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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

▶ Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.

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

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 GPD Charitable Trust		<b>A Employer identification number</b> 27-7008643
Number and street (or P O box number if mail is not delivered to street address) Room/suite 9110 Strada Place		<b>B Telephone number</b> (see instructions)
City or town, state or province, country, and ZIP or foreign postal code Naples, FL 34108		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>H</b> 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		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 14,539,224	<b>J</b> 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.)	<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

<b>Part I Analysis of Revenue and Expenses</b> (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)
<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, etc., received (attach schedule)	250			
	<b>2</b> Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	<b>3</b> Interest on savings and temporary cash investments				
	<b>4</b> Dividends and interest from securities	301,693	301,693		
	<b>5a</b> Gross rents				
	<b>b</b> Net rental income or (loss)				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10	522,763			
	<b>b</b> Gross sales price for all assets on line 6a 4,130,567				
	<b>7</b> Capital gain net income (from Part IV, line 2)			522,763	
	<b>8</b> Net short-term capital gain			100,556	
	<b>9</b> Income modifications				
	<b>10a</b> Gross sales less returns and allowances				
<b>b</b> Less Cost of goods sold					
<b>c</b> Gross profit or (loss) (attach schedule)					
<b>11</b> Other income (attach schedule)	56,706	56,706			
<b>12 Total.</b> Add lines 1 through 11	881,412	881,162	100,556		
<b>Operating and Administrative Expenses</b>	<b>13</b> Compensation of officers, directors, trustees, etc				
	<b>14</b> Other employee salaries and wages	26,400			26,400
	<b>15</b> Pension plans, employee benefits	13,020			13,020
	<b>16a</b> Legal fees (attach schedule)				
	<b>b</b> Accounting fees (attach schedule)				
	<b>c</b> Other professional fees (attach schedule)	89,468	71,968		17,500
	<b>17</b> Interest				
	<b>18</b> Taxes (attach schedule) (see instructions)	6,000			
	<b>19</b> Depreciation (attach schedule) and depletion				
	<b>20</b> Occupancy				
	<b>21</b> Travel, conferences, and meetings	11,674			11,674
	<b>22</b> Printing and publications				
	<b>23</b> Other expenses (attach schedule)	277	277		
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	146,839	72,245		68,594
	<b>25</b> Contributions, gifts, grants paid	1,462,094			1,462,094
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	1,608,933	72,245		1,530,688	
<b>27</b> Subtract line 26 from line 12					
<b>a Excess of revenue over expenses and disbursements</b>	-727,521				
<b>b Net investment income</b> (if negative, enter -0-)		808,917			
<b>c Adjusted net income</b> (if negative, enter -0-)			100,556		

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

<b>Part II Balance Sheets</b>		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing . . . . .	101,608	48,989	48,989	
	<b>2</b> Savings and temporary cash investments . . . . .	109,036	344,635	344,635	
	<b>3</b> Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____				
	<b>4</b> Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____				
	<b>5</b> Grants receivable . . . . .				
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .				
	<b>7</b> Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____				
	<b>8</b> Inventories for sale or use . . . . .				
	<b>9</b> Prepaid expenses and deferred charges . . . . .				
	<b>10a</b> Investments—U S and state government obligations (attach schedule)				
	<b>b</b> Investments—corporate stock (attach schedule) . . . . .	8,651,380 <input checked="" type="checkbox"/>	7,077,408	9,519,095	
	<b>c</b> Investments—corporate bonds (attach schedule). . . . .	2,399,205 <input checked="" type="checkbox"/>	2,174,528	2,295,603	
	<b>11</b> Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
	<b>12</b> Investments—mortgage loans . . . . .	470,610	465,042	465,042	
	<b>13</b> Investments—other (attach schedule) . . . . .	970,738 <input checked="" type="checkbox"/>	1,864,454	1,865,860	
	<b>14</b> Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
<b>15</b> Other assets (describe ▶ _____)					
<b>16 Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	12,702,577	11,975,056	14,539,224		
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses . . . . .				
	<b>18</b> Grants payable . . . . .				
	<b>19</b> Deferred revenue . . . . .				
	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons				
	<b>21</b> Mortgages and other notes payable (attach schedule) . . . . .				
	<b>22</b> Other liabilities (describe ▶ _____)				
<b>23 Total liabilities</b> (add lines 17 through 22) . . . . .	0	0			
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> <input checked="" type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>				
	<b>24</b> Unrestricted . . . . .	7,437,577	5,730,056		
	<b>25</b> Temporarily restricted . . . . .				
	<b>26</b> Permanently restricted . . . . .	5,265,000	6,245,000		
	<b>Foundations that do not follow SFAS 117, check here</b> <input type="checkbox"/> <b>and complete lines 27 through 31.</b>				
	<b>27</b> Capital stock, trust principal, or current funds . . . . .				
	<b>28</b> Paid-in or capital surplus, or land, bldg, and equipment fund				
	<b>29</b> Retained earnings, accumulated income, endowment, or other funds				
<b>30 Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	12,702,577	11,975,056			
<b>31 Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	12,702,577	11,975,056			

**Part III Analysis of Changes in Net Assets or Fund Balances**

<b>1</b>	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) . . . . .	<b>1</b>	12,702,577
<b>2</b>	Enter amount from Part I, line 27a . . . . .	<b>2</b>	-727,521
<b>3</b>	Other increases not included in line 2 (itemize) ▶ _____	<b>3</b>	
<b>4</b>	Add lines 1, 2, and 3 . . . . .	<b>4</b>	11,975,056
<b>5</b>	Decreases not included in line 2 (itemize) ▶ _____	<b>5</b>	
<b>6</b>	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	<b>6</b>	11,975,056

**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)
<b>1a</b>	See Additional Data Table			
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
(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)	
<b>a</b>	See Additional Data Table			
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
(i) FMV as of 12/31/69			(j) Adjusted basis as of 12/31/69	
<b>a</b>	See Additional Data Table			
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(k) Excess of col (i) over col (j), if any	
<b>a</b>	See Additional Data Table			
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
<b>2</b>	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 }	<b>2</b>	522,763
<b>3</b>	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	}	<b>3</b>	100,556

**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	1,357,392	14,458,030	0.093885
2011	311,324	7,974,966	0.039038
2010		10	0.0
2009			
2008			
<b>2</b>	<b>Total</b> of line 1, column (d).		<b>2</b> 0.132923
<b>3</b>	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		<b>3</b> 0.044308
<b>4</b>	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.		<b>4</b> 14,017,158
<b>5</b>	Multiply line 4 by line 3.		<b>5</b> 621,072
<b>6</b>	Enter 1% of net investment income (1% of Part I, line 27b).		<b>6</b> 8,089
<b>7</b>	Add lines 5 and 6.		<b>7</b> 629,161
<b>8</b>	Enter qualifying distributions from Part XII, line 4.		<b>8</b> 1,530,688

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)

Table with 11 rows for excise tax calculations. Includes categories like Exempt operating foundations, Domestic foundations, Tax under section 511, Credits/Payments, and Tax due. Values range from 0 to 8,089.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns include question number, Yes, and No. Questions cover political activities, tax on political expenditures, and foundation status.

**Part VII-A Statements Regarding Activities (continued)**

<p><b>11</b> 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). . . . .</p>	<b>11</b>	<b>No</b>
<p><b>12</b> 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) . . . . .</p>	<b>12</b>	<b>No</b>
<p><b>13</b> Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ _____</p>	<b>13</b>	<b>Yes</b>
<p><b>14</b> The books are in care of ▶ Pasquale DeBlasio Telephone no ▶ (800) 221-7101 Located at ▶ 9110 Strada Place Naples FL ZIP +4 ▶ 34108</p>		
<p><b>15</b> Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b>—Check here . . . . . ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . ▶ <b>15</b> _____</p>		
<p><b>16</b> At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶ _____</p>	<b>16</b>	<b>Yes</b> <b>No</b>

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

		Yes	No
<b>File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.</b>			
<p><b>1a</b> During the year did the foundation (either directly or indirectly)</p> <p><b>(1)</b> Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(2)</b> 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</p> <p><b>(3)</b> Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(4)</b> Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(5)</b> 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</p> <p><b>(6)</b> Agree to pay money or property to a government official? (<b>Exception.</b> 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</p>			
<p><b>b</b> If any answer is "Yes" to 1a(1)–(6), did <b>any</b> of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? . . . Organizations relying on a current notice regarding disaster assistance check here. . . . . ▶ <input type="checkbox"/></p>	<b>1b</b>		
<p><b>c</b> 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? . . . . .</p>	<b>1c</b>		<b>No</b>
<p><b>2</b> 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))</p> <p><b>a</b> At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____</p> <p><b>b</b> Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions). . . . .</p> <p><b>c</b> If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____</p>			
<p><b>3a</b> 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</p> <p><b>b</b> If "Yes," did it have excess business holdings in 2013 as a result of <b>(1)</b> any purchase by the foundation or disqualified persons after May 26, 1969, <b>(2)</b> 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 <b>(3)</b> 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>) . . . . .</p>	<b>3b</b>		
<p><b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?</p>	<b>4a</b>		<b>No</b>
<p><b>b</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?</p>	<b>4b</b>		<b>No</b>

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

<p><b>5a</b> During the year did the foundation pay or incur any amount to</p> <p><b>(1)</b> Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(2)</b> 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</p> <p><b>(3)</b> Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(4)</b> 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</p> <p><b>(5)</b> 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</p> <p><b>b</b> If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p><b>c</b> 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 checked="" type="checkbox"/> No <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i></p> <p><b>6a</b> 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</p> <p><b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <i>If "Yes" to 6b, file Form 8870.</i></p> <p><b>7a</b> 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</p> <p><b>b</b> If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<b>5b</b>		
	<b>6b</b>		<b>No</b>
	<b>7b</b>		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Pasquale DeBlasio 9110 Strada Place Naples, FL 34108	Trustee 8 00	0	0	0
John DeBlasio 9110 Strada Place Naples, FL 34108	Trustee 20 00	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				

**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
<b>Total</b> 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	Expenses
<b>1</b> Support national security issues with an emphasis on promoting democracy Support programs targeting at risk teens and early adults	68,594
<b>2</b>	
<b>3</b>	
<b>4</b>	

**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
<b>1</b>	
<b>2</b>	
All other program-related investments See page 24 of the instructions	
<b>3</b>	
<b>Total.</b> Add lines 1 through 3 . . . . . ▶	

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
<b>a</b>	Average monthly fair market value of securities. . . . .	<b>1a</b>	12,078,642
<b>b</b>	Average of monthly cash balances. . . . .	<b>1b</b>	286,897
<b>c</b>	Fair market value of all other assets (see instructions). . . . .	<b>1c</b>	1,865,078
<b>d</b>	<b>Total</b> (add lines 1a, b, and c). . . . .	<b>1d</b>	14,230,617
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets. . . . .	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d. . . . .	<b>3</b>	14,230,617
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	<b>4</b>	213,459
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	14,017,158
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	<b>6</b>	700,858

**Part XI Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here  and do not complete this part.)

<b>1</b>	Minimum investment return from Part X, line 6. . . . .	<b>1</b>	700,858
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5. . . . .	<b>2a</b>	8,089
<b>b</b>	Income tax for 2013 (This does not include the tax from Part VI ). . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b. . . . .	<b>2c</b>	8,089
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	<b>3</b>	692,769
<b>4</b>	Recoveries of amounts treated as qualifying distributions. . . . .	<b>4</b>	
<b>5</b>	Add lines 3 and 4. . . . .	<b>5</b>	692,769
<b>6</b>	Deduction from distributable amount (see instructions). . . . .	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	<b>7</b>	692,769

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
<b>a</b>	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26. . . . .	<b>1a</b>	1,530,688
<b>b</b>	Program-related investments—total from Part IX-B. . . . .	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required). . . . .	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule). . . . .	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	1,530,688
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions). . . . .	<b>5</b>	8,089
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	<b>6</b>	1,522,599

**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
<b>1</b> Distributable amount for 2013 from Part XI, line 7				692,769
<b>2</b> Undistributed income, if any, as of the end of 2013				
<b>a</b> Enter amount for 2012 only. . . . .				
<b>b</b> Total for prior years 2011, 20__, 20__				
<b>3</b> Excess distributions carryover, if any, to 2013				
<b>a</b> From 2008. . . . .				
<b>b</b> From 2009. . . . .				
<b>c</b> From 2010. . . . .				
<b>d</b> From 2011. . . . .				
<b>e</b> From 2012. . . . . 550,789				
<b>f Total</b> of lines 3a through e. . . . .	550,789			
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>1,530,688</u>				
<b>a</b> Applied to 2012, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .				
<b>d</b> Applied to 2013 distributable amount. . . . .				692,769
<b>e</b> Remaining amount distributed out of corpus	837,919			
<b>5</b> Excess distributions carryover applied to 2013 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>				
<b>6 Enter the net total of each column as indicated below:</b>				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,388,708			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b. . . . .				
<b>c</b> 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. . . . .				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .				
<b>e</b> Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .				
<b>f</b> Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 . . . . .				0
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions). . . . .				
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . . . .				
<b>9 Excess distributions carryover to 2014.</b> Subtract lines 7 and 8 from line 6a. . . . .	1,388,708			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2009. . . . .				
<b>b</b> Excess from 2010. . . . .				
<b>c</b> Excess from 2011. . . . .				
<b>d</b> Excess from 2012. . . . . 550,789				
<b>e</b> Excess from 2013. . . . . 837,919				

**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)

**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>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> 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) )

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**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

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**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

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**a** The name, address, and telephone number of the person to whom applications should be addressed

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**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)				
<b>a</b> <i>Paid during the year</i> See Additional Data Table				
<b>Total . . . . .</b>				<b>▶ 3a</b> 1,462,094
<b>b</b> <i>Approved for future payment</i>				
<b>Total . . . . .</b>				<b>▶ 3b</b> 0



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?
a Transfers from the reporting foundation to a noncharitable exempt organization of
(1) Cash.
(2) Other assets.
b Other transactions
(1) Sales of assets to a noncharitable exempt organization.
(2) Purchases of assets from a noncharitable exempt organization.
(3) Rental of facilities, equipment, or other assets.
(4) Reimbursement arrangements.
(5) Loans or loan guarantees.
(6) Performance of services or membership or fundraising solicitations.
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.

Table with 4 columns: (a) Line No, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

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
Table with 3 columns: (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 or fiduciary) is based on all information of which preparer has any knowledge.

Sign Here
Signature of officer or trustee: \*\*\*\*\*
Date: 2014-10-31
Title: \*\*\*\*\*
May the IRS discuss this return with the preparer shown below (see instr.)? Yes No

Paid Preparer Use Only
Print/Type preparer's name, Preparer's Signature, Date, Check if self-employed, PTIN, Firm's name, Firm's EIN, Firm's address, Phone no.

**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.)
National Oilwell Varco	P	2012-10-31	2013-07-12
National Oilwell Varco	P	2012-11-26	2013-07-12
National Oilwell Varco	P	2012-11-06	2013-07-12
National Oilwell Varco	P	2012-03-12	2013-07-12
National Oilwell Varco	P	2012-03-20	2013-07-12
National Oilwell Varco	P	2012-04-04	2013-07-12
National Oilwell Varco	P	2012-05-17	2013-07-12
Real Page Inc	P	2012-11-09	2013-07-12
Celgene Corp	P	2012-04-04	2013-07-15
Genpact	P	2012-01-27	2013-07-15
Genpact	P	2012-02-10	2013-07-15
Graco	P	2012-10-19	2013-07-15
O'Reilly Automotive	P	2012-09-25	2013-07-15
Sally Beauty Holdings Inc	P	2012-07-18	2013-08-23
SPDR Gold Shares	P	2012-03-16	2013-08-29
PIMCO Commodity	P	2012-03-08	2013-10-11
DCI Donaldson	P	2012-03-29	2013-11-08
Gilead Sciences	P	2012-02-24	2013-11-08
McDonalds	P	2012-03-08	2013-11-08
McDonalds	P	2012-04-04	2013-11-14
FMC Technologies	P	2012-10-31	2013-11-26
Gilead	P	2012-02-24	2013-12-05
Amazon	P	2012-04-04	2013-12-18
Gilead	P	2012-02-24	2013-12-18
Qualcomm	P	2012-03-16	2013-12-18
Citrix	P	2012-09-25	2013-12-30
Allergan	P	2012-11-26	2014-01-15
Pandora Media	P	2013-03-21	2014-01-15
Tractor Supply	P	2012-12-05	2014-01-15
Pandora Media	P	2013-03-21	2014-01-16

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

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo , day, yr )	<b>(d)</b> Date sold (mo , day, yr )
William Blair Bond Fund	P	2012-03-20	2014-01-16
William Blair Bond Fund	P	2012-03-20	2014-01-24
Cullen International High Div	P	2014-01-24	2014-01-29
Cullen International High Div	P	2012-04-09	2014-01-29
Polypore Interntional	P	2012-03-20	2014-01-31
Citrix	P	2012-10-19	2014-03-04
Cullen International High Div	P	2012-04-09	2014-03-13
McDonalds	P	2012-10-23	2014-03-26
Cullen International High Div	P	2012-04-09	2014-04-28
Cullen International High Div	P	2012-05-22	2014-04-28
Colgate Palmolive	P	2012-03-02	2014-04-28
McCormick and Company Non Voting	P	2013-01-24	2014-04-28
Cullen International High Div	P	2012-05-17	2014-05-16
Cullen International High Div	P	2012-05-22	2014-05-16
Cullen International High Div	P	2012-06-01	2014-05-16
Apple Inc	P	2012-10-19	2014-05-30

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

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
14,522		14,684	-162
29,043		28,444	599
21,783		21,873	-90
43,565		48,061	-4,496
43,565		49,068	-5,503
14,522		15,828	-1,306
14,522		12,859	1,663
100,345		96,204	4,141
26,887		15,870	11,017
10,475		7,595	2,880
20,950		15,470	5,480
149,771		105,775	43,996
115,962		84,971	30,991
131,814		127,100	4,714
135,922		161,110	-25,188
104,257		125,000	-20,743
146,881		130,297	16,584
67,139		22,572	44,567
9,657		9,698	-41
19,314		19,516	-202
143,947		142,229	1,718
36,489		11,286	25,203
97,659		48,470	49,189
35,941		11,286	24,655
36,327		34,240	2,087
124,996		151,837	-26,841
146,205		109,884	36,321
17,535		6,652	10,883
30,059		16,932	13,127
17,845		6,652	11,193

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

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
200,000		204,924	-4,924
208,226		213,353	-5,127
99,005		100,000	-995
50,995		43,537	7,458
95,587		116,473	-20,886
84,966		87,995	-3,029
100,000		84,068	15,932
143,800		139,776	4,024
86,966		72,394	14,572
13,034		10,339	2,695
20,319		13,963	6,356
21,549		18,447	3,102
259,910		200,000	59,910
505,246		389,660	115,586
269,625		200,000	69,625
63,440		61,412	2,028





**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)				
<b>a</b> <i>Paid during the year</i>				
West Point 698 Mills Road West Point, NY 10996	None	PC	Center for the Study of Civil Military Operations	500,000
YMCA of Pittsburgh 420 Fort Duquesne Boulevard Pittsburgh, PA 15222	None	PC	Renovate summer camp for families	320,096
University of Denver 2190 E Asbury Avenue Denver, CO 802087500	None	PC	Center for Middle Eastern Studies	240,000
Chicago Council on Global 322 South Michigan Avenue Chicago, IL 60604	None	PC	National security fellow researching Mid-East	210,000
Spearhead Rubgy Academy 2039 Morgan Avenue North Stillwater, MN 55082	None	PC	Provide at risk youth with sports education	10,000
Cara Program 238 S Des Planes Street Chicago, IL 60661	None	PC	At risk youth	10,000
Friends of the Orphans 134 North La Salle Street Chicago, IL 606021036	None	PC	At risk youth	1,400
Biz Exes for National Security 1030 15th Street NW Suite 200 East Washington, DC 20005	None	PC	National security research	25,558
Ducks Unlimited One Waterfowl Way Memphis, TN 38120	None	PC	Protect wildlife	2,540
Aspen Institute One Dupont Circle NW Suite 700 Washington, DC 20036	None	PC	National security education and polity	100,000
Gads Hill Center 1919 West Cullerton Street Chicago, IL 606082697	None	PC	Expand Teen STEM education	15,000
Bay Area Youth Rugby Inc 1533 Morton Street Alameda, CA 94501	None	PC	Provide at risk youth with sports education	2,500
Academy for Global Citizenship 4647 W 47th Street Chicago, IL 60622	None	PC	Provide at risk youth with global education	10,000
National Guard Youth Foundation 1001 North Fairfax Street Suite 205 Alexandria, VA 22314	None	PC	At risk youth	10,000
Wounded Warrior Country Classic PO Box 112 Claysville, PA 15323	None		Support injured veterans and their families	5,000
<b>Total . . . . .</b>				<b>1,462,094</b>

## TY 2013 Investments Corporate Bonds Schedule

**Name:** GPD Charitable Trust

**EIN:** 27-7008643

Name of Bond	End of Year Book Value	End of Year Fair Market Value
Tempelton Glb Total Return	800,000	878,859
William Blair Bond Fund	0	0
Praxair Inc	101,685	102,162
Omnicom Group	107,865	109,043
Time Warner Cable	104,731	107,975
Verizon	102,973	103,025
Gilead Science	105,231	104,792
JPMorgan Chase	103,684	104,235
Ally Financial	148,439	162,563
PACCAR Financial	99,590	101,234
American Express	100,769	103,381
American Tower	104,911	108,959
BE Aerospace	101,050	108,875
Ball Corp	90,050	95,250
Penske Auto Grp	103,550	105,250

**TY 2013 Investments Corporate  
Stock Schedule****Name:** GPD Charitable Trust**EIN:** 27-7008643

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
Amazon	145,749	162,390
Discovery Communications	111,335	185,700
McDonalds	0	0
YUM Brands	155,797	194,880
Colgate Palmolive	107,046	156,814
McCormick Company	128,503	178,975
FMC Technologies	0	0
National Oilwell Varco	0	0
Schlumberger Ltd	192,804	306,670
Suncor Energy	185,087	234,465
Affiliated Managers Group	186,034	205,400
Celgene Corp	65,977	154,584
Gilead Sciences	67,715	248,730
Danaher Corp	136,279	204,698
Donaldson	0	0
Fastenal	266,322	296,940
Jacobs Engineering	116,953	143,856
Polypore International Inc	0	0
Precision Castparts	116,343	176,680
Proto Labs	109,193	139,264
Stericycle	120,354	165,788
United Parcel Service	127,292	174,522
WW Grainger	112,997	152,562
Apple	205,763	260,204
Ebay	126,810	200,240
Genpact	144,880	157,770
Google Class A	68,091	116,934
Google Class C	68,269	115,056
Qualcomm	121,578	158,400
Realpage	0	0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Praxair	156,084	199,260
Aston River Rd Div All Cap FND	450,000	559,529
Cullen International FND	0	0
William Blair Intl FND	1,050,000	1,411,913
Pimco Commodity RR FND	0	0
SPDR Gold Trust	0	0
OReilly Automotive	0	0
Sally Beauty Holdings	0	0
Starbucks	142,249	239,878
Tractor Supply Company	118,163	181,200
Williams Sonoma	134,732	215,340
Mead Johnson Nutrition	155,511	204,974
Whole Foods Market	154,868	127,479
Allergan	0	0
Sirona Dental Systems	166,019	210,273
Graco	0	0
Union Pacific	133,838	219,450
Citrix Systems	0	0
Pandora Media	93,130	206,500
Red Hat	156,958	176,864
Airgas	121,558	163,365
Portfolio Recovery Assoc	107,127	119,060
William Blair GL FND	750,000	792,488

## TY 2013 Investments - Other Schedule

**Name:** GPD Charitable Trust

**EIN:** 27-7008643

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
Dividends Receivable		3,126	3,126
Bond Interest Receivable		16,181	16,181
Apex Capital Fund III, LLC		80,449	80,449
Magnolia Investments, LLC		685,429	685,429
Marietta Ventures Thorley LLC		158,702	158,702
APX Labs		50,000	50,000
Bootstrap Indirect Fund I LLC		59,581	59,581
Slate 48 Production		26,250	26,250
Carlyle GMS Finance		237,380	238,786
North 5600 Ridge LLC		200,000	200,000
Highlands of Kensington Manor LLC		347,356	347,356

## TY 2013 Other Expenses Schedule

**Name:** GPD Charitable Trust

**EIN:** 27-7008643

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Bank Fees	277	277	0	0

## TY 2013 Other Income Schedule

**Name:** GPD Charitable Trust

**EIN:** 27-7008643

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Rental investments	-2,651	-2,651	0
Investment funds	59,357	59,357	0

## TY 2013 Other Professional Fees Schedule

**Name:** GPD Charitable Trust

**EIN:** 27-7008643

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
William Blair	71,968	71,968	0	0
M&TCH	17,500	0	0	17,500

# TY 2013 Taxes Schedule

**Name:** GPD Charitable Trust

**EIN:** 27-7008643

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
IRS 990-PF	6,000	0	0	0