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Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning JUL 1, 2013, and ending JUN 30, 2014

Name of foundation HUGHES MEMORIAL HOME		A Employer identification number 54-0519574
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 5371		B Telephone number (434) 724-6525
City or town, state or province, country, and ZIP or foreign postal code DANVILLE, VA 24540-5371		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 10,163,634. (Part I, column (d) must be on cash basis.)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) _____		

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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received				
	2 Check ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	15,330.	15,330.		STATEMENT 1
	4 Dividends and interest from securities	124,010.	124,010.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	391,122.			
	b Gross sales price for all assets on line 6a	2,431,041.			
	7 Capital gain net income (from Part IV, line 2)		391,122.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income	78.	78.		0. STATEMENT 3	
12 Total. Add lines 1 through 11	530,540.	530,540.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages	55,017.	5,502.		49,515.
	15 Pension plans, employee benefits	10,677.	1,068.		9,609.
	16a Legal fees STMT 4	1,570.	785.		785.
	b Accounting fees STMT 5	9,750.	4,875.		4,875.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 6	19,504.	6,059.	0.	4,028.
	19 Depreciation and depletion	1,388.	0.	0.	
	20 Occupancy	5,220.	0.	0.	5,220.
	21 Travel, conferences, and meetings	1,119.	0.	0.	1,119.
	22 Printing and publications				
	23 Other expenses STMT 7	61,864.	41,421.	0.	19,293.
	24 Total operating and administrative expenses. Add lines 13 through 23	166,109.	59,710.	0.	94,444.
	25 Contributions, gifts, grants paid	102,804.			307,982.
26 Total expenses and disbursements. Add lines 24 and 25	268,913.	59,710.	0.	402,426.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	261,627.				
b Net investment income (if negative, enter -0-)		470,830.			
c Adjusted net income (if negative, enter -0-)			0.		

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	649,706.	922,930.	922,930.
	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			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	6,484.	7,620.	7,620.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 8	4,480,263.	4,737,095.	6,082,869.
	c Investments - corporate bonds STMT 9	1,257,810.	777,570.	787,658.
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶ 136,938.			
	Less accumulated depreciation ▶ 12,443.	125,298.	124,495.	2,362,557.
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	6,519,561.	6,569,710.	10,163,634.
	17 Accounts payable and accrued expenses			
	18 Grants payable	406,008.	200,829.	
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 10)	12,118.	5,819.	
	23 Total liabilities (add lines 17 through 22)	418,126.	206,648.	
	Foundations that follow SFAS 117, check here ▶ ☒			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	6,101,435.	6,363,062.	
	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, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances	6,101,435.	6,363,062.	
	31 Total liabilities and net assets/fund balances	6,519,561.	6,569,710.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	6,101,435.
2 Enter amount from Part I, line 27a	2	261,627.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	6,363,062.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,363,062.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a U. S. TRUST - SEE ATTACHED SCHEDULE	P		
b FLIPPEN BRUCE/DAVENPORT - SEE ATTACHED			
c SCHEDULE	P		
d CASH IN LIEU OF FRACTIONAL SHARES	P		
e CAPITAL GAINS DIVIDENDS			

(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 1,777,206.		1,556,842.	220,364.
b			
c 597,567.		483,077.	114,490.
d 17.			17.
e 56,251.			56,251.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			220,364.
b			
c			114,490.
d			17.
e			56,251.

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	391,122.
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). If (loss), enter -0- in Part I, line 8	}	3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	409,957.	8,763,732.	.046779
2011	515,065.	8,756,557.	.058820
2010	516,443.	10,112,825.	.051068
2009	418,485.	9,950,403.	.042057
2008	539,088.	9,200,955.	.058590

2 Total of line 1, column (d)	2	.257314
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	.051463
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	9,713,189.
5 Multiply line 4 by line 3	5	499,870.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,708.
7 Add lines 5 and 6	7	504,578.
8 Enter qualifying distributions from Part XII, line 4	8	402,426.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	9,417.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	9,417.
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	9,417.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	6,120.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	6,120.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ 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	3,297.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax ☐ Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
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. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.		
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
4a 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, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ VA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? 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

N/A

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? Website address ► N/A	13	X	
14	The books are in care of ► HUGHES MEMORIAL HOME Telephone no. ► 434-724-6525 Located at ► P.O. BOX 5371, DANVILLE, VA ZIP+4 ► 24540-5371			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ 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)? ☐ Yes ☒ 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.) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	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? ☐ Yes ☒ No If "Yes," list the years: , , ,		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► , , ,		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ 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.) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

(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)?

☐ 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)?

N/A

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?

N/A

☐ Yes ☐ No

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

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

6b

X

7a 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?

N/A

7b

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

(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 STATEMENT 11		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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
LINDA B. OWENS - 7600 OLD RICHMOND ROAD, DANVILLE, VA 24540	EXECUTIVE DIRECTOR	55,017.	7,500.	0.

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

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1	
SEE STATEMENT 12	102,804.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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	1a	6,799,686.	
b Average of monthly cash balances	1b	696,420.	
c Fair market value of all other assets	1c	2,365,000.	
d Total (add lines 1a, b, and c)	1d	9,861,106.	
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.	
2 Acquisition indebtedness applicable to line 1 assets	2	0.	
3 Subtract line 2 from line 1d	3	9,861,106.	
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	147,917.	
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,713,189.	
6 Minimum investment return. Enter 5% of line 5	6	485,659.	

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	485,659.
2a Tax on investment income for 2013 from Part VI, line 5	2a	9,417.
b Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	9,417.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	476,242.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	476,242.
6 Deduction from distributable amount (see instructions)	6	0.
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	476,242.

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

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	402,426.
b Program-related investments - total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	402,426.
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	5	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	402,426.

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				476,242.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			306,146.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 402,426.				
a Applied to 2012, but not more than line 2a			306,146.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				96,280.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				379,962.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- 3 Complete 3a, b, or c for the alternative test relied upon:
 - a "Assets" alternative test - enter:
 - (1) Value of all assets
 - (2) Value of assets qualifying under section 4942(j)(3)(B)(i)
 - b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed
 - c "Support" alternative test - enter:
 - (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)
 - (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)
 - (3) Largest amount of support from an exempt organization
 - (4) Gross investment income

1 Information Regarding Foundation Managers:

- NONE

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

NONE

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

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

- SEE STATEMENT 13

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
AVERETT UNIVERSITY 420 WEST MAIN STREET DANVILLE, VA 24541	NONE	UNIVERSITY	SCHOLARSHIPS TO VARIOUS DESERVING STUDENTS	10,625.
BOYS AND GIRLS CLUB 123 FOSTER STREET DANVILLE, VA 24541	NONE	PUBLIC CHARITY	GRANT TO FUND FIELD TRIPS, CULTURAL & ARTS PROGRAMS	14,958.
COMMUNITY BLESSING CENTER P.O. BOX 293 MILTON, NC 27305	NONE	PUBLIC CHARITY	GRANT FOR SUMMER CAMP FOR 20 CHILDREN AND RECREATIONAL EQUIPMENT FOR GYM AND OUTDOOR FIELD	20,000.
COMMUNITY STOREHOUSE 4201 GREENSBORO ROAD RIDGEWAY, VA 24148	NONE	PUBLIC CHARITY	GRANT FOR BACKPACK PROGRAM	11,026.
DANVILLE COMMUNITY COLLEGE 1008 SOUTH MAIN STREET DANVILLE, VA 24541	NONE	COLLEGE	SCHOLARSHIPS FOR DESERVING STUDENTS	10,634.
Total			SEE CONTINUATION SHEET(S) ▶ 3a	307,982.
b Approved for future payment				
AVERETT UNIVERSITY 420 WEST MAIN STREET DANVILLE, VA 24541	NONE	UNIVERSITY	SCHOLARSHIPS TO VARIOUS DESERVING STUDENTS	3,375.
DANVILLE COMMUNITY COLLEGE 1008 SOUTH MAIN STREET DANVILLE, VA 24541	NONE	COLLEGE	SCHOLARSHIPS TO VARIOUS DESERVING STUDENTS	1,750.
GUILFORD TECHNICAL COMMUNITY COLLEGE P. O. BOX 309 JAMESTOWN, NC 27282	NONE	COLLEGE	SCHOLARSHIP TO DESERVING STUDENT	2,000.
Total			SEE CONTINUATION SHEET(S) ▶ 3b	106,873.

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
	(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	15,330.	
4 Dividends and interest from securities			14	124,010.	
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			14	78.	
8 Gain or (loss) from sales of assets other than inventory			18	391,122.	
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)		0.		530,540.	0.
13 Total. Add line 12, columns (b), (d), and (e)				530,540.	530,540.

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

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

- | | | Yes | No |
|---|--|-------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| 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. | | |

[illegible]

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

- b If "Yes," complete the following schedule.**

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign
Here**

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.

Signature of officer or trustee

9/4/14 ▶ Title

TREASURER

May the IRS discuss this return with the preparer shown below (see instr. 1)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name
KATHERINE D
MCDANIEL CPA

Preparer's signature <i>Katherine D. McDaniel</i> KATHERINE D MCDAN	Date 08/25
---	---------------

Date
08/25/14

Check ☐ if self-employed	PTIN
---	------

P00234160

Firm's name ► HARRIS, HARVEY, NEAL & CO., LLP, CPA'S

Firm's EIN ► 54-0643136

Firm's address ► P.O. BOX 3424
DANVILLE, VA 24543-3424

Phone no. (434) 792-3220

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
DANVILLE SCIENCE CENTER P.O. BOX 167 DANVILLE, VA 24543	NONE	PUBLIC CHARITY	GRANT FOR FUNDING OF PROGRAM NEEDS	12,153.
FERRUM COLLEGE P.O. BOX 1000 FERRUM, VA 24088	NONE	COLLEGE	SCHOLARSHIPS TO DESERVING STUDENTS	4,000.
GOD'S STOREHOUSE 750 MEMORIAL DRIVE DANVILLE, VA 24540	NONE	PUBLIC CHARITY	GRANT FOR FEEDING PROGRAM	12,477.
GUILFORD TECHNICAL COMMUNITY COLLEGE PO BOX 309 JAMESTOWN, NC 27282	NONE	COLLEGE	SCHOLARSHIPS TO DESERVING STUDENTS	2,000.
JAMES MADISON UNIVERSITY WARREN HALL, ROOM 302, MSC 3516 HARRISONBURG, VA 22807	NONE	UNIVERSITY	SCHOLARSHIPS TO DESERVING STUDENTS	11,750.
JEFFERSON COLLEGE OF HEALTH SCIENCES 920 S. JEFFERSON STREET ROANOKE, VA 24016	NONE	COLLEGE	SCHOLARSHIP TO DESERVING STUDENT	1,000.
MILLER HOME FOR GIRLS 2134 WESTERLY DRIVE LYNCHBURG, VA 24503	NONE	PUBLIC CHARITY	GRANT FOR PURCHASE OF REFRIGERATOR	2,176.
MARY BALDWIN COLLEGE P.O. BOX 1500 STAUNTON, VA 24402	NONE	COLLEGE	SCHOLARSHIP TO DESERVING STUDENT	1,000.
LIBERTY UNIVERSITY 1971 UNIVERSITY BLVD LYNCHBURG, VA 24502	NONE	UNIVERSITY	SCHOLARSHIPS TO DESERVING STUDENTS	24,750.
LYNCHBURG COLLEGE 1501 LAKESIDE DRIVE LYNCHBURG, VA 24501	NONE	COLLEGE	SCHOLARSHIP TO DESERVING STUDENT	1,750.
Total from continuation sheets				240,739.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
NORFOLK STATE 700 PARK AVENUE NORFOLK, VA 23504	NONE	UNIVERSITY	SCHOLARSHIP TO DESERVING STUDENT	2,000.
NORTHERN PITTSYLVANIA FOOD CENTER P.O. BOX 125 GRETN, VA 24557	NONE	PUBLIC CHARITY	GRANT FOR FEEDING PROGRAM	5,000.
OLD DOMINION UNIVERSITY ALFRED ROLLINS HALL NORFOLK, VA 23529	NONE	UNIVERSITY	SCHOLARSHIPS TO DESERVING STUDENTS	2,500.
PATRICK HENRY COMMUNITY COLLEGE P.O. BOX 5311 MARTINSVILLE, VA 24115	NONE	COLLEGE	SCHOLARSHIPS TO DESERVING STUDENTS	3,000.
GREAT LAKES HIGHER EDUCATION CORPORATION 2401 INTERNATIONAL LANE MADISON, WI 53704	NONE	NON-PROFIT ORGANIZATION	GRANT TO DESERVING STUDENT TO PAY STUDENT LOAN	5,000.
RADFORD UNIVERSITY EAST MAIN STREET RADFORD, VA 24142	NONE	UNIVERSITY	SCHOLARSHIPS TO VARIOUS DESERVING STUDENTS	12,500.
ROANOKE COLLEGE 221 COLLEGE LANE ROANOKE, VA 24153	NONE	COLLEGE	SCHOLARSHIP TO DESERVING STUDENT	2,000.
NC BAPTIST FOUNDATION 201 CONVENTION DRIVE CARY, NC 27511-4257	NONE	PUBLIC CHARITY	GRANT FOR PROGRAM SERVICES	200.
TOBACCO FALLS COLLEGE 107 N CHAPEL DRIVE TOCCOA FALLS, GA 30595	NONE	COLLEGE	SCHOLARSHIP TO DESERVING STUDENT	2,500.
U.S. DEPARTMENT OF EDUCATION P. O. BOX 5609 GREENVILLE, TX 75403	NONE	GOVERNMENTAL DEPARTMENT	GRANT TO DESERVING STUDENT TO PAY STUDENT LOAN	20,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
UNIVERSITY OF GEORGIA STUDENT ACCOUNTS ATHENS, GA 30602	NONE	UNIVERSITY	SCHOLARSHIPS TO DESERVING STUDENT	2,000.
UNIVERSITY OF NORTH CAROLINA CHAPEL HILL 9201 UNIVERSITY CITY BLVD CHAPEL HILL, NC 27599	NONE	UNIVERSITY	SCHOLARSHIP TO DESERVING STUDENT	2,000.
UNIVERSITY OF NORTH CAROLINA GREENSBORO 1400 SPRING GARDEN ST. GREENSBORO, NC 27412	NONE	UNIVERSITY	SCHOLARSHIP TO DESERVING STUDENT	3,000.
WINSTON-SALEM STATE UNIVERSITY 601 S. MARTIN LUTHER KING JR. DRIVE WINSTON SALEM, NC 27110	NONE	UNIVERSITY	SCHOLARSHIP FOR DESERVING STUDENT	1,000.
VIRGINIA COMMONWEALTH UNIVERSITY 827 W. FRANKLIN ST, FOUNDERS HALL, RM 123 RICHMOND, VA 23284-3036	NONE	UNIVERSITY	SCHOLARSHIPS TO DESERVING STUDENT	875.
VIRGINIA POLYTECHNIC INSTITUTE & STATE UNIVERSITY 150 STUDENT SERVICE BUILDING BLACKSBURG, VA 24061	NONE	UNIVERSITY	SCHOLARSHIPS TO VARIOUS DESERVING STUDENTS	15,875.
YMCA 810 MAIN STREET DANVILLE, VA 24541	NONE	PUBLIC CHARITY	GRANT FOR NEW BUILDING	88,233.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Approved for Future Payment (Continuation)**

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
FERRUM COLLEGE P.O. BOX 1000 FERRUM, VA 24088	NONE	COLLEGE	SCHOLARSHIPS TO DESERVING STUDENTS	3,000.
JAMES MADISON UNIVERSITY WARREN HALL, ROOM 302, MSC 3516 HARRISONBURG, VA 22807	NONE	UNIVERSITY	SCHOLARSHIPS TO DESERVING STUDENTS	3,250.
HAMPTON UNIVERSITY 100 E. QUEEN STREET HAMPTON, VA 23668	NONE	UNIVERSITY	SCHOLARSHIP TO DESERVING STUDENT	2,500.
LIBERTY UNIVERSITY 1971 UNIVERSITY BLVD LYNCHBURG, VA 24502	NONE	UNIVERSITY	SCHOLARSHIPS TO DESERVING STUDENTS	10,250.
LEE UNIVERSITY 1120 N OCOEE STREET CLEVELAND, TN 37311	NONE	UNIVERSITY	SCHOLARSHIP TO DESERVING STUDENT	2,000.
LONGWOOD UNIVERSITY 201 HIGH STREET FARMVILLE, VA 23909	NONE	PUBLIC CHARITY	SCHOLARSHIP TO DESERVING STUDENT	3,000.
LYNCHBURG COLLEGE 1501 LAKESIDE DRIVE LYNCHBURG, VA 24501	NONE	COLLEGE	SCHOLARSHIP TO DESERVING STUDENT	1,750.
MARY BALDWIN COLLEGE 101 EAST FREDERICK STREET STAUNTON, VA 24401	NONE	COLLEGE	SCHOLARSHIP TO DESERVING STUDENT	2,000.
OLD DOMINION UNIVERSITY ALFRED ROLLINS HALL NORFOLK, VA 23529	NONE	UNIVERSITY	SCHOLARSHIPS TO DESERVING STUDENTS	3,500.
PATRICK HENRY COMMUNITY COLLEGE P.O. BOX 5311 MARTINSVILLE, VA 24115	NONE	COLLEGE	SCHOLARSHIPS TO DESERVING STUDENTS	1,750.
Total from continuation sheets				99,748.

Part XV Supplementary Information**3 Grants and Contributions Approved for Future Payment (Continuation)**

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
RADFORD UNIVERSITY P.O. BOX 6905 RADFORD, VA 24142	NONE	UNIVERSITY	SCHOLARSHIPS TO DESERVING STUDENTS	6,000.
UNIVERSITY OF NORTH CAROLINA CHAPEL HILL 103 SOUTH BUILDING CHAPEL HILL, NC 27599	NONE	UNIVERSITY	SCHOLARSHIPS TO DESERVING STUDENTS	2,000.
ROANOKE COLLEGE 221 COLLEGE LANE SALEM, VA 24153	NONE	UNIVERSITY	SCHOLARSHIPS TO DESERVING STUDENTS	2,000.
VIRGINIA POLYTECHNIC INSTITUTE & STATE UNIVERSITY 150 STUDENT SERVICE BUILDING BLACKSBURG, VA 24061	NONE	UNIVERSITY	SCHOLARSHIPS TO DESERVING STUDENTS	4,875.
BIG BROTHERS BIG SISTERS 308 CRAGHEAD STREET, APT 104 DANVILLE, VA 24541	NONE	PUBLIC CHARITY	YMCA MEMBERSHIPS AND TRIP TO WASHINGTON DC AND MONTICELLO	11,100.
GOD'S STOREHOUSE 750 MEMORIAL DRIVE DANVILLE, VA 24540	NONE	PUBLIC CHARITY	GRANT FOR FEEDING PROGRAM	27,523.
VARIOUS COLLEGES AND UNIVERSITIES TO BE DETERMINED	NONE	UNIVERSITY	SCHOLARSHIPS TO VARIOUS DESERVING STUDENTS TO BE DETERMINED	5,000.
PRATT INSTITUTE 200 WILLOUGHBY AVENUE NEW YORK, NY 11205	NONE	INSTITUTE OF HIGHER LEARNING	SCHOLARSHIP TO DESERVING STUDENT	2,000.
TACCOA FALLS COLLEGE 107 KINCAID DRIVE TOCCOA FALLS, GA 30598	NONE	COLLEGE	SCHOLARSHIP TO DESERVING STUDENT	2,500.
UNIVERSITY OF GEORGIA THE ADMINISTRATION BUILDING ATHENS, GA 30602	NONE	UNIVERSITY	SCHOLARSHIP TO DESERVING STUDENT	2,000.
Total from continuation sheets				

54-0519574

3 Grants and Contributions Approved for Future Payment (Continuation)

323835
05-01-13

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
ACCRUED INTEREST	-4,424.	-4,424.	-4,424.
DAVENPORT	17,548.	17,548.	17,548.
U.S. TRUST	2,206.	2,206.	2,206.
TOTAL TO PART I, LINE 3	15,330.	15,330.	15,330.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DAVENPORT	64,067.	105.	63,962.	63,962.	63,962.
DAVENPORT	44,607.	17,864.	26,743.	26,743.	26,743.
U.S. TRUST	71,587.	38,282.	33,305.	33,305.	33,305.
TO PART I, LINE 4	180,261.	56,251.	124,010.	124,010.	124,010.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
SECURITIES LITIGATION SETTLEMENTS	78.	78.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	78.	78.	0.

FORM 990-PF	LEGAL FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
LEGAL	1,570.	785.	0.	785.	
TO FM 990-PF, PG 1, LN 16A	1,570.	785.	0.	785.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING	9,750.	4,875.	0.	4,875.	
TO FORM 990-PF, PG 1, LN 16B	9,750.	4,875.	0.	4,875.	

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PROPERTY TAXES	3,853.	3,853.	0.	0.	
TAX ON NET INVESTMENT INCOME	9,417.	0.	0.	0.	
PAYROLL TAXES	4,476.	448.	0.	4,028.	
FOREIGN TAX WITHHELD FROM DIVIDENDS	1,758.	1,758.	0.	0.	
TO FORM 990-PF, PG 1, LN 18	19,504.	6,059.	0.	4,028.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT EXPENSES	39,849.	39,849.	0.	0.	
OFFICE	3,550.	1,420.	0.	2,130.	
POSTAGE	459.	0.	0.	459.	
TELEPHONE	2,199.	0.	0.	2,199.	
PROMOTIONAL	1,055.	0.	0.	1,055.	
INSURANCE	8,086.	0.	0.	8,086.	
ADVERTISING	803.	0.	0.	803.	
MEETING EXPENSE	1,523.	152.	0.	1,371.	
DUES	2,214.	0.	0.	2,214.	
REPAIRS & MAINTENANCE	976.	0.	0.	976.	
EQUIPMENT LEASING	1,150.	0.	0.	0.	
TO FORM 990-PF, PG 1, LN 23	61,864.	41,421.	0.	19,293.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
	4,737,095.	6,082,869.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,737,095.	6,082,869.		

FORM 990-PF	CORPORATE BONDS		STATEMENT	9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
	777,570.	787,658.		
TOTAL TO FORM 990-PF, PART II, LINE 10C	777,570.	787,658.		

FORM 990-PF	OTHER LIABILITIES	STATEMENT	10
DESCRIPTION	BOY AMOUNT	EOY AMOUNT	
ACCRUED COMPENSATED ABSENCES	6,008.	2,522.	
PAYROLL TAXES PAYABLE	1,718.	0.	
EXCISE TAX PAYABLE	4,392.	3,297.	
TOTAL TO FORM 990-PF, PART II, LINE 22	12,118.	5,819.	

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	11
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JOHN COLLINS 20 HARGRAVE BLVD. CHATHAM, VA 24531	TRUSTEE 1.00	0.	0.	0.
DR. CONNIE FLETCHER 108 HOLBROOK STREET, SUITE 203 DANVILLE, VA 24541	TRUSTEE 1.00	0.	0.	0.
GENE HAYES 236 OAK CREEK DR DANVILLE, VA 24541	VICE PRESIDENT 5.00	0.	0.	0.
BECKY MEDEMA 53 OLD FARM ROAD DANVILLE, VA 24541	SECRETARY 1.00	0.	0.	0.
GWEN EDWARDS 133 N. DAVIS DRIVE DANVILLE, VA 24540	TRUSTEE 1.00	0.	0.	0.
RODNEY REYNOLDS 5013 COBBLESTONE DRIVE DANVILLE, VA 24540	TRUSTEE 1.00	0.	0.	0.
KELVIN PERRY 600 SAINT JOHNS CR. MARTINSVILLE, VA 24112	TREASURER 1.00	0.	0.	0.

HUGHES MEMORIAL HOME54-0519574

BRENNA TAKATA 5008 COBBLESTONE DRIVE DANVILLE, VA 24540	PRESIDENT 1.00	0.	0.	0.
RAY BEALE, JR. 129 WESTMORELAND COURT DANVILLE, VA 24541	TRUSTEE 1.00	0.	0.	0.
NICK ARGYRAKIS 215 BENT CREEK COURT DANVILLE, VA 24540	TRUSTEE 1.00	0.	0.	0.
GARY COTTA 512 WESTOVER DRIVE DANVILLE, VA 24540	TRUSTEE 1.00	0.	0.	0.
HARRY J. JOHNSON 304 KENNON DRIVE DANVILLE, VA 24540	TRUSTEE 1.00	0.	0.	0.
KENT SHELTON 201 CATHY DRIVE DANVILLE, VA 24540	TRUSTEE 1.00	0.	0.	0.
DAVE ZOOK 417 BRIDGE STREET DANVILLE, VA 24541	TRUSTEE 1.00	0.	0.	0.
GAYLE BREAKLEY 103 COPPER COURT DANVILLE, VA 24540	TRUSTEE 1.00	0.	0.	0.
KIM CLIFTON 1006 BRANDON COURT DANVILLE, VA 24540	TRUSTEE 1.00	0.	0.	0.
LINDA COPELAND 224 ROBIN DRIVE DANVILLE, VA 24541	TRUSTEE 1.00	0.	0.	0.
JAY I. HAYES, JR. 245 LINDEN DRIVE DANVILLE, VA 24541	TRUSTEE 0.00	0.	0.	0.
MARK MOORE 166 SUGAR CREEK COURT DANVILLE, VA 24541	TRUSTEE 0.00	0.	0.	0.
BOB NEWNAM 300 SHOREHAM DRIVE DANVILLE, VA 24541	TRUSTEE 0.00	0.	0.	0.

JOHN PARRIS
133 CANTERBURY ROAD
DANVILLE, VA 24541

TRUSTEE
0.00

0. 0. 0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

0. 0. 0.

FORM 990-PF

SUMMARY OF DIRECT CHARITABLE ACTIVITIES

STATEMENT 12

ACTIVITY ONE

GRANT PROGRAM - GRANTS AND SCHOLARSHIPS WHICH SPECIFICALLY
PROVIDE CARE, TRAINING AND NUTURING TO NEEDY AND/OR AT-RISK
CHILDREN. THE ORGANIZATION ALSO GRANTS COLLEGE
SCHOLARSHIPS.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 1

102,804.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 13

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

GENE HAYES
236 OAK CREEK DRIVE
DANVILLE, VA 24541

TELEPHONE NUMBER

434-728-5757

FORM AND CONTENT OF APPLICATIONS

AN INITIAL LETTER OF REQUEST IS SUBMITTED TO THE PRESIDENT. ONCE THE TYPE OF REQUEST IS DETERMINED, THE SECRETARY SENDS THE APPLICANT A PACKET WITH APPROPRIATE FORMS TO FILL OUT FOR THE REQUEST (GRANT, SCHOLARSHIP, ETC.) INFORMATION REGARDING GRANT APPLICATIONS IS AVAILABLE ON-LINE AT THE FOUNDATION'S WEBSITE.

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

AWARDS ARE GRANTED ONLY IF THE FUNDS WILL BE USED TO BENEFIT NEEDY OR AT-RISK CHILDREN.

HUGHES MEMORIAL HOME
#54-0519574
SCHEDULE OF CAPITAL GAINS AND LOSSES

Asset Description	Acquisition Date	Date Sold	Sale Proceeds	Tax Cost	Gain/(Loss)
PENTAIR LTD	Various	07/01/13	1,761.38	1,634.17	127.21
CSX CORP	Various	07/03/13	2,121.17	2,210.26	(89.09)
MOODYS CORP	Various	07/03/13	1,775.90	1,989.76	(213.86)
PENTAIR LTD	Various	07/05/13	2,198.63	1,975.03	223.60
MOODYS CORP	Various	07/05/13	497.20	548.87	(51.67)
CSX CORP	Various	07/10/13	2,015.08	2,112.02	(96.94)
MONDELEZ INTL INC	Various	07/10/13	1,892.46	2,093.82	(201.36)
CSX CORP	Various	07/11/13	2,185.34	2,265.54	(80.20)
MONDELEZ INTL INC	Various	07/11/13	2,159.48	2,331.49	(172.01)
MOODYS CORP	Various	07/11/13	489.82	548.87	(59.05)
CSX CORP	Various	07/12/13	2,257.24	2,249.51	7.73
MONDELEZ INTL INC	Various	07/12/13	4,413.59	4,676.31	(262.72)
MOODYS CORP	Various	07/12/13	2,901.31	3,093.82	(192.51)
MOODYS CORP	Various	07/15/13	4,802.50	4,948.00	(145.50)
MOODYS CORP	Various	07/16/13	1,663.33	1,626.48	36.85
CHIPOTLE MEXICAN GRILL INC	Various	07/22/13	375.02	246.05	128.97
AMAZON COM INC.	Various	07/23/13	1,220.00	1,052.53	167.47
ANHEUSER BUSCH	Various	07/23/13	2,597.76	2,939.50	(341.74)
CHIPOTLE MEXICAN GRILL INC	Various	07/23/13	2,255.77	1,476.28	779.49
EBAY INC	Various	07/23/13	5,362.46	5,553.25	(190.79)
LAUDER ESTEE COS INC	Various	07/23/13	2,065.85	2,148.22	(82.37)
GRAINGER W W INC	Various	07/24/13	1,314.31	1,014.45	299.86
SCHLUMBERGER LTD	Various	07/24/13	925.59	925.59	-
ANHEUSER BUSCH	Various	07/25/13	983.69	1,109.58	(125.89)
EBAY INC	Various	07/25/13	6,154.93	6,229.42	(74.49)
GRAINGER W W INC	Various	07/25/13	3,925.66	2,839.93	1,085.73
NIKE INC	Various	07/25/13	3,532.53	1,536.48	1,996.05
ANHEUSER BUSCH	Various	07/26/13	1,332.16	1,510.13	(177.97)
GRAINGER W W INC	Various	07/26/13	4,389.35	3,022.67	1,366.68
KINDER MORGAN INC DEL	Various	07/26/13	906.03	880.89	25.14
ANHEUSER BUSCH	Various	07/29/13	4,541.75	5,102.09	(560.34)
KINDER MORGAN INC DEL	Various	07/29/13	855.54	842.59	12.95
KINDER MORGAN INC DEL	Various	07/30/13	1,779.46	1,761.77	17.69
NIKE INC	Various	07/30/13	4,376.39	1,778.78	2,597.61
STARBUCKS CORP	Various	07/30/13	3,249.77	2,786.51	463.26
ACCENTURE PLC	Various	08/01/13	22,132.00	20,854.92	1,277.08
LIBERTY GLOBAL PLC	Various	08/01/13	13,794.07	10,457.52	3,336.55
PENTAIR LTD	Various	08/01/13	15,588.68	11,923.84	3,664.84
ASML HOLDINGS	Various	08/01/13	22,990.20	21,780.58	1,209.62
AMERICAN EXPRESS CO	Various	08/01/13	11,186.55	9,322.68	1,863.87
AMERICAN INTL GROUP INC	Various	08/01/13	27,424.46	24,411.34	3,013.12
ANHEUSER BUSCH INBEV	Various	08/01/13	13,329.04	14,661.68	(1,332.64)
AUTOZONE INC	Various	08/01/13	19,295.39	15,776.62	3,518.77

HUGHES MEMORIAL HOME
#54-0519574
SCHEDULE OF CAPITAL GAINS AND LOSSES

Asset Description	Acquisition Date	Date Sold	Sale Proceeds	Tax Cost	Gain/(Loss)
BIOGEN IDEC INC	Various	08/01/13	17,447.79	11,075.73	6,372.06
BRISTOL MYERS SQUIBB CO	Various	08/01/13	20,185.17	15,966.41	4,218.76
CBS CORP	Various	08/01/13	22,242.77	14,987.20	7,255.57
CITIGROUP INC	Various	08/01/13	34,970.08	28,370.71	6,599.37
COMCAT CORP	Various	08/01/13	9,614.57	8,303.74	1,310.83
DISNEY WALT CO	Various	08/01/13	15,084.51	15,228.40	(143.89)
EBAY INC	Various	08/01/13	5,362.46	5,395.52	(33.06)
FLEETCOR TECHNOLOGIES	Various	08/01/13	4,750.72	4,386.16	364.56
GILEAD SCIENCES INC	Various	08/01/13	22,137.27	13,440.19	8,697.08
GREEN MOUNTAIN COFFEE ROASTERS INC	Various	08/01/13	10,148.45	10,101.38	47.07
HOME DEPOT INC	Various	08/01/13	22,760.35	13,204.70	9,555.65
KINDER MORGAN INC DEL	Various	08/01/13	8,741.33	8,696.50	44.83
LOCKHEED MARTIN CORP	Various	08/01/13	18,641.29	17,434.06	1,207.23
LULULEMON ATHLETICA INC	Various	08/01/13	18,120.94	16,535.03	1,585.91
NIKE INC	Various	08/01/13	8,914.55	3,590.09	5,324.46
PRECISION CASTPARTS CORP	Various	08/01/13	26,075.89	15,871.28	10,204.61
ROCHE HLDG LTD	Various	08/01/13	20,800.46	20,357.20	443.26
SCHLUMBERGER LTD	Various	08/01/13	22,354.31	19,902.33	2,451.98
SHERWIN WILLIAMS CO	Various	08/01/13	22,466.92	23,338.72	(871.80)
STARWOOD HOTELS & RESORTS	Various	08/01/13	20,108.13	12,327.96	7,780.17
TJX COS INC	Various	08/01/13	17,861.41	7,815.68	10,045.73
TEXAS INSTRS INC	Various	08/01/13	4,755.63	4,489.62	266.01
UNION PAC CORP	Various	08/01/13	26,108.39	15,877.27	10,231.12
UNITED RENTALS INC	Various	08/01/13	8,971.80	8,084.67	887.13
UNITEDHEALTH GROUP INC	Various	08/01/13	6,697.46	6,738.87	(41.41)
WELLS FARGO & CO	Various	08/01/13	22,539.58	15,363.84	7,175.74
WYNN RESORTS LTD	Various	08/01/13	18,648.62	13,230.95	5,417.67
YAHOO INC	Various	08/01/13	8,871.88	8,095.82	776.06
VISA INC	Various	08/06/13	5,832.04	6,364.97	(532.93)
EBAY INC	Various	08/23/13	18,043.66	17,588.63	455.03
PEPSICO INC	03-10-2009	08/26/13	50,866.00	50,053.50	812.50
AFFILIATED MANAGERS GROUP	7/29/2013	08/29/13	6,643.93	6,579.34	64.59
MICHAEL KORS HLDGS LTD	Various	09/04/13	3,953.32	3,525.32	428.00
APPLE INC	Various	09/16/13	9,372.86	8,813.95	558.91
COLUMBIA SELECT LARGE CAP GROWTH	01-08-2008	10/10/13	92,525.77	60,000.00	32,525.77
COLUMBIA SELECT LARGE CAP GROWTH	08-13-2009	10/10/13	30,474.23	15,466.31	15,007.92
ISHARES RUSSELL 1000 GROWTH ETF	06-04-2007	10/10/13	3,894.18	3,027.66	866.52
ISHARES RUSSELL 1000 GROWTH ETF	09-12-2007	10/10/13	122,666.73	93,696.75	28,969.98
FASTENAL CO	Various	10/16/13	22,394.74	22,029.46	365.28
MICHAEL KORS HLDGS LTD	Various	10/17/13	1,171.36	1,044.54	126.82
AFFILIATED MANAGERS GROUP	Various	10/17/13	2,070.93	1,904.55	166.38
ALEXION PHARMACEUTICALS INC	Various	10/17/13	1,310.73	1,333.08	(22.35)
ALLIANCE DATA SYS CORP	Various	10/17/13	2,006.25	1,851.58	154.67
AMAZON COM INC.	Various	10/17/13	2,790.29	2,803.73	(13.44)

HUGHES MEMORIAL HOME
#54-0519574
SCHEDULE OF CAPITAL GAINS AND LOSSES

Asset Description	Acquisition Date	Date Sold	Sale Proceeds	Tax Cost	Gain/(Loss)
APPLE INC	Various	10/17/13	2,454.26	2,203.49	250.77
BIOGEN IDEC INC	Various	10/17/13	1,648.33	756.25	892.08
CME GROUP INC	Various	10/17/13	1,273.79	1,269.66	4.13
CAMERON INTL CORP	Various	10/17/13	2,152.51	1,949.27	203.24
CANADIAN PAC RY LTD CANADA	Various	10/17/13	1,425.68	1,510.73	(85.05)
CATAMARAN CORP CANADA	Various	10/17/13	1,734.87	1,734.87	-
CELGENE CORP	Various	10/17/13	2,154.71	2,003.50	151.21
CERNER CORP	Various	10/17/13	1,754.85	1,546.92	207.93
CHIPOTLE MEXICAN GRILL INC	Various	10/17/13	1,324.96	1,221.31	103.65
CITRIX SYS INC	Various	10/17/13	1,895.06	2,168.23	(273.17)
CUMMINS INC	Various	10/17/13	1,721.68	1,516.82	204.86
ECOLAB INC	Various	10/17/13	1,300.91	1,207.50	93.41
FACEBOOK INC	Various	10/17/13	1,739.53	1,620.99	118.54
GILEAD SCIENCES INC	Various	10/17/13	2,070.81	2,049.44	21.37
GOOGLE INC	Various	10/17/13	2,613.83	2,654.70	(40.87)
HERTZ GLOBAL HLDGS INC	Various	10/17/13	1,775.81	1,775.81	-
HUNT J B TRANS SVCS INC	Various	10/17/13	2,141.11	2,172.68	(31.57)
LINKEDIN CORP	Various	10/17/13	1,365.69	1,249.62	116.07
MONSANTO CO	Various	10/17/13	2,753.55	2,753.55	-
PRICELINE GROUP INC	Various	10/17/13	4,088.85	3,611.14	477.71
QUALCOMM INC	Various	10/17/13	2,156.86	2,064.06	92.80
SCHWAB CHARLES CORP NEW	Various	10/17/13	1,804.59	1,889.28	(84.69)
STARBUCKS CORP	Various	10/17/13	2,563.50	2,406.34	157.16
TRACTOR SUPPLY CO	Various	10/17/13	1,640.11	1,496.49	143.62
VISA INC	Various	10/17/13	2,492.77	2,507.41	(14.64)
QUALCOMM INC	Various	10/21/13	4,333.64	4,063.61	270.03
CHIPOTLE MEXICAN GRILL INC	Various	10/28/13	3,625.81	2,849.72	776.09
QUALCOMM INC	Various	10/28/13	3,164.30	3,031.58	132.72
CITRIX SYS INC.	Various	11/01/13	6,762.72	7,995.34	(1,232.62)
CUMMINS INC	Various	11/01/13	860.82	816.75	44.07
CAMERON INTL CORP	Various	11/05/13	22,914.30	23,849.95	(935.65)
HERTZ GLOBAL HLDGS INC	Various	11/08/13	16,844.47	19,717.32	(2,872.85)
COCA COLA CO	03-10-2009	12/02/13	50,461.00	50,083.50	377.50
STARBUCKS CORP	Various	12/06/13	5,230.45	4,739.75	490.70
TRACTOR SUPPLY CO	Various	12/06/13	3,882.21	3,172.56	709.65
MICHAEL KORS HLDGS LTD	Various	01/23/14	3,080.82	2,995.14	85.68
APPLE INC	Various	01/23/14	9,189.62	7,491.86	1,697.76
LINKEDIN CORP	Various	01/23/14	17,575.78	16,572.55	1,003.23
QUALCOMM INC	Various	01/23/14	25,447.57	21,995.12	3,452.45
MONSANTO CO	Various	01/28/14	4,977.34	4,826.67	150.67
CITRIX SYS INC	Various	02/04/14	16,870.14	21,682.27	(4,812.13)
PRICELINE GROUP INC	Various	02/05/14	16,030.83	12,638.98	3,391.85
ALEXION PHARMACEUTICALS INC	Various	03/10/14	6,582.01	4,221.44	2,360.57
HUNT J B TRANS SVCS INC	Various	03/28/14	22,825.30	24,397.46	(1,572.16)

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TRANSACTION SUMMARY
Hughes Memorial Home
From 07-01-13 To 09-30-13

Trade Date	Quantity	Security	Unit Cost	Total Cost	Unit Price	Total Proceeds	Gain/Loss
SALES AND MATURITIES							
Fixed Income							
07-15-13	75,000	AMERICAN EXPRESS CO 4.875 % Due 07-15-13	107.11	80,332	100.00	75,000	-5,332
Fixed Income Total				80,332		75,000	-5,332
Equities							
07-19-13	-11	MASCO CORP CLL OPT 18.0000 07202013	1.57	-1,730	1.57	-1,730	0
07-19-13	-2	MARTIN MARIETT CLL OPT 95.0000 07202013	5.47	-1,095	5.47	-1,095	0
07-19-13	1,100	MASCO CORP	22.99	25,287	19.37	21,302	-3,984
07-19-13	200	MARTIN MARIETTA MATL INC	85.84	17,167	99.60	19,920	2,753
07-23-13	100	LOCKHEED MARTIN CORP	70.85	7,085	116.87	11,687	4,603
07-30-13	1,700	FLEXTRONICS INTL LTD F	9.38	15,950	8.39	14,266	-1,684
07-31-13	100	JOHNSON & JOHNSON	50.06	5,006	92.80	9,280	4,274
09-05-13	-6	BEST BUY INC CLL OPT 25.0000 09212013	1.06	-635	1.06	-635	0
09-05-13	600	BEST BUY COMPANY INC	12.15	7,292	25.78	15,467	8,175
Equities Total				74,327		88,464	14,136
SALES AND MATURITIES TOTAL				154,659		163,464	8,805

TRANSACTION SUMMARY
Hughes Memorial Home
 From 10-01-13 To 12-31-13

Trade Date	Quantity	Security	Unit Cost	Total Cost	Unit Price	Total Proceeds	Gain/ Loss
SALES and MATURITIES							
Equities							
10-18-13	-6	WALGREEN CO	1.76	-1,055	1.76	-1,055	0
10-18-13	600	WALGREEN CO	30.59	18,354	48.35	29,007	10,653
10-23-13	562	ROYAL PHILIPS NV ADR	27.52	15,465	35.25	19,811	4,345
10-30-13	3,100	DELL INC	17.24	53,446	13.75	42,625	-10,821
10-30-13	1,800	WESTERN UNION CO	16.66	29,983	16.82	30,272	289
Equities Total				116,194		120,660	4,467
SALES AND MATURITIES TOTAL				116,194		120,660	4,467

TRANSACTION SUMMARY
Hughes Memorial Home
From 01-01-14 To 03-31-14

Trade Date	Quantity	Security	Unit Cost	Total Cost	Unit Price	Total Proceeds	Gain/Loss
SALES and MATURITIES							
Fixed Income							
03-20-14	75,000	EATON CORP	102.25	76,685	100.00	75,000	-1,685
		5.950 % Due 03-20-14					
Fixed Income Total				76,685		75,000	-1,685
Equities							
01-01-14	0	ALLEGION PUB LTD CO ORD SHS	19.85	7	42.25	14	7
01-07-14	450	INGERSOLL RAND CL A IRELAND	25.97	11,685	61.36	27,610	15,926
01-17-14	-7	ARCHER DANIELS CLL OPT 37.0000 01182014	1.04	-727	1.04	-727	0
01-17-14	-5	COMPUTER SCI CLL OPT 55.0000 01182014	2.38	-1,190	2.38	-1,190	0
01-17-14	-11	SEALED AIR CLL OPT 30.0000 01182014	1.92	-2,115	1.92	-2,115	0
01-17-14	700	ARCHER DANIELS MIDLAND COMPANY	25.40	17,783	37.70	26,387	8,604
01-17-14	500	COMPUTER SCIENCES CORP	43.24	21,621	56.90	28,451	6,831
01-17-14	1,100	SEALED AIR CORP NEW	21.67	23,836	31.65	34,816	10,980
01-18-14	-10	BEST BUY INC CLL OPT 35.0000 01182014	2.41	-2,415	0.00	0	2,415
01-18-14	-5	BAKER HUGHES CLL OPT 55.0000 01182014	1.09	-545	0.00	0	545
03-04-14	100	LOCKHEED MARTIN CORP	70.85	7,085	163.52	16,352	9,268
03-19-14	-4	COMPUTER SCI CLL OPT 55.0000 03222014	3.59	-1,435	3.59	-1,435	0
03-19-14	400	COMPUTER SCIENCES CORP	43.24	17,297	58.08	23,232	5,935
Equities Total				90,887		151,397	60,510
SALES AND MATURITIES TOTAL				167,571		226,397	58,826

TRANSACTION SUMMARY

Hughes Memorial Home

From 04-01-14 To 06-30-14

Trade Date	Quantity	Security	Unit Cost	Total Cost	Unit Price	Total Proceeds	Gain/Loss
SALES and MATURITIES							
Equities							
04-17-14	-6	COMERICA INC CLL OPT 47.0000 04192014	1.56	-935	1.56	-935	0
04-17-14	600	COMERICA INC	21.16	12,693	48.15	28,887	16,194
04-19-14	-5	FEDEX CORP CLL OPT140.0000 04192014	4.53	-2,265	0.00	0	2,265
05-16-14	-4	CVS CAREMARK CLL OPT 70.0000 05172014	2.51	-1,003	2.51	-1,003	0
05-16-14	400	C V S CAREMARK CORP	33.47	13,388	71.92	28,767	15,379
06-06-14	1	ROYAL PHILIPS NV ADR	27.65	22	30.70	25	2
06-20-14	-9	BK NY MELLON CLL OPT 35.0000 06212014	1.46	-1,310	1.46	-1,310	0
06-20-14	900	BANK NEW YORK MELLON CORP	26.74	24,062	36.24	32,614	8,552
Equities Total				44,653		87,046	42,392
SALES AND MATURITIES TOTAL				44,653		87,046	42,392

Tax Asset Detail 7/01/13 - 6/30/14

FYE: 6/30/2014

Asset	d	t	Property Description	Date In Service	Tax Cost	Sec 179 Exp Current = c	Tax Bonus Amt	Tax Prior Depreciation	Tax Current Depreciation	Tax End Depr	Tax Net Book Value	Tax Method	Tax Period
Group: 000-1511 LAND													
3			LAND	1/01/50	18,401.70	0.00	0.00	0.00	0.00	0.00	18,401.70	Land	0.0
4			LAND (LOTS 40 41 TINSLEY)	1/01/84	1,761.00	0.00	0.00	0.00	0.00	0.00	1,761.00	Land	0.0
8			LAND IMPROVEMENTS - BLDG	9/10/08	40,900.00	0.00	0.00	0.00	0.00	0.00	40,900.00	Land	0.0
			000-1511 LAND		61,062.70	0.00c	0.00	0.00	0.00	0.00	61,062.70		
Group: 000-1527 OFFICE EQUIPMENT													
5			COMPUTER	2/21/07	1,929.12	0.00	0.00	1,929.12	0.00	1,929.12	0.00	S/L	5.0
7			SOFTWARE	3/06/09	3,696.00	0.00	0.00	3,696.00	0.00	3,696.00	0.00	Amort	3.0
9			WEBSITE DEVELOPMENT	4/10/10	3,155.16	0.00	1,577.58	3,155.16	0.00	3,155.16	0.00	Amort	3.0
10			DELL LAPTOP COMPUTER	1/23/11	1,891.06	0.00	0.00	914.01	378.21	1,292.22	598.84	S/L	5.0
11			KONICA MINOLTA COPIER	7/22/10	1,195.00	0.00	0.00	697.08	239.00	936.08	258.92	S/L	5.0
12			OFFICE TABLE	2/07/12	200.00	0.00	0.00	40.47	28.57	69.04	130.96	S/L	7.0
13			SHREDDER	2/21/12	249.99	0.00	0.00	66.67	50.00	116.67	133.32	S/L	5.0
14			WINDOW TREATMENTS	6/19/12	500.00	0.00	0.00	71.43	71.43	142.86	357.14	S/L	7.0
16			EXECUTIVE DESK	7/01/12	1,500.00	0.00	0.00	214.29	214.29	428.58	1,071.42	S/L	7.0
17			END TABLE/COFFEE TABLE	7/01/12	300.00	0.00	0.00	42.86	42.86	85.72	214.28	S/L	7.0
18			DESK SIDE CHAIR	7/01/12	150.00	0.00	0.00	21.43	21.43	42.86	107.14	S/L	7.0
19			SINGLE CHAIR	7/01/12	100.00	0.00	0.00	14.29	14.29	28.58	71.42	S/L	7.0
20			LOUVER ROOM DIVIDERS	7/01/12	150.00	0.00	0.00	21.43	21.43	42.86	107.14	S/L	7.0
21			LAMP	7/01/12	75.00	0.00	0.00	10.71	10.71	21.42	53.58	S/L	7.0
22			STORAGE SHELVES	7/01/12	150.00	0.00	0.00	21.43	21.43	42.86	107.14	S/L	7.0
23			SMALL REFRIGERATOR	7/01/12	200.00	0.00	0.00	28.57	28.57	57.14	142.86	S/L	7.0
24			COFFEE MAKER	7/01/12	100.00	0.00	0.00	14.29	14.29	28.58	71.42	S/L	7.0
25			BOARD ROOM CHAIRS	7/05/12	482.62	0.00	0.00	68.95	68.95	137.90	344.72	S/L	7.0
26			SHELVING UNIT	3/25/13	738.30	0.00	0.00	26.37	105.47	131.84	606.46	S/L	7.0
27			HP 7520 PRINTER/SCANNER	10/30/13	248.56	0.00c	0.00	0.00	33.14	33.14	215.42	S/L	5.0
28			SAFCO ROLLING FILE CABINET	12/18/13	336.59	0.00c	0.00	0.00	24.04	24.04	312.55	S/L	7.0
			000-1527 OFFICE EQUIPMENT		17,347.40	0.00c	1,577.58	11,054.56	1,388.11	12,442.67	4,904.73		
Group: 000-1531 MAINT EQUIPMENT													
2			LAWN MOWER	5/26/05	6,460.00	0.00	0.00	6,460.00	0.00	6,460.00	0.00	S/L	7.0
			000-1531 MAINT EQUIPMENT		6,460.00	0.00c	0.00	6,460.00	0.00	6,460.00	0.00		
			*Less: Dispositions and Transfers		6,460.00	0.00	0.00	6,460.00	0.00	6,460.00	0.00		
			Net 000-1531 MAINT EQUIPMENT		0.00	0.00c	0.00	0.00	0.00	0.00	0.00		
Group: 000-1537 LAND IMPROVEMENT													
1			LAND IMPROVEMENTS	1/12/06	38,854.94	0.00	0.00	0.00	0.00	0.00	38,854.94	Land	0.0
6			NEW ROAD	7/26/07	19,673.13	0.00	0.00	0.00	0.00	0.00	19,673.13	Land	0.0
			000-1537 LAND IMPROVEMENT		58,528.07	0.00c	0.00	0.00	0.00	0.00	58,528.07		

FYE: 6/30/2014

d Asset	Property Description	Date In Service	Tax Cost	Sec 179 Exp Current = c	Tax Bonus Amt	Tax Prior Depreciation	Tax Current Depreciation	Tax End Depr	Tax Net Book Value	Tax Method	Tax Period
	Grand Total		143,398.17	0.00c	1,577.58	17,514.56	1,388.11	18,902.67	124,495.50		
	Less: Dispositions and Transfers		6,460.00	0.00	0.00	6,460.00	0.00	6,460.00	0.00		
	Net Grand Total		136,938.17	0.00c	1,577.58	11,054.56	1,388.11	12,442.67	124,495.50		