Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning JUL 1, 2010 , and ending JUN 30, 2011

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: COMMONWEAL FOUNDATION, INC.

A Employer identification number: 23-7000192

Number and street (or P O box number if mail is not delivered to street address): 10770 COLUMBIA PIKE — Room/suite: 150

B Telephone number: 240-450-0000

City or town, state, and ZIP code: SILVER SPRING, MD 20901

C If exemption application is pending, check here ▶ [ ]

D 1. Foreign organizations, check here ▶ [ ]
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 85,751,468.

J Accounting method: [ ] Cash [X] Accrual
[ ] Other (specify)
(Part I, column (d) must be on cash basis)

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

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

		(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	6,146,417.			
	2 Check ▶ [ ] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	2,674.	2,674.	2,674.	
	4 Dividends and interest from securities	1,867,032.	1,867,032.	1,867,032.	STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,950,704.			
	b Gross sales price for all assets on line 6a 11,961,600.				
	7 Capital gain net income (from Part IV, line 2)		1,950,704.		
	8 Net short-term capital gain			1,588,478.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	466,260.	478,974.	478,974.	STATEMENT 2
	12 **Total.** Add lines 1 through 11	10,433,087.	4,299,384.	3,937,158.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	588,085.	29,668.	29,668.	558,417.
	14 Other employee salaries and wages	2,593,369.	29,864.	29,864.	2,527,598.
	15 Pension plans, employee benefits	615,039.	13,769.	13,769.	586,399.
	16a Legal fees STMT 3	8,537.	0.	0.	5,421.
	b Accounting fees STMT 4	88,735.	0.	0.	98,361.
	c Other professional fees STMT 5	238,789.	0.	0.	234,295.
	17 Interest				
	18 Taxes STMT 6	83,757.	0.	0.	0.
	19 Depreciation and depletion	62,388.	0.	0.	
	20 Occupancy	191,003.	0.	0.	108,813.
	21 Travel, conferences, and meetings	167,851.	0.	0.	150,022.
	22 Printing and publications	11,538.	0.	0.	12,683.
	23 Other expenses STMT 7	4,525,896.	86,039.	86,039.	4,196,861.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	9,174,987.	159,340.	159,340.	8,478,870.
	25 Contributions, gifts, grants paid	25,317.			526,067.
	26 **Total expenses and disbursements.** Add lines 24 and 25	9,200,304.	159,340.	159,340.	9,004,937.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	1,232,783.			
	b **Net investment income** (if negative, enter -0-)		4,140,044.		
	c **Adjusted net income** (if negative, enter -0-)			3,777,818.	

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610

15391130 786783 CWF 2010.04050 COMMONWEAL FOUNDATION, INC. CWF____1

Part II Balance Sheets (Attached schedules and amounts in the description column should be for end-of-year amounts only)		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets 1 Cash - non-interest-bearing			1,959,107.	1,959,107.
2 Savings and temporary cash investments		29,243,686.	15,150,662.	15,150,662.
3 Accounts receivable ▶				
Less: allowance for doubtful accounts ▶				
4 Pledges receivable ▶				
Less: allowance for doubtful accounts ▶				
5 Grants receivable				
6 Receivables due from officers, directors, trustees, and other disqualified persons				
7 Other notes and loans receivable ▶				
Less: allowance for doubtful accounts ▶				
8 Inventories for sale or use				
9 Prepaid expenses and deferred charges		112,151.	83,779.	83,779.
10a Investments - U.S. and state government obligations	STMT 8	0.	4,878,411.	4,878,411.
b Investments - corporate stock	STMT 9	6,042,000.	6,672,000.	6,672,000.
c Investments - corporate bonds	STMT 10	20,168,786.	24,392,525.	24,392,525.
11 Investments - land, buildings, and equipment basis ▶	958,009.			
Less accumulated depreciation ▶	83,952.	874,057.	874,057.	874,057.
12 Investments - mortgage loans				
13 Investments - other	STMT 11	26,352,591.	31,333,613.	31,333,613.
14 Land, buildings, and equipment: basis ▶	562,970.			
Less accumulated depreciation ▶	477,898.	121,292.	85,072.	85,072.
15 Other assets (describe ▶ STATEMENT 12)		361,144.	322,242.	322,242.
16 **Total assets** (to be completed by all filers)		83,275,707.	85,751,468.	85,751,468.
Liabilities 17 Accounts payable and accrued expenses		749,867.	1,040,083.	
18 Grants payable		2,190,993.	1,690,243.	
19 Deferred revenue				
20 Loans from officers, directors, trustees, and other disqualified persons				
21 Mortgages and other notes payable				
22 Other liabilities (describe ▶ STATEMENT 13)		0.	11,053.	
23 **Total liabilities** (add lines 17 through 22)		2,940,860.	2,741,379.	
Net Assets or Fund Balances **Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**				
24 Unrestricted		80,334,847.	83,010,089.	
25 Temporarily restricted				
26 Permanently restricted				
Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.				
27 Capital stock, trust principal, or current funds				
28 Paid-in or capital surplus, or land, bldg., and equipment fund				
29 Retained earnings, accumulated income, endowment, or other funds				
30 **Total net assets or fund balances**		80,334,847.	83,010,089.	
31 **Total liabilities and net assets/fund balances**		83,275,707.	85,751,468.	

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	80,334,847.
2 Enter amount from Part I, line 27a	2	1,232,783.
3 Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN ON INVESTMENTS	3	1,442,459.
4 Add lines 1, 2, and 3	4	83,010,089.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	83,010,089.

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	PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
b	SHORT-TERM GAIN-ALLEN GLOBAL PTNRS. K-1	P	VARIOUS	VARIOUS
c	LONG-TERM GAIN-ALLEN GLOBAL PTNRS. K-1	P	VARIOUS	VARIOUS
d	PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	3,335,500.		3,080,625.	254,875.
b				1,333,603.
c				189,255.
d	8,626,100.		8,453,129.	172,971.
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				254,875.
b				1,333,603.
c				189,255.
d				172,971.
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 — 1,950,704.

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).
If (loss), enter -0- in Part I, line 8 — 3 — 1,588,478.

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 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	10,518,515.	84,356,533.	.124691
2008	11,952,232.	87,130,579.	.137176
2007	9,984,307.	90,490,722.	.110335
2006	7,614,006.	90,351,480.	.084271
2005	8,614,016.	91,363,024.	.094283

2	**Total** of line 1, column (d)	2	.550756
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	.110151
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	85,297,944.
5	Multiply line 4 by line 3	5	9,395,654.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	41,400.
7	Add lines 5 and 6	7	9,437,054.
8	Enter qualifying distributions from Part XII, line 4	8	9,031,105.

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 instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	82,801.
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	82,801.
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	82,801.
6	Credits/Payments:				
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	150,819.		
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	150,819.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached			8	109.
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	67,909.
11	Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶ 67,909.	**Refunded** ▶		11	0.

Part VII-A Statements Regarding Activities

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

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

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

Website address ▶ WWW.CWEAL.ORG

14 The books are in care of ▶ THE FOUNDATION Telephone no. ▶ 240-450-0000

Located at ▶ 10770 COLUMBIA PIKE, STE 150, SILVER SPRING, MD ZIP+4 ▶ 20901

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

		Yes	No
16 At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a During the year did the foundation (either directly or indirectly):			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	1b		X
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes ☒ No			
If "Yes," list the years ▶ ______, ______, ______, ______			
b Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______			
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.)* N/A	3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b		X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

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

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

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** No: X

If "Yes" to 6b, file Form 8870

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

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

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 14		588,085.	76,791.	0.

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
KATARZYNA HLAVATY - 10770 COLUMBIA PK, SILVER SPRING, MD 20901	CONTROLLER 40.00	114,580.	20,397.	0.
PAULA WEBBER - 10770 COLUMBIA PK, SILVER SPRING, MD 20901	PROGRAM DIR. 40.00	108,461.	16,772.	0.
FRED LOWENBACH - 10770 COLUMBIA PK, SILVER SPRING, MD 20901	PROGRAM DIR. 40.00	113,704.	6,102.	0.
JANE PARRA - 10770 COLUMBIA PK, SILVER SPRING, MD 20901	PROGRAM DIR. 40.00	111,605.	5,895.	0.
LISA COOKSEY - 10770 COLUMBIA PK, SILVER SPRING, MD 20901	DIR. OF INFOR. 32.00	102,012.	11,665.	0.

Total number of other employees paid over $50,000 ▶ 10

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
REALTY INVESTMENT COMPANY 8171 MAPLE LAWN BLVD.,#375, FULTON, MD 20759	IT AND ACCTING SVCS.	111,110.
BETSY COX PRODUCTIONS, LLC - 2785 SOUTHERN HILLS DR., NORTH GARDEN, VA 22959	VIDEO PRODUCTION	58,310.
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 BOARDING AND DAY SCHOOL PROGRAM (BDSP) -SECONDARY SCHOOL PROGRAMS FOR DISADVANTAGED YOUTH. (SEE ATTACHED STATEMENT 17)	4,982,759.
2 PARTNERS-IN-LEARNING-PROVIDES SUPPLEMENTAL READING, WRITING, AND MATH INSTRUCTION TO CHILDREN IN AT-RISK NEIGHBORHOODS. (SEE ATTACHED STATEMENT 17)	1,425,814.
3 LEARNING SUPPORT PROGRAM-PROVIDES TESTING AND TUTORING FOR CHILDREN WITH LEARNING DISABILITIES. (SEE ATTACHED STATEMENT 17)	925,415.
4 SCHOOL ENHANCEMENT PROGRAM- SERVICE CONTRACTS ARE OFFERED TO BDSP PARTNER SCHOOLS TO HELP THEM FULLY IMPLEMENT THE FOUNDATION'S PROGRAM. (SEE STATEMENT 17)	750,435.

Part IX-B Summary of Program-Related Investments

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

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	39,073,056.
b	Average of monthly cash balances	1b	21,267,216.
c	Fair market value of all other assets	1c	26,256,625.
d	**Total** (add lines 1a, b, and c)	1d	86,596,897.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	86,596,897.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,298,953.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	85,297,944.
6	**Minimum investment return.** Enter 5% of line 5	6	4,264,897.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ [X] 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		
b	Income tax for 2010 (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	
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	

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	9,004,937.
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	26,168.
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	9,031,105.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	9,031,105.

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

Part XIII **Undistributed Income** (see instructions)

N/A

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only				
b Total for prior years: _____, _____, _____				
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f **Total** of lines 3a through e				
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $ _____				
a Applied to 2009, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2010 distributable amount				
e Remaining amount distributed out of corpus				
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				
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 instructions				
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.				
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)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7				
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

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

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

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

	Tax year	Prior 3 years			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	3,777,818.	1,650,561.	1,172,548.	4,524,536.	11,125,463.
b 85% of line 2a	3,211,145.	1,402,977.	996,666.	3,845,856.	9,456,644.
c Qualifying distributions from Part XII, line 4 for each year listed	9,031,105.	10,535,021.	11,970,192.	10,046,257.	41,582,575.
d Amounts included in line 2c not used directly for active conduct of exempt activities	526,067.	367,172.	363,025.	2,075,735.	3,331,999.
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	8,505,038.	10,167,849.	11,607,167.	7,970,522.	38,250,576.
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter: (1) Value of all assets					0.
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0.
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	2,843,265.	2,811,885.	2,904,353.	3,016,357.	11,575,860.
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0.
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0.
(3) Largest amount of support from an exempt organization					0.
(4) Gross investment income					0.

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see the instructions.)

1 **Information Regarding Foundation Managers:**

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

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. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

SEE ATTACHED STATEMENT 18

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

SEE ATTACHED STATEMENT 18

c Any submission deadlines:

SEE ATTACHED STATEMENT 18

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

SEE ATTACHED STATEMENT 18

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHED STATEMENT 19				526,067.
Total			▶ 3a	526,067.
b *Approved for future payment*				
SEE ATTACHED STATEMENT 19				1,690,243.
Total			▶ 3b	1,690,243.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	2,674.	
4 Dividends and interest from securities			14	1,867,032.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	466,260.	
8 Gain or (loss) from sales of assets other than inventory			18	1,950,704.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		4,286,670.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 4,286,670.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
N/A	

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

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

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

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

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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

▶ [signature] 11/30/11 ▶ VP & CFO

Signature of officer or trustee — Date — Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
FRANK H. SMITH	Frank H. Smith	11/30/11		

Firm's name ▶ RAFFA, P.C. Firm's EIN ▶

Firm's address ▶ 1899 L STREET, NW, SUITE 900
WASHINGTON, DC 20036 Phone no. (202) 822-5000

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	Employer identification number
COMMONWEAL FOUNDATION, INC.	23-7000192

Organization type (check one):

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions.

General Rule

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year ▶ $ ____________

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

Name of organization: COMMONWEAL FOUNDATION, INC.

Employer identification number: 23-7000192

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	ROSE-MARIE AND JACK R.ANDERSON FND. 16475 DALLAS PARKWAY, #735 ADDISON, TX 75001	$ 40,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
2	THE JANE BAINUM DECLARATION OF TRUST 10770 COLUMBIA PIKE, # 150 SILVER SPRING, MD 20901	$ 6,000,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
COMMONWEAL FOUNDATION, INC.	23-7000192

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
		$	

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

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

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

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

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

Name of organization: COMMONWEAL FOUNDATION, INC.

Employer identification number: 23-7000192

Part III **Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than $1,000 for the year.** Complete columns **(a)** through **(e) and** the following line entry. For organizations completing Part III, enter the 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

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
GOVERNMENT AND CORPORATE BONDS	1,867,032.	0.	1,867,032.
TOTAL TO FM 990-PF, PART I, LN 4	1,867,032.	0.	1,867,032.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
NON-CAPITAL GAIN (LOSS) FROM ALLEN ARBITRAGE K-1	466,260.	453,857.	466,260.
TOTAL TO FORM 990-PF, PART I, LINE 11	466,260.	453,857.	466,260.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL(SEE STATEMENT 15)	8,537.	0.	0.	5,421.
TO FM 990-PF, PG 1, LN 16A	8,537.	0.	0.	5,421.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING(SEE STATEMENT 15)	88,735.	0.	0.	98,361.
TO FORM 990-PF, PG 1, LN 16B	88,735.	0.	0.	98,361.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER PROFESSIONAL FEES(SEE STATEMENT 15)	238,789.	0.	0.	234,295.
TO FORM 990-PF, PG 1, LN 16C	238,789.	0.	0.	234,295.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	83,757.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	83,757.	0.	0.	0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES	6,128.	6,128.	6,128.	0.
EQUIPMENT AND MAINTENANCE	21,451.	0.	0.	21,704.
DUES AND SUBSCRIPTION	25,707.	0.	0.	20,354.
STAFF RECRUITING	20,455.	0.	0.	20,149.
INSURANCE	24,515.	0.	0.	18,935.
OFFICE SUPPLIES	36,151.	0.	0.	30,513.
POSTAGE AND DELIVERY	7,808.	932.	932.	8,337.
STUDENT EXPENSES	57,559.	0.	0.	58,020.
TELEPHONE	18,288.	0.	0.	18,264.
SCHOOL ENHANCEMENT CONTRACTS	388,594.	0.	0.	197,654.
SCHOLARSHIPS	3,918,746.	0.	0.	3,880,665.
ALLOCATION CORPORATE GENERAL AND ADM.	0.	78,979.	78,979.	<78,979.>
CHANGE IN GRANT DISCOUNT	494.	0.	0.	0.
CONTINUING EDUCATION	0.	0.	0.	1,245.
TO FORM 990-PF, PG 1, LN 23	4,525,896.	86,039.	86,039.	4,196,861.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 8

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS		X	4,878,411.	4,878,411.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			4,878,411.	4,878,411.
TOTAL TO FORM 990-PF, PART II, LINE 10A			4,878,411.	4,878,411.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
COMMON STOCKS	6,672,000.	6,672,000.
TOTAL TO FORM 990-PF, PART II, LINE 10B	6,672,000.	6,672,000.

FORM 990-PF CORPORATE BONDS STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE FIXED INCOME	24,392,525.	24,392,525.
TOTAL TO FORM 990-PF, PART II, LINE 10C	24,392,525.	24,392,525.

FORM 990-PF OTHER INVESTMENTS STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT IN LIMITED PARTNERSHIP	COST	26,447,059.	26,447,059.
CERTIFICATE OF DEPOSITS	COST	4,886,554.	4,886,554.
TOTAL TO FORM 990-PF, PART II, LINE 13		31,333,613.	31,333,613.

FORM 990-PF	OTHER ASSETS		STATEMENT 12
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
FEDERAL EXCISE TAX RECEIVABLE	72,704.	0.	0.
ACCRUED INTEREST/DIVIDEND RECEIVABLE	288,440.	322,242.	322,242.
TO FORM 990-PF, PART II, LINE 15	361,144.	322,242.	322,242.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 13
DESCRIPTION	BOY AMOUNT	EOY AMOUNT
FEDERAL EXCISE TAX PAYABLE	0.	11,053.
TOTAL TO FORM 990-PF, PART II, LINE 22	0.	11,053.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 14

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
BARBARA BAINUM 10770 COLUMBIA PIKE #150 SILVER SPRING, MD 20901	CHAIR PRESIDENT/CEO 40.00	234,597.	25,433.	0.
ROZITA LAGORCE GREEN 10770 COLUMBIA PIKE #150 SILVER SPRING, MD 20901	VP OF PROGRAMS 40.00	155,698.	24,167.	0.
CHRISTOPHER SHARKEY 10770 COLUMBIA PIKE #150 SILVER SPRING, MD 20901	VICE PRESIDENT/CFO 40.00	197,790.	27,191.	0.
STEWART BAINUM, SR. 10770 COLUMBIA PIKE #150 SILVER SPRING, MD 20901	VICE-CHAIR 1.00	0.	0.	0.
BRUCE BAINUM 10770 COLUMBIA PIKE #150 SILVER SPRING, MD 20901	DIRECTOR 1.00	0.	0.	0.
ROBERTA BAINUM 10770 COLUMBIA PIKE #150 SILVER SPRING, MD 20901	DIRECTOR 1.00	0.	0.	0.
ALEXANDER FROOM 10770 COLUMBIA PIKE #150 SILVER SPRING, MD 20901	DIRECTOR 1.00	0.	0.	0.
CHARLES A. LEDSINGER 10770 COLUMBIA PIKE #150 SILVER SPRING, MD 20901	DIRECTOR 1.00	0.	0.	0.
JAMES MAC CUTCHEON 10770 COLUMBIA PIKE #150 SILVER SPRING, MD 20901	DIRECTOR 1.00	0.	0.	0.
GARLAND MOORE 10770 COLUMBIA PIKE #150 SILVER SPRING, MD 20901	DIRECTOR 1.00	0.	0.	0.
SCOTT RENSCHLER 10770 COLUMBIA PIKE #150 SILVER SPRING, MD 20901	DIRECTOR 1.00	0.	0.	0.

CHRISTINE SHREVE 10770 COLUMBIA PIKE #150 SILVER SPRING, MD 20901	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		588,085.	76,791.	0.

Commonweal Foundation, Inc. | **Statement 15**
Form 990-PF, Part I, Line 16 - Professional Fees
Fiscal Year Ended June 30, 2011 | **23-7000192**

Line 16 (A) Legal Fees			**Amount**
	Payee Name		
	CT Corporation System	$	636
	Pillsbury Winthrop Shaw Pittman		714
	Venable L.L P		7,187
	Total Legal:	$	8,537
Line 16 (B) Accounting Service Fees			
	ADP Services	$	22,310
	Raffa & Associates		33,852
	Realty Investment Company		20,389
	American Pension Corporation		1,185
	Sturgill, LLC		11,000
	Total Accounting:	$	88,735
Line 16 (C) Other Professional Fees			
	Realty Investment Company	$	73,271
	Lansberg Gersick & Associates		14,295
	Georgene Kalema		3,938
	Middour & Nolan Design		17,754
	Ann M Osten		9,563
	AML Development Corporation		2,696
	John Harrington Photography		1,113
	Simon Public Relations, LLC		1,200
	Leslie Williams Consulting, Inc.		5,000
	Robert J Kemmery		5,425
	Critical Exposure		2,085
	Dr Mary Helen Spiri		600
	Meredith McNerney		500
	InVisible Light, Inc.		1,500
	Entrex Communication Services, Inc.		3,688
	Other		3,879
	Betsy Cox Productions, LLC		58,310
	UIC, Inc.		6,000
	Margaret Z Currie		4,500
	Arudia		17,328
	Business Objects		3,544
	Choice Care Card		1,945
	Raffa & Associates		656
	Total Other Professional Fees	$	**238,789**

During the year ended June 30, 2011, the Foundation was involved in certain transactions which qualify under the self-dealing exceptions described in Treasury Regulation 53.4941(d)-3.

During fiscal year 2011, the Foundation paid $93,660 for information technology and accounting professional services of Realty Investment Company, Inc., (Realty) a corporation controlled by the Principal Sponsors and their family. This was conducted under a cost sharing arrangement as allowed under current tax regulations.

Pathways provides educational assistance to at-risk students in primary and secondary schools. The Foundation operates the following programs under the *Pathways* umbrella: Boarding and Day School Program (BDSP), Learning Support Program (LSP), Partners-in-Learning Program (PINL), and School Enhancement Program (SEP). Students may participate in one or more of these programs based on their individual needs.

Boarding and Day School Program

BDSP assists students by awarding them scholarships to attend partner schools. The partner school environment provides students with opportunities to increase their academic skills, gain work experience, and expand their knowledge of life beyond their local communities. BDSP personnel visit the students at their schools, review the students' academic progress, and monitor the students' participation in employment or community service programs. Award amounts are determined on a case-by-case basis and could not exceed $6,500 for fiscal year 2011. Funds are distributed directly to the schools and are applied to BDSP students' tuition accounts. A student's family must have an adjusted gross income equal to or less than the Foundation's income guidelines. For the year ended June 30, 2011, 1,005 students were awarded scholarships under BDSP.

Learning Support Program

At-risk youth with learning disabilities who live in underserved areas in the Greater Washington area may receive support from this program. This program provides evaluation and/or remediation for elementary and high school students who have learning disabilities, speech/language disabilities, or attention deficit disorder with or without hyperactive disorder.

Eligible students attend in-school or after-school tutoring and summer remediation in their neighborhood libraries, school sites, or community programs to improve basic academic skills and build on strengths with the guidance of learning specialists. The students meet with their tutors two to five times per week, depending on their needs. For the year ended June 30, 2011, 264 students were assisted by LSP.

Partners-in-Learning Program

Through its partner sites, PINL provides supplemental instruction in phonics, reading comprehension, and writing at collaborating school and community sites to children in grades kindergarten through high school, who are in jeopardy of academic failure.

Each PINL group has an average of five children. The groups meet three to four times per week for 60 minutes. PINL focuses on children living in underserved communities in the Greater Washington area. A signature component of the program is that students retain the books they read with their groups. For the year ended June 30, 2011 1,231 students were assisted through PINL.

School Enhancement Program

The Foundation offers school enhancement service contracts to help the partner schools fully implement BDSP. The purpose of SEP is to provide qualifying BDSP partner schools training and technical assistance that equips the partner schools with the knowledge, skills and processes to improve student achievement. Since student achievement is closely linked to college and workforce readiness, SEP Continuous School Improvement (CSI) is an evidenced-based program model centered on building the capacity of partner schools to develop a vision with which to align all of their processes and continuously use data to evaluate whether the partner schools' instruction, curriculum, assessment and school processes improve learning outcomes for all students.

SEP CSI Planning Grants

Planning grants represent phase one of the SEP CSI process. Planning grants provide funding for BDSP partner schools to define their instructional strengths and needs and to learn about best practices in areas relevant to their students' needs. Through the planning grant process, the Foundation assists partner schools in understanding the importance and application of data-driven decision-making. Grantees receive technical assistance and training that enables them to collect and understand the importance of analyzing data in the following areas related to their schools: demographics, perceptions, student learning and school processes. Upon completion of the planning grant period, schools submit a four to five-year plan for the Foundation's review. The award of a planning grant does not commit the Foundation to fund a subsequent multiyear CSI service contract.

SEP Service Contracts

Some BDSP partner schools do not have systems and faculty in place to meet the Foundation's requirements to provide appropriate services to BDSP scholars. The Foundation may contract with partner schools to provide initial funding with the goal that, in the future, the schools participating will administer all these interventions at their own expense. The most common types of school enhancement service contracts offered to BDSP partner schools are:

Remedial Education – To work with students who are struggling academically.

School Counselor – To promote student success through academic, career and personal/social development experiences.

CSI – Schools that successfully complete the phase one planning grant process as described above are eligible to apply for a reimbursable CSI service contract, renewable annually for up to five years for completed and approved milestones. In this phase, the Foundation's focus is on facilitating effective results-oriented work. In addition to their CSI work, participating partner schools are also required to attend three technical assistance and training seminars planned by the Foundation. The cohort of schools share their knowledge about what works and develop professional networks as they create systemic change within their schools.

Information Regarding Contribution, Grant, Scholarship, etc. Programs.

a. ***Name, address and phone number of the person to whom applications should be addressed:***

The Commonweal Foundation requires applicants to complete an online grant application. The application can be accessed at www.cweal.org. If organizations are unable to complete the online application they should contact the Grants Department staff by emailing grants@cweal.org before applying.

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

The online application can be accessed at www.cweal.org. Applicants must attach copies of the following documents:

- List of Board of Directors; must include term of service, leadership roles, and corporate affiliations.
- Current budget for entire organization AND for specific project as per request.
- Details of board contributions: % of board that contributes, range of individual giving, total board gifts for most recent fiscal year (excluding in-kind and gifts attributed to board members).
- Funding strategies and sources of income received, pledged or pending for the project. If you are seeking general support, this information should reflect the entire agency's annual income. Please specify individual, corporate, foundation, board of directors, government, investments, fees for service and fundraising/special event income amounts in your budgets.
- A copy of your most recent filed IRS form 990-PF, or
- A copy of your most recent reviewed or audited financial statements.

c. ***Any Submission deadlines:***

Deadlines for submitting Community Assistance Grant proposals are February 1 and August 1.

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

The following guidelines help to direct the Foundation's funding decisions within the Community Assistance Grants Program:

- The Foundation will only consider requests that address the education needs of disadvantaged children and youth. We are particularly interested in helping organizations that implement strategies that foster partnership building.
- We consider requests for General Operating and Project specific support.
- Programs should be located in Washington, DC, Maryland, or Northern Virginia.
- The organization's Annual Operating Budget may not exceed $2,500,000.
- All programs must have a 501 (c) (3) private /public non-profit tax exempt status with the IRS.
- The maximum grant award under this program is $50,000.
- Organizations may submit a proposal for **only one deadline** within a 12 month period.
- Generally organizations that have received recent funding for 3 consecutive years must skip a year before re-applying.
- Although we would like to respond affirmatively to all requests coming to the Foundation, we receive far more than can possibly be funded. Therefore, we find it necessary to establish priorities and guidelines for the use of our relatively limited resources.

THE FOUNDATION DOES NOT CONSIDER GRANTS FOR:

- Individuals for scholarship, research or travel
- Capital Campaigns
- Endowments
- Special Events or Tables for special events
- Political organizations or lobbying activities
- Local organizations that raise funds to send overseas
- Multi-year grants

		Commitments as of June 30, 2010	2011 Grants, and Adjustments	2011 Payments	Commitments as of June 30, 2011
SPECIALIZED GRANTS					
Maranatha - Domestic Program	1600 Sacramento Inn, #116 Sacramento, CA 95815	$ 2,083,734	$ (2,083,734)	$ -	$ -
Social Services - Voice of Prophecy	PO Box 2525, Newbury Park, CA 91319	10,000	-	(10,000)	-
Shenandoah Valley - Learning Support Specialist	235 West Lee Highway, New Market, VA 22844	39,321	(32,034)	(7,287)	-
TOTAL SPECIALIZED GRANTS		$ 2,133,055	$ (2,115,768)	$ (17,287)	$ -
SCHOOL ENHANCEMENT GRANTS					
Christ the King-Cristo Rey - Remedial Education Pathways Summer Bridge Program	239 Woodside Avenue, Newark, NJ 07104	$ 25,000	$ -	$ (25,000)	$ -
Loyola High School - Remedial Education Summer Bridge Program	15325 Pinehurst, Detroit, MI 48238	24,276	-	(24,276)	-
Saint John's Preparatory School - Pathways Precollege Summer Program	P O Box 4000, Collegeville, MN 56321	1,900	-	(1,900)	-
Takoma Academy - Remedial Education Summer Bridge Program	5301 South 36th St, Omaha, NE 68107	22,060	(1,970)	(20,090)	-
TOTAL SCHOOL ENHANCEMENT GRANTS		$ 73,236	$ (1,970)	$ (71,266)	$ -
FOUNDERS' FUND GRANTS					
Potomac Conference of SDA - Renovation of Sligo & JNA Elementary Schools	606 Greenville Ave , Staunton, VA 24401	$ -	$ 2,000,000	$ (309,757)	$ 1,690,243
Blue Mountain Academy	2363 Mountain Road, Hamburg, PA 19526	-	1,050	(1,050)	-
Highland View Academy	10100 Academy Drive, Hagerstown, MD 21740	-	9,444	(9,444)	-
Naples SDA Church	5050 David Blvd , Naples, FL 34112	-	100,078	(100,078)	-
SDA Initiative	606 Greenville Ave , Staunton, VA 24401	-	675	(675)	-
Takoma Academy	8120 Carroll Ave, Takoma Park,MD 20912	-	13,690	(13,690)	-
TOTAL FOUNDERS' FUND GRANTS		$ -	$ 2,124,937	$ (434,694)	$ 1,690,243
CEO-DIRECTED GRANTS					
Adventist Development and Relief Agency	12502 Columbia Pike, Silver Spring, MD 20904	$ -	$ 1,000	$ (1,000)	$ -
Brookeann Knotts Memorial Fund	PO Box 1109, Martinsburg, WV 25402	-	250	(250)	-
Hospice Caring, Inc	518 S Frederick Ave , Gaithersburg, MD 20877-2325	-	250	(250)	-
The Skin Cancer Foundation	149 Madison Ave , Suite 901, New York NY 10016	-	250	(250)	-
TOTAL CEO-DIRECTED GRANTS		$ -	$ 1,750	$ (1,750)	$ -
STAFF MATCHING GRANTS					
American Cancer Society	250 Williams Street, Atlanta, GA 30303	$ -	$ 145	$ (145)	$ -
Archdiocese of Washington	P O Box 29260, Washington, DC 20017	-	100	(100)	-
Caring for Cats, Inc	2131 Division Street, North St Paul, MN 55109	-	50	(50)	-
Children's Miracle Network	205 West 700 South, Salt Lake city, UT 84101	-	100	(100)	-
Feline Rescue, Inc	593 Fairview Ave N, St Paul, MN 55104	-	25	(25)	-
Hope House, DC	P O Box 60682, Washington, DC 20039	-	100	(100)	-
Juvenile Diabetes Research Foundation	1400 K Street NW, Ste 725, Washington, DC 20005	-	125	(125)	-
Memorial Sloan-Kettering Cancer Center	P O Box 27106, New York, NY 10087-7106	-	125	(125)	-
The Fold, Inc	P O Box 1188, Lyndonville, VT 05851	-	200	(200)	-
The U S -Japan Council	2207 Colby Avenue, Los Angeles, CA 90064	-	100	(100)	-

Commonweal Foundation, Inc.
Form 990-PF, Part XV-Grants and Contributions Paid During the Year of Approved for Future Payments
For the Year Ended June 30, 2011

Statement 19

23-7000192

	Commitments as of June 30, 2010	2011 Grants, and Adjustments	2011 Payments	Commitments as of June 30, 2011
TOTAL STAFF MATCHING GRANTS	$ -	$ 1,070	$ (1,070)	$ -
TOTAL GRANTS BEFORE DISCOUNTS	$ 2,206,291	$ 10,019	$ (526,067)	$ 1,690,243
LESS DISCOUNT ON LONG-TERM GRANTS	(15,298)	$ 15,298	$ -	-
GRANTS PAYABLE	$ 2,190,993	$ 25,317	$ (526,067)	$ 1,690,243

Commonweal Foundation, Inc. **Statement 20**
Form 990-PF, Part I, Line 19 - Depreciation
Form 990-PF, Part II, Line 14 - Land, Buildings, and Equipment
Year Ended June 30, 2011 **23-7000192**

ASSETS

	Beginning of Year	Additions	Adj./Disposal	End of Year
Building	83,952	-	-	83,952
Land	874,057	-	-	874,057
Computer and Office Equipment	536,802	26,168		562,970
	$ 1,494,811	$ 26,168	$ -	$ 1,520,979

ACCUMULATED DEPRECIATION

	Beginning of Year	Current Year Depreciation	Adj./ Disposal	End of Year
Building	83,952	-	-	83,952
Computer and Office Equipment	415,510	62,388		477,898
	499,462	62,388	-	561,850
Net Book Value	$ 995,349			$ 959,129

NOTE: Property and equipment are stated at cost. Depreciation is recorded on a straight-line basis over the estimated useful lives of the respective assets, which range from three to forty years, with no salvage value. Maintenance and repairs are charged to expense when incurred; major improvements to internal use software are capitalized.