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Form 990-PF

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

2012

Open to Public Inspection

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

Department of the Treasury Internal Revenue Service

For calendar year 2012, or tax year beginning 01-01-2012, and ending 12-31-2012

Name of foundation: The Hickerson Foundation. A Employer identification number: 20-5204030. B Telephone number: (540) 672-6720. G Check all that apply: Initial return, Final return, Address change. H Check type of organization: Section 501(c)(3) exempt private foundation. I Fair market value of all assets at end of year: \$ 2,354,810. J Accounting method: Cash.

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12), Operating and Administrative Expenses (13-26), and Summary (27-29).

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

<b>Part II Balance Sheets</b>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing . . . . .	466,863	746,162	746,162
	<b>2</b> Savings and temporary cash investments . . . . .			
	<b>3</b> Accounts receivable <input type="checkbox"/> _____ Less allowance for doubtful accounts <input type="checkbox"/> _____			
	<b>4</b> Pledges receivable <input type="checkbox"/> _____ Less allowance for doubtful accounts <input type="checkbox"/> _____			
	<b>5</b> Grants receivable . . . . .			
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions) . . . . .			
	<b>7</b> Other notes and loans receivable (attach schedule) <input type="checkbox"/> 5,000 Less allowance for doubtful accounts <input type="checkbox"/> _____	5,000 <input type="checkbox"/>	5,000	5,000
	<b>8</b> Inventories for sale or use . . . . .			
	<b>9</b> Prepaid expenses and deferred charges . . . . .			
	<b>10a</b> Investments—U S and state government obligations (attach schedule)			
	<b>b</b> Investments—corporate stock (attach schedule) . . . . .	1,300,433 <input type="checkbox"/>	922,489	1,301,344
	<b>c</b> Investments—corporate bonds (attach schedule) . . . . .	192,900 <input type="checkbox"/>	211,198	217,229
	<b>11</b> Investments—land, buildings, and equipment basis <input type="checkbox"/> Less accumulated depreciation (attach schedule) <input type="checkbox"/> _____			
	<b>12</b> Investments—mortgage loans . . . . .			
	<b>13</b> Investments—other (attach schedule) . . . . .	78,831 <input type="checkbox"/>	63,873	85,075
	<b>14</b> Land, buildings, and equipment basis <input type="checkbox"/> Less accumulated depreciation (attach schedule) <input type="checkbox"/> _____			
<b>15</b> Other assets (describe <input type="checkbox"/> _____)		1		
<b>16 Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	2,044,027	1,948,723	2,354,810	
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses . . . . .			
	<b>18</b> Grants payable . . . . .			
	<b>19</b> Deferred revenue . . . . .			
	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons			
	<b>21</b> Mortgages and other notes payable (attach schedule) . . . . .			
	<b>22</b> Other liabilities (describe <input type="checkbox"/> _____)			
<b>23 Total liabilities</b> (add lines 17 through 22) . . . . .		0		
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	<b>24</b> Unrestricted . . . . .			
	<b>25</b> Temporarily restricted . . . . .			
	<b>26</b> Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here</b> <input checked="" type="checkbox"/> <b>and complete lines 27 through 31.</b>			
	<b>27</b> Capital stock, trust principal, or current funds . . . . .			
	<b>28</b> Paid-in or capital surplus, or land, bldg, and equipment fund			
	<b>29</b> Retained earnings, accumulated income, endowment, or other funds	2,044,027	1,948,723	
<b>30 Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	2,044,027	1,948,723		
<b>31 Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	2,044,027	1,948,723		

**Part III Analysis of Changes in Net Assets or Fund Balances**

<b>1</b>	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) . . . . .	<b>1</b>	2,044,027
<b>2</b>	Enter amount from Part I, line 27a . . . . .	<b>2</b>	-92,624
<b>3</b>	Other increases not included in line 2 (itemize) <input type="checkbox"/> _____	<b>3</b>	
<b>4</b>	Add lines 1, 2, and 3 . . . . .	<b>4</b>	1,951,403
<b>5</b>	Decreases not included in line 2 (itemize) <input type="checkbox"/> _____	<b>5</b>	2,680
<b>6</b>	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	<b>6</b>	1,948,723

**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)
<b>1a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

(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)
<b>a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
<b>a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> 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 }	<b>2</b>	75,408
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		<b>3</b>	4,671

**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 page 18 of 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	73,000	2,193,266	0.03328
2010	134,142	1,611,493	0.08324
2009	40,530	1,582,956	0.02560
2008	130,688	1,749,246	0.07471
2007	69,628	1,384,941	0.05028

<b>2</b> Total of line 1, column (d).	<b>2</b>	0.26712
<b>3</b> 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	<b>3</b>	0.05342
<b>4</b> Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	<b>4</b>	2,252,115
<b>5</b> Multiply line 4 by line 3.	<b>5</b>	120,315
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b).	<b>6</b>	550
<b>7</b> Add lines 5 and 6.	<b>7</b>	120,865
<b>8</b> Enter qualifying distributions from Part XII, line 4.	<b>8</b>	135,500

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 page 18 of the instructions)**

<b>1a</b>	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
<b>b</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 . . . . .	<b>1</b>	550
<b>c</b>	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>2</b>	
<b>3</b>	Add lines 1 and 2. . . . .	<b>3</b>	550
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>4</b>	
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0- . . . . .	<b>5</b>	550
<b>6</b>	Credits/Payments		
<b>a</b>	2012 estimated tax payments and 2011 overpayment credited to 2012	<b>6a</b>	6,020
<b>b</b>	Exempt foreign organizations—tax withheld at source . . . . .	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	
<b>d</b>	Backup withholding erroneously withheld . . . . .	<b>6d</b>	
<b>7</b>	Total credits and payments Add lines 6a through 6d. . . . .	<b>7</b>	6,020
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>	
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	<b>9</b>	
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	<b>10</b>	5,470
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2013 estimated tax</b> ▶ 5,470 <b>Refunded</b> ▶	<b>11</b>	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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? . . . . .		No
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . . <i>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.</i>		No
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .		No
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year <b>(1)</b> On the foundation ▶ \$ _____ <b>(2)</b> On foundation managers ▶ \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . <i>If "Yes," attach a detailed description of the activities.</i>		No
<b>3</b> 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? <i>If "Yes," attach a conformed copy of the changes</i> . . . . .		No
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		No
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .		No
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . <i>If "Yes," attach the statement required by General Instruction T.</i>		No
<b>6</b> 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? . . . . .	Yes	
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	Yes	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ VA _____		
<b>b</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? <i>If "No," attach explanation .</i>	Yes	
<b>9</b> 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)? <i>If "Yes," complete Part XIV</i> . . . . .		No
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		No

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

<b>11</b> 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). . . . .	<b>11</b>		<b>No</b>
<b>12</b> 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) . . . . .	<b>12</b>		<b>No</b>
<b>13</b> Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <b>N/A</b>	<b>13</b>	<b>Yes</b>	
<b>14</b> The books are in care of <b>The Hickerson Foundation</b> Telephone no <b>(540) 672-6720</b> Located at <b>102 East Main Street Orange VA</b> ZIP+4 <b>22960</b>			
<b>15</b> Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . . <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . <b>15</b>			
<b>16</b> 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? . . . . .	<b>16</b>		<b>No</b>

See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country **N/A**

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

		<b>Yes</b>	<b>No</b>
<b>File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.</b>			
<b>1a</b> During the year did the foundation (either directly or indirectly)			
<b>(1)</b> Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>(2)</b> 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			
<b>(3)</b> Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>(4)</b> Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>(5)</b> 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			
<b>(6)</b> Agree to pay money or property to a government official? ( <b>Exception.</b> 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>b</b> If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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 page 20 of the instructions)? . . . . . <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here. . . . . <input type="checkbox"/>	<b>1b</b>		<b>No</b>
<b>c</b> 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? . . . . .	<b>1c</b>		<b>No</b>
<b>2</b> 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))			
<b>a</b> 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? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <b>20__ , 20__ , 20__ , 20__</b>			
<b>b</b> Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions) . . . . .	<b>2b</b>		<b>No</b>
<b>c</b> If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here <b>20__ , 20__ , 20__ , 20__</b>			
<b>3a</b> 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>b</b> If "Yes," did it have excess business holdings in 2012 as a result of <b>(1)</b> any purchase by the foundation or disqualified persons after May 26, 1969, <b>(2)</b> 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 <b>(3)</b> the lapse of the 10-, 15-, or 20-year first phase holding period? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i> ) . . . . .	<b>3b</b>		<b>No</b>
<b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>		<b>No</b>
<b>b</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?	<b>4b</b>		<b>No</b>



**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**

**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".**

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

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

**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
<b>1</b> _____	
<b>2</b> _____	
<b>3</b> _____	
<b>4</b> _____	

**Part IX-B Summary of Program-Related Investments (see instructions)**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
<b>1</b> _____	
<b>2</b> _____	
<b>3</b> All other program-related investments. See page 24 of the instructions _____	

**Total.** Add lines 1 through 3. . . . . ▶

**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
<b>a</b>	Average monthly fair market value of securities. . . . .	<b>1a</b>	1,684,573
<b>b</b>	Average of monthly cash balances. . . . .	<b>1b</b>	601,838
<b>c</b>	Fair market value of all other assets (see instructions). . . . .	<b>1c</b>	0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c). . . . .	<b>1d</b>	2,286,411
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets. . . . .	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d. . . . .	<b>3</b>	2,286,411
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	<b>4</b>	34,296
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	2,252,115
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	<b>6</b>	112,606

**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.)

<b>1</b>	Minimum investment return from Part X, line 6. . . . .	<b>1</b>	112,606
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5. . . . .	<b>2a</b>	550
<b>b</b>	Income tax for 2012 (This does not include the tax from Part VI ). . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b. . . . .	<b>2c</b>	550
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	<b>3</b>	112,056
<b>4</b>	Recoveries of amounts treated as qualifying distributions. . . . .	<b>4</b>	
<b>5</b>	Add lines 3 and 4. . . . .	<b>5</b>	112,056
<b>6</b>	Deduction from distributable amount (see instructions). . . . .	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	<b>7</b>	112,056

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
<b>a</b>	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26. . . . .	<b>1a</b>	135,500
<b>b</b>	Program-related investments—total from Part IX-B. . . . .	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required). . . . .	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule). . . . .	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	135,500
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions). . . . .	<b>5</b>	550
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	<b>6</b>	134,950

**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
<b>1</b> Distributable amount for 2012 from Part XI, line 7				112,056
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only. . . . .				
<b>b</b> Total for prior years 20___, 20___, 20___				
<b>3</b> Excess distributions carryover, if any, to 2012				
<b>a</b> From 2007. . . . .				
<b>b</b> From 2008. . . . .				
<b>c</b> From 2009. . . . .				
<b>d</b> From 2010. . . . .	34,750			
<b>e</b> From 2011. . . . .				
<b>f Total</b> of lines 3a through e. . . . .	34,750			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>135,500</u>				
<b>a</b> Applied to 2011, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
<b>d</b> Applied to 2012 distributable amount. . . . .				112,056
<b>e</b> Remaining amount distributed out of corpus	23,444			
<b>5</b> Excess distributions carryover applied to 2012 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>				
<b>6 Enter the net total of each column as indicated below:</b>				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	58,194			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b. . . . .				
<b>c</b> 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. . . . .				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .				
<b>e</b> Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .				
<b>f</b> Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013 . . . . .				0
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions). . . . .				
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . . . .				
<b>9 Excess distributions carryover to 2013.</b> Subtract lines 7 and 8 from line 6a . . . . .	58,194			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2008. . . . .				
<b>b</b> Excess from 2009. . . . .				
<b>c</b> Excess from 2010. . . . .	34,750			
<b>d</b> Excess from 2011. . . . .				
<b>e</b> Excess from 2012. . . . .	23,444			

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

**1a** 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 organization is a private operating foundation described in section  4942(j)(3) or  4942(j)(5)

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

**Part XV Supplementary Information (Complete this part only if the organization 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) )

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**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

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**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

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

Arthur H Bryant Jr  
102 East Main Street  
Orange, VA 22960  
(540) 672-6720

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

There is a specific grant application required to be submitted

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**c** Any submission deadlines

None

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

Awards are granted only to organizations providing for the comfort of animals and to support veterinary oncology research. Organizations which practice euthanasia are excluded as candidates unless the euthanasia is administered to end animal suffering or to an animal posing a danger

**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
<b>a</b> <i>Paid during the year</i> See Additional Data Table				
<b>Total . . . . .</b>				<b>3a</b> 135,500
<b>b</b> <i>Approved for future payment</i>				
<b>Total . . . . .</b>				<b>3b</b>



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... 1a(1) Cash... 1a(2) Other assets... 1b(1) Sales of assets... 1b(2) Purchases of assets... 1b(3) Rental of facilities... 1b(4) Reimbursement arrangements... 1b(5) Loans or loan guarantees... 1b(6) Performance of services... 1c Sharing of facilities...

Table with 4 columns: (a) Line No, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

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

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge. Signature of officer or trustee: \*\*\*\*\* Date: 2013-07-22 Title: \*\*\*\*\*

Paid Preparer Use Only Print/Type preparer's name: Jennifer Spiers, Preparer's Signature: Jennifer Spiers, Date: 2013-07-22, Check if self-employed: [X], PTIN: P01206767, Firm's name: Nicholas Jones & Co PLC, Firm's address: 301 S West Street, Culpeper, VA 22701, Firm's EIN, Phone no: (540) 825-8005

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo , day, yr )	<b>(d)</b> Date sold (mo , day, yr )
Energy Transfer Partners LP capital gain	P	2012-01-01	2012-06-30
Capital Gain - 1099 Statement	P	2001-01-01	2012-06-30
See VNB Trust Statement	P	2001-01-01	2012-06-30
See VNB Trust Statement	P	2012-01-01	2012-06-30
Oaktree Capital Group LLC capital gain	P	2001-01-01	2012-06-30
Oaktree Capital Group LLC capital gain	P	2012-01-01	2012-06-30

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
		1,254	-1,254
5,663			5,663
602,352		541,741	60,611
787,583		781,896	5,687
4,463			4,463
238			238

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-1,254
			5,663
			60,611
			5,687
			4,463
			238

**Form 990PF Part XV Line 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)				
<b>a</b> <i>Paid during the year</i>				
SPCA PO Box 100220 Arlington, VA 22210	No Relation	501(C)(3)	To support animal protection and welfare	35,000
Service Dogs of Virginia PO Box 408 Charlottesville, VA 22902	N/A	501(C)(3)	To raise and train dogs and match them with individuals with disabilities to create greater independence	10,000
Dannie and Ron's Rescue PO Box 604 Camden, SC 29020	N/A	501(C)(3)	To rescue abused and abandoned dogs and place them in new homes	38,000
Thoroughbred Retirement Foundation PMB 351 450 Shrewsbury Plaza Shrewsbury, NJ 07702	N/A	501(C)(3)	To support retired and rescued thoroughbred racehorses	10,000
The Boykin Spaniel Foundation PO Box 2047 Camden, SC 29020	N/A	501(C)(3)	To protect, support, and improve the Boykin Spaniel breed	40,000
Charlottesville-Albemarle SPCA 3355 Berkmar Drive Charlottesville, VA 22901	N/A	501(C)(3)	To support animal protection and welfare	2,500
<b>Total . . . . .</b>				<b>135,500</b>

**TY 2012 Investments Corporate  
Bonds Schedule**

**Name:** The Hickerson Foundation

**EIN:** 20-5204030

**Software ID:** 12000229

**Software Version:** 2012v2.0

Name of Bond	End of Year Book Value	End of Year Fair Market Value
Fixed Income	211,198	217,229
Corporate Bonds & Loans		

**TY 2012 Investments Corporate  
Stock Schedule**

**Name:** The Hickerson Foundation

**EIN:** 20-5204030

**Software ID:** 12000229

**Software Version:** 2012v2.0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Corporate Stocks	922,489	1,301,344

## TY 2012 Investments - Other Schedule

**Name:** The Hickerson Foundation

**EIN:** 20-5204030

**Software ID:** 12000229

**Software Version:** 2012v2.0

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
Options	AT COST	63,873	85,075

## TY 2012 Other Assets Schedule

**Name:** The Hickerson Foundation

**EIN:** 20-5204030

**Software ID:** 12000229

**Software Version:** 2012v2.0

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
Rounding		1	

## TY 2012 Other Decreases Schedule

**Name:** The Hickerson Foundation

**EIN:** 20-5204030

**Software ID:** 12000229

**Software Version:** 2012v2.0

Description	Amount
Equity Adjustments - OakTree Distributions	2,680

## TY 2012 Other Expenses Schedule

**Name:** The Hickerson Foundation

**EIN:** 20-5204030

**Software ID:** 12000229

**Software Version:** 2012v2.0

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Misc Deductions - OakTree K-1	79	79		
Insurance	796	796		
Bank charges	53	53		
Agency Fees	93,652	93,652		

## TY 2012 Other Income Schedule

**Name:** The Hickerson Foundation

**EIN:** 20-5204030

**Software ID:** 12000229

**Software Version:** 2012v2.0

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Other Investment Income	-517		

## TY 2012 Other Professional Fees Schedule

**Name:** The Hickerson Foundation

**EIN:** 20-5204030

**Software ID:** 12000229

**Software Version:** 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Tax Return Preparation	1,641	1,641	0	0

# TY 2012 Taxes Schedule

**Name:** The Hickerson Foundation

**EIN:** 20-5204030

**Software ID:** 12000229

**Software Version:** 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Foreign tax paid (OCP, LLC)	14	14		
Excise Tax Based on Investment Income	11,646			

Form 990PF, Part II, Line 10b, Investments-Corporate Stocks

	<u>Beginning</u>	<u>End of Year</u>	
	<u>Cost Book Value</u>	<u>Cost Book Value</u>	<u>Fair Market Value</u>
<u>Corporate Stocks:</u>			
Citigroup, Inc., 35,000 shares	\$ 146,150	\$ -	\$ -
Colony Financial, 9,300 shares	181,200	181,200	181,350
CoreLogic, Inc., 650 shares	13,544	-	-
Echostar Corp, 240 shares	9,948	-	-
El Paso Corporation, 10,000 shares	110,032	-	-
Fidelity National Information Svcs Inc., 6,000 shares	84,098	84,098	141,300
General Motors Co., 500 shares	17,785	-	-
Goldman Sachs Group Inc., 150 shares	10,857	-	-
Howard Hughes Corp., 735 shares	13,959	-	-
JP Morgan Chase & Co., 500 shares	19,958	-	-
Liberty Media Corp. Liber-A, 200 shares	-	20,503	23,202
Marathon Petroleum Corp., 1,610 shares	-	68,666	101,430
Pfizer Inc., 3,320 shares	-	52,578	83,263
Pfizer Inc., 7,220 shares	112,043	-	-
PHH Corp., 2,300 shares	-	39,828	52,325
PHH Corp., 5,000 shares	111,893	-	-
Tyler Technologies, Inc., 3,000 shares	42,927	-	-
Superior Industries Intl., 99 shares	1,075	-	-
West Coast Bancorp A., 35,000 shares	70,000	-	-
LyondellBasell Industries NV, 4,000	81,777	-	-
Teekay Shipping Corp., 4,000 shares	107,189	-	-
Teekay Shipping Corp., 2,500 shares	-	68,720	80,250
Bank of America TARP 'B' Warrant 10/18/10, 6,000 shares	22,149	-	-

General Growth Properties Inc., 7,482 shares	53,695	-	-
Countrywide Fin'l (B of A) 6.75% 04/01/33 1,250 shares	23,628	-	-
Motors Liquidation Co., 6.25% 7/15/33, 12,000 shares	99,640	-	-
Grace W R & Co., New, 2,500 shares	-	106,811	168,075
Kinder Morgan, Inc., 1,674 shares	-	53,761	59,142

Form 990PF, Part II, Line 10b, Investments-Corporate Stocks

<u>Corporate Stocks: Continued</u>	<u>Beginning</u>	<u>End of Year</u>	
	<u>Cost Book Value</u>	<u>Cost Book Value</u>	<u>Fair Market Value</u>
Newcastle Investment Corp., 17,900 shares	-	101,254	155,372
Citigroup, Inc., 7.5% 12/15/12, 2,000 shares	226,122	-	-
Grace W R & Co., 2,500 shares	106,811	-	-
Kinder Morgan \$40 Warrant Exp 5/28/17, 15,660 shares	-	28,428	59,195
MGIC Investment Group, 2,000 shares	9,066	-	-
Sunoco, Inc., 3,400 shares	130,899	-	-
Williams Co., Del, 6,000 shares	188,133	116,642	196,440
Newcastle Investment Corp., 12,100 shares	65,122	-	-
KKR & Co., LP, 5,000 shares	50,200	-	-
<b>Total Corporate Stocks</b>	<b>\$ 2,109,900</b>	<b>\$ 922,489</b>	<b>\$ 1,301,344</b>

Form 990PF, Part II, Line 10c, Investments-Corporate Bonds

<u>Corporate Bonds: Continued</u>	<u>Beginning</u>	<u>End of Year</u>	
	<u>Cost Book Value</u>	<u>Cost Book Value</u>	<u>Fair Market Value</u>
Herbst Gaming Reorganized Loan 10% 12/15/15, 61,996.54 shares	\$ 61,994	\$ -	\$ -
Western Refining Convertible 5.75% 6/15/14, 100,000 shares	84,500	-	-
MGIC Invest Sr. Holdco 5%, 5/1/2017	23,900	-	-

MGIC Invest Sr. Holdco 5.375%, 11/1/2015	40,750	-	-
Momentive Performance 9%, 1/15/2021	-	37,000	36,500
MPM Escrw/MPM Fin Escrw 8.875%, 10/15/2020	-	81,200	80,800
Realogy Corp. 4, 10/10/2016	-	92,998	99,929
Realogy Corp 1.5 Lien, 7.875%, 2/15/2019	83,750	-	-
Texas Industries, Inc., 9.25%, 8/15/2020	44,500	-	-
Total Corporate Bonds	<u>\$ 339,394</u>	<u>\$ 211,198</u>	<u>\$ 217,229</u>

Form 990PF, Part II, Line 13, Investments- Other

Options:	Beginning	End of Year	
	Cost Book Value	Cost Book Value	Fair Market Value
BP PLC Call @ \$30.00 1/21/12, 10 shares	\$ 10,130	\$ -	\$ -
BP PLC Call @ \$35.00 1/21/12, 12 shares	9,635	-	-
BP PLC Call @ \$40.00 1/21/12, 16 shares	9,648	-	-
BP PLC Call @ \$50.00 1/21/12, 12.5 shares	9,658	-	-
CMS rate cap call @ 6.78% 6/25/14, 908,800 shares	7,997	-	-
CMS rate cap call @ 7% 6/25/14, 2,000,000 shares	14,399	-	-
El Paso Corp Call @ \$10.00 1/21/12, 20 shares	6,260	-	-
El Paso Corp Call @ \$12.50 1/21/12, 20 shares	3,604	-	-
El Paso Corp Call @ \$15.00 1/21/12, 20 shares	1,960	-	-
JP Morgan Chase & Co, Call @ \$37.50 1/21/12, 50 shares	27,650	-	-
JP Morgan Chase & Co, Call @ \$40 1/21/12, 50 shares	21,650	-	-
General Growth Prop. Call @ \$15 1/22/11, 2.49 shares	(194)	-	-
Marathon Petroleum Call @ \$62.50, 1/19/13, 13 shares	-	(3,057)	(2,145)
Teekay Corp Call @ \$30, 1/19/13, 10 shares	-	(1,195)	(1,450)
Williams Cos Call \$32, 1/19/13, 30 shares	-	(2,678)	(2,310)
Oaktree Capital Group LL, 2,000 shares	-	70,803	90,980
General Growth Prop. Call @ \$16 4/16/11, 2.49 shares	(214)	-	-
General Growth Prop. Call @ \$16 1/22/11, 2.49 shares	(82)	-	-

CMS 10 yr Spread 4/6%, 9/27/16, 3,000,000 shares	13,534	-	-
SPDR S&P 500 ETF Put @ \$120 2/18/12, 20 shares	9,780	-	-
SPDR S&P 500 ETF Put @ \$119 2/18/12, 20 shares	9,100	-	-
Sunoco, Inc., Call @\$40 1/19/13, 10 shares	6,580	-	-
Texas Indust. Put @\$17.50 4/21/12, 5 shares	515	-	-
Texas Indust. Put @\$20 4/21/12, 2.5 shares	402	-	-
Texas Indust. Put @\$20 7/21/12, 2.5 shares	600	-	-
Pfizer Inc., Call @\$20 1/21/12, 15 shares	(705)	-	-
Affinity Gaming, LLC, 35,426.59 shares (formerly Herbst)	<u>28,895</u>	<u>-</u>	<u>-</u>
Total Options	<u>\$ 190,802</u>	<u>\$ 63,873</u>	<u>\$ 85,075</u>

# 2012 Tax Information Statement

**Payer's Name and Address:**  
 VNBTRUST, N.A.  
 310 4TH STREET NE, SUITE 102  
 CHARLOTTESVILLE, VA 22902

**Account Number:** 86500640  
**Recipient's Tax ID Number:** 20-5204030  
**Payer's Federal ID Number:** 33-1167904  
**Payer's State ID Number:** VA  
 Corrected  2nd TIN notice

**Recipient's Name and Address:**  
 THE HICKERSON FOUNDATION  
 C/O ARTHUR BRYANT - VNB  
 102 EAST MAIN STREET  
 ORANGE, VA 22960

## 2012 Form 1099-B: Proceeds from Broker and Barter Exchange Transactions

OMB No. 1545-0715

Reported to the IRS is Sales Price of stocks, bonds etc., less commissions and option premiums.  
**Covered (Box 6a is not checked)**

Cusip	Description (Box 8)	Date of Sale or Exchange (Box 1a)	Date of Acquisition (Box 1b)	Stocks or Other Symbol (Box 1d)	Stocks, Bonds, etc. (Box 2a)	Cost or Other Basis (Box 3)	Wash Sale Loss Disallowed (Box 5)	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
<b>Short Term Sales Reported on 1099-B</b>										
86764P109	Sunoco, Inc.			SUN						
1900.0000	02/03/2012	Various			72,057.62	63,897.51	0.00	8,160.11	0.00	0.00
86764P109	Sunoco, Inc.			SUN						
470.0000	02/06/2012	06/15/2011			18,521.86	15,658.47	0.00	2,863.39	0.00	0.00
86764P109	Sunoco, Inc.			SUN						
470.0000	02/06/2012	06/15/2011			18,636.46	15,658.48	0.00	2,977.98	0.00	0.00
86722A103	SunCoke Energy			SXC						
.5800	02/07/2012	06/14/2011			7.88	7.09	0.00	0.79	0.00	0.00
86764P109	Sunoco, Inc.			SUN						
380.0000	02/07/2012	Various			15,344.03	10,201.72	0.00	5,142.31	0.00	0.00
86764P109	Sunoco, Inc.			SUN						
180.0000	02/08/2012	10/04/2011			7,238.04	4,614.06	0.00	2,613.98	0.00	0.00
86722A103	SunCoke Energy			SXC						
1803.0000	02/21/2012	Various			25,723.12	20,861.91	0.00	4,861.21	0.00	0.00
75605ERU3	Realogy Corp 1.5 Lien 7.875% 02/15/19									
100000.0000	03/21/2012	10/13/2011			99,000.00	83,750.00	0.00	15,250.00	0.00	0.00

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported. The taxpayer is ultimately responsible for the accuracy of their own tax return.

# 2012 Tax Information Statement

**Payer's Name and Address:**  
 VNBTRUST, N.A.  
 310 4TH STREET NE, SUITE 102  
 CHARLOTTESVILLE, VA 22902

**Account Number:** 86500640  
**Recipient's Tax ID Number:** 20-5204030  
**Payer's Federal ID Number:** 33-1167904  
**Payer's State ID Number:** VA  
 State: VA

**Recipient's Name and Address:**  
 THE HICKERSON FOUNDATION  
 C/O ARTHUR BRYANT - VNB  
 102 EAST MAIN STREET  
 ORANGE, VA 22960

Corrected  2nd TIN notice

Reported to the IRS is Sales Price of stocks, bonds etc., less commissions and option premiums.  
 Covered (Box 6a is not checked)

Cusip	Description (Box 8)	Date of Sale or Exchange (Box 1a)	Date of Acquisition (Box 1b)	Stocks or Other Symbol (Box 1d)	Stocks, Bonds, etc. (Box 2a)	Cost or Other Basis (Box 3)	Wash Sale Loss Disallowed (Box 5)	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
98212B103	WPX Energy Inc.	04/17/2012	11/15/2011	WPX	32,146.28	71,490.54	0.00	-39,344.26	0.00	0.00
12662P108	CVR Energy Inc			CVI						
3600.0000	Various	04/26/2012	Various		108,397.88	103,140.96	0.00	5,256.94	0.00	0.00
28336L109	El Paso Corporation			EP						
4000.0000	Various	06/01/2012	04/24/2012		58,600.00	57,378.20	0.00	1,221.80	0.00	0.00
49456B101	Kinder Morgan Inc			KMI						
8000	Various	06/25/2012	04/24/2012		24.60	25.69	0.00	-1.09	0.00	0.00
75605NAA8	Realty Corp 4.417% 10/10/2016			RealTerm						
18.2900	Various	07/02/2012	03/21/2012		18.29	17.11	0.00	1.18	0.00	0.00
CHK1218H17	Chesapeake Energy Call \$17.000 08/18/12									
20.0000	Various	08/17/2012	07/06/2012		-4,440.00	-5,701.07	0.00	1,261.07	0.00	0.00
CHK1218H18	Chesapeake Energy Call \$18.000 08/18/12									
20.0000	Various	08/17/2012	07/11/2012		-2,440.00	-4,259.90	0.00	1,819.90	0.00	0.00
CHK1218H19	Chesapeake Energy Call \$19.000 08/18/12									
20.0000	Various	08/17/2012	07/06/2012		-451.47	-3,050.43	0.00	2,598.96	0.00	0.00
86764P109	Sunoco, Inc.			SUN						
3600.0000	Various	10/10/2012	Various		95,279.92	77,370.86	0.00	17,909.06	0.00	0.00

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# 2012 Tax Information Statement

**Payer's Name and Address:**  
 VNBTRUST, N.A.  
 310 4TH STREET NE, SUITE 102  
 CHARLOTTESVILLE, VA 22902

**Account Number:** 86500640  
**Recipient's Tax ID Number:** 20-5204030  
**Payer's Federal ID Number:** 33-1167904  
**Payer's State ID Number:** VA  
 Corrected  2nd TIN notice

**Recipient's Name and Address:**  
 THE HICKERSON FOUNDATION  
 C/O ARTHUR BRYANT - VNB  
 102 EAST MAIN STREET  
 ORANGE, VA 22960

Reported to the IRS is Sales Price of stocks, bonds etc., less commissions and option premiums.  
 Covered (Box 6a is not checked)

Cusip	Description (Box 8)	Date of Sale or Exchange (Box 1a)	Date of Acquisition (Box 1b)	Stocks or Other Symbol (Box 1d)	Stocks, Bonds, etc. (Box 2a)	Cost or Other Basis (Box 3)	Wash Sale Loss Disallowed (Box 5)	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)	
6000.0000	Chesapeake Energy Corp	12/19/2012	07/06/2012	CHK	102,843.24	119,635.84	0.00	-16,792.60	0.00	0.00	
<b>Total Short Term Sales Reported on 1099-B</b>					<b>646,497.75</b>	<b>630,697.04</b>	<b>0.00</b>	<b>15,800.73</b>	<b>0.00</b>	<b>0.00</b>	
<b>Report on Form 8949, Part I, with Box A checked</b>											
<b>Long Term Sales Reported on 1099-B</b>											
552848103	MGIC Investment Corp	07/26/2012	07/19/2011	MTG	3,963.44	8,068.56	0.00	-4,105.12	0.00	0.00	
172967416	Citigroup Inc 7.5% Mand Cvt Pfd H	12/15/12		C7.5PH	90,263.98	111,733.96	0.00	-21,469.99	0.00	0.00	
552848103	MGIC Investment Corp	08/20/2012	07/19/2011	MTG	262.23	997.24	0.00	-735.01	0.00	0.00	
220.0000					94,489.65	120,799.76	0.00	-26,310.12	0.00	0.00	
<b>Total Long Term 15% Sales Reported on 1099-B</b>					<b>94,489.65</b>	<b>120,799.76</b>	<b>0.00</b>	<b>-26,310.12</b>	<b>0.00</b>	<b>0.00</b>	
<b>Report on Form 8949, Part II, with Box A checked</b>											

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 102 EAST MAIN STREET  
 ORANGE, VA 22960

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 310 4TH STREET NE, SUITE 102  
 CHARLOTTESVILLE, VA 22902

## 2012 Form 1099-B: Proceeds from Broker and Barter Exchange Transactions

OMB No. 1545-0715

Reported to the IRS is Sales Price of stocks, bonds, etc., less commissions and option premiums.

For noncovered securities (Box 6a is checked) shown on this statement, cost basis information including wash sale disallowed loss is not being reported to the IRS.

Cusip	Description (Box 8)	Date of Sale or Exchange (Box 1a)	Date of Acquisition	Stocks or Other Symbol (Box 1d)	Stocks, Bonds, etc. (Box 2a)	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
<b>Short Term Sales Reported on 1099-B</b>										
SPY119	SPDR S&P 500 ETF Put @ \$119.00 02/18/12	02/24/2012	11/30/2011		0.00	9,100.00	0.00	-9,100.00	0.00	0.00
SPY120	SPDR S&P 500 EFT Put @ \$120.00 02/18/12	02/24/2012	11/30/2011		0.00	9,780.00	0.00	-9,780.00	0.00	0.00
86764P999	Sunoco Inc Call @ \$40.00 01/19/13	04/02/2012	06/14/2011		8,169.82	6,580.00	0.00	1,589.82	0.00	0.00
TX11750421	Texas Industries Put \$17.50 04/21/12	04/26/2012	12/08/2011		0.00	5.15	0.00	-5.15	0.00	0.00
TX1200421	Texas Industries Put @ \$20.00 04/21/12	04/26/2012	12/08/2011		0.00	40.15	0.00	-40.15	0.00	0.00
882491AQ6	Texas Industries Inc 9.250% 08/15/20	07/16/2012	12/07/2011		51,000.00	44,500.00	0.00	6,500.00	0.00	0.00
5000010000	Texas Industries Put @ \$20.00 07/21/12	07/23/2012	12/08/2011		0.00	599.50	0.00	-599.50	0.00	0.00

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 Recipient's Name and Address:  
 THE HICKERSON FOUNDATION  
 C/O ARTHUR BRYANT - VNB  
 102 EAST MAIN STREET  
 ORANGE, VA 22960

Recipient's Tax ID Number: 20-5204030  
 Payer's Federal ID Number: 33-1167904  
 Payer's State ID Number: VA  
 State: VA

Payer's Name and Address:  
 VNBTRUST, N.A.  
 310 4TH STREET NE, SUITE 102  
 CHARLOTTESVILLE, VA 22902

Corrected  2nd TIN notice

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Cusip	Description (Box 8)	Date of Sale or Exchange	Date of Acquisition	Stocks, Bonds, etc. (Box 2a)	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
CHK1222119	(Box 1a) Chesapeake Energy Call \$19.000 09/22/12	09/21/2012	08/17/2012	-1,530.00	-2,849.93	0.00	1,319.93	0.00	0.00
CHK1222120	Chesapeake Energy Call \$20.000 09/22/12	09/21/2012	08/17/2012	0.00	-1,469.97	0.00	1,469.97	0.00	0.00
MPC1220J52H	Marathon Petroleum Call @ \$52.500 10/20/12	09/21/2012	08/03/2012	-1,339.84	-609.99	0.00	-729.85	0.00	0.00
MPC1222150	Marathon Petroleum Call @ \$50.000 09/22/12	09/21/2012	08/03/2012	-1,990.88	-809.98	0.00	-1,180.90	0.00	0.00
MPC1222152H	Marathon Petroleum Call @ \$52.500 09/22/12	09/21/2012	08/03/2012	-765.00	-359.99	0.00	-405.01	0.00	0.00
TK1222132H	Teekay Corp Call \$32.500 09/22/12	09/21/2012	07/27/2012	0.00	-1,044.98	0.00	1,044.98	0.00	0.00
WMB1222133	Williams Co Call \$33.000 09/22/12	09/21/2012	07/27/2012	-4,530.00	-2,224.51	0.00	-2,305.49	0.00	0.00
75605NAA8	Realogy Corp 4.417% 10/10/2016	10/10/2012	03/21/2012	18.29	17.11	0.00	1.18	0.00	0.00
MPC1220V50	Marathon Petroleum Put @ \$50.000 10/20/12	10/19/2012	09/21/2012	0.00	754.00	0.00	-754.00	0.00	0.00
29273R109	Energy Transfer Partners LP	11/13/2012	04/30/2012	18.12	19.56	0.00	-1.44	0.00	0.00

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# 2012 Tax Information Statement

Account Number: 86500640  
 Recipient's Tax ID Number: 20-5204030  
 Payer's Federal ID Number: 33-1167904  
 Payer's State ID Number: VA  
 State:  Corrected  2nd TIN notice

Recipient's Name and Address:  
 THE HICKERSON FOUNDATION  
 C/O ARTHUR BRYANT - VNB  
 102 EAST MAIN STREET  
 ORANGE, VA 22960

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Cusip	Description (Box 8)	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol (Box 1d)	Stocks, etc. (Box 2a)	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
29273R109	Energy Transfer Partners LP	11/14/2012	Various		46,607.45	49,430.96	0.00	-2,823.51	0.00	0.00
CHK1319A21	Chesapeake Energy Call @ \$21.000	01/19/13								
30.0000		11/15/2012	09/21/2012		-643.36	-3,209.93	0.00	2,566.57	0.00	0.00
CHK1319A22	Chesapeake Energy Call @ \$22.000	01/19/13								
30.0000		11/15/2012	09/21/2012		-447.20	-2,249.95	0.00	1,802.75	0.00	0.00
TK1319A35	Teekay Corp Call @ \$35.000	01/19/13								
10.0000		11/15/2012	09/21/2012		-323.86	-1,119.97	0.00	796.11	0.00	0.00
WMB1217K36	Williams Cos Inc Call @ \$36.000	11/17/12								
30.0000		11/16/2012	09/21/2012		0.00	-2,549.94	0.00	2,549.94	0.00	0.00
29273R109	Energy Transfer Partners LP									
392.0000		11/19/2012	04/19/2012		16,798.82	16,861.87	0.00	-63.05	0.00	0.00
29273R109	Energy Transfer Partners LP									
285.0000		11/20/2012	04/19/2012		12,191.26	12,259.27	0.00	-68.01	0.00	0.00
MPC1217W50	Marathon Petroleum Put @ \$50.000	11/17/12								
13.0000		11/23/2012	10/19/2012		0.00	986.08	0.00	-986.08	0.00	0.00
75605NAA8	Realty Corp 4.417% 10/10/2016									
513.5000		12/01/2012	03/21/2012		513.50	480.27	0.00	33.23	0.00	0.00
MPC1319A55	Marathon Petroleum Call @ \$55.000	01/19/13								
6.5000		12/10/2012	09/21/2012		-4,732.00	-1,865.46	0.00	-2,866.54	0.00	0.00

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# 2012 Tax Information Statement

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 THE HICKERSON FOUNDATION  
 C/O ARTHUR BRYANT - VNB  
 102 EAST MAIN STREET  
 ORANGE, VA 22960

Recipient's Tax ID Number: 20-5204030  
 Payer's Federal ID Number: 33-1167904  
 Payer's State ID Number: VA

Payer's Name and Address:  
 VNBTRUST, N.A.  
 310 4TH STREET NE, SUITE 102  
 CHARLOTTESVILLE, VA 22902

State:  Corrected  2nd TIN notice

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Cusip	Description (Box 6)	Date of Sale or Exchange (Box 1a)	Date of Acquisition	Stocks or Other Symbol (Box 1d)	Stocks or Bonds, etc. (Box 2a)	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
MPC1319A57H	Marathon Petroleum Call @ \$57.500 01/19/13	12/10/2012	09/21/2012		-3,686.97	-1,215.47	0.00	-2,471.50	0.00	0.00
552848AA1	MGIC Invest. Sr Holdco 5.375% 11/01/15			MTG5.375						
400000000	Call Chesapeake Energy \$16.000 01/19/13	12/12/2012	08/03/2012		32,100.00	27,014.01	0.00	5,085.99	0.00	0.00
CHK1319A16	Call Chesapeake Energy \$16.000 01/19/13	12/19/2012	11/15/2012		-4,541.10	-4,225.78	0.00	-315.32	0.00	0.00
30.0000	Realogy Corp 4.417% 10/10/2016	12/19/2012	11/15/2012		-1,818.90	-2,309.95	0.00	491.05	0.00	0.00
75605NAA8	Realogy Corp 4.417% 10/10/2016			RealTerm						
16.8100	Call Chesapeake Energy \$17.500 01/19/13	12/31/2012	03/21/2012		16.81	15.72	0.00	1.09	0.00	0.00
<b>Total Short Term Sales Reported on 1099-B</b>										
<b>Report on Form 8949, Part I, with Box B checked</b>					<b>141,084.96</b>	<b>151,199.05</b>	<b>0.00</b>	<b>-10,114.09</b>	<b>0.00</b>	<b>0.00</b>
<b>Long Term 15% Sales Reported on 1099-B</b>										
868168105	Superior Industries Intl			SUP						
99.0000	BP PLC ADR Call @ \$30.000 01/21/12	01/03/2012	03/16/2009		1,697.18	1,074.88	0.00	622.30	0.00	0.00
055622999D	PFIZER INC COM			PFE						
10.0000	Call Chesapeake Energy \$16.000 01/19/13	01/20/2012	06/10/2010		13,519.74	10,130.00	0.00	3,389.74	0.00	0.00
717081103	PFIZER INC COM			PFE						
1500.0000	Realogy Corp 4.417% 10/10/2016	01/20/2012	07/15/2009		30,629.41	22,563.60	0.00	8,065.81	0.00	0.00

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 102 EAST MAIN STREET  
 ORANGE, VA 22960

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 VNBTRUST, N.A.  
 310 4TH STREET NE, SUITE 102  
 CHARLOTTESVILLE, VA 22902

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Cusip	Description (Box 8)	Date of Sale or Exchange	Date of Acquisition	Stocks, Bonds, etc. (Box 2a)	Stock or Other Symbol (Box 1d)	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
N53745100	LyondellBasell Industries NV	02/02/2012	10/05/2010	86,636.70	LYB	49,138.60	0.00	37,498.10	0.00	0.00
Y8564W103	Teekay Corp				TK					
1500.0000		02/02/2012	Various	40,169.11		38,469.00	0.00	1,700.11	0.00	0.00
000469	Affinity Gaming, LLC				000469					
3542.6600		02/14/2012	Various	32,326.77		28,896.18	0.00	3,430.59	0.00	0.00
717081103	PFIZER INC COM				PFE					
1800.0000		02/15/2012	Various	37,989.57		27,170.39	0.00	10,819.18	0.00	0.00
N53745100	LyondellBasell Industries NV				LYB					
1000.0000		02/15/2012	10/12/2010	43,700.61		16,319.43	0.00	27,381.18	0.00	0.00
717081103	PFIZER INC COM				PFE					
600.0000		02/16/2012	07/23/2009	12,735.79		9,730.92	0.00	3,004.87	0.00	0.00
N53745100	LyondellBasell Industries NV				LYB					
1000.0000		03/07/2012	10/12/2010	40,058.68		16,319.43	0.00	23,739.25	0.00	0.00
172967416	Citigroup Inc 7.5% Mand Cvt Pfd H	12/15/12			C7.5PH					
1000.0000		08/16/2012	10/21/2010	90,263.98		114,388.34	0.00	-24,124.37	0.00	0.00
CMS4616	CMS 10 Yr Spread 4/6% 09/27/16									
3000000.0000		10/10/2012	09/23/2011	754.80		13,534.24	0.00	-12,779.44	0.00	0.00
552848AA1	MGIC Invest. Sr Holdco 5.375%	11/01/15			MTG5.375					
60000.0000		12/12/2012	Various	48,150.00		46,032.68	0.00	2,117.32	0.00	0.00

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 310 4TH STREET NE, SUITE 102  
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Cusip	Description (Box 8)	Date of Sale or Exchange (Box 1a)	Date of Acquisition	Stocks, Bonds, etc. (Box 2a)	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
552848AD5	MGIC Invest Sr.Holdco 5.000% 05/01/17	12/13/2012	10/27/2011	8,790.00 MTG5	8,232.49	0.00	557.51	0.00	0.00
28000.0000	MGIC Invest Sr.Holdco 5.000% 05/01/17	12/14/2012	Various	20,440.00 MTG5	18,940.55	0.00	1,499.45	0.00	0.00
<b>Total Long Term 15% Sales Reported on 1099-B</b>							<b>86,921.60</b>	<b>0.00</b>	<b>0.00</b>
<b>Report on Form 8949, Part II, with Box B checked</b>									

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