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

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

2010For calendar year 2010, or tax year beginning **DECEMBER 1**, 2010, and ending **NOVEMBER 30**, 2011G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

Name of foundation THE SOPHRON FOUNDATION		A Employer identification number 52-1199140
Number and street (or P O box number if mail is not delivered to street address) 4510 MUSTERING DRUM	Room/suite	B Telephone number (see page 10 of the instructions) 410-465-5850
City or town, state, and ZIP code ELLCOTT CITY, MARYLAND 21042-5949		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1,171,285	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	\$ 12	\$ 12	\$ 12	
4 Dividends and interest from securities	56,031	56,031	56,031	
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	26,974			
b Gross sales price for all assets on line 6a \$ 154,026				
7 Capital gain net income (from Part IV, line 2)		26,974		
8 Net short-term capital gain			6,541	
9 Income modifications				
10a Gross sales less returns and allowances				
b Less: Cost of goods sold				
11 Gross profit or (loss) (attach schedule)				
12 Other income (attach schedule) SCHEDULE 9	1,934	1,934	1,934	
Total. Add lines 1 through 11	84,951	84,951	64,518	
13 Compensation of officers, directors, trustees, etc.	14,755			\$ 14,755
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16 Legal fees (attach schedule) SCHEDULE 1	25			25
17 Accounting fees (attach schedule) SCHEDULE 1	8,300			8,300
18 Other professional fees (attach schedule) SCH. 1	13,686	13,686	13,686	-0-
19 Interest SCHEDULE 2				
20 Taxes (attach schedule) (see page 14 of the instructions)	2,030	237	237	1,793
21 Depreciation (attach schedule) and depletion				
22 Occupancy				
23 Travel, conferences, and meetings SCHEDULE 3	7,311			7,311
24 Printing and publications				
25 Other expenses (attach schedule) SCHEDULE 4	856	767	767	89
Total operating and administrative expenses. Add lines 13 through 23	46,963	14,690	14,690	32,273
26 Contributions, gifts, grants paid	21,320			21,320
Total expenses and disbursements. Add lines 24 and 25	68,283	14,690	14,690	\$ 53,593
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	\$ 16,668			
b Net investment income (if negative, enter -0-)		\$ 70,261		
c Adjusted net income (if negative, enter -0-)			\$ 49,828	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	\$ 9,823	\$ 11,231	\$ 11,231
	2 Savings and temporary cash investments	133,164	67,126	67,126
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions) SCHEDULE 10	145	145	145
	7 Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges SCHEDULE 6			
	10a Investments—U.S. and state government obligations (attach schedule)	70,727	67,133	67,133
	b Investments—corporate stock (attach schedule) SCHEDULE 6	353,577	453,986	453,986
	c Investments—corporate bonds (attach schedule) SCHEDULE 6	212,692	198,903	198,903
	11 Investments—land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule) SCHEDULE 6	385,480	372,761	372,761
	14 Land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	\$ 1,165,608	\$ 1,171,285	\$ 1,171,285	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	\$ 1,165,608	\$ 1,171,285	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> 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 (see page 17 of the instructions)	1,165,608	1,171,285		
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	\$ 1,165,608	\$ 1,171,285		

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	\$ 1,165,608
2 Enter amount from Part I, line 27a	2	16,668
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	1,182,276
5 Decreases not included in line 2 (itemize) ▶ SCHEDULE 7	5	10,991
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	\$ 1,171,285

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			
b				
c	SCHEDULE 8			
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) FMV 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			SCHEDULE 8	
d				
e				
2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	\$ 26,974
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8		3	\$ 6,541

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☐ No
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009			
2008			
2007			
2006			
2005			
2	Total of line 1, column (d)		2
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
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5		4
5	Multiply line 4 by line 3		5
6	Enter 1% of net investment income (1% of Part I, line 27b)		6
7	Add lines 5 and 6		7
8	Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.		8

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b	1	\$	1,405
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2		
3	Add lines 1 and 2	3		1,405
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5		1,405
6	Credits/Payments:			
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	\$	1,700
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		1,700
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	\$	295
11	Enter the amount of line 10 to be: Credited to 2011 estimated tax ▶ \$ 295 Refunded ▶	11		

Part VII-A Statements Regarding Activities

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?	Yes	No
1a			X
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		X
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?		X
1c			X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ N/A (2) On foundation managers. ▶ \$ N/A		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ N/A		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
	If "Yes," attach a detailed description of the activities.		
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
3			X
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
4a			X
b	If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
4b			N/A
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X
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 page 19 of the instructions) ▶ VIRGINIA MARYLAND		
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV	9	X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► ROBERT E. GROVE Telephone no. ► 410-465-5850 Located at ► 4510 MUSTERING DRUM ELLICOTT CITY, MARYLAND ZIP+4 ► 21042-5949			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here. N/A ► <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ► 15			
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? 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 ►	16	Yes	No X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?**5b**

N/A

Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

N/A

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**6b**

X

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

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

N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SCHEDULE 11				

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

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3. Five highest-paid independent contractors for professional services** (see page 23 of the instructions). If none, enter "NONE."

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

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

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 SCHEDULE 12	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 NONE MADE IN THE FISCAL YEAR ENDING 11/30/11	\$ -0-
2 NONE MADE IN THE FISCAL YEAR ENDING 11/30/11	-0-
All other program-related investments. See page 24 of the instructions	
3 NONE MADE IN THE FISCAL YEAR ENDING 11/30/11	-0-
Total. Add lines 1 through 3 ▶	\$ -0-

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	\$ 1,122,835
b	Average of monthly cash balances	1b	99,367
c	Fair market value of all other assets (see page 25 of the instructions)	1c	175
d	Total (add lines 1a, b, and c)	1d	1,222,377
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,222,377
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	18,336
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,204,041
6	Minimum investment return. Enter 5% of line 5	6	\$ 60,202

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

1	Minimum investment return from Part X, line 6	1	
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 page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	\$ 53,593
b	Program-related investments—total from Part IX-B	1b	-0-
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	-0-
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	-0-
b	Cash distribution test (attach the required schedule)	3b	-0-
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	53,593
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	-0-
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	\$ 53,593

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

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Page **9****Part XIII Undistributed Income** (see page 26 of the instructions) **PRIVATE OPERATING FOUNDATION**

	(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: 20____, 20____, 20____				
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 page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
d Applied to 2010 distributable amount				
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 page 27 of the instructions				
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions				
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a				
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 page 27 of the instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling **AUGUST 26, 1981**

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

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years				(e) Total
(a) 2010	(b) 2009	(c) 2008	(d) 2007		
\$ 49,828	\$ 52,130	\$ 41,946	\$ 54,272	\$ 198,176	
42,354	44,311	35,654	46,131	168,450	
53,593	57,039	40,030	76,863	227,525	
-0-	-0-	-0-	-0-	-0-	
53,593	57,039	40,030	76,863	227,525	

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon:

a "Assets" alternative test—enter:

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test—enter:

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see page 28 of the instructions.)

1 Information Regarding Foundation Managers:

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

SCHEDULE 13

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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d. SCHEDULE 13

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

N/A

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

N/A

c Any submission deadlines.

N/A

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

N/A

THE SOPHRON FOUNDATION

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Form 990-PF (2010)

Page **11****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 <i>Paid during the year</i> SCHEDULE 14				
Total			3a	
b <i>Approved for future payment</i> NONE				
Total			3b	

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 (See page 28 of the instructions)
(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
		14	\$ 12	
		14	56,031	
		18	28,908	
			84,951	
			13 \$ 84,951	

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

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

[illegible]

THE SOPHRON FOUNDATION
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SCHEDULE 1
PART I - LEGAL AND ACCOUNTING AND OTHER

Legal - annual report and filing fee	\$25
	=====
Accounting - bookkeeping through compilation of financial statements, and preparation of the annual return	\$8,300
	=====
Other - brokerage account maintenance fees	\$13,686
	=====

SCHEDULE 2
PART I - TAXES

Foreign Non-resident Taxes	\$237
Federal Excise Taxes	1,793

	\$2,030
	=====

SCHEDULE 3
PART I - TRAVEL, CONFERENCES, AND MEETINGS

Travel	\$2,999
Lodging	1,923
Meals	1,681
Meetings	536
Parking	172

	\$7,311
	=====

SCHEDULE 4
PART I - OTHER EXPENSES

Amortization of Bond Premiums and Discounts (Schedule 5)	\$767
Office Supplies	41
Postage, Messenger & Fax	32
Other	16

	\$856
	=====

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SCHEDULE 5
BOND PREMIUM AND DISCOUNT AMORTIZATION

	Amortizable Amount -----	Prior Years -----	Current year -----
\$50,000 U.S. Treasury Bonds @ 11.25% due 2/15/2015; 20.345 years to maturity purchsd 10/11/94 at a value of \$65,469	\$15,469	\$12,267	\$760
\$30,000 Goldman Sachs Bonds @ 6.0% due 6/15/2020; 8.56 years to maturity purchsd 11/22/11 at a value of \$29,563	(437)	0	(4)
\$50,000 QWest Capital Bonds @ 7.625% due 8/3/2021; 19.5 years to maturity purchsd 1/28/02 at a value of \$49,920	(80)	(35)	(4)
\$50,000 MBNA Capital I Bonds @ 8.278% due 12/1/2026; 24.84 years to maturity purchsd 1/28/02 at a value of \$50,369	369	132	15
column (b)			----- \$767 =====

SCHEDULE 6
PART II - INVESTMENTS

	End-of-Year Market Value -----
U.S. Government Bonds	\$67,133 =====

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SCHEDULE 6
PART II - INVESTMENTS

	End-of-Year Market Value -----
Apache Corp.	\$19,888
AT&T, Inc.	18,837
Boeing Co.	13,738
Caterpillar, Inc.	26,917
FirstEnergy Corp.	30,017
Prospect Capital Corp.	23,200
Saul Centers Sr. Cumulative Preferred	25,470
Microsoft Corp.	17,906
Newmont Mining Corp.	23,419
General Electric Co.	15,274
Proctor & Gamble Co.	16,142
Duke Energy Corp.	20,850
Citigroup, Inc.	2,473
Halliburton Co.	14,720
Southern Copper Corp.	28,017
Royal Gold, Inc.	40,725
Steel Dynamics, Inc.	13,180
PEPCO Holdings, Inc.	27,692
Goldcorp, Inc.	26,845
Patriot Coal Corp.	14,574
Noble Corp.	18,991
Silver Wheaton Corp.	15,111

	\$453,986
	=====
\$25,000 Hilton Hotels @ 7.5% due 12/15/17	\$24,250
\$50,000 GMAC @ 7% due 1/15/13	49,791
\$30,000 Goldman Sachs Group @ 6% due 6/15/20	29,925
\$50,000 MBNA Capital Trust I @ 8.278% due 12/1/26	46,812
\$50,000 QWest Capital Funding @ 7.625% due 8/3/21	48,125

	\$198,903
	=====
Morgan Stanley China A Shares Fund	\$8,772
Penn West Petroleum Ltd.	30,974
Baytex Energy Trust	179,410
Gabelli Global Gold Natural Resources & Income Trust	46,890
Kayne Anderson Energy Total Return Fund	14,816
Blackrock Energy & Resources Trust	31,224
Hartford Floating Rate Fund	30,463
India Fund	13,152
Ishares Gold Trust	17,060

	\$372,761
	=====

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SCHEDULE 7
PART III - DECREASES

Unrealized Investment Losses \$10,991
=====

SCHEDULE 8
PART IV - CAPITAL GAINS AND LOSSES

Description -----	Date Acquired -----	Date Sold -----	Gross Sales Price -----	Cost Plus Expenses -----	Gain/ (Loss) -----
650 units Boardwalk Pipeln Ptnrs LP P	12/3/10	5/20/11	\$19,325	\$19,650	(\$325) <i>sr</i>
980 units Penn VA Resrce Ptnrs LP P	7/21/10	5/20/11	24,839	17,759	7,080 <i>sr</i>
Portion of Gain Treated as Ordinary Income					(1,934)
400 shs Total SA P	12/3/10	10/31/11	21,388	20,395	993 <i>sr</i>
					----- 5,814
Capital Gain Distr					727
					----- \$6,541 =====

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SCHEDULE 8
PART IV - CAPITAL GAINS AND LOSSES

Description -----		Date Acquired -----	Date Sold -----	Gross Sales Price -----	Cost Plus Expenses -----	Gain/ (Loss) -----	
500 shs Baytex Energy Trust	P	5/27/05	12/17/10	\$22,601	\$5,574	\$17,027	LT
130 shs Royal Gold, Inc.	P	3/1/10	4/26/11	7,643	5,904	1,739	LT
200 shs Duke Energy Corp.	P	3/1/10	10/25/11	4,034	3,299	735	LT
1000 shs First Potomac Rlty Tr	P	10/23/03	10/25/11	13,448	14,213	(765)	LT
300 shs PEPCO Holdings	P	1/21/09	11/15/11	5,748	5,184	564	LT
35 bds Household Finance Corp.	P	11/29/01	11/15/11	35,000	35,000	0	LT
				----- \$154,026	----- \$126,978	----- 19,300	
Capital Gain Distr						1,133	
						----- \$20,433 =====	

SCHEDULE 9
PART I - OTHER INCOME

Ordinary Income Portion of Gain on Sale of Penn VA
Resources Partners LP units

\$1,934
=====

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SCHEDULE 10
PART VII-B LINE 1a(4) & PART II LINE 6

Judy Reynolds and Robert Grove received compensation at the rate of \$500 per month through August, 2011. Robert Grove's compensation increased to \$1,000 per month in September, 2011. Daniel Grove and Kathryn Hibschan, replacing Judy Reynolds, received compensation at the rate of \$750 per month from September, 2011.

Officers and directors are reimbursed periodically for their out-of-pocket spending on Foundation business. At November 30, 2011 Robert Grove had received an advance of \$145 to cover office expenses.

SCHEDULE 11
PART VIII

The following are the officers and directors of The Sophron Foundation as of 11/30/11:

- a) Robert E. Grove, Director and Secretary/Treasurer. 4510 Mustering Drum, Ellicott City, Maryland 21042. He devotes an average of 15 hours/month to the Foundation.
- b) Hope E. Grove, Director. 4510 Mustering Drum, Ellicott City, Maryland, 21042. She devotes an average of 5 - 10 hours/month to the Foundation.
- c) Daniel R. Grove, Director and President. 4510 Mustering Drum, Ellicott City, Maryland, 21042. He devotes an average of 15 hours/month to the Foundation.
- d) Catherine Grove, Director. 4510 Mustering Drum, Ellicott City, Maryland, 21042. She devotes a few hours/year to the Foundation.
- e) Alexis H. Manchio, Director. 4510 Mustering Drum, Ellicott City, Maryland, 21042. She devotes a few hours/year to the Foundation.

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- f) Jeffrey V. Manchio, Director. 4510 Mustering Drum, Ellicott City, Maryland, 21042. He devotes a few hours/year to the Foundation.
- g) Kathryn A. Hibschan, Director and Vice President. 4510 Mustering Drum, Ellicott City, Maryland, 21042. She devotes a few hours/month to the Foundation.
- h) Judith E. Hibschan, Director. 4510 Mustering Drum, Ellicott City, Maryland, 21042. She devotes a few hours/year to the Foundation.

Daniel Grove, President, and Kathryn Hibschan, Vice President are paid \$750 per month, totalling \$3,350 this fiscal year, in compensation. Robert Grove, Secretary/Treasurer is paid \$1,000 per month, totalling \$7,117 in compensation. No other officer or director is paid any amount either directly or indirectly.

The Foundation makes no contributions to any retirement plan for any of the officers or directors. None of the officers or directors has an expense account or any other allowance.

SCHEDULE 12
PART IX-A

As indicated in Schedule 14, the Foundation engages in non-significant-involvement grant programs.

SCHEDULE 13
PART XV

- Line 1a - The late Tom Rogers. His aggregate contributions constitute nearly all the contributions to the Foundation. Please see the note for Part I given in earlier years.
- Line 2 - The Sophron Foundation is an operating foundation, and has no "standard" grant-giving procedure.

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SCHEDULE 14
PART XV LINE 3a

All of the following grants were made to IRS code section 509(a)(1), (2), or (3) organizations during the Foundation's fiscal year ending 11/30/11. There is no relationship by birth/family or financial circumstance between any grant recipient and any Foundation officer or director.

A grant was made to Helping Hands of Franklin County, 200 Dent Street, P.O. Box 429, Rocky Mount, Virginia 24151 to provide emergency financial assistance of food, utilities, medicine etc. to Franklin County citizens who have lost a job or have been laid off, or are otherwise in need. \$5,000

A grant was made to Carilion Clinic Children's Hospital, 1906 Bellview Avenue, Roanoke, Virginia 24014 to provide financial support or payment for bedside binders, created by the Family Advisory Council. 2,800

Two grants were made to Vantage House, a continuing care retirement community owned and operated by a non-profit, non-sectarian charitable corporation, 5400 Vantage Point Road, Columbia, Maryland 21044 to reimburse employees for the tuition, fees and book expenses they paid for their post-secondary nursing degree or continuing education program, and for two high-back wheel chairs for residents. 5,931
1,034

A grant was made to the McAuliffe-Shepard Discovery Center, P.O. Box 30, Concord, New Hampshire 03302 to support four students' tuition and meals at summer camp in the Touch the Future, Inc. program, that promotes the exploration of astronomy and space science. 1,160

A grant was made to Portland Rescue Mission, P.O. Box 3713, Portland, Oregon 97208 to provide toys, baby supplies and art supplies for children living at Shephard's Door, the women's and children's shelter that is part of the organization. 578

A grant was made to the American Red Cross, P.O. Box 4002018, Des Moines, Iowa 50340 for disaster relief to the areas affected by the Japanese earthquake and tsunami. 250

A grant was made to the Brother's Brother Foundation, 1200 Galveston Avenue, Pittsburgh, Pennsylvania 15233, an organization that promotes international health and education, for earthquake and disaster relief for Japan through the Walk for Japan. 250

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.

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions THE SOPHRON FOUNDATION	Employer identification number (EIN) or <input checked="" type="checkbox"/> 52-1199140
	Number, street, and room or suite no. If a P O box, see instructions 4510 MUSTERING DRUM	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions ELLCOTT CITY, MARYLAND 21042	

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

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	01	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 ► **ROBERT E. GROVE 4510 MUSTERING DRUM ELLCOTT CITY, MD 21042**

Telephone No. ► **410-465-5850** FAX No. ►

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **JUL 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 **DECEMBER 1**, 20 **10**, and ending **NOVEMBER 30**, 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	\$	1,417
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	\$	1,700
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	\$	0

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 Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Cat No 27916D

Form **8868** (Rev. 1-2012)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☐ **Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or <input type="checkbox"/>
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	

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

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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ☐ Telephone No. ☐ FAX No. ☐
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 4 I request an additional 3-month extension of time until _____, 20____.
- 5 For calendar year _____, or other tax year beginning _____, 20____, and ending _____, 20____.
- 6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period
- 7 State in detail why you need the extension _____

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$

Signature and Verification must be completed for Part II only.

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

Signature ☐Title ☐Date ☐

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SCHEDULE 14
PART XV LINE 3a

Monies were provided to various Foundation officers and directors to purchase "stocking stuffers" for distribution to clientele of the following organizations at Christmastime. The stockings generally contain small items of winter clothing, toys, games and candy, but also items more pertinent to the nature of the donee organization.

Grassroots Crisis Intervention Center, Inc.	
6700 Freetown Road	999
Columbia, Maryland 21044	627
 Ozone House	
1705 Washtenaw Avenue	
Ann Arbor, Michigan 48104	1116
 Building Futures Now	
P.O. Box 1524	
Palo Alto, California 94302	974
 Rescue Mission of Roanoke	
402 4th Street SE	
Roanoke, Virginia 24013	601

\$21,320
=====