

Form **990**

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)

OMB No 1545-0047

2004

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

A For the 2004 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 **1,014,155.**

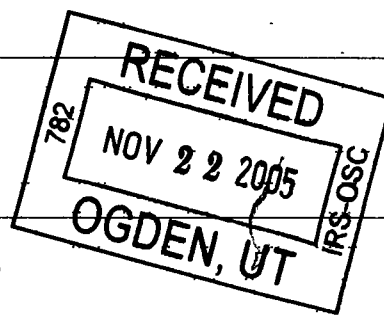
M Check if the organization is **not** required to attach Sch B (Form 990, 990-EZ, or 990-PF)

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? (If "No," attach a list) N/A Yes No
H(d) Is this a separate return filed by an organization covered by a group ruling? Yes No
I Group Exemption Number _____

Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).

| Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances | | | |
|--|---|----------------|------------|
| 1 | Contributions, gifts, grants, and similar amounts received | | |
| a | Direct public support | 1a | 711,643. |
| b | Indirect public support | 1b | |
| c | Government contributions (grants) | 1c | |
| d | Total (add lines 1a through 1c) (cash \$ 711,643. noncash \$ _____) | 1d | 711,643. |
| 2 | Program service revenue including government fees and contracts (from Part VII, line 93) | 2 | 299,085. |
| 3 | Membership dues and assessments | 3 | |
| 4 | Interest on savings and temporary cash investments | 4 | 190. |
| 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 | |
| 8a | Gross amount from sales of assets other than inventory | (A) Securities | (B) Other |
| b | Less cost or other basis and sales expenses | 8a | |
| c | Gain or (loss) (attach schedule) | 8b | |
| d | Net gain or (loss) (combine line 8c, columns (A) and (B)) | 8c | |
| 8d | Net gain or (loss) (combine line 8c, columns (A) and (B)) | 8d | |
| 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 | |
| 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 | 3,237. |
| 12 | Total revenue (add lines 1d, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11) | 12 | 1,014,155. |
| 13 | Program services (from line 44, column (B)) | 13 | 400,907. |
| 14 | Management and general (from line 44, column (C)) | 14 | 43,830. |
| 15 | Fundraising (from line 44, column (D)) | 15 | 18,081. |
| 16 | Payments to affiliates (attach schedule) | 16 | |
| 17 | Total expenses (add lines 16 and 44, column (A)) | 17 | 462,818. |
| 18 | Excess or (deficit) for the year (subtract line 17 from line 12) | 18 | 551,337. |
| 19 | Net assets or fund balances at beginning of year (from line 73, column (A)) | 19 | 2,322,320. |
| 20 | Other changes in net assets or fund balances (attach explanation) | 20 | 0. |
| 21 | Net assets or fund balances at end of year (combine lines 18, 19, and 20) | 21 | 2,873,657. |

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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

| 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 | 50,000. | 42,500. | 7,500. | 0. |
| 26 | Other salaries and wages | 50,083. | 50,083. | | |
| 27 | Pension plan contributions | | | | |
| 28 | Other employee benefits | 1,146. | 1,146. | | |
| 29 | Payroll taxes | 2,831. | 2,831. | | |
| 30 | Professional fundraising fees | 18,081. | | | 18,081. |
| 31 | Accounting fees | 13,762. | 2,064. | 11,698. | |
| 32 | Legal fees | 101. | 101. | | |
| 33 | Supplies | 6,117. | 6,117. | | |
| 34 | Telephone | 5,222. | 1,741. | 3,481. | |
| 35 | Postage and shipping | 761. | 507. | 254. | |
| 36 | Occupancy | 2,090. | 2,090. | | |
| 37 | Equipment rental and maintenance | | | | |
| 38 | Printing and publications | 6,498. | 4,332. | 2,166. | |
| 39 | Travel | 335. | 335. | | |
| 40 | Conferences, conventions, and meetings | 430. | 430. | | |
| 41 | Interest | 56,176. | 56,176. | | |
| 42 | Depreciation, depletion, etc (attach schedule) | 27,472. | 27,472. | | |
| 43 | Other expenses not covered above (itemize) | | | | |
| a | _____ | | | | |
| b | _____ | | | | |
| c | _____ | | | | |
| d | _____ | | | | |
| e | SEE STATEMENT 1 | 221,713. | 202,982. | 18,731. | |
| 44 | Total functional expenses (add lines 22 through 43) Organizations completing columns (B)-(D), carry these totals to lines 13-15 | 462,818. | 400,907. | 43,830. | 18,081. |

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? **SEE STATEMENT 2**

| What is the organization's primary exempt purpose? SEE STATEMENT 2 | | 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 \$ _____) | 400,907. |
| 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) | 400,907. |

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 | 257,720. | 157,682. |
| | 46 Savings and temporary cash investments | | |
| | 47 a Accounts receivable | 8,795. | |
| | b Less allowance for doubtful accounts | | |
| | 48 a Pledges receivable | | |
| | b Less allowance for doubtful accounts | | |
| | 49 Grants receivable | | |
| | 50 Receivables from officers, directors, trustees, and key employees | | |
| | 51 a Other notes and loans receivable | | |
| | b Less allowance for doubtful accounts | | |
| | 52 Inventories for sale or use | | |
| | 53 Prepaid expenses and deferred charges | 190. | 237. |
| | 54 Investments - securities <input type="checkbox"/> Cost <input type="checkbox"/> FMV | | |
| | 55 a Investments - land, buildings, and equipment basis | | |
| | b Less accumulated depreciation | | |
| 56 Investments - other | | | |
| 57 a Land, buildings, and equipment basis | 6,039,335. | | |
| b Less accumulated depreciation | 264,502. | | |
| 58 Other assets (describe <input type="checkbox"/>) | | | |
| 59 Total assets (add lines 45 through 58) (must equal line 74) | 4,099,174. | 5,941,547. | |
| Liabilities | 60 Accounts payable and accrued expenses | 8,015. | 6,858. |
| | 61 Grants payable | | |
| | 62 Deferred revenue | | |
| | 63 Loans from officers, directors, trustees, and key employees | | |
| | 64 a Tax-exempt bond liabilities | | |
| | b Mortgages and other notes payable STMT 3 | 1,761,972. | 3,049,256. |
| | 65 Other liabilities (describe <input type="checkbox"/> SEE STATEMENT 4) | 6,867. | 11,776. |
| 66 Total liabilities (add lines 60 through 65) | 1,776,854. | 3,067,890. | |
| 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 Unrestricted | | |
| | 68 Temporarily restricted | | |
| | 69 Permanently restricted | | |
| | 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. | 0. |
| | 71 Paid-in or capital surplus, or land, building, and equipment fund | 0. | 0. |
| | 72 Retained earnings, endowment, accumulated income, or other funds | 2,322,320. | 2,873,657. |
| 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) | 2,322,320. | 2,873,657. | |
| 74 Total liabilities and net assets / fund balances (add lines 66 and 73) | 4,099,174. | 5,941,547. | |

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

Table with columns for question number, question text, and Yes/No columns. Includes questions 76 through 92 regarding organizational activities, financial reporting, and tax status.

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

Note: Enter gross amounts unless otherwise indicated.

| | 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 | |
| 93 Program service revenue | | | | | |
| a RENTAL INCOME | | | | | 259,085. |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| f Medicare/Medicaid payments | | | | | |
| g Fees and contracts from government agencies | | | | | 40,000. |
| 94 Membership dues and assessments | | | | | |
| 95 Interest on savings and temporary cash investments | | | 14 | 190. | |
| 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 | | | | | 771. |
| b LAUNDRY INCOME | | | | | 2,466. |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| 104 Subtotal (add columns (B), (D), and (E)) | | 0. | | 190. | 302,322. |
| 105 Total (add line 104, columns (B), (D), and (E)) | | | | | 302,512. |

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 6 |

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).

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, and all information of which preparer has any knowledge.

Date: 11/17/05
 Type or print name and title: Robert B. Dale, III, Treasurer
 Date: 11/17/05
 Check if self-prepared:
 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

2004

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? | 2a | X |
| b Lending of money or other extension of credit? | 2b | X |
| c Furnishing of goods, services, or facilities? | 2c | X |
| d Payment of compensation (or payment or reimbursement of expenses if more than \$1,000)? | 2d | X |
| e Transfer of any part of its income or assets? | 2e | 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) | 3a | X |
| b Do you have a section 403(b) annuity plan for your employees? | 3b | X |
| 4 a Did you maintain any separate account for participating donors where donors have the right to provide advice on the use or distribution of funds? | 4a | X |
| b Do you provide credit counseling, debt management, credit repair, or debt negotiation services? | 4b | 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 5 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) 2003 | (b) 2002 | (c) 2001 | (d) 2000 | (e) Total |
|---|------------|----------|----------------------------|----------|----------------|
| 15 Gifts, grants, and contributions received (Do not include unusual grants. See line 28.) | 810,923. | 372,810. | 111,084. | 82,640. | 1,377,457. |
| 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 | 219,616. | 219,859. | 211,136. | 207,917. | 858,528. |
| 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 | 1,035. | 290. | 211. | 715. | 2,251. |
| 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. | 3,784. | 6,029. | SEE STATEMENT 7 26,870. | 1,088. | 37,771. |
| 23 Total of lines 15 through 22 | 1,035,358. | 598,988. | 349,301. | 292,360. | 2,276,007. |
| 24 Line 23 minus line 17 | 815,742. | 379,129. | 138,165. | 84,443. | 1,417,479. |
| 25 Enter 1% of line 23 | 10,354. | 5,990. | 3,493. | 2,924. | |
| 26 Organizations described on lines 10 or 11: a Enter 2% of amount in column (e), line 24 | | | | | 26a 28,350. |
| 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 2000 through 2003 exceeded the amount shown in line 26a. Do not file this list with your return. Enter the total of all these excess amounts | | | | | 26b 794,891. |
| c Total support for section 509(a)(1) test. Enter line 24, column (e) | | | | | 26c 1,417,479. |
| d Add: Amounts from column (e) for lines 18 2,251. 19 26d 834,913. | | | | | |
| 22 37,771. 26b 794,891. | | | | | |
| e Public support (line 26c minus line 26d total) | | | | | 26e 582,566. |
| f Public support percentage (line 26e (numerator) divided by line 26c (denominator)) | | | | | 26f 41.0987% |
| 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 | | | | | |
| (2003) (2002) (2001) (2000) | | | | | |
| 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 | | | | | |
| (2003) (2002) (2001) (2000) | | | | | |
| c Add: Amounts from column (e) for lines 15 16 17 20 21 | | | | | 27c N/A |
| d Add Line 27a total and line 27b total | | | | | 27d N/A |
| e Public support (line 27c total minus line 27d total) | | | | | 27e N/A |
| f Total support for section 509(a)(2) test. Enter amount on line 23, column (e) | | | 27f N/A | | |
| g Public support percentage (line 27e (numerator) divided by line 27f (denominator)) | | | | | 27g N/A % |
| h Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator)) | | | | | 27h N/A % |
| 28 Unusual Grants: For an organization described in line 10, 11, or 12 that received any unusual grants during 2000 through 2003, 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 | 20% of the amount on line 40 | | |
| Over \$500,000 but not over \$1,000,000 | \$100,000 plus 15% of the excess over \$500,000 | | |
| Over \$1,000,000 but not over \$1,500,000 | \$175,000 plus 10% of the excess over \$1,000,000 | | |
| Over \$1,500,000 but not over \$17,000,000 | \$225,000 plus 5% of the excess over \$1,500,000 | | |
| Over \$17,000,000 | \$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 |
|--|--|-------------|-------------|-------------|--------------|
| | (a) 2004 | (b) 2003 | (c) 2002 | (d) 2001 | (e) Total |
| 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 11 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 EXPENSES | | | STATEMENT 1 |
|-------------------------------|-----------------|----------------------------|----------------------------------|--------------------|
| DESCRIPTION | (A) TOTAL | (B) PROGRAM SERVICES | (C) MANAGEMENT AND GENERAL | (D) FUNDRAISING |
| ADVERTISING | 717. | 717. | | |
| MANAGEMENT FEES | 54,900. | 43,920. | 10,980. | |
| UTILITIES | 17,117. | 17,117. | | |
| EXTERMINATING | 2,120. | 2,120. | | |
| TRASH REMOVAL | 17,908. | 17,908. | | |
| OPERATING EXPENSES | 10,807. | 10,807. | | |
| REPAIRS & MAINTENANCE | 36,482. | 36,482. | | |
| INSURANCE | 21,133. | 17,278. | 3,855. | |
| MISCELLANEOUS PROGRAMS | 5,290. | 1,902. | 3,388. | |
| COMPUTER SERVICE | 40,243. | 40,243. | | |
| SNOW REMOVAL | 1,015. | 507. | 508. | |
| PAINT/DECORATING | 4,512. | 4,512. | | |
| BAD DEBTS | 7,396. | 7,396. | | |
| | 2,073. | 2,073. | | |
| TOTAL TO FM 990, LN 43 | 221,713. | 202,982. | 18,731. | |

FORM 990 STATEMENT OF ORGANIZATION'S PRIMARY EXEMPT PURPOSE STATEMENT 2
PART III

EXPLANATION

THE ORGANIZATION PROVIDES SUBSIDIZED HOUSING FOR LOW INCOME FAMILIES.

| FORM 990 | MORTGAGES PAYABLE | STATEMENT 3 |
|--|-------------------|-------------------|
| DESCRIPTION | | BALANCE DUE |
| THE MIDDLEBURG BANK | | 1,803,490. |
| RECD (US GOVT) | | 1,188,270. |
| VIRGINIA WATER PROJECT | | 57,496. |
| TOTAL INCLUDED ON FORM 990, PART IV, LINE 64B, COLUMN B | | 3,049,256. |

| FORM 990 | OTHER LIABILITIES | STATEMENT | 4 |
|---|-------------------|-----------|---|
| DESCRIPTION | | AMOUNT | |
| PREPAID RENTS | | 1,418. | |
| SECURITY DEPOSITS | | 10,358. | |
| TOTAL TO FORM 990, PART IV, LINE 65, COLUMN B | | 11,776. | |

| FORM 990 | PART V - LIST OF OFFICERS, DIRECTORS, TRUSTEES AND KEY EMPLOYEES | STATEMENT | 5 |
|----------|---|-----------|---|
|----------|---|-----------|---|

| NAME AND ADDRESS | TITLE AND AVRG HRS/WK | COMPEN- SATION | EMPLOYEE BEN PLAN CONTRIB | EXPENSE ACCOUNT |
|--|--------------------------|-------------------|---------------------------------|--------------------|
| G. KIMBALL HART P.O. BOX 1593 MIDDLEBURG, VA | DIRECTOR 1 | 0. | 0. | 0. |
| THOMAS S. DODSON P.O. BOX 1593 MIDDLEBURG, VA | PRESIDENT 20 | 0. | 0. | 0. |
| ROBERT B. DALE, III P.O. BOX 1593 MIDDLEBURG, VA | TREASURER 3 | 0. | 0. | 0. |
| JUDY WASHBURN P.O. BOX 1593 MIDDLEBURG, VA | SECRETARY 3 | 0. | 0. | 0. |
| ALLIE LOVE P.O. BOX 1593 MIDDLEBURG, VA | VICE PRESIDENT 5 | 0. | 0. | 0. |
| MARY JO JACKSON P.O. BOX 1593 MIDDLEBURG, VA | DIRECTOR 1 | 0. | 0. | 0. |
| EURA H. LEWIS P.O. BOX 1593 MIDDLEBURG, VA | DIRECTOR 1 | 0. | 0. | 0. |
| JUDY CASEY P.O. BOX 1593 MIDDLEBURG, VA | DIRECTOR 1 | 0. | 0. | 0. |

| | | | | |
|--|---------------|-----------|-----------|-----------|
| REGGIE DAWSON P.O. BOX 1593 MIDDLEBURG, VA | DIRECTOR 1 | 0. | 0. | 0. |
| GEORGE LENGAUER P.O. BOX 1593 MIDDLEBURG, VA | DIRECTOR 1 | 0. | 0. | 0. |
| BILL CASEY P.O. BOX 1593 MIDDLEBURG, VA | DIRECTOR 1 | 0. | 0. | 0. |
| ANN NORTHRUP P.O. BOX 1593 MIDDLEBURG, VA | DIRECTOR 1 | 0. | 0. | 0. |
| TOTALS INCLUDED ON FORM 990, PART V | | <u>0.</u> | <u>0.</u> | <u>0.</u> |

FORM 990 PART VIII - RELATIONSHIP OF ACTIVITIES TO STATEMENT 6
ACCOMPLISHMENT OF EXEMPT PURPOSES

| LINE | EXPLANATION OF RELATIONSHIP OF ACTIVITIES |
|------|---|
| 93A | REPRESENTS PORTION OF RENTS PAID BY THE TENANTS. |
| 93G | REPRESENTS RENT SUBSIDIES RECEIVED FROM THE LOCAL GOVERNMENT HOUSING AUTHORITY. |
| 103A | OTHER UNCLASSIFIED RECEIPTS |
| 103B | COMMISSIONS FROM TENANTS USE OF LAUNDRY EQUIPMENT |

SCHEDULE A OTHER INCOME STATEMENT 7

| DESCRIPTION | 2003 AMOUNT | 2002 AMOUNT | 2001 AMOUNT | 2000 AMOUNT |
|------------------------------|----------------|----------------|----------------|----------------|
| MISCELLANEOUS | <u>3,784.</u> | <u>6,029.</u> | <u>26,870.</u> | <u>1,088.</u> |
| TOTAL TO SCHEDULE A, LINE 22 | <u>3,784.</u> | <u>6,029.</u> | <u>26,870.</u> | <u>1,088.</u> |

Depreciation and Amortization 990
(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

| | | |
|--|---|---|
| Name(s) shown on return WINDY HILL FOUNDATION, INC | Business or activity to which this form relates FORM 990 PAGE 2 | Identifying number 54-1244012 |
|--|---|---|

Part I Election To Expense Certain Property Under Section 179 Note: If you have any listed property, complete Part V before you complete Part I

| | | |
|---|------------------------------|------------------|
| 1 Maximum amount. See instructions for a higher limit for certain businesses | 1 | 102,000. |
| 2 Total cost of section 179 property placed in service (see instructions) | 2 | |
| 3 Threshold cost of section 179 property before reduction in limitation | 3 | 410,000. |
| 4 Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0- | 4 | |
| 5 Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions | 5 | |
| 6 | | |
| (a) Description of property | (b) Cost (business use only) | (c) Elected cost |
| | | |
| | | |
| | | |
| | | |
| 7 Listed property. Enter the amount from line 29 | 7 | |
| 8 Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7 | 8 | |
| 9 Tentative deduction. Enter the smaller of line 5 or line 8 | 9 | |
| 10 Carryover of disallowed deduction from line 13 of your 2003 Form 4562 | 10 | |
| 11 Business income limitation. Enter the smaller of business income (not less than zero) or line 5 | 11 | |
| 12 Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11 | 12 | |
| 13 Carryover of disallowed deduction to 2005. Add lines 9 and 10, less line 12 | 13 | |

Note: Do not use Part II or Part III below for listed property. Instead, use Part V

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.)

| | | |
|--|-----------|--|
| 14 Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions) | 14 | |
| 15 Property subject to section 168(f)(1) election (see instructions) | 15 | |
| 16 Other depreciation (including ACRS) (see instructions) | 16 | |

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)

Section A

| | | |
|---|-----------|--|
| 17 MACRS deductions for assets placed in service in tax years beginning before 2004 | 17 | |
| 18 If you are electing under section 168(i)(4) to group any assets placed in service during the tax year into one or more general asset accounts, check here <input type="checkbox"/> | | |

Section B - Assets Placed in Service During 2004 Tax Year Using the General Depreciation System

| (a) Classification of property | (b) Month and year placed in service | (c) Basis for depreciation (business/investment use only - see instructions) | (d) Recovery period | (e) Convention | (f) Method | (g) Depreciation deduction |
|---------------------------------------|--------------------------------------|--|---------------------|----------------|------------|----------------------------|
| 19a 3-year property | | | | | | |
| b 5-year property | | | | | | |
| c 7-year property | | | | | | |
| d 10-year property | | | | | | |
| e 15-year property | | | | | | |
| f 20-year property | | | | | | |
| g 25-year property | | | 25 yrs | | S/L | |
| h Residential rental property | / | | 27.5 yrs. | MM | S/L | |
| | / | | 27.5 yrs. | MM | S/L | |
| i Nonresidential real property | / | | 39 yrs. | MM | S/L | |
| | / | | | MM | S/L | |

Section C - Assets Placed in Service During 2004 Tax Year Using the Alternative Depreciation System

| | | | | | | |
|-----------------------|---|--|---------|----|-----|--|
| 20a Class life | | | | | S/L | |
| b 12-year | | | 12 yrs. | | S/L | |
| c 40-year | / | | 40 yrs. | MM | S/L | |

Part IV Summary (See instructions.)

| | | |
|---|-----------|---------|
| 21 Listed property. Enter amount from line 28 | 21 | |
| 22 Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instr. | 22 | 27,472. |
| 23 For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs | 23 | |

Part V Listed Property (Include automobiles, certain other vehicles, cellular telephones, certain computers, and property used for entertainment, recreation, or amusement.)
Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A - Depreciation and Other Information (Caution: See instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed? Yes No **24b** If "Yes," is the evidence written? Yes No

| (a) Type of property (list vehicles first) | (b) Date placed in service | (c) Business/ investment use percentage | (d) Cost or other basis | (e) Basis for depreciation (business/investment use only) | (f) Recovery period | (g) Method/ Convention | (h) Depreciation deduction | (i) Elected section 179 cost |
|---|-------------------------------|--|-------------------------------|--|---------------------------|------------------------------|----------------------------------|---------------------------------------|
| 25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use | | | | | | | 25 | |
| 26 Property used more than 50% in a qualified business use: | | | | | | | | |
| | | % | | | | | | |
| | | % | | | | | | |
| | | % | | | | | | |
| 27 Property used 50% or less in a qualified business use: | | | | | | | | |
| | | % | | | | S/L - | | |
| | | % | | | | S/L - | | |
| | | % | | | | S/L - | | |
| 28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1 | | | | | | | 28 | |
| 29 Add amounts in column (i), line 26. Enter here and on line 7, page 1 | | | | | | | | 29 |

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

| | (a) Vehicle | | (b) Vehicle | | (c) Vehicle | | (d) Vehicle | | (e) Vehicle | | (f) Vehicle | |
|---|----------------|----|----------------|----|----------------|----|----------------|----|----------------|----|----------------|----|
| | Yes | No | Yes | No | Yes | No | Yes | No | Yes | No | Yes | No |
| 30 Total business/investment miles driven during the year (do not include commuting miles) | | | | | | | | | | | | |
| 31 Total commuting miles driven during the year | | | | | | | | | | | | |
| 32 Total other personal (noncommuting) miles driven. | | | | | | | | | | | | |
| 33 Total miles driven during the year. Add lines 30 through 32 | | | | | | | | | | | | |
| 34 Was the vehicle available for personal use during off-duty hours? | | | | | | | | | | | | |
| 35 Was the vehicle used primarily by a more than 5% owner or related person? | | | | | | | | | | | | |
| 36 Is another vehicle available for personal use? | | | | | | | | | | | | |

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons.

| | Yes | No |
|--|-----|----|
| 37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees? | | |
| 38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See instructions for vehicles used by corporate officers, directors, or 1% or more owners | | |
| 39 Do you treat all use of vehicles by employees as personal use? | | |
| 40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received? | | |
| 41 Do you meet the requirements concerning qualified automobile demonstration use? Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles. | | |

Part VI Amortization

| (a) Description of costs | (b) Date amortization begins | (c) Amortizable amount | (d) Code section | (e) Amortization period or percentage | (f) Amortization for this year |
|--|---------------------------------|---------------------------|---------------------|--|-----------------------------------|
| 42 Amortization of costs that begins during your 2004 tax year: | | | | | |
| | | | | | |
| 43 Amortization of costs that began before your 2004 tax year | | | | | 43 |
| 44 Total. Add amounts in column (f). See instructions for where to report | | | | | 44 |

**WINDY HILL FOUNDATION, INC.
MIDDLEBURG, VIRGINIA
DATA FOR 2004 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 | 5,927,340 | 27,472 | 258,958 | 5,668,382 |
| Equipment & Furnishings | 5,544 | | 5,544 | 0 |
| | <u>6,039,335</u> | <u>27,472</u> | <u>264,502</u> | <u>5,774,833</u> |

**WINDY HILL FOUNDATION, INC.
MIDDLEBURG, VIRGINIA
DATA FOR 2004 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 | 5,927,340 | 27,472 | 258,958 | 5,668,382 |
| Equipment & Furnishings | 5,544 | | 5,544 | 0 |
| | <u>6,039,335</u> | <u>27,472</u> | <u>264,502</u> | <u>5,774,833</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).
- 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)

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.

Electronic Filing (e-file). Form 8868 can be filed electronically if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for corporate Form 990-T filers). However, you cannot file it electronically if you want the additional (not automatic) 3-month extension, instead you must submit the fully completed signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile.

| | | |
|--|--|---|
| 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 |

- The books are in the care of ▶ **ROBERT B. DALE, III**
Telephone No. ▶ **(540) 687-6381** FAX No. ▶ _____
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a **Group Return**, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the **whole group**, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension will cover.

1 I request an automatic 3-month (6-months for a **Form 990-T corporation**) extension of time until **AUGUST 15, 2005** to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ calendar year **2004** 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

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

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

Part II Additional (not automatic) 3-Month Extension of Time - Must file Original and One Copy.

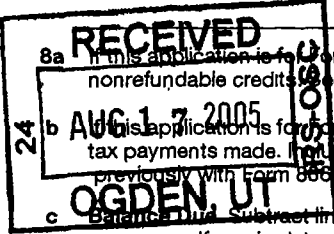
| | | |
|--|--|---|
| Type or print. File by the extended due date for filing the return. See instructions. | Name of Exempt Organization WINDY HILL FOUNDATION, INC | Employer identification number 54-1244012 |
| | Number, street, and room or suite no. If a P.O. box, see instructions. P O BOX 1593 | For IRS use only |
| | 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):

Form 990
 Form 990-EZ
 Form 990-T (sec. 401(a) or 408(a) trust)
 Form 1041-A
 Form 5227
 Form 8870
 Form 990-BL
 Form 990-PF
 Form 990-T (trust other than above)
 Form 4720
 Form 6069

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

- The books are in the care of **▶ ROBERT B. DALE, III**
Telephone No. **▶ (540) 687-6381** FAX No. **▶**
- If the organization does **not** have an office or place of business in the United States, check this box
- If this is for a **Group Return**, enter the organization's four digit Group Exemption Number (GEN) **_____**. If this is for the **whole group**, check this box . If it is for **part of the group**, check this box and attach a list with the names and EINs of all members the extension is for.
- 4 I request an additional 3-month extension of time until **NOVEMBER 15, 2005.**
- 5 For calendar year **2004**, or other tax year beginning _____ and ending _____
- 6 If this tax year is for less than 12 months, check reason: Initial return Final return Change in accounting period
- 7 State in detail why you need the extension **SEE STATEMENT 7**



8a 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. \$ _____

8b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868. \$ _____

8c Balance Due. Subtract line 8b from line 8a. 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 **▶ [Signature]** Title **▶ CPA** Date **▶ 8/15/05**

Notice to Applicant - To Be Completed by the IRS

- We have approved this application. Please attach this form to the organization's return.
- We have not approved this application. However, we have granted a 10-day grace period from the later of the date shown below or the due date of the organization's return (including any prior extensions). This grace period is considered to be a valid extension of time for elections otherwise required to be made on a timely return. Please attach this form to the organization's return.
- We have not approved this application. After considering the reasons stated in item 7, we cannot grant your request for an extension of time to file. We are not granting a 10-day grace period.
- We cannot consider this application because it was filed after the extended due date of the return.
- Other _____

Director _____ By _____

Alternate Mailing Address - Enter the address if you want the copy of this application for an additional 30 days different than the one entered above.

| | |
|---------------|--|
| Type or print | Name YOUNT, HYDE & BARBOUR P.C., CPA'S |
| | Number and street (include suite, room, or apt. no.) or a P.O. box number 6 SOUTH PENDLETON ST. |
| | City or town, province or state, and country (including postal or ZIP code) MIDDLEBURG, VA 20118 |

EXTENSION APPROVED
AUG 30 2005
FIELD DIRECTOR,
SUBMISSION PROCESSING, OGDEN