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Return of Private Foundation

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

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

For calendar year 2013 or tax year beginning

, 2013, and ending

, 20

Name of foundation DOWD FOUNDATION, INC.		A Employer identification number 56-6061389
Number and street (or P O box number if mail is not delivered to street address) P.O. BOX 35430	Room/suite	B Telephone number (see instructions) () -
City or town, state or province, country, and ZIP or foreign postal code CHARLOTTE, NC 28235		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 43,858,615.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> 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)	4,000,100			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	281,835	281,835		ATCH 1
	4 Dividends and interest from securities	554,408	554,408		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,081,152			
	b Gross sales price for all assets on line 6a 8,582,080				
	7 Capital gain net income (from Part IV, line 2)		1,081,152		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	5,917,495	1,917,395		
	13 Compensation of officers, directors, trustees, etc.	0			
	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)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH 3	11,935	11,935		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 4	195,348	195,348		
	24 Total operating and administrative expenses. Add lines 13 through 23	207,283	207,283		
	25 Contributions, gifts, grants paid	1,818,291			1,818,291
	26 Total expenses and disbursements. Add lines 24 and 25	2,025,574	207,283		1,818,291
	27 Subtract line 26 from line 12	3,891,921			
	a Excess of revenue over expenses and disbursements				
	b Net investment income (if negative, enter -0-)		1,710,112		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		93,854.	519,463.	519,463.
	2	Savings and temporary cash investments		311,207.	2,905,849.	3,025,652.
	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				
	10 a	Investments - U.S. and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule)		21,750,868.	20,910,289.	28,498,520.
	c	Investments - corporate bonds (attach schedule)		12,286,591.	11,983,130.	11,769,498.
	Liabilities	11	Investments - land, buildings, and equipment basis			
		Less: accumulated depreciation (attach schedule)				
12		Investments - mortgage loans				
13		Investments - other (attach schedule) ATCH 5		88,876.	73,586.	45,482.
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)		34,531,396.	36,392,317.	43,858,615.
17		Accounts payable and accrued expenses				
18		Grants payable				
Net Assets or Fund Balances	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)				
23	Total liabilities (add lines 17 through 22)		0	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted		33,656,230.	32,423,317.	
	25	Temporarily restricted		875,166.	3,969,000.	
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)		34,531,396.	36,392,317.	
	31	Total liabilities and net assets/fund balances (see instructions)		34,531,396.	36,392,317.	

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	34,531,396.
2	Enter amount from Part I, line 27a	2	3,891,921.
3	Other increases not included in line 2 (itemize) ATCH 6	3	-2,031,000.
4	Add lines 1, 2, and 3	4	36,392,317.
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	36,392,317.

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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 PART IV SCHEDULE

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

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	1,081,152.
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	0

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	1,481,357.	32,630,377.	0.045398
2011	1,373,897.	29,915,194.	0.045926
2010	1,274,803.	28,965,866.	0.044011
2009	1,941,741.	27,127,357.	0.071579
2008	1,879,041.	29,494,957.	0.063707

2 Total of line 1, column (d)	2	0.270621
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	0.054124
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	40,183,979.
5 Multiply line 4 by line 3	5	2,174,918.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	17,101.
7 Add lines 5 and 6	7	2,192,019.
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	1,818,291.

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	34,202.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	34,202.
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	34,202.
6 Credits/Payments.			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	36,915.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	15,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	51,915.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	17,713.	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax ▶ 17,713. 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?		X
b 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.		X
c Did the foundation file Form 1120-POL for this year?		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.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b 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		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?	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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NC,		
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.	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.		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.		X

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		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 WILLIAM HUTAFF, III	Telephone no	704-372-5030	
	Located at CHARLOTTE, NC	ZIP+4	28235	
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. 15				
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country				X

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)?		X
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?		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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)		X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.)		X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

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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)? ☐ Yes ☒ NoOrganizations 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? ☐ 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? ☐ Yes ☒ No

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**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
EDWARD H. HARDISON	PRESIDENT	0	0	0
W. FRANK DOWD, IV	VICE PRES	0	0	0
E. HOOPER HARDISON, JR.	SECRETARY	0	0	0
WILLIAM HUTAFF, III	TREASURER	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 ☐

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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 NOT APPLICABLE ----- ----- -----	
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 NOT APPLICABLE ----- ----- ----- -----	
2 ----- ----- ----- -----	
All other program-related investments See instructions 3 NONE ----- ----- -----	
Total. Add lines 1 through 3	

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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	40,563,118.
b	Average of monthly cash balances	1b	232,800.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	40,795,918.
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	40,795,918.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	611,939.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	40,183,979.
6	Minimum investment return. Enter 5% of line 5	6	2,009,199.

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	2,009,199.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	34,202.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	34,202.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	1,974,997.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,974,997.
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	1,974,997.

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	1,818,291.
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	1,818,291.
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,818,291.

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				1,974,997.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				
b Total for prior years 20 <u>11</u> , 20 <u>10</u> , 20 <u>09</u>				
3 Excess distributions carryover, if any, to 2013:				
a From 2008	409,208.			
b From 2009	591,505.			
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	1,000,713.			
4 Qualifying distributions for 2013 from Part XII, line 4. ► \$ <u>1,818,291.</u>				
a Applied to 2012, but not more than line 2a				
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				1,818,291.
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).)	156,706.			156,706.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	844,007.			
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				
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)	252,502.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	591,505.			
10 Analysis of line 9.				
a Excess from 2009	591,505.			
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)

NOT APPLICABLE

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

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

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:

N/A

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

N/A

c Any submission deadlines.

N/A

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

N/A

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> SEE ATTACHMENT 7				1,818,291.
Total			▶ 3a	1,818,291.
b <i>Approved for future payment</i> SEE ATTACHMENT 8				3,969,000.
Total			▶ 3b	3,969,000.

Part XVI-A Analysis of Income-Producing Activities

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			14	281,835.	
4 Dividends and interest from securities			14	554,408.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property .					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	1,081,152.	
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)				1,917,395.	
13 Total. Add line 12, columns (b), (d), and (e)				13	1,917,395.

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

[illegible]

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

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

[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

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**

Signature of officer or trustee

Date 11/10/14

► 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

YEN LEAHY

Preparer's signature

³ Konec v. j. 1891

Date _____

11/7/14

Check ☐
self-employed

PTIN

P00863131

Firm's name **PRICEWATERHOUSECOOPERS LLP**

Firm's EIN ► 13-4008324

Firm's address ▶ 214 N. TRYON STREET, SUITE 4200
CHARLOTTE, NC

28202

Phone no. 704-344-7500

Form **990-PF** (2013)

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

OMB No 1545-0047

2013▶ **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.**Name of the organization**

DOWD FOUNDATION, INC.

Employer identification number

56-6061389

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 **DOWD FOUNDATION, INC.**Employer identification number
56-6061389**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	CHARLOTTE PIPE AND FOUNDRY COMPANY P.O. BOX 35430 CHARLOTTE, NC 28235	\$ 4,000,100.	Person <input checked="checked" 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.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization **DOWD FOUNDATION, INC.**

Employer identification number

56-6061389**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
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----

Name of organization DOWD FOUNDATION, INC.

Employer identification number

56-6061389

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry.For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.) ▶ \$

Use duplicate copies of Part III if additional space is needed.

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

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.

▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.

▶ Information about Schedule D and its separate instructions is at www.irs.gov/form1041.

OMB No 1545-0092

2013

Name of estate or trust

DOWD FOUNDATION, INC.

Employer identification number

56-6061389

Note: Form 5227 filers need to complete only Parts I and II

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

See instructions for how to figure the amounts to enter on the lines below

This form may be easier to complete if you round off cents to whole dollars.

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with Box A checked	3,037,417.	3,066,093.		-28,676.
2 Totals for all transactions reported on Form(s) 8949 with Box B checked				
3 Totals for all transactions reported on Form(s) 8949 with Box C checked				
4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824				4
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts				5
6 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet				6 ()
7 Net short-term capital gain or (loss). Combine lines 1a through 6 in column (h). Enter here and on line 17, column (3) on the back ▶				7 -28,676.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

See instructions for how to figure the amounts to enter on the lines below

This form may be easier to complete if you round off cents to whole dollars.

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with Box D checked	5,226,747.	4,434,835.		791,912.
9 Totals for all transactions reported on Form(s) 8949 with Box E checked				
10 Totals for all transactions reported on Form(s) 8949 with Box F checked				
11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824				11
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts.				12
13 Capital gain distributions.				13 317,916.
14 Gain from Form 4797, Part I.				14
15 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet				15 ()
16 Net long-term capital gain or (loss). Combine lines 8a through 15 in column (h). Enter here and on line 18a, column (3) on the back ▶				16 1,109,828.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2013

JSA
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Part III Summary of Parts I and II**Caution:** Read the instructions before completing this part.

	(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
17 Net short-term gain or (loss)	17		-28,676.
18 Net long-term gain or (loss):			
a Total for year	18a		1,109,828.
b Unrecaptured section 1250 gain (see line 18 of the wrksht)	18b		
c 28% rate gain	18c		
19 Total net gain or (loss). Combine lines 17 and 18a. ▶	19		1,081,152.

Note: If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 18a and 19, column (2), are net gains, go to Part V, and do not complete Part IV. If line 19, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

20 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of:	20	()
a The loss on line 19, column (3) or		
b \$3,000		

Note: If the loss on line 19, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part only if both lines 18a and 19 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if

- Either line 18b, col. (2) or line 18c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part only if both lines 18a and 19 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 18b, col. (2) or line 18c, col. (2) is more than zero.

21 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34). . .	21		
22 Enter the smaller of line 18a or 19 in column (2) but not less than zero.	22		
23 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . .	23		
24 Add lines 22 and 23	24		
25 If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- . . . ▶	25		
26 Subtract line 25 from line 24. If zero or less, enter -0-	26		
27 Subtract line 26 from line 21. If zero or less, enter -0-	27		
28 Enter the smaller of the amount on line 21 or \$2,450	28		
29 Enter the smaller of the amount on line 27 or line 28	29		
30 Subtract line 29 from line 28. If zero or less, enter -0-. This amount is taxed at 0% ▶	30		
31 Enter the smaller of line 21 or line 26	31		
32 Subtract line 30 from line 26.	32		
33 Enter the smaller of line 21 or \$11,950.	33		
34 Add lines 27 and 30	34		
35 Subtract line 34 from line 33. If zero or less, enter -0-	35		
36 Enter the smaller of line 32 or line 35.	36		
37 Multiply line 36 by 15%. ▶	37		
38 Enter the amount from line 31	38		
39 Add lines 30 and 36	39		
40 Subtract line 39 from line 38. If zero or less, enter -0-	40		
41 Multiply line 40 by 20% ▶	41		
42 Figure the tax on the amount on line 27. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	42		
43 Add lines 37, 41, and 42	43		
44 Figure the tax on the amount on line 21. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	44		
45 Tax on all taxable income. Enter the smaller of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) ▶	45		

Schedule D (Form 1041) 2013

Sales and Other Dispositions of Capital Assets

OMB No 1545-0074

Department of the Treasury
Internal Revenue Service► Information about Form 8949 and its separate instructions is at www.irs.gov/form8949.**2013**Attachment
Sequence No **12A**

► File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

Name(s) shown on return

DOWD FOUNDATION, INC.

Social security number or taxpayer identification number
56-6061389

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You **must** check **Box A, B, or C** below. Check **only one box**. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- ☒ **(A)** Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
☐ **(B)** Short-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS
☐ **(C)** Short-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	SEE ATTACHMENT A			3,037,417.	3,066,093.			-28,676.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked).				3,037,417.	3066093.			-28,676.

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See **Column (g)** in the separate instructions for how to figure the amount of the adjustment.

For Paperwork Reduction Act Notice, see your tax return instructions.

Form **8949** (2013)

Name(s) shown on return (Name and SSN or taxpayer identification no. not required if shown on other side)

Social security number or taxpayer identification number

DOWD FOUNDATION, INC.

56-6061389

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part II **Long-Term.** Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box D, E, or F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

☒ (D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

☐ (E) Long-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS

☐ (F) Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	SEE ATTACHMENT A			5,226,747.	4,434,835.			791,912.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶				5,226,747.	4434835.			791,912.

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					317,916.	
3,037,417.		SEE ATTACHMENT A 3,066,093.					VAR -28,676.	VAR
5,226,747.		SEE ATTACHMENT A 4,434,835.					VAR 791,912.	VAR
TOTAL GAIN (LOSS)					<u>1,081,152.</u>	

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
BBH - 0479 - INTEREST	281,835.	281,835.
TOTAL	<u>281,835.</u>	<u>281,835.</u>

ATTACHMENT 2FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
BBH DIVIDEND	550,917.	550,917.
BBH DIVIDEND - US GOVERNMENT INTEREST	3,491.	3,491.
TOTAL	<u>554,408.</u>	<u>554,408.</u>

ATTACHMENT 3FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
TAXES	11,935.	11,935.
TOTALS	<u>11,935.</u>	<u>11,935.</u>

ATTACHMENT 4FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
GENERAL EXPENSES	195,348.	195,348.
TOTALS	195,348.	195,348.

ATTACHMENT 5FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ALTERNATIVE INVESTMENTS	73,586.	45,482.
TOTALS	<u>73,586.</u>	<u>45,482.</u>

ATTACHMENT 6FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
ADJUSTMENT TO NET ASSETS	-2,031,000.
TOTAL	<u>-2,031,000.</u>

**Dowd Foundation
Grant Expense
2013**

Date	Description	Check#	Debit
01/02/13	* Central Piedmont Community College Foundation	1877	100,000.00
01/02/13	* Children's Scholarship Fund	1878	10,000.00
01/02/13	* Opera Carolina	1879	20,000.00
01/02/13	* United Family Services	1880	10,000.00
02/01/13	* Girls on the Run	1906	10,000.00
03/01/13	* Charlotte Country Day School	1910	157,500.00
03/01/13	* John Crosland School(Dore Academy)	1911	16,666.00
03/01/13	* Montreat Conference Center	1912	20,000.00
03/01/13	* Queens University	1913	32,000.00
04/04/13	* Christ Episcopal Church	1928	20,000.00
04/04/13	* Charlotte Family Housing	1929	25,000.00
05/01/13	* Woodberry Forest School	1944	400,000.00
05/01/13	* YMCA	1945	400,000.00
07/01/13	* SPCC Foundation, Inc.	1960	50,000.00
07/01/13	* Foundation for the Carolinas	1961	80,000.00
10/01/13	* Hospice	2034	25,000.00
10/01/13	* TreesCharlotte	2035	10,000.00
	Miscellaneous Grants		432,125.00
	Total Grants Paid		<u>1,818,291.00</u>

**Dowd Foundation
Grants Payable
2013**

Date	Description	Check#	Debit	Credit	Balance
12/31/12	Balance Forward				875,166.00
01/02/13	* Central Piedmont Community College Foundation	1877	100,000.00		775,166.00
01/02/13	* Children's Scholarship Fund	1878	10,000.00		765,166.00
01/02/13	* Opera Carolina	1879	20,000.00		745,166.00
01/02/13	* United Family Services	1880	10,000.00		735,166.00
02/01/13	* Girls on the Run	1906	10,000.00		725,166.00
03/01/13	* Charlotte Country Day School	1910	157,500.00		567,666.00
03/01/13	* John Crosland School(Dore Academy)	1911	16,666.00		551,000.00
03/01/13	* Montreat Conference Center	1912	20,000.00		531,000.00
03/01/13	* Queens University	1913	32,000.00		499,000.00
04/01/13	N Christ Episcopal Church			100,000.00	599,000.00
04/01/13	N Charlotte Family Housing			50,000.00	649,000.00
04/01/13	N Woodberry Forest School			2,000,000.00	2,649,000.00
04/01/13	N YMCA			2,000,000.00	4,649,000.00
04/04/13	* Christ Episcopal Church	1928	20,000.00		4,629,000.00
04/04/13	* Charlotte Family Housing	1929	25,000.00		4,604,000.00
05/01/13	* Woodberry Forest School	1944	400,000.00		4,204,000.00
05/01/13	* YMCA	1945	400,000.00		3,804,000.00
07/01/13	* SPCC Foundation, Inc.	1960	50,000.00		3,754,000.00
07/01/13	* Foundation for the Carolinas	1961	80,000.00		3,674,000.00
09/01/13	N TreesCharlotte			30,000.00	3,704,000.00
09/01/13	N The Fletcher School			50,000.00	3,754,000.00
10/01/13	* Hospice	2034	25,000.00		3,729,000.00
10/01/13	* TreesCharlotte	2035	10,000.00		3,719,000.00
	Miscellaneous Grants			250,000.00	3,969,000.00
			Ending Grants Payable		3,969,000.00

2013 Tax Information Statement

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Recipient's Name and Address:
THE DOWD FOUNDATION, INC.
P.O. BOX 35430
CHARLOTTE, NC 28235

Account Number: 1091020479
Recipient's Tax ID Number: 56-6061389

BROWN BROTHERS HARRIMAN
140 BROADWAY
NEW YORK, NY 10005

☐ Corrected ☐ 2nd TIN notice

2013 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Date of Sale or Exchange	Stock or Other Symbol	Stocks, Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
Short Term Sales									
03524A108	ANHEUSER-BUSCH INBEV SPN ADR		BUD						
100.0000	01/16/2013	02/15/2012		8,915.55	6,434.99	0.00	2,480.56	0.00	0.00
24702R101	DELL INC		DELL						
6000.0000	02/13/2013	Various		82,772.34	99,900.00	0.00	-17,127.66	0.00	0.00
24702R101	DELL INC		DELL						
8000.0000	03/04/2013	Various		111,688.70	98,172.50	0.00	13,516.20	0.00	0.00
071813109	BAXTER INTL INC		BAX						
313.0000	04/01/2013	04/16/2012		22,630.70	17,368.37	0.00	5,262.33	0.00	0.00
071813109	BAXTER INTL INC		BAX						
341.0000	04/02/2013	04/16/2012		24,669.20	18,922.09	0.00	5,747.11	0.00	0.00
713448108	PEPSICO INC		PEP						
341.0000	04/11/2013	12/27/2012		27,274.61	23,341.42	0.00	3,933.19	0.00	0.00
713448108	PEPSICO INC		PEP						
566.0000	04/12/2013	12/27/2012		45,263.54	38,742.64	0.00	6,520.90	0.00	0.00
713448108	PEPSICO INC		PEP						
193.0000	04/16/2013	12/27/2012		15,435.23	13,210.83	0.00	2,224.40	0.00	0.00
77956H500	T ROWE PRICE NEW ASIA FUND		PRASX						
15422.0860	05/22/2013	Various		265,259.88	250,000.00	0.00	15,259.88	0.00	0.00

This is important tax information and is being furnished to you.

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BROWN BROTHERS HARRIMAN
 140 BROADWAY
 NEW YORK, NY 10005

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Cusip	Description	Date of Sale or Exchange	Stocks or Other Symbol	Stocks, Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
693390700	PIMCO TOTAL RETURN FUND		PTRRX						
221832.9540	06/13/2013 Various			2,433,507.51	2,500,000.00	0.00	-66,492.49	0.00	0.00
Total Short Term Sales				3,037,417.26	3,068,092.84	0.00	-28,675.58	0.00	0.00
Long Term Sales									
05528X851	BBH LIMITED DURATION FUND CL I		BBBIX						
67243.0350	01/09/2013 06/17/2011			700,000.00	700,672.42	0.00	-672.42	0.00	0.00
03524A108	ANHEUSER-BUSCH INBEV SPN ADR		BUD						
585.0000	01/16/2013 11/09/2011			52,155.97	32,748.30	0.00	19,407.67	0.00	0.00
03524A108	ANHEUSER-BUSCH INBEV SPN ADR		BUD						
1615.0000	01/17/2013 Various			143,636.16	88,589.56	0.00	55,046.60	0.00	0.00
03524A108	ANHEUSER-BUSCH INBEV SPN ADR		BUD						
702.0000	01/28/2013 Various			64,299.58	38,095.64	0.00	26,203.94	0.00	0.00
03524A108	ANHEUSER-BUSCH INBEV SPN ADR		BUD						
598.0000	01/29/2013 10/11/2011			54,919.39	32,074.99	0.00	22,844.40	0.00	0.00
278642103	EBAY INC		EBAY						
669.0000	02/08/2013 12/12/2011			38,116.35	20,824.16	0.00	17,292.19	0.00	0.00
278642103	EBAY INC		EBAY						
2331.0000	02/12/2013 Various			132,739.55	71,552.55	0.00	61,187.00	0.00	0.00

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Cusip	Description	Date of Sale or Exchange	Stock or Other Symbol	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
24702R101	DELL INC		DELL						
8088.0000	02/13/2013 Various		111,577.10		127,442.65	0.00	-15,865.55	0.00	0.00
24702R101	DELL INC		DELL						
3512.0000	02/15/2013 Various		48,359.16		52,100.92	0.00	-3,741.76	0.00	0.00
03524A108	ANHEUSER-BUSCH INBEV SPN ADR		BUD						
441.0000	02/20/2013 10/11/2011		41,439.84		23,653.96	0.00	17,785.88	0.00	0.00
03524A108	ANHEUSER-BUSCH INBEV SPN ADR		BUD						
292.0000	02/25/2013 10/11/2011		27,452.84		15,662.03	0.00	11,790.81	0.00	0.00
03524A108	ANHEUSER-BUSCH INBEV SPN ADR		BUD						
367.0000	02/28/2013 10/11/2011		34,459.98		19,684.82	0.00	14,775.16	0.00	0.00
24702R101	DELL INC		DELL						
7400.0000	03/04/2013 Various		103,312.05		108,060.98	0.00	-4,748.93	0.00	0.00
05528X851	BBH LIMITED DURATION FUND CL I		BBBIX						
3365.3850	04/02/2013 06/17/2011		35,000.00		35,067.31	0.00	-67.31	0.00	0.00
713448108	PEPSICO INC		PEP						
165.0000	04/16/2013 01/04/2012		13,195.93		10,966.73	0.00	2,229.20	0.00	0.00
713448108	PEPSICO INC		PEP						
435.0000	04/18/2013 01/04/2012		34,935.33		28,912.27	0.00	6,023.06	0.00	0.00

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Cusip	Description	Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
05528X851	BBH LIMITED DURATION FUND CLI				BBBIX					
24015.3700	04/23/2013 06/17/2011				250,000.00	250,240.16	0.00	-240.16	0.00	0.00
05528X851	BBH LIMITED DURATION FUND CLI				BBBIX					
24038.4820	04/29/2013 06/17/2011				250,000.00	250,480.77	0.00	-480.77	0.00	0.00
713448108	PEPSICO INC				PEP					
1100.0000	05/03/2013 01/04/2012				91,104.91	73,111.50	0.00	17,993.41	0.00	0.00
478160104	JOHNSON & JOHNSON				JNJ					
700.0000	05/20/2013 01/27/2012				61,582.24	46,028.78	0.00	15,553.46	0.00	0.00
77956H500	T ROWE PRICE NEW ASIA FUND				PRASX					
31028.7780	05/22/2013 Various				533,894.98	550,000.00	0.00	-16,305.02	0.00	0.00
77956H500	T ROWE PRICE NEW ASIA FUND				PRASX					
41755.3070	05/22/2013 Various				718,191.27	640,785.68	0.00	77,405.59	0.00	0.00
05528X307	BBH INTERNATIONAL EQUITY FUND CL N				BBHEX					
18688.2930	06/18/2013 Various				265,000.00	242,963.20	0.00	22,036.80	0.00	0.00
053015103	AUTOMATIC DATA PROCESSING INC				ADP					
500.0000	07/11/2013 03/05/2012				35,961.18	27,306.80	0.00	8,654.38	0.00	0.00
53071M104	LIBERTY INTERACTIVE A				LINTA					
910.0000	07/12/2013 04/18/2012				22,281.14	14,879.68	0.00	7,401.46	0.00	0.00

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Cusip	Description	Date of Sale or Exchange	Stock or Other Symbol	Stocks, Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
713448108	PEPSICO INC		PEP						
700.0000	07/12/2013 Various			58,816.20	46,120.50	0.00	12,695.70	0.00	0.00
053015103	AUTOMATIC DATA PROCESSING INC		ADP						
160.0000	07/15/2013 03/05/2012			11,605.07	8,738.18	0.00	2,866.89	0.00	0.00
53071M104	LIBERTY INTERACTIVE A		LINTA						
500.0000	07/15/2013 04/16/2012			12,241.09	8,175.65	0.00	4,065.44	0.00	0.00
053015103	AUTOMATIC DATA PROCESSING INC		ADP						
640.0000	07/17/2013 03/05/2012			46,354.45	34,952.70	0.00	11,401.75	0.00	0.00
53071M104	LIBERTY INTERACTIVE A		LINTA						
990.0000	07/18/2013 04/16/2012			24,242.50	16,187.78	0.00	8,054.72	0.00	0.00
713448108	PEPSICO INC		PEP						
934.0000	07/18/2013 Various			81,091.64	59,858.26	0.00	21,233.38	0.00	0.00
713448108	PEPSICO INC		PEP						
266.0000	07/19/2013 02/10/2012			23,003.12	16,954.04	0.00	6,049.08	0.00	0.00
053015103	AUTOMATIC DATA PROCESSING INC		ADP						
572.0000	07/23/2013 03/05/2012			41,567.49	31,238.98	0.00	10,328.51	0.00	0.00
084670702	BERKSHIRE HATHAWAY INC-CL B		BRK.B						
629.0000	07/23/2013 05/08/2012			74,519.29	51,417.23	0.00	23,102.06	0.00	0.00

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Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stocks or Other Symbol	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
806407102	HENRY SCHEIN INC COM STK			HSIC						
584.0000	07/23/2013 Various				60,474.07	42,722.92	0.00	17,751.15	0.00	0.00
806407102	HENRY SCHEIN INC COM STK			HSIC						
216.0000	07/25/2013 02/15/2012				22,269.64	15,774.48	0.00	6,495.16	0.00	0.00
053015103	AUTOMATIC DATA PROCESSING INC			ADP						
228.0000	07/31/2013 03/05/2012				16,535.50	12,451.90	0.00	4,083.60	0.00	0.00
084670702	BERKSHIRE HATHAWAY INC-CL B			BRK.B						
71.0000	08/05/2013 05/08/2012				8,410.69	5,803.85	0.00	2,606.84	0.00	0.00
478160104	JOHNSON & JOHNSON			JNJ						
700.0000	08/05/2013 01/27/2012				65,606.00	46,028.78	0.00	19,577.22	0.00	0.00
806407102	HENRY SCHEIN INC COM STK			HSIC						
100.0000	08/05/2013 02/15/2012				10,487.32	7,303.00	0.00	3,184.32	0.00	0.00
806407102	HENRY SCHEIN INC COM STK			HSIC						
172.0000	08/06/2013 12/12/2011				18,059.00	10,731.23	0.00	7,327.77	0.00	0.00
806407102	HENRY SCHEIN INC COM STK			HSIC						
228.0000	08/08/2013 12/12/2011				24,058.62	14,225.13	0.00	9,833.49	0.00	0.00
053015103	AUTOMATIC DATA PROCESSING INC			ADP						
700.0000	08/13/2013 Various				50,963.17	38,070.70	0.00	12,892.47	0.00	0.00

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2013 Tax Information Statement

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CUSIP	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
053015103	AUTOMATIC DATA PROCESSING INC			ADP						
1059.0000	09/10/2013	02/15/2012			78,276.43	56,994.85	0.00	21,281.58	0.00	0.00
053015103	AUTOMATIC DATA PROCESSING INC			ADP						
541.0000	09/11/2013	02/15/2012			39,733.43	29,116.35	0.00	10,617.08	0.00	0.00
053015103	AUTOMATIC DATA PROCESSING INC			ADP						
599.0000	09/16/2013	09/02/2011			44,490.31	29,261.87	0.00	15,228.44	0.00	0.00
053015103	AUTOMATIC DATA PROCESSING INC			ADP						
901.0000	09/17/2013	09/02/2011			66,665.54	44,014.93	0.00	22,650.61	0.00	0.00
26875P101	EOG RESOURCES INC			EOG						
900.0000	10/18/2013	Various			165,200.13	93,249.60	0.00	71,950.53	0.00	0.00
806407102	HENRY SCHEIN INC COM STK			HSIC						
145.0000	10/24/2013	12/12/2011			16,109.53	9,046.68	0.00	7,062.85	0.00	0.00
806407102	HENRY SCHEIN INC COM STK			HSIC						
159.0000	10/25/2013	12/12/2011			17,645.89	9,920.15	0.00	7,725.74	0.00	0.00
806407102	HENRY SCHEIN INC COM STK			HSIC						
196.0000	10/28/2013	12/12/2011			21,775.06	12,228.62	0.00	9,546.44	0.00	0.00
94106L109	WASTE MANAGEMENT INC			WM						
1700.0000	11/05/2013	Various			74,331.55	57,978.54	0.00	16,353.01	0.00	0.00

This is important tax information and is being furnished to you.



2013 Tax Information Statement

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Account Number: 1091020479
 Recipient's Tax ID Number: 56-6061389
 Recipient's Name and Address:
 THE DOWD FOUNDATION, INC.
 P.O. BOX 35430
 CHARLOTTE, NC 28235

Corrected ☐ 2nd TIN notice ☐

BROWN BROTHERS HARRIMAN
 140 BROADWAY
 NEW YORK, NY 10005

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol	Stocks, Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
94106L109	WASTE MANAGEMENT INC			WM						
1300.0000	11/19/2013	05/08/2012			58,756.50	44,011.76	0.00	14,744.74	0.00	0.00
53071M104	LIBERTY INTERACTIVE A			LINTA						
700.0000	11/20/2013	Various			19,455.25	11,304.69	0.00	8,150.56	0.00	0.00
53071M104	LIBERTY INTERACTIVE A			LINTA						
701.0000	11/21/2013	05/08/2012			19,386.09	11,132.28	0.00	8,253.81	0.00	0.00
53071M104	LIBERTY INTERACTIVE A			LINTA						
909.0000	11/25/2013	05/08/2012			25,095.79	14,435.43	0.00	10,660.36	0.00	0.00
53071M104	LIBERTY INTERACTIVE A			LINTA						
1190.0000	11/26/2013	Various			32,868.65	18,841.42	0.00	14,027.23	0.00	0.00
94106L109	WASTE MANAGEMENT INC			WM						
340.0000	11/26/2013	05/08/2012			15,547.01	11,510.77	0.00	4,036.24	0.00	0.00
94106L109	WASTE MANAGEMENT INC			WM						
393.0000	12/02/2013	Various			17,689.57	13,126.37	0.00	4,563.20	0.00	0.00
Total Long Term Sales					5,226,746.54	4,434,835.48	0.00	791,911.06	0.00	0.00

This is important tax information and is being furnished to you.

STATEMENT OF ACCOUNT

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Statement Period
Account Number
12/01/2013 through 12/31/2013
1091020479
THE DOWD FOUNDATION, INC

Schedule Of Investments

UNITS/SHARES	DESCRIPTION	UNIT PRICE	MKT VALUE	UNIT COST	COST	ACCR INC	UNREAL EST ANN GAIN/LOSS	INCOME	YTM	% GRP	% MKT
	CASH										
	PENDING CASH		25.03				0			0.02	0.00
	CASH										
	ACCRUED INCOME		119,778.08				0			99.98	0.28
	TOTAL PENDING CASH		119,803.11		0.00		0	0		100.00	0.28
	TRANSACTIONAL CASH										
2,905,848.46	BBH MONEY MARKET FUND REGULAR	1.00	2,905,848.46	1.00	2,905,848.46	1	0	291		100.00	6.71
	TOTAL TRANSACTIONAL CASH		2,905,848.46		2,905,848.46		0	291		100.00	6.71
	TOTAL CASH		3,025,651.57	A	2,905,848.46		0	291		100.00	6.99
	FIXED INCOME										
	TAXABLE BONDS										
	CORPORATE BONDS										
500,000	CISCO SYSTEMS INC 5.5% 02/22/2016 DUR 2.02 YRS CY: 5%	110.013	550,065.00	116.04	580,185.00	9.854	30,120.	27,500	0.78	9.67	1.27
500,000	CREDIT SUISSE USA INC 5.85% 08/16/2016 DUR 2.43 YRS CY 5.21%	112.273	561,365.00	114.76	573,820.00	10.969	12,455.	29,250	1.09	9.87	1.30
500,000	INTL BUSINESS MACHINES CORP 5.7% 09/14/2017 DUR 3.34 YRS CY 4.96%	114.83	574,150.00	120.73	603,640.00	8.471	29,490.	28,500	1.56	10.10	1.33
500,000	SCHERING-PLOUGH 6% 09/15/2017 DUR 3.34 YRS CY 5.19%	115.603	578,015.00	119.66	598,280.00	8.833	20,265.	30,000	1.64	10.16	1.34

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Statement Period
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1091020479
THE DOWD FOUNDATION, INC

Schedule Of Investments

UNITS/SHARES	DESCRIPTION	UNIT PRICE	MKT VALUE	UNIT COST	COST	ACCR INC	UNREAL GAIN/LOSS	EST ANN INCOME	YTM	% GRP	% MKT
500,000	UNITED TECHNOLOGIES CORP 5.375% 12/15/2017 DUR: 3.61 YRS CY: 4.72%	113.956	569,780.00	116.73	583,655.00	1,194	13,875-	26,875	1.71	10.02	1.32
500,000	JPMORGAN CHASE & CO 6% 01/15/2018 DUR: 3.56 YRS CY: 5.21%	115.148	575,740.00	113.83	569,130.00	13,833	6,610	30,000	2.07	10.12	1.33
500,000	PEPSICO INC 5.06/01/2018 DUR: 4.02 YRS CY: 4.46%	112.172	560,860.00	113.41	567,055.00	2,083	6,195-	25,000	2.10	9.86	1.30
500,000	METLIFE INC 6.817% 08/15/2018 DUR: 3.97 YRS CY: 5.7%	119.644	598,220.00	119.39	596,940.00	12,877	1,280	34,085	2.31	10.52	1.38
500,000	WALGREEN CO 5.25% 01/15/2019 DUR: 4.37 YRS CY: 4.7%	111.795	558,975.00	118.81	594,035.00	12,104	35,060-	26,250	2.73	9.83	1.29
500,000	EMERSON ELECTRIC CO 4.875% 10/15/2019 DUR: 5.04 YRS CY: 4.36%	111.876	559,380.00	118.44	592,175.00	5,146	32,795-	24,375	2.65	9.84	1.29
TOTAL CORPORATE BONDS			5,686,550.00		5,858,915.00		172,365-	281,835		99.99	13.15
TOTAL TAXABLE BONDS			5,686,550.00		5,858,915.00		172,365-	281,835		100.00	13.15
STRATEGIC RESERVES											
FIXED INCOME MUTUAL FUNDS											
588,862.381	BBH LIMITED DURATION FUND CL I	10.33	6,082,948.40	10.40	6,124,215.05	0	41,267-	101,755		100.00	14.05
TOTAL FIXED INCOME MUTUAL FUNDS			6,082,948.40		6,124,215.05		41,267-	101,755		100.00	14.05
TOTAL STRATEGIC RESERVES			6,082,948.40		6,124,215.05		41,267-	101,755		100.00	14.05
TOTAL FIXED INCOME			11,769,498.40		11,983,130.05		213,632-	383,590		100.00	27.20

STATEMENT OF ACCOUNT

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Statement Period
Account Number
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THE DOWD FOUNDATION, INC

Schedule Of Investments

UNITS/SHARES	DESCRIPTION	UNIT PRICE	MKT VALUE	UNIT COST	COST	ACCR INC	UNREAL EST ANN GAIN/LOSS INCOME	YTM	% GRP	% MKT
EQUITY										
US LARGE CAP EQUITY										
CONSUMER DISCRETIONARY										
8,997	BED BATH & BEYOND INC	80.30	722,459.10	57.10	513,688.21	0	208,771	0	3.22	1.67
26,100	COMCAST CORP CL A	51.965	1,356,286.50	23.62	616,492.82	5,090	739,794	20,358	6.05	3.13
23,100	LIBERTY INTERACTIVE A	29.35	677,985.00	13.74	317,393.80	0	360,591	0	3.02	1.57
11,600	TARGET CORP	63.27	733,932.00	52.09	604,258.00	0	129,674	19,952	3.27	1.70
TOTAL CONSUMER DISCRETIONARY			3,490,662.60		2,051,832.83		1,438,830	40,310	15.56	8.07
CONSUMER STAPLES										
5,300	DIAGEO PLC- SPONSORED ADR	132.42	701,826.00	90.01	477,031.70	0	224,794	15,889	3.13	1.62
14,300	NESTLE S A SPONS ADR	73.59	1,052,337.00	58.66	838,881.13	0	213,456	25,969	4.69	2.43
3,300	PEPSICO INC	82.94	273,702.00	63.12	208,284.55	1,873	65,417	7,491	1.22	0.63
6,000	WAL-MART STORES INC	78.69	472,140.00	54.36	326,133.17	2,820	146,007	11,280	2.11	1.09
TOTAL CONSUMER STAPLES			2,500,005.00		1,850,330.55		649,674	60,629	11.15	5.77
ENERGY										
4,100	EOG RESOURCES INC	167.84	688,144.00	92.86	380,720.41	0	307,424	3,075	3.07	1.59
9,000	OCCIDENTAL PETROLEUM CORP	95.10	855,900.00	88.27	794,473.72	5,760	61,426	23,040	3.82	1.98
6,700	SCHLUMBERGER LTD	90.11	603,737.00	74.54	499,385.17	2,094	104,352	8,375	2.69	1.39
24,000	SOUTHWESTN ENERGY CO	39.33	943,920.00	34.70	832,697.38	0	111,223	0	4.21	2.18
TOTAL ENERGY			3,091,701.00		2,507,276.68		584,425	34,490	13.79	7.14

STATEMENT OF ACCOUNT

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Statement Period
Account Number
12/01/2013 through 12/31/2013
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THE DOWD FOUNDATION, INC

Schedule Of Investments

UNITS/SHARES	DESCRIPTION	UNIT PRICE	MKT VALUE	UNIT COST	COST	ACCR INC	UNREAL GAIN/LOSS	EST ANNUAL INCOME	YTM	% GRP	% MKT
FINANCIALS											
11,200	BERKSHIRE HATHAWAY INC-CL B	118.56	1,327,872.00	75.91	850,160.17	0	477,712	0		5.92	3.07
9,300	CHUBB CORP	96.63	898,659.00	67.05	623,549.64	4,092	275,109	16,368		4.01	2.08
36,000	PROGRESSIVE CORP OHIO	27.27	981,720.00	20.03	721,010.87	0	260,709	10,224		4.38	2.27
28,500	U S BANCORP	40.40	1,151,400.00	26.65	759,574.86	6,555	391,825	26,220		5.13	2.66
25,000	WELLS FARGO & CO	45.40	1,135,000.00	29.19	729,864.01	0	405,136	30,000		5.06	2.62
TOTAL FINANCIALS											
			5,494,651.00		3,684,159.55		1,810,491	82,812		24.50	12.70
HEALTHCARE											
11,846	BAXTER INTL INC	69.55	823,889.30	52.77	625,072.64	5,805	198,817	23,218		3.67	1.90
5,200	DENTSPLY INTL INC	48.48	252,096.00	33.86	176,058.12	325	76,038	1,300		1.12	0.58
4,800	JOHNSON & JOHNSON	91.59	439,632.00	64.98	311,881.04	0	127,751	12,672		1.96	1.02
13,300	NOVARTIS AG - ADR	80.38	1,069,054.00	56.42	750,424.20	0	318,630	27,358		4.77	2.47
2,200	HENRY SCHEIN INC COM STK	114.26	251,372.00	62.39	137,259.98	0	114,112	0		1.12	0.58
TOTAL HEALTHCARE											
			2,836,043.30		2,000,695.98		835,348	64,548		12.64	6.55
INDUSTRIALS											
13,867	WASTE MANAGEMENT INC	44.87	622,212.29	31.39	435,290.08	0	186,922	20,246		2.77	1.44
TOTAL INDUSTRIALS											
			622,212.29		435,290.08		186,922	20,246		2.77	1.44
INFORMATION TECHNOLOGY											
5,616	EBAY INC	54.865	308,121.84	29.29	164,477.70	0	143,644	0		1.37	0.71
1,000	GOOGLE INC CL A	1120.71	1,120,710.00	596.44	596,437.36	0	524,273	0		5.00	2.59
28,000	MICROSOFT CORP	37.41	1,047,480.00	27.55	771,365.83	0	276,114	31,360		4.67	2.42

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Statement Period
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THE DOWD FOUNDATION, INC.

Schedule Of Investments

UNITS/SHARES	DESCRIPTION	UNIT PRICE	MKT VALUE	UNIT COST	COST	ACCR INC	UNREAL EST ANN GAIN/LOSS	INCOME	YTM	% GRP	% MKT
11,200	QUALCOMM INC	74.25	831,600.00	59.93	671,186.48	0	160,414	15,680		3.71	1.92
	TOTAL INFORMATION TECHNOLOGY		3,307,911.84		2,203,467.37		1,104,445	47,040		14.75	7.64
	MATERIALS										
9,500	CELANESE CORP SERIES A	55.31	525,445.00	40.26	382,504.09	0	142,941	6,840		2.34	1.21
4,300	PRAXAIR INC	130.03	559,129.00	108.46	466,380.63	0	92,748	10,320		2.49	1.29
	TOTAL MATERIALS		1,084,574.00		848,884.72		235,689	17,160		4.83	2.50
	TOTAL US LARGE CAP EQUITY		22,427,761.03		15,581,937.76		6,845,824	367,235		100.00	51.81
	US SMALL/MID CAP EQUITY										
	SA SMALL CAP EQUITY FUNDS										
61,608.89	LONGLEAF PARTNERS SMALL CAP FD	32.46	1,999,824.57	26.00	1,602,000.00	0	397,825	1,848		100.00	4.62
	TOTAL SA SMALL CAP EQUITY FUNDS		1,999,824.57		1,602,000.00		397,825	1,848		100.00	4.62
	TOTAL US SMALL/MID CAP EQUITY		1,999,824.57		1,602,000.00		397,825	1,848		100.00	4.62
	NON-US DEVELOPED EQUITY										
	BBH INTERNATIONAL EQ FUNDS										
72,698.626	BBH INTERNATIONAL EQUITY FUND CL N	15.24	1,107,927.06	12.48	907,036.80	0	200,890	19,047		49.15	2.56
	TOTAL BBH INTERNATIONAL EQ FUNDS		1,107,927.06		907,036.80		200,890	19,047		49.15	2.56

STATEMENT OF ACCOUNT

Statement Period
Account Number
12/01/2013 through 12/31/2013
1091020479
THE DOWD FOUNDATION, INC

Schedule Of Investments

UNITS/SHARES	DESCRIPTION	UNIT PRICE	MKT VALUE	UNIT COST	COST	ACCR INC	UNREAL GAIN/LOSS	EST ANNU INCOME	YTM	% GRP	% MKT
SA INTERNATIONAL EQ FUNDS											
37,610.33	ARTISAN FUNDS INC INTL FUND	30.48	1,146,362.86	24.33	915,000.00	0	231,363	21,325		50.85	2.65
	TOTAL SA INTERNATIONAL EQ FUNDS		1,146,362.86		915,000.00		231,363	21,325		50.85	2.65
	TOTAL NON-US DEVELOPED EQUITY		2,254,289.92		1,822,036.80		432,253	40,372		100.00	5.21
EMERGING MARKETS EQUITY											
SA EMERGING MARKETS EQUITY											
148,510	AIT GLOBAL EMERGING MARKETS OPPORTUNITY FUND-I VONTOBEL	9.02	1,339,560.20	10.00	1,485,100.00	0	145,540.	0		73.74	3.09
29,799.123	T ROWE PRICE NEW ASIA FUND	16.01	477,083.96	14.07	419,214.32	0	57,870	4,470		26.26	1.10
	TOTAL SA EMERGING MARKETS EQUITY		1,816,644.16		1,904,314.32		87,670.	4,470		100.00	4.19
	TOTAL EMERGING MARKETS EQUITY		1,816,644.16		1,904,314.32		87,670.	4,470		100.00	4.19
	TOTAL EQUITY		28,498,519.68		20,910,288.88		7,588,232	413,925		100.00	65.83
	Total Assets		43,293,669.65		35,799,267.39		7,374,600	797,806		100.00	100.00
	TOTAL TRADITIONAL INVESTMENTS		43,293,669.65		35,799,267.39		7,374,600	797,806			

	Cost	FMV
Cash	519,463.00	519,463.00
Savings/Temp Cash Inv.	2,905,848.46	3,025,651.57
Investments - Corp Stock	20,910,288.88	28,498,519.68
Investments - Corp Bonds	11,983,130.05	11,769,498.40
Investments - Others	73,586.19	45,482.00
Total Assets	36,392,316.58	43,858,614.65
Temporarily Restricted	3,969,000.00	
Unrestricted per B/S	32,423,316.58	
BBH	35,799,267.39	43,293,669.65
GenSpring	73,586.19	45,482.00

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

► File a separate application for each return.
► Information about Form 8868 and its instructions is at www.irs.gov/form8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on **e-file for Charities & Nonprofits**

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number, see instructions

Type or print

File by the
due date for
filing your
return. See
instructions

Name of exempt organization or other filer, see instructions

Employer identification number (EIN) or

DOWD FOUNDATION, INC.

56-6061389

Number, street, and room or suite no. If a P.O. box, see instructions

Social security number (SSN)

P.O. BOX 35430

City, town or post office, state, and ZIP code. For a foreign address, see instructions

CHARLOTTE, NC 28235

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► WILLIAM HUTAFF, III

Telephone No ► 704 372-5030

FAX No ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 2014, to file the exempt organization return for the organization named above. The extension is for the organization's return for.
- ☒ calendar year 2013 or
- ☐ tax year beginning _____, 20____, and ending _____, 20____

- 2 If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return
- ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a \$	30,915.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b \$	15,915.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c \$	15,000.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form 8868 (Rev. 1-2014)

JSA

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- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box. ☒ **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed)

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions		Enter filer's identifying number, see instructions	
	DOWD FOUNDATION, INC.		Employer identification number (EIN) or	
	Number, street, and room or suite no. If a P O box, see instructions		56-6061389	
	P.O. BOX 35430		Social security number (SSN)	
City, town or post office, state, and ZIP code For a foreign address, see instructions		CHARLOTTE, NC 28235		

Enter the Return code for the return that this application is for (file a separate application for each return) **0 4**

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of WILLIAM HUTAFF, III
Telephone No 704 372-5030 Fax No.
- If the organization does not have an office or place of business in the United States, check this box. ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box. ☐ If it is for part of the group, check this box. ☐ and attach a list with the names and EINs of all members the extension is for

- I request an additional 3-month extension of time until 11/17, 20 14.
- For calendar year 2013, or other tax year beginning , 20 , and ending , 20 .
- If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return
☐ Change in accounting period
- State in detail why you need the extension ADDITIONAL TIME IS NEEDED TO PREPARE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions.	8a \$	30,915.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b \$	30,915.
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c \$	0

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief it is true correct, and complete, and that I am authorized to prepare this form

Signature *Kenneth V. Jandy* Title NC CPA Date 08.12.14

Form 8868 (Rev 1-2014)