Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation: OAKLAND FOUNDATION, INC.	A Employer identification number: 55-0754353
Number and street (or P O box number if mail is not delivered to street address): P.O. BOX 491 — Room/suite:	B Telephone number (see instructions): 802-253-5115
City or town, state or province, country and ZIP or foreign postal code: STOWE VT 05672	C If exemption application is pending, check here ▶ ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change	D 1 Foreign organizations, check here ▶ ☐ 2 Foreign organizations meeting the 85% test check here and attach computation ▶ ☐
H Check type of organization: ☐ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☒ Other taxable private foundation	E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 4,331,532 — J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I	Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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)				
2	Check ▶ ☒ if the foundation is **not** required to attach Sch B				
3	Interest on savings and temporary cash investments	4,815	4,815	4,815	
4	Dividends and interest from securities	142,862	139,762	142,862	
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	59,171			
b	Gross sales price for all assets on line 6a 490,675				
7	Capital gain net income (from Part IV, line 2)		59,171		
8	Net short-term capital gain			7,435	
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule) STMT 1	5,545	5,545	5,545	
12	**Total.** Add lines 1 through 11	212,393	209,293	160,657	
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	28,000			28,000
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) STMT 2	1,810			1,810
c	Other professional fees (attach schedule) STMT 3	17,198	17,198		
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 4	4,355			2,167
19	Depreciation (attach schedule) and depletion STMT 5				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (att sch) STMT 6	2,474			2,474
24	**Total operating and administrative expenses.** Add lines 13 through 23	53,837	17,198	0	34,451
25	Contributions, gifts, grants paid	164,100			164,100
26	**Total expenses and disbursements.** Add lines 24 and 25	217,937	17,198	0	198,551
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	-5,544			
b	**Net investment income** (if negative, enter -0-)		192,095		
c	**Adjusted net income** (if negative, enter -0-)			160,657	

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For Paperwork Reduction Act Notice, see instructions.

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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	13,933	-690	-690
	2	Savings and temporary cash investments	156,050	217,578	217,578
	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 (att schedule) ▶			
		Less allowance for doubtful accounts ▶ 0			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – U S and state government obligations (attach schedule) STMT 7	50,000	50,000	51,957
	b	Investments – corporate stock (attach schedule) SEE STMT 8	2,189,215	2,138,544	3,692,127
	c	Investments – corporate bonds (attach schedule) SEE STMT 9	344,513	344,475	370,560
	11	Investments – land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ 16,428			
		Less accumulated depreciation (attach sch) ▶ STMT 10 16,428			
	15	Other assets (describe ▶)			
	16	Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)	2,753,711	2,749,907	4,331,532
Liabilities	17	Accounts payable and accrued expenses	1,211	1,351	
	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)	1,211	1,351	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ 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 ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	3,091,339		
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	-338,839	2,748,556	
	30	**Total net assets or fund balances** (see instructions)	2,752,500	2,748,556	
	31	**Total liabilities and net assets/fund balances** (see instructions)	2,753,711	2,749,907	

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	2,752,500
2	Enter amount from Part I, line 27a	2	-5,544
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 11	3	1,600
4	Add lines 1, 2, and 3	4	2,748,556
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	2,748,556

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	ST CAPITAL GAIN DISTRIBUTIONS	P	VARIOUS	VARIOUS
b	SEE ATTACHED SCHEDULE	P	VARIOUS	VARIOUS
c	LTCG DISTRIBUTIONS			
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	7,435			7,435
b	456,544		431,504	25,040
c	26,696			26,696
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				7,435
b				25,040
c				26,696
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	59,171
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	7,435

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	179,120	3,906,469	0.045852
2011	179,790	3,811,930	0.047165
2010	153,793	3,524,952	0.043630
2009	146,705	3,296,119	0.044508
2008	173,535	3,697,684	0.046931

2	**Total** of line 1, column (d)	2	0.228086
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	0.045617
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	4,142,707
5	Multiply line 4 by line 3	5	188,978
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,921
7	Add lines 5 and 6	7	190,899
8	Enter qualifying distributions from Part XII, line 4	8	198,551

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b	1	1,921
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2	3	1,921
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	1,921
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 1,800		
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	1,800
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	121
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ Refunded ▶	11	

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ MRS. KATHERINE COPPOCK Telephone no ▶ 802-253-4550
808 BARROWS ROAD
Located at ▶ STOWE VT ZIP+4 ▶ 05672

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

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

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? **(Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No			
	If "Yes," list the years ▶ 20 , 20 , 20 , 20			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement – see instructions) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 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) N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

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

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

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

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

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? N/A **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945–5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If "Yes" to 6b, file Form 8870.

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (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
KATHERINE L. COPPOCK 808 BARROWS RD	STOWE VT 05672	PRESIDENT 16.00	14,000	0	0
JOHN S. LUTZ 1109 7TH STREET	PARKERSBURG WV 26101	VICE-PRES 6.00	7,000	0	0
ELIZABETH S. LUTZ 1131 7TH STREET	PARKERSBURG WV 26101	SECRETARY 6.00	7,000	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 ▶ 0

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

3 Five highest-paid independent contractors for professional services (see instructions). 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 ▶		

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 (see instructions)

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 ▶	

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	4,007,546
b	Average of monthly cash balances	1b	198,248
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	4,205,794
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	4,205,794
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)	4	63,087
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,142,707
6	**Minimum investment return.** Enter 5% of line 5	6	207,135

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	207,135
2a	Tax on investment income for 2013 from Part VI, line 5 2a 1,921		
b	Income tax for 2013 (This does not include the tax from Part VI) 2b		
c	Add lines 2a and 2b	2c	1,921
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	205,214
4	Recoveries of amounts treated as qualifying distributions	4	1,600
5	Add lines 3 and 4	5	206,814
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	206,814

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	198,551
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	198,551
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	1,921
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	196,630

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					206,814
2 Undistributed income, if any, as of the end of 2013					
a Enter amount for 2012 only				26,035	
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 ▶ $ 198,551					
a Applied to 2012, but not more than line 2a				26,035	
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					172,516
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					34,298
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 XIV Private 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 foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test – enter. (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test – enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year – see instructions.)

1 **Information Regarding Foundation Managers:**

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

N/A

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.

N/A

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

KATHERINE COPPOCK 802-253-4550
808 BARROWS RD STOWE VT 05672

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

SEE ATTACHED GUIDELINES

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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STATEMENT 12				164,100
Total			▶ 3a	164,100
b Approved for future payment N/A				
Total			▶ 3b	

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 (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion 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			14	4,815	
4 Dividends and interest from securities			14	142,862	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	5,545	
8 Gain or (loss) from sales of assets other than inventory			18	59,171	
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		212,393	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 212,393

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

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

▶ [signature] | 5/12/14 ▶ PRESIDENT

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed
MAC LICHTERMAN, CPA	[signature]	05/09/14	

Firm's name ▶	TENNEY & ASSOCIATES, LLC CPA'S	PTIN	P00575378
Firm's address ▶	1101 ROSEMAR ROAD, SUITE B	Firm's EIN ▶	31-1624928
	PARKERSBURG, WV 26105	Phone no	304-428-9711

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
LEHMAN BROS LITIGATION PROCEE	$ 5,545	$ 5,545	$ 5,545
TOTAL	$ 5,545	$ 5,545	$ 5,545

Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
TAX SERVICES	$ 1,810	$	$	$ 1,810
TOTAL	$ 1,810	$ 0	$ 0	$ 1,810

Statement 3 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
TRUSTEE FEES-UNITED BANK	$ 17,198	$ 17,198	$	$
TOTAL	$ 17,198	$ 17,198	$ 0	$ 0

Statement 4 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FEDERAL 990 TAX PMTS	$ 2,188	$	$	$
PAYROLL TAXES	2,142			2,142
WV ANNUAL REPORT	25			25
TOTAL	$ 4,355	$ 0	$ 0	$ 2,167

Federal Statements

Statement 5 - Form 990-PF, Part I, Line 19 - Depreciation

Description							
Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
CHAIR							
12/18/97	$ 543	$ 543	200DB	7	$	$	$
BOOKCASE							
1/12/97	76	76	200DB	7			
DELL COMPUTER							
1/02/02	2,382	2,382	200DB	5			
STAPLES PRINTER							
11/09/02	230	230	200DB	5			
COMPUTER EQUIPMENT							
12/31/97	8,645	8,645	200DB	5			
LAPTOP							
2/03/06	2,530	2,530	200DB	5			
DELL COMPUTER							
12/28/07	2,022	2,022	200DB	5			
TOTAL	$ 16,428	$ 16,428			$ 0	$ 0	$ 0

Statement 6 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
EXPENSES				
LICENSE				
POST OFFICE BOX RENT	148			148
POSTAGE	129			129
OFFICE SUPPLIES & EQUIPMENT	160			160
TELEPHONE	904			904
INTERNET	1,094			1,094
BANK FEES	41			41
ROUNDING ADJUSTMENT	-2			-2
TOTAL	$ 2,474	$ 0	$ 0	$ 2,474

Federal Statements

Statement 7 - Form 990-PF, Part II, Line 10a - US and State Government Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
WV ECON DEV AUTH 6.2% 11/1/24-14	$ 50,000	$ 50,000	COST	$ 51,957
TOTAL	$ 50,000	$ 50,000		$ 51,957

Statement 8 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
2414 AT&T	$ 64,614	$ 64,614	COST	$ 84,876
954 ABBOTT LABORATORIES	52,453	25,164	COST	36,567
3092 ALTRIA GROUP	65,049	65,049	COST	118,702
82 APPLE INC		40,076	COST	46,004
2,000 BARCLAYS PREFERRED STOCK	50,000	50,000	COST	50,660
13,021 CALAMOS CONVERTIBLE FUND	200,007	200,007	COST	213,672
4,858 CHEVRON	10,092	10,092	COST	606,813
2,606 CISCO SYSTEMS	50,021	50,021	COST	58,453
1,531 COCA COLA	44,507	44,507	COST	63,246
2,000 DB CONT CAP TRUST III	50,002	50,002	COST	51,920
9140.768 DOUBLELINE TOTAL RETURN FND		100,007	COST	98,537
4,800 EXXON MOBIL CORP	1,160	1,160	COST	485,760
9,183 FEDERATED TOTAL RETURN #328	100,000		COST	
16,805.996 FEDERATED TOTAL RETURN FD		183,246	COST	183,017
2.662 GENERAL ELECTRIC COMPANY	60,162	60,162	COST	74,616
1,048 HJ HEINZ CO	45,017		COST	
975 HONEYWELL INTL INC	45,595	45,595	COST	89,086
1,066 ILLINOIS TOOL WORKS COMMON	57,047	57,047	COST	89,629
1902 INTEL CORP	40,531	40,531	COST	49,366
1,325 ISHARES DJ SELECT DIVIDEND	77,664	77,664	COST	94,539
846 ITC HOLDINGS CORP COMMON	57,069	57,069	COST	81,064
800 JOHNSON & JOHNSON	36,408	36,408	COST	73,272
16,347 JP MORGAN MTG BACKED SEC FD	180,021		COST	
704 KINDER MORGAN ENERGY	45,026	45,026	COST	56,785
555 MCDONALDS CORP COMMON	54,950	54,950	COST	53,852
2,123 MICROSOFT CORP	55,030	55,030	COST	79,421
3,314 NJF CLOSED END FUND	79,171		COST	

Statement 8 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
9,149 PIMCO TOTAL RETURN FUND	$ 100,007	$ 100,007	COST	$ 97,804
3,111 PFIZER INC	62,556	62,556	COST	95,290
9,794 PIMCO FOREIGN BOND	100,007		COST	
23,981 RIDGEWORTH SEIX HIGH YIELD	200,007	200,007	COST	234,532
4,730 ROYCE TOTAL RETURN	50,007	50,007	COST	77,342
912 T ROWE PRICE GROUP INC	54,994	54,994	COST	76,398
14,514.33 T ROWE PRICE HIGH YLD FD	100,041	100,041	COST	103,776
7,923.93 TEMPLETON GLOBAL BOND FUND		100,007	COST	103,724
2,568.022 VANGUARD HI YIELD DIV INDX		57,498	COST	63,404
TOTAL	$ 2,189,215	$ 2,138,544		$ 3,692,127

Statement 9 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
AMGEN INC CORPORATE 3.45% 10/1/20	$ 47,495	$ 47,495	COST	$ 50,733
BERKSHIRE HATHAWAY 4.25% 1/15/21	50,373	50,336	COST	53,135
GOLDMAN SACHS 3.75% 3/15/17	50,005	50,004	COST	51,074
JP MORGAN CHASE 4.4% 7/22/20	48,745	48,745	COST	53,748
PITNEY BOWES INC 4.75% 1/15/16	48,392	48,392	COST	52,711
PRUDENTIAL FIN 5.5% 3/15/16	99,503	99,503	COST	109,159
TOTAL	$ 344,513	$ 344,475		$ 370,560

Statement 10 - Form 990-PF, Part II, Line 14 - Land, Building, and Equipment

Description	Beginning Net Book	End Cost / Basis	End Accumulated Depreciation	Net FMV
	$	$ 16,428	$ 16,428	$
TOTAL	$ 0	$ 16,428	$ 16,428	$ 0

Federal Statements

Statement 11 - Form 990-PF, Part III, Line 3 - Other Increases

Description	Amount
RECOVERIES OF UNUSED GRANTS	$ 1,600
TOTAL	$ 1,600

Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description
SEE ATTACHED GUIDELINES

Form 990-PF, Part XV, Line 2c - Submission Deadlines

Description
NONE

Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description
NONE

Federal Statements

Statement 12 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name / Address	Address / Relationship	Status	Purpose	Amount
HUMANE SOCIETY OF PARKERS PARKERSBURG WV 26101	29TH & POPLAR STREETS	PC	GENERAL SUPPORT	2,000
NORTH COUNTRY ANIMAL LEAG MORRISVILLE VT 05661	3524 LAPORTE ROAD	PC	GENERAL SUPPORT	3,000
ARTSBRIDGE PARKERSBURG WV 26102	925 MARKET STREET	PC	PURCHASE CANON COPIER	5,000
CATAMOUNT FILM AND ART COMPANY ST. JOHNSBURY VT 05819	115 EASTERN AVE.	PC	SUPPORT ARTIST RESIDENCY COMMUNITY A	3,000
FLYNN CENTER FOR THE PERFORMING ART BURLINGTON VT 05401	153 MAIN STREET	PC	DANCE CURRICULUM FOR ENGLISH LANGUAG	2,000
FRENDS OF FREE LIBRARY STOWE VT 05672	90 POND STREET	PC	PURCHASE TIME MANAGEMENT SOFTWARE FO	2,275
NEW YORK CITY BALLET NEW YORK NY 10023	20 LINCOLN CENTER PLAZA	PC	GENERAL SUUPORT	1,000
RIVER CITIES SYMPHONY ORCHESTRA PARKERSBURG WV 26102	PO BOX 477	PC	SUPPORT STUDENT MUSIC EDUCATION	3,500
SHELBURNE MUSEUM SHELBURNE VT 05482	PO BOX 10	PC	SUPPORT FALL/WINTER '14-'15 JEWELRY	5,000
THEATRE DE JEUNESSE CRESTON WV 26141	1011 CREST VIEW DRIVE	PC	PURCHASE YAMAHA KEYBOARD AND SUPPLIE	5,165
VERMONT PUBLIC TELEVISION COLCHESTER VT 05446	204 ETHAN ALLEN AVENUE	PC	PURCHASE DATA SYSTEM	2,000
VERMONT STUDIO CENTER JOHNSON VT 05656	80 PEARL ST	;PC	SUPPORT VERMONT ARTIST WEEK	2,500
GREEN MOUNTAIN CLUB WATERBURY CENTER VT 05677	4711 WATERBURY-STOWE ROAD	PC	SUPPORT OUTDOOR EDUCATION PROGRAM	2,500
LAMOILLE COUNTY PLANNING COMMISSION MORRISVILLE VT 05661	52 PORTLAND STREET	PC	RESTORE BARNES CAMP WETLAND BOARDWAL	2,000
NORTH BRANCH NATURE CENTER MONTPELIER VT 05602	713 ELM STREET	PC	EXPAND BIRD BANDING CENTER	3,140
TRUST FOR PUBLIC LAND MONTPELIER VT 05602	3 SHIPMAN PLACE	PC	CONSERVE FIVE PEAKS PROPERTY	5,000
AUDOBON VERMONT HUNTINGTON VT 05462	255 SHERMAN HOLLOW ROAD	PC	DEVELOP WILD CITY PROJECT	1,000

Federal Statements

Statement 12 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address / Relationship	Status	Purpose	Amount
GREENMONT ELEMENTARY SCHOOL VIENNA WV 26105	209 58TH STREET	PC	COMPLETE OUTDOOR LEARNING CENTER	3,000
TUCKER COUNTY HIGH SCHOOL HAMBLETON WV 26269	116 MOUNTAIN LION WAY	PC	2010, 2013 COLLEGE SCHOLARSHIP	3,000
VERMONT PUBLIC RADIO COLCHESTER VT 05446	365 TROY AVENUE	PC	SUPPORT JOURNALISM FUND	2,000
WEST VIRGINIA DIVISION OF FORESTRY CHARLESTON WV 25305	1900 KANAWHA BLVD., EAST	PC	REPRINT TREE IDENTIFICATION BOOK	3,000
FOUNDATINO OF MON GENERAL HOSPITAL MORGANTOWN WV 26505	1200 J.D. ANDERSON DRIVE	PC	PURCHASE SIMJUNIOR SIMULATOR	3,000
GOOD SAMARITAN CLINIC PARKERSBURG WV 26105	418 GRAND PARK DR. STE 31	PC	UPGRADE PHARMACY COMPUTER SYSTEM	2,500
LEUKEMIA AND LYMPHOMA SOC ALBANY NY 12205	5 COMPUTER DR W STE 100	PC	SUPPORT BURLINGTON, VT LIGHT THE NIG	500
CITY OF PARKERSBURG PARKERSBURG WV 26102	1 GOVERNMENT SQUARE	PC	SUPPORT POINT PARK MARKET SQUARE	5,000
HERITAGE WINOOSKI COLCHESTER VT 05439	ST MICHAEL'S COLL BOX 181	PC	UPDATE MUSEUM CURRICULUM GUIDE	1,135
SHELBURNE FARMS SHELBURNE VT 05482	1611 HARBOR ROAD	PC	RESTORE SHELBURNE INN FORMAL GARDENS	6,000
VERMONT HISTORICAL SOCIETY BARRE VT 05641	60 WASHINGTON ST.	PC	UPDATE MATERIAL ON ABENAKI AMERICAN	5,000
CATHOLIC CHARITIES OF WEST VIRGINIA WHEELING WV 26003	2000 MAIN STREET	PC	GENERAL SUPPORT	500
ST. FRANCIS XAVIER CHURCH PARKERSBURG WV 26101	532 MARKET STREET	PC	GENERAL SUPPORT	5,000
ALTRUSA INTERNATIONAL PARKERSBURG WV 26101	400 MARKET STREET	PC	EDUCATIONAL FIELD TRIPS AND LUNCHEON	1,300
ARTS BUS PROJECT RANDOLPH VT 05060	67 MAIN STREET	PC	FUND BOOK "CHILDREN, TRAMA AND "	2,500
CANAAN VALLEY VOLUNTEER FIRE DEPART DAVIS WV 26260	W VIRGINIA 32	PC	GENERAL SUPPORT	1,000
CENTRAL VERMONT ADULT BASIC EDUCATI MONTPELIER VT 05602	59 ELM ST.	PC	REPLACE COMPUTER SYSTEM	2,500

Statement 12 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address / Relationship	Status	Purpose	Amount
CHALLENGED ATHLETES AT TIMBERLINE DAVIS WV 26260	8203 FLAG RUN	PC	GENERAL SUPPORT	3,000
COURT APPOINTED SPECIAL ADVOCATES MARTINSBURG WV 25401	336 SOUTH QUEEN STREET	PC	TRAINING OF TWENTY-FOUR CASA ADVOCAT	3,000
GREATER BURLINGTON YMCA BURLINGTON VT 05401	266 COLLEGE STREET	PC	PURCHASE AQUALIFT CHAIR FOR POOL	3,000
HOME SHARE NOW BARRE VT 05641	115 NORTH MAIN STREET	PC	EXPAND SERVICE AREA	3,000
HOWARD CENTER BURLINGTON VT 05401	208 FLYNN AVE. STE. 3J	PC	PURCHASE COMMERICIAL KITCHEN EQUIPME	5,000
LAMOILLE COMMUNITY FOOD SHARE MORRISVILLE VT 05661	197 HARREL ST.	PC	PURCHASE PERSONAL ITEMS FOR DISTRI.	2,000
LINKING LEARNINGS TO LIFE BURLINGTON VT 05408	52 INSTITUTE RD.	PC	SUPPORT READY, SET, WORK PROGRAM	2,000
MUJERES UNIDAS EN JUSTICIA NARANJA FL 33032	27112 S DIXIE HWY	PC	SUPPORT DAY OF GIVING	1,500
PARKERSBURG COALITION FOR THE HOMEL PARKERSBURG WV 26101	413 8TH STREET	PC	SUPPORT HOUSE TO HOME PROJECT	5,000
PARKERSBURG DAY NURSERY PARKERSBURG WV 26101	1021 MARKET STREET	PC	GENERAL SUPPORT	3,000
PLANNED PARENTHOOD OF NEW ENGLAND BURLINGTON VT 05401	128 LAKESIDE AVE. STE 301	PC	SUPPORT IPAD PROJECT	4,785
RESOURCE BURLINGTON VT 05401	266 PINE STREET	PC	PROVIDE VOUCHERS FOR LOW-INCOME FAMI	3,000
SCOTTIE'S PLACE PETERSTOWN WV 24963	PO BOX 905	PC	REPLACE GUTTERS ON PIONEER LODGE	3,000
VALLEY WOODWORKERS OF WV DUNBAR WV 25064	302 12TH STREET	PC	PURCHASE MATERIALS FOR SALVATION ARM	2,300
VERMONT COMMUNITY GARDEN NETWORK BURLINGTON VT 05401	12 NORTH STREET STE 5	PC	TRAINING ON COMMUNITY AND SCHOOL	2,500
VERMONT FOODBANK BARRE VT 05641	33 PARKER ROAD	PC	SUMMER FOOD SERVICE PROGRAM	2,500
VERMONT WORKS FOR WOMEN WINOOSKI VT 05404	32A MALLETTS BAY AVE.	PC	SUPPORT DIRT DIVAS PROGRAM	2,500

Federal Statements

Statement 12 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address / Relationship	Status	Purpose	Amount
WOOD COUNTY HABITAT FOR HUMANITY	PO BOX 462			
PARKERSBURG WV 26102		PC	PURCHASE SOLAR GENERATOR	2,500
BIG REDS FOOTBALL BOOSTERS	2101 DUDLEY AVENUE			
PARKERSBURG WV 26101		PC	RENOVATION OF PARKERSBURG HIGH SCHOO	5,000
CIRCUS SMIRKUS	1 CIRCUS ROAD			
GREENSBORO VT 05841		PC	COLLABORATION WITH SECUELA NATIONAL	1,000
CRISS SCHOOL PARENT TEACHER ASSOCAT	2800 22ND ST.			
PARKERSBURG WV 26104		PC	PURCHASE BLEACHER SYSTEM	3,000
SOMALI BANTU COMMUNITY ASSO. OF VER	87 ELM ST. #21			
WINOOSKI VT 05404		PC	SUPPORT THE JUBA STAR SOCCER CLUB	2,500
STOWE SCHOOL DISTRICT	PO BOX 340			
MORRISVILLE VT 05661		PC	SUPPORT FRIENDS OF STOWE REC PATH	2,000
TOTAL				164,100

GUIDELINES AND REVIEW PROCEDURES

Oakland Foundation grants are available for West Virginia and northern Vermont tax-exempt 501 (c) (3) organizations in the areas of social services, the arts, education, the environment, health and historic preservation, with an emphasis on social services. Grants are not made to individuals, capital campaigns, for emergency or deficit funding, or for administrative or startup costs.

Please note that the Oakland Foundation is a small family foundation and receives requests totaling four to five times the amount available for distribution.

Three collated sets of the grant application form and all related materials should be sent to The Oakland Foundation, PO Box 3680, Parkersburg, WV 26103

1. Proposals should include the Oakland Foundation grant application form as well as a cover letter setting forth specific objectives, a detailed estimated project budget and the organization's financial statement, including a copy of the most recent IRS Form 990, if one is filed.

2. **Federal** tax-exempt 501(c)(3) status of the applicant under the Internal Revenue Code **must** be documented. State tax exemption certificates do NOT satisfy this requirement.

3. The Foundation's grant program emphasizes institutions and organizations serving the people of the states of West Virginia and northern Vermont.

4. The Foundation will generally consider only one application from an organization in any given year. Applications for the same project in successive years might not be granted.

5. Specific projects are preferred rather than requests for general operating funds. We want to enable self-supporting non-profit organizations to accomplish projects that they otherwise might not be able to do, rather than provide funds for general support.

6. Grant applications of $5000 or less are given priority.

7. Follow-up reports are required upon completion of the project. Organizations which do not submit follow-up reports in a timely fashion will not be considered for further grants.

8. Do not fax, email, or send grants by Federal Express. Allow sufficient time for the post office to receive grants by the due date. Do not submit proposals in binders, covers, or folders. Do not include books, tapes, etc.

REVIEW PROCEDURES

The Directors meet quarterly to consider grant requests Applications must be received by March 1, June 1, September 1, or December 1. Grants will be awarded by the end of those months Grants received after the deadline will be included in the following quarter

[redacted]

UNITED BANK, INC.

Realized Gain/Loss Report

Run on 4/29/2014 4:21:52 PM
Start Date: 01/01/2013
End Date: 12/31/2013
Administrator: JANE SARGENT 304-424-8605

Account: 1090000340
OAKLAND FOUNDATION, INC.

Description	Sold	Acquired	Proceeds	Cost	Gain/Loss Covered
** LONG TERM CAPITAL GAIN (LOSS)					
675 SHARES OF HJ HEINZ CO COMMON	06/10/2013	06/03/2009	48,937.50	25,021.02	23,916.48
373 SHARES OF HJ HEINZ CO COMMON	06/10/2013	05/04/2012	27,042.50	19,995.64	7,046.86 Covered
9149.131 SHARES OF JPMCHASE MORTGAGE - BACKED SECURITIES FUND	08/27/2013	01/06/2010	103,202.20	100,007.00	3,195.20
4504.505 SHARES OF JPMCHASE MORTGAGE - BACKED SECURITIES FUND	08/27/2013	05/12/2010	50,810.81	50,007.00	803.81
2692.998 SHARES OF JPMCHASE MORTGAGE - BACKED SECURITIES FUND	08/27/2013	05/27/2010	30,377.02	30,007.00	370.02
9794.319 SHARES OF PIMCO FOREIGN BOND (UNHEDGED) I	08/27/2013	10/09/2009	98,523.85	100,007.00	1,483.15-
399 SHARES OF ABBVIE INC COMMON	08/27/2013	10/09/2009	17,055.01	10,414.01	6,641.00
235 SHARES OF ABBVIE INC COMMON	08/27/2013	11/28/2011	10,044.93	6,490.63	3,554.30 Covered
320 SHARES OF ABBVIE INC COMMON	08/27/2013	05/04/2012	13,678.21	10,383.84	3,294.37 Covered
1499.048 SHARES OF ALLIANZGI NFJ DIV, INT & PREMIUM STRATEGY FUND	08/27/2013	02/23/2005	25,725.36	37,476.20	11,750.84-
40.402 SHARES OF ALLIANZGI NFJ DIV, INT & PREMIUM STRATEGY FUND	08/27/2013	01/19/2006	693.35	900.00	206.65-
1700 SHARES OF ALLIANZGI NFJ DIV, INT & PREMIUM STRATEGY FUND	08/27/2013	02/22/2006	29,173.93	39,093.62	9,919.69-
74.55 SHARES OF ALLIANZGI NFJ DIV, INT & PREMIUM STRATEGY FUND	08/27/2013	07/18/2006	1,279.36	1,701.00	421.64-
** TOTAL LONG TERM CAPITAL GAIN (LOSS)			456,544.03	431,503.96	25,040.07
** SHORT TERM CAPITAL GAINS DIVIDENDS					
4730.39 BASIS SHARES OF ROYCE TOTAL RETURN FUND - INST					653.74

9149.131 BASIS SHARES OF PIMCO TOTAL RETURN FUND			105.20
23980.815 BASIS SHARES OF RIDGEWORTH SEIX HIGH YIELD FUND CLASS I			501.68
13020.833 BASIS SHARES OF CALAMOS CONVERTIBLE FUND CLASS I CLOSED TO NEW INVESTORS			6,174.74
** TOTAL SHORT TERM CAPITAL GAINS DIVIDENDS	0.00	0.00	7,435.36
** LONG TERM CAPITAL GAINS DIVIDENDS			
4730.39 BASIS SHARES OF ROYCE TOTAL RETURN FUND - INST			6,048.28
14514.33 BASIS SHARES OF T ROWE PRICE HIGH YIELD FUND INVESTOR CLASS CLOSED TO NEW INVESTORS			145.14
9149.131 BASIS SHARES OF PIMCO TOTAL RETURN FUND			550.40
7923.93 BASIS SHARES OF TEMPLETON GLOBAL BOND FUND			24.56
23980.815 BASIS SHARES OF RIDGEWORTH SEIX HIGH YIELD FUND CLASS I			8,043.16
13020.833 BASIS SHARES OF CALAMOS CONVERTIBLE FUND CLASS I CLOSED TO NEW INVESTORS			11,096.48
16805.996 BASIS SHARES OF FEDERATED TOTAL RETURN INSTL SHS #328			787.94
** TOTAL LONG TERM CAPITAL GAINS DIVIDENDS	0.00	0.00	26,695.96

SUMMARY

Description	Amount
** SUMMARY OF CAPITAL GAINS AND LOSSES **	
TOTAL SHORT TERM CAPITAL GAIN (LOSS)	0.00
TOTAL SHORT TERM CAPITAL GAINS DIVIDENDS	7,435.36
NET SHORT TERM CAPITAL GAIN (LOSS)	7,435.36

TOTAL LONG TERM CAPITAL GAIN (LOSS)	25,040.07
TOTAL LONG TERM CAPITAL GAINS DIVIDENDS	26,695.96
TOTAL 28% RATE CAPITAL GAINS DIVIDENDS	0.00
TOTAL SEC 1250 CAPITAL GAINS DIVIDENDS	0.00
TOTAL SEC 1202 CAPITAL GAINS DIVIDENDS	0.00
NET LONG TERM CAPITAL GAIN (LOSS)	51,736.03
NET CAPITAL GAIN (LOSS)	59,171.39
TOTAL GAIN/LOSS FROM SALES WITH UNKNOWN COST/ACQUISITION DATE	0.00