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

OMB No 1545-0052

2013

For calendar year 2013, or tax year beginning 10/01 **, 2013, and ending** 9/30 **,** 2014

CARNEAL DREW FOUNDATION
6061 RIVER ROAD
RICHMOND, VA 23226

A Employer identification number 54-6051095

B Telephone number (see the instructions)

C If exemption application is pending, check here ► ☐

D 1 Foreign organizations, check here ► ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ► ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ► ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, column (c), line 16)* ► $ 1,051,617.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)*	**(a)** Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
REVENUE 1 Contributions, gifts, grants, etc, received (att sch)				
2 Ck ► ☒ if the foundn is **not** req to att Sch B				
3 Interest on savings and temporary cash investments	1.	1.	1.	
4 Dividends and interest from securities	33,810.	33,810.	33,810.	
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	17,284.			
b Gross sales price for all assets on line 6a 104,422.				
7 Capital gain net income (from Part IV, line 2)		17,284.		
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/(loss) (att sch)				
11 Other income (attach schedule)				
12 **Total.** Add lines 1 through 11	51,095.	51,095.	33,811.	
ADMINISTRATIVE EXPENSES 13 Compensation of officers, directors, trustees, etc	0.			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule) See St 1	366.	366.		
b Accounting fees (attach sch) See St 2	3,200.	3,200.		
c Other prof fees (attach sch)				
17 Interest				
18 Taxes (attach schedule)(see instrs) See Stm 3	892.	25.		
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) See Statement 4	37.	37.		
24 **Total operating and administrative expenses.** Add lines 13 through 23	4,495.	3,628.		
25 Contributions, gifts, grants paid Part XV	61,500.			61,500.
26 **Total expenses and disbursements.** Add lines 24 and 25	65,995.	3,628.	0.	61,500.
27 Subtract line 26 from line 12:				
a **Excess of revenue over expenses and disbursements**	-14,900.			
b **Net investment income** (if negative, enter -0-)		47,467.		
c **Adjusted net income** (if negative, enter -0-)			33,811.	

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Part II Balance Sheets

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

				Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	Cash — non-interest-bearing				
	2	Savings and temporary cash investments		39,567.	28,208.	28,208.
	3	Accounts receivable ►				
		Less: allowance for doubtful accounts ►				
	4	Pledges receivable ►				
		Less: allowance for doubtful accounts ►				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach sch) ►				
		Less: allowance for doubtful accounts ►				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments — U.S. and state government obligations (attach schedule)				
	b	Investments — corporate stock (attach schedule)		593,037.	588,629.	941,542.
	c	Investments — corporate bonds (attach schedule)				
	11	Investments — land, buildings, and equipment: basis ►	51,000.			
		Less: accumulated depreciation (attach schedule) See Stmt 5 ►		51,000.	51,000.	51,000.
	12	Investments — mortgage loans		30,000.	30,000.	30,000.
	13	Investments — other (attach schedule)				
	14	Land, buildings, and equipment: basis ►	4,167.			
		Less: accumulated depreciation (attach schedule) See Stmt. 6 ►	4,167.			
	15	Other assets (describe ► See Statement 7)			867.	867.
	16	**Total assets** (to be completed by all filers — see the instructions. Also, see page 1, item I)		713,604.	698,704.	1,051,617.
LIABILITIES	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ►)				
	23	**Total liabilities** (add lines 17 through 22)		0.	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		713,604.	698,704.	
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	**Total net assets or fund balances** (see instructions)		713,604.	698,704.	
	31	**Total liabilities and net assets/fund balances** (see instructions)		713,604.	698,704.	

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	713,604.
2	Enter amount from Part I, line 27a	2	-14,900.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	698,704.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	698,704.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	300 SHS INTERNATIONAL BUSINESS MACHINES	P	5/01/10	10/22/13
b	250 SHS KRAFT FOODS GRP INC	P	12/20/12	12/23/13
c	76 SHS CITADEL BROADCASTING	P	Various	5/29/14
d	150 SHS KNOWLES	P	9/01/05	7/28/14
e	1000 SHS AT&T	P	10/22/13	7/28/14

	(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	51,735.		37,176.	14,559.
b	13,246.		11,822.	1,424.
c			371.	-371.
d	4,302.		1,990.	2,312.
e	35,139.		35,779.	-640.

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				14,559.
b				1,424.
c				-371.
d				2,312.
e				-640.

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 — 17,284.

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 — -640.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? . ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2012	27,500.	932,048.	0.029505
2011	47,212.	880,997.	0.053589
2010	35,250.	867,686.	0.040625
2009	32,200.	805,409.	0.039980
2008	28,250.	720,948.	0.039185

2	**Total** of line 1, column (d)	2	0.202884
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	0.040577
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	966,274.
5	Multiply line 4 by line 3	5	39,209.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	475.
7	Add lines 5 and 6	7	39,684.
8	Enter qualifying distributions from Part XII, line 4	8	61,500.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here . ► ☐ and enter 'N/A' on line 1. Date of ruling or determination letter: ________ **(attach copy of letter if necessary – see instrs)**		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here. ► ☒ and enter 1% of Part I, line 27b	1	475.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3 Add lines 1 and 2	3	475.
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	475.
6 Credits/Payments:		
a 2013 estimated tax pmts and 2012 overpayment credited to 2013 — **6 a**		
b Exempt foreign organizations – tax withheld at source — **6 b**		
c Tax paid with application for extension of time to file (Form 8868) — **6 c**		
d Backup withholding erroneously withheld — **6 d**		
7 Total credits and payments. Add lines 6a through 6d	7	0.
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	475.
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
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1 a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1 b		X
*If the answer is 'Yes' to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c Did the foundation file **Form 1120-POL** for this year?	1 c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation ► $ 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.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4 a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4 a		X
b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4 b	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV.*	7	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ► 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*	8 b	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*	9		X
10 Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► N/A

14 The books are in care of ► FOUNDATION Telephone no. ►

Located at ► 6061 RIVER ROAD RICHMOND VA ZIP + 4 ► 23226

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

			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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country ►			

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

			Yes	No
	File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.			
1 a	During the year did the foundation (either directly or indirectly):			
(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)?	1 b	N/A	
	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?	1 c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ 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.)	2 b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ► 20__ , 20__ , 20__ , 20__ .			
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ 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.)*	3 b	N/A	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4 b		X

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

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** 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? **6b** Yes: | No: X

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? 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 (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
WILLIAM L. GRAHAM 4132 INNSLAKE DRIVE GLEN ALLEN, VA 23060	Secretary 1.00	0.	0.	0.
MEADE A. SPOTTS 6061 RIVER RD. RICHMOND, VA	President 1.00	0.	0.	0.
COURTLAND SPOTTS, IV P. O. BOX 14551 RICHMOND, VA	VP/TREASURER 1.00	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ► 0

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
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 N/A	
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 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ►	0.

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	916,654.
b	Average of monthly cash balances	1b	33,468.
c	Fair market value of all other assets (see instructions)	1c	30,867.
d	**Total** (add lines 1a, b, and c)	1d	980,989.
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	980,989.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	14,715.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	966,274.
6	**Minimum investment return.** Enter 5% of line 5	6	48,314.

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	48,314.
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 475.		
b	Income tax for 2013. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	475.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	47,839.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	47,839.
6	Deduction from distributable amount (see instructions)	6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	47,839.

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	61,500.
b	Program-related investments — total from Part IX-B	1b	
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	61,500.
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	475.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	61,025.

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				47,839.
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			40,749.	
b Total for prior years: 20 ___, 20 ___, 20 ___		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: ► $ 61,500.				
a Applied to 2012, but not more than line 2a			40,749.	
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				20,751.
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				27,088.
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				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

1 a 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 foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2013	**(b)** 2012	**(c)** 2011	**(d)** 2010	**(e) Total**
2 a 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 foundation 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 of the person to whom applications should be addressed:*

See Statement 8

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

See Statement for Line 2a

c Any submission deadlines:

See Statement for Line 2a

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

See Statement for Line 2a

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 Statement 9				
Total ► 3a				61,500.
b *Approved for future payment*				
Total ► 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion 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	1.	
4 Dividends and interest from securities			14	33,810.	
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					17,284.
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)				33,811.	17,284.

13 Total. Add line 12, columns (b), (d), and (e) . 13 51,095.

(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.)
N/A	

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	1 a (1)		X
(2) Other assets	1 a (2)		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1 b (1)		X
(2) Purchases of assets from a noncharitable exempt organization	1 b (2)		X
(3) Rental of facilities, equipment, or other assets	1 b (3)		X
(4) Reimbursement arrangements	1 b (4)		X
(5) Loans or loan guarantees	1 b (5)		X
(6) Performance of services or membership or fundraising solicitations	1 b (6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c		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.

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

2 a 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

Date: 12/11/14

Title: President

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Lee P Martin, Jr.	Lee P Martin, Jr.	11/19/14		P01201112

Firm's name ► L.P. Martin & Company, P.C. Firm's EIN ► 54-1506924

Firm's address ► 4132 Innslake Drive
Glen Allen, VA 23060

Phone no. (804) 346-2626

Statement 1
Form 990-PF, Part I, Line 16a
Legal Fees

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
MISC. LEGAL FEES	$ 366.	$ 366.		
Total	$ 366.	$ 366.	$ 0.	$ 0.

Statement 2
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
TAX PREPARATION FEES	$ 3,200.	$ 3,200.		
Total	$ 3,200.	$ 3,200.	$ 0.	$ 0.

Statement 3
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
EXCISE TAXES	$ 867.			
REAL ESTATE TAXES	25.	$ 25.		
Total	$ 892.	$ 25.	$ 0.	$ 0.

Statement 4
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
BANK AND INVESTMENT FEES	$ 37.	$ 37.		
Total	$ 37.	$ 37.	$ 0.	$ 0.

Statement 5
Form 990-PF, Part II, Line 11
Investments - Land, Buildings, and Equipment

Category	Basis	Accum. Deprec.	Book Value	Fair Market Value
Land	$ 51,000.		$ 51,000.	$ 51,000.
Total	$ 51,000.	$ 0.	$ 51,000.	$ 51,000.

Statement 6
Form 990-PF, Part II, Line 14
Land, Buildings, and Equipment

Category	Basis	Accum. Deprec.	Book Value	Fair Market Value
Machinery and Equipment	$ 4,167.	$ 4,167.	$ 0.	$ 0.
Total	$ 4,167.	$ 4,167.	$ 0.	$ 0.

Statement 7
Form 990-PF, Part II, Line 15
Other Assets

	Book Value	Fair Market Value
TAX REFUND RECEIVABLE.	$ 867.	$ 867.
Total	$ 867.	$ 867.

Statement 8
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program:
Name: MEADE SPOTTS
Care Of: CARNEAL DREW FOUNDATION
Street Address: 6061 RIVER ROAD
City, State, Zip Code: RICHMOND, VA 23226
Telephone:
E-Mail Address:
Form and Content: WRITTEN REQUEST, ENCLOSE LETTER OR BROCHURE OUTLINING ACTIVITIES.
Submission Deadlines: NONE
Restrictions on Awards: NONE

Statement 9
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
CHESAPEAKE ACADEMY P. O. BOX 8 IRVINGTON, VA 22480	NONE	N/A	SCHOLARSHIP FUND	$ 500.
VMI INSTITUTE SOCIETY VIRGINIA MILITARY INST. LEXINGTON, VA 24450,	NONE	N/A	SCHOLARSHIP FUND	500.
SECOND BAPTIST CHURCH 9614 RIVER ROAD RICHMOND, VA 23229	NONE	N/A	DISCRETIONARY FUND	6,500.
ANNA JULIA COOPER EPISCOPAL SCHOOL 2124 N 29TH STREET RICHMOND, VA 23223	NONE	N/A	OPERATING FUND	250.
COLLEGIATE SCHOOLS 103 NORTH MOORELAND RD. RICHMOND, VA 23229	NONE	N/A	OPERATING FUND	2,000.
APPOMATTOX HISTORIC SOCIETY P.O. BOX 253 APPOMATTOX, VA 24522	NONE	N/A	GENERAL OPERATING FUND	1,000.
ARMY HISTORIC FUND P.O. BOX 96281 WASHINGTON, DC 20090	NONE	N/A	OPERATING FUND	500.
MEALS ON WHEELS 1415 RHOADMILLER STREET RICHMOND, VA 23220	NONE	N/A	OPERATING FUND	1,000.
CARON FOUNDATION P.O. BOX 150 WERNERSVILLE, PA 19565	NONE	N/A	OPERATING FUND	1,500.
NEW DUBLIN PRES CHURCH 5331 NEW DUBLIN CHURCH RD DUBLIN, VA 24084	NONE	N/A	OPERATING FUND	1,500.
VIRGINIA MUSEUM OF FINE ARTS 200 N BOULEVARD RICHMOND, VA 23220	NONE	N/A	OPERATING FUND	1,000.
FRIENDS OF THE RICHMOND K9 P.O. BOX 25495 RICHMOND, VA 23260	NONE	N/A	OPERATING FUND	500.

Statement 9 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
WILLIAM & MARY LAW SCHOOL P.O. BOX 3527 WILLIAMSBURG, VA 23187	NONE	N/A	SCHOLARSHIP FUND.	$ 2,000.
VIRGINIA CAPITOL FOUNDATION 1000 BANK STREET RICHMOND, VA 23219	NONE	N/A	OPERATING FUND	500.
CIVIL WAR TRUST 1156 15TH STREET NW STE 900 WASHINGTON, DC 20005	NONE	N/A	OPERATING FUND	1,000.
ASK CHILDHOOD CANCER FOUNDATION P. O. BOX 17184 RICHMOND, VA 23226	NONE	N/A	GENERAL FUND	500.
NORTH CAROLINA BIG SWEEP P.O. BOX 126 ZEBULON, NC 27597	NONE	N/A	OPERATING FUND	1,000.
MUSEUM OF THE CONFEDERACY 1201 EAST CLAY STREET RICHMOND, VA 23219	NONE	N/A	OPERATING FUND	1,000.
NRA FREEDOM ACTION FDN 11250 WAPLES MILL ROAD FAIRFAX, VA 22030,	NONE	N/A	OPERATING FUND	500.
RONALD MCDONALD HOUSE 2330 MONUMENT AVENUE RICHMOND, VA 23220	NONE	N/A	OPERATING FUND	250.
TUCKAHOE RESCUE SQUAD 1101 HORSEPEN ROAD RICHMOND, VA 23229	NONE	N/A	OPERATING FUND	500.
RICHMOND BAPTIST ASSOC 3111 MOSS SIDE AVE. RICHMOND, VA 23222	NONE	N/A	ALMA HUNT FUND	1,000.
HUNTERS FOR THE HUNGRY P. O. BOX 304 BIG ISLAND, VA 24526	NONE	N/A	OPERATING FUND	500.
MCSHIN FOUNDATION 2300 DUMBARTON ROAD RICHMOND, VA 23228	NONE	N/A	OPERATING FUND	6,000.
JAMES RIVER ASSOCIATION P.O. BOX 909 MECHANICSVILLE, VA 23111	None	N/A	OPERATING FUND	500.

Statement 9 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found-ation Status	Purpose of Grant	Amount
WILDLIFE FOUNDATION P. O. BOX 62 NORGE, VA 23127	None	N/A	OPERATING FUND	$ 5,000.
CROSSOVER MINISTRIES 108 COWARDIN AVENUE RICHMOND, VA 23224	None	N/A	OPERATING FUND	1,000.
FEEDMORE 1415 RHOADMILLER STREET RICHMOND, VA 23220	NONE	N/A	OPERATING FUND	2,000.
ELON UNIVERSITY 2600 CAMPUS BOX ELON, NC 27244	NONE	N/A	OPERATING FUND	4,000.
VETERANS SERVICE FDN 900 EAST MAIN STREET RICHMOND, VA 23219	NONE	N/A	OPERATING FUND	500.
NATIONAL RIGHT TO WORK FDN 8001 BRADDOCK ROAD SPRINGFIELD, VA 22160	NONE	N/A	OPERATING FUND	1,000.
COAL MINERS HERITAGE ASSN P.O. BOX 511 MCCOY, VA 24111	NONE	N/A	OPERATING FUND	1,000.
NEEDLE'S EYE MINISTRIES 104 BERRINGTON COURT RICHMOND, VA 23221	NONE	N/A	OPERATING FUND	500.
VIRGINIA SHERIFF'S INSTITUTE 701 E FRANKLIN STREET STE 706 RICHMOND, VA 23219	NONE	N/A	OPERATING FUND	1,000.
LESS VOIDED CHECKS - PRIOR YEARS ,				-500.
VIRGINIA FORESTRY EDUCATION FDN 3808 AUGUSTA AVE. RICHMOND, VA 23230	NONE	N/A	OPERATING FUND	500.
ENRICHMOND FOUNDATION 6 NORTH LAUREL STREET RICHMOND, VA 23220	NONE	N/A	OPERATING FUND	500.

Statement 9 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
FRIENDS OF HOLLYWOOD CEMETERY 412 SOUTH CHERRY ST RICHMOND, VA 23220	NONE	N/A	OPERATING FUND	$ 500.
ST. JOHN'S CHURCH FOUNDATION 2319 EAST BROAD ST RICHMOND, VA 23223	NONE	N/A	OPERATING FUND	1,000.
VA TREATMENT CENTER FOR CHILDREN 515 NORTH 10TH STREET RICHMOND, VA 23298	NONE	N/A	OPERATING FUND	1,000.
VA SPORTSMENS FOUNDATION P.O. BOX 6944 VIRGINIA BEACH, VA 23456	NONE	N/A	GENERAL FUND	1,000.
FORK UNION MILITARY ACADEMY 4744 JAMES MADISON HIGHWAY FORK UNION, VA 23055	NONE	N/A	OPERATING FUND	1,000.
VIRGINIA INDUSTRY FOUNDATION 2208 W LABURNUM AVE RICHMOND, VA 23227	NONE	N/A	OPERATING FUND	1,000.
YMCA OF GREATER RICHMOND 8001 BRADDOCK ROAD SPRINGFIELD, VA 22160	NONE	N/A	GENERAL FUND	1,000.
JUNIOR ACHIEVEMENT OF CENTRAL VA 7217 WEST BROAD STREET RICHMOND, VA 23294	NONE	N/A	GENERAL FUND	1,000.
WEST END SCHOOL 3628 VIRGINIA AVENUE LOUISVILLE, KY 40211	NONE	N/A	GENERAL FUND	1,500.
THE NOBLEMEN VIRGINIA BEACH, VA	NONE	N/A	GENERAL FUND	4,000.
			Total	$ 61,500.

Carneal Drew Foundation

Assets-September 30, 2014

Shares Held		Book Value	Market Value
1500	Dominion Resources	31,410.33	103,635 00
1000	Johnson & Johnson	13,799 73	106,590.00
1820.56	Davenport Equity Fund	20,045.41	34,481 40
500	General Dynamics	14,046 32	63,545.00
300	Dover Corp	10,094.22	24,099 00
500	Dupont de Nemour & Co.	22,479 57	35,880.00
1000	American Electric Power	39,185.75	52,210 00
300	Chevron	25,932 00	35,796.00
300	Lab Corp of America	21,827.79	30,525 00
1000	Abbott Laboratories	23,517 11	41,590.00
1000	Abbvie, Inc	25,502.30	57,760.00
1000	Prudential Financial Pfd	24,434.54	24,350.00
600	Royal Dutch Shell PLC	44,582 94	47,472.00
500	ConocoPhillips	30,543.07	38,260.00
400	Coca Cola Company	15,501 98	17,064.00
500	Eaton Corp.	25,952.80	31,685.00
1500	BB&T Corp Pfd	37,973.90	36,255.00
1000	Goldman Sachs Unsec Note	25,417 12	25,970 00
1000	Protective Life Corp Debenture	26,475.62	25,720 00
1500	General Electric	37,568.58	38,430 00
1000	KinderMorgan, Inc	38,644 53	38,340.00
500	W. P. Carey Inc	33,693.72	31,885.00
		588,629.33	**941,542.40**