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

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2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation Esbenshade Foundation		A Employer identification number 55-0779947
Number and street (or P O box number if mail is not delivered to street address) 166 60th Street	Room/suite	B Telephone number (see instructions) 304-295-3311
City or town, state or province, country, and ZIP or foreign postal code Vienna, WV 26105		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 2,806,746	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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)	294,447			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	8	8		
	4 Dividends and interest from securities	40,977	40,977		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	70,195			
	b Gross sales price for all assets on line 6a 263,676				
	7 Capital gain net income (from Part IV, line 2)		70,195		
	8 Net short-term capital gain			0	
	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)					
12 Total. Add lines 1 through 11	405,627	111,180			
Operating and Administrative Expenses	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)				
	c Other professional fees (attach schedule)	12,871	12,871		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	2,442	2,417		25
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	167	167		
	24 Total operating and administrative expenses. Add lines 13 through 23				
	25 Contributions, gifts, grants paid	222,700			222,700
26 Total expenses and disbursements. Add lines 24 and 25	238,180	15,455		222,725	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	167,447				
b Net investment income (if negative, enter -0-)		95,725			
c Adjusted net income (if negative, enter -0-)					

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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			
	2	Savings and temporary cash investments	183,999	240,453	240,453
	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		175	175
	10a	Investments—U.S. and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	1,317,299	1,428,113	2,566,118
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment: basis ▶			
Liabilities		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)	1,501,298	1,668,741	2,806,746
	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)			
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here <input type="checkbox"/>			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/>			
	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 instructions)	1,501,298	1,668,741	
	31	Total liabilities and net assets/fund balances (see instructions)	1,501,298	1,668,741	

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	1,501,298
2	Enter amount from Part I, line 27a	2	167,447
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,668,741
5	Decreases not included in line 2 (itemize) ▶	5	1,668,741
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Statements #1 and #2				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(j) FMV as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }				2 70,195
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 (192)

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.

(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	441,000	2,062,144	.21385
2011	12,183	1,809,128	.00673
2010	30,750	1,406,594	.02186
2009	65,000	1,043,961	.06226
2008	43,000	1,137,025	.03781
2 Total of line 1, column (d)			2 .34251
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 .068502
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 2,413,421
5 Multiply line 4 by line 3			5 165,324
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 957
7 Add lines 5 and 6			7 166,281
8 Enter qualifying distributions from Part XII, line 4 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.			8 222,725

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1		957
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		957
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		957
6	Credits/Payments:			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a		
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		0
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		957
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?		✓
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?		✓
If the answer is "Yes" to 1a or 1b , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		
1c Did the foundation file Form 1120-POL for this year?		✓
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ _____ (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.		✓
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		✓
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		✓
4b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		✓
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?		
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	✓	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶		
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	✓	
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		✓
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	✓	

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		✓
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		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	
Website address ▶				
14	The books are in care of ▶ <u>Michael D Cain</u>	Telephone no. ▶	<u>304-295-3311</u>	
	Located at ▶ <u>166 60th Street, Vienna, WV</u>	ZIP+4 ▶	<u>26105-8002</u>	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here. ▶ <input type="checkbox"/>	and enter the amount of tax-exempt interest received or accrued during the year ▶ <u>15</u>		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶				✓

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	
Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>		
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.)	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	✓
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	✓

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 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	<input checked="" type="checkbox"/>
	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?	<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
Harry H Esbenshade III 4403 3rd Avenue, Vienna, WV 26105	President <1	0	0	0
Thomas R Davies 1104 Greenmont Circle, Vienna, WV 26105	Vice President <1	0	0	0
Michael D Cain 10665 Glendale Road, Cairo, WV 26337	Secy/Treas <1	0	0	0
Bryan J Ream 1309 Greenmont Circle, Vienna, WV 26105	Director <1	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 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 None	
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 None	
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	2,263,910
b	Average of monthly cash balances	1b	186,263
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	2,450,173
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	2,450,173
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	36,752
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,413,421
6	Minimum investment return. Enter 5% of line 5	6	120,671

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	120,671
2a	Tax on investment income for 2013 from Part VI, line 5	2a	957
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	957
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	119,714
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	119,714
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	119,714

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	222,725
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	222,725
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	222,725

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				119,714
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0	
b Total for prior years: 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009 17,588				
c From 2010				
d From 2011				
e From 2012 351,780				
f Total of lines 3a through e	369,368			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 222,725				
a Applied to 2012, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions)		0		
c Treated as distributions out of corpus (Election required—see instructions)	0			
d Applied to 2013 distributable amount				119,714
e Remaining amount distributed out of corpus	103,911			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	472,379			
b Prior years' undistributed income. Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0		
d Subtract line 6c from line 6b. Taxable amount—see instructions				
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	0			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	472,379			
10 Analysis of line 9:				
a Excess from 2009 17,588				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012 351,780				
e Excess from 2013 119,424				

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)

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 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).)

Harry H Esbenshade III

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

None

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

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

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

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

- c** Any submission deadlines:

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

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

<div>Recipient</div> <div>Name and address (home or business)</div>	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 <i>Paid during the year</i>				
Duke University PO Box 90600 Durham, NC 27708 Marietta College Annual Fund 215 Fifth Street Marietta, OH 45750			Duke Annual Fund Marietta College Annual F	12,500 2,500
The Hill School 717 East High Street Pottstown, PA 19464			The Hill School Annual Fu	2,000
Vienna Elementary School 700 41st Street Vienna, WV 26105			Winter Clothing	3,300
Kanawha Elementary School 6465 Staunton Pike Davisville, WV 26142			Winter Clothing	3,700
Worthington Elementary School 2500 36th Street Parkersburg, WV 26104			Winter Clothing	3,700
Duke University 614 W Main Street Durham, NC 27708			Esbensshade Professorship	100,000
The Hill School 717 East High Street Pottstown, PA 19464			Green St Faculty Village	70,000
Duke University Box 90561 Durham, NC 27708			Scholarship Fund	25,000
Total			3a	222,700
b <i>Approved for future payment</i>				
None				
Total			3b	

Enter gross amounts unless otherwise indicated.

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					
4	Dividends and interest from securities					
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory					
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)					
13	Total. Add line 12, columns (b), (d), and (e)					

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

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.)
----------------------	---

[illegible]

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? | Yes | No |
| a Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| (1) Cash | 1a(1) | ✓ |
| (2) Other assets | 1a(2) | ✓ |
| b Other transactions: | | |
| (1) Sales of assets to a noncharitable exempt organization | 1b(1) | ✓ |
| (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | ✓ |
| (3) Rental of facilities, equipment, or other assets | 1b(3) | ✓ |
| (4) Reimbursement arrangements | 1b(4) | ✓ |
| (5) Loans or loan guarantees | 1b(5) | ✓ |
| (6) Performance of services or membership or fundraising solicitations | 1b(6) | ✓ |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | ✓ |
| 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. | | |

[illegible]

- 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 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.

**Sign
Here**

Michael D. Cain
Signature of officer or trustee

5/13/14
Date

Secretary/Treasurer
Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if self-employed

PTIN

Firm's name ▶

Firm's EIN ▶

Firm's address ►

Phone no

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Name of the organization

Esbenshade Foundation

Employer identification number

55-0779947

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☐ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck 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 33 1/3 % 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 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 to 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 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization Esbenshade Foundation	Employer identification number 55-0779947
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	The Laurel Management Group, Inc. PO Box 5341 Vienna, WV 26105-5341	\$ 15,000	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2	Tri-State Roofing & Sheet Metal Co of OH PO Box 188 Davisville, WV 26142	\$ 22,000	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
3	Tri-State Roofing & Sheet Metal Co of WV PO Box 1231 Charleston, WV 25324-1231	\$ 20,000	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
4	Service Roofing & Sheet Metal Co PO Box 1864 Greenville, NC 27835-1864	\$ 20,000	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
5	The Mountain Company PO Box 5310 Vienna, WV 26105-5310	\$ 15,000	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
6	Whitley/Service Roofing & Sheet Metal Co PO Box 13085 Richmond, VA 23225-3085	\$ 15,000	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization Esbenshade Foundation	Employer identification number 55-0779947
--	---

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	Harry H Esbenshade III 4403 3rd Avenue Vienna, WV 26105-1807	\$ 294,447	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
8	Tri-State Roofing & Sheet Metal Co of KY PO Box 56 Lexington, KY 40588-0056	\$ 16,000	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization Esbenshade Foundation	Employer identification number 55-0779947
---	--

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
7	630 shs Advance Auto Parts, Inc ----- ----- -----	\$ 64,184	Oct 25, 2013
7	100 shs American Express Co ----- ----- -----	\$ 8,470	Dec 4, 2013
7	350 shs Chesapeak Energy Corp ----- ----- -----	\$ 9,482	Dec 4, 2013
7	200 shs J P Morgan Chase & Co ----- ----- -----	\$ 11,368	Dec 4, 2013
7	100 shs Lowes Companies, Inc ----- ----- -----	\$ 4,656	Dec 4, 2013
7	400 shs Phillip Morris Intl Inc ----- ----- -----	\$ 34,210	Dec 4, 2013

Name of organization Esbenshade Foundation	Employer identification number 55-077947
---	---

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
7	100 shs Proctor & Gamble Co ----- ----- -----	\$ 8,289	Dec 4, 2013
7	100 shs Sherwin Williams Co ----- ----- -----	\$ 17,973	Dec 4, 2013
7	100 shs Valeant Pharm Intl Inc ----- ----- -----	\$ 10,815	Dec 4, 2013
	----- ----- -----	\$	
	----- ----- -----	\$	
	----- ----- -----	\$	
	----- ----- -----	\$	

ESBENSHADE FOUNDATION
990-PF 2013

55-0779947

SCHEDULE IN SUPPORT OF Part 1 - Item 16c

Other professional fees

Gardner Russo & Gardner	
Investment advisory fees	9,506
Shafer Cullen Capital Management	
Investment advisory fees	2,681
Ruane, Cunniff & Goldfarb	
Investment advisory fees	684
Total	12,871

SCHEDULE IN SUPPORT OF Part 1 - Item 18

Taxes

State of West Virginia	25
Foreign tax paid on dividends received	2,417
Total	2,442

SCHEDULE IN SUPPORT OF Part 1 - Item 23

ADR fees	150
Foreign custody fees	17
Total	167

ESBENSHADE FOUNDATION

55-0779947

990-PF 2013

Schedule in support of Part II, Item 10b

<u>SYM</u>	<u>COMPANY</u>	<u># OF SHARES</u>	<u>AVG COST PER SHARE</u>	<u>TOTAL COST</u>	<u>12/31/13 QUOTE</u>
AGCO	AGCO Corp.	160	57.78	9,245	9,470
AAP	Advance Auto Parts, Inc.	8	83.70	670	885
ALR	Alere, Inc.	335	24.07	8,064	12,127
MO	Altria Group, Inc.	825	18.26	15,063	31,672
AXP	American Express	315	96.24	30,317	28,580
BUD	Anheuser-Busch, Inc.	525	53.93	28,311	55,892
ASNA	Ascena Retail Group	610	18.45	11,257	12,908
AVT	Avnet, Inc.	295	27.93	8,239	13,012
BWC	Babcock & Wilcox Co.	280	22.26	6,232	9,573
OZRK	Bank of The Ozarks, Inc.	180	18.72	3,369	10,186
BBG	Bill Barrett Corp.	520	20.12	10,462	13,926
BWA	Borg Warner, Inc	60	31.13	1,868	3,355
BTAFF	British American Tobacco	575	29.50	16,961	30,831
Bf.a	Brown Foreman Corp Cl A	412	31.91	13,149	30,393
CRL	Charles River Laboratories	125	35.07	4,384	6,630
CHK	Chesapeake Energy Corp.	1,210	20.26	24,511	32,839
CVX	Chevron Corp	150	60.08	9,011	18,737
CFRUF	CIE Finance Richemont	750	20.65	15,490	74,907
XEC	Cimarex Energy Co.	130	65.52	8,517	13,638
KO	Coca Cola Co	1,400	23.55	32,970	57,834
CYH	Community Health Systems	180	22.16	3,988	7,069
CPA	Copa Holdings SA	50	54.04	2,702	8,005
CBRL	Cracker Barrel Old Country	25	48.96	1,224	2,752
COIHF	Croda Intl PLC	500	29.60	14,800	20,347

ESBENSHADE FOUNDATION

55-0779947

990-PF 2013

Schedule in support of Part II, Item 10b

<u>SYM</u>	<u>COMPANY</u>	<u># OF SHARES</u>	<u>AVG COST PER SHARE</u>	<u>TOTAL COST</u>	<u>12/31/13 QUOTE</u>
CVBF	CVB Financial Corp.	440	8.29	3,648	7,511
DGEAF	Diageo PLC	1,000	14.48	14,479	33,120
DG	Dollar General Corp.	1,000	49.83	49,825	60,320
XOM	Exxon Mobil Corporation	200	58.66	11,731	20,240
EXORF	Exor S P A Preferred	480	30.98	14,872	19,087
FAST	Fastenal Co.	111	41.94	4,655	5,274
FMX	Fomento Econ Mex SAB AC	520	59.92	31,161	70,466
GS	Goldman Sachs Group, Inc.	70	144.15	10,091	12,408
GOOG	Google, Inc. Cl A.	46	347.97	16,007	31,380
HENAF	Heineken Holding	1,125	31.50	35,441	71,278
HCXLF	Hiscox Limited	1,780	5.62	10,007	20,485
HBC	HSBC HLDGS PLC ADR	136	53.353	7,256	7,498
HUB.B	Hubbell, Inc. Cl B	55	46.145	2,538	5,989
HBM	HudBay Minerals, Inc.	1,670	10.138	16,930	13,677
IMIAF	IMI PLC	1,137	14.384	16,354	28,718
IDXX	Idexx Laboratories, Inc.	21	82.883	1,741	2,234
IBM	International Business Mach	84	136.273	11,447	15,756
ITRI	Itron, Inc.	185	46.773	8,653	7,665
ITT	ITT Corp.	300	19.170	5,751	13,026
JPM	JP Morgan Chase & Co.	200	56.840	11,368	11,696
JEC	Jacobs Engr Group, Inc.	21	38.923	817	1,323
KBR	KBR, Inc.	370	25.608	9,475	11,799
LPS	Lender Processing Services	215	28.367	6,099	8,037
LLTC	Linear Technology Corp.	530	28.307	15,003	24,142
LECO	Lincoln Electric Holdings	115	28.017	3,222	8,204

ESBENSHADE FOUNDATION

55-0779947

990-PF 2013

Schedule in support of Part II, Item 10b

<u>SYM</u>	<u>COMPANY</u>	<u># OF SHARES</u>	<u>AVG COST PER SHARE</u>	<u>TOTAL COST</u>	<u>12/31/13 QUOTE</u>
LCCTF	Loccitane Luxembourg	220	2.233	491	468
LOW	Lowes Companies, Inc.	100	46.560	4,656	4,955
LXU	LSB Industries, Inc.	225	33.280	7,488	9,229
MLM	Martin Marietta Materials	200	69.280	13,856	19,988
MA	Mastercard Inc Cl A	181	203.21	36,781	151,218
NBHC	National Bank Holdings	215	19.44	4,179	4,601
NSRGY	Nestle SA Spons ADRS	2,260	34.66	78,325	163,091
NIHD	NII Holdings, Inc.	1,365	16.09	21,962	3,754
NVZMF	Novozymes A/S Shs B	925	29.00	26,829	39,433
OABC	OmniAmerican Bancorp	245	24.95	6,112	5,238
OCR	Omnicare, Inc	185	24.98	4,622	11,167
ORLY	O'Reilly Automotive Inc	338	34.06	11,514	43,504
PEP	Pepsico, Inc.	275	56.04	15,411	22,809
PDRDF	Pernod Ricard SA ORD	500	73.01	36,507	57,048
PRGO	Perrigo Company PLC	170	57.89	9,842	26,088
PM	Phillip Morris Intl, Inc	1,450	56.68	82,186	126,339
PPAMF	Pirelli & C SPA Axione	1,416	10.58	14,987	24,794
PX	Praxair, Inc.	260	76.94	20,005	33,808
PCP	Precision Castparts Corp	150	77.52	11,628	40,395
PG	Procter & Gamble Company	388	59.87	23,228	31,587
QNTQF	Qinetiq Group PLC London	3,600	3.01	10,829	12,852
RSG	Republic Services, Inc.	500	29.94	14,969	16,600
RYCEF	Rolls Royce Group PLC Shs	1,501	10.04	15,067	31,455
SBMRF	SABMiller PLC	1,325	21.46	28,434	68,067

ESBENSHADE FOUNDATION

55-0779947

990-PF 2013

Schedule in support of Part II, Item 10b

<u>SYM</u>	<u>COMPANY</u>	<u># OF SHARES</u>	<u>AVG COST PER SHARE</u>	<u>TOTAL COST</u>	<u>12/31/13 QUOTE</u>
SNI	Scripps Networks	175	43.85	7,674	15,122
SHW	Sherwin Williams Co.	100	179.73	17,973	18,350
SIRO	Sirona Dental Systems, Inc.	275	41.73	11,477	19,305
OKSB	Southwest Bancorp, Inc.	280	13.79	3,861	4,458
SPR	Spirit AeroSystems Hldgs	330	19.62	6,476	11,246
SWGAF	Swatch Group AG	61	411.16	25,081	40,446
TDW	Tidewater, Inc.	160	43.88	7,021	9,483
TIF	Tiffany & Company	191	59.44	11,353	17,721
TJX	TJX Companies, Inc.	576	20.14	11,601	36,708
TRMB	Trimble Navigation Ltd.	840	17.88	15,020	29,148
USB	US Bancorp DEL	615	32.39	19,921	24,846
UN	Unilever N V	1,210	29.40	35,569	48,678
UPS	United Parcel Service	125	80.66	10,083	13,135
VRX	Valeant Pharmaceuticals Int'l	1,249	32.37	40,434	149,633
VPFG	Viewpoint Financial Group	225	12.55	2,823	6,176
WBC	WABCO Holdings, Inc.	115	62.51	7,189	10,742
WAT	Waters Corp.	223	75.36	16,806	22,300
WFC	Wells Fargo	2,035	27.11	55,176	92,390
INT	World Fuel Services Corp.	390	34.97	13,639	16,832
WRB	W.R. Berkley Corp	280	28.32	7,930	12,149
ZTS	Zoetis, Inc. Cl A	57	30.29	1,727	1,863
				1,428,113	2,566,118

ESBENSHADE FOUNDATION

Statement #1 990-PF 2013

Part IV Capital Gains and Losses for Tax on Investment Income

55-0779947

LONG-TERM

a. Shares	Common Stock	b. How acquired	c. Date acquired	d. Date sold	e. Gross sale	f. Depreciation	g. Cost	h. Gain or (loss)
160	First Solar, Inc.	P	5/31/2011	5/10/2013	7,839.82		20,092.78	(12,252.96)
260	Advance Auto Parts, Inc.	P	10/2/2009	10/23/2013	25,747.35		10,108.28	15,639.07
170	Perrigo Company	P	7/26/2010	12/18/2013	26,409.43		9,841.91	16,567.52
1	Advance Auto Parts, Inc.	P	5/14/2012	10/29/2013	100.43		83.70	16.73
1	Advance Auto Parts, Inc.	P	5/14/2012	10/31/2013	100.00		83.70	16.30
1	Advance Auto Parts, Inc.	P	5/14/2012	11/21/2013	100.01		83.70	16.31
2	Advance Auto Parts, Inc.	P	5/14/2012	11/22/2013	199.92		167.40	32.52
1	Advance Auto Parts, Inc.	P	5/14/2012	11/25/2013	100.10		83.70	16.40
4	Advance Auto Parts, Inc.	P	5/14/2012	11/26/2013	407.30		334.80	72.50
	Subtotal				61,004.36		40,879.97	20,124.39
	Subtotal long-term from Schafer Cullen Capital Mgmt Realized Gains and Losses Report				91,403.96		57,476.36	33,927.60
	Subtotal long-term from Gardner Russo & Gardner Realized Gains and Losses Report				29,666.64		13,332.15	16,334.49
	Total long term				182,074.96		111,688.48	70,386.48

ESBENSHADE FOUNDATION
Statement #2 990-PF 2013

55-0779947

Part IV Capital Gains and Losses for Tax on Investment Income

SHORT-TERM

a. Shares	Common Stock	b. How acquired c	Date acquired	d. Date sold	e. Gross sale f. Depreciation	g. Cost	h. Gain or (loss)
Rights Rolls Royce Hldgs		P	10/24/2012	1/7/2013	183.84	-	183.84
410 Commonwealth REIT		P	3/4/2013	3/18/2013	9,266.49	9,933.32	(666.83)
Rights Rolls Royce Hldgs		P	5/29/2013	7/10/2013	272.73	-	272.73
630 Advance Auto Parts, Inc.		D	10/25/2013	11/1/2013	62,948.50	64,184.40	(1,235.90)
17 Commonwealth REIT		P	3/4/2013	3/8/2013	376.43	411.66	(35.23)
5 Commonwealth REIT		P	2/28/2013	3/11/2013	110.68	124.84	(14.16)
8 Commonwealth REIT		P	3/4/2013	3/11/2013	177.09	193.72	(16.63)
2 Commonwealth REIT		P	2/28/2013	3/12/2013	43.92	49.94	(6.02)
10 Commonwealth REIT		P	2/28/2013	3/13/2013	221.29	249.68	(28.39)
5 Commonwealth REIT		P	2/28/2013	3/13/2013	110.64	124.88	(14.24)
3 Commonwealth REIT		P	2/28/2013	3/14/2013	66.57	74.92	(8.35)
6 Commonwealth REIT		P	2/28/2013	3/14/2013	133.14	137.39	(4.25)
79 Darling Intl, Inc.		P	12/13/2013	12/13/2013	1,506.17	1,501.00	5.17
Subtotal					75,417.49	76,985.75	(1,568.26)
Subtotal short-term from Schafer Cullen Capital Mgmt Realized Gains and Losses Report					1,137.85	845.31	292.54
Subtotal short-term from Gardner Russo & Gardner Realized Gains and Losses Report					5,045.33	3,961.44	1,083.89
Total short term					81,600.67	81,792.50	(191.83)

SCHAFFER CULLEN CAPITAL MANAGEMENT, INC
REALIZED GAINS AND LOSSES
The Esbenschade Foundation
From 01-01-2013 Through 12-31-2013

Open Date	Close Date	Quantity	Symbol	Security	Cost Basis	Proceeds	Gain or Loss	
							Short Term	Long Term
01-03-2011	01-15-2013	200	vpfg	Viewpoint Financial Group	2,370 41	4,242 93		1,872 52
11-18-2010	01-15-2013	35	cpa	Copa Holdings S A	1,930 59	3,672 18		1,741 59
06-24-2010	01-15-2013	265	cvbf	CVB Financial Corp	2,582 39	2,895 99		313 60
08-10-2010	01-15-2013	80	cvbf	CVB Financial Corp	651 67	874 26		222 59
10-18-2010	01-15-2013	120	cvbf	CVB Financial Corp	970 20	1,311 39		341 19
06-24-2010	01-15-2013	30	cyh	Community Health Systems Inc	1,012 12	1,026 21		14 08
06-24-2010	01-15-2013	45	leco	Lincoln Electric Holdings Inc	1,195 60	2,277 48		1,081 88
06-24-2010	02-15-2013	70	cyh	Community Health Systems Inc	2,361 62	2,943 00		581 37
10-18-2010	02-15-2013	30	cyh	Community Health Systems Inc	970 65	1,261 28		290 63
02-13-2012	04-18-2013	105	alr	Alere Inc	2,734 83	2,683 86		-50 97
06-24-2010	06-06-2013	60	cbrl	Cracker Barrel Old Country Store Inc	2,860 75	5,760 20		2,899 45
10-18-2010	06-06-2013	10	cbrl	Cracker Barrel Old Country Store Inc	538 65	960 03		421 38
02-18-2011	06-06-2013	30	cpa	Copa Holdings S A	1,741 19	3,961 12		2,219 93
06-24-2010	06-06-2013	25	crl	Charles River Laboratories Int'l Inc	867 49	1,015 42		147 93
06-24-2010	06-06-2013	20	hub b	Hubbell Inc Cl B	832 16	1,919 01		1,086 85
02-13-2012	08-01-2013	140	alr	Alere Inc	3,646 44	4,761 31		1,114 87
06-24-2010	08-16-2013	10	bwa	BorgWarner Inc	396 92	951 34		554 42
06-24-2010	08-16-2013	15	hub b	Hubbell Inc Cl B	624 12	1,578 26		954 14
11-01-2011	08-16-2013	115	itt	ITT Corp	2,130 32	3,851 28		1,720 96
06-24-2010	08-16-2013	25	leco	Lincoln Electric Holdings Inc	664 22	1,517 54		853 32
06-24-2010	08-16-2013	105	ocr	Omnicare Inc	2,564 41	5,661 36		3,096 95
06-24-2010	08-16-2013	120	ozrk	Bank of The Ozarks Inc	2,185 17	5,686 66		3,501 49
10-18-2010	08-16-2013	20	cbrl	Cracker Barrel Old Country Store Inc	1,077 30	1,963 50		886 20
03-01-2011	08-16-2013	5	cbrl	Cracker Barrel Old Country Store Inc	244 79	490 88		246 08
06-24-2010	08-16-2013	40	crl	Charles River Laboratories Int'l Inc	1,387 98	1,850 05		462 07
09-06-2012	09-17-2013	240	lps	Lender Processing Services Inc	6,910 52	7,802 42		891 90
11-02-2012	09-17-2013	35	lps	Lender Processing Services Inc	845 31	1,137 85	292 54	
06-24-2010	11-07-2013	30	bwa	BorgWarner Inc	1,190 76	3,094 93		1,904 17
03-01-2011	11-07-2013	20	cbrl	Cracker Barrel Old Country Store Inc	979 18	2,214 88		1,235 70
06-24-2010	12-11-2013	120	rti	RTI International Metals Inc	3,070 75	4,021 65		950 90
10-18-2010	12-11-2013	40	rti	RTI International Metals Inc	1,193 15	1,340 55		147 40
03-01-2011	12-11-2013	90	rti	RTI International Metals Inc	2,532 75	3,016 23		483 48

SCHAFER CULLEN CAPITAL MANAGEMENT, INC.
 REALIZED GAINS AND LOSSES
The Esbenshade Foundation
 From 01-01-2013 Through 12-31-2013

Open Date	Close Date	Quantity	Symbol	Security	Cost Basis	Proceeds	Gain or Loss	
							Short Term	Long Term
06-24-2010	12-11-2013	150	spr	Spirit AeroSystems Holdings Inc (CI A)	3,057.25	4,796.76		1,739.51
TOTAL GAINS							292.54	33,978.57
TOTAL LOSSES							0.00	-50.97
							292.54	33,927.60
TOTAL REALIZED GAIN/LOSS				34,220.14	58,321.67	92,541.81		
NO CAPITAL GAINS DISTRIBUTIONS								

Realized Gains and Losses

The Esbenschade Foundation

From 01-01-13 Through 12-31-13

OPEN DATE	CLOSE DATE	QUANTITY	SECURITY	COST BASIS		PROCEEDS		GAIN/LOSS	
				SHORT TERM	LONG TERM	SHORT TERM	LONG TERM	SHORT TERM	LONG TERM
06-07-12	01-02-13	25	Heineken Holding NV	1,291.69		1,371.32		79.63	
07-20-12	05-21-13	25	Compagnie Financiere Richemont SA	1,354.53		2,361.24		1,006.71	
10-30-08	05-23-13	25	Compagnie Financiere Richemont SA		532.80		2,266.63		1,733.83
10-30-08	05-31-13	25	Compagnie Financiere Richemont SA		532.80		2,239.98		1,707.18
10-30-08	06-20-13	50	Compagnie Financiere Richemont SA		1,065.60		4,349.16		3,283.56
06-07-12	07-16-13	19	Heineken Holding NV		981.69		1,163.55		181.86
06-07-12	07-16-13	6	Heineken Holding NV		279.69		367.44		87.75
10-30-08	08-28-13	25	Compagnie Financiere Richemont SA		532.80		2,379.17		1,846.37
08-30-05	10-22-13	25	Hasbro Inc		503.88		1,248.38		744.50
08-30-05	10-23-13	75	Hasbro Inc		1,511.63		3,732.04		2,220.41
10-09-12	12-04-13	25	British American Tobacco PLC		1,293.84		1,312.78		18.94
12-13-12	12-04-13	25	British American Tobacco PLC	1,315.22		1,312.77		(2.45)	
06-26-07	12-04-13	70	Altria Group Inc		1,481.80		2,595.88		1,114.09
09-12-08	12-04-13	5	Altria Group Inc		105.45		185.42		79.97
09-12-08	12-05-13	75	Altria Group Inc		1,581.82		2,778.21		1,196.39
12-29-09	12-05-13	25	British American Tobacco PLC		807.68		1,303.99		496.31
04-29-10	12-05-13	25	British American Tobacco PLC		806.93		1,303.99		497.06
09-12-12	12-23-13	2	Mastercard Inc Cl A		890.59		1,626.68		736.09

Realized Gains and Losses

The Esbenshade Foundation
From 01-01-13 Through 12-31-13

OPEN DATE	CLOSE DATE	QUANTITY	SECURITY	COST BASIS		PROCEEDS		GAIN/LOSS	
				SHORT TERM	LONG TERM	SHORT TERM	LONG TERM	SHORT TERM	LONG TERM
08-06-12	12-23-13	1	Mastercard Inc Cl A		423.16		813.34		390.18
TOTAL SHORT-TERM GAINS									
TOTAL SHORT-TERM LOSSES									
SUBTOTAL SHORT-TERM				3,961.44		5,045.33		1,083.89	
TOTAL LONG-TERM GAINS									
SUBTOTAL LONG-TERM					13,332.15		29,666.64		16,334.49
GRAND TOTAL				3,961.44	13,332.15	5,045.33	29,666.64	1,083.89	16,334.49

Realized gains marked with an "X" require additional historic tax cost information.