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

OMB No 1545-0052

2010

Department of the Treasury
Internal Revenue Service

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

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

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

THE JAMES & THEODORE PEDAS FAMILY
FOUNDATION, INC.
4018 BRANDYWINE STREET, N.W.
WASHINGTON, DC 20016

A Employer identification number

91-1979866

B Telephone number (see the instructions)

202.237.9100

C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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

I Fair market value of all assets at end of year
(from Part II, column (c), line 16)

\$ 5,347,479.

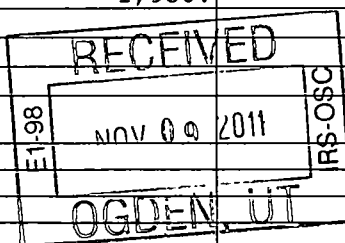
J Accounting method. ☒ Cash ☐ Accrual
☐ Other (specify) _____

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

Part I Analysis of Revenue and

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE				
1 Contributions, gifts, grants, etc. received (att sch)	200,000.			
2 Cl <input type="checkbox"/> if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments		2.		
4 Dividends and interest from securities		89,034.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	-12,734.			
b Gross sales price for all assets on line 6a	131,015.			
7 Capital gain net income (from Part IV, line 2)		0.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule)		-3,590.		
12 Total. Add lines 1 through 11	187,266.	85,446.	0.	
ADMINISTRATIVE AND OPERATING EXPENSES				
13 Compensation of officers, directors, trustees, etc	0.			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach sch) See St 1	1,950.	1,950.		
c Other prof fees (attach sch)				
17 Interest				
18 Taxes (attach schedule) (see instr)				
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) See Statement 2	8,218.	8,218.		
24 Total operating and administrative expenses. Add lines 13 through 23	10,168.	10,168.		
25 Contributions, gifts, grants paid Part XV	324,900.			324,900.
26 Total expenses and disbursements. Add lines 24 and 25	335,068.	10,168.	0.	324,900.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-147,802.			
b Net investment income (if negative, enter -0-)		75,278.		
c Adjusted net income (if negative, enter -0-)			0.	



Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
A S S E T S	1 Cash – non-interest-bearing	140,117.	20,489.	20,489.
	2 Savings and temporary cash investments			
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7 Other notes and loans receivable (attach sch)			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments – U S and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule)	3,276,461.	3,248,287.	5,326,990.
	c Investments – corporate bonds (attach schedule)			
	11 Investments – land, buildings, and equipment basis			
Less: accumulated depreciation (attach schedule)				
12 Investments – mortgage loans				
13 Investments – other (attach schedule)				
14 Land, buildings, and equipment basis				
Less: accumulated depreciation (attach schedule)				
15 Other assets (describe _____)				
16 Total assets (to be completed by all filers – see instructions. Also, see page 1, item I)	3,416,578.	3,268,776.	5,347,479.	
L I A B I L I T I E S	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons.			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe _____)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
N E T F U N D A S S E T S O R F U N D B A L A N C E S	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund.			
	29 Retained earnings, accumulated income, endowment, or other funds	3,416,578.	3,268,776.	
	30 Total net assets or fund balances (see the instructions)	3,416,578.	3,268,776.	
	31 Total liabilities and net assets/fund balances (see the instructions)	3,416,578.	3,268,776.	

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	3,416,578.
2 Enter amount from Part I, line 27a	2	-147,802.
3 Other increases not included in line 2 (itemize) _____	3	
4 Add lines 1, 2, and 3	4	3,268,776.
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	3,268,776.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a				
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			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>		2	-12,733.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0- in Part I, line 8 </div>		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 the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2009	222,394.	5,311,920.	0.041867
2008	283,231.	5,100,643.	0.055528
2007	57,200.	5,661,354.	0.010104
2006	16,155.	4,061,867.	0.003977
2005	31,988.	1,146,927.	0.027890

2 Total of line 1, column (d)	2	0.139366
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	0.027873
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	753.
7 Add lines 5 and 6	7	753.
8 Enter qualifying distributions from Part XII, line 4	8	324,900.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary – see instr.)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	753.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	753.
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	753.
6 Credits/Payments			
a 2010 estimated tax pmts and 2009 overpayment credited to 2010	6a	10,296.	
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	10,296.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" 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	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	9,543.	
11 Enter the amount of line 10 to be Credited to 2011 estimated tax <input checked="" type="checkbox"/> Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

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

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Part VII-A Statements Regarding Activities (Continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>TAXPAYER</u> Telephone no <u>202.237.9100</u> Located at <u>SAME ADDRESS</u> ZIP + 4 <u></u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <u>N/A</u> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u> <u>N/A</u>			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country <u></u>			X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? Organizations relying on a current notice regarding disaster assistance check here <u></u>	1b	N/A
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see the instructions)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If 'Yes,' did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b N/A

Organizations relying on a current notice regarding disaster assistance check here

☐**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?N/A ☐ Yes ☐ No

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

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

6b X

If 'Yes' to 6b, file Form 8870

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

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see 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
JAMES PEDAS 3023 NORMANSTONE TERR., N.W. WASHINGTON, DC 20008	President 0	0.	0.	0.
THEODORE PEDAS 3023 NORMANSTONE TERR., N.W. WASHINGTON, DC 20008	Vice Preside 0	0.	0.	0.

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

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

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

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE'.

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
None		

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes	
a	Average monthly fair market value of securities	1a
b	Average of monthly cash balances	1b
c	Fair market value of all other assets (see instructions)	1c
d	Total (add lines 1a, b, and c)	1d 0.
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
3	Subtract line 2 from line 1d	3
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5 0.
6	Minimum investment return. Enter 5% of line 5	6 0.

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

1	Minimum investment return from Part X, line 6	1
2a	Tax on investment income for 2010 from Part VI, line 5	2a 753.
b	Income tax for 2010 (This does not include the tax from Part VI)	2b
c	Add lines 2a and 2b	2c 753.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3 -753.
4	Recoveries of amounts treated as qualifying distributions	4
5	Add lines 3 and 4	5 -753.
6	Deduction from distributable amount (see instructions)	6
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7 0.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes	
a	Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	1a 324,900.
b	Program-related investments — total from Part IX-B	1b
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2
3	Amounts set aside for specific charitable projects that satisfy the	
a	Suitability test (prior IRS approval required)	3a
b	Cash distribution test (attach the required schedule)	3b
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4 324,900.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5 753.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6 324,147.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				0.
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only			0.	
b Total for prior years: 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006	2,518.			
c From 2007				
d From 2008	29,623.			
e From 2009	223,150.			
f Total of lines 3a through e	255,291.			
4 Qualifying distributions for 2010 from Part XII, line 4: \$ 324,900.				
a Applied to 2009, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2010 distributable amount				0.
e Remaining amount distributed out of corpus	324,900.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus: Add lines 3f, 4c, and 4e. Subtract line 5	580,191.			
b Prior years' undistributed income: Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount – see instructions		0.		
e Undistributed income for 2009: Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
f Undistributed income for 2010: Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	580,191.			
10 Analysis of line 9:				
a Excess from 2006	2,518.			
b Excess from 2007				
c Excess from 2008	29,623.			
d Excess from 2009	223,150.			
e Excess from 2010	324,900.			

BAA

Form 990-PF (2010)

N/A

- (4) Gross investment income**

[illegible]

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Statement 4				
Total			3a	324,900.
b Approved for future payment				
Total			3b	

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2010

Name of the organization **THE JAMES & THEODORE PEDAS FAMILY
FOUNDATION, INC.**

Employer identification number

91-1979866

Organization type (check one)

Filers of:

Form 990 or 990-EZ

Section:

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

Form 990-PF

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

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

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

General Rule

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

Special Rules

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

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

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

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

Name of organization

Employer identification number

THE JAMES & THEODORE PEDAS FAMILY

91-1979866

Part I Contributors (see instructions)

(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	THEODORE PEDAS 4018 BRANDYWINE STREET, N.W. WASHINGTON, DC 20016	\$ 200,000.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

THE JAMES & THEODORE PEDAS FAMILY

91-1979866

Part II Noncash Property (see instructions.)

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

BAA

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

Name of organization

Employer identification number

Part III Exclusively religious, charitable, etc, individual contributions to section 501(c)(7), (8), or (10)

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

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	N/A		
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

Federal Statements
THE JAMES & THEODORE PEDAS FAMILY
FOUNDATION, INC.

Statement 1
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
TAX RETURN PREP.	\$ 1,950.	\$ 1,950.		
Total	<u>\$ 1,950.</u>	<u>\$ 1,950.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 2
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
BERNSTEIN MGT FEE	\$ 2,218.	\$ 2,218.		
FOREIGN TAX PAID	2,869.	2,869.		
PAPAMARKOU MGT.FEE	2,853.	2,853.		
REGISTERED AGENT FEE	278.	278.		
Total	<u>\$ 8,218.</u>	<u>\$ 8,218.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 3
Form 990-PF, Part XV, Line 1a
Foundation Managers - 2% or More Contributors

JAMES PEDAS
 THEODORE PEDAS

Statement 4
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
WASHINGTON HOSPITAL CENTER 110 IRVING STREET, N.W. WASHINGTON, DC 20010	NONE	EXEMPT	TO BE USED FOR EXEMPT PURPOSE	\$ 17,500.
GEORGE WASHINGTON UNIV. 2121 EYE STREET, N.W. WASHINGTON, DC 20052	NONE	EXEMPT	TO BE USED FOR EXEMPT PURPOSE	10,000.
HELLENIC COLLEGE & HOLY CROSS 50 GODDARD AVENUE BROOKLINE, MA 02445	NONE	EXEMPT	TO BE USED FOR EXEMPT PURPOSE	15,000.

Federal Statements
THE JAMES & THEODORE PEDAS FAMILY
FOUNDATION, INC.

Statement 4 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
ST. BASIL ACADEMY 79 SAINT BASIL ROAD GARRISON, NY 10524	NONE	EXEMPT	TO BE USED FOR EXEMPT PURPOSE	\$ 3,000.
FRAXA RESEARCH FD 45 PLEASANT STREET NEWBURYPORT, MA 01950	NONE	EXEMPT	TO BE USED FOR EXEMPT PURPOSE	2,500.
AMERICAN HELLENIC INSTITUTE 1220 16TH STREET, N.W. WASHINGTON, DC 20036	NONE	EXEMPT	TO BE USED FOR EXEMPT PURPOSE	23,000.
WILL ROGERS MOTION PICTURE FD 744 W. 49TH STREET, #200 NEW YORK, NY 10019	NONE	EXEMPT	TO BE USED FOR EXEMPT PURPOSE	4,000.
FOOD & FRIENDS 219 RIGGS RD WASHINGTON, DC 20011	NONE	EXEMPT	TO BE USED FOR EXEMPT PURPOSE	1,000.
FILMFEST DC PO BOX 21396 WASHINGTON, DC 20009	NONE	EXEMPT	TO BE USED FOR EXEMPT PURPOSE	12,400.
ANTI-DEFAMATION LEAGUE PO BOX 96226 WASHINGTON, DC 20090	NONE	EXEMPT	TO BE USED FOR EXEMPT PURPOSE	5,000.
ST. CONSTANTINE & HELEN GREEK ORTHODOX 4115 16TH STREET, NW WASHINGTON, DC 20011	NONE	EXEMPT	TO BE USED FOR EXEMPT PURPOSE	3,500.
THE BENEDICTINE SCHOOL 14299 BENEDICTINE LANE RIDGELY, MD 21660	NONE	EXEMPT	TO BE USED FOR EXEMPT PURPOSE	2,500.
IONA SENIOR SERVICES 4125 ALBERMARLE ST., N.W. WASHINGTON, DC 20016	NONE	EXEMPT	TO BE USED FOR EXEMPT PURPOSE	2,500.
NATIONAL MULTIPLE SCLEROSIS SOCIETY 1800 M STREET, NW, SUITE 750 SOUTH WASHINGTON, DC 20036	NONE	EXEMPT	TO BE USED FOR EXEMPT PURPOSE	2,000.
HELLENICARE 980 NORTH MICHIGAN AVE., SUITE 1210 CHICAGO, IL 60611	NONE	EXEMPT	TO BE USED FOR EXEMPT PURPOSE	2,500.

Statement 4 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
AMERICAN FILM INSTITUTE SILVER THEATRE 8633 COLESVILLE ROAD SILVER SPRING, MD 20910	NONE	EXEMPT	TO BE USED FOR EXEMPT PURPOSE	\$ 5,000.
AVALON THEATRE PROJECT 5505 CONNECTICUT AVE, NW #226 WASHINGTON, DC 20015	NONE	EXEMPT	TO BE USED FOR EXEMPT PURPOSE	1,000.
BERHANU SOCCER FOUNDATION 2300 M STREET, NW #900 WASHINGTON, DC 20015	NONE	EXEMPT	TO BE USED FOR EXEMPT PURPOSE	1,000.
FATHER ELIAS SCHOLARSHIP PO BOX 4319 ST. AUGUSTINE, FL 32085	NONE	EXEMPT	TO BE USED FOR EXEMPT PURPOSE	2,500.
THE GREEK INSTITUTE 1038 MASS. AVE. CAMBRIDGE, MA 02138	NONE	EXEMPT	TO BE USED FOR EXEMPT PURPOSE	2,000.
HELEN HAYES AWARDS 2233 WISCONSIN AVE, NW, SUITE 300 WASHINGTON, DC 20007	NONE	EXEMPT	TO BE USED FOR EXEMPT PURPOSE	4,500.
MANHATTAN SCHOOL OF MUSIC 120 CLAREMONT AVE NEW YORK, NY 10027	NONE	EXEMPT	TO BE USED FOR EXEMPT PURPOSE	1,000.
MARET SCHOOL 3000 CATHEDRAL AVE., NW WASHINGTON, DC 20008	NONE	EXEMPT	TO BE USED FOR EXEMPT PURPOSE	10,000.
METRO. WASH. ORTHODOX SENIORS HOUSING PO BOX 61451 POTOMAC, MD 20859	NONE	EXEMPT	TO BE USED FOR EXEMPT PURPOSE	5,000.
THE NEXT GENERATION INITIATIVE PO BOX 7322 ARLINGTON, VA 22207	NONE	EXEMPT	TO BE USED FOR EXEMPT PURPOSE	5,000.
ORTHODOX CHRISTIAN MISSION NETWORK PO BOX 4319 ST. AUGUSTINE, FL 32085	NONE	EXEMPT	TO BE USED FOR EXEMPT PURPOSE	3,000.

Statement 4 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
RCA BENELOVENT FUND 162-41 POWELLS BLVD. BEECHHURST, NY 11357	NONE	EXEMPT	TO BE USED FOR EXEMPT PURPOSE	\$ 25,000.
SO OTHERS MIGHT EAT 71 O STREET, NW WASHINGTON, DC 20001	NONE	EXEMPT	TO BE USED FOR EXEMPT PURPOSE	2,500.
ST. CATHERINE PHILOPTOHOS SOCIETY 3149 GLEN CARLYN ROAD FALLS CHURCH, VA 22041	NONE	EXEMPT	TO BE USED FOR EXEMPT PURPOSE	2,500.
ST. GEORGE PHILOPTOHOS 7701 BRADLEY BLVD. BETHESDA, MD 20817	NONE	EXEMPT	TO BE USED FOR EXEMPT PURPOSE	2,500.
ST. SOPHIA PHILOPTOHOS 36TH & MASS. AVE., NW WASHINGTON, DC 20007	NONE	EXEMPT	TO BE USED FOR EXEMPT PURPOSE	5,000.
ST. THEODORE PHILOPTOHOS 7101 CIPRIANO ROAD LANHAM, MD 10706	NONE	EXEMPT	TO BE USED FOR EXEMPT PURPOSE	2,500.
SIBLEY MEMORIAL HOSPITAL FD. 5255 LOUGHBORO RD. NW WASHINGTON, DC 20016	NONE	EXEMPT	TO BE USED FOR EXEMPT PURPOSE	1,000.
WAMU-AMERICAN UNIVERSITY 4400 MASS. AVE., NW WASHINGTON, DC 20016	NONE	EXEMPT	TO BE USED FOR EXEMPT PURPOSE	1,000.
NATIONAL FILM PRESERVATION FD. 870 MARKET ST. # 1113 SAN FRANCISCO, CA 94102	NONE	EXEMPT	TO BE USED FOR EXEMPT PURPOSE	5,000.
SUNLIGHT FOUNDATION 1818 N STREET, NW #410 WASHINGTON, DC 20036	NONE	EXEMPT	TO BE USED FOR EXEMPT PURPOSE	5,000.
SIDWELL FRIENDS SCHOOL 3825 WISCONSIN AVE., N.W. WASHINGTON, DC 20016	NONE	EXEMPT	TO BE USED FOR EXEMPT PURPOSE	10,000.
THE SHIRE SCHOOL 120 NORTH LEE STREET FALLS CHURCH, VA 22046	NONE	EXEMPT	TO BE USED FOR EXEMPT PURPOSE	10,000.

Statement 4 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
WHARTON SCHOOL UNIV.OF PA 3451 WALNUT STREET, RM 433 PHILADELPHIA, PA 19104	NONE	EXEMPT	TO BE USED FOR EXEMPT PURPOSE	\$ 25,000.
ST. NEKTARIOS GREEK ORTHODOX M. INC. 100 ANAWANDA RD. ROSCOE, NY 12776	NONE	EXEMPT	TO BE USED FOR EXEMPT PURPOSE	5,000.
SHAKESPEARE THEATRE 516 8TH STREET S.E. WASHINGTON, DC 20003	NONE	EXEMPT	TO BE USED FOR EXEMPT PURPOSE	5,000.
WATER IN LIFE INTERNATIONAL 399 CAROLINA AVE., SUITE 200 WINTER PARK, FL 32789	NONE	EXEMPT	TO BE USED FOR EXEMPT PURPOSE	5,000.
AMERICAN HELENIC INSTITUTE FD 1220 16TH STREET, N.W. WASHINGTON, DC 20036	NONE	EXEMPT	TO BE USED FOR EXEMPT PURPOSE	2,000.
ST. SOPHIA GREEK ORTHODOX CATHEDRAL 2815 36TH STREET, N.W. WASHINGTON, DC 20007	NONE	EXEMPT	TO BE USED FOR CHARITABLE PURPOSE	10,000.
NATIONAL HELLENIC MUSEUM 801 W. ADAMS STREET, SUITE 4TH FL CHICAGO, IL 60607	NONE	EXEMPT	TO BE USED FOR EXEMPT PURPOSE	1,000.
STREET SOCCER USA 5 HANOVER SQUARE, 17TH FLOOR NEW YORK, NY 10004	NONE	EXEMPT	TO BE USED FOR EXEMPT PURPOSE	5,000.
ORDER OF SAINT ANDREW'S 8 EAST 79TH STREET NEW YORK, NY 10075	NONE	EXEMPT	TO BE USED FOR EXEMPT PURPOSE	30,000.
WEIZMANN INSTITUTE OF SCIENCE 633 THIRD AVENUE NEW YORK, NY 10017	NONE	EXEMPT	TO BE USED FOR EXEMPT PURPOSE	5,000.
FARRELL ALUMNI HALL OF FAME 1600 ROEMER BLVD. FARRELL, PA 16121	NONE	EXEMPT	TO BE USED FOR EXEMPT PURPOSE	5,000.

2010

Federal Statements
THE JAMES & THEODORE PEDAS FAMILY
FOUNDATION, INC.

Page 6

91-1979866

Statement 4 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
FRESHFARM MARKETS P.O. BOX 15691 WASHINGTON, DC 20003	NONE	EXEMPT	TO BE USED FOR EXEMPT PURPOSE	\$ 4,000.
GREEK ORTHODOX ARCHDIOCESE OF AMERICA 7 WEST 55TH STREET, 7TH FLOOR NEW YORK, NY 10019	NONE	EXEMPT	TO BE USED FOR EXEMPT PURPOSE	2,500.
GREEK AMERICAN FOUNDATION 910 WEST VAN BUREN ST., SUITE 7SW CHICAGO, IL 60607	NONE	EXEMPT	TO BE USED FOR EXEMPT PURPOSE	2,000.

Total \$ 324,900.

2010

Federal Supporting Detail
THE JAMES & THEODORE PEDAS FAMILY
FOUNDATION, INC.

Page 1

91-1979866

Net Investment Income / Adj. Net Income
Other investment income

PW PORTFOLIO LLC FID# 98-0459877

Total	\$	-3,590.
	\$	<u>-3,590.</u>

PEDAS FAMILY FOUNDATION**FID# 91-1979866****990-PF, PART II, LINE 10b**

	Book Value	Fair Market Value
Altria-Philip Morris (100-2/27, 50-3/11)	14,847	9,848
Abbott Laboratories	7,884	7,187
Air Products & Chemicals Inc.	2,631	2,729
Apple	6,526	20,966
Automatic Data Processing	4,801	4,628
Babcock & Wilcox	1,234	1,280
Becton Dickinson & Co.	3,395	4,226
Cisco Systems	7,561	5,058
Citigroup (50 on 3/11/2)	8,018	710
Chevron	7,948	18,250
ConocoPhillips	7,685	13,620
Caterpillar	4,501	6,556
Coca Cola (50-2/27, 50-3/11)	13,843	19,073
Exxon (100-2/27, 50-3/11)	16,076	29,248
Freeport McMoran	4,726	9,007
General Dynamics	3,631	2,838
General Electric (100 on 2/27/02)	14,961	7,316
IBM	7,683	8,806
Intel (100-3/11)	22,174	10,515
Intuitive Surgical	2,950	2,578
J P Morgan Chase (50 on 2/27/2)	7,575	8,484
Johnson & Johnson	11,499	15,463
Kraft Foods, Inc.	4,656	4,727
McDermott Intl	5,490	2,069
McDonald's (100-3/11)	6,726	15,352
McGraw Hill (50 on 2/27)	6,473	7,282
Medtronic	3,689	2,782
Merck (50-3/11)	10,292	5,406
Microsoft	7,843	6,978
Nestle SA	5,615	14,685
Novo Nordisk	6,964	11,257
Occidental Pete Corp	5,778	19,620
Pepisco (50 on 2/27/2)	6,201	9,800
Phillip Morris Intl	4,271	23,412
Praxair Inc	4,349	7,160
Procter & Gamble	9,193	16,083
Royal Dutch	4,584	6,678
Roche Hldg	5,175	5,512
Sysco Corp	3,604	2,940
Target	4,204	6,013
Texas Instruments	5,403	5,200
Total SA	8,007	8,022
United Technologies	5,636	5,510
Wal-Mart Stores (50-3/11)	7,869	8,090
Walt Disney Co.	3,730	3,751
Walgreen Co. (100 on 2/27/2)	6,704	7,792
Whole Foods Market Inc	3,183	2,530

Accenture Ltd.	1,347	1,455
Alcon Inc	4,654	6,046
Allergan Inc	1,028	1,030
Amazon	1,387	1,980
Apple Computer	1,029	10,967
Broadcom Corp	2,139	2,831
Cameron International	519	1,268
Carnival Corp	1,638	1,844
Celgene Corp.	1,373	1,597
CME Group	2,661	2,574
Comcast Corp	659	879
Cisco Systems	4,354	3,743
Citrix Systems	2,276	2,394
Cooper	2,290	3,206
Costco	892	1,083
Danaher Corp	2,239	3,538
Deere & Co.	2,243	2,492
Dow Chemical	2,885	3,585
EMC Corp - Mass	3,207	4,351
EOG	2,074	1,920
Express Scripts Inc	1,458	1,892
Flowserve Corp.	1,491	1,550
Ford	1,820	2,686
Freeport McMoran	371	841
General Mills	350	498
Gilead Sciences	2,209	3,080
Goldman Sachs	4,533	6,726
Google Inc	3,435	7,722
Goodrich Corp	1,750	2,114
Honeywell	1,813	2,126
Intel	922	1,157
Intuit Inc	731	740
Johnson Controls	2,025	2,865
JP Morgan Chase	6,824	8,060
Juniper Networks	270	369
Kohls Corp	2,170	2,880
Limited Brands	1,587	1,537
Lowes Co.	2,385	2,257
Marvel Tech Group	1,841	1,762
Microsoft	1,397	1,396
Monsanto	1,456	1,741
News Corporation	1,789	1,966
Noble Energy	3,179	3,443
Nvidia Corp.	655	847
Occidental Petroleum	1,230	2,158
Oracle	3,400	4,539
Pepsico	669	849
Potash Inc	1,395	1,548
Rovi Inc	735	806
Schlumberger	5,696	7,933
Southwestern Energy	2,140	2,246
Stanley Black & Decker	669	669
Starbucks Corp	2,047	2,410

Suncor Energy Inc.	1,228	1,340
Target Corp	598	962
Teva Pharmaceutical	1,730	2,033
United Parcel SVC	4,001	3,992
Vertex Pharm	1,737	876
Walt Disney	1,967	2,626
Wells Fargo & Co	1,139	1,085
Bernstein Tax Managed	37,769	46,881
Virginina Commerce Bank	11,344	70,104
Virginina Commerce Bank	19,056	117,768
Fischer Garrison Offshore Fund (addl	822,000	770,272
Dretfus Apprec. Fund (JL-from Jim)	277,639	338,481
Fidelity Small Japan (JL-from Jim)	10,000	16,399
Vanguard Balanced (JL-from Jim)	50,000	80,900
Vanguard High Yield (JL-from Jim)	20,000	28,500
Fundamental Investors Inc	500,000	1,390,542
Capital World Growth & Income Fund	500,000	988,053
Washington Mutual Investor Fund (JL	350,000	675,960
Key Hedge Fund	150,000	170,203
Alliance Bankshares Corp	25,000	25,164
First Opportunity Fund	20,728	13,968
Eagle Bancorp, Inc. MD	9,228	21,645
Total	3,248,287	5,326,990