Form **990-PF**

Department of the Treasury
Internal Revenue Service

# Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ 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
ROBERT G. CABELL, III AND MAUDE MORGAN CABELL FOUNDATION

A Employer identification number
54-6039157

Number and street (or P O box number if mail is not delivered to street address)
901 EAST CARY STREET, SUITE 1402

Room/suite

B Telephone number
(804)780-2000

City or town, state or province, country, and ZIP or foreign postal code
RICHMOND, VA 23219-4037

C If exemption application is pending, check here ▶ [ ]

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [ ] Address change [ ] Name change

D 1. Foreign organizations, check here ▶ [ ]

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 114,578,332.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) *(Part I, column (d) must be on cash basis)*

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

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

| | | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---|---|---|---|---|---|
| Revenue | 1 Contributions, gifts, grants, etc., received | | | N/A | |
| | 2 Check ▶ [X] if the foundation is not required to attach Sch B | | | | |
| | 3 Interest on savings and temporary cash investments | | | | |
| | 4 Dividends and interest from securities | 1,968,567. | 1,968,567. | | STATEMENT 1 |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | 8,422,760. | | | |
| | b Gross sales price for all assets on line 6a 32,616,283. | | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 8,422,760. | | |
| | 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 | 1,728. | 1,728. | | STATEMENT 2 |
| | 12 Total Add lines 1 through 11 | 10,393,055. | 10,393,055. | | |
| Operating and Administrative Expenses | 13 Compensation of officers, directors, trustees, etc | 70,200. | 70,200. | | 0. |
| | 14 Other employee salaries and wages | | | | |
| | 15 Pension plans, employee benefits | | | | |
| | 16a Legal fees | | | | |
| | b Accounting fees | | | | |
| | c Other professional fees STMT 3 | 38,460. | 38,460. | | 0. |
| | 17 Interest | | | | |
| | 18 Taxes STMT 4 | 140,915. | 43,915. | | 0. |
| | 19 Depreciation and depletion | | | | |
| | 20 Occupancy | | | | |
| | 21 Travel, conferences, and meetings | | | | |
| | 22 Printing and publications | | | | |
| | 23 Other expenses STMT 5 | 257,267. | 255,384. | | 0. |
| | 24 Total operating and administrative expenses. Add lines 13 through 23 | 506,842. | 407,959. | | 0. |
| | 25 Contributions, gifts, grants paid | 5,444,350. | | | 5,444,350. |
| | 26 Total expenses and disbursements. Add lines 24 and 25 | 5,951,192. | 407,959. | | 5,444,350. |
| | 27 Subtract line 26 from line 12: | | | | |
| | a Excess of revenue over expenses and disbursements | 4,441,863. | | | |
| | b Net investment income (if negative, enter -0-) | | 9,985,096. | | |
| | c Adjusted net income (if negative, enter -0-) | | | N/A | |

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10-10-13 LHA For Paperwork Reduction Act Notice, see instructions.

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Form **990-PF** (2013)



15380311 759400 800834_001 2013.03000 ROBERT G. CABELL, III AND M 80083401

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

| | | Beginning of year (a) Book Value | End of year (b) Book Value | (c) Fair Market Value |
|---|---|---|---|---|
| Assets | 1 Cash - non-interest-bearing | | | |
| | 2 Savings and temporary cash investments | 4,987,834. | 3,752,572. | 3,752,572. |
| | 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 7 | 301,489. | 0. | 0. |
| | b Investments - corporate stock STMT 8 | 86,604,058. | 108,279,212. | 108,279,212. |
| | c Investments - corporate bonds STMT 9 | 2,613,136. | 1,539,557. | 1,539,557. |
| | 11 Investments - land, buildings, and equipment: basis ▶ | | | |
| | Less accumulated depreciation ▶ | | | |
| | 12 Investments - mortgage loans | | | |
| | 13 Investments - other STMT 10 | 1,000,000. | 1,000,000. | 1,000,000. |
| | 14 Land, buildings, and equipment: basis ▶ 13,184. | | | |
| | Less accumulated depreciation STMT 11 ▶ 6,592. | 8,475. | 6,592. | 6,592. |
| | 15 Other assets (describe ▶ STATEMENT 12) | 399. | 399. | 399. |
| | 16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I) | 95,515,391. | 114,578,332. | 114,578,332. |
| 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 ▶ STATEMENT 13) | 171,495. | 315,945. | |
| | 23 Total liabilities (add lines 17 through 22) | 171,495. | 315,945. | |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31. | | | |
| | 24 Unrestricted | 95,343,896. | 114,262,387. | |
| | 25 Temporarily restricted | | | |
| | 26 Permanently restricted | | | |
| | Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31 | | | |
| | 27 Capital stock, trust principal, or current funds | | | |
| | 28 Paid-in or capital surplus, or land, bldg., and equipment fund | | | |
| | 29 Retained earnings, accumulated income, endowment, or other funds | | | |
| | 30 Total net assets or fund balances | 95,343,896. | 114,262,387. | |
| | 31 Total liabilities and net assets/fund balances | 95,515,391. | 114,578,332. | |

**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 | 95,343,896. |
| 2 Enter amount from Part I, line 27a | 2 | 4,441,863. |
| 3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6 | 3 | 14,476,628. |
| 4 Add lines 1, 2, and 3 | 4 | 114,262,387. |
| 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 | 114,262,387. |

## 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 | DAVENPORT & COMPANY - SEE ATTACHED | | VARIOUS | VARIOUS |
| b | | | | |
| 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 | 32,616,283. | | 24,193,523. | 8,422,760. |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | |

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

| | (i) F.M.V. as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | (l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h)) |
|---|---|---|---|---|
| a | | | | 8,422,760. |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | |

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 } **2** 8,422,760.

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 | 4,565,186. | 90,611,742. | .050382 |
| 2011 | 4,287,839. | 86,662,938. | .049477 |
| 2010 | 3,812,594. | 79,664,078. | .047858 |
| 2009 | 3,400,302. | 69,485,613. | .048935 |
| 2008 | 4,850,749. | 88,189,217. | .055004 |

| | | | |
|---|---|---|---|
| 2 | Total of line 1, column (d) | 2 | .251656 |
| 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 | .050331 |
| 4 | Enter the net value of noncharitable-use assets for 2013 from Part X, line 5 | 4 | 105,114,758. |
| 5 | Multiply line 4 by line 3 | 5 | 5,290,531. |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 99,851. |
| 7 | Add lines 5 and 6 | 7 | 5,390,382. |
| 8 | Enter qualifying distributions from Part XII, line 4 | 8 | 5,444,350. |

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

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

| | | | | | |
|---|---|---|---|---|---|
| 1a | Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions) | | | | |
| b | Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b | | | 1 | 99,851. |
| 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 | 99,851. |
| 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 | 99,851. |
| 6 | Credits/Payments: | | | | |
| a | 2013 estimated tax payments and 2012 overpayment credited to 2013 | 6a | 97,399. | | |
| b | Exempt foreign organizations - tax withheld at source | 6b | | | |
| c | Tax paid with application for extension of time to file (Form 8868) | 6c | | | |
| d | Backup withholding erroneously withheld | 6d | | | |
| 7 | Total credits and payments. Add lines 6a through 6d | | | 7 | 97,399. |
| 8 | Enter any **penalty** for underpayment of estimated tax. Check here [X] 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 | 2,452. |
| 10 | **Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶ | | | 10 | |
| 11 | Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ | **Refunded** ▶ | | 11 | |

**Part VII-A Statements Regarding Activities**

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

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

| | | | Yes | No |
|---|---|---|---|---|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) | 11 | | 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? | 13 | X | |

Website address ▶ N/A

14 The books are in care of ▶ JILL MCCORMICK Telephone no. ▶ 804-780-2000

Located at ▶ 901 EAST CARY STREET, SUITE 1402, RICHMOND, VA ZIP+4 ▶ 23219-4037

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

| | | | Yes | No |
|---|---|---|---|---|
| 16 | At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? | 16 | | X |
| | See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶ | | | |

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

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

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

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

| | | | |
|---|---|---|---|
| **5a** During the year did the foundation pay or incur any amount to: | | | |
| (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? | ☐ Yes ☒ No | | |
| (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? | ☐ Yes ☒ No | | |
| (3) Provide a grant to an individual for travel, study, or other similar purposes? | ☐ Yes ☒ No | | |
| (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? | ☐ Yes ☒ No | | |
| (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? | ☐ Yes ☒ No | | |
| **b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? | N/A | 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 (No) |
| *If "Yes" to 6b, file Form 8870.* | | | |
| **7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? | ☐ Yes ☒ No | | |
| **b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? | N/A | 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 14 | | 70,200. | 0. | 0. |

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

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

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

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

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

| (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. |

**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 | 100,407,975. |
| b | Average of monthly cash balances | 1b | 5,307,515. |
| c | Fair market value of all other assets | 1c | 1,000,000. |
| d | **Total** (add lines 1a, b, and c) | 1d | 106,715,490. |
| 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 | 106,715,490. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 1,600,732. |
| 5 | **Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 105,114,758. |
| 6 | **Minimum investment return** Enter 5% of line 5 | 6 | 5,255,738. |

**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 | 5,255,738. |
| 2a | Tax on investment income for 2013 from Part VI, line 5 | 2a: 99,851. | | |
| b | Income tax for 2013. (This does not include the tax from Part VI.) | 2b: | | |
| c | Add lines 2a and 2b | | 2c | 99,851. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | | 3 | 5,155,887. |
| 4 | Recoveries of amounts treated as qualifying distributions | | 4 | 0. |
| 5 | Add lines 3 and 4 | | 5 | 5,155,887. |
| 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 | 5,155,887. |

**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 | 5,444,350. |
| 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 | 5,444,350. |
| 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 | 99,851. |
| 6 | **Adjusted qualifying distributions.** Subtract line 5 from line 4 | 6 | 5,344,499. |

**Note.** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

## Part XIII Undistributed Income (see instructions)

| | (a) Corpus | (b) Years prior to 2012 | (c) 2012 | (d) 2013 |
|---|---|---|---|---|
| 1 Distributable amount for 2013 from Part XI, line 7 | | | | 5,155,887. |
| 2 Undistributed income, if any, as of the end of 2013 | | | | |
| a Enter amount for 2012 only | | | 3,380,584. | |
| 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 | | | | |
| e From 2012 | | | | |
| f **Total** of lines 3a through e | 0. | | | |
| 4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 5,444,350. | | | | |
| a Applied to 2012, but not more than line 2a | | | 3,380,584. | |
| 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 | | | | 2,063,766. |
| e Remaining amount distributed out of corpus | 0. | | | |
| 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 | 0. | | | |
| 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 | | | | 3,092,121. |
| 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 | 0. | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 2009 | | | | |
| b Excess from 2010 | | | | |
| c Excess from 2011 | | | | |
| d Excess from 2012 | | | | |
| e Excess from 2013 | | | | |

**Part XIV Private Operating Foundations** (see instructions and Part VII-A, question 9) 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 | Prior 3 years | | | |
|---|---|---|---|---|---|
| | (a) 2013 | (b) 2012 | (c) 2011 | (d) 2010 | (e) Total |
| 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:

JILL A. MCCORMICK
901 EAST CARY STREET, SUITE 1402, RICHMOND, VA 23219-4037

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

NO SPECIAL FORM; EXPLANATION OF USE OF GRANT

c Any submission deadlines:

MARCH 1ST, SEPTEMBER 1ST

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

STATE OF VIRGINIA

**Part XV Supplementary Information** (continued)

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

| Recipient<br>Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|---|---|---|---|
| *a Paid during the year* | | | | |
| SEE ATTACHED SCHEDULE | N/A | 501 (C)3 | SEE ATTACHED SCHEDULE | 5,444,350. |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| **Total** | | | ▶ 3a | 5,444,350. |
| *b Approved for future payment* | | | | |
| SEE ATTACHED SCHEDULE | N/A | 501 (C)3 | SEE ATTACHED SCHEDULE | 3,855,000. |
| | | | | |
| | | | | |
| **Total** | | | ▶ 3b | 3,855,000. |

## Part XVI-A Analysis of Income-Producing Activities

| Enter gross amounts unless otherwise indicated. | Unrelated business income (a) Business code | Unrelated business income (b) Amount | Excluded by section 512, 513, or 514 (c) Exclusion code | Excluded by section 512, 513, or 514 (d) Amount | (e) Related or exempt function income |
|---|---|---|---|---|---|
| 1 Program service revenue: | | | | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| f | | | | | |
| g Fees and contracts from government agencies | | | | | |
| 2 Membership dues and assessments | | | | | |
| 3 Interest on savings and temporary cash investments | | | | | |
| 4 Dividends and interest from securities | | | 14 | 1,968,567. | |
| 5 Net rental income or (loss) from real estate: | | | | | |
| a Debt-financed property | | | | | |
| b Not debt-financed property | | | | | |
| 6 Net rental income or (loss) from personal property | | | | | |
| 7 Other investment income | | | | | |
| 8 Gain or (loss) from sales of assets other than inventory | | | 18 | 8,422,760. | |
| 9 Net income or (loss) from special events | | | | | |
| 10 Gross profit or (loss) from sales of inventory | | | | | |
| 11 Other revenue: | | | | | |
| a OTHER REVENUE | | | | 1,728. | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| 12 Subtotal. Add columns (b), (d), and (e) | | 0. | | 10,393,055. | 0. |

13 Total Add line 12, columns (b), (d), and (e) 13 10,393,055.

(See worksheet in line 13 instructions to verify calculations.)

## Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

| Line No ▼ | Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). |
|---|---|
| | |

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

| | | | Yes | No |
|---|---|---|---|---|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | | |
| | (1) Cash | 1a(1) | | X |
| | (2) Other assets | 1a(2) | | X |
| b | Other transactions: | | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | | X |
| | (4) Reimbursement arrangements | 1b(4) | | X |
| | (5) Loans or loan guarantees | 1b(5) | | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | | X |

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

| (a) Line no | (b) Amount involved | (c) Name of noncharitable exempt organization | (d) Description of transfers, transactions, and sharing arrangements |
|---|---|---|---|
| | | N/A | |

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

b If "Yes," complete the following schedule.

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

**Sign Here**

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

Patton Brandy 4/8/14 Vice President

Signature of officer or trustee — Date — Title

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

**Paid Preparer Use Only**

| Print/Type preparer's name | Preparer's signature | Date | Check ☐ if self-employed | PTIN |
|---|---|---|---|---|
| THOMAS M. DENSON | [signature] | 3/17/14 | | P00443600 |

Firm's name ▶ KEITER,STEPHENS,HURST,GARY & SHREAVES,P — Firm's EIN ▶ 54-1631262

Firm's address ▶ P.O. BOX 32066 RICHMOND, VA 23294-2066 — Phone no. (804)747-0000

Form **4562**

Department of the Treasury
Internal Revenue Service (99)

# Depreciation and Amortization 990-PF
**(Including Information on Listed Property)**

▶ See separate instructions. ▶ Attach to your tax return.

OMB No 1545-0172

**2013**

Attachment Sequence No 179

| Name(s) shown on return | Business or activity to which this form relates | Identifying number |
|---|---|---|
| ROBERT G. CABELL, III AND MAUDE MORGAN CABELL FOUNDATION | FORM 990-PF PAGE 1 | 54-6039157 |

**Part I** Election To Expense Certain Property Under Section 179 **Note:** *If you have any listed property, complete Part V before you complete Part I*

| | | | |
|---|---|---|---|
| 1 | Maximum amount (see instructions) | 1 | 500,000. |
| 2 | Total cost of section 179 property placed in service (see instructions) | 2 | |
| 3 | Threshold cost of section 179 property before reduction in limitation | 3 | 2,000,000. |
| 4 | Reduction in limitation Subtract line 3 from line 2. If zero or less, enter -0- | 4 | |
| 5 | Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions | 5 | |

| 6 (a) Description of property | (b) Cost (business use only) | (c) Elected cost |
|---|---|---|
| | | |
| | | |
| | | |
| | | |

| | | | |
|---|---|---|---|
| 7 | Listed property Enter the amount from line 29 | 7 | |
| 8 | Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7 | 8 | |
| 9 | Tentative deduction Enter the **smaller** of line 5 or line 8 | 9 | |
| 10 | Carryover of disallowed deduction from line 13 of your 2012 Form 4562 | 10 | |
| 11 | Business income limitation. Enter the smaller of business income (not less than zero) or line 5 | 11 | |
| 12 | Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11 | 12 | |
| 13 | Carryover of disallowed deduction to 2014 Add lines 9 and 10, less line 12 ▶ | 13 | |

**Note:** *Do not use Part II or Part III below for listed property Instead, use Part V.*

**Part II** **Special Depreciation Allowance and Other Depreciation (Do not** include listed property.)

| | | | |
|---|---|---|---|
| 14 | Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year | 14 | |
| 15 | Property subject to section 168(f)(1) election | 15 | |
| 16 | Other depreciation (including ACRS) | 16 | |

**Part III** **MACRS Depreciation (Do not** include listed property ) (See instructions )

**Section A**

| | | | |
|---|---|---|---|
| 17 | MACRS deductions for assets placed in service in tax years beginning before 2013 | 17 | |
| 18 | If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ▶ ☐ | | |

**Section B - Assets Placed in Service During 2013 Tax Year Using the General Depreciation System**

| (a) Classification of property | (b) Month and year placed in service | (c) Basis for depreciation (business/investment use only - see instructions) | (d) Recovery period | (e) Convention | (f) Method | (g) Depreciation deduction |
|---|---|---|---|---|---|---|
| 19a 3-year property | | | | | | |
| b 5-year property | | | | | | |
| c 7-year property | | | | | | |
| d 10-year property | | | | | | |
| e 15-year property | | | | | | |
| f 20-year property | | | | | | |
| g 25-year property | | | 25 yrs. | | S/L | |
| h Residential rental property | / | | 27.5 yrs | MM | S/L | |
| | / | | 27.5 yrs. | MM | S/L | |
| i Nonresidential real property | / | | 39 yrs. | MM | S/L | |
| | / | | | MM | S/L | |

**Section C - Assets Placed in Service During 2013 Tax Year Using the Alternative Depreciation System**

| (a) Classification of property | (b) | (c) | (d) | (e) | (f) | (g) |
|---|---|---|---|---|---|---|
| 20a Class life | | | | | S/L | |
| b 12-year | | | 12 yrs. | | S/L | |
| c 40-year | / | | 40 yrs | MM | S/L | |

**Part IV** **Summary** (See instructions.)

| | | | |
|---|---|---|---|
| 21 | Listed property Enter amount from line 28 | 21 | |
| 22 | **Total.** Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instr. | 22 | 0. |
| 23 | For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs | 23 | |

**Part V** **Listed Property** (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)

**Note:** *For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.*

**Section A - Depreciation and Other Information (Caution:** *See the instructions for limits for passenger automobiles.*)

24a Do you have evidence to support the business/investment use claimed? ☐ Yes ☐ No 24b If "Yes," is the evidence written? ☐ Yes ☐ No

| (a) Type of property (list vehicles first) | (b) Date placed in service | (c) Business/ investment use percentage | (d) Cost or other basis | (e) Basis for depreciation (business/investment use only) | (f) Recovery period | (g) Method/ Convention | (h) Depreciation deduction | (i) Elected section 179 cost |
|---|---|---|---|---|---|---|---|---|
| 25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use | | | | | | 25 | | |
| 26 Property used more than 50% in a qualified business use: | | | | | | | | |
| | | % | | | | | | |
| | | % | | | | | | |
| | | % | | | | | | |
| 27 Property used 50% or less in a qualified business use | | | | | | | | |
| | | % | | | | S/L - | | |
| | | % | | | | S/L - | | |
| | | % | | | | S/L - | | |
| 28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1 | | | | | | 28 | | |
| 29 Add amounts in column (i), line 26. Enter here and on line 7, page 1 | | | | | | | 29 | |

**Section B - Information on Use of Vehicles**

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

| | (a) Vehicle | | (b) Vehicle | | (c) Vehicle | | (d) Vehicle | | (e) Vehicle | | (f) Vehicle | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| 30 Total business/investment miles driven during the year (**do not** include commuting miles) | | | | | | | | | | | | |
| 31 Total commuting miles driven during the year | | | | | | | | | | | | |
| 32 Total other personal (noncommuting) miles driven | | | | | | | | | | | | |
| 33 Total miles driven during the year Add lines 30 through 32 | | | | | | | | | | | | |
| | Yes | No | Yes | No | Yes | No | Yes | No | Yes | No | Yes | No |
| 34 Was the vehicle available for personal use during off-duty hours? | | | | | | | | | | | | |
| 35 Was the vehicle used primarily by a more than 5% owner or related person? | | | | | | | | | | | | |
| 36 Is another vehicle available for personal use? | | | | | | | | | | | | |

**Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees**

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who **are not** more than 5% owners or related persons.

| | Yes | No |
|---|---|---|
| 37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees? | | |
| 38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners | | |
| 39 Do you treat all use of vehicles by employees as personal use? | | |
| 40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received? | | |
| 41 Do you meet the requirements concerning qualified automobile demonstration use? | | |

**Note:** *If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles.*

**Part VI** **Amortization**

| (a) Description of costs | (b) Date amortization begins | (c) Amortizable amount | (d) Code section | (e) Amortization period or percentage | (f) Amortization for this year |
|---|---|---|---|---|---|
| 42 Amortization of costs that begins during your 2013 tax year: | | | | | |
| | | | | | |
| | | | | | |
| 43 Amortization of costs that began before your 2013 tax year | | | | 43 | 1,883. |
| 44 **Total.** Add amounts in column (f) See the instructions for where to report | | | | 44 | 1,883. |

DAVENPORT
& COMPANY LLC
EST. 1863 • MEMBER: NYSE • FINRA • SIPC

REALIZED GAINS AND LOSSES
ROBERT G CABELL III & MAUDE MORGAN CABELL FDN ETF
ATTN J READ BRANCH JR PRES
2221-5796-RST5-FMAIII-Y
*From 01-01-13 Through 12-31-13*

| Open Date | Close Date | Quantity | Security | Cost Basis | Amort. or Accretion | Proceeds | Gain Or Loss Short Term | Gain Or Loss Long Term |
|---|---|---|---|---|---|---|---|---|
| TOTAL GAINS | | | | | | | 0 00 | 0.00 |
| TOTAL LOSSES | | | | | | | 0 00 | 0.00 |
| | | | | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| TOTAL REALIZED GAIN/LOSS | | 0 00 | | | | | | |

**DAVENPORT**
& COMPANY LLC
EST. 1863 • MEMBER: NYSE • FINRA • SIPC

REALIZED GAINS AND LOSSES
ROBERT G CABELL III & MAUDE MORGAN CABELL FDN BONDS
ATTN J READ BRANCH JR PRES
3360-4747-RST5-FMAIII-Y
*From 01-01-13 Through 12-31-13*

| Open Date | Close Date | Quantity | Security | Cost Basis | Amort. or Accretion | Proceeds | Gain Or Loss Short Term | Gain Or Loss Long Term |
|---|---|---|---|---|---|---|---|---|
| 07-14-09 | 02-15-13 | 100,000.000 | Markel Corp Senior Notes Ser A 6.800% Due 02-15-13 | 102,939 00 | (2,939.00) | 100,000.00 | | 0.00 |
| 01-17-08 | 02-27-13 | 300,000 000 | Fedl Home Loan Bank Bond B/e 3.375% Due 02-27-13 | 299,613.00 | 387 00 | 300,000.00 | | 0.00 |
| 08-31-09 | 03-15-13 | 100,000.000 | Csx Corp Note 5.750% Due 03-15-13 | 105,100 00 | (5,100.00) | 100,000.00 | | 0.00 |
| 08-31-09 | 03-15-13 | 100,000.000 | Dominion Res Inc Senior Notes 5.000% Due 03-15-13 | 104,400.00 | (4,400.00) | 100,000.00 | | 0.00 |
| 06-12-08 | 05-16-13 | 300,000.000 | Philip Morris Intl Inc Note 4 875% Due 05-16-13 | 296,721.00 | 3,279.00 | 300,000.00 | | 0.00 |
| 08-11-09 | 07-05-13 | 100,000 000 | Fortune Brands Inc Note 6.375% Due 06-15-14 | 103,235 00 | (2,533 27) | 105,371.00 | | 4,669.27 |
| 07-21-08 | 07-08-13 | 250,000 000 | Heinz H J Company Note 5.350% Due 07-15-13 | 250,000 00 | 0.00 | 250,000.00 | | 0.00 |
| 05-14-08 | 10-01-13 | 300,000 000 | Kraft Foods Inc Notes 5.250% Due 10-01-13 | 303,000.00 | (3,000.00) | 300,000.00 | | 0.00 |
| TOTAL GAINS | | | | | | | 0.00 | 4,669.27 |
| TOTAL LOSSES | | | | | | | 0.00 | 0.00 |
| | | | | 1,565,008.00 | (14,306.27) | 1,555,371.00 | 0.00 | 4,669.27 |

TOTAL REALIZED GAIN/LOSS 4,669.27

# DAVENPORT
& COMPANY LLC

EST. 1863 • MEMBER: NYSE • FINRA • SIPC

REALIZED GAINS AND LOSSES
ROBERT G CABELL III & MAUDE MORGAN CABELL FOUNDATION VIP
ATTN J READ BRANCH JR PRES
3451-3089-RST5-DAMVI3-Y
*From 01-01-13 Through 12-31-13*

| Open Date | Close Date | Quantity | Security | Cost Basis | Amort. or Accretion | Proceeds | Gain Or Loss: Short Term | Gain Or Loss: Long Term |
|---|---|---|---|---|---|---|---|---|
| 11-24-97 | 01-03-13 | 500.000 | Intel Corp | 9,953.81 | | 10,561.91 | | 608 10 |
| 11-24-97 | 01-03-13 | 4,000 000 | Intel Corp | 78,724.21 | | 84,495.30 | | 5,771.09 |
| 03-05-98 | 01-03-13 | 1,500 000 | Intel Corp | 28,908.30 | | 31,685.74 | | 2,777.44 |
| 10-30-97 | 01-03-13 | 2,000.000 | Intel Corp | 38,509.35 | | 42,247.65 | | 3,738.30 |
| 11-05-97 | 01-03-13 | 10,000.000 | Intel Corp | 187,421.30 | | 211,238.26 | | 23,816.96 |
| 12-30-97 | 01-03-13 | 2,000 000 | Intel Corp | 36,249.44 | | 42,247.65 | | 5,998 21 |
| 05-14-08 | 01-04-13 | 11,850.000 | Fidelity National Financial Inc New | 207,915.36 | | 286,313.27 | | 78,397 91 |
| 07-06-11 | 01-04-13 | 1,935.000 | Fidelity National Financial Inc New | 31,346.42 | | 46,752.42 | | 15,406.00 |
| 01-11-12 | 01-17-13 | 22,110.000 | Federated Invs Inc Pa Cl B Non Vtg | 381,470.46 | | 492,396.33 | | 110,925.87 |
| 02-29-12 | 01-30-13 | 9,385.000 | Teekay Corp | 270,791.04 | | 325,874.61 A | 55,083.57 | |
| 06-20-12 | 01-30-13 | 8,870 000 | Teekay Corp | 249,278.05 | | 307,992.31 | 58,714.26 | |
| 10-12-11 | 02-06-13 | 4,505 000 | Marathon Petroleum Corp | 152,930.79 | | 347,457.00 | | 194,526 21 |
| 01-04-12 | 02-06-13 | 10,520 000 | Suntrust Banks Inc | 195,112.34 | | 300,610.67 | | 105,498.33 |
| 03-16-11 | 03-20-13 | 6,380 000 | Royal Dutch Shell Plc Sponsored Adr Reps | 424,841.01 | | 430,292.64 | | 5,451 63 |
| 06-30-10 | 04-03-13 | 4,880 000 | Heinz Hj Company Chg | 212,764.10 | | 351,862.56 | | 139,098.46 |
| 05-11-06 | 05-08-13 | 1,055 000 | Procter & Gamble Company | 59,084 88 | | 81,907.84 | | 22,822 96 |
| 05-03-06 | 05-08-13 | 2,500.000 | Procter & Gamble Company | 139,509.27 | | 194,094.40 | | 54,585 13 |
| 05-15-06 | 05-08-13 | 2,500 000 | Procter & Gamble Company | 137,876.76 | | 194,094.40 | | 56,217.64 |
| 05-24-06 | 05-08-13 | 1,250 000 | Procter & Gamble Company | 68,498 86 | | 97,047.20 | | 28,548 34 |
| 05-16-12 | 05-16-13 | 6,935.000 | Dr Pepper Snapple Group Inc | 283,658 84 | | 343,303.93 A | 59,645 09 | |
| 01-03-13 | 05-22-13 | 4,875.000 | Wisdomtree Japan Hedged Equity Fd Etf | 184,325 21 | | 260,456.47 | 76,131 26 | |
| 01-14-08 | 05-24-13 | 5,851 000 | Tortoise Energy *infrastructure Cor | 183,234 58 | | 269,157 69 | | 85,923.11 |
| 01-11-08 | 05-24-13 | 129 000 | Tortoise Energy *infrastructure Cor | 4,012.54 | | 5,934.26 | | 1,921.72 |
| 02-13-13 | 06-26-13 | 3,285 000 | Dow Chemical Company | 108,971.99 | | 105,139 19 A | (3,832.80) | |
| 08-31-11 | 06-26-13 | 16,685 000 | Dow Chemical Company | 484,202 04 | | 534,017.48 | | 49,815 44 |
| 02-22-13 | 08-06-13 | 3,220 000 | Linnco Llc | 127,633 39 | | 94,756 83 A | (32,876 56) | |
| 12-13-12 | 08-06-13 | 10,080 000 | Linnco Llc | 374,370 19 | | 296,630 08 | (77,740 11) | |
| 01-03-13 | 08-14-13 | 8,430 000 | Wisdomtree Japan Hedged Equity Fd Etf | 318,740 83 | | 392,877 53 | 74,136 70 | |
| 04-24-00 | 08-23-13 | 3,000 000 | Microsoft Corp | 99,626 83 | | 102,558 01 | | 2,931 18 |
| 11-30-00 | 08-23-13 | 2,000 000 | Microsoft Corp | 58,005 20 | | 68,372 01 | | 10,366 81 |
| 01-20-05 | 08-23-13 | 5,000 000 | Microsoft Corp | 130,491 29 | | 170,930 02 | | 40,438 73 |
| 10-04-05 | 08-23-13 | 200 000 | Microsoft Corp | 5,092 92 | | 6,837 20 | | 1,744 28 |
| 10-16-00 | 08-23-13 | 2,000 000 | Microsoft Corp | 50,346 64 | | 68,372 01 | | 18,025 37 |
| 10-05-05 | 08-23-13 | 4,300 000 | Microsoft Corp | 107,607 25 | | 146,999 82 | | 39,392 57 |
| 12-28-00 | 08-23-13 | 3,000 000 | Microsoft Corp | 66,858 29 | | 102,558 01 | | 35,699 72 |
| 05-05-10 | 09-04-13 | 10,000 000 | Vodafone Group Plc New Sponsored Adr | 214,629 00 | | 320,512 41 | | 105,883 41 |
| 05-22-12 | 09-18-13 | 6,190 000 | Cracker Barrel Old Country Store Inc | 356,675 23 | | 635,786 11 | | 279,110 88 |
| 08-01-12 | 10-16-13 | 8,145 000 | Darden Restaurants Inc | 419,114 01 | | 413,608 92 | | (5,505 09) |
| 02-09-11 | 10-16-13 | 2,215 000 | Norfolk Southern Corp | 136,354 51 | | 175,692 95 | | 39,338 44 |
| 03-25-09 | 10-16-13 | 5,565 000 | Norfolk Southern Corp | 191,041 44 | | 441,413 68 | | 250,372 24 |
| 06-09-10 | 12-02-13 | 8,245 000 | Travelers Companies Inc | 405,866 72 | | 735,768 52 | | 329,901 80 |
| 09-07-11 | 12-02-13 | 2,145 000 | Travelers Companies Inc | 105,154 76 | | 191,415 82 | | 86,261 06 |
| 07-18-12 | 12-04-13 | 7,520 000 | Walgreen Company | 233,940 43 | | 436,435 90 | | 202,495 47 |
| 06-13-13 | 12-11-13 | 9,403 000 | Transcanada Corp | 432,964 90 | | 412,606 79 A | (20,358 11) | |

DAVENPORT
& COMPANY LLC
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REALIZED GAINS AND LOSSES
ROBERT G CABELL III & MAUDE MORGAN CABELL FOUNDATION VIP
ATTN J READ BRANCH JR PRES
3451-3089-RST5-DAMVI3-Y
*From 01-01-13 Through 12-31-13*

| Open Date | Close Date | Quantity | Security | Cost Basis | Amort. or Accretion | Proceeds | Gain Or Loss Short Term | Gain Or Loss Long Term |
|---|---|---|---|---|---|---|---|---|
| 06-13-13 | 12-12-13 | 1,367.000 | Transcanada Corp | 62,944.06 | | 59,330.90 A | (3,613.16) | |
| TOTAL GAINS | | | | | | | 323,710.88 | 2,433,810.81 |
| TOTAL LOSSES | | | | | | | (138,420 74) | (5,505.09) |
| | | | | **8,057,048.84** | **0.00** | **10,670,644.70** | **185,290.14** | **2,428,305.72** |
| TOTAL REALIZED GAIN/LOSS | | 2,613,595.86 | | | | | | |

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**DAVENPORT**
**& COMPANY LLC**
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REALIZED GAINS AND LOSSES
ROBERT G CABELL III & MAUDE MORGAN CABELL FOUNDATION
ATTN J READ BRANCH JR PRES
4883-9503-RST5-DAMIII-Y
*From 01-01-13 Through 12-31-13*

| Open Date | Close Date | Quantity | Security | Cost Basis | Amort. or Accretion | Proceeds | Gain Or Loss Short Term | Gain Or Loss Long Term |
|---|---|---|---|---|---|---|---|---|
| 01-11-08 | 01-03-13 | 1,090.000 | Danaher Corp | 43,672.21 | | 62,490.50 | | 18,818 29 |
| 11-03-10 | 01-03-13 | 615 000 | Exxon Mobil Corp | 41,928 86 | | 54,416.28 | | 12,487.42 |
| 03-23-77 | 01-03-13 | 185 000 | Exxon Mobil Corp | 609 62 | | 16,369 13 | | 15,759.51 |
| 04-20-04 | 01-03-13 | 295.000 | United Technologies Corp | 13,067.17 | | 24,680.49 | | 11,613.32 |
| 04-15-04 | 01-03-13 | 700.000 | United Technologies Corp | 30,992.79 | | 58,563.89 | | 27,571.10 |
| 12-05-11 | 01-03-13 | 970.000 | Wellpoint Inc | 68,236.88 | | 58,278.59 | | (9,958.29) |
| 05-02-12 | 01-23-13 | 10,975.000 | Dr Pepper Snapple Group Inc | 454,745.83 | | 487,158.35 | 32,412.52 | |
| 01-11-08 | 01-30-13 | 4,090.000 | Price T Rowe Grp Inc | 214,709 46 | | 290,444.02 | | 75,734.56 |
| 11-05-08 | 01-30-13 | 3,400.000 | Price T Rowe Grp Inc | 141,988 08 | | 241,444.91 | | 99,456.83 |
| 01-11-08 | 02-12-13 | 73.000 | Google Inc Cl A | 46,391.58 | | 56,985.12 | | 10,593.54 |
| 09-10-08 | 02-12-13 | 550.000 | Accenture Plc Ireland Class A New | 21,231.15 | | 40,243.55 | | 19,012.40 |
| 01-11-08 | 02-12-13 | 845.000 | Berkshire Hathaway Inc De Cl B New | 73,743 40 | | 82,503.51 | | 8,760.11 |
| 05-16-12 | 02-12-13 | 1,695.000 | Carmax Inc | 49,006 69 | | 66,883 20 | 17,876 51 | |
| 12-22-10 | 02-27-13 | 23,460.000 | Bank America Corp | 312,147.03 | | 259,539.17 | | (52,607.86) |
| 03-03-10 | 02-27-13 | 795.000 | Fiserv Inc | 39,516 35 | | 64,508.75 | | 24,992.40 |
| 05-20-09 | 02-27-13 | 7,500.000 | Fiserv Inc | 314,063 25 | | 608,573.11 | | 294,509.86 |
| 09-01-10 | 03-26-13 | 9,000 000 | Check Point Software Technologies Ltd | 321,863 40 | | 419,252 00 | | 97,388.60 |
| 10-14-09 | 03-27-13 | 3,000.000 | Novo Nordisk As Adr | 195,746 70 | | 485,355.82 | | 289,609 12 |
| 07-14-10 | 04-17-13 | 7,000.000 | Illinois Tool Works Inc | 309,208 20 | | 429,203.78 | | 119,995 58 |
| 01-11-08 | 04-17-13 | 4,555 000 | Schlumberger Ltd | 430,196 97 | | 323,994.44 | | (106,202.53) |
| 10-06-10 | 04-17-13 | 2,445 000 | Schlumberger Ltd | 154,750 41 | | 173,911.40 | | 19,160.99 |
| 04-16-13 | 05-21-13 | 0.210 | Brookfield Ppty Partnersunit Ltd Partnersh | 4 58 | | 4 17 | (0.41) | |
| 12-21-11 | 06-05-13 | 3,920.000 | Union Pacific Corp | 394,505.27 | | 596,994.63 | | 202,489 36 |
| 11-14-12 | 06-06-13 | 0.887 | Cst Brands Inc | 19 50 | | 30.61 | 11.11 | |
| 02-13-13 | 06-27-13 | 3,000 000 | Aon Plc Cl A | 171,723 90 | | 194,113 12 | 22,389.22 | |
| 06-04-08 | 06-27-13 | 2,000 000 | Disney Walt Company | 67,874 40 | | 126,957.79 | | 59,083 39 |
| 06-09-08 | 06-27-13 | 2,200 000 | Jpmorgan Chase & Company | 88,088 00 | | 116,905.97 | | 28,817 97 |
| 04-13-05 | 06-27-13 | 125 000 | Jpmorgan Chase & Company | 4,364 85 | | 6,642 38 | | 2,277 53 |
| 04-25-12 | 06-27-13 | 1,210 000 | Smucker Jm Company New | 95,249 75 | | 123,625 36 | | 28,375 61 |
| 07-19-06 | 07-03-13 | 95 000 | Procter & Gamble Company | 5,419 75 | | 7,427.12 | | 2,007.37 |
| 07-21-06 | 07-03-13 | 2,300 000 | Procter & Gamble Company | 130,328 16 | | 179,814.55 | | 49,486 39 |
| 05-24-06 | 07-03-13 | 1,250 000 | Procter & Gamble Company | 68,498 86 | | 97,725 30 | | 29,226 44 |
| 05-31-06 | 07-03-13 | 2,500 000 | Procter & Gamble Company | 136,997 72 | | 195,450 59 | | 58,452 87 |
| 04-16-13 | 07-10-13 | 1,386.000 | Brookfield Ppty Partnersunit Ltd Partnersh | 30,159 92 | | 27,654 76 | (2,505 16) | |
| 11-14-12 | 07-10-13 | 1,593 000 | Cst Brands Inc | 35,008 39 | | 51,135.53 | 16,127 14 | |
| 06-27-12 | 07-17-13 | 287 000 | Amazon com Inc | 65,100 54 | | 87,833 08 | | 22,732 54 |
| 04-26-02 | 07-17-13 | 200 000 | International Business Machines Corp | 17,434 26 | | 38,879 57 | | 21,445 31 |
| 06-03-03 | 07-17-13 | 250 000 | International Business Machines Corp | 20,994 95 | | 48,599 46 | | 27,604 51 |
| 12-26-06 | 07-17-13 | 505 000 | Pepsico Inc | 31,909 77 | | 42,467 50 | | 10,557 73 |
| 03-09-07 | 07-17-13 | 500 000 | Pepsico Inc | 31,583 78 | | 42,047 03 | | 10,463 25 |
| 04-25-12 | 07-17-13 | 2,000 000 | Wells Fargo & Co New | 66,696 00 | | 87,218 68 | | 20,522 68 |
| 02-01-12 | 07-31-13 | 0 750 | News Corp New Cl A | 6 89 | | 11 51 | | 4 62 |
| 06-16-10 | 08-07-13 | 1,558 000 | Visa Inc Class A | 118,816 98 | | 281,217 07 | | 162,400 09 |
| 02-01-12 | 08-21-13 | 5,268 000 | News Corp New Cl A | 48,403 22 | | 81,966 02 | | 33,562 80 |
| 06-03-03 | 08-21-13 | 750 000 | International Business Machines Corp | 62,984 85 | | 138,587 46 | | 75,602 61 |
| 05-03-02 | 08-21-13 | 500 000 | International Business Machines Corp | 41,231 27 | | 92,391 64 | | 51,160 37 |

**DAVENPORT**
& COMPANY LLC
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REALIZED GAINS AND LOSSES
ROBERT G CABELL III & MAUDE MORGAN CABELL FOUNDATION
ATTN J READ BRANCH JR PRES
4883-9503-RST5-DAMIII-Y
*From 01-01-13 Through 12-31-13*

| Open Date | Close Date | Quantity | Security | Cost Basis | Amort. or Accretion | Proceeds | Gain Or Loss Short Term | Gain Or Loss Long Term |
|---|---|---|---|---|---|---|---|---|
| 05-09-02 | 08-21-13 | 500.000 | International Business Machines Corp | 40,327.31 | | 92,391.64 | | 52,064.33 |
| 04-15-05 | 08-21-13 | 500 000 | International Business Machines Corp | 39,025.00 | | 92,391 65 | | 53,366.65 |
| 04-26-05 | 08-21-13 | 1,000.000 | International Business Machines Corp | 76,013.16 | | 184,783.29 | | 108,770 13 |
| 01-30-08 | 08-23-13 | 16,500.000 | Microsoft Corp | 531,960.00 | | 564,069.07 | | 32,109.07 |
| 04-09-13 | 08-23-13 | 5,210.000 | Microsoft Corp | 154,997.50 | | 178,109.09 | 23,111.59 | |
| 10-05-05 | 08-23-13 | 500 000 | Microsoft Corp | 12,512.47 | | 17,093.00 | | 4,580.53 |
| 06-15-11 | 09-25-13 | 1,000.000 | Stanley Black & Decker Inc | 68,246.20 | | 89,903.54 | | 21,657.34 |
| 06-25-08 | 09-25-13 | 1,000.000 | Wal-mart Stores Inc | 58,342.30 | | 74,863.70 | | 16,521.40 |
| 06-18-08 | 09-25-13 | 2,000.000 | Brookfield Asset Management Inc | 70,005.60 | | 74,862.76 | | 4,857.16 |
| 02-01-12 | 10-02-13 | 21,075.000 | Twenty First Century Foxinc Cl A | 359,096.09 | | 710,333.14 | | 351,237 05 |
| 06-15-11 | 10-16-13 | 6,000 000 | Stanley Black & Decker Inc | 409,477.20 | | 460,553.18 | | 51,075 98 |
| 10-17-12 | 10-18-13 | 1,794 000 | Ishares Nasdaq Biotechnology Etf | 261,787.84 | | 370,060.96 | | 108,273 12 |
| 10-17-12 | 11-13-13 | 1,266 000 | Ishares Nasdaq Biotechnology Etf | 184,739 91 | | 260,716.14 | | 75,976.23 |
| 11-07-12 | 11-13-13 | 1,250 000 | Ishares Nasdaq Biotechnology Etf | 163,958.50 | | 257,421 14 | | 93,462 64 |
| 02-13-13 | 11-14-13 | 2,000 000 | Aon Plc Cl A | 114,482 60 | | 161,456.99 | 46,974 39 | |
| 08-08-12 | 11-14-13 | 1,665 000 | Aon Plc Cl A | 85,562 02 | | 134,412.94 | | 48,850 92 |
| 09-03-08 | 11-20-13 | 1,000.000 | Automatic Data Processing Inc | 45,619.10 | | 78,903.72 | | 33,284.62 |
| 09-08-10 | 11-20-13 | 1,000 000 | Anheuser Busch Inbev Sa/nv | 55,758.90 | | 103,173.30 | | 47,414 40 |
| 08-29-12 | 11-20-13 | 1,640 000 | General Motors Company | 35,149 96 | | 61,859 87 | | 26,709 91 |
| 07-03-13 | 12-31-13 | 1,100 000 | American Tower Corp New* | 79,202.86 | | 87,285.99 | 8,083 13 | |
| 06-25-91 | 12-31-13 | 1,000 000 | Chevron Corp | 19,665 86 | | 124,432.93 | | 104,767 07 |
| 05-16-13 | 12-31-13 | 1,565 000 | Valero Energy Corp | 62,557 43 | | 77,826 25 | 15,268 82 | |
| TOTAL GAINS | | | | | | | 182,254 43 | 3,276,715 62 |
| TOTAL LOSSES | | | | | | | (2,505 57) | (168,768 69) |
| | | | | 7,939,709.40 | 0.00 | 11,227,405.20 | 179,748.86 | 3,107,946.94 |

TOTAL REALIZED GAIN/LOSS 3,287,695 80

REALIZED GAINS AND LOSSES
ROBERT G CABELL III & MAUDE MORGAN CABELL FDN SMID
ATTN J READ BRANCH JR PRES
5349-2152-RST5-MCP-3-Y
*From 01-01-13 Through 12-31-13*

| Open Date | Close Date | Quantity | Security | Cost Basis | Amort. or Accretion | Proceeds | Gain Or Loss Short Term | Gain Or Loss Long Term |
|---|---|---|---|---|---|---|---|---|
| 11-01-11 | 01-03-13 | 4,610.000 | Colfax Corp | 111,943.71 | | 193,333 53 | | 81,389.82 |
| 03-09-12 | 01-29-13 | 2,330.000 | Suntrust Banks Inc | 52,820 87 | | 67,471.32 | 14,650.45 | |
| 12-19-11 | 01-29-13 | 4,850.000 | Suntrust Banks Inc | 80,395 54 | | 140,444 60 | | 60,049.06 |
| 11-01-11 | 02-01-13 | 735 000 | Colfax Corp | 17,847.86 | | 32,643 78 | | 14,795.92 |
| 09-27-11 | 02-01-13 | 4,080.000 | Colfax Corp | 89,855.88 | | 181,206.27 | | 91,350.39 |
| 10-26-10 | 02-07-13 | 850.000 | Rockwell Collins Inc De | 51,975.92 | | 50,587.98 | | (1,387.94) |
| 01-07-11 | 02-07-13 | 2,630.000 | Rockwell Collins Inc De | 158,532.72 | | 156,525.15 | | (2,007.57) |
| 06-23-11 | 02-20-13 | 2,000.000 | Lamar Advertising Company Class A | 52,892.00 | | 90,567 37 | | 37,675.37 |
| 06-08-10 | 02-20-13 | 1,250.000 | Lamar Advertising Company Class A | 32,923 63 | | 56,604.61 | | 23,680.98 |
| 06-11-08 | 02-22-13 | 4,680.000 | Fiserv Inc | 232,405.99 | | 372,758.32 | | 140,352.33 |
| 05-20-09 | 02-22-13 | 1,300.000 | Fiserv Inc | 54,437.63 | | 103,543 98 | | 49,106.35 |
| 10-26-10 | 03-27-13 | 250.000 | Check Point Software Technologies Ltd | 10,647.43 | | 11,680 34 | | 1,032.91 |
| 09-01-10 | 03-27-13 | 1,300.000 | Check Point Software Technologies Ltd | 46,491.38 | | 60,737 76 | | 14,246 38 |
| 05-06-09 | 03-27-13 | 4,700.000 | Check Point Software Technologies Ltd | 112,770 86 | | 219,590 35 | | 106,819.49 |
| 12-19-11 | 04-10-13 | 12,985.000 | Suntrust Banks Inc | 215,244.55 | | 376,433 19 | | 161,188.64 |
| 09-12-11 | 04-24-13 | 15,690.000 | Intl Game Technology | 218,029.81 | | 261,304.80 | | 43,274.99 |
| 09-12-11 | 05-01-13 | 4,280.000 | Intl Game Technology | 59,475 31 | | 71,827.91 | | 12,352.60 |
| 08-02-12 | 05-01-13 | 20,280.000 | Intl Game Technology | 229,433.72 | | 340,343 48 | 110,909 76 | |
| 05-07-12 | 05-09-13 | 7,960 000 | Delta Airlines Inc New | 89,795 17 | | 145,944.12 | | 56,148.95 |
| 04-16-13 | 05-21-13 | 0 325 | Brookfield Ppty Partnersunit Ltd Partnersh | 7.09 | | 6.79 | (0.30) | |
| 03-12-13 | 06-06-13 | 0.221 | Cst Brands Inc | 7 36 | | 7.63 | 0.27 | |
| 12-11-12 | 06-26-13 | 10,920.000 | Consol Energy Inc | 371,688 41 | | 296,044.77 | (75,643 64) | |
| 02-11-13 | 06-26-13 | 7,470.000 | Consol Energy Inc | 242,844.47 | | 202,514 15 | (40,330 32) | |
| 02-07-13 | 06-27-13 | 4,370.000 | Dollar Tree Inc | 173,048 07 | | 219,409 07 | 46,361 00 | |
| 11-16-12 | 06-27-13 | 740.000 | Dollar Tree Inc | 29,233 85 | | 37,153 94 | 7,920 09 | |
| 06-08-10 | 08-08-13 | 3,770.000 | Lamar Advertising Company Class A | 99,297 65 | | 165,166 10 | | 65,868 45 |
| 09-20-11 | 08-08-13 | 4,810.000 | Lamar Advertising Company Class A | 94,602 12 | | 210,729 16 | | 116,127.04 |
| 08-02-12 | 08-09-13 | 2,790 000 | Aon Plc Cl A | 137,675 34 | | 192,536 22 | | 54,860 88 |
| 05-15-12 | 08-09-13 | 785.000 | Aon Plc Cl A | 37,664 69 | | 54,172 38 | | 16,507 69 |
| 10-26-10 | 08-13-13 | 2,335.000 | Safety Insurance Group | 108,792.60 | - | 124,230 34 | | 15,437 74 |
| 05-06-10 | 08-13-13 | 641 000 | Safety Insurance Group | 24,345 50 | | 34,103.49 | | 9,757 99 |
| 05-06-10 | 08-14-13 | 804.000 | Safety Insurance Group | 30,536 32 | | 42,452 37 | | 11,916 05 |
| 01-07-11 | 08-16-13 | 70 000 | Rockwell Collins Inc De | 4,219 50 | | 5,062 55 | | 843 05 |
| 09-12-12 | 08-16-13 | 3,865.000 | Rockwell Collins Inc De | 203,264 60 | | 279,525 07 | 76,260 47 | |
| 06-10-09 | 08-16-13 | 2,530.000 | Rockwell Collins Inc De | 117,998 95 | | 182,975 02 | | 64,976.07 |
| 10-04-12 | 09-03-13 | 3,355 000 | Albemarle Corp | 179,682 06 | | 207,086 45 | 27,404 39 | |
| 09-08-11 | 09-03-13 | 650 000 | Albemarle Corp | 31,215 92 | | 40,121 07 | | 8,905 15 |
| 04-16-13 | 10-02-13 | 1,284.000 | Brookfield Ppty Partnersunit Ltd Partnersh | 27,764.45 | | 24,697 05 | (3,067 40) | |
| 03-12-13 | 10-08-13 | 1,017 000 | Cst Brands Inc | 33,858 60 | | 29,671 78 | (4,186 82) | |
| 05-07-13 | 10-08-13 | 14,150 000 | Cst Brands Inc | 434,345 57 | | 412,837 44 | (21,508 13) | |
| 06-27-12 | 10-16-13 | 1,725 000 | O Reilly Automotive Inc New | 132,470 69 | | 226,642 95 | | 94,172 26 |
| 04-11-11 | 10-16-13 | 445 000 | O Reilly Automotive Inc New | 24,841 41 | | 58,467 31 | | 33,625 90 |
| 05-15-12 | 10-31-13 | 3,765 000 | Aon Plc Cl A | 180,646 58 | | 299,675 60 | | 119,029 02 |
| 11-16-12 | 10-31-13 | 4,475 000 | Dollar Tree Inc | 176,785 77 | | 260,859 32 | 84,073 55 | |
| 01-29-13 | 11-05-13 | 10,100 000 | American Intl Group Inc New | 381,774 95 | | 491,184 74 | 109,409 79 | |
| 12-07-12 | 11-05-13 | 10,100 000 | Walgreen Company | 363,983 80 | | 602,692 86 | 238,709 06 | |
| 05-06-10 | 11-21-13 | 2,430 000 | Safety Insurance Group | 92,292 62 | | 137,844 21 | | 45,551 59 |
| 05-21-10 | 11-21-13 | 3,665 000 | Safety Insurance Group | 130,476 20 | | 207,900 84 | | 77,424 64 |

REALIZED GAINS AND LOSSES
ROBERT G CABELL III & MAUDE MORGAN CABELL FDN SMID
ATTN J READ BRANCH JR PRES
5349-2152-RST5-MCP-3-Y
*From 01-01-13 Through 12-31-13*

| Open Date | Close Date | Quantity | Security | Cost Basis | Amort. or Accretion | Proceeds | Gain Or Loss Short Term | Gain Or Loss Long Term |
|---|---|---|---|---|---|---|---|---|
| 02-22-13 | 11-26-13 | 5,750.000 | National Oilwell Varco Inc | 385,883.08 | | 466,027.08 | 80,144.00 | |
| 04-25-13 | 12-09-13 | 3,405.000 | Intuit Inc | 190,995.98 | | 252,532.19 | 61,536.21 | |
| 09-08-11 | 12-17-13 | 2,415.000 | Albemarle Corp | 115,979.17 | | 165,380.67 | | 49,401 50 |
| 06-25-08 | 12-17-13 | 980.000 | Albemarle Corp | 42,938.41 | | 67,110.99 | | 24,172.58 |
| 01-11-08 | 12-17-13 | 3,395.000 | Albemarle Corp | 126,981.15 | | 232,491.66 | | 105,510.51 |
| TOTAL GAINS | | | | | | | 857,379 04 | 1,807,552 29 |
| TOTAL LOSSES | | | | | | | (144,736.61) | (3,395.51) |
| | | | | 6,646,062.91 | 0.00 | 9,162,862.12 | 712,642.43 | 1,804,156.78 |
| TOTAL REALIZED GAIN/LOSS | | 2,516,799.21 | | | | | | |

**ROBERT G. CABELL, II AND MAUDE MORGAN CABELL FOUNDATION**
**EIN: 54-6039157**
**TAX YEAR 2013**

## GRANTS PAID

| | |
|---|---|
| The Highland Center | 150,000.00 |
| Science Museum of Virginia | 300,000.00 |
| Virginia Historical Society | 500,000.00 |
| FIRST Contractors | 23,000.00 |
| Friends Assoc for Children | 122,500.00 |
| Lynchburg College | 200,000.00 |
| Virginia Foundation for Independent Colleges | 150,000.00 |
| VMI Foundation | 100,000.00 |
| James River Association | 267,600.00 |
| Virginia Theological Seminary | 300,000.00 |
| Hampden-Sydney College | 150,000.00 |
| Valentine Richmon History Museum | 250,000.00 |
| Louisa County Resource Council | 40,000.00 |
| Swift Creek Mill Theatre | 50,000.00 |
| Virginia Foundation for the Humanities | 100,000.00 |
| First Lady's Initiative Team Effort | 25,000.00 |
| Virginia Commonwealth University | 750,000.00 |
| School of the Performing Arts in the Richmond Community (SPARC) | 250,000.00 |
| Woodrow Wilson Presidential Library | 98,000.00 |
| Camp Holiday Trails | 43,250.00 |
| Barter Theatre | 150,000.00 |
| City of Colonial Heights Foundation | 50,000.00 |
| Center for Non Profit Excellence | 25,000.00 |
| Maymont Foundation | 500,000.00 |
| Center Stage Foundation | 250,000.00 |
| Mariners Museum | 200,000.00 |
| Daily Planet | 100,000.00 |
| Greater Richmond ARC | 300,000.00 |
| | 5,444,350.00 |

**ROBERT G. CABELL, II AND MAUDE MORGAN CABELL FOUNDATION**
**EIN: 54-6039157**
**TAX YEAR 2013**

## GRANTS APPROVED

| | |
|---|---|
| Barter Theater | 150,000 |
| Bristol Historical Association | 40,000 |
| Byrd Theater Foundation | 250,000 |
| Center for NonProfit Excellence | 25,000 |
| Chincoteague Island Arts Organization | 25,000 |
| Daily Planet | 100,000 |
| Deltaville Maritime Museum and Holly Point Nature Park | 100,000 |
| First Ladies Initiative Team Effort | 25,000 |
| Genieve Shelter | 30,000 |
| Greater Richmond ARC | 300,000 |
| Laurel Center | 100,000 |
| Louisa County Resource Council | 40,000 |
| Mary Baldwin College | 250,000 |
| Montpelier Foundation | 300,000 |
| Nature Conservancy | 500,000 |
| Prince George Regional Heritage Center | 50,000 |
| Richmond Ballet | 250,000 |
| School of the Performing Arts in the Richmond Community (SPARC) | 250,000 |
| The Black History Museum | 300,000 |
| The Paramount Theater | 100,000 |
| Tricycle Gardens | 20,000 |
| Virginia Wesleyan College | 250,000 |
| William & Mary Law School | 400,000 |
| | 3,855,000 |

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

| SOURCE | GROSS AMOUNT | CAPITAL GAINS DIVIDENDS | COLUMN (A) AMOUNT |
|---|---|---|---|
| DAVENPORT | 1,928,567. | 0. | 1,928,567. |
| VCC INVESTMENT | 40,000. | 0. | 40,000. |
| TOTAL TO FM 990-PF, PART I, LN 4 | 1,968,567. | 0. | 1,968,567. |

FORM 990-PF OTHER INCOME STATEMENT 2

| DESCRIPTION | (A) REVENUE PER BOOKS | (B) NET INVEST-MENT INCOME | (C) ADJUSTED NET INCOME |
|---|---|---|---|
| OTHER REVENUE | 1,728. | 1,728. | |
| TOTAL TO FORM 990-PF, PART I, LINE 11 | 1,728. | 1,728. | |

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST-MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---|---|---|---|---|
| PROFESSIONAL FEES | 38,460. | 38,460. | | 0. |
| TO FORM 990-PF, PG 1, LN 16C | 38,460. | 38,460. | | 0. |

FORM 990-PF TAXES STATEMENT 4

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST-MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---|---|---|---|---|
| PAYROLL TAXES | 4,863. | 4,863. | | 0. |
| FOREIGN TAXES | 39,052. | 39,052. | | 0. |
| EXCISE TAXES | 97,000. | 0. | | 0. |
| TO FORM 990-PF, PG 1, LN 18 | 140,915. | 43,915. | | 0. |

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 AGENTS /FEES | 206,276. | 206,276. | | 0. |
| RENT AND SECRETARIAL SERVICES | 37,093. | 37,093. | | 0. |
| OFFICE EXPENSES | 4,051. | 4,051. | | 0. |
| REGISTRATION FEE | 25. | 25. | | 0. |
| BOOKKEEPING FEES | 1,600. | 1,600. | | 0. |
| MEMBERSHIPS & CONFERENCES | 5,905. | 5,905. | | 0. |
| MISCELLANEOUS EXPENSES | 434. | 434. | | 0. |
| AMORTIZATION | 1,883. | 0. | | 0. |
| TO FORM 990-PF, PG 1, LN 23 | 257,267. | 255,384. | | 0. |

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 6

| DESCRIPTION | AMOUNT |
|---|---|
| UNREALIZED GAIN/LOSS ON INVESTMENTS | 14,433,993. |
| GAAP/TAX CONVERSION OF BALANCE SHEET | 42,635. |
| TOTAL TO FORM 990-PF, PART III, LINE 3 | 14,476,628. |

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 7

| DESCRIPTION | U.S. GOV'T | OTHER GOV'T | BOOK VALUE | FAIR MARKET VALUE |
|---|---|---|---|---|
| FIXED INCOME | X | | 0. | 0. |
| TOTAL U.S. GOVERNMENT OBLIGATIONS | | | | |
| TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS | | | | |
| TOTAL TO FORM 990-PF, PART II, LINE 10A | | | 0. | 0. |

FORM 990-PF CORPORATE STOCK STATEMENT 8

| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|---|---|---|
| DAVENPORT - SECURITIES | 108,279,212. | 108,279,212. |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | 108,279,212. | 108,279,212. |

FORM 990-PF CORPORATE BONDS STATEMENT 9

| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|---|---|---|
| DAVENPORT - BONDS | 1,539,557. | 1,539,557. |
| TOTAL TO FORM 990-PF, PART II, LINE 10C | 1,539,557. | 1,539,557. |

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

| DESCRIPTION | VALUATION METHOD | BOOK VALUE | FAIR MARKET VALUE |
|---|---|---|---|
| VCC INVESTMENT | FMV | 1,000,000. | 1,000,000. |
| TOTAL TO FORM 990-PF, PART II, LINE 13 | | 1,000,000. | 1,000,000. |

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 11

| DESCRIPTION | COST OR OTHER BASIS | ACCUMULATED DEPRECIATION | BOOK VALUE |
|---|---|---|---|
| GRANT SOFTWARE | 13,184. | 6,592. | 6,592. |
| TOTAL TO FM 990-PF, PART II, LN 14 | 13,184. | 6,592. | 6,592. |

| FORM 990-PF | OTHER ASSETS | | STATEMENT 12 |
|---|---|---|---|
| DESCRIPTION | BEGINNING OF YR BOOK VALUE | END OF YEAR BOOK VALUE | FAIR MARKET VALUE |
| EXCISE TAX RECEIVABLE | 399. | 399. | 399. |
| TO FORM 990-PF, PART II, LINE 15 | 399. | 399. | 399. |

| FORM 990-PF | OTHER LIABILITIES | STATEMENT 13 |
|---|---|---|
| DESCRIPTION | BOY AMOUNT | EOY AMOUNT |
| DEFERRED TAX LIABILITY | 171,495. | 315,945. |
| TOTAL TO FORM 990-PF, PART II, LINE 22 | 171,495. | 315,945. |

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 14

| NAME AND ADDRESS | TITLE AND AVRG HRS/WK | COMPEN-SATION | EMPLOYEE BEN PLAN CONTRIB | EXPENSE ACCOUNT |
|---|---|---|---|---|
| ELIZABETH CABELL JENNINGS<br>901 EAST CARY STREET, SUITE 1402<br>RICHMOND, VA 23219-4037 | TREASURER<br>1.00 | 0. | 0. | 0. |
| PATTESON BRANCH, JR.<br>901 EAST CARY STREET, SUITE 1402<br>RICHMOND, VA 23219-4037 | VICE PRESIDENT<br>1.00 | 0. | 0. | 0. |
| CHARLES L. CABELL<br>901 EAST CARY STREET, SUITE 1402<br>RICHMOND, VA 23219-4037 | DIRECTOR<br>1.00 | 0. | 0. | 0. |
| J. READ BRANCH, JR.<br>901 EAST CARY STREET, SUITE 1402<br>RICHMOND, VA 23219-4037 | PRESIDENT<br>1.00 | 0. | 0. | 0. |
| MARY Z. ZEUGNER<br>901 EAST CARY STREET, SUITE 1402<br>RICHMOND, VA 23219-4037 | DIRECTOR<br>1.00 | 0. | 0. | 0. |

| | | | | |
|---|---|---|---|---|
| JOHN BRANCH CABELL<br>901 EAST CARY STREET, SUITE 1402<br>RICHMOND, VA 23219-4037 | SECRETARY<br>1.00 | 0. | 0. | 0. |
| JILL A. MCCORMICK<br>901 EAST CARY STREET, SUITE 1402<br>RICHMOND, VA 23219-4037 | EXECUTIVE DIRECTOR<br>20.00 | 70,200. | 0. | 0. |
| PATTESON BRANCH, III<br>901 EAST CARY STREET, SUITE 1402<br>RICHMOND, VA 23219-4037 | DIRECTOR<br>1.00 | 0. | 0. | 0. |
| TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII | | 70,200. | 0. | 0. |

2013 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1 990-PF

| Asset No | Description | Date Acquired | Method | Life | Line No | Unadjusted Cost Or Basis | Bus % Excl | * Reduction In Basis | Basis For Depreciation | Accumulated Depreciation | Current Sec 179 | Current Year Deduction |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| 11 | GRANT SOFTWARE | 071310 | | 84M | 43 | 13,184. | | | 13,184. | 4,709. | | 1,883. |
| | * TOTAL 990-PF PG 1 DEPR & AMORT | | | | | 13,184. | | 0. | 13,184. | 4,709. | 0. | 1,883. |

328102
05-01-13

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction