Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning , 2010, and ending , 20

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

Name of foundation: CITYBRIDGE FOUNDATION

A Employer identification number: 52-1870074

Number and street (or P O box number if mail is not delivered to street address): 600 NEW HAMPSHIRE AVENUE, NW

Room/suite: 800

B Telephone number (see page 10 of the instructions): (202) 672-5600

City or town, state, and ZIP code: WASHINGTON, DC 20037

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ☐

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 6,609,517.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	240,000			
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	14,827.	14,827.		
	4 Dividends and interest from securities	0.	59,220.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		877,982.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	3,350.	-47,380.		ATCH 1
	12 **Total.** Add lines 1 through 11	258,177.	904,649.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	135,361.			
	14 Other employee salaries and wages	619,831.			
	15 Pension plans, employee benefits	110,619.			
	16a Legal fees (attach schedule) ATCH 2	7,524.	0.	0.	952.
	b Accounting fees (attach schedule) ATCH 3	14,467.	7,234.	0.	0.
	c Other professional fees (attach schedule) *	151,924.	94,721.	0.	21,038.
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) **	1,500.	4,670.	0.	0.
	19 Depreciation (attach schedule) and depletion	22,294.			
	20 Occupancy				
	21 Travel, conferences, and meetings	79,908.			67,319.
	22 Printing and publications	16,443.			5,549.
	23 Other expenses (attach schedule) ATCH 6	103,293.	5,686.		59,527.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	1,263,164.	112,311.	0.	154,385.
	25 Contributions, gifts, grants paid	3,196,099.			3,196,099.
	26 **Total expenses and disbursements** Add lines 24 and 25	4,459,263.	112,311.	0.	3,350,484.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-4,201,086.			
	b **Net investment income** (if negative, enter -0-)		792,338.		
	c **Adjusted net income** (if negative, enter -0-)				

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For Paperwork Reduction Act Notice, see page 30 of the instructions. *ATCH 4 JSA ** ATCH 5

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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets 1	Cash - non-interest-bearing	500.	500.	500.
2	Savings and temporary cash investments	5,166,742.	982,020.	982,020.
3	Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments - U S and state government obligations (attach schedule)			
b	Investments - corporate stock (attach schedule)			
c	Investments - corporate bonds (attach schedule)			
11	Investments - land, buildings, and equipment basis ▶ 155,186.			
	Less accumulated depreciation (attach schedule) ▶ 53,674.	103,798.	101,512.	101,512.
12	Investments - mortgage loans			
13	Investments - other (attach schedule) ATCH 7	4,589,458.	5,525,401.	5,525,401.
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶ ATCH 8)	581.	84.	84.
16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	9,861,079.	6,609,517.	6,609,517.
Liabilities 17	Accounts payable and accrued expenses	85,000.	6,196.	
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons	7,251.	4,916.	
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)	92,251.	11,112.	
Net Assets or Fund Balances	**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. ▶ [X]			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	9,768,828.	6,598,405.	
30	**Total net assets or fund balances** (see page 17 of the instructions)	9,768,828.	6,598,405.	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	9,861,079.	6,609,517.	

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	9,768,828.
2	Enter amount from Part I, line 27a	2	-4,201,086.
3	Other increases not included in line 2 (itemize) ▶ ATTACHMENT 9	3	1,030,663.
4	Add lines 1, 2, and 3	4	6,598,405.
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	6,598,405.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE PART IV SCHEDULE			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

	(i) F.M V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7	2	877,982.
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 pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	3,039,477.	6,528,698.	0.465556
2008	3,565,424.	1,220,153.	2.922112
2007	2,618,059.	2,898,378.	0.903284
2006	2,533,429.	4,369,103.	0.579851
2005	1,184,526.	6,300,231.	0.188013

2	**Total** of line 1, column (d)	2	5.058816
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	1.011763
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	8,428,287.
5	Multiply line 4 by line 3	5	8,527,429.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	7,923.
7	Add lines 5 and 6	7	8,535,352.
8	Enter qualifying distributions from Part XII, line 4	8	3,350,484.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1 . . . Date of ruling or determination letter: ____________ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [ ] and enter 1% of Part I, line 27b	1	15,847.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	15,847.
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	15,847.
6	Credits/Payments:		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 — 6a: 3,713.		
b	Exempt foreign organizations-tax withheld at source — 6b: 0.		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 19,000.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	22,713.
8	Enter any **penalty** for underpayment of estimated tax. Check here [ ] if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	6,866.
11	Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶ 6,866. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		X
	If "Yes," attach a detailed description of the activities			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
	If "Yes," attach the statement required by General Instruction T			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of 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 *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ DEBRA CARRIERE Telephone no. ▶ 202-266-6742

Located at ▶ 600 NEW HAMPSHIRE AVENUE, NW WASHINGTON, DC ZIP + 4 ▶ 20037

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

		Line	Yes	No
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?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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.

		Check	Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☒ Yes ☐ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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 ▶				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see page 22 of the instructions.)		2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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		
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

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 [X] 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 [X] No

(3) Provide a grant to an individual for travel, study, or other similar purposes? [ ] Yes [X] No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) [ ] Yes [X] 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 [X] No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? — 5b

Organizations relying on a current notice regarding disaster assistance check here ▶ [ ]

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? [ ] Yes [ ] No

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? [ ] Yes [X] No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? — 6b — No: 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 [X] No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? — 7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DAVID BRADLEY WASHINGTON, DC	VP, SECRETARY, TREASURER 1.00	0.	0.	0.
KATHERINE BRADLEY WASHINGTON, DC	PRESIDENT 40.00	0.	0.	0.
SPENCER BRADLEY WASHINGTON, DC	DIRECTOR 1.00	0.	0.	0.
MIEKA WICK WASHINGTON, DC	EXECUTIVE DIRECTOR 40.00	130,236.	5,125.	0.

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ANNIE LINEHAN WASHINGTON, DC	DIR, SERVICE CORPS 40.00	87,143.	3,328.	0.
ARTHUR MCKEE WASHINGTON, DC	DIR, PORT DEV 40.00	124,277.	12,847.	0.
JENNIFER DAVIS WASHINGTON, DC	PROGRAM MANAGER 40.00	63,123.	3,798.	0.
ANNA WILLIAMSON WASHINGTON, DC	PROGRAM MANAGER 40.00	49,793.	4,068.	0.
LINDSAY LUTHE WASHINGTON, DC	PROGRAM MANAGER 40.00	47,875.	3,650.	0.

Total number of other employees paid over $50,000 ▶ NONE

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
Total number of others receiving over $50,000 for professional services ▶		NONE

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

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 CHILD PROTECTION UNIT, MANILA-TO FUND A TREATMENT, REFERRAL, AND EXAMINATION CENTER FOR ABUSED & NEGLECTED CHILDREN AND TO TRAIN CHILD PROTECTION PROFESSIONALS.	180,000.
2 SERVICECORPS - TO FUND A VOLUNTEER PLACEMENT PROGRAM AND PROVIDE GRANTS TO NONPROFITS IN THE WASHINGTON, DC METROPOLITAN AREA. ACTIVITY DISCONTINUED AFTER 2010.	107,385.
3 EDUCATION INITIATIVE - FUNDS PROGRAMS PRIMARILY IN WASHINGTON, DC THAT WORK TO BUILD AND SUSTAIN A GREAT SYSTEM OF SCHOOLS.	2,870,231.
4	

Part IX-B **Summary of Program-Related Investments** (see page 24 of the instructions)

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

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

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	
b	Average of monthly cash balances	1b	3,031,236.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	5,525,401.
d	**Total** (add lines 1a, b, and c)	1d	8,556,637.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) **1e**		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	8,556,637.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	128,350.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	8,428,287.
6	**Minimum investment return.** Enter 5% of line 5	6	421,414.

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

1	Minimum investment return from Part X, line 6			1	421,414.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	15,847.		
b	Income tax for 2010 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	15,847.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	405,567.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	405,567.
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	405,567.

Part XII **Qualifying Distributions** (see page 25 of the 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	3,350,484.
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	0.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	3,350,484.
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 page 26 of the instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	3,350,484.

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

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

		(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1	Distributable amount for 2010 from Part XI, line 7				405,567.
2	Undistributed income, if any, as of the end of 2010				
a	Enter amount for 2009 only			0.	
b	Total for prior years 20 08 ,20 07 ,20 06		0.		
3	Excess distributions carryover, if any, to 2010:				
a	From 2005				
b	From 2006 1,312,487.				
c	From 2007 2,506,168.				
d	From 2008				
e	From 2009 2,727,299.				
f	**Total** of lines 3a through e	6,545,954.			
4	Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 3,350,484.				
a	Applied to 2009, but not more than line 2a			0.	
b	Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		0.		
c	Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d	Applied to 2010 distributable amount				405,567.
e	Remaining amount distributed out of corpus	2,944,917.			
5	Excess distributions carryover applied to 2010 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	9,490,871.			
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				
d	Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions		0.		
e	Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions			0.	
f	Undistributed income for 2010 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				0.
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8	Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)				
9	**Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	9,490,871.			
10	Analysis of line 9				
a	Excess from 2006 1,312,487.				
b	Excess from 2007 2,506,168.				
c	Excess from 2008				
d	Excess from 2009 2,727,299.				
e	Excess from 2010 2,944,917.				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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 page 28 of the instructions.)

1 **Information Regarding Foundation Managers:**

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

ATTACHMENT 10

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

NONE

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

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

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

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)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
STATEMENT 11				3,196,099.
Total ▶ **3a**				3,196,099.
b Approved for future payment				
Total ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See page 28 of the instructions.)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	14,827.	
4 Dividends and interest from securities					
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			15	3,330.	
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b CLASS ACTION SETTLEMENT			01	20.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				18,177.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 18,177.

(See worksheet in line 13 instructions on page 29 to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of the instructions.)
	NOT APPLICABLE

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

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

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

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

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

Kathleen B Brady | 11/11/11 | President

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
DAVID J. TRIMNER		11-10-2011		
Firm's name ▶ ARGY, WILTSE & ROBINSON, P.C.			Firm's EIN ▶	
Firm's address ▶ 8405 GREENSBORO DRIVE, 7TH FLOOR MCLEAN, VA 22102			Phone no 703-893-0600	

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
CITYBRIDGE FOUNDATION

Employer identification number
52-1870074

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 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 its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization CITYBRIDGE FOUNDATION

Employer identification number 52-1870074

Part I **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	CORPORATE EXECUTIVE BOARD 2000 PENNSYLVANIA AVENUE, NW WASHINGTON, DC 20006	$ 65,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
2	ATLANTIC MEDIA COMPANY 600 NEW HAMPHIRE AVE., NW WASHINGTON, DC 20037	$ 20,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
3	ACUMEN SOLUTIONS 8614 WESTWOOD CENTER DRIVE, SUITE 700 VIENNA, VA 22182	$ 60,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
4	CAPITAL SOURCE FINANCE LLC 5404 WISCONSIN AVENUE, SECOND FLOOR CHEVY CHASE, MD 20815	$ 75,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
5	GLOVER PARK GROUP LLC 1025 F ST NW, 9TH FLOOR WASHINGTON, DC 20004	$ 20,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Form **8868** (Rev January 2011)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits*

Part I **Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

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

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

Type or print	Name of exempt organization	**Employer identification number**
File by the due date for filing your return See instructions	CITYBRIDGE FOUNDATION	52-1870074
	Number, street, and room or suite no If a P O box, see instructions 600 NEW HAMPSHIRE AVENUE, NW	
	City, town or post office, state, and ZIP code For a foreign address, see instructions WASHINGTON, DC 20037	

Enter the Return code for the return that this application is for (file a separate application for each return) . . . . [0|4]

Application Is For	**Return Code**	**Application Is For**	**Return Code**
Form 990	01	Form 990-T (corporation)	07
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

- The books are in the care of ▶ DEBRA CARRIERE

Telephone No ▶ 202 266-6742 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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15 , 20 11 , to file the exempt organization return for the organization named above The extension is for the organization's return for

▶ [X] calendar year 20 10 or

▶ [ ] tax year beginning ______, 20 ___, and ending ______, 20 ___

2 If the tax year entered in line 1 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	**3a**	$ 22,713.
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	**3b**	$ 3,713.
c	**Balance Due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	**3c**	$ 19,000.

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

For Paperwork Reduction Act Notice, see Instructions. Form **8868** (Rev 1-2011)

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- 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		
File by the extended due date for filing your return See instructions	Name of exempt organization CITYBRIDGE FOUNDATION	Employer identification number 52-1870074
	Number, street, and room or suite no If a P.O box, see instructions. 600 NEW HAMPSHIRE AVENUE, NW	
	City, town or post office, state, and ZIP code For a foreign address, see instructions WASHINGTON, DC 20037	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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 ▶ DEBRA CARRIERE
  Telephone No ▶ 202 266-6742 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 11/15, 20 11

5 For calendar year 2010, or other tax year beginning ______, 20__, and ending ______, 20__

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 REQUIRED TO GATHER THE INFORMATION NECESSARY TO FILE 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**	$ 22,713.
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**	$ 22,713.
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 ▶ [signature] Title ▶ TAX PREPARER Date ▶ 8-9-2011

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					329,770.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					548,212.	
TOTAL GAIN(LOSS)		....					877,982.	

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

INVESTMENTS - OTHER & DEPRECIATION EXPENSE
FORM 990PF PART I, LINE 19 & PART II, LINE 14

FURNITURE, FIXTURE & EQUIPMENT	155,186
EQUALS: TOTAL FIXED ASSETS	155,186
LESS: ACCUMULATED DEPRECIATION	(53,674)
EQUALS: NET PROPERTY AND EQUIPMENT	101,512

DEPRECIATION IS CALCULATED ON A STRAIGHT-LINE BASIS OVER EACH ASSET'S ESTIMATED USEFUL LIFE. THE DEPRECIATION EXPENSE WAS $22,294 FOR THE TAX YEAR.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ROYALTY INCOME	3,330.	3,330.
CLASS ACTION SETTLEMENT	20.	0.
OTHER PORTFOLIO INCOME	0.	-50,710.
TOTALS	3,350.	-47,380.

ATTACHMENT 2

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES	7,524.			952.
TOTALS	7,524.	0.	0.	952.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES	14,467.	7,234.		
TOTALS	14,467.	7,234.	0.	0.

ATTACHMENT 4

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
CONSULTANTS	57,203.	0.	0.	21,038.
MANAGEMENT FEES	94,721.	94,721.	0.	0.
TOTALS	151,924.	94,721.	0.	21,038.

ATTACHMENT 5

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
FOREIGN TAXES	0.	4,670.	0.	0.
EXCISE TAX	1,500.	0.	0.	0.
TOTALS	1,500.	4,670.	0.	0.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
SUPPLIES	30,617.		24,559.
BUSINESS GIFTS	3,886.		2,185.
PARKING EXPENSE	8,607.		3,048.
DATABASE SERVICES	1,596.		209.
MEMBERSHIP DUES	9,669.		169.
BANK SERVICE CHARGES	1,088.		0.
TELEPHONE	10,127.		4,121.
MISC OPERATING EXPENSES	205.	5,685.	5.
POSTAGE & SHIPPING	1,148.		196.
TECHNOLOGY SERVICES	25,035.		25,035.
FILING FEES	833.		0.
BUSINESS INSURANCE	10,438.		0.
	44.		0.
TOTALS	103,293.	5,685.	59,527.

ATTACHMENT 7

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
LONE CASCADE, LP	3,391,817.	3,391,817.
LONE DRAGON PINE, LP	2,133,584.	2,133,584.
TOTALS	5,525,401.	5,525,401.

ATTACHMENT 8

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
MISC RECEIVABLE	84.	84.
TOTALS	84.	84.

ATTACHMENT 9

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

DESCRIPTION	AMOUNT
CHANGE IN FMV OF INVESTMENTS	1,030,663.
TOTAL	1,030,663.

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

KATHERINE BRADLEY
DAVID BRADLEY

FORM 990PF, PART XV, LINE 3A - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Payee	Street Address	2nd Address	City	State	Zip Code	Amount	Purpose
Achievement Prep Academy	908 Wahler Place SE	908 Wahler Place SE	Washington	DC	20032	500.00	Service Grant
America's Promise	1110 Vermont Avenue NW	Suite 900	Washington	DC	20005	25,000.00	Education Grant
Appletree Institute for Education Innovation	415 Michigan Avenue NE	3rd Floor	Washington	DC	20017	10,000.00	Education Grant
Boston Teacher Residency	6 Beacon Street	Suite 615	Boston	MA	02108	2,500.00	Education Grant
Capital Partners for Education	1413 K Street NW	2nd Floor	Washington	DC	20005	5,000.00	One City Grant
Center for Education Reform	4825 Bethesda Ave	Suite 220	Bethesda	MD	20814	5,000.00	Education Grant
CentroNia	1420 Columbia Road NW		Washington	DC	20009	2,500.00	Education Grant
Cesar Chavez Public Charter High School	709 12th Street SE		Washington	DC	20003	1,000.00	One City Grant
Child Protection Unit Network Organization	Ermita, Manila, Philippines		N/A	N/A	N/A	80,925.00	International Grant
Child Protection Unit Network Organization	Ermita, Manila, Philippines		N/A	N/A	N/A	80,925.00	International Grant
Children's Defense Fund	25 E Street NW		Washington	DC	20001	2,500.00	One City Grant
City Year DC	918 U Street NW	2nd Floor	Washington	DC	20001	20,000.00	Service Grant
City Year DC	918 U Street NW	2nd Floor	Washington	DC	20001	25,000.00	One City Grant
College Success Foundation	1220 12th Street SE	Suite 110	Washington	DC	20003	5,000.00	Education Grant
Communities in Schools of the Nation's Capital	3121 South Street NW		Washington	DC	20007	2,500.00	One City Grant
Community of Hope	1413 Girard Street NW		Washington	DC	20009	5,000.00	One City Grant
DC College Access Program	1029 Vermont Ave NW	#500	Washington	DC	20005	10,000.00	Education Grant
DC Hunger Solutions	1875 Connecticut Ave NW	Suite 540	Washington	DC	20009	5,000.00	Education Grant
DC Preparatory Academy	707 Edgewood Street NE		Washington	DC	20017	25,000.00	Education Grant
DC Public Education Fund	1534 14th Street NW		Washington	DC	20005	222,029.75	Education Grant
DC Public Education Fund	1534 14th Street NW		Washington	DC	20005	10,525.00	Education Grant
DC Public Education Fund	1534 14th Street NW		Washington	DC	20005	5,880.00	Education Grant
DC Public Education Fund - Standing Ovation	1534 14th Street NW		Washington	DC	20005	100,000.00	Education Grant
DC School Reform Now	1730 Massachusetts Ave NW		Washington	DC	20036	25,000.00	Education Grant
DC School Reform Now	1730 Massachusetts Ave NW		Washington	DC	20036	250.00	Holiday Gift
DC School Reform Now	1730 Massachusetts Ave NW		Washington	DC	20036	3,675.00	Education Grant
Don Bosco Cristo Rey High School	1010 Larch Avenue		Takoma Park	MD	20912	2,500.00	Education Grant
Duke Ellington School of the Arts	3500 R Street NW		Washington	DC	20007	5,000.00	Education Grant
E.L. Haynes Public Charter School	3029 14th Street NW		Washington	DC	20009	250.00	Holiday Gift
E.L. Haynes Public Charter School	3029 14th Street NW		Washington	DC	20009	10,000.00	Education Grant
Economic Club of Washington	1156 15th Street NW	Suite 600	Washington	DC	20005	3,425.00	Event Sponsorship
Economic Club of Washington	1156 15th Street NW	Suite 600	Washington	DC	20005	2,500.00	Event Sponsorship
Education Reform Now	928 Broadway	Suite 505	New York	NY	10010	5,000.00	Education Grant
Emory University	201 Dowman Drive		Atlanta	GA	30322	50,000.00	Brittain Scholarship
Excel Academy Public Charter School	2501 MLK Jr Ave SE		Washington	DC	20020	5,000.00	Education Grant
Fight for Children	1825 K Street NW	Suite 1080	Washington	DC	20006	50,000.00	Education Grant
FOCUS	2120 16th Street NW	Suite 204	Washington	DC	20009	5,000.00	Education Grant
For Love of Children	1816 12th Street NW		Washington	DC	20009	500.00	Holiday Gift
Friends of Choice in Urban Schools	1436 U Street NW	Suite 204	Washington	DC	20009	2,500.00	Event Sponsorship
Friendship Public Charter School	120 Q Street NE	Suite 200	Washington	DC	20002	10,000.00	Education Grant
Grantmakers for Education	720 SW Washington Street	Suite 605	Portland	OR	97205	50.00	Direct Donation
Higher Achievement Program	317 8th Street NE		Washington	DC	20002	500.00	Service Grant
Higher Achievement Program	317 8th Street NE		Washington	DC	20002	5,000.00	Event Sponsorship
Horizons Greater Washington	3000 Cathedral Ave NW		Washington	DC	20008	2,500.00	Event Sponsorship
Jubilee Jumpstart	1640 Columbia Road NW	2nd Floor	Washington	DC	20009	500.00	Holiday Gift
Jumpstart	808 Congress Street	6th Floor	Boston	MA	02210	145,394.74	Education Grant
Jumpstart	808 Congress Street	6th Floor	Boston	MA	02210	104,605.26	Education Grant
KaBOOM!	4455 Connecticut Ave NW	Suite B100	Washington	DC	20008	1,000.00	Service Grant
KIPP DC	910 17th Street NW	Suite 1050	Washington	DC	20006	81,250.00	Education Grant
KIPP DC	910 17th Street NW	Suite 1050	Washington	DC	20006	81,250.00	Education Grant
KIPP DC	910 17th Street NW	Suite 1050	Washington	DC	20006	81,250.00	Education Grant
KIPP DC	910 17th Street NW	Suite 1050	Washington	DC	20006	81,250.00	Education Grant
KIPP DC	910 17th Street NW	Suite 1050	Washington	DC	20006	12,000.00	Education Grant
KIPP DC - Capital Teaching Fellows	910 17th Street NW	Suite 1050	Washington	DC	20006	60,000.00	Education Grant
KIPP DC - Capital Teaching Fellows	910 17th Street NW	Suite 1050	Washington	DC	20006	40,000.00	Education Grant
KIPP LA	445 South Figueroa St	#2580	Los Angeles	CA	90071	10,000.00	Direct Donation
KIPP Polaris Academy for Boys	9636 Mesa Drive		Houston	TX	77078	10,000.00	Direct Donation
LIFT	800 7th Street NW	Suite 300	Washington	DC	20001	5,000.00	One City Grant
Make it Right Foundation	PO Box 58009		New Orleans	LA	70158	500.00	Holiday Gift
Miriam's Kitchen	2401 Virginia Ave NW		Washington	DC	20037	1,000.00	Service Grant
National Academy of Sciences	500 5th Street NW		Washington	DC	20001	5,000.00	Education Grant
Network for Teaching Entrepreneurship	101 1/2 South Union Street		Alexandria	VA	22314	1,000.00	Education Grant
NewFutures	3801 Taylor Street		Chevy Chase	MD	20815	15,000.00	Education Grant
New Leaders Inc	30 West 26th Street	2nd Floor	New York	NY	10010	500.00	Service Grant
New Schools Venture Fund	49 Stevenson Street	#575	San Francisco	CA	94105	15,000.00	Education Grant
New Schools Venture Fund	49 Stevenson Street	#575	San Francisco	CA	94105	333,000.00	Education Grant
New Schools Venture Fund	49 Stevenson Street	#575	San Francisco	CA	94105	10,000.00	Education Grant

Payee	Street Address	2nd Address	City	State	Zip Code	Amount	Purpose
Paralyzed Veterans of America	801 Eighteenth Street NW		Washington	DC	20006	250.00	Holiday Gift
PreK for All DC	1834 11th Street NW		Washington	DC	20001	5,000.00	Education Grant
Princeton Project 55	12 Stockton Street		Princeton	NJ	08540	500.00	Holiday Gift
Reach Inc	1377 North Carolina Ave NE		Washington	DC	20002	5,000.00	One City Grant
Scholar Academies	900 North Marshall Street		Philadelphia	PA	19123	76,000.00	Education Grant
See Forever Foundation	Maya Angelou Public Charter	1436 U Street NW, #	Washington	DC	20009	2,500.00	Education Grant
SEED Foundation	1776 Massachusetts Ave NW	Suite 600	Washington	DC	20036	10,000.00	Education Grant
Septima Clark Public Charter School	2501 MLK Jr Ave SE		Washington	DC	20020	500.00	Holiday Gift
Septima Clark Public Charter School	2501 MLK Jr Ave SE		Washington	DC	20020	10,000.00	Education Grant
Septima Clark Public Charter School	2501 MLK Jr Ave SE		Washington	DC	20020	10,000.00	Education Grant
Stand for Children Leadership Center	516 SE Morrison Street	Suite 420	Portland	OR	97214	17,000.00	Education Grant
Strive for College Collaborative	3089 22nd Street	Suite 301	San Francisco	CA	94110	5,000.00	One City Grant
Teach for America	1413 K Street NW	7th Floor	Washington	DC	20005	180,000.00	Education Grant
Teach for America	1413 K Street NW	7th Floor	Washington	DC	20005	180,000.00	Education Grant
Teach for America	1413 K Street NW	7th Floor	Washington	DC	20005	180,000.00	Education Grant
The River School	4880 MacArthur Blvd, NW	ATTN: Jennifer Lyn	Washington	DC	20007	2,164.27	Direct Donation
Turn Around for Children	25 West 45th Street	6th Floor	New York	NY	10036	360,000.00	Education Grant
Turn Around for Children	25 West 45th Street	6th Floor	New York	NY	10036	200,000.00	Education Grant
Washington Jesuit Academy	900 Varnum Street NE		Washington	DC	20017	250.00	Holiday Gift
Washington Jesuit Academy	900 Varnum Street NE		Washington	DC	20017	10,000.00	Education Grant
Washington Monthly	1200 18th Street NW	Suite 330	Washington	DC	20036	1,000.00	Event Sponsorship
Washington Tennis and Education Foundation	16th & Kennedy Streets NW		Washington	DC	20011	2,500.00	One City Grant
Year Up	c/o OAI	2801 M Street NW	Washington	DC	20007	2,500.00	Event Sponsorship
Zero to Three	2000 M Street NW	Suite 200	Washington	DC	20036	1,000.00	Education Grant
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