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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.

For calendar year 2012 or tax year beginning **MAY 1, 2012**, and ending **APR 30, 2013**

Name of foundation  
**CARUTHERS FOUNDATION, INC.**

Number and street (or P O box number if mail is not delivered to street address) Room/suite  
**4600 NORTH FAIRFAX DRIVE, SUITE 1000**

City or town, state, and ZIP code  
**ARLINGTON, VA 22203**

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

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

**I** Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 937,103.** **J** Accounting method:  Cash  Accrual  
 Other (specify) \_\_\_\_\_

**A** Employer identification number  
**51-0248560**

**B** Telephone number  
**703-524-8811**

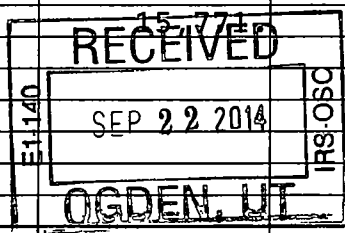
**C** If exemption application is pending, check here

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

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

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

<b>Part I Analysis of Revenue and Expenses</b> (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)
<b>Revenue</b>	1 Contributions, gifts, grants, etc., received			<b>N/A</b>	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	<b>2,831.</b>	<b>2,831.</b>		<b>STATEMENT 1</b>
	4 Dividends and interest from securities	<b>15,928.</b>	<b>15,928.</b>		<b>STATEMENT 2</b>
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<b>15,771.</b>			
	b Gross sales price for all assets on line 6a <b>130,102.</b>				
	7 Capital gain net income (from Part IV, line 2)				
	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					
<b>12 Total. Add lines 1 through 11</b>	<b>34,530.</b>	<b>34,530.</b>			
<b>Operating and Administrative Expenses</b>	13 Compensation of officers, directors, trustees, etc	<b>0.</b>	<b>0.</b>		<b>0.</b>
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees <b>STMT 3</b>	<b>4,300.</b>	<b>4,300.</b>		<b>0.</b>
	c Other professional fees				
	17 Interest				
	18 Taxes				
	19 Depreciation and depletion				
	20 Occupancy				
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses <b>STMT 4</b>	<b>8,362.</b>	<b>8,362.</b>		<b>0.</b>	
24 Total operating and administrative expenses. Add lines 13 through 23	<b>12,662.</b>	<b>12,662.</b>		<b>0.</b>	
25 Contributions, gifts, grants paid	<b>137,000.</b>			<b>137,000.</b>	
26 Total expenses and disbursements. Add lines 24 and 25	<b>149,662.</b>	<b>12,662.</b>		<b>137,000.</b>	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<b>&lt;115,132.&gt;</b>				
b Net investment income (if negative, enter -0-)		<b>21,868.</b>			
c Adjusted net income (if negative, enter -0-)			<b>N/A</b>		



SCANNED SEP 30 2014

**Part II Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing	208,544.	61,916.	61,916.
	2 Savings and temporary cash investments	200,482.	203,302.	203,302.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock <b>STMT 7</b>	110,974.	157,989.	176,477.
	c Investments - corporate bonds			
<b>Liabilities</b>	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other <b>STMT 8</b>	498,543.	473,751.	495,408.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
16 <b>Total assets</b> (to be completed by all filers)	1,018,543.	896,958.	937,103.	
17 Accounts payable and accrued expenses				
18 Grants payable	6,000.			
19 Deferred revenue				
20 Loans from officers, directors, trustees, and other disqualified persons				
21 Mortgages and other notes payable				
22 Other liabilities (describe ▶)				
23 <b>Total liabilities</b> (add lines 17 through 22)	6,000.	0.		
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	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	1,012,543.	896,958.		
30 <b>Total net assets or fund balances</b>	1,012,543.	896,958.		
31 <b>Total liabilities and net assets/fund balances</b>	1,018,543.	896,958.		

**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	1,012,543.
2 Enter amount from Part I, line 27a	2	<115,132.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	897,411.
5 Decreases not included in line 2 (itemize) ▶ <b>SEE STATEMENT 6</b>	5	453.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	896,958.

**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 SEE ATTACHED SUMMARY	P	VARIOUS	VARIOUS
b SEE ATTACHED SUMMARY	P	VARIOUS	VARIOUS
c CAPITAL GAINS DIVIDENDS			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 58,340.		54,588.	3,752.
b 69,154.		59,743.	9,411.
c 2,608.			2,608.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			3,752.
b			9,411.
c			2,608.
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	15,771.
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	145,131.	910,339.	.159425
2010	100,000.	927,097.	.107864
2009	145,500.	975,470.	.149159
2008	73,750.	1,012,508.	.072839
2007	126,600.	1,089,633.	.116186

2 Total of line 1, column (d)	2	.605473
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	.121095
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	917,193.
5 Multiply line 4 by line 3	5	111,067.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	219.
7 Add lines 5 and 6	7	111,286.
8 Enter qualifying distributions from Part XII, line 4 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.	8	137,000.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)	}	1	219.
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		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	219.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	219.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		6a	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		6b	
6 Credits/Payments:		6c	
a 2012 estimated tax payments and 2011 overpayment credited to 2012		6d	
b Exempt foreign organizations - tax withheld at source		7	0.
c Tax paid with application for extension of time to file (Form 8868)		8	
d Backup withholding erroneously withheld		9	219.
7 Total credits and payments. Add lines 6a through 6d		10	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		11	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>			

**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
2 Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> VA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 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

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)
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
Website address N/A
14 The books are in care of JUSTIN MILLER Telephone no. 703-524-8811
Located at 4600 N FAIRFAX DRIVE, SUITE 1000, ARLINGTON, VA ZIP+4 22203
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

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.

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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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.)
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
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?
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?
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.)
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?
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.)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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?

**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)?  Yes  No  
 Organizations relying on a current notice regarding disaster assistance check here  N/A

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?  Yes  No  
 If "Yes," attach the statement required by Regulations section 53.4945-5(d).  N/A

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?  Yes  No  
 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?  Yes  No

5b		
6b		X
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 9		0.	0.	0.

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

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

Total number of other employees paid over \$50,000 0



**Part 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>	634,116.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	297,044.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	931,160.
<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>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	931,160.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	13,967.
<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>	917,193.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	45,860.

**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>	45,860.
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	219.
<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>	219.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	45,641.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	45,641.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	45,641.

**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>	137,000.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<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>	137,000.
<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	<b>5</b>	219.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	136,781.

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

**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				45,641.
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	73,286.			
b From 2008	23,394.			
c From 2009	97,999.			
d From 2010	54,149.			
e From 2011	100,352.			
f Total of lines 3a through e	349,180.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 137,000.				
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				45,641.
e Remaining amount distributed out of corpus	91,359.			
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	440,539.			
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	73,286.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	367,253.			
10 Analysis of line 9:				
a Excess from 2008	23,394.			
b Excess from 2009	97,999.			
c Excess from 2010	54,149.			
d Excess from 2011	100,352.			
e Excess from 2012	91,359.			

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Table with 5 columns: (a) 2012, (b) 2011, (c) 2010, (d) 2009, (e) Total. Rows include 2b, 2c, 2d, 2e, 3, 3a, 3b, 3c, 3d, 3e.

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

JUSTIN MILLER, 703-524-8811
4600 N FAIRFAX DRIVE, STE 1000, ARLINGTON, VA 22203

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

WRITTEN REQUEST

c Any submission deadlines:

APRIL 30

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

NO

**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
<p><i>a Paid during the year</i></p> <p>ARLINGTON COMMUNITY FOUNDATION 1818 N. QUINCY STREET, SUITE 103 ARLINGTON, VA 22203</p>		PUBLIC	COMMUNITY	5,500.
<p>ARLINGTON FOOD ASSISTANCE CENTER 2708 S. NELSON STREET ARLINGTON, VA 22206</p>		PUBLIC	HOMELESS/DOMESTIC VIOLENCE	2,500.
<p>ARLINGTON FREE CLINIC 2921 11TH STREET SOUTH ARLINGTON, VA 22204</p>		PUBLIC	HEALTH CARE	5,000.
<p>ARLINGTON PARTNERSHIP FOR AFFORDABLE HOUSING 2704 N. PERSHING DRIVE ARLINGTON, VA 22201</p>		PUBLIC	HOMELESS/DOMESTIC VIOLENCE	5,000.
<p>ARLINGTON PEDIATRIC CENTER 601 S. CARLIN SPRINGS ROAD ARLINGTON, VA 22204</p>		PUBLIC	HEALTH CARE	2,000.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>		▶ <b>3a</b>	<b>137,000.</b>
<p><i>b Approved for future payment</i></p> <p>NONE</p>				
<b>Total</b>			▶ <b>3b</b>	<b>0.</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...
a Transfers from the reporting foundation to a noncharitable exempt organization of:
(1) Cash
(2) Other assets
b Other transactions:
(1) Sales of assets to a noncharitable exempt organization
(2) Purchases of assets from a noncharitable exempt organization
(3) Rental of facilities, equipment, or other assets
(4) Reimbursement arrangements
(5) Loans or loan guarantees
(6) Performance of services or membership or fundraising solicitations
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees
d If the answer to any of the above is "Yes," complete the following schedule.

Table with 2 columns: Yes, No. Rows include 1a(1), 1a(2), 1b(1) through 1b(6), and 1c.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Content includes 'N/A'.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code... [ ] Yes [X] No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Content includes 'N/A'.

Sign Here Under penalties of perjury, I declare that I have examined this return... Signature of officer or trustee: Justin Hulls, Date: 1-9-11-14, Title: Trustee. May the IRS discuss this return with the preparer shown below (see instr. 7)? [X] Yes [ ] No

Paid Preparer Use Only section containing fields for Print/Type preparer's name (WILLIAM A. FRITZ, JR., CPA), Preparer's signature, Date (8/12/14), Firm's name (FRITZ & COMPANY, P.C.), Firm's address (4084 UNIVERSITY DR., SUITE 200 FAIRFAX, VA 22030-6803), Firm's EIN (54-1778447), and Phone no. (703-591-9393).

**Part XV Supplementary Information**

**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ARLINGTONIANS MEETING EMERGENCY NEEDS P.O. BOX 7429 ARLINGTON, VA 22207		PUBLIC	COMMUNITY	2,000.
DOORWAYS FOR WOMEN AND CHILDREN P.O. BOX 100185 ARLINGTON, VA 22210		PUBLIC	HOMELESS/DOMESTIC VIOLENCE	25,000.
FOCUSED ULTRASOUND 1230 CEDARS COURT, SUITE F CHARLOTTESVILLE, VA 22903		PUBLIC	HEALTH CARE HEALTH	25,000.
THE VIRGINIA COLLEGE FUND 3122 MARSHALL STREET, SUITE 214 RICHMOND, VA 23230		PUBLIC	EDUCATION EDUCATION	5,000.
VIRGINIA HOSPITAL CENTER FOUNDATION 1701 N. GEORGE MASON DRIVE ARLINGTON, VA 22205		PUBLIC	HEALTH CARE	50,000.
USS ARLINGTON FUND C/O NAVY LEAGUE OF THE UNITED STATES 5700 LAKE WRIGHT DRIVE, SUITE 107 NORFOLK, VA 23502		PUBLIC	COMMUNITY	10,000.
<b>Total from continuation sheets</b>				117,000.

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

SOURCE	AMOUNT
BB&T WEALTH	11.
JOHN MARSHALL BANK	2,820.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	2,831.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BB&T WEALTH	18,536.	2,608.	15,928.
TOTAL TO FM 990-PF, PART I, LN 4	18,536.	2,608.	15,928.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FRITZ AND COMPANY PC	4,300.	4,300.		0.
TO FORM 990-PF, PG 1, LN 16B	4,300.	4,300.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BB&T WEALTH INVESTMENT FEES	8,337.	8,337.		0.
VIRGINIA REGISTRATION	25.	25.		0.
TO FORM 990-PF, PG 1, LN 23	8,362.	8,362.		0.

## FOOTNOTES

STATEMENT 5

THE TAX RETURN IS BEING AMENDED TO INCLUDED ITEMS OMITTED  
FROM THE ORIGINAL FILING IN ERROR.

## PART 1

LINE 3 INTEREST - INCREASE 2,820.

THE BALANCE SHEET HAS BEEN ADJUSTED TO REFLECT THE  
THE JOHN MARSHALL BANK CD.

## PART VI

TAX DUE WITH AMENDED RETURN	219.
TAX PAID WITH ORIGINAL RETURN	<190.>
TAX PAID WITH SUBMISSION OF AMENDED RETURN	29.

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


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DESCRIPTION	AMOUNT
FOREIGN TAXES WITHHELD	89.
2011 990PF	364.
TOTAL TO FORM 990-PF, PART III, LINE 5	453.

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**FORM 990-PF**      **CORPORATE STOCK**      **STATEMENT**      **7**


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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
58 SH CHEVRON CORP	6,223.	7,077.
180 SH INTEL	4,285.	4,311.
235 SH MICROSOFT CORP	0.	0.
104 SH PEPSICO INC	6,941.	8,577.
110 SH THE TRAVELERS COMPANIES INC	6,126.	9,395.
85 SH ABBOTT LABORATORIES	2,492.	3,138.
340 SH PFIZER INC	6,650.	9,884.
340 SH TAIWAN SEMICONDUCTOR MANUFACTURING CO LTD	0.	0.
90 SH TARGET CORP	0.	0.
260 SH PEARSON PLC SPONSORED ADR	4,931.	4,750.
180 SH THOMSON REUTERS CORP COMMON	0.	0.
210 SH ARCHER-DANIELS-MIDLAND CO	0.	0.
95 SH KINDER MORGAN MANAGEMENT	5,738.	8,386.
200 SH NATURAL RESOURCE PARTNERS L.P.	0.	0.
34 SH BLACKROCK INC COMMON	5,244.	9,061.
95 SH BAXTER INTERNATIONAL INC	5,717.	6,638.
115 SH EMERSON ELECTRIC COMPANY	5,729.	6,384.
90 SH ILLINOIS TOOL WORKS	0.	0.
145 SH WASTE MANAGEMENT INC	0.	0.
145 SH ROGERS COMMUNICATIONS INC	0.	0.
60 SH POLARIS INDUSTRIES	5,100.	5,171.
300 SH DARLING INTERNATIONAL	5,052.	5,553.
250 SH SAFEWAY INC	5,129.	5,630.
220 SH SMITHFIELD FOODS INC	5,205.	5,632.
180 SH NEWFIELD EXPLORATION	5,402.	3,922.
160 SH SUNCOR ENERGY INC	5,200.	4,984.
115 SH CENTENE CORPORATION	5,168.	5,313.
95 SH AGCO CORPORATION	5,103.	5,059.
100 SH CHICAGO BRIDGE & IRON CO	5,273.	5,379.
72 SH NORDSON CORP	5,043.	5,003.
90 SH THE TIMKEN COMPANY	5,040.	4,731.
125 SH TRINITY INDUSTRIES	5,228.	5,276.
120 SH URS CORP	5,098.	5,270.
38 SH UNION PACIFIC CORP	5,144.	5,622.
11 SH APPLE COMPUTER CORPORATION	5,140.	4,871.

150 SH BROADCOM CORPORATION	5,081.	5,400.
230 SH BROADRIDGE FINANCIAL SOLUTION	5,135.	5,791.
80 SH QUALCOMM INC	5,236.	4,928.
50 SH MONSANTO CO	5,136.	5,341.
TOTAL TO FORM 990-PF, PART II, LINE 10B	157,989.	176,477.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
10332.045 SH STERLING CAPITAL SHORT-TERM BOND FUND	COST	98,630.	97,018.
495.322 SH LAZARD EMERGING MKTS PORTFOLIO	COST	8,079.	9,674.
6865.912 SH FEDERATED SHORT TERM INCOME FD	COST	57,883.	59,733.
2091.544 CREDIT SUISSE COMMODITY RETURN STRATEGY	COST	17,720.	16,105.
813.994 SH FORWARD INTERNATIONAL SMALL COMPANIES	COST	10,067.	12,446.
3161.224 SH PIMCO LOW DURATION FUND	COST	32,856.	33,288.
5641.806 SH PRUDENTIAL SHORT TERM CORP BOND FD	COST	64,826.	65,276.
376.569 SH OPPENHEIMER DEVELOPING MKTS	COST	12,296.	13,319.
333.815 SH COHEN & STEERS REALTY SHARES	COST	12,152.	16,003.
2347.422 SH DOUBLELINE TOTAL RETURN BOND FUND	COST	26,258.	26,784.
660.210 SH FEDERATED MDT SMALL CAP GROWTH	COST	0.	0.
400.465 SH GOLDMAN SACHS GROWTH OPPORTUNITY	COST	9,689.	10,949.
725.163 SH HARBOR INTERNATIONAL FUND INST	COST	42,711.	47,592.
3014.761 SH HARDING LOEVNER INTERNATIONAL EQUITY INST	COST	43,853.	50,558.
2105.346 SH STERLING CAPITAL MID VALUE FUND	COST	0.	0.
571.667 SH VIRTUS QUALITY SMALL CAP FUND	COST	0.	0.
3173.913 SH GOLDMAN SACHS ENHANCED INCOME FUND	COST	30,229.	30,089.
328.882 SH STERLING CAPITAL SPECIAL OPPORTUNITIES	COST	6,502.	6,574.
TOTAL TO FORM 990-PF, PART II, LINE 13		473,751.	495,408.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 9

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
DONALD J. CREASY 12504 KNOLLBROOK DRIVE CLIFTON, VA 20124	TRUSTEE 0.00	0.	0.	0.
PRESTON C. CARUTHERS 3800 N. MILITARY ROAD ARLINGTON, VA 22207	TRUSTEE 0.00	0.	0.	0.
JUSTIN W. MILLER 1507 N. HARTFORD STREET ARLINGTON, VA 22201	TRUSTEE 0.00	0.	0.	0.
STEPHEN P. CARUTHERS 3820 N. RICHMOND STREET ARLINGTON, VA 22207	PRESIDENT 0.00	0.	0.	0.
LYNN E. CARUTHERS 904 GEORGETOWN RIDGE COURT MCLEAN, VA 22102	TRUSTEE 0.00	0.	0.	0.
DANA J. SNYDER 904 MACKALL AVENUE MCLEAN, VA 22101	SECRETARY 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.