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Form 990-PF

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

OMB No 1545-0052

2012

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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 07-01-2012, and ending 06-30-2013

Name of foundation: DIXON HUGHES GOODMAN FOUNDATION C/O JAMES M HAGGARD CHAIRMAN. A Employer identification number: 54-1847474. B Telephone number: (757) 873-1033. 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: \$ 216,669. 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)

Part II Balance Sheets		Beginning of year			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing					
	2	Savings and temporary cash investments	120,544	216,669		216,669	
	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 (attach schedule) (see page 15 of the instructions)					
	7	Other notes and loans receivable (attach schedule) ▶ _____ 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 (attach schedule)					
	b	Investments—corporate stock (attach schedule)					
	c	Investments—corporate bonds (attach schedule)					
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
	12	Investments—mortgage loans					
	13	Investments—other (attach schedule)	85,868	0		0	
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
15	Other assets (describe ▶ _____)						
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	206,412	216,669		216,669		
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 (attach schedule)					
	22	Other liabilities (describe ▶ _____)					
	23	Total liabilities (add lines 17 through 22)	0	0		0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>						
	and complete lines 24 through 26 and lines 30 and 31.						
	24	Unrestricted	206,412	216,669			
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/>						
	and complete lines 27 through 31.						
27	Capital stock, trust principal, or current funds						
28	Paid-in or capital surplus, or land, bldg, and equipment fund						
29	Retained earnings, accumulated income, endowment, or other funds						
30	Total net assets or fund balances (see page 17 of the instructions)	206,412	216,669				
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	206,412	216,669				

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	206,412
2	Enter amount from Part I, line 27a	2	10,257
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	216,669
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	216,669

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)
1 a 48 SH CLMBIA MARSICO FOC EQ A	P	2011-12-09	2012-07-17
b 222 369 SH CLMBIA MARSICO FOC EQ A	P	2012-06-19	2012-07-17
c 1486 696 SH NUVEEN NWQ MLT CP VAL A	P		2012-07-17
d 3,337 SH CLMBIA MARSICO FOC EQ A	P		2012-07-17
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 1,082		1,056	26
b 5,014		5,058	-44
c 26,671		28,694	-2,023
d 75,244		51,060	24,184
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) 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			26
b			-44
c			-2,023
d			24,184
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	22,143
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) (see instructions) If (loss), enter -0- in Part I, line 8 }	3	

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	25,030	235,957	0.106079
2010	1,000	209,902	0.004764
2009	10,000	183,635	0.054456
2008	10,000	226,808	0.044090
2007	11,250	187,925	0.059864

2 Total of line 1, column (d).	2	0.269253
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	0.053851
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	226,741
5 Multiply line 4 by line 3.	5	12,210
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	221
7 Add lines 5 and 6.	7	12,431
8 Enter qualifying distributions from Part XII, line 4.	8	849,321

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)

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)		
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	1	221
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	221
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	221
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	0
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	221
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		No
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
c Did the foundation file Form 1120-POL for this year?		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ <u>0</u> (2) On foundation managers <input type="checkbox"/> \$ <u>0</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ <u>0</u>		
2 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
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? <i>If "Yes," attach a conformed copy of the changes</i>		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		No
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? <i>If "Yes," attach the statement required by General Instruction T.</i>		No
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?	Yes	
7 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	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input 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? <i>If "No," attach explanation .</i>	Yes	
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)? <i>If "Yes," complete Part XIV</i>		No
10 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)

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		No
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		No
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>N/A</u>	13	Yes	
14 The books are in care of ▶ <u>DIXON HUGHES GOODMAN LLP</u> Telephone no ▶ <u>(757) 873-1033</u> Located at ▶ <u>701 TOWN CENTER DRIVE SUITE 700 NEWPORT NEWS VA</u> ZIP +4 ▶ <u>236064295</u>			
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No

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

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a During the year did the foundation (either directly or indirectly)				
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	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			No
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____				
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)	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 ▶ 20____, 20____, 20____, 20____				
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>)	3b			
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a			No
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			No

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

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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)? (see instructions). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p>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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes" to 6b, file Form 8870.</p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	5b		
	6b		No
	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 (see instructions).

(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
JAMES M HAGGARD 701 TOWN CENTER DRIVE SUITE 700 NEWPORT NEWS, VA 23606	CHAIRMAN 0 10	0	0	0
TRICIA WILSON 701 TOWN CENTER DRIVE SUITE 700 NEWPORT NEWS, VA 23606	PRESIDENT 0 10	0	0	0
L KENT SATTERFIELD 701 TOWN CENTER DRIVE SUITE 700 NEWPORT NEWS, VA 23606	SECRETARY-TREASURER 0 10	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). 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. <input type="checkbox"/>				0

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

3 Five highest-paid independent contractors for professional services (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. **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 _____	
2 _____	
3 _____	
4 _____	

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
1 _____	
2 _____	
3 All other program-related investments. See page 24 of the instructions _____	

Total. Add lines 1 through 3. **0**

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	4,515
b	Average of monthly cash balances.	1b	225,679
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	230,194
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	230,194
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	3,453
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	226,741
6	Minimum investment return. Enter 5% of line 5.	6	11,337

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	11,337
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	221
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	221
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	11,116
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	11,116
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	11,116

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	849,321
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	849,321
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 (see instructions).	5	221
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	849,100

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				11,116
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 20__ , 20__ , 20__		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.	537			
d From 2010.				
e From 2011.	13,354			
f Total of lines 3a through e.	13,891			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>849,321</u>				
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.				11,116
e Remaining amount distributed out of corpus	838,205			
5 Excess distributions carryover applied to 2012 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	852,096			
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 instructions			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) (see instructions).	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	852,096			
10 Analysis of line 9				
a Excess from 2008.				
b Excess from 2009.	537			
c Excess from 2010.				
d Excess from 2011.	13,354			
e Excess from 2012.	838,205			

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

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

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

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 of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV **Supplementary Information** (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total				3a 849,321
b <i>Approved for future payment</i>				
Total				3b 0

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... 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 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

b If "Yes," complete the following schedule 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 Title

Paid Preparer Use Only Print/Type preparer's name Preparer's Signature Date Check if self-employed PTIN Firm's name Firm's address Firm's EIN Phone no

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)				
a <i>Paid during the year</i>				
APPALACHIAN STATE UNIVERSITY 416 HOWARD STREET BOONE,NC 28608	NONE	PUBLIC CHARITY	EDUCATION	69,400
BIRMINGHAM SOUTHERN UNIVERSITY 900 ARKADELPHIA ROAD BOX 549023 BIRMINGHAM,AL 35254	NONE	PUBLIC CHARITY	EDUCATION	750
BRIGHAM YOUNG UNIVERSITY BRIGHAM YOUNG UNIVERSITY PROVO,UT 84602	NONE	PUBLIC CHARITY	EDUCATION	200
CHRISTOPHER NEWPORT UNIVERSITY 1 UNIVERSITY PLACE NEWPORT NEWS,VA 23606	NONE	PUBLIC CHARITY	EDUCATION	200
CLEMSON UNIVERSITY 170 SIRRINE HALL CLEMSON,SC 29634	NONE	PUBLIC CHARITY	EDUCATION	12,300
COLLEGE OF CHARLESTON 66 GEORGE STREET CHARLESTON,SC 29424	NONE	PUBLIC CHARITY	EDUCATION	11,216
EAST CAROLINA UNIVERSITY 1001 E 5TH STREET GREENVILLE,NC 27858	NONE	PUBLIC CHARITY	EDUCATION	46,320
FLORIDA STATE UNIVERSITY 821 ACADEMIC WAY 314 TALLAHASSEE,FL 32306	NONE	PUBLIC CHARITY	EDUCATION	5,000
GEORGE MASON UNIVERSITY 4400 UNIVERSITY DRIVE FAIRFAX,VA 22030	NONE	PUBLIC CHARITY	EDUCATION	9,200
GEORGIA STATE UNIVERSITY PO BOX 3965 ATLANTA,GA 30302	NONE	PUBLIC CHARITY	EDUCATION	200
HAMPTON UNIVERSITY 100 E QUEEN STREET HAMPTON,VA 23668	NONE	PUBLIC CHARITY	EDUCATION	4,000
HOWARD UNIVERSITY 2400 SIXTH STREET NW WASHINGTON,DC 20059	NONE	PUBLIC CHARITY	EDUCATION	8,000
LENIOR RHYNE UNIVERSITY 625 7TH AVE NE HICKORY,NC 28601	NONE	PUBLIC CHARITY	EDUCATION	200
MARHSALL UNIVERSITY 1 JOHN MARSHALL DRIVE HUNTINGTON,WV 25755	NONE	PUBLIC CHARITY	EDUCATION	27,000
MISSISSIPPI STATE UNIVERSITY PO BOX 6149 MISSISSIPPI STATE,MS 39762	NONE	PUBLIC CHARITY	EDUCATION	5,240

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)				
a <i>Paid during the year</i>				
NORTH CAROLINA AT&T STATE 1601 EAST MARKET STREET SUITE 401 GREENSBORO,NC 27411	NONE	PUBLIC CHARITY	EDUCATION	20,900
NORTH CAROLINA STATE UNIVERSITY 1210 VARSITY DRIVE SUITE 262 RALEIGH,NC 27606	NONE	PUBLIC CHARITY	EDUCATION	15,400
NORTHEASTERN OKLAHOMA A&M COLLEGE 200 I ST NE MIAMI,OK 74354	NONE	PUBLIC CHARITY	EDUCATION	600
OLD DOMINION UNIVERSITY 5115 HAMPTON BLVD NORFOLK,VA 23529	NONE	PUBLIC CHARITY	EDUCATION	500
SAMFORD UNIVERSITY 800 LAKESHORE DRIVE HOMEWOOD,AL 35229	NONE	PUBLIC CHARITY	EDUCATION	400
SOUTHERN VIRGINIA UNIVERSITY 1 UNIVERSITY HILL DRIVE BUENA VISTA,VA 24416	NONE	PUBLIC CHARITY	EDUCATION	100
UNIVERSITY OF ALABAMA BOX 870220 TUSCALOOSA,AL 35487	NONE	PUBLIC CHARITY	EDUCATION	750
UNIVERSITY OF SOUTH CAROLINA 1600 HAMPTON STREET SUITE 736 COLUMBIA,SC 29208	NONE	PUBLIC CHARITY	EDUCATION	48,895
UNIVERSITY OF FL - DIRECTOR EXCELLENCE FUND 1938 W UNIVERSITY AVENUE GAINESVILLE,FL 32603	NONE	PUBLIC CHARITY	EDUCATION	5,000
UNIVERSITY OF GEORGIA FOUNDATION 394 SOUTH MILLEDGE AVENUE SUITE 100 ATHENS,GA 30602	NONE	PUBLIC CHARITY	EDUCATION	55,350
UNIVERSITY OF MARYLAND COLLEGE PARK COLLEGE PARK,MD 20742	NONE	PUBLIC CHARITY	EDUCATION	10,000
UNIVERSITY OF MARY WASHINGTON 1301 COLLEGE AVENUE FREDERICKSBURG,VA 22401	NONE	PUBLIC CHARITY	EDUCATION	1,000
UNIVERSITY OF MISSISSIPPI PO BOX 1848 UNIVERSITY,MS 38677	NONE	PUBLIC CHARITY	EDUCATION	19,150
UNIVERSITY OF NORTH CAROLINA - CHAPEL HILL 300 KENAN CENTER DRIVE CHAPEL HILL,NC 27599	NONE	PUBLIC CHARITY	EDUCATION	126,100
UNIVERSITY OF NORTH CAROLINA - GREENSBORO 1400 SPRING GARDEN STREET GREENSBORO,NC 27412	NONE	PUBLIC CHARITY	EDUCATION	32,600

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)				
a <i>Paid during the year</i>				
UNIVERSITY OF NORTH CAROLINA - WILMINGTON 601 S COLLEGE ROAD WILMINGTON, NC 28403	NONE	PUBLIC CHARITY	EDUCATION	400
UNIVERSITY OF TENNESSEE 600 ANDY HOLT TOWER KNOXVILLE, TN 37996	NONE	PUBLIC CHARITY	EDUCATION	70,940
UNIVERSITY OF VIRGINIA PO BOX 400314 CHARLOTTESVILLE, VA 22904	NONE	PUBLIC CHARITY	EDUCATION	8,000
VIRGINIA STATE UNIVERSITY 1 HAYDEN STREET PETERSBURG, VA 23806	NONE	PUBLIC CHARITY	EDUCATION	3,000
VANDERBILT UNIVERSITY 2201 WEST END AVENUE NASHVILLE, TN 37235	NONE	PUBLIC CHARITY	EDUCATION	200
VIRGINIA TECH 1030 PAMPLIN HALL BLACKSBURG, VA 24061	NONE	PUBLIC CHARITY	EDUCATION	2,775
WAKE FOREST UNIVERSITY PO BOX 7659 WINSTONSALEM, NC 27109	NONE	PUBLIC CHARITY	EDUCATION	5,666
WEST CAROLINA UNIVERSITY 1 UNIVERSITY WAY CULLOWHEE, NC 28723	NONE	PUBLIC CHARITY	EDUCATION	9,500
WEST VIRGINIA UNIVERSITY PO BOX 6201 MORGANTOWN, WV 26506	NONE	PUBLIC CHARITY	EDUCATION	200
WILLIAM AND MARY 540 LANDRUM DRIVE WILLIAMSBURG, VA 23185	NONE	PUBLIC CHARITY	EDUCATION	1,200
AICPA DOCTORAL SCHOLARS PROGRAM 220 LEIGH FARM ROAD DURHAM, NC 27707	NONE	PUBLIC CHARITY	EDUCATION	40,500
GREATER RALEIGH CHAMBER OF COMMERCE 800 S SALISBURY STREET RALEIGH, NC 27601	NONE	PUBLIC CHARITY	COMMUNITY IMPROVEMENT	15,000
BUSINESS CONSORTIUM FOR THE ARTS 101 WEST MAIN STREET SUITE 4500 NORFOLK, VA 23510	NONE	PUBLIC CHARITY	COMMUNITY IMPROVEMENT	10,000
TAR HEEL SPORTS PO BOX 2446 CHAPEL HILL, NC 27515	NONE	PUBLIC CHARITY	EDUCATION	6,000
NC MOTOR SPORTS ASSOCIATION 5555 CONCORD PARKWAY CONCORD, NC 28027	NONE	PUBLIC CHARITY	COMMUNITY IMPROVEMENT, PROMOTION OF BUSINESS	5,000

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)				
a <i>Paid during the year</i>				
PHD PROJECT ASSOCIATION THREE CHESTNUT RIDGE ROAD MONTVALE, NJ 07645	NONE	PUBLIC CHARITY	EDUCATION	25,000
VIRGINIA FOUNDATION FOR INDEPENDENT COLLEGES 8010 RIDGE ROAD SUITE B RICHMOND, VA 23229	NONE	PUBLIC CHARITY	EDUCATION	2,500
VIRGINIA FOUNDATION FOR RESEARCH AND ECONOMIC EDUCATION 5604 COLD HARBOR ROAD MECHANICSVILLE, VA 23111	NONE	PUBLIC CHARITY	COMMUNITY IMPROVEMENT	5,000
WINSTON-SALEM CHAMBER OF COMMERCE 411 W 4TH ST 211 WINSTONSALEM, NC 27101	NONE	PUBLIC CHARITY	COMMUNITY IMPROVEMENT	7,500
JUDEO OUTREACH CHRISTIAN CENTER 1053 VIRGINIA BEACH BLVD VIRGINIA BEACH, VA 23451	NONE	PUBLIC CHARITY	COMMUNITY IMPROVEMENT	1,138
MANNA FOOD BANK 627 SWANNANOA RIVER ROAD ASHEVILLE, NC 28805	NONE	PUBLIC CHARITY	COMMUNITY IMPROVEMENT	3,832
ATLANTA COMMUNITY FOOD BANK 732 JOSEPH E LOWERY BLVD NW ATLANTA, GA 30318	NONE	PUBLIC CHARITY	COMMUNITY IMPROVEMENT	5,398
COMMUNITY FOOD BANK OF CENTRAL AL 107 WALTER DAVIS DRIVE BIRMINGHAM, AL 35209	NONE	PUBLIC CHARITY	COMMUNITY IMPROVEMENT	295
LOW COUNTRY FOOD BANK 2864 AZALEA DRIVE CHARLESTON, SC 29405	NONE	PUBLIC CHARITY	COMMUNITY IMPROVEMENT	709
MOUNTAINEER FOOD BANK 484 ENTERPRISE DRIVE GASSAWAY, WV 26624	NONE	PUBLIC CHARITY	COMMUNITY IMPROVEMENT	380
SECOND HARVEST FOOD BANK OF METROLINA 500-B SPRATT STREET CHARLOTTE, NC 28206	NONE	PUBLIC CHARITY	COMMUNITY IMPROVEMENT	1,760
HOPE OF GLORY MINISTRIES PO BOX 2038 GREENVILLE, NC 27836	NONE	PUBLIC CHARITY	COMMUNITY IMPROVEMENT	4,761
LOAVES AND FISHES 25 WOODS LAKE ROAD GREENVILLE, SC 29607	NONE	PUBLIC CHARITY	COMMUNITY IMPROVEMENT	10,683
GREENSBORO URBAN MINISTRY 305 WEST LEE STREET GREENSBORO, NC 27406	NONE	PUBLIC CHARITY	COMMUNITY IMPROVEMENT	9,434
OUT OF THE GARDEN PROJECT 4908 MANNING DRIVE GREENSBORO, NC 27410	NONE	PUBLIC CHARITY	COMMUNITY IMPROVEMENT	2,415

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)				
a <i>Paid during the year</i>				
SECOND HARVEST FOOD BANK OF NORTH FLORIDA 1502 JESSIE STREET JACKSONVILLE,FL 32206	NONE	PUBLIC CHARITY	COMMUNITY IMPROVEMENT	1,695
MID-SOUTH FOOD BANK 239 SOUTH DUDLEY MEMPHIS,TN 38104	NONE	PUBLIC CHARITY	COMMUNITY IMPROVEMENT	16,753
VIRGINIA PENINSULA FOOD BANK 2401 ALUMINUM AVENUE HAMPTON,VA 23661	NONE	PUBLIC CHARITY	COMMUNITY IMPROVEMENT	868
FOOD BANK OF SOUTHEASTERN VIRGINIA 800 TIDEWATER DRIVE NORFOLK,VA 23504	NONE	PUBLIC CHARITY	COMMUNITY IMPROVEMENT	2,010
FOODBANK OF CENTRAL & EASTERN NC 195 SANDY AVENUE SOUTHERN PINES,NC 28387	NONE	PUBLIC CHARITY	COMMUNITY IMPROVEMENT	13,223
CENTRAL VIRGINIA FOOD BANK 1415 RHOADMILLER STREET RICHMOND,VA 23220	NONE	PUBLIC CHARITY	COMMUNITY IMPROVEMENT	1,076
FEEDING AMERICA SOUTHWESTERN VA 1025 ELECTRIC ROAD SALEM,VA 24153	NONE	PUBLIC CHARITY	COMMUNITY IMPROVEMENT	2,298
MANNA FOOD BANK 614 LOFSTRAND LANE ROCKVILLE,MD 20850	NONE	PUBLIC CHARITY	COMMUNITY IMPROVEMENT	1,333
SPARTANBURG SOUP KITCHEN 136 S FOREST STREET SPARTANBURG,SC 29306	NONE	PUBLIC CHARITY	COMMUNITY IMPROVEMENT	3,130
FOOD FOR OTHERS 2938 PROSPERITY AVENUE FAIRFAX,VA 22031	NONE	PUBLIC CHARITY	COMMUNITY IMPROVEMENT	3,850
SECOND HARVEST FOOD BANK OF NORTHWEST NORTH CAROLINA 3655 REED STREET WINSTONSALEM,NC 27107	NONE	PUBLIC CHARITY	COMMUNITY IMPROVEMENT	6,643
SULZBACHER CENTER FOR THE HOMELESS 611 E ADAMS STREET JACKSONVILLE,FL 32202	NONE	PUBLIC CHARITY	COMMUNITY IMPROVEMENT	50
MY FATHERS STOREHOUSE PO BOX 6146 HENDERSONVILLE,NC 28793	NONE	PUBLIC CHARITY	COMMUNITY IMPROVEMENT	1,185
MIDDLE TYGER COMMUNITY CENTER 84 GROCE ROAD LYMAN,SC 29365	NONE	PUBLIC CHARITY	COMMUNITY IMPROVEMENT	50
Total				849,321

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Schedule of Contributors

OMB No 1545-0047

▶ Attach to Form 990, 990-EZ, or 990-PF.

2012

Department of the Treasury
Internal Revenue Service

Name of the organization
DIXON HUGHES GOODMAN FOUNDATION
C/O JAMES M HAGGARD CHAIRMAN

Employer identification number
54-1847474

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization
 DIXON HUGHES GOODMAN FOUNDATION
 C/O JAMES M HAGGARD CHAIRMAN

Employer identification number
 54-1847474

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	DIXON HUGHES GOODMAN LLP <hr/> 701 TOWN CENTER DRIVE SUITE 700 <hr/> NEWPORT NEWS, VA 23606 <hr/>	\$ <u>687,924</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	KENT SATTERFIELD <hr/> PO BOX 1578 <hr/> TRAVELERS REST, SC 29690 <hr/>	\$ <u>15,500</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
3	EDDIE SAMS <hr/> 5608 FOXBURY DRIVE <hr/> OAK RIDGE, NC 27310 <hr/>	\$ <u>11,500</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
4	ANONYMOUS DONOR <hr/> 701 TOWN CENTER DRIVE SUITE 700 <hr/> NEWPORT NEWS, VA 23606 <hr/>	\$ <u>11,000</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
5	MATT SNOW <hr/> 6525 MORRISON BOULEVARD SUITE 500 <hr/> CHARLOTTE, NC 28211 <hr/>	\$ <u>5,000</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
—	<hr/> <hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization
DIXON HUGHES GOODMAN FOUNDATION
C/O JAMES M HAGGARD CHAIRMAN

Employer identification number
54-1847474

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____

Name of organization
DIXON HUGHES GOODMAN FOUNDATION
C/O JAMES M HAGGARD CHAIRMAN

Employer identification number
54-1847474

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry
For organizations completing Part III, enter the total of exclusively religious, charitable, etc , contributions of \$1,000 or less for the year (Enter this information once See instructions) ▶ \$
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
_____	_____ _____ _____	_____ _____ _____	_____ _____ _____

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____ _____ _____	_____ _____ _____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
_____	_____ _____ _____	_____ _____ _____	_____ _____ _____

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____ _____ _____	_____ _____ _____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
_____	_____ _____ _____	_____ _____ _____	_____ _____ _____

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____ _____ _____	_____ _____ _____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
_____	_____ _____ _____	_____ _____ _____	_____ _____ _____

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____ _____ _____	_____ _____ _____

TY 2012 Investments - Other Schedule

Name: DIXON HUGHES GOODMAN FOUNDATION

C/O JAMES M HAGGARD CHAIRMAN

EIN: 54-1847474

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
COLUMBIA MARSICO FOCUSED	AT COST	0	0
NUVEEN	AT COST	0	0

TY 2012 Other Expenses Schedule

Name: DIXON HUGHES GOODMAN FOUNDATION

C/O JAMES M HAGGARD CHAIRMAN

EIN: 54-1847474

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
VA SCC FILING FEE	27	0		0
BANK CHARGES	63	0		0
CT CORP	319	0		0

TY 2012 Other Income Schedule

Name: DIXON HUGHES GOODMAN FOUNDATION

C/O JAMES M HAGGARD CHAIRMAN

EIN: 54-1847474

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OTHER INCOME	200		200

TY 2012 Taxes Schedule

Name: DIXON HUGHES GOODMAN FOUNDATION

C/O JAMES M HAGGARD CHAIRMAN

EIN: 54-1847474

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX ON INVESTMENT INCOME FOR 2011	61	0		0