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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

▶ 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

Open to Public Inspection

For calendar year 2013 or tax year beginning 12/01, 2013, and ending 11/30, 2014

Name of foundation: EDWARD P.EVANS FOUNDATION

A Employer identification number: 25-6232129

Number and street (or P O box number if mail is not delivered to street address): P.O. BOX 46, ROUTE 602 | Room/suite

B Telephone number (see instructions): (212) 765-9500

City or town, state or province country and ZIP or foreign postal code: CASANOVA, VA 20139

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: [X] 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) ▶ $ 288,782,084.

J Accounting method [X] 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	(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)	263,237.	ATCH 1		
	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	1,159,268.	3,633,363.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-4,367,429.			
	b Gross sales price for all assets on line 6a 10,185,183.				
	7 Capital gain net income (from Part IV, line 2)		1,852,210.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule) ATCH 3	935,180.	467,821.		
	12 **Total.** Add lines 1 through 11	-2,009,744.	5,953,394.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	989,042.			989,042.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	23,215.			23,215.
	16a Legal fees (attach schedule) ATCH 4	367,952.			367,952.
	b Accounting fees (attach schedule) ATCH 5	127,179.	63,590.		63,589.
	c Other professional fees (attach schedule) *	227,210.	2,058,640.		169,459.
	17 Interest ATCH 7		416,080.		
	18 Taxes (attach schedule) (see instructions) ATCH 8	213,337.	141,480.		1,837.
	19 Depreciation (attach schedule) and depletion	636,750.			
	20 Occupancy	6,807.			6,807.
	21 Travel, conferences, and meetings	102,568.			102,568.
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 9	712,946.	92,722.		19,384.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	3,407,006.	2,772,512.		1,743,853.
	25 Contributions, gifts, grants paid	14,117,851.			14,117,851.
	26 Total expenses and disbursements Add lines 24 and 25	17,524,857.	2,772,512.	0	15,861,704.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-19,534,601.			
	b **Net investment income** (if negative, enter -0-)		3,180,882.		
	c **Adjusted net income** (if negative, enter -0-)				

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JSA 3E1410 1 000 **For Paperwork Reduction Act Notice, see instructions.** *ATCH 6 Form **990-PF** (2013)

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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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	48,885,352.	27,123,011.	27,123,011.
	2	Savings and temporary cash investments	4,574,355.	8,826,904.	8,826,904.
	3	Accounts receivable ▶ 2,408,914.			
		Less allowance for doubtful accounts ▶	3,267,562.	2,408,914.	2,408,914.
	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			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 10	37,099,292.	43,427,029.	46,129,294.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land buildings and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 11	172,072,314.	165,205,090.	202,085,752.
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶ ATCH 12)	2,838,132.	2,208,209.	2,208,209.
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	268,737,007.	249,199,157.	288,782,084.
Liabilities	17	Accounts payable and accrued expenses	3,253.	0	
	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)	3,253.	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, ▶ [X] check here and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	268,733,754.	249,199,157.	
	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 instructions)	268,733,754.	249,199,157.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	268,737,007.	249,199,157.	

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	268,733,754.
2	Enter amount from Part I, line 27a	2	-19,534,601.
3	Other increases not included in line 2 (itemize) ▶ ATCH 13	3	4.
4	Add lines 1, 2, and 3	4	249,199,157.
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	249,199,157.

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 PART IV SCHEDULE			
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				
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				
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	1,852,210.
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	0

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	10,686,029.	230,902,126.	0.046279
2011	10,620,238.	146,831,591.	0.072329
2010	3,810,684.	5,205,137.	0.732101
2009	510,190.	1,536,795.	0.331983
2008	534,747.	1,952,626.	0.273860

2	Total of line 1, column (d)	2	1.456552
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	0.291310
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	271,987,444.
5	Multiply line 4 by line 3	5	79,232,662.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	31,809.
7	Add lines 5 and 6	7	79,264,471.
8	Enter qualifying distributions from Part XII, line 4	8	15,861,704.

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

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

1a	Exempt operating foundations described in section 4940(d)(2) check here ▶ ☐ and enter N/A' on line 1 . . . Date of ruling or determination letter _______________ (attach copy of letter if necessary - see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V check here ▶ ☐ and enter 1% of Part I, line 27b			1	63,618.
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	
3	Add lines 1 and 2			3	63,618.
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	63,618.
6	Credits/Payments				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	166,567.		
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	166,567.
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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	102,949.
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 65,000. **Refunded** ▶			11	37,949.

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		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		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?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
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, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NY, 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	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

2

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		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 ▶ MICHAEL LEWIS, PH.D. Telephone no ▶ 978-494-6009

Located at ▶ P.O. BOX 46, ROUTE 602 CASANOVA, VA ZIP+4 ▶ 20139

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		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

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 instructions)?	1b		X
	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		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No			
	If "Yes," list the years ▶			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955) or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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)? N/A **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? 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** X (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? 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
ATCH 14		989,042.	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 ▶

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
ATCH 15		446,859.
Total number of others receiving over $50,000 for professional services ▶		

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 NOT APPLICABLE	
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 NONE	
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	218,816,182.
b	Average of monthly cash balances	1b	39,138,321.
c	Fair market value of all other assets (see instructions)	1c	18,174,882.
d	**Total** (add lines 1a, b, and c)	1d	276,129,385.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	276,129,385.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	4,141,941.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	271,987,444.
6	**Minimum investment return.** Enter 5% of line 5	6	13,599,372.

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	13,599,372.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	63,618.		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	63,618.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	13,535,754.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	13,535,754.
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	13,535,754.

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	15,861,704.
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	15,861,704.
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	15,861,704.

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				13,535,754.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				
b Total for prior years 20 11 ,20 10 ,20 09				
3 Excess distributions carryover, if any, to 2013				
a From 2008 ...... 535,038.				
b From 2009 ...... 436,744.				
c From 2010 ...... 2,655,601.				
d From 2011 ...... 3,288,058.				
e From 2012 ...... 780,559.				
f Total of lines 3a through e	7,696,000.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 15,861,704.				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2013 distributable amount				13,535,754.
e Remaining amount distributed out of corpus	2,325,950.			
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	10,021,950.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	535,038.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	9,486,912.			
10 Analysis of line 9				
a Excess from 2009 ... 436,744.				
b Excess from 2010 ... 2,655,601.				
c Excess from 2011 ... 3,288,058.				
d Excess from 2012 ... 780,559.				
e Excess from 2013 ... 2,325,950.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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))

EDWARD P. EVANS (DECEASED 12/31/2010)

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

ATCH 16

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

NO FORMAT REQUIRED

c Any submission deadlines

NO SUBMISSION DEADLINES

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

SEE SECTION E ON EDWARD P. EVANS FOUNDATION DEED OF TRUST ATTACHED

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 ATTACHED				14,117,851.
Total ▶ 3a				14,117,851.
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					
4 Dividends and interest from securities			14	1,159,268.	
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	-4,367,429.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b STUD FEES	900099	925,181.			
c OTHER MISC INCOME			39	9,999.	
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		925,181.		-3,198,162.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 -2,272,981.

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

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

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

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

[signature] 14-OCT-2015 PRESIDENT

Signature of officer or trustee | Date | Title

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
LAURA KIELCZEWSKI	[signature]	10/12/15		P00740769

Firm's name ▶ ERNST & YOUNG U.S. LLP — Firm's EIN ▶ 34-6565596

Firm's address ▶ 5 TIMES SQUARE NEW YORK, NY 10036 — Phone no 212-773-3000

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 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	Employer identification number
EDWARD P.EVANS FOUNDATION	25-6232129

Organization type (check one)

Filers of	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of 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 the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions of $5,000 or more during the year . . . . ▶ $ ______________

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

Name of organization EDWARD P.EVANS FOUNDATION

Employer identification number 25-6232129

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
1	ESTATE OF EDWARD EVANS FIDUCIARY TRUST CO-EXECUTORS 600 5TH AVE NEW YORK, NY 10020	$ 263,237.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)

Name of organization EDWARD P.EVANS FOUNDATION

Employer identification number 25-6232129

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

Name of organization EDWARD P.EVANS FOUNDATION

Employer identification number 25-6232129

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 + 4	Relationship of transferor to transferee

(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 + 4	Relationship of transferor to transferee

(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 + 4	Relationship of transferor to transferee

(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 + 4	Relationship of transferor to transferee

EDWARD P EVANS FOUNDATION
EIN 25-6232129
YEAR ENDED 11/30/2014

FORM 990-PF PART XV - CONTRIBUTIONS GIFTS AND GRANTS PAID

Edward P Evans Foundation
December 1 2013 - November 30 2014

Date	Name	Address	Foundation Status	Foundation Code	Purpose	Amount
12/13/2013	Open Medicine Foundation	2500 Hospital Drive Mountain View CA 94040	509 (a) (1)	PC	General Support	100 000
12/13/2013	Children s Hospital Medical Center	3333 Burnet Ave MI 4900, Cincinnati OH 45229	509 (a) (1)	PC	General Support	15 000
01/08/2014	Allen Chase Foundation	271 Pine Nook Rd Deerfield MA 01342	509 (a) (1)	PC	General Support	5 000 000
03/31/2014	University of Kentucky	Lexington, KY 40506	509 (a) (3) Type I	SO I	Consortium Payment #3	1 000 000
05/09/2014	Brigham & Womens	75 Francis Street Boston MA 02115	509 (a) (1)	PC	General Support	395 000
05/09/2014	Griffith University	Fullerton CA 92833	509 (a) (1)	PC	General Support	204 175
05/09/2014	M D Anderson Cancer Center	1515 Holcombe Blvd Houston TX 77030	170 (b) Public University	PC	General Support	200 000
07/08/2014	University of Rochester	PO Box 270032 300 East River Rd Rochester NY 14627	509 (a) (1)	PC	General Support	89 038
07/08/2014	Damon Runyon Cancer Research Fdtn	One Exchange Plaza 55 Broadway Suite 302 New York NY 10006	509 (a) (1)	PC	General Support	150 000
07/14/2014	Yale University	P O Box 2038, New Haven CT 06521	509 (a) (1)	PC	General Support	150 000
07/18/2014	Vanderbilt University	2301 Vanderbilt Place Nashville TN 37235	509 (a) (1)	PC	General Support	513 750
07/18/2014	AA & MDSIF	100 Park Ave Suite 108 Rockville MD 20850	509 (a) (1)	PC	General Support	3 200 000
07/18/2014	University of Chicago	5235 S Harper Courth 4th Floor Chicago IL 60615	509 (a) (1)	PC	Damon Runyon	150 000
07/21/2014	Vanderbilt University	2301 Vanderbilt Place Nashville TN 37235	509 (a) (1)	PC	General Support	424 815
07/22/2014	Baylor College of Medicine	One Baylor Plaza Houston, TX 77030	509 (a) (1)	PC	General Support	150 000
07/30/2014	University of Michigan	Ann Arbor, MI 48105	509 (a) (1)	PC	General Support	150 000
08/01/2014	University of Pennsylvania	3451 Walnut Street Suite 305 Philadelphia PA 19104	509 (a) (1)	PC	General Support	150,000
08/01/2014	Memorial Sloan-Kettering Cancer Center	1275 York Avenue New York NY 10065	509 (a) (1)	PC	General Support	150 000
08/01/2014	Children's Hospital Medical Center	3333 Burnet Ave MI 4900 Cincinnati OH 45229	509 (a) (1)	PC	General Support	150 000
08/01/2014	Regents of the University of California UCSD	1156 High Street Santa Cruz CA 95064	509 (a) (1)	PC	General Support	150 000
08/01/2014	Regents of the University of California UCSD	1156 High Street Santa Cruz CA 95064	509 (a) (1)	PC	General Support	78 508
08/25/2014	The Mass General Hospital	125 Nashua Street Suite 540 Boston MA 02114	509 (a) (3) Type I	SO I	General Support	150 000
08/25/2014	Brigham & Womens	75 Francis Street, Boston MA 02115	509 (a) (1)	PC	General Support	435 565
09/07/2014	Prostate Cancer Foundation	1250 Fourth St Santa Monica CA 90401	509 (a) (1)	PC	General Support	500 000
09/07/2014	Open Medicine Foundation	2500 Hospital Dr Bldg 2 Mountain View CA 94040	509 (a) (1)	PC	General Support	112 000
09/07/2014	Prostate Cancer Foundation	1250 Fourth St Santa Monica CA 90401	509 (a) (1)	PC	General Support	100 000
10/14/2014	Leukemia & Lymphoma Society	600 3rd Ave, New York NY 10016	509 (a) (1)	PC	General Support	250 000
						14,117,851

THIRD AMENDED AND RESTATED
DEED OF TRUST

Dated June 23, 2011

AMENDING AND RESTATING DEED OF TRUST
CREATING THE EDWARD P. EVANS FOUNDATION

Dated: December 26, 1984

between

EDWARD P. EVANS

as Settlor,

and

EDWARD P. EVANS, ROBERT S. EVANS,
DORSEY R. GARDNER and CHARLES J. QUEENAN, JR.,

as Trustees.

THIRD AMENDED AND RESTATED
DEED OF TRUST

THIRD AMENDED AND RESTATED DEED OF TRUST, made as of this 23rd day of June, 2011, by and among ROBERT S. EVANS, WILLIAM FARISH, IV, CATHERINE MORAETIS and JEFF TARR, as Trustees.

WHEREAS, Edward P. Evans, as Settlor, and Edward P. Evans, Robert S. Evans, Dorsey R. Gardner and Charles J. Queenan, Jr. as Trustees, executed a Deed of Trust dated December 26, 1984; and

WHEREAS, the Deed of Trust was amended and restated in its entirety by an Amendment and Restatement dated April 1, 1998; and

WHEREAS, pursuant to a Letter of Resignation dated May 15, 1998, Robert S. Evans resigned as a Co-Trustee of the Edward P. Evans Foundation (the "Foundation"); and

WHEREAS, pursuant to a Letter of Resignation dated May 15, 1998, Charles J. Queenan, Jr. resigned as a Co-Trustee of the Foundation; and

WHEREAS, pursuant to a Designation of Co-Trustees dated August 26, 2010, William Farish, IV and Thomas R. Trowbridge were appointed to serve as Co-Trustees of the Foundation; and

WHEREAS, pursuant to a Removal of Co-Trustee dated September 22, 2010, Dorsey R. Gardner was removed as Co-Trustee of the Foundation; and

E. In this Deed of Trust and in any amendments thereto, the term "charitable purposes" shall be limited to and shall include only charitable, scientific, literary, or educational purposes within the meaning of those terms as used in Section 501(c)(3) of the Code. The Settlor requests that the Trustees consult with a professional organization to develop strategy and appropriate procedures so that the Foundation can efficiently carry out its charitable purposes. Notwithstanding the foregoing, if the Settlor is not living or is incapacitated, expenditures of trust assets shall be made only for the following three charitable purposes:

1. In the area of education, the Trustees should seek to add one or more permanent additions to campuses of institutions of higher education, including but not limited to, Eaglebrook School, Yale University and Harvard Business School, by financing one or more capital projects. The Settlor envisions meaningful capital projects that will be named for him, in perpetuity. The Trustees should ensure that the Settlor's name will be adequately protected. Because the Settlor has contracted in 2010 to give a significant sum of money to Yale University to name the Yale School of Management Building, the Settlor instructs the Trustees to focus less on this area in the three years immediately following the Settlor's death.

2. In the area of medical research, the Settlor desires to encourage cooperation among organizations specializing or engaging in research related to certain diseases, such as myelodysplastic syndromes ("MDS")/leukemia and chronic fatigue syndrome research. Any grant should require that measurable criteria are employed to measure the results of the cooperation. The Settlor requests that the Trustees retain professionals with

significant experience in creating a process to foster the Foundation's goals in medical research. The Trustees should hire a Foundation staff member to advise the Trustees regarding the management of programs in furtherance of the Foundation's goals and the coordination with fund managers on appropriate levels of funding of various projects. The Settlor is interested in funding scientific studies to correlate the effects of radiation treatment for breast cancer and prostate cancer on the malfunction of bone marrow associated with MDS/leukemia, particularly how radiation treatment for prostate cancer may cause MDS/leukemia, to lead to a better understanding of MDS/leukemia, its causes and effects. The Settlor intends that Foundation funds will be used to implement solutions to the findings of such studies.

3. In the area of artistic endeavors, the Settlor desires the Trustees to support American fine arts, including but not limited to, painting, sporting art, drawing, architecture and sculpture by American artists, and the scholarship of and writing on American fine arts. In this regard, the Settlor requests that the Trustees focus their attention and support on the preservation and exhibition of existing American fine arts collections and on funding acquisitions of such collections by museums, particularly of artists whose works were completed during the years 1800-1960. Notwithstanding anything herein to the contrary, the Trustees shall distribute no greater than one percent (1%) of the value of the Trust assets each year to fund distributions under this subparagraph 3.

FOURTH: This Deed of Trust may be amended at any time or times by written instrument or instruments signed and sealed by the Trustees, and acknowledged by the Trustees; provided, however, that no amendments shall authorize the Trustees to conduct the affairs of the trust in any manner or for any purpose contrary to the provisions of Section

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		SHORT-TERM GAIN THRU VARIOUS PSHIPS					VAR	VAR
1,215,829.							1,215,829.	
		LONG-TERM GAIN THRU VARIOUS PSHIPS					VAR	VAR
5,145,531.							5,145,531.	
		COLLECTIBLES 28% GAIN THRU VARIOUS PSHIP					VAR	VAR
10,787.							10,787.	
		SECTION 1256 LOSS THRU VARIOUS PSHIPS					VAR	VAR
		61,003.					-61,003.	
		LOSS ON SALE OF NORTHERN TRUST INV EATON					VAR	VAR
1,000,000.		1,118,289.					-118,289.	
		SECTION 1256 LOSS THRU VARIOUS PSHIPS					VAR	VAR
		91,505.					-91,505.	
		LOSS ON SALE OF INGLESIDE FARM					VAR	06/14/2014
1,079,398.		1,552,597.					-473,199.	
		LOSS ON SALE OF LAND IN PAGE MEADOWS					VAR	07/11/2014
1,538,759.		5,314,700.					-3775941.	
TOTAL GAIN(LOSS)							1,852,210.	

EDWARD P EVANS FOUNDATION
EIN 25-6232129
TAX YEAR ENDING 11/30/2014
RETURN ATTACHMENT, FORM 990 PF, LINE 7 DETAILS

	1	2	3	4	5	6	7	8	9	10
PARTNERSHIP NAME	**GLOBAL ENDOWM ENT MNGT FUND II, LP**	**GSCP V AIV, LP**	**GS Capital Partners III, LP**	**GS Capital Partners V, LP**	**GS Mezzanine Partners III, LP**	**GS Mezzanine Partners 2006, LP**	**GS Private Equity Partners, LP**	**GS Vintage Fund II, LP**	**Goldman Sachs Vintage Fund IV, LP**	**Makena Capital Splitter X, LP**
Net Short-Term Gain (Loss)	1,283,370							44	2	225,889
Net Long-Term Gain (Loss)	2 040,909	(108,301)	(18,863)	711,966	(55,349)	(269 272)	(40,322)	(217 271)	64,015	1,714,247
Collectibles 28% Gain (Loss)	5,661									5,126
Sec 1256 Contracts & Straddles	(205,606)								(117)	53,325
K1S TOTAL	**3,124,334**	(108,301)	(18 863)	**711,966**	(55 349)	(265 272)	(40,322)	(217,227)	**63,901**	**1,998,587**
Various sales of LLCs reported separately on Schedule D										
TOTAL G/L TO FORM 990 PF, PAGE 1, LINE 7										

11	12	13	14	15	16	17	18	19	20	21	22	Total
Otologics, LLC	**Pershing Square LP**	**Whitehall Street Global RE Limited P-ship 2001**	**Whitehall Street Global RE Limited P-ship V**	**Whitehall Street Global RE Limited P-ship VI**	**Whitehall Street Global RE Limited P-ship VII**	**Whitehall Street Global RE Limited P-ship VIII**	**Whitehall Street Global RE Limited P-ship IX**	**Whitehall Street Global RE Limited P-ship X**	**Whitehall Street Global RE Limited P-ship XI**	**Whitehall Street Global RE Limited P-ship XII**	**Whitehall Street Global RE Limited P-ship XIII**	**TOTAL FOR ALL K-1S**
	(312 284)	18,808										1,215,829
	1 325,270	(21,088)	(2,289)		20 138		330		(1 068)		2,479	5,145,531
												10,787
											(110)	(152,508) *
0	**1,012,986**	**(2,280)**	**(2,289)**	**0**	**20,138**	**0**	**330**	**0**	**(1,068)**	**0**	**2,369**	**6,219,639**
												(4,367,429)
												1,852,210

* *section 1256 LT portion*	*(91,505)*
section 1256 ST portion	*(61,003)*
Section 1256 total	***(152,508)***

EDWARD P EVANS FOUNDATION 25-6232129

FORM 990PF, PART I - CONTRIBUTIONS, GIFTS AND GRANTS RECEIVED ATTACHMENT 1

NAME AND ADDRESS	DATE	DIRECT PUBLIC SUPPORT
ESTATE OF EDWARD EVANS FIDUCIARY TRUST CO-EXECUTORS 600 5TH AVE NEW YORK, NY 10020		263,237
TOTAL CONTRIBUTION AMOUNTS		263,237

ATTACHMENT 2

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS THRU NORTHERN TRUST CO.	1,159,268.	1,159,268.
INTEREST THRU VARIOUS PARTNERSHIPS		1,003,380.
DIVIDENDS THRU VARIOUS PSHIP INVESTMENTS		1,470,715.
TOTAL	1,159,268.	3,633,363.

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER MISC. INCOME	9,999.	9,999.
STUD FEES - QUALITY ROAD HORSE	925,181.	
OTHER INCOME THRU VARIOUS PSHIPS		272,397
SECTION 1296 PFIC MTM GAIN/(LOSS)		15
SECTION 988 CURRENCY GAIN/(LOSS)		105,326
SECTION 987 CURRENCY GAIN/(LOSS)		-51,947
PASSIVE INCOME THRU VARIOUS PSHIPS		42,175.
ORDINARY GAIN (FORM 4797)		89,856
TOTALS	935,180.	467,821.

ATTACHMENT 4

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
HOLLAND & KNIGHT	80,000.			80,000.
JUD A. FISHEL	2,480.			2,480.
HOWARD,MORRISON,ROSS & WHELAN	168.			168.
RUTH D. RAISFELD, PC	33,000.			33,000.
SCHULTE ROTH & ZABEL	184,729.			184,729.
WILLKIE FARR & GALLAGHER LLP	41,621.			41,621.
ANKER & LEVY PC	6,891.			6,891.
HURWIT & ASSOCIATES	9,125.			9,125.
CULLEN AND DYKMAN LLP	9,938.			9,938.
TOTALS	367,952.			367,952.

EDWARD P EVANS FOUNDATION 25-6232129

ATTACHMENT 5

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ERNST & YOUNG LLP		103,050.	51,525.		51,525.
OTHER ACCOUNTING FEES		24,129.	12,065.		12,064.
	TOTALS	127,179.	63,590.		63,589.

ATTACHMENT 6

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER PROFESSIONAL FEES	169,459.		169,459.
INVESTMENT FEES REP THRU K-1'S		2,000,889.	
INVESTMENT FEES	57,751.	57,751.	
TOTALS	227,210.	2,058,640.	169,459.

ATTACHMENT 7

FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST EXP THRU VAR PSHIPS		416,080.
TOTALS		416,080.

EDWARD P EVANS FOUNDATION 25-6232129

ATTACHMENT 8

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
REAL ESTATE TAXES	1,837.		1,837.
EXCISE TAX - EST TAX PAYMENTS	117,500.		
EXCISE TAX - 2013 EXT PMT	94,000.		
FOREIGN TAXES THRU VAR PSHIPS		141,469.	
MEDICARE TAXES THRU VAR PSHIPS		11.	
TOTALS	213,337.	141,480.	1,837.

EDWARD P EVANS FOUNDATION 25-6232129

ATTACHMENT 9

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
PROGRAM FEES	2,639.		2,639.
SPRING HILL FARM OPERATIONS	514,329.		
QUALITY ROAD BOARDING FEES	107,950.		
BANK FEES	156.	156.	
OTHER EXP - THRU VARIOUS PSHIP		92,566.	
QUALITY ROAD INSURANCE	71,127.		
OFFICE EXPENSES	13,951.		13,951.
MEMBERSHIP DUES	2,794.		2,794.
TOTALS	712,946.	92,722.	19,384.

ATTACHMENT 10

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE STATEMENT A ATTACHED	43,427,029.	46,129,294.
TOTALS	43,427,029.	46,129,294.

ATTACHMENT 11

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
GLOBAL ENDOWMENT INVESTMENTS	47,340,578.	64,615,748
MAKENA CAPITAL INVESTMENTS	50,000,000.	63,177,719
A.W. JONES INVESTMENTS	3,892,621.	4,993,319.
BAY RESOURCES INVESTMENTS	9,537,537.	13,313,966.
ELLIOT INVESTMENTS	6,186,825.	8,262,417.
TACONIC INVESTMENTS	5,644,731.	7,497,861.
OWL CREEK INVESTMENTS	5,182,453.	6,748,819.
PERSHING SQUARE INVESTMENTS	11,184,656.	17,505,903.
EDWARD EVANS FARM, LLC	26,235,689.	15,970,000.
TOTALS	165,205,090.	202,085,752.

EDWAPD P EVANS FOUNDATION 25-6232129

ATTACHMENT 12

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
RACING HORSE - QUALITY ROAD	5,000,000.	5,000,000.
LESS: ACCUMULATED DEPRECIATION	-2,804,951.	-2,804,951.
SOFTWARE	9,000.	9,000.
LESS: ACCUMULATED DEPRECIATION	-7,500.	-7,500.
WEBSITE	32,500.	32,500.
LESS: ACCUMULATED DEPRECIATION	-24,167.	-24,167.
OTHER MISC. ASSETS	3,327.	3,327.
TOTALS	2,208,209.	2,208,209.

STATEMENT A

Edward P. Evans Foundation
EIN: 25-6232129
Balance Sheet
FYE 11/30/14

ACCOUNT NAME	BEGINNING OF YEAR BOOK VALUE	END OF YEAR BOOK VALUE	END OF YEAR FMV
CASH AND CASH EQUIVALENTS			
Northern Trust Checking	15,080	308,648	308,648
Northern Trust Savings	47,375,604	23,188,099	23,188,099
Spring Hill Farms - Cash Acct	1,477,613	3,612,137	3,612,137
E. Evans Farm, LLC - Cash Acct	17,055	14,127	14,127
TOTAL CASH	**48,885,352**	**27,123,011**	**27,123,011**
GS MM Fund	3,836,052	6,393,337	6,393,337
MFB NI Treasury Market	738,303	2,433,567	2,433,567
SAVINGS AND OTHER TEMP INVESTMENTS	**4,574,355**	**8,826,904**	**8,826,904**
TOTAL CASH	**53,459,707**	**35,949,915**	**35,949,915**
ACCOUNTS RECEIVABLE			
Promissory Note-Descendents	3,267,562	2,408,914	2,408,914
TOTAL A/R	**3,267,562**	**2,408,914**	**2,408,914**
INVESTMENTS - CORP STOCK			
Northern Trust Investments:			
Thomas Group Inc	4,234,015	4,234,015	4,469
MFG Vanguard Total Stock	12,884,085	17,884,012	21,876,345
MFG Vanguard Int'l Equity Index FDS	9,999,949	14,999,925	16,162,616
Altria Group	3,915,120	3,915,120	3,881,646
Eaton Corp	1,118,289	-	-
TOTAL NT	**32,151,458**	**41,033,071**	**41,925,077**
Goldman Sachs Investments:			
GS Private Equity Partners LP	149,372	99,050.00	-
GS Vintage Fund II LP	460,428	401,040.95	375,633.00
GS Vintage Fund IV LP	1,899,625	1,653,551.60	1,799,435.00
GS Capital Partners III LP	56,762	56,762.00	4,093.00
GS Capital Partners V LP	1,256,891	(189,990.00)	1,556,808.00
GS Mezzanine Partners III LP	353,017	186,409.00	-
GS Mezzanine Partners 2006 LP	774,593	337,390.00	229,689.00
Whitehall Street Real Estate LP III		(14,253.00)	-
Whitehall Street Real Estate LP V/VI	23,879	(17,178.00)	-
Whitehall Street Real Estate LP VII/VIII	(156,990)	(167,870.00)	-
Whitehall Street Real Estate LP IX/X	31,956	31,956 00	9,530.00
Whitehall Street Real Estate LP XI/XII	52,124	52,124.00	9,877.00
Whitehall Street Real Estate LP XIII/XIV	191,327	191,327 00	59,922.00

STATEMENT A

Edward P. Evans Foundation
EIN: 25-6232129
Balance Sheet
FYE 11/30/14

Whitehall Street Global RE LP 2001	(145,150)	(226,362 00)	159,230.00
TOTAL GS	**4,947,834**	**2,393,958**	**4,204,217**
OTHER SECURITIES	-	-	-
TOTAL INVESTMENTS - CORP STOCK	**37,099,292**	**43,427,029**	**46,129,294**
INVESTMENTS - OTHER			
Global Endowment Investments	47,340,578	47,340,578	64,615,748
Makena Capital Investments	50,000,000	50,000,000	63,177,719
A.W. Jones Investments	3,892,621	3,892,621	4,993,319
Bay Resources Investments	9,537,537	9,537,537	13,313,966
Elliot Investments	6,186,825	6,186,825	8,262,417
Taconic Investments	5,644,731	5,644,731	7,497,861
Owl Creek Investments	5,182,453	5,182,453	6,748,819
Pershing Square Investments	11,184,656	11,184,656	17,505,903
Edward Evans Farm, LLC	33,102,913	26,235,689	15,970,000
TOTAL INVESTMENTS - OTHER	**172,072,315**	**165,205,091**	**202,085,753**
OTHER ASSETS - FIXED ASSETS			
Quality Road (racing horse)	5,000,000	5,000,000	5,000,000
Software	9,000	9,000	9,000
Website	29,000	32,500	32,500
TOTAL FA	**5,038,000**	**5,041,500**	**5,041,500**
ACCUMULATED DEPRECIATION & AMORTIZATION			
Accumulated Depr.-Quality Road	(2,180,868)	(2,804,951)	(2,804,951)
Accumulated Amort.-Website	(14,500)	(24,167)	(24,167)
Accumulated Dep -Software	(4,500)	(7,500)	(7,500)
TOTAL A/D	**(2,199,868)**	**(2,836,618)**	**(2,836,618)**
TOTAL FA LESS A/D	**2,838,132**	**2,204,882**	**2,204,882**
Other misc assets		**3,326**	3,326
TOTAL ASSETS	**268,737,008**	**249,199,157**	**288,782,085**
LIABILITIES AND EQUITY			
Accounts Payable - Credit Card	3,253		-
Due to/from Trustees	-	-	-
NET ASSETS	**268,733,756**	**249,199,157**	**288,782,085**
TOTAL LIABILITIES AND EQUITY	**268,737,008**	**249,199,157**	**288,782,085**

ATTACHMENT 13

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
ROUNDING		4.
	TOTAL	4.

EDWAPD P EVANS FOUNDATION 25-6232129

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 14

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
ROBERT EVANS P O BOX 46, ROUTE 602 CASANOVA, VA 20139	TRUSTEE 8 00	127,375	0	0
WILLIAM FARISH, IV P O BOX 46, ROUTE 602 CASANOVA, VA 20139	TRUSTEE 6 00	127,375	0	0
CATHERINE MORAETIS P.O. BOX 46, ROUTE 602 CASANOVA, VA 20139	TRUSTEE/ EXECUTIVE DIRECTOR 60 00	277,375	0	0
JEFFERSON TARR P.O. BOX 46, ROUTE 602 CASANOVA, VA 20139	TRUSTEE 8 00	127,375.	0	0
BARBARA E BIERER P.O BOX 46, ROUTE 602 CASANOVA, VA 20139	TRUSTEE 10.00	50,000	0	0
MICHAEL LEWIS P O. BOX 46, ROUTE 602 CASANOVA, VA 20139	EXECUTIVE DIRECTOR 60 00	279,542.	0	0
	GRAND TOTALS	989,042.	0	0

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

ATTACHMENT 15

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
WILLKIE FARR & GALLAGHER LLC 787 SEVENTH AVENUE NEW YORK, NY 10019-6099	LEGAL	41,621.
HOLLAND & KNIGHT 31 W 52ND STREET NEW YORK, NY 10019	LEGAL	80,000.
SCHULTE ROTH & ZABEL LLP 919 3RD AVE NEW YORK, NY 10022	LEGAL	184,729.
RUSSELL REYNOLDS ASSOCIATES, INC. 200 PARK AVE #2300 NEW YORK, NY 10166	PROFESSIONAL	90,509.
SCOTT HIEBERT VANDERBUILT UNIV. SCHOOL OF MEDICINE NASHVILLE, TN 37212	PROFESSIONAL	50,000.
TOTAL COMPENSATION		446,859.

ATTACHMENT 16

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

MICHAEL LEWIS, PH.D.
P.O.BOX 46, RT602 CASANOVA,VA 20139
978-494-6009

STATE OF NEW YORK

County of New York, *ss:*

THE ANNUAL RETURN OF EDWARD P. EVANS FOUNDATION for the fiscal year ended November 30, 2014 is available at its principal office located at P.O. BOX 46, ROUTE 602, CASANOVA, VA 20139 for inspection during regular business hours by any citizen who requests it within 180 days hereof. Principal Manager of the Foundation is Michael Lewis.
0000037067 o7

Brenda Estrada, being duly sworn, says that she is the PRINCIPAL CLERK of the Publisher of the **NEW YORK LAW JOURNAL,** a Daily Newspaper; that the Advertisement hereto annexed has been published in the said **NEW YORK LAW JOURNAL** one time on the 7th day of October 2015.

TO WIT: October 7, 2015

SWORN TO BEFORE ME, this 7th day
Of October, 2015.

Cynthia Byrd

Cynthia Byrd
Notary Public, State of New York
No. 01BY6056945
Qualified in Kings County
Commission Expires April 9, 2019