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Form

990-PF

Department of the Treasury
Internal Revenue Service

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 instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 05-01-2013 , and ending 04-30-2014

Name of foundation J EDWIN TREAKLE FOUNDATION INC		A Employer identification number 54-6051620	
Number and street (or P O box number if mail is not delivered to street address) BOX 1157		B Telephone number (see instructions) (804) 693-0881	
City or town, state or province, country, and ZIP or foreign postal code GLOUCESTER, VA 23061		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 6,527,571	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	

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)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	32	32		
	4 Dividends and interest from securities.	147,502	147,502		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	278,974			
	b Gross sales price for all assets on line 6a 2,553,796				
	7 Capital gain net income (from Part IV, line 2) . . .		278,974		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	426,508	426,508		
	13 Compensation of officers, directors, trustees, etc	53,150	19,928		33,222
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	3,550	1,420		2,130
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	9,100	9,100		0
	c Other professional fees (attach schedule)	33,356	33,356		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	3,587	0		0
	19 Depreciation (attach schedule) and depletion . . .	387	0		
	20 Occupancy	1,950	975		975
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	8,677	4,339		4,338
	24 Total operating and administrative expenses. Add lines 13 through 23	113,757	69,118		40,665
	25 Contributions, gifts, grants paid	410,000			410,000
	26 Total expenses and disbursements. Add lines 24 and 25	523,757	69,118		450,665
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-97,249			
	b Net investment income (if negative, enter -0-)		357,390		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	9,256	27,829	27,829
	2	Savings and temporary cash investments	182,548	400,884	400,884
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	5,836,632	5,790,775	5,790,775
	c	Investments—corporate bonds (attach schedule).	315,414	307,530	307,530
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	5	5	5
	14	Land, buildings, and equipment basis ▶ _____ 5,049 Less accumulated depreciation (attach schedule) ▶ 4,501	935	548	548
15	Other assets (describe ▶ _____)	1,475	0	0	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	6,346,265	6,527,571	6,527,571	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)	0	2,112	
	23	Total liabilities (add lines 17 through 22)	0	2,112	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	6,346,265	6,525,459	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions)	6,346,265	6,525,459	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	6,346,265	6,527,571	

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 6,346,265
2	Enter amount from Part I, line 27a	2 -97,249
3	Other increases not included in line 2 (itemize) ▶ _____	3 276,443
4	Add lines 1, 2, and 3	4 6,525,459
5	Decreases not included in line 2 (itemize) ▶ _____	5 0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6 6,525,459

Part IV

Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	See Additional Data Table		
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) 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	See Additional Data Table		
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	278,974
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

Part V

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	419,370	5,996,856	0 069932
2011	404,434	6,187,498	0 065363
2010	369,419	6,204,466	0 059541
2009	392,147	5,854,754	0 066979
2008	458,287	6,088,312	0 075273

2	Total of line 1, column (d).	2	0 337088
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 067418
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	6,200,009
5	Multiply line 4 by line 3.	5	417,992
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	3,574
7	Add lines 5 and 6.	7	421,566
8	Enter qualifying distributions from Part XII, line 4.	8	450,665

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)			
1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	3,574
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	3,574
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	3,574
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1,475	
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	1,475
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		8	13
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed <input type="checkbox"/>		9	2,112
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . <input type="checkbox"/>		10	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>		11	

Part VII-A Statements Regarding Activities			
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	Yes	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>	1b		No
c Did the foundation file Form 1120-POL for this year?.	1c		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ 0 (2) On foundation managers <input type="checkbox"/> \$ _____ 0			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____ 0			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2		No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5		No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> VA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>	8b	Yes	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address N/A				
14	The books are in care of FOUNDATION OFFICERS Telephone no (804) 693-0881 Located at 105 GAZETTE-JOURNAL BLDG GLOUCESTER VA ZIP +4 23061			
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		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

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

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here.	<input checked="" type="checkbox"/>		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input type="checkbox"/> Yes <input type="checkbox"/> No		
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

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
CYNTHIA B HORSLEY	SECRETARY & GRANT ADMIN	17,300	0	0
7305 WELLFORD LANE GLOUCESTER,VA 23061	8 00			
NANCY POWELL	VICE PRESIDENT AND TREASURER	17,300	0	0
PO BOX 854 COBBS CREEK,VA 23035	8 00			
ROBERT A MAY	PRESIDENT AND FOUNDATION MANAGER	16,550	0	0
1030 PINE HALL ROAD MATHEWS,VA 23035	1 00			
E C VERBYLA	DIRECTOR	2,000	0	0
P O BOX 465 GLOUCESTER,VA 23109	0 25			
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions	
3	
Total. Add lines 1 through 3	0

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	6,271,775
b	Average of monthly cash balances.	1b	22,595
c	Fair market value of all other assets (see instructions).	1c	55
d	Total (add lines 1a, b, and c).	1d	6,294,425
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	6,294,425
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	94,416
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,200,009
6	Minimum investment return. Enter 5% of line 5.	6	310,000

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	310,000
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	3,574
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	3,574
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	306,426
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	306,426
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	306,426

Part XII

Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	450,665
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	450,665
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	3,574
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	447,091
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				306,426
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____		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.				156,491
b From 2009.				101,581
c From 2010.				64,709
d From 2011.				102,667
e From 2012.				124,257
f Total of lines 3a through e.	549,705			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 450,665				
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.				306,426
e Remaining amount distributed out of corpus	144,239			
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:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	693,944			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . .	156,491			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	537,453			
10 Analysis of line 9				
a Excess from 2009. . . .				101,581
b Excess from 2010. . . .				64,709
c Excess from 2011. . . .				102,667
d Excess from 2012. . . .				124,257
e Excess from 2013. . . .				144,239

Part XIV

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

1a

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

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Part XV

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

1

Information Regarding Foundation Managers:

a

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

b

List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

2

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

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

a

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

MR ROBERT A MAY PRESIDENT
BOX 1157
GLOUCESTER, VA 23061
(804) 693-0881

b

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

APPLICATION SUPPLIED BY FOUNDATION

c

Any submission deadlines

JANUARY 1 TO APRIL 30, EACH YEAR

d

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

PREFERENCE GIVEN TO LOCAL AND EDUCATIONAL ORGANIZATIONS

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	410,000
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
750 SHS CISCO SYSTEMS	P	2001-02-15	2013-05-29
115 SHS NEWMONT MINING CORP	P	2010-09-16	2013-11-08
350 SHS PHILLIPS 66	P	2013-05-29	2013-10-02
322 SHS EXELON CORP	P	2012-05-10	2013-05-29
300 SHS HCP INC REIT	P	2013-10-02	2013-12-11
227 SHS CISCO SYSTEMS	P	2001-02-15	2013-06-20
178 SHS EXELON CORP	P	2012-08-17	2013-05-29
300 SHS ESTEE LAUDER ESTEE COSMETICS INC	P	2013-05-29	2014-02-18
150 SHS PHILLIPS 66	P	2013-07-25	2013-10-02
57 SHS EXELON CORP	P	2012-08-17	2014-04-22
51 SHS EXELON CORP	P	2012-08-17	2014-04-22
39 SHS EXELON CORP	P	2012-08-17	2014-04-21
6 SHS SIGMA ALDRICH CORP	P	2012-08-01	2014-02-21
1 SHS GOOGLE INC	P	2013-01-14	2013-10-18
27 SHS CHARLES SCHWAB CORP	P	2011-10-18	2014-01-06
14 SHS C R BARD INC	P	2011-12-13	2013-09-18
275 SHS NORFOLK SOUTHERN CORP	P	2012-08-17	2013-10-02
250 SHS UNITED PARCEL SVC INC	P	2013-05-29	2013-10-02
43 SHS C R BARD INC	P	2011-12-13	2013-09-26
50 SHS C R BARD INC	P	2011-12-13	2013-09-25
83 SHS MICROSOFT CORP	P	1997-08-06	2014-02-25
124 SHS MICROSOFT CORP	P	1997-08-06	2013-07-30
55 SHS TORCHMARK CORP	P	2010-09-16	2013-07-18
84 SHS JOHNSON & JOHNSON	P	2010-12-14	2013-09-12
52 SHS NORTHROP GRUMMAN CORP	P	2010-09-16	2013-08-14
66 SHS C R BARD INC	P	2011-12-12	2013-09-18
79 SHS JOHNSON & JOHNSON	P	2010-12-14	2014-03-10
500 SHS NUCOR CORP	P	2012-08-17	2013-05-29
198 SHS CHARLES SCHWAB CORP	P	2011-09-14	2014-01-06
283 SHS CHARLES SCHWAB CORP	P	2011-09-14	2013-07-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
7 SHS GOOGLE INC	P	2010-09-16	2013-10-18
50 SHS INTERNATIONAL BUSINESS MACHINES CORP	P	2007-11-16	2013-12-11
100 SHS COCA COLA CO	P	1984-08-16	2013-10-02
130 SHS SIGMA ALDRICH CORP	P	2010-09-16	2014-02-21
600 SHS CMS ENERGY CORP	P	2011-10-05	2013-05-29
50 SHS INTERNATIONAL BUSINESS MACHINES CORP	P	2006-06-14	2013-07-25
100 SHS YUM BRANDS INC	P	2004-09-03	2013-10-02
102 SHS AMERICAN EXPRESS CO	P	2010-09-16	2014-03-10
250 SHS GENERAL ELECTRIC COMPANY	P	1980-07-25	2013-10-02
350 SHS H J HEINZ CO	P	2012-08-17	2013-05-29
111 SHS NORTHROP GRUMMAN CORP	P	2010-09-16	2014-01-06
250 SHS TJX COMPANIES INC	P	2010-10-14	2013-05-29
15 SHS GOOGLE INC	P	2011-04-18	2013-10-18
150 SHS YUM BRANDS INC	P	2004-09-03	2013-05-29
200 SHS EXPRESS SCRIPTS INC	P	2007-04-27	2013-10-02
100 SHS PHILIP MORRIS INTERNATIONAL INC	P	1988-02-12	2013-10-02
125 SHS CHEVRON CORP	P	2003-12-24	2013-05-29
100 SHS INTERNATIONAL BUSINESS MACHINES CORP	P	2006-06-14	2013-10-02
200 SHS EXXON MOBIL CORPORATION	P	1998-02-18	2013-05-29
150 SHS INTERNATIONAL BUSINESS MACHINES CORP	P	2006-03-21	2013-07-25
400 SHS PHILIP MORRIS INTERNATIONAL INC	P	1988-02-12	2013-05-29
4000 SHS VANGUARD EMERGING MARKETS STOCK	P	2010-04-12	2013-12-11
1000 SHS VANGUARD EMERGING MARKETS STOCK	P	2013-01-24	2013-12-11
500 SHS VANGUARD EMERGING MARKETS STOCK	P	2013-04-23	2013-12-11
250 SHS VANGUARD EMERGING MARKETS STOCK	P	2010-01-05	2013-07-25
1250 SHS ISHARES INC MSCI AUSTRALIA ETF	P	2013-10-02	2014-02-18
150 SHS VANGUARD REIT ETF	P	2013-04-23	2013-05-29
500 SHS ISHARES INTL SELECT DIVIDEND ETF	P	2013-10-02	2013-12-11
50 SHS ISHARES CORE TOTAL US BOND MARKET	P	2009-02-10	2013-10-02
150 SHS VANGUARD EMERGING MARKETS STOCK	P	2010-02-04	2013-12-11

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
600 SHS VANGUARD EMERGING MARKETS STOCK	P	2010-02-04	2013-07-25
350 SHS VANGUARD EMERGING MARKETS STOCK	P	2009-11-05	2013-05-29
1150 SHS VANGUARD EMERGING MARKETS STOCK	P	2009-11-05	2013-07-25
150 SHS VANGUARD EMERGING MARKETS STOCK	P	2009-05-14	2013-05-29
350 SHS VANGUARD REIT ETF	P	2012-08-17	2013-05-29
1000 SHS ISHARES INTL SELECT DIVIDEND ETF	P	2013-05-29	2013-12-11
500 SHS VANGUARD EMERGING MARKETS STOCK	P	2009-07-08	2013-05-29
1015 SHS ISHARES CORE TOTAL US BOND MARKET	P	2008-12-01	2013-10-02
11859 688 SHS PIMCO COMMODITY REALRETURN STRATEGY FUND	P	2010-04-13	2013-07-26
3481 157 SHS PIMCO COMMODITY REALRETURN STRATEGY FUND	P	2010-06-04	2013-07-26
3256 24 SHS PIMCO COMMODITY REALRETURN STRATEGY FUND	P	2010-01-07	2013-05-30
1500 SHS NUVEEN REAL ESTATE SECS FUND	P	2013-04-24	2013-12-11
1743 76 SHS PIMCO COMMODITY REALRETURN STRATEGY FUND	P	2010-01-07	2013-05-30
1814 183 SHS PIMCO COMMODITY REALRETURN STRATEGY FUND	P	2010-02-04	2013-07-10
1500 SHS NUVEEN REAL ESTATE SECS FUND	P	2013-05-30	2013-12-11
1500 SHS NUVEEN REAL ESTATE SECS FUND	P	2013-04-04	2013-12-11
5039 722 SHS T ROWE PRICE INTERNATIONAL FUNDS INC	P	2009-12-17	2013-05-30
2500 SHS PIMCO ALL ASSET ALL AUTHORITY FUND	P	2013-01-25	2013-12-12
2000 SHS PIMCO COMMODITY REALRETURN STRATEGY FUND	P	2013-01-25	2013-07-26
4000 SHS PIMCO COMMODITY REALRETURN STRATEGY FUND	P	2013-04-24	2013-07-26
2500 SHS PIMCO ALL ASSET ALL AUTHORITY FUND	P	2013-04-24	2013-12-12
239 261 SHS HARBOUR INTERNATIONAL FUND	P	2009-07-09	2013-05-30
4929 403 SHS PIMCO COMMODITIES PLUS STRATEGY FUND	P	2012-08-20	2013-05-30
624 707 SHS PIMCO COMMODITY REALRETURN STRATEGY FUND	P	2010-04-13	2013-07-10
5000 SHS CREDIT SUISSE COMMODITY RETURN PLUS STRATEGY FUND	P	2013-05-30	2013-12-11
11014 612 SHS PIMCO TOTAL RETURN FUND	P	2011-01-03	2013-12-11
1000 SHS PIMCO ALL ASSET ALL AUTHORITY FUND	P	2013-04-24	2014-02-19
4000 SHS CREDIT SUISSE COMMODITY RETURN PLUS STRATEGY FUND	P	2013-04-24	2013-12-11
9337 017 SHS CMG ULTRA SHORT TERM BOND FUND	P	2011-01-04	2013-05-30
5000 SHS PIMCO TOTAL RETURN FUND	P	2009-12-17	2013-07-25

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
12000 SHS PIMCO TOTAL RETURN FUND	P	2011-01-03	2013-10-03
26 863 SHS PIMCO TOTAL RETURN FUND	P	2011-01-03	2013-07-25
3500 SHS ARTIO GLOBAL HIGH INCOME FUND	P	2009-10-06	2013-10-03
2473 137 SHS PIMCO TOTAL RETURN FUND	P	2009-02-11	2013-07-25
2993 281 SHS T ROWE PRICE INTERNATIONAL FUNDS INC	P	2009-02-11	2013-05-30
2507 274 SHS PIMCO TOTAL RETURN FUND	P	2009-01-09	2013-05-30
1000 SHS ASTON MONTAG & CARDWELL GROWTH FUND	P	2009-12-17	2013-05-30
1001 785 SHS ASTON MONTAG & CARDWELL GROWTH FUND	P	2009-12-17	2013-07-26
750 SHS PRUDENTIAL JENNISON MID-CAP GROWTH FUND	P	2011-12-02	2013-05-30
1000 SHS COLUMBIA SELECT LARGE CAP GROWTH FUND	P	2008-09-26	2013-05-30
7492 726 SHS PIMCO TOTAL RETURN FUND	P	2009-01-09	2013-05-30
1500 SHS JOHN HANCOCK FDS III DISCPILINED VALUE MID CAP FUND	P	2009-12-17	2013-05-30
1307 613 SHS PRUDENTIAL JENNISON MID-CAP GROWTH FUND	P	2011-12-02	2013-07-26
2028 81 SHS ASTON MONTAG & CARDWELL GROWTH FUND	P	2010-02-04	2013-07-26
510 739 SHS HARBOUR INTERNATIONAL FUND	P	2009-07-09	2013-05-30
1500 SHS CAMBIAR SMALL CAP FUND	P	2012-03-01	2013-05-30
CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
18,028		23,132	-5,104
3,078		7,469	-4,391
20,401		23,239	-2,838
10,134		12,515	-2,381
10,824		12,380	-1,556
5,542		7,001	-1,459
5,602		6,659	-1,057
20,399		20,758	-359
8,742		8,938	-196
2,053		2,132	-79
1,844		1,908	-64
1,409		1,459	-50
561		417	144
1,000		726	274
702		329	373
1,676		1,182	494
21,395		20,594	801
22,751		21,545	1,206
4,994		3,629	1,365
5,814		4,220	1,594
3,122		1,459	1,663
3,935		2,180	1,755
3,821		1,981	1,840
7,478		5,277	2,201
4,932		2,716	2,216
7,903		5,574	2,329
7,340		4,963	2,377
22,777		19,985	2,792
5,152		2,307	2,845
6,292		3,297	2,995

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
7,001		3,368	3,633
8,796		5,135	3,661
3,721		30	3,691
12,153		7,627	4,526
16,120		11,541	4,579
9,849		4,871	4,978
7,046		1,962	5,084
9,527		4,176	5,351
6,050		290	5,760
25,345		19,487	5,858
12,637		5,798	6,839
12,453		5,563	6,890
15,002		7,834	7,168
10,397		2,943	7,454
12,381		4,849	7,532
8,695		403	8,292
15,632		5,206	10,426
18,542		7,307	11,235
18,342		5,288	13,054
29,547		12,414	17,133
36,620		1,612	35,008
162,703		174,000	-11,297
40,676		44,624	-3,948
20,338		21,320	-982
10,027		10,630	-603
31,213		31,727	-514
10,781		11,091	-310
18,337		18,208	129
5,355		5,060	295
6,101		5,799	302

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
24,066		23,196	870
14,838		13,486	1,352
46,126		44,310	1,816
6,359		4,415	1,944
25,156		23,180	1,976
36,673		34,294	2,379
21,197		15,055	6,142
108,705		100,491	8,214
67,956		94,996	-27,040
19,947		25,865	-5,918
20,026		25,431	-5,405
31,035		35,520	-4,485
10,724		15,118	-4,394
10,250		14,169	-3,919
31,035		34,875	-3,840
31,035		34,035	-3,000
47,827		50,750	-2,923
25,625		27,925	-2,300
11,460		13,480	-2,020
22,920		24,880	-1,960
25,625		27,575	-1,950
8,167		9,798	-1,631
52,072		53,550	-1,478
3,530		5,004	-1,474
36,500		37,950	-1,450
118,407		119,508	-1,101
9,970		11,030	-1,060
29,200		30,000	-800
84,033		84,500	-467
53,950		54,350	-400

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
129,960		130,200	-240
290		291	-1
34,930		34,335	595
26,685		25,251	1,434
28,406		26,730	1,676
27,856		25,599	2,257
27,450		22,410	5,040
27,649		22,450	5,199
27,150		21,870	5,280
15,760		10,149	5,611
83,244		77,250	5,994
23,415		13,831	9,584
49,114		38,130	10,984
55,995		43,660	12,335
41,355		23,717	17,638
31,680		79	31,601
47,355			47,355

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-5,104
			-4,391
			-2,838
			-2,381
			-1,556
			-1,459
			-1,057
			-359
			-196
			-79
			-64
			-50
			144
			274
			373
			494
			801
			1,206
			1,365
			1,594
			1,663
			1,755
			1,840
			2,201
			2,216
			2,329
			2,377
			2,792
			2,845
			2,995

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			3,633
			3,661
			3,691
			4,526
			4,579
			4,978
			5,084
			5,351
			5,760
			5,858
			6,839
			6,890
			7,168
			7,454
			7,532
			8,292
			10,426
			11,235
			13,054
			17,133
			35,008
			-11,297
			-3,948
			-982
			-603
			-514
			-310
			129
			295
			302


Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			870
			1,352
			1,816
			1,944
			1,976
			2,379
			6,142
			8,214
			-27,040
			-5,918
			-5,405
			-4,485
			-4,394
			-3,919
			-3,840
			-3,000
			-2,923
			-2,300
			-2,020
			-1,960
			-1,950
			-1,631
			-1,478
			-1,474
			-1,450
			-1,101
			-1,060
			-800
			-467
			-400


Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-240
			-1
			595
			1,434
			1,676
			2,257
			5,040
			5,199
			5,280
			5,611
			5,994
			9,584
			10,984
			12,335
			17,638
			31,601
			47,355

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ABINGDON VOLUNTEER FIRE AND RESCUE PO BOX 9 BENA,VA 23018		EXEMPT 501 (C) (3) P	PAY FOR EQUIPMENT AND TRAINING	55,000
AMERICAN RED CROSS 1317 JAMESTOWN ROAD WILLIAMSBURG,VA 23185		EXEMPT 501 (C) (3) P	PROVIDE HELP TO PEOPLE DISPLACED BY FIRE, HURRICANES, FLOODING, OTHER NATURAL DISASTERS	2,000
ANIMAL CARE SOCIETY PO BOX 121 MATHEWS,VA 23109		EXEMPT 501 (C) (3) P	ASSIST CLIENTS WHO ARE UNABLE TO PAY FOR PETS' SPAY/NEUTER	8,000
ANIMAL RESOURCE FOUNDATION P O BOX 967 WHITE MARSH,VA 23183		EXEMPT 501 (C) (3) P	HELP LOCAL CITIZENS TRAP AND NEUTER FERAL CATS ON THEIR PROPERTY	1,000
ANTIOCH BAPTIST CHURCH 110 ANTIOCH ROAD SUSAN,VA 23163		NO IRS RULINGS	MAINTAIN BUILDINGS & GROUNDS	500
ARC OF THE VIRGINIA PENINSULA INC THE 2520 58TH STREET HAMPTON,VA 23661		EXEMPT 501 (C) (3) P	TO SUPPORT LEWIS B PULLER CENTER	4,000
BAY AGING RETIRED AND SENIOR VOLUNTEER PROGRAM 5306 OLD VIRGINIA STREET URBANNA,VA 23175		EXEMPT 501 (C) (3) P	PAY FOR SERVICES ASSISTING ELDERLY	3,000
BAY SCHOOL COMMUNITY ARTS CENTER P O BOX 1524 MATHEWS,VA 23109		EXEMPT 501 (C) (3) P	TEACH ART CLASSES TO HEAD START AND SPECIAL ED KIDS	1,100
BOYS & GIRLS CLUBS OF THE VIRGINIA PENINSULA 11825 ROCK LANDING DRIVE CHESAPEAKE BUILDING NEWPORT NEWS,VA 23606		EXEMPT 501 (C) (3) P	GENERAL OPERATING EXPENSES FOR GLOU & MATHEWS CLUBS	5,000
CEREBRAL PALSY OF VIRGINIA 5825 ARROWHEAD DRIVE SUITE 201 VIRGINIA BEACH,VA 23462		EXEMPT 501 (C) (3) P	PROVIDE 2 SCHOLARSHIPS OF \$250 EACH TO SUMMER CAMP	500
CHILDREN'S HOSPITAL OF THE KING'S DAUGHTERS 601 CHILDRENS LAND NORFOLK,VA 23507		EXEMPT 501 (C) (3) P	TO BUY BOOKS TO GIVE TO KIDS WHO GET PHYSICALS AT CHKD PEDIATRICIANS	1,500
CHRISTOPHER NEWPORT UNIVERSITY EDUCATION FOUNDATION 1 AVENUE OF THE ARTS NEWPORT NEWS,VA 236063072		EXEMPT 501 (C) (3) P	PROVIDE SCHOLARSHIPS TO STUDENTS IN GLOUCESTER OR MATHEWS	6,000
COURT HOUSE PLAYERS PO BOX 643 GLOUCESTER,VA 23061		EXEMPT 501 (C) (3) P	SCHOLARSHIPS TO MISSOULA CHILDREN'S THEATRE & COSTS OF PRODUCTION	1,000
EQUI-KIDS THERAPEUTIC RIDING 2626 HERITAGE PARK DRIVE VIRGINIA BEACH,VA 23456		EXEMPT 501 (C) (3) P	PAY FOR 3 SCHOOLS TO PARTICIPATE IN PROGRAM	1,000
FOODBANK OF THE VIRGINIA PENINSULA 2401 ALUMINUM AVENUE HAMPTON,VA 23661		EXEMPT 501 (C) (3) P	BUY FOOD FOR NEEDY IN GLOU & MATHEWS	14,000
Total  3a				410,000


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
FOUNDATION FOR HISTORIC CHRIST CHURCH INC PO BOX 24 IRVINGTON,VA 22480		EXEMPT 501 (C) (3) P	REPAIR LEAK IN ROOF OF HISTORIC BLDG	500
GIRL SCOUT COUNCIL OF COLONIAL COAST 912 CEDAR ROAD CHESAPEAKE,VA 23322		EXEMPT 501 (C) (3) P	PUT NEW ROOF ON CABIN, BUY DEFIBRILLATOR AND GOLF CART TO TRANSFER INJURED	5,000
GLOUCESTER COUNTY 4-H P O BOX 156 GLOUCESTER,VA 23061		EXEMPT 501 (C) (3) P	PROVIDE SCHOLARSHIPS, COUNSELOR TRAINING, AND TRANSPORTATION TO AND FROM CAMP	5,000
GLOUCESTER COUNTY PUBLIC SCHOOLS EDUCATIONAL FOUNDATION 6489 MAIN STREET BUILDING 2 GLOUCESTER,VA 23061		EXEMPT 501 (C) (3) P	TO AWARD MINI-GRANTS TO TEACHERS FOR ENHANCING INSTRUCTION	2,000
GLOUCESTER HOUSING PARTNERSHIP PO BOX 772 HAYES,VA 230720772		EXEMPT 501 (C) (3) P	PROVIDE HOUSING FOR LOW-INCOME FAMILIES	14,000
GLOUCESTER LIBRARY FRIENDS OF 6920 MAIN STREET GLOUCESTER,VA 23061		EXEMPT 501 (C) (3) P	BUY BOOKS, PERIODICALS, OTHER LIBRARY MATERIALS	22,000
GLOUCESTER-MATHEWS FREE CLINIC 7314 MAIN STREET GLOUCESTER,VA 23061		EXEMPT 501 (C) (3) P	BUY DIABETIC TESTING STRIPS FOR 300 PATIENTS	21,000
GLOUCESTER-MATHEWS HUMANE SOCIETY 6620 JACKSON LANE GLOUCESTER,VA 23061		EXEMPT 501 (C) (3) P	SALARIES AND ADOPTION PROGRAM	8,000
GLOUCESTER VOLUNTEER FIRE & RESCUE SQUAD 6595 MAIN STREET GLOUCESTER,VA 23061		EXEMPT 501 (C) (3) P	PURCHASE EQUIPMENT FOR FIRE & RESCUE	55,000
GWYNNS ISLAND CIVIC LEAGUE PO BOX 313 GWYNN,VA 23066		EXEMPT 501 (C) (3) P	RESTORE GWYNNS ISLAND CEMETERY	1,000
HABITAT FOR HUMANITY OF GLOUCESTER-MATHEWS 3725 GEORGE WASHINGTON MEMORIAL HIGHWAY HAYES,VA 23072		EXEMPT 501 (C) (3) P	BUILD HOME FOR GLOUCESTER FAMILY	5,000
HANDS ACROSS MATHEWS PO BOX 1303 MATHEWS,VA 23109		EXEMPT 501 (C) (3) P	HELP NEEDY IN MATHEWS WITH FOOD, HOME REPAIR, RENT OR MORTGAGE, AND FUEL	14,000
HAYNES CEMETERY INC PO BOX 209 COBBS CREEK,VA 23035		EXEMPT 501 (C) (13)	USE TO PAINT FENCE AROUND CEMETERY AND REPAIR ENTRANCE	500
HOSPITAL HOSPITALITY HOUSE 612 E MARSHALL STREET RICHMOND,VA 23219		EXEMPT 501 (C) (3) P	PAY FOR LODGING FOR POOR	1,000
JACOB'S LADDER INC P O BOX 555 URBANNA,VA 23175		EXEMPT 501 (C) (3) P	PROVIDE TOTAL COST FOR MATHEWS COUNTY 5TH GRADE CLIMBER	6,000
Total  3a				410,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
KINGSTON PARISH PRESCHOOL P O BOX 471 MATHEWS,VA 23109		EXEMPT 501 (C) (3) P	BUY OUTDOOR PLAY EQUIPMENT	500
LAUREL SHELTER INC PO BOX 23 GLOUCESTER,VA 23061		EXEMPT 501 (C) (3) P	USE FOR MEDICATIONS, FUEL FOR TRANSPORTATION, AND OTHER EXPENSES FOR RESIDENTS	7,000
LITERACY VOLUNTEERS OF GLOUCESTER INC 5276 GEORGE WASHINGTON MEMORIAL HIGHWAY WHITE MARSH,VA 23183		EXEMPT 501 (C) (3) P	SET UP MOBILE TESTING SITE FOR GED TESTS	1,600
MATHEWS BAPTIST CHURCH 8284 BUCKLEY HALL ROAD HUDGINS,VA 23076		NO IRS RULINGS	MAINTAIN CEMETERY LOTS WHERE TREAKLE FAMILY IS BURIED	600
MATHEWS COUNTY HISTORICAL SOCIETY INC P O BOX 855 MATHEWS,VA 23109		EXEMPT 501 (C) (3) P	PAY FOR WRITTEN HISTORY OF MATHEWS	1,000
MATHEWS COUNTY PUBLIC SCHOOLS PO BOX 339 MATHEWS,VA 23109		USE PUBLIC SCHOOL RU	PROVIDE STEM SUMMER PROGRAM FOR MATHEWS STUDENTS	2,000
MATHEWS COUNTY TRIAD INC P O BOX 190 MATHEWS,VA 23109		EXEMPT 501 (C) (3) P	PROVIDE LIFELINE FOR 5 INDIGENT SENIORS	2,000
MATHEWS FAMILY YMCA 10746 BUCKLEY HALL ROAD MATHEWS,VA 23109		EXEMPT 501 (C) (3) P	FUND SUMMER FOOD SERVICE PROGRAM	2,200
MATHEWS HIGH SCHOOL CREW P O BOX 38 MATHEWS,VA 23109		USE PUBLIC SCHOOL RU	FUND REPAIRS, EQUIPMENT, EXPENSES	5,000
MATHEWS LAND CONSERVANCY P O BOX 306 MATHEWS,VA 23109		EXEMPT 501 (C) (3) P	HELP FUND BOATHOUSE CONSTRUCTION	3,000
MATHEWS MEMORIAL LIBRARY INC FRIENDS OF 1135 CHAPEL NECK ROAD NORTH,VA 23128		EXEMPT 501 (C) (3) P	HELP PAY FOR NEW ADDITION PROJECT	22,000
MATHEWS VOLUNTEER FIRE DEPARTMENT P O BOX 1130 MATHEWS,VA 23109		EXEMPT 501 (C) (3) P	REPLACE HYDRAULIC EXTRICATION EQUIPMENT	27,500
MATHEWS VOLUNTEER RESCUE SQUAD P O BOX 723 MATHEWS,VA 23109		EXEMPT 501 (C) (3) P	HELP BUY NEW AMBULANCE AND REPLACE EQUIPMENT	27,500
NEW CREATION MINISTRIES P O BOX 511 MATHEWS,VA 23109		EXEMPT 501 (C) (3) P	FUND SUICIDE/SUBSTANCE PREVENTION PROGRAM IN SCHOOLS	500
PARK PARTNERS PO BOX 157 GLOUCESTER,VA 23061		EXEMPT 501 (C) (3) P	BUY PLAYGROUND CERTIFIED MULCH FOR BEAVERDAM PARK PLAYGROUND	2,000
Total  3a				410,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
RAPPAHANNOCK COMMUNITY COLLEGE EDUCATIONAL FOUNDATION INC PO BOX 923 WARSAW,VA 22572		EXEMPT 501 (C) (3) P	PROVIDE 5 SCHOLARSHIPS AND UPDATE REFERENCE BOOKS IN LIBRARY	10,000
RAPPAHANNOCK WESTMINSTER-CANTERBURY FOUNDATION INC 132 LANCASTER DRIVE IRVINGTON,VA 22480		EXEMPT 501 (C) (3) P	FOR FELLOWSHIP ASSISTANCE PROGRAM	500
READING IS FUNDAMENTAL - BOTETOURT ELEMENTARY SCHOOL 6361 MAIN STREET GLOUCESTER,VA 23061		EXEMPT 501 (C) (3) P	BUY BOOKS TO GIVE TO STUDENTS	2,000
RURAL INFANT SERVICES PROGRAM P O BOX 40 SALUDA,VA 23149		EXEMPT 501 (C) (3) P	BUY PROGRAM EQUIPMENT AND MATERIALS	1,000
SALVATION ARMY - GLOUCESTER - MATHEWS P O BOX 267 HAYES,VA 23072		EXEMPT 501 (C) (3) P	ASSIST WITH RENT, UTILITIES, FOOD, FUEL, MEDICATIONS, CLOTHING, SUMMER CAMP	16,000
SAMARITAN GROUP THE PO BOX 784 WHITE MARSH,VA 231830784		EXEMPT 501 (C) (3) P	AID NEEDY IN GLOU WITH RENT, UTILITIES, TRANSPORTATION, ETC	9,000
ST PAUL CEMETERY ASSOCIATION 1150 ANTIOCH ROAD SUSAN,VA 23163		EXEMPT 501 (C) (13)	UPKEEP OF CEMETERY	500
VIRGINIA COLLEGE FUND THE 4900 AUGUSTA AVENUE SUITE 101 RICHMOND,VA 232303611		EXEMPT 501 (C) (3) P	AWARD SCHOLARSHIPS TO MEMBER COLLEGES	1,000
VIRGINIA SYMPHONY ORCHESTRA 150 BOUSH STREET SUITE 201 NORFOLK,VA 23510		EXEMPT 501 (C) (3) P	PAY FOR STUDENTS FROM GLOU & YORK ELEM SCHOOLS TO ATTEND YOUNG PEOPLE'S CONCERT	1,000
WARE ACADEMY 7936 JOHN CLAYTON MEMORIAL HIGHWAY GLOUCESTER,VA 23061		EXEMPT 501 (C) (3) P	FUND VIRTUAL ONLINE EDUCATION	1,000
Total  3a				410,000

TY 2013 Accounting Fees Schedule

Name: J EDWIN TREACLE FOUNDATION INC

EIN: 54-6051620

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
AUDIT OF FINANCIAL STATEMENTS AND PREPARATION OF FORM 990-PF	9,100	9,100		0

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 Depreciation Schedule

Name: J EDWIN TREACLE FOUNDATION INC

EIN: 54-6051620

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
FILE CABINET	1976-03-15	624	624	SL	10 0000000000000	0	0		
FILE CABINET	1978-07-15	134	134	SL	10 0000000000000	0	0		
IBM TYPEWRITER	1980-05-15	460	460	SL	5 0000000000000	0	0		
DESK	1992-02-24	495	495	SL	10 0000000000000	0	0		
CREDENIZA	1992-02-24	335	335	SL	10 0000000000000	0	0		
CHAIR, SEC	1992-02-24	130	130	SL	10 0000000000000	0	0		
CHAIR, SIDE	1992-02-24	120	120	SL	10 0000000000000	0	0		
4 DOOR FILE CABINET	1996-05-30	220	220	SL	5 0000000000000	0	0		
COMPUTER DESK	1997-12-17	596	596	SL	10 0000000000000	0	0		
COMPUTER SYSTEM	2010-09-21	1,935	1,000	SL	5 0000000000000	387	0		

**TY 2013 Investments Corporate
Bonds Schedule****Name:** J EDWIN TREAKLE FOUNDATION INC**EIN:** 54-6051620

Name of Bond	End of Year Book Value	End of Year Fair Market Value
100K BELLSOUTH CORP	101,719	101,719
100K WALMART STORES INC SR NT	102,204	102,204
100K MICROSOFT CORP SR NT	103,607	103,607

TY 2013 Investments Corporate
Stock Schedule

Name: J EDWIN TREACLE FOUNDATION INC
EIN: 54-6051620

Name of Stock	End of Year Book Value	End of Year Fair Market Value
600 SHS ABBVIE INC	31,248	31,248
250 SHS AIR PRODUCTS & CHEMICALS INC	29,380	29,380
187 SHS AMERICAN EXPRESS CO	16,349	16,349
500 SHS AMERICAN WATERWORKS CO INC	22,765	22,765
500 SHS APACHE CORP	43,400	43,400
100 SHS APPLE INC	59,009	59,009
750 SHS AT&T INC.	26,775	26,775
500 SHS AUTOMATIC DATA PROCESSING INC	38,980	38,980
125 SHS AVALON BAY COMMUNITIES	17,069	17,069
1046 SHS BARRICK GOLD CORP	18,274	18,274
285 SHS BAXTER INTERNATIONAL INC	20,745	20,745
165 SHS BECTON DICKINSON & CO	18,650	18,650
290 SHS BED BATH & BEYOND	18,018	18,018
125 SHS BLACKROCK INC	37,625	37,625
350 SHS BOEING CO	45,157	45,157
225 SHS BOSTON PROPERTIES INC COM	26,356	26,356
350 SHS CATERPILLAR INC COM	36,890	36,890
448 SHS CHARLES SCHWAB CORP	11,894	11,894
392 SHS CHEVRON CORP	49,204	49,204
225 SHS CHUBB CORP	20,718	20,718
1587 SHS CISCO SYSTEMS	36,676	36,676
1000 SHS CITIGROUP INC	47,910	47,910
1400 SHS COCA COLA CO	57,106	57,106
294 SHS CONOCOPHILLIPS	21,847	21,847
201 SHS CVS CAREMARK CORP	14,617	14,617
316 SHS DEVON ENERGY CORP	22,120	22,120
400 SHS DISNEY WALT CO.	31,736	31,736
1000 SHS DOMINION RESOURCES INC	72,540	72,540
1000 SHS DOW CHEMICAL	49,900	49,900
492 SHS DR PEPPER SNAPPLE INC	27,267	27,267

Name of Stock	End of Year Book Value	End of Year Fair Market Value
400 SHS E I DUPONT DE NEMOURS & CO	26,928	26,928
1250 SHS EMC CORP	32,250	32,250
500 SHS EMERSON ELECTRIC CO	34,090	34,090
788 SHS EXELON CORP	27,604	27,604
1232 SHS EXPRESS SCRIPTS INC	82,027	82,027
794 SHS EXXON MOBIL CORPORATION	81,314	81,314
600 SHS FREEPORT-MCMORAN COPPER & GOLD INC COM	20,622	20,622
281 SHS GALAXOSMITHKLINE ADR	15,559	15,559
2250 SHS GENERAL ELECTRIC COMPANY	60,503	60,503
500 SHS GILEAD SCIENCES INC	39,245	39,245
400 SHS HEALTH CARE REIT INC COM	25,236	25,236
400 SHS HOME DEPOT INC	31,804	31,804
600 SHS HONEYWELL INC	55,740	55,740
250 SHS INTERNATIONAL BUSINESS MACHINES CORP	49,117	49,117
750 SHS J P MORGAN CHASE & CO	41,985	41,985
127 SHS JOHNSON & JOHNSON	12,864	12,864
250 SHS KIMBERLY CLARK CORP	28,063	28,063
300 SHS LYONDELL BASELL INDUSTRIES	27,750	27,750
10 SHS MATHEWS YACHT CLUB	50	50
350 SHS MCDONALDS CORP	35,483	35,483
540 SHS MEDTRONIC INC	31,763	31,763
750 SHS MERCK & CO INC	43,920	43,920
1623 SHS MICROSOFT CORP	65,569	65,569
590 SHS MOLSON COORS BREWING CO CL B	35,382	35,382
750 SHS MONDELEZ INTL INC COM	26,737	26,737
200 SHS MONSANTO CO.	22,140	22,140
417 SHS NEWMONT MINING CORP	10,354	10,354
102 SHS NORTHROP GRUMMAN CORP	12,394	12,394
450 SHS OCCIDENTAL PETROLEUM CORP	43,087	43,087
375 SHS PEPSICO INC	32,209	32,209

Name of Stock	End of Year Book Value	End of Year Fair Market Value
1000 SHS PFIZER INC	31,280	31,280
650 SHS PHILIP MORRIS INTERNATIONAL INC	55,530	55,530
300 SHS PHILLIPS 66	24,966	24,966
330 SHS PNC FINANCIAL SERVICES GROUP INC.	27,733	27,733
400 SHS PRAXAIR INC.	52,220	52,220
790 SHS PROCTOR & GAMBLE CO	65,214	65,214
100 SHS PUBLIC STORAGE INC COM (REIT)	17,551	17,551
750 SHS QUALCOMM INC	59,033	59,033
600 SHS RAYTHEON CO	57,288	57,288
500 SHS SALESFORCE.COM INC	25,825	25,825
100 SHS SIMON PPTY GROUP INC NEW COM	17,320	17,320
380 SHS SOUTHERN CO	17,415	17,415
320 SHS SUNTRUST BANKS INC	12,243	12,243
923 SHS TAIWAN SEMICONDUCTOR MFG LTD	18,552	18,552
552 SHS TARGET CORP	34,086	34,086
500 SHS TIME WARNER INC	33,230	33,230
750 SHS TJX COMPANIES INC	43,635	43,635
162 SHS TORCHMARK CORP	12,911	12,911
195 SHS TRAVELERS COMPANIES INC	17,663	17,663
500 SHS UNITED TECHNOLOGIES CORP.	59,165	59,165
606 SHS US BANCORP	24,713	24,713
400 SHS VERIZON COMMUNICATIONS INC COM	18,692	18,692
200 SHS VISA INC	40,522	40,522
375 SHS WAL-MART STORES INC	29,891	29,891
1575 SHS WELLS FARGO & CO.	78,183	78,183
500 SHS YUM BRANDS INC	38,495	38,495
2000 SHS BARCLAYS SHORT TERM HIGH YIELD BD ETF	61,920	61,920
250 SHS ISHARES CORE S&P 500	26,783	26,783
2000 SHS ISHARES DOW JONES EPAC SELECT DIVIDEND	79,900	79,900
465 SHS ISHARES IBOXX \$ INVEST GRADE CORP	54,940	54,940

Name of Stock	End of Year Book Value	End of Year Fair Market Value
2500 SHS ISHARES MSCI EAFE ETF	170,800	170,800
3000 SHS ISHARES MSCI EMERGING MKTS MIN VOL ETF	174,720	174,720
2150 SHS ISHARES RUSSELL 1000 GROWTH INDEX	186,190	186,190
1250 SHS VANGUARD GLOBAL EX-U S REAL ESTATE ETF	69,112	69,112
1550 SHS VANGUARD MID-CAP ETF	174,546	174,546
550 SHS VANGUARD SMALL-CAP ETF	60,604	60,604
12872.877 SHS ARTIO GLOBAL HIGH INCOME FUND	131,303	131,303
13322.657 SHS CAMBIAR SMALL CAP FUND	298,561	298,561
4862.827 SHS COLUMBIA ACORN INTERNATIONAL FUND	229,234	229,234
8045.813 SHS COLUMBIA SELECT LARGE CAP GROWTH FUND	148,365	148,365
2750 SHS EATON VANCE ATLANTA CAP SMID-CAP FUND	66,110	66,110
23000 SHS FIDELITY ADVISOR FLOATING RATE HIGH INCOME FUND	228,620	228,620
1918.627 SHS HARBOUR INTERNATIONAL FUND	140,827	140,827
4000 SHS IVY ASSET STRATEGY FUND CL I	124,880	124,880
16811.115 SHS JOHN HANCOCK FDS III DISCIPLINED VALUE MID CAP FUND	311,510	311,510
8000 SHS ROBECO BOSTON PARTNERS LONG/SHORT RESEARCH FUND	116,480	116,480

TY 2013 Investments - Other Schedule

Name: J EDWIN TREACLE FOUNDATION INC

EIN: 54-6051620

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
COINS & PAPERS	FMV	5	5

TY 2013 Land, Etc. Schedule**Name:** J EDWIN TREACLE FOUNDATION INC**EIN:** 54-6051620

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
FILE CABINET	624	624	0	
FILE CABINET	134	134	0	
IBM TYPEWRITER	460	460	0	
DESK	495	495	0	
CREDENIZA	335	335	0	
CHAIR, SEC	130	130	0	
CHAIR, SIDE	120	120	0	
4 DOOR FILE CABINET	220	220	0	
COMPUTER DESK	596	596	0	
COMPUTER SYSTEM	1,935	1,387	548	

TY 2013 Other Assets Schedule

Name: J EDWIN TREACLE FOUNDATION INC

EIN: 54-6051620

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
RECOVERABLE EXCISE TAX	1,475		

TY 2013 Other Expenses Schedule**Name:** J EDWIN TREACLE FOUNDATION INC**EIN:** 54-6051620

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INSURANCE	6,250	3,125		3,125
MISCELLANEOUS	496	248		248
P O BOX RENT	58	29		29
OFFICE SUPPLIES	410	205		205
POSTAGE	112	56		56
TELEPHONE	1,351	676		675

TY 2013 Other Increases Schedule

Name: J EDWIN TREACLE FOUNDATION INC

EIN: 54-6051620

Description	Amount
UNREALIZED GAIN	276,443

TY 2013 Other Liabilities Schedule

Name: J EDWIN TREACLE FOUNDATION INC

EIN: 54-6051620

Description	Beginning of Year - Book Value	End of Year - Book Value
EXCISE TAXES PAYABLE	0	2,112

TY 2013 Other Professional Fees Schedule**Name:** J EDWIN TREACLE FOUNDATION INC**EIN:** 54-6051620

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TRUST FEES FOR MAINTAINING INVESTMENT ASSETS	33,356	33,356		0

TY 2013 Taxes Schedule

Name: J EDWIN TREACLE FOUNDATION INC

EIN: 54-6051620

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAXES	3,587	0		0