

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

The organization may have to use a copy of this return to satisfy state reporting requirements.

A For the 2012 calendar year, or tax year beginning **JUL 1, 2012** and ending **JUN 30, 2013**

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization THE COMMUNITY FOUNDATION OF HARRISONBURG & ROCKINGHAM COUNTY Doing Business As Number and street (or P.O. box if mail is not delivered to street address) Room/suite P.O. BOX 1068 City, town, or post office, state, and ZIP code HARRISONBURG, VA 22803 F Name and address of principal officer: MICHAEL E. FIORE 311 SOUTH MAIN ST., HARRISONBURG, VA 22801	D Employer identification number 54-1920746 E Telephone number 540-432-3863 G Gross receipts \$ 13,698,190. H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions) H(c) Group exemption number ▶
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		
J Website: ▶ HTTP://THE-COMMUNITY-FOUNDATION.ORG		
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		L Year of formation: 1998 M State of legal domicile: VA

Part I Summary			
Activities & Governance	1 Briefly describe the organization's mission or most significant activities: THE MISSION OF THE COMMUNITY FOUNDATION OF HARRISONBURG AND ROCKINGHAM COUNTY IS TO ENRICH THE		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	16
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	16
	5 Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	5
	6 Total number of volunteers (estimate if necessary)	6	0
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.
b Net unrelated business taxable income from Form 990-T, line 34	7b	0.	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year 1,375,298.	Current Year 3,054,196.
	9 Program service revenue (Part VIII, line 2g)	47,111.	54,570.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	550,192.	942,223.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	4,790.	6,968.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	1,977,391.	4,057,957.
	Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	1,413,874.
14 Benefits paid to or for members (Part IX, column (A), line 4)		0.	0.
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)		136,878.	147,022.
16a Professional fundraising fees (Part IX, column (A), line 11e)		0.	0.
b Total fundraising expenses (Part IX, column (D), line 25) ▶ 31,746.			
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)		178,236.	176,646.
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	1,728,988.	1,830,405.	
19 Revenue less expenses. Subtract line 18 from line 12	248,403.	2,227,552.	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year 17,079,034.	End of Year 20,025,400.
	21 Total liabilities (Part X, line 26)	5,798,466.	6,690,424.
	22 Net assets or fund balances. Subtract line 21 from line 20	11,280,568.	13,334,976.

Part II Signature Block					
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 officer) is based on all information of which preparer has any knowledge.					
Sign Here	▶ Signature of officer	Date			
	▶ MICHAEL E. FIORE, EXECUTIVE DIRECTOR/PRESIDENT	Type or print name and title			
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	KEVIN HUMPHRIES	KEVIN HUMPHRIES	11/15/13		P00168667
	Firm's name ▶ PBMARES, LLP	Firm's EIN ▶ 54-0737372		Phone no. 540 434-5975	
	Firm's address ▶ 558 SOUTH MAIN STREET HARRISONBURG, VA 22801				

May the IRS discuss this return with the preparer shown above? (see instructions) Yes No

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III [X]

1 Briefly describe the organization's mission: TO PROMOTE PHILANTHROPY AND TO ESTABLISH AND MANAGE CHARITABLE FUNDS SUPPORTING THE NEEDS OF OUR COMMUNITY.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? [] Yes [X] No

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? [] Yes [X] No

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code:) (Expenses \$ 124,139. including grants of \$ 110,000.) (Revenue \$) JAMES MADISON UNIVERSITY THE COMMUNITY FOUNDATION REGULARLY PROVIDES FUNDING FOR SCHOLARSHIPS AND EDUCATION INSTITUTIONS BASED ON THE INTERESTS OF OUR DONOR-ADVISORS. IN 2012-13, JAMES MADISON UNIVERSITY RECEIVED A LITTLE OVER \$110,000 FROM A NUMBER OF GRANTS AND SCHOLARSHIPS. THE MONIES WERE EARMARKED FOR A SEVERAL DIFFERING PROJECTS AT THE UNIVERSITY WHICH PLAYS AN INTEGRAL PART IN EVERY ASPECT OF THE HARRISONBURG-ROCKINGHAM COUNTY COMMUNITY.

4b (Code:) (Expenses \$ 52,905. including grants of \$ 52,905.) (Revenue \$) CITY OF HARRISONBURG THE COMMUNITY FOUNDATION HAS PROVIDED FUNDING AND FUNDRAISING SUPPORT FOR SEVERAL COMMUNITY PROJECTS FOR THE CITY OF HARRISONBURG. IN 2002, AN ENDOWED FUND WAS ESTABLISHED BY A DONOR FOR THE UPKEEP AND CLEANUP OF BLACK'S RUN THAT RUNS THROUGH THE CITY AND AREA PARKS. IN ADDITION, FUNDRAISING ASSISTANCE HAS BEEN PROVIDED FOR THE CITY'S FIRST TEE PROGRAM, CONSTRUCTION OF A PUBLIC PAVILION THAT HOUSES THE DOWNTOWN FARMERS' MARKET TWO DAYS A WEEK, AND DREAM COME TRUE PLAYGROUND. THE COMMUNITY FOUNDATION PROVIDED THE NECESSARY TOOLS TO ACCOMPLISH EACH OBJECTIVE IN A MANNER ACCEPTABLE TO ALL PARTIES. FUNDS DISTRIBUTED TO THE CITY OF HARRISONBURG FOR THE PROJECTS DESCRIBED IN 2012-13 TOTALED OVER \$52,000 BRINGING OUR TOTAL SUPPORT OVER THE LAST FIVE YEARS TO

4c (Code:) (Expenses \$ 37,333. including grants of \$ 37,333.) (Revenue \$) ROCKINGHAM MEMORIAL HOSPITAL THE COMMUNITY FOUNDATION CONTINUES, THROUGH ITS DONOR-ADVISORS, TO SUPPORT ITS COMMUNITY HOSPITAL. GRANTS TO ROCKINGHAM MEMORIAL HOSPITAL, NOW A SENTARA HOSPITAL, TOTALED ONLY \$37,000 DURING OUR FISCAL YEAR 2012-13. TOTAL GRANTS THE PAST SIX YEARS TO THIS GRANTEE HAVE BEEN OVER \$500,000. THOSE GRANTS HELPED THE HOSPITAL CONTINUE ITS REGULAR SERVICES AND PROVIDED A SMALL PORTION OF FUNDS NEEDED FOR A NEW LOCATION AND NEW WOMEN'S CENTER.

4d Other program services (Describe in Schedule O.) (Expenses \$ 1,384,927. including grants of \$ 1,306,499.) (Revenue \$)

4e Total program service expenses 1,599,304.

THE COMMUNITY FOUNDATION OF HARRISONBURG
& ROCKINGHAM COUNTY

Form 990 (2012)

54-1920746 Page 3

Part IV Checklist of Required Schedules

		Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	X	
2	Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ?	X	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		X
4	Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>		X
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>		X
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>	X	
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>		X
9	Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>		X
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>	X	
11	If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>	X	
b	Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>		X
c	Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>		X
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>	X	
e	Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	X	
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>	X	
12a	Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>	X	
b	Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>		X
13	Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a	Did the organization maintain an office, employees, or agents outside of the United States?		X
b	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>		X
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Parts II and IV</i>		X
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Parts III and IV</i>		X
17	Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>		X
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>		X
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X
20a	Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		X
b	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

Form 990 (2012)

**THE COMMUNITY FOUNDATION OF HARRISONBURG
& ROCKINGHAM COUNTY**

Part IV Checklist of Required Schedules (continued)

		Yes	No
21	Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	X	
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>		X
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>		X
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i>		X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>		X
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>		X
26	Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>		X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>		X
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	X	
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>		X
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	X	
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	X	
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>		X
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
b	If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>		
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		X
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>		X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable		
	1a 6		
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable		
	1b 0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	X	
	1c		
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return		
	2a 5		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	X	
	2b		
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?		X
	3a		
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O		
	3b		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		X
	4a		
b	If "Yes," enter the name of the foreign country: See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
	4b		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
	5a		
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
	5b		
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		
	5c		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?		X
	6a		
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
	6b		
7	Organizations that may receive deductible contributions under section 170(c).		
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?		X
	7a		
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		
	7b		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
	7c		
d	If "Yes," indicate the number of Forms 8282 filed during the year		
	7d		
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
	7e		
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
	7f		
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
	7g		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		
	7h		
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		X
	8		
9	Sponsoring organizations maintaining donor advised funds.		
a	Did the organization make any taxable distributions under section 4966?		X
	9a		
b	Did the organization make a distribution to a donor, donor advisor, or related person?		X
	9b		
10	Section 501(c)(7) organizations. Enter:		
a	Initiation fees and capital contributions included on Part VIII, line 12	10a	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b	
11	Section 501(c)(12) organizations. Enter:		
a	Gross income from members or shareholders	11a	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b	
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a	
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b	
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.	13a	
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b	
c	Enter the amount of reserves on hand	13c	
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a	X
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b	

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response to any question in this Part VI

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.		
	1a 16		
b	Enter the number of voting members included in line 1a, above, who are independent		
	1b 16		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?	3	X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4	X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5	X
6	Did the organization have members or stockholders?	6	X
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a	X
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b	X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a	The governing body?	8a	X
b	Each committee with authority to act on behalf of the governing body?	8b	X
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9	X

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

		Yes	No
10a	Did the organization have local chapters, branches, or affiliates?	10a	X
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b	
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	X
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13	12a	X
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	X
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	12c	X
13	Did the organization have a written whistleblower policy?	13	X
14	Did the organization have a written document retention and destruction policy?	14	X
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a	The organization's CEO, Executive Director, or top management official	15a	X
b	Other officers or key employees of the organization	15b	X
	If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).		
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a	X
b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	16b	

Section C. Disclosure

- 17** List the states with which a copy of this Form 990 is required to be filed ► NONE
- 18** Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
 Own website Another's website Upon request Other (explain in Schedule O)
- 19** Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
- 20** State the name, physical address, and telephone number of the person who possesses the books and records of the organization: ►
MIKE E. FIORE, THE COMMUNITY FOUNDATION - 540-432-3863
311 SOUTH MAIN ST., HARRISONBURG, VA 22801

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response to any question in this Part VII

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) JOSEPH S. PAXTON DIRECTOR	1.00	X					0.	0.	0.	
(2) STEPHANNE S. BYRD VICE CHAIR	1.00	X					0.	0.	0.	
(3) STEVEN GORDON CHAIR	2.00	X		X			0.	0.	0.	
(4) KATHLEEN M. GRAVES DIRECTOR	1.50	X		X			0.	0.	0.	
(5) KIMBERLY A. HAINES SECRETARY	1.00	X					0.	0.	0.	
(6) BETSY NEFF HAY DIRECTOR	1.00	X					0.	0.	0.	
(7) W. MICHAEL HEATWOLE III FINANCE CO-CHAIR	1.00	X					0.	0.	0.	
(8) DALE LAM AUDIT CHAIR	1.00	X					0.	0.	0.	
(9) AMY L. RUSH DIRECTOR	1.00	X					0.	0.	0.	
(10) JENNIFER SHIRKEY IMMEDIATE PAST CHAIR	1.00	X					0.	0.	0.	
(11) MARK J. WARNER DIRECTOR	1.00	X					0.	0.	0.	
(12) PETER S. YATES DIRECTOR	1.00	X					0.	0.	0.	
(13) BRIAN SHULL DIRECTOR	1.00	X					0.	0.	0.	
(14) DANIEL O. URIBE DIRECTOR	1.00	X					0.	0.	0.	
(15) ELLEN H. BRODERSEN CO-CHAIR FINANCE COMMITTEE	1.00	X					0.	0.	0.	
(16) PHILLIP C. STONE JR. TREASURER & LEGAL COUNSEL	1.00	X		X			0.	0.	0.	
(17) JEFFREY ADAMS DIRECTOR	1.00	X					0.	0.	0.	

THE COMMUNITY FOUNDATION OF HARRISONBURG
& ROCKINGHAM COUNTY

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) TONI BAILEY DIRECTOR	1.00	X						0.	0.	0.
(19) MICHAEL E. FIORE EXECUTIVE DIRECTOR/PRESIDENT	20.00			X			10,000.	0.	0.	0.
(20) REVLAN S. HILL VICE PRESIDENT	40.00			X			64,020.	0.	1,980.	0.
1b Sub-total							74,020.	0.	1,980.	
c Total from continuation sheets to Part VII, Section A							0.	0.	0.	
d Total (add lines 1b and 1c)							74,020.	0.	1,980.	

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **0**

	Yes	No
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>		X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i>		X
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
NONE		

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization **0**

THE COMMUNITY FOUNDATION OF HARRISONBURG
& ROCKINGHAM COUNTY

Form 990 (2012)

54-1920746 Page 9

Part VIII Statement of Revenue

Check if Schedule O contains a response to any question in this Part VIII

		(A)	(B)	(C)	(D)	
		Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512, 513, or 514	
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a				
	b Membership dues	1b				
	c Fundraising events	1c				
	d Related organizations	1d				
	e Government grants (contributions)	1e				
	f All other contributions, gifts, grants, and similar amounts not included above	1f 3,054,196.				
	g Noncash contributions included in lines 1a-1f: \$	1,686,001.				
	h Total. Add lines 1a-1f		3,054,196.			
	Program Service Revenue	2 a ADMINISTRATIVE FEES	Business Code 561000	54,570.	54,570.	
b						
c						
d						
e						
f All other program service revenue						
g Total. Add lines 2a-2f			54,570.			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		379,095.		379,095.	
	4 Income from investment of tax-exempt bond proceeds					
	5 Royalties					
	6 a Gross rents	(i) Real				
		(ii) Personal				
		b Less: rental expenses				
		c Rental income or (loss)				
	d Net rental income or (loss)					
	7 a Gross amount from sales of assets other than inventory	(i) Securities	10,203,361.			
		(ii) Other				
		b Less: cost or other basis and sales expenses	9,640,233.			
		c Gain or (loss)	563,128.			
	d Net gain or (loss)		563,128.		563,128.	
	8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	a				
		b Less: direct expenses				
c Net income or (loss) from fundraising events						
9 a Gross income from gaming activities. See Part IV, line 19	a					
	b Less: direct expenses					
	c Net income or (loss) from gaming activities					
10 a Gross sales of inventory, less returns and allowances	a					
	b Less: cost of goods sold					
	c Net income or (loss) from sales of inventory					
Miscellaneous Revenue		Business Code				
11 a OTHER INCOME		900099	6,968.	6,968.		
	b					
	c					
	d All other revenue					
	e Total. Add lines 11a-11d		6,968.			
12 Total revenue. See instructions.		4,057,957.	61,538.	0.	942,223.	

**THE COMMUNITY FOUNDATION OF HARRISONBURG
& ROCKINGHAM COUNTY**

Form 990 (2012)

54-1920746 Page 10

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response to any question in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	1,506,737.	1,506,737.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	78,000.	47,817.	14,583.	15,600.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	57,380.	28,128.	24,352.	4,900.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	1,360.	684.	469.	207.
9 Other employee benefits	645.	324.	223.	98.
10 Payroll taxes	9,637.	4,842.	3,325.	1,470.
11 Fees for services (non-employees):				
a Management				
b Legal				
c Accounting	18,500.		18,500.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees	110,433.		110,433.	
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)				
12 Advertising and promotion	6,796.			6,796.
13 Office expenses	7,648.		7,648.	
14 Information technology	12,266.	4,157.	6,941.	1,168.
15 Royalties				
16 Occupancy	11,771.	6,615.	3,649.	1,507.
17 Travel	1,070.		1,070.	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization				
23 Insurance	1,222.		1,222.	
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a DUES, MEMBERSHIPS, LICE	3,527.		3,527.	
b STAFF DEVELOPMENT & BOA	1,408.		1,408.	
c SMALL EQUIPMENT & MAINT	1,011.		1,011.	
d OTHER/MISC EXPENSE	862.		862.	
e All other expenses	132.		132.	
25 Total functional expenses. Add lines 1 through 24e	1,830,405.	1,599,304.	199,355.	31,746.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

Check here if following SOP 98-2 (ASC 958-720)

THE COMMUNITY FOUNDATION OF HARRISONBURG
& ROCKINGHAM COUNTY

Form 990 (2012)

54-1920746 Page 11

Part X Balance Sheet

Check if Schedule O contains a response to any question in this Part X

		(A) Beginning of year		(B) End of year	
Assets	1 Cash - non-interest-bearing	183,385.	1	108,540.	
	2 Savings and temporary cash investments	838,578.	2	1,469,912.	
	3 Pledges and grants receivable, net	306,174.	3	287,875.	
	4 Accounts receivable, net		4		
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5		
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L		6		
	7 Notes and loans receivable, net		7		
	8 Inventories for sale or use		8		
	9 Prepaid expenses and deferred charges		9		
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 1,700.			
	b Less: accumulated depreciation	10b 1,700.	0.	10c 0.	
	11 Investments - publicly traded securities	14,309,505.	11	16,729,378.	
	12 Investments - other securities. See Part IV, line 11		12		
	13 Investments - program-related. See Part IV, line 11		13		
	14 Intangible assets		14		
	15 Other assets. See Part IV, line 11	1,441,392.	15	1,429,695.	
16 Total assets. Add lines 1 through 15 (must equal line 34)	17,079,034.	16	20,025,400.		
Liabilities	17 Accounts payable and accrued expenses	8,255.	17	6,584.	
	18 Grants payable		18		
	19 Deferred revenue		19		
	20 Tax-exempt bond liabilities		20		
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21		
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22		
	23 Secured mortgages and notes payable to unrelated third parties		23		
	24 Unsecured notes and loans payable to unrelated third parties		24		
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	5,790,211.	25	6,683,840.	
	26 Total liabilities. Add lines 17 through 25	5,798,466.	26	6,690,424.	
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.				
	27 Unrestricted net assets	9,533,002.	27	11,834,681.	
	28 Temporarily restricted net assets	1,747,566.	28	1,500,295.	
	29 Permanently restricted net assets		29		
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.				
	30 Capital stock or trust principal, or current funds		30		
	31 Paid-in or capital surplus, or land, building, or equipment fund		31		
	32 Retained earnings, endowment, accumulated income, or other funds		32		
33 Total net assets or fund balances	11,280,568.	33	13,334,976.		
34 Total liabilities and net assets/fund balances	17,079,034.	34	20,025,400.		

Form 990 (2012)

**THE COMMUNITY FOUNDATION OF HARRISONBURG
& ROCKINGHAM COUNTY**

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	4,057,957.
2	Total expenses (must equal Part IX, column (A), line 25)	2	1,830,405.
3	Revenue less expenses. Subtract line 2 from line 1	3	2,227,552.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	11,280,568.
5	Net unrealized gains (losses) on investments	5	819,306.
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	-992,450.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	13,334,976.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII

		Yes	No
1	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		X
2b	Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	X	
2c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	X	
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		X
3b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No. 1545-0047

2012

Open to Public Inspection

Name of the organization **THE COMMUNITY FOUNDATION OF HARRISONBURG & ROCKINGHAM COUNTY**

Employer identification number
54-1920746

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E.)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8 A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9 An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
- 10 An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h.
 - a Type I b Type II c Type III - Functionally integrated d Type III - Non-functionally integrated
- e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

	Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?	11g(i)	
(ii) A family member of a person described in (i) above?	11g(ii)	
(iii) A 35% controlled entity of a person described in (i) or (ii) above?	11g(iii)	
- h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of monetary support
			Yes	No	Yes	No	Yes	No	
Total									

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	2527852.	2454692.	2960301.	1375298.	3054197.	12372340.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	2527852.	2454692.	2960301.	1375298.	3054197.	12372340.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						1649700.
6 Public support. Subtract line 5 from line 4.						10722640.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4	2527852.	2454692.	2960301.	1375298.	3054197.	12372340.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	384,009.	264,905.	294,851.	438,008.	379,095.	1760868.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)	1,136.	6,082.		4,790.	6,968.	18,976.
11 Total support. Add lines 7 through 10						14152184.
12 Gross receipts from related activities, etc. (see instructions)					12	177,581.
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))	14	75.77 %
15 Public support percentage from 2011 Schedule A, Part II, line 14	15	76.25 %
16a 33 1/3% support test - 2012. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	<input checked="" type="checkbox"/>	
b 33 1/3% support test - 2011. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
17a 10% -facts-and-circumstances test - 2012. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
b 10% -facts-and-circumstances test - 2011. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions	<input type="checkbox"/>	

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						

14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here**

Section C. Computation of Public Support Percentage

15 Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2011 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2011 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2012. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

b 33 1/3% support tests - 2011. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No. 1545-0047

2012

Name of the organization

THE COMMUNITY FOUNDATION OF HARRISONBURG
& ROCKINGHAM COUNTY

Employer identification number

54-1920746

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)(3) (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 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

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

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

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

SCHEDULE D (Form 990)

Department of the Treasury Internal Revenue Service

Supplemental Financial Statements

Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.

Attach to Form 990. See separate instructions.

OMB No. 1545-0047

2012

Open to Public Inspection

Name of the organization THE COMMUNITY FOUNDATION OF HARRISONBURG & ROCKINGHAM COUNTY

Employer identification number 54-1920746

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

Table with 3 columns: Question, (a) Donor advised funds, (b) Funds and other accounts. Rows include total number at end of year, aggregate contributions, aggregate grants, aggregate value, and questions about donor advisement.

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

Form for Part II Conservation Easements. Includes checkboxes for purposes of easements, a table for held easements (2a-2d), and questions about monitoring and reporting.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

Form for Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Includes questions about reporting and amounts for revenues and assets.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):

- a Public exhibition
- b Scholarly research
- c Preservation for future generations
- d Loan or exchange programs
- e Other _____

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No

b If "Yes," explain the arrangement in Part XIII and complete the following table:

	Amount
c Beginning balance	1c
d Additions during the year	1d
e Distributions during the year	1e
f Ending balance	1f

2a Did the organization include an amount on Form 990, Part X, line 21? Yes No

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	5,417,419.	5,693,351.	5,115,352.	4,348,191.	5,396,690.
b Contributions	694,228.	197,742.	105,757.	784,522.	104,532.
c Net investment earnings, gains, and losses	446,680.	-42,939.	884,076.	392,163.	-942,819.
d Grants or scholarships	163,670.	321,033.	282,323.	317,293.	139,287.
e Other expenditures for facilities and programs	1,700.	200.	14,343.	6,880.	20,004.
f Administrative expenses	131,004.	109,502.	115,168.	85,351.	50,921.
g End of year balance	6,261,953.	5,417,419.	5,693,351.	5,115,352.	4,348,191.

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

- a Board designated or quasi-endowment 100.00 %
- b Permanent endowment %
- c Temporarily restricted endowment %

The percentages in lines 2a, 2b, and 2c should equal 100%.

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

	Yes	No
(i) unrelated organizations		X
(ii) related organizations		X
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?	3b	

4 Describe in Part XIII the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment		1,700.	1,700.	0.
e Other				
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				0.

**THE COMMUNITY FOUNDATION OF HARRISONBURG
& ROCKINGHAM COUNTY**

Schedule D (Form 990) 2012

54-1920746 Page 3

Part VII Investments - Other Securities. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.) ▶		

Part VIII Investments - Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 13.) ▶		

Part IX Other Assets. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1) BENEFICIAL INTERESTS IN CHARITABLE LEAD TRUSTS	1,212,420.
(2) REAL ESTATE	215,000.
(3) OTHER	2,275.
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ▶	1,429,695.

Part X Other Liabilities. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) AGENCY OBLIGATIONS	6,683,840.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	6,683,840.

2. FIN 48 (ASC 740) Footnote. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII

**THE COMMUNITY FOUNDATION OF HARRISONBURG
& ROCKINGHAM COUNTY**

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements	1	3,493,629.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	819,306.
b	Donated services and use of facilities	2b	20,499.
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII.)	2d	
e	Add lines 2a through 2d	2e	839,805.
3	Subtract line 2e from line 1	3	2,653,824.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	110,433.
b	Other (Describe in Part XIII.)	4b	1,293,700.
c	Add lines 4a and 4b	4c	1,404,133.
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.)	5	4,057,957.

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements	1	1,439,221.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	20,499.
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII.)	2d	
e	Add lines 2a through 2d	2e	20,499.
3	Subtract line 2e from line 1	3	1,418,722.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	110,433.
b	Other (Describe in Part XIII.)	4b	301,250.
c	Add lines 4a and 4b	4c	411,683.
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.)	5	1,830,405.

Part XIII Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

PART V, LINE 4: ENDOWMENTS ARE USED FOR SCHOLARSHIPS, SOME

DONOR-ADVISED FUNDS, AGENCY FUNDS, DESIGNATED AND FIELD OF INTEREST FUNDS.

WE HELP SUPPORT FREE CLINIC, ARTS, LOCAL STREAM CLEAN UP, BIG

BROTHERS/SISTERS, CHURCHES, LIBRARIES, EDUCATION IN VARIOUS WAYS,

HISTORICAL PRESERVATION, SHELTERED WORKSHOP, PUBLIC EVENTS LIKE FIRST

NIGHT, ETC.

PART X, LINE 2: THE FOUNDATION ADOPTED THE PROVISIONS OF ACCOUNTING

Part XIII Supplemental Information (continued)

FOR UNCERTAINTY IN INCOME TAX POSITIONS AS REQUIRED BY THE INCOME TAXES
 TOPIC OF THE FINANCIAL ACCOUNTING STANDARDS BOARD (FASB) ACCOUNTING
 STANDARDS CODIFICATION; HOWEVER, MANAGEMENT DOES NOT BELIEVE IT IS EXPOSED
 TO ANY SUCH POSITIONS AS THEY ARE DEFINED IN THIS GUIDANCE. THE
 FOUNDATION FILES FORM 990, RETURN OF ORGANIZATION EXEMPT FROM INCOME TAX,
 ANNUALLY WITH THE UNITED STATES DEPARTMENT OF THE TREASURY AND FORM 990T,
 EXEMPT ORGANIZATION BUSINESS INCOME TAX RETURN, WHEN REQUIRED. SUCH
 RETURNS FOR THE TAX YEARS ENDED JUNE 30, 2010 THROUGH 2013 REMAIN OPEN TO
 POTENTIAL EXAMINATION BY TAXING AUTHORITIES.

PART XI, LINE 4B - OTHER ADJUSTMENTS:

AGENCY ACCOUNT CONTRIBUTIONS	712,459.
INVESTMENT INCOME ALLOCATED TO AGENCY ACCOUNTS	574,273.
RECLASS OF EXPENSE ACCOUNTS WITH DEBIT BALANCE	6,968.
TOTAL TO SCHEDULE D, PART XI, LINE 4B	1,293,700.

PART XII, LINE 4B - OTHER ADJUSTMENTS:

RECLASS OF DEBIT BALANCE EXPENSES	6,968.
GRANTS MADE FROM AGENCY ACCOUNTS	294,282.
TOTAL TO SCHEDULE D, PART XII, LINE 4B	301,250.

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.

▶ Attach to Form 990.

OMB No. 1545-0047

2012

**Open to Public
Inspection**

Name of the organization **THE COMMUNITY FOUNDATION OF HARRISONBURG
& ROCKINGHAM COUNTY** Employer identification number
54-1920746

Part I General Information on Grants and Assistance

- 1** Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? **Yes** **No**
- 2** Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
ADVANCING NATIVE MISSION PO BOX 5303 CHARLOTTESVILLE, VA 22803	75-2402759	501(C)(3)	18,400.	0.			UNRESTRICTED & RESTRICTED FOR KAJIADO CHILDREN'S HOME
ALL RECREATION OF VIRGINIA, INC. 20609 GORDON PARK SQUARE ASHBURN, VA 20147	54-1967878		5,725.	0.			SHADE STRUCTURE FOR PLAYGROUND
ASBURY UNITED METHODIST CHURCH 205 SOUTH MAIN ST. HARRISONBURG, VA 22801	54-0519596	501(C)(3)	43,200.	0.			, ANNUAL BUDGET, BUILDING FUND, CAPITAL CAMPAIGN
BIG BROTHERS BIG SISTERS 225 N HIGH ST. STE 1 HARRISONBURG, VA 22802	51-0209104	501(C)(3)	21,500.	0.			UNRESTRICTED
BLUE RIDGE AREA FOOD BANK PO BOX 937 VERONA, VA 24482	52-1202644	501(C)(3)	9,861.	0.			UNRESTRICTED FUNDS, ANNUAL DISTRIBUTION & RESTRICTED FUNDS FOR HARRISONBURG COMMUNITY.
BLUE RIDGE COMMUNITY COLLEGE - FINANCIAL AID - PO BOX 80 - WEYERS CAVE, VA 24486	54-1268283	501(C)(3)	14,750.	0.			SCHOLARSHIPS & UNRESTRICTED PURPOSES

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table **▶ 41.**

3 Enter total number of other organizations listed in the line 1 table **▶ 10.**

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule I (Form 990) (2012)

SEE PART IV FOR COLUMN (H) DESCRIPTIONS

THE COMMUNITY FOUNDATION OF HARRISONBURG
& ROCKINGHAM COUNTY

Schedule I (Form 990)

54-1920746

Page 1

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
BRIDGEWATER COLLEGE 402 EAST COLLEGE STREET BOX 33 BRIDGEWATER, VA 22812	54-0506306	501(C)(3)	10,500.	0.			LOWELL A. & PEGGY W. MILLER SCHOLARSHIP AND UNRESTRICITED PURPOSE
CHURCH OF THE INCARN 57 S. MAIN ST. STE. 609 HARRISONBURG, VA 22801	54-6001343		5,000.	0.			RENOVATION PROJECT
CITY OF HARRISONBURG 345 S. MAIN ST. HARRISONBURG, VA 22801	54-6001343	170(C)(1)	52,905.	0.			SUPPORT OF BLACKS RUN CLEAN-UP
COLUMBIA INTERNATIONAL UNIVERSITY PO BOX 3122 COLUMBIA, SC 29230	57-0352247	501(C)(3)	5,000.	0.			UNRESTRICTED
CORNERSTONE CHURCH AT THE LAKE 3591 IZAAK WALTON DR. HARRISONBURG, VA 22801			6,450.	0.			RESTRICTED FUNDS FOR INDIVIDUAL ACCOUNTS IN PAPA NEW GUINEA
COVENANT PRESBYTERIAN CHURCH 32 SOUTHGATE COURT, STE. 101 HARRISONBURG, VA 22801			6,300.	0.			RESTRICTED FOR MISSIONS & 2013 TITHE
DANIEL'S 2060 PRO POINTE LANE HARRISONBURG, VA 22801			6,593.	0.			RESTRICTED: WALK OF HOPE T-SHIRTS
DAYTON CHURCH OF THE BRETHERN PO BOX 236 DAYTON, VA 22821	54-1098380	501(C)(3)	5,000.	0.			UNRESTRICTED SUPPORT
EASTERN MENNONITE UNIVERSITY 1200 PARK RD. HARRISONBURG, VA 22802	54-0575812	501(C)(3)	27,750.	0.			RESTRICTED: EARLY LEARNING CENTER, SHENANDOAH VALLEY BACH FESTIVAL, NATHANIEL

Schedule I (Form 990)

THE COMMUNITY FOUNDATION OF HARRISONBURG
& ROCKINGHAM COUNTY

Schedule I (Form 990)

54-1920746

Page 1

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
EXPLORE MORE DISCOVERY 150 S. MAIN ST. HARRISONBURG, VA 22801	16-1683676	501(C)(3)	13,332.	0.			UNRESTRICTED AND RESTRICTED CAPITAL CAMPAIGN
FELLOWSHIP OF CHRIST 1866-C EAST MARKET ST. STE 3232 HARRISONBURG, VA 22802	44-0610626	501(C)(3)	10,000.	0.			UNRESTRICTED
FIRST PRESBYTERIAN CHURCH 17 NORTH COURT SQUARE HARRISONBURG, VA 22801	54-0576303	501(C)(3)	15,700.	0.			LOCAL CHURCH USE & UNRESTRICTED
FRIENDSHIP INDUSTRIES, INC. 801 FRIENDSHIP DR. HARRISONBURG, VA 22802	54-6073412	501(C)(3)	6,911.	0.			UNRESTRICTED
GENERATIONS CROSSING 3765 TAYLOR SPRING LANE HARRISONBURG, VA 22801	54-2061192	501(C)(3)	6,050.	0.			RESTRICTED: MAGICIAN VISIT, WILDLIFE CENTER, CONTINUING EDUCATION; UNRESTRICTED
GLOBAL DISCIPLES PO BOX 731 HARRISONBURG, VA 22803	52-1437518	501(C)(3)	35,000.	0.			UNRESTRICTED
HABITAT FOR HUMANITY - BEACHES 797 MAYPORT TD. ATLANTIC BEACH, FL 32233	65-0234544	501(C)(3)	5,000.	0.			UNRESTRICTED
HARRISONBURG MENNONITE CHURCH 1552 S. HIGH ST. HARRISONBURG, VA 22801	54-1001338	501(C)(3)	40,750.	0.			RESTRICTED: GENERAL AND SALT CLASS
HARRISONBURG POLICE FOUNDATION 101 NORTH MAIN ST. HARRISONBURG, VA 22802	27-2495254	501(C)(3)	5,500.	0.			POLICE RECOGNITION WEEK

Schedule I (Form 990)

THE COMMUNITY FOUNDATION OF HARRISONBURG
& ROCKINGHAM COUNTY

Schedule I (Form 990)

54-1920746

Page 1

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
HARRISONBURG PREGNANCY CENTER TOTAL - 833 CANTRELL AVE. - HARRISONBURG, VA 22801	52-1327965	501(C)(3)	16,600.	0.			UNRESTRICTED AND RESTRICTED FOR ULTRASOUND MACHINE
HARRISONBURG-ROCKINGHAM FREE CLINIC - 25 W. WATER ST. - HARRISONBURG, VA 22801	54-1568909	501(C)(3)	96,036.	0.			UNRESTRICTED AND RESTRICTED FOR FINANCIAL SUSTAINABILITY
JAMES MADISON UNIVERSITY 800 S. MAIN ST. HARRISONBURG, VA 22807	54-6001756	501(C)(3)	68,500.	0.			RESTRICTED: FURIOUS FLOWER POETRY CENTER, MADISON FOREVER VISION FUND, BRIDGEFORTH
JMU FINANCIAL AID MCS 3516 WARREN HALL HARRISONBURG, VA 22807	23-7156305	501(C)(3)	24,339.	0.			SCHOLARSHIPS
JMU FOUNDATION MSC 3603 800 SOUTH MAIN ST. HARRISONBURG, VA 22807	23-7156305	501(C)(3)	31,300.	0.			RESTRICTED
LIGHTKEEPER MINISTRIES PO BOX 30 PENN LAIRD, VA 22846	80-0507239	501(C)(3)	12,000.	0.			UNRESTRICTED
LIGONIER MINISTRIES 421 LIGONIER CT. SANFORD, FL 32771	25-1298611	501(C)(3)	50,000.	0.			UNRESTRICTED
MASSANUTTEN REGIONAL LIBRARY 174 S. MAIN ST. HARRISONBURG, VA 22801	54-0548703	501(C)(3)	8,750.	0.			VILLAGE LIBRARY AND UNRESTRICTED
MT. HOREB PRESBYTERIAN CHURCH 4517 ROCKFISH RD. GROTTOES, VA 24441			6,140.	0.			UNRESTRICTED

Schedule I (Form 990)

THE COMMUNITY FOUNDATION OF HARRISONBURG
& ROCKINGHAM COUNTY

Schedule I (Form 990)

54-1920746

Page 1

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
NAZARENE COMPASSIONATE MINISTRIES 6450 WEATHERFIELD COURT MAUMEE, OH 43537	44-0552034	501(C)(3)	5,500.	0.			RESTRICTED FOR VERITAS AND LEADERSHIP TRAINING
NEW BEGINNINGS CHURCH 101 PIKE CHURCH RD. HARRISONBURG, VA 22801	31-1681273		5,000.	0.			REGULAR OFFERING REGULAR OFFERING
NORTH RIVER LIBRARY 118 MT. CRAWFORD AVE BRIDGEWATER, VA 22812	54-0548703		8,079.	0.			UNRESTRICTED
ONE CHILD AT A TIME 40 CEDAR RIDGE RD. WAYNEBORO, VA 22980	54-1957526	501(C)(3)	5,000.	0.			UNRESTRICTED
PEOPLE HELPING PEOPLE 282 EAST MARKET ST. HARRISONBURG, VA 22801	54-1695798	501(C)(3)	5,103.	0.			UNRESTRICTED
ROCKINGHAM COUNTY PUBLIC SCHOOL 100 MT. CLINTON PIKE HARRISONBURG, VA 22802	54-6001584		14,850.	0.			TAHS GIRLS VARSITY SOCCER PROGRAM IN HONOR OF RUSTY HENRY; PRIVACY DIVIDERS FOR MONTEVIDEO MIDDLE
ROCKINGHAM MEMORIAL HOSPITAL 2010 HEALTH CAMPUS DR. HARRISONBURG, VA 22801	54-0506331	501(C)(3)	37,333.	0.			WHITE ROSE GIVING CIRCLE, FUNKHOUSER WOMEN'S CENTER, RMH REGIONAL CANCER CENTER, AND
SENH HABITAT FOR HUMANITY PO BOX 4428 PORTSMOUTH, NH 03802	91-1914868	501(C)(3)	10,000.	0.			UNRESTRICTED
SHENANDOAH AREA COUNCIL, BOY SCOUTS OF AMERICA - 107 YOUTH DEVELOPMENT COURT - WINCHESTER, VA 22602	54-0505874	501(C)(3)	40,000.	0.			GENERAL OPERATING AND PROJECTS AT CAMP ROCK ENON

Schedule I (Form 990)

THE COMMUNITY FOUNDATION OF HARRISONBURG
& ROCKINGHAM COUNTY

Schedule I (Form 990)

54-1920746

Page 1

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
SHENANDOAH CIVIL WAR ASSOCIATES 104 MIRANDY COURT BRIDGEWATER, VA 22812	54-2054804	501(C)(3)	7,500.	0.			UNRESTRICTED SUPPORT
SHENANDOAH UNIVERSITY 1460 UNIVERSITY DR. WINCHESTER, VA 22601	54-0525605	501(C)(3)	120,000.	0.			STEINWAY INITIATIVE AND BUILDING FUND FOR NEW HEALTH SCIENCES
SHENANDOAH VALLEY DISCOVERY MUSEUM 54 S. LOUDON STREET WINCHESTER, VA 22601	54-1692942	501(C)(3)	15,000.	0.			UNRESTRICTED - OPERATIONS
SHENANDOAH VALLEY ECONOMIC EDUCATION INC. - 418 FAIRWAY DR. - HARRISONBURG, VA 22802	54-1168566	501(C)(3)	6,634.	0.			UNRESTRICTED
SVEE AGENCY 238 CAMPBELL ST. HARRISONBURG, VA 22801	54-1168566	501(C)(3)	47,566.	0.			ANNUAL DISTRIBUTION
UNITED WAY OF HARRISONBURG ROCKINGHAM - PO BOX 326 - HARRISONBURG, VA 22803	54-0632716	501(C)(3)	38,695.	0.			UNRESTRICTED AND RESTRICTED FOR FIRST STEP AND FRIENDSHIP INDUSTRIES
VIRGINIA MENNONITE MISSIONS 901 PARKWOOD DR. HARRISONBURG, VA 22802	54-0793291	501(C)(3)	14,000.	0.			RESTRICTED AND UNRESTRICTED SUPPORT
VIRGINIA TECH FINANCIAL AID OFFICE 200 STUDENT SERVICE BLDG BLACKSBURG, VA 24061	54-6001805	501(C)(3)	5,000.	0.			SCHOLARSHIPS
WINCHESTER EDUCATION FOUNDATION WINCHESTER PUBLIC SCHOOLS WINCHESTER, VA 22601	54-2009704	501(C)(3)	100,000.	0.			ENDOWMENT FOR CHAIR OF ENGLISH AT HANDLEY HS AND OTHER RESTRICTED PURPOSES

Schedule I (Form 990)

**THE COMMUNITY FOUNDATION OF HARRISONBURG
& ROCKINGHAM COUNTY**

Part III **Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 22.
Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance

Part IV **Supplemental Information.** Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

SCHEDULE I, PART I, LINE 2: ONCE GRANTS ARE ISSUED THERE IS NO MONITORING OF USE.

PART II, LINE 1, COLUMN (H):

(H) PURPOSE OF GRANT OR ASSISTANCE: RESTRICTED: EARLY LEARNING CENTER, SHENANDOAH VALLEY BACH FESTIVAL, NATHANIEL DANIEL, JUDITH SHOWALTER, COACHLINK

(H) PURPOSE OF GRANT OR ASSISTANCE: RESTRICTED: FURIOUS FLOWER POETRY

Part IV Supplemental Information

CENTER, MADISON FOREVER VISION FUND, BRIDGFORTH STADIUM, ARBORETUM
WATERFALL, PRESIDENTIAL SUITE COMPLEX AND UNRESTRICTED

(H) PURPOSE OF GRANT OR ASSISTANCE: TAHS GIRLS VARSITY SOCCER PROGRAM IN
HONOR OF RUSTY HENRY; PRIVACY DIVIDERS FOR MONTEVIDEO MIDDLE SCHOOL AND
J. FRANK HILLYARD MIDDLE SCHOOL; SPOTSWOOD HS SECURITY UPGRADE, AND
MEDICAL/HARDWARE SAFETY EQUIPMENT FOR ATHLETES

(H) PURPOSE OF GRANT OR ASSISTANCE: WHITE ROSE GIVING CIRCLE, FUNKHOUSER
WOMEN'S CENTER, RMH REGIONAL CANCER CENTER, AND UNRESTRICTED

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 23.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2012

Open to Public Inspection

Name of the organization **THE COMMUNITY FOUNDATION OF HARRISONBURG & ROCKINGHAM COUNTY**

Employer identification number
54-1920746

Part I Questions Regarding Compensation

	Yes	No								
<p>1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.</p> <table border="0"> <tr> <td><input type="checkbox"/> First-class or charter travel</td> <td><input type="checkbox"/> Housing allowance or residence for personal use</td> </tr> <tr> <td><input type="checkbox"/> Travel for companions</td> <td><input type="checkbox"/> Payments for business use of personal residence</td> </tr> <tr> <td><input type="checkbox"/> Tax indemnification and gross-up payments</td> <td><input type="checkbox"/> Health or social club dues or initiation fees</td> </tr> <tr> <td><input type="checkbox"/> Discretionary spending account</td> <td><input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)</td> </tr> </table>	<input type="checkbox"/> First-class or charter travel	<input type="checkbox"/> Housing allowance or residence for personal use	<input type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence	<input type="checkbox"/> Tax indemnification and gross-up payments	<input type="checkbox"/> Health or social club dues or initiation fees	<input type="checkbox"/> Discretionary spending account	<input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)		
<input type="checkbox"/> First-class or charter travel	<input type="checkbox"/> Housing allowance or residence for personal use									
<input type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence									
<input type="checkbox"/> Tax indemnification and gross-up payments	<input type="checkbox"/> Health or social club dues or initiation fees									
<input type="checkbox"/> Discretionary spending account	<input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)									
b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain	1b									
2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?	2									
<p>3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.</p> <table border="0"> <tr> <td><input checked="" type="checkbox"/> Compensation committee</td> <td><input checked="" type="checkbox"/> Written employment contract</td> </tr> <tr> <td><input type="checkbox"/> Independent compensation consultant</td> <td><input checked="" type="checkbox"/> Compensation survey or study</td> </tr> <tr> <td><input type="checkbox"/> Form 990 of other organizations</td> <td><input checked="" type="checkbox"/> Approval by the board or compensation committee</td> </tr> </table>	<input checked="" type="checkbox"/> Compensation committee	<input checked="" type="checkbox"/> Written employment contract	<input type="checkbox"/> Independent compensation consultant	<input checked="" type="checkbox"/> Compensation survey or study	<input type="checkbox"/> Form 990 of other organizations	<input checked="" type="checkbox"/> Approval by the board or compensation committee				
<input checked="" type="checkbox"/> Compensation committee	<input checked="" type="checkbox"/> Written employment contract									
<input type="checkbox"/> Independent compensation consultant	<input checked="" type="checkbox"/> Compensation survey or study									
<input type="checkbox"/> Form 990 of other organizations	<input checked="" type="checkbox"/> Approval by the board or compensation committee									
4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:										
a Receive a severance payment or change-of-control payment?	4a	X								
b Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b	X								
c Participate in, or receive payment from, an equity-based compensation arrangement?	4c	X								
If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.										
Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.										
5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:										
a The organization?	5a	X								
b Any related organization?	5b	X								
If "Yes" to line 5a or 5b, describe in Part III.										
6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:										
a The organization?	6a	X								
b Any related organization?	6b	X								
If "Yes" to line 6a or 6b, describe in Part III.										
7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III	7	X								
8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III	8	X								
9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?	9									

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J (Form 990) 2012

Part IV Business Transactions Involving Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
ASA GRAVES	ASA GRAVES IS MARRI	110,433.	ASA GRAVES		X

Part V Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule L (see instructions).

SCH L, PART IV, BUSINESS TRANSACTIONS INVOLVING INTERESTED PERSONS:

(A) NAME OF PERSON: ASA GRAVES

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

ASA GRAVES IS MARRIED TO BOARD MEMBER KATHLEEN GRAVES

(C) AMOUNT OF TRANSACTION \$ 110,433.

(D) DESCRIPTION OF TRANSACTION: ASA GRAVES IS A PARTNER IN GRAVES-LIGHT.

GRAVES-LIGHT IS PAID ABOUT 80 BASIS POINTS OF THE POOLED INVESTMENTS,

APPROXIMATELY \$110,000 PER YEAR AS AN INVESTMENT MANAGEMENT FEE.

(E) SHARING OF ORGANIZATION REVENUES? = NO

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No. 1545-0047

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ **Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.**
▶ **Attach to Form 990.**

Name of the organization **THE COMMUNITY FOUNDATION OF HARRISONBURG & ROCKINGHAM COUNTY**

Employer identification number
54-1920746

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art				
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded	X	24	1,440,896.	AVERAGE HI/LOW PRICE
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other				
15 Real estate - Residential	X	1	215,000.	APPRAISAL VALUE
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (<u>IN-KIND</u>)	X	5	20,499.	FMV
26 Other ▶ (_____)				
27 Other ▶ (_____)				
28 Other ▶ (_____)				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement **29**

	Yes	No
30a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?		X
b If "Yes," describe the arrangement in Part II.		
31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?	X	
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?		X
b If "Yes," describe in Part II.		
33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.		

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule M (Form 990) (2012)

Part II **Supplemental Information.** Complete this part to provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

SCHEDULE M, LINE 33: IN-KIND CONTRIBUTIONS FOR SERVICES AND FACILITY

RENT WERE NOT INCLUDED IN REVENUE. SERVICES INCLUDE LEGAL, ACCOUNTING,
INFORMATION TECHNOLOGY AND PRINTING.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

OMB No. 1545-0047

2012

Open to Public
Inspection

Name of the organization	THE COMMUNITY FOUNDATION OF HARRISONBURG & ROCKINGHAM COUNTY	Employer identification number	54-1920746
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FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

QUALITY OF LIFE IN COMMUNITIES SERVED BY DEVELOPING AND MANAGING
CHARITABLE FUNDS TO PROMOTE PHILANTHROPY AND TO ESTABLISH AND MANAGE
CHARITABLE FUNDS.

FORM 990, PART III, LINE 4B, PROGRAM SERVICE ACCOMPLISHMENTS:

AROUND \$572,000.

FORM 990, PART III, LINE 4D, OTHER PROGRAM SERVICES:

CHURCH SUPPORT

DUE TO SIGNIFICANT GRANT RECOMMENDATIONS FROM ONE DONOR-ADVISOR, THE
COMMUNITY FOUNDATION GRANTED \$43,320 TO ASBURY UNITED METHODIST CHURCH,
\$40,750 TO HARRISONBURG MENNONITE CHURCH FOR OPERATIONS AND CERTAIN
SPECIAL PROJECTS. THE CHURCHES ARE LOCATED IN HARRISONBURG.
THERE WERE SEVERAL LARGE DONATIONS RECOMMENDED BY DONOR-ADVISORS TO
OTHER AREA CHURCHES.

SHENANDOAH UNIVERSITY, WINCHESTER EDUCATION FOUNDATION, AND SHENANDOAH
AREA COUNCIL/BOYS SCOUTS

OFTEN WE WORK ON BEHALF OF LOCAL FINANCIAL MANAGERS, ATTORNEYS,
ACCOUNTANTS AND THEIR CLIENTS. WE ESTABLISHED A NEW DONOR-ADVISED FUND
FOR A CLIENT OF A LOCAL FINANCIAL INVESTMENT MANAGER. GRANTS HAVE BEEN
MADE TO NEARBY FREDERICK COUNTY. WE HAVE ADDED VALUE TO THIS DONOR WHO
WAS UNABLE TO SECURE SERVICES IN WINCHESTER, VIRGINIA. HIS LOCAL
COMMUNITY FOUNDATION IS VERY SMALL AND DOES NOT PROVIDE SERVICES WE
PROVIDE. THE COMMUNITY FOUNDATION OF H/R REALIZED WE COULD PROVIDE THE

Name of the organization	THE COMMUNITY FOUNDATION OF HARRISONBURG & ROCKINGHAM COUNTY	Employer identification number	54-1920746
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SERVICES NEEDED. GRANTS SENT TO THESE THREE ORGANIZATIONS TOTALED \$260,000.

UNITED WAY OF HARRISONBURG AND ROCKINGHAM

WE ARE PLEASED TO BE ABLE TO WORK TOGETHER WITH THE LOCAL UNITED WAY AGENCY OF DIFFERENT TYPES OF COLLABORATIONS. ON BEHALF OF DONOR-ADVISORS GRANTS TOTALING \$38,695 WERE GIVEN TO OUR LOCAL UNITED WAY.

HARRISONBURG-ROCKINGHAM FREE CLINIC

IN 2004 AND 2007, THE COMMUNITY FOUNDATION ENGAGED IN AN AGREEMENT WITH THE HARRISONBURG-ROCKINGHAM FREE CLINIC, TO ESTABLISH TWO FUNDS SUPPORTING THE MISSION OF THE FREE CLINIC WHICH IS TO PROVIDE VOLUNTEER OUTPATIENT HEALTH SERVICES TO THE UNINSURED IN A MANNER THAT PROMOTES DIGNITY, WHOLENESS, AND COORDINATION OF SERVICES. DISTRIBUTIONS FROM THESE TWO FUNDS TOGETHER WITH GRANTS FROM DONOR-ADVISED FUNDS TOTALED OVER \$96,000 IN GIFTS TO THE FREE CLINIC.

OTHER PROGRAM SERVICES

THE COMMUNITY FOUNDATION'S PURPOSE IS TO PROMOTE PHILANTHROPY AND TO ESTABLISH AND MANAGE CHARITABLE FUNDS SUPPORTING THE NEED OF OUR COMMUNITY. AS OF 06/30/2013, THERE WERE A TOTAL OF 160 SEPARATELY MANAGED FUNDS. OF THOSE, 68 WERE AGENCY FUNDS TOTALING \$6,683,841 WHERE WE PROVIDE NONPROFIT ORGANIZATIONS THE OPTION OF UTILIZING OUR INVESTMENT POOL TO GIVE THEM THE OPPORTUNITY FOR A BETTER RETURN ON THEIR LONGER TERM ASSETS THAN THEY COULD GET ON THEIR OWN. IN 2012-13, THE FOUNDATION FACILITATED DISTRIBUTIONS OF \$294,282 FROM THESE AGENCY ACCOUNTS.

Name of the organization	THE COMMUNITY FOUNDATION OF HARRISONBURG & ROCKINGHAM COUNTY	Employer identification number	54-1920746
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THE REMAINING 92, WITH A 6/30/13 BALANCE OF \$11,599,253 WERE CHARITABLE FUNDS SET UP TO BENEFIT OUR COMMUNITY AND BEYOND. OF THOSE, 45 WERE QUASI-ENDOWED FUNDS WITH ASSETS TOTALING \$5,417,419. THESE INCLUDE 13 SCHOLARSHIP FUNDS THAT GENERATED OVER \$50,000 TO THE COLLEGES AND UNIVERSITIES OF CHOICE OF 34 WORTHY RECIPIENTS. TOTAL GRANTS FROM DONOR-ADVISED AND ENDOWED FUNDS, MOSTLY WITHIN OUR COMMUNITY, EXCEEDED \$1.1 MILLION FOR OUR FISCAL YEAR 2012-13 TO MORE THAN 190 GRANTEEES. OVER 50% OF OUR GRANTS GO TO ORGANIZATIONS THAT PROVIDE FOR HEALTH AND HUMAN SERVICES AND/OR EDUCATION.

THE COMMUNITY FOUNDATION ACCEPTS GRANT APPLICATIONS FROM NONPROFIT AGENCIES AND CHARITABLE PROJECTS IN HARRISONBURG AND ROCKINGHAM COUNTY. THESE COMMUNITY NEEDS ARE SHARED WITH DONOR-ADVISORS, PRIVATE FOUNDATIONS AND OTHER AREA PHILANTHROPISTS IN THE HOPE OF FINDING FUNDING. THESE ARE THE TYPE PROJECTS THAT THE COMMUNITY ENDOWMENT WOULD SUPPORT IF WE HAD SIGNIFICANT FUNDS TO DO SO. APPLICATIONS ARE AVAILABLE ON OUR WEBSITE. IN 2012-13, THE COMMUNITY FOUNDATION PROMOTED THESE NEEDS WITH DONOR-ADVISORS, LOCAL PRIVATE FOUNDATIONS, AND CIVIC GROUPS. THE COMMUNITY FOUNDATION ALSO HIGHLIGHTED THESE NEEDS ON THE WEBSITE AND IN NEWSLETTERS. A TOTAL OF 48 LOCAL CHARITIES WERE REVIEWED FOR SUPPORT OF VARIOUS PROJECTS REPRESENTING OVER \$649,017 IN COMMUNITY NEEDS. ANYTIME THE COMMUNITY FOUNDATION MEETS WITH DONORS OR HOLDS EVENTS, THE COMMUNITY NEEDS ARE HIGHLIGHTED. THIS IS AN IMPORTANT PART OF OUR WORK FOR NONPROFITS AND PHILANTHROPIST IN THE COMMUNITY.

ON SEPTEMBER 19, 2012, THE COMMUNITY FOUNDATION HOSTED A COMPLIMENTARY

Name of the organization	THE COMMUNITY FOUNDATION OF HARRISONBURG & ROCKINGHAM COUNTY	Employer identification number	54-1920746
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ESTATE AND CHARITABLE GIFT PLANNING SEMINAR. NATIONALLY RENOWNED

ESTATE PLANNING AND TAX ATTORNEYS, ANN B. BURNS AND LAWRENCE P.

KATZENSTEIN, SPOKE VIA WEBCAST. CONTINUING EDUCATION CREDITS WERE

AVAILABLE FOR ATTORNEYS, CERTIFIED TRUST AND FINANCIAL ADVISORS,

CERTIFIED FINANCIAL PLANNERS AND CERTIFIED PUBLIC ACCOUNTANTS. THERE

WERE 25 LOCAL PROFESSIONALS ATTENDING THIS EVENT. THIS ALSO GAVE US

THE OPPORTUNITY TO ENCOURAGE THESE PROFESSIONALS TO ASK THEIR CLIENTS

ABOUT GIVING TO CHARITY.

EXPENSES \$ 1,384,927. INCLUDING GRANTS OF \$ 1,306,499. REVENUE \$ 0.

FORM 990, PART VI, SECTION B, LINE 11: THE FORM 990 IS POSTED TO A SECURE
WEB PORTAL FOR REVIEW & COMMENTS BY THE BOARD OF DIRECTORS PRIOR TO FILING.

FORM 990, PART VI, SECTION B, LINE 12C: THE FOUNDATION MONITORS THE
POTENTIAL AND ACTUAL CONFLICTS OF INTEREST. THE EXECUTIVE DIRECTOR AND/OR
PRESIDENT OF THE BOARD SPEAKS WITH APPROPRIATE INDIVIDUALS AND TAKES
NECESSARY ACTION WHEN A CONFLICT SURFACES.

FORM 990, PART VI, SECTION B, LINE 15: ALL SALARY REVIEWS ARE CONDUCTED BY
PERSONS AT LEAST ONE LEVEL HIGHER THAN THE PERSON IN QUESTION. MUCH
COMPARATIVE AND BENCH MARK DATA IS OBTAINED FROM THE COUNCIL ON
FOUNDATIONS. ALL COMPENSATION PACKAGES ARE CALIBRATED TO LOCAL CONDITIONS.

FORM 990, PART VI, SECTION C, LINE 19: THE ORGANIZATION MAKES ITS
GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY AND FINANCIAL STATEMENTS
AVAILABLE TO THE PUBLIC VIA THE ORGANIZATIONS WEBSITE AND RESPONDING TO
PROPER REQUEST FOR HARD COPY OF THESE ITEMS.

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.
▶ Attach to Form 990. ▶ See separate instructions.

Name of the organization **THE COMMUNITY FOUNDATION OF HARRISONBURG & ROCKINGHAM COUNTY** Employer identification number **54-1920746**

Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" to Form 990, Part IV, line 33.)

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
THE VALLEY RESPONDS, LC PO BOX 1068 HARRISONBURG, VA 22803	RELIEF WORK	VIRGINIA			SOLE MEMBER/MANAGER
SHOWKER MEMORIAL GARDENS, LC - 20-0726547 PO BOX 1068 HARRISONBURG, VA 22803	MANAGE HISTORIC CEMETARY	VIRGINIA			SOLE MEMBER/MANAGER
TCF HOLDING, LC PO BOX 1068 HARRISONBURG, VA 22803	HOLD REAL ESTATE/PRIVATE STOCK	VIRGINIA		215,000.	SOLE MEMBER/MANAGER

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No

**THE COMMUNITY FOUNDATION OF HARRISONBURG
& ROCKINGHAM COUNTY**

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35b, or 36.)

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

	Yes	No
a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity	1a	
b Gift, grant, or capital contribution to related organization(s)	1b	
c Gift, grant, or capital contribution from related organization(s)	1c	
d Loans or loan guarantees to or for related organization(s)	1d	
e Loans or loan guarantees by related organization(s)	1e	
f Dividends from related organization(s)	1f	
g Sale of assets to related organization(s)	1g	
h Purchase of assets from related organization(s)	1h	
i Exchange of assets with related organization(s)	1i	
j Lease of facilities, equipment, or other assets to related organization(s)	1j	
k Lease of facilities, equipment, or other assets from related organization(s)	1k	
l Performance of services or membership or fundraising solicitations for related organization(s)	1l	
m Performance of services or membership or fundraising solicitations by related organization(s)	1m	
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1n	
o Sharing of paid employees with related organization(s)	1o	
p Reimbursement paid to related organization(s) for expenses	1p	
q Reimbursement paid by related organization(s) for expenses	1q	
r Other transfer of cash or property to related organization(s)	1r	
s Other transfer of cash or property from related organization(s)	1s	

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

(a) Name of other organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1)			
(2)			
(3)			
(4)			
(5)			
(6)			

Form **990-T**

Exempt Organization Business Income Tax Return

(and proxy tax under section 6033(e))

OMB No. 1545-0687

2012

Department of the Treasury
Internal Revenue Service

For calendar year 2012 or other tax year beginning **JUL 1, 2012** and ending **JUN 30, 2013**

Open to Public Inspection for
501(c)(3) Organizations Only

A <input type="checkbox"/> Check box if address changed B Exempt under section <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 408(e) <input type="checkbox"/> 220(e) <input type="checkbox"/> 408A <input type="checkbox"/> 530(a) <input type="checkbox"/> 529(a)	Print or Type	Name of organization (<input type="checkbox"/> Check box if name changed and see instructions.) THE COMMUNITY FOUNDATION OF HARRISONBURG & ROCKINGHAM COUNTY Number, street, and room or suite no. If a P.O. box, see instructions. P.O. BOX 1068 City or town, state, and ZIP code HARRISONBURG, VA 22803	D Employer identification number (Employees' trust, see instructions.) 54-1920746 E Unrelated business activity codes (See instructions) 900099
C Book value of all assets at end of year 20,025,400.	F Group exemption number (see instructions) <input type="checkbox"/> G Check organization type <input checked="" type="checkbox"/> 501(c) corporation <input type="checkbox"/> 501(c) trust <input type="checkbox"/> 401(a) trust <input type="checkbox"/> Other trust		

H Describe the organization's primary unrelated business activity. **SALE OF DONATED S CORP STOCK GIFT**

I During the tax year, was the corporation a subsidiary in an affiliated group or a parent-subsidiary controlled group? Yes No
If "Yes," enter the name and identifying number of the parent corporation.

J The books are in care of **MIKE E. FIORE, THE COMMUNITY FOUND** Telephone number **540-432-3863**

Part I Unrelated Trade or Business Income	(A) Income	(B) Expenses	(C) Net
1 a Gross receipts or sales			
b Less returns and allowances			
c Balance	1c		
2 Cost of goods sold (Schedule A, line 7)	2		
3 Gross profit. Subtract line 2 from line 1c	3		
4 a Capital gain net income (attach Schedule D)	4a		
b Net gain (loss) (Form 4797, Part II, line 17) (attach Form 4797)	4b		
c Capital loss deduction for trusts	4c		
5 Income (loss) from partnerships and S corporations (attach statement)	5		
6 Rent income (Schedule C)	6		
7 Unrelated debt-financed income (Schedule E)	7		
8 Interest, annuities, royalties, and rents from controlled organizations (Sch. F)	8		
9 Investment income of a section 501(c)(7), (9), or (17) organization (Schedule G)	9		
10 Exploited exempt activity income (Schedule I)	10		
11 Advertising income (Schedule J)	11		
12 Other income (see instructions; attach statement)	12		
13 Total. Combine lines 3 through 12	13	0.	

Part II Deductions Not Taken Elsewhere (see instructions for limitations on deductions)
(except for contributions, deductions must be directly connected with the unrelated business income)

14 Compensation of officers, directors, and trustees (Schedule K)	14	
15 Salaries and wages	15	
16 Repairs and maintenance	16	
17 Bad debts	17	
18 Interest (attach statement)	18	
19 Taxes and licenses	19	
20 Charitable contributions (see instructions for limitation rules)	20	
21 Depreciation (attach Form 4562)	21	
22 Less depreciation claimed on Schedule A and elsewhere on return	22a	22b
23 Depletion	23	
24 Contributions to deferred compensation plans	24	
25 Employee benefit programs	25	
26 Excess exempt expenses (Schedule I)	26	
27 Excess readership costs (Schedule J)	27	
28 Other deductions (attach statement)	28	
29 Total deductions. Add lines 14 through 28	29	0.
30 Unrelated business taxable income before net operating loss deduction. Subtract line 29 from line 13	30	0.
31 Net operating loss deduction (limited to the amount on line 30)	31	
32 Unrelated business taxable income before specific deduction. Subtract line 31 from line 30	32	0.
33 Specific deduction (generally \$1,000, but see instructions for exceptions)	33	1,000.
34 Unrelated business taxable income. Subtract line 33 from line 32. If line 33 is greater than line 32, enter the smaller of zero or line 32	34	0.

Part III Tax Computation

35 Organizations taxable as corporations (see instructions for tax computation). Controlled group members (sections 1561 and 1563) check here <input type="checkbox"/> See instructions and: a Enter your share of the \$50,000, \$25,000, and \$9,925,000 taxable income brackets (in that order): (1) \$ _____ (2) \$ _____ (3) \$ _____ b Enter organization's share of: (1) Additional 5% tax (not more than \$11,750) \$ _____ (2) Additional 3% tax (not more than \$100,000) \$ _____ c Income tax on the amount on line 34	35c	0.
36 Trusts taxable at trust rates (see instructions for tax computation). Income tax on the amount on line 34 from: <input type="checkbox"/> Tax rate schedule or <input type="checkbox"/> Schedule D (Form 1041)	36	
37 Proxy tax (see instructions)	37	
38 Alternative minimum tax	38	
39 Total. Add lines 37 and 38 to line 35c or 36, whichever applies	39	0.

Part IV Tax and Payments

40a Foreign tax credit (corporations attach Form 1118; trusts attach Form 1116)	40a	
b Other credits (see instructions)	40b	
c General business credit. Attach Form 3800	40c	
d Credit for prior year minimum tax (attach Form 8801 or 8827)	40d	
e Total credits. Add lines 40a through 40d	40e	
41 Subtract line 40e from line 39	41	0.
42 Other taxes. Check if from: <input type="checkbox"/> Form 4255 <input type="checkbox"/> Form 8611 <input type="checkbox"/> Form 8697 <input type="checkbox"/> Form 8866 <input type="checkbox"/> Other (attach statement)	42	
43 Total tax. Add lines 41 and 42	43	0.
44a Payments: A 2011 overpayment credited to 2012	44a	
b 2012 estimated tax payments	44b	
c Tax deposited with Form 8868	44c	
d Foreign organizations: Tax paid or withheld at source (see instructions)	44d	
e Backup withholding (see instructions)	44e	
f Credit for small employer health insurance premiums (Attach Form 8941)	44f	
g Other credits and payments: <input type="checkbox"/> Form 2439 <input type="checkbox"/> Form 4136 <input type="checkbox"/> Other _____ Total	44g	
45 Total payments. Add lines 44a through 44g	45	
46 Estimated tax penalty (see instructions). Check if Form 2220 is attached <input type="checkbox"/>	46	
47 Tax due. If line 45 is less than the total of lines 43 and 46, enter amount owed	47	0.
48 Overpayment. If line 45 is larger than the total of lines 43 and 46, enter amount overpaid	48	0.
49 Enter the amount of line 48 you want: Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	49	

Part V Statements Regarding Certain Activities and Other Information (see instructions)

1 At any time during the 2012 calendar year, did the organization have an interest in or a signature or other authority over a financial account (bank, securities, or other) in a foreign country? If "Yes," the organization may have to file Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts. If "Yes," enter the name of the foreign country here	Yes	No
2 During the tax year, did the organization receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? If "Yes," see instructions for other forms the organization may have to file.		X
3 Enter the amount of tax-exempt interest received or accrued during the tax year \$		X

Schedule A - Cost of Goods Sold. Enter method of inventory valuation N/A

1 Inventory at beginning of year	1		6 Inventory at end of year	6	
2 Purchases	2		7 Cost of goods sold. Subtract line 6 from line 5. Enter here and in Part I, line 2	7	
3 Cost of labor	3		8 Do the rules of section 263A (with respect to property produced or acquired for resale) apply to the organization?	Yes	No
4a Additional section 263A costs (att. statement)	4a				
b Other costs (attach statement)	4b				
5 Total. Add lines 1 through 4b	5				

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.

Sign Here
 Signature of officer: _____ Date: _____
 Title: **EXECUTIVE DIRECTOR/PRESIDENT**

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

Paid Preparer Use Only

Print/Type preparer's name KEVIN HUMPHRIES	Preparer's signature KEVIN HUMPHRIES	Date 11/15/13	Check <input type="checkbox"/> if self-employed	PTIN P00168667
Firm's name PBMARES, LLP			Firm's EIN 54-0737372	
Firm's address 558 SOUTH MAIN STREET HARRISONBURG, VA 22801			Phone no. 540 434-5975	

Schedule C - Rent Income (From Real Property and Personal Property Leased With Real Property) (see instructions)

1. Description of property		
(1)		
(2)		
(3)		
(4)		
2. Rent received or accrued		
(a) From personal property (if the percentage of rent for personal property is more than 10% but not more than 50%)	(b) From real and personal property (if the percentage of rent for personal property exceeds 50% or if the rent is based on profit or income)	3(a) Deductions directly connected with the income in columns 2(a) and 2(b) (attach statement)
(1)		
(2)		
(3)		
(4)		
Total	0.	Total
(c) Total income. Add totals of columns 2(a) and 2(b). Enter here and on page 1, Part I, line 6, column (A)		(b) Total deductions. Enter here and on page 1, Part I, line 6, column (B) ...
		0.

Schedule E - Unrelated Debt-Financed Income (see instructions)

1. Description of debt-financed property		2. Gross income from or allocable to debt-financed property	3. Deductions directly connected with or allocable to debt-financed property	
			(a) Straight line depreciation (attach statement)	(b) Other deductions (attach statement)
(1)				
(2)				
(3)				
(4)				
4. Amount of average acquisition debt on or allocable to debt-financed property (attach statement)	5. Average adjusted basis of or allocable to debt-financed property (attach statement)	6. Column 4 divided by column 5	7. Gross income reportable (column 2 x column 6)	8. Allocable deductions (column 6 x total of columns 3(a) and 3(b))
(1)		%		
(2)		%		
(3)		%		
(4)		%		
Totals			0.	0.
Total dividends-received deductions included in column 8			0.	0.

Schedule F - Interest, Annuities, Royalties, and Rents From Controlled Organizations (see instructions)

1. Name of controlled organization	2. Employer identification number	Exempt Controlled Organizations			
		3. Net unrelated income (loss) (see instructions)	4. Total of specified payments made	5. Part of column 4 that is included in the controlling organization's gross income	6. Deductions directly connected with income in column 5
(1)					
(2)					
(3)					
(4)					
Nonexempt Controlled Organizations					
7. Taxable Income	8. Net unrelated income (loss) (see instructions)	9. Total of specified payments made	10. Part of column 9 that is included in the controlling organization's gross income	11. Deductions directly connected with income in column 10	
(1)					
(2)					
(3)					
(4)					
Totals			0.	0.	

Schedule G - Investment Income of a Section 501(c)(7), (9), or (17) Organization

(see instructions)

1. Description of income	2. Amount of income	3. Deductions directly connected (attach statement)	4. Set-asides (attach statement)	5. Total deductions and set-asides (col. 3 plus col. 4)
(1)				
(2)				
(3)				
(4)				
Totals	0.			0.

Schedule I - Exploited Exempt Activity Income, Other Than Advertising Income

(see instructions)

1. Description of exploited activity	2. Gross unrelated business income from trade or business	3. Expenses directly connected with production of unrelated business income	4. Net income (loss) from unrelated trade or business (column 2 minus column 3). If a gain, compute cols. 5 through 7.	5. Gross income from activity that is not unrelated business income	6. Expenses attributable to column 5	7. Excess exempt expenses (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
Totals	0.	0.				0.

Schedule J - Advertising Income (see instructions)

Part I Income From Periodicals Reported on a Consolidated Basis

1. Name of periodical	2. Gross advertising income	3. Direct advertising costs	4. Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7.	5. Circulation income	6. Readership costs	7. Excess readership costs (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
Totals (carry to Part II, line (5))	0.	0.				0.

Part II Income From Periodicals Reported on a Separate Basis (For each periodical listed in Part II, fill in columns 2 through 7 on a line-by-line basis.)

1. Name of periodical	2. Gross advertising income	3. Direct advertising costs	4. Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7.	5. Circulation income	6. Readership costs	7. Excess readership costs (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
Totals from Part I	0.	0.				0.
Totals, Part II (lines 1-5)	0.	0.				0.

Schedule K - Compensation of Officers, Directors, and Trustees (see instructions)

1. Name	2. Title	3. Percent of time devoted to business	4. Compensation attributable to unrelated business
(1)		%	
(2)		%	
(3)		%	
(4)		%	
Total. Enter here and on page 1, Part II, line 14			0.