EXTENDED DUE DATE - 04/15/2012

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, SEP 1, 2010 and ending AUG 31, 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
HATTIE M. STRONG FOUNDATION

A Employer identification number
53-0237223

Number and street (or P O box number if mail is not delivered to street address)
6551 LOISDALE COURT

Room/suite
160

B Telephone number
703/313-6791

City or town, state, and ZIP code
SPRINGFIELD, VA 22150-1820

C If exemption application is pending, check here ▶☐

D 1. Foreign organizations, check here ▶☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)*
▶$ 29,284,405.

J Accounting method: ☐ Cash ☐ Accrual
☒ Other (specify) MODIFIED CASH
(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	2,292.		N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	57.	57.		Statement 2
	4 Dividends and interest from securities	584,899.	584,899.		Statement 3
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	3,231,570.			Statement 1
	b Gross sales price for all assets on line 6a 60,858,878.				
	7 Capital gain net income (from Part IV, line 2)		3,217,306.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	3,818,818.	3,802,262.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	124,062.	24,812.		99,258.
	14 Other employee salaries and wages	111,000.	20,876.		90,124.
	15 Pension plans, employee benefits	89,333.	16,991.		72,342.
	16a Legal fees				
	b Accounting fees Stmt 4	10,500.	5,250.		5,250.
	c Other professional fees Stmt 5	181,284.	136,975.		44,309.
	17 Interest				
	18 Taxes Stmt 6	82,887.	3,542.		14,350.
	19 Depreciation and depletion				
	20 Occupancy	38,594.	7,642.		30,952.
	21 Travel, conferences, and meetings	1,074.	213.		861.
	22 Printing and publications				
	23 Other expenses Stmt 7	35,870.	7,104.		28,766.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	674,604.	223,405.		386,212.
	25 Contributions, gifts, grants paid	768,980.			744,280.
	26 **Total expenses and disbursements.** Add lines 24 and 25	1,443,584.	223,405.		1,130,492.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	2,375,234.			
	b **Net investment income** (if negative, enter -0-)		3,578,857.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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12-07-10 LHA For Paperwork Reduction Act Notice, see the instructions.

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Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	76,181.	151,488.	151,488.
	3	Accounts receivable ▶ 1,522,218.			
		Less: allowance for doubtful accounts ▶	1,809,796.	1,522,218.	1,522,218.
	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			
	10a	Investments - U.S. and state government obligations Stmt 8	6,410,952.	0.	0.
	b	Investments - corporate stock Stmt 9	17,559,429.	20,599,354.	19,851,887.
	c	Investments - corporate bonds Stmt 10	1,763,022.	7,721,554.	7,758,812.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other			
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	27,619,380.	29,994,614.	29,284,405.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	27,619,380.	29,994,614.	
	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**	27,619,380.	29,994,614.	
	31	**Total liabilities and net assets/fund balances**	27,619,380.	29,994,614.	

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	27,619,380.
2	Enter amount from Part I, line 27a	2	2,375,234.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	29,994,614.
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	29,994,614.

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				
b	See Attached Statements			
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	60,858,878.		57,627,308.	3,231,570.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e	117,347.	4,584.	112,763.	3,217,306.

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 3,217,306.

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 N/A

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 X 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	1,254,208.	27,220,455.	.046076
2008	1,733,100.	24,803,372.	.069874
2007	1,445,710.	30,466,367.	.047453
2006	1,438,494.	30,131,682.	.047740
2005	1,455,066.	28,197,300.	.051603

2	Total of line 1, column (d)	2	.262746
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	.052549
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	29,158,199.
5	Multiply line 4 by line 3	5	1,532,234.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	35,789.
7	Add lines 5 and 6	7	1,568,023.
8	Enter qualifying distributions from Part XII, line 4	8	1,130,492.

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 **c** All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			1	71,577.
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	71,577.
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	71,577.
6 Credits/Payments:				
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	68,000.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	7,500.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	75,500.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached			8	75.
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	3,848.
11 Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶ 3,848. **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,VA			
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.hmstrongfoundation.org

14 The books are in care of ▶ The Foundation Telephone no. ▶ 703/313-6791

Located at ▶ 6551 LOISDALE COURT, SPRINGFIELD, VA ZIP+4 ▶ 22150-1820

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 X 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 X 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 X 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 X No

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

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

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

If "Yes" to 6b, file Form 8870.

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? 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 11		124,062.	19,554.	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
ANDORIA L. WILLIAMS - 6551 LOISDALE CT, SUITE 160, SPRINGFIELD, VA 22150	BOOKKEEPER 35.00	83,504.	15,727.	2/ 3/ 0.

FOOTNOTE EXPLANATIONS ARE LISTED AT THE BOTTOM OF STATEMENT 11.

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. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
INVESTMENT COUNSEL, INC. 8031 M-15, SUITE 200, CLARKSTON, MI 48348	INVESTMENT ADVISORY SERVICES	70,077.
ROSS C. LITTLE - 1536 NORTHERN NECK DRIVE #101, VIENNA, VA 22182	INVESTMENT ADVISORY SERVICES	56,700.

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

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	29,463,523.
b	Average of monthly cash balances		1b	138,709.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	29,602,232.
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	29,602,232.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	444,033.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	29,158,199.
6	**Minimum investment return.** Enter 5% of line 5		6	1,457,910.

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

1	Minimum investment return from Part X, line 6		1	1,457,910.
2a	Tax on investment income for 2010 from Part VI, line 5	2a 71,577.		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	71,577.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	1,386,333.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	1,386,333.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	1,386,333.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,130,492.
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	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,130,492.
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	1,130,492.

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

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7					1,386,333.
2 Undistributed income, if any, as of the end of 2010					
a Enter amount for 2009 only				0.	
b Total for prior years: ______ , ______ , ______			0.		
3 Excess distributions carryover, if any, to 2010:					
a From 2005	102,831.				
b From 2006					
c From 2007					
d From 2008	504,863.				
e From 2009					
f **Total** of lines 3a through e		607,694.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 1,130,492.					
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					1,130,492.
e Remaining amount distributed out of corpus		0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)		255,841.			255,841.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		351,853.			
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 instr.				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)		0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7		0.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a		351,853.			
10 Analysis of line 9:					
a Excess from 2006					
b Excess from 2007					
c Excess from 2008	351,853.				
d Excess from 2009					
e Excess from 2010					

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

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 ☐ 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					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV **Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see the instructions.)** SEE STATEMENT 12, PAGES 1 TO 3

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:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
GRANTS APPROVED AND AWARDED - $684,280 - SEE STATEMENT 13.				
STRONG SCHOLARSHIPS APPROVED AND AWARDED - $60,000 - SEE STATEMENT 14.				
Total			▶ 3a	744,280.
b *Approved for future payment*				
None				
Total			▶ 3b	0.

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) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	57.	
4 Dividends and interest from securities			14	584,899.	
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					
8 Gain or (loss) from sales of assets other than inventory			18	3,231,570.	
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.		3,816,526.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 3,816,526.

(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).

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

1/25/2012 SEC/TREAS/EXECUTIVE DIR

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name: JOHN B. KINCAID, CPA

Preparer's signature: John B Kincaid CPA

Date: 01/24/2012

Check ☒ if self-employed

PTIN

Firm's name ▶ JOHN B. KINCAID, C.P.A.

Firm's EIN ▶

Firm's address ▶ 10005 RHODE ISLAND AVENUE
COLLEGE PARK, MD 20740-1141

Phone no. 301/441-9300

HATTIE M. STRONG FOUNDATION

Continuation for 990-PF, Part IV
53-0237223 Page 1 of 3

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	GAINS <LOSSES> SEE ATTACHED	P	Various	08/31/11
b	EASTMAN KODAK CO-4000 SHS	D	Various	12/02/10
c	CLASS ACTION NOMINAL VALUE ELIMINATION	P	Various	12/08/10
d	DFA INTL R/E PORT-2466+ SHS	P	Various	04/20/11
e	DFA EMERGING MKTS PORT-1421+ SHS	P	Various	04/20/11
f	DIMENSIONAL ADVISOR US MICRO CAP PORT-899+ SHS	P	Various	04/20/11
g	US TARGETED VALUE PORT-1708+ SHS	P	Various	04/20/11
h	DIMENSIONAL ADVISOR ONE YEAR FIXED INC PORT-14216	P	Various	04/20/11
i	DFA INTL SMALL COMPANY PORT-895+ SHS	P	Various	04/20/11
j	DFA INTL SMALL CAP VALUE-886+ SHS	P	Various	04/20/11
k	DIMENSIONAL ADVISOR US LARGE CAP VALUE-3840+ SHS	P	Various	04/20/11
l	VANGUARD DEVELOPED MKTS INDEX-7514+ SHS	P	Various	04/20/11
m	VANGUARD S&P 500 ETF SHS-1350 SHS	P	Various	04/25/11
n	VANGUARD REIT ETF SHS-150 SHS	P	Various	04/25/11
o	VANGUARD REIT ETF SHS-100 SHS	P	Various	04/25/11

	(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	58,466,820.		55,333,561.	3,133,259.
b	18,848.		4,584.	14,264.
c			1.	<1.>
d	13,000.		11,964.	1,036.
e	32,000.		30,365.	1,635.
f	13,000.		12,667.	333.
g	30,000.		27,728.	2,272.
h	147,000.		146,574.	426.
i	16,000.		14,738.	1,262.
j	16,000.		14,555.	1,445.
k	83,000.		74,857.	8,143.
l	78,000.		75,971.	2,029.
m	80,665.		75,922.	4,743.
n	8,810.		8,119.	691.
o	5,873.		5,413.	460.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				3,133,259.
b	117,347.	4,584.	112,763.	0.
c				<1.>
d				1,036.
e				1,635.
f				333.
g				2,272.
h				426.
i				1,262.
j				1,445.
k				8,143.
l				2,029.
m				4,743.
n				691.
o				460.

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	
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	

SUNTRUST

SCHEDULE OF INVESTMENTS SOLD / MATURED / DISTRIBUTED

HATTIE STRONG FOUNDATION (1088)
ACCOUNT NO. 7023800

09/01/10 THROUGH 01/31/11

DATE	PAR VALUE OR SHARES	DESCRIPTION	PROCEEDS	FEDERAL TAX COST	REALIZED GAIN/LOSS
		SALES			
12/02/10	8,000	ADOBE SYS INC COM	224,092.21	288,091.20-	63,998.99-
12/02/10	4,000	AIR PROD & CHEMS INC COM	337,769.69	22,219.35-	315,550.34
12/02/10	6,500	ALTRIA GROUP INC COM	157,309.46	127,139.15-	30,170.31
12/02/10	7,000	AMERICAN EXPRESS CO COM	296,946.42	370,677.37-	73,730.95-
12/02/10	5,000	AMGEN INC COM	263,253.45	296,690.74-	33,437.29-
12/06/10	2,500	APACHE CORP COM	268,682.14	175,796.50-	92,885.64
12/02/10	6,500	AUTOMATIC DATA PROCESSING INC COM	289,709.90	250,678.62-	39,031.28
12/02/10	8,000	BANK OF AMERICA CORP COM	90,254.37	259,280.00-	169,025.63-
12/02/10	5,000	BP PLC SPONS ADR	200,506.61	139,807.93-	60,698.68
12/02/10	11,000	CISCO SYS INC COM	211,746.42	229,486.71-	17,740.29-
12/02/10	5,000	DOW CHEM CO COM	155,307.37	130,183.00-	25,124.37
12/02/10	4,000	EASTMAN KODAK CO COM (REPORTED SEPARATELY)	18,847.68	4,583.90-	14,263.78
12/02/10	12,000	EBAY INC COM	364,914.21	351,919.80-	12,994.41
12/02/10	6,000	EMERSON ELEC CO COM	330,314.71	14,025.77-	316,288.94
12/02/10	4,000	EXXON MOBIL CORP COM	275,243.34	43,189.29-	232,054.05

HATTIE M. STRONG FOUNDATION EIN: 53-0237223

FORM 990 – PF /2010 PART IV-CAPITAL GAINS AND LOSSES
- FOR TAX ON INVESTMENT INCOME - PAGE 2 OF 4

SUNTRUST

SCHEDULE OF INVESTMENTS SOLD / MATURED / DISTRIBUTED

HATTIE STRONG FOUNDATION (1088)
ACCOUNT NO. 7023800 09/01/10 THROUGH 01/31/11 PAGE 31

DATE	PAR VALUE OR SHARES	DESCRIPTION	PROCEEDS	FEDERAL TAX COST	REALIZED GAIN/LOSS
11/30/10	1,000,000	FED FARM CR BK 5.550% 6/06/17	1,160,766.77	1,029,850.00-	130,916.77
11/30/10	1,500,000	FED HOME LN MTG CORP 5.000% 4/14/23	1,512,750.00	1,497,000.00-	15,750.00
11/30/10	1,500,000	FED HOME LN MTG CORP 5.000% 12/14/18	1,566,375.00	1,503,240.00-	63,135.00
11/30/10	1,000,000	FED HOME LN MTG CORP 6.000% 8/01/16	1,028,000.00	1,026,750.00-	1,250.00
11/30/10	1,000,000	FED NATL MTG ASSN 4.625% 10/15/13	1,100,771.73	1,046,950.00-	53,821.73
VARIOUS	29,255,348.73	FEDERATED MMKT PRIME OBLIG-I #10 FFS	29,255,348.73	29,255,348.73-	0.00
11/30/10	500,000	GENERAL ELEC CAP COR 5.375% 10/20/16	547,250.00	499,750.00-	47,500.00
12/02/10	16,000	GENERAL ELEC CO COM	253,538.70	409,076.63-	155,537.93-
12/02/10	8,000	HOME DEPOT INC COM	243,691.88	249,662.22-	5,970.34-
11/30/10	500,000	IBM CORP 5.700% 9/14/17	581,750.00	538,975.00-	42,775.00
12/02/10	13,000	INTEL CORP COM	275,725.34	286,540.33-	10,814.99-
12/06/10	2,700	INTERNATIONAL BUSINESS MACHS COM	383,618.11	251,316.00-	132,302.11
12/02/10	24,000	ISHARES TR MSCI EMERGING MKTS INDEX	1,074,791.06	1,002,710.40-	72,080.66
12/02/10	4,500	JOHNSON & JOHNSON COM	276,931.53	10,508.84-	266,422.69
12/02/10	6,500	JP MORGAN CHASE & CO COM	244,993.85	253,500.00-	8,506.15-
12/02/10	5,000	KIMBERLY CLARK CORP COM	306,353.51	273,604.37-	32,749.14

SUNTRUST

SCHEDULE OF INVESTMENTS SOLD / MATURED / DISTRIBUTED

HATTIE STRONG FOUNDATION (1088)
ACCOUNT NO. 7023800 09/01/10 THROUGH 01/31/11

DATE	PAR VALUE OR SHARES	DESCRIPTION	PROCEEDS	FEDERAL TAX COST	REALIZED GAIN/LOSS
12/02/10	4,000	MCDONALDS CORP COM	310,362.75	130,880.00-	179,482.75
12/02/10	6,000	MEDTRONIC INC COM	202,085.14	354,172.20-	152,087.06-
12/02/10	7,000	MERCK & CO INC NEW COM	240,809.93	8,465.91-	232,344.02
12/02/10	10,000	MICROSOFT CORP COM	251,300.75	262,000.00-	10,699.25-
12/02/10	4,000	NIKE INC CL B COM	336,969.36	251,368.80-	85,600.56
12/02/10	6,500	NOVARTIS AG ADR	351,848.47	352,063.40-	214.93-
12/02/10	4,500	PEPSICO INC COM	285,979.16	184,222.50-	101,756.66
12/02/10	5,500	PHILIP MORRIS INTL COM	316,695.64	245,139.68-	71,555.96
12/02/10	4,000	PROCTER & GAMBLE CO COM	247,159.98	8,832.81-	238,327.17
VARIOUS	656,554.95	RIDGEWORTH FD-PRIME QLTY MMKT #500	656,554.95	656,554.95-	0.00
11/30/10	700,000	SBC COMMUNICATIONS 5.100% 9/15/14	770,406.00	724,297.00-	46,109.00
12/02/10	4,500	SCHLUMBERGER LTD COM	343,883.29	45,447.77-	298,435.52
12/02/10	5,000	STATE STREET CORP COM	217,004.43	411,901.00-	194,896.57-
12/02/10	5,000	STRYKER CORP COM	252,512.01	245,434.50-	7,077.51
12/02/10	10,000	SYSCO CORP COM	288,194.02	272,331.17-	15,862.85
12/06/10	800	TECH DATA CORP COM	35,772.39	10,892.00-	24,880.39

HATTIE M. STRONG FOUNDATION EIN: 53-0237223

FORM 990 – PF /2010 PART IV-CAPITAL GAINS AND LOSSES
- FOR TAX ON INVESTMENT INCOME - PAGE 4 OF 4

SUNTRUST

SCHEDULE OF INVESTMENTS SOLD / MATURED / DISTRIBUTED

HATTIE STRONG FOUNDATION (1088)
ACCOUNT NO. 7023800 09/01/10 THROUGH 01/31/11 PAGE 33

DATE	PAR VALUE OR SHARES	DESCRIPTION	PROCEEDS	FEDERAL TAX COST	REALIZED GAIN/LOSS
12/02/10	4,000	UNITED TECHNOLOGIES CORP COM	296,612.39	226,150.00-	70,462.39
12/02/10	28,000	VANGUARD INDEX TR MID-CAP GROWTH	1,646,644.86	1,471,960.00-	174,684.86
12/02/10	30,000	VANGUARD INDEX TR MIDCAP VALUE INDEX	1,506,298.93	1,474,434.00-	31,864.93
12/02/10	32,000	VANGUARD INDEX TR VANGUARD SMALL-CAP	2,189,175.83	2,051,190.40-	137,985.43
12/02/10	34,000	VANGUARD INTL EQUITY INDEX FDS	1,535,127.40	1,497,356.60-	37,770.80
12/02/10	42,000	VANGUARD TAX-MANAGED EUROPE PAC ETF	1,441,499.27	1,442,179.20-	679.93-
12/02/10	5,000	WAL-MART STORES INC COM	267,605.47	265,400.00-	2,205.47
12/02/10	8,000	WALT DISNEY CO COM	290,025.14	218,047.53-	71,977.61
12/02/10	4,500	WATERS CORP COM	345,947.54	231,411.27-	114,536.27
12/02/10	10,000	WELLS FARGO & CO NEW COM	269,942.88	310,600.00-	40,657.12-
12/02/10	3,500	3M CO COM	291,695.92	146,860.27-	144,835.65
		TOTAL SALES	58,485,668.09	55,338,144.81-	3,147,523.28
		FREE DELIVERIES			
12/08/10	1	BANK OF AMERICA CORP CLASS ACTION	0.00	0.00	0.00
12/08/10	1	FANNIE MAE- CLASS ACTION	0.00	0.00	0.00
12/08/10	1	TXU CORP CLASS ACTION (REPORTED SEPARATELY)	0.00	1.00-	1.00-
		TOTAL DELIVERIES	0.00	1.00-	1.00-
		TOTAL INVESTMENTS SOLD / MATURED / DISTRIBUTED	58,485,668.09	55,338,145.81-	3,147,522.28

HATTIE M. STRONG FOUNDATION

Continuation for 990-PF, Part IV
53-0237223 Page 2 of 3

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	DIMENSIONAL ADVISOR ONE YEAR FIXED INC PORT-57971	P	Various	05/19/11
b	DFA INTL R/E PORT-708+ SHS	P	Various	07/13/11
c	DFA EMERGING MKTS CORE EQU PORT-396+ SHS	P	Various	07/13/11
d	DIMENSIONAL ADVISOR US MICRO CAP PORT-252+ SHS	P	Various	07/13/11
e	US TARGETED VALUE PORT-477+ SHS	P	Various	07/13/11
f	DIMENSIONAL ADVISOR ONE YEAR FIXED INC PORT-3571+	P	Various	07/13/11
g	DFA INTL SMALL COMPANY PORT-255+ SHS	P	Various	07/13/11
h	DFA INTL SMALL CAP VALUE-255+ SHS	P	Various	07/13/11
i	DIMENSIONAL ADVISOR US SMALL CAP VALUE-108+ SHS	P	Various	07/13/11
j	DIMENSIONAL ADVISOR US LARGE CAP VALUE-1084+ SHS	P	Various	07/13/11
k	VANGUARD DEVELOPED MKTS INDEX-2161+ SHS	P	Various	07/13/11
l	VANGUARD S&P 500 ETF SHS-400 SHS	P	Various	07/15/11
m	VANGUARD REIT ETF SHS-100 SHS	P	Various	07/15/11
n	DFA INTL R/E PORT-750+ SHS	P	Various	08/03/11
o	DFA EMERGING MKTS CORE EQU PORT-401+ SHS	P	Various	08/03/11

	(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	600,000.		597,681.	2,319.
b	3,800.		3,438.	362.
c	8,500.		8,386.	114.
d	3,700.		3,561.	139.
e	8,300.		7,742.	558.
f	37,000.		36,821.	179.
g	4,400.		4,201.	199.
h	4,400.		4,203.	197.
i	2,900.		2,901.	<1.>
j	23,000.		21,145.	1,855.
k	22,000.		21,849.	151.
l	24,189.		22,500.	1,689.
m	6,260.		5,413.	847.
n	4,000.		3,640.	360.
o	8,700.		8,568.	132.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				2,319.
b				362.
c				114.
d				139.
e				558.
f				179.
g				199.
h				197.
i				<1.>
j				1,855.
k				151.
l				1,689.
m				847.
n				360.
o				132.

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

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

HATTIE M. STRONG FOUNDATION

Continuation for 990-PF, Part IV
53-0237223 Page 3 of 3

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	DIMENSIONAL ADVISOR US MICRO CAP PORT-256+ SHS	P	Various	08/03/11
b	US TARGETED VALUE PORT-494+ SHS	P	Various	08/03/11
c	DIMENSIONAL ADVISOR ONE YEAR FIXED INC PORT-3764+	P	Various	08/03/11
d	DFA INTL SMALL COMPANY PORT-265+ SHS	P	Various	08/03/11
e	DFA INTL SMALL CAP VALUE-269+ SHS	P	Various	08/03/11
f	DIMENSIONAL ADVISOR US SMALL CAP VALUE-100+ SHS	P	Various	08/03/11
g	DIMENSIONAL ADVISOR US LARGE CAP VALUE-1104+ SHS	P	Various	08/03/11
h	VANGUARD DEVELOPED MKTS INDEX-2197+ SHS	P	Various	08/03/11
i	VANGUARD S&P 500 ETF SHS-396+ SHS	P	Various	08/05/11
j	VANGUARD REIT ETF-100 SHS	P	Various	08/05/11
k	DIMENSIONAL ADVISOR ONE YEAR FIXED INC PORT-19379	P	Various	12/30/10
l	US TARGETED VALUE PORT-43427+ SHS	P	Various	02/25/11
m	LITIGATION PROCEEDS-UNITED HEALTH	P	Various	05/05/11
n				
o				

	(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	3,500.		3,605.	<105.>
b	8,000.		8,030.	<30.>
c	39,000.		38,812.	188.
d	4,500.		4,373.	127.
e	4,500.		4,433.	67.
f	2,500.		2,687.	<187.>
g	22,000.		21,525.	475.
h	22,000.		22,220.	<220.>
i	23,325.		22,500.	825.
j	5,914.		5,414.	500.
k	200,000.		199,806.	194.
l	750,000.		704,835.	45,165.
m	3,474.			3,474.
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				<105.>
b				<30.>
c				188.
d				127.
e				67.
f				<187.>
g				475.
h				<220.>
i				825.
j				500.
k				194.
l				45,165.
m				3,474.
n				
o				

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	3,217,306.
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	N/A

Form 990-PF Gain or (Loss) from Sale of Assets Statement 1

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
GAINS <LOSSES> SEE ATTACHED	Purchased	Various	08/31/11

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
58,466,820.	55,333,561.	0.	0.	3,133,259.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
EASTMAN KODAK CO-4000 SHS	Donated	Various	12/02/10

(b) Gross Sales Price	(c) Value at Time of Acq.	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
18,848.	4,584.	0.	0.	14,264.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
CLASS ACTION NOMINAL VALUE ELIMINATION	Purchased	Various	12/08/10

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
0.	1.	0.	0.	<1.>

HATTIE M. STRONG FOUNDATION 53-0237223

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
DFA INTL R/E PORT-2466+ SHS	Purchased	Various	04/20/11

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
13,000.	11,964.	0.	0.	1,036.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
DFA EMERGING MKTS PORT-1421+ SHS	Purchased	Various	04/20/11

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
32,000.	30,365.	0.	0.	1,635.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
DIMENSIONAL ADVISOR US MICRO CAP PORT-899+ SHS	Purchased	Various	04/20/11

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
13,000.	12,667.	0.	0.	333.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
US TARGETED VALUE PORT-1708+ SHS	Purchased	Various	04/20/11

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
30,000.	27,728.	0.	0.	2,272.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
DIMENSIONAL ADVISOR ONE YEAR FIXED INC PORT-142169+ SHS	Purchased	Various	04/20/11

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
147,000.	146,574.	0.	0.	426.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
DFA INTL SMALL COMPANY PORT-895+ SHS	Purchased	Various	04/20/11

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
16,000.	14,738.	0.	0.	1,262.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
DFA INTL SMALL CAP VALUE-886+ SHS	Purchased	Various	04/20/11

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
16,000.	14,555.	0.	0.	1,445.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
DIMENSIONAL ADVISOR US LARGE CAP VALUE-3840+ SHS	Purchased	Various	04/20/11

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
83,000.	74,857.	0.	0.	8,143.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
VANGUARD DEVELOPED MKTS INDEX-7514+ SHS	Purchased	Various	04/20/11

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
78,000.	75,971.	0.	0.	2,029.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
VANGUARD S&P 500 ETF SHS-1350 SHS	Purchased	Various	04/25/11

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
80,665.	75,922.	0.	0.	4,743.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
VANGUARD REIT ETF SHS-150 SHS	Purchased	Various	04/25/11

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
8,810.	8,119.	0.	0.	691.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
VANGUARD REIT ETF SHS-100 SHS	Purchased	Various	04/25/11

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
5,873.	5,413.	0.	0.	460.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
DIMENSIONAL ADVISOR ONE YEAR FIXED INC PORT-57971+ SHS	Purchased	Various	05/19/11

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
600,000.	597,681.	0.	0.	2,319.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
DFA INTL R/E PORT-708+ SHS	Purchased	Various	07/13/11

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
3,800.	3,438.	0.	0.	362.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
DFA EMERGING MKTS CORE EQU PORT-396+ SHS	Purchased	Various	07/13/11

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
8,500.	8,386.	0.	0.	114.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
DIMENSIONAL ADVISOR US MICRO CAP PORT-252+ SHS	Purchased	Various	07/13/11

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
3,700.	3,561.	0.	0.	139.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
US TARGETED VALUE PORT-477+ SHS	Purchased	Various	07/13/11

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
8,300.	7,742.	0.	0.	558.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
DIMENSIONAL ADVISOR ONE YEAR FIXED INC PORT-3571+ SHS	Purchased	Various	07/13/11

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
37,000.	36,821.	0.	0.	179.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
DFA INTL SMALL COMPANY PORT-255+ SHS	Purchased	Various	07/13/11

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
4,400.	4,201.	0.	0.	199.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
DFA INTL SMALL CAP VALUE-255+ SHS	Purchased	Various	07/13/11

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
4,400.	4,203.	0.	0.	197.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
DIMENSIONAL ADVISOR US SMALL CAP VALUE-108+ SHS	Purchased	Various	07/13/11

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
2,900.	2,901.	0.	0.	<1.>

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
DIMENSIONAL ADVISOR US LARGE CAP VALUE-1084+ SHS	Purchased	Various	07/13/11

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
23,000.	21,145.	0.	0.	1,855.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
VANGUARD DEVELOPED MKTS INDEX-2161+ SHS	Purchased	Various	07/13/11

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
22,000.	21,849.	0.	0.	151.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
VANGUARD S&P 500 ETF SHS-400 SHS	Purchased	Various	07/15/11

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
24,189.	22,500.	0.	0.	1,689.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
VANGUARD REIT ETF SHS-100 SHS	Purchased	Various	07/15/11

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
6,260.	5,413.	0.	0.	847.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
DFA INTL R/E PORT-750+ SHS	Purchased	Various	08/03/11

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
4,000.	3,640.	0.	0.	360.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
DFA EMERGING MKTS CORE EQU PORT-401+ SHS	Purchased	Various	08/03/11

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
8,700.	8,568.	0.	0.	132.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
DIMENSIONAL ADVISOR US MICRO CAP PORT-256+ SHS	Purchased	Various	08/03/11

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
3,500.	3,605.	0.	0.	<105.>

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
US TARGETED VALUE PORT-494+ SHS	Purchased	Various	08/03/11

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
8,000.	8,030.	0.	0.	<30.>

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
DIMENSIONAL ADVISOR ONE YEAR FIXED INC PORT-3764+ SHS	Purchased	Various	08/03/11

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
39,000.	38,812.	0.	0.	188.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
DFA INTL SMALL COMPANY PORT-265+ SHS	Purchased	Various	08/03/11

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
4,500.	4,373.	0.	0.	127.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
DFA INTL SMALL CAP VALUE-269+ SHS	Purchased	Various	08/03/11

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
4,500.	4,433.	0.	0.	67.

HATTIE M. STRONG FOUNDATION 53-0237223

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
DIMENSIONAL ADVISOR US SMALL CAP VALUE-100+ SHS	Purchased	Various	08/03/11

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
2,500.	2,687.	0.	0.	<187.>

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
DIMENSIONAL ADVISOR US LARGE CAP VALUE-1104+ SHS	Purchased	Various	08/03/11

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
22,000.	21,525.	0.	0.	475.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
VANGUARD DEVELOPED MKTS INDEX-2197+ SHS	Purchased	Various	08/03/11

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
22,000.	22,220.	0.	0.	<220.>

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
VANGUARD S&P 500 ETF SHS-396+ SHS	Purchased	Various	08/05/11

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
23,325.	22,500.	0.	0.	825.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
VANGUARD REIT ETF-100 SHS	Purchased	Various	08/05/11

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
5,914.	5,414.	0.	0.	500.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
DIMENSIONAL ADVISOR ONE YEAR FIXED INC PORT-19379+ SHS	Purchased	Various	12/30/10

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
200,000.	199,806.	0.	0.	194.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
US TARGETED VALUE PORT-43427+ SHS	Purchased	Various	02/25/11

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
750,000.	704,835.	0.	0.	45,165.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
LITIGATION PROCEEDS-UNITED HEALTH	Purchased	Various	05/05/11

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
3,474.	0.	0.	0.	3,474.

Capital Gains Dividends from Part IV	0.
Total to Form 990-PF, Part I, line 6a	3,231,570.

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 2

Source	Amount
SUNTRUST BANK	57.
Total to Form 990-PF, Part I, line 3, Column A	57.

Form 990-PF Dividends and Interest from Securities Statement 3

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
FIDELITY INVESTMENTS	143,225.	0.	143,225.
SUNTRUST BANK	441,674.	0.	441,674.
Total to Fm 990-PF, Part I, ln 4	584,899.	0.	584,899.

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 & TAX SERVICES	10,500.	5,250.		5,250.
To Form 990-PF, Pg 1, ln 16b	10,500.	5,250.		5,250.

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
CUSTODIAN & AGENCY FEES	9,873.	9,873.		0.
INVESTMENT ADVISORY MANAGEMENT SERVICES	127,027.	127,027.		0.
ACTUARIAL FEES	384.	75.		309.
GRANT CONSULTANT	44,000.	0.		44,000.
To Form 990-PF, Pg 1, ln 16c	181,284.	136,975.		44,309.

Form 990-PF Taxes Statement 6

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
PAYROLL TAXES	17,892.	3,542.		14,350.
FEDERAL EXCISE TAX (2010/2011)	64,995.	0.		0.
To Form 990-PF, Pg 1, ln 18	82,887.	3,542.		14,350.

Form 990-PF Other Expenses Statement 7

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
COMPUTER SERVICE & MAINTENANCE	5,150.	1,020.		4,130.
INSURANCE	2,970.	588.		2,382.
REPAIRS & MAINTENANCE	459.	91.		368.
OFFICE EXPENSE, SUPPLIES AND POSTAGE	25,507.	5,051.		20,456.
TELEPHONE	1,784.	354.		1,430.
To Form 990-PF, Pg 1, ln 23	35,870.	7,104.		28,766.

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
	X		0.	0.
Total U.S. Government Obligations				
Total State and Municipal Government Obligations				
Total to Form 990-PF, Part II, line 10a			0.	0.

Form 990-PF Corporate Stock Statement 9

Description	Book Value	Fair Market Value
SEE ATTACHED INVESTMENT REPORT (STATEMENT 15)	20,599,354.	19,851,887.
Total to Form 990-PF, Part II, line 10b	20,599,354.	19,851,887.

Form 990-PF Corporate Bonds Statement 10

Description	Book Value	Fair Market Value
SEE ATTACHED INVESTMENT REPORT (STATEMENT 15)	7,721,554.	7,758,812.
Total to Form 990-PF, Part II, line 10c	7,721,554.	7,758,812.

Form 990-PF Part VIII - List of Officers, Directors Trustees and Foundation Managers Statement 11

Name and Address	Title and Avrg Hrs/Wk	Compensation	Employee Ben Plan Contrib	Expense Account
HENRY L STRONG 6551 LOISDALE CT, SUITE 160 SPRINGFIELD, VA 22150	PRESIDENT/CHAIRMAN 10.00	0.	0.	0.
BENTE STRONG 6551 LOISDALE CT, SUITE 160 SPRINGFIELD, VA 22150	DIRECTOR 1.00	0.	0.	0.
MICHAEL O SUDDATH 6551 LOISDALE CT, SUITE 160 SPRINGFIELD, VA 22150	DIRECTOR 1.00	0.	0.	0.
H GREGORY PLATTS 6551 LOISDALE CT, SUITE 160 SPRINGFIELD, VA 22150	DIRECTOR 3.00	0.	0.	0.
MARY D JANNEY <RESIGNED 10/27/2010> 6551 LOISDALE CT, SUITE 160 SPRINGFIELD, VA 22150	DIRECTOR 1.00	0.	0.	0.

BARBARA B CANTRELL 6551 LOISDALE CT, SUITE 160 SPRINGFIELD, VA 22150	DIRECTOR 1.00	0.	0.	0.
ROBIN C TANNER 6551 LOISDALE CT, SUITE 160 SPRINGFIELD, VA 22150	SEC/TREAS-EXECUTIVE DIRECT 35.00	124,062.	19,554. 2/ 3/	0.
SIGRID S REYNOLDS 6551 LOISDALE CT, SUITE 160 SPRINGFIELD, VA 22150	VICE PRESIDENT 5.00	0.	0.	0.
JOHN M LYNHAM JR 6551 LOISDALE CT, SUITE 160 SPRINGFIELD, VA 22150	DIRECTOR 1.00	0.	0.	0.
RICHARD S T MARSH 6551 LOISDALE CT, SUITE 160 SPRINGFIELD, VA 22150	DIRECTOR 4.00	0.	0. 1/	0.
CAROL L SCHWARTZ 6551 LOISDALE CT, SUITE 160 SPRINGFIELD, VA 22150	DIRECTOR 1.00	0.	0.	0.
JUDITH B CYPHERS <ELECTED 10/27/2010> 6551 LOISDALE CT, SUITE 160 SPRINGFIELD, VA 22150	DIRECTOR 1.00	0.	0.	0.
SEE NOTES BELOW	0.00	0.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		124,062.	19,554.	0.

FOOTNOTES -

1/ - The Law Office of Ross, Marsh & Foster, of which Richard S. T. Marsh is a member, received no compensation as legal counsel for F/Y 2010.

2/ - Represents health care premium cost.

3/ - The Foundation participates in a defined benefit pension arrangement on behalf of its employees. Contributions are not allocated to individual employees until retirement.

The Hattie M. Strong Foundation was incorporated in the District of Columbia in 1928. Its primary activity has been the administration of loan programs for American college students (see below). It also administers a grant program in support of projects within the educational field, primarily in Washington, D.C. and normally limited to organizations which have been ruled tax-exempt under the Internal Revenue Code.

Student Loans

After a strategic review of the Foundation's philanthropic programs, the Strong Foundation's **Student Loan Program** has been suspended. The Foundation remains committed to supporting individuals in pursuit of higher education and have recently implemented a **Scholarship Program**.

Scholarship Program

Background

Starting in 1928, the Hattie M. Strong Foundation (HMSF) has run what we believe to be one of the earliest and most successful student loan programs in the country. We have supported "young people of promise" in their pursuit of higher education across all fields of study in all regions of the country. Our loans always charged zero interest and offered flexible repayment schedules tied to the economic realities of a student's career choice.

In 2009, the HMSF Board of Directors decided to confront a different kind of economic reality; the astonishingly high levels of debt that today's college graduates must incur to complete their studies. Rather than make available yet another layer of debt, we decided to stop lending money and to simply give it away.

In alignment with our traditional focus on education, we have replaced our student loan program with a scholarship program aimed at college students enrolled in teacher-training programs. Specifically, the HMSF hopes to reduce financial pressure during the student-teaching semester, when a student's ability to offset expenses with outside employment is curtailed by the rigor of full-time work in the classroom.

Program Operation, Application, and Selection Process

Funds for the $5,000 scholarships are distributed via partnership with six institutions, all located near Washington, D.C., that have demonstrated leadership in preparing outstanding classroom teachers. Application requirement and student selection will be determined by each institution's scholarship committee in line with the following criteria in descending order of importance:

- Students in their final year of study
- Students with demonstrated financial need
- Students who have achieved a minimum 3.0 GPA in the two semesters prior to their final year
- Undergraduate students who have exhibited outstanding success and enthusiasm in field experience prior to the final year of the program or graduate students whose life experiences prior to enrollment reveal the same traits

Inquiries

Students interested in learning more about applying for a **Hattie M. Strong Foundation "Strong Scholars" Scholarship**, may contact the following institutions:

- **Catholic University of America**, Washington, D.C.
- **Howard University**, Washington, D.C.
- **Longwood University**, Farmville, Virginia
- **James Madison University**, Harrisonburg, Virginia
- **Salisbury University**, Salisbury, Maryland
- **Towson University**, Towson, Maryland

Hattie M. Strong Foundation Grant-Making Priorities

The Hattie M. Strong Foundation makes charitable grants to 501(c)(3) charities serving at-risk school-aged children enrolled in public or public charter schools in the city of Washington. Occasional grants are also made to organizations serving at-risk children in surrounding jurisdictions. The Strong Foundation's current priority is to assist organizations that provide **out-of-school-time (OST) programming during the after-school hours, Saturdays, and summers.** Preference is given to programs that support, reinforce, and enrich the core academic objectives of the District of Columbia Public Schools, as well as character development, community service, good citizenship, and appreciation of the performing and visual arts.

The Strong Foundation no longer accepts unsolicited requests for grants. This decision makes it possible for the Foundation to direct more money to the community while reducing the burden on local charities. That said, the Foundation is always happy to receive information, such as newsletters and other materials, describing the work of local charities that provide OST programming.

Grants range from $5,000 to $25,000 and are made throughout the Foundation's fiscal year which runs September 1 to August 31. Organizations under consideration for potential grants may be contacted for additional information by the Foundation. In some cases, the Foundation may ask to schedule a site visit.

Please contact Janet Kerr-Tener at jkerrtener@hmstrongfoundation.org for more information.

OFFICERS

Henry L. Strong, President
Sigrid S. Reynolds, Vice President
Robin C. Tanner, Secretary/Treasurer-Executive Director

FOUNDATION OFFICE

6551 Loisdale Court, Suite 160
Springfield, VA 22150
Phone: (703) 313-6791
Fax: (703) 313-6793
E-mail: hmsf@hmstrongfoundation.org
Web site: www.hmstrongfoundation.org

HATTIE M. STRONG FOUNDATION EIN: 53-0237223

FORM 990 – PF /2010 PART XV - SUPPLEMENTARY STATEMENT 13
INFORMATION - GRANTS APPROVED AND PAID - PAGE 1 OF 4

	N = 57	Grand Total = $684,280	
1. Membership Dues			
	Washington Regional Assoc. of Grantmakers	$6,600	
	Washington, DC -- Membership		
	Council on Foundations	$3,680	
	Arlington, VA -- Membership		
	Sub-Total	*$10,280*	
2. Chairman's Discretionary Fund			
	Smithsonian National Zoological Park	$15,000	
	Washington, DC -- Memorial Contribution		
	Solomon's Volunteer Rescue & Fire Dept.	$5,000	
	Solomon's, MD -- Memorial Contribution		
	Sub-Total	$20,000	
3. October 2010 Grants			
	ACE Mentor Program	$10,000	
	Washington, DC -- After School Programs		
	Brainfood	$10,000	
	Washington, DC -- After School Programs		
	DC Scores	$10,000	
	Washington, DC -- After School Programs		
	Resources for Inner City Children (RICH)	$10,000	
	Washington, DC -- Tutoring Program		
	U.S. Dream Academy	$10,000	
	Columbia, MD -- After-School Program		
	Washington Lawyers Committee	$10,000	
	Washington, DC		
	Law Firms & DC Public Schools Partnership Program		
	Sub-Total	$60,000	
4. April 2011 Grants			
	$25,000 p/a Grants		
	Beacon House	$25,000	
	Washington, DC – Out-of-School Time Programs		
	Center City Public Charter School	$25,000	
	Washington, DC – Out-of-School Time Science Programs		
	The Fishing School	$25,000	
	Washington, DC – Out-of-School Time Programs		

The House DC	$25,000
Washington, DC -- Out-of-School Time Academic Support	
Washington Tennis & Education Foundation	$25,000
Washington, DC -- Out-of-School Time Programs	
Youth Leadership Foundation	$25,000
Washington, DC -- Out-of-School Time Academic Support	
Sub-Total	$150,000
<u>$15,000 p/a Grants</u>	
Capitol City Public Charter School	$15,000
Washington, DC -- Out-of-School Time Program	
Chillum Youth Project	$15,000
Hyattsville, MD -- Out-of-School Time Program	
For Love of Children	$15,000
Washington, DC -- Out-of-School Time Program	
Horton's Kids	$15,000
Washington, DC -- Out-of-School Time Programs	
Jubilee Housing FBO Jubilee Youth Services	$15,000
Washington, DC -- Out-of-School Time Programs	
Latino Student Fund	$15,000
Washington, DC -- Out-of-School Time Programs	
Life Pieces to Masterpieces	$15,000
Washington, DC -- Out-of-School Time Programs	
Little Lights	$15,000
Washington, DC -- Out-of-School Time Programs	
New Community for Children	$15,000
Washington, DC -- Out-of-School Time Programs	
Petworth Youth Program	$15,000
Washington, DC -- Summer Enrichment Program	
Sub-Total	$150,000
<u>$15,000 One-Time Grants</u>	
Best Friends Foundation	$15,000
Washington, DC -- Out-of-School Time Programs	
Corcoran Gallery	$15,000
Washington, DC – Art Reach Programs for DCPS Youth	
Higher Achievement Program	$15,000
Washington, DC -- Out-of-School Time Programs	
Kid Power	$15,000
Washington, DC -- Out-of-School Time Programs	

	People Animals Love	$15,000	
	Washington, DC -- Out-of-School Time Programs		
	Perry School Community Services Center	$15,000	
	Washington, DC -- Out-of-School Time Programs		
	Scholarship Academy	$15,000	
	Silver Spring, MD -- Out-of-School Time Programs		
	Sitar Center for the Arts	$15,000	
	Washington, DC -- Out-of-School Time Programs		
	Sub-Total	$120,000	
5. June 2011 Grants			
	Community Lodgings Inc.	$9,000	
	Alexandria, VA -- Out-of-School Time Programs		
	National Society of Black Engineers	$15,000	
	Alexandria, VA Summer Programs		
	Septima Clark PCS	$15,000	
	Washington, DC -- Out-of-School Time Programs		
	Shakespeare Theatre	$10,000	
	Washington, DC -- Out-of-School Time Programs		
	Smithsonian Anacostia Museum	$10,000	
	Washington, DC -- Museum Academy Programs		
	United Nations Assoc. of Nat'l Capital Are	$15,000	
	Washington, DC -- Out-of-School Time Programs		
	Sub-Total	$74,000	
6. Board Recommended Grants (June)			
	Bright Beginnings	$5,000	
	Washington, DC -- Programs Serving Low-Income Children		
	Children's Choir of Washington	$10,000	
	Wash, DC - Subsidizing Low-Income Youth Participation		
	Chillum Youth Project	$5,000	
	Hyattsville, MD -- Out-of-School Time Program		
	College Summit	$5,000	
	Wash, DC -- Support Participation of Low-Income Youth		
	Family Place	$10,000	
	Washington, DC -- Programs Serving Low-Income Youth		
	For Love of Children	$5,000	
	Wash, DC -- Subsidize Participation of Low-Income Youth		
	Kiwanis Foundation	$5,000	
	Washington, DC -- Joe Riley Youth Leadership Award		
	Latin American Youth Center	$5,000	
	Wash, DC -- Support of Bard College Humanities Program		

HATTIE M. STRONG FOUNDATION EIN: 53-0237223

FORM 990 – PF /2010 PART XV - SUPPLEMENTARY INFORMATION - GRANTS APPROVED AND PAID -

STATEMENT 13
PAGE 4 OF 4

	National Geographic Society	$5,000	
	Washington, DC -- Support of DC Geographic Alliance		
	Northern Virginia Therapeutic Riding	$5,000	
	Clifton,VA -Programs Serving Low-Income/Disabled Children		
	Phillips Collection	$10,000	
	Washington, DC -- Art Links to Learning Program		
	Reading Connection	$5,000	
	Arlington, VA -- Literacy Programs for At-Risk Children		
	Rosemount Center	$5,000	
	Washington, DC -- Programs Serving Low-Income Children		
	Studio Theatre	$5,000	
	Washington, DC -- Participation of Low-Income Youth		
	Washington Animal Rescue League	$5,000	
	Washington, DC -- Humane Education Program for Youth		
	Washington Architectural Foundation	$5,000	
	Washington, DC - Programs Serving DCPS Children		
	Washington Theatre Legacy Project	$5,000	
	Washington, DC -- Participation of Low-Income Youth		
	Sub-Total	$100,000	
	Grand Total	**$684,280**	

HATTIE M. STRONG FOUNDATION EIN: 53-0237223

FORM 990 – PF /2010 PART XV-SUPPLEMENTARY INFORMATION STATEMENT 14
-STRONG SCHOLARSHIPS APPROVED AND PAID - PAGE 1 OF 1

DISTRICT OF COLUMBIA

HOWARD UNIVERSITY **WASHINGTON, DC**	**$10,000**
THE CATHOLIC UNIVERSITY OF AMERICA **WASHINGTON, DC**	**$10,000**

MARYLAND

SALISBURY STATE UNIVERSITY **SALISBURY, MD**	**$10,000**
TOWSON UNIVERSITY **TOWSON, MD**	**$10,000**

VIRGINIA

LONGWOOD UNIVERSITY **FARMVILLE, VA**	**$10,000**
JAMES MADISON UNIVERSITY **HARRISONBURG, VA**	**$10,000**
TOTAL AWARDED IN SCHOLARSHIPS	**$60,000**

HATTIE M. STRONG FOUNDATION
EIN: 53-0237223
FORM 990 – PF /2010 PART II - BALANCE SHEET
- INVESTMENT REPORT -
STATEMENT 15
PAGE 1 OF 2

Fidelity INVESTMENTS

FIDELITY PRIVATE CLIENT GROUP℠

00033945 01 AT 0 365 16033945 **Envelope 535066411**

JOHN B KINCAID
10005 RHODE ISLAND AVE
COLLEGE PARK MD 20740-1141

Investment Report

August 1, 2011 - August 31, 2011

Interested Party

Online	Fidelity.com
FAST(sm)-Automated Telephone	800-544-5555
Private Client Group	800-544-5704

Fidelity Account℠ Z69-491292 HATTIE M STRONG FOUNDATION
Private Client Group Account Executive: ANNE-MARIE LERRO, Team 430

Account Summary

Beginning value as of Aug 1	$29,469,723.01
Withdrawals	-150,000.00
Transaction costs, loads and fees	-0.57
Change in investment value	-1,709,023.09
Ending value as of Aug 31	**$27,610,699.35**
Account trades from Sep 2010 - Aug 2011	18

Income Summary

	This Period	Year to Date
Taxable		
Dividends	$2,991.98	$143,212.68
Interest	0.27	12.48
Total	**$2,992.25**	**$143,225.16**

Realized Gain/Loss from Sales

	This Period	Year to Date
Short-term gain	$2,676.14	$80,924.83
Short-term loss	-541.58	-542.67
Net short	**2,134.56**	**80,382.16**

Holdings (Symbol) as of August 31, 2011	Quantity August 31, 2011	Price per Unit August 31, 2011	Total Cost Basis	Total Value August 1, 2011	Total Value August 31, 2011
Stocks *18% of holdings*					
VANGUARD INDEX FDS S&P 500 ETF SHS (VOO)	75,750.000	$55.840	$4,260,577.68	$4,500,465.00	$4,229,880.00
VANGUARD INDEX FDS VANGUARD REIT ETF FORMERLY VANGUARD INDEX TR TO 05/24/01 REIT VIPER SHS (VNQ)	12,750.000	57.610	690,281.69	784,364.00	734,527.50
Mutual Funds *82% of holdings*					
DFA INTL REAL ESTATE SEC PORTFOLIO (DFITX)	145,558.319	5.210	706,032.85	794,456.71	758,358.84
DFA EMERGING MRKTS CORE EQU PORTF (DFCEX)	79,667.775	20.060	1,702,040.57	1,765,518.84	1,598,135.56

HATTIE M. STRONG FOUNDATION
EIN: 53-0237223
FORM 990 – PF /2010 PART II - BALANCE SHEET
- INVESTMENT REPORT -
STATEMENT 15
PAGE 2 OF 2

Fidelity INVESTMENTS

FIDELITY PRIVATE
CLIENT GROUP℠

Investment Report

August 1, 2011 - August 31, 2011

Fidelity Account℠ Z69-491292 HATTIE M STRONG FOUNDATION
Private Client Group Account Executive: ANNE-MARIE LERRO, Team 430

Holdings (Symbol) as of August 31, 2011	Quantity August 31, 2011	Price per Unit August 31, 2011	Total Cost Basis	Total Value August 1, 2011	Total Value August 31, 2011
DIMENSIONAL ADVISOR US MICRO CAP PORT (DFSCX)	51,960.199	12.850	731,588.68	736,771.06	667,688.55
US TARGETED VALUE PORT FD (DFFVX)	97,107.699	15.150	1,576,188.96	1,643,625.12	1,471,181.63
DIMENSIONAL ADVISOR ONE YR FIXED INCOME PORT (DFIHX)	748,283.834	10.360	7,714,962.65	7,788,228.54	7,752,220.52
DFA INTERNATIONAL SMALL COMPANY PORT (DFISX)	52,035.897	16.110	857,225.27	914,228.19	838,298.30
DFA INT'L SMALL CAP VALUE (DISVX)	52,164.228	15.700	857,251.75	909,730.10	818,978.37
DIMENSIONAL ADV US SMALL CAP VALUE PORT (DFSVX)	22,160.296	23.250	595,045.42	578,769.77	515,226.88
DIMENSIONAL ADVISOR US LARGE CAPITAL VAL (DFLVX)	218,922.227	18.940	4,267,042.14	4,552,351.28	4,146,386.97
VANGUARD DEVELOPED MRKTS INDEX INV (VDMIX)	431,029.093	9.450	4,356,079.42	4,492,562.90	4,073,224.92
Core Account ***0% of holdings***					
CASH	6,591.310	1.000	6591.31 ~~not applicable~~	8,651.50	6,591.31
For balances below $10,000.00, the current interest rate is 00.01%.					
Total Market Value			$28,320,908.39		$27,610,699.35

All positions held in cash account unless indicated otherwise

Transaction Details

(for holdings with activity this period)

Core Account - *Cash*

Description	Amount	Balance
Beginning		$8,651.50
Investment Activity		
Securities bought	-$2,991.98	
Securities sold	147,939.54	
Core account income	0.27	
Income	2,991.98	
Subtotal of Investment Activity	$147,939.81	
Cash Management Activity		
Other withdrawals	-150,000.00	
Subtotal of Cash Management Activity	- $150,000.00	
Ending		$6,591.31

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

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

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

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

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

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

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

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

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

Type or print

File by the due date for filing your return See instructions

Name of exempt organization: HATTIE M. STRONG FOUNDATION

Employer identification number: 53-0237223

Number, street, and room or suite no If a P.O box, see instructions: 6551 LOISDALE COURT,SUITE 160

City, town or post office, state, and ZIP code. For a foreign address, see instructions.: SPRINGFIELD,VA 22150

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

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ THE FOUNDATION

Telephone No ▶ 703/313-6791 FAX No. ▶ 703/313-6793

- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box . . . . . . ▶ ☐ . If it is for part of the group, check this box . . . . ▶ ☐ and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until APRIL 15 , 20 12 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ ☐ calendar year 20 ____ or

▶ ☒ tax year beginning SEPTEMBER 1 , 20 10 , and ending AUGUST 31 , 20 11

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

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 71,577
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	$ 75,500
c	**Balance Due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	$ REFUND

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

For Paperwork Reduction Act Notice, see Instructions.