EXTENDED DUE DATE-APRIL 15,2014

Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to public Inspection

For calendar year 2012 or tax year beginning SEP 1, 2012 , **and ending** AUG 31, 2013

Name of foundation: HATTIE M. STRONG FOUNDATION

A Employer identification number: 53-0237223

Number and street (or P O box number if mail is not delivered to street address): 6551 LOISDALE COURT — Room/suite: 160

B Telephone number: 703/313-6791

City or town, state, and ZIP code: SPRINGFIELD, VA 22150-1820

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 32,458,699.

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

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

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received	2,113.		N/A	
	2	Check ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	36.	36.		Statement 1
	4	Dividends and interest from securities	628,575.	628,575.		Statement 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	71,814.			
	b	Gross sales price for all assets on line 6a 6,696,467.				
	7	Capital gain net income (from Part IV, line 2)		71,814.		
	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	702,538.	700,425.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	127,784.	25,557.		102,227.
	14	Other employee salaries and wages	92,744.	21,502.		71,242.
	15	Pension plans, employee benefits	125,294.	27,710.		97,584.
	16a	Legal fees Stmt 3	1,108.	0.		1,108.
	b	Accounting fees Stmt 4	10,603.	5,302.		5,301.
	c	Other professional fees Stmt 5	109,578.	57,314.		52,264.
	17	Interest				
	18	Taxes Stmt 6	25,354.	3,465.		12,763.
	19	Depreciation and depletion				
	20	Occupancy	39,752.	8,487.		31,265.
	21	Travel, conferences, and meetings	1,934.	0.		1,934.
	22	Printing and publications				
	23	Other expenses Stmt 7	28,500.	7,026.		21,474.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	562,651.	156,363.		397,162.
	25	Contributions, gifts, grants paid	999,928.			985,080.
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,562,579.	156,363.		1,382,242.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	<860,041.>			
	b	**Net investment income** (if negative, enter -0-)		544,062.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

1

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Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	97,609.	124,471.	124,471.
	3	Accounts receivable ▶ 1,086,699.			
		Less: allowance for doubtful accounts ▶	1,273,834.	1,086,699.	1,086,699.
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock Stmt 8	27,912,565.	27,212,797.	31,247,529.
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other			
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	29,284,008.	28,423,967.	32,458,699.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	29,284,008.	28,423,967.	
	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			
	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**	29,284,008.	28,423,967.	
	31	**Total liabilities and net assets/fund balances**	29,284,008.	28,423,967.	

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	29,284,008.
2	Enter amount from Part I, line 27a	2	<860,041.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	28,423,967.
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	28,423,967.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	6,696,467.		6,624,653.	71,814.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				71,814.

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	71,814.
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 X 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	1,155,720.	27,550,560.	.041949
2010	1,130,492.	29,158,199.	.038771
2009	1,254,208.	27,220,455.	.046076
2008	1,733,100.	24,803,372.	.069874
2007	1,445,710.	30,466,367.	.047453

2 Total of line 1, column (d)	2	.244123
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	.048825
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	30,170,949.
5 Multiply line 4 by line 3	5	1,473,097.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,441.
7 Add lines 5 and 6	7	1,478,538.
8 Enter qualifying distributions from Part XII, line 4	8	1,382,242.

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.

HATTIE M. STRONG FOUNDATION

Continuation for 990-PF, Part IV
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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	VANGUARD DEVELOPED MKTS INDEX - 23,137+ SHS	P	Various	10/24/12
b	VANGUARD DEVELOPED MKTS INDEX - 431,029+ SHS	P	Various	10/24/12
c	DFA ONE YEAR FIXED INCOME - 19,323+ SHS	P	12/01/10	11/26/12
d	DFA US LARGE CAP - 6,555+ SHS	P	12/09/10	11/26/12
e	DFA ONE YEAR FIXED INCOME - 4,816+ SHS	P	Various	03/12/13
f	DFA US LARGE CAP - 15,661+ SHS	P	Various	04/05/13
g	DFA ONE YEAR FIXED INCOME - 9,390+ SHS	P	Various	04/25/13
h	DFA ONE YEAR FIXED INCOME - 14,520+ SHS	P	Various	05/14/13
i	DFA ONE YEAR FIXED INCOME - 19,379+ SHS	P	Various	06/04/13
j	DFA ONE YEAR FIXED INCOME - 24,224+ SHS	P	Various	06/21/13
k	DFA ONE YEAR FIXED INCOME - 4,844+ SHS	P	Various	08/20/13
l	DFA ONE YEAR FIXED INCOME - 43,604+ SHS	P	Various	07/08/13
m	DFA US TARGETED VALUE - 11,698+ SHS	P	Various	07/22/13
n	LITIGATION PROCEEDS	P	Various	08/31/13
o	Capital Gains Dividends			

	(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	218,420.		232,109.	<13,689.>
b	4,068,915.		4,323,921.	<255,006.>
c	200,000.		199,233.	767.
d	150,000.		127,967.	22,033.
e	49,750.		49,655.	95.
f	400,000.		306,004.	93,996.
g	97,000.		96,816.	184.
h	150,000.		149,715.	285.
i	200,000.		199,813.	187.
j	250,000.		249,767.	233.
k	50,000.		49,953.	47.
l	450,000.		449,580.	420.
m	250,000.		190,120.	59,880.
n	168.			168.
o	162,214.			162,214.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				<13,689.>
b				<255,006.>
c				767.
d				22,033.
e				95.
f				93,996.
g				184.
h				285.
i				187.
j				233.
k				47.
l				420.
m				59,880.
n				168.
o				162,214.

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	71,814.
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 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	10,881.
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	10,881.
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	10,881.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 15,000.		
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	15,000.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☒ 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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	4,119.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 4,119. **Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

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

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

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ www.hmstrongfoundation.org

14 The books are in care of ▶ The Foundation Telephone no. ▶ 703/313-6791

Located at ▶ 6551 LOISDALE COURT, SPRINGFIELD, VA ZIP+4 ▶ 22150-1820

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

		Yes	No
16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

		Yes	No
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? ☐ Yes X 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)?	1b		X
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes X No			
If "Yes," list the years ▶ , , ,			
b Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ , , ,			
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes X No			
b If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)* N/A	3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes X 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 X 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 X No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X (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 X 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 9		127,784.	20,490.	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
ANDORIA L. WILLIAMS - 6551 LOISDALE CT, SUITE 160, SPRINGFIELD, VA 22150	BOOKKEEPER 35.00	86,009.	16,479.	2/ 0. 3/
Footnote explanations are listed at the bottom of Statement 9.				

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

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
ROSS C. LITTLE - 1536 NORTHERN NECK DRIVE #101, VIENNA, VA 22182	INVESTMENT ADVISORY SERVICES	55,688.
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:				
a	Average monthly fair market value of securities			1a	30,526,487.
b	Average of monthly cash balances			1b	103,918.
c	Fair market value of all other assets			1c	
d	**Total** (add lines 1a, b, and c)			1d	30,630,405.
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	30,630,405.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	459,456.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	30,170,949.
6	**Minimum investment return.** Enter 5% of line 5			6	1,508,547.

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	1,508,547.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	10,881.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	10,881.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	1,497,666.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	1,497,666.
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	1,497,666.

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	1,382,242.
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	1,382,242.
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	1,382,242.

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					1,497,666.
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	139,171.				
c From 2009					
d From 2010					
e From 2011					
f **Total** of lines 3a through e		139,171.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 1,382,242.					
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					1,382,242.
e Remaining amount distributed out of corpus		0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)		115,424.			115,424.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		23,747.			
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		23,747.			
10 Analysis of line 9:					
a Excess from 2008	23,747.				
b Excess from 2009					
c Excess from 2010					
d Excess from 2011					
e Excess from 2012					

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

None

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

None SEE STATEMENT 10, PAGES 1 TO 10.

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:

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

c Any submission deadlines:

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

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
GRANTS APPROVED AND AWARDED - $835,080 - SEE STATEMENT 11.				835,080.
STRONG SCHOLARSHIPS APPROVED AND AWARDED - $150,000 - SEE STATEMENT 12.				150,000.
Total			▶ 3a	985,080.
b *Approved for future payment* None				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	36.	
4 Dividends and interest from securities			14	628,575.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	71,814.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		700,425.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 700,425.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

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

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

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

▶ Robert C. Tanner | 2/5/2014 ▶ SEC/TREAS/EXECUTIVE DIRECTOR

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self- employed	PTIN
JOHN B. KINCAID, CPA	John B Kincaid CPA	3/4/2014		P01371260

Firm's name ▶ JOHN B. KINCAID, C.P.A. | Firm's EIN ▶ 27-4010441

Firm's address ▶ 10005 RHODE ISLAND AVENUE
COLLEGE PARK, MD 20740-1141 | Phone no. 301/441-9300

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

Source	Amount
SUNTRUST BANK	36.
Total to Form 990-PF, Part I, line 3, Column A	36.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
FIDELITY INVESTMENTS	790,789.	162,214.	628,575.
Total to Fm 990-PF, Part I, ln 4	790,789.	162,214.	628,575.

Form 990-PF Legal Fees Statement 3

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
LEGAL SERVICES & LOAN COLLECTION EXPENSE	1,108.	0.		1,108.
To Fm 990-PF, Pg 1, ln 16a	1,108.	0.		1,108.

Form 990-PF Accounting Fees Statement 4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ACCOUNTING & TAX SERVICES	10,603.	5,302.		5,301.
To Form 990-PF, Pg 1, ln 16b	10,603.	5,302.		5,301.

Form 990-PF Other Professional Fees Statement 5

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
INVESTMENT ADVISORY MANAGEMENT SERVICES	55,688.	55,688.		0.
ACTUARIAL FEES	7,390.	1,626.		5,764.
GRANT CONSULTANT	46,500.	0.		46,500.
To Form 990-PF, Pg 1, ln 16c	109,578.	57,314.		52,264.

Form 990-PF Taxes Statement 6

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
PAYROLL TAXES	16,038.	3,424.		12,614.
FEDERAL EXCISE TAX (2012/2013)	9,126.	0.		0.
PERSONAL PROPERTY TAX	190.	41.		149.
To Form 990-PF, Pg 1, ln 18	25,354.	3,465.		12,763.

Form 990-PF Other Expenses Statement 7

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
COMPUTER SERVICE & MAINTENANCE	5,195.	1,109.		4,086.
INSURANCE	3,127.	668.		2,459.
REPAIRS & MAINTENANCE	750.	160.		590.
OFFICE EXPENSE, SUPPLIES AND POSTAGE	17,244.	4,623.		12,621.
TELEPHONE	2,184.	466.		1,718.
To Form 990-PF, Pg 1, ln 23	28,500.	7,026.		21,474.

Form 990-PF Corporate Stock Statement 8

Description	Book Value	Fair Market Value
SEE ATTACHED INVESTMENT REPORT (STATEMENT 13)	27,212,797.	31,247,529.
Total to Form 990-PF, Part II, line 10b	27,212,797.	31,247,529.

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
HENRY L STRONG 6551 LOISDALE CT, SUITE 160 SPRINGFIELD, VA 22150	PRESIDENT/CHAIRMAN 10.00	0.	0.	0.
BENTE STRONG 6551 LOISDALE CT, SUITE 160 SPRINGFIELD, VA 22150	DIRECTOR 1.00	0.	0.	0.
H GREGORY PLATTS 6551 LOISDALE CT, SUITE 160 SPRINGFIELD, VA 22150	DIRECTOR 3.00	0.	0.	0.
BARBARA B CANTRELL <DECEASED 10/24/12 6551 LOISDALE CT, SUITE 160 SPRINGFIELD, VA 22150	DIRECTOR 1.00	0.	0.	0.
ROBIN C TANNER 6551 LOISDALE CT, SUITE 160 SPRINGFIELD, VA 22150	SEC/TREAS-EXECUTIVE DIRECT 35.00	127,784.	20,490. 2/ 3/	0.
SIGRID S REYNOLDS 6551 LOISDALE CT, SUITE 160 SPRINGFIELD, VA 22150	VICE PRESIDENT 5.00	0.	0.	0.
JOHN M LYNHAM JR 6551 LOISDALE CT, SUITE 160 SPRINGFIELD, VA 22150	DIRECTOR 1.00	0.	0. 1/	0.

RICHARD S T MARSH 6551 LOISDALE CT, SUITE 160 SPRINGFIELD, VA 22150	DIRECTOR 4.00	0.	0.	0.
CAROL L SCHWARTZ 6551 LOISDALE CT, SUITE 160 SPRINGFIELD, VA 22150	DIRECTOR 1.00	0.	0.	0.
JUDITH B CYPHERS 6551 LOISDALE CT, SUITE 160 SPRINGFIELD, VA 22150	DIRECTOR 1.00	0.	0.	0.
SEE NOTES BELOW	0.00	0.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		127,784.	20,490.	0.

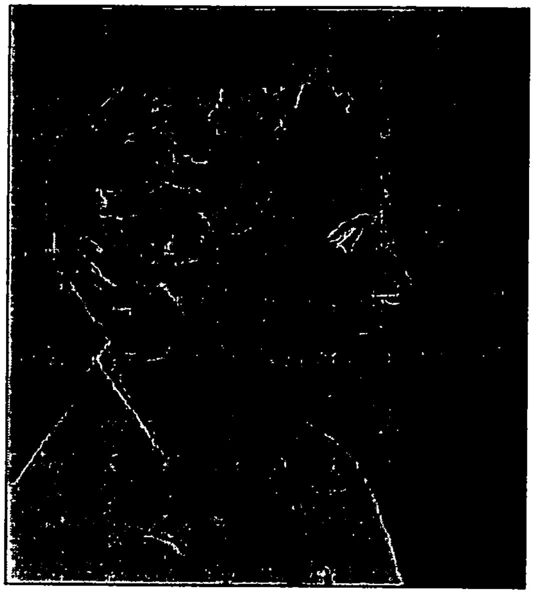
FOOTNOTE EXPLANATIONS -

1/ - The law office of Foley & Lardner, of which Mr. Lynham is a member, received compensation as legal counsel for F/Y 2012.

2/ - Represents health care premium cost.

3/ - The Foundation participates in a defined benefit pension arrangement on behalf of its employees. Contributions are not allocated to individual employees' accounts until retirement.

The Hattie M. Strong Foundation was incorporated in the District of Columbia in 1928. Its primary activity has been the administration of loan programs for American college students (see below). It also administers a grant program in support of projects within the educational field, primarily in Washington, D.C. and normally limited to organizations which have been ruled tax-exempt under the Internal Revenue Code.



The Hattie M. Strong Foundation was incorporated in the District of Columbia in 1928. Its primary activity is the administration of a scholarship program aimed at college students enrolled in teacher-training programs at selected partnering institutions. It also administers a grant program in support of projects within the educational field, primarily in Washington, D.C. and normally limited to organizations which have been ruled tax-exempt under the Internal Revenue Code. The Foundation's current priority is to assist organizations that provide out-of-school-time programming.

Hattie M. Strong Foundation Grant-Making Priorities

The Hattie M. Strong Foundation makes charitable grants to 501(c)(3) charities serving at-risk school-aged children enrolled in public or public charter schools in the city of Washington. Occasional grants are also made to organizations serving at-risk children in surrounding jurisdictions. The Strong Foundation's current priority is to assist organizations that provide **out-of-school-time (OST) programming during the after-school hours, Saturdays, and summers.** Preference is given to programs that support, reinforce, and enrich the core academic objectives of the District of Columbia Public Schools, as well as character development, community service, good citizenship, and appreciation of the performing and visual arts.

The Strong Foundation no longer accepts unsolicited requests for grants. This decision makes it possible for the Foundation to direct more money to the community while reducing the burden on local charities. That said, the Foundation is always happy to receive information, such as newsletters and other materials, describing the work of local charities that provide OST programming.

Grants range from $5,000 to $25,000 and are made throughout the Foundation's fiscal year which runs September 1 to August 31. Organizations under consideration for potential grants may be contacted for additional information by the Foundation. In some cases, the Foundation may ask to schedule a site visit. Listed below is a sampling of the many organizations that the Foundation has supported this year:

826 DC
BUILD DC
Casa Chirilagua
Dance Place
Community Lodgings
Higher Achievement Program
Marthas Table
Resources for Inner City Children
Literacy Lab

Please contact Janet Kerr-Tener at jkerrtener@gmail.com for more information.

STRONG SCHOLARSHIP PROGRAM FOR INITIAL LICENSURE TEACHER CANDIDATES

Background

Starting in 1928, the Hattie M. Strong Foundation (HMSF) has run what we believe to be one of the earliest and most successful student loan programs in the country. We have supported "young people of promise" in their pursuit of higher education across all fields of study in all regions of the country. Our loans always charged zero interest and offered flexible repayment schedules tied to the economic realities of a student's career choice.

In 2009, the HMSF Board of Directors decided to confront a different kind of economic reality; the astonishingly high levels of debt that today's college graduates must incur to complete their studies. Rather than make available yet another layer of debt, we decided to stop lending money and to simply give it away.

In alignment with our traditional focus on education, we have replaced our student loan program with a scholarship program aimed at college students enrolled in teacher-training programs. Specifically, the HMSF hopes to reduce financial pressure during the student-teaching semester, when a student's ability to offset expenses with outside employment is curtailed by the rigor of full-time work in the classroom.

Program Operation, Application, and Selection Process

Funds for the $5,000 scholarships are distributed via partnership with twenty-one institutions, all located near Washington, D.C., that have demonstrated leadership in preparing outstanding classroom teachers. Application requirement and student selection will be determined by each institution's scholarship committee in line with the following criteria in descending order of importance:

- Undergraduate students who have exhibited outstanding success and enthusiasm in field experience prior to the final year of the program or graduate students whose life experiences prior to enrollment reveal the same traits
- Students with demonstrated financial need
- Students who have achieved a minimum 3.0 GPA in the two semesters prior to their final year

Inquiries

For students interested in learning more about applying for a **Hattie M. Strong Foundation Strong Scholars Scholarship**, please contact the following institutions:

- The Catholic University of America, Washington, D.C.
- Gallaudet University, Washington, D.C.
- Howard University, Washington, D.C.
- James Madison University, Harrisonburg, Virginia
- Longwood University, Farmville, Virginia
- Norfolk State University, Norfolk, Virginia
- Old Dominion University, Norfolk, Virginia
- Radford University, Radford, Virginia
- Shenandoah University, Winchester, Virginia
- University of Mary Washington, Fredericksburg, Virginia
- Bowie State University, Bowie, Maryland
- Frostburg State University, Frostburg, Maryland
- Notre Dame of Maryland University, Baltimore, Maryland
- Salisbury University, Salisbury, Maryland
- Towson University, Towson, Maryland
- East Carolina University, Greenville, North Carolina
- Elon University, Elon, North Carolina
- Fayetteville State University, Fayetteville, North Carolina
- North Carolina, Agricultural & Technology State University Greensboro, North Carolina
- Salem College, Salem, North Carolina
- University of North Carolina-Wilmington, Wilmington, North Carolina

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Fayetteville State University, Fayetteville, North Carolina
Dr. Leontye L. Lewis, Dean
Fayetteville State University , School of Education
Butler Building Room 232
1200 Murchison Road
Fayetteville, NC 28301
(910) 672-1268
Llewis8@uncfsu.edu

North Carolina Agricultural & Technology State University,
Greensboro, North Carolina
Dr. Karen D. Guy
Director, Center for Internships & Study Abroad
North Carolina A&T State University
School of Education, 123 Proctor Hall
1601 East Market Street
Greensboro, N.C. 27411
(336) 334-7663
karenguy@ncat.edu

Salem College, Salem, North Carolina
Mary Ann Davis
Director of Teacher Education
Salem College, Main Hall, First Floor
601 South Church Street
Winston-Salem, N.C. 27101
(336) 721-2774
mary.davis@salem.edu

University of North Carolina – Wilmington, Wilmington, North Carolina
Kenneth Teitelbaum, Ph.D.
Dean, Donald R. Watson College of Education
University of North Carolina Wilmington
601 S. College Road
Wilmington, NC 28403
(910) 962-3354
teitelbaumk@uncw.edu

The Barbara B. Cantrell Classroom Support Fund

Purpose

The "Bobbie Fund" is established in honor and memory of Barbara, "Bobbie," B. Cantrell, longtime administrator of our loan program, who acted as a guide and adviser to many generations of loan recipients through her wise counsel and great heart. Its purpose is to provide funds of up to $500 to recent Strong Scholars so that they may purchase consumable items to enhance learning in their classrooms.

Eligibility and Process

Strong Scholarship recipients are eligible for the Bobbie Fund for three of the first five years of their teaching career but initial funding must be requested within three years of certification. Funding is limited and applications will be approved on a first come, first served basis between September 1 and October 15th. Applications must include a completed Bobbie Fund Grant Request (available on our website) and independent verification of employment as a full-time teacher under contract for the upcoming school year (email acceptable).

Upon notification of the grant award, each recipient shall select items electronically from corporate venders including but not limited to Amazon, Target or Walmart and provide those venders with a shipping address for direct delivery. A link to the "cart" or "wish list" from that vendor shall then be forwarded to the Foundation for review and purchase. The Foundation will process no more than two such orders per grant awarded.

Adjusted Application Deadlines for 2013

In recognition of the delayed initiation of the program during the current school year, first year applications may be submitted between September 15th and November 1, 2013.

Guidelines for Purchases

Examples of items that would meet the criteria include: writing tools, paper, books, Kleenex , fans, or anything else that provides an optimal learning environment for students of all ages and abilities. Electronics will not be approved unless they are provided to every student (cheap calculators might be approved but laptops or notepads would not).

Questions may be directed to:
BobbieFund@HMStrongFoundation.org

Student Loans

After a strategic review of the Foundation's philanthropic programs, the Strong Foundation's **Student Loan Program** has been suspended. The Foundation remains committed to supporting individuals in pursuit of higher education and have recently implemented a **Scholarship Program**.

OFFICERS

Henry L. Strong, President
Sigrid S. Reynolds, Vice President
Robin C. Tanner, Secretary/Treasurer-Executive Director

FOUNDATION OFFICE

6551 Loisdale Court, Suite 160
Springfield, VA 22150
Phone: (703) 313-6791
Fax: (703) 313-6793
E-mail: hmsf@hmstrongfoundation.org
Web site: www.hmstrongfoundation.org

HATTIE M. STRONG FOUNDATION EIN: 53-0237223

FORM 990 – PF /2012 PART XV - SUPPLEMENTARY STATEMENT 11
INFORMATION - GRANTS APPROVED AND PAID - PAGE 1 OF 4

MEMBERSHIP DUES

Washington Regional Association of Grantmakers	$6,600
Washington, D.C. - membership	
Council on Foundations	$3,480
Arlington, Va. - membership	
Sub-Total	**$10,080**

CHAIRMAN'S DISCRETIONARY GRANTS

Salem College	$25,000
Winston-Salem, NC - HMSF Archiving Project	
Sub-Total	**$25,000**

$25,000 3-Year Grants

826 DC		$25,000
Washington, D.C. -	Out-Of-School-Time-Program	
Build DC		$25,000
Washington, D.C. -	After School Program	
College Success Foundation		$25,000
Washington, D.C. -	Out-Of-School-Time-Program	
DC Scores		$25,000
Washington, D.C. -	Out-Of-School-Time Program	
George B. Thomas Learning Academy		$25,000
Bethesda, Md.	Saturday School	
Higher Achievement Program		$25,000
Washington, D.C. -	Out-Of-School-Time-Program	
Horizons Greater Washington		$25,000
Washington, D.C. -	Out-Of-School-Time Program	
Sub-Total		**$175,000**

$15,000 3-Year Grants

Brainfood		$15,000
Washington, D.C. -	After-School Program	
Casa Chirilagua		$15,000
Alexandria, Va.	Out-Of-School-Time Program	
College Tribe		$15,000

Washington, D.C. -	After School Program	
Community Lodgings		$15,000
Alexandria, Va.	Out-Of-School-Time Academic Support	
Corcoran ArtReach		$15,000
Washington, D.C. -	Out-Of-School-Time Program	
Dance Place		$15,000
Washington, D.C. -	Out-Of-School-Time-Program	
Growing Together-		$15,000
Silver Spring, Md.	Out-Of-School-Time-Program	
National Building Museum		$15,000
Washington, D.C. -	Out-Of-School-Time Programs (2)	
National Housing Trust		$15,000
Washington, D.C. -	After-School Program	
National Society of Black Engineers		$15,000
Alexandria, Va.	Summer Programs	
Unique Learning Center		$15,000
Washington, D.C. -	After-School Program	
Sub-Total		**$165,000**

Additional Grants

Asian-American LEAD		$10,000
Washington, D.C. -	Out-Of-School-Time Program	
Beacon House		$10,000
Washington, D.C. -	Out-Of-School-Time Programs	
For Love of Children		$10,000
Washington, D.C. -	Out-Of-School-Time Programs	
Horton's Kids		$10,000
Washington, D.C. -	Out-Of-School-Time Programs	
Kid Power		$10,000
Washington, D.C. -	Out-Of-School-Time Programs	
Little Lights		$10,000
Washington, D.C. -	Out-Of-School Program	
Metropolitan Police Boys and Girls Clubs #14		$10,000
Washington, D.C. -	Out-Of-School-Time-Programs	
New Community for Children		$10,000
Washington, D.C. -	Out-Of-School-Time Programs	
No.Va.Therapeutic Riding Program		$10,000
Clifton, Va. -	Program Serving Low-Income/Disabled Children	
Washington Cathederal Scholars Program		$10,000
Washington, D.C. -	Summer Programs	
Sub-Total		**$100,000**

Memorial Grants

Friends of the Fairfax Juvenile Court		$5,000
Fairfax, Va.	In Memory of Board Member B.Cantrell	
Wider Opportunity for Women		$5,000
Washington, D.C. -	In Memory of Board Member M. Janney	
Sub-Total		**$10,000**

$15,000 One-Time Grants

Basis Public Charter School		$15,000
Washington, D.C. -	STARS Program (After School)	
Best Friends Foundation		$15,000
Washington, D.C. -	After-School Program	
Capital Partners for Education		$15,000
Washington, D.C. -	Out-Of-School-Time-Program	
Chillum Youth Project		$15,000
Hyattsville, Md. -	Out-Of-School-Time	
LAMB Public Charter School		$15,000
Washington, D.C. -	Out-Of-School-Time-Program	
Latino Student Fund		$15,000
Washington, D.C. -	Out-Of-School-Time	
Literacy Lab		$15,000
Washington, D.C. -	After-School Program	
Martha's Table		$15,000
Washington, D.C. -	Out-Of-School-Time-Programs	
Montgomery County Police Explorers Unit		$15,000
Rockville, Md.	Out-Of-School-Time-Programs	
Passion for Learning		$15,000
Silver Spring, Md	Out-Of-School-Time-Programs	
ReSet		$15,000
Washington, D.C. -	Out-Of-School-Time-Programs	
Shakespeare Theatre Company		$15,000
Washington, D.C. -	Out-Of-School-Time	
Smithsonian Anacostia Museum		$15,000
Washington, D.C. -	Museum Academy Programs	
Super Leaders		$15,000
Washington, D.C. -	Out-Of-School-Time-Programs	
Washington Animal Rescue League		$15,000
Washington, D.C. -	Out-Of-School-Time-Programs	
Young Playwright's Theatre		$15,000
Washington, D.C. -	Out-Of-School-Time-Programs	
Sub-Total		**$240,000**

$10,000 One-Time Grants

Fairfax Library Foundation		$10,000
Fairfax, Va. -	Programs Serving "At-Risk" Youth	
First Generation College Bound		$10,000
Laurel, Md.	After-School Programs	
Resources for Inner-City Children (RICH)		$10,000
Washington, D.C. -	Intensive Tutoring Program	
Sub-Total		**$30,000**

Board-Directed Grants

Arena Stage		$5,000
Washington, D.C. -	Outreach Programs To Disadvantaged Youth	
Casa Chirilagua		$10,000
Alexandria, Va. -	After-School Programs	
Children's Chorus of Washington		$5,000
Washington, D.C. -	Programs Serving Disadvantaged Youth	
Don Bosco Cristo Rey High School		$5,000
Washington, D.C. -	Programs Serving Disadvantaged Youth	
Fishing School		$5,000
Washington, D.C. -	Out-Of-School-Time	
Fort Dupont Ice Arena (Friends Of)		$10,000
Washington, D.C. -	Out-Of-School-Time-Programs	
Gala Hispanic Theatre		$5,000
Washington, D.C. -	Outreach Program for Disadvantaged Youth	
Junior Tennis Champions Center		$5,000
Collge Park, Md.	Programs Serving Disadvantaged Youth	
Kiwanis Foundation of Washington		$5,000
Washington, D.C. -	Joe Riley Youth Leadership Award	
Petworth Youth Program		$5,000
Washington, D.C. -	Summer Enrichment Program	
Phillips Collection		$5,000
Washington, D.C. -	Art Links To Learning Porgram	
Studio Theatre		$5,000
Washington, D.C. -	Outreach Programs to Disadvantaged Youth	
United Nations Assoc. -Nat'l Capital Area		$5,000
Washington, D.C. -	Out-Of-Sch Out-of-School Time	
Washington Architectural Foundation		$5,000
Washington, D.C. -	Programs Serving DCPS Children	
Sub-Total		**$80,000**

FY 2013 GRAND TOTAL **$835,080**

HATTIE M. STRONG FOUNDATION EIN: 53-0237223

FORM 990 – PF /2012 PART XV-SUPPLEMENTARY INFORMATION STATEMENT 12
-STRONG SCHOLARSHIPS APPROVED AND PAID - PAGE 1 OF 1

STRONG SCHOLAR UNIVERSITY PARTNERS
2012 – 2013

DISTRICT OF COLUMBIA	
The Catholic University of America **Washington, D.C.**	**$10,000**
Howard University **Washington, D.C.**	**$10,000**
VIRGINIA	
James Madison University **Harrisonburg, Va.**	**$10,000**
Longwood University **Farmville, Va.**	**$10,000**
Old Dominion University **Norfolk, Va.**	**$10,000**
Radford University **Radford, Va.**	**$10,000**
Shenandoah University **Winchester, Va.**	**$10,000**
MARYLAND	
Bowie State University **Bowie, Md.**	**$10,000**
Frostburg State University **Frostburg, Md.**	**$10,000**
Notre Dame of Maryland University **Baltimore, Md.**	**$10,000**
Salisbury University **Salisbury, Md.**	**$10,000**
Towson University **Towson, Md.**	**$10,000**
NORTH CAROLINA	
Elon University **Elon, N.C.**	**$10,000**
North Carolina A&T **Greensboro, N.C.**	**$10,000**
Salem College **Winston-Salem, N.C.**	**$10,000**
TOTAL	**$150,000**

HATTIE M. STRONG FOUNDATION EIN: 53-0237223
FORM 990 – PF /2012 PART II - BALANCE SHEET STATEMENT 13
- INVESTMENT REPORT - PAGE / OF /

Fidelity Account℠ Z69-491292 HATTIE M STRONG FOUNDATION

Holdings (Symbol) as of August 31, 2013	Quantity August 31, 2013	Price per Unit August 31, 2013	Total Cost Basis	Total Value August 1, 2013	Total Value August 31, 2013
Stocks *36% of holdings*					
VANGUARD FTSE DEVELOPED MARKET ETF (VEA)	142,000.000	$36.850	$4,766,736.48	$5,317,900.00	$5,232,700.00
VANGUARD INDEX FDS S&P 500 ETF SHS (VOO)	69,350 000	74.850	3,914,056.11	5,355,900.50	5,190,847 50
VANGUARD INDEX FDS VANGUARD REIT ETF FORMERLY VANGUARD INDEX TR TO 05/24/01 REIT VIPER SHS (VNQ)	12,750.000	64.500	672,359 29	884,085 00	822,375 00

Holdings (Symbol) as of August 31, 2013	Quantity August 31, 2013	Price per Unit August 31, 2013	Total Cost Basis	Total Value August 1, 2013	Total Value August 31, 2013
Subtotal of Stocks			9,353,151.88		11,245,922.50
Mutual Funds *64% of holdings*					
DFA INTL REAL ESTATE SEC PORTFOLIO (DFITX)	173,940.820	4.900	844,161 82	885,358 77	852.310.01
DFA EMERGING MRKTS CORE EQU PORTF (DFCEX) EAI $43.005 63, EY 2 05%	115.918.150	18.090	2,359.781.66	2,152,600 04	2.096.959
DFA US MICRO CAP PRTF INSTL (DFSCX) EAI $14 115 17 EY 1 42%	56,012 587	17.760	788,391 47	1.030,631 60	994.783 54
DFA US TARGETED VALUE PRTF INSTL (DFFVX) EAI $20.410 90, EY 1 55%	64.050.951	20.560	1,040.919.99	1.367,487.80	1,316,887.55
DFA ONE YEAR FIXED INCOME PRTF INSTL (DFIHX) EAI $28,008 37, EY 0 45%	597,077.744	10.320	6.156,099.12	6,210.037.07	6,161.842.31
DFA INTERNATIONAL SMALL COMPANY PORT (DFISX) EAI $24 693 27 EY 2 33%	61,121 966	17 340	999,936.95	1,063,522.20	1,059.854 89
DFA INT'L SMALL CAP VALUE (DISVX) EAI $24,315 84, EY 2 25%	61,248.965	17.650	1,000,988 69	1,094,519.00	1,081.044.23
DFA US SMALL CAP VALUE PRTF INSTL (DFSVX) EAI $8.958 05 EY 1 16%	24,342 519	31 690	649.184 22	805.007.10	771,414.42
DFA US LARGE CAP VALUE PRTF INSTL (DFLVX) EAI $92 777 00 EY 1 64%	205.258.859	27.590	4.016.762 74	5.837,561 94	5.663.091.91
Subtotal of Mutual Funds			17,856,226.66		19,998,188.19
Core Account *0% of holdings*					
CASH *For balances below $10 000 00 the current interest rate is 00 01%*	3.418.080	1.000	not applicable	3.417.98	3.418 08

Fidelity Account℠ Z69-491292 HATTIE M STRONG FOUNDATION

Holdings (Symbol) as of August 31, 2013	Quantity August 31, 2013	Price per Unit August 31, 2013	Total Cost Basis	Total Value August 1, 2013	Total Value August 31, 2013
Subtotal of Core Account					3,418.08
Total			$ 27,209,378.54		$31,247,528.77 ✓

27,212,796 62

All positions held in cash account unless indicated otherwise

Total Cost Basis does not include the cost basis on core, money market or other positions where cost basis is unknown or not applicable

Estimated Annual Income (EAI) & Estimated Yield (EY) *- EAI is an estimate of annual income for a specific security position over the next rolling 12 months EY is calculated by dividing the current EAI for a security position by its statement closing date market value. EY reflects only the income generated by an investment, it does not reflect changes in its price, which may fluctuate For certain types of securities, EAI and EY could include the return of principal or capital gains which would render them overstated EAI and EY are estimates provided for informational purposes only and should not be relied on for making investment, trading, or tax decisions There is no guarantee that your investments will actually generate the EAI or EY presented Actual income and yield might be higher or lower EAI and EY should not be confused with a security's 30-day Yield or 7-day Yield, if provided, as such yield quotations reflect the actual historical performance of a security* ***For additional information, including calculation details, refer to the "Additional Information and Endnotes" section at the end of your statement.***

Form **8868**
(Rev January 2013)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . ▶ ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only . . . . ▶ ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

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 HATTIE M. STRONG FOUNDATION	Employer identification number (EIN) or 53-0237223
	Number, street, and room or suite no If a P O box, see instructions 6551 LOISDALE COURT, SUITE 160	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions SPRINGFIELD, VA 22150-1820	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	**Return Code**	**Application Is For**	**Return Code**
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
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

2013 EST TAX
$\frac{11,000}{4} = 2,750$ ✓

- The books are in the care of ▶ THE FOUNDATION

Telephone No ▶ 703/313-6791 FAX No ▶ 703/313-6793

- 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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until APRIL 15, 20 14, to file the exempt organization return for the organization named above The extension is for the organization's return for.

▶ ☐ calendar year 20 ____ or
▶ ☒ tax year beginning SEPTEMBER 1, 20 12, and ending AUGUST 31, 20 13

2 If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return
☐ Change in accounting period

3a	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	3a	$ 10881
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	3b	$ 15000
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$ <4119>

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

For Privacy Act and Paperwork Reduction Act Notice, see Instructions. Form **8868** (Rev 1-2013)

JSA
2F8054 2 000

MAILED 1/15/2014