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: DUN FOUNDATION

A Employer identification number: 20-4463281

Number and street (or P O box number if mail is not delivered to street address): P.O. BOX 346 | Room/suite:

B Telephone number: 540-687-6057

City or town, state, and ZIP code: MIDDLEBURG, VA 20118

C If exemption application is pending, check here ☐

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

D 1. Foreign organizations, check here ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 4,216,793.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

	Line	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	177,255.	177,255.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	23,117.			
	b Gross sales price for all assets on line 6a 1,410,886.				
	7 Capital gain net income (from Part IV, line 2)		23,117.		
	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	-3,913.	-3,913.		STATEMENT 2
	12 **Total.** Add lines 1 through 11	196,459.	196,459.		
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	12,295.	0.		12,295.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 4	4,227.	922.		4,227.
	19 Depreciation and depletion				
	20 Occupancy	9,000.	0.		9,000.
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	2,833.	433.		2,833.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	28,355.	1,355.		28,355.
	25 Contributions, gifts, grants paid	185,101.			185,101.
	26 **Total expenses and disbursements.** Add lines 24 and 25	213,456.	1,355.		213,456.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-16,997.			
	b **Net investment income** (if negative, enter -0-)		195,104.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	1,019,100.	119,775.	119,775.
	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	2,939,523.	3,903,787.	4,097,018.
	c Investments - corporate bonds			
	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)	3,958,623.	4,023,562.	4,216,793.
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 ▶ ☐ 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 ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	3,958,623.	4,023,562.	
	30 **Total net assets or fund balances**	3,958,623.	4,023,562.	
	31 **Total liabilities and net assets/fund balances**	3,958,623.	4,023,562.	

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	3,958,623.
2	Enter amount from Part I, line 27a	2	-16,997.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	81,936.
4	Add lines 1, 2, and 3	4	4,023,562.
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	4,023,562.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	SEE ATTACHED STATEMENT			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	1,410,886.	2,864.	1,390,633.	23,117.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				23,117.

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** 23,117.

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	158,330.	3,896,765.	.040631
2010	180,386.	3,951,054.	.045655
2009	174,364.	3,730,390.	.046741
2008	200,057.	3,170,243.	.063105
2007	301,360.	4,578,702.	.065818

2	**Total** of line 1, column (d)	2	.261950
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	.052390
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	4,034,021.
5	Multiply line 4 by line 3	5	211,342.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,951.
7	Add lines 5 and 6	7	213,293.
8	Enter qualifying distributions from Part XII, line 4	8	213,456.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	1,951.
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	1,951.
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	1,951.
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 [ ] if Form 2220 is attached	8	44.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	1,995.
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** ▶	**Refunded** ▶ 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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ VA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ OFFICERS Telephone no. ▶540-687-6057

Located at ▶107 REED STREET, MIDDLEBURG, VA ZIP+4 ▶20118

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

			Yes	No
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?	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? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception**. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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.)* 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 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: No 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
P. DOUGLAS FOUT 107 REED STREET MIDDLEBURG, VA 20118	PRESIDENT/TREASURER 1.00	0.	0.	0.
NINA FOUT 107 REED STREET MIDDLEBURG, VA 20118	SECRETARY 1.00	0.	0.	0.
VIRGINIA FOUT 107 REED STREET MIDDLEBURG, VA 20118	VICE 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

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		
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.

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	3,922,408.
b	Average of monthly cash balances		1b	173,045.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	4,095,453.
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	4,095,453.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	61,432.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	4,034,021.
6	**Minimum investment return.** Enter 5% of line 5		6	201,701.

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	201,701.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 1,951.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	1,951.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	199,750.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	199,750.
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	199,750.

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	213,456.
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	213,456.
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	1,951.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	211,505.

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				199,750.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007 59,248.				
b From 2008 200,057.				
c From 2009 138,579.				
d From 2010 81,292.				
e From 2011				
f Total of lines 3a through e	479,176.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 213,456.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				199,750.
e Remaining amount distributed out of corpus	13,706.			
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	492,882.			
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				0.
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	59,248.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	433,634.			
10 Analysis of line 9:				
a Excess from 2008 200,057.				
b Excess from 2009 138,579.				
c Excess from 2010 81,292.				
d Excess from 2011				
e Excess from 2012 13,706.				

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)

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

P. DOUGLAS FOUT, 540-687-6057
P.O. BOX 346, MIDDLEBURG, VA 20118

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHED SCHEDULE				185,101.
Total			▶ 3a	185,101.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					177,255.
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					-3,913.
8 Gain or (loss) from sales of assets other than inventory					23,117.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		0.	196,459.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 196,459.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
4	CONTRIBUTIONS ARE MADE TO PUBLIC CHARITIES FOR CHARITABLE PURPOSES IN ACCORDANCE DUN FOUNDATION EXEMPT PURPOSE
8	CONTRIBUTIONS ARE MADE TO PUBLIC CHARITIES FOR CHARITABLE PURPOSES IN ACCORDANCE DUN FOUNDATION EXEMPT PURPOSE

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

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

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

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

Signature of officer or trustee: [signature] Date: 5/9/13 Title: President / Treasurer

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
CHARLES W. BALLOU, CPA	Charles W Ballou	May 3 2013		P00000016
Firm's name ▶ CHARLES W. BALLOU, PLLC, CPA			Firm's EIN ▶	
Firm's address ▶ 2112 WAKEFIELD COURT ALEXANDRIA, VA 22307			Phone no. (703) 329-1330	

Form **990-PF** (2012)

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	PROSHARES VIX SHORT-TERM FUTURES ETF	P	08/28/12	VARIOUS
b	PROSHARES VIX SHORT-TERM FUTURES ETF	P	08/28/12	VARIOUS
c	NUVEEN LONG/SHORT COMMODITY TOTAL RETURN FUND	P	10/25/12	VARIOUS
d	NUVEEN LONG/SHORT COMMODITY TOTAL RETURN FUND	P	10/25/12	VARIOUS
e	4200 UNITS U.S. NATURAL GAS	P	03/19/12	03/29/12
f	BARCLAYS CAPITAL INC. ACCT: 835-67944 (SEE ATTACH	P	VARIOUS	VARIOUS
g	BARCLAYS CAPITAL INC. ACCT: 835-67945 (SEE ATTACH	P	VARIOUS	VARIOUS
h	CAPITAL GAINS DIVIDENDS			
i				
j				
k				
l				
m				
n				
o				

	(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			7,954.	-7,954.
b			11,933.	-11,933.
c			1,431.	-1,431.
d			2,147.	-2,147.
e	78,330.		78,330.	0.
f	1,177,320.		1,148,689.	28,631.
g	145,577.	2,864.	140,149.	8,292.
h	9,659.			9,659.
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				-7,954.
b				-11,933.
c				-1,431.
d				-2,147.
e				0.
f				28,631.
g				8,292.
h				9,659.
i				
j				
k				
l				
m				
n				
o				

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	23,117.
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

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05-01-12

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BARCLAYS CAPITAL INC. ACCT: 835-67944	103,962.	9,659.	94,303.
BARCLAYS CAPITAL INC. ACCT: 835-67945	82,919.	0.	82,919.
NUVEEN LONG/SHORT COMMODITY TOTAL RETURN FUND	19.	0.	19.
PROSHARES VIX SHORT-TERM FUTURES ETF	14.	0.	14.
TOTAL TO FM 990-PF, PART I, LN 4	186,914.	9,659.	177,255.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
PVR PARTNERS, L.P.	97.	97.	
PVR PARTNERS, L.P.	-4,010.	-4,010.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-3,913.	-3,913.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BOOKEEPING	8,295.	0.		8,295.
TAX PREPARATION	4,000.	0.		4,000.
TO FORM 990-PF, PG 1, LN 16B	12,295.	0.		12,295.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INTERNAL REVENUE SERVICE	3,305.	0.		3,305.
BARCLAYS CAPITAL INC - FOREIGN TAXES	922.	922.		922.
TO FORM 990-PF, PG 1, LN 18	4,227.	922.		4,227.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
VA CORPORATON COMMISSION	25.	0.		25.
PVR PARTNERS, L.P.	4.	4.		4.
PROSHARES VIX SHORT-TERM FUTURES ETF	164.	164.		164.
NUVEEN LONG/SHORT COMMODITY TOTAL RETURN FUND	265.	265.		265.
OFFICE EXPENSES	2,375.	0.		2,375.
TO FORM 990-PF, PG 1, LN 23	2,833.	433.		2,833.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 6

DESCRIPTION	AMOUNT
ADJUSTMENT OF BOOK VALUE OF INVESTMENTS	81,936.
TOTAL TO FORM 990-PF, PART III, LINE 3	81,936.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
VARIOUS U.S. AND INTERNATIONAL BONDS	3,903,787.	4,097,018.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,903,787.	4,097,018.

Barclays Wealth and Investment Management

REALIZED GAINS AND LOSSES

Account 835-67944-1-5-292

DUN FOUNDATION GROWTH & INCOME STRATEGY

From 01-01-12 Through 12-31-12

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
11-17-2011	01-20-2012	2,000	***Lyondellbasell Industries N V Cl A	70,087.60		70,998.63	911.03	
11-17-2011	01-23-2012	-20	Call Lyb 01/21/12 35.50 Lyondellbasell Ind	0.00		2,299.48	2,299.48	
11-02-2011	01-23-2012	-9	Call Ph 01/21/12 85 Parker Hannifin Corp	0.00		3,239.73	3,239.73	
06-20-2011	02-17-2012	1,100	***Teva Pharmaceutical Industries Limited	51,447.00		46,749.15	-4,697.85	
12-22-2011	02-21-2012	-11	Call Teva 02/18/12 42.50 Teva Pharmaceutic	0.00		1,396.72	1,396.72	
12-19-2011	02-21-2012	-11	Call Sni 02/18/12 45 Scripps Networks Inte	0.00		1,319.72	1,319.72	
12-22-2011	02-21-2012	-16	Call Dtv 02/18/12 45 Directv	0.00		1,303.27	1,303.27	
06-20-2011	02-27-2012	50	***Teva Pharmaceutical Industries Limited	2,338.50		2,227.45	-111.05	
10-27-2011	03-14-2012	1,900	Spdr Barclays High Yield Bond Etf	74,556.00		75,339.91	783.91	
01-20-2012	03-14-2012	400	Spdr Barclays High Yield Bond Etf	15,568.00		15,861.03	293.03	
06-20-2011	03-14-2012	5,329	Two Harbors Investment Corp	57,389.07		54,887.70	-2,501.37	
12-06-2011	03-14-2012	71	Two Harbors Investment Corp	678.63		731.29	52.66	
10-20-2011	03-16-2012	1,000	Berkshire Hathaway Inc Del Cl B New	75,645.50		74,998.65	-646.85	
12-16-2011	03-19-2012	-10	Call Brkb 03/17/12 75 Berkshire Hathaway I	0.00		4,049.69	4,049.69	
03-12-2012	03-21-2012	-9	Call Ph 05/19/12 95 Parker Hannifin Corp	792.22		1,439.75	647.53	
03-19-2012	03-29-2012	4,200	United States Natural Gas Fund Lp Unit Usd	78,330.00		68,964.97	-9,365.03	
02-27-2012	04-20-2012	-16	Call Dtv 04/21/12 45 Directv	5,200.39		2,870.57	-2,329.82	
02-27-2012	04-20-2012	-11	Call Sni 04/21/12 45 Scripps Networks Inte	4,510.27		2,183.10	-2,327.17	
02-16-2012	04-23-2012	-99	Call Nok 04/21/12 6 Nokia Corporation	0.00		1,779.53	1,779.53	
03-21-2012	05-21-2012	-9	Call Ph 05/19/12 90 Parker Hannifin Corp	0.00		2,231.73	2,231.73	
03-27-2012	05-21-2012	-18	Call Pot 05/19/12 50 Potash Corp Of Saskat	0.00		1,799.52	1,799.52	
06-20-2011	06-15-2012	1,100	Scripps Networks Interactive Inc Cl A	51,362.30		56,758.45	5,396.15	
04-25-2012	06-18-2012	-11	Call Sni 06/16/12 50 Scripps Networks Inte	1,759.69		1,759.69	0.00	
04-20-2012	06-18-2012	-16	Call Dtv 06/16/12 49 Directv	0.00		1,938.63	1,938.63	
01-02-1950	06-22-2012	0	Kinder Morgan Inc	0.00		17.69		17.69
06-20-2011	07-03-2012	1,938	W/s Kinder Morgan Inc Del Wt Exp Pur Cl P	970.27		4,328.62		3,358.35
06-26-2012	07-20-2012	1,800	Pnc Finl Svcs Group Inc Depositary Shs Rep	46,979.28		49,562.01	2,582.73	
06-20-2011	07-20-2012	1,035	***Ensco Plc New Class A Ord	52,878.46		45,538.98		-7,339.48
01-20-2012	07-20-2012	665	***Ensco Plc New Class A Ord	34,391.87		32,573.82	-1,818.05	
06-11-2012	07-20-2012	1,800	***Lyondellbasell Industries N V Cl A	66,961.26		73,899.77	6,938.51	

Barclays Wealth and Investment Management

REALIZED GAINS AND LOSSES

Account 835-67944-1-5-292

DUN FOUNDATION GROWTH & INCOME STRATEGY

From 01-01-12 Through 12-31-12

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
06-20-2011	07-20-2012	2,262	Hornbeck Offshore Services Inc	57,507.28		79,168.22		21,660.94
01-20-2012	07-20-2012	138	Hornbeck Offshore Services Inc	4,950.06		7,022.53	2,072.47	
06-20-2011	07-20-2012	1,074	***Potash Corp Of Saskatchewan Inc Canadia	55,686.90		46,180.96		-9,505.94
01-20-2012	07-20-2012	726	***Potash Corp Of Saskatchewan Inc Canadia	32,597.40		32,836.50	239.40	
06-13-2012	07-23-2012	-17	Call Esv 07/21/12 44 Ensco Plc	3,314.48		3,314.48	0.00	
06-22-2012	07-23-2012	-24	Call Hos 07/21/12 35 Hornbeck Offshore Ser	2,192.64		2,192.64	0.00	
06-11-2012	07-23-2012	-18	Call Lyb 07/21/12 40 Lyondellbasell Indust	1,901.39		1,901.39	0.00	
05-25-2012	07-23-2012	-18	Call Pot 07/21/12 43 Potash Corp Of Saskat	1,619.50		1,619.50	0.00	
06-11-2012	07-23-2012	-9	Call Fdx 07/21/12 92 50 Fedex Cmp	0.00		989.74	989.74	
05-25-2012	07-23-2012	-9	Call Ph 07/21/12 90 Parker Hannifin Corp	0.00		1,574.74	1,574.74	
01-20-2012	07-26-2012	35	***Ensco Plc New Class A Ord	1,810.10		1,811.90	1.80	
01-20-2012	07-26-2012	74	***Potash Corp Of Saskatchewan Inc Canadia	3,322.60		3,338.80	16.20	
01-20-2012	07-31-2012	62	Hornbeck Offshore Services Inc	2,223.94		2,633.52	409.58	
06-20-2011	07-31-2012	50	Scripps Networks Interactive Inc Cl A	2,334.65		2,700.66		366.01
09-15-2011	08-17-2012	1,600	Directv Com	69,602.88		77,517.84	7,914.96	
06-18-2012	08-20-2012	-16	Call Dtv 08/18/12 48 Directv	719.57		719.57	0.00	
08-06-2012	09-10-2012	-10	Call Ba 09/22/12 75 Boeing Co	96.02		1,019.69	923.67	
06-20-2011	09-21-2012	1,994	Bristol Myers Squibb Co	55,433.20		68,399.79		12,966.59
01-20-2012	09-21-2012	606	Bristol Myers Squibb Co	19,816.20		19,997.55	181.35	
08-02-2012	09-24-2012	-26	Call Bmy 09/22/12 33 Bristol Myers Squibb	2,599.27		2,599.27	0.00	
01-20-2012	10-18-2012	94	Bristol Myers Squibb Co	3,073.80		3,221.30	147.50	
08-03-2011	11-13-2012	1,896	American Electric Power Co Inc	70,152.00		78,566.20		8,414.20
01-20-2012	11-13-2012	200	American Electric Power Co Inc	8,188.00		8,287.57	99.57	
02-16-2012	11-13-2012	9,900	***Nokia Corporation Sponsored Adr Repstg	51,460.20		26,432.40	-25,027.80	
03-27-2012	11-20-2012	16	Put Jnj 01/19/13 65 Johnson & Johnson	6,240.39		223.52	-6,016.87	
TOTAL GAINS							53,534.56	46,783.78
TOTAL LOSSES							-54,841.86	-16,545.42
				1,148,688.78	**0.00**	**1,177,319.83**	**-1,307.31**	**29,938.36**
TOTAL REALIZED GAIN/LOSS		28,631.05						

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Barclays Wealth and Investment Management

REALIZED GAINS AND LOSSES

Account 835-67945-1-4-292

DUN FOUNDATION INCOME PLUS

From 01-01-12 Through 12-31-12

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
02-13-2012	06-18-2012	47	Southern California Edison P/c 06/16/12 @	4,664.75		4,700.00	35.25	
07-14-2010	09-04-2012	26,000	Altria Group Inc Contra Cusip 9.700% Due 11-10-18	33,446.14	-1,614.15	37,331.58		5,499.59
06-18-2012	10-04-2012	50,000	State Street Capital Trust 0.000% Due 03-15-49	50,187.50	-187.50	50,000.00	0.00	
03-18-2010	10-19-2012	45,000	Brinker International Inc 5.750% Due 06-01-14	46,575.00	-932.41	48,190.50		2,547.91
03-28-2011	10-19-2012	5,000	Brinker International Inc 5.750% Due 06-01-14	5,276.00	-131.52	5,354.50		210.02
TOTAL GAINS							35.25	8,257.52
TOTAL LOSSES							0.00	0.00
				140,149.39	-2,865.58	145,576.58	35.25	8,257.52
TOTAL REALIZED GAIN/LOSS		8,292.77						

CG-3

5:25 PM
01/18/13
Accrual Basis

Dun Foundation
Profit & Loss Detail
January through December 2012

Type	Date	Num	Name	Memo	Amount	Balance
Ordinary Income/Expense						
Expense						
Bookkeeping						
Check	1/9/2012	457	Mary Deppa Bookk...	12/29-1/11/12	300.00	300.00
Check	1/23/2012	496	Mary Deppa Bookk...	1/12-25/2012	300.00	600.00
Check	2/7/2012	501	Mary Deppa Bookk...	1/26-2/8/12	300.00	900.00
Check	2/20/2012	504	Mary Deppa Bookk...	2/9-2/22/12	300.00	1,200.00
Check	3/6/2012	507	Mary Deppa Bookk...	2/23-3/7/12	322.50	1,522.50
Check	3/19/2012	509	Mary Deppa Bookk...	3/8-3/21/12	322.50	1,845.00
Check	4/2/2012	514	Mary Deppa Bookk...	3/22-4/4/12	322.50	2,167.50
Check	4/16/2012	517	Mary Deppa Bookk...	4/5-18/2012	322.50	2,490.00
Check	5/1/2012	520	Mary Deppa Bookk...	4/19-5/2/12	322.50	2,812.50
Check	5/14/2012	528	Mary Deppa Bookk...	5/3-5/16/12	322.50	3,135.00
Check	5/29/2012	532	Mary Deppa Bookk...	5/17-31/12	322.50	3,457.50
Check	6/11/2012	544	Mary Deppa Bookk...	5/31-6/13/12	322.50	3,780.00
Check	6/25/2012	549	Mary Deppa Bookk...	6/14-27/2012	322.50	4,102.50
Check	7/6/2012	553	Mary Deppa Bookk...	6/28-7/11/2012	322.50	4,425.00
Check	7/23/2012	559	Mary Deppa Bookk...	7/12-25/2012	322.50	4,747.50
Check	8/6/2012	565	Mary Deppa Bookk...	7/26-8/8/12	322.50	5,070.00
Check	8/20/2012	571	Mary Deppa Bookk...	8/9-22/2012	322.50	5,392.50
Check	9/4/2012	572	Mary Deppa Bookk...	8/23-9/5/12	322.50	5,715.00
Check	9/17/2012	579	Mary Deppa Bookk...	9/6-19/2012	322.50	6,037.50
Check	10/1/2012	580	Mary Deppa Bookk...	9/20-10/3/2012	322.50	6,360.00
Check	10/16/2012	583	Mary Deppa Bookk...	10/4-10/17/2...	322.50	6,682.50
Check	10/25/2012	588	Mary Deppa Bookk...	10/18-10/31/...	322.50	7,005.00
Check	11/12/2012	592	Mary Deppa Bookk...	11/1-14/2012	322.50	7,327.50
Check	11/26/2012	596	Mary Deppa Bookk...	11/15-28/2012	322.50	7,650.00
Check	12/11/2012	611	Mary Deppa Bookk...	11/29-12/12/12	322.50	7,972.50
Check	12/21/2012	614	Mary Deppa Bookk...	12/13-12/26/...	322.50	8,295.00
Total Bookkeeping					8,295.00	8,295.00
Contributions						
Group Donations						
Check	11/5/2012	591	Commonwealth Hu...	Animals in N...	5,000.00	5,000.00
Total Group Donations					5,000.00	5,000.00
Nina L. Fout donations						
Check	1/31/2012	498	Blue Ridge Wildlife ...	Nina L Fout	250.00	250.00
Check	2/10/2012	502	American Horticultu...	Nina L Fout	250.00	500.00
Check	2/10/2012	503	FSEEE	Nina L Fout	1,000.00	1,500.00
Check	3/29/2012	513	Windy Hill Foundation	Nina L Fout	2,500.00	4,000.00
Check	4/9/2012	516	Upperville Colt & H...	Nina L. Fout	5,000.00	9,000.00
Check	5/9/2012	521	Land Trust of Virginia	Nina L Fout	500.00	9,500.00
Check	5/9/2012	522	Middleburg Beautifi...	Nina L Fout	500.00	10,000.00
Check	5/9/2012	523	Shenandoah Nation...	Nina L Fout	750.00	10,750.00
Check	5/9/2012	524	Middleburg Human...	Nina L Fout	500.00	11,250.00
Check	5/9/2012	525	Waterkeeper Alliance	Nina L Fout	2,500.00	13,750.00
Check	6/1/2012	537	Shenandoah Nation...	Nina L Fout	500.00	14,250.00
Check	6/1/2012	538	Mosby Heritage Are...	Nina L Fout	1,000.00	15,250.00

Charitable Contributions

Dun Foundation
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Type	Date	Num	Name	Memo	Amount	Balance
Check	6/1/2012	539	Appalachian Mount...	Nina L Fout	50.00	15,300.00
Check	6/1/2012	540	Chesapeak Bay Fo...	Nina L Fout	500.00	15,800.00
Check	6/1/2012	541	Friends of the Rapp...	Nina L Fout	500.00	16,300.00
Check	6/1/2012	542	Trout Unlimited	Nina L Fout	1,000.00	17,300.00
Check	6/18/2012	545	Fair Hill Internationa...	Nina L Fout	2,500.00	19,800.00
Check	7/6/2012	552	Sierra Club	Nina L Fout	1,000.00	20,800.00
Check	7/6/2012	554	Bull Run Mountain ...	Nina L Fout	300.00	21,100.00
Check	7/6/2012	555	Virginia Tech M.A.R...	Nina L Fout	300.00	21,400.00
Check	7/25/2012	560	Potomac Riverkeeper	Nina L Fout	750.00	22,150.00
Check	7/25/2012	561	Appalachian Trail C...	Nina L Fout	100.00	22,250.00
Check	7/25/2012	562	Morven Park	Nina L Fout	1,000.00	23,250.00
Check	7/27/2012	563	The American Ches...	Nina L Fout	500.00	23,750.00
Check	10/22/2012	585	National Audubon S...	Nina L Fout	250.00	24,000.00
Check	10/22/2012	586	Citizens for Fauquie...	Nina L Fout	1,000.00	25,000.00
Check	10/22/2012	587	Earthjustice	Nina L Fout	1,000.00	26,000.00
Check	11/12/2012	593	Blue Ridge Wildlife ...	Nina L Fout	500.00	26,500.00
Check	11/12/2012	594	National Sporting Li...	Chairman's C...	2,500.00	29,000.00
Check	11/12/2012	595	Windy Hill Foundation	Nina L. Fout/f...	10,000.00	39,000.00
Check	11/28/2012	597	Goose Creek Assoc...	Nina L Fout	500.00	39,500.00
Check	11/28/2012	600	The Nature Conser...	Nina L Fout	1,000.00	40,500.00
Check	11/28/2012	599	Equine Land Conse...	Nina L Fout	1,000.00	41,500.00
Check	12/6/2012	601	FSEEE	Nina L Fout	1,000.00	42,500.00
Check	12/6/2012	602	Middleburg Human...	Nina L Fout	2,000.00	44,500.00
Check	12/6/2012	603	Trout Unlimited	Nina L Fout	1,500.00	46,000.00
Check	12/6/2012	604	National Audubon S...	Nina L Fout	500.00	46,500.00
Check	12/7/2012	605	Paws for Life	Nina L Fout	1,000.00	47,500.00
Check	12/7/2012	606	Atoka Preservation ...	Nina L Fout	100.00	47,600.00
Check	12/7/2012	607	Carolina Horse Par...	Nina Fout	2,500.00	50,100.00
Check	12/7/2012	608	Mid-Atlantic GSP R...	Nina L Fout	1,000.00	51,100.00
Check	12/7/2012	609	Northcentral Maltes...	Nina L Fout	1,000.00	52,100.00
Check	12/7/2012	610	Martha's Mutt Move...	Nina L Fout	1,000.00	53,100.00
Check	12/11/2012	612	National Sporting Li...	STILL WATE...	5,000.00	58,100.00
Check	12/11/2012	613	USAgainst Alzheim...	Nina L Fout	1,000.00	59,100.00
Check	12/24/2012	616	Commonwealth Hu...	at the reques...	1,000.00	60,100.00
Total Nina L. Fout donations					60,100.00	60,100.00
Paul Douglas Fout Donations						
Check	1/9/2012	458	Middleburg Spring ...	Doug Fout 2...	1,600.00	1,600.00
Check	1/9/2012	475	Boys & Girls Club o...	Paul D Fout	1,000.00	2,600.00
Check	1/9/2012	459	Thoroughbred Retir...	Paul D. Fout	500.00	3,100.00
Check	1/9/2012	463	Boulder Crest Retreat	Paul D Fout ...	500.00	3,600.00
Check	1/9/2012	464	Virginia Tech Found...	Paul D Fout	1,000.00	4,600.00
Check	1/9/2012	465	National Steeplecha...	Paul D Fout	500.00	5,100.00
Check	1/10/2012	476	Rocky Mountain Elk...	Paul D Fout/...	5,000.00	10,100.00
Check	1/10/2012	477	The National Sporti...	Paul D Fout -...	500.00	10,600.00
Check	1/10/2012	478	The Wilderness So...	Paul D Fout	500.00	11,100.00
Check	1/10/2012	479	Gettysburg Foundat...	Paul D Fout	500.00	11,600.00
Check	1/10/2012	480	Mountain Laurel Mo...	Paul D Fout	250.00	11,850.00
Check	1/10/2012	481	Land Trust of Virginia	Paul D Fout	500.00	12,350.00

Charitable Contributions

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Type	Date	Num	Name	Memo	Amount	Balance
Check	1/10/2012	482	Bull Run Mountain ...	Paul D Fout	5,000.00	17,350.00
Check	1/10/2012	483	The Hill School	Paul D Fout	500.00	17,850.00
Check	1/10/2012	484	Saint James School	Paul D Fout	2,500.00	20,350.00
Check	1/10/2012	485	Foxcroft School	Paul D Fout	2,500.00	22,850.00
Check	1/27/2012	497	Ducks Unlimited	Paul D Fout ...	10,000.00	32,850.00
Check	3/22/2012	510	Foxcroft School	for the impro...	5,000.00	37,850.00
Check	3/27/2012	512	Glenwood Park Trust	Bryon Pope -...	7,500.00	45,350.00
Check	4/18/2012	519	Rocky Mountain Elk...	Paul D Fout/...	3,000.00	48,350.00
Check	5/14/2012	530	Civil War Trust	Paul D Fout ...	2,500.00	50,850.00
Check	5/30/2012	533	Ducks Unlimited	Paul D Fout ...	0.00	50,850.00
Check	5/30/2012	534	Ducks Unlimited	Paul D Fout ...	1,000.00	51,850.00
Check	6/28/2012	550	Verdun Adventure ...	Paul D Fout	230.00	52,080.00
Check	6/28/2012	551	Glenwood Park Trust	Paul D Fout -...	2,100.00	54,180.00
Check	7/18/2012	557	Middleburg Spring ...	Doug Fout - t...	2,111.00	56,291.00
Check	9/7/2012	574	Rocky Mountain Elk...	Paul D Fout	500.00	56,791.00
Check	9/7/2012	575	Ducks Unlimited	Paul D Fout ...	1,000.00	57,791.00
Check	10/17/2012	584	Blue Ridge Ducks ...	Paul D Fout ...	750.00	58,541.00
Check	11/2/2012	589	The Foxie G Found...	Paul D Fout	250.00	58,791.00
Check	11/2/2012	590	Equestrian Land Co...	Paul D Fout	200.00	58,991.00
Check	12/24/2012	617	Virginia Tech Found...	at the reques...	1,000.00	59,991.00
Total Paul Douglas Fout Donations					59,991.00	59,991.00
Virginia W. Fout donations						
Check	1/9/2012	459	Thoroughbred Retir...	Virginia W. F...	500.00	500.00
Check	1/9/2012	460	Heal the Bay	Virginia W. F...	250.00	750.00
Check	1/9/2012	461	Horses in the Hood	Virginia W Fout	4,000.00	4,750.00
Check	1/9/2012	466	School on Wheels	Virginia Fout	250.00	5,000.00
Check	1/9/2012	467	Danny & Ron's Res...	Virginia W Fout	500.00	5,500.00
Check	1/9/2012	468	Lange Foundation	Virginia W Fout	250.00	5,750.00
Check	1/9/2012	469	Guide Dogs for The...	Virginia W. F...	500.00	6,250.00
Check	1/9/2012	470	Oldfields School	2nd of 5 pay...	2,500.00	8,750.00
Check	1/9/2012	471	The Elephant Sanct...	Virginia W Fout	1,000.00	9,750.00
Check	1/9/2012	472	Castleton Ranch	Virginia W Fout	500.00	10,250.00
Check	1/9/2012	473	Equestrian Aid Fou...	Virginia W Fout	500.00	10,750.00
Check	1/9/2012	474	Northridge Academ...	Virginia W Fout	1,000.00	11,750.00
Check	1/17/2012	486	LACMA	Virginia W Fout	540.00	12,290.00
Check	1/17/2012	487	The Nature Conser...	Virginia W Fout	200.00	12,490.00
Check	1/17/2012	488	American Cancer S...	Virginia W. F...	100.00	12,590.00
Check	1/17/2012	489	University of San Fr...	Virginia W Fout	100.00	12,690.00
Check	1/17/2012	490	Los Angeles Conse...	Virginia W Fout	250.00	12,940.00
Check	1/17/2012	491	SPCALA	Virginia Fout	500.00	13,440.00
Check	1/17/2012	492	National Show Hunt...	Virginia W Fout	250.00	13,690.00
Check	1/20/2012	494	Elton John Aids Fo...	Virginia W Fout	5,000.00	18,690.00
Check	1/23/2012	495	CPHA Foundation	Virginia Fout/...	2,500.00	21,190.00
Check	2/2/2012	499	Modjeska Ranch R...	Virginia W. F...	1,000.00	22,190.00
Check	2/3/2012	500	USET	Virginia W Fout	250.00	22,440.00
Check	2/20/2012	505	PilotsnPaws	Virginia W. F...	1,000.00	23,440.00
Check	3/2/2012	506	National Fragile X F...	Virginia W Fout	100.00	23,540.00
Check	3/12/2012	508	National Sporting Li...	Guardian/Vir...	1,000.00	24,540.00

Charitable Contributions

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Check	4/9/2012	516	Upperville Colt & H...	Virginia W. F...	5,000.00	29,540.00
Check	4/16/2012	518	The Humane Societ...	Virginia W Fout	1,000.00	30,540.00
Check	5/9/2012	526	Buffalo International...	Virginia W Fout	1,000.00	31,540.00
Check	5/9/2012	527	Castleton Ranch	Virginia W Fout	500.00	32,040.00
Check	5/21/2012	531	J/P Haitian Relief O...	Virginia W Fout	5,000.00	37,040.00
Check	5/31/2012	535	Warrenton Horse S...	Virginia W Fout	500.00	37,540.00
Check	5/31/2012	EFT	Elton John Aids Fo...	Virginia W Fo...	10,785.60	48,325.60
Check	6/1/2012	536	Warrenton Horse S...	Nina L Fout	100.00	48,425.60
Check	6/4/2012	543	Gentle Giants	Virginia W Fout	784.00	49,209.60
Check	6/21/2012	548	Washington Animal...	Virginia W. F...	100.00	49,309.60
Check	7/10/2012	556	Middleburg Classic	Virginia W Fout	300.00	49,609.60
Check	7/18/2012	558	Washington Interna...	Virginia W Fout	2,500.00	52,109.60
Check	8/3/2012	564	J/P Haitian Relief O...	Virginia W Fout	1,500.00	53,609.60
Check	8/8/2012	566	M.A.E.R.A.	Virginia W. F...	1,000.00	54,609.60
Check	8/8/2012	567	Humane Society of ...	Virginia W. F...	1,000.00	55,609.60
Check	8/8/2012	568	Dumb Friends Leag...	Virginia W Fout	1,000.00	56,609.60
Check	8/8/2012	569	Larimer Humane S...	Virginia W Fout	1,000.00	57,609.60
Check	9/4/2012	573	MUSAK	Virginia W. F...	600.00	58,209.60
Check	9/7/2012	576	The Hill School	Virginia W Fout	1,000.00	59,209.60
Check	10/9/2012	582	Middleburg Human...	Virginia W Fout	300.00	59,509.60
Check	10/9/2012	581	Trinity Episcopal Ch...	Virginia W Fout	500.00	60,009.60
Total Virginia W. Fout donations					60,009.60	60,009.60
Total Contributions					185,100.60	185,100.60
Corporate Taxes						
Federal taxes						
Check	4/11/2012	EFT	United States Treas...	2011 990 PF	3,305.00	3,305.00
Total Federal taxes					3,305.00	3,305.00
Total Corporate Taxes					3,305.00	3,305.00
Miscellaneous						
Check	1/9/2012	458	Middleburg Spring ...	non-deductibl...	500.00	500.00
Total Miscellaneous					500.00	500.00
Office expense						
Check	1/17/2012	493	Treasurer of Virginia	2012 Registr...	25.00	25.00
Check	6/19/2012	547	Chase	share of purc...	293.96	318.96
Check	9/14/2012	577	Beth A. Rogers	labor	293.00	611.96
Total Office expense					611.96	611.96
office maintenance						
Check	8/13/2012	570	Bryon Pope	table assembly	45.00	45.00
Total office maintenance					45.00	45.00

Charitable Contributions