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Form **990-PF**Department of the Treasury
Internal Revenue Service**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.

OMB No 1545-0052

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

| | | |
|---|--|--|
| Name of foundation BAER FOUNDATION, INC. | | A Employer identification number 13-6082026 |
| Number and street (or P.O. box number if mail is not delivered to street address) 7084 PIEDMONT DRIVE | | B Telephone number 540-672-2878 |
| City or town, state, and ZIP code RAPIDAN, VA 22733 | | C If exemption application is pending, check here <input type="checkbox"/> |
| G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change | | D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |
| H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation | | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> |
| I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 455,515. | J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/> |

| 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) |
|--|--|------------------------------------|---------------------------|-------------------------|---|
| Revenue | 1 Contributions, gifts, grants, etc., received | 1,425. | | N/A | |
| | 2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B | | | | |
| | 3 Interest on savings and temporary cash investments | 3. | 3. | | STATEMENT 1 |
| | 4 Dividends and interest from securities | 18,132. | 18,132. | | STATEMENT 2 |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | 307. | | | |
| | b Gross sales price for all assets on line 6a | 155,047. | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 307. | | |
| | 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 | | 18,442. | | | |
| Operating and Administrative Expenses | 13 Compensation of officers, directors, trustees, etc. | 0. | 0. | | 0. |
| | 14 Other employee salaries and wages | | | | |
| | 15 Pension plans, employee benefits | | | | |
| | 16a Legal fees | | | | |
| | b Accounting fees | STMT 3 125. | 1,125. | | 0. |
| | c Other professional fees | STMT 4 681. | 681. | | 0. |
| | 17 Interest | | | | |
| | 18 Taxes | STMT 5 428. | 0. | | 0. |
| | 19 Depreciation and depletion | | | | |
| | 20 Occupancy | | | | |
| | 21 Travel, conferences, and meetings | | | | |
| | 22 Printing and publications | | | | |
| | 23 Other expenses | STMT 6 3,955. | 3,955. | | 0. |
| | 24 Total operating and administrative expenses. Add lines 13 through 23 | | 5,761. | | 0. |
| | 25 Contributions, gifts, grants paid | 21,750. | | | 21,750. |
| 26 Total expenses and disbursements. Add lines 24 and 25 | 27,939. | 5,761. | | 21,750. | |
| 27 Subtract line 26 from line 12: | | | | | |
| a Excess of revenue over expenses and disbursements | <8,072.> | | | | |
| b Net investment income (if negative, enter -0-) | | 12,681. | | | |
| c Adjusted net income (if negative, enter -0-) | | | N/A | | |

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 | 18,513. | 5,928. | 5,928. |
| | 2 Savings and temporary cash investments | <5,281.> | 21,627. | 21,627. |
| | 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 STMT 7 | 284,102. | 261,707. | 281,645. |
| | c Investments - corporate bonds STMT 8 | 111,196. | 111,196. | 146,315. |
| 11 Investments - land, buildings, and equipment basis ▶ | | | | |
| Less accumulated depreciation ▶ | | | | |
| 12 Investments - mortgage loans | | | | |
| 13 Investments - other | | | | |
| 14 Land, buildings, and equipment basis ▶ | | | | |
| Less accumulated depreciation ▶ | | | | |
| 15 Other assets (describe ▶) | | | | |
| 16 Total assets (to be completed by all filers) | 408,530. | 400,458. | 455,515. | |
| 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 type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31. | | | |
| | 24 Unrestricted | | | |
| | 25 Temporarily restricted | | | |
| | 26 Permanently restricted | | | |
| | Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31. | | | |
| | 27 Capital stock, trust principal, or current funds | 408,530. | 400,458. | |
| | 28 Paid-in or capital surplus, or land, bldg., and equipment fund | 0. | 0. | |
| | 29 Retained earnings, accumulated income, endowment, or other funds | 0. | 0. | |
| 30 Total net assets or fund balances | 408,530. | 400,458. | | |
| 31 Total liabilities and net assets/fund balances | 408,530. | 400,458. | | |

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 | 408,530. |
| 2 Enter amount from Part I, line 27a | 2 | <8,072.> |
| 3 Other increases not included in line 2 (itemize) ▶ | 3 | 0. |
| 4 Add lines 1, 2, and 3 | 4 | 400,458. |
| 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 | 400,458. |

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 LPL ACCT #3499 - SEE ATTACHED STATEMENT | | P | VARIOUS | VARIOUS |
| b LPL ACCT #3499 - SEE ATTACHED STATEMENT | | P | VARIOUS | VARIOUS |
| 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 18,043. | | 17,977. | 66. |
| b 137,004. | | 136,763. | 241. |
| c | | | |
| d | | | |
| e | | | |

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (i) 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 | | | 66. |
| b | | | 241. |
| 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 | 307. |
| 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 the instructions before making any entries.

| (a) Base period years Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio (col. (b) divided by col. (c)) |
|---|---------------------------------------|---|--|
| 2011 | 6,540. | 422,897. | .015465 |
| 2010 | 30,674. | 414,815. | .073946 |
| 2009 | 12,570. | 360,641. | .034855 |
| 2008 | 25,592. | 400,472. | .063905 |
| 2007 | 25,758. | 462,120. | .055739 |

| | | |
|--|---|----------|
| 2 Total of line 1, column (d) | 2 | .243910 |
| 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 | .048782 |
| 4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 | 4 | 426,218. |
| 5 Multiply line 4 by line 3 | 5 | 20,792. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 127. |
| 7 Add lines 5 and 6 | 7 | 20,919. |
| 8 Enter qualifying distributions from Part XII, line 4 | 8 | 21,750. |

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) | | 1 | 127. |
| 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 | | | |
| 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 | 127. |
| 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 | 127. |
| 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- | | | |
| 6 Credits/Payments: | | | |
| a 2012 estimated tax payments and 2011 overpayment credited to 2012 | 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 | | 127. |
| 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 2013 estimated tax <input type="checkbox"/> Refunded <input checked="" 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 |
| 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 |
| 1c 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? | | |
| 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) <u>VA</u> | | |
| 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 2012 or the taxable year beginning in 2012 (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 |

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 ► KARLA B. BAER Telephone no. ► 540-672-2878
 Located at ► 7084 PIEDMONT DRIVE, RAPIDAN, VA ZIP+4 ► 22733

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 2012, 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? | <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)? Organizations relying on a current notice regarding disaster assistance check here | <u>N/A</u> | 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 2012? | | 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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ► | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) | <u>N/A</u> | 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 2012 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 2012.) | <u>N/A</u> | 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 2012? | | 4b X |

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

| (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 |
|---|---|---|---|---------------------------------------|
| KARLA B. BAER 7084 PIEDMONT DRIVE RAPIDAN, VA 22733 | PRESIDENT 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

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
|---|---------------------|------------------|
| NONE | | |
| | | |
| | | |
| | | |
| | | |
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| | | |
| | | |
| | | |

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

| | Expenses |
|-------|----------|
| 1 N/A | |
| | |
| | |
| 2 | |
| | |
| | |
| 3 | |
| | |
| | |
| 4 | |
| | |
| | |

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

| | Amount |
|--|--------|
| 1 N/A | |
| | |
| | |
| 2 | |
| | |
| | |
| All other program-related investments. See instructions. | |
| 3 | |
| | |
| | |

Total. Add lines 1 through 3

0.

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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 | 417,547. |
| b | Average of monthly cash balances | 1b | 15,162. |
| c | Fair market value of all other assets | 1c | |
| d | Total (add lines 1a, b, and c) | 1d | 432,709. |
| 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 | 432,709. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 6,491. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 426,218. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 21,311. |

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 | 21,311. |
| 2a | Tax on investment income for 2012 from Part VI, line 5 | 2a | 127. |
| b | Income tax for 2012. (This does not include the tax from Part VI.) | 2b | |
| c | Add lines 2a and 2b | 2c | 127. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 21,184. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | 0. |
| 5 | Add lines 3 and 4 | 5 | 21,184. |
| 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 | 21,184. |

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 | 21,750. |
| 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 | 21,750. |
| 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 | 127. |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 21,623. |

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

| | (a) Corpus | (b) Years prior to 2011 | (c) 2011 | (d) 2012 |
|---|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2012 from Part XI, line 7 | | | | 21,184. |
| 2 Undistributed income, if any, as of the end of 2012 | | | | |
| a Enter amount for 2011 only | | | 3,962. | |
| b Total for prior years: | | 0. | | |
| 3 Excess distributions carryover, if any, to 2012: | | | | |
| a From 2007 | | | | |
| b From 2008 | | | | |
| c From 2009 | | | | |
| d From 2010 | | | | |
| e From 2011 | | | | |
| f Total of lines 3a through e | 0. | | | |
| 4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 21,750. | | | | |
| a Applied to 2011, but not more than line 2a | | | 3,962. | |
| 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 2012 distributable amount | | | | 17,788. |
| e Remaining amount distributed out of corpus | 0. | | | |
| 5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a)) | 0. | | | 0. |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus: Add lines 3f, 4c, and 4e. Subtract line 5 | 0. | | | |
| b Prior years' undistributed income. Subtract line 4b from line 2b | | 0. | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed | | 0. | | |
| d Subtract line 6c from line 6b. Taxable amount - see instructions | | 0. | | |
| e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr. | | | 0. | |
| f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013 | | | | 3,396. |
| 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 2007 not applied on line 5 or line 7 | 0. | | | |
| 9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a | 0. | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 2008 | | | | |
| b Excess from 2009 | | | | |
| c Excess from 2010 | | | | |
| d Excess from 2011 | | | | |
| e Excess from 2012 | | | | |

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

N/A

- 1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, 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)

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|--|---|--------------------------------|---------------------------------------|---------|
| Name and address (home or business) | | | | |
| a Paid during the year | | | | |
| ARTS CENTER IN ORANGE 129 E MAIN STREET ORANGE, VA 22960 | NONE | N/A | SUPPORT COMMUNITY ARTS CENTER | 1,500. |
| BOYS AND GIRLS CLUB OF ORANGE P.O. BOX 242 ORANGE, VA 22960 | NONE | N/A | SUPPORT COMMUNITY BOYS AND GIRLS CLUB | 100. |
| JAMES MADISON MUSEUM 129 CAROLINE STREET ORANGE, VA 22960 | NONE | N/A | SUPPORT LOCAL MUSEUM | 500. |
| CULPEPER REGIONAL HOSPITAL FOUNDATION 501 SUNSET LANE CULPEPER, VA 22701 | NONE | N/A | SUPPORT REGIONAL HOSPITAL SYSTEM | 1,000. |
| RAPIDAN FOUNDATION 21 DUPONT CIR. NW STE 330 WASHINGTON, DC 20036 | NONE | N/A | TO SUPPORT COMMUNITY FOUNDATION/ | 500. |
| Total SEE CONTINUATION SHEET(S) | | | | 21,750. |
| b Approved for future payment | | | | |
| NONE | | | | |
| | | | | |
| | | | | |
| Total | | | | 0. |

Part XVII

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

| | Yes | No |
|-------|-----|----|
| 1a(1) | | X |
| 1a(2) | | X |
| 1b(1) | | X |
| 1b(2) | | X |
| 1b(3) | | X |
| 1b(4) | | X |
| 1b(5) | | X |
| 1b(6) | | X |
| 1c | | X |

[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 4/10/13

PRESIDENT
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 CHRIS PEARSON, CPA | Preparer's signature  | Date 4/9/13 | Check <input type="checkbox"/> if self-employed | PTIN P00547894 |
| Firm's name ▶ YOUNT, HYDE & BARBOUR, P.C. | | | Firm's EIN ▶ 54-1149263 | |
| Firm's address ▶ 1100 SUNSET LANE SUITE 1310 CULPEPER, VA 22701 | | | Phone no. (540) 825-6050 | |

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

| 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 |
|--|--|--------------------------------------|--|----------------|
| ORANGE COUNTY FREE CLINIC 450 N MADISON ROAD ORANGE, VA 22960 | NONE | N/A | SUPPORT LOCAL FREE HEALTHCARE CLINIC | 13,100. |
| CULPEPER MUSIC SOCIETY P.O. BOX 308 CULPEPER, VA 22701 | NONE | N/A | SUPPORT LOCAL SOCIETY PROMOTING MUSIC IN CULPEPER, | 650. |
| ORANGE COUNTY HISTORICAL SOCIETY 130 CAROLINE STREET ORANGE, VA 22960 | NONE | N/A | SUPPORT LOCAL HISTORICAL SOCIETY | 500. |
| MUSEUM OF CULPEPER HISTORY 803 SOUTH MAIN STREET CULPEPER, VA 22701 | NONE | N/A | SUPPORT LOCAL MUSEUM | 300. |
| ORANGE COUNTY RESCUE SQUAD P.O. BOX 446 ORANGE, VA 22960 | NONE | N/A | SUPPORT LOCAL VOLUNTEER RESQUE SQUAD | 500. |
| ORANGE COUNTY SHERIFF'S OFFICE - K-9 CARE P.O. BOX 445 ORANGE, VA 22960 | NONE | N/A | SUPPORT LOCAL SHERIFF'S OFFICE | 500. |
| RAPIDAN VOLUNTEER FIRE DEPARTMENT P.O. BOX 86 RAPIDAN, VA 22733 | NONE | N/A | SUPPORT LOCAL VOLUNTEER FIRE FIGHTERS | 1,100. |
| RADFORD UNIVERSITY 801 EAST MAIN STREET RADFORD, VA 24142 | NONE | N/A | SUPPORT STATE SPONSORED UNIVERSITY. | 1,000. |
| CULPEPER FREE CLINIC 610 LAUREL STREET, STE 3 CULPEPER, VA 22701 | NONE | N/A | SUPPORT LOCAL FREE HEALTHCARE CLINIC | 500. |
| Total from continuation sheets | | | | 18,150. |

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

| SOURCE | AMOUNT |
|--|--------|
| JP MORGAN PRIME MONEY MARKET SERVICE | 3. |
| TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A | 3. |

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

| SOURCE | GROSS AMOUNT | CAPITAL GAINS DIVIDENDS | COLUMN (A) AMOUNT |
|--|--------------|----------------------------|----------------------|
| ADV INNER CIRCLE EDGEWOOD GROWTH INST. CL | 32. | 0. | 32. |
| ALLIANZ FUNDS NFJ DIVIDEND VALUE FUND | 240. | 0. | 240. |
| COLUMBIA ACORN TOTAL RETURN USA | 10. | 0. | 10. |
| COLUMBIA FUNDS SERIES TRUST II RECOVERY & INFRASTRUCTURE FUND | 261. | 0. | 261. |
| GOLDMAN SACHS GROUP INC. SENIOR NOTE | 7,656. | 0. | 7,656. |
| HARRIS ASSOC. OAKMARK INTL FUND | 216. | 0. | 216. |
| JOHN HANCOCK CAP SERIES CLASSIC VALUE FUND | 162. | 0. | 162. |
| JP MORGAN TRUST I U.S. LARGE CAP CORE PLUS FUND | 500. | 0. | 500. |
| LAZARD FUNDS INC., LAZARD DEVELOPING CLASS | 134. | 0. | 134. |
| LEGG MASON GLOBAL ASSET MANAGEMENT MARKETS | 276. | 0. | 276. |
| LOOMIS SAYLES FUNDS BOND FUND | 1,785. | 0. | 1,785. |
| MAINSTAY FUNDS HIGH YEILD CORP BOND FUND | 1,435. | 0. | 1,435. |
| NATIXIS FUNDS TRSUT II VAUGHAN NELSON VALUE OPPORTUNITY FUND | 522. | 0. | 522. |
| NUVEEN MUNICIPAL TRUST HIGH YEILD MUNICIPAL BOND FUND | 418. | 0. | 418. |
| PIONEER GLOBAL HIGH YEILD FUND | 1,889. | 0. | 1,889. |
| PUTNAM FUNDS TRUST EQUITY SPECTRUM FUND | 348. | 0. | 348. |
| STERLING CAPITAL FUND EQUITY INCOME | 325. | 0. | 325. |
| TOUCHSTONE INST FUNDS TOTA RETURN SANDS CAP GROWTH FUND | 595. | 0. | 595. |
| TOUCHSTONE STRATEGIC TOTAL RETURN MID CAP GROWTH SERIES | 1,132. | 0. | 1,132. |
| VAN ECK FUNDS GLOBAL HARD ASSETS FUND | 98. | 0. | 98. |

WT MUTUAL FUND CRM MID CAP VALUE
FUND

98.

0.

98.

TOTAL TO FM 990-PF, PART I, LN 4

18,132.

0.

18,132.

FORM 990-PF

ACCOUNTING FEES

STATEMENT

3

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| ACCOUNTING FEES | 1,125. | 1,125. | | 0. |
| TO FORM 990-PF, PG 1, LN 16B | 1,125. | 1,125. | | 0. |

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT

4

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| REGISTEED AGENT SERRVICES | 681. | 681. | | 0. |
| TO FORM 990-PF, PG 1, LN 16C | 681. | 681. | | 0. |

FORM 990-PF

TAXES

STATEMENT

5

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|-----------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| 2011 EXCISE TAXES PAID IN 2012 | 428. | 0. | | 0. |
| TO FORM 990-PF, PG 1, LN 18 | 428. | 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 | |
| FEES AND LICENSES | 25. | 25. | | 0. | |
| INVESTMENT ADVISORY FEES | 3,570. | 3,570. | | 0. | |
| MARGIN INTERST | 360. | 360. | | 0. | |
| TO FORM 990-PF, PG 1, LN 23 | 3,955. | 3,955. | | 0. | |

| FORM 990-PF | CORPORATE STOCK | | STATEMENT | 7 |
|---|-----------------|----------------------|-----------|---|
| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE | | |
| ADVISORS INNER CIRCLE FUND EDGEWOOD GROWTH FUND | 12,950. | 16,587. | | |
| LEGG MASON BATTERYMARCH EMERGINF MARKETS TR CL I | 0. | 0. | | |
| LOOMIS SAYLES FDS I BOND FD INSTL CL | 28,692. | 29,660. | | |
| NUVEEN INVESTMENT TRUST NWQ SMALL CAP VALUE FUND CLASS I | 7,351. | 9,481. | | |
| PUTNAM FUNDS TRUST EQUITY SPECTRUM FUND CLASS Y | 7,244. | 9,363. | | |
| TOUCHSTONE INSTL FUNDS TRUST SANDS CAP INSTL GROWTH FUND | 13,743. | 16,309. | | |
| COLUMBIA FUNDS SER TR II MA RECOVERY | 12,217. | 12,463. | | |
| NATIXIS FUNDS TRUST II VAUGHAN NELSON Y | 13,790. | 14,932. | | |
| JP MORGAN TRUST I US LARGE CAP CORE PLUS SELECT | 9,710. | 10,060. | | |
| JOHN HANCOCK CAP CLASSIC VALUE | 10,627. | 11,744. | | |
| TOUCHSTONE STRATEGIC TRUST MID CAP GROWTH | 17,386. | 17,801. | | |
| LAZARD FUNDS INC, LAZARD DEVELOPING CL | 14,840. | 15,145. | | |
| LEGG MASON GLOBAL ASSET MGMT CAP VAL CL I | 16,751. | 18,069. | | |
| MAINSTAY HIGH YEILD CORPORATE BOND FUND I | 40,298. | 41,092. | | |
| NUVEEN HIGH YEILD MUNICIPLE BOND FUND | 17,103. | 17,422. | | |
| HARRIS ASSOC. OAKMARK INTL FUND | 7,422. | 9,138. | | |
| STERLING CAPITAL FUND EQUITY INCOME | 17,010. | 17,243. | | |
| VAN ECK FUNDS GLOBAL HARD ASSETS FUND | 6,034. | 5,681. | | |
| CRM MID CAP VALUE INC | 8,539. | 9,455. | | |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | 261,707. | 281,645. | | |

FORM 990-PF

CORPORATE BONDS

STATEMENT

8

| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|---|------------|----------------------|
| GOLDMAN SACHS SENIOR NOTES | 111,196. | 146,315. |
| TOTAL TO FORM 990-PF, PART II, LINE 10C | 111,196. | 146,315. |

Realized Gains and Losses From January 1, 2012 Through December 31, 2012

| Acquisition Date | Closing Date | Quantity | Security | Cost Basis | Proceeds | Short Term Gain or Loss | Long Term Gain or Loss |
|------------------|--------------|-----------|--|------------|----------|-------------------------|------------------------|
| 11-23-10 | 03-16-12 | 239,920 | Adv Inner Crd Edgewood Grwth Inst Cl | 2,591 | 3,237 | | 645 |
| | | 239,920 | | 2,591 | 3,237 | | 645 |
| 11-23-10 | 02-07-12 | 20,790 | Allianz Fds NFJ Dividend Value Fd Cl P | 226 | 254 | | 28 |
| 11-23-10 | 02-07-12 | 930,630 | Allianz Fds NFJ Dividend Value Fd Cl P | 10,097 | 11,372 | | 1,275 |
| 11-23-10 | 03-16-12 | 139,140 | Allianz Fds NFJ Dividend Value Fd Cl P | 1,510 | 1,761 | | 252 |
| 11-23-10 | 08-02-12 | 1,290,740 | Allianz Fds NFJ Dividend Value Fd Cl P | 14,005 | 15,579 | | 1,575 |
| 12-17-10 | 08-02-12 | 20,790 | Allianz Fds NFJ Dividend Value Fd Cl P | 234 | 251 | | 17 |
| 03-18-11 | 08-02-12 | 15,110 | Allianz Fds NFJ Dividend Value Fd Cl P | 177 | 182 | | 6 |
| 06-17-11 | 08-02-12 | 20,910 | Allianz Fds NFJ Dividend Value Fd Cl P | 244 | 252 | | 8 |
| 09-23-11 | 08-02-12 | 19,670 | Allianz Fds NFJ Dividend Value Fd Cl P | 199 | 237 | 38 | |
| 12-23-11 | 08-02-12 | 20,180 | Allianz Fds NFJ Dividend Value Fd Cl P | 231 | 244 | 13 | |
| 03-23-12 | 08-02-12 | 8,370 | Allianz Fds NFJ Dividend Value Fd Cl P | 104 | 101 | (3) | |
| 08-22-12 | 08-02-12 | 11,700 | Allianz Fds NFJ Dividend Value Fd Cl P | 136 | 141 | 5 | |
| | | 2,498,020 | | 27,162 | 30,376 | 53 | 3,160 |
| 12-22-10 | 03-16-12 | 33,200 | Columbia Acorn Tr USA Cl Z | 954 | 1,043 | | 89 |
| 12-22-10 | 09-21-12 | 164,850 | Columbia Acorn Tr USA Cl Z | 5,311 | 5,862 | | 551 |
| 12-08-11 | 09-21-12 | 1,340 | Columbia Acorn Tr USA Cl Z | 37 | 43 | 6 | |
| 06-07-12 | 09-21-12 | 0,330 | Columbia Acorn Tr USA Cl Z | 10 | 10 | 1 | |
| | | 219,720 | | 6,311 | 6,957 | 7 | 640 |
| 03-29-11 | 12-11-12 | 738,160 | Columbia Fds Tr II MA Recovery Cl Z | 17,325 | 13,988 | | (3,336) |
| | | 738,160 | | 17,325 | 13,988 | | (3,336) |
| 07-20-12 | 12-17-12 | 66,320 | Harris Assoc Oakmark Intl Fd Cl I | 1,122 | 1,348 | 225 | |
| | | 66,320 | | 1,122 | 1,348 | 225 | |
| 07-21-10 | 01-31-12 | 472,720 | Ivy Funds Global Natural Resc Cl I | 7,767 | 8,939 | | 1,172 |
| 07-21-10 | 04-11-12 | 94,500 | Ivy Funds Global Natural Resc Cl I | 1,553 | 1,658 | | 105 |
| 11-23-10 | 04-11-12 | 375,030 | Ivy Funds Global Natural Resc Cl I | 7,336 | 6,578 | | (758) |

BAER FOUNDATION INC A NON-PROFIT ORGANIZATION 3174-3499
Investment Objective: Growth with Income

Realized Gains and Losses

From January 1, 2012 Through December 31, 2012

| Acquisition Date | Closing Date | Quantity | Security | Cost Basis | Proceeds | Short Term Gain or Loss | Long Term Gain or Loss |
|------------------|--------------|----------------------|---|------------------|------------------|-------------------------|------------------------|
| 11-23-10 | 04-26-12 | 646,340 1,588,590 | Ivy Funds Global Natural Resc Cl I | 12,642 29,297 | 11,686 28,861 | | (957) (437) |
| 11-04-11 | 03-16-12 | 85,090 85,090 | John Hancock Cap Classic Value Cl I | 1,345 1,345 | 1,504 1,504 | 158 158 | |
| 12-22-10 | 03-16-12 | 48,820 48,820 | Legg Mason Gbl Asset Mgmt Cap Val Cl I | 2,232 2,232 | 2,411 2,411 | | 180 180 |
| 09-09-11 | 07-20-12 | 409,760 | Legg Mason Global Asset Mgmt Mkets Cl I | 8,502 | 7,724 | (779) | |
| 12-29-11 | 07-20-12 | 3,210 | Legg Mason Global Asset Mgmt Mkets Cl I | 60 | 61 | 1 | |
| 08-20-12 | 07-20-12 | 0,960 413,930 | Legg Mason Global Asset Mgmt Mkets Cl I | 19 8,581 | 18 7,803 | | |
| 11-23-10 | 03-16-12 | 183,510 | Loomis Sayles Fds I Bond Fd Instl Cl | 2,604 | 2,692 | | 88 |
| 11-23-10 | 08-02-12 | 8,840 | Loomis Sayles Fds I Bond Fd Instl Cl | 125 | 129 | | 4 |
| 11-23-10 | 12-17-12 | 129,220 321,570 | Loomis Sayles Fds I Bond Fd Instl Cl | 1,834 4,563 | 1,947 4,768 | | 114 205 |
| 09-21-11 | 03-16-12 | 100,830 100,830 | Natixis Funds Trust II Vaughan Nelson Y | 1,356 1,356 | 1,594 1,594 | 238 238 | |
| 11-23-10 | 03-16-12 | 53,650 53,650 | Nuveen Invnt NWQ Small Cap Value Cl I | 1,213 1,213 | 1,433 1,433 | | 220 220 |
| 07-21-10 | 03-16-12 | 292,660 | Pioneer Global High Yield Fund Cl Y | 2,848 | 2,899 | | 41 |
| 07-21-10 | 07-20-12 | 764,240 | Pioneer Global High Yield Fund Cl Y | 7,436 | 7,344 | | (92) |
| 08-02-10 | 07-20-12 | 7,620 | Pioneer Global High Yield Fund Cl Y | 75 | 73 | | (2) |
| 09-01-10 | 07-20-12 | 18,650 | Pioneer Global High Yield Fund Cl Y | 184 | 179 | | (4) |
| 10-01-10 | 07-20-12 | 19,430 | Pioneer Global High Yield Fund Cl Y | 196 | 187 | | (10) |
| 11-01-10 | 07-20-12 | 18,570 | Pioneer Global High Yield Fund Cl Y | 192 | 178 | | (14) |
| 11-23-10 | 07-20-12 | 2,831,100 | Pioneer Global High Yield Fund Cl Y | 29,104 | 27,207 | | (1,897) |

Realized Gains and Losses From January 1, 2012 Through December 31, 2012

| Acquisition Date | Closing Date | Quantity | Security | Cost Basis | Proceeds | Short Term Gain or Loss | Long Term Gain or Loss |
|------------------|--------------|-----------|--|------------|----------|-------------------------|------------------------|
| 12-01-10 | 07-20-12 | 19,120 | Pioneer Global High Yield Fund Cl Y | 195 | 184 | | (11) |
| 12-31-10 | 07-20-12 | 39,490 | Pioneer Global High Yield Fund Cl Y | 409 | 379 | | (30) |
| 02-01-11 | 07-20-12 | 35,110 | Pioneer Global High Yield Fund Cl Y | 370 | 337 | | (33) |
| 03-01-11 | 07-20-12 | 32,710 | Pioneer Global High Yield Fund Cl Y | 348 | 314 | | (34) |
| 04-01-11 | 07-20-12 | 32,430 | Pioneer Global High Yield Fund Cl Y | 345 | 312 | | (34) |
| 05-02-11 | 07-20-12 | 25,510 | Pioneer Global High Yield Fund Cl Y | 274 | 245 | | (29) |
| 06-01-11 | 07-20-12 | 25,540 | Pioneer Global High Yield Fund Cl Y | 272 | 245 | | (26) |
| 07-01-11 | 07-20-12 | 26,170 | Pioneer Global High Yield Fund Cl Y | 273 | 252 | | (21) |
| 08-01-11 | 07-20-12 | 26,410 | Pioneer Global High Yield Fund Cl Y | 275 | 254 | (21) | |
| 09-01-11 | 07-20-12 | 28,180 | Pioneer Global High Yield Fund Cl Y | 277 | 271 | (6) | |
| 10-03-11 | 07-20-12 | 30,190 | Pioneer Global High Yield Fund Cl Y | 278 | 290 | 12 | |
| 11-01-11 | 07-20-12 | 29,070 | Pioneer Global High Yield Fund Cl Y | 281 | 279 | (1) | |
| 12-01-11 | 07-20-12 | 30,250 | Pioneer Global High Yield Fund Cl Y | 282 | 291 | 8 | |
| 12-30-11 | 07-20-12 | 54,520 | Pioneer Global High Yield Fund Cl Y | 510 | 524 | 14 | |
| 02-01-12 | 07-20-12 | 29,910 | Pioneer Global High Yield Fund Cl Y | 290 | 287 | (2) | |
| 03-01-12 | 07-20-12 | 29,030 | Pioneer Global High Yield Fund Cl Y | 287 | 279 | (8) | |
| 04-02-12 | 07-20-12 | 28,750 | Pioneer Global High Yield Fund Cl Y | 283 | 276 | (6) | |
| 05-01-12 | 07-20-12 | 27,820 | Pioneer Global High Yield Fund Cl Y | 272 | 267 | (4) | |
| 06-01-12 | 07-20-12 | 28,570 | Pioneer Global High Yield Fund Cl Y | 269 | 275 | 5 | |
| 07-02-12 | 07-20-12 | 28,700 | Pioneer Global High Yield Fund Cl Y | 273 | 276 | 3 | |
| | | 4,559,760 | | 46,098 | 43,895 | (7) | (2,195) |
| 11-23-10 | 03-16-12 | 73,730 | Putnam Funds Trust Equity Spectrum Y | 1,668 | 2,134 | | 466 |
| | | 73,730 | | 1,668 | 2,134 | | 466 |
| 11-23-10 | 03-16-12 | 172,460 | Touchstone Inst Fds Tr Sands Cap Gr Fd | 2,335 | 3,028 | | 693 |
| | | 172,460 | | 2,335 | 3,028 | | 693 |
| 09-21-11 | 03-16-12 | 75,300 | Touchstone strategic Tr Mid Cap Growt | 1,541 | 1,710 | 169 | |
| | | 75,300 | | 1,541 | 1,710 | 169 | |

BAER FOUNDATION INC A NON-PROFIT ORGANIZATION 3174-3499
Investment Objective: Growth with Income

Realized Gains and Losses

From January 1, 2012 Through December 31, 2012

| Acquisition Date | Closing Date | Quantity | Security | Cost Basis | Proceeds | Short Term Gain or Loss | Long Term Gain or Loss |
|-----------------------|--------------|----------|----------|------------|----------|-------------------------|------------------------|
| TOTAL | | | | | | | |
| | | | | 154,740 | 155,047 | 66 | 241 |
| TOTAL GAINS | | | | | | | |
| | | | | | | 898 | 7,528 |
| TOTAL LOSSES | | | | | | | |
| | | | | | | (832) | (7,287) |
| REALIZED GAIN OR LOSS | | | | | | 307 | |