO	3 870	Dec 31, 12	Jul 18 13	39 93	40 56		-0 63	

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Realized gains and losses (continued)

Short-term capital gains and losses (continued)

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount ($)	Cost basis ($)	Wash sale cost basis adjustment($)	Loss ($)	Gain ($)
	FIFO	184 739	Feb 08, 13	Jul 18, 13	1,906 51	1,958 23		-51 72	
VIRTUS EMERGING MARKETS OPPORTUNITIES FUND - CLASS A	FIFO	23 172	Jul 18, 12	May 31, 13	234 50	212 26			22 24
	FIFO	587 208	Jul 18, 12	Jul 18, 13	5,719 41	5,378 82			340 59
	FIFO	0 276	Dec 20, 12	Jul 18, 13	2 68	2 75		-0 07	
	FIFO	1 838	Dec 20, 12	Jul 18, 13	17 91	18 31		-0 40	
	FIFO	588 224	Feb 08, 13	Jul 18, 13	5,729 30	5,935 18		-205 88	
	FIFO	1 806	Jun 20, 13	Jul 18, 13	17 59	16 49			1 10
YACKTMAN FUND SERVICE CLASS	FIFO	329 554	Jul 18, 12	Feb 08, 13	6,755 86	6,106 63			649 23
	FIFO	19 981	Jul 18, 12	Apr 23, 13	436 58	370 25			66 33
	FIFO	2 614	Jul 18, 12	May 31, 13	58 19	48 44			9 75
Total					**$80,792.49**	**$79,207.28**		**-$919.07**	**$2,504.28**
Net short-term capital gains and losses									**$1,585.21**

Long-term capital gains and losses

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount ($)	Cost basis ($)	Wash sale cost basis adjustment($)	Loss ($)	Gain ($)
DELAWARE DIVERSIFIED INCOME FUND CLASS A	FIFO	332 693	Oct 20, 11	Feb 08, 13	3,090 72	3,077 41			13 31
	FIFO	1 088	Nov 22, 11	Feb 08, 13	10 10	10 15		-0 05	
	FIFO	1 065	Dec 22 11	Feb 08, 13	9 90	9 71			0 19
	FIFO	3 734	Dec 23, 11	Feb 08, 13	34 69	34 05			0 64
	FIFO	4 831	Dec 23, 11	Feb 08, 13	44 88	44 06			0 82
	FIFO	1 111	Jan 20, 12	Feb 08, 13	10 32	10 15			0 17
FIRST EAGLE GLOBAL FUND CLASS A	FIFO	20 547	Oct 20, 11	Feb 08, 13	1,023 88	936 33			87 55
	FIFO	12 120	Oct 20, 11	May 31, 13	626 10	552 31			73 79
FRANKLIN/TEMPLETON GLOBAL BOND FUND CLASS A	FIFO	5 150	Jan 20, 11	May 31, 13	68 60	69 22		-0 62	

continued next page

Realized gains and losses (continued)

Long-term capital gains and losses (continued)

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount ($)	Cost basis ($)	Wash sale cost basis adjustment($)	Loss ($)	Gain ($)
IVY ASSET STRATEGY FUND CLASS A	FIFO	18 817	Dec 11, 08	May 31, 13	523 29	329 86			193 43
	FIFO	52 533	Dec 11, 08	Jul 18, 13	1,475 65	920.91			554 74
	FIFO	69 731	Dec 15, 08	Jul 18, 13	1,958 75	1,223 77			734 98
JP MORGAN LARGE CAP GROWTH FUND CLASS A	FIFO	146 549	Oct 20, 11	Feb 08, 13	3,700 37	3,099 51			600 86
	FIFO	43 761	Oct 20, 11	May 31, 13	1,168 43	925 54			242 89
	FIFO	64 322	Oct 20, 11	Jul 18, 13	1,771 42	1,360 41			411 01
LOOMIS SAYLES STRATEGIC INCOME FUND CLASS A	FIFO	38 296	Jan 20, 11	May 31, 13	619 25	569 84			49 41
OAKMARK EQUITY & INCOME FUND CLASS I	FIFO	74 422	Mar 05, 09	Feb 08, 13	2,224 46	1,409 55			814 91
	FIFO	13 908	Mar 05, 09	May 31, 13	430 03	263 42			166 61
PACE MONEY MARKET INVESTMENTS FUND CLASS P	FIFO	146 720	Jan 20, 11	Jan 24, 13	146 72	146 72			
	FIFO	269 840	Oct 20, 11	Jan 24, 13	269 84	269 84			
	FIFO	1,955 720	Oct 20, 11	Feb 08, 13	1,955 72	1,955 72			
	FIFO	0 010	Nov 15, 11	Feb 08 13	0 00	0 00			
	FIFO	0 010	Dec 30, 11	Feb 08, 13	0 00	0 00			
	FIFO	0 010	Jan 18 12	Feb 08, 13	0 00	0 00			
PIMCO ALL ASSETS ALL AUTH-A	FIFO	407 271	Jan 20, 11	Feb 08, 13	4,500 35	4,264 13			236 22
	FIFO	165 521	Jan 20, 11	Jul 18, 13	1,708 18	1,733 00		-24 82	
	FIFO	4 951	Mar 17, 11	Jul 18, 13	51 09	52 53		-1 44	
	FIFO	8 737	Jun 16, 11	Jul 18, 13	90 17	94 18		-4 01	
	FIFO	9 509	Sep 15, 11	Jul 18, 13	98 13	100 42		-2 29	
	FIFO	26 279	Dec 28, 11	Jul 18, 13	271 20	260 68			10 52
PIMCO EMERGING MARKETS LOCAL BOND FUND A	FIFO	212 051	Oct 20, 11	Jul 18 13	2,105 67	2,186 25		-80 58	
	FIFO	0 613	Oct 31, 11	Jul 18, 13	6 09	6 49		-0 40	

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Realized gains and losses (continued)

Long-term capital gains and losses (continued)

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount ($)	Cost basis ($)	Wash sale cost basis adjustment($)	Loss ($)	Gain ($)
	FIFO	1 753	Nov 30, 11	Jul 18, 13	17 40	17 95		-0 55	
	FIFO	0 496	Dec 28, 11	Jul 18, 13	4 93	4 98		-0 05	
	FIFO	1 479	Dec 30, 11	Jul 18, 13	14 68	14 86		-0 18	
	FIFO	1 151	Jan 31, 12	Jul 18, 13	11 43	12 34		-0 91	
	FIFO	1 454	Feb 29, 12	Jul 18, 13	14 44	15 91		-1 47	
	FIFO	1 791	Mar 30, 12	Jul 18, 13	17 79	19 25		-1 46	
	FIFO	1 522	Apr 30, 12	Jul 18, 13	15 11	16 39		-1 28	
	FIFO	1 835	May 31, 12	Jul 18, 13	18 22	18 41		-0 19	
	FIFO	1 494	Jun 29, 12	Jul 18, 13	14 84	15 70		-0 86	
PIMCO GLOBAL MULTI-ASSET FUND CLASS A	FIFO	583 434	Jan 20, 11	Feb 08 13	6 721 16	6,732 83		-11 67	
	FIFO	11 217	Jan 24, 11	Feb 08, 13	129 22	130 00		-0 78	
	FIFO	3 961	Mar 17, 11	Feb 08, 13	45 63	46 19		-0 56	
	FIFO	12 286	Jun 16, 11	Feb 08, 13	141 54	145 22		-3 68	
	FIFO	12 964	Sep 15, 11	Feb 08, 13	149 34	149 99		-0 65	
	FIFO	10 695	Dec 07, 11	Feb 08, 13	123 21	121 28			1 93
	FIFO	18 732	Dec 07, 11	Feb 08, 13	215 79	212 42			3 37
	FIFO	75 403	Dec 28, 11	Feb 08, 13	868 64	800 78			67 86
PIMCO REAL RETURN FUND CLASS A	FIFO	192 338	Oct 20, 11	Feb 08, 13	2,338 83	2,308 06			30 77
	FIFO	0 144	Oct 31, 11	Feb 08, 13	1 75	1 76		-0 01	
	FIFO	0 288	Nov 30, 11	Feb 08, 13	3 50	3 51		-0 01	
	FIFO	3 804	Dec 07, 11	Feb 08, 13	46 26	44 93			1 33
	FIFO	2 549	Dec 07, 11	Feb 08, 13	30 99	30 10			0 89
	FIFO	0 827	Dec 28, 11	Feb 08, 13	10 06	9 77			0 29
	FIFO	0 142	Dec 30, 11	Feb 08, 13	1 73	1 67			0 06
	FIFO	0 122	Jan 31, 12	Feb 08, 13	1 48	1 47			0 01

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Realized gains and losses (continued)

Long-term capital gains and losses (continued)

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount ($)	Cost basis ($)	Wash sale cost basis adjustment($)	Loss ($)	Gain ($)
ROYCE PREMIER FUND	FIFO	16 044	Feb 10, 10	May 31, 13	336 76	253 01			83 75
Total					**$41,288.73**	**$37,044.94**		**-$138.52**	**$4,382.31**
Net long-term capital gains or losses									**$4,243.79**
Net capital gains/losses:									**$5,829.00**

UBS

Your notes

SCHWAB # 1143-6058

WILBANKS, SMITH & THOMAS ASSET MANAGEMENT, LLC

REALIZED GAINS AND LOSSES

Warden Family Foundation

From 01-01-2013 Through 12-31-2013

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain or Loss Short Term	Gain or Loss Long Term
11-30-2012	08-01-2013	81.175	PIMCO Total Return Cl I	943 25	870.66	-72 59	
10-31-2012	08-01-2013	44 213	Vanguard Int Term Inv Gr	464 68	431.88	-32.80	
10-31-2012	08-01-2013	79.160	PIMCO Total Return Cl I	917.46	849.05	-68.41	
09-28-2012	08-01-2013	53.890	PIMCO Total Return Cl I	624 05	578.01	-46.04	
08-31-2012	08-01-2013	66.958	PIMCO Total Return Cl I	770 02	718 17	-51.85	
12-12-2012	08-01-2013	264.118	PIMCO Total Return Cl I	3,000 38	2,832 85	-167 53	
12-12-2012	08-01-2013	359.835	PIMCO Total Return Cl I	4,087.72	3,859.49	-228 23	
04-30-2013	08-01-2013	78 170	PIMCO Total Return Cl I	886 45	838 43	-48 02	
12-27-2012	08-01-2013	274.754	PIMCO Total Return Cl I	3,088 24	2,946 93	-141.31	
12-31-2012	08-01-2013	61.321	PIMCO Total Return Cl I	689.25	657 71	-31 54	
03-28-2013	08-01-2013	66 504	PIMCO Total Return Cl I	747.51	713 30	-34.21	
02-28-2013	08-01-2013	51 986	PIMCO Total Return Cl I	583 80	557 59	-26 21	
01-31-2013	08-01-2013	46.259	PIMCO Total Return Cl I	517 64	496 16	-21 48	
05-31-2013	08-01-2013	66.453	PIMCO Total Return Cl I	735 63	712 76	-22 87	
07-31-2013	08-01-2013	58 077	PIMCO Total Return Cl I	626 65	622 92	-3 73	
06-28-2013	08-01-2013	47 024	PIMCO Total Return Cl I	505 98	504.37	-1 61	
07-31-2012	08-01-2013	62.159	PIMCO Total Return Cl I	712 96	666 70		-46 26
06-25-2012	08-01-2013	3,094 690	PIMCO Total Return Cl I	35,000 00	33,192.73		-1,807 27
06-29-2012	08-01-2013	70 630	PIMCO Total Return Cl I	798 12	757 56		-40 56
05-31-2012	08-01-2013	77.212	PIMCO Total Return Cl I	870 95	828 15		-42 80
04-30-2012	08-01-2013	69 757	PIMCO Total Return Cl I	782 67	748 19		-34 48
01-31-2012	08-01-2013	65.505	PIMCO Total Return Cl I	728 42	702 59		-25 83
02-29-2012	08-01-2013	61 330	PIMCO Total Return Cl I	681.99	657 81		-24 18
03-30-2012	08-01-2013	76 023	PIMCO Total Return Cl I	843 10	815 40		-27 70
04-07-2008	08-01-2013	1,756 758	PIMCO Total Return Cl I	19,253 00	18,842 47		-410 53
11-30-2012	08-01-2013	42 715	Vanguard Int Term Inv Gr	448 51	417 25	-31 26	
09-28-2012	08-01-2013	43.561	Vanguard Int Term Inv Gr	455 65	425 52	-30 13	
08-31-2012	08-01-2013	45 870	Vanguard Int Term Inv Gr	477 05	448 07	-28 98	
12-28-2012	08-01-2013	182 606	Vanguard Int Term Inv Gr	1,888 15	1,783 74	-104 41	
12-28-2012	08-01-2013	49 944	Vanguard Int Term Inv Gr	516 42	487 87	-28 55	
12-31-2012	08-01-2013	44 147	Vanguard Int Term Inv Gr	455 60	431 24	-24 36	
02-28-2013	08-01-2013	39 517	Vanguard Int Term Inv Gr	406 63	386 01	-20 62	
04-30-2013	08-01-2013	41 876	Vanguard Int Term Inv Gr	430 90	409 06	-21 84	
01-31-2013	08-01-2013	43 742	Vanguard Int Term Inv Gr	447.92	427 28	-20 64	
03-28-2013	08-01-2013	44 089	Vanguard Int Term Inv Gr	449 27	430 67	-18 60	
03-28-2013	08-01-2013	118 189	Vanguard Int Term Inv Gr	1,204 35	1,154 50	-49 85	

WILBANKS, SMITH & THOMAS ASSET MANAGEMENT, LLC

REALIZED GAINS AND LOSSES

Warden Family Foundation

From 01-01-2013 Through 12-31-2013

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain or Loss Short Term	Gain or Loss Long Term
03-28-2013	08-01-2013	19.429	Vanguard Int Term Inv Gr	197.98	189.79	-8.19	
05-31-2013	08-01-2013	43.786	Vanguard Int Term Inv Gr	440.92	427.71	-13.21	
07-31-2013	08-01-2013	45.339	Vanguard Int Term Inv Gr	445.68	442.88	-2.80	
06-28-2013	08-01-2013	43.524	Vanguard Int Term Inv Gr	425.66	425.15	-0.51	
10-29-2010	08-01-2013	45.437	Vanguard Int Term Inv Gr	473.91	443.84		-30.07
09-30-2010	08-01-2013	44.366	Vanguard Int Term Inv Gr	460.96	433.38		-27.58
07-31-2012	08-01-2013	46.849	Vanguard Int Term Inv Gr	486.76	457.63		-29.13
08-25-2010	08-01-2013	1,450.581	Vanguard Int Term Inv Gr	15,000.00	14,169.68		-830.32
08-31-2010	08-01-2013	41.212	Vanguard Int Term Inv Gr	426.13	402.57		-23.56
11-30-2010	08-01-2013	35.245	Vanguard Int Term Inv Gr	362.67	344.28		-18.39
07-19-2011	11-15-2013	185.000	WisdomTree Large Cap Dvd	9,064.79	12,090.95		3,026.16
10-31-2013	11-15-2013	40.332	PIMCO Total Return CII	439.62	439.40	-0.22	
04-07-2008	11-15-2013	792.010	PIMCO Total Return CII	8,679.95	8,628.59		-51.36
01-29-2010	11-15-2013	52.112	PIMCO Total Return CII	571.15	567.74		-3.41
10-30-2009	11-15-2013	88.930	PIMCO Total Return CII	972.89	968.85		-4.04
09-30-2009	11-15-2013	96.982	PIMCO Total Return CII	1,059.04	1,056.58		-2.46
03-31-2008	11-15-2013	58.357	PIMCO Total Return CII	636.68	635.77		-0.91
04-30-2008	11-15-2013	74.300	PIMCO Total Return CII	810.61	809.47		-1.14
10-31-2011	11-15-2013	65.111	PIMCO Total Return CII	710.36	709.35		-1.01
12-09-2009	11-15-2013	169.576	PIMCO Total Return CII	1,846.68	1,847.45		0.77
12-09-2009	11-15-2013	47.171	PIMCO Total Return CII	513.69	513.91		0.22
02-28-2011	11-15-2013	64.131	PIMCO Total Return CII	697.74	698.68		0.94
03-31-2011	11-15-2013	66.753	PIMCO Total Return CII	726.27	727.24		0.97
12-30-2011	11-15-2013	70.495	PIMCO Total Return CII	766.28	768.01		1.73
12-31-2010	11-15-2013	74.675	PIMCO Total Return CII	810.22	813.55		3.33
01-31-2011	11-15-2013	61.896	PIMCO Total Return CII	671.57	674.33		2.76
01-04-2008	11-15-2013	3,681.756	PIMCO Total Return CII	39,897.36	40,111.08		213.72
12-21-2010	11-15-2013	12.334	Growth Fund of America FI	371.86	541.22		169.36
12-20-2011	11-15-2013	8.025	Growth Fund of America FI	227.03	352.14		125.11
07-30-2009	11-15-2013	207.535	Growth Fund of America FI	5,022.35	9,106.64		4,084.29
TOTAL GAINS						0.00	7,629.37
TOTAL LOSSES						-1,402.60	-3,482.99
				179,257.18	182,600.95	-1,402.60	4,146.37
TOTAL REALIZED GAIN/LOSS		2,743.77					

CAPITAL GAIN DISTRIBUTIONS

ON PAGE 3

SCHWAB # 1143-6058

WILBANKS, SMITH & THOMAS ASSET MANAGEMENT. LLC

REALIZED GAINS AND LOSSES

Warden Family Foundation

From 01-01-2013 Through 12-31-2013

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain or Loss Short Term	Gain or Loss Long Term
CAP GAINS:							
	03-28-2013		Vanguard Int Term Inv Gr			197 98	
	03-28-2013		Vanguard Int Term Inv Gr				1,204.35
	11-26-2013		Baron Growth			117.03	
	11-26-2013		Baron Growth				1,414.52
	12-06-2013		iShares Core US Aggregate				14.12
	12-11-2013		PIMCO Total Return Cl I			176 92	
	12-11-2013		PIMCO Total Return Cl I				925.64
	12-12-2013		Ivy High Income Cl I			333 63	
	12-12-2013		Ivy High Income Cl I				438 77
	12-16-2013		Loomis Sayles Bond				555 07
	12-17-2013		Vanguard Int Term Inv Gr				1,589.90
	12-18-2013		Growth Fund of America F1				2,308 03
TOTAL DISTRIBUTIONS			9,275 96			825.56	8,450 40
						-577.04	12,596.77
TOTAL GAIN/LOSS			12,019 73				

	COST	PROCEEDS
S/T	22 319.02	26,916.42
L/T	150,938.16	155 084 53