



See a Social Security Number? Say Something!  
Report Privacy Problems to <https://public.resource.org/privacy>  
Or call the IRS Identity Theft Hotline at 1-800-908-4490





<b>Part II</b> <b>Balance Sheets</b> <small>Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)</small>	Beginning of year	End of year	
	(a) Book Value	(b) Book Value	(c) Fair Market Value
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) . . . . .			
11 Investments – land, buildings, and equipment basis . . . . .			
Less accumulated depreciation (attach schedule) ▶			
12 Investments – mortgage loans . . . . .			
13 Investments – other (attach schedule) ▶ I-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.
LIABILITIES			
17 Accounts payable and accrued expenses . . . . .			
18 Grants payable . . . . .			
19 Deferred revenue . . . . .			
20 Loans from officers, directors, trustees, & other disqualified persons . . . . .			
21 Mortgages and other notes payable (attach schedule) . . . . .			
22 Other liabilities (describe ▶ I-22 Stmt . . . . .) ▶	0.	61,000.	
23 Total liabilities (add lines 17 through 22) . . . . .	0.	61,000.	
Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.		X	
NF	24 Unrestricted . . . . .	1,272,433.	1,222,967.
EU	25 Temporarily restricted . . . . .		
TN	26 Permanently restricted . . . . .		
AS	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶		
SSA	27 Capital stock, trust principal, or current funds . . . . .		
EL	28 Paid-in or capital surplus, or land, building, and equipment fund . . . . .		
TAA	29 Retained earnings, accumulated income, endowment, or other funds . . . . .		
SN	30 Total net assets or fund balances (see instructions) . . . . .	1,272,433.	1,222,967.
OE	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)
<b>1 a</b> PARTIAL TEN CALL		P	Various	07/30/13
<b>b</b> FRACTIONAL SHARE SALE		P	Various	08/30/13
<b>c</b> PARTIAL TEN CALL		P	Various	09/30/13
<b>d</b> KINDER MORGAN		P	Various	11/30/13
<b>e</b> See Columns (a) thru (d)				
<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)	
<b>a</b> 42,998.		46,114.	-3,116.	
<b>b</b> 13.		5.	8.	
<b>c</b> 5,000.		4,912.	88.	
<b>d</b> 62.		27.	35.	
<b>e</b> 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				
<b>(i)</b> Fair Market Value as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of column (i) over column (j), if any	<b>(l)</b> Gains (Column (h)) gain minus column (k), but not less than -0- or Losses (from column (h))	
<b>a</b>			-3,116.	
<b>b</b> 0.	0.	0.	8.	
<b>c</b> 0.	0.	0.	88.	
<b>d</b> 0.	0.	0.	35.	
<b>e</b> See Columns (i) thru (l)		0.	23,439.	
<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>	20,454.
<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>	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)	<b>2</b>	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	<b>3</b>	0.073387
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	<b>4</b>	1,538,781.
5 Multiply line 4 by line 3	<b>5</b>	112,927.
6 Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	0.
7 Add lines 5 and 6	<b>7</b>	112,927.
8 Enter qualifying distributions from Part XII, line 4	<b>8</b>	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)	1	0.	
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			
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 . ► 924. Refunded . ► 11	924.	Refunded	11

**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? . . . . .	1 a	X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? . . . . .	1 b	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? . . . . .	1 c	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	2	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 . . . . .	3	X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year? b If 'Yes,' has it filed a tax return on Form 990-T for this year? . . . . .	4 a	X
4 b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T	5	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? . . . . .	6	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 XV. . . . .	7	X
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) . . . . . See States Registered In	8 b	X
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If 'No,' attach explanation . . . . .	9	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 . . . . .	10	X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses . . . . .		

BAA

Form 990-PF (2013)

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

11		X
12		X
13	X	
Website address ► N/A		
14	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 ► <input type="checkbox"/> 15 and enter the amount of tax-exempt interest received or accrued during the year	
16	Yes	No
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.		
1 a	During the year did the foundation (either directly or indirectly)	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
(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)?	1 b <input type="checkbox"/>
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? <input type="checkbox"/>	1 c <input type="checkbox"/> 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) <input type="checkbox"/>	2 b <input type="checkbox"/> 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) <input type="checkbox"/>	3 b <input type="checkbox"/>
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/>	4 a <input type="checkbox"/> 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? <input type="checkbox"/>	4 b <input type="checkbox"/> X

BAA

Form 990-PF (2013)

**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 

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?

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?

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

If 'Yes' to 6b, file Form 8870

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

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No

5 b

6 b X

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 . . . . .

BAA

TEEA0306 07/10/13

None

Form 990-PF (2013)

**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.		Expenses
<b>1</b>	<u>GLOBAL GRASSROOTS</u>	
	-----	-----
	-----	15,000.
<b>2</b>	<u>CASA</u>	
	-----	-----
	-----	15,000.
<b>3</b>	<u>FAIR GIRLS</u>	
	-----	-----
	-----	20,000.
<b>4</b>	<u>WIDER CIRCLE</u>	
	-----	-----
	-----	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	_____	_____
2	_____	_____
All other program-related investments See instructions		
3	_____	_____
<b>Total.</b> Add lines 1 through 3		

**Total. Add lines 1 through 3**

Form 990-PF (2013)

**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 . . . . .			57,016.	
a Enter amount for 2012 only . . . . .				
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 . . . . .	87,688.			
e Remaining amount distributed out of corpus . . . . .				
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 XVII 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
<b>Name and address (home or business)</b>				
<b>a Paid during the year</b>				
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.
<b>Total . . . . .</b>			► 3a	85,000.
<b>b Approved for future payment</b>				
<b>Total . . . . .</b>			► 3b	

## Part XVI-A Analysis of Income-Producing Activities

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**

**Part XVIII 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

**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 . . . . .

Sharing of facilities, equipment, mailing lists, other assets, or paid employees . . . . .

d If the answer to any of the above is 'Yes,' complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

**2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? . . . . .

Yes  No

**b If 'Yes,' complete the following schedule**

<b>(a) Name of organization</b>	<b>(b) Type of organization</b>	<b>(c) Description of relationship</b>

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

**Sign  
Here**

Angela M. D.

2-28-15

SECRETARY

May the IRS discuss this return with the preparer shown below (see Instructions)?

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	MICHAEL J. RINALDI, II	<i>[Signature]</i>	02/13/15		P00448062
	Firm's name	► MICHAEL RINALDI & CO. LLP		Firm's EIN	► 48-1267223
	Firm's address	► 5028 WISCONSIN AVE, NW SUITE 300		Phone no (202) 363-8500	
	WASHINGTON		DC 20016-4118		

**BAA**

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

Department of the Treasury  
Internal Revenue Service

OMB No 1545-0047

**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](http://www.irs.gov/form990).

**2013**

Name of the organization

RAPIDAN FOUNDATION

Employer identification number

52-1998317

Organization type (check one)

Fillers 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 (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, 990EZ, or 990-PF.**

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

Name of organization

RAPIDAN FOUNDATION

Employer identification number

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

Name of organization

RAPIDAN FOUNDATION

Employer identification number

52-1998317

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

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

---

**Name of organization**

**Employer identification number**

RAPIDAN FOUNDATION

52-1998317

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

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

**BAA**

**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		
<b>Asset Information:</b>			
Description of Property . . . . . PARTIAL TEN CALL			
Date Acquired . . . . .	Various	How Acquired . . . . .	Purchased
Date Sold . . . . .	06/30/13	Name of Buyer . . . . .	
Sales Price . . . . .	42,998.	Cost or other basis (do not reduce by depreciation) . . . . .	46,114.
Sales Expense . . . . .		Valuation Method . . . . .	
Total Gain (Loss) . . . . .	-3,116.	Accumulation Depreciation . . . . .	
Description of Property . . . . . FRACTIONAL SHARE SALE			
Date Acquired . . . . .	Various	How Acquired . . . . .	Purchased
Date Sold . . . . .	07/30/13	Name of Buyer . . . . .	
Sales Price . . . . .	13.	Cost or other basis (do not reduce by depreciation) . . . . .	5.
Sales Expense . . . . .		Valuation Method . . . . .	
Total Gain (Loss) . . . . .	8.	Accumulation Depreciation . . . . .	
Description of Property . . . . . PARTIAL TEN CALL			
Date Acquired . . . . .	Various	How Acquired . . . . .	Purchased
Date Sold . . . . .	10/30/13	Name of Buyer . . . . .	
Sales Price . . . . .	5,000.	Cost or other basis (do not reduce by depreciation) . . . . .	4,912.
Sales Expense . . . . .		Valuation Method . . . . .	
Total Gain (Loss) . . . . .	88.	Accumulation Depreciation . . . . .	
Description of Property . . . . . KINDER MORGAN			
Date Acquired . . . . .	Various	How Acquired . . . . .	Purchased
Date Sold . . . . .	11/30/13	Name of Buyer . . . . .	
Sales Price . . . . .	62.	Cost or other basis (do not reduce by depreciation) . . . . .	27.
Sales Expense . . . . .		Valuation Method . . . . .	
Total Gain (Loss) . . . . .	35.	Accumulation Depreciation . . . . .	
Description of Property . . . . . MONTANA CALL			
Date Acquired . . . . .	Various	How Acquired . . . . .	Purchased
Date Sold . . . . .	12/30/13	Name of Buyer . . . . .	
Sales Price . . . . .	5,000.	Cost or other basis (do not reduce by depreciation) . . . . .	5,129.
Sales Expense . . . . .		Valuation Method . . . . .	
Total Gain (Loss) . . . . .	-129.	Accumulation Depreciation . . . . .	
Description of Property . . . . . GOLDMAN SACHS			
Date Acquired . . . . .	Various	How Acquired . . . . .	Purchased
Date Sold . . . . .	01/30/14	Name of Buyer . . . . .	
Sales Price . . . . .	9,706.	Cost or other basis (do not reduce by depreciation) . . . . .	10,555.
Sales Expense . . . . .		Valuation Method . . . . .	
Total Gain (Loss) . . . . .	-849.	Accumulation Depreciation . . . . .	
Description of Property . . . . . GOLDMAN SACHS			
Date Acquired . . . . .	Various	How Acquired . . . . .	Purchased
Date Sold . . . . .	02/27/14	Name of Buyer . . . . .	
Sales Price . . . . .	28,716.	Cost or other basis (do not reduce by depreciation) . . . . .	31,679.
Sales Expense . . . . .		Valuation Method . . . . .	
Total Gain (Loss) . . . . .	-2,963.	Accumulation Depreciation . . . . .	
Description of Property . . . . . See Net Gain or Loss from Sale of Assets			
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.	
<b>Total</b>	<b>5,305.</b>	<b>5,305.</b>	

## 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.		
<b>Total</b>	<b>150,276.</b>	<b>150,276.</b>		

## 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.
<b>Total</b>		<b>107,481.</b>	<b>23,439.</b>

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- <b>or losses (from</b> <b>column (h))</b>
(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.
<b>Total</b>	<b>0.</b>	<b>0.</b>	<b>23,439.</b>

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 STATMT; 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		<u>500.</u>			

Form 990-PF, Page 2, Part II, Line 13  
**L-13 Stmt**

<b>Line 13 - Investments - Other:</b>	<b>End of Year</b>	
	<b>Book Value</b>	<b>Fair Market Value</b>
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	0.	61,000.

**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 ServiceApplication for Extension of Time To File an  
Exempt Organization Return

OMB No 1545-1709

► File a separate application for each return.  
► Information about Form 8868 and its instructions is at [www.irs.gov/form8868](http://www.irs.gov/form8868).

- If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box  X
- 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](http://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	Name of exempt organization or other filer, see instructions  <b>RAPIDAN FOUNDATION</b>	Employer identification number (EIN) or  <b>52-1998317</b>
File by the due date for filing your return. See instructions	Number, street, and room or suite number if a P O box, see instructions  <b>21 DUPONT CIRCLE NW, #410</b>	Social security number (SSN)  <b>DC 20036</b>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions  <b>WASHINGTON</b>	

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. ► 1202 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

3 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.	3 a \$ <u>0</u>
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.	3 b \$ <u>0</u>
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.	3 c \$ <u>0</u>

**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

