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

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

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation THE TWINKLING EYES FOUNDATION		A Employer identification number 26-1098195
Number and street (or P.O. box number if mail is not delivered to street address) 7857 HERITAGE DRIVE	Room/suite 300	B Telephone number 571-296-7243
City or town, state, and ZIP code ANNANDALE, VA 22003		C If exemption application is pending, check here ☐
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 6573906.	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		47.	47.		Statement 1
4 Dividends and interest from securities		106750.	106750.		Statement 2
5a Gross rents		25553.	25553.		Statement 3
b Net rental income or (loss) -4843.					Statement 4
6a Net gain or (loss) from sale of assets not on line 10		228318.			
b Gross sales price for all assets on line 6a 3030211.					
7 Capital gain net income (from Part IV, line 2)			228318.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		360668.	360668.		
13 Compensation of officers, directors, trustees, etc.		157500.	126000.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees Stmt 5		1091.	545.		0.
b Accounting fees Stmt 6		4550.	2275.		0.
c Other professional fees Stmt 7		739.	591.		0.
17 Interest		17204.	17204.		0.
18 Taxes Stmt 8		15264.	13460.		0.
19 Depreciation and depletion		779.	0.		
20 Occupancy		10532.	2633.		0.
21 Travel, conferences, and meetings		15398.	12318.		0.
22 Printing and publications					
23 Other expenses Stmt 9		41915.	33179.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		264972.	208205.		0.
25 Contributions, gifts, grants paid		255500.			255500.
26 Total expenses and disbursements. Add lines 24 and 25		520472.	208205.		255500.
27 Subtract line 26 from line 12		-159804.			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			152463.		
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	159862.	19416.	19416.
	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 Stmt 10 ▶ 1816667.			
	Less allowance for doubtful accounts ▶ 0.	1816667.	1816667.	1816667.
	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 11	3922763.	3589384.	3895302.
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶ 833655.				
Less accumulated depreciation ▶		833655.	833655.	
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment basis ▶ 8866.				
Less accumulated depreciation Stmt 12 ▶ 7423.	2222.	1443.	8866.	
15 Other assets (describe ▶ DUE FROM OTHERS)	303155.	0.	0.	
16 Total assets (to be completed by all filers)	6204669.	6260565.	6573906.	
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 ▶)	5525.	0.	
23 Total liabilities (add lines 17 through 22)	5525.	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 ▶ ☒			
	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	6199144.	6260565.		
30 Total net assets or fund balances	6199144.	6260565.		
31 Total liabilities and net assets/fund balances	6204669.	6260565.		

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	6199144.
2 Enter amount from Part I, line 27a	2	-159804.
3 Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN ON INVESTMENTS	3	221225.
4 Add lines 1, 2, and 3	4	6260565.
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	6260565.

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 SALE OF STOCK (SEE ATTACHED)		P	Various	Various
b SALE OF STOCK (SEE ATTACHED)		P	Various	Various
c SALE OF STOCK (SEE ATTACHED)		P	Various	Various
d SALE OF STOCK (SEE ATTACHED)		P	Various	Various
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 1237598.		1242636.	-5038.
b 175000.		175000.	0.
c 408375.		370471.	37904.
d 1209238.		1013786.	195452.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			-5038.
b			0.
c			37904.
d			195452.
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	228318.
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	252250.	4601277.	.054822
2010	630699.	4460882.	.141384
2009	517150.	4809840.	.107519
2008	428732.	6351772.	.067498
2007	24528.	3390334.	.007235

2 Total of line 1, column (d)	2	.378458
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	.075692
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	4206335.
5 Multiply line 4 by line 3	5	318386.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1525.
7 Add lines 5 and 6	7	319911.
8 Enter qualifying distributions from Part XII, line 4	8	255500.

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 ☐ and enter 1% of Part I, line 27b	1	3049.
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	3049.
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	3049.
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	1.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed See Statement 13	9	3050.
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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) VA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>WWW.TWINKLINGEYES.ORG</u>	13	X	
14	The books are in care of ► <u>THE ORGANIZATION</u> Telephone no ► <u>703-321-4890</u> Located at ► <u>7611 LITTLE RIVER TURNPIKE, NO. 304W, ANNANDALE,</u> ZIP+4 ► <u>26-1098195</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ 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)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1c
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ►	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	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
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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?**6b**

If "Yes" to 6b, file Form 8870

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
See Statement 15		185750.	0.	0.

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

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

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

▶ 0

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

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

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 SUPPORT EDUCATIONAL PURPOSES	
	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	4241715.
b	Average of monthly cash balances	1b	28676.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	4270391.
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	4270391.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	64056.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4206335.
6	Minimum investment return. Enter 5% of line 5	6	210317.

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	210317.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	3049.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	3049.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	207268.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	207268.
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	207268.

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	255500.
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	255500.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	255500.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				207268.
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				
b From 2008	91695.			
c From 2009	276658.			
d From 2010	415717.			
e From 2011	22264.			
f Total of lines 3a through e	806334.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 255500.				
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				207268.
e Remaining amount distributed out of corpus	48232.			
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	854566.			
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	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	854566.			
10 Analysis of line 9				
a Excess from 2008	91695.			
b Excess from 2009	276658.			
c Excess from 2010	415717.			
d Excess from 2011	22264.			
e Excess from 2012	48232.			

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				
AFCEA INTERNATIONAL 4400 FAIR LAKES COURT FAIRFAX, VA 22033	NONE	EXEMPT 501(C)3	GENERAL PURPOSE	2000.
JAMES BEARD FOUNDATION 167 WEST 12TH STREET NEW YORK, NY 10011	NONE	EXEMPT 501(C)3	GENERAL PURPOSE	6000.
OPERATION HOME COOKING 5115 RAVENSWORTH ROAD ANNADALE, VA 22003	RELATED BY OWNERSHIP	EXEMPT 501(C)3 APPLIED	GENERAL PURPOSE	240000.
MOUNTAIN VIEW HIGH SCHOOL 2135 MOUNTAIN VIEW ROAD STAFFORD, VA 22556	NONE	EXEMPT 501(C)3	GENERAL PURPOSE	2500.
CARDINAL BANK CHARITY CLASSIC 8270 GREENSBORO DRIVE SUITE 500 MCLEAN, VA 22102	NONE	EXEMPT 501(C)3	GENERAL PURPOSE	5000.
Total				255500.
b Approved for future payment				
None				
Total				0.

Form 990-PF Part VIII - List of Officers, Directors Statement 15
 Trustees and Foundation Managers

Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Expense Contrib Account	
DENISE MEDVED 7857 HERITAGE DRIVE, SUITE 300 ANNANDALE, VA 22003	CHAIRMAN/CEO 35.00	85000.	0.	0.
WIILIAM MEDVED 7857 HERITAGE DRIVE, SUITE 300 ANNANDALE, VA 22003	VICE PRESIDENT/ SECRETARY 35.00	72500.	0.	0.
EDWARD KRATOVIL 7857 HERITAGE DRIVE, SUITE 300 ANNANDALE, VA 22003	DIRECTOR 1.00	6500.	0.	0.
STEVE PERRAUD 7857 HERITAGE DRIVE, SUITE 300 ANNANDALE, VA 22003	DIRECTOR 1.00	6500.	0.	0.
CURRY UFLACKER 7857 HERITAGE DRIVE, SUITE 300 ANNANDALE, VA 22003	DIRECTOR 5.00	15250.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		185750.	0.	0.

2012 DEPRECIATION AND AMORTIZATION REPORT

Form 990-PF Page 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	ROUND TABLE	0211092000	DB	7.00	17	1548.		774.	774.	436.		97.
2	CONFERENCE TABLE	0211092000	DB	7.00	17	2000.		1000.	1000.	563.		125.
3	EIGHT CHAIRS	0211092000	DB	7.00	17	1000.		500.	500.	280.		62.
4	FURNITURE	0301092000	DB	7.00	17	2571.		1286.	1285.	724.		161.
5	PRINTER	0728102000	DB	7.00	17	124.			124.	48.		22.
6	SOFTWARE	0326102000	DB	5.00	17	1623.			1623.	844.		312.
* Total 990-PF Pg 1 Depr						8866.		3560.	5306.	2895.	0.	779.

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	Amount
CARDINAL BANK	47.
Total to Form 990-PF, Part I, line 3, Column A	47.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
CARDINAL BANK INVESTMENT	26804.	0.	26804.
CARDINAL BANK INVESTMENT	79946.	0.	79946.
Total to Fm 990-PF, Part I, ln 4	106750.	0.	106750.

Form 990-PF Rental Income Statement 3

Kind and Location of Property	Activity Number	Gross Rental Income
HOUSE ANNANDALE VIRGINIA	1	25553.
Total to Form 990-PF, Part I, line 5a		25553.

Form 990-PF Rental Expenses Statement 4

Description	Activity Number	Amount	Total
INSURANCE		1615.	
REAL ESTATE TAXES		5233.	
UTILITIES		1350.	
REPAIRS AND MAINTENANCE		4994.	
INTEREST		17204.	
- SubTotal -	1		30396.
Total rental expenses			30396.
Net rental Income to Form 990-PF, Part I, line 5b			-4843.

Form 990-PF	Legal Fees			Statement	5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
LEGAL FEES	1091.	545.			0.
To Fm 990-PF, Pg 1, ln 16a	1091.	545.			0.

Form 990-PF	Accounting Fees			Statement	6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
ACCOUNTING	4550.	2275.			0.
To Form 990-PF, Pg 1, ln 16b	4550.	2275.			0.

Form 990-PF	Other Professional Fees			Statement	7
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
PROFESSIONAL FEES	739.	591.			0.
To Form 990-PF, Pg 1, ln 16c	739.	591.			0.

Form 990-PF	Taxes			Statement	8
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
CORPORATE REGISTRATION	25.	0.			0.
PAYROLL TAXES	8899.	7120.			0.
STATE AND FOREIGN TAXES	1107.	1107.			0.
REAL ESTATE TAXES	5233.	5233.			0.
To Form 990-PF, Pg 1, ln 18	15264.	13460.			0.

Form 990-PF	Other Expenses			Statement 9
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
SERVICE AND INVESTMENT FEES	914.	914.		0.
INSURANCE	93.	23.		0.
MISCELLANEOUS	3662.	916.		0.
TELEPHONE	958.	767.		0.
DIRECTOR FEES	28250.	22600.		0.
FEDERAL TAXES	79.	0.		0.
INSURANCE	1615.	1615.		0.
UTILITIES	1350.	1350.		0.
REPAIRS AND MAINTENANCE	4994.	4994.		0.
To Form 990-PF, Pg 1, ln 23	41915.	33179.		0.

Form 990-PF Other Notes and Loans Reported Separately Statement 10

<u>Borrower's Name</u>			<u>Terms of Repayment</u>	<u>Interest Rate</u>
ENVISION EMI				5.00%
<u>Date of Note</u>	<u>Maturity Date</u>	<u>Original Loan Amount</u>	<u>Description of Consideration</u>	<u>FMV of Consideration</u>
		2066667.		0.

Security Provided by Borrower Purpose of Loan

<u>Relationship of Borrower</u>	<u>Balance Due</u>	<u>Doubtful Acct Allowance</u>	<u>FMV of Loan</u>
	1816667.	0.	0.
Total to Form 990-PF, Part II, line 7	1816667.	0.	0.

Form 990-PF Corporate Stock Statement 11

<u>Description</u>	<u>Book Value</u>	<u>Fair Market Value</u>
CARDINAL INVESTMENT ACCOUNT	3589384.	3895302.
Total to Form 990-PF, Part II, line 10b	3589384.	3895302.

Form 990-PF Depreciation of Assets Not Held for Investment Statement 12

<u>Description</u>	<u>Cost or Other Basis</u>	<u>Accumulated Depreciation</u>	<u>Book Value</u>
ROUND TABLE	1548.	0.	1548.
CONFERENCE TABLE	2000.	0.	2000.
EIGHT CHAIRS	1000.	0.	1000.
FURNITURE	2571.	0.	2571.
PRINTER	124.	0.	124.
SOFTWARE	1623.	0.	1623.
Total To Fm 990-PF, Part II, ln 14	8866.	0.	8866.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	THE TWINKLING EYES FOUNDATION	26-1098195
	Number, street, and room or suite no. If a P.O. box, see instructions. C/O DAVID M BAUM - 8258 PLUM COURT	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. MANASSAS, VA 20111	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

THE ORGANIZATION - 7611 LITTLE RIVER TURNPIKE, NO. 304W

- The books are in the care of ☒ - ANNANDALE, VA 26-1098195

Telephone No. ☒ 703-321-4890

FAX No. ☐

- If the organization does not have an office or place of business in the United States, check this box ☐

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until November 15, 2013.

5 For calendar year 2012, or other tax year beginning , and ending .

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

7 State in detail why you need the extension

AN ADDITIONAL EXTENSION OF TIME IS NEEDED TO GATHER SUFFICIENT INFORMATION TO FILE A COMPLETE AND ACCURATE RETURN

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a	\$	0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	0.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ☒ David M Baum

Title ☒ CPA

Date ☒ 8/11/13

Form 8868 (Rev. 1-2013)