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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.

For calendar year 2013 or tax year beginning

, and ending

Name of foundation

FATHERREE FOUNDATION
C/O ANNE W. KENNY

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

Room/suite

206 GUN CLUB ROAD

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

RICHMOND, VA 23221

G Check all that apply:

Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

H Check type of organization: Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year J Accounting method: Cash Accrual

(from Part II, col. (c), line 16)

(Other (specify))

► \$ 3,419,799. (Part I, column (d) must be on cash basis.)

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				
2	Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	19.	19.		STATEMENT 1
4	Dividends and interest from securities	56,552.	56,552.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	164,253.			
b	Gross sales price for all assets on line 6a	450,996.			
7	Capital gain net income (from Part IV, line 2)		164,253.		
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	<3,876.>	47.	0.	STATEMENT 3
12	Total. Add lines 1 through 11	216,948.	220,871.	0.	
13	Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees	3,150.	0.	0.	3,150.
c	Other professional fees	22,697.	22,697.	0.	0.
17	Interest				
18	Taxes	2,824.	1,639.	0.	0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses				
24	Total operating and administrative expenses. Add lines 13 through 23	28,671.	24,336.	0.	3,150.
25	Contributions, gifts, grants paid	131,221.			131,221.
26	Total expenses and disbursements. Add lines 24 and 25	159,892.	24,336.	0.	134,371.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	57,056.			
b	Net investment income (if negative, enter -0-)		196,535.		
c	Adjusted net income (if negative, enter -0-)			0.	

323501
10-10-13

LHA For Paperwork Reduction Act Notice, see instructions.

FATHERREE FOUNDATION
C/O ANNE W. KENNY

Form 990-PF (2013)

54-6087147

Page 2

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments		120,198.	262,000.
	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		
	b	Investments - corporate stock		1,823,979.	1,739,233.
	c	Investments - corporate bonds			3,157,799.
	11	Investments - land, buildings, and equipment, basis ►			
		Less accumulated depreciation ►			
	12	Investments - mortgage loans			
	13	Investments - other			
	14	Land, buildings, and equipment, basis ►			
		Less accumulated depreciation ►			
	15	Other assets (describe ►)	STATEMENT 8	250.	250.
	16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		1,944,427.	2,001,483.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ►)			
	23	Total liabilities (add lines 17 through 22)		0.	0.
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds		2,083,674.	2,083,674.
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.
	29	Retained earnings, accumulated income, endowment, or other funds		<139,247. >	<82,191. >
	30	Total net assets or fund balances		1,944,427.	2,001,483.
	31	Total liabilities and net assets/fund balances		1,944,427.	2,001,483.

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,944,427.
2	Enter amount from Part I, line 27a	2	57,056.
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	2,001,483.
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	2,001,483.

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 SEE ATTACHED SCHEDULE - LONG-TERM	P	VARIOUS	12/31/13
b SEE ATTACHED SCHEDULE - SHORT-TERM	P	VARIOUS	12/31/13
c PASS THROUGH FROM ENTERPRISE PRODUCTS PARTNERS LP	P	VARIOUS	12/31/13
d PASS THROUGH FROM PLAINS ALL AMERICAN PIPELINE	P	VARIOUS	12/31/13
e CASH IN LIEU	P	VARIOUS	12/31/13
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 423,990.		272,550.	151,440.
b 26,952.		14,193.	12,759.
c 86.			86.
d <80. >			<80. >
e 48.			48.
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a						151,440.
b						12,759.
c						86.
d						<80. >
e						48.
f						
g						
h						
i						
j						
k						
l						
m						
n						
o						

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	164,253.
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

FATHERREE FOUNDATION

Form 990-PF (2013)

C/O ANNE W. KENNY

54-6087147

Page 3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a					
b	SEE ATTACHED STATEMENT				
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e	450,996.	286,743.	164,253.		
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					
b					
c					
d					
e			164,253.		
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	164,253.	
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	128,231.	2,741,514.	.046774
2011	115,250.	2,621,105.	.043970
2010	105,875.	2,308,752.	.045858
2009	18,191.	2,124,370.	.008563
2008	127,065.	2,425,423.	.052389

2 Total of line 1, column (d) 2 **.197554**

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 **.039511**

4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5 4 **3,101,879.**

5 Multiply line 4 by line 3 5 **122,558.**

6 Enter 1% of net investment income (1% of Part I, line 27b) 6 **1,965.**

7 Add lines 5 and 6 7 **124,523.**

8 Enter qualifying distributions from Part XII, line 4 8 **134,371.**

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.

FATHERREE FOUNDATION

Form 990-PF (2013)

C/O ANNE W. KENNY

54-6087147

Page 4

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

1a Exempt operating foundations described in section 4940(d)(2), check here ► and enter "N/A" on line 1.

Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► and enter 1%

of Part I, line 27b

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2013 estimated tax payments and 2012 overpayment credited to 2013

6a 1,720.

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 1,720.

8 Enter any **penalty** for underpayment of estimated tax. Check here if Form 2220 is attached

8

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

9 245.

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

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?

Yes No

1a

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?

1b

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

1c

c Did the foundation file Form 1120-POL for this year?

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?

2

If "Yes," attach a detailed description of the activities.

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

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4a

b If "Yes," has it filed a tax return on Form 990-T for this year?

4b

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

5

If "Yes," attach the statement required by General Instruction T

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

6

• 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?

7

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*

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

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

10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*

10

Form 990-PF (2013)

FATHERREE FOUNDATION

Form 990-PF (2013)

C/O ANNE W. KENNY

54-6087147

Page 5

Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
Website address ► N/A		
14	The books are in care of ► ANNE W. KENNY	Telephone no. ► 804-359-5863
Located at ► 206 GUN CLUB RD., RICHMOND, VA		
15	ZIP+4 ► 23221	
16	15	N/A
16	Yes	No
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

	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"/> X 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"/> X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X 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"/> X 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"/> X 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)?	N/A	
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?	1b	
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
If "Yes," list the years ► _____, _____, _____, _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
► _____, _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	<input checked="" type="checkbox"/> 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	<input checked="" type="checkbox"/> X

Form 990-PF (2013)

FATHERREE FOUNDATION

Form 990-PF (2013)

C/O ANNE W. KENNY

54-6087147

Page 6

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
 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**

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

6b

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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
ANNE W. KENNY 206 GUN CLUB ROAD RICHMOND, VA 23221	PRESIDENT & DIRECTOR 1.00	0.	0.	0.
ANNE B. KENNY-URBAN 29 LIBBIE AVENUE RICHMOND, VA 23226	DIRECTOR 1.00	0.	0.	0.
KATHRYN KENNY CODD 301 BROOKLINE STREET CAMBRIDGE, MA 02139	DIRECTOR 1.00	0.	0.	0.

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

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

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

►

0

Form 990-PF (2013)

FATHERREE FOUNDATION

C/O ANNE W. KENNY

Form 990-PF (2013)

54-6087147

Page 7

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

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

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

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

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

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

Expenses

1	N/A	
2		
3		
4		

Part IX-B **Summary of Program-Related Investments**

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

Amount

1	N/A	
2		

All other program-related investments. See instructions.

3		

Total. Add lines 1 through 3 ► 0.

Form 990-PF (2013)

FATHERREE FOUNDATION
C/O ANNE W. KENNY

Form 990-PF (2013)

54-6087147

Page 8

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	2,947,559.
b	Average of monthly cash balances	1b	201,557.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	3,149,116.
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	3,149,116.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	47,237.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,101,879.
6	Minimum investment return. Enter 5% of line 5	6	155,094.

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	155,094.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,965.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,965.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	153,129.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	153,129.
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	153,129.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:	1a	134,371.
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1b	0.
b	Program-related investments - total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the:	3b	
a	Suitability test (prior IRS approval required)	4	134,371.
b	Cash distribution test (attach the required schedule)	5	1,965.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	6	132,406.
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		
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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)

FATHERREE FOUNDATION
C/O ANNE W. KENNY

Form 990-PF (2013)

54-6087147

Page 9

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				153,129.
2 Undistributed income, if any, as of the end of 2013			131,221.	
a Enter amount for 2012 only				
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: ► \$ 134,371.			131,221.	
a Applied to 2012, but not more than line 2a				
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			3,150.	
e Remaining amount distributed out of corpus	0.			0.
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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				149,979.
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				

FATHERREE FOUNDATION

Form 990-PF (2013)

C/O ANNE W. KENNY

54-6087147 Page 11

Part XV Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
CYSTIC FIBROSIS FOUNDATION 6931 ARLINGTON RD BETHESDA, MD 20814	NONE	PUBLIC	UNRESTRICTED.	115,000.
THE RICHMOND BALLET 407 EAST CANAL STREET RICHMOND, VA 23219	NONE	PUBLIC	UNRESTRICTED	6,221.
THE RICHMOND SYMPHONY 612 E GRACE STREET RICHMOND, VA 23219	NONE	PUBLIC	UNRESTRICTED	3,000.
VMFA FOUNDATION 200 N BOULEVARD RICHMOND, VA 23220	NONE	PUBLIC	UNRESTRICTED	6,000.
ST. CATHERINE'S SCHOOL FOUNDATION 6001 GROVE AVENUE RICHMOND, VA 23226	NONE	PUBLIC	UNRESTRICTED	1,000.
Total				► 3a 131,221.
b Approved for future payment				
NONE				
Total				► 3b 0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	19.	
5 Net rental income or (loss) from real estate:			14	56,552.	
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	<3,876.>	
8 Gain or (loss) from sales of assets other than inventory			18	164,253.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		216,948.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	216,948.

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

Relationship of Activities to the Accomplishment of Exempt Purposes

FATHERREE FOUNDATION
C/O ANNE W. KENNY

Form 990-PF (2013)

54-6087147

Page 13

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

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
- (2) Other assets

b Other transactions:

- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitation

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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.

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.

— *With the author's permission* —

John A. Geary
Signature of officer or trustee

01/29/2011
Date

President

May the IRS discuss this return with the preparer shown below (see instr.)?

Signature of officer or trustee		Date	Date		
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	TRACI R. KUBE	<i>Traci R Kube</i>	4/29/2014		P00735726
	Firm's name ► MCGLADREY LLP			Firm's EIN ► 42-0714325	
Firm's address ► 7200 GLEN FOREST DR. STE. 200 RICHMOND, VA 23226			Phone no. 804-282-2121		

Fatherree Foundation

FEIN 54-6087147

Capital Gain Schedule - Form 990PF - Part IV

12/31/2013

Description	# of shares	Date purchased	Date sold	Proceeds	Basis	Gain (loss)
Albemarle Corp	505	09/01/2011	12/23/2013	\$ 31,854.90	\$ 25,431.55	\$ 6,423.35 L
Brookfield Property Partners	138	04/16/2013	07/12/2013	2,811.56	3,030.14	\$ (218.58) S
Ishares Nasdaq Biotech Index Fund	77	10/18/12	11/11/2013	15,814.08	11,162.91	\$ 4,651.17 S
Ishares Nasdaq Biotech Index Fund	216	10/18/12	11/15/2013	45,715.71	31,314.15	\$ 14,401.56 L
Ishares Nasdaq Biotech Index Fund	25	11/08/2012	11/15/2013	5,291.17	3,234.39	\$ 2,056.78 L
Microsoft Corp	2,606	Various	08/27/2013	87,567.38	70,847.46	\$ 16,719.92 L
News Corp (Stock Div)	532	7/1/13	08/22/2013	8,325.66	-	\$ 8,325.66 S
Price T Rowe Group	1,150	1/19/06	01/31/2013	82,069.18	46,351.33	\$ 35,717.85 L
Schlumberger	600	Various	04/18/2013	42,437.05	16,119.19	\$ 26,317.86 L
Twenty First Century Fox	2,129	02/02/2012	10/17/2013	72,809.90	40,562.56	\$ 32,247.34 L
Union Pacific	368	12/23/2011	06/06/2013	56,244.73	38,689.09	\$ 17,555.64 L
				450,941.32	286,742.77	164,198.54

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
MONEY FUND DIVIDENDS	19.	19.	19.
TOTAL TO PART I, LINE 3	19.	19.	19.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BROOKFIELD PPTY DIVIDENDS	3,012.	0.	3,012.	3,012.	3,012.
DAVENPORT & COMPANY	53,540.	0.	53,540.	53,540.	53,540.
TO PART I, LINE 4	56,552.	0.	56,552.	56,552.	56,552.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PLAINS ALL AMERICAN PIPELINE LP - PTP LIMITATION	415.	0.	0.
ENTERPRISE K1 - PTP LIMITATION	<4,338.>	0.	0.
PLAINS ALL AMERICAN PIPELINE LP - INTEREST & DIVIDENDS	25.	25.	0.
ENTERPRISE K1 - INTEREST & DIVIDENDS	2.	2.	0.
BROOKFIELD PROPERTY PARTNERS - INTEREST & DIVIDENDS	25.	25.	0.
BROOKFIELD PROPERTY PARTNERS - PASS THROUGH PORTFOLIO DEDUCTION	<5.>	<5.>	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	<3,876.>	47.	0.

FORM 990-PF	ACCOUNTING FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING FEE	3,150.	0.	0.	3,150.	
TO FORM 990-PF, PG 1, LN 16B	3,150.	0.	0.	3,150.	
FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT ADVISORY FEES	22,697.	22,697.	0.	0.	
TO FORM 990-PF, PG 1, LN 16C	22,697.	22,697.	0.	0.	
FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL TAX PAYMENT	1,185.	0.	0.	0.	
FOREIGN TAX PAID	1,639.	1,639.	0.	0.	
TO FORM 990-PF, PG 1, LN 18	2,824.	1,639.	0.	0.	
FORM 990-PF	CORPORATE STOCK			STATEMENT	7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE			
SEE ATTACHED PORTFOLIO SUMMARY	1,739,233.	3,157,799.			
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,739,233.	3,157,799.			

Fatherree Foundation
Portfolio Summary
12/31/2013
FEIN: 54-6087147
990-PF Part II
Schedule 1

Quantity	Stocks	Total Cost 12/31/12	Total Cost 12/31/13	Market Value
505	Ablemarle Corp	\$ 25,431.55	\$ -	-
169	Apple	14,095.92	14,095.92	58,346.08
1050	Berkshire Hathaway	37,494.11	37,494.11	124,488.00
348	Boeing	16,210.81	16,210.81	47,498.52
2413	Brookfield Asset Management	77,819.01	77,819.01	93,696.79
559	Capital One	24,843.64	24,843.64	42,824.99
1174	Carmax	8,391.99	8,391.99	55,201.48
600	Caterpillar Inc	26,222.38	26,222.38	54,486.00
391	Celgene Corp	-	49,037.19	66,066.48
675	Chevron Corp	38,613.11	38,613.11	84,314.25
1250	Colgate-Palmolive Co	39,290.82	39,290.82	81,512.50
575	ConocoPhilips	34,328.25	34,328.25	40,623.75
1258	Danaher Corp	32,831.58	34,498.56	99,202.00
788	DirecTV	-	47,184.73	54,419.28
950	Dominion Res Inc	27,613.74	27,613.74	61,455.50
2238	Enterprise Partnership	45,989.56	35,696.56	148,379.40
747	Express Scripts Holding	-	48,945.01	52,469.28
917	Exxon Mobil Corp	38,371.37	38,371.37	92,800.40
2914	GE	51,519.52	51,519.52	81,679.42
1959	General Motors Company	41,404.25	41,404.25	80,064.33
107	Google	43,159.15	43,159.15	119,915.97
318	Ishares Nasdaq Biotech Index Fund	45,711.45	-	-
1115	JP Morgan	37,511.68	37,511.68	65,205.20
1458	Lowes Companies Inc	36,498.30	36,498.30	72,243.90
197	Markel Corp	40,312.49	40,312.49	114,328.95
636	McDonalds Corp	53,491.61	53,491.61	61,711.08
2606	Microsoft Corp	70,847.46	-	-
798	National Oilwell Varco	54,974.94	54,974.94	63,464.94
2129	News Corp	40,562.56	-	-
606	Occidental Petroleum Corp	51,338.68	51,338.68	57,630.60
1935	Omnicom	72,176.36	72,176.36	143,905.95
2000	Oracle	44,000.00	44,000.00	76,520.00
625	PepsiCo Inc	35,659.97	35,659.97	51,837.50
2382	Plains All American LP	63,025.16	57,330.16	123,316.14
519	Praxair Inc	10,836.90	29,908.95	67,485.57
1150	Price T Rowe Group	46,351.33	-	-
761	Qualcomm Inc	28,074.81	28,074.81	56,504.25
781	Royal Dutch Schell	55,560.34	55,560.34	58,660.91
799	Smucker JM Company	61,550.60	61,550.60	82,792.38
600	Schlumberger	16,119.19	-	-
927	Target	46,471.69	46,471.69	58,651.29
3650	Tortoise Power and Energy	74,100.83	74,100.83	93,768.50
368	Union Pacific Corp	38,689.09	-	-
800	United Parcel Service	49,312.00	49,312.00	84,064.00
748	United Technologies Corp	34,098.88	34,098.88	85,122.40
466	Valeant Pharm Intl	-	49,054.38	54,708.40
1000	Verizon Communications	30,559.63	30,559.63	49,140.00
2173	Wells Fargo	62,511.88	62,511.88	97,292.20
Total		1,823,978.58	1,739,238.29	3,157,798.58

FORM 990-PF	OTHER ASSETS	STATEMENT	8
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ORGANIZATIONAL COSTS	250.	250.	0.
TO FORM 990-PF, PART II, LINE 15	250.	250.	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 SUBMITTED

ANNE W. KENNY
206 GUN CLUB ROAD
RICHMOND, VA 23221

TELEPHONE NUMBER

804-359-5863

FORM AND CONTENT OF APPLICATIONS

APPLICATIONS MUST BE IN WRITING AND INCLUDE SPECIFIC DETAILS REGARDING THE PURPOSE FOR THE REQUEST. AFTER CONSIDERATION OF THE INITIAL REQUEST, FURTHER INFORMATION MAY BE REQUESTED.

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

APPLICANTS MUST BE ORGANIZATIONS EXEMPT UNDER INTERNAL REVENUE CODE SECTION 501(C)(3).