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Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation
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OMB No. 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

07/01, 2013, and ending

06/30, 2014

Name of foundation

THE TOWNSEND FAMILY FOUNDATION

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

C/O THE AYCO CO., L.P.
321 BROADWAY

Room/suite

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

SARATOGA SPRINGS, NY 12866

A Employer identification number

13-3748079

B Telephone number (see instructions)

(518) 640-5000

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		<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	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$		J Accounting method	<input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____

(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)					
2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		26.	26.		
4 Dividends and interest from securities		23,863.	23,863.		
5 a Gross rents					
b Net rental income or (loss)					
6 a Net gain or (loss) from sale of assets not on line 10		454,970.			
b Gross sales price for all assets on line 6a	855,550.				
7 Capital gain net income (from Part IV, line 2)			454,970.		
8 Net short-term capital gain					
9 Income modifications					
10 a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule) ATCH. 3		-6,335.	-6,335.		
12 Total. Add lines 1 through 11		472,524.	472,524.		
13 Compensation of officers, directors, trustees, etc		0			
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16 a Legal fees (attach schedule)					
b Accounting fees (attach schedule)					
c Other professional fees (attach schedule)					
17 Interest . ATCH. 4		187.	187.		
18 Taxes (attach schedule) (see instructions) ATCH. 5		383.	383.		
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule) ATCH. 6		25,766.	25,474.		
24 Total operating and administrative expenses.		26,336.	26,044.		
Add lines 13 through 23					
25 Contributions, gifts, grants paid		858,330.			858,330.
26 Total expenses and disbursements Add lines 24 and 25		884,666.	26,044.		858,330.
27 Subtract line 26 from line 12		-412,142.			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			446,480.		
c Adjusted net income (if negative, enter -0-)					

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Assets	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	92,622.	173,638.	173,638.
	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			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 7	414,688.	14,108.	167,440.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ►			
		Less accumulated depreciation (attach schedule) ►			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 8	2,125,418.	2,032,840.	2,954,018.
	14	Land, buildings, and equipment basis ►			
		Less accumulated depreciation (attach schedule) ►			
	15	Other assets (describe ►)			
	16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	2,632,728.	2,220,586.	3,295,096.
	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ►)			
	23	Total liabilities (add lines 17 through 22)	0	0	
		Foundations that follow SFAS 117, check here ►			
		and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ►			
		and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	2,632,728.	2,220,586.	
	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 instructions)	2,632,728.	2,220,586.	
	31	Total liabilities and net assets/fund balances (see instructions)	2,632,728.	2,220,586.	

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	2,632,728.
2	Enter amount from Part I, line 27a	2	-412,142.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	2,220,586.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,220,586.

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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 PART IV SCHEDULE					
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					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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					
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	454,970.	
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	0	

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	715,038.	3,719,379.	0.192247		
2011	130,650.	2,834,842.	0.046087		
2010	273,450.	2,796,753.	0.097774		
2009	989,102.	2,898,911.	0.341198		
2008	564,638.	3,310,165.	0.170577		
2 Total of line 1, column (d)			2	0.847883	
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	0.169577	
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4	3,625,489.	
5 Multiply line 4 by line 3			5	614,800.	
6 Enter 1% of net investment income (1% of Part I, line 27b)			6	4,465.	
7 Add lines 5 and 6			7	619,265.	
8 Enter qualifying distributions from Part XII, line 4			8	858,330.	
If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions					

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 . . .	Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)	1	4,465.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . .			
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .	2		
3	Add lines 1 and 2 . . .	3		4,465.
4	Subtotal 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		4,465.
6	Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013 . . .	6a	4,522.	
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		4,522.
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		
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . .	10		57.
11	Enter the amount of line 10 to be Credited to 2014 estimated tax ►	57. Refunded ► 11		

Part VII-A Statements Regarding Activities

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . .

1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? . . .

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

1c Did the foundation file Form 1120-POL for this year? . . .

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year

(1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____

2 Has the foundation engaged in any activities that have not previously been reported to the IRS? . . .

If "Yes," attach a detailed description of the activities

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . .

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . .

b If "Yes," has it filed a tax return on Form 990-T for this year? . . .

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . .

If "Yes," attach the statement required by General Instruction T

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? . . .

7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

NEW YORK

b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation. . . .

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV. . . .

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . .

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b	N/A	
5		X
6		X
7		X
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).	11	X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X
Website address ► N/A			
14	The books are in care of ► THE AYCO COMPANY, LP-NTG Located at ► 25 BRITISH AMERICAN BOULEVARD, LATHAM, NY	Telephone no ► (518) 640-5000 ZIP+4 ► 12110	
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? See the instructions for exceptions and filing requirements for Form TD F 90-221. If "Yes," enter the name of the foreign country ►	16	Yes 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 ►	1b	N/A
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	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)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	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?	4b	X

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

5a	During the year did the foundation pay or incur any amount to	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	<input checked="" type="checkbox"/>	5b	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?	<input type="checkbox"/> Yes <input type="checkbox"/> No		
	<i>If "Yes," attach the statement required by Regulations section 53 4945-5(d)</i>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	X
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			
	<i>If "Yes" to 6b, file Form 8870</i>			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	7b	N/A
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?			

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

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

2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		0	0	0

Total number of other employees paid over \$50,000 ►

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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	NONE	0
Total number of others receiving over \$50,000 for professional services ►		

Part IX-A Summary of Direct Charitable Activities

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

1 THE FOUNDATION IS NOT INVOLVED IN ANY DIRECT CHARITABLE ACTIVITIES. ITS PRIMARY PURPOSE IS TO SUPPORT, BY CONTRIBUTIONS, ORGANIZATIONS EXEMPT UNDER IRC SECTION 501C3.	Expenses
2	NONE
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

1 N/A	Amount
2	NONE
3	

All other program-related investments. See instructions

3 N/A	Amount
Total. Add lines 1 through 3 ►	NONE

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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	679,075.
b Average of monthly cash balances	1b	76,834.
c Fair market value of all other assets (see instructions)	1c	2,924,790.
d Total (add lines 1a, b, and c)	1d	3,680,699.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Subtract line 2 from line 1d	3	3,680,699.
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	55,210.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,625,489.
6 Minimum investment return. Enter 5% of line 5	6	181,274.

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	181,274.
2a Tax on investment income for 2013 from Part VI, line 5	2a	4,465.
b Income tax for 2013 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	4,465.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	176,809.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	176,809.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	176,809.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes	1a	858,330.
a Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1b	
b Program-related investments - total from Part IX-B	2	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	
3 Amounts set aside for specific charitable projects that satisfy the:	3b	
a Suitability test (prior IRS approval required)	4	858,330.
b Cash distribution test (attach the required schedule)	5	4,465.
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	6	853,865.
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)		
6 Adjusted qualifying distributions. Subtract line 5 from line 4		

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				176,809.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				
b Total for prior years 20 11 ,20 10 ,20 09				
3 Excess distributions carryover, if any, to 2013				
a From 2008	399,130.			
b From 2009	854,078.			
c From 2010	142,711.			
d From 2011	0.			
e From 2012	531,811.			
f Total of lines 3a through e	1,927,730.			
4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ 858,330.				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2013 distributable amount				176,809.
e Remaining amount distributed out of corpus	681,521.			
5 Excess distributions carryover applied to 2013 . (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,609,251.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	399,130.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	2,210,121.			
10 Analysis of line 9				
a Excess from 2009	854,078.			
b Excess from 2010	142,711.			
c Excess from 2011	0.			
d Excess from 2012	531,811.			
e Excess from 2013	681,521.			

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

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)

2 a	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)(ii)					
(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))

JOHN L. TOWNSEND, III

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ATCH 10				
Total			► 3a	858,330.
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue						
a						
b						
c						
d						
e						
f						
g Fees and contracts from government agencies						
2 Membership dues and assessments	.....				
3 Interest on savings and temporary cash investments				14	26.	
4 Dividends and interest from securities	.....	525990		14	23,863.	
5 Net rental income or (loss) from real estate						
a Debt-financed property	.....				
b Not debt-financed property	.....				
6 Net rental income or (loss) from personal property	.....				
7 Other investment income	.....				
8 Gain or (loss) from sales of assets other than inventory				18	454,970.	
9 Net income or (loss) from special events	.....				
10 Gross profit or (loss) from sales of inventory	.....				
11 Other revenue a OTHER INCOME				01	2,574.	
b IRS REFUND				01	64.	
c ROYALTY INCOME				01	114.	
d ORDINARY INCOME				01	-8,926.	
e SECTION 1231				01	-161.	
12 Subtotal Add columns (b), (d), and (e)	.....				472,524.	
13 Total Add line 12, columns (b), (d), and (e)	.....					472,524.

13 Total. Add line 12, columns (b), (d), and (e).
(See worksheet in line 13 instructions to verify calculations)

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

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

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? Yes No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

**Sign
Here**

Signature of officer or trustee

Date _____

Title

May the IRS discuss this return
with the preparer shown below
(see instructions)? Yes No

Paid Preparer Use Only	Print/Type preparer's name CHRISTINE W. DIONNA	Preparer's signature 	Date 2/24/15	Check <input type="checkbox"/> if self-employed	PTIN P00999533
	Firm's name ► THE AYCO COMPANY, LP	Firm's EIN ► 33-1187432			
	Firm's address ► PO BOX 860 SARATOGA SPRINGS, NY	12866-0860	Phone no	518-886-4000	

Form 990-PF (2013)

THE TOWNSEND FAMILY FOUNDATION 13-374807
FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis			
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					2,540.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					216,654.	
636,356.		GS #7948 PROPERTY TYPE: SECURITIES 400,580.				P	VAR	VAR
		TOTAL GAIN(LOSS)					<u>235,776.</u>	
							<u>454,970.</u>	

ATTACHMENT 1FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
BANK OF NEW YORK #00737	6.	6.
GOLDMAN SACHS #93794	20.	20.
TOTAL	<u><u>26.</u></u>	<u><u>26.</u></u>

ATTACHMENT 2FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
GOLDMAN SACHS #93794 - DIVIDENDS	15,912.	15,912.
GS CAP PTRS VI PARALLEL K-1 - DIVIDENDS	2,405.	2,405.
KINDER MORGAN K-1 - DIVIDENDS	129.	129.
KINDER MORGAN K-1 - INTEREST	110.	110.
GS CAP PTRS VI PARALLEL K-1 - INTEREST	5,302.	5,302.
ALLIANCE BERNSTEIN HOLDING, LP-INTEREST	2.	2.
ENTERPRISE PRODUCT PARTNERS, LP-INTEREST	1.	1.
ALLIANCE BERNSTEIN HOLDING, LP-DIVIDENDS	2.	2.
TOTAL	<u>23,863.</u>	<u>23,863.</u>

FORM 990PF, PART I - OTHER INCOMEATTACHMENT 3

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
ROYALTY INCOME	114.	114.
IRS REFUND	64.	64.
SECTION 1231 GAIN/LOSS FROM K-1	-161.	-161.
ORDINARY INCOME/LOSS FROM K-1	-8,926.	-8,926.
OTHER INCOME/LOSS FROM K-1	2,574.	2,574.
TOTALS	<u>-6,335.</u>	<u>-6,335.</u>

ATTACHMENT 4FORM 990PF, PART I - INTEREST EXPENSE

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INTEREST EXPENSE	187.	187.
TOTALS	<u>187.</u>	<u>187.</u>

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FOREIGN TAXES PAID	383.	383.
ESTIMATED FEDERAL TAX PAYMENTS	<u><u>383.</u></u>	<u><u>383.</u></u>
TOTALS		

FORM 990PF, PART I - OTHER EXPENSESATTACHMENT 6

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT MANAGEMENT FEES	<u>22,954.</u>	<u>22,954.</u>
FILING FEES	<u>250.</u>	<u>0.</u>
PORTFOLIO DEDUCTIONS FROM K-1	<u>2,520.</u>	<u>2,520.</u>
NONDEDUCTIBLE EXPENSE FROM K-1	<u>42.</u>	<u>0.</u>
TOTALS	<u>25,766.</u>	<u>25,474.</u>

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
GOLDMAN SACHS #93794	414,688.	14,108.	167,440.
TOTALS	<u><u>414,688.</u></u>	<u><u>14,108.</u></u>	<u><u>167,440.</u></u>

ATTACHMENT 7

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
K-1 GS GMS ALPHA PLUS	1,506,793.	1,506,793.	2,415,073.
K-1 GS CAPITAL PTR VI PARALLEL	514,738.	464,732.	505,596.
K-1 KINDER MORGAN ENERGY PTRS	-111.	0.	0.
K-1 GSCP VI PARALLEL AIV	62,296.	61,315.	33,349.
ALLIANCE PARTNERS	1,250.	0.	0.
ENTERPRISE PRODUCT PARTNERS	40,452.	0.	0.
 TOTALS	 <u>2,125,418.</u>	 <u>2,032,840.</u>	 <u>2,954,018.</u>

ATTACHMENT 8

ATTACHMENT 9

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION		CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
		COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS		
JOHN L. TOWNSEND, III C/O THE AYCO CO., L.P. 321 BROADWAY SARATOGA SPRINGS, NY 12866	TRUSTEE - AS NEEDED	0	0	0	0
MARREE S. TOWNSEND C/O THE AYCO CO., L.P. 321 BROADWAY SARATOGA SPRINGS, NY 12866	TRUSTEE - AS NEEDED	0	0	0	0
	GRAND TOTALS	0	0	0	0

FORM 990PF - PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

858,330

RECIPIENT NAME AND ADDRESSNONE
501(C)(3)

SEE ATTACHED LIST

TOTAL CONTRIBUTIONS PAID

858,330

**THE TOWNSEND FAMILY FOUNDATION
CHARITABLE CONTRIBUTION LIST
FYE: 6/30/13**

Date	CHECK #	Description	AMOUNT
07/23/13	1019	Breast Cancer Alliance, Inc , Greenwich, CT	2,500.00
09/24/13	1020	New York Botanical Garden, Bronx, NY	2,000.00
09/25/13	1021	Lenox Hill Neighborhood House, New York, NY	250.00
10/01/13	1023	Gala for Greenwich Hospital, River Road, Cos Cob, CT	15,000.00
10/07/13	1022	Episcopal Chanties, New York, NY	15,000.00
10/30/13	1026	St. Barnabas Episcopal Church, Greenwich, CT	5,000.00
10/30/13	1029	Inspinca, Stamford, CT	750.00
10/31/13	1030	Greenwich Historical Society, Greenwich, CT	3,000.00
11/04/13	1024	REACH Prep, Greenwich, CT	500.00
11/05/13	1027	USSGA Memorial Fund Inc , Greenwich, CT	500.00
11/06/13	1025	Teach for America, New York, NY	2,000.00
11/08/13	1028	The Madeira Fund, McLean, VA	2,500.00
12/06/13	1035	Greenwich United Way, Greenwich, CT	25,000.00
12/09/13	1037	REACH Prep, Greenwich, CT	500.00
12/12/13	1031	Greenwich Tree Conservancy, Greenwich, CT	1,000.00
12/12/13	1034	Meals on Wheels, Greenwich, CT	1,000.00
12/12/13	1036	USGA, Greenwich, CT	1,500.00
12/12/13	1038	Ackland Art Museum, Chapel Hill, NC	1,000.00
12/19/13	1032	Greenwich Community Projects Fund, Greenwich, CT	500.00
12/27/13	1039	Second Stage Theatre, New York, NY	10,000.00
12/30/13	1040	Posse Foundation, New York, NY	10,000.00
01/03/14	1043	Family Centers, Inc , Greenwich, CT	1,000.00
01/06/14	1042	Frick Collection, New York, NY	1,000.00
01/08/14	1041	Merritt Parkway Conservancy Inc , Stamford, CT	500.00
01/15/14	1045	Grand Teton National Park Foundation, Jackson OR Moose, WY	15,000.00
01/15/14	1046	Grand Teton National Park Foundation, Jackson OR Moose, WY	15,000.00
01/27/14	1044	Madeira School, McLean, VA	15,000.00
02/05/14	1033	Robert L. Fine Cancer Research Foundation New York, NY	250.00
02/14/14	1048	American Alpine Club, Golden, CO	1,000.00
02/14/14	1049	American Alpine Club, Golden, CO OR NY NY	80.00
02/21/14	1047	Carolina Performing Arts, Chapel Hill, NC	500.00
03/05/14	1050	Forward Movement, Cincinnati, OH	50,000.00
04/04/14	1053	The Educational Fdn, University of North Carolina, Chapel Hill, NC	5,000.00
04/18/14	1052	Bath & Tennis Historic Building Preservation Fdn, Palm Beach, FL	5,000.00
04/25/14	1051	Kenan & Taylor Business School Fund, Lockport, NY	25,000.00
05/13/14	1054	Hickory Ridge United Methodist Church, Winston, Salem, NC	250.00
05/15/14	1055	Christ Episcopal Church, Alexandria, VA	250.00
05/28/14	1056	St. Barnabas Episcopal Church, Greenwich, CT	1,000.00
06/26/14	1064	Greenwich Historical Society, Greenwich, CT	10,000.00
06/27/14	1067	Family ReEntry, Norwalk, CT	500.00
06/30/14	1065	GADC, Cos Cob, CT	500.00
06/24/14	1057	Upper Valley Haven, White River Junction, VT	25,000.00
06/24/14	1060	Virginia Theological Seminary, Alexandria, VA	20,000.00
06/24/14	1058	Episcopal High School, Alexandria, VA	500,000.00
06/24/14	1059	Episcopal High School, Alexandria, VA	50,000.00
06/24/14	1062	ReadWorks, Brooklyn, NY	5,000.00
06/24/14	1061	Camp Sea Gull and Camp Seafarer, Arapahoe, NC	10,000.00
06/24/14	1066	Central Park Conservancy, New York, NY	2,000.00

Total Charitable Contributions Paid \$ 858,330.00

All contributions were made to the general purpose fund of public charitable organizations that were classified under Section 501(c)(3) of the Internal Revenue Code.

**SCHEDULE D
(Form 1041)**Department of the Treasury
Internal Revenue Service**Capital Gains and Losses**

OMB No 1545-0092

► Attach to Form 1041, Form 5227, or Form 990-T.
 ► Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.
 ► Information about Schedule D and its separate instructions is at www.irs.gov/form1041.

2013

Name of estate or trust

THE TOWNSEND FAMILY FOUNDATION

Employer identification number

13-3748079

Note: Form 5227 filers need to complete only Parts I and II

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

See instructions for how to figure the amounts to enter on the lines below

This form may be easier to complete if you round off cents to whole dollars

(d)
Proceeds
(sales price)(e)
Cost
(or other basis)(g)
Adjustments
to gain or loss from
Form(s) 8949, Part I,
line 2, column (g)(h)
Gain or (loss)
Subtract column (e)
from column (d) and
combine the result with
column (g)

1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b

1b Totals for all transactions reported on Form(s) 8949 with **Box A** checked

2 Totals for all transactions reported on Form(s) 8949 with **Box B** checked

3 Totals for all transactions reported on Form(s) 8949 with **Box C** checked

4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824

4

5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts

5

2,540.

6 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet

6

()

7 Net short-term capital gain or (loss). Combine lines 1a through 6 in column (h). Enter here and on line 17, column (3) on the back ►

7

2,540.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

See instructions for how to figure the amounts to enter on the lines below

This form may be easier to complete if you round off cents to whole dollars

(d)
Proceeds
(sales price)(e)
Cost
(or other basis)(g)
Adjustments
to gain or loss from
Form(s) 8949, Part II,
line 2, column (g)(h)
Gain or (loss)
Subtract column (e)
from column (d) and
combine the result with
column (g)

8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b

636,356.

400,580.

235,776.

8b Totals for all transactions reported on Form(s) 8949 with **Box D** checked

9 Totals for all transactions reported on Form(s) 8949 with **Box E** checked

10 Totals for all transactions reported on Form(s) 8949 with **Box F** checked

11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824

11

12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts

12

216,654.

13 Capital gain distributions

13

14 Gain from Form 4797, Part I

14

15 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet

15

()

16 Net long-term capital gain or (loss). Combine lines 8a through 15 in column (h). Enter here and on line 18a, column (3) on the back ►

16

452,430.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2013

JSA
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Part III Summary of Parts I and II		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
17	Net short-term gain or (loss)	17		2,540.
18	Net long-term gain or (loss):			
a	Total for year	18a		452,430.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	18b		
c	28% rate gain	18c		
19	Total net gain or (loss). Combine lines 17 and 18a. ►	19		454,970.

Note: If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 18a and 19, column (2), are net gains, go to Part V, and do not complete Part IV. If line 19, column (3), is a net loss, complete Part IV and the Capital Loss Carryover Worksheet, as necessary.

Part IV Capital Loss Limitation

20	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of a The loss on line 19, column (3) or b \$3,000	20	()
----	--	----	-----

Note: If the loss on line 19, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the Capital Loss Carryover Worksheet in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part only if both lines 18a and 19 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the Schedule D Tax Worksheet in the instructions if

- Either line 18b, col (2) or line 18c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

Form 990-T trusts. Complete this part only if both lines 18a and 19 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the Schedule D Tax Worksheet in the instructions if either line 18b, col (2) or line 18c, col (2) is more than zero

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Schedule D (Form 1041) 2013

The Townsend Family Foundation FYE 6/30/14

GS #7948
EIN: 13-3748079

Description	Acq Date	Date	Shares Sold	Cost of Stock	Sale Price	Gain/Loss
Citigroup Inc.	11/29/05	06/20/14	210.00	\$ 103,677.00	\$ 9,991.57	\$ (93,685.43) LT
JPMorgan Chase & Co	11/29/05	06/20/14	1,000.00	\$ 38,920.00	\$ 57,175.13	\$ 18,255.13 LT
ABBOTT LABORATORIES CMVN	10/08/99	06/20/14	89.00	\$ 1,694.36	\$ 3,530.56	\$ 1,836.20 LT
ABBOTT LABORATORIES CMVN	10/08/99	06/20/14	35.00	\$ 666.32	\$ 1,388.41	\$ 722.09 LT
Abbvie Inc.	108/99	07/30/13	89.00	\$ 1,837.38	\$ 3,964.88	\$ 2,127.49 LT
Abbvie Inc.	10/08/99	07/30/13	35.00	\$ 722.57	\$ 1,559.22	\$ 836.66 LT
AT&T INC CMN	05/01/97	02/27/14	1,164.00	\$ 14,395.37	\$ 38,143.61	\$ 23,748.24 LT
AT&T INC CMN	01/03/07	02/27/14	455.00	\$ 12,054.25	\$ 14,910.09	\$ 2,855.84 LT
BB&T CORPORATION CMN	07/28/97	06/20/14	1,118.00	\$ 12,717.25	\$ 42,902.52	\$ 30,185.27 LT
BB&T CORPORATION CMN	09/20/93	06/20/14	440.00	\$ 7,040.00	\$ 16,884.71	\$ 9,844.71 LT
BERKSHIRE HATHAWAY INC.	01/17/06	06/20/14	1,047.00	\$ 61,789.18	\$ 131,878.25	\$ 70,089.07 LT
BERKSHIRE HATHAWAY INC.	01/17/06	06/20/14	410.00	\$ 24,168.02	\$ 51,642.87	\$ 27,474.85 LT
COMCAST CORPORATION CMN	07/25/11	06/20/14	224.00	\$ 5,556.88	\$ 11,663.42	\$ 6,106.54 LT
COMCAST CORPORATION CMN	07/25/11	06/20/14	87.00	\$ 2,158.25	\$ 4,529.99	\$ 2,371.74 LT
GLAXOSMITHKLINE PLC SPONSORED	05/07/93	07/30/13	179.00	\$ 3,345.78	\$ 9,084.09	\$ 5,738.31 LT
GLAXOSMITHKLINE PLC SPONSORED	01/01/92	07/30/13	70.00	\$ 1,939.00	\$ 3,552.44	\$ 1,613.44 LT
JOHNSON & JOHNSON CMN	11/01/92	07/30/13	314.00	\$ 15,625.28	\$ 31,898.55	\$ 16,273.27 LT
JOHNSON & JOHNSON CMN	08/26/03	07/30/13	122.00	\$ 1,531.10	\$ 12,393.71	\$ 10,862.61 LT
MACQUARIE INFRASTRUCTURE CO LL	07/25/11	06/20/14	268.00	\$ 7,130.81	\$ 16,168.45	\$ 9,037.64 LT
MACQUARIE INFRASTRUCTURE CO LL	07/25/11	06/20/14	105.00	\$ 2,793.79	\$ 6,334.66	\$ 3,540.87 LT
ROYAL BANK OF CANADA CMN	01/10/89	06/20/14	648.00	\$ 1,519.98	\$ 44,871.06	\$ 43,351.09 LT
ROYAL BANK OF CANADA CMN	01/10/89	06/20/14	840.00	\$ 46,590.06	\$ 58,166.20	\$ 11,576.14 LT
U.S. BANCORP CMN	01/19/05	06/20/14	210.00	\$ 6,516.04	\$ 9,003.51	\$ 2,487.47 LT
VERIZON COMMUNICATIONS INC. CMN	03/20/92	06/20/14	380.00	\$ 7,516.16	\$ 18,668.98	\$ 11,152.82 LT
VERIZON COMMUNICATIONS INC. CMN	03/20/92	06/20/14	148.00	\$ 2,927.35	\$ 7,271.08	\$ 4,343.73 LT
WELLS FARGO & CO (NEW) CMN	02/18/10	06/20/14	403.00	\$ 10,989.00	\$ 20,709.71	\$ 9,720.71 LT
WELLS FARGO & CO (NEW) CMN	02/11/05	06/20/14	157.00	\$ 4,758.69	\$ 8,068.04	\$ 3,309.35 LT

\$400,579.87 **\$636,355.71** **\$235,775.84**

2/18/2015