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Department of the Treasury  
Internal Revenue Service

Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year **2009**, or tax year beginning **2009**, and ending **20**

G Check all that apply.  Initial return  Initial return of a former public charity  Final return  
 Amended return  Address change  Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation CLARK-WINCHCOLE FOUNDATION		A Employer identification number 52-6058340
	Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see page 10 of the instructions) (301) 654-3607
	3 BETHESDA METRO CENTER		
	City or town, state, and ZIP code BETHESDA, MD 20814-5358		

H Check type of organization  Section 501(c)(3) exempt private foundation  
 Section 4947(a)(1) nonexempt charitable trust  Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 95,175,362.

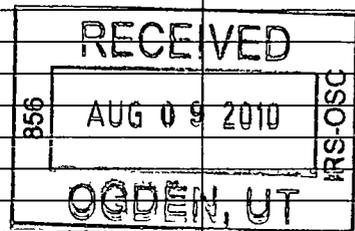
J Accounting method  Cash  Accrual  
 Other (specify) \_\_\_\_\_  
(Part I, column (d) must be on cash basis)

E If private foundation status was terminated under section 507(b)(1)(A), check here . . . . .

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here . . . . .

**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B.				
3 Interest on savings and temporary cash investments	77,661.	77,661.		
4 Dividends and interest from securities	1,531,690.	1,531,690.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a	36,210,584.			
7 Capital gain net income (from Part IV, line 2)				
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	18,092.	18,092.		ATCH 1
12 Total. Add lines 1 through 11	-30,239.	1,627,443.		
13 Compensation of officers, directors, trustees, etc.	250,000.	100,000.		150,000.
14 Other employee salaries and wages	138,211.	38,357.		99,854.
15 Pension plans, employee benefits				
16a Legal fees (attach schedule) ATCH 2	3,959.	1,980.	0.	1,979.
b Accounting fees (attach schedule) ATCH 3	49,915.	24,958.	0.	24,957.
c Other professional fees (attach schedule) *	490,208.	490,208.		
17 Interest	50.	50.		
18 Taxes (attach schedule) (see page 14 of the instructions) *	34,489.	26,850.		7,639.
19 Depreciation (attach schedule) and depletion	3,065.			
20 Occupancy	50,694.	25,347.		25,347.
21 Travel, conferences, and meetings	1,059.	530.		529.
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 6	26,728.	11,657.		15,071.
24 Total operating and administrative expenses. Add lines 13 through 23	1,048,378.	719,937.	0.	325,376.
25 Contributions, gifts, grants paid	4,986,793.			4,986,793.
26 Total expenses and disbursements. Add lines 24 and 25	6,035,171.	719,937.	0.	5,312,169.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-6,065,410.			
b Net investment income (if negative, enter -0-)		907,506.		
c Adjusted net income (if negative, enter -0-)			-0-	



SCANNED AUG 11 2010 Revenue

Operating and Administrative Expenses

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing . . . . .		179,935.	108,001.	108,001.
	2	Savings and temporary cash investments . . . . .		17,042,124.	6,826,013.	6,826,013.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable . . . . .				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use . . . . .				
	9	Prepaid expenses and deferred charges . . . . .				
	10 a	Investments - U S and state government obligations (attach schedule) **	0.	1,730,322.	1,730,322.	
	b	Investments - corporate stock (attach schedule) ATCH 8	61,883,946.	82,117,493.	82,117,493.	
	c	Investments - corporate bonds (attach schedule) ATCH 9	2,065,549.	1,516,643.	1,516,643.	
	11	Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation (attach schedule) ▶					
12	Investments - mortgage loans . . . . .					
13	Investments - other (attach schedule) ATCH 10		1,570,780.	1,570,780.		
14	Land, buildings, and equipment basis ▶	104,014.			ATCH 11	
	Less: accumulated depreciation (attach schedule) ▶	77,069.	30,011.	26,945.	26,945.	
15	Other assets (describe ▶ ATCH 12 )	575,278.	1,279,165.	1,279,165.		
16	<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .	81,776,843.	95,175,362.	95,175,362.		
Liabilities	17	Accounts payable and accrued expenses . . . . .				
	18	Grants payable . . . . .				
	19	Deferred revenue . . . . .				
	20	Loans from officers, directors, trustees, and other disqualified persons . . . . .				
	21	Mortgages and other notes payable (attach schedule) . . . . .				
	22	Other liabilities (describe ▶ )				
23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .					
Net Assets or Fund Balances	<b>Foundations that follow SFAS 117, check here</b> <input checked="" type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>					
	24	Unrestricted . . . . .	81,776,843.	95,175,362.		
	25	Temporarily restricted . . . . .				
	26	Permanently restricted . . . . .				
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> <input type="checkbox"/>					
	27	Capital stock, trust principal, or current funds . . . . .				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .				
29	Retained earnings, accumulated income, endowment, or other funds . . . . .					
30	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	81,776,843.	95,175,362.			
31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	81,776,843.	95,175,362.			

**Part III Analysis of Changes in Net Assets or Fund Balances**

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) . . . . .	1	81,776,843.
2	Enter amount from Part I, line 27a . . . . .	2	-6,065,410.
3	Other increases not included in line 2 (itemize) ▶ ATTACHMENT 13 . . . . .	3	19,463,929.
4	Add lines 1, 2, and 3 . . . . .	4	95,175,362.
5	Decreases not included in line 2 (itemize) ▶ . . . . .	5	
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	95,175,362.

\*\* ATCH 7

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a</b>	SEE PART IV SCHEDULE				
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col (j), if any			
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2</b>	Capital gain net income or (net capital loss) . . . . . { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		<b>2</b>	-1,657,682.	
<b>3</b>	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8. . . . . }		<b>3</b>		

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	6,646,710.	103,182,516.	0.064417
2007	5,138,933.	122,605,474.	0.041914
2006	5,058,669.	114,413,185.	0.044214
2005	5,301,997.	107,494,135.	0.049324
2004	4,637,327.	101,887,203.	0.045514
<b>2</b>	<b>Total</b> of line 1, column (d) . . . . .		<b>2</b> 0.245383
<b>3</b>	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years . . . . .		<b>3</b> 0.049077
<b>4</b>	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5 . . . . .		<b>4</b> 83,061,409.
<b>5</b>	Multiply line 4 by line 3 . . . . .		<b>5</b> 4,076,405.
<b>6</b>	Enter 1% of net investment income (1% of Part I, line 27b) . . . . .		<b>6</b> 9,075.
<b>7</b>	Add lines 5 and 6 . . . . .		<b>7</b> 4,085,480.
<b>8</b>	Enter qualifying distributions from Part XII, line 4 . . . . .		<b>8</b> 5,312,169.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 . . . . . Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .	1	9,075.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	9,075.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	9,075.
6	Credits/Payments:		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 . . . . .	6a	145,360.
b	Exempt foreign organizations-tax withheld at source . . . . .	6b	0.
c	Tax paid with application for extension of time to file (Form 8868) . . . . .	6c	0.
d	Backup withholding erroneously withheld . . . . .	6d	
7	Total credits and payments. Add lines 6a through 6d . . . . .	7	145,360.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . . .	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . . .	10	136,285.
11	Enter the amount of line 10 to be: Credited to 2010 estimated tax <input type="checkbox"/> 136,285. Refunded <input type="checkbox"/>	11	

**Part VII-A Statements Regarding Activities**

	Yes	No
1 a		X
b		X
c		X
d		
e		
2		X
3	X	
4 a		X
4 b		
5		X
6	X	
7	X	
8 a		
8 b	X	
9		X
10		X

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions) . . . . . 11 X
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? . . . . . 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . . 13 X
Website address NONE
14 The books are in care of W. CRAIG THOMPSON, TREASURER Telephone no. 301-654-3607
Located at 3 BETHESDA METRO CTR STE 550 BETHESDA MD ZIP+4 20814-5358
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . . 15

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

1a During the year did the foundation (either directly or indirectly):
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . . Yes No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . Yes No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . . Yes No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . . Yes No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . . Yes No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) . . . . . Yes No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? . . . . . 1b X
Organizations relying on a current notice regarding disaster assistance check here . . . . .
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009? . . . . . 1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? . . . . . Yes No
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 20 of the instructions.) . . . . . 2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . Yes No
b If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009) . . . . . 3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . . 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009? . . . . . 4b X

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

- 5a During the year did the foundation pay or incur any amount to:
  - (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No
  - (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?  Yes  No
  - (3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No
  - (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions)  Yes  No
  - (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No
- b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?  Yes  No  
Organizations relying on a current notice regarding disaster assistance check here
- c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No  
If "Yes," attach the statement required by Regulations section 53.4945-5(d)
- 6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  Yes  No
- b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No  
If "Yes" to 6b, file Form 8870
- 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?  Yes  No
- b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No

5b		
6b		X
7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 14		250,000.	0.	0.
-----				
-----				
-----				
-----				

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 15		138,211.	0.	0.
-----				
-----				
-----				
-----				

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

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

**3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATTACHMENT 16		463,053.
-----		
-----		
-----		
-----		
-----		
-----		
<b>Total number of others receiving over \$50,000 for professional services</b> . . . . .		NONE

**Part IX-A Summary of Direct Charitable Activities**

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

**Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
-----	
-----	
2	
-----	
-----	
All other program-related investments. See page 24 of the instructions	
3 N/A	
-----	
-----	
<b>Total.</b> Add lines 1 through 3 . . . . .	

**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	70,211,632.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	12,835,507.
<b>c</b>	Fair market value of all other assets (see page 24 of the instructions)	<b>1c</b>	1,279,165.
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	84,326,304.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	84,326,304.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	<b>4</b>	1,264,895.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	83,061,409.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	4,153,070.

**Part XI Distributable Amount** (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here  and do not complete this part.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	4,153,070.
<b>2a</b>	Tax on investment income for 2009 from Part VI, line 5	<b>2a</b>	9,075.
<b>b</b>	Income tax for 2009. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	9,075.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	4,143,995.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	4,143,995.
<b>6</b>	Deduction from distributable amount (see page 25 of the instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	4,143,995.

**Part XII Qualifying Distributions** (see page 25 of the instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	5,312,169.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	0.
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	0.
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	0.
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	5,312,169.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	<b>5</b>	9,075.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	5,303,094.

**Note:** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

**Part XIII Undistributed Income** (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7 . . . . .				4,143,995.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only . . . . .				
b Total for prior years 20 07, 20 06, 20 05 . . . . .				
3 Excess distributions carryover, if any, to 2009:				
a From 2004 . . . . .				
b From 2005 . . . . .				
c From 2006 . . . . .				
d From 2007 . . . . .				
e From 2008 . . . . . 866,790.				
f Total of lines 3a through e . . . . .	866,790.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 5,312,169.				
a Applied to 2008, but not more than line 2a . . . . .				
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions) . . . . .				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions) . . . . .				
d Applied to 2009 distributable amount . . . . .				4,143,995.
e Remaining amount distributed out of corpus . . . . .	1,168,174.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a) )				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .	2,034,964.			
b Prior years' undistributed income Subtract line 4b from line 2b . . . . .				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .				
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions . . . . .				
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions . . . . .				
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010 . . . . .				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions) . . . . .				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions) . . . . .				
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a . . . . .	2,034,964.			
10 Analysis of line 9:				
a Excess from 2005 . . . . .				
b Excess from 2006 . . . . .				
c Excess from 2007 . . . . .				
d Excess from 2008 . . . . . 866,790.				
e Excess from 2009 . . . . . 1,168,174.				

**Part XIV Private Operating Foundations** (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

**1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling . . . . .

--

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

	Tax year				(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test - enter					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					
<b>c</b> "Support" alternative test - enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .					
<b>(3)</b> Largest amount of support from an exempt organization . . . . .					
<b>(4)</b> Gross investment income . . . . .					

**Part XV Supplemental Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 28 of the instructions.)**

**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

Check here  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

ATTACHMENT 17

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

ATTACHMENT 17

**c** Any submission deadlines:

ATTACHMENT 17

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

ATTACHMENT 17

**Part XV** Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p><b>a</b> Paid during the year</p> <p>ATTACHMENT 18</p>				
<b>Total.</b> . . . . . ▶ <b>3a</b>				4,986,793.
<b>b</b> Approved for future payment				
<b>Total.</b> . . . . . ▶ <b>3b</b>				





**FORM 990-PF - PART IV  
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					40,047.	
36170537.		SALE OF PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES 37868266.				P	VARIOUS  -1697729.	VARIOUS
TOTAL GAIN (LOSS) .....							<u>-1657682.</u>	

# Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

▶ **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).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only

*All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.*

**Electronic Filing (e-file).** Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*.

<b>Type or print</b>  <small>File by the due date for filing your return. See instructions.</small>	Name of Exempt Organization <b>CLARK-WINCHCOLE FOUNDATION</b>	Employer identification number <b>52-6058340</b>
	Number, street, and room or suite no. If a P.O. box, see instructions. <b>3 BETHESDA METRO CENTER</b>	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>BETHESDA, MD 20814-5358</b>	

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

- |   |   |                                    |
|---|---|------------------------------------|
| <input 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 checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A                              | <input type="checkbox"/> Form 8870 |

• The books are in the care of ▶ W. CRAIG THOMPSON, TREASURER

Telephone No. ▶ 301 654-3607 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 corporation required to file Form 990-T) extension of time until 08/15 2010, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- ▶  calendar year 2009 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>3a</b> \$ 145,360.
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	<b>3b</b> \$ 145,360.
c <b>Balance Due.</b> 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	<b>3c</b> \$

**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.

**For Privacy Act and Paperwork Reduction Act Notice, see Instructions.**

Form **8868** (Rev. 4-2009)

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER INV. INC. - BROWN ADVISORY SI INTL	16,498.	16,498.
ANALYST SETTLEMENT	496.	496.
OTHER INV. INCOME	1,098.	1,098.
TOTALS	<u>18,092.</u>	<u>18,092.</u>

ATTACHMENT 2

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
SCRIBNER, HALL & THOMPSON, LLP SEE ATTCH 14	3,959.	1,980.		1,979.
TOTALS	<u>3,959.</u>	<u>1,980.</u>	<u>0.</u>	<u>1,979.</u>

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
RUSSELL, EVANS & THOMPSON, PLLC SEE ATTCH 14	49,915.	24,958.		24,957.
TOTALS	<u>49,915.</u>	<u>24,958.</u>	<u>0.</u>	<u>24,957.</u>

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FARR, MILLER & WASHINGTON LLC	329,741.	329,741.
INVESTMENT ADVISORY FEE		
BROWN INVESTMENT ADVISORY	133,312.	133,312.
INVESTMENT ADVISORY FEE	5,109.	5,109.
CHEVY CHASE TRUST FIDUCIARY FE	18,383.	18,383.
WACHOVIA BANK FIDUCIARY FEE	3,663.	3,663.
BROWN ADV SI INTERNATIONAL		
<b>TOTALS</b>	<u>490,208.</u>	<u>490,208.</u>

ATTACHMENT 5

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
PAYROLL TAXES	10,573.	2,934.	
FOREIGN TAXES WITHHELD	23,916.	23,916.	7,639.
<b>TOTALS</b>	<u>34,489.</u>	<u>26,850.</u>	<u>7,639.</u>

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
COPIER LEASE	470.	235.	235.
POSTAGE METER LEASE	498.	249.	249.
OFFICE SUPPLIES	2,179.	1,090.	1,089.
PARKING	3,510.		3,510.
TELEPHONE	3,194.	1,597.	1,597.
COMPUTER REPAIR & MAINTENANCE	517.	259.	258.
INSURANCE	11,749.	5,875.	5,874.
POSTAGE	600.	300.	300.
ANNUAL REPORT	328.	164.	164.
MISCELLANEOUS	3,591.	1,796.	1,795.
BANK SERVICE CHARGES	92.	92.	
<b>TOTALS</b>	<u>26,728.</u>	<u>11,657.</u>	<u>15,071.</u>

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

ATTACHMENT 7

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE U.S. GOVERNMENT BONDS SCH	1,730,322.	1,730,322.
US OBLIGATIONS TOTAL	<u>1,730,322.</u>	<u>1,730,322.</u>

Clark Winchcole Foundation  
 Form 990 PF Return of Private Foundation  
 Part II Balance Sheet  
 Line 10 a US Government Bonds

Tax Year: 2009  
 EIN: 52-6058340

Description	Beginning of Year		End of Year		
	SHS./ Face	(a) Book Value	SHS./ Face	(b) Book Value	(c) FMV
FED. HOME LOAN BANKS 3.125% DUE 12/13/2013	-	\$ -	200,000	\$205,563.00	\$205,563.00
FED. HOME LOAN BANKS 4.75% DUE 12/16/16	-	-	200,000	214,875.00	214,875.00
FED. HOME LOAN BANKS 5.25% DUE 06/05/2017	-	-	250,000	275,000.00	275,000.00
FNMA PASS THRU POOL AA8753 5% DUE 06/01/2039	-	-	241,424	248,024.99	248,024.99
FNMA 3.22% DUE 01/27/2016	-	-	175,000	172,156.25	172,156.25
U.S. TREASURY NOTE (TIPS) 2.125% DUE 01/15/2019	-	-	400,000	439,490.00	439,490.00
U.S. TREASURY NOTE 2.5% (TIPS) DUE 07/15/16	-	-	150,000	175,212.75	175,212.75
<b>Total U S Treasury and Agency Bonds</b>		<b>\$ -</b>		<b>\$1,730,321.99</b>	<b>\$1,730,321.99</b>

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 8

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE CORP STOCK SCHEDULE.	82,117,493.	82,117,493.
TOTALS	<u>82,117,493.</u>	<u>82,117,493.</u>

Clark Winchcole Foundation  
Form 990 PF Return of Private Foundation  
Part II Balance Sheet  
Line 10 b Corporate Stock

Tax Year: 2009  
EIN: 52-6058340

Description	Beginning of Year		End of Year		
	SHS./ Face	(a) Book Value	SHS./ Face	(b) Book Value	(c) FMV
3M CO COM	20,745	\$ 1,193,667	21,640	\$ 1,788,979	\$ 1,788,979
3PAR, INC.	-	-	2,400	28,440	28,440
ABB LTD	-	-	-	-	-
SPONSORED ADR	-	-	10,691	204,198	204,198
ACCENTURE PLC	3,165	103,780	25,254	1,048,041	1,048,041
ACE LIMITED ORD	-	-	3,765	189,756	189,756
ACETO CORP	1,750	17,518	750	3,863	3,863
ACI WORLDWIDE INC.	-	-	900	15,435	15,435
ACXIOM CORP	720	5,839	620	8,327	8,327
AFC ENTERPRISES INC	2,180	10,224	2,280	18,605	18,605
AFFILIATED MANAGERS GROUP INC	460	19,283	1,010	68,024	68,024
AIR PRODUCTS & CHEMICALS INC.	-	-	1,660	134,560	134,560
ALBERTO CULVER CO NEW	500	12,255	8,027	235,111	235,111
ALLERGAN INC	1,435	57,859	3,982	250,906	250,906
ALLIANT ENERGY CORP COM	40,000	1,167,200	40,000	1,210,400	1,210,400
AMERICAN EAGLE OUTFITTERS, INC.	400	3,744	800	13,584	13,584
AMERICAN EXPRESS CO.	2,740	50,827	6,040	244,741	244,741
AMERICAN PUBLIC EDUCATION, INC.	501	18,632	1,511	51,918	51,918
AMETEK INC NEW	2,035	61,477	4,556	174,221	174,221
APPLE INC.	825	70,414	1,403	295,657	295,657
APPLIED SIGNAL TECHNOLOGY, INC.	600	10,764	900	17,352	17,352
ARENA RESOURCES, INC.	-	-	500	21,560	21,560
ARGON ST, INC.	2,840	53,562	5,035	109,310	109,310
ARRAY BIOPHARMA INC	1,285	5,204	-	-	-
ARTHUR J GALLAGHER & CO	1,070	27,724	-	-	-
ASSURANT INC	-	-	-	-	-
COM	-	-	5,600	165,088	165,088
ATHENAHEALTH INC.	-	-	645	29,180	29,180
ATLAS AIR WORLDWIDE HOLDINGS INC	200	3,780	1,500	55,875	55,875
B&G FOODS INC. CLASS A	1,640	10,836	4,240	38,923	38,923
BANK OF AMERICA CORP	3,455	48,646	-	-	-
BANK OF NEW YORK MELLON CORP.	4,800	135,984	11,375	318,159	318,159
BARNES & NOBLE INC	470	7,050	-	-	-
BB & T CORP	1,070	29,382	-	-	-
BECTON COULTER INC	400	17,576	-	-	-
BECTON DICKINSON & CO.	-	-	1,915	151,017	151,017
BERSHIRE HATHAWAY INC DEL CL A	-	-	20,000	1,984,000	1,984,000
BRANDYWINE RLTY TR SH BEN INT	60,000	462,600	60,000	684,000	684,000
BRINK'S HOME SECURITY HOLDINGS, INC.	-	-	1,210	37,004	37,004
BRISTOL-MYERS SQUIBB CO COM	40,000	930,000	40,000	1,010,000	1,010,000
BROADRIDGE FINANCIAL SOLUTIONS, INC.	-	-	-	-	-
COMMON	1,135	14,233	3,095	69,823	69,823
BROWN ADVISORY CORE INTL FUND	474,614	2,449,006	363,614	2,261,676	2,261,676
BROWN ADVISORY INTERMEDIATE BOND FUND	139,535	1,495,819	29,130	318,388	318,388
BURGER KING HOLDINGS INC COM	-	-	30,000	564,600	564,600
CADBURY PLC-SPONS ADR	31,000	1,105,770	31,000	1,593,090	1,593,090
CANADIAN NATURAL RESOURCES LTD	-	-	5,876	422,778	422,778
CAPTIAL ONE FINANCIAL CORP	955	30,455	-	-	-
CAPITALSOURCE INC	-	-	1,800	7,146	7,146
CARPENTER TECHNOLOGY CORP	660	13,556	-	-	-
CAPSTEAD MORTGAGE CORP.	-	-	600	8,190	8,190

Clark Winchcole Foundation  
Form 990 PF Return of Private Foundation  
Part II Balance Sheet  
Line 10 b Corporate Stock

Tax Year: 2009  
EIN: 52-6058340

Description	Beginning of Year		End of Year		
	SHS./ Face	(a) Book Value	SHS./ Face	(b) Book Value	(c) FMV
CASH AMERICA INTERNATIONAL, INC	600	16,410	1,200	41,952	41,952
CBIZ INC	3,180	27,507	6,380	49,126	49,126
CELGENE CORP	4,000	221,120	3,200	178,176	178,176
CHARLES SCHWAB CORP.	4,120	66,620	8,912	167,724	167,724
CHECKPOINT SOFTWARE	300	5,697	-	-	-
CHEMED CORPORATION	620	24,657	1,220	58,523	58,523
CHEVRON CORP COM	15,445	1,142,467	15,000	1,154,850	1,154,850
CHUBB CORP.	-	-	4,070	200,163	200,163
CISCO SYSTEMS INC	1,087,430	1,798,016	108,945	2,608,143	2,608,143
CITI TRENDS INC.	-	-	930	25,687	25,687
CITRIX SYSTEMS INC	-	-	6,478	269,550	269,550
CLEAN HARBORS INC	-	-	300	17,883	17,883
COACH INC.	2,775	57,637	5,532	202,084	202,084
COCA-COLA CO COM	35,000	1,584,450	35,000	1,995,000	1,995,000
COGNIZANT TECHNOLOGY SOLUTIONS CL A	3,525	63,662	4,654	210,966	210,966
COHEN & STEERS INC	308	3,385	-	-	-
COLGATE-PALMOLIVE	28,350	1,943,109	8,350	685,953	685,953
COMCAST CORP NEW CL A	7,135	120,439	-	-	-
COMMVAULT SYSTEMS INC.	-	-	1,200	28,440	28,440
COMPASS MINERALS INTERNATIONAL	200	11,732	-	-	-
COMPLETE PRODUCTIONS SERVICES INC	1,045	8,517	-	-	-
COMTECH TELECOMMUNICATIONS CORP	200	9,164	-	-	-
CONCHO RESOURCES INC.	300	6,846	500	22,450	22,450
CONOCOPHILLIPS	985	51,023	-	-	-
CONVERGYS CORP	1,900	12,179	3,800	40,850	40,850
COSTCO WHOLESALE CORPORATION	-	-	4,724	279,519	279,519
COVANCE INC	365	16,801	5,805	316,779	316,779
CUBIC CORP	400	10,880	-	-	-
CVS CAREMARK CORP COM	20,000	574,800	62,275	2,005,878	2,005,878
CYBERSOURCE CORP	-	-	860	17,295	17,295
CYPRESS SHARPRIDGE INVESTMENTS	-	-	1,300	17,563	17,563
DANAHER CORP	13,405	758,857	13,327	1,002,190	1,002,190
DARDEN RESTAURANTS INC	-	-	2,875	100,826	100,826
DAVITA INC.	1,560	77,329	3,065	180,038	180,038
DECKERS OUTDOOR CORP	-	-	200	20,344	20,344
DEERE & CO	-	-	3,915	211,762	211,762
DELL INC	50,170	513,741	63,840	916,742	916,742
DEXCOM, INC.	-	-	1,600	12,912	12,912
DIAGEO PLC-SPONS ADR	1,610	91,351	-	-	-
DIAMOND OFFSHORE DRILLING	1,097	64,657	2,112	207,863	207,863
DOLAN MEDIA COMPANY	1,700	11,203	3,200	32,672	32,672
DONALDSON INC	20,000	673,000	12,300	523,242	523,242
DOUBLE-TAKE SOFTWARE INC.	1,550	13,904	2,175	21,728	21,728
DOVER CORP.	3,155	103,863	7,055	293,559	293,559
DR PEPPER SNAPPLE GROUP COM	42,000	682,500	42,000	1,188,600	1,188,600
DRESS BARN INC.	-	-	400	9,236	9,236
E I DU PONT DE NEMOURS & CO.	3,125	79,063	6,360	214,141	214,141
EASTGROUP PPTYS INC	30,000	1,067,400	-	-	-
EATON CORP.	2,055	102,154	1,910	121,514	121,514
EBAY INC.	-	-	3,845	90,473	90,473
ECLIPYS COPR	1,500	21,285	-	-	-
ELECTRO RENT CORP	810	9,040	-	-	-
ELECTRONIC ARTS INC	2,465	39,539	-	-	-

Clark Winchcole Foundation  
Form 990 PF Return of Private Foundation  
Part II Balance Sheet  
Line 10 b Corporate Stock

Tax Year: 2009  
EIN: 52-6058340

Description	Beginning of Year		End of Year		
	SHS./ Face	(a) Book Value	SHS./ Face	(b) Book Value	(c) FMV
EMC CORP	64,000	670,080	-	-	-
ENTERTAINMENT PROPERTIES TRUST	-	-	800	28,216	28,216
ESCO TECHNOLOGIES, INC.	745	30,508	905	32,444	32,444
EVERGREEN SELECT ADJUSTABLE RATE FUND CI	-	-	56,049	506,682	506,682
EXXON MOBIL CORP COM	35,400	2,825,982	39,975	2,725,895	2,725,895
FACTSET RESEARCH SYSTEMS INC	655	28,977	335	22,066	22,066
FAIR ISAAC CORPORATION	470	7,924	-	-	-
FASTENAL CO	150	5,228	-	-	-
FEDEX CORP	6,800	436,220	-	-	-
FIRST INDL RELTY TR INC	75,000	566,250	75,000	392,250	392,250
FMC TECHNOLOGIES INC	2,275	54,213	2,505	144,889	144,889
FOREST OIL CORP	735	12,120	-	-	-
FRANKLIN RESOURCES INC	1,015	64,737	-	-	-
FRONTIER COMMUNICATIONS CORP	1,100	9,614	-	-	-
GENERAL ELECTRIC	72,480	1,174,176	-	-	-
GENETECH INC	1,175	97,419	-	-	-
GENOPTIX INC	-	-	845	30,023	30,023
GEN-PROBE INCORPORATED	415	17,779	450	19,314	19,314
GENZYME CORP	3,600	238,932	6,150	301,412	301,412
GILEAD SCIENCES INC COM	4,600	235,244	4,000	173,080	173,080
GLOBAL CASH ACCESS HLDGS INC	3,690	8,192	5,790	43,367	43,367
GLOBAL PMTS INC COM	615	20,166	1,235	66,517	66,517
GOLDMAN SACHS GROUP INC	6,750	569,633	3,900	658,476	658,476
GOOGLE INC.	124	38,149	1,452	900,211	900,211
GOVERNMENT PROPERTIES INCOME TRUST	-	-	800	18,384	18,384
GULF ISLAND FABRICATION INC.	-	-	1,310	27,549	27,549
H.B. FULLER CO	390	6,283	1,600	36,400	36,400
HANSEN MEDICAL INC	670	4,837	-	-	-
HANSEN NATURAL CORP	300	10,059	-	-	-
HARMAN INTERNATIONAL INDUSTRIES INC.	990	16,563	2,390	84,319	84,319
HARRIS CORP.	-	-	4,725	224,674	224,674
HARBOR FUND INTERNATIONAL FUND	-	-	12,622	692,544	692,544
HARSCO CORP	-	-	1,935	62,365	62,365
HATTERAS FINANCIAL CORPORATION	-	-	500	13,980	13,980
HENRY SCHEIN INC	635	23,298	1,090	57,334	57,334
HERCULES TECHNOLOGY	-	-	2,600	27,014	27,014
HEWITT ASSOCIATES INC	400	11,352	-	-	-
HIGHWOODS PPTYS INC	40,000	1,094,400	-	-	-
IDEX CORP	835	20,165	1,565	48,750	48,750
IDEXX LABS INC.	2,050	73,964	4,707	251,589	251,589
ILLINOIS TOOL WORKS	2,770	97,089	1,895	90,941	90,941
ILLUMINIA INC	630	16,412	-	-	-
IMS HEALTH INC	1,200	18,192	-	-	-
INFOGROUP, INC.	3,460	16,400	5,780	46,356	46,356
INFORMATICA CORPORATION	-	-	885	22,904	22,904
INTEL CORP COM	54,525	799,337	50,000	1,020,000	1,020,000
INTERACTIVE DATA CORP.	1,000	24,660	2,000	50,600	50,600
INTERLINE BRANDS, INC.	1,267	13,468	2,490	43,002	43,002
INTL BUSINESS MACHINES CORP COM	21,000	1,767,360	21,000	2,748,900	2,748,900
INTUITIVE SURGICAL INC	-	-	-	-	-
COM NEW	330	41,907	816	247,599	247,599
INVESTMENT TECHNOLOGY GROUP, INC.	970	22,038	670	13,199	13,199
IPATH DOW JONES-AIG COMMODITY INDEX TOTAL	-	-	10,650	450,069	450,069

Clark Winchcole Foundation  
Form 990 PF Return of Private Foundation  
Part II Balance Sheet  
Line 10 b Corporate Stock

Tax Year: 2009  
EIN: 52-6058340

Description	Beginning of Year		End of Year		
	SHS./ Face	(a) Book Value	SHS./ Face	(b) Book Value	(c) FMV
ISHARES RUSSELL 1000-GR INDEX FUND	97,100	4,109,386	-	-	-
JM SMUCKER COMPANY	500	21,680	-	-	-
J2 GLOBAL COMMUNICATIONS COM NEW	1,520	30,461	2,620	53,317	53,317
JACOBS ENGINEERING GROUP INC	-	-	8,105	304,829	304,829
JOHNSON & JOHNSON	18,230	1,090,701	19,000	1,223,790	1,223,790
JP MORGAN CHASE & CO	11,500	362,595	11,300	470,871	470,871
K12 INC	680	12,750	-	-	-
KAMAN CORP	1,400	25,382	2,400	55,416	55,416
KNOLOGY, INC.	-	-	4,820	52,634	52,634
KRAFT FOODS INC	-	-	5,305	144,190	144,190
LABORATORY CORP AMER HLDGS COM NEW	-	-	15,000	1,122,600	1,122,600
LAUDUS MONDRIAN EMERGING MKTS FUND	45,754	242,955	122,961	1,079,596	1,079,596
LENDER PROCESSING SERVICES INC	-	-	610	24,803	24,803
LINCOLN NATIONAL CORP	3,125	58,875	-	-	-
LIQUIDITY SERVICES INC	2,512	20,925	1,650	16,616	16,616
LUMBER LIQUIDATORS INC	445	4,699	-	-	-
LUMINEX CORP	130	2,777	-	-	-
M&T BANK CORP.	654	37,546	2,323	155,385	155,385
MASIMO CORPORATION	315	9,396	805	24,488	24,488
MASTERCARD INC	495	70,750	1,060	271,339	271,339
MDC PARTNERS INC	-	-	-	-	-
CL A SUB VTG	2,670	8,117	4,270	35,612	35,612
MEASUREMENT SPECIALTIES INC	800	5,560	-	-	-
MEDTRONIC INC.	27,355	858,866	30,600	1,345,788	1,345,788
MERCK & CO. INC NEW	5,150	156,560	5,675	207,365	207,365
METABOLIX INC	695	8,840	-	-	-
MICROS SYSTEMS INC	2,325	37,944	3,751	116,394	116,394
MICROSOFT CORP	25,890	503,302	36,715	1,119,073	1,119,073
MILLIPORE CORP.	2,700	139,104	3,871	280,067	280,067
MIPS TECHNOLOGIES INC	2,720	3,019	4,020	17,567	17,567
MOLEX INC	3,245	47,020	-	-	-
NATIONAL CINEMEDIA, INC.	2,590	26,263	1,745	28,915	28,915
NELNET INC	-	-	-	-	-
CL A	1,630	23,358	3,430	59,099	59,099
NETAPP, INC	5,475	76,486	6,907	237,325	237,325
NOKIA CORP SPNSD ADR	5,035	78,546	37,450	481,233	481,233
NORFOLK SOUTHERN CORP COM	30,000	1,411,500	33,230	1,741,917	1,741,917
NORTHWEST BANCSHARES INC/MD	-	-	2,375	26,766	26,766
NOVELL INC	2,780	10,814	-	-	-
NUVASIVE INC	310	10,742	2,045	65,399	65,399
O REILLY AUTOMOTIVE INC COM	35,100	1,078,974	19,700	750,964	750,964
OCEANEERING INTERNATIONAL INC	1,140	33,220	1,331	77,890	77,890
ORBITZ WORLDWIDE, INC.	6,605	25,627	8,599	63,117	63,117
ORIENT-EXPRESS HOTELS LTD CL A	1,057	8,097	-	-	-
PARAMETRIC TECHNOLOGY CORP	9,650	122,073	-	-	-
PATTERSON COS INC	27,350	512,813	27,350	765,253	765,253
PAYCHEX INC COM	16,900	444,132	24,200	741,488	741,488
PEPSICO INC	17,490	957,927	14,800	899,840	899,840
PETMED EXPRESS INC.	-	-	1,405	24,812	24,812
PETSMART INC	27,510	507,560	32,521	867,985	867,985
PFIZER INC COM	70,000	1,239,700	70,000	1,273,300	1,273,300
POLYCOM INC.	-	-	1,780	44,447	44,447
PRICELINE.COM INC	260	19,149	-	-	-

Clark Winchcole Foundation  
Form 990 PF Return of Private Foundation  
Part II Balance Sheet  
Line 10 b Corporate Stock

Tax Year: 2009  
EIN: 52-6058340

Description	Beginning of Year		End of Year		
	SHS./ Face	(a) Book Value	SHS./ Face	(b) Book Value	(c) FMV
PROCTOR & GAMBLE CO COM	15,305	946,155	41,375	2,508,566	2,508,566
PROGRESS SOFTWARE CORP	1,090	20,993	1,790	52,304	52,304
PROVIDENCE SERVICE CORP	1,590	2,306	-	-	-
PRUDENTIAL FINANCIAL INC	1,935	58,553	-	-	-
QUALCOMM INC	22,300	799,009	14,771	683,306	683,306
QUANTA SERVICES INC	1,705	33,759	-	-	-
R R DONNELLEY & SONS CO.	300	4,074	2,500	55,675	55,675
RALCORP HOLDINGS INC	-	-	500	29,855	29,855
ROCKWELL COLLINS	-	-	10,550	584,048	584,048
ROCKWOOD HOLDINGS INC	1,985	21,438	1,275	30,039	30,039
ROPER INDUSTRIES INC NEW	2,079	90,249	3,772	197,540	197,540
ROSETTA STONE INC.	-	-	1,235	22,168	22,168
SALESFORCE COM INC	-	-	2,786	205,523	205,523
SBA COMMUNICATIONS CORP	1,055	17,218	785	26,816	26,816
SCHLUMBERGER LTD COM	1,815	76,829	30,982	2,016,618	2,016,618
SCHOLASTIC CORP COM	630	8,555	-	-	-
SEAGATE TECHNOLOGY	4,555	20,179	-	-	-
SEATTLE GENETICS INC	633	5,659	1,338	13,594	13,594
SHERWIN WILLIAMS CO.	-	-	1,565	96,482	96,482
SILGAN HOLDINGS INC	700	33,467	1,300	75,244	75,244
SKILLSOFT PLC SPONSORED ADR	-	-	1,700	17,816	17,816
SNAP-ON INC	-	-	6,980	294,975	294,975
SPEEDWAY MOTORSPORTS INC.	1,550	24,971	2,550	44,931	44,931
SRS LABS, INC.	2,500	11,925	2,100	15,393	15,393
STAGE STORES INC	1,260	10,395	1,660	20,518	20,518
STANLEY WORKS	-	-	700	36,057	36,057
STAPLES INC	38,775	694,843	33,555	825,117	825,117
STRAYER EDUCATION INC	-	-	2,250	478,170	478,170
STRYKER CORP COM	11,190	447,041	13,350	672,440	672,440
SYBASE INC	590	14,614	945	41,013	41,013
SYMANTEC CORP	2,800	37,856	5,660	101,257	101,257
SYNCHRONOSS TECHNOLOGIES INC	1,630	17,376	-	-	-
SYNERON MEDICAL LTD	980	8,173	-	-	-
SYSCO CORP COM	81,900	1,878,786	79,505	2,221,370	2,221,370
T-3 ENERGY SERVICES, INC.	-	-	1,136	28,968	28,968
TALISMAN ENERGY INC	4,555	45,504	-	-	-
TECHNE CORP	70	4,516	-	-	-
TELEDYNE TECHNOLOGIES INCORPORATED	300	13,365	1,100	42,196	42,196
TELETECH HOLDINGS INC	940	7,849	-	-	-
TIDEWATER INC	-	-	6,335	303,763	303,763
TIME WARNER CABLE COM	-	-	15,000	620,850	620,850
TITAN MACHINERY, INC.	-	-	1,860	21,464	21,464
TOTAL S.A. ADR	-	-	4,075	260,963	260,963
TOTAL SYSTEMS SERVICES LTD	1,005	14,070	-	-	-
TRIMBLE NAVIGATION LTD	5,515	119,179	8,521	214,729	214,729
TRIMBLE NAVIGATION LTD	-	-	2,525	63,630	63,630
ULTRA PETROLEUM CORP	1,350	46,589	-	-	-
UNICA CORP	1,783	9,771	-	-	-
UNILEVER NV-NY SHARES	3,040	74,632	-	-	-
UNITED PARCEL SERVICE CL B COM	20,000	1,103,200	20,000	1,147,400	1,147,400
UNITED TECHNOLOGIES CORP	12,300	659,280	12,300	853,743	853,743
UNITEDHEALTH GROUP INC	25,550	679,630	-	-	-
UTI WORLDWIDE INC	1,820	26,099	4,210	60,287	60,287

Clark Winchcole Foundation  
Form 990 PF Return of Private Foundation  
Part II Balance Sheet  
Line 10 b Corporate Stock

Tax Year: 2009  
EIN: 52-6058340

Description	Beginning of Year		End of Year		
	SHS./ Face	(a) Book Value	SHS./ Face	(b) Book Value	(c) FMV
VENOCO INC	860	2,331	600	7,824	7,824
VERIZON COMMUNICATIONS COM	36,280	1,229,892	35,000	1,159,550	1,159,550
VOLCANO CORPORATION	-	-	605	10,515	10,515
VOLTERRA SEMICONDUCTOR CORP	925	6,614	2,300	43,976	43,976
WALGREEN CO	30,005	740,223	-	-	-
WALMART STORES INC	-	-	12,650	676,143	676,143
WARNER CHILCOTT LIMITED CL A	370	5,365	-	-	-
WASHINGTON REAL ESTATE INV TR	40,000	1,132,000	40,000	1,102,000	1,102,000
WASTE CONNECTIONS INC	-	-	1,555	51,844	51,844
WATERS CORP	12,501	458,162	11,556	716,010	716,010
WATSON WYATT WORLDWIDE INC	400	19,128	-	-	-
WENDY'S/ARBY'S GROUP, INC CLASS A	1,336	6,600	3,036	14,239	14,239
WEST PHARMACEUTICAL SERVICES INC	300	11,331	600	23,520	23,520
WILLIS GROUP HOLDINGS LTD					
SHS	547	13,609	647	17,068	17,068
WMS INDS INC	680	18,292	505	20,200	20,200
WORLD FUEL SERVICES CORP.	-	-	700	18,753	18,753
XCEL ENERGY INC COM	75,000	1,391,250	75,000	1,591,500	1,591,500
ZIMMER HOLDINGS INC COM	34,200	1,382,364	25,000	1,477,750	1,477,750
ZYMOGENETICS INC	830	2,490	1,980	12,652	12,652
<b>TOTAL CORPORATE STOCK</b>		<b>\$ 61,883,946.00</b>		<b>\$ 82,117,492.72</b>	<b>\$ 82,117,492.72</b>

FORM 990PF, PART II - CORPORATE BONDS

ATTACHMENT 9

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE CORPORATE BONDS SCHEDULE	1,516,643.	1,516,643.
TOTALS	<u>1,516,643.</u>	<u>1,516,643.</u>

Clark Winchcole Foundation  
Form 990 PF Return of Private Foundation  
Part II Balance Sheet  
Line 10 c Corporate Bonds

Tax Year: 2009  
EIN: 52-6058340

Description	Beginning of Year		End of Year		
	SHS./ Face	(a) Book Value	SHS./ Face	(b) Book Value	(c) FMV
ALLERGAN INC. 5.75% DUE 04/01/2016	-	\$ -	30,000	\$ 32,350.50	\$ 32,350.50
AMERICA MOVIL SA DE 5.50% DUE 03/01/14	-	-	30,000	31,842.30	31,842.30
BALTIMORE GAS & ELEC. CO. (MTN) 6.73% DUE 06/12/12	-	-	35,000	37,577.75	37,577.75
CATERPILLAR FINANCIAL SERVICES CORP. 6.125% DUE 02/17/2014	-	-	35,000	39,113.90	39,113.90
CHARLES SCHWAB CORP. 4.95% DUE 06/01/2014	-	-	30,000	31,647.90	31,647.90
COMCAST CORP. 6.50% DUE 01/15/15	-	-	30,000	33,610.50	33,610.50
CONSOLIDATED NATURAL GAS 5% DUE 12/01/2014	-	-	35,000	37,275.35	37,275.35
CONSTELLATION ENERGY GRP INC 6.125% DUE 9/1/2009	1,000,000	989,640.00	-	-	-
FPL GROUP CAP., INC. 6% DUE 03/01/2019	-	-	17,000	18,308.83	18,308.83
GOLDMAN SACHS GROUP, INC. 3.625% DUE 08/01/2012	-	-	35,000	36,060.85	36,060.85
GTE CORP 6.84% DUE 04/15/2018	-	-	30,000	32,863.80	32,863.80
HOME DEPOT INC 3.75% DUE 9/15/2009	1,000,000	990,520.00	-	-	-
ICI WILMINGTON INC 5.625% DUE 12/01/13	-	-	30,000	31,312.20	31,312.20
KRAFT FOODS, INC. 6% DUE 02/11/13	-	-	30,000	32,172.30	32,172.30
NORFOLK SOUTHERN CORP 5.9% DUE 06/15/2019	-	-	30,000	32,032.50	32,032.50
PACCAR INC. 6.875% DUE 02/15/2014	-	-	30,000	33,841.80	33,841.80
POTASH CORP-SASKATCHEWAN 5.25% DUE 05/15/2014	-	-	35,000	37,611.00	37,611.00
SPECTRA ENERGY CAPITAL 6.75% 07/15/2018	-	-	30,000	31,901.70	31,901.70
STAPLES INC. 9.75% DUE 01/15/2014	-	-	20,000	24,369.00	24,369.00
STARBUCKS CORP. 6.25% DUE 08/15/2017	-	-	30,000	31,729.80	31,729.80
WEATHERFORD INTERNATIONAL LTD. 5.15% DUE 03/15/2013	-	-	30,000	31,416.90	31,416.90
WORLD OMNI AUTO REC TR FLOAT DUE 9/20/2012	88,223	85,389.00	-	-	-
FHLMC POOL #G18309 4.5% DUE 05/01/2024	-	-	180,902	186,122.38	186,122.38

Clark Winchcole Foundation  
 Form 990 PF Return of Private Foundation  
 Part II Balance Sheet  
 Line 10 c Corporate Bonds

Tax Year: 2009  
 EIN: 52-6058340

Description	Beginning of Year		End of Year		
	SHS./ Face	(a) Book Value	SHS./ Face	(b) Book Value	(c) FMV
FHLMC POOL A40782 GOLD					
5% DUE 12/1/35	-	-	208,034	213,734.30	213,734.30
FNMA PASS THRU POOL AA7001					
5% DUE 06/01/2039	-	-	168,515	173,105.24	173,105.24
FNMA POOL # 831413 PASS THRU					
5.5% DUE 4/1/2036	-	-	51,572	54,083.97	54,083.97
FNMA POOL 909932					
6% DUE 03/01/37	-	-	117,615	124,763.84	124,763.84
FNMA POOL AA8449 4.50% DUE 6/1/2039	-	-	147,917	147,794.41	147,794.41
<b>TOTAL CORPORATE BONDS</b>		<b>\$ 2,065,549.00</b>		<b>\$ 1,516,643.02</b>	<b>\$ 1,516,643.02</b>

FORM 990PF, PART II - OTHER INVESTMENTS

ATTACHMENT 10

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
BROWN ADVISORY INVESTORS SI IN	1,570,780.	1,570,780.
TOTALS	<u>1,570,780.</u>	<u>1,570,780.</u>

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENT

ATTACHMENT 11

FIXED ASSET DETAIL ACCUMULATED DEPRECIATION DETAIL

ASSET DESCRIPTION	METHOD/ CLASS	FIXED ASSET DETAIL			ACCUMULATED DEPRECIATION DETAIL				
		BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE
IBM TYPEWRITER	SL	790			790	790			790
FURN & FIXTURES	SL	10,781			10,781	10,781			10,781
COPIER	SL	6,630			6,630	6,630			6,630
FURNITURE	SL	796			796	796			796.
HP OFFICE JET FAX/	SL	601			601.	601			601
TOSHIBA COMPUTER	SL	3,030			3,030	3,030			3,030
HP LASERJET 6P	SL	925.			925	925			925
PRINTER	SL	1,329			1,329	1,329			1,329.
REFRIGERATOR	SL	105			105	105			105
SOUNDSTAT CONF TEL	SL	539			539	539			539
LEASEHOLD IMP	SL	5,705			5,705	1,229	146		1,375
FURNITURE	SL	9,306			9,306	9,306			9,306
LEASEHOLD IMP	SL	13,207			13,207	2,712	339		3,051
TELEPHONE EQUIP.	SL	3,848.			3,848	3,848			3,848
LINES FURNITURE-1	SL	12,471			12,471	12,471			12,471
LINES FURNITURE-2	SL	742			742	742			742
TELEPHONE EQUIP	SL	4,227.			4,227	4,227			4,227
SUPPLY CABINET	SL	314			314	314.			314

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENT

ATTACHMENT 11 (CONT'D)

ACCUMULATED DEPRECIATION DETAIL

FIXED ASSET DETAIL

ASSET DESCRIPTION	METHOD/ CLASS	FIXED ASSET DETAIL			ACCUMULATED DEPRECIATION DETAIL				
		BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE
LEASEHOLD IMP	SL	11,878			11,878	2,389	305		2,694
DELL LAPTOP	SL	2,920			2,920	2,920			2,920
DELL COMPUTER	SL	1,153			1,153	1,153			1,153
1300 LASERJET PRIN	SL	460			460	460			460
LATERAL FILE CAB	SL	822			822	595	117		712
DELL COMPUTER	SL	1,551			1,551	1,369	182		1,551
HP LSRJET 3030 FAX	SL	558			558	308	112		420
TOSHIBA COPIER	SL	6,376			6,376	3,400	1,275		4,675
DELL COMPUTER	SL	2,950			2,950	1,033	590		1,623
TOTALS		<u>104,014</u>			<u>104,014</u>	<u>74,002</u>			<u>77,069</u>

FORM 990PF, PART II - OTHER ASSETS

ATTACHMENT 12

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
DEPOSIT - MD UNEMPLOYMENT INS	1,526.	1,526.
DUE FROM BROWN ADVISORS	3.	3.
DUE FROM WACHOVIA	1,276,477.	1,276,477.
BROWN PURCHASED INTEREST	1,159.	1,159.
DUE FROM CHEVY CHASE TRUST		
TOTALS	<u>1,279,165.</u>	<u>1,279,165.</u>

ATTACHMENT 13FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
NET UNREALIZED GAIN ON INVESTMENTS	19,463,929.
TOTAL	<u>19,463,929.</u>

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 14

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
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VINCENT C. BURKE, III. 3 BETHESDA METRO CENTER 550 BETHESDA, MD 20814-5358	CHAIRMAN/PRESIDENT 5.00	50,000.	0.	0.
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THOMAS C. THOMPSON, JR. SCRIBNER, HALL & THOMPSON, LLP 1875 EYE STREET,NW, SUITE 1050 WASHINGTON, DC 20006-5409	VICE PRESIDENT 5.00	50,000.	0.	0.
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THOMAS C. THOMPSON, JR. IS A MEMBER OF THE FIRM SCRIBNER, HALL & THOMPSON, LLP. THE FIRM PROVIDES LEGAL SERVICES FOR THE FOUNDATION. THE FEES CHARGED ARE REASONABLE AND COMMENSURATE WITH THE SERVICES PROVIDED. SEE ATTACHMENT 2.

GROVER B. RUSSELL RUSSELL, EVANS & THOMPSON, PLLC 299 HERNDON PARKWAY, #206 HERNDON, VA 20170	VICE PRESIDENT 5.00	50,000.	0.	0.
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GROVER B. RUSSELL IS A MEMBER OF THE FIRM RUSSELL, EVANS & THOMPSON, PLLC. THE FIRM PROVIDES ACCOUNTING AND TAX SERVICES FOR THE FOUNDATION. THE FEES CHARGED ARE REASONABLE AND COMMENSURATE WITH THE SERVICES PROVIDED. SEE ATTACHMENT 3.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 14 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
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W. CRAIG THOMPSON RUSSELL, EVANS & THOMPSON, PLLC 299 HERNDON PARKWAY, #206 HERNDON, VA 20170	TREASURER 5.00	50,000.	0.	0.
W. CRAIG THOMPSON IS A MEMBER OF THE FIRM RUSSELL, EVANS & THOMPSON, PLLC. THE FIRM PROVIDES ACCOUNTING AND TAX SERVICES FOR THE FOUNDATION. THE FEES CHARGED ARE REASONABLE AND COMMENSURATE WITH THE SERVICES PROVIDED. SEE ATTACHMENT 3.				

GREGORY OYLER SCRIBNER, HALL & THOMPSON, LLP 1875 EYE STREET, NW, SUITE 1050 WASHINGTON, DC 20006-5409	SECRETARY 5.00	50,000.	0.	0.
GREGORY OYLER IS A MEMBER OF THE FIRM SCRIBNER, HALL & THOMPSON, LLP. THE FIRM PROVIDES LEGAL SERVICES FOR THE FOUNDATION. THE FEES CHARGED ARE REASONABLE AND COMMENSURATE WITH THE SERVICES PROVIDED. SEE ATTACHMENT 2.				

GRAND TOTALS		<u>250,000.</u>	<u>0.</u>	<u>0.</u>
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990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

ATTACHMENT 15

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS EXPENSE ACCT TO EMPLOYEE AND OTHER BENEFIT PLANS ALLOWANCES</u>
BRIDGET D HARTMAN 3 BETHESDA METRO CENTER SUITE 550 BETHESDA, MD 20814-5358	GRANT ADMINISTRATOR 38.00	85,667.	0.
STEVE FERRIGNO 3 BETHESDA METRO CENTER SUITE 550 BETHESDA, MD 20814-5358 THE EXECUTIVE DIRECTOR RETIRED DURING THE YEAR 2009.	EXECUTIVE DIRECTOR 38.00	52,544.	0.
<u>TOTAL COMPENSATION</u>		<u>138,211.</u>	<u>0.</u>

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 16

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
FARR, MILLER & WASHINGTON LLC 1020 19TH STREET, NW, STE 200 WASHINGTON, DC 20036	INVESTMENT SERVICES	329,741.
BROWN INVESTMENT ADVISORY 1737 H STREET NW, FIFTH FLOOR WASHINGTON, DC 20006	INVESTMENT SERVICES	133,312.
	TOTAL COMPENSATION	<u>463,053.</u>

TESTING 7-20-2009

FEDERAL FOOTNOTES

## PART XV - SUPPLEMENTARY INFORMATION:

LINE 2(A): CLARK-WINCHCOLE FOUNDATION  
3 BETHESDA METRO CENTER  
SUITE 550  
BETHESDA, MARYLAND 20814

TELEPHONE: (301) 654-3607

LINE 2(B): A GRANT APPLICATION IS REQUIRED TO BE COMPLETED BY EACH  
APPLICANT (SEE COPY ATTACHED).

LINE 2(C): THE FOUNDATION HAS NO DEADLINES.

LINE 2(D): GRANTS ARE MADE PRIMARILY TO CHARITABLE ORGANIZATIONS IN  
THE WASHINGTON, DC AREA. GRANTS ARE MADE ONLY TO PUBLICLY SUPPORTED  
ORGANIZATIONS. GRANTS ARE NOT MADE TO SUPPORTING ORGANIZATIONS,  
PRIVATE FOUNDATIONS OR INDIVIDUALS. GRANTS MUST BE SOLELY FOR  
CHARITABLE OR SIMILAR PURPOSES AND MAY NOT BE USED FOR ANY LOBBYING  
OR ELECTION CAMPAIGN ACTIVITY OR VOTER REGISTRATION DRIVE. PRIOR TO  
MAKING A GRANT, THE FOUNDATION INSISTS ON AN IRS DETERMINATION LETTER  
SHOWING THAT THE APPLICANT IS A PUBLICLY SUPPORTED ORGANIZATION AND  
NOT A PRIVATE FOUNDATION.

IN ADDITION, THE ORGANIZATION'S CURRENT PUBLIC CHARITY TAX STATUS IS  
CHECKED IN THE CURRENT VOLUME OF THE IRS CUMULATIVE LIST OF  
ORGANIZATIONS DESCRIBED IN SECTION 170(C) OF THE INTERNAL REVENUE  
CODE OF 1986- PUBLICATION 78.

ATTACHMENT 17

# CLARK-WINCHCOLE FOUNDATION

3 Bethesda Metro Center, Suite 550  
Bethesda Maryland 20814  
(301) 654-3607

## GRANTS PROGRAM POLICIES

### ***Eligibility Requirements***

The Clark-Winchcole Foundation makes grants to tax-exempt charitable organizations operating in the Metropolitan area of Washington, D.C. In considering grant requests, the Foundation gives priority to organizations which serve Metropolitan area residents as their primary mission. Because of restrictions imposed by federal income tax law, the Clark-Winchcole Foundation does not make grants to supporting organizations, private foundations or individuals.

### ***Grant Restrictions***

Grants must be used solely for charitable and similar purposes prescribed by federal tax law, including education, health care, the well-being of children, the arts, environmental and historic preservation, and community services. No portion of any grant may be used to carry on any lobbying activity or other attempt to influence legislation, to conduct any attempt to influence the outcome of a specific public election, or to carry on any voter registration drive. The amount of any grant funds expended by the recipient for an impermissible purpose must be repaid to the Clark-Winchcole Foundation.

### ***Information to Be Provided with the Application***

A request for a grant in a specific amount should be made on the Foundation's "Grant Program Application," which may be requested at the address or telephone number shown above. The Application must include the name, address and telephone number of the applying organization and the name of the person the Foundation should contact concerning the application. The organization must provide responses to certain questions about its tax status and activities. The Application must also include a description of the geographic area which the organization serves and the constituency groups which are the beneficiaries of the organization's endeavors. If funding is sought for a particular project, a description of the project is required, together with a budget and list of other sources of funding.

To assure that the Foundation's eligibility requirements are satisfied, an organization's Application for a grant must be accompanied by a copy of its ruling letter from the Internal Revenue Service that it is not a private foundation under paragraphs (1) or (2) of section 509(a) of the Internal Revenue Code. (An IRS letter which only concerns the organization's exemption under section 501(c)(3) is not sufficient.) The organization must also provide with the Application a current year operating budget, a program budget (if applicable), and a list of all its directors, officers and key employees.

Finally, the Application must be signed and dated by an officer of the organization.

After the Foundation has received a complete Application (with all the required information described above), the grant request will be submitted to the Foundation's Board of Trustees for consideration. ***Each applicant will be notified in writing of the Trustees' decision.***

**CLARK-WINCHCOLE FOUNDATION**  
**3 Bethesda Metro Center, Suite 550, Bethesda Maryland 20814**  
**(301) 654-3607 fax: (301) 654-3140**

**GRANT PROGRAM APPLICATION**

*The Clark-Winchcole Foundation makes grants to public charities operating in the Metropolitan area of Washington, D.C. The Foundation gives priority to organizations which serve residents of the Metropolitan area as their primary mission*

*The Clark-Winchcole Foundation does not make grants to supporting organizations, private foundations or individuals. Grants must be used solely for charitable or similar purposes and may not be used for any lobbying or election campaign activity or voter registration drive*

**To apply for a grant, the organization must provide the following information:**

Name of Organization		Amount of grant requested
Street Address		City, State and Zip Code
Main Telephone	Main Fax	
Name and Title of Contact Person	Direct Telephone	Direct Fax

**Questions:** Will the grant be used solely for charitable, educational or other purposes permitted under section 501(c)(3) of the Internal Revenue Code?  Yes

Will any portion of the grant be used to carry on lobbying activities, to attempt to influence legislation or the outcome of any public election, or to carry on any voter registration drive?  No

What is the geographic area served by the organization and the constituency groups which are the beneficiaries of the organization's endeavors? (Please answer on a separate page.)

If the grant sought is for a particular project, please fully describe the project and how it will help the organization carry out its exempt purposes. Please also include a budget of the expected cost of the project and a list of committed and expected sources of funding. (Please answer on a separate page.)

**Checklist of Additional Information:** In addition, attach to this application —

- your current year **operating** budget, including projected income and expenses
  - your current year **program** budget (if applicable)
  - a list of all directors, officers and key employees of your organization
  - a copy of a current IRS ruling letter recognizing your non-private foundation status under Code section 509(a)(1) or (2). (A letter which only concerns the organization's exemption under section 501(c)(3) is not sufficient.)
- Verify that the IRS letter shows the organization —
- is exempt under section 501(c)(3) of the Internal Revenue Code, and
  - is not a private foundation.

**I certify that the information provided in this application (including attachments) is true and correct.**

\_\_\_\_\_  
 (Signature) (Title) (Date)

FORM 990FE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 18

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ATTACHMENT 18A, ATTACHED	NO GRANTS TO INDIVIDUALS/ ALL ARE PUBLIC CHARITIES 509 (A) (1) OR (2)	4,986,793	4,986,793
TOTAL CONTRIBUTIONS PAID			<u>4,986,793</u>

**Clark-Winchcole Foundation**

EIN: 52-6058340

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

<b>Recipient Name &amp; Address</b>	<b>Purpose of Grant</b>	<b>Amount</b>
A Wider Circle, Inc. 9159 C Brookville Road Silver Spring, MD 20910	In support of the Neighbor- To-Neighbor Program	\$ 20,000
The Academy of the Holy Cross 4920 Strathmore Avenue Kensington, MD 20895-1299	In support of tuition assistance to disadvantaged youth	\$ 10,000
Adventure Theatre, Inc. 7300 MacArthur Boulevard Glen Echo, MD 20812	General Operating Support	\$ 10,000
AHC, Inc. 2230 North Fairfax Drive, Ste. 100 Arlington, VA 22201	In support of the Resident Services Program	\$ 10,000
Alive! Inc. 2723 King Street Alexandria, VA 22302	In support of the Family Emergency Program	\$ 7,500
Alzheimer's Disease & Related Disorders Assoc., Inc. 11240 Waples Mill Road, Ste. 402 Fairfax, VA 22030	General Operating Support	\$ 50,000
Alzheimer's Family Day Center 2812 Old Lee Highway, Ste. 210 Fairfax, VA 22031	General Operating Support	\$ 40,000
America Scores FBO DC Scores 1224 M Street, NW, Ste. 200 Washington, DC 20005	In support of the Youth Development Program	\$ 5,000
Amherst College Trustees fbo Folger Shakespeare Library 201 East Capitol Street, SE Washington, DC 20003	In support of the Shakespeare Steps Out Children's Program	\$ 10,000
Amyotrophic Lateral Sclerosis Assoc., DC, MD & VA 7507 Standish Place Rockville, MD 20855	In support of the Patient and Family Services Program	\$ 25,000

**Clark-Winchcole Foundation**

EIN: 52-6058340

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

<b>Recipient Name &amp; Address</b>	<b>Purpose of Grant</b>	<b>Amount</b>
Appletree Institute for Education Innovation, Inc. 415 Michigan Avenue, NE, 3rd Floor Washington, DC 20017	General Operating Support	\$ 15,000
Archbishop Carroll High School 4301 Harewood Road, NE Washington, DC 20017	In support of tuition assistance for economically disadvantaged youth	\$ 50,000
Arriba Center 1010 Vermont Avenue, NW, Ste. 516 Washington, DC 20005	General Operating Support	\$ 5,000
Art Enables 411 New York Avenue, NE Washington, DC 20002	General Operating Support	\$ 20,000
Arts Council of Fairfax County, Inc. 4022 Hummer Road Annandale, VA 22003	In support of the Special Guest Program for the International Children's Festival	\$ 7,500
Arts for the Aging - Maryland, Inc. 6917 Arlington Road, Ste. 352 Bethesda, MD 20814	General Operating Support	\$ 5,000
Asian American LEAD: Leadership, Empowerment and Development for Youth and Family 1323 Girard Street, NW Washington, DC 20009	In support of after-school programs	\$ 10,000
Barker Foundation, Inc. 7979 Old Georgetown Road Bethesda, MD 20814	In support of the services to at-risk women and teens facing unplanned pregnancies	\$ 20,000
Beacon House Community Ministry, Inc. 601 Edgewood Street, NE, Ste. 15 Washington, DC 20017	In support of youth programs	\$ 10,000
BlackRock Center for the Arts 12901Town Commons Drive Germantown, MD 20874	In support of youth outreach programs	\$ 10,000
Big Apple Circus, Ltd 505 Eighth Avenue, 5th Floor New York, NY 10018	In support of the Clown Care Program at Children's Hospital National Medical Center	\$ 12,500

**Clark-Winchcole Foundation**

EIN: 52-6058340

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

<b>Recipient Name &amp; Address</b>	<b>Purpose of Grant</b>	<b>Amount</b>
Big Brothers-Big Sisters of the National Capital Area 10210 Greenbelt Road., Ste. 900 Lanham, MD 20706	In support of the expansion of it's Prince George's mentoring program	\$ 10,000
Bishop Ireton High School 201 Cambridge Road Alexandria, VA 22314	In support of tuition assistance to disadvantaged youth	\$ 10,000
Bishop McNamara High School 6800 Marlboro Pike Forestville, MD 20747-3270	In support of the Project Pride Program	\$ 10,000
Boys & Girls Clubs of Greater Washington, Inc. 8380 Colesville Road, Ste. 600 Silver Spring, MD 20910	In support of Camp Brown Summer Program	\$ 100,000
Bread for the City, Inc. 1525 7th Street, NW Washington, DC 20001	General Operating Support	\$ 25,000
Bright Beginnings, Inc. 128 M Street, NW Washington, DC 20001	General Operating Support	\$ 20,000
Building Bridges Across the River 1901 Mississippi Street, SE Washington, DC 20020	General Operating Support	\$ 25,000
Byte Back 815 Monroe Street, NE Washington, DC 20017	General Operating Support	\$ 5,000
Calvary Women's Services 110 Maryland Avenue, NE, Ste. 103 Washington, DC 20002	In support of programs for programs for homeless women	\$ 5,000
Capital Hospice 6565 Arlington Boulevard, Ste. 500 Falls Church, VA 22042	In support of the Patient Care Program	\$ 75,000
Capital Interfaith Hospitality 4200 Butterworth Place, NW Washington, DC 20016	General Operating Support	\$ 10,000

**Clark-Winchcole Foundation**

EIN: 52-6058340

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

<b>Recipient Name &amp; Address</b>	<b>Purpose of Grant</b>	<b>Amount</b>
Capital Partners for Education 1413 K Street, NW, 2nd Floor Washington, DC 20005	General Operating Support	\$ 15,000
The Capitol Hill Arts Workshop 545 7th Street, SE Washington, DC 20003	In support of tuition assistance for the summer programs	\$ 10,000
Capitol Hill Group Ministry 421 Seward Square, SE Washington, DC 20003	General Operating Support	\$ 7,500
Carpenter's Shelter, Inc. 930 North Henry Street Alexandria, VA 22314	General Operating Support	\$ 15,000
The Cathedral Choral Society of Washington, DC Wisconsin & Massachusetts Aves., NW Washington, DC 20016-5098	In support of the artistic, educational and community programs	\$ 10,000
Catholic Archdiocese of Washington fbo Consortium of Catholic Academies 145 Taylor Street, NE Washington, DC 20017	In support of tuition assistance for children attending Consortium of Catholic Academies	\$ 300,000
Catholic Archdiocese of Washington fbo Consortium of Catholic Academies 145 Taylor Street, NE Washington, DC 20017	In support of the educational activities of the Consortium of Catholic Academies	\$ 100,000
Catholic Archdiocese of Washington fbo Victory Youth Centers, Inc. 145 Taylor Street, NE Washington, DC 20017	In support of the operating expenses of Mary Virginia Merrick Center	\$ 35,000
Catholic Charities of the Archdiocese of Washington, Inc. 924 G Street, NW Washington, DC 20001	In support of the Family Centers of Southeast DC, Montgomery, Prince George's and Charles Counties, MD	\$ 100,000
Catholic Diocese of Arlington 200 North Glebe Road, Ste. 503 Arlington, VA 22203	In support of tuition assistance to any disadvantaged student attending Northern Virginia diocesan schools	\$ 50,000

**Clark-Winchcole Foundation**

EIN: 52-6058340

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

<b>Recipient Name &amp; Address</b>	<b>Purpose of Grant</b>	<b>Amount</b>
Catholic University of America 620 Michigan Avenue, NE Washington, DC 20064	In support of School of Nursing scholarship assistance for DC area students	\$ 20,000
Center for Inspired Teaching 1436 U Street, NW, Ste. 400 Washington, DC 20037	In support of teacher training and summer academic enrichment programs	\$ 10,000
Central Fairfax Services, Inc. 6860 Commercial Drive Springfield, VA 22151	General Operating Support	\$ 7,000
Central Union Mission 1350 R Street, NW Washington, DC 20009	General Operating Support	\$ 20,000
Chesapeake Bay Foundation, Inc. 6 Herndon Avenue Annapolis, MD 21403	In support of DC Area environmental education programs	\$ 10,000
Child Center and Adult Services, Inc. 16220 S. Frederick Avenue, Ste. 502 Gaithersburg, MD 20877	In support of the AMIGO Program	\$ 10,000
Children's Hospital Foundation 111 Michigan Avenue, NW Washington, DC 20010	In support of the Mobile Health Program of Children's National Medical Center	\$ 20,000
The Children's Inn at NIH, Inc. 7 West Drive Bethesda, MD 20814	In support of the part-time educator for school-aged children	\$ 20,000
Chillum Youth Project, Inc. P.O. Box 57 Hyattsville, MD 20712	General Operating Support	\$ 10,000
The Choral Arts Society of Washington 5225 Wisconsin Avenue, NW, Ste. 603 Washington, DC 20015	General Operating Support	\$ 7,500
Christ Child Society 5101 Wisconsin Avenue, NW, Ste. 304 Washington, DC 20016	In support of school counseling and social work programs	\$ 15,000

**Clark-Winchcole Foundation**

EIN: 52-6058340

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

<b>Recipient Name &amp; Address</b>	<b>Purpose of Grant</b>	<b>Amount</b>
Christ House 1717 Columbia Road, NW Washington, DC 20009-2803	In support of replacing out-dated kitchen equipment	\$ 25,000
Church of the Epiphany 1317 G Street, NW Washington, DC 20005	In support of the Welcome Table	\$ 10,000
City Arts, Inc. 1857 Lamont Street, NW Washington, DC 20010	General Operating Support	\$ 25,000
Coalition for the Homeless, Inc. 1234 Massachusetts Avenue, NW Washington, DC 20005	General Operating Support	\$ 5,000
Columbia Lighthouse for the Blind 1825 K Street, NW, Ste. 1103 Washington, DC 20006	In support of the Camp Lighthouse 2009	\$ 15,000
Columbia Road Health Services, Inc. 1660 Columbia Road, NW Washington, DC 20009	General Operating Support	\$ 15,000
Community Bridges, Inc. 817 Silver Spring Avenue, Ste. 306 Silver Spring, MD 20910	General Operating Support	\$ 12,000
Community Council for the Homeless at Friendship Place 4713 Wisconsin Avenue, NW Washington, DC 20016	General Operating Support	\$ 10,000
Community Family Life Services, Inc. 305 E Street, NW Washington, DC 20001	General Operating Support	\$ 7,500
Community Lodgings, Inc. 3912 Elbert Avenue Alexandria, VA 22305	General Operating Support	\$ 10,000
Community of Hope, Inc. 1413 Girard Street, NW Washington, DC 20009	General Operating Support	\$ 15,000

**Clark-Winchcole Foundation**

EIN: 52-6058340

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

<b>Recipient Name &amp; Address</b>	<b>Purpose of Grant</b>	<b>Amount</b>
Conflict Resolution Center of Montgomery County, Inc. 2424 Reedie Drive, Ste. 301 Wheaton, MD 20902	General Operating Support	\$ 5,000
Cornerstone Community DC, Inc. 2720 Ontario Road, NW Washington, DC 20009	General Operating Support	\$ 15,000
Court Appointed Special Adv. CASA Prince George's County, Inc. 6525 Belcrest Road, Ste. G55 Hyattsville, MD 20782	General Operating Support	\$ 7,500
Crossway Community, Inc. 3015 Upton Drive Kensington, MD 20895	In support of the Job Assistance Program	\$ 10,000
Crosswood, Inc. dba The Pathway Center 1106 University Boulevard West Silver Spring, MD 20902	In support of the purchase of educational technology	\$ 30,000
Dance Institute of Washington, Inc. 3400 14th Street, NW Washington, DC 20010	In support of community outreach and arts education programs	\$ 10,000
DanceMakers, Inc. 9901 Business Parkway, Ste. L Lanham, MD 20720	In support of the One Step- Forward Program	\$ 10,000
Davis Memorial Goodwill Industries 2200 South Dakota Avenue, NE Washington, DC 20018	In support of training and employment programs	\$ 10,000
DC Central Kitchen 425 Second Street, NW Washington, DC 20001	In support of the food recycling and meal distribution program	\$ 20,000
DC Wheel Productions, Inc. T/A Dance Place 3225 Eighth Street, NE Washington, DC 20017	General Operating Support	\$ 5,000
DeMatha Catholic High School 4313 Madison Street Hyattsville, MD 20781-1692	In support of tuition assistance to disadvantaged youth	\$ 15,000

**Clark-Winchcole Foundation**

EIN: 52-6058340

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

<b>Recipient Name &amp; Address</b>	<b>Purpose of Grant</b>	<b>Amount</b>
Dinner Program for Homeless 309 E Street, NW Washington, DC 20001	In support of the Links Program	\$ 20,000
District Alliance for Safe Housing, Inc. P.O. Box 73186 Washington, DC 20056	General Operating Support	\$ 5,000
Don Bosco Cristo Rey High School 1010 Larch Avenue Takoma Park, MD 20912	In support of the tuition assistance to disadvantaged youth	\$ 25,000
Doorways for Women and Families, Inc. 3179 Wilson Boulevard Arlington, VA 22201	In support of the children's program	\$ 25,000
Dumbarton Concerts, Inc. 3133 Dumbarton Street, NW Washington, DC 20007	In support of the Inner City-Inner Child Literacy Program	\$ 12,000
The Dwelling Place, Inc. 610 East Diamond Avenue, Ste. 300 Gaithersburg, MD 20877	General Operating Support	\$ 10,000
Elizabeth Seton High School 5715 Emerson Street Bladensburg, MD 20710-1844	In support of tuition assistance to disadvantaged youth	\$ 25,000
Ellington Fund 3500 R Street, NW Washington, DC 20007	In support of the Shepherding Program of the Duke Ellington School of the Arts	\$ 10,000
Emergence Community Arts Collective 733 Euclid Street, NW Washington, DC 20001	General Operating Support	\$ 5,000
Emmaus Services for the Aging, Inc. 1426 9th Street, NW Washington, DC 20001-3344	General Operating Support	\$ 20,000
Evangelical Lutheran Church in America fbo Southeast Ministry 212 East Capitol Street Washington, DC 20003	In support of the ABE/GED and Job Readiness Programs	\$ 5,000

**Clark-Winchcole Foundation**

EIN: 52-6058340

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

<b>Recipient Name &amp; Address</b>	<b>Purpose of Grant</b>	<b>Amount</b>
The Excel Institute, Inc. 2851 V Street, NE Washington, DC 20018	General Operating Support	\$ 15,000
The Family Place, Inc. 3309 16th Street, NW Washington, DC 20010	General Operating Support	\$ 10,000
The First Tee of Greater Washington 2600 Benning Road, NE Washington, DC 20002	General Operating Support	\$ 25,000
Fishing School, Inc. 1240 Wylie Street, NE Washington, DC 20002	General Operating Support	\$ 10,000
Florence Crittenton Services of Greater Washington 815 Silver Spring Avenue Silver Spring, MD 20910	In support of the PEARLS and SNEAKERS Programs	\$ 5,000
Food and Friends, Inc. 219 Riggs Road, NE Washington, DC 20011	General Operating Support	\$ 15,000
The Foundation Schools 6000 Executive Boulevard, Ste. 605 Rockville, MD 20852	In support of the Foundation Links Program	\$ 10,000
Friends of Fort Dupont Ice Arena, Inc. 3779 Ely Place, SE Washington, DC 20019	General Operating Support	\$ 20,000
Friends of Guest House, Inc. One East Luray Avenue Alexandria, VA 22301	General Operating Support	\$ 5,000
Friends of Peirce Mill, Inc. 4305 38th Street, NW Washington, DC 20016	In support of the restoration of Peirce Mill	\$ 10,000
Friends of the National Arboretum fbo Washington Youth Garden 3501 New York Avenue, NE Washington, DC 20002-1958	In support of the Washington Youth Garden	\$ 30,000

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

Recipient Name & Address	Purpose of Grant	Amount
Gala, Inc. Grupo de Artistas Latinoamericanos P.O. Box 43209 Washington, DC 20010	In support of the theatre and education programs	\$ 5,000
Girl Scout Council of the Nation's Capital 4301 Connecticut Ave. NW, Ste. M-2 Washington, DC 20008	In support of the outreach programs for at-risk young women	\$ 20,000
Good Shepherd Housing and Family Services, Inc. P.O. Box 15096 Alexandria, VA 22309	General Operating Support	\$ 20,000
Greater Washington Educational Telecommunications Assoc., Inc. 2775 S. Quincy Street Arlington, VA 22206	General Operating Support	\$ 12,000
Green Door 1623 16th Street, NW Washington, DC 20009	For the Young Adult Program	\$ 15,000
Heads Up: A University Neighborhood Initiative 25 E Street, Ste. 200 Washington, DC 20001	General Operating Support	\$ 5,000
The Heights, Inc. 10400 Seven Locks Road Potomac, MD 20854	In support of tuition assistance for TAP students	\$ 30,000
Higher Achievement Program, Inc. 317 8th Street, NE Washington, DC 20002-6107	General Operating Support	\$ 10,000
Holy Redeemer School 1135 New Jersey Avenue, NW Washington, DC 20001	In support of tuition assistance for disadvantaged youth	\$ 7,500
Hope and A Home, Inc. 1439 R Street, NW Washington, DC 20009	General Operating Support	\$ 7,500

**Clark-Winchcole Foundation**

EIN: 52-6058340

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

<b>Recipient Name &amp; Address</b>	<b>Purpose of Grant</b>	<b>Amount</b>
Hopkins House - A Center for Children and Their Families 1224 Princess Street Alexandria, VA 22314	In support of tuition assistance for disadvantaged youth	\$ 40,000
Hospice Caring, Inc. 518 South Frederick Avenue Gaithersburg, MD 20877	General Operating Support	\$ 15,000
The House DC, Inc. 1606 17th Street, SE Washington, DC 20020	General Operating Support	\$ 15,000
Housing Unlimited, Inc. 1398 Lambertson Drive, Ste. G-1 Silver Spring, MD 20902	General Operating Support	\$ 10,000
Ignation Lay Volunteer Corps. 801 St. Paul Street Baltimore, MD 21202	General Operating Support for its DC/Suburban Maryland volunteer program	\$ 10,000
Imagination Stage, Inc. 4908 Auburn Avenue Bethesda, MD 20814	General Operating Support	\$ 20,000
Impact Silver Spring 1313 East-West Highway Silver Spring, MD 20910	General Operating Support	\$ 5,000
Ingleside at Rock Creek, Inc. 3050 Military Road NW Washington, DC 20015	In support of the Indigent Care Program	\$ 10,000
Interages, Inc. 3950 Ferrara Drive Wheaton, MD 20906	General Operating Support	\$ 7,500
Iona Senior Services 4125 Albemarle Street, NW Washington, DC 20016	In support of the Client Care Program for at-risk elderly individuals	\$ 25,000
Ivymount School, Inc. 11614 Seven Locks Road Rockville, MD 20854	In support of the purchase of assisted technology	\$ 20,000
Jan's Tutoring House 1527 Pennsylvania Avenue, SE Washington, DC 20003	General Operating Support	\$ 10,000

**Clark-Winchcole Foundation**

EIN: 52-6058340

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

<b>Recipient Name &amp; Address</b>	<b>Purpose of Grant</b>	<b>Amount</b>
Jewish Foundation for Group Homes 1500 East Jefferson Street Rockville, MD 20852	General Operating Support	\$ 10,000
Jewish Social Service Agency 200 Wood Hill Road Rockville, MD 20850	In support of the Chronic Care Program to low-income senior citizens	\$ 30,000
The John F. Kennedy Center for the Performing Arts 2700 F Street, NW Washington, DC 20566-0001	In support of the Kennedy Center's KC/DCPS and CETA programs and the National Symphony Orchestra's annual programming	\$ 25,000
Joseph's House, Inc. 2482 Ontario Road, NW Washington, DC 20009	In support of the Compassionate Companions Volunteer Program	\$ 25,000
Joy of Motion Dance Center, Inc. 2201 Wisconsin Ave. NW, Ste. C-130 Washington, DC 20007	General Operating Support	\$ 5,000
Jubilee Jobs, Inc. 2712 Ontario Road, NW Washington, DC 20009-2154	General Operating Support	\$ 10,000
Jubilee JumpStart, Inc. 8552 Barrington Court Springfield, VA 22152	General Operating Support	\$ 35,000
Kingsbury Center, Inc. 5000 14th Street, NW Washington, DC 20011-6926	In support of the Teachers and Tutor's Program	\$ 20,000
The Lab School of Washington 4759 Reservoir Road, NW Washington, DC 20007	General Operating Support	\$ 12,500
L'Arche, Inc. P.O. Box 21471 Washington, DC 20009	General Operating Support	\$ 30,000
Levine School of Music 2801 Upton Street, NW Washington, DC 20008	General Operating Support for programs at THEARC	\$ 5,000
Lions Camp Merrick, Inc. 3050 Crain Highway, Ste. 202 Waldorf, MD 20601	In support of repairing the camp swimming pool	\$ 11,000
Little Lights Urban Ministries 760 7th Street, SE Washington, DC 20003	In support of the academic programs	\$ 10,000

**Clark-Winchcole Foundation**

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

Recipient Name & Address	Purpose of Grant	Amount
Live It Learn It 1439 Pennsylvania Avenue, SE Washington, DC 20003	General Operating Support	\$ 10,000
Lowell School, Inc. 1640 Kalmia Road, NW Washington, DC 20012	In support of tuition assistance for disadvantaged youth	\$ 20,000
Lutheran Social Services of the National Capital Area, Inc. 4406 Georgia Avenue, NW Washington, DC 20011	In support of the Youth Haven Camp	\$ 20,000
Maret School, Inc. 3000 Cathedral Avenue, NW Washington, DC 20008	In support of Horizons @ Maret's Glen Echo Park Arts Partnership	\$ 2,500
Mary House, Inc. 4303 13th Street, NE Washington, DC 20017	General Operating Support	\$ 25,000
Medstar-Georgetown Medical Center, Inc. 3800 Reservoir Road, NW Washington, DC 20007	In support of the Artists-in-Residence Program for hospitalized children	\$ 10,000
Mental Health Association of Montgomery County, MD, Inc. 1000 Twinbrook Parkway Rockville, MD 20851	General Operating Support	\$ 20,000
Mercy Health Clinic, Inc. 7-1 Metropolitan Court P.O. Box 4115 Gaithersburg, MD 20885-4115	In support of the Wellness Clinic for women	\$ 10,409
Metropolitan Washington Ear, Inc. 12061 Tech Road Silver Spring, MD 20901	General Operating Support	\$ 12,000
Miriam's House, Inc. P.O. Box 73618 Washington, DC 20056-3618	General Operating Support	\$ 15,000

**Clark-Winchcole Foundation**

EIN: 52-6058340

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

<b>Recipient Name &amp; Address</b>	<b>Purpose of Grant</b>	<b>Amount</b>
Montgomery College Foundation, Inc. 900 Hungerford Drive, Ste. 200 Rockville, MD 20850	In support of the Gateway to College Program	\$ 15,000
Montgomery County Historical Society, Inc. 111 West Montgomery Avenue Rockville, MD 20850-4212	General Operating Support	\$ 5,000
Montgomery Hospice, Inc. 1355 Piccard Drive, Ste. 100 Rockville, MD 20850	In support of the Bereavement Care Program for children	\$ 15,000
Montpelier Foundation 11407 Constitution Highway P.O. Box 911 Montpelier Station, VA 22957	In support of the Washington Metro Area teacher training programs on the U S. Constitution	\$ 80,000
Mount Vernon Ladies Association of the Union South End of the George Washington Parkway Mount Vernon, VA 22121	In support of archeology and reconstruction of the Upper Garden at Mount Vernon	\$ 112,800
N Street Village, Inc. 1333 N Street, NW Washington, DC 20005	General Operating Support	\$ 50,000
NAMI Montgomery County 10730 Connecticut Avenue Kensington, MD 20895	In support of the Parent and Teachers as Allies Program	\$ 7,000
National Aquarium Society Department of Commerce Building 14th Street & Constitution Avenue, NW Washington, DC 20230	General Operating Support	\$ 10,000
National Building Museum 401 F Street, NW Washington, DC 20001	In support of the school and outreach Programs	\$ 10,000
National Cathedral School Mount St. Alban Washington, DC 20016-5000	In support of the Bettie Warner Thompson Scholarship Fund	\$ 100,000
National Foundation for Teaching Entrepreneurship to Handicapped 1990 M Street, NW, Ste. 550 Washington, DC 20036	General Operating Support	\$ 15,000

**Clark-Winchcole Foundation**

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

Recipient Name & Address	Purpose of Grant	Amount
National Maritime Heritage Foundation 236 Massachusetts Ave., NE Ste. 410 Washington, DC 20002	In support of the Learn-to-Sail Program at Thomas Jefferson Junior High School	\$ 7,500
National Rehabilitation Hospital, Inc. 102 Irving Street, NW Washington, DC 20010-2949	General Operating Support	\$ 40,000
National Theatre Corporation 1321 Pennsylvania Avenue, NW Washington, DC 20004	In support of the community programs	\$ 10,000
Neediest Kids, Inc. 8283 Greensboro Drive McLean, VA 22102	In support of the Kids in Distressed Situation Program	\$ 20,000
Nick's Place, Inc. 4604 West Caroline Avenue Beltsville, MD 20705	General Operating Support	\$ 5,000
Northern Virginia AIDS Ministry, Inc. 803 West Broad Street, Ste. 700 Falls Church, VA 22046	In support of the Access Advocacy Program	\$ 5,000
Northern Virginia Family Service 10455 White Granite Drive, Ste. 100 Oakton, VA 22124	In support of Training Futures	\$ 15,000
Norwood School, Inc. 8821 River Road Bethesda, MD 20817	In support of tuition assistance disadvantaged youth	\$ 10,000
NPower Greater DC Region, Inc. 2001 S Street, NW, Ste. 630 Washington, DC 20009	General Operating Support	\$ 5,000
Olney HELP P.O. Box 430 Olney, MD 20830	In support of the Emergency Assistance Fund	\$ 10,000
Our Lady of Good Counsel High School 17391 Old Vic Boulevard Olney, MD 20832	In support of tuition assistance for disadvantaged youth	\$ 25,000
Our Place DC 801 Pennsylvania Avenue, SE, Ste. 460 Washington, DC 20003	General Operating Support	\$ 15,000
The Parkmont School, Inc. 4842 16th Street, NW Washington, DC 20011	In support of tuition assistance for disadvantaged youth	\$ 10,000

**Clark-Winchcole Foundation**

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

<b>Recipient Name &amp; Address</b>	<b>Purpose of Grant</b>	<b>Amount</b>
Passion for Learning, Inc. 1210 Woodside Parkway Silver Spring, MD 20910	In support of the Young Writers' Academies	\$ 10,000
Pathway Homes, Inc. 10201 Fairfax Boulevard, Ste. 200 Fairfax, VA 20148	In support of recreational activities for the residents	\$ 10,000
The Patricia M. Sitar Center for the Arts 1700 Kalorama Road, NW, Ste. 101 Washington, DC 20009	General Operating Support	\$ 15,000
Perry School Community Services Center, Inc. 128 M Street, NW, Ste. 100 Washington, DC 20001	General Operating Funds	\$ 10,000
Poor Robert's Charities, Inc. 3900 B Watson Place, NW, Apt. G2A Washington, DC 20016	In support of the purchase of vans for local Charities	\$ 20,000
Potomac Community Resources, Inc. 9200 Kentsdale Drive Potomac, MD 20854	In support of respite care programs	\$ 20,000
Potomac School 1301 Potomac School Road McLean, VA 22101	In support of tuition assistance for disadvantaged youth	\$ 30,000
Prevent Cancer Foundation 1600 Duke Street, Ste. 500 Alexandria, VA 22314	In support of the Celebremos la Vida, a Cancer Screening Program	\$ 5,000
Primary Care Coalition of Montgomery County, MD, Inc. 8757 Georgia Avenue Silver Spring, MD 20910	In support of specialty medical care for children	\$ 10,000
Prince George's Child Resource Center, Inc. 9475 Lottsford Road, Ste. 202 Largo, MD 20774	General Operating Support	\$ 10,000
Protestant Episcopal Cathedral Foundation of DC fbo Washington National Cathedral Massachusetts & Wisconsin Aves., NW Washington, DC 20016-5098	In support of the Cathedral Fund and the Cathedral Scholars	\$ 80,000

**Clark-Winchcole Foundation**

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

<b>Recipient Name &amp; Address</b>	<b>Purpose of Grant</b>	<b>Amount</b>
Providence Hospital 1150 Varnum Street, NE Washington, DC 20017-2180	In support of the Medical House Call Program	\$ 25,000
Quest: Arts for Everyone, Inc. 7414 Newburg Drive Lanham, MD 20706	In support of local programs	\$ 10,000
Rachael's Women's Center 1222 11th Street, NW Washington, DC 20001	In support of the Day Shelter Program	\$ 25,000
Reading Connection, Inc. 2009 North 14th Street, Ste. 307 Arlington, VA 22201	General Operating Support	\$ 7,500
Rebuilding Together Alexandria 2210 Mount Vernon Avenue Alexandria, VA 22301	In support of the Critical Needs Program	\$ 10,000
Recording for the Blind and Dyslexic of Metropolitan Washington 5225 Wisconsin Avenue, NW, Ste. 312 Washington, DC 20015	General Operating Support	\$ 15,000
Red Wiggler Foundation, Inc. T/A Red Wiggler Community Farm P.O. Box 968 Clarksburg, MD 20876	General Operating Support	\$ 20,000
Retired Scientist, Engineers and Technicians 10866 Hampton Road Fairfax Station, VA 22039	General Operating Support	\$ 5,000
Rosemount Center 2000 Rosemount Avenue, NW Washington, DC 20010	General Operating Support	\$ 15,000
Round House Theatre, Inc. P.O. Box 30688 Bethesda, MD 20824-0688	General Operating Support	\$ 15,000
St. Ann's Infant and Maternity Home 4901 Eastern Avenue Hyattsville, MD 20782	General Operating Support	\$ 25,000
Saint Coletta of Greater Washington, Inc. 1901 Independence Avenue, SE Washington, DC 20003	In support of the construction of the therapeutic playground	\$ 25,000

**Clark-Winchcole Foundation**

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

<b>Recipient Name &amp; Address</b>	<b>Purpose of Grant</b>	<b>Amount</b>
St. Gabriel Church 26 Grant Circle, NW Washington, DC 20011	In support of the Petworth Youth Program	\$ 15,000
St. John's Community Services 2201 Wisconsin Ave., NW, Ste. C-150 Washington, DC 20007	In support of the Community Living Services Program	\$ 15,000
St. John's Episcopal Church 3427 Olney-Laytonsville Road Olney, MD 20832	In support of the tuition assistance to disadvantaged youth	\$ 10,000
Saint Luke Institute 8901 New Hampshire Avenue Silver Spring, MD 20903	In support of the out-patient charitable services	\$ 20,000
The Salvation Army 2626 Pennsylvania Ave., NW Washington, DC 20037	In support of the Emergency Assistance Program	\$ 50,000
Samaritan Inns, Inc. 2523 14th Street, NW Washington, DC 20009	General Operating Support	\$ 40,000
Sarah's Circle 2551 17th Street, NW, Ste. 103 Washington, DC 20009	General Operating Support	\$ 20,000
SCAN of Northern Virginia, Inc. 1705 Fern Street, 2nd Floor Alexandria, VA 22302	In support of the Parent Education Program	\$ 5,000
The Shakespeare Theatre 516 Eighth Street, SE Washington, DC 20003-2834	In support of the Free For All Summer Performances	\$ 10,000
The Shepherd's Table, Inc. 8210-A Colonial Lane Silver Spring, MD 20910-3350	In support of the Bilingual Counseling Services	\$ 10,000
Sibley Memorial Hospital Foundation 5255 Loughboro Road, NW Washington, DC 20016	In support of nursing stipends and and graduate nursing programs	\$ 100,000
Signature Theatre, Inc. 4200 Cambell Avenue Arlington, VA 22206-3436	General Operating Support	\$ 5,000
S.O.M.E., Inc. 71 O Street, NW Washington, DC 20001	In support of the employment training program	\$ 25,000

**Clark-Winchcole Foundation**

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

<b>Recipient Name &amp; Address</b>	<b>Purpose of Grant</b>	<b>Amount</b>
Specially Adapted Resource Clubs 5071 Queens Wood Drive Burke, VA 22015	General Operating Support	\$ 40,000
Strathmore Hall Foundation, Inc. 5301 Tuckerman Lane North Bethesda, MD 20853	In support of the expansion of the children's programming	\$ 15,000
Student Conservation Association, Inc. 1800 N. Kent Street, Ste. 102 Arlington, VA 22209	In support of the National Capital Region Community Programs	\$ 7,500
The Studio Theatre, Inc. 1333 P Street, NW Washington, DC 20005	In support of the youth education programs	\$ 20,000
Suited for Change 1010 Vermont Avenue, NW Washington, DC 20005	General Operating Support	\$ 10,000
Suivivors and Advocates for Empowerment, Inc. 1413 K Street, NW, 5th Fl. Washington, DC 20005	General Operating Support	\$ 10,000
Theatre Lab 1808 T Street, NW Washington, DC 20009	In support of Life Stories	\$ 7,500
The Thomas Circle Singers 5 Thomas Circle, NW Box 24 Washington, DC 20005	General Operating Support	\$ 5,000
TLC- The Treatment and Learning Centers, Inc. 2301 Research Boulevard, Ste. 110 Rockville, MD 20850	In support of the purchase of assistive technology for the classrooms	\$ 28,584
Top Banana Home Delivered Groceries, Inc. 14100 Brandywine, MD 20613	General Operating Support	\$ 20,000
Transitional Housing Corporation 5101 16th Street, NW Washington, DC 20011	General Operating Support	\$ 15,000
Travelers Aid International, Inc. 1612 K Street NW, Ste. 206 Washington, DC 20006	In support of the Union Station Program	\$ 25,000

**Clark-Winchcole Foundation**

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

<b>Recipient Name &amp; Address</b>	<b>Purpose of Grant</b>	<b>Amount</b>
Tudor Place Foundation, Inc. 1644 31st Street, NW Washington, DC 20007	In support of the installation of energy panels	\$ 30,000
United Community Ministries, Inc. 7511 Fordson Road Alexandria, VA 22306	General Operating Support	\$ 15,000
United States Capitol Historical Society 200 Maryland Avenue, NE Washington, DC 20002	In support of the People Constitution Program for Public and Public Charter DC Schools	\$ 25,000
Virginia Hospital Center Arlington Health System 1701 North George Mason Drive Arlington, VA 22205	In support of the Jeanne Maguire Fund for Excellence	\$ 10,000
Visitors' Services Center, Inc. 1422 Massachusetts Avenue, SE Washington, DC 20003	General Operating Support	\$ 10,000
Volunteer Center of Fairfax County, Inc. dba Volunteer Fairfax 10530 Page Avenue Fairfax, VA 22030	In support of the Celebration of Giving and Sharing Program	\$ 10,000
Volunteer Center of Fairfax County, Inc. dba Volunteer Fairfax 10530 Page Avenue Fairfax, VA 22030	General Operating Support	\$ 10,000
Washington Architectural Foundation 1777 Church Street, NW Washington, DC 20036	In support of the Architecture in the School Program	\$ 10,000
Washington Bach Consort 1010 Vermont Avenue, NW, Ste. 202 Washington, DC 20005	General Operating Support	\$ 10,000
The Washington Chorus, Inc. 1010 Wisconsin Avenue, NW, Ste. 310 Washington, DC 20007	General Operating Support	\$ 15,000
Washington College 300 Washington Avenue Chestertown, MD 21620	In support of tuition assistance for disadvantaged youth from the Greater Washington Region	\$ 20,000
Washington DC Police Foundation 1156 15th Street, NW, Ste. 600 Washington, DC 20005	In support of the Washington Metropolitan Police Department's youth programs	\$ 100,000

**Clark-Winchcole Foundation**

EIN: 52-6058340

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

Recipient Name & Address	Purpose of Grant	Amount
The Washington Drama Society, Inc. dba Arena Stage 1101 Sixth Street, SW Washington, DC 20024	General Operating Support	\$ 10,000
Washington Episcopal Day School, Inc. 5600 Little Falls Parkway Bethesda, MD 20816	In support of tuition assistance to disadvantaged youth	\$ 15,000
Washington Hospital Center Corporation 110 Irving Street, NW, EB-1001 Washington, DC 20010-2975	In support of the Medical House Call Program	\$ 25,000
Washington Jesuit Academy 900 Varnum Street, NE Washington, DC 20017	General Operating Support	\$ 50,000
Washington Middle School for Girls 1901 Mississippi Avenue, SE Washington, DC 20020	General Operating Support	\$ 40,000
The Washington National Opera 2600 Virginia Avenue, NW, Ste. 104 Washington, DC 20037	General Operataing Support	\$ 10,000
Washington Performing Arts Society 2000 L Street, NW, Ste. 510 Washington, DC 20036	In support of the youth education programs	\$ 20,000
The Washington Scholarship Fund 1100 17th Street, NW, Ste. 330 Washington, DC 20036	General Operating Support	\$ 10,000
Washington Tennis and Education Foundation, Inc. 16th & Kennedy Streets, NW Washington, DC 20011	In support of the Arthur Ashe Children's Program	\$ 5,000
The Wellness Community Greater Washington, DC 5430 Grosvenor Lane, Ste. 100 Bethesda, MD 20814	General Operating Support	\$ 10,000
Wellspring Ministries 10523 Main Street, Ste. 33 Fairfax, VA 22030	In support of Group Homes	\$ 10,000
Wilderness Leadership and Learning, Inc. 1758 Park Road, NW Washington, DC 20010	General Operating Support	\$ 10,000

**Clark-Winchcole Foundation**

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

<b>Recipient Name &amp; Address</b>	<b>Purpose of Grant</b>	<b>Amount</b>
Wolf Trap Foundation for the Performing Arts 1645 Trap Road Vienna, VA 22182	In support of the Institute for Early Learning, Opera At Wolf Trap, free tickets for military and their families	\$ 145,000
Women's Center 133 Park Street, NE Vienna, VA 22180	In support of the no-charge minimal-fee mental health counseling Program	\$ 10,000
Woolly Mammoth Theatre Company 641 D Street, NW Washington, DC 20004	General Operating Support	\$ 15,000
World Arts Focus 3309 Bunker Hill Road Mount Rainier, MD 20712	General Operating Support	\$ 10,000
Young Men's Christian Association of Metropolitan Washington 1112 16th Street, NW Washington, DC 20036	In support of the Family and Youth Services of NW Park Community Center	\$ 10,000
Young Playwrights' Theatre, Inc. 2437 15th Street, NW Washington, DC 20009	General Operating Support	\$ 10,000
Youth for Tomorrow New Life Center, Inc. 11835 Hazel Circle Drive Bristow, VA 20136	General Operating Support	\$ 12,000
Youth Leadership Foundation, Inc. 4101 Yuma Street, NW Washington, DC 20016	In support of academic and mentoring programs	\$ 15,000
<b>Total Grants Paid</b>		<b>\$ 4,986,793</b>

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 19

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
OTHER INV. INCOME-BROWN ADVISORY SI INT'L. LLLP			18	16,498.	
ANALYST SETTLEMENT			18	496.	
OTHER INV INCOME			01	1,098.	
TOTALS				<u>18,092.</u>	

**BY-LAWS**  
**OF**  
**CLARK-WINCHCOLE FOUNDATION**  
*(Redlined with amendments adopted May 20, 2010)*

**ARTICLE I**

**Name, Seal, and Offices**

1. **Name.** The name of this Corporation is the Clark-Winchcole Foundation.
2. **Seal.** The seal of the Corporation shall have inscribed thereon the name of the Corporation, the year of its organization, and the words "Corporate Seal, District of Columbia".
3. **Offices.** The principal office of the Corporation shall be located in Bethesda, Maryland or such other place as the Board of Trustees may from time to time designate.

**ARTICLE II**

**Object**

The purpose or purposes for which the Corporation is organized are to carry into effect the benevolent designs of any persons, corporations, firms, organizations and institutions that may be disposed to make endowments or gifts for and towards the objects mentioned herein; to accept and receive all gifts, bequests and devises and endowments which may, from time to time, be offered to it, and to administer and pay the same, for such purposes and on such terms and conditions as shall not be inconsistent with the objects and purposes of the Corporation, the laws of the United States and the laws of the District of Columbia.

The Corporation is created, organized and shall be operated exclusively for religious, charitable, scientific, literary, or educational purposes, no part of the net earnings of which inures to the benefit of any private member or individual, no substantial part of the activities of which is carrying on propaganda, or otherwise attempting, to influence legislation, and which does not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

To receive and maintain a fund or funds and apply the income and principal thereof in the promotion of religious, charitable, literary, historical, or educational purposes, and to make awards, grant scholarships, and create endowments, for the purpose of promoting or carrying on any of its objects and purposes.

To aid, support, advise and cooperate with historical, charitable, benevolent, correctional, educational or religious corporation, associations, organizations, institutions or other agencies, now or hereafter existing, and to pay them such amounts of its funds, both income as well as principal, which to the Board of Trustees of the Corporation may seem proper.

To solicit, collect and receive moneys from public authorities or private donors, for distribution among agencies of the character above mentioned, or for its own direct corporate objects; to apportion and distribute the same according to the requirements of public authority, or in conformity with the wishes of the donors, as the case may be.

In furtherance of, and not in limitation of the general powers conferred by the laws of the District of Columbia, and the objects and purposes herein set forth, it is expressly provided that this Corporation shall also have the following powers, viz:

Acting through its Board of Trustees, its President and other officers, subject to the powers and restrictions of the Articles of Incorporation, and its By-laws, to do all such acts as are necessary or convenient to the attainment of the objects and purposes herein set forth, and to the same extent and as fully as any natural person might or could do.

To purchase, lease, hold, sell, mortgage, or otherwise acquire or dispose of real or personal property; to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation or association; to do any acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in the Articles of Incorporation and not forbidden by the laws of the District of Columbia.

To have offices and promote and carry on its objects and purposes within or without the District of Columbia or elsewhere.

In general, to carry on any other business connected with or incidental to the foregoing objects and purposes, and to have and exercise all the powers conferred by the laws of the District of Columbia Non-profit Corporation Act.

### **ARTICLE III**

#### **Members**

1. **Membership.** The Membership of the Corporation shall consist of not less than three (3) and not more than six (6) persons. The first Members of the Corporation shall be those persons who are named in the certificate of incorporation as the persons constituting the Board of Trustees. The additional persons shall be elected by the affirmative vote of two-thirds of the full Membership, registered either in person or by proxy, at any annual meeting or at any special meeting called for that purpose.

2. Rights of Members. Each Member shall be entitled to one vote at all meetings of the Members, and the right of a Member to vote and all his right, title, and interest in or to the Corporation shall cease on the termination of his membership. No Member shall be entitled to share in the distribution of the corporate assets on the dissolution of the Corporation.

3. Resignation of Members. Membership in the Corporation is not transferable or assignable, but any Member may resign from the Corporation by delivering a written resignation to the President of the Corporation.

4. Removal of Members, Trustees, or Officers. Any Member, Trustee, or officer may be removed from membership or from office with or without cause by the affirmative vote of two-thirds of the full Membership, registered either in person or by proxy, at any annual meeting or at any special meeting called for that purpose.

## ARTICLE IV

### Meetings

1. Annual Meeting. The annual meeting of the Corporation shall be held during the month of May, beginning in the year 1978, on such day and at such location as the President may designate.

2. Special Meetings. Special meetings of the Members may be called at any time by a majority vote of the Board of Trustees.

3. Notice of Meetings. Notice of time, place, and purpose or purposes of any special meeting shall be served either personally or by mail not less than three (3) days before the meeting upon each person who appears on the books of the Corporation as a Member; provided, however, that any Member may waive notice of any meeting.

4. Participation in Meeting by Telephone. A Member may participate in any meeting of the corporation by telephone conference call (or other arrangement by which all Members may simultaneously hear each other during the meeting), requested in advance of the meeting. A Member participating in a meeting by this means is deemed to be present in person at the meeting.

5. Quorum. At any meeting of Members of the Corporation the presence of a majority of the Members in person or by proxy shall constitute a quorum, and the act of a majority of the Members so present at any meeting at which there is a quorum shall be the act of the full Membership.

6. Voting. At every meeting of Members each Member shall be entitled to vote in person or by proxy duly appointed by instrument in writing which is subscribed by such Member.

## ARTICLE V

### Trustees

1. Election. The business and property of the Corporation shall be managed and controlled by a Board of Trustees who shall be elected annually at each annual meeting of the Members to hold office for a one (1) year term or until the election and qualification of their respective successors. The Trustees need not be Members of the Corporation at the time of election and shall be chosen at such meeting by a majority of the votes of the Members, voting either by person or by proxy.
2. Number. The number of Trustees of the Corporation shall be not less than ~~four~~ three (3) and not more than seven (7) persons but such number may be changed by amendment to these By-laws.
3. Resignation. Any Trustee may resign at any time by giving written notice of such resignation to the President.
4. Vacancies. In case any vacancy occurs on the Board of Trustees, a majority of the Members then in office may elect a Trustee to fill such vacancy, and the Trustee so elected shall hold office until the next annual meeting of the Members.
5. Meetings. Immediately after each annual election, the newly elected Trustees shall meet for the purpose of organization, the election of officers, and the transaction of other business, and if a quorum of the Trustees be then present, no prior notice of such meeting shall be required to be given. Special meetings of the Board of Trustees may be called by the President or on the written request of any two members of the Board of Trustees.
6. Participation in Meeting by Telephone. A Trustee may participate in any meeting of the corporation by telephone conference call (or other arrangement by which all Trustees may simultaneously hear each other during the meeting), requested in advance of the meeting. A Trustee participating in a meeting by this means is deemed to be present in person at the meeting.
7. Quorum. At all meetings of the Board of Trustees, a majority of the Trustees shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of a majority of the Trustees who have not recused themselves and are present at any meeting at which there is a quorum shall be the act of the Board of Trustees.
8. Mail Vote. The Board of Trustees may, without meeting together, transact business by mail (including email) by voting upon proposals mailed to them with the approval of the President. If within twenty (20) days after such mailing a majority of the Board of Trustees shall vote in favor of any such proposal, said proposal shall be deemed to have been adopted.

The ballots recording such votes shall be produced at the following meeting of the Board of Trustees before being destroyed.

9. Compensation. Trustees may be provided, by resolution of the Board of Trustees, compensation (including reimbursement of expenses) which is reasonable and not excessive for services they provide which are reasonable and necessary to carry out the exempt purposes of the Corporation. The Board of Trustees also shall have power in its discretion to contract for and to pay to Trustees or Members rendering unusual or exceptional services to the Corporation special compensation appropriate to the value of such services.

10. Powers. There shall be and are hereby vested in and shall be exercised by the Board of Trustees all such powers which are now or hereafter may be conferred by law upon a corporation organized for the purposes set forth in the Articles of Incorporation. The Board of Trustees may delegate to committees, to officers of the Corporation, or to agents, such powers as they may see fit. In general but not in limitation thereof, the Trustees shall have the following powers:

(a) To accept, acquire, receive, take or hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise, for any of the corporate objects and purposes, any property, both real and personal, of whatever kind, nature, or description and wherever situated.

(b) To sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of, any such property, both real and personal, as the objects and purposes of the Corporation may require.

(c) To borrow money and, from time to time, to make, accept, endorse, execute, and issue bonds, debentures, promissory notes, bills of exchange, and other obligations of the Corporation for moneys borrowed or in payment of property acquired or for any of the other purposes of the Corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or other instrument or trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights, or privileges of the Corporation wherever situated, whether now owned or hereafter to be acquired.

(d) To invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages, or in such other securities and property as its Board of Trustees shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift.

(e) To appoint and set the compensation of such agents and employees as it shall deem necessary who shall perform their services for such terms and shall exercise such powers and perform such duties as shall be determined necessary to carry out any of the corporate objects and purposes.

## **ARTICLE VI**

### **Officers**

1. **Number.** The officers of the Corporation shall be the President, the Vice-President, the Secretary, and the Treasurer, but additional officers may be created and filled at any meeting of the Board of Trustees. The duties of the officers shall be such as usually attach to such offices and, in addition thereto, such further duties as may be designated from time to time by the Board of Trustees.

2. **Election, Term of Office, and Qualifications.** The officers shall be elected annually by the Board of Trustees from among such persons as the Board of Trustees may see fit, at the first meeting of the Board of Trustees after the annual meeting of the Members of the Corporation.

3. **Vacancies.** In case any office of the Corporation becomes vacant, a majority of the Trustees then in office, even though less than a quorum, may elect an officer to fill such vacancy and the officer so elected shall hold office until the election and qualification of his successor.

4. **Removal.** Any officer may be removed from office with or without cause by an affirmative vote of a majority of the Trustees at any annual meeting or at any special meeting called for that purpose.

## **ARTICLE VII**

### **Voting Upon Stock of Other Corporations**

Unless otherwise ordered by the Board of Trustees the President shall have full power and authority on behalf of the Corporation to vote either in person or by proxy at any meeting of stockholders of any corporation in which this Corporation may hold stock, and at any such meeting may possess and exercise all of the rights and powers incident to the ownership of such stock which, as the owner thereof, this Corporation might have possessed and exercised if present.

## **ARTICLE VIII**

### **Fiscal Year**

The fiscal year of the Corporation shall commence on January 1 of each year and end on December 31.

## **ARTICLE IX**

### **Prohibition Against Sharing in Corporate Earnings**

No Member, Trustee, officer, employee, member of a committee of the Corporation, person connected with the Corporation, or any other private individual shall receive at any time any part of the net earnings or any other pecuniary profit from the operations of the Corporation; provided, that this shall not prevent the payment to any such person of fair and reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Board of Trustees; and no such person or persons shall be entitled to share in the distribution of any of the Corporation assets upon the dissolution of the Corporation. In addition, as provided in the Articles of Incorporation of the Corporation, as amended, the Corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Code. Upon dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation then remaining shall be distributed and paid over, consistent with the Articles of Incorporation, to such religious, charitable, scientific, literary or educational institutions, upon such terms and conditions, and in such amounts and proportions as the Board of Trustees may determine, to be used by those institutions for purposes consistent with those of the Corporation, as set forth in the Articles of Incorporation.

## **ARTICLE X**

### **Investments**

The Corporation shall have the right to retain all or any part of any securities or properties acquired by it in whatever manner and to invest and reinvest any funds held by it according to the judgment of the Board of Trustees. The judgment of the Board of Trustees with respect to the foregoing powers shall be exercised without restriction as to the class of investments which a Trustee or a corporation of this nature is or may hereafter be permitted by law to make, without regard to the composition of the Corporation's investment portfolio, and without regard to any law, present or future, or to any rule of court respecting the retention of investments and the investment and reinvestment of funds. Notwithstanding the foregoing, as provided in the Articles of Incorporation of the Corporation, as amended, the Corporation shall not retain any excess business holdings as defined in section 4943(c) of the Code and shall not make any investments in a manner as to subject it to tax under section 4944 of the Code.

## **ARTICLE XI**

### **Personal Liability**

In carrying out the powers and duties granted to and imposed upon them under or by virtue of these By-laws, the Members, Trustees, officers, agents, and employees of the Corporation shall be indemnified against and held harmless from personal liability for any loss or damage arising out of or resulting from their acts or failures to act, except to the extent that such

loss or damage may be occasioned by their gross negligence or willful misconduct, and except to the extent prohibited by statute.

**ARTICLE XII**

**Amendments**

The Members shall have the power to make, alter, amend, or repeal the By-laws of the Corporation at any meeting of the Members of the Corporation by a majority vote of all Members, represented either in person or by proxy, provided that the proposed action is included in the notice of such meeting.

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*The above is a complete and accurate copy of the Bylaws of the Clark-Winchcole Foundation, as amended by vote of the Members at the Annual Meeting of the Members of the Foundation, on May 20, 2010.*

  
Gregory K. O'yer, Secretary  
Clark-Winchcole Foundation