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Form **990-PF**

OMB No 1545-0052

2009Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

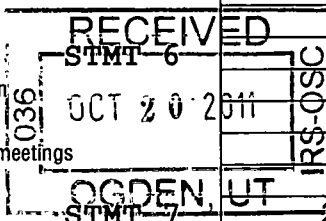
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2009, or tax year beginning **DEC 1, 2009**, and ending **NOV 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 CARL AND NANCY GEWIRZ FUND, INC. C/O PETE WILHELM		A Employer identification number 52-1387044
	Number and street (or P O box number if mail is not delivered to street address) Room/suite 256R N WASHINGTON STREET		B Telephone number (202) 293-1730
	City or town, state, and ZIP code FALLS CHURCH, VA 22046		C If exemption application is pending, check here <input type="checkbox"/>
			D 1 Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 5,420,095. (Part I, column (d) must be on cash basis.)		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	
E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>			
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>			

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			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	852.	852.		STATEMENT 1
	4 Dividends and interest from securities	23,964.	23,964.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<51,551.>			
	b Gross sales price for all assets on line 6a	15.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	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)					
11 Other income	382,076.	382,076.		STATEMENT 3	
12 Total. Add lines 1 through 11	355,341.	406,892.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	55,000.	40,000.		15,000.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 4	24,085.	0.		24,085.
	b Accounting fees STMT 5	51,465.	0.		51,465.
	c Other professional fees				
	17 Interest				
	18 Taxes	28.	28.		0.
	19 Depreciation and depletion	284.	0.		
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	26,896.	25,753.		823.
	24 Total operating and administrative expenses. Add lines 13 through 23	157,758.	65,781.		91,373.
	25 Contributions, gifts, grants paid	352,154.			352,154.
26 Total expenses and disbursements. Add lines 24 and 25	509,912.	65,781.		443,527.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<154,571.>				
b Net investment income (if negative, enter -0-)		341,111.			
c Adjusted net income (if negative, enter -0-)			N/A		

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Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash - non-interest-bearing	1,500.	1,499.	1,499.
	2 Savings and temporary cash investments	348,611.	255,240.	255,240.
	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			
	7 Other notes and loans receivable STMT 9 ▶ 883,290.			
	Less: allowance for doubtful accounts ▶	967,161.	883,290.	883,290.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
Liabilities	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	3,508,756.	3,508,922.	4,067,246.
	14 Land, buildings, and equipment basis ▶ 14,318.			
	Less accumulated depreciation STMT 11 ▶ 13,608.	994.	710.	710.
	15 Other assets (describe ▶ STATEMENT 12)	212,110.	212,110.	212,110.
	16 Total assets (to be completed by all filers)	5,039,132.	4,861,771.	5,420,095.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
Net Assets or Fund Balances	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 13)	22,790.	0.	
	23 Total liabilities (add lines 17 through 22)	22,790.	0.	
	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	1,300,108.	1,300,108.	
	29 Retained earnings, accumulated income, endowment, or other funds	3,716,234.	3,561,663.	
	30 Total net assets or fund balances	5,016,342.	4,861,771.	
	31 Total liabilities and net assets/fund balances	5,039,132.	4,861,771.	

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	5,016,342.
2 Enter amount from Part I, line 27a	2	<154,571.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	4,861,771.
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	4,861,771.

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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b		1	6,822.
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	6,822.
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	6,822.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	23,574.	
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	23,574.	
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	16,752.	
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax <input type="checkbox"/> 16,752. Refunded <input type="checkbox"/>	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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 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.		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	X	
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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?	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.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> MD, DC		
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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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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 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? Website address ► N/A	13	X	
14	The books are in care of ► CARL GEWIRZ Located at ► 9505 PAGE STREET, BETHESDA, MD Telephone no. ► (301) 951-7117 ZIP+4 ► 20814			
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
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? If "Yes," list the years ► _____, _____, _____	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	N/A	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

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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)?

☐ 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)?

N/A

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?

If "Yes" to 6b, file Form 8870.

6b

X

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
CARL GEWIRZ 9505 PAGE AVENUE BETHESDA, MD 20814	DIR/PRES 20.00	55,000.	0.	0.
NANCY GEWIRZ 9505 PAGE AVENUE BETHESDA, MD 20814	DIRECTOR 0.50	0.	0.	0.
VICTORIA GEWIRZ 9505 PAGE AVENUE BETHESDA, MD 20814	DIRECTOR 0.25	0.	0.	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
NONE				

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

0

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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
NONE		

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 N/A	
2	
3	
4	

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.

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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	0.
b	Average of monthly cash balances	1b	340,948.
c	Fair market value of all other assets	1c	4,999,509.
d	Total (add lines 1a, b, and c)	1d	5,340,457.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	SEE STATEMENT 14 2,780,309.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	5,340,457.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	80,107.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,260,350.
6	Minimum investment return. Enter 5% of line 5	6	263,018.

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

1	Minimum investment return from Part X, line 6	1	263,018.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	6,822.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	6,822.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	256,196.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	256,196.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	256,196.

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	443,527.
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	
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	443,527.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	443,527.

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.

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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				256,196.
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	33,743.			
e From 2008				
f Total of lines 3a through e	33,743.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 443,527.				
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				256,196.
e Remaining amount distributed out of corpus	187,331.			
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	221,074.			
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	221,074.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007	33,743.			
d Excess from 2008				
e Excess from 2009	187,331.			

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

N/A

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)

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

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).)

SEE STATEMENT 15

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.

SEE STATEMENT 16

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:

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

c Any submission deadlines:

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

Part XV	Supplementary Information (continued)
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3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient		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
Name and address (home or business)					
a Paid during the year					
SEE STATEMENT 17					
Total				▶ 3a	352,154.
b Approved for future payment					
NONE					
Total				▶ 3b	0.

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. | | |

[illegible]

- 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		

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.

Sign Here

Signature of officer or trustee

Date _____

Title

~~Preparer's~~
signature

PETER A. WILHELM

Date _____

101 (D.V.)

☐ Check if self-employed

Preparer's identifying number

Firm's name (or yours if self-employed),
address, and ZIP code

WILHELM & ASSOCIATES, LTD.
256R N. WASHINGTON STREET
FALLS CHURCH, VA 22046

EIN ▶

Phone no. (703) 356-5005

Form **990-PF** (2009)

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

SOURCE	AMOUNT
CAPITAL ONE	451.
SUNTRUST	401.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	852.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
NOTES RECEIVABLE	18,645.	0.	18,645.
PASS THROUGH FROM PARTNERSHIPS	5,319.	0.	5,319.
TOTAL TO FM 990-PF, PART I, LN 4	23,964.	0.	23,964.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OIL & GAS ROYALTIES	886.	886.	
RENTAL INCOME FROM PASS-THROUGH ENTITIES	381,190.	381,190.	
TOTAL TO FORM 990-PF, PART I, LINE 11	382,076.	382,076.	

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	24,085.	0.		24,085.
TO FM 990-PF, PG 1, LN 16A	24,085.	0.		24,085.

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	39,052.	0.		39,052.	
BOOKKEEPING	12,413.	0.		12,413.	
TO FORM 990-PF, PG 1, LN 16B	51,465.	0.		51,465.	

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
TAXES ON OIL AND GAS INTERESTS	28.	28.		0.	
TO FORM 990-PF, PG 1, LN 18	28.	28.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT EXPENSE PASSED THRU FROM PTNP	25,622.	25,622.		0.	
EXPENSES RELATED TO OIL AND GAS INTERESTS	35.	35.		0.	
BANK SERVICE CHARGES	96.	96.		0.	
DUES AND PUBLICATIONS	1,143.	0.		823.	
TO FORM 990-PF, PG 1, LN 23	26,896.	25,753.		823.	

FOOTNOTES				STATEMENT	8
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THE FUND OWNS INTERESTS IN RENTAL PROPERTY THAT DO NOT
CONSTITUTE A BUSINESS ENTERPRISE UNDER IRC SEC. 4943(D)(3)

FORM 990-PF

OTHER NOTES AND LOANS REPORTED SEPARATELY

STATEMENT

9

BORROWER'S NAME			TERMS OF REPAYMENT	INTEREST RATE
JOHN HOSKINSON			\$700/MO	6.50%
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION
06/01/00	05/31/30	110,721.	3.0% DORCHESTER HOUSE LP INTEREST	0.
SECURITY PROVIDED BY BORROWER		PURPOSE OF LOAN		
3.0% DORCHESTER HOUSE LP INTEREST		PURCHASE PARTNERSHIP INTEREST		
RELATIONSHIP OF BORROWER		BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN
NONE		0.	0.	0.

BORROWER'S NAME			TERMS OF REPAYMENT	INTEREST RATE
JOHN HOSKINSON			\$5,880/MO	2.00%
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION
12/31/02	12/31/27	1,255,000.	20.33% DORCHESTER HOUSE LP INTEREST	0.
SECURITY PROVIDED BY BORROWER		PURPOSE OF LOAN		
20.33% DORCHESTER HOUSE LP INTEREST		PURCHASE PARTNERSHIP INTEREST		
RELATIONSHIP OF BORROWER		BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN
NONE		883,290.	0.	883,290.
TOTAL TO FORM 990-PF, PART II, LINE 7		883,290.	0.	883,290.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
DORCHESTER HOUSE JV 52-6120395	FMV	111,571.	72,497.
ARKOMA OIL & ROYALTY INTERESTS	COST	0.	0.
TIPKA DRILLING 1989 LP 34-1639503	COST	0.	0.
DYCO OIL & GAS DRILLING 52-1387044	COST	0.	0.
1620 K STREET ASSOCIATES 52-6097909	FMV	1,220,607.	1,051,000.
NOVY OIL	COST	172.	172.
CHARTER ENTERPRISE LLC	FMV	1,981.	9,199.
DORCHESTER HOUSE ASSOC. LLC	FMV	1,524,541.	2,141,000.
DORCHESTER HOUSE INVESTMENT	FMV	54,938.	43,378.
KALORAMA WEST LLC	FMV	141,570.	170,000.
QUEBEC HOUSE ASSOCIATES, LLC	FMV	453,542.	580,000.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,508,922.	4,067,246.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	11
DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
OFFICE FURNITURE	937.	937.	0.
COMPUTER	2,809.	2,809.	0.
COMPUTER	2,809.	2,809.	0.
COMPUTER MONITORS	2,098.	2,098.	0.
COMPUTER RELATED EQUIPMENT	523.	523.	0.
OFFICE EQUIPMENT	567.	567.	0.
COMPUTER PERIPHERALS	755.	755.	0.
TELEPHONES	241.	241.	0.
SOFTWARE	399.	399.	0.
EQUIPMENT	3,180.	2,470.	710.
TOTAL TO FM 990-PF, PART II, LN 14	14,318.	13,608.	710.

FORM 990-PF	OTHER ASSETS	STATEMENT 12
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DEPOSITS	2,400.	2,400.	2,400.
FOLK ART OBJECTS PURCHASED FOR DONATION TO SMITHSONIAN	209,710.	209,710.	209,710.
TOTAL TO FORM 990-PF, PART II, LINE 15	212,110.	212,110.	212,110.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 13
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
CREDIT CARDS AND OTHER PAYABLES	22,790.	0.
TOTAL TO FORM 990-PF, PART II, LINE 22	22,790.	0.

FORM 990-PF

REDUCTION EXPLANATION
PART X, LINE 1E

STATEMENT 14

EXPLANATION FOR REDUCTION CLAIMED FOR BLOCKAGE OR OTHER FACTORS

THE FUND OWNS A MINORITY INTEREST IN SEVERAL REAL ESTATE PARTNERSHIPS OR LLCs. A DISCOUNT FOR BLOCKAGE AND MINORITY INTEREST HAS BEEN USED. THE PERCENTAGES APPLIED TO THE VARIOUS ENTITIES RANGE FROM 35% TO 44% PER THE VALUATIONS PERFORMED BY VALUATION SERVICES, INC. IN 2011.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 15

NAME OF MANAGER

CARL GEWIRZ
NANCY GEWIRZ

FORM 990-PF

PART XV - LINE 1B
LIST OF FOUNDATION MANAGERS

STATEMENT 16

NAME OF MANAGER

CARL GEWIRZ
NANCY GEWIRZ

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 17

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
A SAFE PLACE 24 AMELIA DRIVE NANTUCKET , MA 02554	NONE SUPPORT PROGRAMS TO ELIMINATE DOMESTIC VIOLENCE	501(C)(3)	150.
ADAS ISRAEL CONGREGATION 2850 QUEBEC STREET NW WASHINGTON, DC 20015	NONE SUPPORT WORKS OF JEWISH CONGREGATION	501(C)(3)	10,000.
AMERICAN FILM INSTITUTE 8633 COLESVILLE ROAD SILVER SPRING , MD 20910	NONE PROMOTION OF THE ARTS	501(C)(3)	250.
AMERICAN HEART ASSOCIATION 7272 GREENVILLE AVENUE DALLAS , TX 75231	NONE PROMOTE RESEARCH	501(C)(3)	25.
AMERICAN RED CROSS 2025 E STREET NW WASHINGTON , DC 20006	NONE ASSIST IN DISASTER AREAS	501(C)(3)	100.
AMERICAN UNIVERSITY 4400 MASSACHUSETTS AVE NW WASHINGTON, DC 20016	NONE MAURY SELDIN SCHOLARSHIP FUND	501(C)(3)	5,000.
AMERICAN UNIVERSITY 4400 MASSACHUSETTS AVE NW WASHINGTON, DC 20016	NONE PROMOTE EDUCATION	501(C)(3)	500.
ANTI-DEFAMATION LEAGUE 1100 CONNECTICUT AVENUE NW, SUITE 1020 WASHINGTON, DC 20036	NONE PROMOTE HUMAN RIGHTS ISSUES	501(C)(3)	1,000.

ARTISTS ASSOC OF NANTUCKET BOX 1104 NANTUCKET, MA 02554	NONE PROMOTION OF THE ARTS	501(C)(3)	750.
BOSTON MED FLIGHT HNSCOM AIR FORCE BASE, ROBINS ST, HANGAR 1727 BEDFORD, MA 012730	NONE SUPPORT SERVICES PROVIDED TO THE ELDERLY AND INDIGEN	501(C)(3)	300.
BULLIS SCHOOL 10601 FALLS ROAD POTOMAC, MD 20854	NONE PROMOTE EDUCATION	501(C)(3)	100.
CHAINED FOUNDATION 285 MADISON AVE MADISON, NJ 079401099	NONE PROVIDE SCHOLARSHIPS TO CULINARY STUDENTS	501(C)(3)	400.
CHESAPEAKE BAY FOUNDATION 6 HERNDON AVENUE ANNAPOLIS, MD 21403	NONE PROMOTE CONSERVATION OF AND EDUCATION ABOUT THE BAY	501(C)(3)	150.
CHILDRENS NATIONAL MEDICAL CENTER 111 MICHIGAN AVE. N.W. WASHINGTON, DC 20010	NONE SUPPORT HOSPITAL'S ABILITY TO PROVIDE MEDICAL SERVICES	501(C)(3)	1,000.
COLONIAL WILLIAMSBURG FOUNDATION PO BOX 1776 WILLIAMSBURG, VA 231871776	NONE SUPPORT EDUCATION ABOUT COLONIAL WILLIAMSBURG	501(C)(3)	100.
CONGREGATION SHIRAT HA YAM PO BOX 1145 NANTUCKET, MA 02554	NONE SUPPORT WORKS OF JEWISH CONGREGATION	501(C)(3)	1,000.
CONGREGATION SHIRAT HA YAM PO BOX 1145 NANTUCKET, MA 02554	NONE SOUTH CHURCH PRESERVATION FUND	501(C)(3)	500.
CORCORAN GALLERY OF ART 500 SEVENTEENTH STREET, N.W. WASHINGTON, DC 20006	NONE PROMOTION OF THE ARTS	501(C)(3)	2,500.

EGAN MARITIME INSTITUTE 4 WINTER STREET NANTUCKET , MA 02554	NONE PROMOTE EDUCATION ABOUT NANTUCKET'S SEAFARING HISTORY	501(C)(3)	250.
FOOD AND FRIENDS 219 RIGGS ROAD, NE WASHINGTON, DC 20011	NONE SUPPORT PROVIDING FOOD TO AN AT RISK POPULATION	501(C)(3)	100.
HILLEL OF GREATER WASHINGTON 6101 MONTROSE ROAD ROCKVILLE , MD 20852	NONE PROMOTE JEWISH COMMUNITY ON COLLEGE CAMPUS	501(C)(3)	10,000.
HILLEL OF GREATER WASHINGTON 6101 MONTROSE ROAD ROCKVILLE , MD 20852	NONE CAPITAL CAMPAIGN (PLEDGE \$250,000 OVER 5 YEARS)	501(C)(3)	25,000.
HILLEL OF GREATER WASHINGTON 6101 MONTROSE ROAD ROCKVILLE , MD 20852	NONE CAPITAL CAMPAIGN (PLEDGE \$250,000 OVER 5 YEARS)	501(C)(3)	25,000.
HILLEL OF GREATER WASHINGTON 6101 MONTROSE ROAD ROCKVILLE , MD 20852	NONE PROMOTE JEWISH COMMUNITY ON COLLEGE CAMPUS	501(C)(3)	250.
HOLOCAUST MEMORIAL MUSEUM 100 RAOUL WALLENBERG PLACE SW WASHINGTON, DC 200242126	NONE PROMOTE EDUCATION ABOUT THE HOLOCAUST	501(C)(3)	2,000.
HOUSE OF RUTH 5 THOMAS CIRCLE, NW WASHINGTON , DC 20005	NONE PROMOTE THE CARE OF INDIGENT AND ABUSED WOMEN	501(C)(3)	200.
HOUSING UNLIMITED INC. 1398 LAMBERTON DRIVE, SUITE G1 SILVER SPRING, MD 20902	NONE PROVIDE ASSISTANCE FOR HOUSING TO PERSONS WITH PSYCHIATRIC DISABILITIES	501(C)(3)	250.
JEWISH COUNCIL FOR THE AGED 11820 PARKLAWN DRIVE, SUITE 200 ROCKVILLE, MD 20852	NONE PROVIDE ASSISTANCE TO THE ELDERLY	501(C)(3)	500.

JEWISH FEDERATION OF GREATER WASHINGTON 6101 MONTROSE ROAD ROCKVILLE, MD 208524816	NONE PRMOTE SOCL/RELIGIOUS/ EDUC'L OPPRTNTIES TO JEWISH COMMUNITY	501(C)(3)	15,000.
JEWISH HISTORICAL SOCIETY 600 I STREET N.W. WASHINGTON , DC 20001	NONE PROMOTE RELIGIOUS HISTORY	501(C)(3)	1,000.
JEWISH NATIONAL FUND 78 RANDALL AVE ROCKVILLE CENTRE, NY 11570	NONE PROMOTE EDUCATION ABOUT ISRAEL AND THE ENVIRONMENT	501(C)(3)	250.
JOHN F KENNEDY CENTER 2700 F STREET, NW WASHINGTON, DC 20566	NONE MARK TWAIN	501(C)(3)	5,000.
JOHN F KENNEDY CENTER 2700 F STREET, NW WASHINGTON, DC 20566	NONE 2010 KCICA ANNUAL FUND	501(C)(3)	25,000.
JOHN F KENNEDY CENTER 2700 F STREET, NW WASHINGTON, DC 20566	NONE 2010 ANNUAL KC MAJOR GIFTS	501(C)(3)	25,000.
JOHN F KENNEDY CENTER 2700 F STREET, NW WASHINGTON, DC 20566	NONE GENERAL FUND	501(C)(3)	10,000.
JOHNS HOPKINS UNIVERSITY 3400 N. CHARLES STREET BALTIMORE, MD 21218	NONE WILMER EYE	501(C)(3)	10,000.
LYMEMD 10755 FALL ROAD, SUITE 200 LUTHERVILLE, MD 21093	NONE PROMOTE RESEARCH	501(C)(3)	100.
MARCH OF DIMES 1275 MAMARONECK AVENUE WHITE PLAINS, MA 10605	NONE PROMOTE RESEARCH	501(C)(3)	20.

MARYLAND PUBLIC TELEVISION 11767 OWINGS MILLS BLVD OWINGS MILLS , MD 21117	NONE SUPPORT EDUCATIONAL OFFERINGS	501(C)(3)	100.
MAYO CLINIC 200 FRIST STREET SW ROCHESTER, MN 55909	NONE PROMOTE MEDICAL RESEARCH	501(C)(3)	200.
METROPOLITAN MUSEUM OF ART 1000 FIFTH AVENUE NY NY, NY 10028018	NONE PROMOTION OF THE ARTS	501(C)(3)	150.
MONTGOMERY COUNTY FIREFIGHTERS P O BOX 1068 ROCKVILLE, MD 20849	NONE SUPPORT THE MONTGOMERY COUNTY FIREFIGHTERS	501(C)(3)	30.
NANTUCKET CONSERVATION FOUNDATION 118 CLIFF ROAD NANTUCKET, MA 02554	NONE PROMOTE PRESERVATION OF NATURAL HABITATS AND NATURAL RESOURCES	501(C)(3)	1,000.
NANTUCKET COTTAGE HOSPITAL 57 PROSPECT STREET NANTUCKET, MA 02554	NONE SUPPORT HOSPITAL'S ABILITY TO PROVIDE MEDICAL SERVICES	501(C)(3)	1,000.
NANTUCKET FIREMAN'S ASSOC 131 PLEASANT ST. NANTUCKET , MA 02554	NONE SUPPORT FIRE FIGHTERS	501(C)(3)	125.
NANTUCKET HISTORICAL ASSOC P.O. BOX 1016 NANTUCKET, MA 025541016	NONE PROMOTE EDUCATION ABOUT NANTUCKET'S HISTORY	501(C)(3)	2,500.
NANTUCKET LIGHTSHIP BASKET MUSEUM 49 UNION STREET P.O. BOX 2517 NANTUCKET, MA 02584	NONE PROMOTION OF THE ARTS	501(C)(3)	1,125.
NATIONAL AIR & SPACE INDEPENDENCE AVE. & SIX STREET SW, MRC 321, P. O. BOX 37012 WASHINGTON, DC 20013	NONE PROMOTE EDUCATION ABOUT AIR & SPACE EXPLORATION	501(C)(3)	2,500.

NATIONAL BUILDING MUSEUM 401 F STREET NW WASHINGTON , DC 20001	NONE PROMOTION OF THE ARTS	501(C)(3)	1,000.
NATIONAL GALLERY OF ART 2000B SOUTH CLUB DRIVE, LANDOVER, MD 20785	NONE PROMOTION OF THE ARTS	501(C)(3)	15,000.
NATIONAL MUSEUM AMERICAN INDIAN PO BOX 96836 WASHINGTON, DC 20090	NONE PROMOTE OF EDUCATION ABOUT AMERICAN INDIANS	501(C)(3)	500.
NATIONAL MUSEUM OF WOMEN IN THE ARTS 1250 NEW YORK AVENUE NW WASHINGTON , DC 20005	NONE PROMOTION OF THE ARTS	501(C)(3)	100.
NATIONAL TRUST FOR HISTORIC PRESERVATION 1785 MASSACHUSETTS AVE,NW WASHINGTON, DC 20036	NONE PROMOTE EDUCATION ABOUT AND SAVING HISTORIC PLACES	501(C)(3)	50.
NEW SCHOOL UNIVERSITY PARSONS SCHOOL OF DESIGN, 56 FIFTH AVENUE NEW YORK , NY 10011	NONE PROMOTE EDUCATION	501(C)(3)	1,895.
PHILLIPS COLLECTION 1600 TWENTY-FIRST STREET, NW WASHINGTON, DC 20009	NONE PROMOTION OF THE ARTS	501(C)(3)	10,000.
PROJECT HOPE 255 CARTER HALL LANE MILLWOOD, VA 22646	NONE PROMOTE HEALTH EDUCATION AND HUMANITARIAN ASSISTANCE	501(C)(3)	50.
REFORM ISRAEL APPEAL 633 THIRD AVENUE NEW YORK, NY 100176778	NONE URJ DEVELOPMENT	501(C)(3)	100.
SALVATION ARMY 615 SLATERS LANE, P. O. BOX 269 ALEXANDRIA , VA 22313	NONE PROMOTE SOCIAL SUPPORT TO INDIGENT AND AT RISK POPUL	501(C)(3)	75.

SIBLEY MEMORIAL HOSPITAL 5255 LOUGHBORO ROAD,NW WASHINGTON, DC 20016	NONE ASSIST IN PROVIDING MEDICAL SERVICES	501(C)(3)	5,000.
SIBLEY MEMORIAL HOSPITAL 5255 LOUGHBORO ROAD,NW WASHINGTON, DC 20016	NONE NEW BUILDING FUND	501(C)(3)	30,000.
SLOAN-KETTERING CANCER CENTER 1275 YORK AVENUE, NEW YORK, NY 10021	NONE PROMOTE CANCER RESEARCH	501(C)(3)	250.
SMITHSONIAN ARTS & INDUSTRIES SUITE 1130 MRC 410 WASHINGTON, DC 20013	NONE PROMOTE EDUCATION AND THE ARTS	501(C)(3)	500.
SMITHSONIAN HIRSHHORN MUSEUM PO BOX 37012 MRC 350 WASHINGTON , DC 20013	NONE PROMOTION OF THE ARTS	501(C)(3)	5,000.
SOME - SO OTHERS MIGHT EAT 71 O STREET NW WASHINGTON , DC 20001	NONE SUPPORT PROVIDING FOOD TO INDIGENT	501(C)(3)	100.
SUSAN KOMEN FOUNDATION 5005 LBJ FREEWAY, SUITE 250 DALLAS, TX 75244	NONE PROMOTE RESEARCH	501(C)(3)	300.
SUSAN KOMEN FOUNDATION 5005 LBJ FREEWAY, SUITE 250 DALLAS, TX 75244	NONE PROMOTE RESEARCH	501(C)(3)	300.
THE TEXTILE MUSEUM 2320 S STREET NW WASHINGTON , DC 20008	NONE PROMOTION OF THE ARTS	501(C)(3)	5,000.
THE TEXTILE MUSEUM 2320 S STREET NW WASHINGTON , DC 20008	NONE PROMOTION OF THE ARTS	501(C)(3)	15,000.

THE TEXTILE MUSEUM 2320 S STREET NW WASHINGTON , DC 20008	NONE PROMOTION OF THE ARTS	501(C)(3)	15,000.
THE TEXTILE MUSEUM 2320 S STREET NW WASHINGTON , DC 20008	NONE IKAT, A SPECIAL EVENT AT THE MUSEUM	501(C)(3)	12,933.
THE TEXTILE MUSEUM 2320 S STREET NW WASHINGTON , DC 20008	NONE TABLES FOR A SPECIAL EVENT	501(C)(3)	450.
TRUST FOR THE NATIONAL MALL PO BOX 96475 WASHINGTON, DC 200906475	NONE SUPPORT RENEWING AND IMPROVING THE NATIONAL MALL	501(C)(3)	500.
UNITED STATES OLYMPIC COMMITTEE PO BOX 15199 COLORADO SPRINGS , CO 46725	NONE SUPPORT THE U. S. OLYMPIC ATHLETES	501(C)(3)	60.
UNIVERSITY OF PENNSYLVANIA 3451 WALNUT STREET PHILADELPHIA , PA 19104	NONE THYROID CANCER	501(C)(3)	5,000.
UNIVERSITY OF PENNSYLVANIA 3451 WALNUT STREET PHILADELPHIA , PA 19104	NONE PROMOTION OF EDUCATION	501(C)(3)	500.
US BOTANIC GARDEN 245 FIRST STREET SW WASHINGTON , DC 20024	NONE PROMOTE EDUCATION REGARDING PLANTS	501(C)(3)	160.
USA POWER LIFTING PO BOX 668 COLUMBIA CITY, IN 46725	NONE SUPPORT ATHLETES COMPETING IN AMATEUR POWER LIFTING COMPETITIONS	501(C)(3)	500.
USO P.O. BOX 96860 WASHINGTON, DC 200906860	NONE SUPPORT AID TO U.S. TROOPS AND THEIR FAMILIES	501(C)(3)	400.

WASHINGTON HEBREW CONGREGATION 3935 MACOMB STREET NW WASHINGTON , DC 20016	NONE SUPPORT WORKS OF JEWISH CONGREGATION	501(C)(3)	4,257.
WETA P.O. BOX 96100 WASHINGTON, DC 20090	NONE PROMOTE EDUCATION AND ARTS PROGRAMMING	501(C)(3)	1,200.
ZETA BETA TAU FOUNDATION 3905 VINCENNES ROAD INDIANAPOLIS, IN 462683057	NONE PROMOTION OF EDUCATION	501(C)(3)	500.
GEORGE WASHINGTON UNIVERSITY 2300 H STREET NW WASHINGTON, DC 20037	NONE CLOTHING FOR THE REBELLIOUS SOUL EXHIBITION	501(C)(3)	32,999.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			352,154.

2009 DEPRECIATION AND AMORTIZATION REPORT

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Asset No	Description	Date Acquired	Method	Life	Conv	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
1	OFFICE FURNITURE	04/13/02	200DB	7.00		HY17	937.				937.	937.		0.	937.
2	COMPUTER	07/15/02	200DB	5.00		HY17	2,809.				2,809.	2,809.		0.	2,809.
3	COMPUTER	07/15/02	200DB	5.00		HY17	2,809.				2,809.	2,809.		0.	2,809.
4	COMPUTER MONITORS	07/16/02	200DB	5.00		HY17	2,098.				2,098.	2,098.		0.	2,098.
5	COMPUTER RELATED EQUIPMENT	07/19/02	200DB	5.00		HY17	523.				523.	523.		0.	523.
6	OFFICE EQUIPMENT	08/07/02	200DB	7.00		HY17	567.				567.	567.		0.	567.
7	COMPUTER PERIPHERALS	08/07/02	200DB	5.00		HY17	755.				755.	755.		0.	755.
8	TELEPHONES	08/15/02	200DB	7.00		HY17	241.				241.	241.		0.	241.
9	SOFTWARE	08/08/02	SL	3.00		HY16	399.				399.	399.		0.	399.
10	EQUIPMENT	06/16/06	200DB	7.00		HY17	3,180.				3,180.	2,186.	284.	284.	2,470.
	* TOTAL 990-PF PG 1 DEPR						14,318.				14,318.	13,324.		284.	13,608.

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS



C E R T I F I C A T E

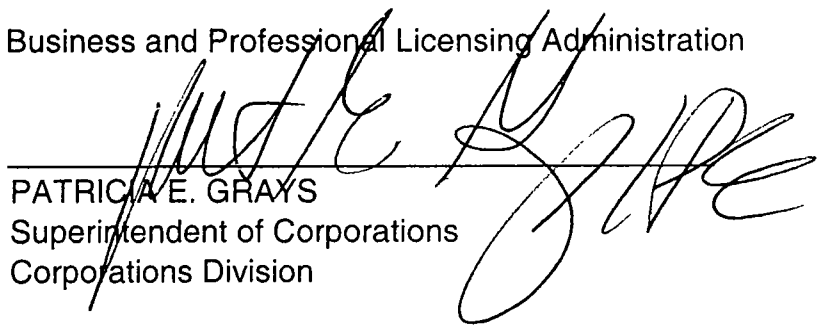
THIS IS TO CERTIFY that all applicable provisions of the District of Columbia NonProfit Corporation Act have been complied with and accordingly, this ***CERTIFICATE OF AMENDMENT*** is hereby issued to:

CARL AND NANCY GEWIRZ FUND, INC. (THE)

IN WITNESS WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed as of the **16TH** day of **February, 2010**.

LINDA K. ARGO
Director

Business and Professional Licensing Administration



PATRICIA E. GRAYS
Superintendent of Corporations
Corporations Division

Adrian M. Fenty
Mayor

DISTRICT OF COLUMBIA

ARTICLES OF AMENDMENT FOR DOMESTIC NON-PROFIT CORPORATION

TO: Department of Consumer and Regulatory Affairs
Corporations Division
PO Box 92300
Washington, D C. 20090

Pursuant to the provisions of District of Columbia Non-profit Corporation Act, the undersigned adopts the following Articles of Amendment to its Articles of Incorporation:

- 1 Name of the non-profit corporation. The Carl and Nancy Gewirz Fund, Inc
- 2 The following amendments of the Articles of Incorporation were adopted by the Corporation in the manner prescribed by the District of Columbia Non-profit Corporation Act:

Article SECOND is being amended to read as follows:

The Corporation is organized exclusively for charitable, religious, educational and scientific purposes within the meaning of Sections 501(c)(3), 170(c)(2)(B), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986, as amended or the corresponding section of any future federal tax code (the "Code"), including, for such purposes, the making of distributions to charitable, religious, or educational organizations that qualify as exempt organizations under Section 501(a) of the Code by reason of description in Section 501(c)(3) of the Code.

To enable the Corporation to carry out such purposes, it shall have the power to do any and all lawful acts and to engage in any and all lawful activities, directly or indirectly, alone or in conjunction with others, which may be necessary, proper or suitable for the attainment of any of the purposes for which the Corporation is organized. The Foundation shall distribute its income for each year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

Article THIRD is being amended to read as follows:

Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(a) of the Code by reason of description in Section 501(c)(3) of the Code, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code

The Corporation shall not take any of the following actions:

- a) engage in any act of self-dealing, as such term is defined in Section 4941(d) of the Code;

- b) fail to distribute its income annually in an amount necessary to satisfy its minimum distribution requirement under Section 4942 of the Code
- c) retain any excess business holdings, a such term is defined in Section 4943(c) of the Code;
- d) make any investments in such manner as to subject the Corporation to taxation under the provisions of Section 4944 of the Code; or
- e) make any taxable expenditures, as such term is defined in Section 4945(d) of the Code

Article FOURTH is being amended to read as follows:

The Corporation will not have members.

Article SEVENTH is being amended to read as follows

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, trustees, officers or other private persons within the meaning of Section 501(c)(3) of the Code, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article V hereof.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office, within the meaning of Section 501(c)(3) of the Code

Article THIRTEENTH is deleted in its entirety and replaced with the following:

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation to an organization or organizations organized and operated exclusively for charitable, educational, scientific or religious purposes as shall at the time qualify as an exempt organization or organizations by reason of description in Section 501(c)(3) of the Code. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

Article FIFTEENTH is added to read as follows:

Each officer, director, trustee, or other person who performs services for the Corporation and who does not receive compensation other than reimbursement of expenses for those services shall be immune from civil liability (each a "Volunteer") except where the injury or damage was a result of: (1) the willful misconduct of the Volunteer; (2) a crime, unless the Volunteer had

reasonable cause to believe that the act as lawful, (3) a transaction that resulted in an improper personal benefit of money, property, or service to the Volunteer, (4) an act or omission that occurred prior to March 17, 1993, or (5) an act or omission that is not in good faith and is beyond the scope of authority of the Corporation.

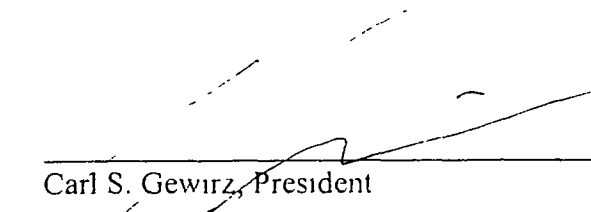
Article SIXTEENTH is added to read as follows:

The Corporation shall indemnify and protect any director, officer, employee or agent of the Corporation, or any person who serves at the request of the Corporation as a director, officer, employee, member, manager or agent of another corporation, partnership, limited liability company, joint venture, trust, employee benefit plan or other enterprise, to the fullest extent permitted by the laws of the District of Columbia.

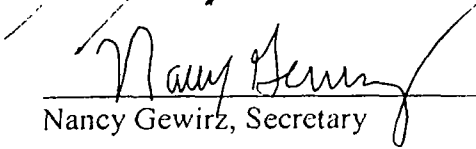
3 The Amendments were adopted by consent in writing signed by all members entitled to vote with respect hereto.

The undersigned understand that anyone who makes a false statement anywhere on the Articles of Amendment can be punished by criminal penalties of a fine up to \$1000, imprisonment up to 180 days, or both, under DCOC §22-2405.

In affirmation of the facts stated above, these Articles of Amendment have been executed this 15^T day of February, 2010.



Carl S. Gewirz, President



Nancy Gewirz, Secretary

DISTRICT OF COLUMBIA
ARTICLES OF AMENDMENT AND RESTATEMENT
TO THE
ARTICLES OF INCORPORATION

TO: Department of Consumer and Regulatory Affairs
Business Regulatory Administration
Corporation Division
614 H Street, N.W.
Washington, D.C. 20001

Pursuant to the provisions of District of Columbia Code Title 29 Chapter 3, the undersigned nonprofit corporation adopts the following Articles of Amendment and Restatement to its Articles of Incorporation:

FIRST. The name of the corporation is the Carl and Nancy Gewirz Fund, Inc.

SECOND. In the manner prescribed by the District of Columbia Nonprofit Corporation Act, the amendment and restatement, as so adopted by the directors and members of the Corporation in accordance with District of Columbia Code, being recommended by unanimous consent of the board of directors of the Company effective February 1, 2010, and adopted by a consent in writing signed by all members entitled to vote with respect thereto effective February 1, 2010, as follows:

RESOLVED, that the Articles of Incorporation of the Corporation be, and they hereby are, amended in their entirety to read as follows:

ARTICLE I

NAME OF CORPORATION

The name of the Corporation (the "Corporation") is The Carl and Nancy Gewirz Fund, Inc.

ARTICLE II

DURATION

The period of duration of the Corporation is perpetual

ARTICLE III

REGISTERED OFFICE AND REGISTERED AGENT

The address of its registered office is 1090 Vermont Avenue, N.W., Suite 910, Washington, D C. 20005, and the name of its registered agent at such address is National Registered Agents, Inc

ARTICLE IV

MEMBERSHIP

The Corporation will not have members.

ARTICLE V

PURPOSES

The Corporation is organized exclusively for charitable, religious, educational and scientific purposes within the meaning of Sections 501(c)(3), 170(c)(2)(B), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986, as amended or the corresponding section of any future federal tax code (the "Code"), including, for such purposes, the making of distributions to charitable, religious, or educational organizations that qualify as exempt organizations under Section 501(a) of the Code by reason of description in Section 501(c)(3) of the Code.

To enable the Corporation to carry out such purposes, it shall have the power to do any and all lawful acts and to engage in any and all lawful activities, directly or indirectly, alone or in conjunction with others, which may be necessary, proper or suitable for the attainment of any of the purposes for which the Corporation is organized. The Foundation shall distribute its income for each year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

ARTICLE VI

PROHIBITED TRANSACTIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, trustees, officers or other private persons within the meaning of Section 501(c)(3) of the Code, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article V hereof.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office, within the meaning of Section 501(c)(3) of the Code.

Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(a) of the Code by reason of description in Section 501(c)(3) of the Code, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

The Corporation shall not take any of the following actions:

- a) engage in any act of self-dealing, as such term is defined in Section 4941(d) of the Code;
- b) fail to distribute its income annually in an amount necessary to satisfy its minimum distribution requirement under Section 4942 of the Code
- c) retain any excess business holdings, a such term is defined in Section 4943(c) of the Code;
- d) make any investments in such manner as to subject the Corporation to taxation under the provisions of Section 4944 of the Code; or
- e) make any taxable expenditures, as such term is defined in Section 4945(d) of the Code.

ARTICLE VII

BOARD OF DIRECTORS

The number and method of selection of the directors of the Corporation will be as provided in the bylaws of the Corporation.

ARTICLE VIII

DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation to an organization or organizations organized and operated exclusively for charitable, educational, scientific or religious purposes as shall at the time qualify as an exempt organization or organizations by reason of description in Section 501(c)(3) of the Code. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX

NO PERSONAL LIABILITY FOR CORPORATE DEBTS

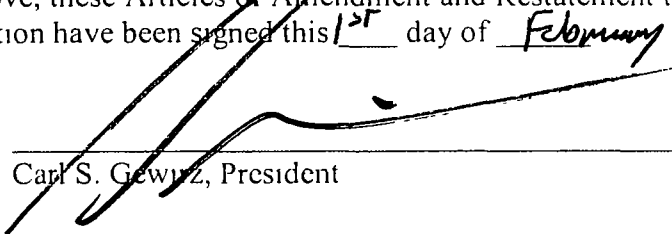
Each officer, director, trustee, or other person who performs services for the Corporation and who does not receive compensation other than reimbursement of expenses for those services shall be immune from civil liability (each a "Volunteer") except where the injury or damage was a result of: (1) the willful misconduct of the Volunteer, (2) a crime, unless the Volunteer had reasonable cause to believe that the act was lawful; (3) a transaction that resulted in an improper personal benefit of money, property, or service to the Volunteer; (4) an act or omission that occurred prior to March 17, 1993; or (5) an act or omission that is not in good faith and is beyond the scope of authority of the Corporation.

ARTICLE X

INDEMNIFICATION

The Corporation shall indemnify and protect any director, officer, employee or agent of the Corporation, or any person who serves at the request of the Corporation as a director, officer, employee, member, manager or agent of another corporation, partnership, limited liability company, joint venture, trust, employee benefit plan or other enterprise, to the fullest extent permitted by the laws of the District of Columbia.

In affirmation of the facts stated above, these Articles of Amendment and Restatement to the Articles of Incorporation of the Corporation have been signed this 1st day of February, ~~2009~~ 2010



Carl S. Gewirtz, President

The undersigned, as the secretary of the Corporation, hereby attests that the seal affixed hereto is the corporate seal of the Corporation, effective as of this _____ day of _____, 2009.

Nancy Gewirtz, Secretary

AMENDED AND RESTATED
BYLAWS
OF
THE CARL AND NANCY GEWIRZ FUND, INC.
a District of Columbia Nonprofit Corporation
501(c)(3) Private Foundation

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ARTICLE I

Purposes and Limitations

The Corporation is organized and will be operated exclusively for charitable, religious, educational and scientific purposes within the meaning of Sections 501(c)(3), 170(c)(2)(B), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986, as amended or the corresponding section of any future United States Internal Revenue Law (the "Code"), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations described in Section 501(c)(3) and 170(c)(2) of the Code. The Corporation's purposes include, but are not limited to, any purposes set forth specifically in its Articles of Incorporation, as may from time to time be amended (the "Articles").

To further the Corporation's purposes and mission, the Corporation will have and exercise all of the powers conferred by the provisions of the District of Columbia Nonprofit Corporation Act, as may from time to time be amended (the "Act"), not outside the scope of the Articles.

No part of the net earnings of the Corporation may inure to the benefit of, or be distributable to its Directors, trustees, officers or other private persons, except that the Corporation will be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles.

No substantial part of the activities of the Corporation may be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation will not participate in or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provisions herein, the Corporation will not carry on any activities not permitted to be carried on: (a) by an organization exempt from federal income tax under section 501(a) of the Code, as an organization described in section 501(c)(3) of the Code; and/or (b) by an organization, contributions to which are deductible under sections 170(c)(2), 2055(a)(2) or 2522(a)(2) of the Code.

ARTICLE II

Members

The Corporation will not have members.

ARTICLE III

Board of Directors

Section 3.1 General Powers. The affairs of the Corporation will be managed by the Board.

Section 3.2 Number. The number of Directors on the Board will be three (3). The number of Directors may be changed from time to time by amendment of these Bylaws, provided

that the number of Directors will be set at not less than three (3). No decrease in the number of Directors will have the effect of decreasing the term of any incumbent Director.

Section 3.3 Election and Term of Office. The Directors will be elected at the annual meeting of the Directors. Directors will serve one-year terms ending upon the next annual meeting of the Directors, provided that the outgoing Directors will remain in office until their successors have been elected and qualified. The Directors whose terms are due to expire at any annual meeting will have voting rights to elect the Directors whose terms begin with the adjournment of such meeting, and such Directors, as electors, will have the full power and authority to re-elect any, several or all of the Directors whose terms are due to expire to succeed themselves in office.

Section 3.3 Annual Meetings. The annual meeting of the Board will be held on the second Tuesday in October of each year, which meeting will be held for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If for any year the day fixed for the annual meeting is a legal holiday, such meeting will be held on the next succeeding business day. If the election of Directors is for any reason not held on the day designated herein for any annual meeting, or at an adjournment thereof, the Board will cause the election to be held at a special meeting as soon thereafter as conveniently possible. The Board may provide, by resolution, the time and place, either within or without the District of Columbia for the holding of regular meetings, other than the annual meeting, without notice other than such resolution.

Section 3.4 Regular and Special Meetings. Regular and Special meetings of the Board may be called by the Chairman of the Board (if one has been appointed or elected), the President, or by any two Directors. The person or persons calling a special meeting of the Board may fix any place in the United States, either within or without the District of Columbia, as the place for holding the special meeting of the Board called by them.

Section 3.5 Notice; Waiver of Notice. Notice to the Directors of a special meeting of the Board will be given at least five (5) days prior to the meeting and may be delivered personally, by mail, by facsimile transmission or e-mail, to the address, facsimile number or e-mail address for each Director as it appears on the records of the Corporation. If mailed, such notice will be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If sent by facsimile or e-mail, such notice will be deemed to be delivered when transmitted, with reasonable evidence of successful transmission. A Director may waive any notice required by these Bylaws, before or after the date and time stated in the notice, by written waiver signed by such Director, which waiver will be included in the minutes or filing with the corporate records. A Director's attendance at a meeting waives objection to lack of notice or defective notice of the meeting, unless the Director at the beginning of the meeting objects to holding the meeting or transacting business at the meeting because the meeting is not lawfully called or convened.

Section 3.6 Quorum and Voting. A majority of the Directors on the Board will constitute a quorum for the transaction of business at any meetings of the Board; provided that if less than a majority of the Directors are present at said meeting, a majority of the Directors

present may adjourn the meeting from time to time without further notice. Each Director present will be entitled to one (1) vote upon each matter submitted to a vote at any such meeting.

Section 3.7 Manner of Acting. The act of the majority of the Directors present at a meeting of the Directors at which a quorum is present will be the act of the Board, except with respect to any action of the Board requiring a higher level of approval under the Act or the Articles.

Section 3.8 Attendance by Telephone Conference or Similar Communications Equipment. Directors may participate in a meeting of the Board by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner will constitute presence in person at the meeting.

Section 3.9 Action by Unanimous Consent. Any action, which is required to be or may be taken at a meeting of the Directors, may be taken without a meeting if consents in writing, setting forth the action so taken, are signed by all of the Directors. The consents will have the same force and effect as a unanimous vote at a meeting duly held.

Section 3.10 Removal; Vacancies. A Director may be removed with or without cause by a vote of two-thirds of the other Directors then in office. A vacancy on the Board occasioned by the death, incapacity, resignation or removal of a Director may be filled at any meeting of the Directors in accordance with the procedures for regular annual election of Directors. Any Director elected to fill a vacancy on the Board will serve a term expiring as of the scheduled expiration date of the term of his or her predecessor.

Section 3.11 Compensation. The Corporation may pay compensation to the Directors in such reasonable amounts as may be fixed from time to time by the Board; provided, however, that such compensation will include only reasonable compensation for personal services actually rendered. In addition, by resolution of the Board, the Directors may be reimbursed for their expenses of attendance at meetings of the Board; provided that nothing herein contained will be construed to preclude any Director from serving the corporation in any other capacity and receiving reasonable compensation for personal services actually rendered.

ARTICLE IV

Committees of the Board

Section 4.1 Committees Generally. The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees of the Board, each of which will consist of two or more Directors (and no non-Directors), which committees, to the extent provided in such resolution, will have and exercise the authority of the Board in the management of the Corporation. Other committees not having and exercising the authority of the Board in the management of the Corporation may be designated and appointed by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. The delegation of authority to any committee will not operate to relieve the Board or any member of the Board from any responsibility imposed by law.

Section 4.2 Absence. The Board may designate one or more Directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of a committee member, the other committee members present at any meeting and not disqualified from voting, whether or not such members constitute a quorum, may unanimously appoint another member of the Board to act at the meeting in the place of any such absent or disqualified member. A disqualified member is a committee member who has been removed pursuant to the provisions of this Article or who no longer meets the qualifications required to serve on the committee.

Section 4.3 Notice; Waiver of Notice. Notices or Waivers of Notice for all regular or special meetings of any committee will be given in accordance with requirements for regular or special meetings, as applicable, of the entire Board.

Section 4.4 Recordkeeping. All committees will, unless otherwise directed by the Board, keep regular minutes of the transactions at their meetings and will cause them to be recorded in books kept for that purpose in the office of the Corporation and will report the same to the Board at its next meeting. The Secretary or an Assistant Secretary of the Corporation may act as Secretary of the committee if the committee or the Board so requests.

Section 4.5 Meetings by Conference Telephone or Similar Communications Equipment. Members of a committee may participate in a meeting of the committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner will constitute presence in person at the meeting.

Section 4.6 Committee Action Without a Meeting. Any action that is required to be or may be taken at a meeting of any committee may be taken without a meeting if consents in writing, setting forth the action so taken, are signed by all of the members of the committee. The consents will have the same force and effect as a unanimous vote at a meeting duly held.

Section 4.7 Term of Office. Each committee member will continue to serve in such capacity for so long as he or she continues to meet the qualifications for membership on the committee (including, if applicable, membership on the Board), unless such committee member is sooner terminated, resigns or is removed from such committee by the Board.

Section 4.8 Chairman. One member of each committee will be appointed chairman of the committee as designated by the Board.

Section 4.9 Removal; Vacancies. A member of a committee may be removed with or without cause by action of the Board (excluding such committee member for purposes of such action, if applicable). A vacancy on a committee occasioned by the death, incapacity, resignation or removal of a committee member will be filled in accordance with the procedures for regular election or appointment of a committee member. Any committee member elected or appointed to fill a vacancy on a committee will serve a term expiring as of the scheduled expiration date of the term of his or her predecessor.

Section 4.10 Quorum. Unless otherwise provided in the resolution of the Board designating a committee, a majority of the whole committee will constitute a quorum and the act

of a majority of the members present at a meeting at which a quorum is present will be the act of the committee.

Section 4.11 Participation by Non-Directors.. Although a committee may permit a non-Director or other person who is not a member of the committee to participate in a committee meeting, no person who is not a member of the committee will have any right to vote on any action taken by the committee.

Section 4.12 Rules. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board.

ARTICLE V

Officers

Section 5.1 Elected Officers. The elected officers of the Corporation will be a President, a Secretary and a Treasurer. The Corporation may also have a Chairman of the Board and such other officers, both active and honorary, as the Board may from time to time deem advisable. Such officers will be elected by the Board at its annual meeting, and they will hold office until their successors are elected at the next annual meeting of the Board and are elected and qualified, unless they earlier die, resign, or are removed from office. Any person may simultaneously hold more than one office.

Section 5.2 Appointed Officers. The President may appoint, with the approval of the Board, such assistant secretaries and assistant treasurers as he may deem necessary or advisable.

Section 5.3 Duties of Chairman of the Board. If a Chairman of the Board is elected, the Chairman of the Board will preside at all meetings of the Board at which he may be present and will have such other duties, powers and authority as may be prescribed elsewhere in these Bylaws. The Board may delegate such other authority and assign such additional duties to the Chairman of the Board, other than those conferred by law exclusively upon the President or another officer, as the Board may from time to time determine.

Section 5.4 Duties of President. The President will be the chief executive officer of the Corporation and, if a Chairman of the Board has not been elected, he will preside at all meetings of the Board. He may execute all contracts, deeds and other instruments for and on behalf of the Corporation and will do and perform all other things for and on behalf of the Corporation as the Board will authorize and direct. He will enjoy and discharge generally such other and further rights, powers, privileges and duties as customarily relate and pertain to the office of President.

Section 5.5 Duties of Secretary. The Secretary will cause to be kept complete and correct minutes of all meetings of the Board. He will cause to be issued notices of all meetings in accordance with these Bylaws or as required by law.

When authorized and directed by the Board, he will execute with the President all contracts, deeds, and other instruments for and on behalf of the Corporation. The Secretary will be the legal custodian of all books, deeds, instruments, papers, and records of the Corporation, the

inspection of which will be permitted at all reasonable times by any Director or executive officer of the Corporation.

The Secretary will attend to such correspondence as may be incidental to his office, and will perform all other duties and discharge all other responsibilities that customarily relate and pertain to the office of Secretary.

Section 5.6 Duties of Treasurer. The Treasurer will cause to be kept accurate and complete books and records of all receipts, disbursements, assets, liabilities, and financial transactions of the Corporation.

The Treasurer will cause to be deposited all monies, securities, and other valuable effects of the Corporation in such depositories as the Board will authorize and direct and, whenever requested to do so by the President or the Board, will prepare and submit written statements, reports and accounts fully and accurately reflecting the assets, liabilities, and financial transactions and condition of the Corporation.

The Treasurer will perform such other and further duties as the Board may from time to time direct, and he will perform all other duties and discharge all other responsibilities that customarily relate and pertain to the office of Treasurer.

The Treasurer will be released and discharged of all liabilities and responsibility for any monies, securities, and other assets of value committed by the Board to the custody of any person over whom he will have no direction or control.

Section 5.7 Resignation and Removal. Any officer of the Corporation may resign by delivering a written resignation to the Corporation at its principal office or to the Chairman of the Board, the President or the Secretary. Such resignation will be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event. If a resignation is made effective at a future date and the Corporation accepts the future effective date, the Board may fill the pending vacancy before the effective date if the board provides that the successor does not take office until the effective date. Any officer of the Corporation may be removed from office by the Board with or without cause, but such removal will be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer does not in itself create contract rights.

Section 5.8 Vacancies. Vacancies in any elected office occasioned by the death, resignation, or removal of any elected officer will be filled by the Board, and such person or persons elected to fill such vacancy or vacancies will serve for the unexpired term of his predecessor and until a successor is elected and qualified, or until such officer's earlier death, resignation or removal. Vacancies in any appointed office occasioned by the death, resignation, or removal of any appointed officer may be filled by the President, and such person or persons appointed to fill such vacancy or vacancies will serve for the unexpired term of his predecessor and until a successor is elected and qualified, or until such officer's earlier death, resignation or removal.

Section 5.9 Compensation. The compensation, if any, of the officers, will be fixed from time to time by the Board, and no officer will be prevented from receiving such compensation by reason of the fact that he is also a Director of the Corporation; provided, however, that such compensation will include only reasonable compensation for personal services actually rendered.

ARTICLE VI

General Provisions

Section 6.1 Contracts. The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. [Notwithstanding the foregoing, unless otherwise limited by the Board, the President of the Corporation will have the power and authority to execute on behalf of and bind the Corporation with respect to contracts in the ordinary course of the Corporation's business and activities.]

Section 6.2 Loans. No loans may be contracted on behalf of the Corporation and no evidences of indebtedness may be issued in its name unless authorized by the Board. Such authority may be general or confined to specific instances. The Corporation is prohibited from making loans (excluding advances made for legal defense made pursuant to Article VII) to its Directors or officers under any circumstances.

Section 6.3 Checks, Drafts, etc.. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation will be signed by such officer or officers, agent or agents of the Corporation and in such manner as may from time to time be determined by the Board.

Section 6.4 Deposits. All funds of the Corporation will be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

Section 6.5 Custodians. The Board may from time to time designate a bank, trust company or depository as custodian of the funds and properties of the Corporation, which custodian will maintain a record of all receipts, expenditures, income and expenses of the Corporation and/or perform such ministerial duties as the Board by written direction may instruct. The custodian may receive fees for its services as may from time to time be agreed upon by the Board and the custodian.

Section 6.6 Agents and Attorneys. The Board may appoint such agents, attorneys and attorneys-in-fact of the Corporation as it may deem proper, and may, by written power of attorney, authorize such agents, attorneys or attorneys-in-fact to represent it and for it and in its name, place and stead, and for its use and benefit to transact any and all business which said Corporation is authorized to transact or do by the Articles, and in its name, place and stead, and as its corporate act and deed, to sign, acknowledge and execute any and all contracts and instruments, in writing necessary or convenient in the transaction of such business as fully to all intents and purposes as said Corporation might or could do if it acted by and through its regularly elected and qualified officers.

Section 6.7 Fiscal Year. The Board will have the power to fix and from time to time change the fiscal year of the Corporation. In the absence of contrary action by the Board, the fiscal year of the Corporation will begin on the first day of November in each year and end on the last day of October in each year.

Section 6.8 Interpretation. The terms “include”, “including” and similar terms shall be construed as if followed by the phrase “without being limited to”. The term “or” has, except where otherwise indicated, the inclusive meaning represented by the phrase “and/or.” The words “hereof,” “herein,” “hereby,” “hereunder,” and similar terms in these Bylaws refer to this Bylaws as a whole and not to any particular provision or section of these Bylaws. The masculine gender, when used throughout these Bylaws, will be deemed to include the feminine.

Section 6.9 Electronic Communications and Signatures. Electronic communications, records and signatures may be used in connection with all matters contemplated by these Bylaws except to the extent prohibited by applicable law. Except as may be specifically set forth herein, the parties may use and rely upon electronic communications, records and signatures for all notices, waivers, consents, undertakings and other documents, communications or information of any type sent or received in connection with the matters contemplated by these Bylaws. An electronically transmitted (but not oral) document will be deemed to satisfy any requirement under these Bylaws or applicable law that such document be “written”, “in writing” or the like. An electronic signature or electronically transmitted signature by any person on any document (properly authenticated) will be deemed to satisfy any requirement under these Bylaws or applicable law that such document be “signed” or “or executed” by such person. An electronic transmittal or communication (but not oral) of a document will constitute delivery of such document. None of the Corporation, any Director or Member may contest the authorization for, or validity or enforceability of, electronic records and electronic signatures, or the admissibility of copies thereof, under any applicable law relating to whether certain agreements, files or electronic records are to be in writing or signed by the party to be bound thereby.

Section 6.10 Conflicts of Interest Policy. The Board will adopt a Conflicts of Interest Policy to govern conflicts of interest situations that may arise from time to time among the Corporation, Directors, and Corporation employees, officers and agents.

ARTICLE VII
Indemnification of Officers and Directors

The Corporation will indemnify and protect any Director, officer, employee or agent of the Corporation, or any person who serves at the request of the Corporation as a Director, officer, employee, member, manager or agent of another corporation, partnership, limited liability company, joint venture, trust, employee benefit plan or other enterprise, for any threatened or pending action, suit or proceeding, by reason of the fact that such person is or was serving in such capacity, against expenses, judgments, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, including attorneys fees, to the fullest extent permitted by the laws of the District of Columbia.

ARTICLE VIII
Property Devoted to Corporate Purposes

All income and properties of the Corporation will be devoted exclusively to the purposes as provided in the Articles and these Bylaws. The Board may adopt such policies, regulations and procedures governing the management and/or disbursement of funds for such purposes as in its opinion are reasonably calculated to carry out such purposes as set forth in the Articles and these Bylaws.

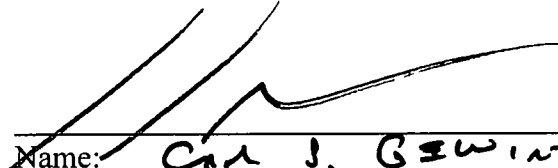
ARTICLE IX
Amendments

These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted, by the affirmative vote of a majority of all Directors then in office at a meeting of the Board called for that purpose.

CERTIFICATION

The undersigned, being the president of The Carl & Nancy Gwin Fund, Inc., a District of Columbia nonprofit corporation, hereby certifies that the foregoing Bylaws are the duly adopted Bylaws of the Corporation.

Effective Date: February 1, 2010


Name: Carl J. Gwin
Title: President

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print	Name of exempt organization	Employer identification number
	CARL AND NANCY GEWIRZ FUND, INC. C/O PETE WILHELM	52-1387044
File by the extended due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions.	
	256R N WASHINGTON STREET	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	FALLS CHURCH, VA 22046	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

- The books are in the care of **9505 PAGE STREET - BETHESDA, MD 20814**

Telephone No **(301) 951-7117**

FAX No. ☐

- If the organization does not have an office or place of business in the United States, check this box ☐

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **OCTOBER 15, 2011.**

5 For calendar year ☐, or other tax year beginning **DEC 1, 2009**, and ending **NOV 30, 2010**.

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

7 State in detail why you need the extension

ADDITIONAL TIME IS NEEDED TO GATHER THE INFORMATION NECESSARY TO PREPARE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	7,622.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	\$	23,574.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification

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

Signature ☐

Title ☐

Date ☐

Form 8868 (Rev. 1-2011)