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

2013

Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2013 or tax year beginning

01-01, 2013, and ending

12-31, 2013

Name of foundation

R & R EVANS FOUNDATION INC

Number and street (or P O box number if mail is not delivered to street address)

A Employer identification number

61-1212261

C/O DONNA SMITH 424 ENGLEWOOD RD

B Telephone number (see instructions)

City or town, state or province, country, and ZIP or foreign postal code

MIDDLESBORO, KY 40965

C If exemption application is pending, check here ►

G Check all that apply

Initial return

Initial return of a former public charity

Final return

Amended return

Address change

Name change

D 1. Foreign organizations, check here ► 2. Foreign organizations meeting the 85% test, check here and attach computation ►

H Check type of organization

X Section 501(c)(3) exempt private foundation

 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationE 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) ► \$ 1,817,176

J Accounting method: Cash Accrual
 Other (specify) _____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 (attach schedule)				
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	1,801	1,801	1,801	
4 Dividends and interest from securities	74,434	74,434	74,434	
5a Gross rents	28,300	28,300	28,300	
b Net rental income or (loss) 10,560				
6a Net gain or (loss) from sale of assets not on line 10	(5)			
b Gross sales price for all assets on line 6a 33,806				
7 Capital gain net income (from Part IV, line 2)				
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	104,530	104,535	104,535	
13 Compensation of officers, directors, trustees, etc				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) STM108	3,204	3,204	3,204	
c Other professional fees (attach schedule)				
17 Interest RECEIVED				
18 Taxes (attach schedule) (see instructions) STM110	3,412	3,412	3,412	
19 Depreciation (attach schedule) and depletion STM126	6,854	6,854	6,854	
20 Occupancy FEB 17 2015	10,789	10,789	10,789	
21 Travel, conferences, and meetings	1,852	1,852	1,852	
22 Printing and publications	92	92	92	
23 Other expenses (attach schedule) STM103	1,727	1,727	1,727	
24 Total operating and administrative expenses.				
Add lines 13 through 23	27,930	27,930	27,930	0
25 Contributions, gifts, grants paid	73,808			73,808
26 Total expenses and disbursements. Add lines 24 and 25	101,738	27,930	27,930	73,808
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	2,792			
b Net investment income (if negative, enter -0-)		76,605		
c Adjusted net income (if negative, enter -0-)			76,605	

Assets	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
			40,079	1,468,211	1,557,176
1	Cash - non-interest-bearing				
2	Savings and temporary cash investments				
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				
10a	Investments - U S and state government obligations (attach schedule)				
b	Investments - corporate stock (attach schedule)				
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 ►	258,600			
	Less accumulated depreciation (attach schedule) ►	33,416			
15	Other assets (describe ►)		232,038	225,184	260,000
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		1,740,328	1,782,360	1,817,176
Liabilities					
17	Accounts payable and accrued expenses				
18	Grants payable				
19	Deferred revenue				
20	Loans from officers, directors, trustees, and other disqualified persons	STM155	111,377	111,377	
21	Mortgages and other notes payable (attach schedule)				
22	Other liabilities (describe ►)	STM121	177,433	216,673	
23	Total liabilities (add lines 17 through 22)		288,810	328,050	
Net Assets or Fund Balances					
24	Unrestricted		1,451,518	1,454,310	
25	Temporarily restricted				
26	Permanently restricted				
27	Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
28	Capital stock, trust principal, or current funds				
29	Paid-in or capital surplus, or land, bldg , and equipment fund				
30	Retained earnings, accumulated income, endowment, or other funds				
31	Total net assets or fund balances (see instructions)		1,451,518	1,454,310	
	Total liabilities and net assets/fund balances (see instructions)		1,740,328	1,782,360	

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	1,451,518
2	Enter amount from Part I, line 27a	2	2,792
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	1,454,310
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	1,454,310

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 (yr, mo, day)	(d) Date sold (yr, mo, day)
1a See STM-134				
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 33,806		33,811	(5)	
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			(5)	
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	(5)
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 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	44,516	714,532	0.062301
2011	19,250	1,653,954	0.011639
2010	10,045	1,500,429	0.006695
2009	25,286	1,153,294	0.021925
2008	42,650	858,128	0.049701

- 2 Total of line 1, column (d) 2 0.152261
- 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 0.030452
- 4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5 4 792,733
- 5 Multiply line 4 by line 3 5 24,140
- 6 Enter 1% of net investment income (1% of Part I, line 27b) 6 766
- 7 Add lines 5 and 6 7 24,906
- 8 Enter qualifying distributions from Part XII, line 4 8 73,808

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1		
	Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)	1	766
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> 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	766
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	766
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	
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	766
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
1c	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		
d	Did the foundation file Form 1120-POL for this year?		
e	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____		
2	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
3	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	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
4a	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	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
4b	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
5	If "Yes," has it filed a tax return on Form 990-T for this year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
6	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
7	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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
8a	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	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
8b	Enter the states to which the foundation reports or with which it is registered (see instructions) ► KY	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
9	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	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
10	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	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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		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>DONNA SMITH</u> Telephone no ► _____			
Located at ► <u>242 ENGLEWOOD ROAD, MIDDLESBORO, KY</u> ZIP+4 ► <u>40965</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 ► <u>15</u>			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ►				

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	
Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years ► _____, _____, _____, _____, _____			
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 ► _____, _____, _____, _____, _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	5b	
	Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input type="checkbox"/> Yes <input type="checkbox"/> No		
	If "Yes," attach the statement required by Regulations section 53.4945-5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	X
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	7b	
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?			

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
DONNA SMITH 242 ENGLEWOOD ROAD, KY 40965	PRESIDENT 10	0	0	0
KIRBY SMITH III 242 ENGLEWOOD ROAD, KY 40965	VICE PRESIDENT 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 ►		

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 LINCOLN MEMORIAL UNIVERSITY 6969 CUMBERLAND GAP PARKWAY, HARROGATE, TN 37752 <u>PRIVATE UNIVERSITY</u>	26,608
2 YOUNG MEN'S CHRISTIAN ASSOCIATION (YMCA) 381 WEST LONDON AVENUE, LEXINGTON, KY 40508 <u>RELIGIOUS, ACADEMIC, AND ATHLETIC CLUB</u>	20,000
3 SAINT MARY'S EPISCOPAL CHURCH 131 EDGEWOOD ROAD, MIDDLESBORO, KY 40965 <u>CHRISTIAN CHURCH</u>	8,000
4 SACRED HEART SCHOOL 703 MASTER STREET, CORBIN, KY 40701 <u>CATHOLIC SCHOOL</u>	3,000

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 instructions	
3	
Total. Add lines 1 through 3 ►	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	1,513,438
b	Average of monthly cash balances	1b	19,295
c	Fair market value of all other assets (see instructions)	1c	260,000
d	Total (add lines 1a, b, and c)	1d	1,792,733
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	0
3	Subtract line 2 from line 1d	3	1,792,733
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,000,000
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	792,733
6	Minimum investment return. Enter 5% of line 5	6	39,637

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	39,637
2a	Tax on investment income for 2013 from Part VI, line 5	2a	766
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	766
3	Distributable amount before adjustments Subtract line 2c from line 1	3	38,871
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	38,871
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	38,871

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	73,808
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	73,808
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	766
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	73,042

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				38,871
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				
b Total for prior years				
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012	9,515			
f Total of lines 3a through e	9,515			
4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ 73,808				
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				38,871
e Remaining amount distributed out of corpus	34,937			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:	44,452			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				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)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	44,452			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012	9,515			
e Excess from 2013	34,937			

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

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling				<input checked="" type="checkbox"/>
b	Check box to indicate whether the foundation is a private operating foundation described in section				<input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 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				
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))

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 of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

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				
LINWOOD LIBRARY 301 DAVIS AVE LINWOOD, NJ 08221	UNRELATED	PC	UNRESTRICTED	300
DISCOVER DOWNTOWN MIDDLESBORO PO BOX 1156 MIDDLESBORO, KY 40965	UNRELATED	PC	UNRESTRICTED	500
BLUEGRASS COUNCIL BOY SCOUTS OF AME 3445 RICHMOND RD LEXINGTON, KY 40509	UNRELATED	PC	UNRESTRICTED	2,500
MIDDLESBORO EDUCATION FOUNDATION 220 NORTH 20TH STREET MIDDLESBORO, KY 40965	UNRELATED	PC	UNRESTRICTED	1,300
BOY SCOUTS OF AMERICA 262 BOY SCOUTS CAMP RD ANDERSONVILLE, TN 37705	UNRELATED	PC	UNRESTRICTED	800
LINCOLN MEMORIAL UNIVERSITY 6965 CUMBERLAND GAP PKWY HARROGATE, TN 37752	UNRELATED	PC	UNRESTRICTED	26,608
CUMBERLAND MOUNTAIN FALL FESTIVAL PO BOX 836 MIDDLESBORO, KY 40965	UNRELATED	PC	UNRESTRICTED	800
SACRED HEART SCHOOL 703 MASTER ST CORBIN, KY 40701	UNRELATED	PC	UNRESTRICTED	3,000
Total				► 3a
b Approved for future payment				
Total				► 3b

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				
YOUNG MENS CHRISTIAN ASSOC (YMCA) 381 WEST LONDON AVE LEXINGTON, KY 40508	UNRELATED	PC	UNRESTRICTED	20,000
SAINT MARYS EPISCOPAL CHURCH 131 EDGEDWOOD RD MIDDLESBORO, KY 40965	UNRELATED	PC	UNRESTRICTED	8,000
BANK OF AMERICA CHARITABLE FOUNDATION 100 N TRYAN STREET CHARLOTTE, NC 28255	UNRELATED	PC	UNRESTRICTED	1,000
CHRIST CHURCH BROTHERHOOD ST ANDREW PO BOX 632 AMBRIDGE, PA 15003	UNRELATED	PC	UNRESTRICTED	500
CHRIST CHURCH 3801 HARRODSBURG RD LEXINGTON, KY 40513	UNRELATED	PC	UNRESTRICTED	1,500
FIRST UNITED METHODIST CHURCH 301 W 5TH STREET LONDON, KY 40741	UNRELATED	PC	UNRESTRICTED	1,000
PENSACOLA JUNIOR YACHT CLUB 1897 CYPRESS STREET PENSACOLA, FL 32502	UNRELATED	PC	UNRESTRICTED	1,000
SOUTHERN YACHT CLUB 105 NORTH ROADWAY NEW ORLEANS, LA 70124	UNRELATED	PC	UNRESTRICTED	1,000
Total				► 3a
b Approved for future payment				
Total				► 3b

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				
GULF COAST COUNCIL BOY SCOUTS AMERICA 9440 UNIVERSITY PARKWAY PENSACOLA, FL 32514	UNRELATED	PC	UNRESTRICTED	1,000
HUMANE SOCIETY OF PENSACOLA 5 NORTH Q STREET PENSACOLA, FL 32505	UNRELATED	PC	UNRESTRICTED	250
NORTH HILL PRESERVATION SOCIETY NORTH HILL PENSACOLA, FL 32501	UNRELATED	PC	UNRESTRICTED	250
EDSERS UNITED FOUNDATION 10 SCHALKS CROSSING RD PLAINSBORO, NJ 08536	UNRELATED	PC	UNRESTRICTED	500
TRUSTEES OF PHILLIPS ACADEMY 108 MAIN STREET ANDOVER, MA 01810	UNRELATED	PC	UNRESTRICTED	2,000
Total			► 3a	73,808
b Approved for future payment				
Total			► 3b	

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					1,801
4	Dividends and interest from securities					74,433
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					28,300
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory					(5)
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)					104,529
13	Total. Add line 12, columns (b), (d), and (e)					104,529

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
3	DONATING INVESTMENT INCOME IS ORG'S CHARITABLE PURPOSE
4	DONATING INVESTMENT INCOME IS ORG'S CHARITABLE PURPOSE
5B	DONATING INVESTMENT INCOME IS ORG'S CHARITABLE PURPOSE
8	DONATING INVESTMENT INCOME IS ORG'S CHARITABLE PURPOSE

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of		
(1)	Cash	1a(1)	X
(2)	Other assets	1a(2)	X
b	Other transactions		
(1)	Sales of assets to a noncharitable exempt organization	1b(1)	X
(2)	Purchases of assets from a noncharitable exempt organization	1b(2)	X
(3)	Rental of facilities, equipment, or other assets	1b(3)	X
(4)	Reimbursement arrangements	1b(4)	X
(5)	Loans or loan guarantees	1b(5)	X
(6)	Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received		

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

(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

Anna F. Smith

1/30/15

10

PRESIDENT

三

May the IRS discuss this return with the preparer shown below (see inst.)? Yes

Signature of owner or trustee		Date	Date		
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Michael Cheek	<i>Michael D. Cheek, CPA</i>	01-19-2015		P01307454
	Firm's name ► COOK & CHEEK CPAs	Firm's EIN ►			
Firm's address ► 302 FALLS STREET London KY 40741	Phone no		606-877-2654		

Federal Supporting Statements**2013 PG 01**

Name(s) as shown on return

R & R EVANS FOUNDATION INC

FEIN

61-1212261

**FORM 990PF, PART II, LINE 22
OTHER LIABILITIES SCHEDULE**

STATEMENT #121

<u>DESCRIPTION</u>	<u>BOY AMOUNT</u>	<u>EOY AMOUNT</u>
UNREALIZED GAINS ON INVESTMENTS	<u>177,433</u>	<u>216,673</u>
TOTAL	<u>177,433</u>	<u>216,673</u>

**FORM 990PF, PART II, LINE 20
LOANS FROM OFFICERS PAYABLE SCHEDULE**PG 01
STATEMENT #155

LENDER'S NAME	DONNA SMITH
LENDER'S TITLE	PRESIDENT
ORIGINAL AMOUNT OF LOAN	\$ 111,377
BALANCE DUE	\$ 111,377
DATE OF NOTE	2011-12
MATURITY DATE	
REPAYMENT TERMS	NONE
INTEREST RATE	0
SECURITY BY BORROWER	NONE
PURPOSE OF LOAN	CASH FLOW LOAN
LENDER CONSIDERATION	
CONSIDERATION FMV	\$ 111,377

Federal Supporting Statements

	2013 PG 01
Name(s) as shown on return	Your Social Security Number 61-1212261
R & R EVANS FOUNDATION INC	

FORM 990PF, PART I, LINE 23 - OTHER EXPENSES SCHEDULE

DESCRIPTION	REVENUE AND EXPENSES	NET INVESTMENT	ADJUSTED NET INCOME	CHARITABLE PURPOSE
DUES AND SUBSCRIPTIONS	48 1,679	48 1,679	48 1,679	0 0
MISCELLANEOUS				
TOTALS	1,727	1,727	1,727	0

STATEMENT #103

PG 01
FORM 990PF, PART I, LINE 16 (B) - ACCOUNTING FEES SCHEDULE

DESCRIPTION	REVENUE AND EXPENSES	NET INVESTMENT	ADJUSTED NET INCOME	CHARITABLE PURPOSE
ACCOUNTING AND TAX PREP	3,204	3,204	3,204	0
TOTALS	3,204	3,204	3,204	0

STATEMENT #108

Federal Supporting Statements

	2013 PG 01
Name(s) as shown on return	
R & R EVANS FOUNDATION INC	
	Your Social Security Number 61-1212261

FORM 990PF, PART I, LINE 18 - TAXES SCHEDULE

DESCRIPTION	REVENUE AND EXPENSES	NET INVESTMENT	ADJUSTED NET INCOME	CHARITABLE PURPOSE
KY ANNUAL REPORT FEE	15	15	15	0
PROPERTY TAXES	2,671	2,671	2,671	0
FEDERAL EXCISE TAXES	726	726	726	0
TOTALS	3,412	3,412	3,412	0

FORM 990PF, PART II, LINE 14 - LAND ETC. SCHEDULE

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	END OF YEAR BOOK VALUE	FMV
BUILDINGS AND LAND	258,600	33,416	225,184	260,000
TOTAL	258,600	33,416	225,184	260,000

FORM 990PF, PART I, LINE 18 - TAXES SCHEDULE

STATEMENT #11.0

PG01

STATEMENT #11.9

STATEMENT #11.9

PG01

Federal Supporting Statements

		2013 PG 01
Name(s) as shown on return		Your Social Security Number 61-1212261
R & R EVANS FOUNDATION INC		

FORM 990PF, PART I, LINE 19 - DEPRECIATION SCHEDULE

STATEMENT #126

DESCRIPTION	DATE ACQUIRED	COST OR OTHER BASIS	PRIOR YEAR DEPRECIATION	COMPUTATION METHOD	RATE	LIFE	CURRENT YEAR DEPRECIATION		NET INVESTMENT INCOME	ADJUSTED NET INCOME
							DEPRECIATION	INCOME		
BANK BUILDING	02-01-2009	170,000	16,897	SL	2.564	39	4,359	4,359	4,359	4,359
BANK BLDG LAND	02-01-2009	10,000		NDA	0		0	0	0	0
RENT HOUSE (OLD HOME)	02-01-2009	68,600	9,665	SL	3.636	27.5	2,495	2,495	2,495	2,495
RENT HOUSE LAND	02-01-2009	10,000		NDA	0		0	0	0	0
TOTALS		258,600	26,562				6,854	6,854		6,854

FORM 990-PF, PART IV, CAPITAL GAINS AND LOSSES INFORMATION (OVERFLOW)

STATEMENT #134

DESCRIPTION	P-PURCHASE D-DONATION	DATE ACQUIRED	DATE SOLD	SALES PRICE	DEPRECIATION	COST OR OTHER BASIS	GAINS MINUS EXCESS OR LOSSES	
							GAIN OR LOSS	GAIN OR LOSS
0 COUNTRYWIDE MTG 2005-15 A-4 STOCK	P	2012-12-31	2013-08-30	311		311	311	311
0 COUNTRYWIDE MTG 2005-15 A-4 STOCK	P	2012-12-31	2013-09-25	322		322	322	322
0 COUNTRYWIDE MTG 2005-15 A-4 STOCK	P	2012-12-31	2013-10-28	362		362	362	362
0 COUNTRYWIDE MTG 2005-15 A-4 STOCK	P	2012-12-31	2013-11-25	219		219	219	219
0 COUNTRYWIDE MTG 2005-15 A-4 STOCK	P	2012-12-31	2013-12-26	92		92	92	92
2000 FHIMC MEDIUM TERM NOTE BOND	P	2009-03-23	2013-03-15	20,000		20,000	20,000	20,000
500 CITIGROUP CAP XV 6.5% ENHANCED	P	2006-09-07	2013-04-16	12,500		12,505	(5)	(5)
TOTAL				33,806		33,811	(5)	(5)

For your records only

Name(s) as shown on return

R & R EVANS FOUNDATION INC

For your records only _____ Social security number/EIN _____

For your records only

R & R EVANS FOUNDATION INC										Social security number/EIN 61-1212261					
No	Description	Date	Cost	Salvage	Business percentage	Section 179	Depreciation Basis	Life	Method	Rate	Current depr	Accumulated Depr	Prior expense	Bonus depreciation	AMT Current
1	BANK BUILDING	20090201	170,000	100.00	100.00		170,000	39	SL	MM	2.564	4,359	21,256		4,359
2	BANK BLDG LAND	20090201	10,000	10,000	100.00		0	0			0				
3	RENT HOUSE (OLD HOME)	20090201	68,600	100.00	100.00		68,600	27.5	SL	MM	3.636	2,495	12,160		2,495
4	RENT HOUSE LAND	20090201	10,000	10,000	100.00		0	0			0				

FORM 990-PF, PART X, LINE 4
R & R EVANS FOUNDATION, INC.
EIN 61-1212261

Cash deemed to be held for charitable activities:

Generally, the Taxpayer is allowed a 1 ½% deduction as cash held for charitable activities on Form 990-PF, Part X, Line 4. However, the Taxpayer feels that it should be allowed a larger amount for the reason set forth below:

The Taxpayer's non-profit purpose is to gift investment income to charitable organizations. Most of the Taxpayer's annual income used to gift to other charities is generated from investments in stock & bonds. Since the Organization must maintain large investments in order to generate enough investment earnings to gift the needed annual contributions to its various charities, it should be allowed a larger deductible amount of cash deemed to be held for charitable activities.

The Taxpayer's goal is to gift, on average, \$50,000 annually from investments in securities and bonds. Assuming a 5% average rate of return on investment, it would take an investment of \$1,000,000 to generate an annual \$50,000 return for the purpose of gifting. Therefore, the Taxpayer is using cash deemed to be held for charitable activities on Form 990-PF, Part X, Line 4 in the amount of \$1,000,000.