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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
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.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 07-01-2013, and ending 06-30-2014

Name of foundation DIXON HUGHES GOODMAN FOUNDATION C/O JAMES M HAGGARD CHAIRMAN		A Employer identification number 54-1847474
Number and street (or P O box number if mail is not delivered to street address) 701 TOWN CENTER DRIVE NO 700	Room/suite	B Telephone number (see instructions) (757) 873-1033
City or town, state or province, country, and ZIP or foreign postal code NEWPORT NEWS, VA 23606		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) \$ 282,754	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 <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(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)	835,791			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities				
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)			0	
	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)					
12 Total. Add lines 1 through 11	835,791		0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0		0	0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	221		0	0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications	136		0	0
	23 Other expenses (attach schedule)	747		0	0
	24 Total operating and administrative expenses. Add lines 13 through 23	1,104		0	0
	25 Contributions, gifts, grants paid	768,602			768,602
26 Total expenses and disbursements. Add lines 24 and 25	769,706		0	768,602	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	66,085				
b Net investment income (if negative, enter -0-)			0		
c Adjusted net income (if negative, enter -0-)					

Part II Balance Sheets		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		
Assets	1	Cash—non-interest-bearing				
	2	Savings and temporary cash investments	216,669	282,754	282,754	
	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)				
	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)	216,669	282,754	282,754		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶ _____)				
23	Total liabilities (add lines 17 through 22)	0	0			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted	216,669	282,754		
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/>					
	and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds				
28	Paid-in or capital surplus, or land, bldg, and equipment fund					
29	Retained earnings, accumulated income, endowment, or other funds					
30	Total net assets or fund balances (see page 17 of the instructions)	216,669	282,754			
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	216,669	282,754			

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	216,669
2	Enter amount from Part I, line 27a	2	66,085
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	282,754
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	282,754

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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			
b			
c			
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	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)		3	
	If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			

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	849,100	226,741	3.744801
2011	25,030	235,957	0.106079
2010	1,000	209,902	0.004764
2009	10,000	183,635	0.054456
2008	10,000	226,808	0.044090

2	Total of line 1, column (d).	2	3.954190
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	0.790838
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	275,280
5	Multiply line 4 by line 3.	5	217,702
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	0
7	Add lines 5 and 6.	7	217,702
8	Enter qualifying distributions from Part XII, line 4.	8	768,602

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)

Table with 11 rows for excise tax calculations. Rows include: 1a Exempt operating foundations, 1 Domestic foundations, 2 Tax under section 511, 3 Add lines 1 and 2, 4 Subtitle A (income) tax, 5 Tax based on investment income, 6 Credits/Payments (6a-6d), 7 Total credits and payments, 8 Enter any penalty, 9 Tax due, 10 Overpayment, 11 Enter the amount of line 10 to be credited to 2014 estimated tax.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Rows include: 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? 1b Did it spend more than \$100 during the year for political purposes? 1c Did the foundation file Form 1120-POL for this year? 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws? 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? 4b If "Yes," has it filed a tax return on Form 990-T for this year? 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? 6 Are the requirements of section 508(e) 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? 7 Did the foundation have at least \$5,000 in assets at any time during the year? 8a Enter the states to which the foundation reports or with which it is registered (see instructions) 8b 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? 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? 10 Did any persons become substantial contributors during the tax year?

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of DIXON HUGHES GOODMAN LLP Telephone no (757) 873-1033 Located at 701 TOWN CENTER DRIVE SUITE 700 NEWPORT NEWS VA ZIP +4 236064295			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year.	15		
16	At any time during calendar year 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? See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country	16	Yes	No

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years 20___, 20___, 20___, 20___ <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p>c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes" to 6b, file Form 8870.</p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	5b	
	6b	No
	7b	

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JAMES M HAGGARD 701 TOWN CENTER DRIVE SUITE 700 NEWPORT NEWS, VA 23606	CHAIRMAN 0 10	0	0	0
TRICIA WILSON 701 TOWN CENTER DRIVE SUITE 700 NEWPORT NEWS, VA 23606	PRESIDENT 0 10	0	0	0
L KENT SATTERFIELD 701 TOWN CENTER DRIVE SUITE 700 NEWPORT NEWS, VA 23606	SECRETARY-TREASURER 0 10	0	0	0

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000. <input type="checkbox"/>				0

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions	
3	
Total. Add lines 1 through 3	
	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	0
b	Average of monthly cash balances.	1b	279,472
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	279,472
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	279,472
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	4,192
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	275,280
6	Minimum investment return. Enter 5% of line 5.	6	13,764

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	13,764
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	0
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	13,764
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	13,764
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	13,764

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	768,602
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	768,602
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	768,602

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				13,764
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			0	
b Total for prior years 20__ , 20__ , 20__		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.	537			
c From 2010.				
d From 2011.	13,354			
e From 2012.	838,205			
f Total of lines 3a through e.	852,096			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>768,602</u>				
a Applied to 2012, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2013 distributable amount.				13,764
e Remaining amount distributed out of corpus	754,838			
5 Excess distributions carryover applied to 2013 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,606,934			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
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).	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	1,606,934			
10 Analysis of line 9				
a Excess from 2009.	537			
b Excess from 2010.				
c Excess from 2011.	13,354			
d Excess from 2012.	838,205			
e Excess from 2013.	754,838			

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)

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) 2013	(b) 2012	(c) 2011	(d) 2010	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test—enter

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.

c "Support" alternative test—enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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

1 Information Regarding Foundation Managers:

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

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

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

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

a The name, address, and telephone number of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient 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 Additional Data Table				
Total				3a 768,602
b <i>Approved for future payment</i>				
Total				3b 0

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
APPALACHIAN STATE UNIVERSITY 416 HOWARD STREET BOONE, NC 28608	NONE	PUBLIC CHARITY	EDUCATION	52,900
BIRMINGHAM SOUTHERN UNIVERSITY 900 ARKADDELPHIA ROAD BOX 549023 BIRMINGHAM, AL 35254	NONE	PUBLIC CHARITY	EDUCATION	650
CLEMSON UNIVERSITY 170 SIRRINE HALL CLEMSON, SC 29634	NONE	PUBLIC CHARITY	EDUCATION	26,800
COLLEGE OF CHARLESTON 66 GEORGE STREET CHARLESTON, SC 29424	NONE	PUBLIC CHARITY	EDUCATION	11,000
EAST CAROLINA UNIVERSITY 1001 E 5TH STREET GREENVILLE, NC 27858	NONE	PUBLIC CHARITY	EDUCATION	8,500
FLORIDA STATE UNIVERSITY 821 ACADEMIC WAY 314 TALLAHASSEE, FL 32306	NONE	PUBLIC CHARITY	EDUCATION	3,000
GEORGE MASON UNIVERSITY 4400 UNIVERSITY DRIVE FAIRFAX, VA 22030	NONE	PUBLIC CHARITY	EDUCATION	10,000
GEORGIA STATE UNIVERSITY PO BOX 3965 ATLANTA, GA 30302	NONE	PUBLIC CHARITY	EDUCATION	100
HAMPTON UNIVERSITY 100 E QUEEN STREET HAMPTON, VA 23668	NONE	PUBLIC CHARITY	EDUCATION	10,000
HOWARD UNIVERSITY 2400 SIXTH STREET NW WASHINGTON, DC 20059	NONE	PUBLIC CHARITY	EDUCATION	10,000
LENIOR RHYNE UNIVERSITY 625 7TH AVE NE HICKORY, NC 28601	NONE	PUBLIC CHARITY	EDUCATION	250
MARSHALL UNIVERSITY 1 JOHN MARSHALL DRIVE HUNTINGTON, WV 25755	NONE	PUBLIC CHARITY	EDUCATION	26,000
MISSISSIPPI STATE UNIVERSITY PO BOX 6149 MISSISSIPPI STATE, MS 39762	NONE	PUBLIC CHARITY	EDUCATION	6,200
NORTH CAROLINA AT&T STATE 1601 EAST MARKET STREET SUITE 401 GREENSBORO, NC 27411	NONE	PUBLIC CHARITY	EDUCATION	8,000
NORTH CAROLINA STATE UNIVERSITY 1210 VARSITY DRIVE SUITE 262 RALEIGH, NC 27606	NONE	PUBLIC CHARITY	EDUCATION	2,725
Total				768,602

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
OLD DOMINION UNIVERSITY 5115 HAMPTON BLVD NORFOLK, VA 23529	NONE	PUBLIC CHARITY	EDUCATION	1,500
SAMFORD UNIVERSITY 800 LAKESHORE DRIVE HOMEWOOD, AL 35229	NONE	PUBLIC CHARITY	EDUCATION	1,200
UNIVERSITY OF ALABAMA BOX 870220 TUSCALOOSA, AL 35487	NONE	PUBLIC CHARITY	EDUCATION	750
UNIVERSITY OF GEORGIA FOUNDATION 394 SOUTH MILLEDGE AVENUE SUITE 100 ATHENS, GA 30602	NONE	PUBLIC CHARITY	EDUCATION	60,458
UNIVERSITY OF MARY WASHINGTON 1301 COLLEGE AVENUE FREDERICKSBURG, VA 22401	NONE	PUBLIC CHARITY	EDUCATION	500
UNIVERSITY OF MARYLAND COLLEGE PARK COLLEGE PARK, MD 20742	NONE	PUBLIC CHARITY	EDUCATION	12,000
UNIVERSITY OF MISSISSIPPI PO BOX 1848 UNIVERSITY, MS 38677	NONE	PUBLIC CHARITY	EDUCATION	15,000
UNIVERSITY OF NORTH CAROLINA - CHAPEL HILL 300 KENAN CENTER DRIVE CHAPEL HILL, NC 27599	NONE	PUBLIC CHARITY	EDUCATION	55,200
UNIVERSITY OF NORTH CAROLINA - GREENSBORO 1400 SPRING GARDEN STREET GREENSBORO, NC 27412	NONE	PUBLIC CHARITY	EDUCATION	20,000
UNIVERSITY OF NORTH CAROLINA - WILMINGTON 601 S COLLEGE ROAD WILMINGTON, NC 28403	NONE	PUBLIC CHARITY	EDUCATION	24,250
UNIVERSITY OF SOUTH CAROLINA 1600 HAMPTON STREET SUITE 736 COLUMBIA, SC 29208	NONE	PUBLIC CHARITY	EDUCATION	35,200
UNIVERSITY OF TENNESSEE 600 ANDY HOLT TOWER KNOXVILLE, TN 37996	NONE	PUBLIC CHARITY	EDUCATION	34,450
UNIVERSITY OF VIRGINIA PO BOX 400314 CHARLOTTESVILLE, VA 22904	NONE	PUBLIC CHARITY	EDUCATION	8,000
VIRGINIA TECH 1030 PAMPLIN HALL BLACKSBURG, VA 24061	NONE	PUBLIC CHARITY	EDUCATION	2,500
WAKE FOREST UNIVERSITY PO BOX 7659 WINSTONSALEM, NC 27109	NONE	PUBLIC CHARITY	EDUCATION	800
Total				768,602

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
WEST CAROLINA UNIVERSITY 1 UNIVERSITY WAY CULLOWHEE, NC 28723	NONE	PUBLIC CHARITY	EDUCATION	14,000
WEST VIRGINIA UNIVERSITY PO BOX 6201 MORGANTOWN, WV 26506	NONE	PUBLIC CHARITY	EDUCATION	500
WILLIAM AND MARY 540 LANDRUM DRIVE WILLIAMSBURG, VA 23185	NONE	PUBLIC CHARITY	EDUCATION	11,500
JAMES MADISON UNIVERSITY 800 S MAIN ST HARRISONBURG, VA 22807	NONE	PUBLIC CHARITY	EDUCATION	5,000
KENNESAW STATE UNIVERSITY 1000 CHASTAIN RD KENNESAW, GA 30144	NONE	PUBLIC CHARITY	EDUCATION	300
UNIVERSITY OF NORTH CAROLINA - CHARLOTTE 9201 UNIVERSITY CITY BLVD CHARLOTTE, NC 28223	NONE	PUBLIC CHARITY	EDUCATION	100
VILLANOVA UNIVERSITY 800 E LANCASTER AVE VILLANOVA, PA 19085	NONE	PUBLIC CHARITY	EDUCATION	100
VIRGINIA COMMONWEALTH UNIVERSITY 821 W FRANKLIN ST RICHMOND, VA 23284	NONE	PUBLIC CHARITY	EDUCATION	8,000
AMERICAN HEART ASSOCIATION 7272 GREENVILLE AVE DALLAS, TX 75231	NONE	PUBLIC CHARITY	COMMUNITY IMPROVEMENT	6,726
AMERICAN RED CROSS 2025 E STREET NW WASHINGTON, DC 20006	NONE	PUBLIC CHARITY	COMMUNITY IMPROVEMENT	7,366
BOYS AND GIRLS CLUB OF GREATER HIGH POINT PO BOX 2834 HIGH POINT, NC 27261	NONE	PUBLIC CHARITY	COMMUNITY IMPROVEMENT	1,726
GREENSBORO CHILDREN'S MUSEUM 220 N CHURCH ST GREENSBORO, NC 27401	NONE	PUBLIC CHARITY	COMMUNITY IMPROVEMENT	1,726
YMCA OF GREENSBORO 620 GREEN VALLEY RD STE 210 GREENSBORO, NC 27408	NONE	PUBLIC CHARITY	COMMUNITY IMPROVEMENT	250
AICPA DOCTORAL SCHOLARS PROGRAM 220 LEIGH FARM ROAD DURHAM, NC 27707	NONE	PUBLIC CHARITY	EDUCATION	27,000
BOYS AND GIRLS CLUB OF TAMPA 1307 N MACDILL AVENUE TAMPA, FL 33607	NONE	PUBLIC CHARITY	COMMUNITY IMPROVEMENT	3,000
Total				768,602

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CHESAPEAKE BAY FOUNDATION 6 HERNDON AVENUE ANNAPOLIS, MD 21403	NONE	PUBLIC CHARITY	COMMUNITY IMPROVEMENT	15,000
CHRISTIAN BROTHERS UNIVERSITY 650 E PKWY S MEMPHIS, TN 38104	NONE	PUBLIC CHARITY	EDUCATION	1,500
HASTY PUDDING INSTITUTE OF 1770 96 WINTHROP STREET CAMBRIDGE, MA 02138	NONE	PUBLIC CHARITY	EDUCATION	25,000
EASTERN REGION OF THE NATIONAL ASSOCIATION OF BLACK ACCOUNTANTS 7474 GREENWAY CENTER DRIVE SUITE 1120 GREENBELT, MD 20770	NONE	PUBLIC CHARITY	COMMUNITY IMPROVEMENT	3,000
BUSINESS CONSORTIUM FOR THE ARTS 101 WEST MAIN STREET SUITE 4500 NORFOLK, VA 23510	NONE	PUBLIC CHARITY	COMMUNITY IMPROVEMENT	10,000
ROC SOLID FOUNDATION 3333-B STATION HOUSE ROAD CHESAPEAKE, VA 23321	NONE	PUBLIC CHARITY	COMMUNITY IMPROVEMENT	948
PHD PROJECT ASSOCIATION THREE CHESTNUT RIDGE ROAD MONTVALE, NJ 07645	NONE	PUBLIC CHARITY	EDUCATION	35,000
PELHAM-BATESVILLE FIRE DEPT - PATRICK SCHULTZ RELIEF FUND 2761 SC-14 GREER, SC 29650	NONE	PUBLIC CHARITY	RELIEF FUND FOR FIREFIGHTER CRITICALLY INJURED IN PLANE CRASH	7,280
VIRGINIA FOUNDATION FOR INDEPENDENT COLLEGES 8010 RIDGE ROAD SUITE B RICHMOND, VA 23229	NONE	PUBLIC CHARITY	EDUCATION	5,000
VIRGINIA AQUARIUM AND MARINE SCIENCE CENTER 717 GENERAL BOOTH BLVD VIRGINIA BEACH, VA 23451	NONE	PUBLIC CHARITY	COMMUNITY IMPROVEMENT	1,695
VIRGINIA BEACH PUBLIC SCHOOLS EDUCATION FOUNDATION 2512 GEORGE MASON DRIVE VIRGINIA BEACH, VA 23456	NONE	PUBLIC CHARITY	EDUCATION	5,000
WINSTON-SALEM CHAMBER OF COMMERCE 411 W 4TH ST 211 WINSTONSALEM, NC 27101	NONE	PUBLIC CHARITY	COMMUNITY IMPROVEMENT	107,650
CARNIVAL MEMPHIS 4735 SPOTTSWOOD AVENUE SUITE 103 MEMPHIS, TN 38117	NONE	PUBLIC CHARITY	COMMUNITY IMPROVEMENT	10,500
COMMUNITY FOOD BANK OF CENTRAL ALABAMA 107 WALTER DAVIS DRIVE BIRMINGHAM, AL 35209	NONE	PUBLIC CHARITY	COMMUNITY IMPROVEMENT	5,202
FOODBANK OF SOUTHEASTERN VIRGINIA 800 TIDEWATER DRIVE NORFOLK, VA 23504	NONE	PUBLIC CHARITY	COMMUNITY IMPROVEMENT	70
Total			3a	768,602

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MID-SOUTH FOOD BANK 239 S DUDLEY MEMPHIS, TN 38104	NONE	PUBLIC CHARITY	COMMUNITY IMPROVEMENT	230
SECOND HARVEST FOOD BANK OF NORTHWEST NC 3655 REED STREET WINSTONSALEM, NC 27107	NONE	PUBLIC CHARITY	COMMUNITY IMPROVEMENT	50
MIDDLE TYGER COMMUNITY CENTER 84 GROCE ROAD LYMAN, SC 29365	NONE	PUBLIC CHARITY	COMMUNITY IMPROVEMENT	250
Total ▶ 3a				768,602

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

Schedule of Contributors

OMB No 1545-0047

Department of the Treasury
Internal Revenue Service

▶ **Attach to Form 990, 990-EZ, or 990-PF.**
▶ **Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.**

2013

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

Employer identification number
54-1847474

Organization type (check one)

- Filers of:** Form 990 or 990-EZ 501(c)() (enter number) organization
 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
 527 political organization
- Form 990-PF 501(c)(3) exempt private foundation
 4947(a)(1) nonexempt charitable trust treated as a private foundation
 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

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

Name of organizationDIXON HUGHES GOODMAN FOUNDATION
C/O JAMES M HAGGARD CHAIRMAN**Employer identification number**

54-1847474

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
—	See Additional Data Table _____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
—	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
—	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
—	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
—	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
—	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)

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

Employer identification number
54-1847474

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

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

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

Employer identification number
54-1847474

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

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

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

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

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

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

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

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

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

Additional Data

Software ID:

Software Version:

EIN: 54-1847474

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

Form 990 Schedule B, Part I - Contributors (see Instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	DIXON HUGHES GOODMAN LLP 6525 MORRISON BOULEVARD SUITE 500 CHARLOTTE, NC 28211	\$ 569,370	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
2	KENT SATTERFIELD 106 E ROUND HILL RD GREENVILLE, SC 29617	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
3	EDDIE SAMS 5608 FOXBURY DRIVE OAK RIDGE, NC 27310	\$ 27,500	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
4	MATT SNOW 3130 SHILLINGTON PL CHARLOTTE, NC 28210	\$ 7,500	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
5	ARIANESPACE SERVICE & SOLUTIONS 5335 WISCONSIN AVE NW WASHINGTON, DC 20015	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
6	MICHAEL CRAWFORD 1787 PISGAH HIGHWAY CANDLER, NC 28715	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
7	D MCNEILL 749 REVMONT DR PITTSBORO, NC 27312	\$ 8,500	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
8	BRAD BENTON 4364 E BROOKHAVEN DR ATLANTA, GA 30319	\$ 7,605	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
9	KEN HUGHES 12 CEDAR CHINE ASHEVILLE, NC 28803	\$ 6,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)
10	M SCHLAEPPI 4414 JOHNSON ST HIGH POINT, NC 27265	\$ 5,500	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)

Form 990 Schedule B, Part I - Contributors (see Instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<p><u>11</u></p>	<p>EDWARD STALL _____ 39 SIRRINE DR _____ GREENVILLE, SC 29605 _____</p>	<p>\$ _____ 5,105</p>	<p>Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contribution)</p>

TY 2013 Other Expenses Schedule

Name: DIXON HUGHES GOODMAN FOUNDATION

C/O JAMES M HAGGARD CHAIRMAN

EIN: 54-1847474

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
VA SCC FILING FEE	37	0		0
BANK CHARGES	45	0		0
CT CORP	270	0		0
MERCHANT FEES	395	0		0

TY 2013 Taxes Schedule

Name: DIXON HUGHES GOODMAN FOUNDATION

C/O JAMES M HAGGARD CHAIRMAN

EIN: 54-1847474

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX ON INVESTMENT INCOME FOR 2012	221	0		0