



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 THE METCALF FOUNDATION		A Employer identification number 75-2727773
Number and street (or P O box number if mail is not delivered to street address) Room/suite 5212 BRIAR TREE		B Telephone number (see instructions) (972) 733-4640
City or town, state or province, country, and ZIP or foreign postal code DALLAS, TX 75248		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (From Part II, col. (c), line 16) ▶ \$ 644,369	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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))				
Revenue				
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	2	2		
4 Dividends and interest from securities	21,893	21,438		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	6,120			
b Gross sales price for all assets on line 6a 158,233				
7 Capital gain net income (from Part IV, line 2)		6,120		
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	28,015	27,560		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	0	0		0
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)	2,500	0		0
c Other professional fees (attach schedule)	3,994	3,994		0
17 Interest				
18 Taxes (attach schedule) (see instructions)				
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	90	0		0
24 Total operating and administrative expenses. Add lines 13 through 23	6,584	3,994		0
25 Contributions, gifts, grants paid	30,506			30,506
26 Total expenses and disbursements. Add lines 24 and 25	37,090	3,994		30,506
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-9,075			
b Net investment income (if negative, enter -0-)		23,566		
c Adjusted net income (if negative, enter -0-)				

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash—non-interest-bearing			1	1
	2 Savings and temporary cash investments	26,871	18,883	18,883	
	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)	600,328	603,034	625,430	
	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 ▶ _____)	3,849	55	55		
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	631,048	621,973	644,369		
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 <input type="checkbox"/>		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 <input checked="" type="checkbox"/>		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	631,048	621,973		
30 Total net assets or fund balances (see page 17 of the instructions)	631,048	621,973			
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	631,048	621,973			

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	631,048
2	Enter amount from Part I, line 27a	2	-9,075
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	621,973
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	621,973

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			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV 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	6,120
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	32,070	613,883	0.052241
2011	31,080	653,928	0.047528
2010	29,323	631,876	0.046406
2009	33,692	591,147	0.056994
2008	37,869	685,466	0.055246

2 Total of line 1, column (d).	2	0.258415
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	0.051683
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	645,934
5 Multiply line 4 by line 3.	5	33,384
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	236
7 Add lines 5 and 6.	7	33,620
8 Enter qualifying distributions from Part XII, line 4.	8	30,506

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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	471
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	471
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	471
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	276
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	276
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	195
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2014 estimated tax Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	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)? <i>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.</i>	1b	No
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 \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2	No
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? <i>If "Yes," attach a conformed copy of the changes</i>	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? <i>If "Yes," attach the statement required by General Instruction T.</i>	5	No
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? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) TX		
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? <i>If "No," attach explanation .</i>	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)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	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? Website address N/A	13	Yes	
14	The books are in care of RICHARD I METCALF Telephone no (972) 733-4640 Located at 5212 BRIAR TREE DALLAS TX ZIP +4 75248			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 15			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country	16	Yes	No

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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	1b		
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years 20___, 20___, 20___, 20___			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20___, 20___, 20___, 20___			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<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)? Yes No

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? Yes No

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

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
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	625,670
b	Average of monthly cash balances.	1b	30,101
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	655,771
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	655,771
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	9,837
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	645,934
6	Minimum investment return. Enter 5% of line 5.	6	32,297

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	32,297
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	471
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	471
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	31,826
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	31,826
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	31,826

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	30,506
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	30,506
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	30,506

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				31,826
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			30,506	
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 ▶ \$ <u>30,506</u>				
a Applied to 2012, but not more than line 2a			30,506	
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.				0
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2013 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>	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				31,826
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 XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

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

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

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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 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 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 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
a <i>Paid during the year</i> See Additional Data Table				
Total				3a 30,506
b <i>Approved for future payment</i>				
Total				3b 0

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)
20 AMERN CAMPUS COMMUNITIES		2012-07-03	2013-01-14
5 AMERN CAMPUS COMMUNITIES		2012-07-27	2013-01-14
5000 AOL TIME WARNER		2012-08-16	2013-02-20
5000 BANK OF AMERICA		2012-07-30	2013-01-24
5 CINCINNATI FINANCIAL		2013-10-16	2013-11-15
5 CLEARBRIDGE ENERGY		2013-05-13	2013-11-15
5000 DIRECTV HOLDINGS		2013-04-11	2013-11-15
5 DOMINION RES		2013-08-27	2013-11-15
10000 EASTMAN CHEMICAL		2012-07-17	2013-06-27
5000 EL PASO ENERGY		2013-04-12	2013-08-09
5000 FRONTIER COM		2012-07-17	2013-02-22
5000 GEN ELEC CAP		2012-07-23	2013-02-22
15 GENERAL ELECTRIC COMPANY		2013-01-14	2013-11-15
20 GENUINE PARTS CO		2012-07-03	2013-05-22
5 GENUINE PARTS CO		2012-07-27	2013-05-22
5000 GOLDCORP		2013-06-27	2013-10-25
5000 GOODYEAR TIRE		2012-07-13	2013-04-09
5 HASBRO INC		2013-10-16	2013-11-15
5000 JPMORGAN CHASE		2012-07-25	2013-01-17
5 JPMORGAN CHASE & CO		2013-09-25	2013-11-15
5 KINDER MORGAN INC		2013-05-22	2013-11-15
5 KRAFT FOODS GROUP		2013-10-16	2013-11-15
10 LANDAUER INC		2012-07-03	2013-01-14
5 LORILLARD INC		2013-10-16	2013-11-15
5 MC DONALDS CORP		2012-07-27	2013-01-11
10 MERCK & CO INC		2012-07-27	2013-07-12
15 MERIDIAN BIOSCIENCE INC		2013-10-16	2013-11-13
5 MICROCHIP TECHNOLOGY		2013-10-16	2013-11-15
5 PAYCHEX INC		2013-10-16	2013-11-15
25 PFIZER INCORPORATED		2012-07-27	2013-07-12

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)
5 PFIZER INCORPORATED		2013-10-16	2013-11-15
5 PHILIP MORRIS INT INC		2013-05-06	2013-11-15
115 PITNEY BOWES INC		2012-07-03	2013-04-30
15 PITNEY BOWES INC		2012-07-27	2013-04-30
10 REGAL ENTERTAINMENT		2013-10-16	2013-11-15
5000 ROYAL CARIBBEAN		2013-02-22	2013-11-06
5000 ROYAL CARIBBEAN		2012-07-09	2013-01-24
70 RPM INTERNATIONAL		2012-07-03	2013-01-14
70 RPM INTERNATIONAL		2012-07-03	2013-02-06
55 RPM INTERNATIONAL		2012-07-03	2013-05-22
5 RPM INTERNATIONAL		2013-10-16	2013-11-15
5 SIX FLAGS ENTERTAINMENT		2013-05-22	2013-11-15
5000 SPRINT CAP CORP		2012-12-05	2013-05-21
5000 STATE OF ILLINOIS		2012-12-07	2013-11-26
10 TORTOISE ENERGY CAPITAL		2013-10-16	2013-11-15
5000 US STEEL CORP		2012-11-01	2013-05-14
4000 US TREAS NT		2012-08-03	2013-05-15
30 WADDELL & REED FINL		2012-07-03	2013-02-06
100 WADDELL & REED FINL		2012-07-03	2013-05-22
20 WADDELL & REED FINL		2012-07-27	2013-05-22
5000 WATHERFORD IN		2012-07-24	2013-03-12
5 AT&T INC		2012-07-27	2013-11-15
10 ALTRIA GROUP		2012-07-27	2013-11-15
5 AMERN CAMPUS COMMUNITIES		2012-07-03	2013-11-15
30 BRISTOL-MYERS SQUIBB		2012-07-03	2013-11-13
10 BRISTOL-MYERS SQUIBB		2012-07-27	2013-11-13
5 CENTURLINK INC		2012-07-27	2013-11-15
5000 GOLDMAN SACHS		2012-07-16	2013-11-15
5 H C P INC		2012-07-27	2013-11-15
10 INTEL CORP		2012-07-03	2013-11-15

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)
2000 IRON MOUNTAIN		2012-07-13	2013-08-22
3000 IRON MOUNTAIN		2012-07-13	2013-10-08
30 LANDAUER INC		2012-07-03	2013-07-31
15 LANDAUER INC		2012-07-03	2013-10-18
15 LANDAUER INC		2012-07-03	2013-11-11
10 LANDAUER INC		2012-07-27	2013-11-11
5 LORILLARD INC		2012-07-03	2013-11-15
15 MERCK & CO INC		2012-07-03	2013-07-12
5 MERCK & CO INC		2012-07-03	2013-11-15
35 MERIDIAN BIOSCIENCE		2012-07-03	2013-11-13
95 MERIDIAN BIOSCIENCE		2012-07-03	2013-11-15
20 MERIDIAN BIOSCIENCE		2012-07-27	2013-11-15
5 MID AMER APT CMNTYS		2012-07-27	2013-11-15
5 NATL HEALTH INVESTORS		2012-07-27	2013-11-15
50 NUCOR CORP		2012-07-03	2013-09-25
5 NUCOR CORP		2012-07-27	2013-09-25
10 PEOPLES UNITED FINL		2012-07-03	2013-11-15
30 PFIZER INCORPORATED		2012-07-03	2013-07-12
5 PFIZER INCORPORATED		2012-07-03	2013-11-15
5 PLUM CREEK TIMBER		2012-07-27	2013-11-15
5 QUESTAR CORPORATION		2012-11-06	2013-11-15
5 SEADRILL LTD		2012-07-27	2013-11-15
5000 XEROX CORPORATION		2012-07-11	2013-10-18
CAPITAL GAINS DIVIDENDS	P		

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)
943		910	33
236		236	0
6,849		6,711	138
5,813		5,531	282
254		247	7
137		143	-6
5,220		5,627	-407
334		290	44
9,645		10,369	-724
5,275		5,620	-345
5,625		5,377	248
5,922		5,815	107
405		318	87
1,676		1,203	473
419		323	96
4,687		4,420	267
5,525		5,384	141
261		228	33
6,152		5,956	196
272		257	15
176		206	-30
263		265	-2
609		594	15
264		234	30
457		446	11
484		451	33
370		363	7
216		199	17
215		205	10
715		596	119

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)
159		149	10
455		466	-11
1,582		1,698	-116
206		196	10
197		189	8
5,744		5,653	91
5,663		5,414	249
2,180		1,940	240
2,201		1,940	261
1,815		1,524	291
199		185	14
191		201	-10
5,475		5,458	17
5,425		5,696	-271
326		320	6
5,284		5,048	236
4,594		4,623	-29
1,215		926	289
4,665		3,087	1,578
933		595	338
6,542		6,511	31
176		185	-9
379		360	19
166		227	-61
1,552		1,057	495
518		361	157
160		206	-46
5,524		5,327	197
198		234	-36
243		267	-24

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)
2,185		2,178	7
3,233		3,262	-29
1,468		1,781	-313
764		890	-126
723		890	-167
482		590	-108
263		227	36
726		627	99
240		209	31
864		722	142
2,294		1,960	334
483		334	149
312		347	-35
305		270	35
2,479		1,933	546
248		193	55
147		119	28
858		688	170
159		115	44
218		202	16
114		105	9
230		199	31
5,769		5,705	64
283			283

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	
			33
			0
			138
			282
			7
			-6
			-407
			44
			-724
			-345
			248
			107
			87
			473
			96
			267
			141
			33
			196
			15
			-30
			-2
			15
			30
			11
			33
			7
			17
			10
			119

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	
			10
			-11
			-116
			10
			8
			91
			249
			240
			261
			291
			14
			-10
			17
			-271
			6
			236
			-29
			289
			1,578
			338
			31
			-9
			19
			-61
			495
			157
			-46
			197
			-36
			-24

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	
			7
			-29
			-313
			-126
			-167
			-108
			36
			99
			31
			142
			334
			149
			-35
			35
			546
			55
			28
			170
			44
			16
			9
			31
			64
			283

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
NICOLE METCALF DE LOS SANTOS 4210 MARKHAM HOUSTON, TX 77027	TRUSTEE 0 00	0	0	0
KIMBERLY METCALF KRIBS 8141 HANING DRIVE PLANO, TX 75205	TRUSTEE 0 00	0	0	0
KRISTIN METCALF CRANE 9215 CLUB GLEN DRIVE DALLAS, TX 75243	TRUSTEE 0 00	0	0	0
NORMA JEAN METCALF 5212 BRIAR TREE DALLAS, TX 75248	PRESIDENT 0 00	0	0	0
RICHARD I METCALF 5212 BRIAR TREE DALLAS, TX 75248	SECRETARY 0 00	0	0	0

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>				
PRINCE OF PEACE CHRISTIAN SCHOOL 4000 MIDWAY RD CARROLLTON, TX 75007	NONE	PUBLIC CHARITY	BENEVOLENT	1,506
ST THOMAS EPISCOPAL SCHOOL 4900 JACKWOOD HOUSTON, TX 77096	NONE	PUBLIC CHARITY	BENEVOLENT	2,000
ST TIMOTHY ACADEMY 4550 LEGACY DRIVE PLANO, TX 75024	NONE	PUBLIC CHARITY	BENEVOLENT	2,000
THE COVENANT KNIGHTS SCHOOL 7300 VALLEY VIEW LANE DALLAS, TX 75240	NONE	PUBLIC CHARITY	BENEVOLENT	19,000
MERCY STREET INC 3801 HOLYSTONE ST DALLAS, TX 75212	NONE	PUBLIC CHARITY	BENEVOLENT	3,000
VICKERY MEADOW MINISTRY PO BOX 671127 DALLAS, TX 75367	NONE	PUBLIC CHARITY	BENEVOLENT	3,000
Total			3a	30,506

TY 2013 Accounting Fees Schedule

Name: THE METCALF FOUNDATION

EIN: 75-2727773

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	2,500	0		0

**TY 2013 Investments Corporate
Stock Schedule**

Name: THE METCALF FOUNDATION

EIN: 75-2727773

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SCHWAB 7436	603,034	625,430

TY 2013 Other Assets Schedule

Name: THE METCALF FOUNDATION

EIN: 75-2727773

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
DIVIDEND RECEIVABLE	54	55	55
DISTRIBUTIONS RECEIVABLE	3,795	0	0

TY 2013 Other Expenses Schedule

Name: THE METCALF FOUNDATION

EIN: 75-2727773

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK CHARGES	90	0		0

TY 2013 Other Professional Fees Schedule

Name: THE METCALF FOUNDATION

EIN: 75-2727773

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	3,994	3,994		0