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Form **990-PF****Return of Private Foundation
or Section 4947(a)(1) Trust Treated as Private Foundation**

OMB No 1545-0052

2013Department of the Treasury
Internal Revenue Service

- Do not enter Social Security numbers on this form as it may be made public.
► Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2013, or tax year beginning Jul 1 , 2013, **and ending** Jun 30 , 2014

Name of foundation RAPIDAN FOUNDATION		A Employer identification number 52-1998317
Number and street (or P O box number if mail is not delivered to street address) 21 DUPONT CIRCLE NW		B Telephone number (see the instructions) (202) 659-3000
Room/suite 410		
City or town, state or province, country, and ZIP or foreign postal code WASHINGTON DC 20036		
G Check all that apply		C If exemption application is pending, check here <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial Return of a former public charity	D 1 Foreign organizations, check here <input type="checkbox"/>
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 1,557,472.		
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc. received (att sch)	202,050.			
2	Ch <input type="checkbox"/> If the foundn is not req to att Sch B				
3	Interest on savings and temporary cash investments	5,691.	5,691.		
4	Dividends and interest from securities	41,077.	41,077.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain/(loss) from sale of assets not on line 10	52,350.			
b	Gross sales price for all assets on line 6a	210,889.			
7	Capital gain net income (from Part IV line 2)		20,454.		
8	Net short-term capital gain			20,623.	
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit/(loss) (att sch)				
11	Other income (attach schedule)				
	See Line 11 Stmt	5,305.	5,305.		
12	Total. Add lines 1 through 11	306,473.	72,527.	20,623.	
13	Compensation of officers, directors, trustees, etc				
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach sch)	2,487.	249.		2,238.
c	Other prof fees (attach sch) . I-16c Stmt.	500.	50.		450.
17	Interest				
18	Taxes (attach schedule) (see instrs) FOREIGN TAXES PAID	431.	431.		
19	Depreciation (attach sch) and depletion				
20	Advertising				
21	Travel, conferences, and meetings	509.			
22	Printing and publications				
23	Other expenses (attach schedule)				
	See Line 23 Stmt	150,276.	150,276.		
24	Total operating and administrative expenses. Add lines 13 through 23	154,203.	151,006.		2,688.
25	Contributions, gifts, grants paid	85,000.			85,000.
26	Total expenses and disbursements. Add lines 24 and 25	239,203.	151,006.		87,688.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	67,270.			
b	Net investment income (if negative, enter -0-)		0.		
c	Adjusted net income (if negative, enter -0-)			20,623.	

BAA For Paperwork Reduction Act Notice, see instructions.

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OPERATING AND INVESTMENT EXPENSES

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
ASSETS	1	Cash — non-interest-bearing		9,727.	4,683.	4,683.
	2	Savings and temporary cash investments				
	3	Accounts receivable				
		Less: allowance for doubtful accounts				
	4	Pledges receivable				
		Less: allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach sch)				
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments — U.S. and state government obligations (attach schedule)				
	b	Investments — corporate stock (attach schedule)				
	c	Investments — corporate bonds (attach schedule)				
	LIABILITIES	11	Investments — land, buildings, and equipment basis			
		Less: accumulated depreciation (attach schedule)				
12		Investments — mortgage loans				
13		Investments — other (attach schedule) L-13 Stmt	1,262,706.	1,279,284.	1,552,789.	
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).	1,272,433.	1,283,967.	1,557,472.	
17		Accounts payable and accrued expenses.				
18		Grants payable.				
FUND ASSETS	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe) L-22 Stmt	0.	61,000.		
23	Total liabilities (add lines 17 through 22)	0.	61,000.			
FUND ASSETS	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. X					
	24	Unrestricted	1,272,433.	1,222,967.		
	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				
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)	1,272,433.	1,222,967.		
	31	Total liabilities and net assets/fund balances (see instructions)	1,272,433.	1,283,967.		

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	1,272,433.
2	Enter amount from Part I, line 27a	2	67,270.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	1,339,703.
5	Decreases not included in line 2 (itemize) UNREALIZED GAIN	5	116,736.
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	1,222,967.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a PARTIAL TEN CALL	P	Various	07/30/13
b FRACTIONAL SHARE SALE	P	Various	08/30/13
c PARTIAL TEN CALL	P	Various	09/30/13
d KINDER MORGAN	P	Various	11/30/13
e See Columns (a) thru (d)			

(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 42,998.		46,114.	-3,116.
b 13.		5.	8.
c 5,000.		4,912.	88.
d 62.		27.	35.
e See Columns (e) thru (h)		107,481.	23,439.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a			-3,116.
b 0.	0.	0.	8.
c 0.	0.	0.	88.
d 0.	0.	0.	35.
e See Columns (i) thru (l)	0.	0.	23,439.

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** 20,454.

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** 20,623.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2012	69,655.	1,140,314.	0.061084
2011	61,034.	973,500.	0.062695
2010	62,534.	885,873.	0.070590
2009	56,020.	841,486.	0.066573
2008	75,111.	708,642.	0.105993

2 Total of line 1, column (d) **2** 0.366935

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** 0.073387

4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5 **4** 1,538,781.

5 Multiply line 4 by line 3 **5** 112,927.

6 Enter 1% of net investment income (1% of Part I, line 27b) **6** 0.

7 Add lines 5 and 6 **7** 112,927.

8 Enter qualifying distributions from Part XII, line 4 **8** 87,688.

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 instructions)

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary – see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2.		3	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	0.
6 Credits/Payments			
a 2013 estimated tax pmts and 2012 overpayment credited to 2013	6 a	924.	
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	924.	
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	924.	
11 Enter the amount of line 10 to be credited to 2014 estimated tax	11	924.	Refunded

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?		X
If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If 'Yes,' attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
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		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XIV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) See States Registered In _____		
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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If 'Yes,' complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address N/A				
14	The books are in care of ▶ RAPIDAN FOUNDATION Telephone no ▶ (202) 659-3000			
Located at ▶ 21 DUPONT CIRCLE NW SUITE 410 WASHINGTON DC ZIP + 4 ▶ 20036				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	15		
and enter the amount of tax-exempt interest received or accrued during the year				
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country ▶				

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

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

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

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

Organizations relying on a current notice regarding disaster assistance check here

☐

5 b

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d)

6 a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If 'Yes' to 6b, file Form 8870

6 b

X

7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

7 b

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

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

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

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

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

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

None

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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		
Total number of others receiving over \$50,000 for professional services		None

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	GLOBAL GRASSROOTS	15,000.
2	CASA	15,000.
3	FAIR GIRLS	20,000.
4	WIDER CIRCLE	15,000.

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 <div></div> <div></div> <div></div>	
2 <div></div> <div></div> <div></div>	
All other program-related investments See instructions 3 <div></div> <div></div>	
Total. Add lines 1 through 3	

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a Average monthly fair market value of securities	1 a	1,535,174.
b Average of monthly cash balances	1 b	27,040.
c Fair market value of all other assets (see instructions)	1 c	
d Total (add lines 1a, b, and c)	1 d	1,562,214.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Subtract line 2 from line 1d	3	1,562,214.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	23,433.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,538,781.
6 Minimum investment return. Enter 5% of line 5	6	76,939.

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	76,939.
2 a Tax on investment income for 2013 from Part VI, line 5	2 a	0.
b Income tax for 2013 (This does not include the tax from Part VI)	2 b	
c Add lines 2a and 2b	2 c	0.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	76,939.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	76,939.
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	76,939.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	1 a	87,688.
b Program-related investments — total from Part IX-B	1 b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	87,688.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	87,688.

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				76,939.
2 Undistributed Income, if any, as of the end of 2013				
a Enter amount for 2012 only			57,016.	
b Total for prior years 20 , 20 , 20				
3 Excess distributions carryover, if any, to 2013				
a From 2008	75,111.			
b From 2009	56,020.			
c From 2010	62,534.			
d From 2011	61,034.			
e From 2012	69,655.			
f Total of lines 3a through e	324,354.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 87,688				
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				
e Remaining amount distributed out of corpus	87,688.			
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	412,042.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount — see instructions		0.		
e Undistributed Income for 2012 Subtract line 4a from line 2a Taxable amount — see instructions			57,016.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				76,939.
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)	75,111.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	336,931.			
10 Analysis of line 9				
a Excess from 2009	56,020.			
b Excess from 2010	62,534.			
c Excess from 2011	61,034.			
d Excess from 2012	69,655.			
e Excess from 2013	87,688.			

BAA

Form 990-PF (2013)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
CASA PMB 264, 220 N. ZAPATA HIGHWAY, SUITE 11 LAREDO TX 78043	NONE	501 (C)	WOMENS HEALTH	15,000.
FAIR GIRLS 2100 M STREET, NW, SUITE 170-254 WASHINGTON DC 20037	NONE	501 (C)	WOMENS HEALTH	20,000.
GLOBAL GRASSROOTS 45 LYME ROAD SUITE 206 HANOVER NH 03755	NONE	501 (C)	WOMENS HEALTH	15,000.
MUJERES EN CAMBIO 5802 BOB BULLOCK LOOP, STE C1 #84175 LAREDO TX 78041	NONE	501 (C)	WOMENS HEALTH	10,000.
MADRE 121 WEST 27TH STREET, ROOM 301 NEW YORK NY 10001	NONE	501 (C)	WOMENS HEALTH	10,000.
A WIDER CIRCLE 4808 MORELAND LANE SUITE 802 BETHESDA MD 20814		501 (C)	WOMENS HEALTH	15,000.
Total			3 a	85,000.
b Approved for future payment				
Total			3 b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies . .					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments . .			14	5,691.	
4	Dividends and interest from securities			14	41,077.	
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	52,350.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue					
a						
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				99,118.	
13	Total. Add line 12, columns (b), (d), and (e)				13	99,118.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2013

Name of the organization

RAPIDAN FOUNDATION

Employer identification number

52-1998317

Organization type (check one)

Filers of:

Form 990 or 990-EZ

Section:

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

Form 990-PF

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

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

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

General Rule

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

Special Rules

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

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

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

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

Name of organization

Employer identification number

RAPIDAN FOUNDATION

52-1998317

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	SARAH G. EPSTEIN 21 DUPONT CIRCLE NW, SUITE 410 WASHINGTON DC 20036	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
2	LIONEL C. EPSTEIN 21 DUPONT CIRCLE NW, SUITE 410 WASHINGTON DC 20036	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
3	DAVID B. EPSTEIN 21 DUPONT CIRCLE NW, SUITE 410 WASHINGTON DC 20036	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
4	JAMES R. EPSTEIN 21 DUPONT CIRCLE NW, SUITE 410 WASHINGTON DC 20036	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
5	RICHARD A. EPSTEIN 21 DUPONT CIRCLE NW, SUITE 410 WASHINGTON DC 20036	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
6	MILES O. EPSTEIN 21 DUPONT CIRCLE NW, SUITE 410 WASHINGTON DC 20036	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization

RAPIDAN FOUNDATION

Employer identification number

52-1998317

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	SARAH C. EPSTEIN 21 DUPONT CIRCLE NW, SUITE 410 WASHINGTON DC 20036	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
8	SARAH G. EPSTEIN 21 DUPONT CIRCLE NW, SUITE 410 WASHINGTON DC 20036	\$ 132,050	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization

RAPIDAN FOUNDATION

Employer identification number

52-1998317

Part III Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	2.553 UNITS ECH, LLC	\$ 10,000.	09/30/13
2	2.553 UNITS ECH, LLC	\$ 10,000.	09/30/13
3	2.553 UNITS ECH, LLC	\$ 10,000.	09/30/13
4	2.553 UNITS ECH, LLC	\$ 10,000.	09/30/13
5	2.553 UNITS ECH, LLC	\$ 10,000.	09/30/13
6	2.553 UNITS ECH, LLC	\$ 10,000.	09/30/13

BAA

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

Employer Identification number

52-1998317

Part II

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
7	2.553 UNITS ECH, LLC	\$ 10,000.	09/30/13
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
- - - -	- - - - - - - - - - - - - - - -	\$ - - - -	- - - -
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
- - - -	- - - - - - - - - - - - - - - -	\$ - - - -	- - - -
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
- - - -	- - - - - - - - - - - - - - - -	\$ - - - -	- - - -
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
- - - -	- - - - - - - - - - - - - - - -	\$ - - - -	- - - -
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
- - - -	- - - - - - - - - - - - - - - -	\$ - - - -	- - - -
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
- - - -	- - - - - - - - - - - - - - - -	\$ - - - -	- - - -

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

Form 990-PF
Part I, Line 6a

Net Gain or Loss From Sale of Assets

2013

Name

Employer Identification Number

RAPIDAN FOUNDATION

52-1998317

Asset Information:

Description of Property <u>PARTIAL TEN CALL</u>			
Date Acquired <u>Various</u>	How Acquired <u>Purchased</u>		
Date Sold <u>06/30/13</u>	Name of Buyer _____		
Sales Price <u>42,998.</u>	Cost or other basis (do not reduce by depreciation) <u>46,114.</u>		
Sales Expense _____	Valuation Method _____		
Total Gain (Loss) <u>-3,116.</u>	Accumulation Depreciation _____		
Description of Property <u>FRACTIONAL SHARE SALE</u>			
Date Acquired <u>Various</u>	How Acquired <u>Purchased</u>		
Date Sold <u>07/30/13</u>	Name of Buyer _____		
Sales Price <u>13.</u>	Cost or other basis (do not reduce by depreciation) <u>5.</u>		
Sales Expense _____	Valuation Method _____		
Total Gain (Loss) <u>8.</u>	Accumulation Depreciation _____		
Description of Property <u>PARTIAL TEN CALL</u>			
Date Acquired <u>Various</u>	How Acquired <u>Purchased</u>		
Date Sold <u>10/30/13</u>	Name of Buyer _____		
Sales Price <u>5,000.</u>	Cost or other basis (do not reduce by depreciation) <u>4,912.</u>		
Sales Expense _____	Valuation Method _____		
Total Gain (Loss) <u>88.</u>	Accumulation Depreciation _____		
Description of Property <u>KINDER MORGAN</u>			
Date Acquired <u>Various</u>	How Acquired <u>Purchased</u>		
Date Sold <u>11/30/13</u>	Name of Buyer _____		
Sales Price <u>62.</u>	Cost or other basis (do not reduce by depreciation) <u>27.</u>		
Sales Expense _____	Valuation Method _____		
Total Gain (Loss) <u>35.</u>	Accumulation Depreciation _____		
Description of Property <u>MONTANA CALL</u>			
Date Acquired <u>Various</u>	How Acquired <u>Purchased</u>		
Date Sold <u>12/30/13</u>	Name of Buyer _____		
Sales Price <u>5,000.</u>	Cost or other basis (do not reduce by depreciation) <u>5,129.</u>		
Sales Expense _____	Valuation Method _____		
Total Gain (Loss) <u>-129.</u>	Accumulation Depreciation _____		
Description of Property <u>GOLDMAN SACHS</u>			
Date Acquired <u>Various</u>	How Acquired <u>Purchased</u>		
Date Sold <u>01/30/14</u>	Name of Buyer _____		
Sales Price <u>9,706.</u>	Cost or other basis (do not reduce by depreciation) <u>10,555.</u>		
Sales Expense _____	Valuation Method _____		
Total Gain (Loss) <u>-849.</u>	Accumulation Depreciation _____		
Description of Property <u>GOLDMAN SACHS</u>			
Date Acquired <u>Various</u>	How Acquired <u>Purchased</u>		
Date Sold <u>02/27/14</u>	Name of Buyer _____		
Sales Price <u>28,716.</u>	Cost or other basis (do not reduce by depreciation) <u>31,679.</u>		
Sales Expense _____	Valuation Method _____		
Total Gain (Loss) <u>-2,963.</u>	Accumulation Depreciation _____		
Description of Property <u>See Net Gain or Loss from Sale of Assets</u>			
Date Acquired _____	How Acquired _____		
Date Sold _____	Name of Buyer _____		
Sales Price _____	Cost or other basis (do not reduce by depreciation) _____		
Sales Expense _____	Valuation Method _____		
Total Gain (Loss) _____	Accumulation Depreciation _____		

Form 990-PF, Part I, Lines 6a

Net Gain or Loss from Sale of Assets

Asset Information:

Description of Property	PARTIAL TEN CALL	
Business Code	Exclusion Code	18
Date Acquired	Various	How Acquired Purchased
Date Sold	04/30/14	Name of Buyer
Check Box, if Buyer is a Business. <input type="checkbox"/>		
Sales Price	77,427.	Cost or other basis (do not reduce by depreciation) 50,047.
Sales Expense	Valuation Method	
Total Gain (Loss)	27,380.	Accumulated Depreciation
Description of Property	KINDER MORGAN	
Business Code	Exclusion Code	18
Date Acquired	Various	How Acquired Purchased
Date Sold	05/30/14	Name of Buyer
Check Box, if Buyer is a Business. <input type="checkbox"/>		
Sales Price	71.	Cost or other basis (do not reduce by depreciation) 31.
Sales Expense	Valuation Method	
Total Gain (Loss)	40.	Accumulated Depreciation
Description of Property	MONTANA CALL	
Business Code	Exclusion Code	18
Date Acquired	Various	How Acquired Purchased
Date Sold	05/30/14	Name of Buyer
Check Box, if Buyer is a Business. <input type="checkbox"/>		
Sales Price	10,000.	Cost or other basis (do not reduce by depreciation) 10,040.
Sales Expense	Valuation Method	
Total Gain (Loss)	-40.	Accumulated Depreciation
Description of Property	K-1 ECH LLC NET SHORT TERM	
Business Code	Exclusion Code	18
Date Acquired	Various	How Acquired Purchased
Date Sold	Various	Name of Buyer
Check Box, if Buyer is a Business. <input type="checkbox"/>		
Sales Price	-254.	Cost or other basis (do not reduce by depreciation) 0.
Sales Expense	Valuation Method	
Total Gain (Loss)	-254.	Accumulated Depreciation
Description of Property	K-1 ECH LLC NET LONG TERM	
Business Code	Exclusion Code	18
Date Acquired	Various	How Acquired Purchased
Date Sold	Various	Name of Buyer
Check Box, if Buyer is a Business. <input type="checkbox"/>		
Sales Price	32,150.	Cost or other basis (do not reduce by depreciation) 0.
Sales Expense	Valuation Method	
Total Gain (Loss)	32,150.	Accumulated Depreciation

Form 990-PF, Page 1, Part I, Line 11

Line 11 Stmt

Other income.	Rev/Exp Book	Net Inv Inc	Adj Net Inc
K-1 ORD. INCOME/(LOSS)	-105.	-105.	
K-1 ROYALTY	11.	11.	
K-1 SEC 1256 CONTRACT INCOME	-98.	-98.	
K-1 OTHER PORTFOLIO INCOME(LOSS)	503.	503.	
K-1 RENTAL INCOME	1,859.	1,859.	
K-1 TAX EXEMPT INCOME	1,777.	1,777.	
K-1 SEC 1231 INCOME	1,652.	1,652.	
K-1 CANCELLATION OF DEBT INCOME	7.	7.	
K-1 ORD INC/SALE OF PTP INT	4.	4.	
K-1 ORD INC/LOSS FROM PTP	-631.	-631.	
K-1 OTHER INCOME	326.	326.	
Total	5,305.	5,305.	

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

Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
INVEST INTEREST EXP	3,586.	3,586.		
PORTFOLIO DEDUCTIONS	8,069.	8,069.		
INVEST. MGMT EXPENSE	5,248.	5,248.		
MISC	761.	761.		
K-1 CIRCULATION EXP	226.	226.		
K-1 MISC.	0.	0.		
K-1 Charitable contribution	21.	21.		
INSURANCE	132,050.	132,050.		
K-1 Sec. 179	1.	1.		
K-1 MISC	314.	314.		
Total	150,276.	150,276.		

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Columns (a) thru (d)

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
MONTANA CALL	P	12/01/38	12/30/13
GOLDMAN SACHS	P	Various	01/30/14
GOLDMAN SACHS	P	Various	02/28/14
PARTIAL TEN CALL	P	Various	04/30/14
KINDER MORGAN	P	Various	05/30/14
MONTANA CALL	P	12/01/38	06/30/14

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
5,000.		5,129.	-129.
9,706.		10,555.	-849.
28,716.		31,679.	-2,963.
77,427.		50,047.	27,380.
71.		31.	40.
10,000.		10,040.	-40.
Total		107,481.	23,439.

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (column (h) gain minus column (k), but not less than -0-) or losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
			-129.
			-849.
			-2,963.
0.	0.	0.	27,380.
0.	0.	0.	40.
			-40.
Total	0.	0.	23,439.

Form 990-PF, Page 4, Part VII-A, Line 8a
States Registered In

DC - District of Columbia

DE - Delaware

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

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

Name . RAPIDAN FOUNDATION ATTN: KRIS COX, ADMINISTRATOR
 Address 21 DUPONT CIRCLE NW, SUITE 410
 City, St, Zip, Phone . WASHINGTON DC 20036 (202) 659-3000
 E-mail

The form in which applications should be submitted and information and materials they should include:
 APPLICATION NOT TO EXCEED 6 PAGES, ATTACH 501(C)(3) LETTER FROM IRS; MISSION STATEMENT; SPONSOR PROVIDED; PROJECT SCOPE, BUDGET, STAFF & PURPOSE

Any submission deadlines.

FEBRUARY 28, 2014

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

AWARDS TO COMPLY WITH FOUNDATION PURPOSE.

Name .
 Address
 City, St, Zip, Phone
 E-mail

The form in which applications should be submitted and information and materials they should include
 MISSION STATEMENT; SPONSOR PROVIDED; PROJECT SCOPE, BUDGET, STAFF & PURPOSE.

Any submission deadlines:

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

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BILL MILTON	CONSULTING	500.			

Total 500.

Form 990-PF, Page 2, Part II, Line 13

L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
INVESTMENT - ECH	567,347.	567,347.
INVESTMENT - M&T A/C	708,630.	982,135.
INVESTMENT - BROOKFIELD	3,307.	3,307.
Total	<u>1,279,284.</u>	<u>1,552,789.</u>

Form 990-PF, Page 2, Part II, Line 22

Other Liab Stmt

Line 22 - Other Liabilities:	Beginning Year Book Value	Ending Year Book Value
ECH LOAN	0.	61,000.
Total	<u>0.</u>	<u>61,000.</u>

Supporting Statement of:

Form 990-PF, p8/Part X, Line 1a

Description	Amount
M&T	923,012.
ECH	612,162.
Total	<u>1,535,174.</u>

Form **8868**

(Rev. January 2014)

Department of the Treasury
Internal Revenue Service**Application for Extension of Time To File an
Exempt Organization Return**► **File a separate application for each return.**► **Information about Form 8868 and its instructions is at www.irs.gov/form8868.**

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).A corporation required to file Form 990-T and requesting an automatic 6-month extension — check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	RAPIDAN FOUNDATION	52-1998317
	Number, street, and room or suite number. If a P.O. box, see instructions	Social security number (SSN)
	21 DUPONT CIRCLE NW, #410	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	WASHINGTON	DC 20036

Enter the Return code for the return that this application is for (file a separate application for each return) ☐ 04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► RAPIDAN FOUNDATION

Telephone No. ► (202) 659-3000 Fax No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until Feb 11, 2015, to file the exempt organization return for the organization named above.

The extension is for the organization's return for.

► ☐ calendar year 20 or► ☒ tax year beginning Jul 1, 2013, and ending Jun 30, 2014.

- 2 If the tax year entered in line 1 is for less than 12 months, check reason. ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a \$	0.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b \$	0.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c \$	0.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.**BAA For Privacy Act and Paperwork Reduction Act Notice, see instructions.**

Form 8868 (Rev. 1-2014)

FIF20501 12/31/13

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the extended due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	RAPIDAN FOUNDATION	52-1998317
	Number, street, and room or suite number. If a P.O. box, see instructions	Social security number (SSN)
	21 DUPONT CIRCLE NW, #410	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	WASHINGTON DC 20036	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in care of the organization
Telephone No (202) 659-3000 Fax No _____
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- I request an additional 3-month extension of time until May 15, 20 15
- For calendar year _____, or other tax year beginning Jul 1, 20 13, and ending Jun 30, 20 14
- If the tax year entered in line 5 is for less than 12 months check reason ☐ Initial return ☐ Final return
☐ Change in accounting period
- State in detail why you need the extension taxpayer is waiting for information from third parties to file a complete return

8 a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8 a	\$	
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8 b	\$	
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8 c	\$	

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature [Signature] Title CPA Date 2/14/15
BAA FIFZ0502 12/31/13 Form 8868 (Rev 1-2014)