efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93491224003394

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 08-01-2013 , and ending 07-31-2014

Name of foundation
RIDGEWAY EM-CHARITTUW

A Employer identification number
54-6202908

Number and street (or P O box number if mail is not delivered to street address)
PO BOX 2907 - TRUST TAX DEPT

Room/suite

B Telephone number (see instructions)
(540) 665-4254

City or town, state or province, country, and ZIP or foreign postal code
WILSON, NC 278942907

C If exemption application is pending, check here ▶ ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ 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)* ▶$ 1,703,838

J Accounting method ☐ Cash ☐ Accrual ☐ Other (specify) ____ *(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 ▶ ☐

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

	Line	Description	(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 (attach schedule)				
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	2,012	2,012		
	4	Dividends and interest from securities	48,300	48,300		
	5a	Gross rents				
	b	Net rental income or (loss) ____				
	6a	Net gain or (loss) from sale of assets not on line 10	70,808			
	b	Gross sales price for all assets on line 6a 619,562				
	7	Capital gain net income (from Part IV, line 2)		70,808		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	121,120	121,120		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	23,236	23,236		
	14	Other employee salaries and wages		0	0	0
	15	Pension plans, employee benefits		0	0	
	16a	Legal fees (attach schedule)				0
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)	1,443			1,443
	17	Interest				0
	18	Taxes (attach schedule) (see instructions)	4,657	1,483		0
	19	Depreciation (attach schedule) and depletion	0	0		
	20	Occupancy				
	21	Travel, conferences, and meetings		0	0	
	22	Printing and publications		0	0	
	23	Other expenses (attach schedule)	273	273		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	29,609	24,992	0	1,443
	25	Contributions, gifts, grants paid	79,256			79,256
	26	**Total expenses and disbursements.** Add lines 24 and 25	108,865	24,992	0	80,699
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	12,255			
	b	**Net investment income** (if negative, enter -0-)		96,128		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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

	Line	Description	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash—non-interest-bearing	2		
	2	Savings and temporary cash investments	66,847	50,608	50,608
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶		0	0
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶ 0			
	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)	711,487	709,932	802,636
	c	Investments—corporate bonds (attach schedule)	760,369	801,881	800,835
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	57,564	46,484	49,759
	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)	1,596,269	1,608,905	1,703,838
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)		0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☑ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds	1,596,269	1,608,905	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see page 17 of the instructions)	1,596,269	1,608,905	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	1,596,269	1,608,905	

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	1,596,269
2	Enter amount from Part I, line 27a	2	12,255
3	Other increases not included in line 2 (itemize) ▶	3	387
4	Add lines 1, 2, and 3	4	1,608,911
5	Decreases not included in line 2 (itemize) ▶	5	6
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,608,905

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	See Additional Data Table			
b				
c				
d				
e				

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	See Additional Data Table			
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	70,808
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	79,764	1,592,963	0 050073
2011	81,909	1,569,682	0 052182
2010	81,055	1,593,552	0 050864
2009	67,939	1,507,969	0 045053
2008	80,728	1,353,628	0 059638

2	**Total** of line 1, column (d).	2	0 25781
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 051562
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	1,639,677
5	Multiply line 4 by line 3.	5	84,545
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	961
7	Add lines 5 and 6.	7	85,506
8	Enter qualifying distributions from Part XII, line 4.	8	80,699

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

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)**			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	1,923
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	1,923
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	1,923
6	Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	**6a** 2,644		
b	Exempt foreign organizations—tax withheld at source	**6b**		
c	Tax paid with application for extension of time to file (Form 8868)	**6c** 0		
d	Backup withholding erroneously withheld	**6d**		
7	Total credits and payments Add lines 6a through 6d		7	2,644
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	0
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	721
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 721 **Refunded** ▶		11	0

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?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*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?	1c		No
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		No
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		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
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	Yes	
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.*	7	Yes	
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*	8b	Yes	
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*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

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

		Line	Yes	No
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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶

14 The books are in care of ▶BRANCH BANKING & TRUST COMPANY Telephone no ▶(540) 665-4254

Located at ▶38 ROUSE AVE WINSCHESTER VA ZIP+4 ▶22601

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 |

		Line	Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
	See 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.	Line	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 page 20 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐			
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		No
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 ▶ 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)	2b		No
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____			
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.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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)? (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)?	**5b**		
	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? ☐ 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?	**6b**		No
	If "Yes" to 6b, file Form 8870.			
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?	**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 (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
BRANCH BANKING AND TRUST COMPANY 38 ROUSE AVE WINCHESTER, VA 22601	TRUSTEE 1	23,236		

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

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

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
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	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3 . . . . ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	1,622,463
b	Average of monthly cash balances	1b	42,184
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	1,664,647
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	1,664,647
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	24,970
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,639,677
6	**Minimum investment return.** Enter 5% of line 5	6	81,984

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	81,984
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 1,923		
b	Income tax for 2013 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	1,923
3	Distributable amount before adjustments Subtract line 2c from line 1	3	80,061
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	80,061
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	80,061

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	80,699
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	80,699
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	80,699

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					80,061
2 Undistributed income, if any, as of the end of 2013					
a Enter amount for 2012 only.				15,765	
b Total for prior years 2011 , 20___ , 20___			0		
3 Excess distributions carryover, if any, to 2013					
a From 2008.	0				
b From 2009.	0				
c From 2010.	0				
d From 2011.	0				
e From 2012.	0				
f **Total** of lines 3a through e.		0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 80,699					
a Applied to 2012, but not more than line 2a				15,765	
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.					64,934
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 instructions				0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014					15,127
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . .		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. . . .	0				
b Excess from 2010. . . .	0				
c Excess from 2011. . . .	0				
d Excess from 2012. . . .	0				
e Excess from 2013. . . .	0				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling. . . . . . . ▶

b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2013	**(b)** 2012	**(c)** 2011	**(d)** 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon **a** "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

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

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

DENA KANE
38 ROUSS AVE
WINCHESTER,VA 226014738
(540) 665-4218

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

WRITTEN REQUEST - MUST DEMONSTRATE NEED AND QUALIFICATIONS WITHIN PARAMETERS OF FOUNDATION PURPOSE

c Any submission deadlines

MAY 31, ANNUALLY

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

CHARITIES MUST BE IN WINCHESTER AND SURROUNDING AREAS EMPHASIS IS PLACED ON PERSONAL SERVICES

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				79,256
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
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	2,012	
4 Dividends and interest from securities. . . .			14	48,300	
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	70,808	
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). .				121,120	

13 Total. Add line 12, columns (b), (d), and (e). **13** 121,120

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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)		No
(2) Other assets	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
(3) Rental of facilities, equipment, or other assets	1b(3)		No
(4) Reimbursement arrangements	1b(4)		No
(5) Loans or loan guarantees	1b(5)		No
(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

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

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule

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

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 or fiduciary) is based on all information of which preparer has any knowledge

****** | 2014-08-11 | ******

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
1431 298 STERLING CAPITAL TOTAL RETURN BOND FUND			2013-08-15
20 AGCO CORPORATION COMMON		2011-11-21	2013-09-19
80 ADIDAS AG		2013-07-11	2013-09-19
45 AFFILIATED MANAGERS GROUP INC		2011-11-21	2013-09-19
3 APPLE COMPUTER CORPORATION COMMON		2012-10-25	2013-09-19
40 BROADRIDGE FINANCIAL SOLUTIONS LLC COMMO		2011-11-21	2013-09-19
30 CENTENE CORP		2011-11-21	2013-09-19
20 CHICAGO BRIDGE & IRON CO NV		2011-11-21	2013-09-19
25 COGNIZANT TECHNOLOGY SOLUTIONS CORP		2013-04-11	2013-09-19
80 COLUMBIA SPORTSWEAR CO		2011-11-21	2013-09-19
5 CUMMINS ENGINE CO INC COMMON		2013-07-11	2013-09-19
50 DARLING INTERNATIONAL INC COMMON		2011-11-21	2013-09-19
40 EMC CORPORATION COMMON		2013-07-11	2013-09-19
80 EMERSON ELECTRIC COMPANY		2013-07-11	2013-09-19
10 HANESBRANDS INC COMMON		2013-04-11	2013-09-19
20 IDEX CORP		2011-11-21	2013-09-19
70 KAMATSU LTD		2013-07-11	2013-09-19
444 776 LAZARD EMERGING MKTS PORTFOLIO INST CLASS FUND # 638 CLOSED TO		2009-05-08	2013-09-19
30 MEADWESTVACO CORP		2011-11-21	2013-09-19
20 NEWFIELD EXPL CO COM		2011-11-21	2013-09-19
260 NIDEC CORPORATION		2013-07-11	2013-09-19
40 NORDSON CORP		2011-11-21	2013-09-19
30 OGE ENERGY CORP COMMON		2011-11-21	2013-09-19
242 161 OPPENHEIMER DEVELOPING MARKETS FUND CL Y		2011-06-17	2013-09-19
70 PEARSON PLC SPONSORED ADR		2013-07-11	2013-09-19
3453 224 PIMCO COMMODITY REAL RETURN STRATEGY INS			2013-09-19
10 POLARIS INDUSTRIES INC		2011-11-21	2013-09-19
90 POTASH CORP SASKATCHEWAN			2013-09-19
40 QUALCOMM INC COMMON		2012-10-25	2013-09-19
30 ROCHE HOLDING LTD ADR		2011-08-18	2013-09-19

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
80 SAFEWAY INC		2011-11-21	2013-09-19
10 SCHLUMBERGER LTD		2011-08-18	2013-09-19
50 SCHWAB CHARLES CORP NEW		2013-07-11	2013-09-19
560 SOFTWARE AG		2013-07-11	2013-09-19
10 THOR INDS INC COMMON		2011-11-21	2013-09-19
5 TIME WARNER CABLE INC		2012-10-25	2013-09-19
220 TOTO LTD		2013-07-11	2013-09-19
50 TRINITY INDS INC		2011-11-21	2013-09-19
30 URS CORP NEW		2011-11-21	2013-09-19
50 WESTERN UNION COMPANY COMMON		2012-12-12	2013-09-19
20 PENTAIR LTD COMMON		2011-11-21	2013-09-19
20 ABBOTT LABORATORIES		2012-10-25	2013-11-18
43 122 ARTISAN INTERNATIONAL SMALL CAP FUND # 1		2012-11-01	2013-11-18
20 BAXTER INTERNATIONAL INCORPORATED		2013-07-11	2013-11-18
5 BLACKROCK INC COMMON		2011-08-18	2013-11-18
40 BROADRIDGE FINANCIAL SOLUTIONS LLC COMMO		2011-11-21	2013-11-18
100 CAP GEMINI ADR		2013-07-11	2013-11-18
10 CHEVRON TEXACO CORP COMMON		2012-10-25	2013-11-18
140 COCA-COLA ENTERPRISES INC COMMON			2013-11-18
710 EUTELSAT COMMUNICATIONS		2013-09-19	2013-11-18
10 FLOWSERVE CORP COM		2011-11-21	2013-11-18
20 GENERAL MILLS, INCORPORATED		2013-07-11	2013-11-18
570 INFINEON TECHNOLOGY COMMON			2013-11-18
60 INTEL CORPORATION		2012-10-25	2013-11-18
231 ITAU UNIBANCO BANCO MULTIPLO SA			2013-11-18
143 ITAU UNIBANCO BANCO MULTIPLO SA			2013-11-18
40 MAXIM INTEGRATED PRODUCTS INC COMON		2013-07-11	2013-11-18
20 METLIFE COMMON		2013-07-11	2013-11-18
93 721 METROPOLITAN WEST TOTAL RETURN BOND FUND		2011-06-17	2013-11-18
40 MICROSOFT CORPORATION		2013-04-11	2013-11-18

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
30 NATURAL RESOURCE PARTNERS LP		2013-07-11	2013-11-18
44 883 NEUBERGER BERMAN STRATEGIC INCOME FUND-I		2013-04-11	2013-11-18
30 NORDSON CORP		2011-11-21	2013-11-18
20 OGE ENERGY CORP COMMON		2011-11-21	2013-11-18
15 OCCIDENTAL PETE CORP		2012-10-25	2013-11-18
10 OMNICOM GROUP INCORPORATED		2013-07-11	2013-11-18
115 17 PIMCO PIMS FOREIGN BOND FUND		2013-04-11	2013-11-18
15 PEPSICO INCORPORATED		2012-10-25	2013-11-18
40 PFIZER INCORPORATED		2013-07-11	2013-11-18
50 SAFEWAY INC		2011-11-21	2013-11-18
100 SCHWAB CHARLES CORP NEW		2013-07-11	2013-11-18
45 SHIRE PHARMACEUTICALS GROUP PLC		2013-07-11	2013-11-18
40 SPECTRA ENERGY CORPORATION		2013-07-11	2013-11-18
148 624 STERLING CAPITAL SECURITIZED OPPORTUNITI			2013-11-18
3696 41 STERLING CAPITAL SECURITIZED OPPORTUNITI		2012-08-08	2013-11-18
47 348 STERLING CAPITAL TOTAL RETURN BOND FUND		2006-03-16	2013-11-18
10 TARGET CORP COM		2011-08-18	2013-11-18
10 TIME WARNER CABLE INC		2012-10-25	2013-11-18
5 TIME WARNER CABLE INC		2013-07-11	2013-11-18
480 TOKYO ELECTRON LIMITED			2013-11-18
220 93 TOUCHSTONE FOCUSED FUND		2013-07-11	2013-11-18
15 THE TRAVELERS COMPANIES INC		2013-07-11	2013-11-18
20 UNILEVER PLC-SPONSORED ADR			2013-11-18
10 UNITED PARCEL SERVICES B		2013-07-11	2013-11-18
10 ENSCO PLC		2013-07-11	2013-11-18
30 PERRIGO COMPANY			2013-12-23
20 ABBVIE INC COMMON		2012-10-25	2014-01-10
10 ABBVIE INC COMMON		2013-07-11	2014-01-10
60 ACCOR SA		2013-07-11	2014-01-10
40 EUROPEAN AERONAUT UNSP ADR		2013-07-11	2014-01-10

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
1660 ADR ALSTOM UNSPON ADR			2014-01-10
103 5 ARTISAN INTERNATIONAL SMALL CAP FUND # 1		2012-11-01	2014-01-10
30 ADR AXA-UAP F/K/A AXA SA SPONSORED ADR		2013-07-11	2014-01-10
70 BANCO BILBAO VIZCAYA ARGENTA SPONSORED ADR		2013-04-11	2014-01-10
70 BARCLAYS PLC ADR		2013-07-11	2014-01-10
30 BROADRIDGE FINANCIAL SOLUTIONS LLC COMMO		2011-11-21	2014-01-10
15 CHICAGO BRIDGE & IRON CO NV		2011-11-21	2014-01-10
189 57 COHEN & STEERS REALTY SHARES INSTITUTION		2011-06-17	2014-01-10
140 DEUSTCHE BOERSE AG ADR		2013-07-11	2014-01-10
40 GEA GROUP AG		2013-07-11	2014-01-10
20 GILEAD SCIENCES INC		2013-04-11	2014-01-10
20 HITACHI LTD		2013-09-19	2014-01-10
100 ICAP PLC		2013-07-11	2014-01-10
60 INTEL CORPORATION		2012-10-25	2014-01-10
20 INTEL CORPORATION		2013-07-11	2014-01-10
27 87 LAZARD EMERGING MKTS PORTFOLIO INST CLASS FUND # 638 CLOSED TO N		2009-05-08	2014-01-10
20 METLIFE COMMON		2013-07-11	2014-01-10
90 225 OPPENHEIMER DEVELOPING MARKETS FUND CL Y		2011-06-17	2014-01-10
110 PORSCHE AUTOMOBIL HOLDINGS SE UNSPONS A		2013-07-11	2014-01-10
1050 TELE2 AB-B-UNSPON ADR ADR		2013-11-18	2014-01-10
30 TRINITY INDS INC		2011-11-21	2014-01-10
15 DAIMLER-CHRYSLER AG ORDINARY		2013-07-11	2014-01-10
50 ACCOR SA		2013-07-11	2014-02-21
30 AMERICAN EXPRESS COMPANY			2014-02-21
113 914 ARTISAN INTERNATIONAL SMALL CAP FUND # 1		2012-11-01	2014-02-21
6 BLACKROCK INC COMMON		2013-07-11	2014-02-21
2190 BOMBARDIER INC COMMON			2014-02-21
40 CAP GEMINI ADR		2013-07-11	2014-02-21
183 74 COHEN & STEERS REALTY SHARES INSTITUTION		2011-06-17	2014-02-21
184 96 COHEN & STEERS INTERNATIONAL REALTY FUND INC CL I FUND # 1396		2013-11-20	2014-02-21

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
308 916 DOUBLELINE TOTAL RETURN BOND FUND		2011-11-21	2014-02-21
2 GOOGLE INC CL A		2013-04-11	2014-02-21
40 HITACHI LTD		2013-09-19	2014-02-21
278 943 LAZARD EMERGING MKTS PORTFOLIO INST CLASS FUND # 638 CLOSED TO		2009-05-08	2014-02-21
108 83 METROPOLITAN WEST TOTAL RETURN BOND FUND		2011-06-17	2014-02-21
2 MITSUI & CO LTD		2013-07-11	2014-02-21
10 OMNICOM GROUP INCORPORATED		2013-07-11	2014-02-21
129 492 OPPENHEIMER DEVELOPING MARKETS FUND CL Y		2011-06-17	2014-02-21
10 ROCHE HOLDING LTD ADR		2011-08-18	2014-02-21
340 SONY FINANCIAL HOLDINGS INC ADR			2014-02-21
3324 028 STERLING CAPITAL CORPORATE FUND-I			2014-02-21
590 34 STERLING CAPITAL CORPORATE FUND-I		2013-02-21	2014-02-21
242 803 STERLING CAPITAL TOTAL RETURN BOND FUND		2006-03-16	2014-02-21
190 TAIWAN SEMICONDUCTOR MFG LTD SPONSORED ADR		2013-09-19	2014-02-21
110 TESCO PLC SPONS ADR			2014-02-21
250 TESCO PLC SPONS ADR			2014-02-21
4 VISA INC CLASS A SHARES COMMON		2013-07-11	2014-02-21
10 CHECKPOINT SOFTWARE TECHNOLOGY COMMON		2013-07-11	2014-02-21
08 VERIZON COMMUNICATIONS INC		2014-02-24	2014-03-27
273 VODAFONE GROUP PLC -SP ADR		2013-07-11	2014-03-27
64 BLACKHAWK NETWORK HOLDINGS I COMMON -B		2014-04-15	2014-05-06
90 ACCOR SA		2013-07-11	2014-05-12
30 EUROPEAN AERONAUT UNSP ADR		2013-07-11	2014-05-12
170 AISIN SEIKO CO LTD UNSP ADR			2014-05-12
50 ADR AMERICA MOVIL S A DE CV		2013-07-11	2014-05-12
103 601 ARTISAN INTERNATIONAL SMALL CAP FUND # 1		2012-11-01	2014-05-12
420 ASAHI CHEM INDUS UNSPON ADR			2014-05-12
40 BAE SYSTEMS PLC SPON ADR		2014-02-21	2014-05-12
70 BARCLAYS PLC ADR		2013-07-11	2014-05-12
24 BLACKHAWK NETWORK HOLDINGS I COMMON -B			2014-05-12

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
150 CAP GEMINI ADR			2014-05-12
675 228 COHEN & STEERS INTERNATIONAL REALTY FUND INC CL I FUND # 1396		2013-11-20	2014-05-12
15 CUMMINS ENGINE CO INC COMMON		2013-07-11	2014-05-12
70 DBS GROUP HLDGS LTD SPONSORED ADR F/K/A DEVELOPMENT BK SINGAPORE L			2014-05-12
50 DBS GROUP HLDGS LTD SPONSORED ADR F/K/A DEVELOPMENT BK SINGAPORE L			2014-05-12
110 DEUSTCHE BOERSE AG ADR		2013-07-11	2014-05-12
10 GILEAD SCIENCES INC		2014-02-21	2014-05-12
30 GILEAD SCIENCES INC		2013-04-11	2014-05-12
40 HEINEKEN NV - UNSPON ADR		2013-07-11	2014-05-12
50 ICAP PLC			2014-05-12
90 IPSEN SA SPONSORED ADR		2014-01-10	2014-05-12
120 JULIUS BAER GROUP LTD		2013-07-11	2014-05-12
70 KAO CORP SPONS ADR		2013-07-11	2014-05-12
290 KAMATSU LTD			2014-05-12
40 LVMH MOET-HENNESSEY UNSPON ADR		2011-08-18	2014-05-12
404 02 LAZARD EMERGING MKTS PORTFOLIO INST CLASS FUND # 638 CLOSED TO			2014-05-12
40 MITSUBISHI ESTATE COMPANY LTD		2013-07-11	2014-05-12
20 MITSUI & CO LTD			2014-05-12
50 MONSTER BEVERAGE CORP COMMON			2014-05-12
70 NIPPON TELEG & TEL CORP			2014-05-12
162 879 OPPENHEIMER DEVELOPING MARKETS FUND CL Y		2011-06-17	2014-05-12
40 OTSUKA HOLDINGS LTD		2014-02-21	2014-05-12
60 PORSCHE AUTOMOBIL HOLDINGS SE UNSPONS A		2013-07-11	2014-05-12
60 REPSOL S A		2013-07-11	2014-05-12
30 ROCHE HOLDING LTD ADR		2011-08-18	2014-05-12
90 ROGERS COMMUNICATIONS INC INC		2013-09-19	2014-05-12
80 KONINKLIJKE DSM NV-SPONS ADR		2013-07-11	2014-05-12
190 KONINKLIJKE KPN NV COMMON		2014-02-21	2014-05-12
150 SAFEWAY INC			2014-05-12
20 SAP AKTIENGESELLSCHAFT			2014-05-12

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
60 SAP AKTIENGESELLSCHAFT			2014-05-12
25 SCHLUMBERGER LTD			2014-05-12
100 SECOM CO LTD COMMON		2013-07-11	2014-05-12
60 SUNCOR ENERGY, INC		2013-04-11	2014-05-12
90 TAIWAN SEMICONDUCTOR MFG LTD SPONSORED ADR		2013-09-19	2014-05-12
30 TARGET CORP COM		2011-08-18	2014-05-12
40 TARGET CORP COM			2014-05-12
60 TECHNIP-COFLEXIP SA ADR		2013-07-11	2014-05-12
10 THOR INDS INC COMMON		2011-11-21	2014-05-12
40 TRINITY INDS INC		2011-11-21	2014-05-12
10 WPP PLC		2011-08-18	2014-05-12
25 DAIMLER-CHRYSLER AG ORDINARY		2013-07-11	2014-05-12
20 CHECKPOINT SOFTWARE TECHNOLOGY COMMON		2013-07-11	2014-05-12
30 APPLE COMPUTER CORPORATION COMMON		2012-10-25	2014-07-09
158 566 ARTISAN INTERNATIONAL SMALL CAP FUND # 1		2012-11-01	2014-07-09
5 BERKSHIRE HATHAWAY INC DEL CL B COMMON		2013-07-11	2014-07-09
20 BROADRIDGE FINANCIAL SOLUTIONS LLC COMMO		2011-11-21	2014-07-09
20 COCA COLA COMPANY		2013-09-19	2014-07-09
45 537 DOUBLELINE TOTAL RETURN BOND FUND		2011-11-21	2014-07-09
250 764 HOTCHKIS & WILEY HIGH YIELD FUND-I		2013-11-18	2014-07-09
390 ICAP PLC			2014-07-09
110 INTEL CORPORATION			2014-07-09
301 032 LAZARD EMERGING MKTS PORTFOLIO INST CLASS FUND # 638 CLOSED TO			2014-07-09
170 MEADWESTVACO CORP		2011-11-21	2014-07-09
50 MEADWESTVACO CORP			2014-07-09
204 373 METROPOLITAN WEST TOTAL RETURN BOND FUND		2011-06-17	2014-07-09
70 NEWFIELD EXPL CO COM		2011-11-21	2014-07-09
90 NIPPON TELEG & TEL CORP		2013-07-11	2014-07-09
143 292 OPPENHEIMER DEVELOPING MARKETS FUND CL Y			2014-07-09
147 163 PIMCO PIMS FOREIGN BOND FUND		2013-04-11	2014-07-09

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
81 73 PIMCO FDS PAC INVT MGMT REAL RETURN BD FD INSTL CL		2014-02-21	2014-07-09
10 SCHLUMBERGER LTD		2012-08-08	2014-07-09
180 TECHNIP-COFLEXIP SA ADR			2014-07-09
10 TIMKENSTEEL CORP COMMON		2013-11-18	2014-07-09
55 TIMKENSTEEL CORP COMMON			2014-07-09
10 TORAY INDUSTRIES INC		2014-01-10	2014-07-09
10 WELLPOINT INC		2013-07-11	2014-07-09
5 NOW INC/DE COMMON		2013-07-11	2014-07-15
CAPITAL GAIN DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - 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)
15,000		15,740	-740
1,203		862	341
4,465		4,488	-23
8,492		3,896	4,596
1,420		1,837	-417
1,252		871	381
1,801		1,089	712
1,337		755	582
2,068		1,924	144
4,807		3,806	1,001
675		579	96
1,048		688	360
1,086		981	105
5,298		4,635	663
642		494	148
1,301		681	620
1,828		1,654	174
8,802		5,956	2,846
1,165		757	408
525		818	-293
5,239		4,646	593
2,976		1,724	1,252
1,092		760	332
9,076		8,318	758
1,444		1,330	114
20,098		22,543	-2,445
1,268		589	679
2,877		3,612	-735
2,796		2,301	495
1,976		1,240	736

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - 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)
2,519		1,531	988
893		763	130
1,051		1,066	-15
4,948		4,757	191
541		250	291
574		490	84
6,107		4,665	1,442
2,298		1,341	957
1,666		1,033	633
943		664	279
1,315		723	592
758		633	125
1,185		922	263
1,377		1,452	-75
1,527		771	756
1,454		871	583
3,201		2,572	629
1,205		1,100	105
5,861		5,225	636
5,378		5,481	-103
713		312	401
1,012		1,020	-8
5,415		5,146	269
1,477		1,296	181
3,431		3,574	-143
2,124		2,132	-8
1,179		1,143	36
1,056		972	84
1,003		985	18
1,493		1,154	339

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - 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)
598		670	-72
501		517	-16
2,187		1,293	894
764		507	257
1,464		1,209	255
702		661	41
1,225		1,258	-33
1,286		1,030	256
1,283		1,155	128
1,686		957	729
2,437		2,132	305
6,118		4,535	1,583
1,364		1,427	-63
1,465		1,500	-35
36,447		37,851	-1,404
501		480	21
665		494	171
1,212		979	233
606		577	29
6,561		6,005	556
7,308		6,630	678
1,329		1,240	89
803		622	181
1,016		917	99
614		596	18
4,566		3,976	590
1,019		687	332
510		437	73
559		430	129
756		542	214

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - 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)
5,685		5,575	110
2,802		2,213	589
831		639	192
894		646	248
1,319		1,292	27
1,147		653	494
1,233		566	667
7,907		7,752	155
1,203		957	246
1,888		1,504	384
1,491		1,032	459
1,619		1,349	270
1,512		1,194	318
1,530		1,296	234
510		479	31
506		373	133
1,082		972	110
3,316		3,099	217
1,156		863	293
5,959		6,405	-446
1,680		805	875
1,275		970	305
503		358	145
2,661		1,738	923
3,183		2,435	748
1,801		1,614	187
6,887		10,095	-3,208
1,539		1,029	510
8,075		7,513	562
2,103		2,170	-67

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - 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)
3,392		3,448	-56
2,415		1,577	838
3,177		2,698	479
4,887		3,735	1,152
1,161		1,144	17
613		532	81
749		661	88
4,637		4,448	189
754		413	341
5,659		5,951	-292
33,938		33,722	216
6,027		6,216	-189
2,579		2,460	119
3,379		3,359	20
1,841		1,874	-33
4,184		4,214	-30
894		757	137
674		540	134
4		4	
10		15	-5
15		16	-1
868		645	223
508		406	102
5,768		6,690	-922
1,003		1,068	-65
2,809		2,215	594
5,636		5,813	-177
1,106		1,104	2
1,209		1,292	-83
575		583	-8

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - 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)
5,254		3,954	1,300
7,893		7,920	-27
2,289		1,736	553
3,756		3,227	529
2,683		2,654	29
851		752	99
802		831	-29
2,405		1,548	857
1,388		1,370	18
662		612	50
1,016		1,068	-52
1,111		994	117
2,666		2,384	282
6,264		6,726	-462
1,572		1,276	296
7,794		6,299	1,495
945		1,129	-184
6,019		5,465	554
3,504		2,993	511
1,981		1,883	98
6,214		5,595	619
582		613	-31
643		471	172
1,637		1,329	308
1,083		620	463
3,680		3,868	-188
1,435		1,416	19
700		713	-13
5,147		2,531	2,616
1,533		1,577	-44

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - 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)
4,600		3,712	888
2,508		1,864	644
1,481		1,424	57
2,347		1,768	579
1,844		1,591	253
1,788		1,481	307
2,385		2,667	-282
1,648		1,677	-29
607		250	357
3,205		1,073	2,132
1,070		497	573
2,247		1,617	630
1,310		1,081	229
2,860		2,624	236
4,346		3,390	956
642		585	57
816		436	380
837		787	50
500		508	-8
3,353		3,290	63
4,770		4,845	-75
3,385		2,683	702
6,207		6,125	82
7,401		4,287	3,114
2,177		1,827	350
2,211		2,148	63
3,025		2,862	163
2,896		2,375	521
5,745		4,816	929
1,606		1,607	-1

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - 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)
949		913	36
1,167		734	433
4,808		4,995	-187
437		316	121
2,404		1,285	1,119
678		671	7
1,104		855	249
17		15	2
			7,181

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-740
			341
			-23
			4,596
			-417
			381
			712
			582
			144
			1,001
			96
			360
			105
			663
			148
			620
			174
			2,846
			408
			-293
			593
			1,252
			332
			758
			114
			-2,445
			679
			-735
			495
			736

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			988
			130
			-15
			191
			291
			84
			1,442
			957
			633
			279
			592
			125
			263
			-75
			756
			583
			629
			105
			636
			-103
			401
			-8
			269
			181
			-143
			-8
			36
			84
			18
			339

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-72
			-16
			894
			257
			255
			41
			-33
			256
			128
			729
			305
			1,583
			-63
			-35
			-1,404
			21
			171
			233
			29
			556
			678
			89
			181
			99
			18
			590
			332
			73
			129
			214

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			110
			589
			192
			248
			27
			494
			667
			155
			246
			384
			459
			270
			318
			234
			31
			133
			110
			217
			293
			-446
			875
			305
			145
			923
			748
			187
			-3,208
			510
			562
			-67

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-56
			838
			479
			1,152
			17
			81
			88
			189
			341
			-292
			216
			-189
			119
			20
			-33
			-30
			137
			134
			-5
			-1
			223
			102
			-922
			-65
			594
			-177
			2
			-83
			-8

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			1,300
			-27
			553
			529
			29
			99
			-29
			857
			18
			50
			-52
			117
			282
			-462
			296
			1,495
			-184
			554
			511
			98
			619
			-31
			172
			308
			463
			-188
			19
			-13
			2,616
			-44

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			888
			644
			57
			579
			253
			307
			-282
			-29
			357
			2,132
			573
			630
			229
			236
			956
			57
			380
			50
			-8
			63
			-75
			702
			82
			3,114
			350
			63
			163
			521
			929
			-1

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			36
			433
			-187
			121
			1,119
			7
			249
			2

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
AMERICAN CANCER SOCIETY PO BOX 720366 OKLAHOMA CITY, OK 73162	NONE	PUBLIC CHARITY	GENERAL FUNDS	500
BILLY GRAHAM EVANGELISTIC ASSN 1 BILLY GRAHAM PARKWAY CHARLOTTE, NC 28201	NONE	PUBLIC CHARITY	GENERAL FUNDS	9,626
FERRUM COLLEGE COLLEGE RELATIONS OFFICE FERRUM, VA 24088	NONE	PUBLIC CHARITY	SCHOLARSHIP FUNDS	9,626
DAUGHTERS OF THE AMERICAN REVOLUTION 1776 D STREET NW - ADM BLDG WASHINGTON, DC 20006	NONE	PUBLIC CHARITY	GENERAL FUNDS	9,626
ADULT CARE CENTER OF THE NORTHERN SHENANDOAH VALLEY INC 115 WOLFE ST WINCHESTER, VA 22601	NONE	PUBLIC CHARITY	TO ASSIST NEEDY ELDERLY	1,300
AMERICAN RED CROSS 561 FORTRESS DR WINCHESTER, VA 22603	NONE	PUBLIC CHARITY	EMERGENCY ASSISTANCE	900
BIG BROTHERSBIG SISTERS OF WINCHESTER FREDERICK & CLARKE CNTY 121 YOUTH DEVELOPMENT COURT WINCHESTER, VA 22601	NONE	PUBLIC CHARITY	GENERAL FUNDS	1,100
BLUE RIDGE AREA FOOD BANK P O BOX 937 VERONA, VA 24482	NONE	PUBLIC CHARITY	PUBLIC ASSISTANCE FOR NEEDY	1,500
BLUE RIDGE HOSPICE INC 333 WEST CORK ST WINCHESTER, VA 22604	NONE	PUBLIC CHARITY	GENERAL FUNDS	1,200
C-CAP OF WINCHESTER PO BOX 2112 WINCHESTER, VA 22604	NONE	PUBLIC CHARITY	GENERAL FUNDS	1,200
CHILD ASSAULT PREVENTION PROGRAM 125 YOUTH DEVELOPMENT COURT WINCHESTER, VA 22602	NONE	PUBLIC CHARITY	GENERAL FUNDS	1,000
CONCERN HOTLINE P O BOX 2032 WINCHESTER, VA 22601	NONE	PUBLIC CHARITY	GENERAL FUNDS	1,900
FREE MEDICAL CLINIC OF WINCHESTER 301 N CAMERON ST SUITE 100 WINCHESTER, VA 22601	NONE	PUBLIC CHARITY	GENERAL FUNDS	1,500
KIDS ARE OUR CONCERN (CLEAN) 123 YOUTH DEVELOPMENT COURT WINCHESTER, VA 22602	NONE	PUBLIC CHARITY	GENERAL FUNDS	500
UNITED WAY OF WINCHESTER FREDERICK & CLARKE COUNTIES PO BOX 460 WINCHESTER, VA 22604	NONE	PUBLIC CHARITY	GENERAL FUNDS	800
Total . . . . ▶ **3a**				79,256

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
WILLIAM AND HENRY EVANS HOME INC 330 EAST LEICESTER ST WINCHESTER,VA 22601	NONE	PUBLIC CHARITY	GENERAL FUNDS	400
HEALTHY FAMILIES OF THE NORTHERN SHENANDOAH VALLEY P O BOX 146 GORE,VA 22637	NONE	PUBLIC CHARITY	GENERAL FUNDS	900
NATIONAL DIVISION OF GENERAL BOARD GLOBAL MISSIONS OF UMC 475 RIVERSIDE DRIVE NEW YORK,NY 10115	NONE	PUBLIC CHARITY	GENERAL FUNDS	9,626
SALVATION ARMY OF WINCHESTER P O BOX 2745 WINCHESTER,VA 22604	NONE	PUBLIC CHARITY	GENERAL FUNDS	900
VIRGINIA UNITED METHODIST FAMILY SERVICES 3900 WEST BROAD ST RICHMOND,VA 23230	NONE	PUBLIC CHARITY	ASSIST NEEDY FAMILIES	19,252
THE LAUREL CENTER POST OFFICE BOX 14 WINCHESTER,VA 22604	NONE	EXEMPT	GENERAL FUNDS	1,400
BOYS AND GIRLS CLUB OF NORTHERN WINCHESTER 121 YOUTH DEVELOPMENT COURT WINCHESTER,VA 22602	NONE	EXEMPT	COMMUNITY	1,000
WINCHESTER EDUCATION FOUNDATION 14 NORTH BRADDOCK STREET WINCHESTER,VA 22601	NONE	EXEMPT	EDUCATIONAL	3,000
TIMBER RIDGE SCHOOL PO BOX 3160 WINCHESTER,VA 22604	NONE	EXEMPT	EDUCATIONAL	500
Total . . . . ▶ **3a**				79,256

TY 2013 Other Decreases Schedule

Name: RIDGEWAY EM-CHARITTUW

EIN: 54-6202908

Description	Amount
ADJUSTMENT FOR ROUNDING	6

TY 2013 Other Increases Schedule

Name: RIDGEWAY EM-CHARITTUW

EIN: 54-6202908

Description	Amount
DIFF IN MUTUAL FDS REC/REPORTED	387