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**Return of Private Foundation**

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

**2013**

Department of the Treasury  
Internal Revenue Service

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Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

Open to Public Inspection

For calendar year 2013 or tax year beginning **MAY 1, 2013**, and ending **APR 30, 2014**

Name of foundation  
**CARUTHERS FOUNDATION, INC.**

Number and street (or P O box number if mail is not delivered to street address) Room/suite  
**4600 NORTH FAIRFAX DRIVE, SUITE 1000**

City or town, state or province, country, and ZIP or foreign postal code  
**ARLINGTON, VA 22203**

A Employer identification number  
**51-0248560**

B Telephone number  
**703-524-8811**

C If exemption application is pending, check here

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

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

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

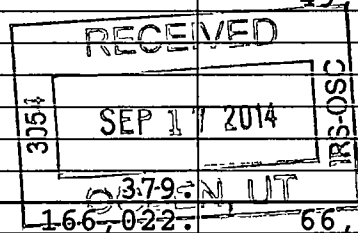
G Check all that apply:  Initial return  Initial return of a former public charity  
 Final return  Amended return  
 Address change  Name change

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)  
\$ **949,054.** (Part I, column (d) must be on cash basis.)

J Accounting method:  Cash  Accrual  
 Other (specify) \_\_\_\_\_

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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)	
Revenue	1 Contributions, gifts, grants, etc., received	100,000.		N/A		
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
	3 Interest on savings and temporary cash investments	2,887.	2,887.		STATEMENT 1	
	4 Dividends and interest from securities	12,963.	12,963.		STATEMENT 2	
	5a Gross rents					
	b Net rental income or (loss)					
	6a Net gain or (loss) from sale of assets not on line 10	49,793.				
	b Gross sales price for all assets on line 6a	465,224.				
	7 Capital gain net income (from Part IV, line 2)		49,793.			
	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)						
11 Other income		379.	379.		STATEMENT 3	
12 Total Add lines 1 through 11		166,022.	66,022.			
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					
	b Accounting fees	STMT 4	3,495.	3,495.		0.
	c Other professional fees					
	17 Interest					
	18 Taxes					
	19 Depreciation and depletion					
	20 Occupancy					
	21 Travel, conferences, and meetings					
	22 Printing and publications					
	23 Other expenses	STMT 5	8,286.	8,286.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23		11,781.	11,781.		0.
	25 Contributions, gifts, grants paid		125,500.			125,500.
26 Total expenses and disbursements. Add lines 24 and 25		137,281.	11,781.		125,500.	
27 Subtract line 26 from line 12:						
a Excess of revenue over expenses and disbursements		28,741.				
b Net investment income (if negative, enter -0-)			54,241.			
c Adjusted net income (if negative, enter -0-)				N/A		



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1	Cash - non-interest-bearing		61,916.	136,393.	136,393.	
	2	Savings and temporary cash investments		203,302.	206,166.	206,166.	
	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					
	7	Other notes and loans receivable ▶					
		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					
	b	Investments - corporate stock	STMT 7		157,989.	174,039.	195,640.
	c	Investments - corporate bonds					
	11	Investments - land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶						
12	Investments - mortgage loans						
13	Investments - other	STMT 8		473,751.	408,888.	410,855.	
14	Land, buildings, and equipment: basis ▶						
	Less accumulated depreciation ▶						
15	Other assets (describe ▶)						
16	<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item 1)			896,958.	925,486.	949,054.	
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					
	22	Other liabilities (describe ▶)					
	23	<b>Total liabilities</b> (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			896,958.	925,486.	
	30	<b>Total net assets or fund balances</b>			896,958.	925,486.	
	31	<b>Total liabilities and net assets/fund balances</b>			896,958.	925,486.	

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	896,958.
2	Enter amount from Part I, line 27a	2	28,741.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	925,699.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6	5	213.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	925,486.

**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 ATTACHED SUMMARY	P	VARIOUS	VARIOUS
b SEE ATTACHED SUMMARY	P	VARIOUS	VARIOUS
c CAPITAL GAINS DIVIDENDS			
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 122,074.		109,887.	12,187.
b 341,697.		305,544.	36,153.
c 1,453.			1,453.
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) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			12,187.
b			36,153.
c			1,453.
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	49,793.
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). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	136,781.	917,193.	.149130
2011	145,131.	910,339.	.159425
2010	100,000.	927,097.	.107864
2009	145,500.	975,470.	.149159
2008	73,750.	1,012,508.	.072839

2 Total of line 1, column (d)	2	.638417
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	.127683
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	895,523.
5 Multiply line 4 by line 3	5	114,343.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	542.
7 Add lines 5 and 6	7	114,885.
8 Enter qualifying distributions from Part XII, line 4	8	125,500.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
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	542.
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	542.
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	542.
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	0.
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	542.
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 <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

**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)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>N/A</u>	X		
14	The books are in care of ▶ <u>JUSTIN MILLER</u> Telephone no. ▶ <u>703-524-8811</u> Located at ▶ <u>4600 N FAIRFAX DRIVE, SUITE 1000, ARLINGTON, VA</u> ZIP+4 ▶ <u>22203</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 <u>N/A</u>			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶		Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <u>N/A</u>		
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?		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 ▶ _____, _____, _____, _____		
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.) <u>N/A</u>		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ _____, _____, _____, _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013) <u>N/A</u>		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?  Yes  No
- (3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?  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  N/A

**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) N/A

**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.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		0.	0.	0.

**2** Compensation of five highest-paid employees (other than those included on line 1). 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. 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 N/A	
2	
3	
4	

**Part IX-B** Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
<b>Total.</b> Add lines 1 through 3 <span style="float: right;">▶ 0.</span>	

**Part X**

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	596,774.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	312,386.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	
<b>d</b>	Total (add lines 1a, b, and c)	<b>1d</b>	909,160.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	909,160.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	13,637.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	895,523.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	44,776.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	44,776.
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5	<b>2a</b>	542.
<b>b</b>	Income tax for 2013. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	542.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	44,234.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	44,234.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	44,234.

**Part XII**

**Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	125,500.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	125,500.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	542.
<b>6</b>	<b>Adjusted qualifying distributions</b> Subtract line 5 from line 4	<b>6</b>	124,958.

**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				44,234.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	23,394.			
b From 2009	97,999.			
c From 2010	54,149.			
d From 2011	100,352.			
e From 2012	91,359.			
f Total of lines 3a through e	367,253.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 125,500.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				44,234.
e Remaining amount distributed out of corpus	81,266.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	448,519.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			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)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	23,394.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	425,125.			
10 Analysis of line 9:				
a Excess from 2009	97,999.			
b Excess from 2010	54,149.			
c Excess from 2011	100,352.			
d Excess from 2012	91,359.			
e Excess from 2013	81,266.			

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

N/A

1 a- 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 foundation is a private operating foundation described in section  4942(j)(3) or  4942(j)(5)

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

**Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)**

**1 Information Regarding Foundation Managers:**

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

NONE

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.

NONE

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

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

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

**JUSTIN MILLER, 703-524-8811  
4600 N FAIRFAX DRIVE, STE 1000, ARLINGTON, VA 22203**

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

**WRITTEN REQUEST**

c Any submission deadlines:

**APRIL 30**

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

NO

**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
<p><i>a Paid during the year</i></p> <p>DOORWAYS FOR WOMEN AND CHILDREN P.O. BOX 100185 ARLINGTON, VA 22210</p>		PUBLIC	HOMELESS/DOMESTIC VIOLENCE	25,000.
<p>FOCUSED ULTRASOUND FOUNDATION 1230 CEDARS COURT, SUITE F CHARLOTTESVILLE, VA 22903</p>		PUBLIC	HEALTH CARE HEALTH	25,000.
<p>VIRGINIA HOSPITAL CENTER FOUNDATION 1701 N. GEORGE MASON DRIVE ARLINGTON, VA 22205</p>		PUBLIC	HEALTH CARE	50,000.
<p>PICKLEBERRY PIE 305 DICKENS WAY SANTA CRUZ, CA 95064</p>		PUBLIC	HEALTH CARE	1,000.
<p>BIRTHRIGHT INTERNATIONAL 10752B AMBASSADOR DRIVE MANASSAS, VA 20109</p>		PUBLIC	HEALTH CARE	2,000.
<p><b>Total</b></p>			SEE CONTINUATION SHEET(S) ▶ 3a	125,500.
<p><i>b Approved for future payment</i></p>				
<p>NONE</p>				
<p><b>Total</b></p>			▶ 3b	0.





**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, or 990-PF) and  
its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No 1545-0047

**2013**

Name of the organization

CARUTHERS FOUNDATION, INC.

Employer identification number

51-0248560

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

 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 foundationCheck 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).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization <b>CARUTHERS FOUNDATION, INC.</b>	Employer identification number <b>51-0248560</b>
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**Part I Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	PRESTON AND JEANNE CARUTHERS 3800 N. MILITARY ROAD ARLINGTON, VA 22207	\$ 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.)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization <b>CARUTHERS FOUNDATION, INC.</b>	Employer identification number <b>51-0248560</b>
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**Part II Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	

Name of organization <b>CARUTHERS FOUNDATION, INC.</b>	Employer identification number <b>51-0248560</b>
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**Part III** Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$ \_\_\_\_\_  
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	



FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
BB&T WEALTH	22.	22.	
JOHN MARSHALL BANK	2,865.	2,865.	
TOTAL TO PART I, LINE 3	2,887.	2,887.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BB&T WEALTH	14,416.	1,453.	12,963.	12,963.	
TO PART I, LINE 4	14,416.	1,453.	12,963.	12,963.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CASH PAID OUT ON MERGER	379.	379.	
TOTAL TO FORM 990-PF, PART I, LINE 11	379.	379.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FRITZ AND COMPANY PC	3,495.	3,495.		0.
TO FORM 990-PF, PG 1, LN 16B	3,495.	3,495.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
BB&T WEALTH INVESTMENT FEES	8,271.	8,271.			0.
WIRE FEE WELLS FARGO	15.	15.			0.
TO FORM 990-PF, PG 1, LN 23	8,286.	8,286.			0.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	6
DESCRIPTION		AMOUNT	
FOREIGN TAXES WITHHELD		23.	
2012 990PF		190.	
TOTAL TO FORM 990-PF, PART III, LINE 5		213.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
26 SH CHEVRON CORP	2,790.	3,263.	
180 SH INTEL	0.	0.	
38 SH PEPSICO INC	2,536.	3,264.	
36 SH THE TRAVELERS COMPANIES INC	2,065.	3,261.	
85 SH ABBOTT LABORATORIES	2,492.	3,293.	
100 SH PFIZER INC	1,956.	3,128.	
260 SH PEARSON PLC SPONSORED ADR	0.	0.	
95 SH KINDER MORGAN MANAGEMENT	0.	0.	
34 SH BLACKROCK INC COMMON	0.	0.	
47 SH BAXTER INTERNATIONAL INC	2,828.	3,421.	
115 SH EMERSON ELECTRIC COMPANY	0.	0.	
24 SH POLARIS INDUSTRIES	2,040.	3,224.	
150 SH DARLING INTERNATIONAL	2,526.	3,002.	
250 SH SAFEWAY INC	0.	0.	
220 SH SMITHFIELD FOODS INC	0.	0.	
180 SH NEWFIELD EXPLORATION	5,402.	6,093.	
160 SH SUNCOR ENERGY INC	0.	0.	
55 SH CENTENE CORPORATION	2,472.	3,652.	
95 SH AGCO CORPORATION	5,103.	5,292.	
42 SH CHICAGO BRIDGE & IRON CO	2,215.	3,363.	
72 SH NORDSON CORP	0.	0.	

90 SH THE TIMKEN COMPANY	5,040.	5,677.
43 SH TRINITY INDUSTRIES	1,798.	3,228.
120 SH URS CORP	5,098.	5,654.
19 SH UNION PACIFIC CORP	2,572.	3,618.
11 SH APPLE COMPUTER CORPORATION	5,140.	6,491.
150 SH BROADCOM CORPORATION	0.	0.
165 SH BROADRIDGE FINANCIAL SOLUTION	5,054.	6,326.
80 SH QUALCOMM INC	5,236.	6,297.
50 SH MONSANTO CO	5,136.	5,535.
8 SH AMAZON.COM INC	3,198.	2,433.
40 SH THE WALT DISNEY COMPANY	3,193.	3,174.
46 SH HANESBRANDS INC	3,226.	3,776.
70 SH LOWE'S COMPANIES	3,361.	3,214.
85 SH MATTEL INC	3,198.	3,333.
32 SH MCDONALDS CORP	3,088.	3,244.
40 SH STARBUCKS CORP	3,205.	2,825.
28 SH COSTCO WHOLESALE CORP	3,181.	3,239.
65 SH GENERAL MILLS INC	3,313.	3,446.
56 SH PHILLIP MORRIS INTL INC	5,190.	4,784.
58 SH SCHLUMBERGER LTD COMMON	5,007.	5,890.
95 SH SPECTRA ENERGY	3,181.	3,772.
120 SH TIDEWATER INC	6,414.	6,112.
42 SH GILEAD SCIENCES INC	3,106.	3,296.
40 SH NOVARTIS A G ADR	3,148.	3,478.
20 SH PERRIGO COMPANIES	3,044.	2,897.
120 SH CLEAN HARBORS INC	6,481.	7,200.
44 SH FLOWSERVE CORP	3,104.	3,214.
43 SH IDEX CORP	2,320.	3,207.
40 SH PENTAIR LTD	3,088.	2,972.
15.61 SH BLACKHAWK NETWORK HOLDINGS	379.	360.
3 SH GOOGLE INC CL A	1,602.	1,605.
3 SH GOOGLE INC CL C	1,598.	1,580.
190 SH MAXIM INTERGRATED PRODUCTS INC	5,358.	6,164.
80 SH MICROSOFT CORP	3,068.	3,232.
15 SH VISA INC	3,150.	3,039.
390 SH WESTERN UNION COMPANY	6,259.	6,189.
140 SH MEADWEST VACO CORP	5,002.	5,470.
145 SH OGE ENERGY CORP	5,078.	5,413.
<b>TOTAL TO FORM 990-PF, PART II, LINE 10B</b>	<b>174,039.</b>	<b>195,640.</b>

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
9950.271 SH STERLING CAPITAL SHORT-TERM BOND FUND	COST	94,269.	91,343.
367.922 SH LAZARD EMERGING MKTS PORTFOLIO	COST	6,998.	6,873.
8420.775 SH FEDERATED SHORT TERM INCOME FD	COST	72,332.	72,334.

951.104 SH CREDIT SUISSE COMMODITY RETURN STRATEGY	COST	8,151.	7,476.
472.282 SH FORWARD INTERNATIONAL SMALL COMPANIES	COST	7,020.	8,307.
2868.565 SH PIMCO LOW DURATION FUND	COST	29,816.	29,718.
2820.217 SH PRUDENTIAL SHORT TERM CORP BOND FD	COST	32,399.	32,122.
276.594 SH OPPENHEIMER DEVELOPING MKTS	COST	8,766.	10,220.
333.815 SH COHEN & STEERS REALTY SHARES	COST	12,152.	15,309.
2347.422 SH DOUBLELINE TOTAL RETURN BOND FUND	COST	0.	0.
GOLDMAN SACHS GROWTH OPPORTUNITY	COST	0.	0.
725.163 SH HARBOR INTERNATIONAL FUND INST	COST	0.	0.
3014.761 SH HARDING LOEVNER INTERNATIONAL EQUITY INST	COST	0.	0.
2932.73 SH GOLDMAN SACHS ENHANCED INCOME FUND	COST	27,689.	27,744.
328.882 SH STERLING CAPITAL SPECIAL OPPORTUNITIES	COST	6,502.	7,413.
886.434 SH GUGGENHEIM FLOAT RATE STRATEGIES	COST	23,741.	23,765.
3138.017 SH CAMBRIAR INTERNATIONAL	COST	79,053.	78,231.
TOTAL TO FORM 990-PF, PART II, LINE 13		<u>408,888.</u>	<u>410,855.</u>

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS  
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 9

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
DONALD J. CREASY 12504 KNOLLBROOK DRIVE CLIFTON, VA 20124	TRUSTEE 0.00	0.	0.	0.
PRESTON C. CARUTHERS 3800 N. MILITARY ROAD ARLINGTON, VA 22207	TRUSTEE 0.00	0.	0.	0.
JUSTIN W. MILLER 1507 N. HARTFORD STREET ARLINGTON, VA 22201	TRUSTEE 0.00	0.	0.	0.
STEPHEN P. CARUTHERS 3820 N. RICHMOND STREET ARLINGTON, VA 22207	PRESIDENT 0.00	0.	0.	0.
LYNN E. CARUTHERS 904 GEORGETOWN RIDGE COURT MCLEAN, VA 22102	TRUSTEE 0.00	0.	0.	0.
DANA J. SNYDER 904 MACKALL AVENUE MCLEAN, VA 22101	SECRETARY 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

# BB&T

TRUST

BRANCH BANKING &amp; TRUST COMPANY

Run on 7/10/2014 3:19:55 PM

## Realized Gain/Loss Report

Start Date: 05/01/2013

End Date: 04/30/2014

Account: 1850003424

Administrator: MOLLY CARR 703-383-5000

BRANCH BANKING AND TRUST COMPANY AGENT FOR CARUTHERS FOUNDATION,  
INC.

Description	Sold	Acquired	Proceeds	Cost	Gain/Loss Covered
** SHORT TERM CAPITAL GAIN (LOSS)					
150 SHARES OF BROADCOM CORPORATION COMMON	06/17/2013	02/13/2013	5,144.91	5,081.25	63.66 Covered
230 SHARES OF BROADRIDGE FINANCIAL SOLUTIONS LLC COMMON	06/17/2013	02/13/2013	6,137.28	5,134.91	1,002.37 Covered
220 SHARES OF SMITHFIELD FOODS INC COMMON	06/17/2013	02/13/2013	7,266.47	5,205.20	2,061.27 Covered
160 SHARES OF SUNCOR ENERGY, INC	06/17/2013	02/13/2013	4,932.71	5,200.00	267.29- Covered
440.917 SHARES OF DOUBLELINE TOTAL RETURN BOND FUND	09/13/2013	02/13/2013	4,783.95	5,000.00	216.05- Covered
90 SHARES OF ENSCO PLC	09/13/2013	06/17/2013	5,024.61	5,322.60	297.99- Covered
31 SHARES OF AFFILIATED MANAGERS GROUP INC COM	09/13/2013	06/17/2013	5,704.53	5,248.92	455.61 Covered
58 SHARES OF CHICAGO BRIDGE & IRON CO NV	12/06/2013	02/13/2013	4,445.62	3,058.15	1,387.47 Covered
60 SHARES OF CENTENE CORP	12/06/2013	02/13/2013	3,590.33	2,696.29	894.04 Covered
150 SHARES OF DARLING INTERNATIONAL INC COMMON	12/06/2013	02/13/2013	3,164.94	2,526.00	638.94 Covered
52 SHARES OF IDEX CORP COMMON	12/06/2013	06/17/2013	3,728.33	2,805.40	922.93 Covered
36 SHARES OF POLARIS INDUSTRIES INC	12/06/2013	02/13/2013	4,938.75	3,060.00	1,878.75 Covered
19 SHARES OF UNION PACIFIC CORP COMMON	12/06/2013	02/13/2013	3,120.31	2,571.84	548.47 Covered
72 SHARES OF NORDSON CORP	12/06/2013	02/13/2013	5,322.86	5,042.88	279.98 Covered
155 SHARES OF SAFEWAY INC COMMON	12/06/2013	02/13/2013	5,114.00	3,179.83	1,934.17 Covered
20 SHARES OF PERRIGO COMPANY	12/23/2013	12/06/2013	3,044.30	3,120.00	75.70- Covered
78.052 SHARES OF HARBOR INTERNATIONAL FUND INST CLASS #11	01/17/2014	02/13/2013	5,519.84	5,000.00	519.84 Covered
73.174 SHARES OF HARBOR INTERNATIONAL FUND INST CLASS #11	01/17/2014	09/13/2013	5,174.86	5,000.00	174.86 Covered
254.772 SHARES OF HARBOR INTERNATIONAL FUND INST CLASS #11	01/17/2014	12/06/2013	18,017.48	17,851.89	165.59 Covered
308.072 SHARES OF HARDING LOEVNER INTERNATIONAL EQUITY INST CL FUND # 4951	01/17/2014	02/13/2013	5,409.74	5,000.00	409.74 Covered
40 SHARES OF T ROWE PRICE GROUP INC	04/17/2014	12/06/2013	3,225.52	3,192.40	33.12 Covered
120 SHARES OF GENERAL ELECTRIC COMPANY COMMON	04/17/2014	12/06/2013	3,199.73	3,231.60	31.87- Covered
60 SHARES OF METLIFE INC COMMON	04/17/2014	01/17/2014	3,067.39	3,198.60	131.21- Covered

50 SHARES OF TARGET CORP COM COMMON	04/17/2014	12/06/2013	2,995.97	3,159.50	163.53- Covered
** TOTAL SHORT TERM CAPITAL GAIN (LOSS)			122,074.43	109,887.26	12,187.17
** LONG TERM CAPITAL GAIN (LOSS)					
.403 SHARES OF KINDER MORGAN MANAGEMENT LLC	05/24/2013	11/02/2011	34.99	23.99	11.00 Covered
2867.343 SHARES OF FEDERATED SHORT TERM INCOME FUND CL Y FUND # 638	06/17/2013	06/10/2009	24,802.52	23,540.89	1,261.63
348.195 SHARES OF FEDERATED SHORT TERM INCOME FUND CL Y FUND # 638	06/17/2013	01/08/2010	3,011.89	2,959.66	52.23
1121.953 SHARES OF FEDERATED SHORT TERM INCOME FUND CL Y FUND # 638	06/17/2013	03/29/2010	9,704.89	9,559.04	145.85
208.231 SHARES OF GOLDMAN SACHS GROWTH OPPORTUNITY FUND CLASS I #1132	06/17/2013	11/28/2011	5,792.98	4,689.36	1,103.62
192.234 SHARES OF GOLDMAN SACHS GROWTH OPPORTUNITY FUND CLASS I #1132	06/17/2013	04/03/2012	5,347.95	5,000.00	347.95 Covered
77.172 SHARES OF HARBOR INTERNATIONAL FUND INST CLASS #11	06/17/2013	11/02/2011	5,056.31	4,228.25	828.06
353.773 SHARES OF HARBOR INTERNATIONAL FUND INST CLASS #11	06/17/2013	04/03/2012	23,179.21	21,272.36	1,906.85 Covered
34 SHARES OF BLACKROCK INC COMMON	06/17/2013	11/02/2011	9,369.21	5,243.54	4,125.67 Covered
115 SHARES OF EMERSON ELECTRIC COMPANY COMMON	06/17/2013	11/02/2011	6,498.53	5,729.47	769.06 Covered
260 SHARES OF PEARSON PLC SPONSORED ADR	06/17/2013	04/03/2012	4,934.71	4,930.90	3.81 Covered
96 SHARES OF KINDER MORGAN MANAGEMENT LLC	06/17/2013	11/02/2011	7,699.06	5,714.45	1,984.61 Covered
1609.358 SHARES OF STERLING CAPITAL SHORT DURATION BOND FUND CL I FUND # 340	09/13/2013	04/24/2009	14,822.19	15,546.40	724.21-
1906.505 SHARES OF DOUBLELINE TOTAL RETURN BOND FUND	09/13/2013	11/28/2011	20,685.58	21,257.53	571.95-
295.333 SHARES OF HARDING LOEVNER INTERNATIONAL EQUITY INST CL FUND # 4951	09/13/2013	11/28/2011	5,026.57	3,883.63	1,142.94
628.658 SHARES OF HARDING LOEVNER INTERNATIONAL EQUITY INST CL FUND # 4951	09/13/2013	04/03/2012	10,699.76	9,417.30	1,282.46 Covered
2214.706 SHARES OF PRUDENTIAL SHORT TERM CORPORATE BOND FUND CL Z FUND # 434	09/13/2013	04/15/2010	25,004.03	25,491.27	487.24-
423.365 SHARES OF PRUDENTIAL SHORT TERM CORPORATE BOND FUND CL Z FUND # 434	09/13/2013	04/08/2011	4,779.79	4,856.00	76.21-
183.518 SHARES OF PRUDENTIAL SHORT TERM CORPORATE BOND FUND CL Z FUND # 434	09/13/2013	11/28/2011	2,071.92	2,079.26	7.34-
480.89 SHARES OF CREDIT SUISSE COMMODITY RETURN STRATEGY INSTITUTIONAL SHS FD 2156 CLOSED TO NEW INVESTORS	12/06/2013	01/08/2010	3,472.03	4,231.83	759.80-
442.191 SHARES OF CREDIT SUISSE COMMODITY RETURN STRATEGY INSTITUTIONAL SHS FD 2156	12/06/2013	02/04/2010	3,192.62	3,511.00	318.38-

CLOSED TO NEW INVESTORS 33.543 SHARES OF CREDIT SUISSE COMMODITY RETURN STRATEGY INSTITUTIONAL SHS FD 2156 CLOSED TO NEW INVESTORS	12/06/2013	06/28/2011	242.18	307.59	65.41-
183.816 SHARES OF CREDIT SUISSE COMMODITY RETURN STRATEGY INSTITUTIONAL SHS FD 2156 CLOSED TO NEW INVESTORS	12/06/2013	03/30/2012	1,327.15	1,518.32	191.17- Covered
7.742 SHARES OF FEDERATED SHORT TERM INCOME FUND CL Y FUND # 638	12/06/2013	03/29/2010	66.50	65.96	0.54
327.784 SHARES OF FEDERATED SHORT TERM INCOME FUND CL Y FUND # 638	12/06/2013	06/03/2010	2,815.67	2,796.00	19.67
17.777 SHARES OF FEDERATED SHORT TERM INCOME FUND CL Y FUND # 638	12/06/2013	05/19/2011	152.70	153.77	1.07-
664.473 SHARES OF GOLDMAN SACHS ENHANCED INCOME FUND #1999	12/06/2013	05/19/2011	6,285.91	6,359.00	73.09-
1452.356 SHARES OF GOLDMAN SACHS ENHANCED INCOME FUND #1999	12/06/2013	06/30/2011	13,739.29	13,870.00	130.71-
529.101 SHARES OF GOLDMAN SACHS ENHANCED INCOME FUND #1999	12/06/2013	11/28/2011	5,005.30	5,000.00	5.30
393.347 SHARES OF GOLDMAN SACHS ENHANCED INCOME FUND #1999	12/06/2013	04/03/2012	3,721.06	3,725.00	3.94- Covered
64.849 SHARES OF OPPENHEIMER DEVELOPING MARKETS FUND CL Y FUND # 788	12/06/2013	05/19/2011	2,403.95	2,298.25	105.70
35.126 SHARES OF OPPENHEIMER DEVELOPING MARKETS FUND CL Y FUND # 788	12/06/2013	06/28/2011	1,302.12	1,231.87	70.25
292.659 SHARES OF PIMCO LOW DURATION FUND CLASS I #36	12/06/2013	02/04/2010	3,034.87	3,040.73	5.86-
439.462 SHARES OF FORWARD INTERNATIONAL SMALL COMPANIES FD INST CL FUND # 111	12/06/2013	11/28/2011	7,470.86	5,067.00	2,403.86
80.552 SHARES OF FORWARD INTERNATIONAL SMALL COMPANIES FD INST CL FUND # 111	12/06/2013	03/30/2012	1,369.38	1,075.37	294.01 Covered
48 SHARES OF BAXTER INTERNATIONAL INC INTERNATIONAL INC COMMON	12/06/2013	03/30/2012	3,240.90	2,888.49	352.41 Covered
66 SHARES OF PEPSICO INC COMMON	12/06/2013	04/03/2012	5,463.38	4,404.84	1,058.54 Covered
32 SHARES OF CHEVRON CORP COMMON	12/06/2013	04/03/2012	3,899.45	3,433.47	465.98 Covered
20 SHARES OF THE TRAVELERS COMPANIES INC COMMON	12/06/2013	01/08/2010	1,774.57	962.80	811.77
54 SHARES OF THE TRAVELERS COMPANIES INC COMMON	12/06/2013	11/02/2011	4,791.33	3,098.02	1,693.31 Covered
240 SHARES OF PFIZER INC COMMON	12/06/2013	11/02/2011	7,537.53	4,694.40	2,843.13 Covered
147.504 SHARES OF HARBOR INTERNATIONAL FUND INST CLASS #11	01/17/2014	11/02/2011	10,431.48	8,081.75	2,349.73
68.662 SHARES OF HARBOR INTERNATIONAL FUND INST CLASS #11	01/17/2014	04/03/2012	4,855.78	4,128.64	727.14 Covered
629.914 SHARES OF HARDING LOEVNER INTERNATIONAL EQUITY INST CL FUND # 4951	01/17/2014	11/28/2011	11,061.29	8,283.37	2,777.92

1152.784 SHARES OF HARDING LOEVNER INTERNATIONAL EQUITY INST CL FUND # 4951	01/17/2014	04/03/2012	20,242.89	17,268.70	2,974.19 Covered
336.814 SHARES OF STERLING CAPITAL SHORT DURATION BOND FUND CL I FUND # 340	04/17/2014	04/24/2009	3,095.32	3,253.62	158.30-
156.373 SHARES OF LAZARD EMERGING MKTS PORTFOLIO INST CLASS FUND # 638 CLOSED TO NEW INVESTORS	04/17/2014	02/11/2009	2,975.78	1,618.46	1,357.32
186.795 SHARES OF LAZARD EMERGING MKTS PORTFOLIO INST CLASS FUND # 638 CLOSED TO NEW INVESTORS	04/17/2014	02/04/2010	3,554.71	3,211.00	343.71
41.133 SHARES OF LAZARD EMERGING MKTS PORTFOLIO INST CLASS FUND # 638 CLOSED TO NEW INVESTORS	04/17/2014	05/19/2011	782.76	878.60	95.84-
95 SHARES OF SAFEWAY INC COMMON	04/17/2014	02/13/2013	3,242.75	1,948.92	1,293.83 Covered
180 SHARES OF INTEL COMMON	04/17/2014	11/02/2011	4,863.49	4,284.96	578.53 Covered
82 SHARES OF TRINITY INDUSTRIES COMMON	04/17/2014	02/13/2013	5,760.16	3,429.24	2,330.92 Covered
** TOTAL LONG TERM CAPITAL GAIN (LOSS)			341,697.25	305,544.27	36,152.98