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

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

**2012**

Open to Public Inspection

**For calendar year 2012 or tax year beginning** DECEMBER 1 , 2012, **and ending** NOVEMBER 30 , 2013

Name of foundation <b>THE SOPHRON FOUNDATION</b>		<b>A Employer identification number</b> 52-1199140
Number and street (or P O box number if mail is not delivered to street address) 5550 PAXFORD COURT	Room/suite	<b>B Telephone number (see instructions)</b> 410-206-1056
City or town, state, and ZIP code FAIRFAX, VIRGINIA 22032		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D</b> 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> <b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> <b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
<b>H</b> Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 1,050,805</b>	<b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	

<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, etc., received (attach schedule)				
	<b>2</b> Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	<b>3</b> Interest on savings and temporary cash investments	\$ 15	\$ 15	\$ 15	
	<b>4</b> Dividends and interest from securities	43,824	43,824	43,824	
	<b>5a</b> Gross rents				
	<b>b</b> Net rental income or (loss)				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10	(9,579)			
	<b>b</b> Gross sales price for all assets on line 6a \$ 408,132				
	<b>7</b> Capital gain net income (from Part IV, line 2)		-0-		
	<b>8</b> Net short-term capital gain			-0-	
	<b>9</b> Income modifications				
	<b>10a</b> Gross sales less returns and allowances				
<b>b</b> Less: Cost of goods sold					
<b>c</b> Gross profit or (loss) (attach schedule)					
<b>11</b> Other income (attach schedule)					
<b>12</b> <b>Total.</b> Add lines 1 through 11	34,260	43,839	43,839		
<b>Operating and Administrative Expenses</b>	<b>13</b> Compensation of officers, directors, trustees, etc.	32,500			\$ 32,500
	<b>14</b> Other employee salaries and wages				
	<b>15</b> Pension plans, employee benefits				
	<b>16a</b> Legal fees (attach schedule) SCHEDULE 1	25			25
	<b>b</b> Accounting fees (attach schedule) SCHEDULE 1	4,350			4,350
	<b>c</b> Other professional fees (attach schedule) SCH 1	11,220	11,220	11,220	
	<b>17</b> Interest				
	<b>18</b> Taxes (attach schedule) (see instructions) SCHED. 2	600			600
	<b>19</b> Depreciation (attach schedule) and depletion				
	<b>20</b> Occupancy				
	<b>21</b> Travel, conferences, and meetings				
	<b>22</b> Printing and publications				
	<b>23</b> Other expenses (attach schedule) SCHEDULE 3	2,457	635	635	1,822
	<b>24</b> <b>Total operating and administrative expenses.</b> Add lines 13 through 23	51,152	11,855	11,855	39,297
	<b>25</b> Contributions, gifts, grants paid	39,175			39,175
<b>26</b> <b>Total expenses and disbursements.</b> Add lines 24 and 25	90,327	11,855	11,855	\$ 78,472	
<b>27</b> Subtract line 26 from line 12:					
<b>a</b> Excess of revenue over expenses and disbursements	\$ (56,067)				
<b>b</b> Net investment income (if negative, enter -0-)		\$ 31,984			
<b>c</b> <b>Adjusted net income</b> (if negative, enter -0-)			\$ 31,984		

## THE SOPHRON FOUNDATION

52-1199140

Form 990-PF (2012)

Page **2**

<b>Part II Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing . . . . .		\$ 9,413	\$ 10,976	\$ 10,976
	<b>2</b> Savings and temporary cash investments . . . . .		188,646	93,034	93,034
	<b>3</b> Accounts receivable ▶ Less: allowance for doubtful accounts ▶				
	<b>4</b> Pledges receivable ▶ Less: allowance for doubtful accounts ▶				
	<b>5</b> Grants receivable . . . . .				
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . .				
	<b>7</b> Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶				
	<b>8</b> Inventories for sale or use . . . . .				
	<b>9</b> Prepaid expenses and deferred charges . . . . .				
	<b>10a</b> Investments—U.S. and state government obligations (attach schedule) SCHEDULE 5		62,012	56,627	56,627
	<b>b</b> Investments—corporate stock (attach schedule) SCHEDULE 5		558,636	540,211	540,211
	<b>c</b> Investments—corporate bonds (attach schedule) SCHEDULE 5		122,649	132,562	132,562
	<b>11</b> Investments—land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶				
	<b>12</b> Investments—mortgage loans . . . . .				
	<b>13</b> Investments—other (attach schedule) . . . . SCHEDULE 5		174,143	217,395	217,395
	<b>14</b> Land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶				
	<b>15</b> Other assets (describe ▶ )				
	<b>16</b> <b>Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I) . . . . .		\$ 1,115,499	\$ 1,050,805	\$ 1,050,805
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses . . . . .				
	<b>18</b> Grants payable . . . . .				
	<b>19</b> Deferred revenue . . . . .				
	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons				
	<b>21</b> Mortgages and other notes payable (attach schedule) . . .				
	<b>22</b> Other liabilities (describe ▶ )				
	<b>23</b> <b>Total liabilities</b> (add lines 17 through 22) . . . . .				
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>				
	<b>24</b> Unrestricted . . . . .		\$ 1,115,499	\$ 1,050,805	
	<b>25</b> Temporarily restricted . . . . .				
	<b>26</b> Permanently restricted . . . . .				
	<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 27 through 31.</b>				
	<b>27</b> Capital stock, trust principal, or current funds . . . . .				
	<b>28</b> Paid-in or capital surplus, or land, bldg., and equipment fund				
	<b>29</b> Retained earnings, accumulated income, endowment, or other funds				
	<b>30</b> <b>Total net assets or fund balances</b> (see instructions) . . .		1,115,499	1,050,805	
	<b>31</b> <b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .		\$ 1,115,499	\$ 1,050,805	

<b>Part III Analysis of Changes in Net Assets or Fund Balances</b>		
<b>1</b> Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) . . . . .	<b>1</b>	\$ 1,115,499
<b>2</b> Enter amount from Part I, line 27a . . . . .	<b>2</b>	(56,067)
<b>3</b> Other increases not included in line 2 (itemize) ▶	<b>3</b>	
<b>4</b> Add lines 1, 2, and 3 . . . . .	<b>4</b>	1,059,432
<b>5</b> Decreases not included in line 2 (itemize) ▶ SCHEDULE 6	<b>5</b>	(8,627)
<b>6</b> Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . .	<b>6</b>	\$ 1,050,805

Form **990-PF** (2012)

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a</b>	<b>PUBLICLY TRADED SECURITIES</b>			
<b>b</b>				
<b>c</b>	<b>SCHEDULE 7</b>			
<b>d</b>				
<b>e</b>				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
<b>a</b>				
<b>b</b>				
<b>c</b>	<b>SCHEDULE 7</b>	<b>SCHEDULE 7</b>		
<b>d</b>				
<b>e</b>				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(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))	
<b>a</b>				
<b>b</b>				
<b>c</b>			<b>SCHEDULE 7</b>	
<b>d</b>				
<b>e</b>				
<b>2</b>	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		<b>2</b>	\$ (9,579)
<b>3</b>	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 . . . . . }		<b>3</b>	\$ (3,667)

**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.

(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	\$ 66,552	\$ 1,140,367	0.0584
2010	53,593	1,204,041	0.0445
2009	57,039	1,042,608	0.0547
2008	40,030	838,924	0.0477
2007	76,211	1,085,437	0.0702
<b>2</b>	Total of line 1, column (d)		<b>2</b> \$ 0.2755
<b>3</b>	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years . . . . .		<b>3</b> 0.05510
<b>4</b>	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 . . . . .		<b>4</b> 1,060,508
<b>5</b>	Multiply line 4 by line 3 . . . . .		<b>5</b> 58,436
<b>6</b>	Enter 1% of net investment income (1% of Part I, line 27b) . . . . .		<b>6</b> 320
<b>7</b>	Add lines 5 and 6 . . . . .		<b>7</b> \$ 58,756
<b>8</b>	Enter qualifying distributions from Part XII, line 4 . . . . . If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.		<b>8</b> \$ 78,472

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

<b>1a</b>	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)			
<b>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	<b>1</b>	\$	320
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>		-0-
<b>3</b>	Add lines 1 and 2	<b>3</b>		320
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>		-0-
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	<b>5</b>		320
<b>6</b>	<b>Credits/Payments:</b>			
<b>a</b>	2012 estimated tax payments and 2011 overpayment credited to 2012	<b>6a</b>	\$	1,683
<b>b</b>	Exempt foreign organizations—tax withheld at source	<b>6b</b>		
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>		
<b>d</b>	Backup withholding erroneously withheld	<b>6d</b>		
<b>7</b>	Total credits and payments. Add lines 6a through 6d	<b>7</b>		1,683
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>		
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	<b>9</b>		
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	<b>10</b>	\$	1,363
<b>11</b>	Enter the amount of line 10 to be: <b>Credited to 2013 estimated tax</b> \$ 1,363 <b>Refunded</b>	<b>11</b>		

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the 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>		X
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?		X
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ N/A (2) On foundation managers. ▶ \$ N/A		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ N/A		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		X
<b>3</b> Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes.</i>		X
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?		N/A
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		X
<b>6</b> Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	X	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ VIRGINIA MARYLAND		
<b>b</b> If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If "No," attach explanation.</i>	X	
<b>9</b> Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV.</i>	X	
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>		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 ▶ N/A				
14	The books are in care of ▶ ROBERT E. GROVE Telephone no. ▶ 443-996-7368			
Located at ▶ 984 NICOLE WAY NEW WHITELAND, INDIANA ZIP+4 ▶ 46184-9388				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here. . . . N/A. . . . ▶ <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	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? . . . <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 checked="" type="checkbox"/> Yes <input 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 instructions)? . . . .	1b	X
Organizations relying on a current notice regarding disaster assistance check here . . . . ▶ <input type="checkbox"/>			
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)): PRIVATE OPERATING FOUNDATION		
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 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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.) . . . .	3b	N/A
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)**

<b>5a</b> 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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(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		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? (see instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b>	If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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)?		<b>5b</b>	N/A
	Organizations relying on a current notice regarding disaster assistance check here	<input type="checkbox"/>		
<b>c</b>	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	<input type="checkbox"/> Yes <input type="checkbox"/> No		
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>			
<b>6a</b>	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		
<b>b</b>	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		<b>6b</b>	X
	<i>If "Yes" to 6b, file Form 8870.</i>			
<b>7a</b>	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		
<b>b</b>	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		<b>7b</b>	N/A

**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
SCHEDULE 9				

**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 ▶

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

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

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

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

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 SCHEDULE 10	
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 NONE MADE IN THE FISCAL YEAR ENDING 11/30/13	\$ -0-
2 NONE MADE IN THE FISCAL YEAR ENDING 11/30/13	-0-
All other program-related investments See instructions.	
3 NONE MADE IN THE FISCAL YEAR ENDING 11/30/13	-0-
<b>Total.</b> Add lines 1 through 3 . . . . . ▶	\$ -0-



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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities . . . . .	<b>1a</b>	\$ 920,414
<b>b</b>	Average of monthly cash balances . . . . .	<b>1b</b>	156,244
<b>c</b>	Fair market value of all other assets (see instructions) . . . . .	<b>1c</b>	-0-
<b>d</b>	<b>Total</b> (add lines 1a, b, and c) . . . . .	<b>1d</b>	1,076,658
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . . .	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets . . . . .	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d . . . . .	<b>3</b>	1,076,658
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions) . . . . .	<b>4</b>	(16,150)
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	1,060,508
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5 . . . . .	<b>6</b>	\$ 53,025

**Part XI Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☒ and do not complete this part.)

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

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26 . . . . .	<b>1a</b>	\$ 78,472
<b>b</b>	Program-related investments—total from Part IX-B . . . . .	<b>1b</b>	-0-
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes . . . . .	<b>2</b>	-0-
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required) . . . . .	<b>3a</b>	-0-
<b>b</b>	Cash distribution test (attach the required schedule) . . . . .	<b>3b</b>	-0-
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	78,472
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions) . . . . .	<b>5</b>	320
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .	<b>6</b>	\$ 78,152

**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)**PRIVATE OPERATING FOUNDATION**

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

**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 . . . . . **AUGUST 26, 1981**

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

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

Tax year	Prior 3 years				(e) Total
(a) 2012	(b) 2011	(c) 2010	(d) 2009		
\$ 31,984	\$ 41,246	\$ 49,828	\$ 52,130	\$ 175,188	
27,186	35,059	42,354	44,311	148,910	
78,472	66,964	53,593	57,039	256,068	
-0-	-0-	-0-	-0-	-0-	
78,472	66,964	53,593	57,039	256,068	

**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).)

SCHEDULE 11

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

NONE

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

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d. SCHEDULE 11

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

N/A

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

N/A

**c** Any submission deadlines:

N/A

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

N/A

**Part XV** **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a</b> <i>Paid during the year</i>  SCHEDULE 12				
<b>Total</b> . . . . .			▶ <b>3a</b>	
<b>b</b> <i>Approved for future payment</i>  NONE				
<b>Total</b> . . . . .			▶ <b>3b</b>	

Unrelated business income

Excluded by section 512, 513, or 514
--------------------------------------

4	(e) Related or exempt function income (See instructions)
---	---

- |     |               |
|-----|---------------|
| (a) | Business code |
|-----|---------------|

(b)  
Amount

(c)
Exclusion code

(d)  
Amount

12 Subtotal. Add columns (b), (d), and (e) . . . .

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

34,260

<b>13 Total.</b> Add line 12, columns (b), (d), and (e)	<b>13</b>	<b>\$ 34,260</b>
---	-----------	------------------

(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). (See instructions.)



DURING THE FISCAL YEAR ENDING 11/30/13, THE FOUNDATION ENGAGED IN NO ACTIVITIES CONTRIBUTING IMPORTANTLY TO THE ACCOMPLISHMENT OF ITS EXEMPT PURPOSES, OTHER THAN BY PROVIDING FUNDS FOR SUCH PURPOSES. REVENUE RESULTED FROM THE EARNINGS ON, OR SALE OF, FINANCIAL INVESTMENTS.

[illegible]

**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
NOT APPLICABLE		

<b>Sign Here</b>	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.				May the IRS discuss this return with the preparer shown below (see instructions)? <input checked="" type="checkbox"/> <b>Yes</b> <input type="checkbox"/> <b>No</b>	
	 Signature of officer or trustee	7/11/14 Date	PRESIDENT Title			
<b>Paid Preparer Use Only</b>	Prnt/Type preparer's name MICHAEL D. DIBERARDO		Preparer's signature 	Date 7/9/14	Check <input checked="" type="checkbox"/> if self-employed	PTIN PO1303478
	Firm's name ▶ MICHAEL D. DIBERARDO, CPA				Firm's EIN ▶ N/A	
	Firm's address ▶ 11 L RAMBLING OAKS WAY BALTIMORE, MD 21228				Phone no. 410-788-6822	

THE SOPHRON FOUNDATION  
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SCHEDULE 1  
PART I - LEGAL AND ACCOUNTING AND OTHER  
-----

Legal - annual report and filing fee	\$25
	=====
Accounting - bookkeeping through compilation of financial statements, and preparation of the annual return	\$4,350
	=====
Other - brokerage account maintenance fees	\$11,220
	=====

SCHEDULE 2  
PART I - TAXES  
-----

Federal Excise Taxes	\$600
	=====

SCHEDULE 3  
PART I - OTHER EXPENSES  
-----

Directors' and Officers' Insurance	\$1,716
Amortization of Bond Premiums and Discounts (Schedule 4)	635
Postage, Messenger & Fax	106
	-----
	\$2,457
	=====

THE SOPHRON FOUNDATION  
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SCHEDULE 4  
BOND PREMIUM AND DISCOUNT AMORTIZATION

	Amortizable Amount	Prior Years	Current year
\$50,000 U.S. Treasury Bonds @ 11.25% due 2/15/2015; 20.345 years to maturity purchsd 10/11/94 at a value of \$65,469	\$15,469	\$13,788	\$760
\$30,000 Goldman Sachs Bonds @ 6.0% due 6/15/2020; 8.56 years to maturity purchsd 11/22/11 at a value of \$29,563	(437)	(55)	(51)
\$50,000 QWest Capital Bonds @ 7.625% due 8/3/2021; 19.5 years to maturity purchsd 1/28/02 at a value of \$49,920	(80)	(43)	(4)
\$20,000 Morgan Stanley Bonds @ 5.5% due 8/14/2017; 5.04 years to maturity purchsd 8/1/12 at a value of \$19,800	(200)	(13)	(40)
\$25,000 Murphy Oil Bonds @ 4.0% due 6/1/2022; 9.24 years to maturity purchsd 3/7/13 at a value of \$24,626	(374)	0	(30)
			-----
column (b)			\$635
			=====

SCHEDULE 5  
PART II - INVESTMENTS

	End-of-Year Market Value
U.S. Government Bonds	\$56,627
	=====



THE SOPHRON FOUNDATION  
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SCHEDULE 5  
PART II - INVESTMENTS  
-----

End-of-Year  
Market  
Value  
-----

AT&T, Inc.	\$29,929
Baytex Energy Corp.	50,475
Johnson & Johnson	18,932
Saul Centers Sr. Cumulative Preferred	10,272
3M Co.	20,027
Newmont Mining Corp.	8,442
General Electric Co.	36,258
Amazon.Com, Inc.	25,585
Duke Energy Corp.	19,799
Halliburton Co.	13,170
Hercules Technology Growth Cap, Inc.	12,800
PEPCO Holdings, Inc.	19,080
Prudential Financial, Inc.	13,026
J.P. Morgan Chase Bank Cumulative Preferred	12,492
Health Care REIT, Inc.	12,598
Intel Corp.	16,211
Amgen, Inc.	14,260
Apple, Inc.	25,023
Chevron Corp.	15,305
Coca Cola Co.	18,086
ConocoPhillips	18,200
Cypress Semiconductor Corp.	11,628
Kinder Morgan, Inc.	14,216
Las Vegas Sands Corp.	19,712
Myriad Genetics, Inc.	14,875
Pfizer, Inc.	21,259
Southern Co.	13,692
United Technologies Corp.	17,183
BCE, Inc	17,676

-----  
\$540,211  
=====

\$20,000 Morgan Stanley @ 5.5% due 8/14/17	\$20,756
\$30,000 Goldman Sachs Group @ 6% due 6/15/20	34,664
\$50,000 QWest Capital Funding @ 7.625% due 8/3/21	53,000
\$25,000 Murphy Oil @ 4% due 6/1/22	24,142

-----  
\$132,562  
=====

Chesapeake Lodging Trust Cumulative Preferred	\$12,415
Kayne Anderson Energy Total Return Fund	17,409
Blackrock Energy & Resources Trust	13,015
Blackrock Equity Dividend Fund	53,294
Hartford Floating Rate Fund	35,264
First Eagle Global Fund	31,555
First Eagle American Fund	54,443

-----  
\$217,395  
=====

THE SOPHRON FOUNDATION  
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SCHEDULE 6  
PART III - DECREASES  
-----

Unrealized Investment Losses	\$8,627 =====
------------------------------	------------------

SCHEDULE 7  
PART IV - CAPITAL GAINS AND LOSSES  
-----

Description -----		Date Acquired -----	Date Sold -----	Gross Sales Price -----	Cost Plus Expenses -----	Gain/ (Loss) -----	
64 shs India Fd	P	1/31/13	3/22/13	\$49	\$1,404	(\$1,355)	ST
876 shs India Fd	P	1/31/13	3/25/13	18	19	(1)	ST
200 shs Digital Realty Tr	P	12/3/12	5/15/13	13,010	13,055	(45)	ST
600 shs Citigroup	P	4/9/13	10/25/13	12,764	15,030	(2,266)	ST
						----- (3,667) =====	
209 shs Southern Copper	P	4/22/08	12/13/12	\$7,946	\$8,492	(\$546)	LT
400 shs Blackrock Energy & Res Tr	P	7/29/08	1/11/13	\$9,881	12,200	(2,319)	LT
675 shs Firstenergy Corp.	P	11/2/10	1/11/13	26,832	24,901	1,931	LT
600 shs Penn West Petroleum Ltd.	P	11/30/06	1/11/13	6,157	10,308	(4,151)	LT
250 shs Penn West Petroleum Ltd.	P	10/18/07	1/11/13	2,565	8,102	(5,537)	LT
350 shs Penn West Petroleum Ltd.	P	1/23/09	1/11/13	3,591	4,283	(692)	LT
50 shs 3M Co	P	1/10/12	2/26/13	5,104	4,225	879	LT

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Description		Date Acquired	Date Sold	Gross Sales Price	Cost Plus Expenses	Gain/ (Loss)	
350 shs Prospect Capital Corp.	P	7/27/04	2/27/13	3,892	5,250	(1,358)	LT
1000 shs Prospect Capital Corp.	P	12/16/09	2/27/13	11,121	11,450	(329)	LT
600 shs Saul Centers	P	10/31/03	3/4/13	15,000	15,002	(2)	LT
600 shs India Fd	P	3/24/11	3/22/13	13,817	18,696	(4,879)	LT
200 shs PEPCO Holdings	P	1/21/09	3/22/13	4,126	3,456	670	LT
200 shs PEPCO Holdings	P	1/21/09	4/9/13	4,402	3,456	946	LT
200 shs Apache Corp.	P	7/21/10	4/19/13	13,784	17,684	(3,900)	LT
450 shs Silver Wheaton Corp.	P	5/25/11	4/19/13	10,053	16,551	(6,498)	LT
1500 shs GAMCO Global Gold Nat Res & Inc Tr	P	3/29/05	5/7/13	17,253	29,664	(12,411)	LT
200 shs Blackrock Energy & Res Tr	P	7/29/08	5/15/13	5,268	6,154	(886)	LT
100 shs Blackrock Energy & Res Tr	P	2/12/10	5/15/13	2,634	2,268	366	LT
1000 shs Baytex Energy Corp.	P	5/27/05	5/15/13	37,699	11,147	26,552	LT
500 shs GAMCO Global Gold Nat Res & Inc. Tr	P	3/29/05	5/15/13	5,675	10,001	(4,326)	LT
1000 shs GAMCO Global Gold Nat Res & Inc. Tr	P	7/21/09	5/15/13	11,350	10,365	985	LT
275 shs Royal Gold, Inc.	P	4/23/10	5/16/13	13,612	13,475	137	LT

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Description		Date Acquired	Date Sold	Gross Sales Price	Cost Plus Expenses	Gain/ (Loss)	
15 shs Amazon.com Inc.	P	3/26/12	5/20/13	4,024	3,033	991	LT
1000 shs Baytex Energy Corp.	P	5/27/05	7/15/13	40,972	11,147	29,825	LT
250 shs Baytex Energy Corp.	P	5/27/05	7/30/13	10,362	2,787	7,575	LT
30 shs Citigroup	P	12/7/07	7/30/13	1,555	10,305	(8,750)	LT
30 shs Citigroup	P	4/22/08	7/30/13	1,555	7,488	(5,933)	LT
30 shs Citigroup	P	4/24/08	7/30/13	1,555	7,755	(6,200)	LT
75 shs Halliburton Co.	P	10/25/11	9/23/13	3,652	2,680	972	LT
600 shs Capital One Financial Corp.	P	8/15/12	11/8/13	13,068	14,898	(1,830)	LT
10 bds Hilton Hotels Corp.	P	12/1/98	11/8/13	10,737	10,159	578	LT
75 shs Halliburton Co.	P	10/25/11	11/20/13	4,004	2,680	1,324	LT
225 shs Caterpillar Inc.	P	11/28/07	11/21/13	18,464	15,957	2,507	LT
500 shs Goldcorp Inc.	P	8/25/10	11/26/13	11,255	20,934	(9,679)	LT
500 shs IShares Gold Tr	P	11/17/11	11/26/13	6,025	8,379	(2,354)	LT
500 shs IShares Gold Tr	P	8/22/12	11/26/13	6,025	8,049	(2,024)	LT
700 shs Southern Copper Corp.	P	2/12/10	11/26/13	17,276	16,159	1,117	LT
				<u>\$408,132</u>	<u>\$419,048</u>	<u>(7,249)</u>	
Capital Gain Distr						1,337	
						<u>(\$5,912)</u>	
						=====	

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SCHEDULE 8  
PART VII-B LINE 1a(4)  
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Robert Grove received compensation at the rate of \$1,000 per month, and Daniel Grove and Kathryn Hibschan received compensation at the rate of \$750 per month during the fiscal year. Payment for November, 2012 was made in December, 2012.

Officers and directors are reimbursed periodically for their out-of-pocket spending on Foundation business.

SCHEDULE 9  
PART VIII  
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The following are the officers and directors of The Sophron Foundation as of 11/30/13:

- a) Robert E. Grove, Director and Secretary/Treasurer. 5550 Paxford Court, Fairfax, Virginia 22032. He devotes an average of 15 hours/month to the Foundation.
- b) Hope E. Grove, Director. 5550 Paxford Court, Fairfax, Virginia 22032. She devotes an average of 5 - 10 hours/month to the Foundation.
- c) Daniel R. Grove, Director and President. 5550 Paxford Court, Fairfax, Virginia 22032. He devotes an average of 15 hours/month to the Foundation.
- d) Catherine Grove, Director. 5550 Paxford Court, Fairfax, Virginia 22032. She devotes a few hours/year to the Foundation.
- e) Alexis H. Manchio, Director. 5550 Paxford Court, Fairfax, Virginia 22032. She devotes a few hours/year to the Foundation.

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- f) Jeffrey V. Manchio, Director. 5550 Paxford Court, Fairfax, Virginia 22032. He devotes a few hours/year to the Foundation.
- g) Kathryn A. Hibschan, Director and Vice President. 5550 Paxford Court, Fairfax, Virginia 22032. She devotes a few hours/month to the Foundation.
- h) Judith E. Hibschan, Director. 5550 Paxford Court, Fairfax, Virginia 22032. She devotes a few hours/year to the Foundation.

Daniel Grove, President, and Kathryn Hibschan, Vice President are each paid \$750 per month, totalling \$19,500 this fiscal year, in compensation. Robert Grove, Secretary/Treasurer is paid \$1,000 per month, totalling \$13,000 in compensation. No other officer or director is paid any amount either directly or indirectly.

The Foundation makes no contributions to any retirement plan for any of the officers or directors. None of the officers or directors has an expense account or any other allowance.

SCHEDULE 10  
PART IX-A  
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As indicated in Schedule 12, the Foundation engages in non-significant-involvement grant programs.

SCHEDULE 11  
PART XV  
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- Line 1a - The late Tom Rogers. His aggregate contributions constitute nearly all the contributions to the Foundation. Please see the note for Part I given in earlier years.
- Line 2 - The Sophron Foundation is a private operating foundation, and has no "standard" grant-giving procedure.

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SCHEDULE 12  
PART XV LINE 3a  
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All of the following grants were made to IRS code section 509(a)(1), (2), or (3) organizations during the Foundation's fiscal year ending 11/30/13. There is no relationship by birth/family or financial circumstance between any grant recipient and any Foundation officer or director.

A grant was made to the American Red Cross, P.O. Box 4002018, Des Moines, Iowa 50340 to provide disaster relief for victims of the Moore, Oklahoma tornado. \$10,000

A grant was made to Kittery Land Trust, Inc. P.O. Box 467, Kittery, Maine 03904 towards the purchase of land at Brave Boat Headwaters in the continuing objective of conserving natural areas. 10,000

A grant was made to Vantage House, a continuing care retirement community owned and operated by a non-profit, non-sectarian charitable corporation, 5400 Vantage Point Road, Columbia, Maryland 21044 to reimburse two employees for the tuition, fees and book expenses they paid for their post-secondary nursing degree or continuing education program. 6,906

A grant was made to the McAuliffe-Shepard Discovery Center, 2 Institute Drive, Concord, New Hampshire 03301 to support nine students' tuition and meals at summer camp in the Touch the Future, Inc. program, that promotes the exploration of astronomy and space science. 2,798

A grant was made to the Operation Helmet, 74 Greenview Street, Montgomery, Texas 77356 for helmet pad upgrade kits for the troops. 1,500

A grant was made to Catholic Charities, Inc., 2740 SE Powell Boulevard, Portland, Oregon 97202 for school supplies for refugee children residing at Kateri Park Apartments. 993

A grant was made to Bradley Angle House, P.O. Box 40132, Portland, Oregon 97212 to provide holiday gifts for women and children at this domestic violence shelter. 991

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SCHEDULE 12  
PART XV LINE 3a  
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A grant was made to the Tanzanian Children's Fund,  
2 Atlantic Avenue, 4th Floor, C/O Next Mile Project, Boston,  
Massachusetts 02110 and to Right 2 Thrive, P.O. Box 7729,  
New York, New York 10150 to provide educational materials  
about a Kenyan environmentalist and Peace Prize winner for  
programs that improve the lives of marginalized children in  
the Rift Valley Children's Village in the Keratu Region,  
and that create opportunities through education for people  
in disadvantaged areas.

494

87

Monies were provided to various Foundation officers and  
directors to purchase "stocking stuffers" for distribution to  
clientele of the following organizations at Christmastime.  
The stockings generally contain small items of winter  
clothing, toys, games and candy, but also items more  
pertinent to the nature of the donee organization.

Ozone House  
1705 Washtenaw Avenue  
Ann Arbor, Michigan 48104

1,577

Fairfax Inova Children's Hospital  
3300 Gallows Road  
Falls Church, Virginia 22042

1,470

Grassroots Crisis Intervention Center, Inc.  
6700 Freetown Road  
Columbia, Maryland 21044

1,448

Battered Women's Task Force  
C/O Emergency Support Shelter  
P.O. Box 877  
Kelso. Washington 98626

911

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\$39,175  
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**Application for Extension of Time To File an  
Exempt Organization Return**

OMB No. 1545-1709

► **File a separate application for each return.**► **Information about Form 8868 and its instructions is at [www.irs.gov/form8868](http://www.irs.gov/form8868).**

- 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](http://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 <b>THE SOPHRON FOUNDATION</b>	Employer identification number (EIN) or <b>52-1199140</b>
	Number, street, and room or suite no. If a P.O. box, see instructions. <b>5550 PAXFORD ROAD</b>	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>FAIRFAX, VIRGINIA 22032</b>	

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

**04**

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	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

- The books are in the care of ► **ROBERT E. GROVE 984 NICOLE WAY NEW WHITELAND, IN 46184**

Telephone No ► **443-996-7368**

Fax No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . . . . . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1** I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **JULY 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 **DECEMBER 1**, 20 **12**, and ending **NOVEMBER 30**, 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

<b>3a</b> If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>3a</b>	\$	<b>664</b>
<b>b</b> If this application is for Forms 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.	<b>3b</b>	\$	<b>2,283</b>
<b>c Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>3c</b>	\$	<b>-0-</b>

**Caution.** If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☐ **Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

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

Enter filer's identifying number, see instructions

<b>Type or print</b>  File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	Number, street, and room or suite no. If a P.O. box, see instructions	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	

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

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

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

- The books are in the care of ☐ Telephone No. ☐ Fax No. ☐
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 4 I request an additional 3-month extension of time until \_\_\_\_\_, 20 \_\_\_\_.
- 5 For calendar year \_\_\_\_\_, or other tax year beginning \_\_\_\_\_, 20 \_\_\_\_\_, and ending \_\_\_\_\_, 20 \_\_\_\_.
- 6 If the tax year entered in line 5 is for less than 12 months, check reason. ☐ Initial return ☐ Final return  
☐ Change in accounting period
- 7 State in detail why you need the extension \_\_\_\_\_

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

**Signature and Verification must be completed for Part II only.**

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

Signature ☐Title ☐Date ☐