



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Return of Private Foundation

2013

Department of the Treasury
Internal Revenue Service

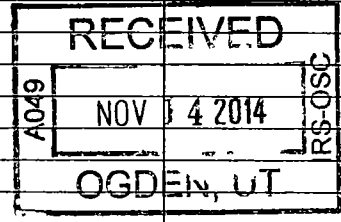
or Section 4947(a)(1) Trust Treated as Private Foundation
Do not enter Social Security numbers on this form as it may be made public.
Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation HARRY & ZACKIA SHAI A CHARITABLE FOUNDATION		A Employer identification number 54-1991934
Number and street (or P O box number if mail is not delivered to street address) 8550 MAYLAND DR	Room/suite	B Telephone number (804) 747-0920
City or town, state or province, country, and ZIP or foreign postal code RICHMOND, VA 23294-4704		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 210,117. (Part I, column (d) must be on cash basis)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		3,700.		N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		1.	1.		STATEMENT 1
4 Dividends and interest from securities		5,227.	5,227.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		4,906.			
b Gross sales price for all assets on line 6a 34,401.					
7 Capital gain net income (from Part IV, line 2)			4,906.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total Add lines 1 through 11		13,834.	10,134.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 3		1,200.	0.		1,200.
c Other professional fees					
17 Interest					
18 Taxes STMT 4		141.	0.		141.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 5		2,094.	2,044.		50.
24 Total operating and administrative expenses. Add lines 13 through 23		3,435.	2,044.		1,391.
25 Contributions, gifts, grants paid		18,000.			18,000.
26 Total expenses and disbursements. Add lines 24 and 25		21,435.	2,044.		19,391.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<7,601.>			
b Net investment income (if negative, enter -0-)			8,090.		
c Adjusted net income (if negative, enter -0-)				N/A	



SCANNED NOV 17 2014

17618

**HARRY & ZACKIA SHAI A CHARITABLE
FOUNDATION**

Form 990-PF (2013)

54-1991934 Page 2

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only			Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1	Cash - non-interest-bearing		5.	3.	3.	
	2	Savings and temporary cash investments		7,607.	13,352.	13,352.	
	3	Accounts receivable ▶					
		Less: allowance for doubtful accounts ▶					
	4	Pledges receivable ▶					
		Less: allowance for doubtful accounts ▶					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons					
	7	Other notes and loans receivable ▶					
		Less: allowance for doubtful accounts ▶					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10a	Investments - U.S. and state government obligations STMT 6		12,973.	11,975.	11,990.	
	b	Investments - corporate stock STMT 7		117,398.	107,111.	147,993.	
	c	Investments - corporate bonds STMT 8		37,661.	35,602.	36,779.	
	11	Investments - land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶						
12	Investments - mortgage loans						
13	Investments - other						
14	Land, buildings, and equipment basis ▶						
	Less accumulated depreciation ▶						
15	Other assets (describe ▶)						
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		175,644.	168,043.	210,117.		
Liabilities	17	Accounts payable and accrued expenses					
	18	Grants payable					
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable					
	22	Other liabilities (describe ▶)					
23	Total liabilities (add lines 17 through 22)		0.	0.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/>						
	and complete lines 24 through 26 and lines 30 and 31.						
	24	Unrestricted					
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/>						
	and complete lines 27 through 31.						
	27	Capital stock, trust principal, or current funds		0.	0.		
28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.			
29	Retained earnings, accumulated income, endowment, or other funds		175,644.	168,043.			
30	Total net assets or fund balances		175,644.	168,043.			
31	Total liabilities and net assets/fund balances		175,644.	168,043.			

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)	175,644.
2	Enter amount from Part I, line 27a	<7,601.>
3	Other increases not included in line 2 (itemize) ▶	0.
4	Add lines 1, 2, and 3	168,043.
5	Decreases not included in line 2 (itemize) ▶	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	168,043.

HARRY & ZACKIA SHAI A CHARITABLE FOUNDATION

Form 990-PF (2013)

54-1991934 Page 3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b SEE ATTACHED STATEMENTS				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e	34,401.	29,495.	4,906.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e			4,906.	
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 4,906.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		}		3 N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	17,607.	193,263.	.091104
2011	16,293.	195,540.	.083323
2010	14,070.	187,937.	.074866
2009	11,572.	167,412.	.069123
2008	11,454.	216,793.	.052834
2 Total of line 1, column (d)			2 .371250
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 .074250
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 205,835.
5 Multiply line 4 by line 3			5 15,283.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 81.
7 Add lines 5 and 6			7 15,364.
8 Enter qualifying distributions from Part XII, line 4			8 19,391.

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.

HARRY & ZACKIA SHAlA CHARITABLE
FOUNDATION

Form 990-PF (2013)

54-1991934 Page 4

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	81.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	81.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	81.
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	100.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	100.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	19.
11	Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> 0. Refunded <input checked="" type="checkbox"/>	11	19.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6		X
7	X	
8a		
8b	X	
9		X
10		X

N/A

Form 990-PF (2013)

HARRY & ZACKIA SHAI A CHARITABLE

Form 990-PF (2013)

FOUNDATION

54-1991934

Page 5

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)			X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>N/A</u>	X		
14	The books are in care of ▶ <u>HARRY SHAI A, JR.</u> Telephone no. ▶ <u>(804) 747-0920</u> Located at ▶ <u>8550 MAYLAND DR, RICHMOND, VA</u> ZIP+4 ▶ <u>23294-4704</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year		15	N/A
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶		16	Yes No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

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

Form 990-PF (2013)

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 propoganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

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

(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
HARRY SHAI A, JR. 300 DESOTA DRIVE RICHMOND, VA 23229	PRESIDENT, DIRECTOR 0.00	0.	0.	0.
WILLIAM H. SHAI A, JR. 2245 MECKLENBURG AVENUE CHARLOTTE, NC 28205	SECRETARY 0.00	0.	0.	0.
MICHAEL A. SHAI A 10808 JOHN CUSSONS DRIVE GLEN ALLEN, VA 23060	TREASURER, DIRECTOR 0.00	0.	0.	0.
ANTHONY J. SHAI A 11413 BARRINGTON BRIDGE COURT RICHMOND, VA 23233	VICE-PRESIDENT, DIRECTOR 0.00	0.	0.	0.

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

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

Total number of other employees paid over \$50,000 0

HARRY & ZACKIA SHAI A CHARITABLE
FOUNDATION

Form 990-PF (2013)

54-1991934 Page 7

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

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

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

Total number of others receiving over \$50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	0.

Form 990-PF (2013)

HARRY & ZACKIA SHAIYA CHARITABLE
FOUNDATION

Form 990-PF (2013)

54-1991934 Page 8

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	193,754.
b	Average of monthly cash balances	1b	15,216.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	208,970.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	208,970.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	3,135.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	205,835.
6	Minimum investment return. Enter 5% of line 5	6	10,292.

Part XI Distributable Amount (see instructions) (Section 4942(i)(3) and (i)(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	10,292.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	81.
2b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	81.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	10,211.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	10,211.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	10,211.

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	19,391.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:			
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	19,391.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	81.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	19,310.

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.

Form 990-PF (2013)

HARRY & ZACKIA SHAIJA CHARITABLE
FOUNDATION

Form 990-PF (2013)

54-1991934 Page 9

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				10,211.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011	5,698.			
e From 2012	8,176.			
f Total of lines 3a through e	13,874.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 19,391.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				10,211.
e Remaining amount distributed out of corpus	9,180.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	23,054.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014 Subtract lines 7 and 8 from line 6a	23,054.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011	5,698.			
d Excess from 2012	8,176.			
e Excess from 2013	9,180.			

HARRY & ZACKIA SHAI A CHARITABLE

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

1 a 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 foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2 a 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 foundation 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).)

NONE
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.

NONE
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:
HARRY SHAI A, JR., 804-747-0920
8550 MAYLAND DRIVE, SUITE ONE, RICHMOND, VA 23294

b The form in which applications should be submitted and information and materials they should include:
A LETTER OUTLINING THE REQUEST.

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:
THERE WILL BE NO LIMITATIONS OR RESTRICTIONS ON THE CLASS OF INDIVIDUALS WHO WILL BE ELIGIBLE RECIPIENTS.

HARRY & ZACKIA SHAIA CHARITABLE
FOUNDATION

Form 990-PF (2013)

54-1991934 Page 11

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
MCV FOUNDATION 1016 E CLAY ST, 3RD FLOOR RICHMOND, VA 23298	NONE	PUBLIC CHARITY	TO CARRY OUT CHARITABLE ACTIVITIES	9,000.
VCU FOUNDATION 909 WEST FRANKLIN STREET P.O. BOX 842039 RICHMOND, VA 23284	NONE	PUBLIC CHARITY	TO CARRY OUT CHARITABLE ACTIVITIES.	9,000.
Total				▶ 3a 18,000.
b Approved for future payment				
NONE				
Total				▶ 3b 0.

Schedule B

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

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

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

OMB No 1545-0047

2013

Name of the organization

HARRY & ZACKIA SHAI A CHARITABLE
FOUNDATION

Employer identification number

54-1991934

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

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

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule** For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II**Special Rules** For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

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

Name of organization HARRY & ZACKIA SHAI A CHARITABLE FOUNDATION	Employer identification number 54-1991934
--	---

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	DR. FREDERIC RAHAL 113 BROOKSCHASE LANE RICHMOND, VA 23229	\$ 200.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
2	MR. HARRY SHAI A, JR. 300 DESOTA DRIVE RICHMOND, VA 23229	\$ 3,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization HARRY & ZACKIA SHAIYA CHARITABLE FOUNDATION	Employer identification number 54-1991934
---	---

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

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

Name of organization HARRY & ZACKIA SHATA CHARITABLE FOUNDATION	Employer identification number 54-1991934
---	---

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

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

Application for Extension of Time To File an Exempt Organization Return

Department of the Treasury
Internal Revenue Service

▶ File a separate application for each return.
▶ Information about Form 8868 and its instructions is at www.irs.gov/form8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I and check this box
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

		Enter filer's identifying number
Type or print	Name of exempt organization or other filer, see instructions. HARRY & ZACKIA SHAIA CHARITABLE FOUNDATION	Employer identification number (EIN) or 54-1991934
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. 8550 MAYLAND DR	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. RICHMOND, VA 23294-4704	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

HARRY SHAIA, JR.

- The books are in the care of ▶ **8550 MAYLAND DR - RICHMOND, VA 23294-4704**

Telephone No ▶ **(804) 747-0920** Fax No. ▶ _____

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2014**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
 ▶ calendar year **2013** or
 ▶ tax year beginning _____, and ending _____

2 If the tax year entered in line 1 is for less than 12 months, check reason. Initial return Final return
 Change in accounting period

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	100.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	0.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	\$	100.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box X

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions. HARRY & ZACKIA SHAIA CHARITABLE FOUNDATION	Employer identification number (EIN) or 54-1991934
	Number, street, and room or suite no. If a P.O. box, see instructions 8550 MAYLAND DR	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. RICHMOND, VA 23294-4704	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

HARRY SHAIA, JR.

• The books are in the care of **8550 MAYLAND DR - RICHMOND, VA 23294-4704**
Telephone No **(804) 747-0920** Fax No.

• If the organization does not have an office or place of business in the United States, check this box

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ . If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2014**

5 For calendar year **2013**, or other tax year beginning _____, and ending _____

6 If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return Change in accounting period

7 State in detail why you need the extension _____

ADDITIONAL TIME IS NEEDED TO COMPUTE THE EXCISE TAX ON NET INVESTMENT INCOME. PLEASE ALLOW THIS EXTRA TIME SO THAT A COMPLETE AND ACCURATE RETURN CAN BE FILED.

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	100.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	100.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature *M. Shaia* Title **CPA** Date **8/11/14**

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 1 ACE LIMITED	P	03/16/12	02/08/13
b 2 BB&T CORP	P	09/14/12	02/08/13
c 45 CENOVUS ENERGY INC	P	VARIOUS	08/22/13
d 1 CITIGROUP	P	10/10/13	10/30/13
e 7 E M C CORP	P	06/04/13	10/30/13
f 24 EATON CORP PLC	P	12/03/12	02/01/13
g 4 EATON CORP PLC	P	12/03/12	10/30/13
h 4 ENSCO PLC	P	07/02/12	02/08/13
i 4 PINNACLE WEST CAP CORP	P	05/16/12	02/08/13
j 58 POTASH CORP OF SASKATCHEWAN INC	P	VARIOUS	10/08/13
k 4 PPL CORPORATION	P	05/02/12	02/08/13
l 1 QUALCOMM INC	P	05/24/12	02/08/13
m 1 TARGET CORP	P	08/08/12	02/08/13
n 10 WEATHERFORD INTERNATIONAL LTD	P	03/15/13	10/30/13
o 1000 US TREASURY BILL	P	11/19/12	10/30/13

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 86.		73.	13.
b 61.		68.	<7.>
c 1,282.		1,427.	<145.>
d 50.		49.	1.
e 168.		171.	<3.>
f 1,404.		1,246.	158.
g 287.		206.	81.
h 254.		189.	65.
i 215.		193.	22.
j 1,871.		2,308.	<437.>
k 121.		110.	11.
l 67.		57.	10.
m 62.		63.	<1.>
n 164.		123.	41.
o 999.		998.	1.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			13.
b			<7.>
c			<145.>
d			1.
e			<3.>
f			158.
g			81.
h			65.
i			22.
j			<437.>
k			11.
l			10.
m			<1.>
n			41.
o			1.

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

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 2 ACE LIMITED	P	03/16/12	10/30/13
b 3 BB&T CORP	P	09/14/12	10/30/13
c 2 COVIDIEN PLC	P	01/06/12	02/08/13
d 2 COVIDIEN PLC	P	01/06/12	10/30/13
e 9 DOW CHEMICAL COMPANY	P	01/06/12	02/08/13
f 8 DOW CHEMICAL COMPANY	P	01/06/12	10/30/13
g 3 ENSCO PLC	P	07/02/12	10/30/13
h 19 FORD MOTOR COMPANY	P	09/07/12	10/30/13
i 9 INTEL CORP	P	09/25/12	10/30/13
j 7 MALLINCKRODT PLC	P	01/06/12	08/22/13
k 11 PINNACLE WEST CAP CORP	P	05/16/12	06/04/13
l 15 PINNACLE WEST CAP CORP	P	05/16/12	06/26/13
m 27 PINNACLE WEST CAP CORP	P	VARIOUS	09/20/13
n 3 PNC FINANCIAL SERVICES	P	09/30/11	02/08/13
o 3 PNC FINANCIAL SERVICES	P	09/30/11	10/30/13

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 192.		145.	47.
b 104.		102.	2.
c 126.		91.	35.
d 128.		83.	45.
e 292.		272.	20.
f 313.		242.	71.
g 174.		141.	33.
h 330.		192.	138.
i 221.		205.	16.
j 297.		223.	74.
k 617.		532.	85.
l 811.		725.	86.
m 1,482.		1,302.	180.
n 190.		146.	44.
o 225.		146.	79.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			47.
b			2.
c			35.
d			45.
e			20.
f			71.
g			33.
h			138.
i			16.
j			74.
k			85.
l			86.
m			180.
n			44.
o			79.

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

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 8 PPL CORPORATION	P	05/02/12	10/30/13
b 3 QUALCOMM INC	P	05/24/12	10/30/13
c 3 ROYAL DUTCH SHELL PLC	P	03/10/11	02/08/13
d 23 ROYAL DUTCH SHELL PLC	P	03/10/11	03/20/13
e 12 ROYAL DUTCH SHELL PLC	P	03/10/11	08/22/13
f 1 ROYAL DUTCH SHELL PLC	P	03/10/11	10/30/13
g 27 ROYAL DUTCH SHELL PLC	P	VARIOUS	11/07/13
h 1 TARGET CORP	P	08/08/12	10/30/13
i 2 TIFFANY & CO	P	08/08/12	10/30/13
j 1 UNION PACIFIC CORP	P	11/03/11	10/30/13
k 1 WELLS FARGO COMPANY	P	01/19/11	02/08/13
l 8 WELLS FARGO COMPANY	P	01/19/11	10/30/13
m 22 WILLIAMS COMPANIES	P	10/04/11	05/08/13
n 6 WILLIAMS COMPANIES	P	10/04/11	10/30/13
o 3 AT&T INC	P	06/18/07	02/08/13

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 247.		219.	28.
b 208.		172.	36.
c 208.		204.	4.
d 1,555.		1,565.	<10.>
e 794.		817.	<23.>
f 73.		68.	5.
g 1,871.		1,707.	164.
h 64.		63.	1.
i 160.		116.	44.
j 150.		102.	48.
k 35.		32.	3.
l 346.		256.	90.
m 784.		413.	371.
n 222.		113.	109.
o 106.		121.	<15.>

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			28.
b			36.
c			4.
d			<10.>
e			<23.>
f			5.
g			164.
h			1.
i			44.
j			48.
k			3.
l			90.
m			371.
n			109.
o			<15.>

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

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 24 AT&T INC	P	06/18/07	06/04/13
b 22 AT&T INC	P	06/18/07	07/15/13
c 2 AT&T INC	P	06/18/07	10/30/13
d 5 CISCO SYSTEMS INC	P	04/13/09	02/08/13
e 12 CISCO SYSTEMS INC	P	04/13/09	10/30/13
f 1 COSTCO WHSL CORP	P	07/22/05	02/08/13
g 2 COSTCO WHSL CORP	P	07/22/05	10/30/13
h 3 DU PONT E.I. NEMOURS	P	09/09/03	02/08/13
i 5 DU PONT E.I. NEMOURS	P	09/09/03	10/30/13
j 16 EMERSON ELECTRIC CO	P	09/16/09	02/01/13
k 42 EMERSON ELECTRIC CO	P	09/16/09	04/11/13
l 13 GENERAL ELECTRIC COMPANY	P	06/06/02	10/30/13
m 2 GLAXOSMITHKLINE PLC	P	05/06/05	02/08/13
n 4 GLAXOSMITHKLINE PLC	P	05/06/05	10/30/13
o 1000 GOLDMAN SACHS GRP INC	P	09/04/12	10/30/13

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	857.		969.	<112.>
b	782.		889.	<107.>
c	73.		81.	<8.>
d	106.		89.	17.
e	273.		215.	58.
f	102.		46.	56.
g	235.		91.	144.
h	142.		133.	9.
i	305.		222.	83.
j	928.		651.	277.
k	2,390.		1,709.	681.
l	342.		384.	<42.>
m	91.		101.	<10.>
n	211.		203.	8.
o	1,046.		1,049.	<3.>

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<112.>
b			<107.>
c			<8.>
d			17.
e			58.
f			56.
g			144.
h			9.
i			83.
j			277.
k			681.
l			<42.>
m			<10.>
n			8.
o			<3.>

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

Part IV - Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 3 GULFMARK OFFSHORE INC	P	07/14/05	02/08/13
b 9 GULFMARK OFFSHORE INC	P	07/14/05	02/11/13
c 9 GULFMARK OFFSHORE INC	P	07/14/05	02/15/13
d 12 GULFMARK OFFSHORE INC	P	07/14/05	05/02/13
e 2 GULFMARK OFFSHORE INC	P	07/14/05	10/30/13
f 2 HONEYWELL INTERNATIONAL INC	P	07/11/02	02/08/13
g 4 HONEYWELL INTERNATIONAL INC	P	07/11/02	10/30/13
h 1 INTERNATIONAL BUSINESS MACHINE	P	12/11/08	02/08/13
i 1 INTERNATIONAL BUSINESS MACHINE	P	12/11/08	10/30/13
j 1 JOHNSON & JOHNSON	P	06/06/02	02/08/13
k 2 JOHNSON & JOHNSON	P	06/06/02	10/30/13
l 8 JPMORGAN CHASE & CO	P	06/18/10	10/30/13
m 1000 JPMORGAN CHASE & CO NOTES	P	06/02/11	10/30/13
n 9 MICROSOFT CORP	P	VARIOUS	10/30/13
o 2 NATIONAL OILWELL VARCO	P	06/14/02	02/08/13

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 120.		84.	36.
b 349.		253.	96.
c 363.		253.	110.
d 500.		337.	163.
e 101.		56.	45.
f 141.		67.	74.
g 349.		133.	216.
h 202.		82.	120.
i 181.		82.	99.
j 75.		59.	16.
k 186.		118.	68.
l 422.		311.	111.
m 1,004.		1,011.	<7.>
n 321.		232.	89.
o 138.		63.	75.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			36.
b			96.
c			110.
d			163.
e			45.
f			74.
g			216.
h			120.
i			99.
j			16.
k			68.
l			111.
m			<7.>
n			89.
o			75.

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

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 2 NATIONAL OILWELL VARCO	P	06/14/02	10/30/13
b 2 NORFOLK SOUTHERN CORP	P	08/01/07	02/08/13
c 2 NORFOLK SOUTHERN CORP	P	08/01/07	10/30/13
d 2 PFIZER INCORPORATED	P	05/16/05	02/08/13
e 10 PFIZER INCORPORATED	P	05/16/05	10/30/13
f 1 RANGE RESOURCES CORP	P	05/28/10	02/08/13
g 12 RANGE RESOURCES CORP	P	VARIOUS	10/02/13
h 1 RANGE RESOURCES CORP	P	11/10/10	10/30/13
i 1 SCHLUMBERGER LTD	P	08/01/06	02/08/13
j 2 SCHLUMBERGER LTD	P	08/01/06	10/30/13
k 1 UNITED TECHNOLOGIES CORP	P	05/16/05	02/08/13
l 1 UNITED TECHNOLOGIES CORP	P	05/16/05	10/30/13
m 1 VERIZON COMM	P	05/16/05	02/08/13
n 5 VERIZON COMM	P	05/16/05	10/30/13
o			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 164.		63.	101.
b 138.		105.	33.
c 173.		105.	68.
d 54.		56.	<2.>
e 309.		281.	28.
f 72.		46.	26.
g 903.		542.	361.
h 77.		43.	34.
i 79.		66.	13.
j 188.		132.	56.
k 90.		51.	39.
l 106.		51.	55.
m 44.		31.	13.
n 253.		154.	99.
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			101.
b			33.
c			68.
d			<2.>
e			28.
f			26.
g			361.
h			34.
i			13.
j			56.
k			39.
l			55.
m			13.
n			99.
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	4,906.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
BB&T	1.	1.	
TOTAL TO PART I, LINE 3	1.	1.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FIRST CLEARING	5,227.	0.	5,227.	5,227.	
TO PART I, LINE 4	5,227.	0.	5,227.	5,227.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	1,200.	0.		1,200.
TO FORM 990-PF, PG 1, LN 16B	1,200.	0.		1,200.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAXES	116.	0.		116.
SCC FEE	25.	0.		25.
TO FORM 990-PF, PG 1, LN 18	141.	0.		141.

FORM 990-PF	OTHER EXPENSES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	2,034.	2,034.		0.
FOREIGN TAXES WITHHELD	10.	10.		0.
BANK CHARGES	50.	0.		50.
TO FORM 990-PF, PG 1, LN 23	2,094.	2,044.		50.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT 6
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US TREASURY BILL	X		11,975.	11,990.
TOTAL U.S. GOVERNMENT OBLIGATIONS			11,975.	11,990.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			11,975.	11,990.

FORM 990-PF	CORPORATE STOCK		STATEMENT 7
DESCRIPTION	BOOK VALUE		FAIR MARKET VALUE
ACE LIMITED - 37/34	2,466.		3,520.
AT&T INC - 90/39	1,575.		1,371.
BB&T CORP - 53/48	1,639.		1,791.
CISCO SYSTEMS INC - 215/198	3,688.		4,441.
CITIGROUP INC NEW - 0/43	2,114.		2,241.
COSTCO WHSL CORP NEW - 34/31	1,413.		3,690.
COVIDIEN PLC - 58/60	2,639.		4,086.
DOW CHEMICAL COMPANY - 147/130	4,123.		5,772.
DU PONT E I DE NEMOURS AND CO - 81/77	3,553.		5,003.
E M C CORP MASS 0/109	2,700.		2,741.
EATON CORPORATION - 84/57	2,930.		4,339.
EMERSON ELECTRIC CO - 58/0	0.		0.
ENSCO PLC CLASS A - 59/56	2,692.		3,202.
FORD MOTOR COMPANY - 237/285	3,171.		4,398.
GENERAL ELECTRIC CO - 239/232	5,226.		6,503.
GLAXOSMITHKLINE PLC-ADR - 75/69	3,401.		3,684.

GULFMARK OFFSHORE INC NEW CLASS A - 61/26	731.	1,225.
HONEYWELL INTERNATIONAL INC - 75/69	2,878.	6,305.
INTEL CORP - 88/145	3,378.	3,763.
INTERNATIONAL BUSINESS MACHINES - 18/17	2,511.	3,189.
JOHNSON & JOHNSON - 47/44	2,525.	4,030.
JP MORGAN CHASE & CO - 126/120	4,646.	7,018.
MERCK & CO INC NEW - 0/45	2,172.	2,252.
MICROSOFT CORP - 167/160	4,192.	5,986.
NATIONAL OILWELL VARCO INC - 47/43	2,131.	3,420.
NORFOLK SOUTHERN CORP - 42/38	2,050.	3,528.
PFIZER INC - 154/142	3,970.	4,349.
PINNACLE WEST CAP CORP - 57/0	0.	0.
PNC FINANCIAL SERVICES GROUP - 71/65	3,219.	5,043.
POTASH CORP OF SASKATCHEWAN INC - 42/0	0.	0.
PPL CORPORATION - 152/140	3,888.	4,213.
QUALCOMM INC - 58/57	3,364.	4,232.
RANGE RESOURCES CORP - 42/28	1,202.	2,361.
ROYAL DUTCH SHELL PLC - 66/0	0.	0.
SCHLUMBERGER LTD - 44/46	3,520.	4,145.
TARGET CORP - 22/20	1,258.	1,265.
TIFFANY & CO - 23/21	1,222.	1,948.
UNION PACIFIC CORP - 24/23	2,335.	3,864.
UNITED TECHNOLOGIES - 40/32	1,629.	3,642.
VERIZON COMM COM - 74/75	2,914.	3,686.
WEATHERFORD INTERNATIONAL LRD REG - 0/143	1,843.	2,215.
WELLS FARGO CO - 134/125	4,037.	5,675.
WILLIAMS COMPANIES - 127/100	2,166.	3,857.
TOTAL TO FORM 990-PF, PART II, LINE 10B	107,111.	147,993.

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
GEN ELECTRIC CAP CORP - 11000	10,843.	12,255.	
GOLDMAN SACHS GROUP INC - 13000/12000	12,584.	12,510.	
JP MORGAN CHASE & CO NOTES - 13000/12000	12,175.	12,014.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	35,602.	36,779.	