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

2011

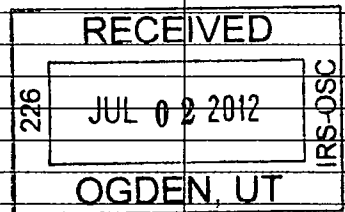
Department of the Treasury
Internal Revenue Service

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

For calendar year 2011 or tax year beginning _____, and ending _____

Name of foundation THE WIDGEON FOUNDATION, INC.		A Employer identification number 13-6113927
Number and street (or P O box number if mail is not delivered to street address) P.O. BOX 278	Room/suite	B Telephone number 410-822-7707
City or town, state, and ZIP code WYE MILLS, MD 21679-0278		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <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		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 2,594,950.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	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 <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	10,738.	10,738.		STATEMENT 1
	4 Dividends and interest from securities	83,878.	83,878.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	187,487.			
	b Gross sales price for all assets on line 6a 1,645,412.				
	7 Capital gain net income (from Part IV, line 2)		187,487.		
	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	282,103.	282,103.		
	13 Compensation of officers, directors, trustees, etc	28,000.	0.		28,000.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 3	86.	0.		86.
	b Accounting fees STMT 4	5,000.	0.		5,000.
	c Other professional fees STMT 5	27,889.	27,889.		0.
	17 Interest				
	18 Taxes STMT 6	14,083.	90.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	5,526.	0.		5,526.
	22 Printing and publications				
	23 Other expenses STMT 7	5,715.	0.		5,715.
	24 Total operating and administrative expenses. Add lines 13 through 23	86,299.	27,979.		44,327.
	25 Contributions, gifts, grants paid	249,680.			249,680.
	26 Total expenses and disbursements. Add lines 24 and 25	335,979.	27,979.		294,007.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-53,876.			
	b Net investment income (if negative, enter -0-)		254,124.		
	c Adjusted net income (if negative, enter -0-)			N/A	



SCANNED JUL 05 2012
Operating and Administrative Expenses

917,18 19

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	12,421.	9,009.	9,009.
	2 Savings and temporary cash investments	114,584.	143,047.	143,047.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 8	2,365,820.	2,084,742.	2,084,742.
	c Investments - corporate bonds STMT 9	248,645.	285,762.	285,762.
	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 ▶ ARTIFACTS)	72,390.	72,390.	72,390.	
16 Total assets (to be completed by all filers)	2,813,860.	2,594,950.	2,594,950.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons	414.		
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	414.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	2,813,446.	2,594,950.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 Total net assets or fund balances	2,813,446.	2,594,950.	
31 Total liabilities and net assets/fund balances	2,813,860.	2,594,950.		

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	2,813,446.
2 Enter amount from Part I, line 27a	2	-53,876.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	2,759,570.
5 Decreases not included in line 2 (itemize) ▶ UNREALIZED LOSS ON INVESTMENTS	5	164,620.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,594,950.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES		P	VARIOUS	VARIOUS
b				
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 1,645,412.		1,457,925.	187,487.	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a			187,487.	
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2 187,487.
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 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))
2010	291,993.	2,691,381.	.108492
2009	234,512.	2,747,538.	.085354
2008	329,769.	3,572,670.	.092303
2007	1,559,629.	4,427,490.	.352260
2006	278,892.	4,786,592.	.058265
2 Total of line 1, column (d)			2 .696674
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 .139335
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 2,680,829.
5 Multiply line 4 by line 3			5 373,533.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,541.
7 Add lines 5 and 6			7 376,074.
8 Enter qualifying distributions from Part XII, line 4			8 294,007.

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 <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	5,082.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	5,082.
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	5,082.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011		6a	6,919.
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	6,919.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	1,837.
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> 1,837. Refunded <input type="checkbox"/>		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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 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.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
4b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> NY		
8b 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	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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges?
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
14 The books are in care of RICHARD ROBINSON Telephone no. 410-822-7707
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here
16 At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?

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

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

1a During the year did the foundation (either directly or indirectly):
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?
(6) Agree to pay money or property to a government official?
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?
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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income?
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?
b If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period?
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

(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
RICHARD ROBINSON P.O. BOX 278 WYE MILLS, MD 21679	PRESIDENT 20.00	20,000.	0.	0.
KATHERINE P. MOYE P.O. BOX 278 WYE MILLS, MD 21679	VICE PRESIDENT 5.00	0.	0.	0.
LINDA MORRIS ROBINSON P.O. BOX 278 WYE MILLS, MD 21679	SECRETARY/TREASURER 15.00	8,000.	0.	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
NONE				

Total number of other employees paid over \$50,000 0

Part VIII

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

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

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

Total number of others receiving over \$50,000 for professional services 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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	
3 All other program-related investments. See instructions.	
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	2,503,904.
b	Average of monthly cash balances	1b	217,750.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	2,721,654.
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	2,721,654.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	40,825.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,680,829.
6	Minimum investment return. Enter 5% of line 5	6	134,041.

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	134,041.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	5,082.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	5,082.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	128,959.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	128,959.
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	128,959.

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	294,007.
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	294,007.
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	294,007.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				128,959.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	41,668.			
b From 2007	1,346,692.			
c From 2008	153,918.			
d From 2009	103,929.			
e From 2010	167,924.			
f Total of lines 3a through e	1,814,131.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$	294,007.			
a Applied to 2010, 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 2011 distributable amount				128,959.
e Remaining amount distributed out of corpus	165,048.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,979,179.			
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 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				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 2006 not applied on line 5 or line 7	41,668.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	1,937,511.			
10 Analysis of line 9:				
a Excess from 2007	1,346,692.			
b Excess from 2008	153,918.			
c Excess from 2009	103,929.			
d Excess from 2010	167,924.			
e Excess from 2011	165,048.			

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				
ACS - CHARLESTON HOPE LODGE 269 CALHOUN STREET CHARLESTON, SC 29401	NONE	501(C)(3)	CHARITABLE CONTRIBUTION	2,500.
AUDUBON SOCIETY 2901 E BALTIMORE ST., BOX 2 BALTIMORE, MD 21224	NONE	501(C)(3)	CHARITABLE CONTRIBUTION	190.
ASSOC. OF STATE FLOODPLAIN MANAGERS FOUNDATION 2809 FISH HATCHERY RD, SUITE 204 MADISON, WI 53713	NONE	501(C)(3)	CHARITABLE CONTRIBUTION	10,000.
AVALON FOUNDATION 40 E. DOVER ST. EASTON, MD 21601	NONE	501(C)(3)	CHARITABLE CONTRIBUTION	1,000.
CAPITAL HOSPICE 209 GIBSON ST., SW LEESBURG, VA 20176-2122	NONE	501(C)(3)	CHARITABLE CONTRIBUTION	10,000.
Total				249,680.
SEE CONTINUATION SHEET(S)				▶ 3a
b Approved for future payment				
NONE				
Total				▶ 3b 0.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
CHEROKEE HIGH SCHOOL 2927 HIGHWAY 66 SOUTH ROGERSVILLE, TN 37857	NONE	GOVERNMENT	CHARITABLE CONTRIBUTION	3,000.
COAL PIT LEARNING CENTER PO BOX 800 GLEN ALLEN, VA 23060	NONE	501(C)(3)	CHARITABLE CONTRIBUTION	5,500.
COASTAL HOSPICE PO BOX 1733 SALISBURY, MD 21802-1733	NONE	501(C)(3)	CHARITABLE CONTRIBUTION	3,300.
DELTA CHI EDUCATION FOUNDATION, APPLACHIAN STATE UNIVERSITY PO BOX 383 COLUMBUS, IN 47202	NONE	501(C)(3)	CHARITABLE CONTRIBUTION	1,000.
FEED MORE, INC. 1415 RHOADMILLER STREET RICHMOND, VA 23220	NONE	501(C)(3)	CHARITABLE CONTRIBUTION	4,000.
FISCHER HOUSE FOUNDATION, INC. 111 ROCKVILLE PIKE ROCKVILLE, MD 20850-5168	NONE	501(C)(3)	CHARITABLE CONTRIBUTION	10,000.
FOR ALL SEASONS, INC. 300 TALBOT ST. EASTON, MD 21601	NONE	501(C)(3)	CHARITABLE CONTRIBUTION	2,000.
HENRICO VOLUNTEER RESCUE SQUAD, INC. PO BOX 911 SANDSTON, VA 23150	NONE	501(C)(3)	CHARITABLE CONTRIBUTION	1,500.
JAMESTOWN 4 H EDUCATIONAL CENTER 3751 4-H CLUB ROAD WILLIAMSBURG, VA 23185	NONE	501(C)(3)	CHARITABLE CONTRIBUTION	8,000.
KAPPA ALPHA THETA FOUNDATION 8740 FOUNDERS ROAD INDIANAPOLIS, IN 46268	NONE	501(C)(3)	CHARITABLE CONTRIBUTION	1,000.
Total from continuation sheets				225,990.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
LOUDOUN COUNTY SALVATION ARMY PO BOX 47 LEESBURG, VA 20178	NONE	501(C)(3)	CHARITABLE CONTRIBUTION	10,000.
MEMORIAL HOSPITAL AT EASTON FOUNDATION PO BOX 1846 EASTON, MD 21601	NONE	501(C)(3)	CHARITABLE CONTRIBUTION	10,000.
MILITARY OFFICERS ASSOCIATION OF AMERICA SCHOLARSHIP FUND 201 N. WASHINGTON ST. ALEXANDRIA, VA 22314	NONE	501(C)(3)	CHARITABLE CONTRIBUTION	5,000.
NAVAL WAR COLLEGE FOUNDATION 686 CUSHING ROAD NEWPORT, RI 02841-1213	NONE	501(C)(3)	CHARITABLE CONTRIBUTION	50,000.
NELSON COUNTY FOOD PANTRY 9890 THOMAS NELSON HWY LOVINGSTON, VA 22949	NONE	501(C)(3)	CHARITABLE CONTRIBUTION	1,500.
PROJECT AWARE FOUNDATION 30151 TOMAS RANCHO SANTA MARGARITA, CA 92688-2125	NONE	501(C)(3)	CHARITABLE CONTRIBUTION	4,000.
RONALD MCDONALD HOUSE OF NORTHERN VA 3312 GALLOWS ROAD FALLS CHURCH, VA 22042	NONE	501(C)(3)	CHARITABLE CONTRIBUTION	5,000.
ROOM TO READ FOUNDATION PO BOX 29127 SAN FRANCISCO, CA 94129	NONE	501(C)(3)	CHARITABLE CONTRIBUTION	5,000.
SMITHSONIAN INSTITUTION MUSEUM OF NATURAL HISTORY PO BOX 37012, MRC112 WASHINGTON, DC 20013-7012	NONE	501(C)(3)	CHARITABLE CONTRIBUTION	25,000.
SPECIAL OPERATIONS WARRIOR FOUNDATION PO BOX 13483 TAMPA, FL 33681-3483	NONE	501(C)(3)	CHARITABLE CONTRIBUTION	10,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
ST JUDE CHILDREN'S RESEARCH HOSPITAL 501 ST. JUDE PLACE MEMPHIS, TN 38105	NONE	501(C)(3)	CHARITABLE CONTRIBUTION	4,050.
THE READ CENTER 2000 BREMO ROAD, RICHMOND, VA 23226	NONE	501(C)(3)	CHARITABLE CONTRIBUTION	7,000.
UNITED STATES ORGANIZATION (USO) PO BOX 96322 WASHINGTON, DC 20090-6322	NONE	501(C)(3)	CHARITABLE CONTRIBUTION	5,000.
VIRGINIA HUNTERS WHO CARE, INC. PO BOX 304 BIG ISLAND, VA 24526	NONE	501(C)(3)	CHARITABLE CONTRIBUTION	4,000.
YOUNG LIFE PO BOX 520 COLORADO SPRINGS, CO 80901-0520	NONE	501(C)(3)	CHARITABLE CONTRIBUTION	4,000.
WRIGHT STATE UNIVERSITY 3640 COLONEL GLENN HWY DAYTON, OH 45435	NONE	501(C)(3)	CHARITABLE CONTRIBUTION	14,405.
VIRGINIA MILITARY INSTITUTE OFFICE OF THE REGISTRAR LEXINGTON, VA 24450	NONE	GOVERNMENT	CHARITABLE CONTRIBUTION	20,735.
SHORT PUMP ROTARY CLUB FOUNDATION PO BOX 2933 GLEN ALLEN, VA 23508	NONE	501(C)(3)	CHARITABLE CONTRIBUTION	2,000.
Total from continuation sheets				

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
UBS - SECURITIES	10,738.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	10,738.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
SMITH BARNEY	13,611.	0.	13,611.
UBS - SECURITIES	70,267.	0.	70,267.
TOTAL TO FM 990-PF, PART I, LN 4	83,878.	0.	83,878.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	86.	0.		86.
TO FM 990-PF, PG 1, LN 16A	86.	0.		86.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	5,000.	0.		5,000.
TO FORM 990-PF, PG 1, LN 16B	5,000.	0.		5,000.

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
INVESTMENT MANAGEMENT FEES	27,889.	27,889.		0.
TO FORM 990-PF, PG 1, LN 16C	27,889.	27,889.		0.

FORM 990-PF	TAXES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAXES	13,993.	0.		0.
FOREIGN TAX WITHHELD	90.	90.		0.
TO FORM 990-PF, PG 1, LN 18	14,083.	90.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BUSINESS EXPENSES	122.	0.		122.
OPERATIONS	1,499.	0.		1,499.
POSTAGE, MAILING SERVICE	164.	0.		164.
SUPPLIES	823.	0.		823.
TELEPHONE/TELECOMMUNICATIONS	2,857.	0.		2,857.
REGISTRATION FEES	250.	0.		250.
TO FORM 990-PF, PG 1, LN 23	5,715.	0.		5,715.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
EQUITIES	2,084,742.	2,084,742.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,084,742.	2,084,742.	

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
FIXED INCOME	285,762.	285,762.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	285,762.	285,762.	

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 10

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

RICHARD ROBINSON
P.O. BOX 278
WYE MILLS, MD 21679

TELEPHONE NUMBER

410-822-7707

FORM AND CONTENT OF APPLICATIONS

WRITTEN APPLICATION SETTING FORTH THE APPLICANT'S NAME, ACTIVITIES, PURPOSE OF THE AWARD, NEED STATEMENT, PUBLIC BENEFIT STATEMENT, FINANCIAL STATEMENTS, TAX DETERMINATION LETTER AND MOST RECENTLY FILED FORM 990.

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

PRIMARILY MEDICAL, RELIGIOUS, ENVIRONMENTAL, & EDUCATIONAL ORGANIZATIONS IN MD, VA, AND PA.