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Form **990-PF**

Return of Private Foundation

OMB No 1545-0052

2013

Open to Public Inspection

or Section 4947(a)(1) Trust Treated as Private Foundation

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 Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

For calendar year 2013, or tax year beginning 01-01-2013, and ending 12-31-2013

Name of foundation THE ROBERT M DARBY FOUNDATION INC		A Employer identification number 54-1548288
Number and street (or P O box number if mail is not delivered to street address) Room/suite 4733 SPERRYVILLE PIKE		B Telephone number (see instructions) (540) 987-8373
City or town, state or province, country, and ZIP or foreign postal code WOODVILLE, VA 227491748		C If exemption application is pending, check here <input type="checkbox"/>
G 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 type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H 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		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 443,106	J 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.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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) (see instructions))		(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 (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	4	4	4	
	4 Dividends and interest from securities	10,390	10,390	10,390	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	26,866			
	b Gross sales price for all assets on line 6a 37,993				
	7 Capital gain net income (from Part IV, line 2)		26,866		
	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) (attach schedule)					
11 Other income (attach schedule)	887	887	887		
12 Total. Add lines 1 through 11	38,147	38,147	11,281		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	1,527	1,527		
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	245			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
23 Other expenses (attach schedule)	25	25			
24 Total operating and administrative expenses. Add lines 13 through 23	1,797	1,552		0	
25 Contributions, gifts, grants paid	24,875			24,875	
26 Total expenses and disbursements. Add lines 24 and 25	26,672	1,552		24,875	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	11,475				
b Net investment income (if negative, enter -0-)		36,595			
c Adjusted net income (if negative, enter -0-)			11,281		

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

Part II Balance Sheets		Beginning of year			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	42,684	28,083	34,084		
	2	Savings and temporary cash investments					
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)					
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10a	Investments—U S and state government obligations (attach schedule)					
	b	Investments—corporate stock (attach schedule)	209,542 <input checked="" type="checkbox"/>	236,868	409,022		
	c	Investments—corporate bonds (attach schedule)					
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
	12	Investments—mortgage loans					
	13	Investments—other (attach schedule)					
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
15	Other assets (describe ▶ _____)						
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	252,226	264,951	443,106			
Liabilities	17	Accounts payable and accrued expenses					
	18	Grants payable					
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable (attach schedule)					
	22	Other liabilities (describe ▶ _____)					
23	Total liabilities (add lines 17 through 22)		0				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.						
	24	Unrestricted					
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.						
	27	Capital stock, trust principal, or current funds					
	28	Paid-in or capital surplus, or land, bldg, and equipment fund					
	29	Retained earnings, accumulated income, endowment, or other funds	252,226	264,951			
	30	Total net assets or fund balances (see page 17 of the instructions)	252,226	264,951			
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	252,226	264,951				

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	252,226
2	Enter amount from Part I, line 27a	2	11,475
3	Other increases not included in line 2 (itemize) ▶ _____ <input checked="" type="checkbox"/>	3	1,250
4	Add lines 1, 2, and 3	4	264,951
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	264,951

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1 a 300 SHARES MERCH & CO INC	P	1993-07-27	2013-12-18
b 200 SHARES MID-AMER APT COMM	P	1998-12-03	2013-04-09
c 100 SHARES DEERE & COMPANY	P	1998-08-19	2013-03-08
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 14,364		4,636	9,728
b 14,566		4,572	9,994
c 9,063		1,919	7,144
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			9,728
b			9,994
c			7,144
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	26,866
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	18,805	406,093	0.046307
2011	22,378	406,472	0.055054
2010	38,028	369,782	0.102839
2009	24,206	285,381	0.084820
2008	47,881	433,977	0.110331

2 Total of line 1, column (d).	2	0.399351
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.079870
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	391,660
5 Multiply line 4 by line 3.	5	31,282
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	366
7 Add lines 5 and 6.	7	31,648
8 Enter qualifying distributions from Part XII, line 4.	8	24,875

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	732
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	
3	Add lines 1 and 2.	3	732
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	732
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	475
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	475
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	257
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>	1b	No
c Did the foundation file Form 1120-POL for this year?.	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2	No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?.	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> VA _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation .</i>	8b	Yes
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10	No

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions). 11 No
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) 12 No
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 Yes
Website address N/A
14 The books are in care of ROBERT M DARBY Telephone no (540) 987-8373
Located at 4733 SPERRYVILLE PIKE WOODVILLE VA ZIP +4 22749
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 -Check here 15
and enter the amount of tax-exempt interest received or accrued during the year
16 At any time during calendar year 2013, 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 instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.
1a During the year did the foundation (either directly or indirectly)
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). Yes No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? 1b
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 2013? 1c
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? Yes 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? Yes No
b If "Yes," did it have excess business holdings in 2013 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 2013.). 3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a No
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013? 4b No

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

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p>c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? <input type="checkbox"/> Yes <input type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes" to 6b, file Form 8870.</p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>					
	5b			No	
	6b			No	
	7b				

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ROBERT M DARBY 4733 SPERRYVILLE PIKE WOODVILLE, VA 22749	PRESIDENT 1 00	0	0	0

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

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

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

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 PAYMENTS TO UNIVERSITIES FOR SCHOLARSHIPS ON BEHALF OF QUALIFIED AREA STUDENTS - 5 SCHOLARSHIPS	7,500
2 CONTRIBUTION TO WARRENTON PRESBYTERIAN CHURCH TO SUPPORT RELIGIOUS ACTIVITIES	2,700
3 CONTRIBUTION TO HEADWATERS-RAPPAHANNOCK PUBLIC EDUCATION F PORT PUBLIC EDUCATION	2,600
4 CONTRIBUTION TO FAUQUIER HOSPICE OF THE RAPDIAN TO HELP IN MISSION TO PROVIDE BEREAVEMENT CARE AND OTHER COMPASSIONATE SERVICES FOR THE COMMUNITY	2,250

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 N/A	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3	

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	357,460
b	Average of monthly cash balances.	1b	40,164
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	397,624
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	397,624
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	5,964
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	391,660
6	Minimum investment return. Enter 5% of line 5.	6	19,583

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	19,583
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	732
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	732
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	18,851
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	18,851
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	18,851

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	24,875
b	Program-related investments—total from Part IX-B.	1b	
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	24,875
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	24,875

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				18,851
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.				
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2013				
a From 2008. 26,436				
b From 2009. 10,157				
c From 2010. 20,913				
d From 2011. 2,762				
e From 2012.				
f Total of lines 3a through e.	60,268			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 24,875				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2013 distributable amount.				18,851
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	6,024			
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	54,244			
b Prior years' undistributed income Subtract line 4b from line 2b.				
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.				
d Subtract line 6c from line 6b Taxable amount—see instructions.				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions.				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions).	20,412			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a.	33,832			
10 Analysis of line 9				
a Excess from 2009. 10,157				
b Excess from 2010. 20,913				
c Excess from 2011. 2,762				
d Excess from 2012.				
e Excess from 2013.				

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 2013, enter the date of the ruling.

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

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

ROBERT M DARBY

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



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

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

- a** The name, address, and telephone number or e-mail address of the person to whom applications should be addressed
 ROBERT M DARBY FOUNDATION
 4733 SPERRYVILLE PIKE
 WOODVILLE, VA 227491748
 (540) 987-8373
- b** The form in which applications should be submitted and information and materials they should include
 SCHOLARSHIP APPLICATION FORM IS AVAILABLE AT RAPPAHANNOCK COUNTY HIGH SCHOOL GUIDANCE OFFICE
- c** Any submission deadlines
 MAY 15 OF SCHOLARSHIP YEAR
- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
 SCHOLARSHIP IS AWARDED EACH YEAR TO A RAPPAHANNOCK COUNTY HIGH SCHOOL STUDENT ENTERING COLLEGE TO PURSUE A DEGREE IN MATH,SCIENCE OR ENGINEERING

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 <i>Paid during the year</i> SEE ATTACHED ATTACHED ATTACHED, VA 22701	ATTACHED	ATTACHED	ATTACHED	24,875
Total  3a				24,875
b <i>Approved for future payment</i>				
Total  3b				

TY 2013 Accounting Fees Schedule

Name: THE ROBERT M DARBY FOUNDATION INC

EIN: 54-1548288

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION	1,527	1,527		

TY 2013 Compensation Explanation

Name: THE ROBERT M DARBY FOUNDATION INC

EIN: 54-1548288

Person Name	Explanation
ROBERT M DARBY	

**TY 2013 Investments Corporate
Stock Schedule****Name:** THE ROBERT M DARBY FOUNDATION INC**EIN:** 54-1548288

Name of Stock	End of Year Book Value	End of Year Fair Market Value
200 MERCK & CO INC NEW	3,091	10,010
1,400 MID-AMERICA APT COMMUNIT	25,186	72,888
1,972 COUSINS PROPERTIES INC	24,577	20,312
1,100 DEERE & CO	18,778	100,463
500 PFIZER INCORPORATED	16,521	15,315
700 GENERAL ELECTRIC COMPANY	20,535	19,621
320 DU PONT E I DE NEMOURS & C	15,657	20,790
350 DOW CHEMICAL COMPANY	14,397	15,540
900 VANGUARD DIVIDEND APPRECIA	47,851	67,716
100 EVEREST RE GROUP	14,842	15,587
300 GENTEX CORPORATION	6,810	9,894
100 VANGUARD INTL EQUITY	4,091	4,114
80 VANGUARD REIT	5,376	5,165
VANGUARD ENERGY ET	19,156	31,607

TY 2013 Other Expenses Schedule

Name: THE ROBERT M DARBY FOUNDATION INC

EIN: 54-1548288

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
REGISTRATION FEES	25	25		

TY 2013 Other Income Schedule

Name: THE ROBERT M DARBY FOUNDATION INC

EIN: 54-1548288

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
CAPITAL GAIN DISTRIBUTIONS	554	554	554
UNRECAPTURED 1250 GAIN	333	333	333

TY 2013 Other Increases Schedule

Name: THE ROBERT M DARBY FOUNDATION INC

EIN: 54-1548288

Description	Amount
REINVESTMENTS	1,250

TY 2013 Taxes Schedule

Name: THE ROBERT M DARBY FOUNDATION INC

EIN: 54-1548288

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL TAX ON INVESTMENT INCOME	245			

The Robert M. Darby Foundation, Inc.
Supporting Schedule for Form 990PF

54-1548288
12/31/2013

Form 990PF, Part XV, Line 3a, Grants and Contributions Paid During the Year

<u>Name and Address</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant or Contribution</u>	<u>Amount</u>
Barter Foundation, Inc 127 West Main Street Abingdon, VA 24210	Public	Promotion of the Arts	\$ 100
Bishop's Lenten Appeal 200 N Glebe Road, Suite 811 Arlington, VA 22203	Public	Religious	125
Boy Scouts of America, Shenandoah Area Council Rappahannock County, VA	Public	Educational	300
Child Care and Learning Center P O Box 520 Washington, VA 22747	Public	Educational	500
The Chateaufville Foundation P O Box 30 Amissville, VA 20106	Public	Promotion of the Arts	1,000
CMR Farm Show Culpeper VA 22701	Public	Educational	100
Epiphany Catholic Society 114 East Edmonson Culpeper, VA 22701	Public	Religious	500
Fauquier Habitat For Humanity P O Box 3189 Warrenton, VA 20188	Public	Assistance to Needy	250
Fauquier Health Foundation 500 Hospital Drive Warrenton, VA 20186	Public	Medical	2,000
Front Royal Oratorio Society P O Box 1768 Front Royal, VA 22630	Public	Promotion of the Arts	250
Harrison School for the Arts 750 Hollingsworth Road Lakeland, FL	Public	Promotion of the Arts	1,000

The Robert M. Darby Foundation, Inc.
Supporting Schedule for Form 990PF

54-1548288
12/31/2013

Form 990PF, Part XV, Line 3a, Grants and Contributions Paid During the Year

<u>Name and Address</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant or Contribution</u>	<u>Amount</u>
Headwaters - Rappahannock Public Education Foundation P O Box 114 Sperryville, VA 22740	Public	Educational	2,600
Hospice of Rapidan 1200 Sunset Lane Culpeper, VA 22701	Public	Medical	2,250
Memorial Sloan-Kettering Cancer Center 1275 York Avenue New York, NY 10021	Public	Medical	1,000
Museum of Culpeper History P O Box 951 Culpeper, VA 22701	Public	Historic Preservation	100
Muscular Dystrophy Association-USA National Headquarters 3300 E Sunrise Drive Tucson, AZ 85718	Public	Medical	100
Piedmont Area Soap Box Derby Foundation 19112 Stallion Road Culpeper, VA 22701	Public	Educational	150
Presbyterian Homes and Family Services 150 Linden Avenue Lynchburg, VA 24503	Public	Child Welfare	100
RAAC The Rappahannock Association for the Arts and the Community P O Box 24 Washington, VA 22747	Public	Promotion of the Arts	150
Rappahannock Animal Welfare League P O Box 428 Washington, VA 22747	Public	Animal Welfare	100
The Rappahannock Benevolent Fund Rappahannock County, VA	Public	Assistance to Needy	150

The Robert M. Darby Foundation, Inc.
Supporting Schedule for Form 990PF

54-1548288
12/31/2013

Form 990PF, Part XV, Line 3a, Grants and Contributions Paid During the Year

<u>Name and Address</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant or Contribution</u>	<u>Amount</u>
Rappahannock County Conservation Alliance Sperryville, VA 22740	Public	Environmental Conservation	100
Rappahannock County Elementary School Washinton VA. 22747	Public	Support Elem School	150
Rappahannock County High School Boosters 12576 Lee Highway Washington, VA 22747	Public	Support High School	200
Rappahannock County Sheriff's Department Washington, VA 22747	Public	Assistance to Needy	250
Rappahannock Historical Society P O Box 261 Washington, VA 22747	Public	Historic Preservation	100
Rappahannock Senior Center at Scrabble School 111 Scrabble Road Castleton, VA 22716	Public	Aging Services	250
Scrabble School Preservation Foundation 174 Scrabble Road Scrabble, VA 22716	Public	Historic Preservation	250
Sperryville Volunteer Fire Department 11871 Lee Highway Sperryville, VA 22740	Public	Emergency Services	100
Sperryville Volunteer Rescue Squad 12 Mam Street Sperryville, VA 22740	Public	Emergency Services	100
United States Naval Academy Foundation Box 64013 Baltimore, MD 21264	Public	Educational	100
Wakefield Country Day School P O Box 739 Flint Hill, VA 22627-0739	Public	Educational	150
Warrenton Presbyterian Church Box 187 Warrenton, VA 20188	Public	Religious	2,700

The Robert M. Darby Foundation, Inc.
Supporting Schedule for Form 990PF

54-1548288
12/31/2013

Form 990PF, Part XV, Line 3a, Grants and Contributions Paid During the Year

<u>Name and Address</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant or Contribution</u>	<u>Amount</u>
Warrenton Chorale 341 Church Street Warrenton VA 20186	Public	Promotion of the Arts	100
Georgia Institute of Technology Atlanta, GA 30332-0320	Public	Scholarship	2,000
Shenandoah University 1460 University Dr Winchester, VA 22601	Public	Scholarship L Elame	1,500
Shenandoah University 1460 University Dr Winchester, VA 22601	Public	Scholarship B Dodson	1,500
Lord Fairfax Community College 6480 North Hawksbill St Wattenton VA 20187-8820	Public	Scholarship C Kramer	1,000
University of Virginia Charlottesville, VA 22904-4160	Public	Scholarship A Carter	<u>1,500</u>
Total			<u>\$ 24,875</u>