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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

2011

For calendar year 2011 or tax year beginning , and ending

Name of foundation <b>HARRY &amp; BEATRICE SLEY FOUNDATION</b>		<b>A</b> Employer identification number <b>23-6391020</b>			
Number and street (or P.O. box number if mail is not delivered to street address) <b>9644 BEMAN WOODS WAY</b>		Room/suite <b>MD 20854</b>			
City or town, state, and ZIP code <b>POTOMAC</b>					
<b>G</b> 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		<b>C</b> If exemption application is pending, check here ► <input type="checkbox"/>			
<b>H</b> Check type of organization: <input type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input checked="" type="checkbox"/> Other taxable private foundation		<b>D</b> 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>			
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ <b>465,732</b> (Part I, column (d) must be on cash basis.)		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/> <b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>			
<b>Part I</b> 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 instructions))		(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 (attach schedule)					
2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		4,284	4,284		
4 Dividends and interest from securities		9,161	9,161		
5 a Gross rents . . . . .		0			
b Net rental income or (loss) . . . . .		0			
6 a Net gain or (loss) from sale of assets not on line 10		-5,396			
b Gross sales price for all assets on line 6a 168,900					
7 Capital gain net income (from Part IV, line 2)			0		
8 Net short-term capital gain . . . . .				0	
9 Income modifications . . . . .					
10 a Gross sales less returns and allowances . . . . .		0			
b Less Cost of goods sold . . . . .		0			
c Gross profit or (loss) (attach schedule) . . . . .		0			
11 Other income (attach schedule) . . . . .		0	0	0	
12 Total. Add lines 1 through 11 . . . . .		8,049	13,445	0	
13 Compensation of officers, directors, trustees, etc		15,000			
14 Other employee salaries and wages . . . . .					
15 Pension plans, employee benefits . . . . .					
16 a Legal fees (attach schedule) . . . . .		0	0	0	0
b Accounting fees (attach schedule) . . . . .		0	0	0	0
c Other professional fees (attach schedule) . . . . .		8,279	8,279	0	0
17 Interest . . . . .					
18 Taxes (attach schedule) (see instructions) . . . . .		219	219	0	0
19 Depreciation (attach schedule) and depletion . . . . .		0	0	0	
20 Occupancy . . . . .					
21 Travel, conferences, and meetings . . . . .					
22 Printing and publications . . . . .					
23 Other expenses (attach schedule) . . . . .		3	0	0	0
24 Total operating and administrative expenses.		23,501	8,498	0	0
Add lines 13 through 23 . . . . .					
25 Contributions, gifts, grants paid . . . . .		67,457			67,457
26 Total expenses and disbursements. Add lines 24 and 25 . . . . .		90,958	8,498	0	67,457
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements . . . . .		-82,909			
b Net investment income (if negative, enter -0) . . . . .			4,947		
c Adjusted net income (if negative, enter -0) . . . . .				0	



Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash—non-interest-bearing		6,821	5,295	5,295
	2 Savings and temporary cash investments		2,670	45,215	45,215
	3 Accounts receivable ►	0			
	Less. allowance for doubtful accounts ►	0	0	0	0
	4 Pledges receivable ►	0			
	Less. allowance for doubtful accounts ►	0	0	0	0
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)		0	0	0
	7 Other notes and loans receivable (attach schedule) ►	0			
	Less. allowance for doubtful accounts ►	0	0	0	0
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10 a Investments—U.S. and state government obligations (attach schedule)		110,079	40,107	40,849
	b Investments—corporate stock (attach schedule)		284,049	275,093	348,887
	c Investments—corporate bonds (attach schedule)		0	0	0
	11 Investments—land, buildings, and equipment basis ►	0			
	Less accumulated depreciation (attach schedule) ►	0	0	0	0
	12 Investments—mortgage loans				
	13 Investments—other (attach schedule)		70,000	25,000	25,486
	14 Land, buildings, and equipment basis ►	0			
	Less accumulated depreciation (attach schedule) ►	0	0	0	0
	15 Other assets (describe ►)	0	0	0	0
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)		473,619	390,710	465,732
	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons		0	0	
	21 Mortgages and other notes payable (attach schedule)		0	0	
	22 Other liabilities (describe ►)	0	0	0	
	23 Total liabilities (add lines 17 through 22)		0	0	
	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		473,619	390,710	
	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 instructions)		473,619	390,710	
	31 Total liabilities and net assets/fund balances (see instructions)		473,619	390,710	

## 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	473,619
2 Enter amount from Part I, line 27a	2	-82,909
3 Other increases not included in line 2 (itemize) ►	3	0
4 Add lines 1, 2, and 3	4	390,710
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	390,710

**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.)
<b>1a See Attached Statement</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>(e) Gross sales price</b>	<b>(f) Depreciation allowed (or allowable)</b>	<b>(g) Cost or other basis plus expense of sale</b>	<b>(h) Gain or (loss) (e) plus (f) minus (g)</b>		
a 0	0	0	0		
b 0	0	0	0		
c 0	0	0	0		
d 0	0	0	0		
e 0	0	0	0		
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			<b>(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))</b>		
<b>(l) F M V as of 12/31/69</b>	<b>(j) Adjusted basis as of 12/31/69</b>	<b>(k) Excess of col (i) over col (j), if any</b>			
a 0	0	0	0		
b 0	0	0	0		
c 0	0	0	0		
d 0	0	0	0		
e 0	0	0	0		
<b>2 Capital gain net income or (net capital loss)</b>	<b>If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7</b>		<b>2</b>	<b>-5,396</b>	
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)</b> If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			<b>3</b>	<b>805</b>	

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

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

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

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	60,096	540,876	0.111109
2009	95,577	594,167	0.160859
2008	58,016	703,169	0.082506
2007	79,121	815,313	0.097044
2006	63,622	813,251	0.078232

- 2 Total of line 1, column (d) **2** **0.529750**
- 3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years **3** **0.105950**
- 4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5 **4** **519,191**
- 5 Multiply line 4 by line 3 **5** **55,008**
- 6 Enter 1% of net investment income (1% of Part I, line 27b) **6** **49**
- 7 Add lines 5 and 6 **7** **55,057**
- 8 Enter qualifying distributions from Part XII, line 4 **8** **67,457**

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)**1 a 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).

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-

6 Credits/Payments:

a 2011 estimated tax payments and 2010 overpayment credited to 2011

6a 0

b Exempt foreign organizations—tax withheld at source

6b

c Tax paid with application for extension of time to file (Form 8868)

6c 0

d Backup withholding erroneously withheld

6d

7 Total credits and payments. Add lines 6a through 6d

7 0

8 Enter any penalty for underpayment of estimated tax Check here  if Form 2220 is attached

8 0

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

9 49

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

10 0

11 Enter the amount of line 10 to be. Credited to 2012 estimated tax ►

11 0

Refunded ►

**Part VII-A Statements Regarding Activities**

1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

Yes 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

*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

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

(1) On the foundation ► \$ \_\_\_\_\_ (2) On foundation managers ► \$ \_\_\_\_\_

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ \_\_\_\_\_

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

4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

X

b If "Yes," has it filed a tax return on Form 990-T for this year?

X

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

X

*If "Yes," attach the statement required by General Instruction T*

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

X

- 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

8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

X

DC

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

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)	11	X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	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 ► BETSY GROSSMAN	Telephone no. ► (301) 767-7999	
	Located at ► 9644 BEMAN WOODS WAY POTOMAC MD	ZIP+4 ► 20854	
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	
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? See 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 type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ►	1b	N/A
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years ► 20_____ , 20_____ , 20_____ , 20_____	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 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 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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)	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 2011?	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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	Organizations relying on a current notice regarding disaster assistance check here	<input type="checkbox"/>		
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? <i>If "Yes," attach the statement required by Regulations section 53 4945–5(d)</i>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870.</i>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Betsy Sley Grossman 9644 Beman Woods Way Potomac MD 20854	Director 00	15,000	0	0
BENJAMIN H SLEY 828 RIDGEWOOD BLVD Hudon OH 44236	Director .00	0	0	0
	00	0	0	0
	00	0	0	0

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		0
		0
		0
		0
		0
		0
		0
		0

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	NONE	
2		
3		
4		

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2		Amount
1		
2		
All other program-related investments. See instructions		
3		0
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	496,094
b	Average of monthly cash balances	1b	31,003
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	527,097
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	527,097
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	7,906
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4.	5	519,191
6	Minimum investment return. Enter 5% of line 5	6	25,960

**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	25,960
2a	Tax on investment income for 2011 from Part VI, line 5	2a	49
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	0
c	Add lines 2a and 2b	2c	49
3	Distributable amount before adjustments Subtract line 2c from line 1	3	25,911
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	25,911
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	25,911

**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	67,457
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	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	67,457
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	49
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	67,408

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				25,911
2 Undistributed income, if any, as of the end of 2011			0	
a Enter amount for 2010 only			0	
b Total for prior years 20_____, 20_____, 20_____		0		
3 Excess distributions carryover, if any, to 2011.	0			
a From 2006	0			
b From 2007	0			
c From 2008	0			
d From 2009	0			
e From 2010	0			
f Total of lines 3a through e	0			
4 Qualifying distributions for 2011 from Part XII, line 4 ► \$ 67,457			0	
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			25,688	
e Remaining amount distributed out of corpus	41,769			
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:	41,769			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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				
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 instructions			0	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				223
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	41,769			
10 Analysis of line 9				
a Excess from 2007	0			
b Excess from 2008	0			
c Excess from 2009	0			
d Excess from 2010	0			
e Excess from 2011	41,769			



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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
Boys & Girls Clubs of Greater Washington 4103 Benning Road NE Washington DC 20019	None	Public	Education	500
By the Hand Club for Kids 6950 S. Sangamon St. Chicago IL 60621	None	Public	Education	2,000
Cabin John Park VFD 9404 Falls Road Potomac MD 20854	None	Public	Fire Department	250
Chesapeake Bay Foundation 6 Herndon Avenue Annapolis MD 21401	None	Public	Environmental Issues	250
Childrens Hospital/BOV 111 Michigan Avenue Northwest Washington DC 20010	None	Public	Medical Care	1,000
Christ for Children International P.O. Box 260 Wheaton IL 60187	None	Public	Support Christian Community	2,000
Classroom in Bloom Box 1264 Winthrop WA 98862	None	Public	Education	500
Cystic Fibrosis Foundation 6931 Arlington Road, 2nd floor Bethesda MD 20814	None	Public	Medical Research	500
Dana-Farber Cancer Institute P.O. Box 849168 Boston MA 02284	None	Public	Medical Research	150
Duke University Health System 2301 Erwin Road Durham NC 27705	None	Public	Medical Research	10,000
Farm Sanctuary P.O. Box 150 Watkins Glen NY 14891	None	Public	Animal Rescue	100
<b>Total . . . See Attached Statement . . . . .</b>			► 3a	67,457
<b>b Approved for future payment</b>				
<b>Total . . . . .</b>			► 3b	0



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

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:

1a(1)	Yes	No
1a(2)		
1b(1)	X	
1b(2)	X	
1b(3)	X	
1b(4)	X	
1b(5)	X	
1b(6)	X	
1c	X	

(1) Cash . . . . .

(2) Other assets . . . . .

b Other transactions:

(1) Sales of assets to a noncharitable exempt organization . . . . .

(2) Purchases of assets from a noncharitable exempt organization . . . . .

(3) Rental of facilities, equipment, or other assets . . . . .

(4) Reimbursement arrangements . . . . .

(5) Loans or loan guarantees . . . . .

(6) Performance of services or membership or fundraising solicitations . . . . .

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees . . . . .

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
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		

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

**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) is based on all information of which preparer has any knowledge

Signature of officer or trustee

Date

Title

May the IRS discuss this return with the preparer shown below (see instructions)?  Yes  No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input checked="" type="checkbox"/> if self-employed	PTIN
	Marc J. Hertzberg, Esquire	Marc J. Hertzberg, Esquire	5/31/2012		P00549812
	Firm's name ►			Firm's EIN ►	
	Firm's address ► 1838 Greene Tree Road, Suite 280, Baltimore, MD 21208			Phone no	(410)653-7979

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

Name

First Descents Cancer Foundation

Street

767 Santa Fe Drive

City

Denver

State

CO

Zip Code  
80204

Foreign Country

Relationship

None

Foundation Status

Public

Purpose of grant/contribution

Support Cancer Survivors

Amount

500

Name

Florida Atlantic University Foundation

Street

777 Glades Road, ADM 295,

City

Boca Raton

State

FL

Zip Code  
33431

Foreign Country

Relationship

None

Foundation Status

Public

Purpose of grant/contribution

Education

Amount

1,500

Name

Georgetown University Medical Center

Street

3800 Reservoir Road Northwest

City

Washington

State

DC

Zip Code  
20007

Foreign Country

Relationship

None

Foundation Status

Public

Purpose of grant/contribution

Education

Amount

1,000

Name

Hillel/University of Maryland

Street

7612 Mowatt Lane

City

College Park

State

MD

Zip Code  
20740

Foreign Country

Relationship

None

Foundation Status

Public

Purpose of grant/contribution

Education

Amount

250

Name

Huntington's Disease Society

Street

505 Eighth Avenue, Suite 902

City

New York

State

NY

Zip Code  
10018

Foreign Country

Relationship

None

Foundation Status

Public

Purpose of grant/contribution

Medical Research

Amount

5,000

Name

Imagination Stage

Street

4908 Auburn Avenue

City

Bethesda

State

MD

Zip Code  
21014

Foreign Country

Relationship

None

Foundation Status

Public

Purpose of grant/contribution

Children's Theater

Amount

1,000

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year****Recipient(s) paid during the year**

Name

Jewish Council of Aging

Street

12320 Parklawn Drive

City

Rockville

State

MD

Zip Code

20852

Foreign Country

Relationship

None

Foundation Status

Public

Purpose of grant/contribution

Elderly Assistance

Amount

500

Name

Jewish Federation

Street

6101 Montrose Rd

City

Rockville

State

MD

Zip Code

20852

Foreign Country

Relationship

None

Foundation Status

Public

Purpose of grant/contribution

Support Jewish Society

Amount

218

Name

Kennedy Center, The

Street

2700 F Street Northwest

City

Washington

State

DC

Zip Code

20566

Foreign Country

Relationship

None

Foundation Status

Public

Purpose of grant/contribution

Support Performing Arts

Amount

21,789

Name

Leukemia &amp; Lymphoma Society

Street

5845 Richmond Highway

City

Alexandria

State

VA

Zip Code

22303

Foreign Country

Relationship

None

Foundation Status

Public

Purpose of grant/contribution

Medical Research

Amount

2,000

Name

Maccabi USA/Sports for Israel

Street

1926 Arch Street 4R

City

Philadelphia

State

PA

Zip Code

19103

Foreign Country

Relationship

None

Foundation Status

Public

Purpose of grant/contribution

Support Israeli Athletes

Amount

250

Name

Montgomery County Humane Society

Street

14645 Rothgeb Drive

City

Rockville

State

MD

Zip Code

20850

Foreign Country

Relationship

None

Foundation Status

Public

Purpose of grant/contribution

Animal Rescue

Amount

250

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year****Recipient(s) paid during the year**

Name

Most Valuable Kids

Street

11122 Stephalee Lane

City

Rockville

State

MD

Zip Code  
20852

Foreign Country

Relationship

None

Foundation Status

Public

Purpose of grant/contribution

Reward Children for Positive Achievements

Amount

500

Name

Museum of Jewish Heritage

Street

39 Battery Place

City

New York

State

NY

Zip Code  
10280

Foreign Country

Relationship

None

Foundation Status

Public

Purpose of grant/contribution

Jewish Heritage

Amount

1,000

Name

Pioneers.Org

Street

10123 William Carey Dr.

City

Orlando

State

FL

Zip Code  
32832

Foreign Country

Relationship

None

Foundation Status

Public

Purpose of grant/contribution

Support Christian Community

Amount

2,000

Name

Susan G Komen Breast Cancer Foundation

Street

PO Box 650309

City

Dallas

State

TX

Zip Code  
75625

Foreign Country

Relationship

None

Foundation Status

Public

Purpose of grant/contribution

Medical Research

Amount

100

Name

U S Holocaust Memorial

Street

100 Raoul Wallenberg Place, SW

City

Washington

State

DC

Zip Code  
20024

Foreign Country

Relationship

None

Foundation Status

Public

Purpose of grant/contribution

Jewish Heritage

Amount

5,350

Name

University of Maryland Foundation

Street

3300 Metzerott Road

City

Adelphi

State

MD

Zip Code  
20783

Foreign Country

Relationship

None

Foundation Status

Public

Purpose of grant/contribution

Education

Amount

250

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

Name

Washington Hebrew Congregation

Street

3935 Macomb Street Northwest

City

Washington

State

Zip Code

Foreign Country

DC

20016

Relationship

None

Foundation Status

Public

Purpose of grant/contribution

Support Jewish Society

Amount

4,750

Name

West Africa Aid Foundation

Street

125 N Randall Avenue

City

Greenbay

State

Zip Code

Foreign Country

WI

53715

Relationship

None

Foundation Status

Public

Purpose of grant/contribution

International Charity

Amount

2,000

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

**Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income**

	Kinds(s) of Property Sold	CUSIP #	How Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of F M V Over Adj Basis	Gains Minus Excess of F M V Over Adjusted Basis or Losses
					168,900		0	174,296	-5,396	0	0	0
1	BMW Bank	P	6/24/2009	12/30/2011	25,000	0	25,000	0	0	0	0	-5,396
2	Cathay Bank NA	P	9/22/2009	10/5/2011	20,000	0	20,000	0	0	0	0	0
3	Eastman Chemical - 25 shr	P	8/23/2007	5/13/2011	2,614	0	1,715	899	0	0	0	899
4	Fed Farm Cr Bank	P	11/29/2010	11/18/2011	10,000	0	9,902	98	0	0	0	98
5	Fed Home Lm Bank	P	6/25/2007	6/10/2011	25,000	0	25,000	0	0	0	0	0
6	Fed Home Lm Bank	P	6/15/2010	7/12/2011	15,000	0	14,992	8	0	0	0	8
7	Fed Home Lm Bank	P	9/23/2010	8/5/2011	10,000	0	10,075	-75	0	0	0	-75
8	Fed Home Lm Bank	P	9/17/2010	8/31/2011	20,000	0	20,004	4	0	0	0	-4
9	NYSE Euronext Inc	P	3/9/2006	2/10/2011	5,643	0	12,751	-7,108	0	0	0	-7,108
10	Fed Home Lm Bank	P	7/19/2011	10/28/2011	30,000	0	29,999	1	0	0	0	1
11	NYSE Euronext Inc	P	4/21/2010	2/10/2011	5,643	0	4,858	785	0	0	0	785