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

OMB No 1545-0052

2010

Department of the Treasury
Internal Revenue Service

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

For calendar year 2010, or tax year beginning , 2010, and ending

G Check all that apply: ☐ Initial return ☐ Initial Return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name changeTHE GEORGE L. SHIELDS FOUNDATION, INC.
C/O ROBERT M. REINER, TREASURER
11140 ROCKVILLE PIKE #620
ROCKVILLE, MD 20852-3117

A Employer identification number

52-1851638

B Telephone number (see the instructions)

301-230-2446

C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year
(from Part II, column (c), line 16)

\$ 29,496,807.

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____

(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and

Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions))

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1 Contributions, gifts, grants, etc, received (att sch)

50,000.

2 Ck ☐ if the foundn is not req to att Sch B

3 Interest on savings and temporary cash investments

1,990.

1,990.

N/A

4 Dividends and interest from securities

746,639.

746,639.

5a Gross rents
b Net rental income or (loss)

338,062.

338,869.

338,869.

6a Net gain/(loss) from sale of assets not on line 10

530,778.

b Gross sales price for all assets on line 6a

12,881,313.

7 Capital gain net income (from Part IV line 2)

530,778.

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/(loss) (att sch)

11 Other income (attach schedule)

SEE STATEMENT 1

297.

297.

12 Total. Add lines 1 through 11

1,668,573.

1,618,573.

13 Compensation of officers, directors, trustees, etc

60,000.

30,000.

14 Other employee salaries and wages

15 Pension plans, employee benefits

4,590.

2,295.

16a Legal fees (attach schedule) SEE ST 2

92,189.

23,047.

b Accounting fees (attach sch) SEE ST 3

31,777.

15,889.

c Other prof fees (attach sch)

17 Interest

18 Taxes (attach schedule)(see instr) SEE STM 4

16,125.

19 Depreciation (attach sch) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule)

SEE STATEMENT 5

249,646.

232,163.

24 Total operating and administrative expenses. Add lines 13 through 23

454,327.

303,394.

25 Contributions, gifts, grants paid PART XV

1,431,000.

1,431,000.

26 Total expenses and disbursements. Add lines 24 and 25

1,885,327.

303,394.

1,431,000.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

-216,754.

b Net investment income (if negative, enter -0)

1,315,179.

c Adjusted net income (if negative, enter -0)

918-20,21

22

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
A S S E T S	1 Cash — non-interest-bearing	50,970.	24,901.	24,901.
	2 Savings and temporary cash investments	1,035,026.	1,009,094.	1,009,094.
	3 Accounts receivable			
	Less allowance for doubtful accounts			
	4 Pledges receivable			
	Less allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7 Other notes and loans receivable (attach sch)			
	Less allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments — U.S. and state government obligations (attach schedule)	6,928,805.	5,638,598.	5,833,539.
	b Investments — corporate stock (attach schedule)	12,036,903.	13,717,303.	16,205,079.
	c Investments — corporate bonds (attach schedule)	4,008,510.	3,453,564.	3,648,194.
	11 Investments — land, buildings, and equipment: basis	2,776,000.		
L I A B I L I T I E S	Less accumulated depreciation (attach schedule) SEE STMT 6	2,776,000.	2,776,000.	2,776,000.
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule)			
	14 Land, buildings, and equipment: basis			
	Less accumulated depreciation (attach schedule)			
	15 Other assets (describe)			
	16 Total assets (to be completed by all filers — see instructions. Also, see page 1, item I)	26,836,214.	26,619,460.	29,496,807.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
N E T A S S E T S O R F U N D B A L A N C E S	Foundations that follow SFAS 117, check here 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 and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	26,836,214.	26,619,460.	
	30 Total net assets or fund balances (see the instructions)	26,836,214.	26,619,460.	
	31 Total liabilities and net assets/fund balances (see the instructions)	26,836,214.	26,619,460.	

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	26,836,214.
2 Enter amount from Part I, line 27a	2	-216,754.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	26,619,460.
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) —Part II, column (b), line 30	6	26,619,460.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a SALE OF SECURITIES - MORGAN STANLEY S B		P	VARIOUS	VARIOUS
b SALE OF SECURITIES - MERRILL LYNCH		P	VARIOUS	VARIOUS
c SALE OF SECURITIES - MERRILL LYNCH		P	VARIOUS	VARIOUS
d CAPITAL GAIN DISTRIBUTIONS		P	VARIOUS	VARIOUS
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 5,776,423.		5,638,590.	137,833.
b 2,749,126.		2,597,263.	151,863.
c 4,348,996.		4,114,682.	234,314.
d 6,768.			6,768.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			137,833.
b			151,863.
c			234,314.
d			6,768.
e			

2 Capital gain net income or (net capital loss).	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2	530,778.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see the instructions). If (loss), enter -0- in Part I, line 8	If gain, also enter in Part I, line 8, column (c) (see the instructions). If (loss), enter -0- in Part I, line 8		3	0.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes☒ No

If 'Yes,' the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2009	1,405,924.	26,111,867.	0.053842
2008	1,622,088.	28,452,110.	0.057011
2007	1,596,958.	29,781,643.	0.053622
2006	1,616,846.	34,572,997.	0.046766
2005	1,628,298.	33,970,208.	0.047933
2 Total of line 1, column (d)			2 0.259174
3 Average distribution ratio for the 5-year base period —divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.051835
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 27,822,082.
5 Multiply line 4 by line 3			5 1,442,158.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 13,152.
7 Add lines 5 and 6			7 1,455,310.
8 Enter qualifying distributions from Part XII, line 4			8 1,431,000.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter 'N/A' on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary —see instr.)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	26,304.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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	26,304.
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	26,304.
6 Credits/Payments.			
a 2010 estimated tax pmts and 2009 overpayment credited to 2010	6a	8,000.	
b Exempt foreign organizations — tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	23,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	31,000.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	520.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	4,176.	
11 Enter the amount of line 10 to be Credited to 2011 estimated tax ☐ Refunded ☐	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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 the instructions for definition)? <i>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</i>		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 ☐ \$ 0. (2) On foundation managers ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a 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?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		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? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) 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 <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i> SEE STATEMENT 7	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 <u>N/A</u>	13	X	
14	The books are in care of <u>ROBERT M. REINER, TREASURER</u> Telephone no. <u>301-230-2446</u> Located at <u>11140 ROCKVILLE PIKE #620 ROCKVILLE MD</u> ZIP + 4 <u>20852-3117</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 -Check here <u>N/A</u> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u> <u>N/A</u>			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country <u></u>	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐	1b	N/A
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 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes ☒ No If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
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 the instructions.)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If 'Yes,' did it have excess business holdings in 2010 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 2010)	3b	N/A
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 2010?	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)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b 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? ☐ Yes ☐ No

N/A

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

6b X

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

7b N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 8		66,000.	0.	0.

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

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

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

0

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE'.

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
JOSEPH, REINER & WIERNICKI, P.C. 11140 ROCKVILLE PIKE, SUITE 620 ROCKVILLE, MD 20852	LEGAL SERVICES	92,189.
LINTON SHAFER WARFIELD & GARRETT, P.A. 201 THOMAS JOHNSON DRIVE FREDERICK, MD 21702	ACCOUNTING AND TAX	31,777.
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 (see instructions)

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	24,140,334.
b Average of monthly cash balances	1b	1,329,435.
c Fair market value of all other assets (see instructions)	1c	2,776,000.
d Total (add lines 1a, b, and c)	1d	28,245,769.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	28,245,769.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	423,687.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	27,822,082.
6 Minimum investment return. Enter 5% of line 5	6	1,391,104.

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	1,391,104.
2a Tax on investment income for 2010 from Part VI, line 5	2a	26,304.
b Income tax for 2010 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	26,304.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	1,364,800.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	1,364,800.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,364,800.

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	1,431,000.
b Program-related investments — total from Part IX-B	1b	
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	1,431,000.
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 (see instructions)	5	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,431,000.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				1,364,800.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			1,017,636.	
b Total for prior years 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2010				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4: $\$$ 1,431,000.				
a Applied to 2009, but not more than line 2a			1,017,636.	
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 2010 distributable amount				413,364.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus: Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount – see instructions		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				951,436.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

BAA

Form 990-PF (2010)

Part XV Supplementary Information (continued)**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 9				
Total			▶ 3a	1,431,000.
b Approved for future payment				
Total			▶ 3b	

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

► Attach to Form 990, 990-EZ, or 990-PF

OMB No 1545-0047

2010

Name of the organization **THE GEORGE L. SHIELDS FOUNDATION, INC.**
C/O ROBERT M. REINER, TREASURER

Employer identification number

52-1851638

Organization type (check one):

Filers of:

Form 990 or 990-EZ

Section:

- ☐ 501(c)(____) (enter number) organization
☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
☐ 527 political organization

Form 990-PF

- ☒ 501(c)(3) exempt private foundation
☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ, that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ, that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ, that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc, purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc, purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc, contributions of \$5,000 or more during the year ► \$ _____

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

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2010)

Name of organization

Employer identification number

THE GEORGE L. SHIELDS FOUNDATION, INC.

52-1851638

Part I Contributors (see instructions)

(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	GEORGE L. SHIELDS ESTATE 11140 ROCKVILLE PIKE #620 ROCKVILLE, MD 20852	\$ 50,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization

THE GEORGE L. SHIELDS FOUNDATION, INC.

Employer identification number

52-1851638

Part II Noncash Property (see instructions.)

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

BAA

Schedule B (Form 990, 990-EZ, or 990-PF) (2010)

Employer identification number

52-1851638

For organizations completing Part III, enter total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.)

► \$ N/A

Schedule B (Form 990, 990-EZ, or 990-PF) (2010)

THE GEORGE L. SHIELDS FOUNDATION, INC.
C/O ROBERT M. REINER, TREASURER

52-1851638

STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
REBATE PAYMENT	\$ 297.	\$ 297.	
TOTAL	\$ 297.	\$ 297.	0.

STATEMENT 2
FORM 990-PF, PART I, LINE 16A
LEGAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
JOSEPH, REINER & WIERNICKI	\$ 92,189.	\$ 23,047.		
TOTAL	\$ 92,189.	\$ 23,047.		\$ 0.

STATEMENT 3
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LINTON SHAFER WARFIELD & GARRETT, PA	\$ 31,777.	\$ 15,889.		
TOTAL	\$ 31,777.	\$ 15,889.		\$ 0.

STATEMENT 4
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILING FEE	\$ 75.			
TAX ON INVESTMENT INCOME	16,050.			
TOTAL	\$ 16,125.	\$ 0.		\$ 0.

THE GEORGE L. SHIELDS FOUNDATION, INC.
C/O ROBERT M. REINER, TREASURER

52-1851638

STATEMENT 5
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK SERVICE CHARGES	\$ 64.	\$ 6.		
BOARD OF DIRECTORS' MEETING EXP.	24,483.	12,241.		
BROKERS' MANAGEMENT FEES	215,867.	215,867.		
DIRECTORS' FEE	6,000.	3,000.		
DUES AND SUBSCRIPTIONS	725.	72.		
INSURANCE	1,700.	170.		
RENTAL EXPENSES	807.	807.		
TOTAL	\$ 249,646.	\$ 232,163.		\$ 0.

STATEMENT 6
FORM 990-PF, PART II, LINE 11
INVESTMENTS - LAND, BUILDINGS, AND EQUIPMENT

CATEGORY	BASIS	ACCUM. DEPREC.	BOOK VALUE	FAIR MARKET VALUE
LAND	\$ 2,776,000.		\$ 2,776,000.	\$ 2,776,000.
TOTAL	\$ 2,776,000.	\$ 0.	\$ 2,776,000.	\$ 2,776,000.

STATEMENT 7
FORM 990-PF, PART VII-A, LINE 10
SUBSTANTIAL CONTRIBUTORS DURING THE TAX YEAR

NAME OF SUBSTANTIAL CONTRIBUTOR	ADDRESS OF SUBSTANTIAL CONTRIBUTOR
GEORGE L. SHIELDS ESTATE	11140 ROCKVILLE PIKE, #620 ROCKVILLE, MD 20852

STATEMENT 8
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
ANN SCHEIN CARLYSS 11140 ROCKVILLE PIKE #620 ROCKVILLE, MD 20852-3117	PRES & DIRECTOR 5.00	\$ 60,000.	\$ 0.	\$ 0.
ROBERT M. REINER 11140 ROCKVILLE PIKE #620 ROCKVILLE, MD 20852-3117	SECRETARY/TREAS 5.00	0.	0.	0.

THE GEORGE L. SHIELDS FOUNDATION, INC.
C/O ROBERT M. REINER, TREASURER

52-1851638

STATEMENT 8 (CONTINUED)
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
BRUCE MACDONALD 11140 ROCKVILLE PIKE #620 ROCKVILLE, MD 20852-3117	DIRECTOR 2.00	\$ 2,000.	\$ 0.	\$ 0.
CAROLYN MOORE 11140 ROCKVILLE PIKE #620 ROCKVILLE, MD 20852-3117	DIRECTOR 2.00	2,000.	0.	0.
ROBERT BRENINGEN 11140 ROCKVILLE PIKE #620 ROCKVILLE, MD 20852-3117	DIRECTOR 2.00	2,000.	0.	0.
ERMA MEDGYESY 11140 ROCKVILLE PIKE #620 ROCKVILLE, MD 20852-3117	DIRECTOR 2.00	0.	0.	0.
TOTAL		\$ 66,000.	\$ 0.	\$ 0.

STATEMENT 9
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
AMERICAN RED CROSS - HAITI DONATION P.O. BOX 37243 WASHINGTON, DC 20013	NONE	PUBLIC	CHARITABLE PURPOSES NO RESTRICTIONS	\$ 50,000.
MIRIAM'S KITCHEN 2401 VIRGINIA AVENUE, NW WASHINGTON, DC 20037	NONE	PUBLIC	CHARITABLE PURPOSES NO RESTRICTIONS	10,000.
FREDERICK COMMUNITY COLLEGE 7932 OPOSSUMTOWN PIKE FREDERICK, MD 21702	NONE	PUBLIC	CHARITABLE PURPOSES NO RESTRICTIONS	55,000.
ADAM'S CAMP 6767 S. SPRUCE ST., SUITE 102 CENTENNIAL, CO 80112	NONE	PUBLIC	CHARITABLE PURPOSES NO RESTRICTIONS	10,000.
JUVENILE PROTECTION ASSOC. 1707 N. HALSTED STREET CHICAGO, IL 60614	NONE	PUBLIC	CHARITABLE PURPOSES NO RESTRICTIONS	15,000.

THE GEORGE L. SHIELDS FOUNDATION, INC.
C/O ROBERT M. REINER, TREASURER

52-1851638

STATEMENT 9 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
ALLIANCE FOR CHOICE IN EDUCATION 1201 E. COLFAX AVE. SUITE 302 DENVER, CO 80218	NONE	PUBLIC	CHARITABLE PURPOSES NO RESTRICTIONS	\$ 30,000.
POTOMAC CONSERVANCY 8601 GEORGIA AVENUE, SUITE 612 SILVER SPRING, MD 20910	NONE	PUBLIC	CHARITABLE PURPOSES NO RESTRICTIONS	15,000.
MANNES COLLEGE THE NEW SCHOOL OF MUSIC 150 WEST 85TH STREET NEW YORK, NY 10024	NONE	PUBLIC	CHARITABLE PURPOSES NO RESTRICTIONS	5,000.
HABITAT FOR HUMANITY EAST BAY 2619 BROADWAY OAKLAND, CA 94612	NONE	PUBLIC	CHARITABLE PURPOSES NO RESTRICTIONS	10,000.
AMERICAN DIABETES ASSOCIATION 1211 CONN. AVE., NW, SUITE 204 WASHINGTON, DC 20036	NONE	PUBLIC	CHARITABLE PURPOSES NO RESTRICTONS	2,000.
YOUTH IN ARTS 999 FIFTH AVE., SUITE 290 SAN RAFAEL, CA 94901	NONE	PUBLIC	CHARITABLE PURPOSES NO RESTRICTIONS	6,000.
CANAL COMMUNITY ALLIANCE 91 LARKSPUR SAN RAFAEL, CA 94901	NONE	PUBLIC	CHARITABLE PURPOSES NO RESTRICTIONS	9,000.
AUDOBON CANYON RANCH 4900 HIGHWAY ONE STINSON BEACH, CA 94970	NONE	PUBLIC	CHARITABLE PURPOSES NO RESTRICTIONS	15,000.
RUSSIAN RIVERKEEPER P.O. BOX 1335 HEALDSBURG, CA 95448	NONE	PUBLIC	CHARITABLE PURPOSES NO RESTRICTIONS	1,500.
MEALS OF MARIN 3095 KERNER BLVD., SUITE Q SAN RAFAEL, CA 94901	NONE	PUBLIC	CHARITABLE PURPOSES NO RESTRICTIONS	20,000.
DOCTORS WITHOUT BORDERS, USA 333 7TH AVENUE, 2ND FLOOR NEW YORK, NY 10001	NONE	PUBLIC	CHARITABLE PURPOSES NO RESTRICTIONS	50,000.

THE GEORGE L. SHIELDS FOUNDATION, INC.
C/O ROBERT M. REINER, TREASURER

52-1851638

STATEMENT 9 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
ANACOSTIA RIVERKEEPER, INC. P.O. BOX 29197 WASHINGTON, DC 20017	NONE	PUBLIC	CHARITABLE PURPOSES NO RESTRICTIONS	\$ 15,000.
ARRUPE JESUIT HIGH SCHOOL 4343 UTICA STREET DENVER, CO 80212	NONE	PUBLIC	CHARITABLE PURPOSES NO RESTRICTIONS	15,000.
CHESAPEAKE BAY FOUNDATION 6 HERNDON AVENUE ANNAPOLIS, MD 21403	NONE	PUBLIC	CHARITABLE PURPOSES NO RESTRICTIONS	70,000.
BRIDGE THE GAP 38 MARIPOSA, SUITE 4 SAN ANSELMO, CA 94960	NONE	PUBLIC	CHARITABLE PURPOSES NO RESTRICTIONS	1,000.
AMERICAN RED CROSS - NEW ORLEAN DONATION 2025 E. STREET, NW WASHINGTON, DC 20006	NONE	PUBLIC	CHARITABLE PURPOSES NO RESTRICTIONS	30,000.
TRINITY PRESBYTERIAN CH. - HAITI RELIEF 15 ELM PLACE RYE, NY 10580	NONE	PUBLIC	CHARITABLE PURPOSES NO RESTRICTIONS	7,000.
ST BERNARD PROJECT 8324 PARC PLACE CHALMETTE, LA 70043	NONE	PUBLIC	CHARITABLE PURPOSES NO RESTRICTIONS	100,000.
EXPLORING THE METROPOLIS, INC. 10 GRACIE SQUARE NEW YORK, NY 10028	NONE	PUBLIC	CHARITABLE PURPOSES NO RESTRICTIONS	15,000.
FREDERICK COUNTY RESCUE MISSION 419 WEST SOUTH STREET FREDERICK, MD 21701	NONE	PUBLIC	CHARITABLE PURPOSES NO RESTRICTIONS	95,000.
CHILDREN'S MEMORIAL HOSPITAL 2300 CHILDREN'S MEM PLAZA #14 CHICAGO, IL 60614	NONE	PUBLIC	CHARITABLE PURPOSES NO RESTRICTIONS	20,000.
SALVATION ARMY - INTERNATIONAL RELIEF FD P.O. BOX 630728 BALTIMORE, MD 21263	NONE	PUBLIC	CHARITABLE PURPOSES NO RESTRICTIONS	5,000.

THE GEORGE L. SHIELDS FOUNDATION, INC.
C/O ROBERT M. REINER, TREASURER

52-1851638

STATEMENT 9 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
WASHINGTON, DC VA MEDICAL CENTER 50 IRVING STREET, NW, #135 WASHINGTON, DC 20422	NONE	PUBLIC	CHARITABLE PURPOSES NO RESTRICTIONS	\$ 1,000.
PROMISE CHURCH 130-30 31ST AVENUE FLUSHING, NY 11354	NONE	PUBLIC	CHARITABLE PURPOSES NO RESTRICTIONS	7,500.
THE JUILLIARD SCHOOL 60 LINCOLN CENTER PLAZA NEW YORK, NY 10023	NONE	PUBLIC	CHARITABLE PURPOSES NO RESTRICTIONS	90,000.
SUNBURST PROJECTS 2 PADRE PARKWAY, SUITE 106 ROHNERT PARK, CA 94928	NONE	PUBLIC	CHARITABLE PURPOSES NO RESTRICTIONS	5,000.
TEAM PROGRAM, TAMISCAL H.S. 601 WILLIAM AVENUE LARKSPUR, CA 94939	NONE	PUBLIC	CHARITABLE PURPOSES NO RESTRICTIONS	10,000.
STEP 13 2029 LARIMER STREET DENVER, CO 80218	NONE	PUBLIC	CHARITABLE PURPOSES NO RESTRICTIONS	10,000.
CIVIC ORCHESTRA OF CHICAGO 220 SOUTH MICHIGAN AVENUE CHICAGO, IL 60604	NONE	PUBLIC	CHARITABLE PURPOSES NO RESTRICTIONS	20,000.
HABITAT FOR HUMANITY COASTAL FAIRFIELD C 1470 BARNUM AVENUE BRIDGEPORT, CT 06610	NONE	PUBLIC	CHARITABLE PURPOSES NO RESTRICTIONS	15,000.
CHICAGO LIGHTS 126 E. CHESTNUT CHICAGO, IL 60611	NONE	PUBLIC	CHARITABLE PURPOSES NO RESTRICTIONS	10,000.
MIECYSŁAW MUNZ SCHOLARSHIP FUND 505 WEST END AVENUE NEW YORK, NY 10024	NONE	PUBLIC	CHARITABLE PURPOSES NO RESTRICTIONS	7,500.
AYNI EDUCATION INTERNATIONAL P.O. BOX 17672 SEATTLE, WA 98127	NONE	PUBLIC	CHARITABLE PURPOSES NO RESTRICTIONS	5,000.
EQUAL JUSTICE AMERICA 13540 E. BOUNDARY RD, STE 204 MIDLOTHIAN, VA 23112	NONE	PUBLIC	CHARITABLE PURPOSES NO RESTRICTIONS	2,500.

THE GEORGE L. SHIELDS FOUNDATION, INC.
C/O ROBERT M. REINER, TREASURER

52-1851638

STATEMENT 9 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
HAVE DREAMS 515 BUSSE HIGHWAY, SUITE 150 PARK RIDGE, IL 60068	NONE	PUBLIC	CHARITABLE PURPOSES NO RESTRICTIONS	\$ 20,000.
CONCERT ARTISTS OF BALTIMORE 1114 ST. PAUL STREET BALTIMORE, MD 21202	NONE	PUBLIC	CHARITABLE PURPOSES NO RESTRICTIONS	7,500.
CHICKS WITH A PURPOSE 1332 GARFIELD STREET DENVER, CO 80206	NONE	PUBLIC	CHARITABLE PURPOSES NO RESTRICTIONS	10,000.
HOMELESS GARDEN PROJECT P. O. BOX 617 SANTA CRUZ, CA 95060	NONE	PUBLIC	CHARITABLE PURPOSES NO RESTRICTIONS	9,000.
REBUILDING TOGETHER MONT'Y CO. 3925 PLYERS MILL RD, SUITE 202 KENSINGTON, MD 20895	NONE	PUBLIC	CHARITABLE PURPOSES NO RESTRICTIONS	4,000.
CONCERT ARTIST GUILD 850 7TH AVENUE, SUITE 1205 NEW YORK, NY 10019	NONE	PUBLIC	CHARITABLE PURPOSES NO RESTRICTIONS	5,000.
826 SEATTLE P.O. BOX 30764 SEATTLE, WA 98113	NONE	PUBLIC	CHARITABLE PURPOSES NO RESTRICTIONS	1,000.
HOLTON-ARMS SCHOOL 7303 RIVER ROAD BETHESDA, MD 20817	NONE	PUBLIC	CHARITABLE PURPOSES NO RESTRICTIONS	7,500.
EARTH CONSERVATION CORPS 2000 HALF STREET, SW WASHINGTON, DC 20024	NONE	PUBLIC	CHARITABLE PURPOSES NO RESTRICTIONS	100,000.
NEW FOUNDATION CENTER, INC. 444 W. FRONTAGE ROAD NORTHFIELD, IL 60093	NONE	PUBLIC	CHARITABLE PURPOSES NO RESTRICTIONS	20,000.
BRAIDED RIVER 1001 SW KLIKITAT WAY, SUITE 201 SEATTLE, WA 98134	NONE	PUBLIC	CHARITABLE PURPOSES NO RESTRICTIONS	5,000.

THE GEORGE L. SHIELDS FOUNDATION, INC.
C/O ROBERT M. REINER, TREASURER

52-1851638

STATEMENT 9 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
THE PATRICK & SHIRLEY RYAN OPERA CENTER 20 N. WACKER DRIVE, SUITE 860 CHICAGO, IL 60606	NONE	PUBLIC	CHARITABLE PURPOSES NO RESTRICTIONS	\$ 20,000.
THE COSMOS CLUB FOUNDATION 2121 MASSACHUSETTS AVENUE, NW WASHINGTON, DC 20008	NONE	PUBLIC	CHARITABLE PURPOSES NO RESTRICTIONS	7,500.
PAN CAN PANCREATIC CANCER FUND 2141 ROSECRANS AVE, SUITE 7000 EL SEGUNDO, CA 90245	NONE	PUBLIC	CHARITABLE PURPOSES NO RESTRICTIONS	5,000.
THE RELIGIOUS COALITION 27 DEGRANGE STREET FREDERICK, MD 21701	NONE	PUBLIC	CHARITABLE PURPOSES NO RESTRICTIONS	20,000.
GARY'S HOUSE 97 STATE STREET PORTLAND, ME 04101	NONE	PUBLIC	CHARITABLE PURPOSES NO RESTRICTIONS	5,000.
RIVERSIDE SYMPHONY 225 WEST 99TH STREET NEW YORK, NY 10025	NONE	PUBLIC	CHARITABLE PURPOSES NO RESTRICTIONS	5,000.
FAMILIES FIRST 2163 S. YOSEMITE ST. DENVER, CO 80231	NONE	PUBLIC	CHARITABLE PURPOSES NO RESTRICTIONS	15,000.
NAT'L PEDIATRIC MYOCLONUS CENTER P.O. BOX 19643 SPRINGFIELD, IL 62794	NONE	PUBLIC	CHARITABLE PURPOSES NO RESTRICTIONS	13,000.
MARIN COMMUNITY FOOD BANK 75 DIGITAL DRIVE NOVATO, CA 94947	NONE	PUBLIC	CHARITABLE PURPOSES NO RESTRICTIONS	11,000.
MAXFUND ANIMAL ADOPTION CENTER 1025 GALAPAGO STREET DENVER, CO 80204	NONE	PUBLIC	CHARITABLE PURPOSES NO RESTRICTIONS	15,000.
JUST THE RIGHT ATTITUDE 37210 CITY PARK AVE. GEISMER, LA 70734	NONE	PUBLIC	CHARITABLE PURPOSES NO RESTRICTIONS	10,000.

THE GEORGE L. SHIELDS FOUNDATION, INC.
C/O ROBERT M. REINER, TREASURER

52-1851638

STATEMENT 9 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
MUSIC IN SCHOOLS TODAY 582 MARKET STREET, SUITE 213 SAN FRANCISCO, CA 94104	NONE	PUBLIC	CHARITABLE PURPOSES NO RESTRICTIONS	\$ 1,500.
FREDERICK ARTS COUNCIL 15 WEST PATRICK FREDERICK, MD 21701	NONE	PUBLIC	CHARITABLE PURPOSES NO RESTRICTIONS	10,000.
SENIOR PROGRAMS / JCCGW 6125 MONTROSE ROAD ROCKVILLE, MD 20852	NONE	PUBLIC	CHARITABLE PURPOSES NO RESTRICTIONS	2,000.
TRIPS FOR KIDS 138 SUNNYSIDE MILL VALLEY, CA 94941	NONE	PUBLIC	CHARITABLE PURPOSES NO RESTRICTIONS	3,000.
GEORGETOWN UNIV. HOSP. - LOMBARDI CENTER 3800 RESERVOIR ROAD WASHINGTON, DC 20007	NONE	PUBLIC	CHARITABLE PURPOSES NO RESTRICTIONS	1,500.
SENSE OF SECURITY, INC. 3450 WEST 32ND AVENUE, SUITE B DENVER, CO 80211	NONE	PUBLIC	CHARITABLE PURPOSES NO RESTRICTIONS	12,000.
DISABLED EMPLOYEES REHAB., INC 2405 THIRD STREET SAN FRANCISCO, CA 94107	NONE	PUBLIC	CHARITABLE PURPOSES NO RESTRICTIONS	4,500.
SOME 71 O STREET, N.W. WASHINGTON, DC 20001	NONE	PUBLIC	CHARITABLE PURPOSES NO RESTRICTIONS	10,000.
GLIDE MEM. U. METHODIST CHURCH 330 ELLIS STREET SAN FRANCISCO, CA 94102	NONE	PUBLIC	CHARITABLE PURPOSES NO RESTRICTIONS	4,000.
FREDERICK REGIONAL YOUTH ORCHESTRA P.O. BOX 3197 FREDERICK, MD 21705	NONE	PUBLIC	CHARITABLE PURPOSES NO RESTRICTIONS	3,000.
HANDICAP CHILDREN OF AFGANISTAN 4695 SOUTH MONACO STREET DENVER, CO 80237	NONE	PUBLIC	CHARITABLE PURPOSES NO RESTRICTIONS	30,000.

THE GEORGE L. SHIELDS FOUNDATION, INC.
C/O ROBERT M. REINER, TREASURER

52-1851638

STATEMENT 9 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
HOSPICE OF FREDERICK COUNTY P.O. BOX 1799 FREDERICK, MD 21702	NONE	PUBLIC	CHARITABLE PURPOSES NO RESTRICTIONS	\$ 3,000.
THE LAWSON HOUSE YMCA 30 W. CHICAGO AVENUE CHICAGO, IL 60610	NONE	PUBLIC	CHARITABLE PURPOSES NO RESTRICTIONS	20,000.
LEWIS & FLOORWAX KIDS FOUND. 3609 S. WADSWORTH BLVD, SUITE 550 LAKEWOOD, CO 80235	NONE	PUBLIC	CHARITABLE PURPOSES NO RESTRICTIONS	10,000.
DAYS END FARM HORSE FARM P.O. BOX 309 LISBON, MD 21765	NONE	PUBLIC	CHARITABLE PURPOSES NO RESTRICTIONS	2,000.
MICHIGAN TECH.UNIVERSITY FUND 1400 TOWNSEND DRIVE HOUGHTON, MI 49931	NONE	PUBLIC	CHARITABLE PURPOSES NO RESTRICTIONS	10,000.
UNIVERSITY OF PENNSYLVANIA 3451 WALNUT STREET, ROOM 433 PHILADELPHIA, PA 19104	NONE	PUBLIC	CHARITABLE PURPOSES NO RESTRICTIONS	5,000.
CCFA 4085 CHAIN BRIDGE ROAD, SUITE 201 FAIRFAX, VA 22030	NONE	PUBLIC	CHARITABLE PURPOSES NO RESTRICTIONS	3,000.
THE BARKER FOUNDATION 7979 OLD GEORGETOWN ROAD BETHESDA, MD 20814	NONE	PUBLIC	CHARITABLE PURPOSES NO RESTRICTIONS	2,000.
USHMM 100 RAOUL WALLENBERG PLACE, SW WASHINGTON, DC 20024	NONE	PUBLIC	CHARITABLE PURPOSES NO RESTRICTIONS	2,000.
THE KENNEDY CENTER P.O. BOX 101510 ARLINGTON, VA 22210	NONE	PUBLIC	CHARITABLE PURPOSES NO RESTRICTIONS	5,000.
THE COMMUNITY FOUND. OF FREDERICK COUNTY 312 E. CHURCH STREET FREDERICK, MD 21701	NONE	PUBLIC	CHARITABLE PURPOSES	2,000.

THE GEORGE L. SHIELDS FOUNDATION, INC.
C/O ROBERT M. REINER, TREASURER

52-1851638

STATEMENT 9 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
CASEY CARES FOUNDATION 3918 VERO ROAD, SUITE C BALTIMORE, MD 21227	NONE	PUBLIC	CHARITABLE PURPOSES	\$ 23,000.
GIRLS, INC. 626 WASHINGTON AVENUE HAGERSTOWN, MD 21740	NONE	PUBLIC	CHARITABLE PURPOSES	5,000.
REACH CAREGIVERS 140 W. FRANKLIN STREET, SUITE 300 HAGERSTOWN, MD 21740	NONE	PUBLIC	CHARITABLE PURPOSES	5,000.
HOOD COLLEGE 401 ROSEMONT AVENUE FREDERICK, MD 21701	NONE	PUBLIC	CHARITABLE PURPOSES	20,000.
LEGAL AID BUREAU, INC - MID W. MARYLAND 22 SOUTH MARKET STREET, SUITE 11 FREDERICK, MD 21701	NONE	PUBLIC	CHARITABLE PURPOSES	10,000.
HABITAT FOR HUMANITY OF FREDERICK COUNTY 2 EAST CHURCH STREET, 3RD FLOOR FREDERICK, MD 21701	NONE	PUBLIC	CHARITABLE PURPOSES	20,000.
DENVER INNER CITY PARISH 1212 MARIPOSA STREET DENVER, CO 80204	NONE	PUBLIC	CHARITABLE PURPOSES	10,000.
JUVENILE DIABETES RESEARCH FOUNDATION 1400 K STREET, NW, SUITE 725 WASHINGTON, DC 20005	NONE	PUBLIC	CHARITABLE PURPOSES	2,000.
OPPORTUNITY PROJECT . INC. 60 EAST WILLOW STREET MILBURN, NJ 07041	NONE	PUBLIC	CHARITABLE PURPOSES	1,500.
XTREME ACRO PARENT ASSOCIATION 20-E SOUTHLAWN COURT ROCKVILLE, MD 20850	NONE	PUBLIC	CHARITABLE PURPOSES	2,500.
CHILDREN'S HOSPITAL FOUNDATION 801 ROEDER ROAD, SUITE 300 SILVER SPRING, MD 20910	NONE	PUBLIC	CHARITABLE PURPOSES	8,000.

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STATEMENT 9 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
SUBURBAN HOSPITAL FOUNDATION 8600 OLD GEORGETOWN ROAD BETHESDA, MD 20814	NONE	PUBLIC	CHARITABLE PURPOSES	\$ 3,000.
TOTAL				\$ <u>1,431,000.</u>