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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.

2013

For calendar year 2013, or tax year beginning

, 2013, and ending

WORMSLOE FOUNDATION, INC.
22 W. BRYAN STREET, PMB 300
SAVANNAH, GA 31401

G Check all that apply: Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

H Check type of organization. Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, column (c), line 16) **J** Accounting method: Cash Accrual
 Other (specify) **Part I, column (d) must be on cash basis**

► \$ 3,944,847.

A Employer identification number
58-6034319

B Telephone number (see the instructions)

C If exemption application is pending, check here ►

D 1 Foreign organizations, check here ►

2 Foreign organizations meeting the 85% test, check here and attach computation ►

E If private foundation status was terminated under section 507(b)(1)(A), check here ►

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ►

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc, received (att sch)	3,500.			
2	Ck ► <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
3	Interest on savings and temporary cash investments	741.	741.		
4	Dividends and interest from securities	89,413.	89,413.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain/(loss) from sale of assets not on line 10	293,102.			
b	Gross sales price for all assets on line 6a	809,041.			
7	Capital gain net income (from Part IV, line 2)		293,102.		
8	Net short-term capital gain			0.	
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit/(loss) (att sch)				
11	Other income (attach schedule)				
SEE STATEMENT 1		-22,413.	-22,413.		
12	Total. Add lines 1 through 11	364,343.	360,843.	0.	
13	Compensation of officers, directors, trustees, etc	0.			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule) SEE ST 2	4,201.			4,201.
b	Accounting fees (attach sch) SEE ST 3	7,820.			7,820.
c	Other prof fees (attach sch) SEE ST 4	12,937.	12,937.		
17	Interest	318.	318.		
18	Taxes (attach schedule) SEE STM 5	4,447.	13,914.		533.
19	Depreciation (attach sch) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)				
SEE STATEMENT 6		14,228.	1,821.		12,407.
24	Total operating and administrative expenses. Add lines 13 through 23	43,951.	18,990.		24,961.
25	Contributions, gifts, grants paid PART XV	162,980.			162,980.
26	Total expenses and disbursements. Add lines 24 and 25	206,931.	18,990.	0.	187,941.
27	Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements.		157,412.			
b Net investment income (if negative, enter -0-)			341,853.		
c Adjusted net income (if negative, enter -0-)				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
1	Cash – non-interest-bearing	14,834.	16,249.	16,249.
2	Savings and temporary cash investments	54,170.	10,608.	10,608.
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 sch) ►			
	Less allowance for doubtful accounts ►			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges	1,113.	3,208.	3,208.
10a	Investments – U.S. and state government obligations (attach schedule)			
b	Investments – corporate stock (attach schedule)	1,362,792.	1,582,832.	2,883,851.
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)	570,559.	592,776.	1,030,931.
14	Land, buildings, and equipment basis ►			
	Less. accumulated depreciation (attach schedule) ►			
15	Other assets (describe ►)	117,441.		
16	Total assets (to be completed by all filers – see the instructions Also, see page 1, item I))	17,500.	2,205,673.	3,944,847.
L	17 Accounts payable and accrued expenses			
I	18 Grants payable			
A	19 Deferred revenue			
B	20 Loans from officers, directors, trustees, & other disqualified persons			
I	21 Mortgages and other notes payable (attach schedule)			
L	22 Other liabilities (describe ►)			
T	23 Total liabilities (add lines 17 through 22)	0.	0.	
E	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ►			
S	24 Unrestricted			
F	25 Temporarily restricted			
U	26 Permanently restricted			
T	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ►			
N	27 Capital stock, trust principal, or current funds	526,109.	526,109.	
E	28 Paid-in or capital surplus, or land, building, and equipment fund			
T	29 Retained earnings, accumulated income, endowment, or other funds	1,612,300.	1,679,564.	
D	30 Total net assets or fund balances (see instructions)	2,138,409.	2,205,673.	
A	31 Total liabilities and net assets/fund balances (see instructions)	2,138,409.	2,205,673.	

Part III **Analysis of Changes in Net Assets or Fund Balances**

1	Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,138,409.
2	Enter amount from Part I, line 27a	2	157,412.
3	Other increases not included in line 2 (itemize) ► <u>SEE STATEMENT 7</u>	3	27,293.
4	Add lines 1, 2, and 3	4	2,323,114.
5	Decreases not included in line 2 (itemize) ► <u>SEE STATEMENT 8</u>	5	117,441.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	2,205,673.

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 shares MLC Company)

(b) How acquired
P -- Purchase
D -- Donation(c) Date acquired
(month, day, year)(d) Date sold
(month, day, year)

1 a SEE STATEMENT 9			
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) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h)) gain minus column (k), but not less than -0- or Losses (from column (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		2 293,102.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)			3 -16,018.
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			

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 (column (b) divided by column (c))
2012	55,415.	3,389,512.	0.016349
2011	153,763.	3,248,350.	0.047336
2010	117,925.	3,005,383.	0.039238
2009	154,141.	2,011,100.	0.076645
2008	176,486.	2,464,892.	0.071600
2 Total of line 1, column (d)			2 0.251168
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 0.050234
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 3,859,678.
5 Multiply line 4 by line 3			5 193,887.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 3,419.
7 Add lines 5 and 6			7 197,306.
8 Enter qualifying distributions from Part XII, line 4			8 187,941.

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

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

1 a 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 instrs)	
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 6,837.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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 6,837.
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 6,837.
6 Credits/Payments	
a 2013 estimated tax pmts and 2012 overpayment credited to 2013	6a 3,208.
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 3,208.
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 3,629.
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10
11 Enter the amount of line 10 to be Credited to 2014 estimated tax ►	Refunded
	11

Part VII-A | Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b	X
If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c Did the foundation file Form 1120-POL for this year?	1c	X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:	0.	
(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	X
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	X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	4b	N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5	X
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:	6	X
• By language in the governing instrument, or		
• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		
7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV	7	X
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ►		
GA		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If 'No,' attach explanation	8b	X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If 'Yes,' complete Part XIV	9	X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses	10	X

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Form 990-PF (2013)

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 ► <u>N/A</u>			
14	The books are in care of ► <u>CRAIG BARROW, III</u> Telephone no. ► <u>(912) 234-5400</u> Located at ► <u>WORMSLOE LIBRARY, SAVANNAH, GA</u> ZIP + 4 ► <u>31406</u>		
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	N/A	► 15 N/A
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 X No
See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If 'Yes', enter the name of the foreign country ►			

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

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

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
- (4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

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?

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d)

N/A Yes No

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

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

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

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

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A 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
SEE STATEMENT 10				
-----		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

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	<u>N/A</u>	
2		
3		
4		

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.		Amount
1	N/A	
2		
All other program-related investments See instructions.		
3		
Total. Add lines 1 through 3		0.

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Form 990-PF (2013)

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
 - b Average of monthly cash balances
 - c Fair market value of all other assets (see instructions)
 - d Total** (add lines 1a, b, and c)
 - e Reduction claimed for blockage or other factors reported on lines 1a and 1c
(attach detailed explanation)
- 2 Acquisition indebtedness applicable to line 1 assets
- 3 Subtract line 2 from line 1d
- 4 Cash deemed held for charitable activities Enter 1-1/2% of line 3
(for greater amount, see instructions)
- 5 Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4
- 6 Minimum investment return.** Enter 5% of line 5

1 a	2,813,153.
1 b	74,371.
1 c	1,030,931.
1 d	3,918,455.
1 e	0.
2	0.
3	3,918,455.
4	58,777.
5	3,859,678.
6	192,984.

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

1	192,984.
2a	6,837.
2b	
2c	6,837.
3	186,147.
4	
5	186,147.
6	
7	186,147.

Part XIII: 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
 - b Program-related investments – total from Part IX-B
- 2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes
- 3 Amounts set aside for specific charitable projects that satisfy the:
 - a Suitability test (prior IRS approval required)
 - b Cash distribution test (attach the required schedule)
- 4 Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4
- 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)
- 6 Adjusted qualifying distributions.** Subtract line 5 from line 4

1 a	187,941.
1 b	
2	
3 a	
3 b	
4	187,941.
5	
6	187,941.

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

BAA

Form 990-PF (2013)

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.				186,147.
2 Undistributed income, if any, as of the end of 2013:			0.	
a Enter amount for 2012 only			0.	
b Total for prior years: 20 ___, 20 ___, 20 ___		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009	5,355.			
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	5,355.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 187,941.			0.	
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2013 distributable amount.				186,147.
e Remaining amount distributed out of corpus	1,794.			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.			
6 Enter the net total of each column as indicated below:	7,149.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
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				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	7,149.			
10 Analysis of line 9				
a Excess from 2009	5,355.			
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013	1,794.			

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i> SEE STATEMENT 12				
Total				► 3a 162,980.
<i>b Approved for future payment</i>				
Total				► 3b

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclu- sion 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	741.	
4 Dividends and interest from securities			14	89,413.	
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	293,102.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a <u>SEE ATTACHED SCHEDULE</u>			18	-22,413.	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				360,843.	
13 Total. Add line 12, columns (b), (d), and (e)					13 360,843.

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

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

Wormsloe Foundation, Inc.
58-6034319
Year ended 12/31/13

Part I, Line 11 - Other Income

	Other Income	Amount
1	NW Quadrant Partners, L.P	8,784
2	BSR Trust LLC (Summit Housing)	(24,752)
3	KKR & Co LP	146
4	Kinder Morgan Energy Partners LP	(6,591)
	Total	<u>(22,413)</u>

Wormsloe Foundation, Inc
 58-6034319
 Year ended 12/31/13

Part I, Line 3 - Interest

Interest	Amount
1 NW Quadrant Partners, L P	21
2 BSR Trust LLC (Summit Housing)	11
3 Kinder Morgan Energy Partners LP	22
4 KKR & Co LP	546
5 Sterne Agee Asia Fund LP	108
6 Sterne Agee & Leach	33
Total	741

Part I, Line 4 - Dividends

Dividends	Amount
1 Chatham Small Cap Partnership	4,613
2 Kinder Morgan Energy Partners LP	27
3 KKR & Co LP	1,194
4 Sterne Agee Asia Fund LP	9,714
5 Sterne, Agee & Leach	73,865
Total	89,413

Part II, Line 1 - Cash

	Cash	Cost 12/31/13	FMV 12/31/13
1 The Savannah Bank		<u>16,249</u>	<u>16,249</u>
Total		<u>16,249</u>	<u>16,249</u>

Part II, Line 2 - Savings and Temporary Cash Investments

Savings and Temporary Cash Investments	Cost 12/31/13	FMV 12/31/13
1 Sterne, Agee & Leach - Money Market	<u>10,608</u>	<u>10,608</u>
	<u>10,608</u>	<u>10,608</u>

Wormsloe Foundation, Inc.
58-6034319
Year ended 12/31/13

Part II, Line 10b - Corporate Stocks

	Corporate Stocks	# of Shares	Cost 12/31/13	FMV 12/31/13
1	Abbvie Inc	1,000	20,561	52,810
2	AFLAC Inc.	1,000	28,399	66,800
3	AT & T Inc	2,000	49,331	70,320
4	Abbott Laboratories	1,000	18,961	38,330
5	Altria Group Inc	2,000	34,028	76,780
6	American Tower Corp	1,000	43,420	79,820
7	Aqua America Inc	1,875	33,311	44,231
8	Automatic Data Processing Inc	1,000	40,685	80,799
9	Bristol Myers Squibb Co.	2,000	19,703	106,300
10	CVS Caremark Corp	1,000	13,832	71,570
11	Campbell Soup Company	2,000	78,768	86,560
12	Cisco Systems Inc	2,000	38,336	44,860
13	Coca-Cola Company	1,200	46,179	49,572
14	Conocophillips	1,000	20,589	70,650
15	Corning Inc	5,000	73,306	89,100
16	Costco Wholesale Corp	1,000	33,276	119,020
17	Dupont E I DeNemours	1,200	44,172	77,964
18	Earthlink Inc	5,000	25,560	25,345
19	Exxon Mobil Corp.	3,000	9,455	303,600
20	General Electric Company	2,000	37,108	56,060
21	General Mills Inc	1,500	72,363	74,865
22	Genuine Parts Company	1,000	35,521	83,190
23	Greif Inc Class B	1,000	49,182	58,770
24	HCI Group Inc	2,500	60,157	133,750
25	Intel Corp	2,000	52,127	51,910
26	International Business Machines	500	53,247	93,785
27	Johnson & Johnson Common	1,000	37,240	91,590
28	Merck & Company	1,500	56,258	75,075
29	Murphy USA Inc	1,000	32,896	41,560
30	Murphy Oil Corp	1,000	15,730	64,880
31	National Oilwell Varco Inc	1,000	71,318	79,530
32	Qualcomm Inc	1,000	63,979	74,250
33	Regions Financial Corp New	5,000	50,198	49,450
34	Starwood Property Trust	1,500	30,861	41,550
35	Textron Inc	2,000	64,771	73,520
36	Verizon Communications	1,000	26,431	49,140
37	Wal-Mart Stores Inc	1,000	48,718	78,690
38	Williams Cos Inc Del	1,500	52,855	57,855
			<hr/>	<hr/>
			<hr/>	<hr/>
			1,582,832	2,883,851
			<hr/>	<hr/>
			TB	

Wormsloe Foundation, Inc.
58-6034319
Year ended 12/31/13

Part II, Line 13 - Investments (Other)

Investments (Other)	Cost 12/31/13	FMV 12/31/13
1 Chatham Small Cap Partnership I, L.P.	224,100	462,099
2 Sterne Agee Asia Ltd Ptrship Fund	305,019	307,982
3 BSR Trust LLC (Summit Housing)	26,792	200,000
4 Northwest Quadrant Partners LP	(400)	-
5 KKR & Company Del	<u>37,265</u>	<u>60,850</u>
	<u>592,776</u>	<u>1,030,931</u>

2013

FEDERAL STATEMENTS

PAGE 1

WORMSLOE FOUNDATION, INC.

58-6034319

STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
SEE ATTACHED SCHEDULE	\$ -22,413.	\$ -22,413.	\$ 0.
TOTAL	<u>\$ -22,413.</u>	<u>\$ -22,413.</u>	<u>\$ 0.</u>

STATEMENT 2
FORM 990-PF, PART I, LINE 16A
LEGAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ELLIS PAINTER RATTERREE & ADAMS	\$ 4,201.			\$ 4,201.
TOTAL	<u>\$ 4,201.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 4,201.</u>

STATEMENT 3
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CHISOLM ACCOUNTING KRT CPAS PC	\$ 5,100. 2,720.			\$ 5,100. 2,720.
TOTAL	<u>\$ 7,820.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 7,820.</u>

STATEMENT 4
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FROM CHATHAM SMALL CAP K-1 FROM SAL ASIA FD K-1	\$ 4,395. 8,542.	\$ 4,395. 8,542.		
TOTAL	<u>\$ 12,937.</u>	<u>\$ 12,937.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

2013

FEDERAL STATEMENTS

PAGE 2

WORMSLOE FOUNDATION, INC.

58-6034319

STATEMENT 5
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	\$ 296.	\$ 296.		
FROM KINDER MORGAN K-1	5.	5.		
FROM SAL ASIA FD K-1	520.	520.		
SECRETARY OF STATE	30.			\$ 30.
TAX COMM OF CHATHAM COUNTY	503.			503.
US TREASURY	3,093.	3,093.		
TOTAL	\$ 4,447.	\$ 3,914.	\$ 0.	\$ 533.

STATEMENT 6
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
HONORARIUM	\$ 1,000.			\$ 1,000.
K-1 ACTIVITIES: MISC EXP	1,821.	\$ 1,821.		
REPAIRS	11,407.			11,407.
TOTAL	\$ 14,228.	\$ 1,821.	\$ 0.	\$ 12,407.

STATEMENT 7
FORM 990-PF, PART III, LINE 3
OTHER INCREASES

NONTAXABLE DISTRIBUTIONS	\$ 3,224.
NET UNREALIZED GAINS OR LOSSES ON INVESTMENTS	24,069.
TOTAL	\$ 27,293.

STATEMENT 8
FORM 990-PF, PART III, LINE 5
OTHER DECREASES

LAND & BUILDING DONATION TO ANOTHER 501C3	\$ 117,441.
TOTAL	\$ 117,441.

STATEMENT 9
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	4000 DONNELLEY RR & SONS	PURCHASED	7/16/2012	5/22/2013
2	1500 TRANSOCEAN LTD NAMEN	PURCHASED	3/19/2013	10/16/2013
3	1000 KINDER MORGAN ENERGY LP	PURCHASED	5/30/2013	11/21/2013
4	4000 APPLIED MATERIALS INC	PURCHASED	4/24/2012	8/02/2013
5	1000 LILLY ELI & COMPANY	PURCHASED	11/15/2011	10/02/2013
6	2000 MICROSOFT CORP	PURCHASED	3/20/2012	8/02/2013
7	1500 PHILLIPS 66 COM	PURCHASED	VARIOUS	9/10/2013
8	1000 APACHE CORP	PURCHASED	8/24/2004	3/19/2013
9	1000 CVS CAREMARK	PURCHASED	5/14/2003	1/16/2013
10	2000 TORTOISE MLP FUND INC	PURCHASED	9/27/2010	12/11/2013
11	500 EXXON MOBIL CORP	PURCHASED	VARIOUS	3/13/2013
12	1000 EXXON MOBIL CORP	PURCHASED	VARIOUS	5/30/2013
13	FROM STERNE AGEE ASIA FD K-1	PURCHASED	VARIOUS	12/31/2013
14	FROM KINDER MORGAN ENERGY PTRS K-1	PURCHASED	VARIOUS	12/31/2013
15	FROM BSR TRUST LLC	PURCHASED	VARIOUS	12/31/2013
16	FROM KKR & CO LP K-1	PURCHASED	VARIOUS	12/31/2013
17	FROM KKR & CO LP K-1	PURCHASED	VARIOUS	12/31/2013
18	FROM CHATHAM SMALL CAP LP K-1	PURCHASED	VARIOUS	12/31/2013
19	FROM CHATHAM SMALL CAP LP K-1	PURCHASED	VARIOUS	12/31/2013
20	CAPITAL GAIN DISTRIBUTIONS	PURCHASED	VARIOUS	12/31/2013

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
1	51,054.		51,739.	-685.				\$ -685.
2	66,617.		79,725.	-13,108.				-13,108.
3	80,822.		83,047.	-2,225.				-2,225.
4	64,159.		47,145.	17,014.				17,014.
5	49,760.		38,260.	11,500.				11,500.
6	62,352.		64,528.	-2,176.				-2,176.
7	84,366.		38,692.	45,674.				45,674.
8	73,990.		43,744.	30,246.				30,246.
9	51,090.		13,832.	37,258.				37,258.
10	50,310.		38,666.	11,644.				11,644.
11	44,063.		5,501.	38,562.				38,562.
12	91,438.		11,003.	80,435.				80,435.
13	10.		0.	10.				10.
14	0.		57.	-57.				-57.
15	2,503.		0.	2,503.				2,503.
16	100.		0.	100.				100.
17	2,516.		0.	2,516.				2,516.
18	3,254.		0.	3,254.				3,254.
19	30,472.		0.	30,472.				30,472.
20	165.		0.	165.				165.
							TOTAL	\$ 293,102.

2013

FEDERAL STATEMENTS

PAGE 4

WORMSLOE FOUNDATION, INC.

58-6034319

STATEMENT 10
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
MRS. DIANA D. BARROW 7601 SKIDAWAY ROAD SAVANNAH, GA 31401	CHAIRMAN 2.00	\$ 0.	\$ 0.	\$ 0.
MR. CRAIG BARROW, III 7601 SKIDAWAY ROAD SAVANNAH, GA 31406	TREASURER 5.00	0.	0.	0.
DORINDA DALLMEYER 3246 BOOGER HILL ROAD DANIELSVILLE, GA 30633	TRUSTEE 1.00	0.	0.	0.
MR. J. WILEY ELLIS 144 RENDANT AVE. SAVANNAH, GA 31419	TRUSTEE 1.00	0.	0.	0.
MR. THORNTON D. BARROW P.O. BOX 8346 SAVANNAH, GA 31412	TRUSTEE 1.00	0.	0.	0.
MRS. ELFRIDA B. MOORE 584 DAVANT PLANTATION DRIVE RIDGEGLAND, SC 29936-3806	TRUSTEE 1.00	0.	0.	0.
MR. MALCOLM BELL, III 433 N. FIRST ST. CHARLOTTESVILLE, VA 22906	TRUSTEE 1.00	0.	0.	0.
MS. JULIET CHISOLM 5 WATERFORD LANE SAVANNAH, GA 31411	SECRETARY 5.00	0.	0.	0.
DR. CHARLES KNAPP 3445 PEACHTREE RD NE, STE 175 ATLANTA, GA 30326	TRUSTEE 1.00	0.	0.	0.
SARAH ROSS P.O. BOX 40 ROARING GAP, NC 28668	PRESIDENT 4.00	0.	0.	0.
TOTAL		\$ 0.	\$ 0.	\$ 0.

STATEMENT 11
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM:
 NAME: CRAIG BARROW, III
 CARE OF:
 STREET ADDRESS: P.O. BOX 8346

WORMSLOE FOUNDATION, INC.

58-6034319

STATEMENT 11 (CONTINUED)
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

CITY, STATE, ZIP CODE: SAVANNAH, GA 31412
 TELEPHONE:
 E-MAIL ADDRESS:
 FORM AND CONTENT: LETTER
 SUBMISSION DEADLINES:
 RESTRICTIONS ON AWARDS: LIMITED TO THE PRESERVATION AND STUDY OF AGRICULTURE,
 HORTICULTURE, FORESTRY AND HISTORIC SITES AND DOCUMENTS.

STATEMENT 12
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
GA DEPT OF NATURAL RESOURCES 2 MARTIN LUTHER KING JR DRIVE, SE ATLANTA, GA 30334	N/A	T/E	NATURAL RESOURCES PRESERVATION	\$ 2,500.
SAVANNAH TREE FOUNDATION 3025 BULL STREET SAVANNAH, GA 31405	N/A	T/E	TREE PRESERVATION	2,600.
UNIVERSITY OF GEORGIA FDN 394 SOUTH MILLEDGE AVE ATHENS, GA 30602	N/A	T/E	PRESERVATION	60,000.
WORMSLOE INSTITUTE FOR ENVIRON HISTORY ISLE OF HOPE SAVANNAH, GA 31406	N/A	T/E	HISTORICAL PRESERVATION	25,000.
UNIV OF GA FDN - ODUM SCHOOL OF ECOLOGY 394 SOUTH MILLEDGE AVENUE ATHENS, GA 30602	N/A	T/E	NATURAL RESOURCES PRESERVATION	6,000.
UNIV OF GA FDN - DEPT OF GEOGRAPHY 394 SOUTH MILLEDGE AVENUE ATHENS, GA 30602	N/A	T/E	NATURAL RESOURCES PRESERVATION	8,380.
UNIV OF GA FDN - GRADUATE SCHOOL 394 SOUTH MILLEDGE AVENUE ATHENS, GA 30602	N/A	T/E	EDUCATION	58,500.
TOTAL				\$ <u>162,980.</u>

2013

FEDERAL SUPPLEMENTAL INFORMATION

PAGE 1

WORMSLOE FOUNDATION, INC.

58-6034319

ON JUNE 13, 2013, THE WORMSLOE FOUNDATION, INC. DONATED 15.438 ACRES TO THE UNIVERSITY OF GEORGIA COLLEGE OF ENVIRONMENTAL DESIGN, A 501(C) (3) NON-PROFIT ORGANIZATION. THE COLLEGE OF ENVIRONMENTAL DESIGN WILL CONTINUE TO USE THE PROPERTY TO CARRY ON THE EXEMPT PURPOSE

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