Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

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

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning JUL 1, 2009 , and ending JUN 30, 2010

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: THE COMMONWEAL FOUNDATION, INC.

Number and street (or P O box number if mail is not delivered to street address): 10770 COLUMBIA PIKE — Room/suite: 150

City or town, state, and ZIP code: SILVER SPRING, MD 20901

A Employer identification number: 23-7000192

B Telephone number: 240-450-0000

C If exemption application is pending, check here ▶ [ ]

D 1. Foreign organizations, check here ▶ [ ]
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 83,275,707.

J Accounting method: [ ] Cash [X] Accrual
[ ] Other (specify)
(Part I, column (d) must be on cash basis)

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

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))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	4,555,783.			
	2 Check ▶ [ ] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	7,992.	7,992.	7,992.	STATEMENT 1
	4 Dividends and interest from securities	1,363,886.	1,363,886.	1,363,886.	STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<102,413.>			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain			0.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	456,154.	438,652.	438,652.	STATEMENT 3
	12 **Total.** Add lines 1 through 11	6,281,402.	1,810,530.	1,810,530.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	614,034.	28,950.	28,950.	585,084.
	14 Other employee salaries and wages	2,709,311.	30,874.	30,874.	2,683,496.
	15 Pension plans, employee benefits	643,761.	14,840.	14,840.	652,408.
	16a Legal fees STMT 4	24,155.	0.	0.	23,875.
	b Accounting fees STMT 5	73,496.	0.	0.	71,660.
	c Other professional fees STMT 6	481,457.	45.	45.	489,399.
	17 Interest				
	18 Taxes STMT 7	<24,619.>	0.	0.	0.
	19 Depreciation and depletion	101,215.	0.	0.	
	20 Occupancy	195,160.	0.	0.	101,348.
	21 Travel, conferences, and meetings	90,958.	0.	0.	91,172.
	22 Printing and publications	16,678.	0.	0.	16,017.
	23 Other expenses STMT 8	4,670,841.	85,260.	85,260.	5,359,799.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	9,596,447.	159,969.	159,969.	10,074,258.
	25 Contributions, gifts, grants paid	1,483,501.			367,172.
	26 **Total expenses and disbursements.** Add lines 24 and 25	11,079,948.	159,969.	159,969.	10,441,430.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<4,798,546.>			
	b **Net investment income** (if negative, enter -0-)		1,650,561.		
	c **Adjusted net income** (if negative, enter -0-)			1,650,561.	

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17280330 786783 CWF 2009.05070 THE COMMONWEAL FOUNDATION, CWF____1

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets 1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	31,274,411.	29,243,686.	29,243,686.
3	Accounts receivable ▶ 288,440. Less: allowance for doubtful accounts ▶	238,054.	288,440.	288,440.
4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons			
7	Other notes and loans receivable ▶ Less: allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges	110,826.	112,151.	112,151.
10a	Investments - U.S. and state government obligations STMT 9	19,351,714.	0.	0.
b	Investments - corporate stock STMT 10	5,322,000.	6,042,000.	6,042,000.
c	Investments - corporate bonds STMT 11	5,514,782.	20,168,786.	20,168,786.
11	Investments - land, buildings, and equipment basis ▶ 958,009. Less accumulated depreciation ▶ 83,952.	2,198,453.	874,057.	874,057.
12	Investments - mortgage loans			
13	Investments - other STMT 12	22,927,210.	26,352,591.	26,352,591.
14	Land, buildings, and equipment: basis ▶ 536,801. Less accumulated depreciation ▶ 415,509.	163,724.	121,292.	121,292.
15	Other assets (describe ▶ STATEMENT 13)	88,254.	72,704.	72,704.
16	**Total assets** (to be completed by all filers)	87,189,428.	83,275,707.	83,275,707.
Liabilities 17	Accounts payable and accrued expenses	1,769,060.	749,867.	
18	Grants payable	2,434,209.	2,190,993.	
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable			
22	Other liabilities (describe ▶ STATEMENT 14)	40,169.	0.	
23	**Total liabilities** (add lines 17 through 22)	4,243,438.	2,940,860.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted	82,945,990.	80,334,847.	
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg., and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances**	82,945,990.	80,334,847.	
31	**Total liabilities and net assets/fund balances**	87,189,428.	83,275,707.	

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	82,945,990.
2	Enter amount from Part I, line 27a	2	<4,798,546.>
3	Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN ON INVESTMENTS	3	2,187,403.
4	Add lines 1, 2, and 3	4	80,334,847.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	80,334,847.

Form **990-PF** (2009)

923511
02-02-10

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				0.
b				<6,924.>
c				<95,489.>
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				0.
b				<6,924.>
c				<95,489.>
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 } 2 <102,413.>

3 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).
If (loss), enter -0- in Part I, line 8 } 3 <6,924.>

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 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	11,952,232.	87,130,579.	.137176
2007	9,984,307.	90,490,722.	.110335
2006	7,614,006.	90,351,480.	.084271
2005	8,614,016.	91,363,024.	.094283
2004	9,289,222.	96,635,609.	.096126

2	**Total** of line 1, column (d)	2	.522191
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.104438
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	84,356,533.
5	Multiply line 4 by line 3	5	8,810,028.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	16,506.
7	Add lines 5 and 6	7	8,826,534.
8	Enter qualifying distributions from Part XII, line 4	8	10,535,021.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	16,506.
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	0.
3 Add lines 1 and 2	3	16,506.
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	16,506.
6 Credits/Payments:		
a 2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a 67,325.		
b Exempt foreign organizations - tax withheld at source — 6b		
c Tax paid with application for extension of time to file (Form 8868) — 6c		
d Backup withholding erroneously withheld — 6d		
7 Total credits and payments. Add lines 6a through 6d	7	67,325.
8 Enter any **penalty** for underpayment of estimated tax. Check here [ ] 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	50,819.
11 Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ 50,819. **Refunded** ▶	11	0.

Part VII-A | **Statements Regarding Activities**

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3	X	
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ DC, MD			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9	X	
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Form **990-PF** (2009)

923531
02-02-10

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		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 ▶ WWW.CWEAL.ORG

14 The books are in care of ▶ THE FOUNDATION Telephone no. ▶ 240-450-0000

Located at ▶ 10770 COLUMBIA PIKE, STE 150, SILVER SPRING, MD ZIP+4 ▶ 20901

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form** 1041 - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 | N/A

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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 instructions.) N/A	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		X
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)*

			Yes	No
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)?	☐ 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 instructions)?	5b		X
	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? N/A	☐ 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?	6b		X
	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? N/A	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.

(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
SEE STATEMENT 15		614,034.	56,025.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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
KATARZYNA HLAVATY - 10770 COLUMBIA PK, SILVER SPRING, MD 20901	CONTROLLER 40.00	111,614.	21,826.	0.
PAULA WEBBER - 10770 COLUMBIA PK, SILVER SPRING, MD 20901	PROGRAM DIR. 40.00	105,834.	14,594.	0.
FRED LOWENBACH - 10770 COLUMBIA PK, SILVER SPRING, MD 20901	PROGRAM DIR. 40.00	110,593.	5,999.	0.
JANE PARRA - 10770 COLUMBIA PK, SILVER SPRING, MD 20901	PROGRAM DIR. 40.00	90,861.	5,072.	0.
LISA COOKSEY (09/09 TO 06/10) - 10770 COLUMBIA PK, SILVER SPRING, MD	DIR. OF INFOR. 32.00	81,090.	6,695.	0.
Total number of other employees paid over $50,000 ▶				12

Form **990-PF** (2009)

923551
02-02-10

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
PRISM COMMUNICATIONS, INC. 8815 CENTER PARK DR.,FL 3, COLUMBIA, MD 21045	IT	213,165.
REALTY INVESTMENT COMPANY 8171 MAPLE LAWN BLVD.,#375, FULTON, MD 20759	IT AND ACCTING SVCS.	185,573.
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 BOARDING AND DAY SCHOOL PROGRAM (BDSP) -SECONDARY SCHOOL PROGRAMS FOR DISADVANTAGED YOUTH. (SEE ATTACHED STATEMENT 20)	5,860,658.
2 PARTNERS-IN-LEARNING-PROVIDES SUPPLEMENTAL READING, WRITING, AND MATH INSTRUCTION TO CHILDREN IN AT-RISK NEIGHBORHOODS. (SEE ATTACHED STATEMENT 20)	1,844,495.
3 LEARNING SUPPORT PROGRAM-PROVIDES TESTING AND TUTORING FOR CHILDREN WITH LEARNING DISABILITIES. (SEE ATTACHED STATEMENT 20)	1,002,081.
4 SCHOOL ENHANCEMENT PROGRAM- SERVICE CONTRACTS ARE OFFERED TO BDSP PARTNER SCHOOLS TO HELP THEM FULLY IMPLEMENT THE FOUNDATION'S PROGRAM. (SEE STATEMENT 20)	<210,618.>

Part IX-B Summary of Program-Related Investments

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

Form **990-PF** (2009)

923561
02-02-10

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	38,817,828.
b	Average of monthly cash balances	1b	22,540,140.
c	Fair market value of all other assets	1c	24,283,182.
d	**Total** (add lines 1a, b, and c)	1d	85,641,150.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	85,641,150.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,284,617.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	84,356,533.
6	**Minimum investment return.** Enter 5% of line 5	6	4,217,827.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ [X] and do not complete this part.)

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

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	10,441,430.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	93,591.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	10,535,021.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	16,506.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	10,518,515.

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.

Form **990-PF** (2009)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				0.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $ N/A				
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

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 [X] 4942(j)(3) or [ ] 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	1,650,561.	1,172,548.	4,524,536.	4,517,574.	11,865,219.
b 85% of line 2a	1,402,977.	996,666.	3,845,856.	3,839,938.	10,085,436.
c Qualifying distributions from Part XII, line 4 for each year listed	10,535,021.	11,970,192.	10,046,257.	7,673,599.	40,225,069.
d Amounts included in line 2c not used directly for active conduct of exempt activities	367,172.	363,025.	2,075,735.	1,289,872.	4,095,804.
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	10,167,849.	11,607,167.	7,970,522.	6,383,727.	36,129,265.
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter: (1) Value of all assets					0.
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0.
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	2,811,885.	2,904,353.	3,016,357.	3,011,716.	11,744,311.
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0.
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0.
(3) Largest amount of support from an exempt organization					0.
(4) Gross investment income					0.

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see 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 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:

SEE ATTACHED STATEMENT 21

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

SEE ATTACHED STATEMENT 21

c Any submission deadlines:

SEE ATTACHED STATEMENT 21

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

SEE ATTACHED STATEMENT 21

Part XV Supplementary Information (continued)

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

Recipient: Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED STATEMENT 22				367,172.
Total			▶ 3a	367,172.
b Approved for future payment				
SEE ATTACHED STATEMENT 22				2,190,993.
Total			▶ 3b	2,190,993.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	7,992.	
4 Dividends and interest from securities			14	1,363,886.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	456,154.	
8 Gain or (loss) from sales of assets other than inventory			18	<102,413.>	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		1,725,619.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 1,725,619.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
N/A	

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

Signature of officer or trustee | Date 4/18/11 | Title VP & CFO

Paid Preparer's Use Only

Preparer's signature	RHR	Date 4-18-11	Check if self-employed ▶ ☐	Preparer's identifying number
Firm's name (or yours if self-employed), address, and ZIP code	RAFFA, P.C. 1899 L STREET, NW, SUITE 900 WASHINGTON, DC 20036		EIN ▶	Phone no. (202) 822-5000

Form 990-PF (2009)

923622 02-02-10

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2009

Name of the organization

THE COMMONWEAL FOUNDATION, INC.

Employer identification number

23-7000192

Organization type (check one):

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

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

General Rule

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

Special Rules

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

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

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

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

Name of organization	Employer identification number
THE COMMONWEAL FOUNDATION, INC.	23-7000192

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	ROSE-MARIE AND JACK R.ANDERSON FND. 16475 DALLAS PARKWAY, #735 ADDISON, TX 75001	$ 40,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
2	STEWART BAINUM 10770 COLUMBIA PIKE, # 150 SILVER SPRING, MD 20901	$ 4,400,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
THE COMMONWEAL FOUNDATION, INC.	23-7000192

Part II Noncash Property (see instructions)

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

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

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

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

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

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

Name of organization

THE COMMONWEAL FOUNDATION, INC.

Employer identification number

23-7000192

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

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

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
SAVINGS AND MONEY MARKET FUNDS	7,992.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	7,992.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
GOVERNMENT AND CORPORATE BONDS	1,363,886.	0.	1,363,886.
TOTAL TO FM 990-PF, PART I, LN 4	1,363,886.	0.	1,363,886.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
NON-CAPITAL GAIN (LOSS) FROM ALLEN ARBITRAGE K-1	456,154.	438,652.	438,652.
TOTAL TO FORM 990-PF, PART I, LINE 11	456,154.	438,652.	438,652.

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL(SEE STATEMENT 16)	24,155.	0.	0.	23,875.
TO FM 990-PF, PG 1, LN 16A	24,155.	0.	0.	23,875.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING(SEE STATEMENT 16)	73,496.	0.	0.	71,660.
TO FORM 990-PF, PG 1, LN 16B	73,496.	0.	0.	71,660.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER PROFESSIONAL FEES(SEE STATEMENT 16)	481,457.	45.	45.	489,399.
TO FORM 990-PF, PG 1, LN 16C	481,457.	45.	45.	489,399.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	<24,619.>	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	<24,619.>	0.	0.	0.

FORM 990-PF OTHER EXPENSES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES	6,869.	6,869.	6,869.	6,869.
EQUIPMENT AND MAINTENANCE	15,519.	0.	0.	16,302.
DUES AND SUBSCRIPTION	26,630.	0.	0.	19,322.
STAFF RECRUITING	18,780.	0.	0.	21,605.
INSURANCE	29,328.	0.	0.	14,315.

OFFICE SUPPLIES	28,881.	0.	0.	30,847.
POSTAGE AND DELIVERY	11,383.	0.	0.	9,230.
STUDENT EXPENSES	132,341.	0.	0.	123,798.
TELEPHONE	21,075.	0.	0.	23,176.
SCHOOL ENHANCEMENT CONTRACTS	<394,598.>	0.	0.	389,871.
MISCELLANEOUS	3,757.	65.	65.	7,226.
SCHOLARSHIPS	4,775,857.	0.	0.	4,775,564.
ALLOCATION CORPORATE GENERAL AND ADM.	0.	78,326.	78,326.	<78,326.>
CHANGE IN GRANT DISCOUNT	<4,981.>	0.	0.	0.
TO FORM 990-PF, PG 1, LN 23	4,670,841.	85,260.	85,260.	5,359,799.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 9

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U.S. GOVERNMENT OBLIGATIONS	X		0.	0.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			0.	0.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
COMMON STOCKS	6,042,000.	6,042,000.
TOTAL TO FORM 990-PF, PART II, LINE 10B	6,042,000.	6,042,000.

FORM 990-PF CORPORATE BONDS STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE FIXED INCOME	20,168,786.	20,168,786.
TOTAL TO FORM 990-PF, PART II, LINE 10C	20,168,786.	20,168,786.

FORM 990-PF OTHER INVESTMENTS STATEMENT 12

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT IN LIMITED PARTNERSHIP	COST	24,873,568.	24,873,568.
CERTIFICATE OF DEPOSITS	COST	1,479,023.	1,479,023.
TOTAL TO FORM 990-PF, PART II, LINE 13		26,352,591.	26,352,591.

FORM 990-PF OTHER ASSETS STATEMENT 13

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
FEDERAL EXCISE TAX RECEIVABLE	88,254.	72,704.	72,704.
TO FORM 990-PF, PART II, LINE 15	88,254.	72,704.	72,704.

FORM 990-PF OTHER LIABILITIES STATEMENT 14

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DEFERRED FEDERAL EXCISE TAX	40,169.	0.
TOTAL TO FORM 990-PF, PART II, LINE 22	40,169.	0.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 15

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
CHARLES A. LEDSINGER 10770 COLUMBIA PIKE #150 SILVER SPRING, MD 20901	DIRECTOR 1.00	0.	0.	0.
GARLAND MOORE 10770 COLUMBIA PIKE #150 SILVER SPRING, MD 20901	DIRECTOR 1.00	0.	0.	0.
JAMES MAC CUTCHEON 10770 COLUMBIA PIKE #150 SILVER SPRING, MD 20901	DIRECTOR 1.00	0.	0.	0.
BARBARA BAINUM 10770 COLUMBIA PIKE #150 SILVER SPRING, MD 20901	CHAIR PRESIDENT/CEO 30.00	215,985.	0.	0.
ROZITA LAGORCE GREEN 10770 COLUMBIA PIKE #150 SILVER SPRING, MD 20901	VP OF PROGRAMS 40.00	141,979.	24,591.	0.
CHRISTOPHER SHARKEY 10770 COLUMBIA PIKE #150 SILVER SPRING, MD 20901	VICE PRESIDENT/CFO 40.00	192,997.	22,161.	0.
PHYLLIS RUMBARGER 10770 COLUMBIA PIKE #150 SILVER SPRING, MD 20901	VP SPECIAL PROJ.(DEC. 2009) 32.00	63,073.	9,273.	0.
STEWART BAINUM 10770 COLUMBIA PIKE #150 SILVER SPRING, MD 20901	VICE-CHAIR 1.00	0.	0.	0.
BRUCE BAINUM 10770 COLUMBIA PIKE #150 SILVER SPRING, MD 20901	DIRECTOR 1.00	0.	0.	0.
ROBERTA BAINUM 10770 COLUMBIA PIKE #150 SILVER SPRING, MD 20901	DIRECTOR 1.00	0.	0.	0.
ALEXANDER FROOM 10770 COLUMBIA PIKE #150 SILVER SPRING, MD 20901	DIRECTOR 1.00	0.	0.	0.

SCOTT RENSCHLER 10770 COLUMBIA PIKE #150 SILVER SPRING, MD 20901	DIRECTOR 1.00	0.	0.	0.
CHRISTINE SHREVE 10770 COLUMBIA PIKE #150 SILVER SPRING, MD 20901	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		614,034.	56,025.	0.

The Commonweal Foundation, Inc. **Statement 16**
Form 990-PF, Part I, Line 16 - Professional Fees
For the year ended June 30, 2010 **23-7000192**

		Amount
Line 16 (A) Legal Fees		
CT Corporation System	$	693
Pillsbury Winthrop Shaw Pittman		6,094
Venable L.L.P.		17,368
Total Legal:	**$**	**24,155**
Line 16 (B) Accounting Service Fees		
ADP Services	$	22,440
Raffa & Associates		32,681
Realty Investment Company		15,750
Bowditch & Associates		2,625
Total Accounting:	**$**	**73,496**
Line 16 (C) Other Professional Fees		
Realty Investment Company	$	165,618
Lansberg Gersick & Associates		22,706
Prism Communications, Inc.		218,475
Q-Industries		9,723
Entrex Communication Services, Inc.		438
Other		14,820
UIC, Inc.		5,500
Barbara Bainum		5,758
Margaret Z. Currie		4,500
Arudia		2,400
James MacCutcheon		1,197
Business Objects		3,544
MicroEdge		3,004
Choice Care Card		2,273
Talent Plus, Inc.		8,620
Raffa & Associates		883
Vantage Growth Strategic Advisors		12,000
Total Other Professional Fees	**$**	**481,457**

The Commonweal Foundation, Inc. **Statement 17**
Form 990-PF, Part I, Line 19 - Depreciation
Form 990-PF, Part II, Line 14 - Land, Buildings, and Equipment
Year Ended June 30, 2010 **23-7000192**

ASSETS

	Beginning of Year	Additions	Adj./Disposal	End of Year
Building	765,277	28,290	(709,615)	83,952
Land	1,475,000	-	(600,943)	874,057
Computer and Office Equipment	517,238	65,301	(45,738)	536,801
	$ 2,757,515	$ 93,591	$ (1,356,296)	$ 1,494,810

ACCUMULATED
DEPRECIATION

	Beginning of Year	Current Year Depreciation	Adj./ Disposal	End of Year
Building	41,824	42,128	-	83,952
Computer and Office Equipment	353,514	59,087	2,908	415,509
	395,338	101,215	2,908	499,461
Net Book Value	$ 2,362,177			$ 995,349

NOTE: Property and equipment are stated at cost. Depreciation is recorded on a straight-line basis over the estimated useful lives of the respective assets, which range from three to forty years, with no salvage value. Maintenance and repairs are charged to expense when incurred; major improvements to internal use software are capitalized.

RESOLUTION ADOPTED SEPTEMBER 14, 2009 BY THE BOARD OF DIRECTORS OF THE COMMONWEAL FOUNDATION, INC.

WHEREAS, pursuant to Section 29-301.05(14) of the District of Columbia Nonprofit Corporation Act, the Corporation has the power to indemnify directors and officers of the Corporation; and

WHEREAS, the Board of Directors of the Corporation believes that in order to attract highly qualified persons to serve as directors and officers and as employees or agents of the Corporation it is advisable to provide in the Corporation's Bylaws for mandatory indemnification of such persons to the extent permitted by law; be it

RESOLVED, that the By-laws of the Corporation are hereby amended by adding to the By-laws a new Article IX – Indemnification – in the form annexed hereto as Annex A.

ARTICLE IX – INDEMNIFICATION

A. To the full extent permitted by law, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding (including civil, criminal, administrative or investigative actions, suits or proceedings) brought by or in the right of the Corporation or any wholly owned subsidiary of the Corporation (a "Subsidiary"), or otherwise, by reason of the fact that such person (hereinafter a "Person Entitled to Indemnification") is or was or has agreed to become a director, advisory director, officer, employee or agent of the Corporation or a Subsidiary, or is or was serving or has agreed to serve at the request of the Corporation or a Subsidiary as a director, officer, employee, agent, trustee or other fiduciary of another corporation, partnership, joint venture, trust or other enterprise, including employee benefit plans, or by reason of any action alleged to have been taken or omitted in such capacity, against all costs, charges and expenses (including attorneys' fees) reasonably incurred by him or on his behalf in connection with the defense or settlement of any threatened, pending or completed action, suit or proceeding, and any appeal therefrom, or in defense or settlement of any claim, issue or matter, except that no indemnification pursuant to this paragraph shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged liable for negligence or misconduct in the performance of duty by a court of competent jurisdiction. The termination of any claim, action, suit or proceeding by settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, in itself, create a presumption that any such person was adjudged liable for negligence or misconduct in the performance of duty.

B. To the full extent permitted by law, the Corporation shall, upon request, pay costs, charges and expenses (including attorneys' fees) incurred by Persons Entitled to Indemnification in advance of the final disposition of any such action, suit or proceeding; provided, however, that the payment of such costs, charges and expenses incurred by a Person Entitled to Indemnification in the capacity in which he became entitled to indemnification (and not in any other capacity in which service was or is rendered by such person) in advance of the final disposition of such action, suit or proceeding shall be made only upon receipt of an undertaking by or on behalf of such person to repay all amounts so advanced in the event that it shall ultimately be determined that he is not entitled to be indemnified by the Corporation pursuant to this Article IX or otherwise.

C. Any indemnification or advancement of costs, charges and expenses provided for in Sections A and B of this Article IX shall be made promptly, and in any event within sixty (60) days, upon the written request of the Person Entitled to Indemnification; the right to indemnification or advances as granted by Sections A and B of this Article IX shall be enforceable by the Person Entitled to Indemnification in any court of competent jurisdiction. If the Corporation denies such request, in whole or in part, or if no disposition thereof is made within sixty (60) days, such Person Entitled to Indemnification's costs, charges and expenses incurred in connection with successfully establishing his right to indemnification, in whole or in part, in any such action shall also be indemnified by the Corporation; it shall be a defense to any such action (other than an action brought to enforce a claim for the advancement of costs, charges and expenses under Section B of this Article IX where the required undertaking, if any, has been received by the Corporation) that the Person Entitled to Indemnification has not met the standard set forth in Section A of this Article IX, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he has met the applicable standard of conduct set forth in Section A of this Article IX, nor the fact that there has been an actual determination by the Corporation (including its Board of Directors) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

D. The provisions of Sections A and B of this Article IX shall be applicable to claims, actions, suits or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions occurring before or after the adoption hereof.

E. The indemnification and advancement of expenses provided by this Article IX shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under any law (present or future, common or statutory), bylaw, agreement or otherwise and shall continue as to a person who has ceased to serve in the capacity making him eligible for indemnification, and shall inure to the benefit of the estate, heirs, executors and administrators of such person. To the full extent permitted by law, the Corporation may enter into and perform agreements with persons including, without limitation, present and former officers, directors, employees and agents of the Corporation and its Subsidiaries and of companies acquired by or merged with the Corporation or any of its Subsidiaries, obligating the Corporation, among other things, to provide indemnification and advancement of costs, charges and expenses to such persons in addition to any indemnification or advancement which may be available to such person under this Article IX.

F. The Corporation may, but need not, maintain insurance insuring the Corporation or Persons Entitled to Indemnification for liabilities against which they are entitled to indemnification under this Article IX or insuring Persons Entitled to Indemnification for liabilities against which they are not entitled to indemnification under this Article IX.

G. All rights to indemnification under this Article IX shall be deemed to be a contract between the Corporation and each Person Entitled to Indemnification who serves or served in such capacity at any time while this Article IX is in effect. Any repeal or modification of this Article IX or any repeal or modification of the relevant provisions of the Nonprofit Corporation Act of the District of Columbia or of any other applicable law shall not in any way diminish any rights to indemnification of any person or the obligation of the Corporation arising prior to such repeal or modification.

H. If this Article IX or any portion hereof shall be invalidated on any ground in any court of competent jurisdiction, then the Corporation shall nevertheless indemnify each Person Entitled to Indemnification to the full extent permitted by any applicable portion of this Article IX that shall not have been invalidated and to the full extent permitted by applicable law.

During the year ended June 30, 2010, the Foundation was involved in certain transactions which qualify under the self-dealing exceptions described in Treasury Regulation 53.4941(d)-3.

During fiscal year 2010, the Foundation paid $185,573 for information technology and accounting professional services of Realty Investment Company, Inc., (Realty) a corporation controlled by the Principal Sponsors and their family. This was conducted under a cost sharing arrangement as allowed under current tax regulations.

Pathways to Success (Pathways) provide educational assistance to at-risk students in primary and secondary schools. The Foundation operates the following programs under the *Pathways* umbrella: Boarding and Day School Program, Learning Support Program, Partners-in-Learning Program, and School Enhancement Program. Students may participate in one or more of these programs based on their individual needs.

Boarding and Day School Program (BDSP)

The BDSP assists students by awarding them scholarships to attend *Pathways* Partner Schools. The Partner School environment provides *Pathways* students the opportunity to increase their academic skills, gain work experience, and expand their knowledge of life beyond their local communities. *Pathways* personnel visit the students at their schools, review academic progress, and monitor participation in employment or community service programs. Award amounts are determined on a case-by-case basis and could not exceed $6,500 for fiscal year 2010. Funds are distributed directly to the schools. A student's family must have an adjusted gross income equal to or less than the Foundation's income guidelines. For the year ended June 30, 2010, 1,193 students were assisted under the BDSP program.

Learning Support Program (LSP)

At-risk youth with learning disabilities who live in underserved areas in the Greater Washington area may receive support from this program. This program provides evaluation and/or remediation for elementary and high school students who have Learning Disabilities (LD), Speech/Language Disability, or Attention Deficit Disorder (ADD) with or without Hyperactive Disability (ADHD).

Eligible students attend in-school or after-school tutoring and summer remediation in their neighborhood libraries, school sites, or community programs to improve basic academic skills and build on strengths with the guidance of learning specialists. The students meet with their tutors two to five times per week, depending on their needs. For the year ended June 30, 2010, 216 students were assisted through the LSP program.

Partners-in-Learning Program (PINL)

Through its 43 partner sites, PINL provides supplemental instruction in phonics, reading comprehension, writing and mathematics at collaborating school and community sites to children in grades kindergarten through high school, who are in jeopardy of academic failure.

Partners-in-Learning Program (PINL) (continued)

Each PINL group has an average of five children. The groups meet three to four times per week for 60 minutes. PINL focuses on children living in underserved communities in the Greater Washington area. A signature component of the program is that students retain the books they read with their groups. For the year ended June 30, 2010, 1,429 students were assisted through the PINL program.

School Enhancement Program (SEP)

The Foundation offers School Enhancement Service Contracts to help the *Pathways* Partner Schools fully implement the Foundation's *Pathways* program and offers School Enhancement Grants to assist the schools in operating their programs.

SEP Service Contracts

Some *Pathways* schools do not have systems and faculty in place to meet the Foundation's requirements to provide work opportunities, supplemental academic resources, and counseling services to *Pathways* scholars. The Foundation may contract with *Pathways* schools to provide initial funding with the goal that, in the future, the schools participating will administer all these interventions at their own expense. During Fiscal Year 2010, SEP has cancelled several large service contracts. The most common types of School Enhancement Service Contracts offered to *Pathways* Partner Schools are:

Work Coordinator – to help *Pathways* scholarship recipients fulfill their work obligations under the terms of their scholarship agreement.

Remedial Education – to work with students who are struggling academically

Vocational Education – to either create or expand a variety of vocational education courses for its students.

School Counselor – to promote student success through academic, career and personal/social development experiences.

SEP Grants

Academics and Equipment Grants provide partial funding for equipment that can enhance learning opportunities at the schools. These grant funds are for one year and have a required school match component.

SEP Planning Grants

Planning grants provide *Pathways* partner schools funding to define their instructional strengths and needs, and learn about best practices in areas relevant to their students' needs. Upon completion of the planning grant period, schools submit a 4 to 5-year plan for review by the Foundation. The award of a Planning grant does not commit the Foundation to fund a subsequent multi-year grant.

Information Regarding Contribution, Grant, Scholarship, etc. Programs.

a. ***Name, address and phone number of the person to whom applications should be addressed:***

The Commonweal Foundation requires applicants to complete an online grant application. The application can be accessed at www.cweal.org. If organizations are unable to complete the online application they should contact the Grants Department staff by emailing grants@cweal.org before applying.

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

The online application can be accessed at www.cweal.org. Applicants must attach copies of the following documents:

- List of Board of Directors; must include term of service, leadership roles, and corporate affiliations.
- Current budget for entire organization AND for specific project as per request.
- Details of board contributions: % of board that contributes, range of individual giving, total board gifts for most recent fiscal year (excluding in-kind and gifts attributed to board members).
- Funding strategies and sources of income received, pledged or pending for the project. If you are seeking general support, this information should reflect the entire agency's annual income. Please specify individual, corporate, foundation, board of directors, government, investments, fees for service and fundraising/special event income amounts in your budgets.
- A copy of your most recent filed IRS form 990-PF, or
- A copy of your most recent reviewed or audited financial statements.

c. ***Any Submission deadlines:***

Deadlines for summiting Community Assistance Grant proposals are February 1 and August 1.

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

The following guidelines help to direct the Foundation's funding decisions within the Community Assistance Grants Program:

- The Foundation will only consider requests that address the education needs of disadvantaged children and youth. We are particularly interested in helping organizations that implement strategies that foster partnership building.
- We consider requests for General Operating and Project specific support.
- Programs should be located in Washington, DC, Maryland, or Northern Virginia.
- The organization's Annual Operating Budget may not exceed $2,500,000.
- All programs must have a 501 (c) (3) private /public non-profit tax exempt status with the IRS.
- The maximum grant award under this program is $50,000.
- Organizations may submit a proposal for **only one deadline** within a 12 month period.
- Generally organizations that have received recent funding for 3 consecutive years must skip a year before re-applying.
- Although we would like to respond affirmatively to all requests coming to the Foundation, we receive far more than can possibly be funded. Therefore, we find it necessary to establish priorities and guidelines for the use of our relatively limited resources.

THE FOUNDATION DOES NOT CONSIDER GRANTS FOR:

- Individuals for scholarship, research or travel
- Capital Campaigns
- Endowments
- Special Events or Tables for special events
- Political organizations or lobbying activities
- Local organizations that raise funds to send overseas
- Multi-year grants

The Commonweal Foundation, Inc.
Form 990-PF, Part XV-Grants and Contributions Paid During the Year or Approved for Future Payments
For the Year Ended June 30, 2010

Statement 22

23-7000192

		Commitments as of June 30, 2009	2010 Grants and Adjustments	2010 Payments	Commitments as of June 30, 2010
SPECIALIZED GRANTS					
Maranatha					
Maranatha - Domestic Program	1600 Sacramento Inn, #116 Sacramento, CA 95815	$ 2,083,734	$ -	$ -	$ 2,083,734
Maranatha - Mission Trip/ Chile	1600 Sacramento Inn, #116 Sacramento, CA 95815	15,983	(7,532)	(8,451)	-
Total Maranatha		2,099,717	(7,532)	(8,451)	2,083,734
Social Services					
Voice of Prophecy	P O Box 2525 Newbury Park, CA 91319	10,000	-	-	10,000
Total Social Services		10,000	-	-	10,000
Other Specialized Programs					
Mount Vernon Academy - Merit Scholarship Program	P O Box 311 Mt Vernon, OH 43050	26,250	-	(26,250)	-
Pacific Union Conference - SDA Reading	P O Box 5005 Westlake Village, CA 91359	6,760	(6,760)	-	-
Shenandoah Valley - Learning Support Specialist	235 West Lee Highway, New Market, VA 22844	88,972	-	(49,651)	39,321
Southern Union Conference - SDA Reading	3978 Memorial Drive, Decatur, GA 30032	1,920	(1,920)	-	-
Southern Union Conference - SDA Reading	3978 Memorial Drive, Decatur, GA 30032	102	-	(102)	-
Southwestern Union Conference - SDA Reading	777 South Burleson Blvd, Burleson, TX 76097-1630	25	(25)	-	-
Total Other Specialized Programs		124,029	(8,705)	(76,003)	39,321
TOTAL SPECIALIZED GRANTS		$ 2,233,746	$ (16,237)	$ (84,454)	$ 2,133,055
SCHOOL ENHANCEMENT GRANTS					
Benedictine Academy - Equipment	840 North Broad Street, Elizabeth, NJ 07208	$ 46,300	$ -	$ (46,300)	$ -
Chamberlain Hunt Academy - Remedial Education Pathways Summer Bridge Program	124 McComb Avenue, Port Gibson, MS 39150	800	(800)	-	-
Chamberlain Hunt Academy - Remedial Education Pathways Summer Bridge Program	124 McComb Avenue, Port Gibson, MS 39150	2,500	(2,500)	-	-
Christ the King-Cristo Rey - Equipment	239 Woodside Avenue, Newark, NJ 07104	2,267	(2,267)	-	-
Christ the King-Cristo Rey - Equipment	239 Woodside Avenue, Newark, NJ 07104	29,790	(2,485)	(27,305)	-
Christ the King-Cristo Rey - Equipment	239 Woodside Avenue, Newark, NJ 07104	30,076	-	(30,076)	-
Christ the King-Cristo Rey - Remedial Education Pathways Summer Bridge Program	239 Woodside Avenue, Newark, NJ 07104	22,083	-	(22,083)	-
Christ the King-Cristo Rey - Remedial Education Pathways Summer Bridge Program	239 Woodside Avenue, Newark, NJ 07104	-	25,000	-	25,000
Columbia Union College - Pathways Pre College Summer Program	7600 Flower Avenue, Takoma Park, MD 20912	1,500	(1,500)	-	-
Don Bosco Cristo Rey-Takoma - Equipment	1010 Larch Avenue, Takoma Park, MD 20912	7,552	(7,552)	-	-
French Camp - Remedial Education Pathways Summer Bridge Program	1 Fine Place, French Camp, MS 39745	-	3,500	(3,500)	-
Loyola High School - Equipment	15325 Pinehurst, Detroit, MI 48238	869	(869)	-	-
Loyola High School - Remedial Education Summer Bridge Program	15325 Pinehurst, Detroit, MI 48238	25,167	(9,367)	(15,800)	-
Loyola High School - Remedial Education Summer Bridge Program	15325 Pinehurst, Detroit, MI 48238	-	24,276	-	24,276
Mount Michael Benedictine School	22520 Mt Michael Road, Elkhorn, NE 68022	$ 29,832	$ -	$ (29,832)	$ -
Naples Adventist Christian School - Equipment	1055 Pine Ridge Road, Naples, FL 34108	7,563	(1,475)	(6,088)	-
Oneida Baptist Institute - Remedial Education Pathways Summer Bridge Program	P O Box 296 Oneida, KY, 40972	3,500	(3,020)	(480)	-
Oneida Baptist Institute - Remedial Education Pathways Summer Bridge Program	P O Box 296 Oneida, KY, 40972	5,600	(5,600)	-	-
Rio Lindo Adventist Academy - Equipment	3200 Rio Lindo Avenue, Healdsburg, CA 95448	24,138	(2,147)	(21,991)	-
Saint John's Preparatory School - Pathways Pre College Summer Program	P O Box 4000 Collegeville, MN 56321	-	1,900	-	1,900
Takoma-Remedial Education Summer Bridge Program	8120 Carroll Ave, Takoma Park, MD 20912	-	22 060	-	22,060
TOTAL SCHOOL ENHANCEMENT GRANTS		$ 239,537	$ 37,154	$ (203,455)	$ 73,236
FOUNDER'S FUND GRANTS					
Takoma Academy	8120 Carroll Ave, Takoma Park, MD 20912	-	72,472	(72,472)	-
Fletcher Academy	P O Box 5440 Fletcher/Hendersonville, NC 28732	-	1,288	(1,288)	-
TOTAL FOUNDER'S FUND GRANTS		$ -	$ 73 760	$ (73 760)	$ -
CEO DIRECTED GRANTS					
Transitional Living Center c/o Tabor Comm	105 East King Street, P O Box 1676 Lancaster, PA 17608-1676	$ -	$ 100	$ (100)	$ -
Transitional Living Center c/o Tabor Comm	105 East King Street, P O Box 1676 Lancaster, PA 17608-1676	-	1,000	(1,000)	-
Hospice	5537 Twin Knolls Rd Suite 433, Columbia, MD 21045	-	250	(250)	-

The Commonweal Foundation, Inc.
Form 990-PF, Part XV-Grants and Contributions Paid During the Year or Approved for Future Payments
For the Year Ended June 30, 2010

		Commitments as of June 30, 2009	2010 Grants and Adjustments	2010 Payments	Commitments as of June 30, 2010
TOTAL CEO DIRECTED GRANTS		$ -	$ 1,350	$ (1,350)	$ -
FAMILY DIRECTED GRANTS					
Horizons @ Maret	3000 Cathedral Ave, NW, Washington, DC 20008	$ -	$ 2,500	$ (2,500)	$ -
TOTAL FAMILY DIRECTED GRANTS		$ -	$ 2,500	$ (2,500)	$ -
STAFF MATCHING GRANTS					
Transitional Living Center c/o Tabor Comm	105 East King Street, P O Box 1676 Lancaster, PA 17608-1676	$ -	$ 200	$ (200)	$ -
Transitional Living Center c/o Tabor Comm	105 East King Street, P O Box 1676 Lancaster, PA 17608-1676	-	50	(50)	-
Transitional Living Center c/o Tabor Comm	105 East King Street, P O Box 1676 Lancaster, PA 17608-1676	-	25	(25)	-
Transitional Living Center c/o Tabor Comm	105 East King Street, P O Box 1676 Lancaster, PA 17608-1676	-	125	(125)	-
Celebrate Life Ministries	14900 Ridge Farm Ct, Bowie, MD 20715	63	-	(63)	-
The Southern Public Defender Training Ctr	83 Poplar St NW, Atlanta, GA 30303	-	100	(100)	-
National Philanthropic Trust	165 Township Line Road, Suite 150, Jenkintown, PA 19046	-	50	(50)	-
Orphan Foundation of America	21351 Gentry Drive, Suite 130, Sterling, VA 20166	-	200	(200)	-
Jain Society of Metropolitan Washington	1021 Briggs Chaney Road, Silver Spring, MD 20905	-	100	(100)	-
The Leukemia & Lymphoma Society	5845 Richmond Highway, Suite 800, Alexandria, VA 22303	-	35	(35)	-
Fannie Mae Help the Homeless	P O Box 96358 Washington, DC 20090	-	50	(50)	-
Haitian American Friendship Foundation	P O Box 3421 Ft Myers, FL 33918	-	200	(200)	-
Child Center and Adult Services	16220 South Frederick Ave, Gaithersburg, MD 20877	-	150	(150)	-
Juvenile Diabetes Research Foundation	26 Broadway, 14th Floor, New York, NY 10004	-	30	(30)	-
American Cancer Society	P O Box 22718 Oklahoma City, OK 73123-1718	-	100	(100)	-
American Cancer Society	P O Box 22718 Oklahoma City, OK 73123-1718	-	125	(125)	-
American Cancer Society	P O Box 22718 Oklahoma City, OK 73123-1718	-	50	(50)	-
TOTAL STAFF MATCHING GRANTS		$ 63	$ 1,590	$ (1,653)	$ -
CAPACITY BUILDING GRANTS					
St Ignatius Loyola Academy	740 North Calvert Street, Baltimore, MD 21202	$ 3,435	$ (3,435)	$ -	$ -
TOTAL CAPACITY BUILDING GRANTS		$ 3,435	$ (3,435)	$ -	$ -
TOTAL GRANTS BEFORE PROGRAM RELATED DISTRIBUTIONS AND DISCOUNTS		$ 2,476,781	$ 96,682	$ (367,172)	$ 2,206,291
PLUS: DISTRIBUTION OF PROGRAM RELATED INVESTMENT					
Naples School (School Building and Land Donated)	2629 S Horseshoe Drive, Naples, FL 34104	-	1,359,545	-	-
LESS: DISCOUNT ON LONG-TERM GRANTS		(42,572)	27,274	-	(15,298)
GRANTS PAYABLE		$ 2,434,209	$ 1,483,501	$ (367,172)	$ 2,190,993