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Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

2011

For calendar year 2011 or tax year beginning

, and ending

Name of foundation HOPEWELL HOUSE FOR INDEPENDENT LIVING		A Employer identification number 11-3811184
Number and street (or P O box number if mail is not delivered to street address) 5290 WINFIELD RD	Room/suite	B Telephone number 703-266-3730
City or town, state, and ZIP code FAIRFAX, VA 22030		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) \$ 3,893,118. (Part I, column (d) must be on cash basis.)	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify)	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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		1,535.			
2 Check ☒ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		79.	79.	79.	STATEMENT 1
4 Dividends and interest from securities					
5a Gross rents		39,040.		39,040.	STATEMENT 2
b Net rental income or (loss) 39,040.					
6a Net gain or (loss) from sale of assets not on line 10					
b Gross sales price for all assets on line 6a					
7 Capital gain net income (from Part IV, line 2)			0.		
8 Net short-term capital gain				0.	
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		20,088.	0.	20,088.	STATEMENT 3
12 Total. Add lines 1 through 11		60,742.	79.	59,207.	
13 Compensation of officers, directors, trustees, etc		0.	0.	0.	0.
14 Other employee salaries and wages		262,127.	0.	262,127.	0.
15 Pension plans, employee benefits		29,058.	0.	29,058.	0.
16a Legal fees STMT 4		8,085.	0.	8,085.	0.
b Accounting fees STMT 5		2,826.	0.	2,826.	0.
c Other professional fees STMT 6		91,896.	0.	91,896.	0.
17 Interest		<58.>	0.	<58.>	0.
18 Taxes STMT 7		57,541.	0.	57,541.	0.
19 Depreciation and depletion		97,285.	0.	97,285.	0.
20 Occupancy		35,548.	0.	35,548.	0.
21 Travel, conferences, and meetings		74.	0.	74.	0.
22 Printing and publications					
23 Other expenses STMT 8		183,067.	0.	183,067.	0.
24 Total operating and administrative expenses. Add lines 13 through 23		767,449.	0.	767,449.	0.
25 Contributions, gifts, grants paid		0.			0.
26 Total expenses and disbursements. Add lines 24 and 25		767,449.	0.	767,449.	0.
27 Subtract line 26 from line 12		<706,707.>			
a Excess of revenue over expenses and disbursements			79.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				0.	

Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing		300.	300.
	2 Savings and temporary cash investments	18,038.	837.	837.
	3 Accounts receivable ▶ 6,246.		6,246.	6,246.
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment basis ▶ 4,090,774.			
	Less accumulated depreciation STMT 9 ▶ 212,639.	3,839,778.	3,878,135.	3,878,135.
	15 Other assets (describe ▶ HORSES)	7,600.	7,600.	7,600.
	16 Total assets (to be completed by all filers)	3,865,416.	3,893,118.	3,893,118.
	17 Accounts payable and accrued expenses	600.	30,592.	
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons	4,484,633.	5,196,050.	STATEMENT 10
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ SECURITY DEPOSITS)	7,000.	0.	
	23 Total liabilities (add lines 17 through 22)	4,492,233.	5,226,642.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☒ X			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	<626,817.>	<1,333,524.>	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
28 Paid-in or capital surplus, or land, bldg, and equipment fund				
29 Retained earnings, accumulated income, endowment, or other funds				
30 Total net assets or fund balances	<626,817.>	<1,333,524.>		
31 Total liabilities and net assets/fund balances	3,865,416.	3,893,118.		

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	<626,817.>
2 Enter amount from Part I, line 27a	2	<706,707.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	<1,333,524.>
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	<1,333,524.>

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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			
b NONE			
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) FMV 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	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8		3	

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 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))
2010	0.	0.	.000000
2009	0.	0.	.000000
2008	0.	0.	.000000
2007	0.	0.	.000000
2006	0.	0.	.000000

2 Total of line 1, column (d)	2	.000000
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	.000000
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	50,021.
5 Multiply line 4 by line 3	5	0.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1.
7 Add lines 5 and 6	7	1.
8 Enter qualifying distributions from Part XII, line 4	8	0.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		1	2.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	2.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	2.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a		
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		0.
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		2.
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 2012 estimated tax	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ 0. (2) On foundation managers ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) VA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.HOPEWELLHOUSE.ORG	13	X	
14	The books are in care of ► THE FOUNDATION Telephone no ► 703-266-3730 Located at ► 5290 WINFIELD ROAD, FAIRFAX, VA ZIP+4 ► 22030			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☒ Yes ☐ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4947(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here		X
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 2011?		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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years ►	☐ Yes ☒ No	
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	
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 2011 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 2011.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2011?		X

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?
Organizations relying on a current notice regarding disaster assistance check here

N/A

5b**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**

If "Yes" to 6b, file Form 8870.

X**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DELMAR LEWIS 5290 WINFIELD ROAD FAIRFAX, VA 22030	CHAIRMAN 10.00	0.	0.	0.
KAREN LEWIS 5290 WINFIELD ROAD FAIRFAX, VA 22030	PRESIDENT 40.00	0.	0.	0.
SY GRESSER 5290 WINFIELD ROAD FAIRFAX, VA 22030	SECRETARY 5.00	0.	0.	0.
BRENDAN LEWIS 5290 WINFIELD ROAD FAIRFAX, VA 22030	TREASURER 2.00	0.	0.	0.

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

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

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

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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	0.
b	Average of monthly cash balances	1b	50,783.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	50,783.
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	50,783.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	762.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	50,021.
6	Minimum investment return. Enter 5% of line 5	6	2,501.

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	
2a	Tax on investment income for 2011 from Part VI, line 5	2a	
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	
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	

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	0.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
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	0.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	0.

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.

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Part XIII Undistributed Income (see instructions)

N/A

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years				
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e				
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$				
a Applied to 2010, 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 2011 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011 (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				
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 2010 Subtract line 4a from line 2a Taxable amount - see instr				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

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 2011, 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)

	Prior 3 years				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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	0.	0.	0.	0.	0.
b 85% of line 2a	0.	0.	0.	0.	0.
c Qualifying distributions from Part XII, line 4 for each year listed	0.	0.	0.	0.	0.
d Amounts included in line 2c not used directly for active conduct of exempt activities	0.	0.	0.	0.	0.
e Qualifying distributions made directly for active conduct of exempt activities					
Subtract line 2d from line 2c	0.	0.	0.	0.	0.
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					0.
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0.
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0.
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)	1,535.	0.	0.	0.	1,535.
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)	1,535.	0.	0.	0.	1,535.
(3) Largest amount of support from an exempt organization	0.	0.	0.	0.	0.
(4) Gross investment income	79.	0.	0.	0.	79.

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

a The name, address, and telephone number 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 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				
NONE				
Total			3a	0.
b Approved for future payment				
NONE				
Total			3b	0.

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

- | | | Yes | No |
|----------|--|-------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

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

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

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

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

Date _____

► **PRESIDENT/CEO**

Title

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

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ if
self-employed

PTIN	
------	--

JOANNE M. RODGERS

JOANNE M. RODGERS

5/21/2

P00456768

Firm's name ► **RENNER AND COMPANY, CPA P.C.**

Firm's EIN ► 54-1498950

Firm's address ► 700 NORTH FAIRFAX ST, SUITE 400
ALEXANDRIA, VA 22314

Phone no 703-535-1200

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Asset No	Description	Date Acquired	Method	Life	C o n v	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
	BUILDINGS														
	IMPROVEMENT ~ BLUE	08/21/09	SL	39.00		MM16	44,922.				44,922.	1,536.		1,152.	2,688.
	BUILDING-5202 WINFIELD (BLUE HOUSE)	08/21/09	SL	27.50		MM17	318,364.				318,364.	15,918.		11,577.	27,495.
	OUTSIDE CONTRACTOR-5202 BLUE	08/21/09	SL	27.50		MM16	44,945.				44,945.	2,179.		1,634.	3,813.
	MATERIALS-5202 BLUE	08/21/09	SL	27.50		MM16	8,396.				8,396.	407.		305.	712.
	REPAIRS-5202 BLUE	08/21/09	SL	27.50		MM16	5,983.				5,983.	291.		218.	509.
	IMPROVEMENTS - BLUE	10/01/09	SL	27.50		MM16	6,148.				6,148.	280.		224.	504.
	CRYSTAL CLEAR WATER REPAIRS	05/11/11	SL	27.50		16	3,900.				3,900.			95.	95.
	BLUE HOUSE REPAIRS - BOYD	10/31/11	SL	27.50		16	3,500.				3,500.			21.	21.
	* 990-PF PG 1 TOTAL						436,158.				436,158.	20,611.		15,226.	35,837.
	BUILDINGS														
	MACHINERY & EQUIPMENT														
	1 GATE OPERATOR ~ 5202 BLUE HOUSE	09/23/10	SL	7.00		16	3,850.				3,850.	138.		550.	688.
	* 990-PF PG 1 TOTAL						3,850.				3,850.	138.		550.	688.
	MACHINERY & EQUIPMENT														
	LAND														
	LAND-5202 WINFIELD (BLUE HOUSE)	08/21/09	L				212,242.				212,242.			0.	0.
	* 990-PF PG 1 TOTAL LAND						212,242.				212,242.	0.		0.	0.
	FARM - IMPROVEMENTS														
	OTHER														

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(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

2011 DEPRECIATION AND AMORTIZATION REPORT

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Asset No	Description	Date Acquired	Method	Life	C o n v	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
	LUMBER FOR FENCE MWP SUPPLY	12/31/08	SL	10.00		16	13,556.				13,556.	2,712.		1,356.	4,068.
	FENCING	12/31/08	SL	10.00		16	1,419.				1,419.	284.		142.	426.
	FENCING	12/31/08	SL	10.00		16	1,610.				1,610.	322.		161.	483.
	CLAIRSTON CONSTRUCTION	03/31/08	SL	39.00	MM16		25,559.				25,559.	1,802.		655.	2,457.
	OUTSIDE CONTRACTOR-FARM	08/21/09	SL	39.00	MM16		10,263.				10,263.	351.		263.	614.
	MATERIALS--FARM	08/21/09	SL	39.00	MM16		1,418.				1,418.	48.		36.	84.
	REPAIRS-FARM	08/21/09	SL	27.50	MM16		6,629.				6,629.	321.		241.	562.
	IMPROVEMENTS ~ FARM	10/01/09	SL	27.50	MM16		134,654.				134,654.	6,121.		4,897.	11,018.
	IMPROVEMENTS- CUSTOM FENCE	02/02/10	SL	39.00	MM16		11,280.				11,280.	265.		289.	554.
	IMPROVEMENTS - VA WATER FILTRATION SYSTEM	02/02/10	SL	39.00	MM16		6,557.				6,557.	154.		168.	322.
	IMPROVEMENTS - CUSTOM FENCE	03/05/10	SL	39.00	MM16		20,000.				20,000.	427.		513.	940.
	IMPROVEMENTS ~ SAND CREEK POST & BEAM WIRE	03/05/10	SL	39.00	MM16		19,387.				19,387.	414.		497.	911.
	IMPROVEMENTS - VA WATER FILTRATION SYSTEM	07/06/10	SL	39.00	MM16		125.				125.	2.		3.	5.
	IMPROVEMENTS - VA WATER FILTRATION SYSTEM	07/12/10	SL	39.00	MM16		125.				125.	2.		3.	5.
	SECURITY GATE	10/31/11	SL	27.50		16	60,613.				60,613.			367.	367.
	* 990-PF PG 1 TOTAL OTHER						313,195.				313,195.	13,225.		9,591.	22,816.
	* 990-PF PG 1 TOTAL - FARM - IMPROVEMENTS						313,195.				313,195.	13,225.		9,591.	22,816.
	FURNITURE AND EQUIPMENT-FARM														

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(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

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Asset No	Description	Date Acquired	Method	Life	C o n v	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
	OTHER														
	YAMAHA 4 WHEELER	11/08/08	SL	10.00		16	11,122.				11,122.	2,409.		1,112.	3,521.
	VA OUTDOOR POWER EQUIPMENT	11/18/08	SL	5.00		16	688.				688.	287.		138.	425.
	HORSE TRAILER	12/23/08	SL	7.00		16	5,850.				5,850.	1,672.		836.	2,508.
	TOOLS & HARDWARE	12/31/08	SL	5.00		16	9,997.				9,997.	3,998.		1,999.	5,997.
	BOBCAT	10/23/09	SL	10.00		16	31,800.				31,800.	3,710.		3,180.	6,890.
	2005 CHEVY SILVERADO	10/05/09	SL	10.00		16	17,399.				17,399.	2,175.		1,740.	3,915.
	BOBCAT OF VA	04/29/10	SL	5.00		16	860.				860.	115.		172.	287.
	USED PAIR OF FORKS FOR	07/30/10	SL	5.00		16	600.				600.	50.		120.	170.
	BOBCAT														
	KOHLER POWER GENERATOR FOR	09/23/10	SL	5.00		16	12,155.				12,155.	608.		2,431.	3,039.
	THE NEW BARN														
	1 GATE OPERATOR - 5290 NEW	09/23/10	SL	7.00		16	3,850.				3,850.	138.		550.	688.
	OFFICE BARN														
	3 BARN STALL FANS	09/25/10	SL	7.00		16	1,046.				1,046.	37.		149.	186.
	GENERATOR	02/07/11	SL	10.00		16	3,926.				3,926.			360.	360.
	SNAPPER	06/27/11	SL	7.00		16	4,000.				4,000.			286.	286.
	* 990-PF PG 1 TOTAL OTHER						103,293.				103,293.	15,199.		13,073.	28,272.
	* 990-PF PG 1 TOTAL ~						103,293.				103,293.	15,199.		13,073.	28,272.
	FURNITURE AND EQUIPMENT-FARM														
	BUILDINGS														
	IMPROVEMENT ~ MAIN	08/21/09	SL	39.00	MM	16	15,124.				15,124.	517.		388.	905.

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(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

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Asset No	Description	Date Acquired	Method	Life	Convention	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
	OUTSIDE CONTRACTOR-5300 MAIN BUILDING-5300 WINFIELD (MAIN HOUSE)	08/21/09	SL	27.50	MM16		51,142.				51,142.	2,480.		1,860.	4,340.
		08/21/09	SL	27.50	MM17		382,036.				382,036.	19,102.		13,892.	32,994.
	MATERIALS-5300 MAIN	08/21/09	SL	27.50	MM16		9,146.				9,146.	444.		333.	777.
	REPAIRS-5300 MAIN	08/21/09	SL	27.50	MM16		6,014.				6,014.	292.		219.	511.
	CRYSTAL CLEAR WATER REPAIRS	05/11/11	SL	27.50	16		3,900.				3,900.			95.	95.
	* 990-PF PG 1 TOTAL BUILDINGS						467,362.				467,362.	22,835.		16,787.	39,622.
	LAND														
	LAND-5300 WINFIELD (MAIN HOUSE)	08/21/09	L				254,691.				254,691.	0.		0.	0.
	* 990-PF PG 1 TOTAL LAND						254,691.				254,691.	0.		0.	0.
	* 990-PF PG 1 TOTAL ~ FURNITURE AND EQUIPMENT-FARM						722,053.				722,053.	22,835.		16,787.	39,622.
	5350 POND HOUSE														
	* 990-PF PG 1 TOTAL ~ 5350 POND HOUSE						0.				0.	0.		0.	0.
	5250 CARRIAGE HOUSE														
	OTHER														
	WATER HEATER - CARRIAGE HOUSE	12/31/08	SL	7.00	16		943.				943.	270.		135.	405.
	LAND-5250 WINFIELD (CARRIAGE HOUSE)	08/21/09	L				141,495.				141,495.			0.	
	BUILDING-5250 WINFIELD (CARRIAGE HOUSE)	08/21/09	SL	27.50	MM17		212,242.				212,242.	10,612.		7,718.	18,330.
	REPAIRS-5250	08/21/09	SL	27.50	MM16		7,705.				7,705.	373.		280.	653.

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(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

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Asset No	Description	Date Acquired	Method	Life	C o n v	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
	IMPROVEMENTS - CARRIAGE CRYSTAL CLEAR WATER REPAIRS ~ 5250	10/01/09	SL	27.50		MM16	56,157.				56,157.	2,553.		2,042.	4,595.
	ROOF REPAIRS - 5250	05/11/11	SL	27.50		16	3,900.				3,900.			95.	95.
	WINDOWS ~ 5250	10/31/11	SL	27.50		16	8,166.				8,166.			49.	49.
	* 990-PF PG 1 TOTAL OTHER	10/31/11	SL	10.00		16	3,450.				3,450.			58.	58.
	* 990-PF PG 1 TOTAL ~ 5250 CARRIAGE HOUSE						434,058.				434,058.	13,808.		10,377.	24,185.
	COMPUTERS						434,058.				434,058.	13,808.		10,377.	24,185.
	OTHER														
	COMPUTER	07/07/08	SL	5.00		16	1,584.				1,584.	792.		317.	1,109.
	COMPUTERS	10/31/11	SL	5.00		16	1,717.				1,717.			57.	57.
	* 990-PF PG 1 TOTAL OTHER						3,301.				3,301.	792.		374.	1,166.
	* 990-PF PG 1 TOTAL ~ COMPUTERS						3,301.				3,301.	792.		374.	1,166.
	FARM ANIMALS														
	OTHER														
	HORSES - PEPE/EXCALIBUR	08/21/09	NC	.000	HY		7,600.				7,600.			0.	0.
	* 990-PF PG 1 TOTAL OTHER						7,600.				7,600.	0.		0.	0.
	* 990-PF PG 1 TOTAL - FARM ANIMALS						7,600.				7,600.	0.		0.	0.
	5360 WINFIELD ~ CAMPBELL														

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(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

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Asset No	Description	Date Acquired	Method	Life	C o n v	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
	* 990-PF PG 1 TOTAL - 5360						0.				0.	0.		0.	0.
	WINFIELD - CAMPBELL														
	5290 WINFIELD ~ NEW														
	BARN/OFFICE														
	OTHER														
	CLAIRSTON CONSTRUCTION -5290														
	WINFIELD RD	02/02/10	SL	39.00		MM16	1,296.				1,296.	30.		33.	63.
	CLAIRSTON CONSTRUCTION -5290														
	WINFIELD RD	05/03/10	SL	39.00		MM16	1,701.				1,701.	29.		44.	73.
	CLAIRSTON CONSTRUCTION -5290														
	WINFIELD RD	05/03/10	SL	39.00		MM16	42,466.				42,466.	726.		1,089.	1,815.
	SAND CREEK POST & BEAM WIRE														
	-5290 WINFIELD RD	05/20/10	SL	39.00		MM16	13,073.				13,073.	196.		335.	531.
	SAND CREEK POST & BEAM WIRE														
	-5290 WINFIELD RD	06/22/10	SL	39.00		MM16	4,000.				4,000.	51.		103.	154.
	CLAIRSTON CONSTRUCTION -5290														
	WINFIELD RD	06/08/10	SL	39.00		MM16	55,085.				55,085.	824.		1,412.	2,236.
	CLAIRSTON CONSTRUCTION -5290														
	WINFIELD RD	07/02/10	SL	39.00		MM16	54,631.				54,631.	700.		1,401.	2,101.
	CLAIRSTON CONSTRUCTION -5290														
	WINFIELD RD	09/10/10	SL	39.00		MM16	82,185.				82,185.	702.		2,107.	2,809.
	CLAIRSTON CONSTRUCTION -5290														
	WINFIELD RD	09/21/10	SL	39.00		MM16	26,688.				26,688.	171.		684.	855.
	CLAIRSTON CONSTRUCTION -5290														
	WINFIELD RD	11/16/10	SL	39.00		MM16	46,256.				46,256.	99.		1,186.	1,285.
	CLAIRSTON CONSTRUCTION -5290														
	WINFIELD RD	12/07/10	SL	39.00		MM16	26,293.				26,293.	56.		674.	730.
	REPAIRS - RED BARN	10/31/11	SL	27.50		16	3,500.				3,500.			21.	21.
	CLAIRSTONE CONSTRUCTION	05/06/11	SL	10.00		16	8,512.				8,512.			567.	567.
	* 990-PF PG 1 TOTAL OTHER														
	* 990-PF PG 1 TOTAL ~ 5290														
	WINFIELD ~ NEW BARN/OFFICE						365,686.				365,686.	3,584.		9,656.	13,240.
							365,686.				365,686.	3,584.		9,656.	13,240.

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(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

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Asset No	Description	Date Acquired	Method	Life	Conv	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
	* GRAND TOTAL 990-PF PG 1 DEPR						2,601,436.				2,601,436.	90,192.		75,634.	165,826.

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

SOURCE	AMOUNT
SAVINGS	79.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	79.

FORM 990-PF RENTAL INCOME STATEMENT 2

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
5202 WINFIELD - BLUE HOUSE	1	11,710.
5300 WINFIELD - MAIN HOUSE	2	19,834.
5360 WINFIELD - CAMPBELL HOUSE	3	1,400.
5350 WINFIELD - POND HOUSE	4	6,096.
TOTAL TO FORM 990-PF, PART I, LINE 5A		39,040.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
RESIDENT FEES	12,000.	0.	12,000.
MISCELLANEOUS	7,888.	0.	7,888.
GROSS INCOME FROM SPECIAL FUNDRAISING EVENTS	200.	0.	200.
TOTAL TO FORM 990-PF, PART I, LINE 11	20,088.	0.	20,088.

FORM 990-PF	LEGAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	8,085.	0.	8,085.	0.
TO FM 990-PF, PG 1, LN 16A	8,085.	0.	8,085.	0.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	2,826.	0.	2,826.	0.
TO FORM 990-PF, PG 1, LN 16B	2,826.	0.	2,826.	0.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANKING	295.	0.	295.	0.
PAYROLL	495.	0.	495.	0.
CONTRACTUAL	91,106.	0.	91,106.	0.
	0.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	91,896.	0.	91,896.	0.

FORM 990-PF

TAXES

STATEMENT

7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL	22,316.	0.	22,316.	0.
MISCELLANEOUS	1,467.	0.	1,467.	0.
UBIT	1,549.	0.	1,549.	0.
REAL ESTATE	32,209.	0.	32,209.	0.
TO FORM 990-PF, PG 1, LN 18	57,541.	0.	57,541.	0.

FORM 990-PF

OTHER EXPENSES

STATEMENT

8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADVERTISING	2,086.	0.	2,086.	0.
POSTAGE	496.	0.	496.	0.
SUPPLIES	11,359.	0.	11,359.	0.
PRINTING AND COPYING	1,363.	0.	1,363.	0.
INSURANCE	16,290.	0.	16,290.	0.
FARM OVERHEAD - FARM COSTS	2,019.	0.	2,019.	0.
FARM OVERHEAD - FARRIER	2,040.	0.	2,040.	0.
FARM OVERHEAD - GARDEN				
MATERIALS	1,428.	0.	1,428.	0.
FARM OVERHEAD - SLAUGHTER				
SERVICES	476.	0.	476.	0.
FARM OVERHEAD - HAY AND FEED	12,064.	0.	12,064.	0.
FARM OVERHEAD - LIVE STOCK	583.	0.	583.	0.
FARM OVERHEAD - MATERIALS	21,809.	0.	21,809.	0.
FARM OVERHEAD - PLASTIC BAGS				
- PROCESSING	121.	0.	121.	0.
FARM OVERHEAD - TOOLS	1,357.	0.	1,357.	0.
FARM OVERHEAD - VETERINARY	8,504.	0.	8,504.	0.
GROUP HOME - FOOD	2,173.	0.	2,173.	0.
GROUP HOME - REPAIRS	1,790.	0.	1,790.	0.
GROUP HOME - SUPPLIES	840.	0.	840.	0.
BUSINESS REGISTRATION FEES	150.	0.	150.	0.
BUSINESS EXPENSES	389.	0.	389.	0.
EMPLOYEE REIMBURSEMENT	966.	0.	966.	0.
DUES	75.	0.	75.	0.
VEHICLE INSURANCE	<572.>	0.	<572.>	0.
EQUIPMENT RENTAL	15,975.	0.	15,975.	0.
GAS EXPENSES	16,766.	0.	16,766.	0.
INSPECTIONS	94.	0.	94.	0.
JANITORIAL	11,549.	0.	11,549.	0.

HOPEWELL HOUSE FOR INDEPENDENT LIVING

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PEST CONTROL	1,431.	0.	1,431.	0.
PROPERTY INSURANCE	<45.>	0.	<45.>	0.
REPAIRS	2,982.	0.	2,982.	0.
WORKERS COMPENSATION	9,304.	0.	9,304.	0.
LANDSCAPING	1,576.	0.	1,576.	0.
TECHNOLOGY	772.	0.	772.	0.
MISCELLANEOUS	2,125.	0.	2,125.	0.
MEMBERSHIPS	239.	0.	239.	0.
OTHER COSTS	2,204.	0.	2,204.	0.
FINES	10.	0.	10.	0.
DONATIONS	795.	0.	795.	0.
EMPLOYEE BACKGROUND CHECKS	260.	0.	260.	0.
SECURITY	17,454.	0.	17,454.	0.
MATERIALS	11,165.	0.	11,165.	0.
BOOKS AND REFERENCE	144.	0.	144.	0.
FURNITURE	461.	0.	461.	0.
TO FORM 990-PF, PG 1, LN 23	183,067.	0.	183,067.	0.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 9

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
YAMAHA 4 WHEELER	11,122.	3,521.	7,601.
VA OUTDOOR POWER EQUIPMENT	688.	425.	263.
HORSE TRAILER	5,850.	2,508.	3,342.
TOOLS & HARDWARE	9,997.	5,997.	4,000.
LUMBER FOR FENCE MWP SUPPLY	13,556.	4,068.	9,488.
FENCING	1,419.	426.	993.
FENCING	1,610.	483.	1,127.
IMPROVEMENT - BLUE	44,922.	2,688.	42,234.
IMPROVEMENT - MAIN	15,124.	905.	14,219.
WATER HEATER - CARRIAGE HOUSE	943.	405.	538.
CLAIRSTON CONSTRUCTION	25,559.	2,457.	23,102.
COMPUTER	1,584.	1,109.	475.
OUTSIDE CONTRACTOR-FARM	10,263.	614.	9,649.
OUTSIDE CONTRACTOR-5300 MAIN	51,142.	4,340.	46,802.
LAND-5300 WINFIELD (MAIN HOUSE)	254,691.	0.	254,691.
BUILDING-5300 WINFIELD (MAIN HOUSE)	382,036.	32,994.	349,042.
LAND-5202 WINFIELD (BLUE HOUSE)	212,242.	0.	212,242.
BUILDING-5202 WINFIELD (BLUE HOUSE)	318,364.	27,495.	290,869.
LAND-5250 WINFIELD (CARRIAGE HOUSE)	141,495.	0.	141,495.
BUILDING-5250 WINFIELD (CARRIAGE HOUSE)	212,242.	18,330.	193,912.
OUTSIDE CONTRACTOR-5202 BLUE	44,945.	3,813.	41,132.

HOPEWELL HOUSE FOR INDEPENDENT LIVING

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MATERIALS-FARM	1,418.	84.	1,334.
MATERIALS-5300 MAIN	9,146.	777.	8,369.
MATERIALS-5202 BLUE	8,396.	712.	7,684.
REPAIRS-5250	7,705.	653.	7,052.
REPAIRS-5300 MAIN	6,014.	511.	5,503.
REPAIRS-5202 BLUE	5,983.	509.	5,474.
REPAIRS-FARM	6,629.	562.	6,067.
HORSES - PEPE/EXCALIBER	7,600.	0.	7,600.
BOBCAT	31,800.	6,890.	24,910.
IMPROVEMENTS - CARRIAGE	56,157.	4,595.	51,562.
IMPROVEMENTS - BLUE	6,148.	504.	5,644.
IMPROVEMENTS - FARM	134,654.	11,018.	123,636.
2005 CHEVY SILVERADO	17,399.	3,915.	13,484.
CLAIRSTON CONSTRUCTION -5290 WINFIELD RD	1,296.	63.	1,233.
CLAIRSTON CONSTRUCTION -5290 WINFIELD RD	1,701.	73.	1,628.
CLAIRSTON CONSTRUCTION -5290 WINFIELD RD	42,466.	1,815.	40,651.
SAND CREEK POST & BEAM WIRE -5290 WINFIELD RD	13,073.	531.	12,542.
SAND CREEK POST & BEAM WIRE -5290 WINFIELD RD	4,000.	154.	3,846.
CLAIRSTON CONSTRUCTION -5290 WINFIELD RD	55,085.	2,236.	52,849.
CLAIRSTON CONSTRUCTION -5290 WINFIELD RD	54,631.	2,101.	52,530.
CLAIRSTON CONSTRUCTION -5290 WINFIELD RD	82,185.	2,809.	79,376.
CLAIRSTON CONSTRUCTION -5290 WINFIELD RD	26,688.	855.	25,833.
CLAIRSTON CONSTRUCTION -5290 WINFIELD RD	46,256.	1,285.	44,971.
IMPROVEMENTS- CUSTOM FENCE	11,280.	554.	10,726.
IMPROVEMENTS - VA WATER FILTRATION SYSTEM	6,557.	322.	6,235.
IMPROVEMENTS - CUSTOM FENCE	20,000.	940.	19,060.
IMPROVEMENTS - SAND CREEK POST & BEAM WIRE	19,387.	911.	18,476.
IMPROVEMENTS - VA WATER FILTRATION SYSTEM	125.	5.	120.
IMPROVEMENTS - VA WATER FILTRATION SYSTEM	125.	5.	120.
BOBCAT OF VA	860.	287.	573.
USED PAIR OF FORKS FOR BOBCAT	600.	170.	430.
KOHLER POWER GENERATOR FOR THE NEW BARN	12,155.	3,039.	9,116.
CLAIRSTON CONSTRUCTION -5290 WINFIELD RD	26,293.	730.	25,563.
1 GATE OPERATOR - 5290 NEW OFFICE BARN	3,850.	688.	3,162.
1 GATE OPERATOR - 5202 BLUE HOUSE	3,850.	688.	3,162.
3 BARN STALL FANS	1,046.	186.	860.

HOPEWELL HOUSE FOR INDEPENDENT LIVING

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CRYSTAL CLEAR WATER REPAIRS	3,900.	95.	3,805.
CRYSTAL CLEAR WATER REPAIRS	3,900.	95.	3,805.
BLUE HOUSE REPAIRS - BOYD	3,500.	21.	3,479.
COMPUTERS	1,717.	57.	1,660.
CRYSTAL CLEAR WATER REPAIRS - 5250	3,900.	95.	3,805.
ROOF REPAIRS - 5250	8,166.	49.	8,117.
WINDOWS - 5250	3,450.	58.	3,392.
SECURITY GATE	60,613.	367.	60,246.
REPAIRS - RED BARN	3,500.	21.	3,479.
GENERATOR	3,926.	360.	3,566.
CLAIRSTONE CONSTRUCTION	8,512.	567.	7,945.
SNAPPER	4,000.	286.	3,714.
TOTAL TO FM 990-PF, PART II, LN 14	2,601,436.	165,826.	2,435,610.

FORM 990-PF LOANS PAYABLE TO OFFICER'S, DIRECTOR'S, ETC. STATEMENT 10

LENDER'S NAME AND TITLE

DELMAR LEWIS, CHAIRMAN

DATE OF NOTE	MATURITY DATE	INTEREST RATE	TERMS OF REPAYMENT
01/01/08		.00%	NONE NOTED

SECURITY PROVIDED BY BORROWER

UNSECURED

PURPOSE OF LOAN

PURCHASE OF BUILDINGS AND WORKING
CAPITAL

DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION	ORIGINAL LOAN AMOUNT	BALANCE DUE
NONE NOTED	0.	675,145.	4,583,779.

LENDER'S NAME AND TITLE

KAREN LEWIS, PRESIDENT

DATE OF NOTE	MATURITY DATE	INTEREST RATE	TERMS OF REPAYMENT
08/19/08		.00%	NONE NOTED

SECURITY PROVIDED BY BORROWER

UNSECURED

PURPOSE OF LOAN

WORKING CAPITAL

DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION	ORIGINAL LOAN AMOUNT	BALANCE DUE
NONE NOTED	0.	18,890.	612,271.

TOTAL TO FORM 990-PF, PART II, LINE 20, COLUMN B

5,196,050.