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

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

For calendar year **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 **CLARK-WINCHCOLE FOUNDATION** **A** Employer identification number **52-6058340**

Number and street (or P O box number if mail is not delivered to street address) **3 BETHESDA METRO CENTER** Room/suite **550** **B** Telephone number (see page 10 of the instructions) **(301) 654-3607**

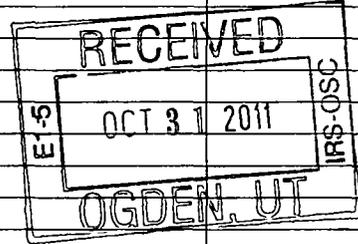
City or town, state, and ZIP code **BETHESDA, MD 20814-5358**

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ **100,742,174.** **J** Accounting method Cash Accrual
 Other (specify) _____ (Part I, column (d) must be on cash basis.)

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)	0.			
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	487.	487.		
4	Dividends and interest from securities	1,883,082.	1,883,082.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	2,181,340.			
b	Gross sales price for all assets on line 6a	27,299,436.			
7	Capital gain net income (from Part IV, line 2)		2,181,340.		
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)	9,918.	9,918.		
11	Other income (attach schedule)	4,074,827.	4,074,827.		ATCH 1
12	Total Add lines 1 through 11	250,000.	100,000.		150,000.
13	Compensation of officers, directors, trustees, etc.	89,000.			89,000.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule) ATCH 2	9,603.	4,802.	0.	4,801.
b	Accounting fees (attach schedule) ATCH 3	71,902.	35,951.	0.	35,951.
c	Other professional fees (attach schedule) *	594,048.	594,048.		
17	Interest. ATTACHMENT 5	288.	288.		
18	Taxes (attach schedule) (see page 14 of the instructions) *	34,562.	27,753.		6,809.
19	Depreciation (attach schedule) and depletion	2,877.			
20	Occupancy	47,977.	23,988.		23,989.
21	Travel, conferences, and meetings	980.	490.		490.
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 7	19,391.	8,191.		11,200.
24	Total operating and administrative expenses. Add lines 13 through 23	1,120,628.	795,511.	0.	322,240.
25	Contributions, gifts, grants paid	4,813,000.			4,813,000.
26	Total expenses and disbursements Add lines 24 and 25	5,933,628.	795,511.	0.	5,135,240.
27	Subtract line 26 from line 12	-1,858,801.	3,279,316.		
a	Excess of revenue over expenses and disbursements				
b	Net investment income (if negative, enter -0-)				
c	Adjusted net income (if negative, enter -0-)				



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1	Cash - non-interest-bearing		108,001.	123,997.	123,997.	
	2	Savings and temporary cash investments		6,826,013.	4,487,379.	4,487,379.	
	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) **			1,730,322.	834,510.	834,510.
	b	Investments - corporate stock (attach schedule) ATCH 9			82,117,493.	92,146,917.	92,146,917.
	c	Investments - corporate bonds (attach schedule) ATCH 10			1,516,643.	431,439.	431,439.
	11	Investments - land, buildings, and equipment basis					
	Less accumulated depreciation (attach schedule)						
12	Investments - mortgage loans						
13	Investments - other (attach schedule) ATCH 11			1,570,780.	2,671,979.	2,671,979.	
14	Land, buildings, and equipment basis			93,752.			
	Less accumulated depreciation (attach schedule)			69,684.			
15	Other assets (describe ATCH 13)			1,279,165.	21,885.	21,885.	
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)			95,175,362.	100,742,174.	100,742,174.	
Liabilities	17	Accounts payable and accrued expenses					
	18	Grants payable					
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable (attach schedule)					
	22	Other liabilities (describe)					
23	Total liabilities (add lines 17 through 22)				0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.						
	24	Unrestricted		95,175,362.	100,742,174.		
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>						
	27	Capital stock, trust principal, or current funds					
	28	Paid-in or capital surplus, or land, bldg, and equipment fund					
29	Retained earnings, accumulated income, endowment, or other funds						
30	Total net assets or fund balances (see page 17 of the instructions)			95,175,362.	100,742,174.		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)			95,175,362.	100,742,174.		

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	95,175,362.
2	Enter amount from Part I, line 27a	2	-1,858,801.
3	Other increases not included in line 2 (itemize) ATTACHMENT 14	3	7,425,613.
4	Add lines 1, 2, and 3	4	100,742,174.
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	100,742,174.

**ATCH 8

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) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
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	2,181,340.	
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	5,303,094.	83,061,409.	0.063845
2008	6,646,710.	103,182,516.	0.064417
2007	5,138,933.	122,605,474.	0.041914
2006	5,058,669.	114,413,185.	0.044214
2005	5,301,997.	107,494,135.	0.049324
2 Total of line 1, column (d)			2 0.263714
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 0.052743
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 92,052,598.
5 Multiply line 4 by line 3			5 4,855,130.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 32,793.
7 Add lines 5 and 6			7 4,887,923.
8 Enter qualifying distributions from Part XII, line 4 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			8 5,135,240.

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	32,793.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0.
3	Add lines 1 and 2	3	32,793.
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	32,793.
6	Credits/Payments		
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	136,285.
b	Exempt foreign organizations-tax withheld at source	6b	0.
c	Tax paid with application for extension of time to file (Form 8868)	6c	0.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	136,285.
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	103,492.
11	Enter the amount of line 10 to be Credited to 2011 estimated tax <input type="checkbox"/> 103,492. Refunded <input type="checkbox"/>	11	

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
1 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)? <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
1 c Did the foundation file Form 1120-POL for this year?		X
2 Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ _____ (2) On foundation managers ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____		
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
4 b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <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, col (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ DC, MD,		
8 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? <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 on page 27)? <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>		X

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
14 The books are in care of W. CRAIG THOMPSON, TREASURER Telephone no 301-654-3607
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here
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?

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

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

1a During the year did the foundation (either directly or indirectly)
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(6) Agree to pay money or property to a government official?
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)?
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?
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?
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?
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?
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?
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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?

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

5a . During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No

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

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

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 15		250,000.	-0-	-0-

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 16		89,000.	0.	0.

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATTACHMENT 17		615,847.

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 N/A	

2	

3	

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 N/A	

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	86,482,639.
b	Average of monthly cash balances	1b	6,949,890.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	21,885.
d	Total (add lines 1a, b, and c)	1d	93,454,414.
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	93,454,414.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	1,401,816.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	92,052,598.
6	Minimum investment return. Enter 5% of line 5	6	4,602,630.

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	4,602,630.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	32,793.
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	32,793.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	4,569,837.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	4,569,837.
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	4,569,837.

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	5,135,240.
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	5,135,240.
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	32,793.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	5,102,447.

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				4,569,837.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only				
b Total for prior years 20 08, 20 07, 20 06				
3 Excess distributions carryover, if any, to 2010				
a From 2005				
b From 2006				
c From 2007				
d From 2008 866,790.				
e From 2009 1,168,174.				
f Total of lines 3a through e	2,034,964.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 5,135,240.				
a Applied to 2009, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2010 distributable amount				4,569,837.
e Remaining amount distributed out of corpus	565,403.			
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	2,600,367.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions				
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				
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	2,600,367.			
10 Analysis of line 9				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008 866,790.				
d Excess from 2009 1,168,174.				
e Excess from 2010 565,403.				

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

Empty box for ruling date

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or 4942(j)(5)

Table with columns: Tax year (a) 2010, Prior 3 years (b) 2009, (c) 2008, (d) 2007, (e) Total. Rows include 2a-e (Qualifying distributions) and 3a-d (Alternative tests).

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))

NONE

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

NONE

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

Check here [] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds

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

ATTACHMENT 18

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

SEE ATTACHMENT 18.

c Any submission deadlines:

SEE ATTACHMENT 18.

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

SEE ATTACHMENT 18.

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)				
<p>a <i>Paid during the year</i></p> <p>ATTACHMENT 19</p>				
Total				4,813,000.
<p>b <i>Approved for future payment</i></p>				
Total				

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

- 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... a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash (2) Other assets b Other transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains '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

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Row 1 contains 'N/A'.

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

Paid Preparer Use Only Print/Type preparer's name, Preparer's signature, Date, Title, Check if self-employed, PTIN, Firm's name, Firm's address, Firm's EIN, Phone no

**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 CAPITAL GAIN DIVIDENDS					2,972.	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					11,405.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					45,312.	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					9,484.	
27297243.		SALE-PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES 25214233.				P	VARIOUS 2,083,010.	VARIOUS
29,157.		GAIN - CLASS ACTION SETTLEMENT RECEIPTS PROPERTY TYPE: SECURITIES				P	VARIOUS 29,157.	VARIOUS
TOTAL GAIN (LOSS)							<u>2,181,340.</u>	

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
ORDINARY INCOME, K-1 PASS THROUGH SEE ATTACHMENT 20	9,918.	9,918.
TOTALS	<u>9,918.</u>	<u>9,918.</u>

ATTACHMENT 2

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
SCRIBNER, HALL & THOMPSON, LLP SEE ATTCH 15	9,603.	4,802.		4,801.
TOTALS	<u>9,603.</u>	<u>4,802.</u>	<u>0.</u>	<u>4,801.</u>

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
RUSSELL, EVANS & THOMPSON, PLLC SEE ATTCH 15	71,902.	35,951.		35,951.
TOTALS	<u>71,902.</u>	<u>35,951.</u>	<u>0.</u>	<u>35,951.</u>

ATTACHMENT 4FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FARR, MILLER & WASHINGTON LLC	371,125.	371,125.
INVESTMENT ADVISORY FEE		
BROWN INVESTMENT ADVISORY		
INVESTMENT ADVISORY FEE	172,820.	172,820.
FNMA, FHLMC SERVICE FFES	3,989.	3,989.
SILCHESTER INTL INVESTORS FEES	19,487.	19,487.
CHEVY CHASE TRUST FIDUC FEE	5,764.	5,764.
WACHOVIA BANK FIDUCIARY FEE	20,863.	20,863.
TOTALS	<u>594,048.</u>	<u>594,048.</u>

FORM 990PF, PART I - INTEREST EXPENSE

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVEST INT, K-1 PASS-THROUGH	288.	288.
TOTALS	<u>288.</u>	<u>288.</u>

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
PAYROLL TAXES	6,809.		6,809.
FOREIGN TAXES WITHHELD	27,753.	27,753.	
TOTALS	<u>34,562.</u>	<u>27,753.</u>	<u>6,809.</u>

ATTACHMENT 7

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
COPIER LEASE	364.	182.	182.
POSTAGE METER LEASE	607.	304.	303.
OFFICE SUPPLIES	2,203.	1,102.	1,101.
PARKING	3,240.	1,756.	3,240.
TELEPHONE	3,512.	140.	1,756.
COMPUTER REPAIR & MAINTENANCE	140.	70.	70.
INSURANCE	8,260.	4,130.	4,130.
POSTAGE	733.	367.	366.
ANNUAL REPORT	105.	53.	52.
BANK SERVICE CHARGES	227.	227.	
TOTALS	<u>19,391.</u>	<u>8,191.</u>	<u>11,200.</u>

CLARK WINCHCOLE FOUNDATION
 EIN 52-6058340
 INVESTMENT SUMMARY FOR PART II, BALANCE SHEETS, ATTACHMENTS 8, 9 AND 10
 DECEMBER 31, 2010

		MARKET VALUE AT DECEMBER 31, 2010					
	FACE VALUE OR NUMBER OF SHARES	US GOVT SECURITIES	STOCKS	PREFERRED STOCKS	REAL ESTATE INVESTMENT TRUST	OTHER EQUITY MUTUAL FUNDS	CORP BONDS
F H L M C GOLD PARTN CERT POOL #J09470	55,612 2200	58,111 77					
4 500 04/01/2024							
F H L M C GOLD PARTN CERT POOLI #G18309	121,120 3500	126,570 77					
4 500 05/01/2024							
F N M A PARTN CERT POOL #909932 6 000	58,955 0500	64,300 50					
03/01/2037							
F N M A PARTN CERT POOL #AA7001 5 000	152,049 8300	160,911 29					
06/01/2039							
F N M A PARTN CERT POOL #AA8449 4 500	130,516 6200	134,787 12					
06/01/2039							
F N M A PARTN CERT POOL #G831413 5 500	34,962 4500	37,489 19					
04/01/2036							
FEDERAL HOME LOAN BKS 4 750 12/16/2016	75,000 0000	83,873 25					
G N M A GTD R E M I C PASS THRU C M O SER	25,000 0000	24,379 75					
2010 124 CL B 2 719 05/16/2037							
U S TREASURY INFLATION PROTECTION	70,642 6000	72,210 16					
SECURITY 0 500 4/15/2015							
U S TREASURY INFLATION PROTECTION	70,198 1000	71,876 54					
SECURITY 1 250 7/15/2020							
3M CO MMM	115 0000		9,924 50				
3M CO MMM	2,130 0000		183,819 00				
3M CO COM SYMBOL MMM CUSIP 88579Y101	20,000 0000		1,726,000 00				
ABB LTD ADR REPSTG 1 ORD SH ABB	12,695 0000		285,002 75				
ABBOTT LABORATORIES ABT	285 0000		13,654 35				
ABBOTT LABS INC	10,150 0000		486,286 50				
ACCENTURE PLC CL A CAN	3,635 0000		176,261 15				
ACCENTURE PLC CL A CAN	5,429 0000		263,252 21				
ACCENTURE PLC CL A CAN	17,325 0000		840,089 25				
ACCENTURE PLC CUSIP G1151C101	30,000 0000		1,454,700 00				
ACE LTD ACE	3,855 0000		239,973 75				
ACI WORLDWIDE INC ACIW	1,600 0000		42,992 00				
ACTUANT CORPORATION ATU	2,283 0000		60,773 46				
ACXIOM CORP ACXM	1,720 0000		29,498 00				
AFC ENTERPRISES INC AFCE	1,080 0000		15,012 00				
AFFILIATED MANAGERS GROPU INC AMG	1,010 0000		100,212 20				
AIR PRODS CHEMICALS INC APD	123 0000		11,186 85				
AIR PRODS CHEMICALS INC APD	3,085 0000		280,580 75				
ALLERGAN INC AGN	3,852 0000		264,516 84				

CLARK WINCHCOLE FOUNDATION
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 INVESTMENT SUMMARY FOR PART II, BALANCE SHEETS, ATTACHMENTS 8, 9 AND 10
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		MARKET VALUE AT DECEMBER 31, 2010								
DESCRIPTION	SYMBOL	LNT	FACE VALUE		US GOVT SECURITIES	STOCKS	PREFERRED STOCKS	REAL ESTATE INVESTMENT TRUST	OTHER EQUITY MUTUAL FUNDS	CORP BONDS
			OR NUMBER OF SHARES							
ALLIANT ENERGY CORPORATION			40,000	0000		1,470,800	00			
CUSIP 018802108										
ALTRIA GROUP INC MO			730	0000		17,972	60			
AMERICAN EAGLE OUTFITTERS INC AEO			1,900	0000		27,797	00			
AMERICAN EAGLE OUTFITTERS INC AEO			10,310	0000		150,835	30			
AMERICAN EXPRESS CO ACP			3,925	0000		168,461	00			
AMERICAN PUBLIC EDUCATION APEI			300	0000		11,172	00			
AMERICAN PUBLIC EDUCATION APEI			614	0000		22,865	36			
AMPHENOL CORP CL A PH			4,679	0000		246,957	62			
ANNTAYLOR STORES CORP ANN			2,919	0000		79,951	41			
ANSYS INC ANSS			805	0000		41,916	35			
ANSYS INC ANSS			3,174	0000		165,270	18			
APPLE INC AAPL			1,218	0000		392,878	08			
APPLIED MICRO CIRCUITS CORP AMCC			3,750	0000		40,050	00			
ASCENT MEDIA CORP ASCMA			132	0000		5,116	32			
ASSURANT INC AIZ			2,165	0000		83,395	80			
ATLAS AIR WORLDWIDE HOLDINGS AAWW			1,300	0000		72,579	00			
AUTOMATIC DATA PROCESSING ADP			304	0000		14,069	12			
B&G GOODS INC NEW BGS			2,840	0000		38,993	20			
BANK OF NEW YORK MELLON CORP BK			7,018	0000		211,943	60			
BANK OF NEW YORK MELLON CORP BK			8,695	0000		262,589	00			
BECTON DICKINSON AND CO BDX			3,285	0000		277,648	20			
BERKSHIRE HATHAWAY INC DEL CLASS A COM			20	0000		2,409,000	00			
SYMBOL BRK A CUSIP 084670108										
BLUE NILE INC NILE			595	0000		33,950	70			
BRISOL MYERS SQUIBB CO SYMBOL BMY			40,000	0000		1,059,200	00			
CUSIP 110122108										
BROADRIDGE FINANCIAL SOLUTIONS INC BR			331	0000		7,258	83			
BROADRIDGE FINANCIAL SOLUTIONS INC BR			1,000	0000		21,930	00			
CA INC CA			7,825	0000		191,243	00			
CANADIAN NATURAL RESOURCES LTD CNQ			3,275	0000		145,475	50			
CANADIAN NATURAL RESOURCES LTD CNQ			6,592	0000		292,816	64			
CAPITALSOURCE INC CSE			3,300	0000		23,430	00			
CASH AMERICA INTL INC CSH			1,200	0000		44,316	00			
CBIZ INC CBZ			6,780	0000		42,307	20			
CELGENE CORP			6,200	0000		366,668	00			
CENTURYLINK INC CTL			333	0000		15,374	61			
CHEMED CORP CHE			1,220	0000		77,482	20			

CLARK WINCHOLE FOUNDATION
 EIN 52-6058340
 INVESTMENT SUMMARY FOR PART II, BALANCE SHEETS, ATTACHMENTS 8, 9 AND 10
 DECEMBER 31, 2010

		MARKET VALUE AT DECEMBER 31, 2010					
DESCRIPTION	FACE VALUE OR NUMBER OF SHARES	US GOVT SECURITIES	STOCKS	PREFERRED STOCKS	REAL ESTATE INVESTMENT TRUST	OTHER EQUITY MUTUAL FUNDS	CORP BONDS
CHEVRON CORP SYMBOL CVX CUSIP 166764100	15,000 0000		1,368,750 00				
CHUBB CORPORATION CB	3,905 0000		232,894 20				
CINCINNATI FINL CORP CINF	348 0000		11,028 12				
CISCO SYS INC CSCO	11,212 0000		226,818 76				
CISCO SYS INC CSCO	11,750 0000		237,702 50				
CISCO SYSTEMS INC	42,925 0000		868,372 75				
CISCO SYSTEMS INC SYMBOL CSCO CUSIP 17275R102	60,000 0000		1,213,800 00				
CITI TRENDS INC CTRN	987 0000		24,230 85				
CITRIX SYS INC CTXS	3,389 0000		231,841 49				
COACH INC COH	4,687 0000		259,237 97				
COCA COLA COMPANY KO	210 0000		13,811 70				
COCA COLA SYMBOL KO CUSIP 191216100	35,000 0000		2,301,950 00				
COGNIZANT TECH SOLUTIONS CL A CTSH	3,375 0000		247,353 75				
COLGATE-PALMOLIVE	8,100 0000		650,997 00				
COMMVAULT SYSTEMS INC CVLT	867 0000		24,813 54				
COMPASS MINERALS INTL INC COM SYMBOL CMP CUSIP 20451N101	10,000 0000		892,700 00				
COMPELLENT TECHNOLOGIES INC CML	1,644 0000		45,357 96				
CONSOLIDATION EDISON INC ED	300 0000		14,871 00				
CONVERGYS CORP CVG	3,800 0000		50,046 00				
CORE LABORATORIES NV CLB	209 0000		18,611 45				
COSTCO WHSL CORP COST	3,537 0000		255,406 77				
COVANCE INC CVD	2,227 0000		114,490 07				
COVANCE INC CVD	5,820 0000		299,206 20				
CVS CAREMARK CORP	28,475 0000		990,075 75				
CVS/CAREMARK CORPORATION SYMBOL CVS CUSIP 126650100	30,000 0000		1,043,100 00				
DANAHER CORP	14,950 0000		705,191 50				
DANAHER CORP DHR	4,666 0000		220,095 22				
DAVITA INC DVA	3,147 0000		218,685 03				
DEERE & CO DE	1,625 0000		134,956 25				
DELL INC	45,600 0000		617,880 00				
DELL INC DELL	11,650 0000		157,857 50				
DEXCOM INC DXCM	2,075 0000		28,323 75				
DG FASTCHANNEL INC DGIT	800 0000		23,104 00				
DIAMOND OFFSHORE DRILLING INC DO	211 0000		14,109 57				
DIAMOND OFFSHORE DRILLING INC DO	3,312 0000		221,473 44				

CLARK WINCHCOLE FOUNDATION
 EIN 52-6058340
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 DECEMBER 31, 2010

		MARKET VALUE AT DECEMBER 31, 2010					
DESCRIPTION	FACE VALUE OR NUMBER OF SHARES	US GOVT SECURITIES	STOCKS	PREFERRED STOCKS	REAL ESTATE INVESTMENT TRUST	OTHER EQUITY MUTUAL FUNDS	CORP BONDS
DOMINION RESOURCES INC D	278 0000		11,876 16				
DONNELLY RR & SONS CO RRD	3,300 0000		57,651 00				
DOVER CORP DOV	1,905 0000		111,347 25				
DR PEPPER SNAPPLE GROUP INC SYMBOL DPS	42,000 0000		1,476,720 00				
CUSIP 26138E109							
DRESS BARN INC DNRN	900 0000		23,778 00				
DRESSER RAND GROUP INC DRC	1,344 0000		57,240 96				
DRIL QUIP INC DRQ	733 0000		56,968 76				
DU PONT E I DE NEMOURS & CO DD	227 0000		11,322 76				
DU PONT E I DE NEMOURS & CO DD	4,985 0000		248,651 80				
ERIE INDEMNITY CO CL A ERIE	179 0000		11,719 13				
EXELON CORPORATION EXC	290 0000		12,075 60				
EXXON MOBIL CORP XOM	146 0000		10,675 52				
EXXON MOBIL CORP XOM	1,855 0000		135,637 60				
EXXON MOBIL CORPORATION	13,150 0000		961,528 00				
EXXON MOBIL CORPORATION SYMBOL XOM	25,000 0000		1,828,000 00				
CUSIP 30231G102							
FACTSET RESEARCH SYSTEMS INC FDS	335 0000		31,409 60				
FEDEX CORPORATION	5,175 0000		481,326 75				
FLUOR CORP FLR	3,888 0000		257,618 88				
FMC TECHNOLOGIES INC FTI	3,368 0000		299,448 88				
FRONTIER COMMUNICATIONS CORPORATION	8,401 0000		81,741 73				
SYMBOL FTR CUSIP 35906A108							
FULLER HB CO FUL	1,000 0000		20,520 00				
GEN PROBE INC GPRO	1,210 0000		70,603 50				
GENPACT LIMITED G	2,585 0000		39,292 00				
GENPACT LIMITED G	11,615 0000		176,548 00				
GILEAD SCIENCES INC	9,525 0000		345,186 00				
GLOBAL CASH ACCESS HIDGS INC GCA	5,790 0000		18,470 10				
GLOBAL PAYMENTS INC GPN	1,310 0000		60,535 10				
GOLDMAN SACHS GROUP INC	2,950 0000		496,072 00				
GOOGLE INC CL A GOOG	608 0000		361,133 76				
GOOGLE INC-CL A	1,605 0000		953,321 85				
GRACO INC GGG	1,366 0000		53,888 70				
GRAFTECH INTL LTD GTI	2,500 0000		49,600 00				
HARMAN INTERNATIONAL HAR	1,551 0000		71,811 30				
HARRIS CORP DEL HRS	3,015 0000		136,579 50				
HEALTHCARE SVCS GROUP INC HCSG	660 0000		10,738 20				
HELEN OF TROY CORP LTD HELE	800 0000		23,792 00				

CLARK WINCHCOLE FOUNDATION
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		MARKET VALUE AT DECEMBER 31, 2010				
DESCRIPTION	FACE VALUE OR NUMBER OF SHARES	US GOVT SECURITIES	STOCKS	PREFERRED STOCKS	REAL ESTATE INVESTMENT TRUST	OTHER EQUITY MUTUAL FUNDS
HERCULES TECHNOLOGY GROWTH HTGC	4,200 0000		43,512 00			
IAC INTERACTIVE CORP IACI	1,000 0000		28,700 00			
IDEX CORP IES	1,810 0000		70,807 20			
IDEXX LABS INC IDXX	631 0000		43,677 82			
IDEXX LABS INC IDXX	3,134 0000		216,935 48			
ILLINOIS TOOL WORKS ITW	3,615 0000		193,041 00			
IMMUCOR INC BLUD	876 0000		17,371 08			
INFORMATICA CORP INFA	1,688 0000		74,322 64			
INSITUFORM TECHNOLOGIES INC CL A INSU	1,000 0000		26,510 00			
INTEL CORP COMM SYMBOL INTC CUSIP 458140100	50,000 0000		1,051,500 00			
INTERACTIVE INTELLIGENCE INC ININ	448 0000		11,719 68			
INTERDIGITAL INC IDCC	500 0000		20,820 00			
INTERLINE BRANDNS INC IBI	2,490 0000		56,697 30			
INTERNATIONAL BUSINESS MACHS CORP COM	21,000 0000		3,081,960 00			
SYMBOL IBM CUSIP 459200101						
INTRALINKS HOLDINGS INC IL	277 0000		5,182 67			
INTUITIVE SURGICAL INC ISRG	889 0000		229,139 75			
J CREW GROUP INC JCG	625 0000		26,962 50			
J2 GLOBAL COMMUNICATIONS INC JCOM	2,620 0000		75,849 00			
JF MORGAN CHASE & CO	17,850 0000		757,197 00			
JOHNSON & JOHNSON	15,700 0000		971,045 00			
JOHNSON & JOHNSON JNJ	246 0000		15,215 10			
KAMAN CORP KAMN	2,400 0000		69,768 00			
KAR AUCTION SERVICES INC KAR	3,400 0000		46,920 00			
KENEXA CORP KNXA	300 0000		6,537 00			
KNOLGY INC KNOL	4,180 0000		65,333 40			
KRAFT FOODS INC CL A	558 0000		17,582 58			
LABORATORY CRP OF AMER HLDGS SYMBOL LH CUSIP 50540R409	15,000 0000		1,318,800 00			
LIQUIDITY SERVICES INC LQDT	950 0000		13,347 50			
LOWES CO INC LOW	6,470 0000		162,267 60			
LOWES CO INC COM	22,075 0000		553,641 00			
M SC INDL DIRECT CO INC CL A MSM	1,114 0000		72,064 66			
MASIMO CORP MASI	1,172 0000		34,070 04			
MASTERCARD INC MA	1,141 0000		255,709 51			
MCCORMICK CO INC MKC	4,830 0000		224,739 90			
MCDONALDS CORP MCD	128 0000		9,825 28			
MDC PARTNERS INC CL A MDCA	2,670 0000		46,110 90			

CLARK WINCHCOLE FOUNDATION
 EIN 52-6058340
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		MARKET VALUE AT DECEMBER 31, 2010					
DESCRIPTION	FACE VALUE OR NUMBER OF SHARES	US GOVT SECURITIES	STOCKS	PREFERRED STOCKS	REAL ESTATE INVESTMENT TRUST	OTHER EQUITY MUTUAL FUNDS	CORP BONDS
MEDTRONIC	26,325 0000		976,394 25				
MEDTRONIC INC MDT	365 0000		13,537 85				
MEDTRONIC INC MDT	7,630 0000		282,996 70				
MERCK AND CO INC NEW MRK	338 0000		12,181 52				
MERCK AND CO INC NEW MRK	8,035 0000		289,581 40				
MICROSOFT CORP	41,600 0000		1,161,056 00				
MICROSOFT CORP MSFT	597 0000		16,662 27				
MICROSOFT CORP SYMBOL MSFT CUSIP 594918104	50,000 0000		1,395,500 00				
MIRCOSOF CORP MSFT	10,045 0000		280,355 95				
MONSANTO CO NEW	11,125 0000		774,745 00				
MT BANK CORP MTB	96 0000		8,356 80				
NATIONAL CINEMEDIA INC NCM1	1,244 0000		24,768 04				
NATIONAL OILWELL VARCO INC NOV	3,020 0000		203,095 00				
NELNET INC CL A NNI	3,730 0000		88,363 70				
NETAPP INC NTAP	4,144 0000		227,754 24				
NOKIA CORP SPONSORED AMERICAN DEPOSITORY RECEIPT	51,900 0000		535,608 00				
NORDSTROM INC JWN	147 0000		6,229 86				
NORTHERN TR CORP NTRS	1,420 0000		78,682 20				
NORTHROP GRUMMAN CORPORATION NOC	2,685 0000		173,934 30				
NORTHROP GRUMMAN CORPORATION NOC	167 0000		10,818 26				
NORTHWEST BANCSHARES INC MD NWBI	3,375 0000		39,749 06				
NOVARTIS AG ADR REPSTG 1 ORD SH NVS	2,140 0000		126,153 00				
NUVASIVE INC NUVA	1,133 0000		29,061 45				
O REILLY ADTOMOTIVE INC COM	12,950 0000		785,288 00				
OASIS PETROLEUM INC OAS	800 0000		21,696 00				
OCCIDENTAL PETROLEUM CORPORATION OXY	1,720 0000		168,732 00				
OCEANEERING INTERNATIONAL INC OII	60 0000		4,417 80				
OCEANEERING INTERNATIONAL INC OII	693 0000		51,025 59				
ORACLE CORPORATION ORCL	2,470 0000		77,311 00				
ORBITZ WORLDWIDE INC OWW	3,356 0000		18,760 04				
PATTERSON COS INC	25,150 0000		770,344 50				
PAYCHEX INC COM	16,025 0000		495,332 75				
PEGASYSTEMS INC PEGA	1,791 0000		65,604 33				
PEPSICO INC	13,400 0000		875,422 00				
PEPSICO INC PEP	150 0000		9,799 50				
PFIZER INC PFE	882 0000		15,443 82				

CLARK WINCHCOLE FOUNDATION
 EIN 52-6058340
 INVESTMENT SUMMARY FOR PART II, BALANCE SHEETS, ATTACHMENTS 8, 9 AND 10
 DECEMBER 31, 2010

DESCRIPTION	FACE VALUE		MARKET VALUE AT DECEMBER 31, 2010				
	OR NUMBER OF SHARES	US GOVT SECURITIES	STOCKS	PREFERRED STOCKS	REAL ESTATE INVESTMENT TRUST	OTHER EQUITY MUTUAL FUNDS	CORP BONDS
PHILIP MORRIS INTL PM	227 0000		13,286 31				
PLUM CREEK TIMBER CO INC PCL	273 0000		10,223 85				
POLYCOM INC PLCM	810 0000		31,573 80				
PRIZER INC SYMBOL PFE CUSIP 717081103	70,000 0000		1,225,700 00				
PROCTER & GAMBLE CO PG	159 0000		10,228 47				
PROCTER & GAMBLE CO SYMBOL PG CUSIP 742718109	25,000 0000		1,608,250 00				
PROCTER & GAMBLE COMPANY	14,300 0000		919,919 00				
PROGRESS SOFTWARE CORP PRGS	1,590 0000		67,416 00				
QUALCOMM INC	14,025 0000		694,097 25				
QUALCOMM INC QCOM	4,865 0000		240,768 85				
QUALCOMM INC QCOM	6,251 0000		309,361 99				
RALCORP HLDGS INC RAH	500 0000		32,505 00				
REDWOOD TR INC RWT	679 0000		10,137 47				
RESOLUTE ENERGY CORP	2,200 0000		32,472 00				
RIGHT NOW TECHNOLOGIES INC RNOW	1,728 0000		40,901 76				
ROADRUNNER TRANSPORTATION SY RRTS	1,885 0000		27,257 10				
ROCKWELL COLLINS	6,125 0000		356,842 50				
ROCKWOOD HLDGS INC ROC	810 0000		31,687 20				
ROPER INDS INC ROP	3,444 0000		263,224 92				
SAADR	413 0000		22,087 24				
SALESFORCE COM INC CRM	1,204 0000		158,928 00				
SBA COMMUNICATIONS CORP CL A SBAC	785 0000		32,137 90				
SCHWEIN HENRY INC HSIC	1,485 0000		91,164 15				
SCHLUMBERGER LTD	10,875 0000		908,062 50				
SCHLUMBERGER LTD CUSIP 806857108	20,000 0000		1,670,000 00				
SCHLUMBERGER LTD SLB	3,495 0000		291,832 50				
SCHWAB CHARLES CORP SCHW	13,407 0000		229,393 77				
SCX HEALTH SOLUTIONS CORP SXCI	918 0000		39,345 48				
SEATTLE GENETICS INC/AVA SGEN	1,860 0000		27,807 00				
SENSATA TECHNOLOGIES HOLDING ST	2,172 0000		65,398 92				
SHERWIN WILLIAMS CO SHW	99 0000		8,291 25				
SILGAN HLDGS INC SLDN	2,600 0000		93,106 00				
SIX FLAGS ENTERTAINMENT	500 0000		27,200 00				
SNAP ON INC SNA	3,865 0000		218,681 70				
SOTHEBYS HIDS INC CL A BID	1,005 0000		45,225 00				
SOUTHWESTERN ENERGY CO SWN	5,050 0000		189,021 50				
SPEEDWAY MOTORSPORTS INC TRK	2,650 0000		40,598 00				
SRS LABS INC SRSLS	1,500 0000		13,215 00				

CLARK WINCHCOLE FOUNDATION
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 DECEMBER 31, 2010

		MARKET VALUE AT DECEMBER 31, 2010					
DESCRIPTION	FACE VALUE OR NUMBER OF SHARES	US GOVT SECURITIES	STOCKS	PREFERRED STOCKS	REAL ESTATE INVESTMENT TRUST	OTHER EQUITY MUTUAL FUNDS	CORP BONDS
STAGE STORES INC SSI	1,960 0000		33,986 40				
STAPLES INC	31,575 0000		718,962 75				
STERICYCLE INC CRCL	3,346 0000		270,758 32				
STRYKER CORP COM	13,350 0000		716,895 00				
SYSCO CORP SYMBOL SYY CUSIP 871829107	50,000 0000		1,470,000 00				
TELEDYNE TECHNOLOGIES INC TDY	1,300 0000		57,161 00				
TELEFLEX INC TFX	800 0000		43,048 00				
THE BRINKS CO BCO	1,000 0000		26,880 00				
THE DOLAN COMPANY DM	3,500 0000		48,720 00				
TIDEWATER INC TDW	2,515 0000		135,407 60				
TIME WARNER CABLE INC SYMBOL TWC CUSIP 887321207	15,000 0000		990,450 00				
TIME WARNER CABLE INC TWC	176 0000		11,621 28				
TITAN MACHY INC TITN	1,318 0000		25,437 40				
TOTAL SA ADR REPSTG 0 5 ORD SH TOT	4,560 0000		243,868 80				
TRIMBLE NAV LTD TRMB	3,531 0000		140,992 83				
ULTIMATE SOFTWARE GROUP INC ULTI	557 0000		27,086 91				
UNITED PARCEL SERVICE CL B SYMBOL UPS CUSIP 911312106	20,000 0000		1,451,600 00				
UNITED TECHNOLOGIES CORP	12,300 0000		968,256 00				
UNITED TECHNOLOGIES CORP UTX	143 0000		11,256 96				
UNITED THERAPEUTICS CORP UTHR	1,038 0000		65,622 36				
URBAN OUTFITTERS INC URBN	6,409 0000		229,506 29				
US BANCORP USB	5,835 0000		157,369 95				
UTI WORLDWIDE INC UTIWI	3,075 0000		65,190 00				
VALMONT INDS INC VMI	200 0000		17,746 00				
VENOCO INC VQ	600 0000		11,070 00				
VERIZON COMMUNICATIONS SYMBOL VZ CUSIP 92343V104	35,000 0000		1,252,300 00				
VF CORP VFC	162 0000		13,961 16				
VOLCANO CORP VOLC	1,147 0000		31,324 57				
VOLTERRA SEMICONDUCTOR CORP VLTR	2,547 0000		58,988 52				
WALGREEN CO WAG	5,360 0000		208,825 60				
WALMART STORES INC	12,250 0000		660,642 50				
WALMART STORES INC WMT	234 0000		12,619 62				
WASTE CONNECTIONS INC WCN	1,935 0000		53,270 55				
WELLS FARGO & CO NEW	18,200 0000		564,018 00				
WENDY'S ARBY'S GROUP INC CL A DELAWARE WEN	3,036 0000		14,026 32				

CLARK WINCHCOLE FOUNDATION
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 DECEMBER 31, 2010

		MARKET VALUE AT DECEMBER 31, 2010					
DESCRIPTION	FACE VALUE OR NUMBER OF SHARES	US GOVT SECURITIES	STOCKS	PREFERRED STOCKS	REAL ESTATE INVESTMENT TRUST	OTHER EQUITY MUTUAL FUNDS	CORP BONDS
WINDSTREAM CORP WIN	816 0000		11,375 04				
WISCONSIN ENERGY CORPORATION WEC	173 0000		10,182 78				
WORLD FUEL SVCS CORP	1,700 0000		61,472 00				
WORLD FUEL SVCS CORP INT	887 0000		32,073 92				
XCEL ENERGY INC COM SYMBOL .XEL CUSIP 98389B100	75,000 0000		1,766,250 00				
YUM! BRANDS INC	11,550 0000		566,527 50				
ZIMMER HOLDINGS INC SYMBOL ZMH CUSIP 98956P102	25,000 0000		1,342,000 00				
PUBLIC STORAGE	389 0000			9,978 24			
US BANCORP PRD SER A CUSIP 902973866 STANDARD & POOR'S RATING BBB+	1,500 0000			1,170,375 00			
BRANDYWINE RLTY TR BD SYMBOL BDN CUSIP 105368203	60,000 0000				699,000 00		
CYPRESS SHARPRIDGE INVESTMENTS INC	3,900 0000				50,349 00		
ENTERTAINMENT PPTYS TR	800 0000				37,000 00		
FIRST INDL RLTY TR INC COM SYMBOL FR CUSIP .32054K103	75,000 0000				657,000 00		
GOVERNMENT PROPERTIES INCOME	1,600 0000				42,864 00		
HATTARAS FINANCIAL CORP	700 0000				21,189 00		
MEDICAL PROPERTIES TRUST INC	2,600 0000				28,158 00		
WASHINGTON REAL ESTATE INVT TR SH BEN INT SYMBOL WRE CUSIP 939653101	40,000 0000				1,239,600 00		
HARBOR INTERNATIONAL FUND #11 HAINX	54,817 0810					3,319,174 25	
LAUDUS MONDRIAN EMG MKT INS LEMNX	122,960 8280					1,185,342 38	
OAKMARK INTL SMALL CAP CL I OAKEX	14,705 8820					211,323 52	
UBS AG JERSEY E TRACS BLOOMBER CMIBL	22,155 0000					523,079 55	
AMERICA MOVIL SA DE CV 5 500 03/01/2014	30,000 0000						32,513 10
BANK OF AMERICA CORP MEDIUM TERM NOTE 4 000 03/32/2017	60,000 0000						59,541 60
BERKLEY 5 875 02/15/2013	30,000 0000						31,654 50
CHARLES SCHWAB CORP 4 950 06/01/2014	30,000 0000						32,622 90
CONSOLIDATED NAT GAS CO 5 000 12/01/2014	35,000 0000						38,057 60

CLARK WINCHCOLE FOUNDATION
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 DECEMBER 31, 2010

DESCRIPTION	FACE VALUE OR NUMBER OF SHARES	MARKET VALUE AT DECEMBER 31, 2010					
		US GOVT SECURITIES	STOCKS	PREFERRED STOCKS	REAL ESTATE INVESTMENT TRUST	OTHER EQUITY MUTUAL FUNDS	CORP BONDS
DUKE CAPITAL CORP SR NTS SER B 6 750 07/15/2018	30,000 0000						33,107 70
GOLDMAN SACHS GROUP INC MEDIUM TERM NOTE 3 625 08/01/2012	35,000 0000						36,120 35
ICL WILMINTON 5 625 12/01/2013	30,000 0000						32,756 10
ONEOK PARTNERS 6 150 10/01/2016	30,000 0000						33,715 80
PACAAR INC MEDIUM TERM NOTE 6 875 02/15/2014	30,000 0000						34,411 80
PPL ENERGY SUPPLY 6 500 05/01/2018	30,000 0000						33,402 60
STARBUCKS CORP 6 25 08/15/2017	30,000 0000						33,534 90
TOTALS		834,510 34 10(a)	82,952,484 19 10(b)	1,180,353 24 10(b)	2,775,160 00 10(b)	5,238,919 70 10(b)	431,438 95 10(c)
PART II BALANCE SHEETS LINES		92,146,917.13					
TOTALS 10(b) INVESTMENTS - CORP STOCK							

ATTACHMENT 11

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SILCHESTER INTERNATIONAL INVESTORS VALUE EQUITY FUND	2,671,979.	2,671,979.
TOTALS	<u>2,671,979.</u>	<u>2,671,979.</u>

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENT

ATTACHMENT 12

ACCUMULATED DEPRECIATION DETAIL

FIXED ASSET DETAIL

ASSET DESCRIPTION	METHOD/ CLASS	FIXED ASSET DETAIL			ACCUMULATED DEPRECIATION DETAIL				
		BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE
IBM TYPEWRITER	SL	790.			790.	790.			790.
FURN & FIXTURES	SL	10,781.			10,781.	10,781.			10,781.
COPIER	SL	6,630.		6,630.		6,630.	6,630.		
FURNITURE	SL	796.			796.	796.			796.
HP OFFICE JET FAX/	SL	601.		601.		601.	601.		
TOSHIBA COMPUTER	SL	3,030.		3,030.		3,030.	3,030.		
HP LASERJET 6P	SL	925.			925.	925.			925.
PRINTER	SL	1,329.			1,329.	1,329.			1,329.
REFRIGERATOR	SL	105.			105.	105.			105.
SOUNDSTAT CONF TEL	SL	539.			539.	539.			539.
LEASEHOLD IMP.	SL	5,705.			5,705.	1,375.	146		1,521.
FURNITURE	SL	9,306.			9,306.	9,306.			9,306.
LEASEHOLD IMP.	SL	13,207.			13,207.	3,051	339		3,390
TELEPHONE EQUIP.	SL	3,848.			3,848.	3,848.			3,848.
LINES FURNITURE-1	SL	12,471.			12,471.	12,471.			12,471.
LINES FURNITURE-2	SL	742			742.	742.			742.
TELEPHONE EQUIP	SL	4,227.			4,227.	4,227.			4,227.
SUPPLY CABINET	SL	314.			314.	314.			314.

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENT

ATTACHMENT 12 (CONT'D)

ACCUMULATED DEPRECIATION DETAIL

FIXED ASSET DETAIL

ASSET DESCRIPTION	METHOD/ CLASS	FIXED ASSET DETAIL			ACCUMULATED DEPRECIATION DETAIL		
		BEGINNING BALANCE	ADDITIONS	ENDING BALANCE	BEGINNING BALANCE	ADDITIONS	ENDING BALANCE
LEASEHOLD IMP.	SL	11,878.		11,878.	2,694.	305.	2,999.
DELL LAPTOP	SL	2,920.		2,920.	2,920.		2,920.
DELL COMPUTER	SL	1,153.		1,153.	1,153.		1,153.
1300 LASERJET PRIN	SL	460.		460.	460.		460.
LATERAL FILE CAB	SL	822.		822.	712.	110.	822.
DELL COMPUTER	SL	1,551.		1,551.	1,551.		1,551.
HP LSRJET 3030 FAX	SL	558.		558.	420.	112.	532.
TOSHIBA COPIER	SL	6,376.		6,376.	4,675.	1,275.	5,950.
DELL COMPUTER	SL	2,950.		2,950.	1,623.	590.	2,213.
TOTALS		<u>104,014.</u>		<u>93,753.</u>	<u>77,068.</u>		<u>69,584.</u>

ATTACHMENT 13

FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
DEPOSIT - MD UNEMPLOYMENT INS	1,526.	1,526.
DUE FROM BROWN ADVISORS	19,703.	19,703.
DUE FROM WACHOVIA	37.	37.
BROWN PURCHASED INTEREST	607.	607.
DUE FROM CHEVY CHASE TRUST	12.	12.
TOTALS	<u>21,885.</u>	<u>21,885.</u>

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

<u>DESCRIPTION</u>	<u>AMOUNT</u>
NET UNREALIZED GAIN ON INVESTMENTS	7,425,613.
TOTAL	<u>7,425,613.</u>

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

ATTACHMENT 15

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>
VINCENT C. BURKE, III. 3 BETHESDA METRO CENTER 550 BETHESDA, MD 20814-5358	CHAIRMAN/PRESIDENT 5.00	50,000.
THOMAS C. THOMPSON, JR. SCRIBNER, HALL & THOMPSON, LLP 1875 EYE STREET,NW, SUITE 1050 WASHINGTON, DC 20006-5409	VICE PRESIDENT 5.00	50,000.
THOMAS C. THOMPSON, JR. WAS A MEMBER OF THE FIRM SCRIBNER, HALL & THOMPSON, LLP. THE FIRM PROVIDES LEGAL SERVICES FOR THE FOUNDATION. THE FEES CHARGED ARE REASONABLE AND COMMENSURATE WITH THE SERVICES PROVIDED. SEE ATTACHMENT 2.		
GROVER B. RUSSELL RUSSELL, EVANS & THOMPSON, PLLC 299 HERNDON PARKWAY, #206 HERNDON, VA 20170	VICE PRESIDENT 5.00	50,000.
GROVER B. RUSSELL IS A MEMBER OF THE FIRM RUSSELL, EVANS & THOMPSON, PLLC. THE FIRM PROVIDES ACCOUNTING AND TAX SERVICES FOR THE FOUNDATION. THE FEES CHARGED ARE REASONABLE AND COMMENSURATE WITH THE SERVICES PROVIDED. SEE ATTACHMENT 3.		
W. CRAIG THOMPSON RUSSELL, EVANS & THOMPSON, PLLC 299 HERNDON PARKWAY, #206 HERNDON, VA 20170	TREASURER 5.00	50,000.
W. CRAIG THOMPSON IS A MEMBER OF THE FIRM RUSSELL, EVANS & THOMPSON, PLLC. THE FIRM PROVIDES ACCOUNTING AND TAX SERVICES FOR THE FOUNDATION.		

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

ATTACHMENT 15 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>
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THE FEES CHARGED ARE REASONABLE AND COMMENSURATE WITH THE SERVICES PROVIDED. SEE ATTACHMENT 3.

GREGORY OYLER	SECRETARY	50,000.
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SCRIBNER, HALL & THOMPSON, LLP
 1875 EYE STREET, NW, SUITE 1050
 WASHINGTON, DC 20006-5409

GREGORY OYLER IS A MEMBER OF THE FIRM SCRIBNER, HALL & THOMPSON, LLP. THE FIRM PROVIDES LEGAL SERVICES FOR THE FOUNDATION. THE FEES CHARGED ARE REASONABLE AND COMMENSURATE WITH THE SERVICES PROVIDED. SEE ATTACHMENT 2.

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

ATTACHMENT 16

CONTRIBUTIONS EXPENSE ACCT
TO EMPLOYEE AND OTHER
BENEFIT PLANS ALLOWANCES

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	
BRIDGET D HARTMAN 3 BETHESDA METRO CENTER SUITE 550 BETHESDA, MD 20814-5358	GRANT ADMINISTRATOR 38.00	89,000.	0.
	<u>TOTAL COMPENSATION</u>	<u>89,000.</u>	<u>0.</u>

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 17

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
FARR, MILLER & WASHINGTON LLC 1020 19TH STREET, NW, STE 200 WASHINGTON, DC 20036	INVESTMENT SERVICES	371,125.
BROWN INVESTMENT ADVISORY 5404 WISCONSIN AVENUE, SUITE 1000 CHEVY CHASE, MD 20815	INVESTMENT SERVICES	172,820.
RUSSELL, EVANS & THOMPSON, PLLC 299 HERNDON PARKWAY, SUITE 206 HERNDON, VA 20170	ACCOUNTING AND TAX	71,902.
	TOTAL COMPENSATION	<u>615,847.</u>

FEDERAL FOOTNOTES

PART XV-SPPLEMENTARY INFORMATION:

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

TELEPHONE: (301) 654-3607

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

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

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

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

ATTACHMENT 18

CLARK-WINCHCOLE FOUNDATION

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

GRANTS PROGRAM POLICIES

Eligibility Requirements

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

Grant Restrictions

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

Information to Be Provided with the Application

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

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

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

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

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

GRANT PROGRAM APPLICATION

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

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

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

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

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

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

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

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

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

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

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

 (Signature) (Title) (Date)

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

ATTACHMENT 19

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

RECIPIENT NAME AND ADDRESS

SEE ATTACHMENT 19A

NO GRANTS ARE MADE TO INDIVIDUALS.
SEE ATCH 19A RE STATUS

SEE ATTACHMENT 19A

4,813,000.

TOTAL CONTRIBUTIONS PAID

4,813,000.

Clark-Winchcole Foundation

EIN: 52-6058340

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

Recipient Name & Address	Status of Recipient	Purpose of Grant	Amount
A Wider Circle 4808 Moorland Lane, Suite 802 Bethesda, MD 20814	509(a)(1) or (2) Public Charity	Neighbor to Neighbor Program	\$ 15,000.00
Accokeek Foundation, Inc. 3400 Bryan Point Road Accokeek, MD 20607	509(a)(1) or (2) Public Charity	Heritage Education Programs	\$ 10,000.00
Adventure Theatre, Inc. 7300 MacArthur Boulevard Glen Echo, MD 20812	509(a)(1) or (2) Public Charity	General Operating Support	\$ 5,000.00
AHC, Inc. 2230 North Fairfax Drive, Suite 100 Arlington, VA 22201	509(a)(1) or (2) Public Charity	Residential Services Program	\$ 10,000.00
Alexandria Seaport Foundation PO Box 25038 Alexandria, VA 22314	509(a)(1) or (2) Public Charity	General Operating Support	\$ 10,000.00
Alivel Inc. 2723 King Street Alexandria, VA 22302	509(a)(1) or (2) Public Charity	Family Emergency Program	\$ 7,500.00
Alzheimer's Disease & Related Disorders Association, Inc. fbo National Capital Area 3701 Pender Drive, Suite 400 Fairfax, VA 22030	509(a)(1) or (2) Public Charity	General Operating Support for Activities in the Washington Metro Area	\$ 35,000.00
Alzheimer's Family Day Center 2812 Old Lee Highway, Suite 210 Fairfax, VA 22031	509(a)(1) or (2) Public Charity	General Operating Support	\$ 40,000.00
America Scores fbo DC Scores 1224 M Street, NW, Suite 200 Washington, DC 20005	509(a)(1) or (2) Public Charity	General Operating Support	\$ 5,000.00
American Diabetes Association, Inc. fbo The Washington DC Area 1025 Connecticut Avenue, NW, Suite 1005 Washington, DC 20036	509(a)(1) or (2) Public Charity	Walk this Way Pilot Program	\$ 5,000.00
American Kidney Fund, Inc. 6110 Executive Boulevard, Suite 1010 Rockville, MD 20852	509(a)(1) or (2) Public Charity	General Operating Support	\$ 7,500.00

Clark-Winchcole Foundation

EIN: 52-8058340

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

Recipient Name & Address	Status of Recipient	Purpose of Grant	Amount
Amherst College Trustees fbo Folger Shakespeare Library 201 East Capitol Street, NE Washington, DC 20003	509(a)(1) or (2) Public Charity	Shakespeare Steps Out Children's Programs	\$ 15,000.00
Amyotrophic Lateral Sclerosis Association DC MD VA Chapter 7507 Standish Place Rockville, MD 20855	509(a)(1) or (2) Public Charity	Patient and Family Services Program	\$ 25,000.00
AppleTree Institute for Education Innovation, Inc. 415 Michigan Avenue, NE, 3rd Floor Washington, DC 20017	509(a)(1) or (2) Public Charity	General Operating Support	\$ 10,000.00
Archbishop Carroll High School 4301 Harewood Road, NE Washington, DC 20017	509(a)(1) or (2) Public Charity	Tuition Assistance to Disadvantaged Youth	\$ 25,000.00
Arlington Food Assistance Center 2708 South Nelson Street Arlington, VA 22206	509(a)(1) or (2) Public Charity	Food Assistance Program	\$ 40,000.00
Arlington Pediatric Center, Inc. 601 South Carlin Springs Road Arlington, VA 22204	509(a)(1) or (2) Public Charity	General Operating Support	\$ 15,000.00
Arlingtonians Meeting Emergency Needs, Inc. PO Box 7429 Arlington, VA 22207	509(a)(1) or (2) Public Charity	Daily Emergency Fund	\$ 10,000.00
Art Enables 2204 Rhode Island Avenue NE Washington, DC 20018	509(a)(1) or (2) Public Charity	General Operating Support	\$ 15,000.00
Arts for the Aging - Maryland, Inc. 6917 Arlington Road, Suite 352 Bethesda, MD 20814	509(a)(1) or (2) Public Charity	General Operating Support	\$ 6,000.00
Barker Foundation, Inc.. 7979 Old Georgetown Road, 1st floor Bethesda, MD 20814	509(a)(1) or (2) Public Charity	Crisis Pregnancy Program	\$ 15,000.00
Beacon House Community Ministry, Inc. 601 Edgewood Street, NE, Suite 15 Washington, DC 20017	509(a)(1) or (2) Public Charity	Youth Programs	\$ 10,000.00

Clark-Winchcole Foundation

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

Recipient Name & Address	Status of Recipient	Purpose of Grant	Amount
Bethesda Cares, Inc. 7728 Woodmont Avenue Bethesda, MD 20814	509(a)(1) or (2) Public Charity	General Operating Support	\$ 10,000.00
Big Apple Circus, Ltd One Metro Tech Center, 3rd Floor New York, NY 11201	509(a)(1) or (2) Public Charity	Clown Care Program at Children's Hospital Medical Center	\$ 12,500.00
Big Brothers-Big Sisters of the National Capital Area 10210 Greenbelt Road, Suite 900 Lanham, MD 20706	509(a)(1) or (2) Public Charity	Prince George's County Mentoring Program	\$ 10,000.00
Bishop Ireton High School 201 Cambridge Road Alexandria, VA 22314	509(a)(1) or (2) Public Charity	Tuition Assistance for Disadvantaged Youth	\$ 10,000.00
The Bishop John T. Walker School 3640 Martin Luther King, Jr. Avenue, SE Washington, DC 20032	509(a)(1) or (2) Public Charity	General Operating Support	\$ 20,000.00
The Border Baby Project, Ltd dba The Little Blue House 524 Irving Street, NW Washington, DC 20010	509(a)(1) or (2) Public Charity	General Operating Support	\$ 15,000.00
Boys and Girls Club of Greater Washington, Inc. 4103 Benning Road, NE Washington, DC 20019	509(a)(1) or (2) Public Charity	Camp Brown Summer Program	\$ 100,000.00
Brain Injury Services 8136 Old Keene Mill Road, B-102 Springfield, VA 22152	509(a)(1) or (2) Public Charity	ADAPT Clubhouse	\$ 15,000.00
Bread for the City, Inc. 1525 7th Street, NW Washington, DC 20001	509(a)(1) or (2) Public Charity	General Operating Support	\$ 25,000.00
Bright Beginnings, Inc. 128 M Street, NW Washington, DC 20001	509(a)(1) or (2) Public Charity	General Operating Support	\$ 15,000.00
Building Bridges Across the River 1901 Mississippi Avenue, SE Washington, DC 20020	509(a)(1) or (2) Public Charity	General Operating Support	\$ 25,000.00

Clark-Winchcole Foundation

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

Recipient Name & Address	Status of Recipient	Purpose of Grant	Amount
Capital Hospice 2900 Telestar Court Falls Church, VA 22042	509(a)(1) or (2) Public Charity	Patient Care Program	\$ 60,000.00
Capital Partners for Education 1413 K Street, NW, 2nd Floor Washington, DC 20005	509(a)(1) or (2) Public Charity	General Operating Support	\$ 10,000.00
Capitol Hill Arts Workshop 545 7th Street, SE Washington, DC 20003	509(a)(1) or (2) Public Charity	Tuition Assistance for Disadvantaged Youth Attending Summer Camps	\$ 10,000.00
Capitol Hill Group Ministry, Inc. 421 Seward Square, SE Washington, DC 20003	509(a)(1) or (2) Public Charity	General Operating Support	\$ 5,000.00
The CareerCatchers, Inc. 8720 Georgia Avenue Silver Spring, MD 20910	509(a)(1) or (2) Public Charity	General Operating Support	\$ 10,000.00
Carpenter's Shelter, Inc. 930 North Henry Street Alexandria, VA 22314	509(a)(1) or (2) Public Charity	General Operating Support	\$ 10,000.00
Cathedral Choral Society of Washington, DC c/o Washington National Cathedral Wisconsin & Massachusetts Avenues, NW Washington, DC 20016	509(a)(1) or (2) Public Charity	Outreach, Artistic and Educational Programs	\$ 7,500.00
Catholic Charities of the Archdiocese of Washington, DC fbo SHARE Food Network 5170 Lawrence Place Hyattsville, MD 20781	509(a)(1) or (2) Public Charity	General Operating Support for SHARE Food Network	\$ 30,000.00
Catholic Diocese of Arlington Office of Catholic Schools 200 N Glebe Road, Suite 503 Arlington, VA 22203	509(a)(1) or (2) Public Charity	Tuition Assistance to Disadvantaged Youth	\$ 25,000.00
Catholic University of America 620 Michigan Avenue, NE Washington, DC 20064	509(a)(1) or (2) Public Charity	Need-Based Tuition Assistance to Graduate Nursing Students	\$ 10,000.00
The Center for Alexandria's Children, Inc. 1900 North Beauregard Street, Suite 200 Alexandria, VA 22311	509(a)(1) or (2) Public Charity	General Operating Support	\$ 10,000.00

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

Recipient Name & Address	Status of Recipient	Purpose of Grant	Amount
Central Fairfax Services, Inc. 6860 Commercial Drive Springfield, VA 22151	509(a)(1) or (2) Public Charity	General Operating Support	\$ 15,000.00
Central Union Mission 1350 R Street, NW Washington, DC 20009	509(a)(1) or (2) Public Charity	General Operating Support	\$ 20,000.00
Chesapeake Bay Foundation, Inc. 6 Herndon Avenue Annapolis, MD 21403	509(a)(1) or (2) Public Charity	Environmental Education Programs	\$ 5,000.00
Child Center and Adult Services, Inc. 16220 Frederick Road, Suite 502 Gaithersburg, MD 20877	509(a)(1) or (2) Public Charity	AMIGO Program	\$ 7,500.00
Children's Inn at NIH, Inc. 7 West Drive Bethesda, MD 20814	509(a)(1) or (2) Public Charity	Educational and Instructional Support Program	\$ 20,000.00
Chillum Youth Project, Inc. P.O. Box 57 Hyattsville, MD 20781	509(a)(1) or (2) Public Charity	General Operating Support	\$ 20,000.00
The Choral Arts Society of Washington 5225 Wisconsin Avenue, NW, Suite 603 Washington, DC 20015	509(a)(1) or (2) Public Charity	2010-2011 Concert Season and Community and Education Outreach Programs	\$ 5,000.00
Christ House 1717 Columbia Road, NW Washington, DC 20009	509(a)(1) or (2) Public Charity	Kairos Program	\$ 12,500.00
Christian Communities Group Home, Inc. 2501 18th Street, NE Washington, DC 20018	509(a)(1) or (2) Public Charity	General Operating Support	\$ 10,000.00
Church of the Epiphany 1317 G Street, NW Washington, DC 20005	509(a)(1) or (2) Public Charity	Welcome Table Program & Renovation of Men's Restroom	\$ 50,000.00
City Arts, Inc. 1857 Lamont Street, NW Washington, DC 20010	509(a)(1) or (2) Public Charity	General Operating Support	\$ 15,000.00

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

Recipient Name & Address	Status of Recipient	Purpose of Grant	Amount
City at Peace, Inc. 1328 Florida Avenue, NW Washington, DC 20009	509(a)(1) or (2) Public Charity	General Operating Support	\$ 2,500.00
College Bound, Inc. 128 M Street, NW, Suite 220 Washington, DC 20001	509(a)(1) or (2) Public Charity	General Operating Support	\$ 10,000.00
Columbia Lighthouse for the Blind 1825 K Street, NW, Suite 1103 Washington, DC 20006	509(a)(1) or (2) Public Charity	Camp Lighthouse 2010	\$ 15,000.00
Community Bridges, Incorporated 620 Pershing Drive, 2nd Floor Silver Spring, MD 20910	509(a)(1) or (2) Public Charity	General Operating Support	\$ 15,000.00
Community Council for the Homeless at Friendship Place 4713 Wisconsin Avenue, NW Washington, DC 20016	509(a)(1) or (2) Public Charity	General Operating Support	\$ 10,000.00
Community Family Life Services, Inc. 305 E Street, NW Washington, DC 20001	509(a)(1) or (2) Public Charity	General Operating Support	\$ 5,000.00
Community Lodging, Inc. 3912 Elbert Avenue, Suite 108 Alexandria, VA 22305	509(a)(1) or (2) Public Charity	General Operating Support	\$ 10,000.00
Community Ministries of Rockville 1010 GrandIn Avenue, Suite A-1 Rockville, MD 20851	509(a)(1) or (2) Public Charity	Evening Recovery Programs at Chase Partnership House	\$ 15,000.00
Community of Hope, Inc. 1717 Massachusetts Ave., NW, Suite 805 Washington, DC 20036	509(a)(1) or (2) Public Charity	General Operating Support	\$ 15,000.00
Consortium of Catholic Academies of the Archdiocese of Washington, Inc. 5001 Eastern Avenue, Suite 207 Hyattsville, MD 20782	509(a)(1) or (2) Public Charity	Tuition Assistance for Children Attending the Consortium's Four Inner-City Schools	\$ 300,000.00
Cornerstone Community DC, Inc. 4800 Arkansas Avenue, NW Washington, DC 20011	509(a)(1) or (2) Public Charity	General Operating Support	\$ 20,000.00

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Line 3a Grants and Contributions Paid During the Year

Recipient Name & Address	Status of Recipient	Purpose of Grant	Amount
Council for Court Excellence 1111 14th Street, NW, Suite 500 Washington, DC 20005	509(a)(1) or (2) Public Charity	Charles Horsky Centenary Celebration	\$ 5,000.00
Council on Court Excellence 1111 14th Street, NW, Suite 500 Washington, DC 20005	509(a)(1) or (2) Public Charity	School Jury Education Project	\$ 5,000.00
Davis Memorial Goodwill Industries 2200 South Dakota Avenue, NE Washington, DC 20018	509(a)(1) or (2) Public Charity	General Operating Support	\$ 10,000.00
DC Central Kitchen, Inc. 425 2nd Street, NW Washington, DC 20001	509(a)(1) or (2) Public Charity	Food Recycling and Meal Distribution Program	\$ 25,000.00
DC Wheel Productions Inc t/a Dance Place 3225 8th Street, NE Washington, DC 20017	509(a)(1) or (2) Public Charity	General Operating Support	\$ 10,000.00
DC Youth Orchestra Program 1700 E Capital Street NE Washington, DC 20003	509(a)(1) or (2) Public Charity	General Operating Support	\$ 7,500.00
DeMatha Catholic High School 4313 Madison Street Hyattsville, MD 20781	509(a)(1) or (2) Public Charity	Tuition Assistance for Disadvantaged Youth	\$ 15,000.00
Don Bosco Cristo Rey High School 1010 Larch Avenue Takoma Park, MD 20912	509(a)(1) or (2) Public Charity	Tuition Assistance for Disadvantaged Youth	\$ 25,000.00
Doorways for Women and Families, Inc. P.O. Box 100185 Arlington, VA 22210	509(a)(1) or (2) Public Charity	General Operating Support	\$ 20,000.00
Downtown Cluster of Congregations, Inc. 1313 New York Avenue, NW Washington, DC 20005	509(a)(1) or (2) Public Charity	Homeless Service Unit	\$ 10,000.00
Dwelling Place, Inc. 610 East Diamond Avenue, Suite 300 Galthersburg, MD 20877	509(a)(1) or (2) Public Charity	General Operating Support	\$ 10,000.00

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Form 990PF, Part XV Supplemental Information

Line 3a Grants and Contributions Paid During the Year

Recipient Name & Address	Status of Recipient	Purpose of Grant	Amount
Easter Seals Greater Washington-Baltimore Region 1420 Spring Street Silver Spring, MD 20910	509(a)(1) or (2) Public Charity	Child Development Center in the Columbia Heights neighborhood of Washington, DC	\$ 10,000.00
Eclipse Chamber Orchestra, Inc. 2308 Mount Vernon Avenue, Suite 721 Alexandria, VA 22301	509(a)(1) or (2) Public Charity	General Operating Support	\$ 2,500.00
Elizabeth Seton High School 5715 Emerson Street Bladensburg, MD 20710	509(a)(1) or (2) Public Charity	Tuition Assistance for Disadvantaged Youth	\$ 20,000.00
Emergence Community Arts Collective 733 Euclid Street, NW Washington, DC 20001	509(a)(1) or (2) Public Charity	General Operating Support	\$ 5,000.00
Emmaus Services for the Aging, Inc. 1426 9th Street, NW Washington, DC 20001	509(a)(1) or (2) Public Charity	General Operating Support	\$ 15,000.00
The Family Place Incorporated 3309 16th Street, NW Washington, DC 20010	509(a)(1) or (2) Public Charity	General Operating Support	\$ 15,000.00
The First Tee of Greater Washington 2020 Pennsylvania Avenue, NW, Suite 106 Washington, DC 20006	509(a)(1) or (2) Public Charity	General Operating Support	\$ 15,000.00
First Time Computers, Inc. 3101 12th Street, NE Washington, DC 20017	509(a)(1) or (2) Public Charity	General Operating Support	\$ 15,000.00
Fishing School, Inc. 4737 Meade Street, NE Washington, DC 20019	509(a)(1) or (2) Public Charity	General Operating Support	\$ 10,000.00
Food and Friends, Inc. 219 Riggs Road, NE Washington, DC 20011	509(a)(1) or (2) Public Charity	General Operating Support	\$ 20,000.00
For Love of Children 1763 Columbia Road, NW Washington, DC 20009	509(a)(1) or (2) Public Charity	Neighborhood Tutoring Program	\$ 7,500.00

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Recipient Name & Address	Status of Recipient	Purpose of Grant	Amount
The Foundation Schools 6000 Executive Boulevard, Suite 605 Rockville, MD 20852	509(a)(1) or (2) Public Charity	Foundation Links Program	\$ 10,000.00
French-American Cultural Foundation 4101 Reservoir Road, NW Washington, DC 20007	509(a)(1) or (2) Public Charity	Kids Euro Festival	\$ 5,000.00
Friends of Fort Dupont Ice Arena, Inc. 3779 Ely Place, SE Washington, DC 20019	509(a)(1) or (2) Public Charity	Kids On Ice Program	\$ 30,000.00
Friends of Guest House, Inc. One East Luray Avenue Alexandria, VA 22301	509(a)(1) or (2) Public Charity	General Operating Support	\$ 3,000.00
Friends of the National Arboretum, Inc. 3501 New York Avenue, NE Washington, DC 20002	509(a)(1) or (2) Public Charity	Washington Youth Garden Program	\$ 25,000.00
The George B. Thomas Sr. Learning Academy 7210 Hidden Creek Road Bethesda, MD 20817	509(a)(1) or (2) Public Charity	The Saturday School	\$ 10,000.00
Georgetown University Lombardy Comprehensive Cancer Center fbo Capital Breast Care Center 3300 Whitehaven Street, NW, Suite 4000 Washington, DC 20007	509(a)(1) or (2) Public Charity	General Operating Support	\$ 25,000.00
Georgetown Visitation Preparatory School 1524 35th Street, NW Washington, DC 20007	509(a)(1) or (2) Public Charity	Renovation of the Monastery Porches	\$ 40,000.00
Germantown Cultural Arts Center, Inc. dba BlackRock Center for the Arts 12901 Town Commons Drive Germantown, MD 20874	509(a)(1) or (2) Public Charity	General Operating Support	\$ 5,000.00
Girl Scout Council of the Nation's Capital 4301 Connecticut Avenue, NW, Suite M-2 Washington, DC 20008	509(a)(1) or (2) Public Charity	Programs Serving Young Women in Low- Income/High-Risk WDC Area Neighborhoods	\$ 20,000.00
Habitat for Humanity International fbo Habitat for Humanity of Montgomery County MD 9110 Gaither Road Galthersburg, MD 20877	509(a)(1) or (2) Public Charity	Staff Salaries	\$ 10,000.00

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Recipient Name & Address	Status of Recipient	Purpose of Grant	Amount
Higher Achievement Program, Inc. 317 8th Street, NE Washington, DC 20002	509(a)(1) or (2) Public Charity	General Operating Support	\$ 10,000.00
Historical Society of Washington, DC 801 K Street, NW Washington, DC 20001	509(a)(1) or (2) Public Charity	General Operating Support	\$ 15,000.00
Hope and a Home, Inc. 1439 R Street, NW Washington, DC 20009	509(a)(1) or (2) Public Charity	General Operating Support	\$ 5,000.00
Hope House PO Box 60682 Washington, DC 20039	509(a)(1) or (2) Public Charity	General Operating Support	\$ 10,000.00
Hopkins House - A Center for Children and Their Families 5904 Richmond Highway Alexandria, VA 22303	509(a)(1) or (2) Public Charity	Tuition Assistance and Emergency Family Assistance	\$ 50,000.00
Horizons Greater Washington, Inc. 3000 Cathedral Avenue, NW Washington, DC 20008	509(a)(1) or (2) Public Charity	Summer Arts Program at Glen Echo Park	\$ 2,500.00
Hospice Caring, Inc. 518 South Frederick Avenue Gaithersburg, MD 20877	509(a)(1) or (2) Public Charity	Patient and Family Services and Bereavement Programs	\$ 15,000.00
The House DC, Inc. 1606 17th Street, SE Washington, DC 20020	509(a)(1) or (2) Public Charity	General Operating Support	\$ 15,000.00
Imagination Stage, Inc. 4908 Auburn Avenue Bethesda, MD 20814	509(a)(1) or (2) Public Charity	General Operating Support	\$ 15,000.00
Interages, Inc. 3950 Ferrara Drive Wheaton, MD 20906	509(a)(1) or (2) Public Charity	General Operating Support	\$ 5,000.00
Interfaith Works, Inc. 114 West Montgomery Avenue Rockville, MD 20850	509(a)(1) or (2) Public Charity	General Operating Support	\$ 10,000.00

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Recipient Name & Address	Status of Recipient	Purpose of Grant	Amount
Iona Senior Services 4125 Albemarle Street, NW Washington, DC 20016	509(a)(1) or (2) Public Charity	General Operating Support	\$ 25,000.00
Ivymount School, Inc. 11614 Seven Locks Road Rockville, MD 20854	509(a)(1) or (2) Public Charity	Autism and Model Asperger Programs	\$ 15,000.00
Jeanie Schmidt Free Clinic 500 Grove Street Hemdon, VA 20170	509(a)(1) or (2) Public Charity	At-Risk Community Outreach Program	\$ 2,500.00
Jewish Foundation for Group Homes 1500 East Jefferson Street Rockville, MD 20852	509(a)(1) or (2) Public Charity	General Operating Support	\$ 10,000.00
Jewish Social Service Agency 200 Wood Hill Road Rockville, MD 20850	509(a)(1) or (2) Public Charity	In-home Services for Low-Income Elderly Residents	\$ 20,000.00
John F. Kennedy Center for the Performing Arts 2700 F Street, NW Washington, DC 20566	509(a)(1) or (2) Public Charity	Kennedy Center Education Programs & National Symphony Education Programs	\$ 20,000.00
Joseph's House, Inc. 1730 Lanier Place, NW Washington, DC 20009	509(a)(1) or (2) Public Charity	Compassionate Companions Volunteer Program	\$ 25,000.00
Joy of Motion Dance Center, Inc. 1333 H Street NE Washington, DC 20002	509(a)(1) or (2) Public Charity	General Operating Support	\$ 5,000.00
Jubilee Housing, Inc. 1640 Columbia Road, NW Washington, DC 20009	509(a)(1) or (2) Public Charity	General Operating Support	\$ 20,000.00
Jubilee Jobs, Inc. 2712 Ontario Road, NW Washington, DC 20009	509(a)(1) or (2) Public Charity	General Operating Support	\$ 10,000.00
Jubilee Jumpstart, Inc. 2525 Ontario Road, NW Washington, DC 20009	509(a)(1) or (2) Public Charity	General Operating Support	\$ 25,000.00

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Recipient Name & Address	Status of Recipient	Purpose of Grant	Amount
Kjngsbury Center, Inc. 5000 14th Street, NW Washington, DC 20011	509(a)(1) or (2) Public Charity	Teachers and Tutors Program	\$ 15,000.00
Lab School of Washington 4759 Reservoir Road, NW Washington, DC 20007	509(a)(1) or (2) Public Charity	General Operating Support	\$ 10,000.00
Language ETC 2200 California Street, NW Washington, DC 20008	509(a)(1) or (2) Public Charity	General Operating Support	\$ 15,000.00
L'Arche, Inc. PO Box 21471 Washington, DC 20009	509(a)(1) or (2) Public Charity	General Operating Support	\$ 15,000.00
Levine School of Music 2800 Upton Street, NW Washington, DC 20008	509(a)(1) or (2) Public Charity	General Operating Funds for THEARC Campus	\$ 5,000.00
Literacy Council of Prince George's County MD Inc. 6532 Adelphi Road, Suite 101 Hyattsville, MD 20782	509(a)(1) or (2) Public Charity	General Operating Support	\$ 5,000.00
Live It Learn It 719 E Street, SE, Suite 2 Washington, DC 20003	509(a)(1) or (2) Public Charity	General Operating Support	\$ 17,500.00
Lowell School, Inc. 1640 Kalmia Road, NW Washington, DC 20012	509(a)(1) or (2) Public Charity	Tuition Assistance for Disadvantaged Youth	\$ 10,000.00
Lutheran Social Services of the National Capital Area Inc. 4408 Georgia Avenue, NW Washington, DC 20011	509(a)(1) or (2) Public Charity	Youth Haven Camp Programs	\$ 15,000.00
Manna Food Center, Inc. 9311 Gaither Road Gaithersburg, MD 20877	509(a)(1) or (2) Public Charity	General Operating Support	\$ 15,000.00
Manna Food Center, Inc. 9311 Gaither Road Gaithersburg, MD 20877	509(a)(1) or (2) Public Charity	Summer Smart Sacks Program	\$ 7,500.00

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Recipient Name & Address	Status of Recipient	Purpose of Grant	Amount
Martha's Table 2114 14th Street, NW Washington, DC 20009	509(a)(1) or (2) Public Charity	Children, Youth and Families Programs	\$ 35,000.00
Mary House, Inc. 4303 13th Street, NE Washington, DC 20017	509(a)(1) or (2) Public Charity	General Operating Support	\$ 25,000.00
McClendon Center 1313 New York Avenue, NW Washington, DC 20005	509(a)(1) or (2) Public Charity	General Operating Support	\$ 10,000.00
Med-Star Georgetown Medical Center, Inc. Georgetown University Hospital Department of Pediatrics 3800 Reservoir Road Washington, DC 20007	509(a)(1) or (2) Public Charity	Kids Mobile Medical Clinic & Studio G Program	\$ 50,000.00
Mental Health Association of Montgomery County, MD, Inc. 1000 Twinbrook Parkway Rockville, MD 20851	509(a)(1) or (2) Public Charity	General Operating Support	\$ 30,000.00
Mercy Health Clinic, Inc. 7-1 Metropolitan Court P.O. Box 4115 Galthersburg, MD 20885	509(a)(1) or (2) Public Charity	Primary Health Care to Low-Income and Uninsured Montgomery County Residents	\$ 10,000.00
Metropolitan Washington Ear, Inc. 12081 Tech Road Silver Spring, MD 20904	509(a)(1) or (2) Public Charity	General Operating Support	\$ 14,000.00
Miriam's House, Inc. PO Box 73818 Washington, DC 20056	509(a)(1) or (2) Public Charity	General Operating Support	\$ 15,000.00
Miriam's Kitchen 2401 Virginia Avenue, NW Washington, DC 20037	509(a)(1) or (2) Public Charity	General Operating Support	\$ 20,000.00
Montgomery College Foundation, Inc. 900 Hungerford Drive, Suite 200 Rockville, MD 20850	509(a)(1) or (2) Public Charity	Gateway to College Program	\$ 15,000.00
Montgomery County Coalition for the Homeless Inc. 600-B East Gude Drive Rockville, MD 20850	509(a)(1) or (2) Public Charity	Safe Havens Program and Creative Housing Initiative Project	\$ 25,000.00

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Recipient Name & Address	Status of Recipient	Purpose of Grant	Amount
Montgomery County Historical Society, Inc. 111 West Montgomery Avenue Rockville, MD 20850	509(a)(1) or (2) Public Charity	General Operating Support	\$ 5,000.00
Montgomery Hospice, Inc. 1355 Piccard Drive, Suite 100 Rockville, MD 20850	509(a)(1) or (2) Public Charity	Connections & High School Loss and Grief Education Program	\$ 20,000.00
Montpeller Foundation fbo The Center for the Constitution P.O. Box 911 Orange, VA 22960	509(a)(1) or (2) Public Charity	US Constitution Programs for DC Area Teachers and Police Officers	\$ 40,000.00
Mount Vernon Ladies Association of the Union P.O. Box 110 Mount Vernon, VA 22121	509(a)(1) or (2) Public Charity	Repair, Replacement and Enhancement of Mount Vernon's Irrigation System	\$ 50,000.00
N Power Greater DC Region 2001 S Street, NW, Suite 630 Washington, DC 20009	509(a)(1) or (2) Public Charity	General Operating Support	\$ 5,000.00
N Street Village, Inc. 1333 N Street, NW Washington, DC 20005	509(a)(1) or (2) Public Charity	General Operating Support	\$ 25,000.00
National Aquarium Society Commerce Building, Room B-077 14th Street and Constitution Avenue, NW Washington, DC 20230	509(a)(1) or (2) Public Charity	General Operating Support	\$ 10,000.00
National Building Museum 401 F Street, NW Washington, DC 20001	509(a)(1) or (2) Public Charity	School and Outreach Programs	\$ 5,000.00
National Kidney Foundation, Inc. fbo The National Capital Area 5335 Wisconsin Avenue, NW, Suite 300 Washington, DC 20015	509(a)(1) or (2) Public Charity	Kidney Evaluation Program	\$ 10,000.00
National Multiple Sclerosis Society fbo National Capital Chapter 1800 M Street, NW, Suite 750 South Washington, DC 20036	509(a)(1) or (2) Public Charity	Emergency Financial Assistance Program	\$ 10,000.00
National Philharmonic Orchestra & Chorale of Montgomery County, Inc. 5301 Tuckerman Lane North Bethesda, MD 20852	509(a)(1) or (2) Public Charity	General Operating Support	\$ 10,000.00

Clark-Winchcole Foundation

EIN: 52-6058340

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

<u>Recipient Name & Address</u>	<u>Status of Recipient</u>	<u>Purpose of Grant</u>	<u>Amount</u>
National Rehabilitation Hospital, Inc. 102 Irving Street, NW Washington, DC 20010	509(a)(1) or (2) Public Charity	General Operating Support	\$ 25,000.00
National Theatre Corporation 1321 Pennsylvania Avenue, NW Washington, DC 20004	509(a)(1) or (2) Public Charity	Free Community Outreach Programs	\$ 15,000.00
Neediest Kids, Inc. 8283 Greensboro Drive McLean, VA 22102	509(a)(1) or (2) Public Charity	Kids in Distressed Program	\$ 20,000.00
Nick's Place, Inc. 4604 W. Caroline Avenue Beltsville, MD 20705	509(a)(1) or (2) Public Charity	General Operating Support	\$ 5,000.00
Northern Virginia Family Service 10455 White Granite Drive, Suite 100 Oakton, VA 22124	509(a)(1) or (2) Public Charity	Training Futures Program	\$ 15,000.00
One Ministries, Inc. PO Box 26089 Washington, DC 20001	509(a)(1) or (2) Public Charity	After-School and Summer Youth Programs	\$ 10,000.00
Our Lady of Good Counsel High School 17301 Old Vic Boulevard Olney, MD 20832	509(a)(1) or (2) Public Charity	Tuition Assistance for Disadvantaged Youth	\$ 25,000.00
Our Lady of Lourdes Church 7500 Pearl Street Bethesda, MD 20814	509(a)(1) or (2) Public Charity	Computers for Parish School	\$ 10,000.00
Our Military Kids, Inc. 6861 Elm Street, Suite 2A McLean, VA 22101	509(a)(1) or (2) Public Charity	Financial Assistance to Military Children in the WDC Area	\$ 5,000.00
Parkmont School 4842 16th Street, NW Washington, DC 20011	509(a)(1) or (2) Public Charity	Tuition Assistance to Disadvantaged Youth	\$ 7,500.00
Patricia M Sitar Center for the Arts 1700 Kalorama Road, NW, Suite 101 Washington, DC 20009	509(a)(1) or (2) Public Charity	General Operating Support	\$ 20,000.00

Clark-Winchcole Foundation

EIN: 52-6058340

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

Recipient Name & Address	Status of Recipient	Purpose of Grant	Amount
Perry School Community Services, Inc. 128 M Street, NW, Suite 100 Washington, DC 20001	509(a)(1) or (2) Public Charity	General Operating Support	\$ 7,500.00
Poor Robert's Charities, Inc. 3900 - B Watson Place, NW, Apt G2A Washington, DC 20016	509(a)(1) or (2) Public Charity	Van Purchases for Local Nonprofit Organizations	\$ 35,000.00
Potomac School 1301 Potomac School Road McLean, VA 22101	509(a)(1) or (2) Public Charity	Tuition Assistance to Disadvantaged Youth	\$ 30,000.00
Prevent Cancer Foundation 1600 Duke Street, Suite 500 Alexandria, VA 22314	509(a)(1) or (2) Public Charity	Celebremos la Vida Program	\$ 5,000.00
Primary Care Coalition of Montgomery County, MD, Inc. 8758 Georgia Avenue, 10th FL Silver Spring, MD 20910	509(a)(1) or (2) Public Charity	Specialty Medical Care for Children	\$ 10,000.00
Prince George's Child Resource Center, Inc. 9475 Lottsford Road, Suite 202 Largo, MD 20774	509(a)(1) or (2) Public Charity	General Operating Support	\$ 10,000.00
Providence Hospital 1150 Varnum Street, NE Washington, DC 20017	509(a)(1) or (2) Public Charity	General Operating Support	\$ 50,000.00
Quest Arts for Everyone Incorporated 7414 Newburg Drive Lanham, MD 20706	509(a)(1) or (2) Public Charity	Washington Metro Area Programs	\$ 7,500.00
Reading Connection Incorporated 2009 N. 14th Street, Suite 307 Arlington, VA 22201	509(a)(1) or (2) Public Charity	General Operating Support	\$ 10,000.00
Rebuilding Together Alexandria 2210 Mount Vernon Avenue Alexandria, VA 22305	509(a)(1) or (2) Public Charity	Critical Needs Program	\$ 7,500.00
Recording for the Blind and Dyslexic, Inc. fbo Metropolitan Washington 5225 Wisconsin Avenue, NW, Suite 312 Washington, DC 20015	509(a)(1) or (2) Public Charity	General Operating Support	\$ 15,000.00

Clark-Winchcole Foundation

EIN: 52-6058340

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

Recipient Name & Address	Status of Recipient	Purpose of Grant	Amount
Red Wiggler Foundation, Inc. t/a Red Wiggler Community Farm P.O. Box 968 Clarksburg, MD 20871	509(a)(1) or (2) Public Charity	General Operating Support	\$ 20,000.00
Robert and Mary C Terrell House LeDroit Park Museum and Cultural Center 2731 Georgia Avenue, NW Washington, DC 20001	509(a)(1) or (2) Public Charity	General Operating Support	\$ 15,000.00
Rosemount Center 2000 Rosemount Avenue, NW Washington, DC 20010	509(a)(1) or (2) Public Charity	General Operating Support	\$ 15,000.00
Round House Theatre, Inc. P.O. Box 30688 Bethesda, MD 20814	509(a)(1) or (2) Public Charity	Intersections Program	\$ 10,000.00
S.O.M.E., Inc. 71 O Street, NW Washington, DC 20001	509(a)(1) or (2) Public Charity	Center for Employment Training	\$ 25,000.00
The Salvation Army 2826 Pennsylvania Avenue, NW Washington, DC 20037	509(a)(1) or (2) Public Charity	Emergency Assistance Fund	\$ 50,000.00
The Salvation Army fbo Haiti Relief 2826 Pennsylvania Avenue, NW Washington, DC 20037	509(a)(1) or (2) Public Charity	Emergency Relief to Haiti	\$ 50,000.00
Samaritan Inns, Inc. 2523 14th Street, NW Washington, DC 20009	509(a)(1) or (2) Public Charity	General Operating Support	\$ 40,000.00
San Miguel School, Inc. 7705 Georgia Avenue, NW Washington, DC 20012	509(a)(1) or (2) Public Charity	General Operating Support	\$ 20,000.00
Sarah's Circle, Inc. 2551 17th Street, NW, Suite 103 Washington, DC 20009	509(a)(1) or (2) Public Charity	General Operating Support	\$ 20,000.00
SEEC Corporation 8905 Fairview Road, Suite 300 Silver Spring, MD 20910	509(a)(1) or (2) Public Charity	Community Living Program	\$ 10,000.00

Clark-Winchcole Foundation

EIN: 52-6058340

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

Recipient Name & Address	Status of Recipient	Purpose of Grant	Amount
Shepherd Foundation, Ltd 9905 Summit Avenue Kensington, MD 20895	509(a)(1) or (2) Public Charity	Scholarship Fund	\$ 25,000.00
The Shepherd's Table, Inc. 8210-A Colonial Lane Silver Spring, MD 20910	509(a)(1) or (2) Public Charity	Bilingual Counseling Services Program	\$ 10,000.00
Sibley Memorial Hospital Foundation 5255 Loughboro Road, NW Washington, DC 20016	509(a)(1) or (2) Public Charity	Community Outreach Program and Cultural Literacy Program	\$ 75,000.00
Signature Theatre, Inc. 4200 Campbell Avenue Arlington, VA 22206	509(a)(1) or (2) Public Charity	General Operating Support	\$ 2,500.00
Sinal Assisted Housing Foundation, Inc. 3100 Military Road, NW Washington, DC 20015	509(a)(1) or (2) Public Charity	Transitional Housing Program	\$ 5,000.00
St. Aloysius Church fbo The Father McKenna Center 19 Eye Street, NW Washington, DC 20001	509(a)(1) or (2) Public Charity	General Operating Support	\$ 20,000.00
St. Ann's Infant and Maternity Home 4901 Eastern Avenue Hyattsville, MD 20782	509(a)(1) or (2) Public Charity	General Operating Support	\$ 20,000.00
St. Ann's Infant and Maternity Home 4901 Eastern Avenue Hyattsville, MD 20782	509(a)(1) or (2) Public Charity	Children's Residential Program	\$ 75,000.00
St. Columba's Church 4201 Albemarle Street, NW Washington, DC 20016	509(a)(1) or (2) Public Charity	Water Ministry Program	\$ 10,000.00
St. Gabriel Church 26 Grant Circle, NW Washington, DC 20011	509(a)(1) or (2) Public Charity	Petworth Youth Program	\$ 15,000.00
St. John's Community Services 2201 Wisconsin Avenue, NW, Suite C-150 Washington, DC 20007	509(a)(1) or (2) Public Charity	District of Columbia Community Living Services Program	\$ 7,500.00

Clark-Winchcole Foundation

EIN: 52-6058340

Form 990PF, Part XV Supplemental Information

Line 3a Grants and Contributions Paid During the Year

Recipient Name & Address	Status of Recipient	Purpose of Grant	Amount
St. Margaret's Church fbo Charlie's Place 1830 Connecticut Avenue, NW Washington, DC 20009	509(a)(1) or (2) Public Charity	General Operating Support	\$ 8,000.00
The Strathmore Hall Foundation, Inc. 5301 Tuckerman Lane North Bethesda, MD 20852	509(a)(1) or (2) Public Charity	Strathmore Student Concerts	\$ 15,000.00
Student Conservation Association, Inc. 1800 North Kent Street, Suite 102 Arlington, VA 22209	509(a)(1) or (2) Public Charity	National Capital Region Community Program	\$ 10,000.00
The Studio Theatre, Inc. 1501 14th Street, NW Washington, DC 20005	509(a)(1) or (2) Public Charity	Youth Education Programs	\$ 7,500.00
The Supreme Court Historical Society 244 East Capitol Street, NE Washington, DC 20003	509(a)(1) or (2) Public Charity	General Operating Support	\$ 125,000.00
Theatre Lab 733 8th Street, NW Washington, DC 20001	509(a)(1) or (2) Public Charity	Life Stories	\$ 5,000.00
Thrive DC 1525 Newton Street, NW, Suite G1 Washington, DC 20010	509(a)(1) or (2) Public Charity	Links Program	\$ 25,000.00
TLC - The Treatment and Learning Centers, Inc. 2301 Research Boulevard, Suite 110 Rockville, MD 20850	509(a)(1) or (2) Public Charity	Tuition Assistance to Disadvantaged Youth	\$ 15,000.00
Travelers Aid International, Inc. 1612 K Street, NW, Suite 206 Washington, DC 20008	509(a)(1) or (2) Public Charity	Union Station Program	\$ 20,000.00
Tudor Place Foundation, Inc. 1644 31st Street, NW Washington, DC 20007	509(a)(1) or (2) Public Charity	Archeology Work and Entryway Restoration Work at Tudor Place	\$ 20,000.00
United States Capitol Historical Society 200 Maryland Avenue, NE Washington, DC 20002	509(a)(1) or (2) Public Charity	We the People Constitution Program for Washington DC Students	\$ 20,000.00

Clark-Winchcole Foundation

EIN: 52-6058340

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

Recipient Name & Address	Status of Recipient	Purpose of Grant	Amount
Unity Health Care, Inc. fbo Columbia Health Services Clinic 1220 12th Street, SE, Suite 120 Washington, DC 20003	509(a)(1) or (2) Public Charity	Columbia Road Health Service Clinic	\$ 10,000.00
University of Maryland Foundation, Inc. fbo University of Maryland University College 3501 University Boulevard East Adelphi, MD 20783	509(a)(1) or (2) Public Charity	Tuition Assistance to Military Families in WDC Area	\$ 10,000.00
Urban Ed, Inc. 2041 Martin Luther King, Jr. Avenue, SE Suite M-2 Washington, DC 20020	509(a)(1) or (2) Public Charity	Teen TechnoAcademy	\$ 7,500.00
Victory Youth Centers, Inc. 10415 Armory Avenue Kensington, MD 20895	509(a)(1) or (2) Public Charity	Mary Virginia Merrick Center	\$ 25,000.00
Volunteer Center of Fairfax County, Inc. dba Volunteer Fairfax 10530 Page Avenue Fairfax, VA 22030	509(a)(1) or (2) Public Charity	General Operating Support	\$ 7,500.00
Washington Adventist Hospital Foundation 7600 Carroll Avenue Takoma Park, MD 20912	509(a)(1) or (2) Public Charity	Helping Hands Fund and Cancer Patient Assistance Fund	\$ 5,000.00
Washington Architectural Foundation 1777 Church Street, NW Washington, DC 20036	509(a)(1) or (2) Public Charity	Education and Community Outreach Programs	\$ 10,000.00
Washington Bach Consort 1010 Vermont Avenue, NW, Suite 202 Washington, DC 20005	509(a)(1) or (2) Public Charity	General Operating Support	\$ 7,500.00
Washington Cathedral Massachusetts & Wisconsin Avenues, NW Washington, DC 20016	509(a)(1) or (2) Public Charity	Cathedral Fund and Cathedral Scholars Program	\$ 60,000.00
The Washington Chorus, Inc. 2801 Upton Street, NW Washington, DC 20008	509(a)(1) or (2) Public Charity	General Operating Support	\$ 20,000.00
Washington DC Police Foundation 1156 15th Street, NW, Suite 600 Washington, DC 20005	509(a)(1) or (2) Public Charity	Youth Programs	\$ 80,000.00

Clark-Winchcole Foundation

EIN: 52-6058340

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

Recipient Name & Address	Status of Recipient	Purpose of Grant	Amount
The Washington Drama Society, Inc. dba Arena Stage 1101 6th Street, SW Washington, DC 20024	509(a)(1) or (2) Public Charity	General Operating Support	\$ 7,500.00
Washington Episcopal Day School, Inc. 5600 Little Falls Parkway Bethesda, MD 20816	509(a)(1) or (2) Public Charity	Tuition Assistance for Disadvantaged Youth	\$ 5,000.00
The Washington Home 3720 Upton Street, NW Washington, DC 20016	509(a)(1) or (2) Public Charity	Uncompensated Care for Hospice Patients	\$ 30,000.00
Washington Hospital Center Corporation 110 Irving Street, EB 1001 Washington, DC 20010	509(a)(1) or (2) Public Charity	Medical House Call Program	\$ 25,000.00
Washington Jesuit Academy 900 Varnum Street, NE Washington, DC 20017	509(a)(1) or (2) Public Charity	Opening Doors Campaign	\$ 100,000.00
Washington Jesuit Academy 900 Varnum Street, NE Washington, DC 20017	509(a)(1) or (2) Public Charity	General Operating Support	\$ 50,000.00
Washington Middle School for Girls 1901 Mississippi Avenue, SE Washington, DC 20020	509(a)(1) or (2) Public Charity	General Operating Support	\$ 30,000.00
Washington National Opera 2600 Virginia Avenue, NW, Suite 301 Washington, DC 20037	509(a)(1) or (2) Public Charity	General Operating Support	\$ 10,000.00
Washington Performing Arts Society 2000 L Street, NW, Suite 510 Washington, DC 20036	509(a)(1) or (2) Public Charity	Educational Programs	\$ 15,000.00
Washington Tennis & Educational Foundation, Inc. William HG FitzGerald Tennis Center 16th & Kennedy Streets, NW Washington, DC 20011	509(a)(1) or (2) Public Charity	Arthur Ashe Children's Tennis Program	\$ 5,000.00
The Washington Theatre Awards Society dba The Helen Hayes Awards 2233 Wisconsin Avenue, NW, Suite 300 Washington, DC 20007	509(a)(1) or (2) Public Charity	Washington Theatre Legacy Project	\$ 2,500.00

Clark-Winchcole Foundation

EIN: 52-6058340

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

Recipient Name & Address	Status of Recipient	Purpose of Grant	Amount
The Wellness Community of Greater Washington, DC 5430 Grosvenor Lane, Suite 100 Bethesda, MD 20814	509(a)(1) or (2) Public Charity	Kids, Teens, Parents Connect Program	\$ 10,000.00
Wellspring Ministries 10523 Main Street, Suite 33 Fairfax, VA 22030	509(a)(1) or (2) Public Charity	General Operating Support	\$ 10,000.00
Wesley Theological Seminary 4500 Massachusetts Avenue, NW Washington, DC 20016	509(a)(1) or (2) Public Charity	Urban Ministry Program	\$ 150,000.00
Wilderness Leadership and Learning, Inc. 1758 Park Road, NW Washington, DC 20010	509(a)(1) or (2) Public Charity	General Operating Support	\$ 10,000.00
William Wendt Center for Loss and Healing 4201 Connecticut Avenue, NW, Suite 300 Washington, DC 20008	509(a)(1) or (2) Public Charity	General Operating Support	\$ 20,000.00
Wolf Trap Foundation for the Performing Arts 1645 Trap Road Vienna, VA 22182	509(a)(1) or (2) Public Charity	Institute for Early Learning, Opera at Wolf Trap and a New Opera Commission	\$ 140,000.00
Women's Center 133 Park Street, NE Vienna, VA 22180	509(a)(1) or (2) Public Charity	Free/Reduced Mental Health Counseling Program	\$ 5,000.00
World Arts Focus dba Joe's Movement Emporium 3309 Bunker Hill Road Mount Rainier, MD 20712	509(a)(1) or (2) Public Charity	Summer Arts Camps	\$ 7,500.00
Young Men's Christian Association of Metropolitan Washington 1112 16th Street, NW Washington, DC 20036	509(a)(1) or (2) Public Charity	Youth and Family Services Program at Northwest Park Community Center	\$ 12,000.00
Youth for Tomorrow New Life Center, Inc. 11835 Hazel Circle Drive Bristow, VA 20138	509(a)(1) or (2) Public Charity	General Operating Support	\$ 7,500.00
Youth Leadership Foundation, Inc. 5034 Wisconsin Avenue, NW, Suite 250 Washington, DC 20016	509(a)(1) or (2) Public Charity	General Operating Support	\$ 25,000.00
			\$ 4,813,000.00

CLARK-WINCHCOLE FOUNDATION

52-6058340

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

ATTACHMENT 20

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
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INCOME FROM INVESTMENT IN PARTNERSHIP					
K-1 PASS THROUGH OF SECTION 1296 ORDINARY INCOME			14	7,911.	
K-1 PASS THROUGH OF ORDINARY SECTION 988 GAIN			14	2,007.	

TOTALS

9,918.

Application for Extension of Time To File an Exempt Organization Return

File a separate application for each return.

If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box

If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

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

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

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 W. CRAIG THOMPSON, TREASURER

Telephone No. 301 654-3607

FAX No. _____

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

If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ . If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension 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, 2011, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

calendar year 2010 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	\$ 136,285.
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	\$ 136,285.
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	\$

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.

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

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).

Name of exempt organization: CLARK-WINCHCOLE FOUNDATION
Employer identification number: 52-6058340
Number, street, and room or suite no: 3 BETHESDA METRO CENTER
City, town or post office, state, and ZIP code: BETHESDA, MD 20814-5358

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Table with 4 columns: Application Is For, Return Code, Application Is For, Return Code. Rows include Form 990, Form 990-BL, Form 990-EZ, Form 990-PF, Form 990-T (sec. 401(a) or 408(a) trust), and Form 990-T (trust other than above).

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 W. CRAIG THOMPSON, TREASURER
Telephone No. 301 654-3607 FAX No.

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

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

I request an additional 3-month extension of time until 11/15, 2011
For calendar year 2010, or other tax year beginning 20, and ending 20
If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return Change in accounting period
State in detail why you need the extension ADDITIONAL TIME IS NEEDED TO ASSEMBLE INFORMATION NEEDED TO PREPARE A COMPLETE AND ACCURATE RETURN.

Table with 2 columns: Description and Amount. Row 8a: tentative tax, less any nonrefundable credits. Row 8b: refundable credits and estimated tax payments made. Row 8c: Balance Due.

Signature and Verification

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

Signature Title Date