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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

Name of foundation RED EMPRESS FOUNDATION		A Employer identification number 84-1605718
Number and street (or P O box number if mail is not delivered to street address) 34 ENCHANTED WAY	Room/suite	B Telephone number (see the instructions) (207) 801-8149
City or town, state or province, country, and ZIP or foreign postal code BAR HARBOR ME 04609		C If exemption application is pending, check here. <input type="checkbox"/>
G Check all that apply:		D 1 Foreign organizations, check here <input type="checkbox"/>
<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change		2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Initial Return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 806,513.	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.)	

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)	175,300.			
2 Ck <input type="checkbox"/> if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	33,762.	33,762.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	11,294.	L-6a Stmt		
b Gross sales price for all assets on line 6a 50,000.				
7 Capital gain net income (from Part IV, line 2)		11,294.		
8 Net short-term capital gain			1,950.	
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)				
12 Total. Add lines 1 through 11.	220,356.	45,056.	1,950.	
13 Compensation of officers, directors, trustees, etc	36,000.			28,800.
14 Other employee salaries and wages				
15 Pension plans, employee benefits	18,689.			14,951.
16a Legal fees (attach schedule)				
b Accounting fees (attach sch)	1,800.			
c Other prof fees (attach sch)	5,028.	4,788.		
17 Interest				
18 Taxes (attach schedule)(see Instrs) EXCISE TAX.	163.			
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	852.			794.
22 Printing and publications				
23 Other expenses (attach schedule) See Line 23 Stmt	13,496.			4,472.
24 Total operating and administrative expenses. Add lines 13 through 23	76,028.	4,788.		49,017.
25 Contributions, gifts, grants paid	168,301.			168,301.
26 Total expenses and disbursements. Add lines 24 and 25	244,329.	4,788.		217,318.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-23,973.			
b Net investment income (if negative, enter -0-).		40,268.		
c Adjusted net income (if negative, enter -0-).			1,950.	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
ASSETS	1	Cash – non-interest-bearing		75,553.	19,337.	19,337.
	2	Savings and temporary cash investments		10,423.	24,407.	24,407.
	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				
	10a	Investments – U.S. and state government obligations (attach schedule)				
	b	Investments – corporate stock (attach schedule)	628,746.	655,031.	723,799.	
	c	Investments – corporate bonds (attach schedule)	34,948.	34,948.	38,970.	
	LIABILITIES	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	1,809.			
		Less: accumulated depreciation (attach schedule)	0.	1,809.	0.	
15		Other assets (describe)	6,059.			
16		Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I).	757,538.	733,723.	806,513.	
17		Accounts payable and accrued expenses	2,688.	2,846.		
18		Grants payable				
NET ASSETS OR FUND BALANCES	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)				
	23	Total liabilities (add lines 17 through 22)	2,688.	2,846.		
		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	X			
27	Capital stock, trust principal, or current funds					
28	Paid-in or capital surplus, or land, building, and equipment fund					
29	Retained earnings, accumulated income, endowment, or other funds	754,850.	730,877.			
30	Total net assets or fund balances (see instructions)	754,850.	730,877.			
31	Total liabilities and net assets/fund balances (see instructions)	757,538.	733,723.			

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	754,850.
2	Enter amount from Part I, line 27a	2	-23,973.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	730,877.
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	730,877.

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 RUSSELL TAX MANAGED FUND		P	09/11/12	08/22/13
b ALLIANCE BERNSTEIN DISCOVERY FUND		P	06/05/08	08/22/13
c AMCAP FUND CLASS F1		P	06/05/08	05/08/13
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 10,000.		8,050.	1,950.
b 10,000.		7,563.	2,437.
c 30,000.		23,093.	6,907.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(j) Fair Market Value as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of column (i) over column (j), if any	
a			1,950.
b			2,437.
c			6,907.
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	11,294.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):		3	
	If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			1,950.

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	246,316.	716,802.	0.343632
2011	203,856.	705,871.	0.288801
2010	151,440.	636,035.	0.238100
2009	140,936.	545,645.	0.258292
2008	144,251.	603,101.	0.239182

2 Total of line 1, column (d)	2	1.368007
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	0.273601
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	771,523.
5 Multiply line 4 by line 3	5	211,089.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	403.
7 Add lines 5 and 6.	7	211,492.
8 Enter qualifying distributions from Part XII, line 4	8	217,318.

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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	403.
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	403.
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	403.
6 Credits/Payments:			
a 2013 estimated tax pmts and 2012 overpayment credited to 2013	6 a	403.	
b Exempt foreign organizations — tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	403.	
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	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0.	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax	11		
	Refunded		

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?	1 a	X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1 b	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?	1 c	X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation . . . \$ (2) On foundation managers . . . \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers . . . \$		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If 'Yes,' attach a detailed description of the activities.	2	X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes	3	X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4 a	X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	4 b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T.	5	X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
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) CO - Colorado		
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	8 b	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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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address N/A				
14	The books are in care of MARYANNE MATTSON Telephone no. (207) 801-8149 Located at 34 ENCHANTED WAY BAR HARBOR ME ZIP + 4 04609			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 15			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
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
1 a 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 checked="" type="checkbox"/> Yes <input 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)?	1 b	X
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1 c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years 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)	2 b	
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 __		
3 a 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.)	3 b	
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5 a** 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)?**5 b**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).

6 a 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?**6 b**

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

X

7 a 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?**7 b****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
GAYLE NOSAL BOULDER BOULDER CO 80305	PRESIDENT 10.00	0.	0.	0.
MARYANNE MATTON BAR HARBOR BAR HARBOR ME 04609	EXEC DIR 30.00	36,000.	15,935.	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

None

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	1 a	726,889.
b Average of monthly cash balances	1 b	56,383.
c Fair market value of all other assets (see instructions)	1 c	0.
d Total (add lines 1a, b, and c)	1 d	783,272.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Subtract line 2 from line 1d	3	783,272.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	11,749.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	771,523.
6 Minimum investment return. Enter 5% of line 5	6	38,576.

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	38,576.
2 a Tax on investment income for 2013 from Part VI, line 5	2 a	403.
b Income tax for 2013. (This does not include the tax from Part VI.)	2 b	
c Add lines 2a and 2b	2 c	403.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	38,173.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	38,173.
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	38,173.

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	1 a	217,318.
b Program-related investments — total from Part IX-B	1 b	
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)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	217,318.
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	403.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	216,915.

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				38,173.
2 Undistributed Income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years: 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2013.				
a From 2008	114,994.			
b From 2009	113,821.			
c From 2010	119,836.			
d From 2011	168,774.			
e From 2012	210,802.			
f Total of lines 3a through e	728,227.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 217,318.				
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				38,173.
e Remaining amount distributed out of corpus	179,145.			
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:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	907,372.			
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				
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)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	114,994.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	792,378.			
10 Analysis of line 9:				
a Excess from 2009	113,821.			
b Excess from 2010	119,836.			
c Excess from 2011	168,774.			
d Excess from 2012	210,802.			
e Excess from 2013	179,145.			

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 Paid during the year SEE SCHEDULE ATTACHED				168,301.
Total			3 a	168,301.
b Approved for future payment				
Total			3 b	

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) 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					
4 Dividends and interest from securities			14	33,762.	
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 . .			14	11,294.	
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)				45,056.	
13 Total. Add line 12, columns (b), (d), and (e)					45,056.

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

► **Attach to Form 990, Form 990-EZ, or Form 990-PF**

► Information about Schedule B (Form 990, 990-EZ, 990-PF) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Name of the organization

RED EMPRESS FOUNDATION

Employer identification number

84-1605718

Organization type (check one)

Filers of:

Form 990 or 990-EZ

Section:

- ☐ 501(c)() (enter number) organization
☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
☐ 527 political organization

Form 990-PF

- ☒ 501(c)(3) exempt private foundation
☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. (Complete Parts I and II.)

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ► \$ _____

Caution: An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF) but it **must** answer 'No' on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ,

Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

or 990-PF.

Name of organization

Employer identification number

RED EMPRESS FOUNDATION

84-1605718

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	NFP LTD 34 ENCHANTED WAY BAR HARBOR ME 04609	\$ 75,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2	SALLY NORDLING 34 ENCHANTED WAY BAR HARBOR ME 04609	\$ 100,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
DUES & SUBSCRIPTIONS	3,960.			3,225.
INSURANCE	355.			
OFFICE SUPPLIES	201.			150.
POSTAGE	185.			170.
WEBSITE	927.			927.
RETIREMENT OF OBSOLETE ASSETS	7,868.			
Total	13,496.			4,472.

Form 990-PF, Page 10, Part XV, Line 2

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

Name . SEE WWW.REDEMPRESS.ORG FOR HOW TO APPLY

Address FOR HOW TO APPLY

City, St, Zip, Phone . LETTER OF INQUIRY NA 04609

E-mail

The form in which applications should be submitted and information and materials they should include:
SEE WWW.REDEMPRESS.ORG

Any submission deadlines:

NONE

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

NONE

Name . REDEMPRESS.ORG

Address FOR HOW TO APPLY

City, St, Zip, Phone . LETTER OF INQUIRY REQUIRED

E-mail

The form in which applications should be submitted and information and materials they should include:
SEE WWW.REDEMPRESS.ORG

Any submission deadlines:

NONE

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

NONE

Red Empress Foundation
Form 990PF
For the Year Ended December 31, 2013
84-1605718

Schedule of Accounting Fees, Part 1, Line 16b	Amount
2012 Tax Return Preparation Fees	1,800
Total	1,800

Schedule of Other Professional Fees, Part 1, Line 16c	Amount
Investment Advisory	4,788
Computer Support	240
Total	5,028

Schedule of Taxes, Part 1, Line 18	Amount
Excise tax	163
Total	163

Schedule of Other Expenses, Part 1, Line 23	Amount
Insurance	355
Postage	185
Dues & Subscriptions	3,960
Office Supplies	201
Retirement of Obsolete Assets	7,868
Website Design	927
Total	13,496

Red Empress Foundation
Form 990PF
For the Year Ended December 31, 2013
84-1605718

Schedule of Investments Part II, Line 10	BV	FMV
<u>Corporate Stock - Line 10b</u>		
Alliance Bernstein Discovery Value Fund	21,981	29,578
AMCAP Fund	43,174	61,249
Columbia Acorn	22,634	24,435
Harbor Bond Fund	54,462	51,377
Ivy Asset Strategy Fund	33,723	43,969
Loomis Sayles Global Bond Fund	26,075	24,208
Parnassus Equity Income Fund	32,050	34,546
Prudential Jennison Natural Resources	40,642	33,926
T. Rowe Price Emerging Fund	32,931	26,563
T. Rowe Price Value Fund	67,236	90,737
T. Rowe Price Spectrum	141,006	149,517
Russell Tax Managed Cap Fund	22,223	28,070
Third Avenue Real Estate Fund	46,567	49,894
Thiornburg Intern'l Fund	70,327	75,730
Total	655,031	723,799
<u>Corporate Bonds - Line 10c</u>		
Duke Capital	10,068	11,912
Autozone Inc.	24,880	27,058
Total	34,948	38,970

Red Empress Foundation

Brief Description of the Organizations Supported in 2013 Page 1 of 6

Angevine Middle School: This is a Boulder Valley middle school with many challenges and needs. They strive to be one community with many voices. They have a diverse student population and have limited resources to properly serve them. Our grant was used exclusively to purchase a Cafetorium sound system, Blue-ray player, universal remote, and speakers to support their video production studio.

(1150 West South Boulder Rd, Lafayette, CO 80026) 501(c) \$8,598

Attention Homes: This organization's mission is to provide opportunities for at risk youth to change their lives by offering shelter, community-based living, and teaching the life skills necessary for an independent future. Our grant was used to support their Runaway and Homeless Youth program.

(1443 Spruce St., Boulder, CO 80302) 501(c)3 \$3,000

Bar Harbor Food Pantry: This organization's mission is to provide a welcoming environment for the distribution of food and other household products free of charge to Hancock County, Maine residents in need. They are currently serving 128 households each month. The need is great and is increasing each month. Our grant was to be used exclusively to purchase food for the food pantry and to create a variety of printed materials to assist in outreach efforts at the food pantry and it's thrift shop, Serendipity.

(36 Mount Desert St. Bar Harbor, ME 04609) 501(c)3 \$5,000

Boulder County Arts Alliance: This alliance distributes funds to various organizations within Boulder County. Our grant was used exclusively to support Sound Circle's "Solstice Concert". Sound Circle is an a cappella women's vocal ensemble. They come together to experience the deep joy of making music and to share that joy with their audiences.

(7943 Lefthand Canyon Dr., Jamestown, CO 80455) 501(c)3 \$5,000

Bridge House: Their goal is to feed the hungry in the Boulder area. They serve to provide a hot meal four nights a week to anyone who comes to their table. Our grant was to support their "Ready to Work" program.

(First Christian Church, 950 28th St., Boulder, CO 80302) 501 (c)3 \$7,500

Red Empress Foundation

Brief Description of the Organizations

Supported in 2013

Page 2 of 6

Building Bridges: This organizations mission is to create a more just and inclusive world by bringing teens together with those they have been taught to fear and mistrust, and equip them with communication tools to build relationships across those divides. Young people emerge with hope, energy, and the skills they need to build communities free from hatred, discrimination, and violent conflict. Our grant was used to support their Middle East office.
(P.O. Box 101958, Denver, CO 80209) 501(c)3 \$3,000

Colorado Film Society: This organization's mission is to encourage and celebrate the art of film by creating a dynamic forum for artistic, social, and cultural awareness in the community. Our grant was to be used exclusively for their Call 2 Action Program and in support of the nonprofit organization chosen as the winner of the first annual Catalyst Award.
(1906 13th St, Suite 301, Boulder, CO 80302) 501(c)3 \$20,000

Colorado Nonprofit Development Center: This center distributes funds to various organizations within Boulder County. Our grant was used to support the organization Veterans Helping Veterans Now. The mission of this organization is to build healthier lives for veterans and their families. The program connects veterans in need of assistance to volunteer veterans. The organization also provides informational programs about veteran issues to our community. The grant was used specifically to support an Americorps/ Vista member.
(P.O. Box 17158, Boulder, CO 80308) 501(c)3 \$3,500

Courage is Change: the mission of this organization is to end the generational cycle of abuse and violence through empowering children, youth and adults to create non-violent communities through healthy relationship development. The organization seeks to address all causes and effects of violence and abuse in the lives of individuals through education, communication and community involvement. The grant was used specifically for speaker fees for presentations, marketing materials, printed workshop materials, and facility and equipment rental.
(P.O. Box 270323, Louisville, CO 80027) 501(c)3 \$3,000

Red Empress Foundation

Brief Description of the Organizations Supported in 2013 Page 3 of 6

Eco-Cycle: This organization provides publicly accountable recycling, conservation, and education services to identify, explore, and demonstrate the emerging frontiers of sustainable resource management. Our grant was used to increase their Green Star Schools program in Middle and High Schools and to support their Worm Bin Composting program.

(P.O. Box 19006, Boulder, CO 80308) 501(c)3 \$7,000

Educate!: This organization aims to provide refugees and highly underprivileged nationals in Africa with a quality of life in the present and an education for a bright future, in order for them to one day become leaders in the fight against the larger problems of disease, violence and poverty that exist in their home countries. Our grant was used for general operating purposes.

(4492 Burr Place, Boulder, CO 80303) 501(c)3 \$15,000

El Centro Amistad: This organization provides immigrants training in leadership and organizational skills to help them build a community among themselves and reach out to the broader community. Our grant was used specifically for their SPARK program. The goal of the SPARK program is to prevent obesity, provide healthy habits, and access to sports and recreational activities that lead to a healthier and higher quality life.

(2580 Iris Avenue, Boulder, CO 80304) 501(c)3 \$4,000

Friendship Bridge: This organization provides microcredit and education to Guatemalan women so they can create their own solutions to poverty for themselves, their families, and their communities. The grant was used to provide advanced education and technical training opportunities to approximately 71 of their microcredit clients in impoverished, rural areas of Guatemala.

(405 Urban Street, Suite 140, Lakewood, CO 80228) 501(c)3 \$5,000

Red Empress Foundation

Brief Description of the Organizations Supported in 2013 Page 4 of 6

Grey Nuns of the Sacred Heart: The Grey Nuns mission is to collaborate to create a more just and compassionate world. They identify as a group of women who care for others in need and do so by devoting their lives to serving the world through teaching, health services, community outreach and prayer with a special focus on the materially poor. Our grant was used specifically to support the elderly sisters by taking those unable to travel independently out for social activities. Additionally, the grant was used to bring entertainment and classes on site, as well as support for general operations.

(1750 Quarry Road, Yardley, PA 19067) 501(c)3 \$5,000

Growing Gardens: This is a human services and youth development organization. Their mission is to enrich lives in Boulder County through environmentally sustainable gardening programs that empower people to experience a direct and deep connection to plants, the land, and each other. Our grant was used in their Cultiva! Youth Project to enhance their beekeeping program.

(1630 North Broadway, Boulder, CO 80304) 501(c)3 \$5,000

Hospital Albert Schweitzer Haiti: This hospital is located in Deschapelles, Haiti and serves the people of the Artibonite Valley in the creation of programs in health care and community development. They are a 190-bed hospital and are the only source of medical care for hundreds of miles. Our grant was for nursing staff salaries in obstetrics and gynecology.

(P.O. Box 81046, Pittsburgh, PA 15217) 501(c)(3) \$5,000

Intercambio Uniting Communities: The mission of this organization is to build bridges of understanding across cultures, increase opportunities and independence for immigrants, and create a stronger, more integrated Boulder County. Their goal is to help adult immigrants achieve economic self-sufficiency, self-esteem and to create an integrated, more accepting and tolerate community in which all members can effectively participate and contribute. Our grant was used to expand their Intercambio and Schools Together Program

(4735 Walnut Street, Ste B, Boulder, CO 80301) 501(c)3 \$8,000

Red Empress Foundation

Brief Description of the Organizations Supported in 2013 Page 5 of 6

La Puente Home: This organization serves the San Luis Valley of Southern Colorado by providing emergency shelter, food assistance, case management, transitional housing, self-sufficiency services, homeless prevention, outreach services, job training for the homeless, and community members in crisis. Our grant was used for general operating purposes.

(P.O. Box 1235, Alamosa, CO 80101) 501(c)3 \$10,000

Mount Desert Island High School: This high school strives to provide a safe, supportive environment in which all students are held to high academic and ethical standards. The faculty, support staff, and administration, supported by the community, guide students as they acquire the knowledge and skills necessary to become responsible, self directed learners and healthy, productive citizens. Our grant was used to help renovate their theater by replacing the stage floor, creating storage, replacing electrical outlets, building stairs, and purchasing new Fabrics and Panels.

(1081 Eagle Lake Road, Mount Desert, ME 04660) 501(c)3 \$5,000

Project HEAL: HEAL stands for Help to Eat, Accept and Live. This organization raises money for people with eating disorders who are unable to afford treatment and provides them with scholarship funds so that they can get the help they need. The organization also promotes healthy and realistic body images in hopes of preventing future eating disorders and inspires people with current eating disorders to believe recovery is possible. Our grant was used to provide scholarship funds for treatment.

(38-18 West Drive, Douglaston, NY 11363) 501(c)3 \$5,000

Ronald McDonald House of Bangor, Inc.: This organization provides homelike temporary lodging for families of seriously ill children receiving treatment at nearby medical facilities. The organization also provides programs and services beyond housing to families to improve the lives of children. Our grant was used specifically to provide lodging at The House to approximately 25 families.

(654 State Street, Bangor, ME 04401) 501(c)3 \$1,500

Red Empress Foundation

Brief Description of the Organizations Supported in 2013 Page 6 of 6

Spirit Wind Horse Rescue: This organization is dedicated to improving living conditions and providing crucial assistance for all equine creatures, but especially for physically and physiologically abused, neglected, troubled or abandoned and unwanted equines, by providing shelter, care, rehabilitation, retraining and adoption into a forever home or retirement within a safe environment. Our grant was used exclusively toward the purchase hay.

(P.O. Box 27, Hotchkiss, CO 81419) 501(c)3

\$7,000

Sustainable Harvest International: This organization provides farming families in Central America with the training and tools to preserve our planet's tropical forests while overcoming poverty. Our donation supported their community program in El Higuerito in Honduras.

(Post Office Box 1447, Ellsworth, ME 04605) 501(c)3

\$6,000

Think Humanity: This organization was created to provide relief, support and hope for a promising future to refugees in Africa. Their mission is threefold: Help to fight malaria by providing refugees with resources and manpower; provide love, comfort and security to orphaned children; and create an overall positive change for refugees. Our grant was used exclusively for rent and utilities to support the Girls Hostel in Hoima, Uganda. Additional funding was given for volunteer travel expenses, mosquito nets, and Giving Girls a Voice Program.

(2880 Spring Mountain Drive, Loveland, CO 80537) 501(c)3

\$13,303

Voices for Children: This is a Boulder County organization with a mission to help break the cycle of child abuse and neglect through the use of trained Court Appointed Special Advocate (CASA) volunteers. The CASAs provide investigation, advocacy, monitoring, and direct service to the child victims. Our funds were used to provide CASA services to five child victims for one year.

(2305 Canyon Blvd, #101, Boulder, CO 80302)

501(c)3

\$7,900

Total Grants Disbursed in 2013

\$168,301

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