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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2013

Open to Public Inspection

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

Name of foundation JOAN L AND ROBERT C GILKISON FAMILY FOUNDATION		A Employer identification number 54-6767925	
Number and street (or P O box number if mail is not delivered to street address) C/O HOWARD KLUTTZ 2000 K STREET NW ROOM/SUITE 800		Room/suite	
City or town, state or province, country, and ZIP or foreign postal code WASHINGTON, DC 20006		B Telephone number (see instructions)	
G Check all that apply <div><input type="checkbox"/> Initial return</div> <div><input type="checkbox"/> Initial return of a former public charity</div> <div><input type="checkbox"/> Final return</div> <div><input type="checkbox"/> Amended return</div> <div><input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Name change</div>		C If exemption application is pending, check here <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 2,739,024		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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 <input type="checkbox"/>	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	73,229			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	42,017	42,017		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	375,630			
	b Gross sales price for all assets on line 6a 1,379,793				
	7 Capital gain net income (from Part IV, line 2) . . .		375,630		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	490,876	417,647		
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	1,500			1,500
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	934	934		
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	23,474	23,474		
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	25,908	24,408		1,500
	25 Contributions, gifts, grants paid	139,500			139,500
	26 Total expenses and disbursements. Add lines 24 and 25	165,408	24,408		141,000
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	325,468			
	b Net investment income (if negative, enter -0-)		393,239		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	54,840	49,858	49,858
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	1,910,546	2,240,996	2,689,166
	c	Investments—corporate bonds (attach schedule).			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,965,386	2,290,854	2,739,024	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)		0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	1,965,386	2,290,854	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> 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 (see page 17 of the instructions)	1,965,386	2,290,854	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,965,386	2,290,854	

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	1,965,386
2	Enter amount from Part I, line 27a	2	325,468
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	2,290,854
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,290,854

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)
1 a	PUBLICLY TRADED SECURITIES	P		
b	PUBLICLY TRADED SECURITIES	P		
c	PUBLICLY TRADED SECURITIES	P		
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 118,967		112,627	6,340
b 982,421		819,807	162,614
c 223,823		71,729	152,094
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			6,340
b			162,614
c			152,094
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	375,630
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	6,340

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	125,919	2,094,198	0 060128
2011	111,046	2,250,068	0 049352
2010	91,215	2,146,718	0 042490
2009	116,500	1,897,759	0 061388
2008	22,292	2,256,792	0 009878

2 Total of line 1, column (d).	2	0 223236
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 044647
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	2,330,118
5 Multiply line 4 by line 3.	5	104,033
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	3,932
7 Add lines 5 and 6.	7	107,965
8 Enter qualifying distributions from Part XII, line 4.	8	141,000

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)		
1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	3,932
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3 Add lines 1 and 2.	3	3,932
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	3,932
6 Credits/Payments		
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	5,155
b Exempt foreign organizations—tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c	2,700
d Backup withholding erroneously withheld	6d	
7 Total credits and payments. Add lines 6a through 6d.	7	7,855
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached.	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	3,923
11 Enter the amount of line 10 to be Credited to 2014 estimated tax 3,923 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?	1a	Yes	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>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.</i>	1b		No
c Did the foundation file Form 1120-POL for this year?	1c		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2		No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5		No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> VA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>	8b	Yes	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address N/A				
14	The books are in care of GILKISON FAMILY FOUNDATION Telephone no (202) 261-0729 Located at 2000 K STREET NW WASHINGTON DC ZIP+4 20006			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here	15		
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	Yes	No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

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

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here.	<input checked="" type="checkbox"/>		
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?	<input type="checkbox"/> Yes	<input type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		
	If "Yes" to 6b, file Form 8870.			No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	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 (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JOAN L GILKISON C/O HOWARD KLUTTZ 2000 K ST NW 800 WASHINGTON, DC 20006	TRUSTEE 5 00	0	0	0
ANDREA NELSON C/O HOWARD KLUTTZ 2000 K ST NW 800 WASHINGTON, DC 20006	TRUSTEE 5 00	0	0	0
STUART GILKISON C/O HOWARD KLUTTZ 2000 K ST NW 800 WASHINGTON, DC 20006	TRUSTEE 5 00	0	0	0
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				

Part VIII

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

NONE

Total number of others receiving over \$50,000 for professional services. 1

Part IX-A

Expenses

1

Part IX-B

Amount

1 N/A

Total. Add lines 1 through 3

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	2,317,634
b	Average of monthly cash balances.	1b	47,968
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	2,365,602
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	2,365,602
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	35,484
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,330,118
6	Minimum investment return. Enter 5% of line 5.	6	116,506

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	116,506
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	3,932
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	3,932
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	112,574
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	112,574
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	112,574

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	141,000
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	141,000
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	3,932
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	137,068
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				112,574
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			56,242	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 141,000				
a Applied to 2012, but not more than line 2a			56,242	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2013 distributable amount.				84,758
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				27,816
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . .				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
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 XIVPrivate Operating Foundations (see instructions and Part VII-A, question 9)

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling.

b

Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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 XVSupplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1

Information Regarding Foundation Managers:

a

List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

JOAN L GILKISON

b

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

2

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

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

a

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

JOAN L GILKISON
C/O HOWARD KLUTTZ 2000 K ST NW 800
WASHINGTON, DC 20006
(202) 261-0729

b

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

STANDARD WRITTEN APPLICATION

c

Any submission deadlines

NONE

d

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

NONE

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			3a	139,500
b <i>Approved for future payment</i>				
Total			3b	

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

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.

1a(1)

No

2

Other assets.

1a(2)

No

b

Other transactions

1

Sales of assets to a noncharitable exempt organization.

1b(1)

No

2

Purchases of assets from a noncharitable exempt organization.

1b(2)

No

3

Rental of facilities, equipment, or other assets.

1b(3)

No

4

Reimbursement arrangements.

1b(4)

No

5

Loans or loan guarantees.

1b(5)

No

6

Performance of services or membership or fundraising solicitations.

1b(6)

No

c

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

1c

No

d

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

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a

Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes

☒ No

b

If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Signature of officer or trustee

2014-07-07

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

R BRUCE HALL

Preparer's Signature

Date

2014-07-16

Check if self-employed

☒

PTIN

P00744094

Firm's name

R BRUCE HALL & ASSOCIATES CPAS PLC

Firm's EIN

45-3363115

Firm's address


1818 LIBRARY ST STE 500 RESTON, VA 201906274

Phone no


(703) 435-1224

Form 990-PF (2013)

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
GROVE CHRISTIAN OUTREACH 8910-E POCAHONTAS TRAIL WILLIAMSBURG,VA 23185	NONE	PC	FEEDING THE HOMELESS	5,000
CAIRN UNIVERSITY 200 MANOR AVENUE LANGHORNE,PA 190472990	NONE	PC	FINANCIAL AID TO STUDENTS	12,500
DREAM CATCHERS PO BOX 1261 WILLIAMSBURG,VA 23187	NONE	PC	HORSES AND SPECIAL NEEDS CHILDREN	10,000
THE ARC OF GREATER WILLIAMSBURG 202-D PACKETS COURT WILLIAMSBURG,VA 23185	NONE	PC	PROVIDE ACTIVITY/CARE FOR DISABLED	5,000
DOCTORS WITHOUT BORDERS 333 SEVENTH AVE 2ND FLOO NEWYORK,NY 10001	NONE	PC	MEDICAL CARE WORLDWIDE	10,000
HOPE IN SOUTH AFRICA PO BOX 308 POOLESVILLE,MD 20837	NONE	PC	HIV/AIDS EDUCATION IN SOUTH AFRICA	10,000
JOSLIN DIABETES CENTER 1 JOSLIN PLACE BOSTON,MA 02215	NONE	PC	DIABETES RESEARCH	5,000
THESE NUMBERS HAVE FACES 17 SE 3RD AVE SUITE 507 PORTLAND,OR 97214	NONE	PC	HELP TO AFRICAN STUDENTS	10,000
HELP ME SEE 20 W 36TH ST STE 701 NEWYORK,NY 100188005	NONE	PC	CATARACT SURGERY TO THE BLIND	2,500
THE TREVOR PROJECT 8704 SANTA MONICA BLVD SUITE 200 WEST HOLLYWOOD,CA 90069	NONE	PC	CRISIS INTERVENTION/SUICIDE PREVENT	5,000
AVALON PO BOX 6805 WILLIAMSBURG,VA 23188	NONE	PC	EMERGENCY SHELTER	5,000
HERITAGE HUMANE SOCIETY 430 WALLER MILL ROAD WILLIAMSBURG,VA 23185	NONE	PC	HELP STRAY, UNWANTED ANIMALS	5,000
TRAVELERS AID INTERNATIONAL 1612 K STREET NW WASHINGTON,DC 20006	NONE	PC	HELP STRANDED PEOPLE RETURN HOME	1,000
MUSICARES 3030 OLYMPIC BOULEVARD SANTA MONICA,CA 90404	NONE	PC	HELP MUSIC PROFESSIONALS IN NEED	5,000
PENTUCKET PLAYERS 14 STEVENS STREET HAVERHILL,MA 01830		PC	THEATER FOR UNDERPRIVILIGED	3,500
Total  3a				139,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
AMNESTY INTERNATIONAL 5 PENN PLAZA NEW YORK,NY 100011810	NONE	GROUP	ADVANCE HUMAN RIGHTS	5,000
THE CENTER FOR LIVING AND LEARNING PO BOX 50272 NASHVILLE,TN 37205	NONE	PC	VOCATIONAL REHAB PROGRAM	5,000
SPOTLIGHT PLAYHOUSE 24 ESSEX STREET STE 2B HAVERHILL,MA 01832	NONE	PC	THEATER FOR UNDERPRIVILEGED	1,000
ONE MILLION LIGHTS PO BOX 444 PALO ALTO,CA 94302	NONE	PC	WATER PROJECT & SOLAR LIGHT	9,000
THE CARTER CENTER 453 FREEDOM PARKWAY ATLANTA,GA 30307	NONE	PC	HUMAN RIGHTS & DISEASE CONTROL	5,000
SIM PO BOX 7900 CHARLOTTE,NC 28241	NONE	PC	SUPPORT ASIAN ACCESS PROJECT	20,000
Total			 3a	139,500

<div>Schedule B</div> <div>(Form 990, 990-EZ, or 990-PF)</div> <div>Department of the Treasury Internal Revenue Service</div>	<div>Schedule of Contributors</div> <div>▶ Attach to Form 990, 990-EZ, or 990-PF.</div> <div>▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.</div>	<div>OMB No 1545-0047</div>
		<div>2013</div>
<div>Name of the organization</div> <div>JOAN L AND ROBERT C GILKISON FAMILY FOUNDATION</div>		<div>Employer identification number</div> <div>54-6767925</div>

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	<div><input type="checkbox"/> 501(c)() (enter number) organization</div> <div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation</div> <div><input type="checkbox"/> 527 political organization</div>
Form 990-PF	<div><input checked="" type="checkbox"/> 501(c)(3) exempt private foundation</div> <div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation</div> <div><input type="checkbox"/> 501(c)(3) taxable private foundation</div>

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer “No” on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

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

Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization JOAN L AND ROBERT C GILKISON FAMILY FOUNDATION	Employer identification number 54-6767925
--	---

Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **\$1,000 or less** for the year (Enter this information once See instructions) ▶ \$

Use duplicate copies of Part III if additional space is needed

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

TY 2013 Accounting Fees Schedule**Name:** JOAN L AND ROBERT C GILKISON

FAMILY FOUNDATION

EIN: 54-6767925

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	1,500			1,500

TY 2013 Compensation Explanation

Name: JOAN L AND ROBERT C GILKISON
FAMILY FOUNDATION

EIN: 54-6767925

Person Name	Explanation
JOAN L GILKISON	
ANDREA NELSON	
STUART GILKISON	

TY 2013 Investments Corporate Stock Schedule

Name: JOAN L AND ROBERT C GILKISON
FAMILY FOUNDATION

EIN: 54-6767925

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SEE ATTACHED-OPPENHEIMER 397	349,471	386,638
SEE ATTACHED-OPPENHEIMER 918	1,891,525	2,302,528

TY 2013 Other Expenses Schedule

Name: JOAN L AND ROBERT C GILKISON
FAMILY FOUNDATION

EIN: 54-6767925

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
INVESTMENT EXPENSE	23,474	23,474		

TY 2013 Taxes Schedule**Name:** JOAN L AND ROBERT C GILKISON

FAMILY FOUNDATION

EIN: 54-6767925

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	934	934		



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STATEMENT OF ACCOUNT



THE JOAN L & ROBERT C GILKISON
FAMILY FOUNDATION
302 RIVERS EDGE

Page	Account Number	Financial Advisor	Period Ending
3 of 7	G78-1350397	KLUTTZ HOWARD - 9A5	12/31/13

Portfolio Holdings

Some prices, current values and income estimates may be approximations, resulting in gains and losses not being accurately reflected. Unrealized gains and/or losses are computed from the supplied cost basis data and may not be accurate for tax reporting purposes. Items for which a cost basis was not available as of the statement period ending date are indicated by the symbol N/A. The total gains and/or losses do not reflect positions which we do not have cost information. Please contact your Financial Advisor if you believe any cost basis related data is inaccurate or if you require additional information.

Estimated Annual Income ("EAI") and Estimated Yield ("EY") are estimates only and do not indicate actual income or performance of investments. EAI and EY for certain types of securities could include a return of principal or capital gains, in which case the EAI and EY would be overstated. As EAI and EY are estimates, the actual income and yield might be lower or higher than the estimated amounts. EY reflects only the income generated by an investment and it does not reflect changes in its price, which may fluctuate.

Money Market Funds

(NOT FDIC INSURED)

Client may elect to liquidate any cash investment option at any time by contacting his/her Financial Advisor.

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	EY	EAI	Portfolio Percent
ADVANTAGE PRIMARY LIQ FD	CASH	9,470.7800	ADLXX	1.00000	1.00000	9,470.78	9,470.78	0.020%	1	2.20
TOTAL MONEY MARKET FUNDS...						9,470.78	9,470.78		1	2.20

Equities

Please note the following icon  appears to the right of the stock symbol of those securities which Oppenheimer has provided research coverage. If you wish to access such research you may visit the Client Access web site (www.opco.com) or speak with your Financial Advisor.

Common Stock

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
QIHOO 360 TECHNOLOGY CO LTD ADS	(Q) CASH	150	QIHU	87.68200	82.05000	13,152.30	12,307.50	(845)			2.86
SUB-TOTAL COMMON STOCK...						13,152.30	12,307.50	(845)			2.86
TOTAL EQUITIES...						13,152.30	12,307.50	(845)			2.86

COMMON STOCK HOLDINGS SUMMARY BY INDUSTRY CODE

(Q) 100% TECHNOLOGY

Mutual Funds

Closed End Funds

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
BLACKROCK CORPOR HI YLD FD VI CLOSED END	CASH	9.422	HYT	11.69230	12.17000	110,164.86	114,665.74	4,501	8.251%	9,461	26.67
H & Q HEALTHCARE INVESTORS SH BEN INT CLOSED END SBI/CBI	CASH	2.200	HQH	24.33550	26.97000	53,538.11	59,334.00	5,796	7.415%	4,400	13.80



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STATEMENT OF ACCOUNT



THE JOAN L & ROBERT C GILKISON
FAMILY FOUNDATION
PAS

Page	Account Number	Financial Advisor	Period Ending
3 of 10	G78-1350918	KLUTTZ, HOWARD - 9A5	12/31/13

Portfolio Holdings

Some prices, current values and income estimates may be approximations, resulting in gains and losses not being accurately reflected. Unrealized gains and/or losses are computed from the supplied cost basis data and may not be accurate for tax reporting purposes. Items for which a cost basis was not available as of the statement period ending date are indicated by the symbol N/A. The total gains and/or losses do not reflect positions which we do not have cost information. Please contact your Financial Advisor if you believe any cost basis related data is inaccurate or if you require additional information.

Estimated Annual Income ("EAI") and Estimated Yield ("EY") are estimates only and do not indicate actual income or performance of investments. EAI and EY for certain types of securities could include a return of principal or capital gains, in which case the EAI and EY would be overstated. As EAI and EY are estimates, the actual income and yield might be lower or higher than the estimated amounts. EY reflects only the income generated by an investment and it does not reflect changes in its price, which may fluctuate.

Money Market Funds

(NOT FDIC INSURED)

Client may elect to liquidate any cash investment option at any time by contacting his/her Financial Advisor.

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	EY	EAI	Portfolio Percent
ADVANTAGE PRIMARY LIQ FD	CASH	2,769.4000	ADLXX	1.00000	1.00000	2,769.40	2,769.40	0.020%		0.12
TOTAL MONEY MARKET FUNDS.....						2,769.40	2,769.40			0.12

Mutual Funds

Open End Funds

Description	Open Tran	Quantity	Average Price	Net Cost	Purchase Cost	Current Price	Market Value	Unrealized Gain/(Loss)	Net Value Increase/Decr	EY	EAI	Est Yield to Net Cost	Portfolio Percent
ALGER SMALL & MIDCAP GROWTH A OPEN END SYMBOL ALMAX		9,469.7380	11.84590	112,177.65	80,999.99	18.75000	177,557.58	65,380	96,557				7.70
	Purchases	7,727.6340	10.48186	80,999.99	80,999.99		144,893.13	63,893					
	Reinvestment	1,742.1040	17.89655	31,177.66			32,664.45	1,487					
ALGER SPECTRA FUND CLASS A OPEN END SYMBOL SPECX		10,392.6400	13.57306	141,059.96	124,443.56	17.51000	181,975.12	40,915	57,531				7.89
	Purchases	9,305.0920	13.37370	124,443.56	124,443.56		162,932.16	38,489					
	Reinvestment	1,087.5480	15.27877	16,616.40			19,042.96	2,427					
ARTISAN MID CAP VALUE FD INV OPEN END SYMBOL ARTQX		6,809.6830	21.06808	143,467.01	127,594.94	27.00000	183,861.44	40,394	56,266	0.867%	1,594	1.11	7.98
	Purchases	6,126.7520	20.82586	127,594.94	127,594.94		165,422.30	37,827					
	Reinvestment	682.9310	23.24110	15,872.07			18,439.13	2,567					
ARTISAN INTL VALUE FD INV OPEN END SYMBOL ARTKX		4,560.1430	33.18838	151,343.76	139,581.28	36.77000	167,676.45	16,333	28,095	2.510%	4,209	2.78	7.27
	Purchases	4,229.7360	32.99999	139,581.28	139,581.28		155,527.39	15,946					
	Reinvestment	330.4070	35.59997	11,762.48			12,149.06	387					
COHEN & STEERS REALTY SHS OPEN END SYMBOL CSRSX		2,713.2410	61.55000	167,000.00	167,000.00	62.82000	170,445.79	3,446	3,445	2.483%	4,232	2.53	7.39
	Purchases	2,713.2410	61.55000	167,000.00	167,000.00		170,445.79	3,446					



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STATEMENT OF ACCOUNT



THE JOAN L & ROBERT C GILKISON
FAMILY FOUNDATION
PAS

Page	Account Number	Financial Advisor	Period Ending
4 of 10	G78-1350918	KLUTTZ HOWARD - 9A5	12/31/13

Open End Funds

Description	Open Tran	Quantity	Average Price	Net Cost	Purchase Cost	Current Price	Market Value	Unrealized Gain/(Loss)	Net Value Increase/Decr	EY	EAI	Est Yield to Net Cost	Portfolio Percent
COHEN & STEERS INTL RLTY-A OPEN END SYMBOL IRFAX		14 431 9540	10 55261	152,294 91	102,020 13	11 34000	163,658 35	11,363	61,638	6 490%	10,621	6 97	7 10
	Purchases	9,614 5150	10 61105	102,020 13	102,020 13		109,028 59	7,008					
	Reinvestment	4,817 4390	10 43599	50,274 78			54,629 75	4,355					
COLUMBIA ACORN EMERGING MARKETS FD CL A OPEN END SYMBOL CAGAX		6,222 2470	12 77164	79 468 32	78,974 37	13 37000	83 191 44	3 723	4,217	0 598%	497	0 62	3 61
	Purchases	6,184 3670	12 77000	78,974 37	78,974 37		82,684 98	3,711					
	Reinvestment	37 8800	13 03986	493 95			506 45	13					
COLUMBIA DIVIDEND INCOME FUND CLASS Z OPEN END SYMBOL GSFTX		5,052 4200	16 87676	85,268 53	83 160 00	18 33000	92 610 85	7,342	9,450	1 938%	1,795	2 10	4 02
	Purchases	4,932 3840	16 86000	83,160 00	83,160 00		90,410 59	7,251					
	Reinvestment	120 0360	17 56581	2,108 53			2,200 25	92					
COLUMBIA SELECT LARGE-CAP VALUE FD OPEN END SYMBOL SLVAX		8,773 3660	16 06040	140,903 84	124,189 39	21 14000	185,468 95	44,565	61,279	1 192%	2 212	1 56	8 05
	Purchases	7 775 9360	15 97098	124,189 39	124 189 39		164,383 28	40,194					
	Reinvestment	997 4300	16 75751	16,714 45			21 085 67	4,371					
HENDERSON GLOBAL TECH A OPEN END SYMBOL HFGAX		7 577 7470	14 24989	107 982 08	106,714 79	26 79000	203,007 84	95,026	96,293				8 81
	Purchases	7,528 6080	14 17457	106,714 79	106,714 79		201,691 40	94,977					
	Reinvestment	49 1390	25 78990	1,267 29			1,316 43	49					
IVY ASSET STRATEGY FD A OPEN END SYMBOL WASAX		4,490 2860	25 70870	115,439 42	111,612 29	32 02000	143,778 95	28,340	32,166	0 468%	673	0 58	6 24
	Purchases	4,344 5810	25 69000	111,612 29	111,612 29		139,113 48	27,501					
	Reinvestment	145 7050	26 26629	3,827 13			4,665 47	838					
MFS INTL NEW DISCOVERY CL A OPEN END SYMBOL MIDAX		3,304 4120	23 33097	77,095 15	75,232 57	28 34000	93,647 03	16,552	18 414	1 058%	991	1 28	4 06
	Purchases	3,231 6410	23 27998	75,232 57	75,232 57		91,584 70	16,352					
	Reinvestment	72 7710	25 59508	1,862 58			2,062 33	200					
SUNAMERICA FOCUSED DIVIDEND STRATEGY FUND CL A OPEN END SYMBOL FDSAX		5,416 8240	16 08981	87,155 69	83,160 00	17 15000	92 898 53	5 743	9,738	2 060%	1 914	2 19	4 03
	Purchases	5,174 8600	16 06999	83,160 00	83 160 00		88 748 84	5,589					
	Reinvestment	241 9640	16 51357	3,995 69			4 149 68	154					
TEMPLETON GLOBAL INVT TR FRONTIER MARKETS FD CL A OPEN END SYMBOL TFMAX		4 616 0100	17 05363	78 719 73	76 633 89	18 21000	84,057 54	5 338	7,423	1 746%	1,467	1 86	3 65
	Purchases	4,497 2940	17 04000	76,633 89	76,633 89		81,895 72	5 262					
	Reinvestment	118 7160	17 56999	2,085 84			2,161 81	76					



Oppenheimer & Co. Inc.
85 Broad Street
New York, NY 10004
(212) 668-8000
Transacts Business on All Principal Exchanges

STATEMENT OF ACCOUNT



THE JOAN L & ROBERT C GILKISON
FAMILY FOUNDATION
PAS

Page 5 of 10
Account Number G78-1350918
Financial Advisor KLUTTZ, HOWARD - 9A5
Period Ending 12/31/13

Open End Funds

Description	Open Tran	Quantity	Average Price	Net Cost	Purchase Cost	Current Price	Market Value	Unrealized Gain/(Loss)	Net Value Increase/Decr	EY	EAI	Est Yield to Net Cost	Portfolio Percent
THORNBURG INTL VALUE FD-A OPEN END SYMBOL TGVAX		4,910 3370	26 66733	130,945 58	127 918 23	31 39000	154,135 47	23 190	26 217	0 764%	1,178	0 89	6 69
	Purchases	4,794 5360	26 68000	127 918 23	127,918 23		150,500 48	22,582					
	Reinvestment	115 8010	26 14269	3,027 35			3,634 99	608					
WELLS FARGO ADV ABSOLUTE RETURN FD CLA OPEN END SYMBOL WARAX		11 181 0360	10 84009	121,203 52	121 168 42	11 14000	124,556 74	3 353	3 388	1 453%	1,810	1 48	5 39
	Purchases	11,177 8990	10 83999	121,168 42	121,168 42		124,521 79	3,353					
	Reinvestment	3 1370	11 18903	35 10			34 94						
SUB-TOTAL OPEN END FUNDS.....				1,891,525 15			2,302,528 07	411,003			33,199		99.88
TOTAL MUTUAL FUNDS.....				1,891,525 15			2,302,528.07	411,003			33,199		99.88

Total Portfolio Holdings.....	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
	\$1,894,294.55	\$2,305,297.47	\$411,003	1.440%	33,200	100%

Transactions/Activity Detail

Date	Type	Quantity	Transaction	Description	Price/Entry	Amount
** BUY AND SELL TRANSACTIONS **						
12-16	CASH	2 713 24100	BOUGHT	COHEN & STEERS REALTY SHS PAS TRADE	61 55	167 000 00 DEBIT
Net Buy and Sell Transactions						\$167,000 00 DEBIT
** MISCELLANEOUS ACTIVITY **						
12-09	CASH	49 13900	JOURNAL	HENDERSON GLOBAL TECH A LT CAPITAL GAIN REINV @ 25 790 R/DTE 12/04/13 P/DTE 12/06/13	OPEN END ON 7528 6080 SHARES	1,267 29 DEBIT
12-11	CASH	3 13700	JOURNAL	WELLS FARGO ADV ABSOLUTE ST CAPITAL GAIN REINV @ 11 190 R/DTE 12/06/13 P/DTE 12/10/13	RETURN FD CLA ON 11181 0160 SHARES	35 10 DEBIT
12-12	CASH	35 47000	JOURNAL	MFS INTL NEW DISCOVERY CL A DIVIDEND REINVESTMENT @ 27 630 R/DTE 12/10/13 P/DTE 12/10/13	OPEN END ON 3268 9420 SHARES	980 03 DEBIT
12-12	CASH	118 71600	JOURNAL	TEMPLETON GLOBAL INVT TR DIVIDEND REINVESTMENT @ 17 570 R/DTE 12/09/13 P/DTE 12/12/13	FRONTIER MARKETS FD CLA ON 4534 7160 SHARES	2 085 84 DEBIT
12-13	CASH	37 88000	JOURNAL	COLUMBIA ACORN EMERGING DIVIDEND REINVESTMENT @ 13 040 R/DTE 12/10/13 P/DTE 12/11/13	MARKETS FD CLA ON 6184 3670 SHARES	493 95 DEBIT