



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form

990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.

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

OMB No 1545-0052

2013

Open to Public Inspection

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

Name of foundation HELEN M CLABOUGH CHARITABLE FOUNDATION		A Employer identification number 56-6527710	
Number and street (or P O box number if mail is not delivered to street address) 6806 PARAGON PLACE NO 230		B Telephone number (see instructions) (804) 285-7333	
City or town, state or province, country, and ZIP or foreign postal code RICHMOND, VA 23230		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ☒ \$ 220,086		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	57,115	57,115		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	122,588			
	b Gross sales price for all assets on line 6a 1,147,952				
	7 Capital gain net income (from Part IV, line 2) . . .		123,597		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	179,703	180,712		
	13 Compensation of officers, directors, trustees, etc	2,500	0		2,500
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	2,820	0		1,320
	c Other professional fees (attach schedule)	9,483	8,483		1,000
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	4,719	747		0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings	-57	0		-57
	22 Printing and publications				
	23 Other expenses (attach schedule)	4,881	0		3,743
	24 Total operating and administrative expenses. Add lines 13 through 23	24,346	9,230		8,506
	25 Contributions, gifts, grants paid	93,500			93,500
	26 Total expenses and disbursements. Add lines 24 and 25	117,846	9,230		102,006
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	61,857			
	b Net investment income (if negative, enter -0-)		171,482		
	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)

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		18,214	11,049	11,049
	2	Savings and temporary cash investments		6,706	174,137	174,137
	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) ▶ _____ 34,900 Less allowance for doubtful accounts ▶ _____ 0		38,700	34,900	34,900
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments—U S and state government obligations (attach schedule)		74,847	☒ 0	0
	b	Investments—corporate stock (attach schedule)		1,719,232	☒ 1,699,470	0
	c	Investments—corporate bonds (attach schedule).				
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
	12	Investments—mortgage loans				
	13	Investments—other (attach schedule)				
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
15	Other assets (describe ▶ _____)					
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)		1,857,699	1,919,556	220,086	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶ _____)				
	23	Total liabilities (add lines 17 through 22)		0	0	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds		0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund		0	0	
	29	Retained earnings, accumulated income, endowment, or other funds		1,857,699	1,919,556	
	30	Total net assets or fund balances (see page 17 of the instructions)		1,857,699	1,919,556	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)		1,857,699	1,919,556	

Part III

Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year’s return)	1	1,857,699
2	Enter amount from Part I, line 27a	2	61,857
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	1,919,556
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,919,556

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
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 See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
a See Additional Data Table			
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	123,597
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	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012			
2011			
2010			
2009			
2008			

2	Total of line 1, column (d).	2	
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	
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	
5	Multiply line 4 by line 3.	5	
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	
7	Add lines 5 and 6.	7	
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	

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)			
1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1		1	3,430
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3 Add lines 1 and 2.		3	3,430
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	3,430
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	3,320	
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d.		7	3,320
8 Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	1
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	111
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax Refunded		11	

Part VII-A Statements Regarding Activities			
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		1b	No
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file Form 1120-POL for this year?.		1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ 0 (2) On foundation managers \$ 0			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		2	No
If "Yes," attach a detailed description of the activities.			
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?.		4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?.		4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		5	No
If "Yes," attach the statement required by General Instruction T.			
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either			
• By language in the governing instrument, or			
• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.		7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions)			
NC, VA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .		8b	Yes
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)?			
If "Yes," complete Part XIV		9	No
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.		10	No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶ WWW.CLABOUGHFOUNDATION.COM				
14	The books are in care of ▶ GG ACCOUNTING SERVICES LLC Telephone no ▶ (804) 285-7333			
	Located at ▶ 6806 PARAGON PLACE SUITE 230 RICHMOND VA ZIP +4 ▶ 23230			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ ☐			
	and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶			

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

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

Part VII-B

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

5a

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

(1)

Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

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)?

5b

Organizations relying on a current notice regarding disaster assistance check here.

c

If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

Yes

No

If "Yes," attach the statement required by Regulations section 53.4945–5(d).

6a

Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

Yes

No

b

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

6b

No

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?

7b

Part VIII

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

1

List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				

2

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

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

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

0

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
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	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	0

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	2,216,573
b	Average of monthly cash balances.	1b	86,810
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	2,303,383
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	2,303,383
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	34,551
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,268,832
6	Minimum investment return. Enter 5% of line 5.	6	113,442

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	113,442
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	3,430
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	3,430
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	110,012
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	110,012
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	110,012

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	102,006
b	Program-related investments—total from Part IX-B.	1b	0
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	102,006
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	102,006
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				110,012
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			91,095	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 102,006				
a Applied to 2012, but not more than line 2a			91,095	
b Applied to undistributed income of prior years (Election required—see instructions).		 0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2013 distributable amount.				10,911
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				99,101
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . . .	0			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2009.				
b Excess from 2010.				
c Excess from 2011.				
d Excess from 2012.				
e Excess from 2013.				

Part XIVPrivate Operating Foundations (see instructions and Part VII-A, question 9)

1a

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

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Part XVSupplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1

Information Regarding Foundation Managers:

a

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

b

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

2

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

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

a

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

GODSEY GIBB ASSOCIATES
6806 PARAGON PLACE SUITE 230
RICHMOND, VA 23230
(804) 285-7333

b

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

A COMPLETE DESCRIPTION OF THE PROGRAM FOR WHICH FUNDING IS REQUESTED

c

Any submission deadlines

NONE

d

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

RESTRICTED TO CONSERVATION, PRESERVATION OF NATURAL RESOURCES, AND PROMOTION OF ARTS AND CULTURAL RESOURCES FOR THE N C HIGH COUNTRY AREA AND THE UPPER DESCHUTES WATERSHED

Form 990-PF (2013)

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 Paid during the year See Additional Data Table				
Total			3a	93,500
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
7,126 782 SHARES OF THORNBURG LTD TERM INCOME FUND		2013-02-19	2013-12-16
75 SHARES OF MCKESSON CORP		2011-11-29	2013-12-06
500 SHARES OF EXXON MOBIL CORP		2005-11-30	2013-09-09
600 SHARES OF WAL-MART STORES		2009-02-20	2013-09-04
75,000 SHARES OF FEDERAL HOME LOAN BANK 5 125% - MATURED		2007-05-24	2013-08-14
625 SHARES OF EMERSON ELECTRIC CO		2007-08-22	2013-08-07
250 SHARES OF IBM CORP		2009-10-27	2013-08-07
525 SHARES OF PRICE T ROWE GROUP INC		2011-02-08	2013-07-25
175 SHARES OF PRICE T ROWE GROUP INC		2011-08-15	2013-07-25
8,709 016 SHARES OF T ROWE PRICE GNMA FUND		2013-05-28	2013-07-24
1,200 SHARES OF AT&T INC		2006-03-07	2013-06-18
1,500 SHARES OF PEPSCO HOLDINGS		2005-03-07	2013-05-30
1,411 101 SHARES OF SCHWAB INVTS GNMA FUND		2012-09-25	2013-05-23
275 SHARES OF GENERAL MILLS INC		2011-08-25	2013-05-23
3,095 746 SHARES OF SCHWAB INVTS GNMA FUND		2012-03-07	2013-05-23
4,533 092 SHARES OF VANGUARD GNMA FUND		2012-03-08	2013-05-23
3,616 636 SHARES OF VANGUARD GNMA FUND		2012-05-17	2013-05-23
425 SHARES OF INTEL CORP		2010-12-13	2013-05-23
4,485 858 SHARES OF VANGUARD GNMA FUND		2011-10-26	2013-05-23
325 SHARES OF VERIZON COMMUNICATIONS		2010-03-24	2013-05-23
175 SHARES OF PEPSICO INC		1991-12-10	2013-05-23
400 SHARES OF AT&T INC		2006-03-07	2013-05-14
750 SHARES OF DOMINION RESOURCES INC		2009-01-21	2013-05-14
965 251 SHARES OF SCHWAB INVTS GNMA FUND		2012-03-07	2013-03-19
6,781 193 SHARES OF VANGUARD GNMA FUND		2010-07-26	2013-02-19
2,232 143 SHARES OF VANGUARD GNMA FUND		2011-08-16	2013-02-19
3,622 250 SHARES OF VANGUARD GNMA FUND		2011-10-26	2013-02-19
200 SHARES OF APACHE CORP		2012-08-17	2013-02-01
300 SHARES OF APACHE CORP		2011-02-16	2013-02-01
1,150 SHARES OF SCANA CORP		2005-03-07	2013-01-22

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
700 SHARES OF HJ HEINZ CO		2010-06-21	2013-01-17

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
95,000		97,637	-2,637
12,062		5,908	6,154
44,018		23,126	20,892
43,734		30,062	13,672
75,000		74,847	153
38,519		29,385	9,134
47,013		30,338	16,675
39,930		35,347	4,583
13,310		9,109	4,201
83,084		85,000	-1,916
43,479		31,951	11,528
31,620		34,311	-2,691
14,456		14,887	-431
13,394		10,101	3,293
31,715		32,660	-945
48,541		50,050	-1,509
38,727		40,050	-1,323
10,153		9,213	940
48,035		49,747	-1,712
16,765		9,350	7,415
14,332		3,745	10,587
14,859		10,650	4,209
45,357		25,725	19,632
9,976		10,183	-207
73,496		75,201	-1,705
24,192		24,754	-562
39,258		40,170	-912
17,032		17,756	-724
25,549		35,976	-10,427
53,710		44,831	8,879

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
41,636		32,285	9,351

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			-2,637
			6,154
			20,892
			13,672
			153
			9,134
			16,675
			4,583
			4,201
			-1,916
			11,528
			-2,691
			-431
			3,293
			-945
			-1,509
			-1,323
			940
			-1,712
			7,415
			10,587
			4,209
			19,632
			-207
			-1,705
			-562
			-912
			-724
			-10,427
			8,879

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			9,351

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MARIE WEINGARTNER	TRUSTEE 1 00	500	0	0
PO BOX 1233 BLOWING ROCK,NC 28605				
FRANK B GIBB III	DIRECTOR 1 00	500	0	0
6806 PARAGON PLACE SUITE 230 RICHMOND,VA 23230				
CAROLE SPAINHOUR	TRUSTEE 2 00	500	0	0
379 NEW MARKET BLVD BOONE,NC 28607				
TOM CLABOUGH	TRUSTEE 1 00	500	0	0
19914 QUAIL PINE LOOP BEND,OR 97702				
KATHRYN TAYLOR CLABOUGH	TRUSTEE 1 00	500	0	0
19914 QUAIL PINE LOOP BEND,OR 97702				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
APPALACHIAN THEATRE OF THE HIGH COUNTRY PO BOX 11 DTS BOONE,NC 29607		501(C)(3)	TO SUPPORT THE CHARITY'S PROJECT TO EMPLOY A DATABASE ADMINISTRATOR AND ESTABLISH A CAMPAIGN OFFICE	12,500
BEND AREA HABITAT FOR HUMANITY 1860 NE 4TH STREET BEND,OR 97701		501(C)(3)	TO SUPPORT THE CHARITY'S PROJECT TO ACQUIRE REPURPOSING TOOLS AND EQUIPMENT	2,500
BEND SCIENCE STATION 1027 NW TRENTON AVENUE BEND,OR 97701		501(C)(3)	TO SUPPORT THE "SPARK IGNITING THE POWER OF SCIENCE EDUCATION" PROGRAM, WHICH PROVIDES SCIENCE EDUCATION FOR BEND-LA PINE ELEMENTARY SCHOOLS	10,000
BEND-LA PINE SCHOOLS EDUCATION FOUNDATION PO BOX 6566 BEND,OR 97708		501(C)(3)	TO SUPPORT THE ARTIST-IN-RESIDENCE PROGRAMS FOR INTEGRATING ARTS LEARNING IN LOW-INCOME SCHOOLS	10,000
BLUE RIDGE PARKWAY FOUNDATION 717 SOUTH MARSHALL STREET SUITE 105B WINSTONSALEM,NC 27101		501(C)(3)	TO SUPPORT THE BOG TURTLE RESEARCH AND PROTECTION PROJECT	1,500
CAMP FIRE CENTRAL OREGON 62910 OB RILEY ROAD SUITE 130 BEND,OR 97701		501(C)(3)	TO SUPPORT CAMP FIRE'S PROJECT TO PROVIDE SCHOLARSHIPS TO LOW-INCOME FAMILIES	5,000
CASCADE SCHOOL OF MUSIC 200 NW PACIFIC PARK LANE BEND,OR 97701		501(C)(3)	TO SUPPORT THE MUSICIAN'S PATH PROJECT, WHICH IS AN INTEGRATED PROGRESSION OF CLASSES, LESSONS, AND PERFORMANCES DESIGNED TO BUILD WELL-ROUNDED, LIFELONG MUSICIANS	10,000
FOOTHILLS CONSERVANCY OF NORTH CAROLINA PO BOX 3023 MORGANTON,NC 28680		501(C)(3)	TO SUPPORT THE CHARITY'S WORK ON THE BLUE RIDGE PARKWAY & SCENIC BYWAYS PROTECTION PROJECT	5,000
HIGH DESERT MUSEUM 59800 S HIGHWAY 97 BEND,OR 97702		501(C)(3)	TO SUPPORT THE "FIRED UP ABOUT OREGON'S FORESTS" PROJECT AND THE DEVELOPMENT OF THE "DESERT WATERS" PROJECT	10,000
KIDS CENTER 1375 NW KINGSTON AVENUE BEND,OR 97701		501(C)(3)	TO SUPPORT PROJECT HEAL FOR THE PREVENTION, EDUCATION, AND TREATMENT OF CHILD ABUSE	5,000
MEISSNER NORDIC PO BOX 2032 BEND,OR 97709		501(C)(3)	TO SUPPORT THE PURCHASE OF A NEW PISTENBULLY GROOMING MACHINE	5,000
SHINE GLOBAL PROJECT 540 NW CONGRESS STREET BEND,OR 97701		501(C)(3)	TO SUPPORT THE "SHINE YOGA & CREATIVE ARTS FOR TEENS" PROJECT	5,000
UPPER DESCHUTES WATERSHED COUNCIL PO BOX 1812 BEND,OR 97709		501(C)(3)	TO SUPPORT THE CONSERVATION AND EDUCATION PROJECT	9,000
WATAUGA COUNTY DEPARTMENT OF SOCIAL SERVICES 132 POPLAR GROVE CONNECTOR - SUITE C BOONE,NC 28607		501(C)(3)	TO SUPPORT THE ADULT SERVICES EMERGENCY FUND	3,000
Total  3a				93,500

TY 2013 Accounting Fees Schedule

Name: HELEN M CLABOUGH CHARITABLE FOUNDATION

EIN: 56-6527710

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
G&G ACCOUNTING SERVICES	2,820	0		1,320

TY 2013 Applied to Prior Year Election

Name: HELEN M CLABOUGH CHARITABLE FOUNDATION

EIN: 56-6527710

Election: PURSUANT TO IRC SEC. 4942(H)(2) AND REG. 53.4942(A)3(D)(2),
THE ABOVE REFERENCED FOUNDATION HEREBY ELECTS TO TREAT
CURRENT YEAR QUALIFYING DISTRIBUTIONS IN EXCESS OF THE
IMMEDIATELY PRECEDING TAX YEAR'S UNDISTRIBUTED INCOME AS
BEING MADE OUT OF UNDISTRIBUTED INCOME FROM THE TAX
YEAR ENDING 2010 IN THE AMOUNT OF \$1,467. SIGNED: FRANK B.
GIBB, III
TITLE: DIRECTOR
DATED: MAY 2, 2013

**TY 2013 Investments Corporate
Stock Schedule**

Name: HELEN M CLABOUGH CHARITABLE FOUNDATION
EIN: 56-6527710

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SCHWAB GNMA	0	0
VANGUARD GNMA ADMIRAL	0	0
APACHE CORP	0	0
AT&T INC	0	0
ACCENTURE PLC	24,093	0
AMERICAN EXPRESS COMPANY	35,208	0
AMEX SPDR MATERIALS SELECT SECTOR ETF	46,882	0
BCE INC	36,147	0
BLACKROCK STRATEGIC INCOME OPPORTUNITIES	111,500	0
CHEVRON CORPORATION	38,441	0
COCA COLA CO	32,625	0
COMCAST CORP	45,493	0
COSTCO WHOLESALE CORP	48,635	0
DARDEN RESTAURANTS	35,569	0
DOMINION RES INC	0	0
E M C CORP	41,556	0
EATON VANCE MUTUAL FUNDS TR FLOATING RATE	60,500	0
EMERSON ELECTRIC CO	0	0
EOG RESOURCES INC	40,628	0
EXPRESS SCRIPTS INC	7,309	0
EXXON MOBIL CORP	0	0
GENERAL MILLS	26,631	0
GRAINGER WW INC	14,122	0
HEINZ H J CO	0	0
HOME DEPOT INC	48,882	0
INTEL CORP	31,973	0
INTL BUSINESS MACHINES	0	0
JOHNSON & JOHNSON	26,868	0
MCDONALDS CORP	30,046	0
MCKESSON CORPORATION	25,603	0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MERCK & CO, INC	31,862	0
MICROCHIP TECHNOLOGY INC	47,124	0
MICROSOFT CORP	42,120	0
NEXTERA ENERGY INC	32,216	0
NOVARTIS A G SPON ADR F	30,194	0
OCCIDENTAL PETROLEUM CORP	37,284	0
ORACLE CORPORATION	28,497	0
PEPCO HOLDINGS INC	0	0
PEPSICO INC	17,829	0
PFIZER INCORPORATED	38,905	0
PNC FINANCIAL CORP	49,571	0
PROCTER & GAMBLE	41,755	0
QUALCOMM INC	30,886	0
ROCKWELL AUTOMATION INC	41,156	0
ROYAL BANK OF CANADA	38,703	0
SCANA CORP	0	0
SCHLUMBERGER LTD	24,096	0
STRYKER CORP	37,983	0
T ROWE PRICE GROUP INC	0	0
TARGET CORP	38,048	0
THORNBURG LTD TERM INCOME FUND	98,233	0
TORONTO-DOMINION BANK	34,624	0
UNITED TECHNOLOGIES CORP	38,222	0
VERIZON COMMUNICATIONS	19,418	0
VISA	48,547	0
VMWARE INC	43,486	0
WAL-MART STORES INC	0	0

TY 2013 Investments Government Obligations Schedule

Name: HELEN M CLABOUGH CHARITABLE FOUNDATION

EIN: 56-6527710

US Government Securities - End of Year Book Value:	0
US Government Securities - End of Year Fair Market Value:	0
State & Local Government Securities - End of Year Book Value:	0
State & Local Government Securities - End of Year Fair Market Value:	0

TY 2013 Other Expenses Schedule**Name:** HELEN M CLABOUGH CHARITABLE FOUNDATION**EIN:** 56-6527710

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
COMMUNICATIONS/MARKETING	791	0		791
CONTRACT LABOR	1,625	0		1,625
DUES	725	0		725
INSURANCE	1,041	0		0
OFFICE SUPPLIES	268	0		171
PO BOX RENTAL	268	0		268
POSTAGE	163	0		163

TY 2013 Other Professional Fees Schedule

Name: HELEN M CLABOUGH CHARITABLE FOUNDATION

EIN: 56-6527710

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
GODSEY & GIBB WEALTH MANAGEMENT	9,483	8,483		1,000

TY 2013 Taxes Schedule**Name:** HELEN M CLABOUGH CHARITABLE FOUNDATION**EIN:** 56-6527710

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX	747	747		0
2012 990-PF EXCISE TAX	1,652	0		0
2013 ESTIMATED TAX PAYMENTS	2,320	0		0