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EXTENSION GRANTED TO 8/15/14
Return of Private Foundation

Form 990-PF

Department of the Treasury
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation
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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No. 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation PERRY FOUNDATION INCORPORATED		A Employer identification number 54-6036446
Number and street (or P O box number if mail is not delivered to street address) PO BOX 8260	Room/suite	B Telephone number 434-977-5679
City or town, state or province, country, and ZIP or foreign postal code CHARLOTTESVILLE, VA 22906		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input 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) \$ 29,936,523.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				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					
4 Dividends and interest from securities		527,395.	527,395.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		2,464,119.			
b Gross sales price for all assets on line 6a		8,337,450.			
7 Capital gain net income (from Part IV, line 2)			2,464,119.		
8 Net short-term capital gain					
9 Income modifications				15,545.	
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		2,991,514.	2,991,514.	15,545.	
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 2		6,000.	0.		6,000.
c Other professional fees STMT 3		91,344.	91,344.		0.
17 Interest					
18 Taxes STMT 4		31,370.	11,426.		25.
19 Depreciation and depletion					
20 Occupancy		408.	0.		408.
21 Travel, conferences, and meetings		3,233.	0.		3,233.
22 Printing and publications					
23 Other expenses STMT 5		17,377.	34.		17,343.
24 Total operating and administrative expenses. Add lines 13 through 23		149,732.	102,804.		27,009.
25 Contributions, gifts, grants paid		1,380,937.			1,380,937.
26 Total expenses and disbursements. Add lines 24 and 25		1,530,669.	102,804.		1,407,946.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		1,460,845.			
b Net investment income (if negative, enter -0-)			2,888,710.		
c Adjusted net income (if negative, enter -0-)				15,545.	

SCANNED JUL 17 2014

Revenue

Operating and Administrative Expenses

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	14,463.	1,260.	1,260.
	2 Savings and temporary cash investments	207,719.	1,217,860.	1,217,860.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 6	16,003,914.	16,261,910.	26,548,768.
	c Investments - corporate bonds STMT 7	1,911,241.	2,132,697.	2,168,635.
	11 Investments - land, buildings, and equipment basis ▶			
Liabilities	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)	18,137,337.	19,613,727.	29,936,523.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
Net Assets or Fund Balances	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.	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	10,517,745.	10,517,745.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	7,619,592.	9,095,982.	
	30 Total net assets or fund balances	18,137,337.	19,613,727.	
	31 Total liabilities and net assets/fund balances	18,137,337.	19,613,727.	

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	18,137,337.
2 Enter amount from Part I, line 27a	2	1,460,845.
3 Other increases not included in line 2 (itemize) ▶ RECOVERED GRANTS	3	15,545.
4 Add lines 1, 2, and 3	4	19,613,727.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	19,613,727.

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 PUBLICLY TRADED SECURITIES	P		
b RETURN OF PRINCIPAL	P		
c LITIGATION SETTLEMENT	P		
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 8,329,090.		5,865,086.	2,464,004.
b 8,245.		8,245.	0.
c 115.			115.
d			
e			

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			2,464,004.
b			0.
c			115.
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	2,464,119.
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	1,172,772.	23,573,841.	.049749
2011	1,145,406.	22,763,958.	.050317
2010	1,087,837.	21,229,968.	.051241
2009	994,843.	19,722,933.	.050441
2008	1,209,587.	23,444,286.	.051594

2 Total of line 1, column (d)	2	.253342
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	.050668
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	26,977,463.
5 Multiply line 4 by line 3	5	1,366,894.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	28,887.
7 Add lines 5 and 6	7	1,395,781.
8 Enter qualifying distributions from Part XII, line 4	8	1,407,946.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	28,887.
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		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	28,887.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	28,887.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		6a	40,556.
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-		6b	
6 Credits/Payments:		6c	
a 2013 estimated tax payments and 2012 overpayment credited to 2013		6d	
b Exempt foreign organizations - tax withheld at source		7	40,556.
c Tax paid with application for extension of time to file (Form 8868)		8	314.
d Backup withholding erroneously withheld		9	
7 Total credits and payments. Add lines 6a through 6d		10	11,355.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		11	0.
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be. Credited to 2014 estimated tax <input checked="" type="checkbox"/> 11,355. Refunded <input type="checkbox"/>			

Part VII-A Statements Regarding Activities

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

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>STEPHANIE LEECH</u> Telephone no. ► <u>434-296-2156</u> Located at ► <u>PO BOX 8260, CHARLOTTESVILLE, VA</u> ZIP+4 ► <u>22906</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 ► <u>15</u> <u>N/A</u>			
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 ► <input type="checkbox"/>	1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years ► _____, _____, _____ <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<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	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

☐ Yes ☐ No

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

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

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 8		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

Form 990-PF (2013)

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
DAVENPORT & COMPANY LLC - 901 EAST CARY STREET, 11TH FLOOR, RICHMOND, VA 23219	INVESTMENT MANAGEMENT	91,344.

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 THE FOUNDATION HAS NO DIRECT CHARITABLE ACTIVITIES.	
	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 THE FOUNDATION HAS NO PROGRAM RELATED INVESTMENTS.	
	0.
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

Form 990-PF (2013)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:	
a	Average monthly fair market value of securities	1a 26,443,009.
b	Average of monthly cash balances	1b 945,278.
c	Fair market value of all other assets	1c 0.
d	Total (add lines 1a, b, and c)	1d 27,388,287.
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 27,388,287.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4 410,824.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5 26,977,463.
6	Minimum investment return. Enter 5% of line 5	6 1,348,873.

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 1,348,873.
2a	Tax on investment income for 2013 from Part VI, line 5	2a 28,887.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b
c	Add lines 2a and 2b	2c 28,887.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3 1,319,986.
4	Recoveries of amounts treated as qualifying distributions	4 15,545.
5	Add lines 3 and 4	5 1,335,531.
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 1,335,531.

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 1,407,946.
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 1,407,946.
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 28,887.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6 1,379,059.

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)

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				1,335,531.
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	50,347.			
b From 2009	15,966.			
c From 2010	36,581.			
d From 2011	21,418.			
e From 2012	15,557.			
f Total of lines 3a through e	139,869.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 1,407,946.				
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				1,335,531.
e Remaining amount distributed out of corpus	72,415.			
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	212,284.			
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	50,347.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	161,937.			
10 Analysis of line 9:				
a Excess from 2009	15,966.			
b Excess from 2010	36,581.			
c Excess from 2011	21,418.			
d Excess from 2012	15,557.			
e Excess from 2013	72,415.			

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)

- 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:

SEE STATEMENT 9

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

c Any submission deadlines:

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

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

Recipient	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				
ALBEMARLE HOUSING IMPROVEMENT PROGRAM 2127 BERKMAR DRIVE CHARLOTTESVILLE, VA 22901	NONE	PC	PURPOSE OF DONEE	32,000.
ASHLAWN OPERA 111 4TH STREET NE CHARLOTTESVILLE, VA 22902	NONE	PC	PURPOSE OF DONEE	12,000.
BLUE RIDGE AREA FOOD BANK 1207 HARRIS STREET CHARLOTTESVILLE, VA 22903	NONE	PC	PURPOSE OF DONEE	25,000.
BLUE RIDGE SCHOOL 273 MAYO DRIVE DYKE, VA 22935	NONE	PC	PURPOSE OF DONEE	100,000.
BOYS & GIRLS CLUB 108 5TH ST SE CHARLOTTESVILLE, VA 22902	NONE	PC	PURPOSE OF DONEE	60,000.
Total	SEE CONTINUATION SHEET(S)			1,380,937.
b Approved for future payment				
NONE				
Total				0.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
BUILDING BRIDGES 723 LEXINGTON AVENUE CHARLOTTESVILLE, VA 22902	NONE	PC	PURPOSE OF DONEE	20,000.
BUILDING GOODNESS FOUNDATION 214 RUGBY ROAD CHARLOTTESVILLE, VA 22903	NONE	PC	PURPOSE OF DONEE	22,500.
CAMP HOLIDAY TRAILS 400 HOLIDAY TRAILS LANE CHARLOTTESVILLE, VA 22903	NONE	PC	PURPOSE OF DONEE	10,000.
CENTER FOR NONPROFIT EXCELLENCE PO BOX 5652 CHARLOTTESVILLE, VA 22905	NONE	PC	PURPOSE OF DONEE	9,000.
CHARLOTTESVILLE ALBEMARLE RESCUE SQUAD 828 MCINTIRE ROAD CHARLOTTESVILLE, VA 22903	NONE	PC	PURPOSE OF DONEE	5,000.
CHARLOTTESVILLE DAY SCHOOL 320 10TH STREET NE CHARLOTTESVILLE, VA 22902	NONE	PC	PURPOSE OF DONEE	20,000.
CHARLOTTESVILLE HIGH SCHOOL ORCHESTRA 1400 MELBOURNE ROAD CHARLOTTESVILLE, VA 22901	NONE	PC	PURPOSE OF DONEE	28,975.
CHARLOTTESVILLE WALDORF FOUNDATION PO BOX 4474 CHARLOTTESVILLE, VA 22905	NONE	PC	PURPOSE OF DONEE	50,000.
CHESAPEAKE BAY FOUNDATION 1108 E MAIN ST, SUITE 1600 RICHMOND, VA 23219	NONE	PC	PURPOSE OF DONEE	5,000.
CHILDREN YOUTH & FAMILY SERVICES 1000 E HIGH ST CHARLOTTESVILLE, VA 22902	NONE	PC	PURPOSE OF DONEE	100,000.
Total from continuation sheets				1,151,937.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
CLAUDIUS CROZET PARK P.O. BOX 171 CROZET, VA 22932	NONE	PC	PURPOSE OF DONEE	20,000.
COMPUTERS4KIDS 945 SOUTHEAST 2ND STREET CHARLOTTESVILLE, VA 22902	NONE	PC	PURPOSE OF DONEE	24,100.
COVENANT SCHOOL 175 HICKORY STREET CHARLOTTESVILLE, VA 22902	NONE	PC	PURPOSE OF DONEE	50,000.
FRIENDS OF THE JEFFERSON-MADISON REGIONAL LIBRARY 1500 GORDON AVENUE CHARLOTTESVILLE, VA 22903	NONE	PC	PURPOSE OF DONEE	50,000.
HOSPICE OF THE PIEDMONT 675 PETER JEFFERSON PARKWAY, ST 300 CHARLOTTESVILLE, VA 22911	NONE	PC	PURPOSE OF DONEE	10,000.
INNISFREE 5505 WALNUT LEVEL ROAD CROZET, VA 22932	NONE	PC	PURPOSE OF DONEE	15,000.
LEWIS & CLARK EXPLORATORY CENTER 2000 HOLIDAY DRIVE CHARLOTTESVILLE, VA 22901	NONE	PC	PURPOSE OF DONEE	33,000.
LITERACY VOLUNTEERS CHARLOTTESVILLE 233 4TH STREET NW CHARLOTTESVILLE, VA 22903	NONE	PC	PURPOSE OF DONEE	15,000.
LOAVES AND FISHES FOOD PANTRY P.O. BOX 8001 CHARLOTTESVILLE, VA 22906	NONE	PC	PURPOSE OF DONEE	4,750.
LOCAL FOOD HUB PO BOX 4647 CHARLOTTESVILLE, VA 22905	NONE	PC	PURPOSE OF DONEE	8,900.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
LOUISA COUNTY HISTORICAL SOCIETY P.O. BOX 1172 LOUISA, VA 23093	NONE	PC	PURPOSE OF DONEE	15,000.
LOUISA COUNTY RESOURCE COUNCIL 147 RESOURCE LANE LOUISA VA, VA 23093	NONE	PC	PURPOSE OF DONEE	25,000.
MEALS ON WHEELS 2270 IVY ROAD CHARLOTTESVILLE, VA 22903	NONE	PC	PURPOSE OF DONEE	20,000.
MEDIATION CENTER OF CHARLOTTESVILLE PO BOX 133 CHARLOTTESVILLE, VA 22902	NONE	PC	PURPOSE OF DONEE	3,000.
MILLER CENTER OF PUBLIC AFFAIRS 2201 OLD IVY ROAD CHARLOTTESVILLE, VA 22903	NONE	PC	PURPOSE OF DONEE	21,000.
MILLER SCHOOL 1000 SAMUEL MILLER LOOP CHARLOTTESVILLE, VA 22903	NONE	PC	PURPOSE OF DONEE	45,000.
MONTPELIER FOUNDATION PO BOX 911 ORANGE, VA 22960	NONE	PC	PURPOSE OF DONEE	50,000.
MUSIC RESOURCE CENTER 105 RIDGE STREET CHARLOTTESVILLE, VA 22902	NONE	PC	PURPOSE OF DONEE	24,415.
PIEDMONT CASA 818 EAST HIGH STREET CHARLOTTESVILLE, VA 22902	NONE	PC	PURPOSE OF DONEE	50,000.
PIEDMONT FAMILY YMCA 674 HILLSDALE DRIVE SUITE 4 CHARLOTTESVILLE, VA 22901	NONE	PC	PURPOSE OF DONEE	5,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
PIEDMONT HOUSE INC 1800 MONTICELLO AVE CHARLOTTESVILLE, VA 22902	NONE	PC	PURPOSE OF DONEE	20,000.
PIEDMONT HOUSING ALLIANCE 1215 EAST MARKET STREET CHARLOTTESVILLE, VA 22902	NONE	PC	PURPOSE OF DONEE	25,000.
PIEDMONT VIRGINIA COMMUNITY COLLEGE 501 COLLEGE DRIVE CHARLOTTESVILLE, VA 22902	NONE	PC	PURPOSE OF DONEE	25,000.
ROCKFISH VALLEY COMMUNITY CENTER 190 ROCKFISH SCHOOL LANE AFTON, VA 22920	NONE	PC	PURPOSE OF DONEE	20,000.
SALVATION ARMY 207 RIDGE STREET CHARLOTTESVILLE, VA 22902	NONE	PC	PURPOSE OF DONEE	60,000.
SANTA FUND (UNITED WAY) 806 EAST HIGH STREET CHARLOTTESVILLE, VA 22902	NONE	PC	PURPOSE OF DONEE	5,000.
THOMAS JEFFERSON FOUNDATION MONTICELLO PO BOX 316 CHARLOTTESVILLE, VA 22902	NONE	PC	PURPOSE OF DONEE	115,000.
VIRGINIA INSITITUE OF AUTISM 1414 WESTWOOD RD CHARLOTTESVILLE, VA 22903	NONE	PC	PURPOSE OF DONEE	20,000.
VIRGINIA SUPPORTIVE HOUSING 5008 MONUMENT AVE, SUITE 200 RICHMOND, VA 23226	NONE	PC	PURPOSE OF DONEE	50,000.
WINTERGREEN ADAPTIVE SPORTS 11 GRASSY RIDGE ROSELAND, VA 22967	NONE	PC	PURPOSE OF DONEE	2,297.
Total from continuation sheets				

3 Grants and Contributions Paid During the Year (Continuation)

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FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ACCRUED INTEREST PAID	-2,973.	0.	-2,973.	-2,973.	
DAVENPORT INCOME FROM PASSTHROUGH ENTITY	511,875.	0.	511,875.	511,875.	
	18,493.	0.	18,493.	18,493.	
TO PART I, LINE 4	527,395.	0.	527,395.	527,395.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PREPARATION OF FORM 990-PF	6,000.	0.		6,000.
TO FORM 990-PF, PG 1, LN 16B	6,000.	0.		6,000.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEE	91,344.	91,344.		0.
TO FORM 990-PF, PG 1, LN 16C	91,344.	91,344.		0.

FORM 990-PF	TAXES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
REGISTRATION AND FRANCHISE TAX	25.	0.		25.	
FOREIGN TAXES	11,426.	11,426.		0.	
2012 EXCISE TAX	19,919.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	31,370.	11,426.		25.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INSURANCE	2,995.	0.		2,995.	
OFFICE SUPPLIES & EXPENSES	524.	0.		524.	
SECRETARIAL SERVICES	12,500.	0.		12,500.	
TELEPHONE AND FAX EXPENSES	1,324.	0.		1,324.	
PARTNERSHIP EXPENSES	34.	34.		0.	
TO FORM 990-PF, PG 1, LN 23	17,377.	34.		17,343.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	6
DESCRIPTION			BOOK VALUE	FAIR MARKET VALUE
PUBLICLY TRADED SECURITIES - ATTACHED STATEMENT			16,261,910.	26,548,768.
TOTAL TO FORM 990-PF, PART II, LINE 10B			16,261,910.	26,548,768.

FORM 990-PF	CORPORATE BONDS	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
PUBLICLY TRADED SECURITIES - ATTACHED STATEMENT	2,132,697.	2,168,635.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,132,697.	2,168,635.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	8
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
GARY C. MCGEE 280 TERRELL ROAD WEST CHARLOTTESVILLE, VA 22901	PRES/TRUSTEE 5.00	0.	0.	0.
EDWARD D. TAYLOE, II 1401 BLUE RIDGE ROAD CHARLOTTESVILLE, VA 22903	TREAS/TRUSTEE 3.00	0.	0.	0.
SUSAN CABELL-MAINS 500 MARTHA JEFFERSON DRIVE CHARLOTTESVILLE, VA 22911	VICE PRES/TRUSTEE 3.00	0.	0.	0.
ROBERTA F. BROWNFIELD 1126 DRYDEN LANE CHARLOTTESVILLE, VA 22903	TRUSTEE 2.00	0.	0.	0.
SUZANNE S. BROOKS 1150 PEPSI PLACE, PO BOX 9035 CHARLOTTESVILLE, VA 22906	SECRETARY/TRUSTEE 2.00	0.	0.	0.
WADE TREMBLAY 1025 WERTLAND STREET CHARLOTTESVILLE, VA 22903	TRUSTEE 2.00	0.	0.	0.
PHILIP L. SPARKS 3600 LANGFORD DRIVE CHARLOTTESVILLE, VA 22903	TRUSTEE 2.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF

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

STATEMENT 9

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTEDGARY C. MCGEE
PO BOX 8260
CHARLOTTESVILLE, VA 22906TELEPHONE NUMBER

434-977-5679

FORM AND CONTENT OF APPLICATIONSAPPLICATIONS SHOULD BE BY LETTER. THE APPLICATION MUST INCLUDE A
DESCRIPTION OF THE ORGANIZATION AND STATE THE NATURE OF THE REQUEST.ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDSGRANTS ARE MADE ONLY TO PUBLIC CHARITIES; NO GRANTS ARE MADE TO INDIVIDUALS
OR OTHER PRIVATE FOUNDATIONS.

**The Perry Foundation
Investments Detail
2013**

Part II - Line 10 Attachment Statement

Corporate Stocks	Value/Qty	Begin. Year	End of Year	
		Book Value	Book Value	Mkt Value
Ishares Barclays MBS Bond ETF	1,150	125,168.65		
Ishares NASDAQ Biotechnology ETF	3,035	429,967.01		
Amazon.com, Inc.	1,355	339,434.38	265,722.23	540,360.45
Carmax, Inc	14,300	382,362.75	349,011.46	672,385.90
Disney Walt Company	6,405	230,603.27	217,367.76	489,342.00
General Motors Company	11,345	303,918.52	243,156.24	463,670.15
Lowes Companies, Inc.	8,900	183,631.61	142,259.54	440,995.00
McDonalds Corp.	4,675	325,383.98	325,383.98	453,615.25
News Corp Class A	13,580	262,582.88		
Altria Group, Inc.	6,000	118,082.40	118,082.40	230,340.00
Anheuser Busch Inbev SA/NV	3,110	195,156.15	173,410.17	331,090.60
Dr Pepper Snapple Group Inc.	7,460	309,102.88		
Nestle S A Spnsd ADR Repsting Reg Shs	6,060	233,315.67	355,936.60	445,955.40
Philip Morris Intl Inc	2,400	117,177.13	117,177.13	209,112.00
Pepsico Inc	4,825	273,625.75	273,625.75	400,185.50
Procter & Gamble Company	3,935	240,578.37		
Smucker JM Company New	4,400	428,364.26	333,901.70	455,928.00
Wal-Mart Stores, Inc.	4,935	319,913.02	275,281.16	388,335.15
Walgreen Company	9,085	296,378.14	296,378.14	521,842.40
Chevron Corp	3,690	212,308.65	212,308.65	460,917.90
Exxon Mobil Corp	5,115	77,931.10	77,931.10	517,638.00
National Oilwell Varco Inc	5,700	415,075.60	415,075.60	453,321.00
Occidental Petroleum Corp	4,515	287,553.38	287,553.38	429,376.50
Royal Dutch Shell PLC Sponsored ADR Repstg B Shares	2,885	199,903.31		
Schlumberger Ltd	4,175	158,280.43		
Tortoise Energy Infrastructure Corp	6,390	195,587.04	195,587.04	304,611.30
Valero Energy Corp	11,790	300,713.65	341,060.43	594,216.00
AON PLC Ca A	3,980	302,164.97	203,869.90	333,882.20
Bank of America Corp	13,000	172,971.50		
Berkshire Hathaway Inc DE Cl B New	4,715	209,854.57	169,666.67	559,010.40
Brookfield Asset Management Inc. Voting Shs Cl A	14,850	482,031.62	389,742.56	576,625.50
Capital One Financial Corp	9,490	278,800.71	446,316.64	727,028.90
Goldman Sachs Group Inc	2,290	302,209.08	241,556.29	405,925.40
JP Morgan Chase & Company	6,240	295,595.34	255,846.65	364,915.20
Markel Corp	1,190	248,346.51	367,605.64	690,616.50
Price T Rowe Grp Inc	4,625	181,611.62		
Spdr Euro Stoxx 50 ETF	4,600	146,602.00	146,602.00	194,120.00
Wells Fargo & Co New	12,100	431,500.09	328,954.99	549,340.00
GlaxosmithKline PLC Sponsored ADR	5,615	213,817.40	213,817.40	299,784.85
Johnson & Johnson	7,610	452,147.52	452,147.52	696,999.90
Novo Nordisk AS ADR	2,190	142,895.09		
Wellpoint Inc	4,525	337,505.71	264,332.62	418,064.75

**The Perry Foundation
Investments Detail
2013**

Corporate Stocks	Value/Qty	Begin. Year	End of Year	
		Book Value	Book Value	Mkt Value
Danaher Corp	8,070	175,103.10	256,451.40	7 623,004.00
Illinois Tool Works Inc	4,525	199,881.02		
Stanley Black & Decker Inc	4,310	294,141.12		
Union Pacific Corp	2,430	244,553.01		
United Technologies Corp	3,280	136,149.52	136,149.52	373,264.00
Accenture PLC Ireland Class A New	5,525	213,276.60	213,276.60	454,265.50
Apple Inc	610	56,961.66	45,420.40	342,222.20
Automatic Data Processing Inc.	4,865	221,936.92	221,936.92	393,087.13
Check Point Software Technologies Ltd	5,250	187,753.65		
Fiserv Inc	5,250	227,690.28		
Google Inc Cl A	578	148,126.26	291,584.62	647,770.38
International Business Machines Corp	2,100	244,979.49		
Microsoft Corp	9,875	247,350.85		
Qualcomm Inc	4,930	207,777.66	207,777.66	366,052.50
Visa Inc Class A	1,690	187,987.06	128,883.62	376,329.20
Albemarle Corp	4,955	158,735.92	158,735.92	314,097.45
Du Pont E I De Nemours & Company	5,665	196,094.75	196,094.75	368,055.05
Praxair Inc	3,400	73,255.86	187,219.76	442,102.00
W P Carey Inc	4,545	195,319.78	191,511.78	278,835.75
American Tower Corp New	6,600	149,997.20	277,801.82	526,812.00
Sun Communities Inc	4,505	203,065.50	195,710.62	192,093.20
Vodafone Group PLC New Sponsored ADR	8,795	188,377.12		
Dominion Resources Inc VA New	5,100	200,485.08	200,485.08	329,919.00
Carmax Inc	795	24,762.83		
Dollar Tree Inc	295	17,713.92	11,590.61	16,643.90
Hanesbrands Inc	365	10,099.51	10,099.51	25,648.55
Intl Game Technology	1,205	16,676.90		
Lamar Advertising Company Class A	355	10,720.97		
O'Reilly Automotive Inc Newq	180	21,941.76	16,253.76	23,167.80
Penn National Gaming Inc	2,168	28,831.01	26,550.34	31,067.44
Church & Dwight Company Inc	340	9,828.93	18,340.71	22,535.20
Smucker JM Company New	190	15,070.10	15,070.10	19,687.80
Walgreen Company	300	10,811.40		
Consol Energy Inc	325	11,062.16		
Aon PLC Cl A	395	18,991.03		
Brookfield Asset Management Inc Voting Shs Cl A	670	21,703.88		
Capital One Financial Corp	360	19,465.18		
Fidelity National Financial Inc New Class A	445	8,325.90	8,325.90	14,440.25
Markel Corp	70	31,164.99		
Safety Insurance Group	300	12,251.97		
Suntrust Banks Inc	605	14,114.58		
Schein Henry Inc.	135	10,104.74	10,104.74	15,425.10
Colfax Corp	255	17,182.32	8,189.70	16,240.95
Delta Airlines Inc New	685	10,209.12	7,727.34	18,816.95
Pall Corp	175	10,846.54	10,846.54	14,936.25
Rockwell Collins Inc DE	300	16,820.51		
Watsco Inc A	135	9,657.90	9,657.90	12,968.10

The Perry Foundation
Investments Detail
2013

Corporate Stocks	Value/Qty	Begin. Year	End of Year	
		Book Value	Book Value	Mkt Value
Check Point Software Technologies Ltd	190	12,114.40		
Fiserv Inc	180	12,576.51		
Intuit Inc	280	13,523.40	16,324.36	21,369.60
Albemarle Corp	325	19,800.23		
American Tower Corp New	340	13,103.58	22,570.17	27,138.80
Sun Communities Inc	625	19,602.05	26,436.85	26,650.00
ITC Holdings Corp	205	15,683.35	15,683.35	19,643.10
Cabelas Inc	325	-	20,007.72	21,664.50
Krispy Kreme Donut	495	-	9,550.58	9,548.55
Pinnacle Entertainment, Inc	610	-	13,145.44	15,853.90
Beam Inc.	200	-	13,260.70	13,612.00
Ultra Petroleum Corp	810	-	16,779.56	17,536.50
Valero Energy Corp	275	-	11,313.32	13,860.00
Fairfax Financial Holding PLC	33	-	13,428.71	13,201.98
Morgan Stanley China A Shares	565	-	13,824.99	13,452.65
Portfolio Recovery Assoc	230	-	13,616.35	12,153.20
Teva Pharmaceuticals	365	-	13,988.99	14,629.20
American Airlines Grp	570	-	14,851.81	14,392.50
Gaming & Leisure PPTYS	900	-	31,202.69	45,729.00
Ishares 1-3 Yr Credit Bond ETF	1,170	-	123,621.62	123,388.20
Direct TV	5,110	-	309,935.81	352,896.60
Starbucks Corp	4,465	-	300,214.99	350,011.35
Flowers Foods Inc	14,210	-	318,220.16	305,088.70
Amerisourcebergen Corp	7,540	-	355,367.37	530,137.40
Amgen Inc.	3,110	-	287,639.55	354,788.80
Celgene Corp	2,485	-	314,837.32	419,885.48
Express Scripts Hldg	4,750	-	309,099.60	333,640.00
Valiant Pharm Intl. Inc	2,705	-	307,760.83	317,567.00
Chicago Bridge & Iron Company	4,830	-	316,256.33	401,566.20
Cummins Inc	2,325	-	311,235.66	327,755.25
General Electric Company	12,455	-	281,294.93	349,113.65
Parker-Hannifin Corp	3,290	-	287,553.57	423,225.60
Facebook Inc CL A	7,815	-	302,804.68	427,081.93
Monsanto Company New	3,030	-	311,615.50	353,146.50
Total Stocks		16,003,914.79	16,261,910.47	26,548,767.89

**The Perry Foundation
Investments Detail
2013**

Corporate Bonds	Value	Book Value	Book Value	Mkt Value
AT&T Inc Sr Note	125,000	124,417.50	124,417.50	128,312.87
American Express Cr Corp	125,000	125,052.50	125,052.50	130,692.50
American Honda Fin Corp	125,000	-	126,336.25	124,149.12
Amgen Inc	125,000	-	128,272.50	127,151.37
Applied Materials Inc. Sr Note	125,000	125,658.75	125,658.75	129,825.25
Bank of America Corp	120,000	117,375.60	117,375.60	120,080.52
Capital One Finl Corp Senior Note B/E	125,000	127,066.25	127,066.25	130,457.25
Caterpillar Financial Services Corp Medium Term Note	125,000	125,391.75		
Commonwealth Edison Company 1st mtg bond	125,000	125,003.75		
Du Pont E I De Nemours & Company Note	125,000	125,156.25	125,156.25	125,119.00
General Elec Cap Corp Medium Term Note	125,000	128,233.75	128,233.75	136,888.12
Goldman Sachs Group Inc Note	125,000	125,453.75	125,453.75	125,060.00
Hewlett Packard Co. Global Note	125,000	-	127,463.75	127,604.87
JPMorgan Chase & Company Note	125,000	121,512.19	121,512.19	129,473.25
Merck & Company Inc New Note	120,000	118,260.00		
Occidental Pete Corp Senior Note	125,000	125,605.91	125,605.91	129,523.87
Oracle Corp	135,000	-	137,390.85	133,596.27
Suntrust Banks Inc Senior Note	110,000	110,144.10	110,144.10	115,891.38
Verizon Communications Inc. Note	125,000	126,488.75	126,488.75	124,101.62
Wal-Mart Stores Inc. Note	60,000	60,418.50		
Wells Fargo & Co.	125,000	-	131,068.75	130,708.12
Total Corporate Bonds		1,911,239.30	2,132,697.40	2,168,635.38

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

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 ☒ **X**
- 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.	Employer identification number (EIN) or
	PERRY FOUNDATION INCORPORATED	54-6036446
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.	Social security number (SSN)
	PO BOX 8260	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	CHARLOTTESVILLE, VA 22906	

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

STEPHANIE LEECH

- The books are in the care of ► **PO BOX 8260 - CHARLOTTESVILLE, VA 22906**

Telephone No ► **434-296-2156**

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	\$	40,637.
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	\$	40,637.
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	\$	0.

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.