

Return of Organization Exempt From Income Tax

2003

Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

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

A For the 2003 calendar year, or tax year beginning and ending

B Check if applicable:
 Address change
 Name change
 Initial return
 Final return
 Amended return
 Application pending

C Name of organization
 WINDY HILL FOUNDATION, INC
 Number and street (or P O box if mail is not delivered to street address) Room/suite
 P O BOX 1593
 City or town, state or country, and ZIP + 4
 MIDDLEBURG, VA 20118-1593

D Employer identification number
 54-1244012

E Telephone number
 (540) 554-4810

F Accounting method: Cash Accrual
 Other (specify) _____

G Website: N/A

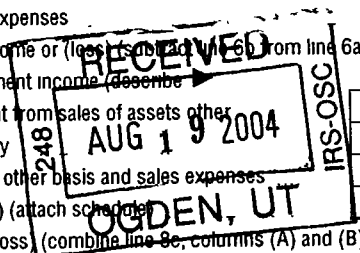
J Organization type (check only one) 501(c) (3) (insert no) 4947(a)(1) or 527

K Check here if the organization's gross receipts are normally not more than \$25,000. The organization need not file a return with the IRS, but if the organization received a Form 990 Package in the mail, it should file a return without financial data. Some states require a complete return.

L Gross receipts Add lines 6b, 8b, 9b, and 10b to line 12 **1,035,358.**

H and I are not applicable to section 527 organizations.
H(a) Is this a group return for affiliates? Yes No
H(b) If "Yes," enter number of affiliates _____
H(c) Are all affiliates included? N/A Yes No (if "No," attach a list)
H(d) Is this a separate return filed by an organization covered by a group ruling? Yes No
I Group Exemption Number _____
M Check if the organization is not required to attach Sch B (Form 990, 990-EZ, or 990-PF)

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances			
Revenue	1	Contributions, gifts, grants, and similar amounts received	
	a	Direct public support	1a 810,923.
	b	Indirect public support	1b
	c	Government contributions (grants)	1c
	d	Total (add lines 1a through 1c) (cash \$ 810,923. noncash \$ _____)	1d 810,923.
	2	Program service revenue including government fees and contracts (from Part VII, line 93)	2 219,616.
	3	Membership dues and assessments	3
	4	Interest on savings and temporary cash investments	4 1,035.
	5	Dividends and interest from securities	5
	6a	Gross rents	6a
	b	Less rental expenses	6b
	c	Net rental income or (loss) (subtract line 6b from line 6a)	6c
7	Other investment income (describe _____)	7	
Revenue	8a	Gross amount from sales of assets other than inventory (A) Securities (B) Other	8a
	b	Less: cost or other basis and sales expenses	8b
	c	Gain or (loss) (attach schedule)	8c
	d	Net gain or (loss) (combine line 8c, columns (A) and (B))	8d
Revenue	9	Special events and activities (attach schedule) If any amount is from gaming, check here <input type="checkbox"/>	
	a	Gross revenue (not including \$ _____ of contributions reported on line 1a)	9a
	b	Less direct expenses other than fundraising expenses	9b
c	Net income or (loss) from special events (subtract line 9b from line 9a)	9c	
Revenue	10a	Gross sales of inventory, less returns and allowances	10a
	b	Less cost of goods sold	10b
	c	Gross profit or (loss) from sales of inventory (attach schedule) (subtract line 10b from line 10a)	10c
	11	Other revenue (from Part VII, line 103)	11 3,784.
	12	Total revenue (add lines 1d, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11)	12 1,035,358.
Expenses	13	Program services (from line 44, column (B))	13 275,991.
	14	Management and general (from line 44, column (C))	14 32,898.
	15	Fundraising (from line 44, column (D))	15 3,331.
	16	Payments to affiliates (attach schedule)	16
	17	Total expenses (add lines 16 and 44, column (A))	17 312,220.
Net Assets	18	Excess or (deficit) for the year (subtract line 17 from line 12)	18 723,138.
	19	Net assets or fund balances at beginning of year (from line 73, column (A))	19 1,600,182.
	20	Other changes in net assets or fund balances (attach explanation) SEE STATEMENT 1	20 <1,000.>
	21	Net assets or fund balances at end of year (combine lines 18, 19, and 20)	21 2,322,320.



SCANNED AUG 30 '04

23

Part II Statement of Functional Expenses All organizations must complete column (A) Columns (B), (C), and (D) are required for section 501(c)(3) and (4) organizations and section 4947(a)(1) nonexempt charitable trusts but optional for others Page 2

Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I.		(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
22	Grants and allocations (attach schedule)				
	cash \$ _____ noncash \$ _____				
23	Specific assistance to individuals (attach schedule)				
24	Benefits paid to or for members (attach schedule)				
25	Compensation of officers, directors, etc	0.	0.	0.	0.
26	Other salaries and wages	41,790.	41,790.		
27	Pension plan contributions				
28	Other employee benefits				
29	Payroll taxes	3,519.	3,519.		
30	Professional fundraising fees	3,331.			3,331.
31	Accounting fees	7,822.	1,173.	6,649.	
32	Legal fees	1,728.	1,728.		
33	Supplies	6,066.	6,066.		
34	Telephone	4,150.	1,384.	2,766.	
35	Postage and shipping	402.	268.	134.	
36	Occupancy	996.	996.		
37	Equipment rental and maintenance				
38	Printing and publications	5,714.	3,809.	1,905.	
39	Travel	40.	40.		
40	Conferences, conventions, and meetings				
41	Interest	46,750.	46,750.		
42	Depreciation, depletion, etc (attach schedule)				
43	Other expenses not covered above (itemize)				
a	_____				
b	_____				
c	_____				
d	_____				
e	SEE STATEMENT 2	189,912.	168,468.	21,444.	
44	Total functional expenses (add lines 22 through 43) Organizations completing columns (B)-(D), carry these totals to lines 13-15	312,220.	275,991.	32,898.	3,331.

Joint Costs. Check if you are following SOP 98-2
 Are any joint costs from a combined educational campaign and fundraising solicitation reported in (B) Program services? Yes No
 If "Yes," enter (i) the aggregate amount of these joint costs \$ _____; (ii) the amount allocated to Program services \$ _____;
 (iii) the amount allocated to Management and general \$ _____; and (iv) the amount allocated to Fundraising \$ _____

Part III Statement of Program Service Accomplishments

What is the organization's primary exempt purpose? <input type="checkbox"/> SEE STATEMENT 3	Program Service Expenses (Required for 501(c)(3) and (4) orgs, and 4947(a)(1) trusts, but optional for others.)
a THE ORGANIZATION PROVIDED SUBSIDIZED HOUSING FOR 31 LOW INCOME FAMILIES. (Grants and allocations \$ _____)	275,991.
b _____ (Grants and allocations \$ _____)	
c _____ (Grants and allocations \$ _____)	
d _____ (Grants and allocations \$ _____)	
e Other program services (attach schedule) (Grants and allocations \$ _____)	
f Total of Program Service Expenses (should equal line 44, column (B), Program services)	275,991.

Part IV Balance Sheets

Note: Where required, attached schedules and amounts within the description column should be for end-of-year amounts only.

		(A) Beginning of year		(B) End of year
Assets	45 Cash - non-interest-bearing	365,068.	45	257,720.
	46 Savings and temporary cash investments		46	
	47 a Accounts receivable	8,831.	47a	
	b Less allowance for doubtful accounts		47b	
	47 c	11,182.	47c	8,831.
	48 a Pledges receivable		48a	
	b Less allowance for doubtful accounts		48b	
	48 c		48c	
	49 Grants receivable		49	
	50 Receivables from officers, directors, trustees, and key employees		50	
	51 a Other notes and loans receivable		51a	
	b Less allowance for doubtful accounts		51b	
	51 c		51c	
	52 Inventories for sale or use		52	
	53 Prepaid expenses and deferred charges	190.	53	190.
54 Investments - securities	<input type="checkbox"/> Cost <input type="checkbox"/> FMV	54		
55 a Investments - land, buildings, and equipment basis		55a		
b Less accumulated depreciation		55b		
55 c		55c		
56 Investments - other		56		
57 a Land, buildings, and equipment basis	4,069,463.	57a		
b Less accumulated depreciation	237,030.	57b		
57 c	2,752,591.	57c	3,832,433.	
58 Other assets (describe <input type="checkbox"/>)		58		
59 Total assets (add lines 45 through 58) (must equal line 74)	3,129,031.	59	4,099,174.	
Liabilities	60 Accounts payable and accrued expenses	8,015.	60	8,015.
	61 Grants payable		61	
	62 Deferred revenue		62	
	63 Loans from officers, directors, trustees, and key employees		63	
	64 a Tax-exempt bond liabilities		64a	
	b Mortgages and other notes payable	STMT 4 SEE STATEMENT 5)	64b	1,761,972.
	65 Other liabilities (describe <input type="checkbox"/>)	8,190.	65	6,867.
66 Total liabilities (add lines 60 through 65)	1,528,849.	66	1,776,854.	
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 67 through 69 and lines 73 and 74		67	
	67 Unrestricted		67	
	68 Temporarily restricted		68	
	69 Permanently restricted		69	
	Organizations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 70 through 74			
	70 Capital stock, trust principal, or current funds	0.	70	0.
	71 Paid-in or capital surplus, or land, building, and equipment fund	0.	71	0.
	72 Retained earnings, endowment, accumulated income, or other funds	1,600,182.	72	2,322,320.
73 Total net assets or fund balances (add lines 67 through 69 or lines 70 through 72, column (A) must equal line 19, column (B) must equal line 21)	1,600,182.	73	2,322,320.	
74 Total liabilities and net assets / fund balances (add lines 66 and 73)	3,129,031.	74	4,099,174.	

Form 990 is available for public inspection and, for some people, serves as the primary or sole source of information about a particular organization. How the public perceives an organization in such cases may be determined by the information presented on its return. Therefore, please make sure the return is complete and accurate and fully describes, in Part III, the organization's programs and accomplishments.

Part VI Other Information

76 Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity
77 Were any changes made in the organizing or governing documents but not reported to the IRS?
78 a Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?
78 b If "Yes," has it filed a tax return on Form 990-T for this year?
79 Was there a liquidation, dissolution, termination, or substantial contraction during the year?
80 a Is the organization related (other than by association with a statewide or nationwide organization) through common membership, governing bodies, trustees, officers, etc., to any other exempt or nonexempt organization?
81 a Enter direct or indirect political expenditures See line 81 instructions
81 b Did the organization file Form 1120-POL for this year?
82 a Did the organization receive donated services or the use of materials, equipment, or facilities at no charge or at substantially less than fair rental value?
82 b If "Yes," you may indicate the value of these items here Do not include this amount as revenue in Part I or as an expense in Part II (See instructions in Part III)
83 a Did the organization comply with the public inspection requirements for returns and exemption applications?
83 b Did the organization comply with the disclosure requirements relating to quid pro quo contributions?
84 a Did the organization solicit any contributions or gifts that were not tax deductible?
84 b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?
85 501(c)(4), (5), or (6) organizations. a Were substantially all dues nondeductible by members?
85 b Did the organization make only in-house lobbying expenditures of \$2,000 or less?
85 c Dues, assessments, and similar amounts from members
85 d Section 162(e) lobbying and political expenditures
85 e Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices
85 f Taxable amount of lobbying and political expenditures (line 85d less 85e)
85 g Does the organization elect to pay the section 6033(e) tax on the amount on line 85f?
85 h If section 6033(e)(1)(A) dues notices were sent, does the organization agree to add the amount on line 85f to its reasonable estimate of dues allocable to nondeductible lobbying and political expenditures for the following tax year?
86 501(c)(7) organizations. Enter. a Initiation fees and capital contributions included on line 12
86 b Gross receipts, included on line 12, for public use of club facilities
87 501(c)(12) organizations. Enter. a Gross income from members or shareholders
87 b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)
88 At any time during the year, did the organization own a 50% or greater interest in a taxable corporation or partnership, or an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3?
89 a 501(c)(3) organizations. Enter Amount of tax imposed on the organization during the year under section 4911 0., section 4912 0., section 4955 0.
89 b 501(c)(3) and 501(c)(4) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year?
89 c Enter Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958
89 d Enter Amount of tax on line 89c, above, reimbursed by the organization
90 a List the states with which a copy of this return is filed NOT REQUIRED BY THE COMMONWEALTH OF VIRGINIA
90 b Number of employees employed in the pay period that includes March 12, 2003
91 The books are in care of ROBERT B. DALE, III Telephone no (540) 687-6381
Located at P.O. BOX 467, MIDDLEBURG, VA ZIP + 4 20118-0467
92 Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041- Check here and enter the amount of tax-exempt interest received or accrued during the tax year

Part VII Analysis of Income-Producing Activities (See page 33 of the instructions)

	Unrelated business income		Excluded by section 512, 513, or 514		(E) Related or exempt function income
	(A) Business code	(B) Amount	(C) Exclu- sion code	(D) Amount	
Note: Enter gross amounts unless otherwise indicated.					
93 Program service revenue					
a RENTAL INCOME					152,908.
b					
c					
d					
e					
f Medicare/Medicaid payments					
g Fees and contracts from government agencies					66,708.
94 Membership dues and assessments					
95 Interest on savings and temporary cash investments			14	1,035.	
96 Dividends and interest from securities					
97 Net rental income or (loss) from real estate					
a debt-financed property					
b not debt-financed property					
98 Net rental income or (loss) from personal property					
99 Other investment income					
100 Gain or (loss) from sales of assets other than inventory					
101 Net income or (loss) from special events					
102 Gross profit or (loss) from sales of inventory					
103 Other revenue					
a MISCELLANEOUS					1,089.
b LAUNDRY INCOME					2,695.
c					
d					
e					
104 Subtotal (add columns (B), (D), and (E))		0.		1,035.	223,400.
105 Total (add line 104, columns (B), (D), and (E))					224,435.

Note: Line 105 plus line 1d, Part I, should equal the amount on line 12, Part I.

Part VIII Relationship of Activities to the Accomplishment of Exempt Purposes (See page 34 of the instructions)

Line No.	Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes)
▼	SEE STATEMENT 7

Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities (See page 34 of the instructions)

(A) Name, address, and EIN of corporation, partnership, or disregarded entity	(B) Percentage of ownership interest	(C) Nature of activities	(D) Total income	(E) End-of-year assets
N/A	%			
	%			
	%			
	%			

Part X Information Regarding Transfers Associated with Personal Benefit Contracts (See page 34 of the instructions)

- (a) Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No
- (b) Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

Note: If "Yes" to (b), file Form 8870 and Form 4720 (see instructions).

I am preparing this return on the basis of the accompanying schedules and statements, and to the best of my knowledge and belief, it is true, and I am not aware of any information of which preparer has any knowledge.

Date: 8/16/04 Robert B. Dale, III, Treasurer

Date: Type or print name and title

Date: Check if Preparer's SSN or PTIN

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Organization Exempt Under Section 501(c)(3)

(Except Private Foundation) and Section 501(e), 501(f), 501(k),
501(n), or Section 4947(a)(1) Nonexempt Charitable Trust

Supplementary Information-(See separate instructions.)

▶ **MUST be completed by the above organizations and attached to their Form 990 or 990-EZ**

OMB No 1545-0047

2003

Name of the organization **WINDY HILL FOUNDATION, INC** Employer identification number **54 1244012**

Part I Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees

(See page 1 of the instructions List each one If there are none, enter "None ")

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

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

Part II Compensation of the Five Highest Paid Independent Contractors for Professional Services

(See page 2 of the instructions List each one (whether individuals or firms) If there are none, enter "None ")

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

Total number of others receiving over \$50,000 for professional services ▶	0	

Part III Statements About Activities (See page 2 of the instructions)		Yes	No
1	During the year, has the organization attempted to influence national, state, or local legislation, including any attempt to influence public opinion on a legislative matter or referendum? If "Yes," enter the total expenses paid or incurred in connection with the lobbying activities ► \$ _____ \$ _____ (Must equal amounts on line 38, Part VI-A, or line i of Part VI-B) Organizations that made an election under section 501(h) by filing Form 5768 must complete Part VI-A. Other organizations checking "Yes," must complete Part VI-B AND attach a statement giving a detailed description of the lobbying activities.		X
2	During the year, has the organization, either directly or indirectly, engaged in any of the following acts with any substantial contributors, trustees, directors, officers, creators, key employees, or members of their families, or with any taxable organization with which any such person is affiliated as an officer, director, trustee, majority owner, or principal beneficiary? (If the answer to any question is "Yes," attach a detailed statement explaining the transactions.)		
a	Sale, exchange, or leasing of property?		X
b	Lending of money or other extension of credit?		X
c	Furnishing of goods, services, or facilities?		X
d	Payment of compensation (or payment or reimbursement of expenses if more than \$1,000)?		X
e	Transfer of any part of its income or assets?		X
3 a	Do you make grants for scholarships, fellowships, student loans, etc ? (If "Yes," attach an explanation of how you determine that recipients qualify to receive payments)		X
b	Do you have a section 403(b) annuity plan for your employees?		X
4	Did you maintain any separate account for participating donors where donors have the right to provide advice on the use or distribution of funds?		X

Part IV Reason for Non-Private Foundation Status (See pages 3 through 6 of the instructions)

- The organization is not a private foundation because it is: (Please check only ONE applicable box)
- 5 A church, convention of churches, or association of churches Section 170(b)(1)(A)(i)
 - 6 A school. Section 170(b)(1)(A)(ii) (Also complete Part V)
 - 7 A hospital or a cooperative hospital service organization Section 170(b)(1)(A)(iii)
 - 8 A Federal, state, or local government or governmental unit Section 170(b)(1)(A)(v)
 - 9 A medical research organization operated in conjunction with a hospital Section 170(b)(1)(A)(iii) Enter the hospital's name, city, and state ► _____
 - 10 An organization operated for the benefit of a college or university owned or operated by a governmental unit Section 170(b)(1)(A)(iv). (Also complete the **Support Schedule** in Part IV-A)
 - 11a An organization that normally receives a substantial part of its support from a governmental unit or from the general public. Section 170(b)(1)(A)(vi) (Also complete the **Support Schedule** in Part IV-A)
 - 11b A community trust Section 170(b)(1)(A)(vi). (Also complete the **Support Schedule** in Part IV-A)
 - 12 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 charitable, etc , 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) (Also complete the **Support Schedule** in Part IV-A)
 - 13 An organization that is not controlled by any disqualified persons (other than foundation managers) and supports organizations described in (1) lines 5 through 12 above, or (2) section 501(c)(4), (5), or (6), if they meet the test of section 509(a)(2) (See section 509(a)(3))

Provide the following information about the supported organizations (See page 5 of the instructions)

(a) Name(s) of supported organization(s)	(b) Line number from above

- 14 An organization organized and operated to test for public safety Section 509(a)(4). (See page 6 of the instructions)

Part IV-A Support Schedule (Complete only if you checked a box on line 10, 11, or 12.) **Use cash method of accounting.**
 Note: You may use the worksheet in the instructions for converting from the accrual to the cash method of accounting.

Calendar year (or fiscal year beginning in)	(a) 2002	(b) 2001	(c) 2000	(d) 1999	(e) Total
15 Gifts, grants, and contributions received (Do not include unusual grants. See line 28)	372,810.	111,084.	82,640.	97,320.	663,854.
16 Membership fees received					
17 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to the organization's charitable, etc., purpose	219,859.	211,136.	207,917.	190,814.	829,726.
18 Gross income from interest, dividends, amounts received from payments on securities loans (section 512(a)(5)), rents, royalties, and unrelated business taxable income (less section 511 taxes) from businesses acquired by the organization after June 30, 1975	290.	211.	715.	264.	1,480.
19 Net income from unrelated business activities not included in line 18					
20 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf					
21 The value of services or facilities furnished to the organization by a governmental unit without charge. Do not include the value of services or facilities generally furnished to the public without charge.					
22 Other income. Attach a schedule. Do not include gain or (loss) from sale of capital assets	6,029.	26,870.	1,088.	4,920.	38,907.
23 Total of lines 15 through 22	598,988.	349,301.	292,360.	293,318.	1,533,967.
24 Line 23 minus line 17	379,129.	138,165.	84,443.	102,504.	704,241.
25 Enter 1% of line 23	5,990.	3,493.	2,924.	2,933.	
26 Organizations described on lines 10 or 11: a Enter 2% of amount in column (e), line 24			SEE STATEMENT 8		14,085.
b Prepare a list for your records to show the name of and amount contributed by each person (other than a governmental unit or publicly supported organization) whose total gifts for 1999 through 2002 exceeded the amount shown in line 26a. Do not file this list with your return. Enter the total of all these excess amounts					326,090.
c Total support for section 509(a)(1) test. Enter line 24, column (e)					704,241.
d Add: Amounts from column (e) for lines: 18 <u>1,480.</u> 19 _____ 22 <u>38,907.</u> 26b <u>326,090.</u>					366,477.
e Public support (line 26c minus line 26d total)					337,764.
f Public support percentage (line 26e (numerator) divided by line 26c (denominator))					47.9614%
27 Organizations described on line 12: a For amounts included in lines 15, 16, and 17 that were received from a "disqualified person," prepare a list for your records to show the name of, and total amounts received in each year from, each "disqualified person." Do not file this list with your return. Enter the sum of such amounts for each year. N/A					
b For any amount included in line 17 that was received from each person (other than "disqualified persons"), prepare a list for your records to show the name of, and amount received for each year, that was more than the larger of (1) the amount on line 25 for the year or (2) \$5,000 (Include in the list organizations described in lines 5 through 11, as well as individuals.) Do not file this list with your return. After computing the difference between the amount received and the larger amount described in (1) or (2), enter the sum of these differences (the excess amounts) for each year. N/A					
c Add: Amounts from column (e) for lines: 15 _____ 16 _____ 17 _____ 20 _____ 21 _____					N/A
d Add: Line 27a total _____ and line 27b total _____					N/A
e Public support (line 27c total minus line 27d total)					N/A
f Total support for section 509(a)(2) test. Enter amount on line 23, column (e) N/A					N/A
g Public support percentage (line 27e (numerator) divided by line 27f (denominator))					N/A %
h Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator))					N/A %
28 Unusual Grants: For an organization described in line 10, 11, or 12 that received any unusual grants during 1999 through 2002, prepare a list for your records to show, for each year, the name of the contributor, the date and amount of the grant, and a brief description of the nature of the grant. Do not file this list with your return. Do not include these grants in line 15					

Part V Private School Questionnaire (See page 7 of the instructions)

N/A

(To be completed ONLY by schools that checked the box on line 6 in Part IV)

		Yes	No
29	Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body?		
30	Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships?		
31	Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves? If "Yes," please describe; if "No," please explain (If you need more space, attach a separate statement.)		

32	Does the organization maintain the following		
a	Records indicating the racial composition of the student body, faculty, and administrative staff?	32a	
b	Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis?	32b	
c	Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships?	32c	
d	Copies of all material used by the organization or on its behalf to solicit contributions? If you answered "No" to any of the above, please explain. (If you need more space, attach a separate statement.)	32d	

33	Does the organization discriminate by race in any way with respect to:		
a	Students' rights or privileges?	33a	
b	Admissions policies?	33b	
c	Employment of faculty or administrative staff?	33c	
d	Scholarships or other financial assistance?	33d	
e	Educational policies?	33e	
f	Use of facilities?	33f	
g	Athletic programs?	33g	
h	Other extracurricular activities? If you answered "Yes" to any of the above, please explain (If you need more space, attach a separate statement.)	33h	

34 a	Does the organization receive any financial aid or assistance from a governmental agency?	34a	
b	Has the organization's right to such aid ever been revoked or suspended? If you answered "Yes" to either 34a or b, please explain using an attached statement.	34b	
35	Does the organization certify that it has complied with the applicable requirements of sections 4 01 through 4 05 of Rev. Proc. 75-50, 1975-2 C B. 587, covering racial nondiscrimination? If "No," attach an explanation	35	

Part VI-A Lobbying Expenditures by Electing Public Charities (See page 9 of the instructions)

N/A

(To be completed ONLY by an eligible organization that filed Form 5768)

Check **a** if the organization belongs to an affiliated group Check **b** if you checked "a" and "limited control" provisions apply

Limits on Lobbying Expenditures

(The term "expenditures" means amounts paid or incurred)

	(a) Affiliated group totals	(b) To be completed for ALL electing organizations
	N/A	
36 Total lobbying expenditures to influence public opinion (grassroots lobbying)	36	
37 Total lobbying expenditures to influence a legislative body (direct lobbying)	37	
38 Total lobbying expenditures (add lines 36 and 37)	38	
39 Other exempt purpose expenditures	39	
40 Total exempt purpose expenditures (add lines 38 and 39)	40	
41 Lobbying nontaxable amount. Enter the amount from the following table -		
If the amount on line 40 is -		
Not over \$500,000		
Over \$500,000 but not over \$1,000,000		
Over \$1,000,000 but not over \$1,500,000		
Over \$1,500,000 but not over \$17,000,000		
Over \$17,000,000		
The lobbying nontaxable amount is -		
20% of the amount on line 40		
\$100,000 plus 15% of the excess over \$500,000		
\$175,000 plus 10% of the excess over \$1,000,000		
\$225,000 plus 5% of the excess over \$1,500,000		
\$1,000,000		
42 Grassroots nontaxable amount (enter 25% of line 41)	42	
43 Subtract line 42 from line 36 Enter -0- if line 42 is more than line 36	43	
44 Subtract line 41 from line 38 Enter -0- if line 41 is more than line 38	44	

Caution: If there is an amount on either line 43 or line 44, you must file Form 4720.

4-Year Averaging Period Under Section 501(h)

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below See the instructions for lines 45 through 50 on page 11 of the instructions)

Calendar year (or fiscal year beginning in)	Lobbying Expenditures During 4-Year Averaging Period				N/A (e) Total
	(a) 2003	(b) 2002	(c) 2001	(d) 2000	
45 Lobbying nontaxable amount					0.
46 Lobbying ceiling amount (150% of line 45(e))					0.
47 Total lobbying expenditures					0.
48 Grassroots nontaxable amount					0.
49 Grassroots ceiling amount (150% of line 48(e))					0.
50 Grassroots lobbying expenditures					0.

Part VI-B Lobbying Activity by Nonelecting Public Charities

(For reporting only by organizations that did not complete Part VI-A) (See page 12 of the instructions)

N/A

During the year, did the organization attempt to influence national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of	Yes	No	Amount
a Volunteers			
b Paid staff or management (Include compensation in expenses reported on lines c through h.)			
c Media advertisements			
d Mailings to members, legislators, or the public			
e Publications, or published or broadcast statements			
f Grants to other organizations for lobbying purposes			
g Direct contact with legislators, their staffs, government officials, or a legislative body			
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means			
i Total lobbying expenditures (Add lines c through h.)			0.

If "Yes" to any of the above, also attach a statement giving a detailed description of the lobbying activities

FORM 990 OTHER CHANGES IN NET ASSETS OR FUND BALANCES STATEMENT 1

DESCRIPTION	AMOUNT
PRIOR PERIOD ADJUSTMENT TO RETAINED EARNINGS	<1,000.>
TOTAL TO FORM 990, PART I, LINE 20	<1,000.>

FORM 990 OTHER EXPENSES STATEMENT 2

DESCRIPTION	(A) TOTAL	(B) PROGRAM SERVICES	(C) MANAGEMENT AND GENERAL	(D) FUNDRAISING
ADVERTISING	1,282.	1,282.		
MANAGEMENT FEES	57,263.	39,037.	18,226.	
TRAINING	2,677.		2,677.	
UTILITIES	15,424.	15,424.		
EXTERMINATING	1,146.	1,146.		
TRASH REMOVAL	5,499.	5,499.		
OPERATING EXPENSES	611.	611.		
PROTECTION CONTRACT	608.	304.	304.	
REPAIRS & MAINTENANCE	25,452.	25,452.		
INSURANCE	8,258.	8,258.		
MISCELLANEOUS	1,116.	1,038.	78.	
PROGRAMS	26,435.	26,435.		
COMPUTER SERVICE	318.	159.	159.	
SNOW REMOVAL	8,956.	8,956.		
PAINT/DECORATING	3,410.	3,410.		
REPLACEMENT RESERVE	28,793.	28,793.		
BAD DEBTS	877.	877.		
LOAN COSTS	1,787.	1,787.		
TOTAL TO FM 990, LN 43	189,912.	168,468.	21,444.	

FORM 990 STATEMENT OF ORGANIZATION'S PRIMARY EXEMPT PURPOSE STATEMENT 3
PART III

EXPLANATION

THE ORGANIZATION PROVIDES SUBSIDIZED HOUSING FOR LOW INCOME FAMILIES.

FORM 990	MORTGAGES PAYABLE	STATEMENT	4
----------	-------------------	-----------	---

DESCRIPTION	BALANCE DUE
THE MIDDLEBURG BANK	491,498.
RECD (US GOVT)	1,191,998.
VIRGINIA WATER PROJECT	78,476.
TOTAL INCLUDED ON FORM 990, PART IV, LINE 64B, COLUMN B	1,761,972.

FORM 990	OTHER LIABILITIES	STATEMENT	5
----------	-------------------	-----------	---

DESCRIPTION	AMOUNT
PREPAID RENTS	14.
SECURITY DEPOSITS	6,853.
TOTAL TO FORM 990, PART IV, LINE 65, COLUMN B	6,867.

FORM 990

PART V - LIST OF OFFICERS, DIRECTORS,
TRUSTEES AND KEY EMPLOYEES

STATEMENT 6

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
G. KIMBALL HART P.O. BOX 1258 MIDDLEBURG, VA	DIRECTOR 1	0.	0.	0.
THOMAS S. DODSON P.O. BOX 1124 MIDDLEBURG, VA	PRESIDENT 20	0.	0.	0.
ROBERT B. DALE, III P.O. BOX 467 MIDDLEBURG, VA	TREASURER 3	0.	0.	0.
JUDY WASHBURN P.O. BOX 27 MIDDLEBURG, VA	SECRETARY 3	0.	0.	0.
ALLIE LOVE MIDDLEBURG, VA	VICE PRESIDENT 5	0.	0.	0.
MARY JO JACKSON P.O. BOX 1060 MIDDLEBURG, VA	DIRECTOR 1	0.	0.	0.
EURA H. LEWIS P.O. BOX 473 MIDDLEBURG, VA	DIRECTOR 1	0.	0.	0.
JUDY CASEY P.O. BOX 1872 MIDDLEBURG, VA	DIRECTOR 1	0.	0.	0.
REGGIE DAWSON MIDDLEBURG, VA	DIRECTOR 1	0.	0.	0.
SISTER CECILIA LIBERATORE 35321 NOTRE DAME LANE MIDDLEBURG, VA	DIRECTOR 1	0.	0.	0.
BILL CASEY P.O. BOX 1872 MIDDLEBURG, VA	DIRECTOR 1	0.	0.	0.
TOTALS INCLUDED ON FORM 990, PART V		0.	0.	0.

WINDY HILL FOUNDATION, INC.
MIDDLEBURG, VIRGINIA
DATA FOR 2003 FORM 990
54-1244012

PART IV, BALANCE SHEETS, LINE 57, COLUMN B:

Land, Buildings, & Equipment

	<u>Cost</u>	<u>Replacement Reserve</u>	<u>Ending Acc Res</u>	<u>Net Book Value</u>
Land	106,451			106,451
Buildings	3,957,468	28,793	231,486	3,725,982
Equipment & Furnishings	5,544		5,544	0
	<u>4,069,463</u>	<u>28,793</u>	<u>237,030</u>	<u>3,832,433</u>

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
 - If you are filing for an **Additional (not automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).
- Note: Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.**

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

Note: Form 990-T corporations requesting an automatic 6-month extension - check this box and complete Part I only
 All other corporations (including Form 990-C filers) must use Form 7004 to request an extension of time to file income tax returns. Partnerships, REMICs and trusts must use Form 8736 to request an extension of time to file Form 1065, 1066, or 1041.

Type or print	Name of Exempt Organization WINDY HILL FOUNDATION, INC	Employer identification number 54-1244012
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. P O BOX 1593	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. MIDDLEBURG, VA 20118-1593	

Check type of return to be filed (file a separate application for each return):

- | | | |
|--|---|------------------------------------|
| <input checked="" type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

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

1 I request an automatic 3-month (6-month, for **990-T corporation**) extension of time until **AUGUST 16, 2004** to file the exempt organization return for the organization named above. The extension is for the organization's return for:
 ▶ calendar year **2003** or
 ▶ tax year beginning _____, and ending _____.

2 If this tax year is for less than 12 months, check reason: Initial return Final return Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions \$ _____

b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit \$ _____

c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions \$ **N/A**

Signature and Verification

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

Signature ▶ _____ Title ▶ _____ Date ▶ _____

LHA For Paperwork Reduction Act Notice, see instruction Form **8868** (12-2000)

YOUNT, HYDE & BARBOUR, P.C., CPA 540-887-6381
P. O. BOX 467, MIDDLEBURG, VA 20118

7001 1140 00004 135 # 7462