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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 JUL 1, 2011, and ending JUN 30, 2012

Name of foundation
DARIN BUTZ FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)
37282 MOUNTVILLE ROAD

City or town, state, and ZIP code
MIDDLEBURG, VA 20117

Room/suite

A Employer identification number
27-3596818

B Telephone number
540-687-8078

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)
\$ 147,778. (Part I, column (d) must be on cash basis)

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____

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		52,850.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		23.	23.		STATEMENT 1
4 Dividends and interest from securities		4,375.	4,375.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		-3,579.			
b Gross sales price for all assets on line 6a		143,230.			
7 Capital gain net income (from Part IV, line 2)			0.		
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)					
11 Other income					
12 Total (Add lines 1 through 11)		53,669.	4,398.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 3		2,250.	0.		0.
b Accounting fees STMT 4		1,070.	500.		0.
c Other professional fees					
17 Interest					
18 Taxes STMT 5		23.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 6		593.	568.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		3,936.	1,068.		0.
25 Contributions, gifts, grants paid		5,000.			5,000.
26 Total expenses and disbursements. Add lines 24 and 25		8,936.	1,068.		5,000.
27 Subtract line 26 from line 12		44,733.			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			3,330.		
c Adjusted net income (if negative, enter -0-)				N/A	

P 4

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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			
2	Savings and temporary cash investments	1,008.	8,318.	8,318.
3	Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons			
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			
11	Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
12	Investments - mortgage loans			
13	Investments - other STMT 7	100,157.	137,580.	139,460.
14	Land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
15	Other assets (describe ▶)			
16	Total assets (to be completed by all filers)	101,165.	145,898.	147,778.

Liabilities

17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable			
22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)	0.	0.	

Net Assets or Fund Balances

	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted	101,165.	145,898.	
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> 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	101,165.	145,898.	
31	Total liabilities and net assets/fund balances	101,165.	145,898.	

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	101,165.
2	Enter amount from Part I, line 27a	2	44,733.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	145,898.
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	145,898.

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 SCHEDULE ATTACHED		P		
b SCHEDULE ATTACHED		P		
c				
d				
e				

(a) 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 17,163.		16,427.	736.
b 126,067.		130,382.	-4,315.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			736.
b			-4,315.
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	-3,579.
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	N/A

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.	3,210.	.000000
2009			
2008			
2007			
2006			

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	106,471.
5 Multiply line 4 by line 3	5	0.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	33.
7 Add lines 5 and 6	7	33.
8 Enter qualifying distributions from Part XII, line 4	8	5,000.

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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	33.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	33.
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	33.
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 <input type="checkbox"/> 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		33.
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	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
b 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 <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 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?		
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) <input type="checkbox"/> 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	

N/A

STMT 8

Form 990-PF (2011)

Part VII-A Statements Regarding Activities (continued)

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

Website address ► N/A

14 The books are in care of ► THE FOUNDATION Telephone no. ► 540-687-8078
 Located at ► 37282 MOUNTVILLE ROAD, MIDDLEBURG, VA ZIP+4 ► 20117

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? Yes No
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.

		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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? N/A Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	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 2011?	4b	X

Form 990-PF (2011)

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)?

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

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
LINDA A. MILLS	PRESIDENT			
37282 MOUNTVILLE ROAD				
MIDDLEBURG, VA 20117	1.00	0.	0.	0.
WILL A. BUTZ	SECRETARY/TREASURER			
37282 MOUNTVILLE ROAD				
MIDDLEBURG, VA 20117	1.00	0.	0.	0.
STEPHANIE BOWER	DIRECTOR			
731 BONNIE RIDGE DRIVE				
LEESBURG, VA 20176	1.00	0.	0.	0.
DAVID DARIN	DIRECTOR			
N69 W15334 MACALLAN COURT				
MENOMONEE FALLS, WI 53051	1.00	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

Form 990-PF (2011)

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	106,779.
b	Average of monthly cash balances	1b	1,313.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	108,092.
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	108,092.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,621.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	106,471.
6	Minimum investment return. Enter 5% of line 5	6	5,324.

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	5,324.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	33.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	33.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	5,291.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	5,291.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	5,291.

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	5,000.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	5,000.
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	33.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,967.

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.

Form 990-PF (2011)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				5,291.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			99.	
b Total for prior years		0.		
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	0.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 5,000.				
a Applied to 2010, but not more than line 2a			99.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				4,901.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				390.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
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				

3216 1

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				
UNIVERSITY OF ILLINOIS FOUNDATION HARKER HALL, 1305 WEST GREEN STREET URBANA, IL 61801-2962	NONE	501(C)3	TO SUPPORT THE OUTSTANDING WOMAN UNDERGRADUATE IN SPECIFIC SCIENCE, TECHNOLOGY,	5,000.
Total			3a	5,000.
b Approved for future payment				
NONE				
Total			3b	0.

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

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:

1a(1)	X
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1a(2)		X
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b Other transactions

1b(1)	X
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1b(2)		X
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1b(3)		X
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1b(4)		X
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1b(5)		X
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1b(6)		X
-------	--	---

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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

3K6U202
Date

Secretary Treasurer

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 <input checked="" type="checkbox"/> if self-employed	PTIN
	DAVID C. WILLIAMS	<i>David C Williams CPA</i>	10-25-12		P00966501
	Firm's name ▶ RENNER, WILLIAMS & MOONEY, L.L.C			Firm's EIN ▶ 54-1862006	
	Firm's address ▶ 1493 CHAIN BRIDGE ROAD, SUITE 200 MCLEAN, VA 22101			Phone no (703) 556-9820	

Form **990-PF** (2011)

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.

OMB No 1545-0047

2011

Name of the organization

DARIN BUTZ FOUNDATION

Employer identification number

27-3596818

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 foundationCheck 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 Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

Employer identification number

DARIN BUTZ FOUNDATION

27-3596818

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	WILL A. BUTZ & LINDA A. MILLS 37282 MOUNTVILLE ROAD MIDDLEBURG, VA 20117	\$ 52,850.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

DARIN BUTZ FOUNDATION

27-3596818

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
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

Employer identification number

DARIN BUTZ FOUNDATION

27-3596818

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.) ▶ \$

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
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

Account 1793935 DaRin Butz Foundation

For dates from 07/01/11 to Latest

Including LT Cap Gains Distributions from Mutual Funds

Short-term Covered:

Description	Quantity	CUSIP	Date Acquired	Date Sold	Sales Price/ Net Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain (Loss)
DIREXION DAILY	18.000	25459W144	09/23/11	10/04/11	1,428.47	1,273.13	0.00	155.34
SPDR GOLD TRUST	14.000	78463V107	Various	09/23/11	2,294.62	2,099.98	0.00	194.64
SPDR GOLD TRUST	22.000	78463V107	Various	09/26/11	3,438.60	3,290.89	0.00	147.71
SPDR GOLD TRUST	28.000	78463V107	Various	09/27/11	4,532.72	4,356.34	0.00	176.38
SPDR S&P 500	24.000	78462F103	Various	11/11/11	3,043.68	3,012.63	0.00	31.05
SPDR S&P DIVIDEND	45.000	78464A763	Various	11/11/11	2,425.19	2,393.86	0.00	31.33
Total Short-term Covered:					17,163.28	16,426.83	0.00	736.45

Short-term Noncovered:

Description	Quantity	CUSIP	Date Acquired	Date Sold	Sales Price/ Net Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain (Loss)
ABERDEEN ASIA BOND	495.449	003021847	Various	11/11/11	5,370.67	5,359.51	0.00	11.16
AMERICAN CENTURY	30.434	025081845	10/04/11	10/13/11	298.86	299.16	0.00	0.30-
AMERICAN CENTURY	197.042	025081845	Various	10/17/11	1,936.92	1,936.92	0.00	0.00
AMERICAN CENTURY	53.189	025081845	Various	10/28/11	522.32	522.85	0.00	0.53-
AMERICAN CENTURY	271.959	025081845	Various	11/11/11	2,673.36	2,671.81	0.00	1.55
AMERICAN CENTURY	0.030	025081845	11/30/11	12/05/11	0.29	0.29	0.00	0.00
AQR MANAGED FUTURES	9.500	00203H842	12/29/10	07/12/11	93.48	97.85	0.00	4.37-
AQR MANAGED FUTURES	60.541	00203H842	12/29/10	09/16/11	595.72	623.57	0.00	27.85-
AQR MANAGED FUTURES	212.585	00203H842	Various	11/11/11	2,023.81	2,158.43	0.00	134.62-
ARBITRAGE FUND	14.458	03875R106	12/20/10	10/04/11	186.65	181.88	0.00	4.77
ARBITRAGE FUND	9.599	03875R106	12/20/10	10/05/11	124.21	120.76	0.00	3.45
ARBITRAGE FUND	237.420	03875R106	Various	11/11/11	3,117.32	3,029.01	0.00	88.31
ASTON/OPTIMUM MID	181.561	00078H158	Various	11/11/11	5,514.01	5,860.78	0.00	346.77-
BLACKROCK LOW DURATN	0.378	091928275	06/30/11	07/06/11	3.67	3.66	0.00	0.01
DELAWARE HIGH-YIELD	52.494	245908876	12/20/10	07/06/11	219.95	215.76	0.00	4.19
DELAWARE HIGH-YIELD	52.480	245908876	Various	07/13/11	219.89	224.21	0.00	4.32-
DELAWARE HIGH-YIELD	77.762	245908876	Various	07/22/11	327.38	332.63	0.00	5.25-
DELAWARE HIGH-YIELD	0.888	245908876	07/22/11	07/28/11	3.73	3.74	0.00	0.01-
DELAWARE HIGH-YIELD	0.048	245908876	08/22/11	08/24/11	0.19	0.19	0.00	0.00
DRIEHAUS ACTIVE	279.544	262028855	12/20/10	07/20/11	3,094.55	3,170.03	0.00	75.48-
DRIEHAUS ACTIVE	17.212	262028855	12/20/10	09/30/11	172.29	195.18	0.00	22.89-
DRIEHAUS ACTIVE	32.407	262028855	12/20/10	10/03/11	322.45	367.50	0.00	45.05-
DRIEHAUS ACTIVE	153.649	262028855	12/20/10	10/07/11	1,516.52	1,742.38	0.00	225.86-
DRIEHAUS ACTIVE	98.828	262028855	12/20/10	10/13/11	992.23	1,120.71	0.00	128.48-
DRIEHAUS ACTIVE	90.385	262028855	12/20/10	10/17/11	910.18	1,024.97	0.00	114.79-
DRIEHAUS ACTIVE	93.918	262028855	12/20/10	10/20/11	948.57	1,065.03	0.00	116.46-
DRIEHAUS ACTIVE	947.224	262028855	Various	11/11/11	9,671.16	10,645.54	0.00	974.38-
FEDERATED GOV	0.008	31420B805	06/30/11	07/06/11	0.08	0.08	0.00	0.00
FEDERATED SHORT-TERM	0.218	31420C308	06/30/11	07/06/11	1.89	1.88	0.00	0.01
FEDERATED TOTAL RTRN	13.077	31429A204	06/06/11	09/30/11	155.48	149.86	0.00	5.62
FEDERATED TOTAL RTRN	1,082.256	31429A204	Various	11/11/11	12,770.62	12,417.93	0.00	352.69
FEDERATED TOTAL RTRN	0.707	31429A204	11/30/11	12/05/11	8.36	8.35	0.00	0.01

Account 1793935 DaRin Butz Foundation

For dates from 07/01/11 to Latest

Including LT Cap Gains Distributions from Mutual Funds

Short-term Noncovered:

Description	Quantity	CUSIP	Date Acquired	Date Sold	Sales Price/ Net Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain (Loss)
FEDERATED ULTRASHORT	0.342	31428Q754	06/30/11	07/06/11	3.15	3.15	0.00	0.00
FRANKLIN FLOATING	108.409	353612823	Various	07/20/11	993.03	993.00	0.00	0.03
FRANKLIN FLOATING	43.285	353612823	03/24/11	08/16/11	378.74	397.36	0.00	18.62-
FRANKLIN FLOATING	85.440	353612823	Various	08/22/11	744.18	788.06	0.00	43.88-
FRANKLIN FLOATING	85.240	353612823	Various	08/29/11	737.33	786.56	0.00	49.23-
FRANKLIN FLOATING	0.728	353612823	08/31/11	09/21/11	6.38	6.34	0.00	0.04
FRANKLIN FLOATING	0.002	353612823	09/30/11	10/04/11	0.02	0.02	0.00	0.00
GENWORTH FINANCIAL	1.495	15642U303	Various	11/11/11	1,128.01	1,728.89	0.00	600.88-
GLG INTERNATIONAL	68.283	36179P202	12/20/10	10/25/11	574.94	682.14	0.00	107.20-
GLG INTERNATIONAL	27.954	36179P202	12/20/10	10/27/11	245.72	279.26	0.00	33.54-
GLG INTERNATIONAL	33.985	36179P202	Various	10/28/11	298.05	356.10	0.00	58.05-
GLG INTERNATIONAL	87.058	36179P202	05/04/11	11/11/11	719.10	928.91	0.00	209.81-
GUGGENHEIM MANAGED	15.266	78356A491	12/29/10	07/12/11	384.70	392.34	0.00	7.64-
GUGGENHEIM MANAGED	15.705	78356A491	Various	09/16/11	385.39	405.03	0.00	19.64-
GUGGENHEIM MANAGED	56.480	78356A491	Various	09/21/11	1,391.10	1,471.34	0.00	80.24-
JPMORGAN CORE BOND A	1,113.708	4812C0357	Various	11/11/11	13,219.71	13,048.20	0.00	171.51
LAZARD US GLOBAL	118.944	52106N459	Various	10/25/11	1,193.01	1,262.57	0.00	69.56-
LAZARD US GLOBAL	19.098	52106N459	05/04/11	10/26/11	192.32	207.41	0.00	15.09-
LAZARD US GLOBAL	81.815	52106N459	05/04/11	10/27/11	837.79	888.51	0.00	50.72-
LAZARD US GLOBAL	105.493	52106N459	Various	11/07/11	1,040.16	1,099.54	0.00	59.38-
MAINSTAY EPOCH	209.483	56063J864	Various	11/11/11	3,198.81	3,148.94	0.00	49.87
MATTHEWS ASIA	86.130	577125107	Various	10/20/11	1,089.55	1,228.88	0.00	139.33-
MATTHEWS ASIA	44.590	577125107	05/27/11	10/25/11	570.30	637.63	0.00	67.33-
MATTHEWS ASIA	39.823	577125107	Various	10/26/11	512.92	572.54	0.00	59.62-
MATTHEWS ASIA	41.954	577125107	Various	10/27/11	558.41	603.30	0.00	44.89-
MATTHEWS ASIA	38.175	577125107	Various	10/28/11	507.73	540.90	0.00	33.17-
MERGER FUND	11.558	589509108	12/20/10	10/04/11	179.49	185.39	0.00	5.90-
MERGER FUND	7.825	589509108	12/20/10	10/05/11	121.83	125.51	0.00	3.68-
MERGER FUND	197.676	589509108	Various	11/11/11	3,158.86	3,156.55	0.00	2.31
NATIXIS ASG MANAGED	86.943	63872T745	Various	09/16/11	942.46	921.09	0.00	21.37
NATIXIS ASG MANAGED	258.449	63872T745	Various	11/11/11	2,739.56	2,878.66	0.00	139.10-
PIMCO EMERGING LOCAL	115.363	72201F375	Various	10/05/11	1,161.71	1,240.00	0.00	78.29-
PIMCO EMERGING LOCAL	111.758	72201F375	Various	10/06/11	1,137.70	1,237.75	0.00	100.05-
PIMCO EMERGING LOCAL	0.085	72201F375	10/31/11	11/11/11	0.89	0.90	0.00	0.01-
PIMCO INVESTMENT	485.402	722005592	Various	11/11/11	5,164.68	5,096.96	0.00	67.72
PIMCO INVESTMENT	0.690	722005592	11/30/11	12/05/11	7.31	7.25	0.00	0.06
PIMCO LOW DURATION	0.228	693390767	06/30/11	07/06/11	2.39	2.39	0.00	0.00
PIMCO SHORT-TERM	0.053	693390734	06/30/11	07/06/11	0.52	0.52	0.00	0.00
RAMIUS DYNAMIC	192.749	461418717	Various	10/20/11	1,871.59	1,962.15	0.00	90.56-
RAMIUS DYNAMIC	241.385	461418717	Various	11/11/11	2,372.81	2,314.35	0.00	58.46
RAMIUS TRADING STRAT	341.400	461418394	09/16/11	11/11/11	3,294.51	3,414.00	0.00	119.49-
ROYCE GLOBAL VALUE	159.717	780811824	Various	10/20/11	1,972.50	2,432.90	0.00	460.40-
ROYCE GLOBAL VALUE	30.639	780811824	05/04/11	10/21/11	384.52	477.36	0.00	92.84-
ROYCE GLOBAL VALUE	44.688	780811824	Various	10/24/11	572.45	681.91	0.00	109.46-
ROYCE GLOBAL VALUE	19.873	780811824	Various	10/25/11	253.58	297.66	0.00	44.08-
T. ROWE PRICE HIGH	0.811	741481204	06/30/11	07/06/11	5.56	5.53	0.00	0.03

Account 1793935 DaRin Butz Foundation

For dates from 07/01/11 to Latest

Including LT Cap Gains Distributions from Mutual Funds

Short-term Noncovered:

Description	Quantity	CUSIP	Date Acquired	Date Sold	Sales Price/ Net Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain (Loss)
T. ROWE PRICE HIGH	0.001	741481204	07/29/11	08/16/11	0.01	0.01	0.00	0.00
T. ROWE PRICE HIGH	402.141	741481204	Various	11/11/11	2,593.81	2,553.72	0.00	40.09
T. ROWE PRICE HIGH	1.197	741481204	11/30/11	12/05/11	7.68	7.59	0.00	0.09
T. ROWE PRICE HIGH	0.002	741481204	12/30/11	01/04/12	0.01	0.01	0.00	0.00
T. ROWE PRICE INSTL	34.375	77958B402	12/20/10	07/20/11	353.38	353.72	0.00	0.34-
T. ROWE PRICE INSTL	60.924	77958B402	Various	07/22/11	626.91	630.59	0.00	3.68-
T. ROWE PRICE INSTL	38.406	77958B402	Various	08/16/11	375.61	398.51	0.00	22.90-
T. ROWE PRICE INSTL	75.799	77958B402	Various	08/22/11	736.77	789.41	0.00	52.64-
T. ROWE PRICE INSTL	75.639	77958B402	Various	08/29/11	730.67	787.78	0.00	57.11-
T. ROWE PRICE INSTL	0.649	77958B402	08/31/11	09/21/11	6.37	6.33	0.00	0.04
T. ROWE PRICE INSTL	0.002	77958B402	09/30/11	10/04/11	0.02	0.02	0.00	0.00
T. ROWE PRICE SHORT	0.169	77957P204	06/30/11	07/06/11	0.82	0.82	0.00	0.00
T. ROWE PRICE U.S.	12.152	741495105	06/02/11	10/03/11	140.60	137.07	0.00	3.53
T. ROWE PRICE U.S.	907.832	741495105	Various	11/11/11	10,430.99	10,257.86	0.00	173.13
T. ROWE PRICE U.S.	0.965	741495105	11/30/11	12/05/11	11.10	11.06	0.00	0.04

Total Short-term Noncovered:					126,067.03	130,382.70	0.00	4,315.67-
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Total Total Short-Term:					126,067.03	130,382.70	0.00	4,315.67-
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For further detail information see: k:\tnetdata\RESEARCH\Detail_Gain_Loss_Details_1793935_Latest.TXT

For further summary information see: k:\tnetdata\RESEARCH\Detail_Gain_Loss_Summary_1793935_Latest.TXT

Report printed on 10/23/12 at 07:14 by AEM from k:\tnetdata\

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

SOURCE	AMOUNT
MIDDLEBURG BANK	23.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	23.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
FRANKLIN SQUARE	2,804.	0.	2,804.
GFAM PRESERVATION STRATEGY	680.	0.	680.
H.L. BECK	891.	0.	891.
TOTAL TO FM 990-PF, PART I, LN 4	4,375.	0.	4,375.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	2,250.	0.		0.
TO FM 990-PF, PG 1, LN 16A	2,250.	0.		0.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	1,070.	500.		0.
TO FORM 990-PF, PG 1, LN 16B	1,070.	500.		0.

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL INCOME TAX	23.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	23.	0.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT FEES	568.	568.		0.	
VA STATE FEES	25.	0.		0.	
TO FORM 990-PF, PG 1, LN 23	593.	568.		0.	

FORM 990-PF	OTHER INVESTMENTS		STATEMENT	7
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
GFAM STRATEGY-MUTUAL FUNDS	COST	0.	0.	
FRANKLIN SQUARE MUTUAL FUNDS	COST	47,580.	48,570.	
H.L. BECK BROKERAGE	COST	90,000.	90,890.	
TOTAL TO FORM 990-PF, PART II, LINE 13		137,580.	139,460.	

FORM 990-PF LIST OF SUBSTANTIAL CONTRIBUTORS STATEMENT 8
PART VII-A, LINE 10

NAME OF CONTRIBUTOR

ADDRESS

LINDA A. MILLS

37282 MOUNTVILLE ROAD
MIDDLEBURG, VA 20117

WILL A. BUTZ

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MIDDLEBURG, VA 20117

FORM 990-PF PART XV - LINE 1A STATEMENT 9
LIST OF FOUNDATION MANAGERS

NAME OF MANAGER

LINDA A. MILLS

WILL A. BUTZ

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - UNIVERSITY OF ILLINOIS FOUNDATION

TO SUPPORT THE OUTSTANDING WOMAN UNDERGRADUATE IN SPECIFIC SCIENCE,
TECHNOLOGY, ENGINEERING & MATHEMATICS FIELDS.