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Form

990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 10-01-2013 , and ending 09-30-2014

Name of foundation STEPHENSON POPE BABCOCK FOUNDATION		A Employer identification number 56-2000456	
Number and street (or P O box number if mail is not delivered to street address) 2210 BROOKFIELD DRIVE		B Telephone number (see instructions) (336) 659-0290	
City or town, state or province, country, and ZIP or foreign postal code WINSTONSALEM, NC 27106		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ☒ \$ 1,986,308	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))		(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)	34,500			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	54,615	54,615		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	40,392			
	b Gross sales price for all assets on line 6a 486,495				
	7 Capital gain net income (from Part IV, line 2) . . .		81,418		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
Operating and Administrative Expenses	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	1,027	1,027		
	12 Total. Add lines 1 through 11	130,534	137,060		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	2,350	0		2,350
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	30	30		0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings	678	339		339
	22 Printing and publications				
	23 Other expenses (attach schedule)	2,002	1,001		1,001
	24 Total operating and administrative expenses. Add lines 13 through 23	5,060	1,370		3,690
	25 Contributions, gifts, grants paid	119,000			119,000
	26 Total expenses and disbursements. Add lines 24 and 25	124,060	1,370		122,690
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	6,474			
	b Net investment income (if negative, enter -0-)		135,690		
	c Adjusted net income (if negative, enter -0-)				

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	162,751	376,455	376,455
	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 schedule) ▶ _____ 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)	1,201,583	☒ 1,054,352	1,534,008
	c	Investments—corporate bonds (attach schedule).	133,688	☒ 73,688	75,845
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	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)	1,498,022	1,504,495	1,986,308	
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	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	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	1,498,022	1,504,495	
	30	Total net assets or fund balances (see page 17 of the instructions)	1,498,022	1,504,495	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,498,022	1,504,495		

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	1,498,022
2	Enter amount from Part I, line 27a	2	6,474
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	1,504,496
5	Decreases not included in line 2 (itemize) ▶ _____ ☒	5	1
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,504,495

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			(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	
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	81,418
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	102,570	1,698,478	0 060389
2011	98,562	1,528,617	0 064478
2010	106,918	1,414,463	0 075589
2009	113,738	1,575,901	0 072173
2008	102,429	1,552,010	0 065998

2	Total of line 1, column (d).	2	0 338627
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 067725
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	1,864,622
5	Multiply line 4 by line 3.	5	126,282
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	1,357
7	Add lines 5 and 6.	7	127,639
8	Enter qualifying distributions from Part XII, line 4. 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	8	122,690

Part VIExcise 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			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		12,714	
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-)		0	
3		Add lines 1 and 2.		2,714	
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		0	
5		Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		2,714	
6		Credits/Payments			
a		2013 estimated tax payments and 2012 overpayment credited to 2013		6a	760
b		Exempt foreign organizations—tax withheld at source		6b	
c		Tax paid with application for extension of time to file (Form 8868)		6c	
d		Backup withholding erroneously withheld		6d	
7		Total credits and payments. Add lines 6a through 6d.		7	760
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	1,954
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-AStatements Regarding Activities

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	Yes	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)? 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.	1b		No
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 \$ 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		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): ▶ _____			
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)*

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? Website address ▶SPBABCOCKFOUNDATION.ORG	13	Yes	
14	The books are in care of ▶BRUCE BABCOCK Telephone no ▶(336) 659-0290 Located at ▶2210 BROOKFIELD DRIVE WINSTON SALEM NC ZIP +4 ▶27106			
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		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶	16	Yes	No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. ☐ Yes ☒ No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?.	1c		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		
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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>).	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
See Additional Data Table				

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.	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	1,893,017
b	Average of monthly cash balances.	1b	0
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	1,893,017
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	1,893,017
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	28,395
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,864,622
6	Minimum investment return. Enter 5% of line 5.	6	93,231

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	93,231
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	2,714
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	2,714
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	90,517
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	90,517
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	90,517

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	122,690
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	122,690
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	122,690
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				90,517
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.				16,279
b From 2009.				35,588
c From 2010.				27,023
d From 2011.				24,613
e From 2012.				25,000
f Total of lines 3a through e.	128,503			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 122,690				
a Applied to 2012, but not more than line 2a			0	
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.				90,517
e Remaining amount distributed out of corpus	32,173			
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	160,676			
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				0
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). . . .	16,279			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	144,397			
10 Analysis of line 9				
a Excess from 2009. . . .				35,588
b Excess from 2010. . . .				27,023
c Excess from 2011. . . .				24,613
d Excess from 2012. . . .				25,000
e Excess from 2013. . . .				32,173

Part XIVPrivate 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)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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 XVSupplementary 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))

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

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 of the person to whom applications should be addressed

b

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

c

Any submission deadlines

d

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

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	119,000
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF. ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.	OMB No 1545-0047 2013

Name of the organization STEPHENSON POPE BABCOCK FOUNDATION	Employer identification number 56-2000456
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Organization type (check one)

Filers of: Form 990 or 990-EZ Form 990-PF	Section: ☐ 501(c)() (enter number) organization ☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation ☐ 527 political organization ☒ 501(c)(3) exempt private foundation ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation ☐ 501(c)(3) taxable private foundation
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Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

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

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u>	BRUCE BABCOCK 2210 BROOKFIELD DRIVE WINSTON SALEM, NC 27106	\$ 25,250	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
<u>2</u>	CHARLES BURROUGHS CHARITABLE LEAD T 1400 DOMINION TOWER NORFOLK, VA 23510	\$ 8,750	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
<u> </u>		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
<u> </u>		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
<u> </u>		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
<u> </u>		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization STEPHENSON POPE BABCOCK FOUNDATION	Employer identification number 56-2000456
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Part II	Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed		
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>1</u>	1000 SHARES OF BRIDGEHAMPTON BANK STOCK	\$ <u>25,250</u>	<u>2014-08-18</u>
<u> </u>	<u> </u> <u> </u> <u> </u> <u> </u>	\$ <u> </u>	<u> </u>
<u> </u>	<u> </u> <u> </u> <u> </u> <u> </u>	\$ <u> </u>	<u> </u>
<u> </u>	<u> </u> <u> </u> <u> </u> <u> </u>	\$ <u> </u>	<u> </u>
<u> </u>	<u> </u> <u> </u> <u> </u> <u> </u>	\$ <u> </u>	<u> </u>
<u> </u>	<u> </u> <u> </u> <u> </u> <u> </u>	\$ <u> </u>	<u> </u>
<u> </u>	<u> </u> <u> </u> <u> </u> <u> </u>	\$ <u> </u>	<u> </u>

Name of organization STEPHENSON POPE BABCOCK FOUNDATION	Employer identification number 56-2000456
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Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **\$1,000 or less** for the year (Enter this information once See instructions) ▶ \$

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4Relationship of transferor to transferee		
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4Relationship of transferor to transferee		
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4Relationship of transferor to transferee		
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4Relationship of transferor to transferee		
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4Relationship of transferor to transferee		

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)
300 CATERPILLAR INC	P	2011-11-21	2013-10-28
200 CATERPILLAR INC	D	2009-12-08	2013-10-28
100 CATERPILLAR INC	D	2009-12-08	2013-10-28
VODAFONE GROUP PLC	P	2013-03-01	2014-02-10
TARGET CORP	P	2007-03-27	2014-02-26
TARGET CORP	P	2010-11-22	2014-02-26
TARGET CORP	P	2004-04-08	2014-02-26
TARGET CORP	P	2009-05-28	2014-02-26
VODAFONE GROUP PLC	P	2013-03-01	2014-02-27
VODAFONE GROUP PLC	P	2013-03-01	2014-03-03
VERIZON COMMUNICATIONS	P	2014-02-24	2014-03-06
LABORATORY AMER HLDGS COM	P	2011-11-17	2014-04-01
LABORATORY AMER HLDGS COM	P	2009-09-16	2014-04-01
LABORATORY AMER HLDGS COM	P	2009-05-15	2014-04-01
CITIGROUP CAPITAL IX	P	2004-02-11	2014-04-28
CITIGROUP CAPITAL IX	P	2010-11-17	2014-04-28
JOHN DEERE CAP CORP	P	2010-07-16	2014-07-15
BRIDGEHAMPTON NATIONAL BANK	D	2014-08-18	2014-08-18

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)
25,178		27,572	-2,394
16,785		11,450	5,335
8,393		5,725	2,668
36,367		25,380	10,987
24,178		24,162	16
12,089		11,348	741
30,223		22,192	8,031
30,223		19,752	10,471
19		21	-2
21,944		25,359	-3,415
12,437		12,654	-217
20,374		16,246	4,128
40,748		26,514	14,234
10,187		6,342	3,845
62,500		63,855	-1,355
50,000		45,765	4,235
60,000		60,000	0
24,850		740	24,110

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	
			-2,394
			5,335
			2,668
			10,987
			16
			741
			8,031
			10,471
			-2
			-3,415
			-217
			4,128
			14,234
			3,845
			-1,355
			4,235
			0
			24,110

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ANNE BABCOCK	VICE PRESIDENT 0 00	0	0	0
2210 BROOKFIELD DR WINSTON SALEM,NC 27106				
BRUCE BABCOCK	PRESIDENT 0 00	0	0	0
2210 BROOKFIELD DR WINSTON SALEM,NC 27106				
LUKE BABCOCK	VICE PRESIDENT 0 00	0	0	0
274 DIVISION STREET SAG HARBOR,NY 11963				
THOMAS BABCOCK	VICE PRESIDENT 0 00	0	0	0
955 LEXINGTON AVE NO 8C NEW YORK,NY 10021				
ALICE PEARCE	SECRETARY 0 00	0	0	0
3960 NORTH OCEAN BLVD 6 DELRAY BEACH,FL 33483				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
AFTEE PO BOX 3005 BRIDGEHAMPTON,NY 11932	NONE	501(C)(3)	CHARITABLE USE	8,000
BEMCC 642 THIRD AVENUE SUITE 1 CHULA VISTA,CA 91910	NONE	501(C)(3)	CHARITABLE USE	7,000
CHILDRENS MUSEUMEAST END PO BOX 316 BRIDGEHAMPTON,NY 11932	NONE	501 (C)(3)	CHARITABLE USE	12,000
CORRAL 3624 KILDAIRE FARM ROAD CARY,NC 27518	NONE	501(C)	CHARITABLE USE	12,000
THE POSSE FOUNDATION 14 WALL STREET SUITE 8A-60 NEWYORK,NY 10005	NONE	501 (C)(3)	CHARITABLE USE	7,000
THE SAG HARBOR WHALING MUSEUM PO BOX 1327 SAG HARBOR,NY 11963	NONE	501 (C)(3)	CHARITABLE USE	5,000
EL BUEN PASTOR 4637 TIM ROAD WINSTON SALEM,NC 27106	NONE	501 (C)(3)	CHARITABLE USE	1,000
PROJECT MOST PO BOX 1486 EAST HAMPTON,NY 11937	NONE	501 (C)(3)	CHARITABLE USE	10,000
BREAKTHROUGH AT NORFOLK ACADEMY 1585 WESLEYAN DRIVE NORFOLK,VA 235025591	NONE	501 (C)(3)	CHARITABLE USE	7,000
NEWYORK HARBOR FOUNDATION BATTERY MARITIME BUILDING SLIP 710 SOUTH STREET NEWYORK,NY 10004	NONE	501 (C)(3)	CHARITABLE USE	12,000
I-TRI PO BOX 567 EAST HAMPTON,NY 11937	NONE	501 (C)(3)	CHARITABLE USE	12,000
CAMELIA NETWORK 1931 H STREET SACRAMENTO,CA 95811	NONE	501 (C)(3)	CHARITABLE USE	7,000
WINSTON SALEM SREET SCHOOL 630 W 6TH STREET WINSTON SALEM,NC 27127	NONE	501(C)(3)	CHARITABLE USE	1,000
GOAT ON A BOAT PUPPET THEATRE PO BOX 327 SAG HARBOR,NY 11963	NONE	501 (C)(3)	CHARITABLE USE	1,000
OUTDOOR OUTREACH 5275 MARKET STREET STE A SAN DIEGO,CA 92114	NONE	501(C)(3)	CHARITABLE USE	5,000
Total ▶ 3a				119,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
PAUL'S PLACE 188 SOUTH SWINTON AVE DELRAY BEACH,FL 33444	NONE	501(C)(3)	CHARITABLE USE	5,000
PETER C ALDERMAN FOUNDATION PO BOX 278 BEDFORD,NY 10506	NONE	501(C)(3)	CHARITABLE USE	1,000
CANCER SUPPORT COMMUNITY 3276 MCNUTT AVENUE WALNUT CREEK,CA 94597	NONE	501 (C)(3)	CHARITABLE USE	1,000
THE COMMUNITY FOUNDATION FOR PALM BEACH AND MARTIN COUNTIES INC 700 SOUTH DIXIE HIGHWAY SUITE 200 WEST PALM BEACH,FL 33401	NONE	501 (C)(3)	CHARITABLE USE	1,000
LITER OF LIGHT USA 401 FOREST AVENUE GLEN RIDGE,NJ 07028	NONE	501 (C)(3)	CHARITABLE USE	1,000
SSMAC 283 LEXINGTON AVENUE NEW YORK,NY 100163540	NONE	501 (C)(3)	CHARITABLE USE	1,000
CITY KIDS WILDERNESS PROJECT 2437 15TH ST NW WASHINGTON,DC 20009	NONE	501 (C)(3)	CHARITABLE USE	1,000
5 GYRES INSTITUTE 550 E RUSTIC ROAD SANTA MONICA,CA 90402	NONE	501 (C)(3)	CHARITABLE USE	1,000
Total			3a	119,000

TY 2013 Accounting Fees Schedule

Name: STEPHENSON POPE BABCOCK FOUNDATION

EIN: 56-2000456

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	2,350	0		2,350

TY 2013 Distribution from Corpus Election

Name: STEPHENSON POPE BABCOCK FOUNDATION

EIN: 56-2000456

Election: PURSUANT TO CODE SEC. 4942(H)(2) AND REG. 53.4942(A)-3(D)
(2), STEPHENSON POPE BABCOCK FOUNDATION ELECTS TO TREAT
CURRENT YEAR QUALIFYING DISTRIBUTIONS IN EXCESS OF THE
IMMEDIATELY PRECEEDING TAX YEAR'S UNDISTIBUTED INCOME AS
COMING FROM CORPUS.

**TY 2013 Investments Corporate
Bonds Schedule****Name:** STEPHENSON POPE BABCOCK FOUNDATION**EIN:** 56-2000456

Name of Bond	End of Year Book Value	End of Year Fair Market Value
JOHN DEERE CAP CORP	0	0
MORGAN STANLEY 4.1%	73,688	75,845

TY 2013 Investments Corporate
Stock Schedule

Name: STEPHENSON POPE BABCOCK FOUNDATION
EIN: 56-2000456

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MERRILL LYNCH PFD	13,428	16,965
BRIDGEHAMPTON NATIONAL BANK	23,100	23,650
CATERPILLAR INC	0	0
TARGET CORP	0	0
BRIDGEHAMPTON NATIONAL BANK	20,041	43,753
CITIGROUP CAPITAL IX	0	0
3M COMPANY	72,347	127,512
EMERSON ELECTRIC	65,093	100,128
BERKSHIRE HATHAWAY INC	82,166	151,954
LABORATORY AMER HLDGS	0	0
CATERPILLAR INC	0	0
MERRILL LYNCH CAP III PFD	49,746	51,800
ALLERGAN INC	67,643	142,552
GENERAL ELECTRIC CO	78,020	105,042
GOOGLE INC	49,101	93,262
NORFOLK SOUTHERN CORP	63,807	111,600
SOUTHWESTERN ENERGY CO	53,661	59,415
APPLE COMPUTER	44,731	70,525
FACTSET RESEARCH SYSTEMS	35,704	48,612
KRAFT FOODS GROUP INC	13,865	18,781
MONDELEZ INTL INC	25,673	34,265
NESTLE SA	54,022	58,818
SCHULUMBERGER	41,236	61,014
VODAFONE GROUP PLC	0	0
EBAY INC	50,486	56,630
HONEYWELL INTERNATIONAL INC	18,218	18,624
PERRIGO COMPANY	70,739	75,095
VISA INC	61,525	64,011

TY 2013 Other Decreases Schedule

Name: STEPHENSON POPE BABCOCK FOUNDATION

EIN: 56-2000456

Description	Amount
ROUNDING	1

TY 2013 Other Expenses Schedule

Name: STEPHENSON POPE BABCOCK FOUNDATION

EIN: 56-2000456

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MEALS	1,986	993		993
BANK FEES	16	8		8

TY 2013 Other Income Schedule

Name: STEPHENSON POPE BABCOCK FOUNDATION

EIN: 56-2000456

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
EXCISE TAX REFUND	1,027	1,027	1,027

TY 2013 Taxes Schedule**Name:** STEPHENSON POPE BABCOCK FOUNDATION**EIN:** 56-2000456

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES PAID	30	30		0