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

2011

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

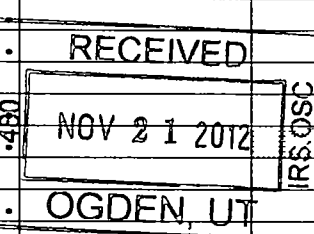
, and ending

Name of foundation THE VIBRANT VILLAGE FOUNDATION		A Employer identification number 27-0745672
Number and street (or P O box number if mail is not delivered to street address) 1737 NE ALBERTA STREET	Room/suite 207	B Telephone number 703-965-8149
City or town, state, and ZIP code PORTLAND, OR 97211		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <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) \$ 36,414,570.	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 (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		8,813,977.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		177,629.	177,629.		STATEMENT 1
4 Dividends and interest from securities		553,776.	553,776.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		9,788,998.			
b Gross sales price for all assets on line 6a 31,021,815.					
7 Capital gain net income (from Part IV, line 2)			9,788,998.		
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		-47,936.	-14,688.		STATEMENT 3
12 Total. Add lines 1 through 11		19,286,444.	10,505,715.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages		96,000.	0.		74,618.
15 Pension plans, employee benefits		3,000.	0.		788.
16a Legal fees STMT 4		5,478.	0.		1,439.
b Accounting fees STMT 5		18,100.	3,200.		4,755.
c Other professional fees STMT 6		100,375.	84,340.		4,213.
17 Interest					
18 Taxes STMT 7		78,487.	19,146.		5,963.
19 Depreciation and depletion		2,191.			
20 Occupancy					
21 Travel, conferences, and meetings		5,834.			2,555.
22 Printing and publications					
23 Other expenses STMT 8		4,955.	0.		4,863.
24 Total operating and administrative expenses. Add lines 13 through 23		314,420.	106,686.		99,194.
25 Contributions, gifts, grants paid		947,326.			947,326.
26 Total expenses and disbursements. Add lines 24 and 25		1,261,746.	106,686.		1,046,520.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		18,024,698.			
b Net investment income (if negative, enter -0-)			10,399,029.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1 Cash - non-interest-bearing					
	2 Savings and temporary cash investments			1,017,273.	15,898,426.	15,898,426.
	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 STMT 10		0.	2,620,540.	2,694,850.	
	b Investments - corporate stock STMT 11	10,001,264.	7,848,728.	10,018,568.		
	c Investments - corporate bonds STMT 12	4,070,229.	1,526,966.	1,663,861.		
11 Investments - land, buildings, and equipment basis ▶						
Less accumulated depreciation ▶						
12 Investments - mortgage loans						
13 Investments - other STMT 13	8,611,400.	6,055,438.	6,085,691.			
14 Land, buildings, and equipment basis ▶ 2,191.						
Less accumulated depreciation STMT 14 ▶ 2,191.						
15 Other assets (describe ▶ STATEMENT 15)	3,444.	53,174.	53,174.			
16 Total assets (to be completed by all filers)	23,703,610.	34,003,272.	36,414,570.			
Liabilities	17 Accounts payable and accrued expenses					
	18 Grants payable					
	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable					
	22 Other liabilities (describe ▶)					
23 Total liabilities (add lines 17 through 22)	0.	0.				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>					
	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	27 Capital stock, trust principal, or current funds	0.	0.			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.			
	29 Retained earnings, accumulated income, endowment, or other funds	23,703,610.	34,003,272.			
30 Total net assets or fund balances	23,703,610.	34,003,272.				
31 Total liabilities and net assets/fund balances	23,703,610.	34,003,272.				

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	23,703,610.
2 Enter amount from Part I, line 27a	2	18,024,698.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	41,728,308.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	7,725,036.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	34,003,272.

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		
b FROM PARTNERSHIP BESSEMER WORLD EQUITIES			P		
c FROM PARTNERSHIP BESSEMER WORLD EQUITIES			P		
d CAPITAL GAINS DIVIDENDS					
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 30,828,718.		21,174,359.	9,654,359.
b 166,092.			166,092.
c		58,458.	-58,458.
d 27,005.			27,005.
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			9,654,359.
b			166,092.
c			-58,458.
d			27,005.
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	9,788,998.
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	522,800.	24,992,546.	.020918
2009	2,095,620.	20,257,336.	.103450
2008	1,468,918.	20,691,581.	.070991
2007	1,618,795.	19,475,978.	.083118
2006	1,026,574.	15,231,913.	.067396

2 Total of line 1, column (d)	2	.345873
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	.069175
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	30,950,860.
5 Multiply line 4 by line 3	5	2,141,026.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	103,990.
7 Add lines 5 and 6	7	2,245,016.
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	8	1,046,520.

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	207,981.
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	207,981.
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	207,981.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	54,140.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	178,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	232,140.	
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	24,159.	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> 24,159. 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 <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 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?	X	
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"/> VA, OR		
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 WWW.VIBRANTVILLAGE.ORG	13	X	
14	The books are in care of KENNETH E. DE LASKI Telephone no 703-965-8149 Located at 1737 NE ALBERTA STREET, PORTLAND, OR ZIP+4 97211			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
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 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 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		X
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?		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	<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)	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		
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)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☒ Yes ☐ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

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

5b

X

Organizations relying on a current notice regarding disaster assistance check here

☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

SEE STATEMENT 16

☒ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

6b

X

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

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

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
KENNETH E. DE LASKI PORTLAND, OR	PRESIDENT, DIRECTOR 10.00	0.	0.	0.
SARAH GORACKE PORTLAND, OR	SECRETARY, DIRECTOR 2.00	0.	0.	0.
CAROLYN T. STANDING ROCKVILLE, MD	TREASURER, DIRECTOR 2.00	0.	0.	0.
KATHLEEN DE LASKI GRUBB MCLEAN, VA	DIRECTOR 2.00	0.	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 SEE STATEMENT 17	76,216.
2 SEE STATEMENT 18	22,978.
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	28,663,865.
b	Average of monthly cash balances	1b	2,758,328.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	31,422,193.
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	31,422,193.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	471,333.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	30,950,860.
6	Minimum investment return. Enter 5% of line 5	6	1,547,543.

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

1	Minimum investment return from Part X, line 6	1	1,547,543.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	207,981.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	207,981.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,339,562.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,339,562.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,339,562.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,046,520.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,046,520.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,046,520.

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				1,339,562.
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				
b From 2007	476,527.			
c From 2008	449,638.			
d From 2009	1,092,635.			
e From 2010				
f Total of lines 3a through e	2,018,800.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 1,046,520.				
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				1,046,520.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	293,042.			293,042.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,725,758.			
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	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	1,725,758.			
10 Analysis of line 9				
a Excess from 2007	183,485.			
b Excess from 2008	449,638.			
c Excess from 2009	1,092,635.			
d Excess from 2010				
e Excess from 2011				

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				
AMMAN IMMAN 7036 STRATHMORE ST CHEVY CHASE, MD 20815	NONE	501(C)(3) PUBLIC CHARITY	NIGER WATER PROJECT	140,611.
ARTICHOKE COMMUNITY MUSIC 3130 SE HAWTHORNE BLVD. PORTLAND, OR 97214	NONE	501(C)(3) PUBLIC CHARITY	GENERAL GRANT	7,500.
CITYDANCE ENSEMBLE 1111 16TH STREET NW WASHINGTON, DC 20036	NONE	501(C)(3) PUBLIC CHARITY	GENERAL GRANT	10,000.
ETHOS MUSIC CENTER 2 N. KILLINGSWORTH STREET PORTLAND, OR 97217	NONE	501(C)(3) PUBLIC CHARITY	GENERAL GRANT	10,000.
FUNDACION MONTANAS DE ESPERANZA CALLE BOLIVAR 7-046E IMBABURA PIMAMPIRO, ECUADOR	NONE	FOREIGN NOT EXEMPT	ECUADOR VILLAGE AGRICULTURE	145,465.
Total	SEE CONTINUATION SHEET(S)			947,326.
b Approved for future payment				
NONE				
Total				0.

Schedule B
(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2011

Name of the organization

Employer identification number

THE VIBRANT VILLAGE FOUNDATION

27-0745672

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

Employer identification number

THE VIBRANT VILLAGE FOUNDATION

27-0745672

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	KENNETH E. DE LASKI PORTLAND, OR	\$ 480,852.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	KENNETH E. DE LASKI PORTLAND, OR	\$ 3,690,000.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	KENNETH E. DE LASKI PORTLAND, OR	\$ 970,625.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	KENNETH E. DE LASKI PORTLAND, OR	\$ 3,672,500.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

THE VIBRANT VILLAGE FOUNDATION

27-0745672

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	34,200 SHARES FLY LEASING VALUED AT THE MEAN BETWEEN THE HIGH AND THE LOW ON 2/3/11	\$ 480,852.	02/03/11
2	500,000 SHARES DELTEK VALUED AT THE MEAN BETWEEN THE HIGH AND THE LOW ON 4/11/11	\$ 3,690,000.	04/11/11
3	25,000 SHS OF BELL CANADA VALUED AT THE MEAN BETWEEN THE HIGH AND THE LOW ON 8/15/11	\$ 970,625.	08/15/11
4	500,000 SHARES DELTEK VALUED AT THE MEAN BETWEEN THE HIGH AND THE LOW ON 11/8/11	\$ 3,672,500.	11/08/11
		\$	

Name of organization

Employer identification number

THE VIBRANT VILLAGE FOUNDATION

27-0745672

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once.) ▶ \$

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

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
GROWING GARDENS 2203 NE OREGON ST PORTLAND, OR 97232	NONE	501(C)(3) PUBLIC CHARITY	GENERAL GRANT	5,000.
I HAVE A DRAM FOUNDATION - OREGON 2916 ALBERTA STREET PORTLAND, OR 97211	NONE	501(C)(3) PUBLIC CHARITY	GENERAL GRANT	10,000.
MERCY AND SHARING 201 N. MILL ST ASPEN, CO 81611	NONE	501(C)(3) PUBLIC CHARITY	THE JOHN BRANCHIZIO SCHOOL	200,685.
MERCY AND SHARING 201 N. MILL ST ASPEN, CO 81611	NONE	501(C)(3) PUBLIC CHARITY	PAULETTE AND PHAETON FEEDING PROGRAM	87,065.
MERCY CORPS 45 SW ANKENY PORTLAND, OR 97204	NONE	501(C)(3) PUBLIC CHARITY	MY CHILD'S CAFE (KEBAL)	85,000.
MERCY CORPS 45 SW ANKENY PORTLAND, OR 97204	NONE	501(C)(3) PUBLIC CHARITY	INCLUSIVE MARKET ALLIANCES FOR RURAL ENTREPRENEURS (IMARE) IN GUATEMALA	50,000.
MT SCOTT LEARNING CENTERS 6148 SOUTHEAST HOLGATE BLVD. PORTLAND, OR 97206	NONE	501(C)(3) PUBLIC CHARITY	GENERAL GRANT	10,000.
NORTH PORTLAND COMMUNITY WORKS 2209 N SCHOFIELD PORTLAND, OR 97217	NONE	501(C)(3) PUBLIC CHARITY	GENERAL GRANT	11,000.
P:EAR 338 NW 6TH AVENUE PORTLAND, OR 97209	NONE	501(C)(3) PUBLIC CHARITY	GENERAL GRANT	5,000.
PHAME ACADEMY 1511 NE 17TH AVENUE PORTLAND, OR 97232	NONE	501(C)(3) PUBLIC CHARITY	GENERAL GRANT	5,000.
Total from continuation sheets				633,750.

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
PORTLAND BIENESTAR 220 SE 12TH STREET, SUITE A-100 HILLSBORO, OR 97123	NONE	501(C)(3) PUBLIC CHARITY	GENERAL GRANT	5,000.
PORTLAND YOUTHBUILDERS 4816 SE 92ND AVE PORTLAND, OR 97266	NONE	501(C)(3) PUBLIC CHARITY	GENERAL GRANT	10,000.
POTOMAC CONSERVANCY 8601 GEORGIA AVE SILVER SPRING, MD 20910	NONE	501(C)(3) PUBLIC CHARITY	GENERAL GRANT	10,000.
POTOMAC RIVERKEEPER 1100 15TH ST NW WASHINGTON, DC 20005	NONE	501(C)(3) PUBLIC CHARITY	COMMUNITY EDUCATION AND OUTREACH	70,000.
SUSTAIN THE FUTURE P.O. BOX LG 817 CANTONMENTS ACCRA, GHANA	NONE	FOREIGN NOT EXEMPT	CLEAN WATER PROJECT (GHANA)	45,000.
THE PREM RAWAT FOUNDATION 1223 WILSHIRE BLVD SANTA MONICA, CA 90403	NONE	501(C)(3) PUBLIC CHARITY	GENERAL GRANT	10,000.
URBAN GLEANERS 450 MW 5TH AVENUE PORTLAND, OR 97209	NONE	501(C)(3) PUBLIC CHARITY	GENERAL GRANT	5,000.
WILLAMETTE RIVERKEEPER 1515 SE WATER AVE PORTLAND, OR 97214	NONE	501(C)(3) PUBLIC CHARITY	GENERAL GRANT	10,000.
Total from continuation sheets				

2011 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	COMPUTER EQUIPMENT	12/27/11	200DB	5.00	19B	2,191.		2,191.				2,191.
	* TOTAL 990-PF PG 1					2,191.		2,191.	0.	0.	0.	2,191.
	DEPR											

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

SOURCE	AMOUNT
INTEREST FROM INVESTMENTS	177,629.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	177,629.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS FROM INVESTMENTS	580,781.	27,005.	553,776.
TOTAL TO FM 990-PF, PART I, LN 4	580,781.	27,005.	553,776.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CURRENCY LOSSES	-14,600.	-14,600.	
INVESTMENT PARTNERSHIP LOSS	-88.	-88.	
LINN ENERGY	-33,248.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-47,936.	-14,688.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	5,478.	0.		1,439.
TO FM 990-PF, PG 1, LN 16A	5,478.	0.		1,439.

FORM 990-PF

ACCOUNTING FEES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	18,100.	3,200.		4,755.
TO FORM 990-PF, PG 1, LN 16B	18,100.	3,200.		4,755.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
GRANT MANAGER	12,000.	0.		3,153.
MANAGEMENT FEES	84,340.	84,340.		0.
PAYROLL PROCESSING	1,435.	0.		377.
WEBSITE DESIGN FEES	2,600.	0.		683.
TO FORM 990-PF, PG 1, LN 16C	100,375.	84,340.		4,213.

FORM 990-PF

TAXES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL INCOME TAXES	51,000.	0.		0.
FOREIGN TAXES	19,146.	19,146.		0.
STATE REGISTRATION FEE	25.	0.		0.
PAYROLL TAXES	8,316.	0.		5,963.
TO FORM 990-PF, PG 1, LN 18	78,487.	19,146.		5,963.

FORM 990-PF	OTHER EXPENSES	STATEMENT	8
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INTERNET	55.	0.		15.
BANK FEES	70.	0.		18.
OTHER	4,830.	0.		4,830.
TO FORM 990-PF, PG 1, LN 23	4,955.	0.		4,863.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	9
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DESCRIPTION	AMOUNT
ADJUSTMENT TO REFLECT CONTRIBUTIONS AT COST INSTEAD OF FAIR MARKET VALUE	7,725,036.
TOTAL TO FORM 990-PF, PART III, LINE 5	7,725,036.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	10
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
GOVERNMENT SECURITIES	X		2,522,032.	2,589,438.
MUNICIPAL BONDS		X	98,508.	105,412.
TOTAL U.S. GOVERNMENT OBLIGATIONS			2,522,032.	2,589,438.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			98,508.	105,412.
TOTAL TO FORM 990-PF, PART II, LINE 10A			2,620,540.	2,694,850.

FORM 990-PF

CORPORATE STOCK

STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIFTH AVENUE GLOBAL EQUITY OFFSHORE FUND	750,000.	688,797.
FIFTH AVENUE SPECIAL SITUATIONS OFFSHORE FUND	750,000.	707,541.
BESSEMER MANAGED EQUITIES	0.	0.
AERCAP HOLDINGS	297,930.	767,720.
AIRCASTLE LTD	227,031.	318,000.
APPLE	1,413,350.	2,227,500.
BCE	517,794.	729,225.
CPFL	0.	0.
CORINTHIAN COLLEGES	0.	0.
ENERPLUS	258,910.	291,180.
EXELON	0.	0.
EXXON	0.	0.
FLY LEASING	181,093.	626,000.
FRONTIER COMMUNICATIONS	0.	0.
INTEL	421,738.	485,000.
KIMBERLY CLARK	184,871.	220,680.
KINDER MORGAN MGMT	174.	0.
TOTAL SA	0.	0.
TRANSCANADA	0.	0.
VERIZON	0.	0.
WESTERN DIGITAL	442,043.	448,775.
AMERICAN CAPITAL AGENCY	290,401.	280,800.
ANNALY CAPITAL MANAGEMENT	659,005.	638,400.
ANNWORTH MORTGAGE	102,277.	100,480.
ARIES CAPITAL	598,014.	540,750.
FIRST NIAGRA	361,605.	345,200.
GOOGLE	268,619.	322,950.
NEW YORK COMMUNITY BANCORP	352,127.	371,100.
SEADRILL	302,066.	331,800.
SHORT POSITIONS	-530,320.	-423,330.
TOTAL TO FORM 990-PF, PART II, LINE 10B	7,848,728.	10,018,568.

FORM 990-PF

CORPORATE BONDS

STATEMENT 12

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BESSEMER MANAGED FIXED INCOME	0.	0.
CORPORATE BONDS	1,526,966.	1,663,861.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,526,966.	1,663,861.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 13
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BESSEMER WORLD EQUITIES	FMV	1,798,395.	1,748,855.
OLD WESTBURY NON-US FUND	FMV	0.	0.
OLD WESTBURY SMALL AND MIDCAP FUND	FMV	0.	0.
OLD WESTBURY GLOBAL OPPORTUNITIES FUND	FMV	0.	0.
OLD WESTBURY REAL RETURN FUND	FMV	0.	0.
BLACKROCK ENHANCED DIV	FMV	151,171.	176,750.
BLACKROCK STRATEGIC DIV	FMV	369,351.	490,000.
CERTIFICATES OF DEPOSIT	FMV	741,000.	742,621.
LINN ENERGY	FMV	87,225.	303,280.
PROSHARES ULTRASHORT S&P	FMV	1,608,757.	1,446,675.
VANGUARD EMERGING MKTS	FMV	431,003.	420,310.
POWERSHARES INDIA	FMV	333,880.	244,500.
WISDOM TREE EMERGING MARKET	FMV	534,656.	512,700.
TOTAL TO FORM 990-PF, PART II, LINE 13		6,055,438.	6,085,691.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT 14
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COMPUTER EQUIPMENT	2,191.	2,191.	0.
TOTAL TO FM 990-PF, PART II, LN 14	2,191.	2,191.	0.

FORM 990-PF	OTHER ASSETS	STATEMENT 15
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ORGANIZATION COST	3,444.	3,444.	3,444.
DIVIDENDS RECEIVABLE	0.	40,160.	40,160.
EMPLOYEE ADVANCE	0.	9,570.	9,570.
TO FORM 990-PF, PART II, LINE 15	3,444.	53,174.	53,174.

FORM 990-PF

EXPENDITURE RESPONSIBILITY STATEMENT
PART VII-B, LINE 5C

STATEMENT 16

GRANTEE'S NAME

SUSTAIN THE FUTURE

GRANTEE'S ADDRESSP.O. BOX LG 817
CANTONMENTS ACCRA, GHANAGRANT AMOUNT

45,000.

DATE OF GRANT

03/07/11

AMOUNT EXPENDED

37,900.

PURPOSE OF GRANTTO WORK IN THE UPPER WEST REGION OF GHANA TO BRING CLEAN WATER TO THE
POPULATION.DATES OF REPORTS BY GRANTEE

MARCH 4, 2012

ANY DIVERSION BY GRANTEE

NO

GRANTEE'S NAME

FUNDACION MONTANAS DE ESPERANZA

GRANTEE'S ADDRESSCALLE BOLIVAR 7-046E
IMBABURA PIMAMPIRO, ECUADOR

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>
145,465.	04/11/10	125,690.

PURPOSE OF GRANT

TO WORK WITH LOCAL COMMUNITIES IN PIAMPIRO ECUADOR TO ENHANCE THEIR AGRICULTURAL PRODUCTIVITY, IMPROVE HOUSEHOLD NUTRITIONAL INTAKE WITH COMPLEMENTARY EDUCATION AND COMMUNITY DEVELOPMENT PROJECTS.

DATES OF REPORTS BY GRANTEE

MARCH 4, 2012

ANY DIVERSION BY GRANTEE

NO

FORM 990-PF	SUMMARY OF DIRECT CHARITABLE ACTIVITIES	STATEMENT 17
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ACTIVITY ONE

TWO EMPLOYEES WORK IN ECUADOR WITH LOCAL COMMUNITIES TO ENHANCE THEIR AGRICULTURAL PRODUCTIVITY AND IMPROVE HOUSEHOLD NUTRITIONAL INTAKE. THE FOUNDATION HAS INTRODUCED AGRICULTURE METHODOLOGY TO 166 FAMILIES IN FIVE COMMUNITIES IN THE PIMAMPIRO CANTON OF THE NORTHERN ANDES OF ECUADOR. THE INITIATIVE ALSO INCLUDES SIX EDUCATIONAL INSTITUTIONS, INCLUDING THREE AGRICULTURAL HIGH SCHOOLS, SUPPORTING OVER 730 STUDENTS WITH TECHNICAL ASSISTANCE, SEEDS, GARDEN TOOLS, GREENHOUSES AND IRRIGATION SYSTEMS. ALL AGRICULTURAL TRAININGS ARE COMPLEMENTED BY NUTRITION AND COOKING CLASSES, SO THAT FAMILIES CAN BETTER LEARN TO PREPARE THESE HEALTHY VEGETABLES IN NUTRITIOUS WAYS FOR THEIR FAMILIES. OTHER EDUCATION PROGRAMS INCLUDE TEXTILES AND ARTS EDUCATION FOR UNDERSERVED CHILDREN IN A LOCAL HIGH SCHOOL WHERE GIRLS HAVE LEARNED TO PRODUCE HIGH-QUALITY CRAFTS FOR SALE, WITH ALL PROCEEDS GOING BACK TO THE SCHOOL.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 1

76,216.

FORM 990-PF	SUMMARY OF DIRECT CHARITABLE ACTIVITIES	STATEMENT 18
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ACTIVITY TWO

ONE EMPLOYEE WORKS IN THE UPPER WEST REGION OF GHANA, IN THE EARLY STAGES OF COMMUNITY DEVELOPMENT PROJECTS TO BRING CLEAN WATER TO THE POPULATION, AND SUBSEQUENTLY IMPROVE THE EDUCATION OPPORTUNITIES FOR CHILDREN IN THE REGION, ESPECIALLY GIRLS. WE ARE CURRENTLY CONSTRUCTING BOREHOLES AND PUMP STATIONS FOR CLEAN WATER IN AREAS AROUND THE MAIN SCHOOL IN THE GREATEST NEED.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 2

22,978.

**AMENDED AND RESTATED BYLAWS
OF
THE VIBRANT VILLAGE FOUNDATION**

THIS AMENDED AND RESTATED BYLAWS OF THE VIBRANT VILLAGE FOUNDATION (the "Corporation") is entered as of this 22nd day of December, 2011, by the Managing Trustee of the Corporation.

WHEREAS, the articles of the Corporation were filed on July 7, 2009, pursuant to the Virginia Nonstock Corporation Act;

WHEREAS, the Corporation obtained its tax-exempt status as a private foundation, as defined in section 509(a) of the Internal Revenue Code of 1986, as amended (the "Code"), and as an organization under section 501(c)(3) of the Code, pursuant to a Determination Letter issued by the Internal Revenue Service, dated February 11, 2010;

WHEREAS, KENNETH E. deLASKI is the President and the Managing Trustee of the Corporation;

WHEREAS, the Bylaws of the Corporation were certified by the President on November 12, 2009, and subsequently amended on March 8, 2010, by the Board of Trustees (the "amended Bylaws"); and

WHEREAS, pursuant to Section 4 of Article V of the amended Bylaws, the Bylaws may be altered, amended or repealed by the Managing Trustee, in the Managing Trustee's sole discretion.

NOW, THEREFORE, in consideration of the foregoing, the Managing Trustee hereby incorporates the foregoing recitals and amends and restates the Bylaws of the Corporation as follows:

ARTICLE I. NAME; PRINCIPAL OFFICE ADDRESS;

PURPOSE; RESTRICTIONS; GIFTS

Section 1. Name.

The name of the Corporation is The Vibrant Village Foundation, a corporation organized under the laws of Virginia.

Section 2. Purpose.

a. General Purpose. The Corporation shall engage in activities, do things, perform acts and exercise powers conferred upon not-for-profit corporations by the laws of Virginia; all of which, however, shall be consistent with and necessary, incidental, or desirable in the furtherance of the purposes set forth herein. The Corporation shall

conduct its activities within the restrictions established by section 501(c)(3) of the Code, and regulations related thereto.

b. Specific Purpose. The specific purpose of the Corporation is to build, assist and sustain strong and vibrant communities throughout the world. The Corporation seeks to provide grants that directly impact targeted, disadvantaged, communities in the areas of health and nutrition, clean water, agricultural improvement, education, arts, and economic development. The Corporation endeavors to direct at least fifty percent (50%) of its annual expenditures toward international development activities, and no more than one percent (1%) of its assets each year on general and administrative expenses, in support of the Corporation's purpose. The Corporation seeks to cap its funding to one billion dollars (\$1,000,000,000).

Section 3. Restrictions.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation (except that, if the Corporation so elects, it may make such expenditures in conformity with section 501(h) of the Code) and the Corporation shall not participate in or intervene in (including publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provision herein, the Corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

Section 4. Gifts and Contributions.

The Board of Trustees may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purpose or for any special purpose of the Corporation, either absolutely or in trust, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the before-mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal or mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other

than an "exempt organization" or for other than "exempt purposes" within the meaning of section 501(c)(3) of the Code, or as shall in the opinion of the Board of Trustees, jeopardize the federal income tax exemption of the Corporation pursuant to section 501(c)(3) of the Code

ARTICLE II. TRUSTEES

Section 1. General Powers; Managing Trustee; Chair.

a. General Powers. Except as provided elsewhere herein, the business and affairs of the Corporation shall be managed under the direction of its Board of Trustees. In addition to the powers expressly conferred upon them by these Bylaws, the Board of Trustees may exercise all the powers of the Corporation that are necessary, suitable and proper for the accomplishment of any purpose of the Corporation stated herein. From time to time, the Board of Trustees may delegate to officers of the Corporation such powers and duties as it may see fit in addition to those specifically provided in these Bylaws.

b. Managing Trustee. KENNETH E. deLASKI is the Managing Trustee of the Board of Trustees. The Managing Trustee shall have the authority to add, elect, remove and replace a Trustee from and to the Board of Trustees, and the authority to appoint, remove and replace an officer of the Corporation, from time to time and for any reason, regardless of any remaining term in office. After the death, incapacity, or resignation of KENNETH E. deLASKI, there shall be no Managing Trustee.

c. Chair. At the death, incapacity or resignation of the Managing Trustee, the Board of Trustees shall appoint a Chair from among the Trustees. The Chair shall preside over all meetings of the Board of Trustees and of any Executive Committee, shall call special meetings, if necessary, shall assist the President in preparing agenda for any meeting of the Board of Trustees, and shall work with the President to ensure resolutions by the Board of Trustees are carried out.

Section 2. Number, Tenure, Election.

a. Number. The number of Trustees may, in the sole discretion of the Managing Trustee, be decreased to not less than one (1) or increased to a number not exceeding fifteen (15). At any time there is no Managing Trustee, the number of Trustees shall be five (5) plus any child of KENNETH E. deLASKI who serves as Trustee, provided that such number of Trustees may be changed by the Board of Trustees ten (10) years or more after the death or retirement of the Managing Trustee.

b. Tenure. Each Trustee shall hold office for a term of five (5) years and until a successor shall have been elected and qualified. Notwithstanding the foregoing, upon the Managing Trustee's death, SARAH E. GORACKE, KATHLEEN deLASKI, DAPHNE JEAN deLASKI, DANA NANCY deLASKI, and any other child of KENNETH E. deLASKI, upon election to the Board of Trustees, shall each have lifetime tenure on the Board of Trustees, subject to Section 9 of this Article.

c. Election. The Board of Trustees shall be elected by the Managing Trustee, in the Managing Trustee's sole discretion, from time to time. If there is no Managing Trustee, the Board of Trustees shall be elected by the Trustees holding office from time to time, provided that upon the Managing Trustee's death, DAPHNE JEAN deLASKI, DANA NANCY deLASKI, and any other child of KENNETH E. deLASKI, if, or upon reaching, age twenty-eight (28) shall be automatically elected to the Board of Trustees, subject to Section 9 of this Article.

Section 3. Regular Meetings.

A regular annual meeting of the Board of Trustees shall be held during the month of December in each year, on a day and at a time and place to be determined by the President or the Trustees. Other regular meetings shall be held on such dates and at such times as may be designated from time to time by the President or by the Trustees. The Board of Trustees shall keep minutes of its meetings and a full account of its transactions.

Section 4. Special Meetings.

Special meetings of the Board of Trustees may be called by the President or by any one Trustee.

Section 5. Place of Meetings.

The Board of Trustees may hold its regular and special meetings at such place within or without the Commonwealth of Virginia as it may from time to time determine. In the absence of such determination, regular and special meetings of the Board of Trustees shall be held at the principal business office of the Corporation.

Section 6. Notice.

Notice of the place, day and hour of every regular and special meeting shall be given to each Trustee:

a. By notice in writing mailed, postage prepaid, not later than the third day before the day set for the meeting and addressed to the Trustee's last known post office address according to the records of the Corporation; or

b. By electronic or telephonic communication or by notice in writing delivered personally or left at the Trustee's residence or usual place of business not later than the second day before the day set for the meeting.

No notice of the time, place or purpose of any meeting need be given to any Trustee who, in writing executed and filed with the records of the meeting either before or after the holding thereof, waives such notice or who attends the meeting.

Section 7. Quorum.

A majority of the Board of Trustees shall constitute a quorum for the transaction of business at every meeting; but if at any meeting there be less than a quorum present, a majority of those present may adjourn the meeting from time to time, but not for a period in excess of 30 days, without notice other than by announcement at the meeting, until a quorum shall attend. At any such adjourned meeting at which a

quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally called. Except as otherwise provided in the Charter or these Bylaws, the action of a majority of the Trustees present at a meeting at which a quorum is present shall be the action of the Board of Trustees.

Section 8. Vacancies.

Any vacancy occurring in the Board of Trustees or created by an increase in the number of Trustees may be filled by the Managing Trustee, or if there is no Managing Trustee, by a majority of the remaining Trustees. A Trustee elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office, if such predecessor held a definite term of years.

Section 9. Resignation and Removal.

a. Resignation. A Trustee may resign at any time by notifying the Chair, and the President or Secretary of the Corporation in writing, specifying the effective date of the resignation. If no effective date is specified, such resignation shall take immediate effect.

b. Removal. The Managing Trustee may remove any Trustee from the Board of Trustees, in the Managing Trustee's sole discretion. If there is no Managing Trustee, then at any meeting of the Trustees called for a purpose, any Trustee other than SARAH E. GORACKE, KATHLEEN deLASKI, DAPHNE JEAN deLASKI, DANA NANCY deLASKI, and any other child of KENNETH E. deLASKI, may, by vote of a majority of the other Trustees, be removed from office, with or without cause, and another may be elected in the place of the person so removed to serve for the remainder of the term. If there is no Managing Trustee, SARAH E. GORACKE, KATHLEEN deLASKI, DAPHNE JEAN deLASKI, DANA NANCY deLASKI, and/or any other child of KENNETH E. deLASKI, may be removed if the Board of Trustees, at any meeting of the Trustees called for a purpose, determines by a majority vote of the other Trustees that such person's present behavior is substantially detrimental to his or her well-being including circumstances involving addiction or any other significant mental disability, illegal activities, or incarceration.

Section 10. Compensation; Reimbursement

If there is no Managing Trustee, each Trustee, other than the Chair, shall receive Five Thousand Dollars (\$5,000) per year for his or her services as Trustee, subject to review and amendment by the Board of Trustees. By resolution of the Board of Trustees, any Trustee may be allowed reimbursement for expenses actually and reasonably incurred on behalf of the Corporation. The Chair, if not also an otherwise full-time compensated employee of the Corporation, shall receive Twenty Thousand Dollars (\$20,000) per year, subject to review and amendment by the Board of Trustees, for his or her services as the Chair. Notwithstanding the foregoing, any compensation or reimbursement to a Trustee must not be in violation of section 4941 of the Code (regarding self-dealing) and section 4942 of the Code (regarding qualifying distributions), so that such compensation or reimbursement must be reasonable and necessary to support the purpose of the Corporation.

Section 11. Informal Action by Trustees.

Any action of the Trustees may be taken without a meeting if a consent in writing setting forth the action taken is signed or given by electronic transmission by all Trustees and filed in paper or electronic form with the minutes of the Corporation.

Section 12. Telephone Conference.

Members of the Board of Trustees or any committee thereof may participate in a meeting of the Board of Trustees or such committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meetings can hear each other at the same time and participation by such means shall constitute presence in person at the meeting.

ARTICLE III. OFFICERS

Section 1. In General.

The officers of the Corporation shall consist of a President, a Secretary, and a Treasurer, and whenever deemed advisable by the Managing Trustee or, if there is no Managing Trustee, by the Board of Trustees, one or more Vice-Presidents, Assistant Secretaries, or Assistant Treasurers. The Managing Trustee or, if there is no Managing Trustee, the Board of Trustees, shall appoint the officers of the Corporation.

Any two offices, except those of President and Vice-President, may be held by the same person, but no officer shall execute, acknowledge or verify any instrument in more than one capacity, when such instrument is required to be executed, acknowledged or verified by any two or more officers. All officers shall hold their offices for a term of three (3) years and until their successors shall be elected and qualify. The Managing Trustee or, if there is no Managing Trustee, the Board of Trustees, may from time to time appoint such other agents and employees, with such powers and duties as the Board of Trustees may deem proper.

Section 2. President.

At the resignation, death, or any other termination of the President serving, the Managing Trustee or, if there is no Managing Trustee, the Board of Trustees, shall appoint a new President. The President shall be the Chief Executive Officer of the Corporation. The President shall have general management and direction over the activities of the Corporation and all powers ordinarily exercised by the president of a corporation, shall have authority to employ an administrator or other persons at salaries fixed by resolution of the Board of Trustees to assist in the general management and direction of the activities of the Corporation, and shall have authority to sign and execute, in the name of the Corporation, all deeds, mortgages, bonds, contracts or other instruments to be executed on the Corporation's behalf.

Section 3. Vice-President.

In the absence of the President or in the event of his or her inability or refusal to act, the Vice-President (if any, or in the event there be more than one Vice-

President, the Vice-Presidents in the order of their election or designated seniority) shall perform the duties of the President, and when so acting, shall have and may exercise all the powers of the President. Any Vice-President shall perform such other duties as from time to time may be assigned by the President or by the Board of Trustees.

Section 4. Secretary.

The Secretary shall keep minutes of the meetings of the Board of Trustees, see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, be custodian of the corporate records and of the seal of the Corporation, and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned by the President or by the Board of Trustees.

Section 5. Treasurer.

If required by the Board of Trustees, the Treasurer shall give a bond for the faithful discharge of the duties of the office in such sum and with such surety or sureties as the Board of Trustees shall determine, the cost of which shall be borne by the Corporation. The Treasurer shall have charge and custody of all funds and securities of the Corporation, receive and give receipts for monies due to the Corporation, and deposit all such monies in the name of the Corporation in such banks or other depositories as shall from time to time be selected by the Board of Trustees. In general, the Treasurer shall perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned by the President or by the Board of Trustees.

Section 6. Assistant Officers.

Each Assistant Secretary and Assistant Treasurer (if any) shall hold office for such period and shall have such authority and perform such duties as the Board of Trustees may prescribe.

Section 7. Compensation.

Officers may receive compensation for their services and be allowed reimbursement for their expenses actually and reasonably incurred on behalf of the Corporation, by resolution of the Board of Trustees. Any compensation or reimbursement to an officer must not be in violation of section 4941 of the Code (regarding self-dealing) and section 4942 of the Code (regarding qualifying distributions) so that such compensation or reimbursement must be reasonable and necessary to support the purpose of the Corporation.

Section 8. Resignation and Removal.

An officer may resign at any time by notifying the President or Secretary of the Corporation in writing specifying the effective date of the resignation. If no effective date is specified, the resignation shall take immediate effect. The Managing Trustee, or if there is no Managing Trustee, the Board of Trustees, shall have the power to set the term of any officer and at any regular or special meeting to remove any officer with or without cause. The Managing Trustee or, if there is no Managing Trustee, the Board of Trustees, may authorize any officer to remove subordinate officers.

Section 9. Vacancies.

The Managing Trustee or, if there is no Managing Trustee, the Board of Trustees, at any regular or special meeting shall have the power to fill a vacancy occurring in any officership.

ARTICLE IV. COMMITTEES

Section 1. Executive Committee of Trustees.

The Managing Trustee or the Board of Trustees, by resolution adopted by a majority of the Trustees in office, may designate from among its members an Executive Committee consisting of the Chair who shall preside over the Executive Committee, and such number of Trustees as may be specified in the resolution, which Committee, to the extent provided in such resolution, shall have and exercise the authority of the Board of Trustees in the management of the Corporation, except that such Committee shall have no authority to amend, alter, or repeal the Bylaws; to elect, appoint or remove any Trustee or officer of the Corporation; or to approve any charter document required to be filed with the State Corporation Commission of Virginia.

Section 2. Other Committees.

The Managing Trustee or the Board of Trustees may by resolution constitute and appoint such other committees to perform such other duties and functions as the Board of Trustees may deem appropriate.

Section 3. Term of Office.

Each member of every committee shall continue in office at the pleasure of the Board of Trustees.

Section 4. Chair Person.

For any committee other than the Executive Committee, one member of each committee shall be appointed chair person, either directly by the Board of Trustees or in such other manner as the Board of Trustees may prescribe.

Section 5. Quorum.

Unless otherwise provided in the resolution of the Board of Trustees designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 6. Rules.

Each committee may adopt rules for its own governance not inconsistent with the Articles of Incorporation, with these Bylaws, with rules adopted by the Board of Trustees, or with any applicable law of the Commonwealth of Virginia.

ARTICLE V. CHILDREN OF KENNETH E. deLASKI

The Managing Trustee, or if there is no Managing Trustee, the Board of Trustees, shall provide DAPHNE JEAN deLASKI, DANA NANCY deLASKI, or any other child of KENNETH E. deLASKI, if age twenty-five (25) or older, any opportunity available within the Corporation for such person to participate in a paid, operational, role commensurate with his or her experience and skills that would support the purpose of the Corporation. Any compensation or reimbursement paid to such person by the Corporation must not be in violation of section 4941 of the Code (regarding self-dealing) and section 4942 of the Code (regarding qualifying distributions) so that such compensation or reimbursement must be reasonable and necessary to support the purpose of the Corporation.

ARTICLE VI. CONTRACTS, CHECKS, DEPOSITS AND GIFTS

Section 1. Contracts.

The Board of Trustees may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc.

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation, and in such manner as shall from time to time be determined by resolution of the Board of Trustees.

Section 3. Deposits.

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks or other depositories as the Board of Trustees may select.

ARTICLE VII. DISSOLUTION

If the Corporation ceases to carry out the purposes for which it was created, the Corporation shall be dissolved in accordance with the law, and all of its assets, after paying or adequately providing for the debts and obligations of the Corporation, shall be distributed to such organization or organizations organized and operated exclusively for charitable, religious, scientific, educational, or such other exempt purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Code, as the Board of Trustees determines.

ARTICLE VIII. SUNDRY PROVISIONS

Section 1. Fiscal Year.

The fiscal year of the Corporation shall be the calendar year unless some other fiscal year be specified by resolution of the Board of Trustees.

Section 2. Seal.

The seal of the Corporation shall be circular in form with the name of the Corporation inscribed around the outer edge, and in the center shall be inscribed the word "Virginia" and the year of incorporation.

Section 3. Indemnification.

To the maximum extent permitted by the Code and the Virginia Nonstock Corporation Act, the Corporation shall indemnify its currently acting and its former Trustees, officers, agents and employees.

Section 4. Amendments to Bylaws.

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted, by the Managing Trustee, in the Managing Trustee's sole discretion, or if there is no Managing Trustee, by two-thirds of the entire Board of Trustees at any regular meeting or at any special meeting called for that purpose.

Section 5. Signed Counterparts.

This instrument may be, but need not be, executed in counterparts, and each counterpart is to be an original of this instrument, but all counterparts taken together shall be deemed one and the same instrument.

I, the Managing Trustee, hereby amend and restate the provisions of the Bylaws of the Corporation, as set forth herein.

IN WITNESS WHEREOF, I hereunto subscribe my name and affix the seal of the Corporation this 22nd day of December, 2011.


_____(SEAL)
KENNETH E. deLASKI,
Managing Trustee

SEEN AND AGREED:

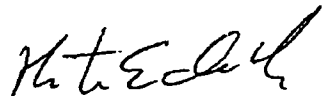

_____(SEAL)
SARAH E. GORACKE,
Trustee

_____(SEAL)
KATHLEEN deLASKI,
Trustee

_____(SEAL)
CAROLYN STANDING,
Trustee


I, the Managing Trustee, hereby amend and restate the provisions of the Bylaws of the Corporation, as set forth herein.

IN WITNESS WHEREOF, I hereunto subscribe my name and affix the seal of the Corporation this 22nd day of December, 2011.


_____(SEAL)
KENNETH E. deLASKI,
Managing Trustee

SEEN AND AGREED:

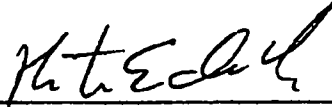
_____(SEAL)
SARAH E. GORACKE,
Trustee


_____(SEAL)
KATHLEEN deLASKI,
Trustee

_____(SEAL)
CAROLYN STANDING,
Trustee

I, the Managing Trustee, hereby amend and restate the provisions of the Bylaws of the Corporation, as set forth herein.


IN WITNESS WHEREOF, I hereunto subscribe my name and affix the seal of the Corporation this 22nd day of December, 2011.


_____(SEAL)
KENNETH E. deLASKI,
Managing Trustee

SEEN AND AGREED:

_____(SEAL)
SARAH E. GORACKE,
Trustee

_____(SEAL)
KATHLEEN deLASKI,
Trustee


_____(SEAL)
CAROLYN STANDING,
Trustee

**AMENDED AND RESTATED BYLAWS
OF
THE VIBRANT VILLAGE FOUNDATION**

THIS AMENDED AND RESTATED BYLAWS OF THE VIBRANT VILLAGE FOUNDATION (the "Corporation") is entered as of August 15, 2012, by the Managing Trustee of the Corporation.

WHEREAS, the articles of the Corporation were filed on July 7, 2009, pursuant to the Virginia Nonstock Corporation Act;

WHEREAS, the Corporation obtained its tax-exempt status as a private foundation, as defined in section 509(a) of the Internal Revenue Code of 1986, as amended (the "Code"), and as an organization under section 501(c)(3) of the Code, pursuant to a Determination Letter issued by the Internal Revenue Service, dated February 11, 2010;

WHEREAS, KENNETH E. deLASKI is the President and the Managing Trustee of the Corporation;

WHEREAS, the Bylaws of the Corporation were certified by the President on November 12, 2009, and subsequently amended on March 8, 2010, and then amended and restated on December 22, 2011, by the Board of Trustees (the "amended Bylaws"); and

WHEREAS, pursuant to Section 4 of Article VIII of the amended Bylaws, the Bylaws may be altered, amended or repealed by the Managing Trustee, in the Managing Trustee's sole discretion.

NOW, THEREFORE, in consideration of the foregoing, the Managing Trustee hereby incorporates the foregoing recitals and amends and restates in its entirety the Bylaws of the Corporation as follows:

ARTICLE I. NAME; PRINCIPAL OFFICE ADDRESS;

PURPOSE; RESTRICTIONS; GIFTS

Section 1. Name; Principal Office

The name of the Corporation is The Vibrant Village Foundation, a corporation organized under the laws of Virginia, with a principal office presently located at 1737 NE Alberta St. #207, Portland, Oregon 97211.

Section 2. Purpose.

a. General Purpose. The Corporation shall engage in activities, do things, perform acts and exercise powers conferred upon not-for-profit corporations by the laws

of Virginia; all of which, however, shall be consistent with and necessary, incidental, or desirable in the furtherance of the purposes set forth herein. The Corporation shall conduct its activities within the restrictions established by section 501(c)(3) of the Code, and regulations related thereto.

b. Specific Purpose. The specific purpose of the Corporation is to build, assist and sustain strong and vibrant communities throughout the world. The Corporation seeks to provide grants and to engage in charitable projects that directly impact targeted, disadvantaged, communities in the areas of health and nutrition, clean water, agricultural improvement, education, arts, and economic development. The Corporation endeavors to direct at least fifty percent (50%) of its annual expenditures toward international development activities, and no more than one percent (1%) of its assets each year on general and administrative expenses, in support of the Corporation's purpose. The Corporation seeks to cap its funding to one billion dollars (\$1,000,000,000).

Section 3. Restrictions.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation (except that, if the Corporation so elects, it may make such expenditures in conformity with section 501(h) of the Code) and the Corporation shall not participate in or intervene in (including publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provision herein, the Corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

Section 4. Gifts and Contributions.

The Board of Trustees may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purpose or for any special purpose of the Corporation, either absolutely or in trust, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the before-mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal or mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall

require the disposition of the income or its principal to any person or organization other than an "exempt organization" or for other than "exempt purposes" within the meaning of section 501(c)(3) of the Code, or as shall in the opinion of the Board of Trustees, jeopardize the federal income tax exemption of the Corporation pursuant to section 501(c)(3) of the Code

ARTICLE II. GENERAL POWERS; TRUSTEES

Section 1. General Powers; Managing Trustee; Chair.

a. General Powers. Except as provided elsewhere herein, the business and affairs of the Corporation shall be managed under the direction of its Board of Trustees. In addition to the powers expressly conferred upon them by these Bylaws, the Board of Trustees may exercise all the powers of the Corporation that are necessary, suitable and proper for the accomplishment of any purpose of the Corporation stated herein. From time to time, the Board of Trustees may delegate to officers of the Corporation such powers and duties as it may see fit in addition to those specifically provided in these Bylaws.

b. Managing Trustee. KENNETH E. deLASKI is the Managing Trustee of the Board of Trustees. Notwithstanding any other provision in these Bylaws, the Managing Trustee, in the Managing Trustee's sole discretion, shall have the authority to generally conduct the business and affairs of the Corporation, as the Managing Trustee deems appropriate, subject to any resolution or action by the Board of Trustees, and such authority of the Managing Trustee shall include, but not be limited to, the power to:

- i. add, elect, remove and replace a Trustee to and from the Board of Trustees.
- ii. appoint, remove and replace an officer of the Corporation, from time to time and for any reason, regardless of any remaining term in office.
- iii. appoint and remove an agent (or agents) to represent the Corporation in a limited or broad capacity, as the Managing Trustee deems appropriate.
- iv. approve compensation for services to the Corporation and reimbursement of actual expenses, subject to Section 7 of Article III herein.
- v. assign duties to any officer of the Corporation.
- vi. authorize any officer or agent of the Corporation to enter into any contract, or deliver any instrument, on behalf of the Corporation.
- vii. select banks or other financial institutions as the depository of the Corporation's funds.

After the death, incapacity, or resignation of KENNETH E. deLASKI, there shall be no Managing Trustee, and such authority as described above shall be vested in the Board of Trustees, as provided elsewhere in these Bylaws.

c. Chair. The Managing Trustee shall serve as the Chair of the Corporation. At the death, incapacity or resignation of the Managing Trustee, the Board

of Trustees shall appoint a Chair from among the Trustees. The Chair shall preside over all meetings of the Board of Trustees and of any Executive Committee, shall call special meetings, if necessary, shall assist the President in preparing agenda for any meeting of the Board of Trustees, and shall work with the President to ensure resolutions by the Board of Trustees are carried out.

Section 2. Number, Tenure, Election.

a. Number. The number of Trustees may, in the sole discretion of the Managing Trustee, be decreased to not less than one (1) or increased to a number not exceeding fifteen (15). At any time there is no Managing Trustee, the number of Trustees shall be five (5) plus any child of KENNETH E. deLASKI who serves as Trustee, provided that such number of Trustees may be changed by the Board of Trustees ten (10) years or more after the death or retirement of the Managing Trustee.

b. Tenure. Each Trustee shall hold office for a term of five (5) years and until a successor shall have been elected and qualified. Notwithstanding the foregoing, upon the Managing Trustee's death, SARAH E. GORACKE, and KATHLEEN deLASKI, DAPHNE JEAN deLASKI, DANA NANCY deLASKI, MARCEL ARAM deLASKI, and any other child of KENNETH E. deLASKI, upon election to the Board of Trustees, shall each have lifetime tenure on the Board of Trustees, subject to Section 9 of this Article.

c. Election. The Board of Trustees shall be elected by the Managing Trustee, in the Managing Trustee's sole discretion, from time to time. If there is no Managing Trustee, the Board of Trustees shall be elected by the Trustees holding office from time to time, provided that upon the Managing Trustee's death, DAPHNE JEAN deLASKI, DANA NANCY deLASKI, MARCEL ARAM deLASKI and any other child of KENNETH E. deLASKI, if age twenty-eight (28) or older, or upon reaching age twenty-eight (28), shall be automatically elected to the Board of Trustees, subject to Section 9 of this Article.

Section 3. Regular Meetings.

A regular annual meeting of the Board of Trustees shall be held during the month of December in each year, on a day and at a time and place to be determined by the President or the Trustees. Other regular meetings shall be held on such dates and at such times as may be designated from time to time by the President or by the Trustees. The Board of Trustees shall keep minutes of its meetings and a full account of its transactions.

Section 4. Special Meetings.

Special meetings of the Board of Trustees may be called by the President or by any one Trustee.

Section 5. Place of Meetings.

The Board of Trustees may hold its regular and special meetings at such place within or without the Commonwealth of Virginia as it may from time to time determine. In the absence of such determination, regular and special meetings of the Board of Trustees shall be held at the principal business office of the Corporation.

Section 6. Notice.

Notice of the place, day and hour of every regular and special meeting shall be given to each Trustee:

a. By notice in writing mailed, postage prepaid, not later than the third day before the day set for the meeting and addressed to the Trustee's last known post office address according to the records of the Corporation; or

b. By electronic or telephonic communication or by notice in writing delivered personally or left at the Trustee's residence or usual place of business not later than the second day before the day set for the meeting.

No notice of the time, place or purpose of any meeting need be given to any Trustee who, in writing executed and filed with the records of the meeting either before or after the holding thereof, waives such notice or who attends the meeting.

Section 7. Quorum.

A majority of the Board of Trustees shall constitute a quorum for the transaction of business at every meeting; but if at any meeting there be less than a quorum present, a majority of those present may adjourn the meeting from time to time, but not for a period in excess of 30 days, without notice other than by announcement at the meeting, until a quorum shall attend. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally called. Except as otherwise provided in the Charter or these Bylaws, the action of a majority of the Trustees present at a meeting at which a quorum is present shall be the action of the Board of Trustees.

Section 8. Vacancies.

Any vacancy occurring in the Board of Trustees or created by an increase in the number of Trustees may be filled by the Managing Trustee, or if there is no Managing Trustee, by a majority of the remaining Trustees. A Trustee elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office, if such predecessor held a definite term of years.

Section 9. Resignation and Removal.

a. Resignation. A Trustee may resign at any time by notifying the Chair, and the President or Secretary of the Corporation in writing, specifying the effective date of the resignation. If no effective date is specified, such resignation shall take immediate effect.

b. Removal. The Managing Trustee may remove any Trustee from the Board of Trustees, in the Managing Trustee's sole discretion. If there is no Managing Trustee, then at any meeting of the Trustees called for a purpose, any Trustee other than SARAH E. GORACKE, KATHLEEN deLASKI, DAPHNE JEAN deLASKI, DANA NANCY deLASKI, MARCEL ARAM deLASKI, and any other child of KENNETH E. deLASKI, may, by vote of a majority of the other Trustees, be removed from office, with or without cause, and another may be elected in the place of the person so removed to serve for the remainder of the term. If there is no Managing Trustee, SARAH E. GORACKE, KATHLEEN deLASKI, DAPHNE JEAN deLASKI, DANA NANCY

deLASKI, MARCEL ARAM deLASKI, and/or any other child of KENNETH E. deLASKI, may be removed if the Board of Trustees, at any meeting of the Trustees called for a purpose, determines by a majority vote of the other Trustees that such person's present behavior is substantially detrimental to his or her well-being; such determination by the Board of Trustees may be based on circumstances involving addiction or any other significant mental disability, illegal activities, or incarceration.

Section 10. Compensation; Reimbursement

If there is no Managing Trustee, each Trustee, other than the Chair, shall receive Five Thousand Dollars (\$5,000) per year for his or her services as Trustee, subject to review and amendment by the Board of Trustees. By resolution of the Board of Trustees, any Trustee may be allowed reimbursement for expenses actually and reasonably incurred on behalf of the Corporation. The Chair, if not also an otherwise full-time compensated employee of the Corporation, shall receive Twenty Thousand Dollars (\$20,000) per year, subject to review and amendment by the Board of Trustees, for his or her services as the Chair. Notwithstanding the foregoing, any compensation or reimbursement to a Trustee must not be in violation of section 4941 of the Code (regarding self-dealing) and section 4942 of the Code (regarding qualifying distributions), so that such compensation or reimbursement must be reasonable and necessary to support the purpose of the Corporation.

Section 11. Informal Action by Trustees.

Any action of the Trustees may be taken without a meeting if a consent in writing setting forth the action taken is signed or given by electronic transmission by all Trustees and filed in paper or electronic form with the minutes of the Corporation.

Section 12. Telephone Conference.

Members of the Board of Trustees or any committee thereof may participate in a meeting of the Board of Trustees or such committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meetings can hear each other at the same time and participation by such means shall constitute presence in person at the meeting.

ARTICLE III. OFFICERS

Section 1. In General.

The officers of the Corporation shall consist of a President, a Secretary, and a Treasurer, and whenever deemed advisable by the Managing Trustee or, if there is no Managing Trustee, by the Board of Trustees, one or more Vice-Presidents, Assistant Secretaries, or Assistant Treasurers. The Managing Trustee or, if there is no Managing Trustee, the Board of Trustees, shall appoint the officers of the Corporation.

Any two offices, except those of President and Vice-President, may be held by the same person, but no officer shall execute, acknowledge or verify any instrument in more than one capacity, when such instrument is required to be executed, acknowledged or verified by any two or more officers. All officers shall hold their offices for a term of three (3) years and until their successors shall be elected and qualify.

The Managing Trustee or, if there is no Managing Trustee, the Board of Trustees, may from time to time appoint such other agents and employees, with such powers and duties as the Managing Trustee or the Board of Trustees may deem proper.

Section 2. President.

At the resignation, death, or any other termination of the President serving, the Managing Trustee or, if there is no Managing Trustee, the Board of Trustees, shall appoint a new President. The President shall be the Chief Executive Officer of the Corporation. The President shall have (i) general management and direction over the activities of the Corporation and all powers ordinarily exercised by the president of a corporation, (ii) authority to employ an administrator or other persons at salaries fixed by resolution of the Board of Trustees to assist in the general management and direction of the activities of the Corporation, and (iii) authority to sign and execute, in the name of the Corporation, all deeds, mortgages, bonds, contracts or other instruments to be executed on the Corporation's behalf.

Section 3. Vice-President.

In the absence of the President or in the event of his or her inability or refusal to act, the Vice-President (if any, or in the event there be more than one Vice-President, the Vice-Presidents in the order of their election or designated seniority) shall perform the duties of the President, and when so acting, shall have and may exercise all the powers of the President. Any Vice-President shall perform such other duties as from time to time may be assigned by the President, Managing Trustee, or by the Board of Trustees.

Section 4. Secretary.

The Secretary shall (i) keep minutes of the meetings of the Board of Trustees, (ii) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, (iii) be custodian of the corporate records and of the seal of the Corporation, and in (iv) general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned by the President, Managing Trustee, or by the Board of Trustees.

Section 5. Treasurer.

If required by the Board of Trustees, the Treasurer shall give a bond for the faithful discharge of the duties of the office in such sum and with such surety or sureties as the Board of Trustees shall determine, the cost of which shall be borne by the Corporation. The Treasurer shall have charge and custody of all funds and securities of the Corporation, receive and give receipts for monies due to the Corporation, and deposit all such monies in the name of the Corporation in such banks or other depositories as shall from time to time be selected by the Board of Trustees. In general, the Treasurer shall perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned by the President, Managing Trustee, or by the Board of Trustees.

Section 6. Assistant Officers.

Each Assistant Secretary and Assistant Treasurer (if any) shall hold office for such period and shall have such authority and perform such duties as the Managing Trustee or Board of Trustees may prescribe.

Section 7. Compensation.

Officers may receive compensation for their services and be allowed reimbursement for their expenses actually and reasonably incurred on behalf of the Corporation, by consent of the Managing Trustee or by resolution of the Board of Trustees. Any compensation or reimbursement to an officer must not be in violation of section 4941 of the Code (regarding self-dealing) and section 4942 of the Code (regarding qualifying distributions) so that such compensation or reimbursement must be reasonable and necessary to support the purpose of the Corporation.

Section 8. Resignation and Removal.

An officer may resign at any time by notifying the President or Secretary of the Corporation in writing specifying the effective date of the resignation. If no effective date is specified, the resignation shall take immediate effect. Notwithstanding any other provision in these Bylaws, the Managing Trustee, or if there is no Managing Trustee, the Board of Trustees, shall have the power to set the term of any officer and at any regular or special meeting to remove any officer with or without cause. The Managing Trustee or, if there is no Managing Trustee, the Board of Trustees, may authorize any officer to remove subordinate officers.

Section 9. Vacancies.

The Managing Trustee or, if there is no Managing Trustee, the Board of Trustees, at any regular or special meeting shall have the power to fill a vacancy occurring in any officership.

ARTICLE IV. COMMITTEES

Section 1. Executive Committee of Trustees.

The Managing Trustee or the Board of Trustees, by resolution adopted by a majority of the Trustees in office, may designate from among its members an Executive Committee consisting of the Chair who shall preside over the Executive Committee, and such number of Trustees as may be specified in the resolution, which Committee, to the extent provided in such resolution, shall have and exercise the authority of the Board of Trustees in the management of the Corporation, except that such Committee shall have no authority to amend, alter, or repeal the Bylaws; to elect, appoint or remove any Trustee or officer of the Corporation; or to approve any charter document required to be filed with the State Corporation Commission of Virginia.

Section 2. Other Committees.

The Managing Trustee or the Board of Trustees may by resolution constitute and appoint such other committees to perform such other duties and functions as the Board of Trustees may deem appropriate.

time to time be determined by the Managing Trustee or by resolution of the Board of Trustees.

Section 3. Deposits.

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks or other financial institutions as the Managing Trustee or the Board of Trustees may select.

ARTICLE VII. DISSOLUTION

If the Corporation ceases to carry out the purposes for which it was created, the Corporation shall be dissolved in accordance with the law, and all of its assets, after paying or adequately providing for the debts and obligations of the Corporation, shall be distributed to such organization or organizations organized and operated exclusively for charitable, religious, scientific, educational, or such other exempt purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Code, as the Board of Trustees determines.

ARTICLE VIII. SUNDRY PROVISIONS

Section 1. Fiscal Year.

The fiscal year of the Corporation shall be the calendar year unless some other fiscal year is specified by resolution of the Board of Trustees.

Section 2. Indemnification.

To the maximum extent permitted by the Code and the Virginia Nonstock Corporation Act, the Corporation shall indemnify its currently acting and its former Trustees, officers, agents and employees.

Section 3. Liability of Officers and Trustees.

Pursuant to VA CODE ANN. § 13.1-870-1, in any proceeding brought by or in the right of the Corporation, no damages shall be assessed against any officer or Trustee of the Corporation, arising out of a single transaction, occurrence, or course of conduct, unless such officer or Trustee engaged in willful misconduct or a knowing violation of the criminal law with respect to such transaction.

Section 4. Amendments to Bylaws.

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted, by the Managing Trustee, in the Managing Trustee's sole discretion, or if there is no Managing Trustee, by two-thirds of the entire Board of Trustees at any regular meeting or at any special meeting called for that purpose.

Section 5. Signed Counterparts.

This instrument may be, but need not be, executed in counterparts, and each counterpart is to be an original of this instrument, but all counterparts taken together shall be deemed one and the same instrument.

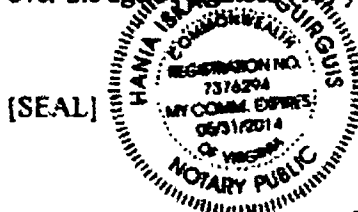
I, the Managing Trustee, hereby amend and restate the provisions of the Bylaws of the Corporation, as set forth herein.

IN WITNESS WHEREOF, I herunto subscribe my name and affix the seal of the Corporation this 15th day of August, 2012.

K. E. deLaski (SEAL)
KENNETH E. deLASKI,
Managing Trustee

STATE OF Virginia)
COUNTY OF Fairfax) ss

Before me, the undersigned authority, on this 15th of August 2012, personally appeared Kenneth E. deLaski, who did sign the attached instrument and is over the age of 18 years and of sound mind.



[Signature]
Notary Public

My commission expires 5/31/2014

SEEN AND AGREED:

Sarah E. Goracke (SEAL)
SARAH E. GORACKE,
Trustee, Secretary

Kathleen deLaski (SEAL)
KATHLEEN deLASKI,
Trustee, Treasurer

Carolyn Standing (SEAL)
CAROLYN STANDING,
Trustee

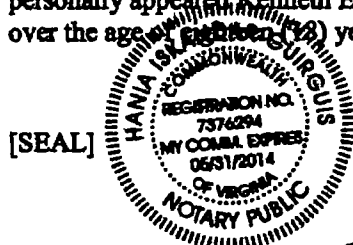
I, the Managing Trustee, hereby amend and restate the provisions of the Bylaws of the Corporation, as set forth herein.

IN WITNESS WHEREOF, I hereunto subscribe my name and affix the seal of the Corporation this 15th day of August, 2012.

Kenneth E. deLaski (SEAL)
KENNETH E. deLASKI,
Managing Trustee

STATE OF Virginia)
COUNTY OF Fairfax) ss

Before me, the undersigned authority, on this 15th of August 2012, personally appeared Kenneth E. deLaski, who did sign the attached instrument and is over the age of 18 years and of sound mind.



[Signature]
Notary Public

My commission expires: 5/31/2014

SEEN AND AGREED:

Sarah E. Goracke (SEAL)
SARAH E. GORACKE,
Trustee, Secretary

Kathleen deLaski (SEAL)
KATHLEEN deLASKI,
Trustee, Treasurer

Carolyn Standing (SEAL)
CAROLYN STANDING,
Trustee

I, the Managing Trustee, hereby amend and restate the provisions of the Bylaws of the Corporation, as set forth herein.

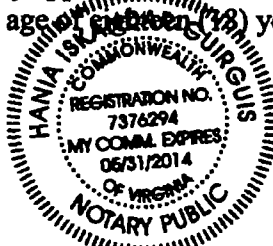
IN WITNESS WHEREOF, I hereunto subscribe my name and affix the seal of the Corporation this 15th day of August, 2012.

K. E. deLaski (SEAL)
KENNETH E. deLASKI,
Managing Trustee

STATE OF Virginia)
COUNTY OF Fairfax) ss

Before me, the undersigned authority, on this 15th of August 2012, personally appeared Kenneth E. deLaski, who did sign the attached instrument and is over the age of eighteen (18) years and of sound mind.

[SEAL]



[Signature]
Notary Public

My commission expires: 5/31/2014

SEEN AND AGREED:

(SEAL)
SARAH E. GORACKE,
Trustee, Secretary

(SEAL)
KATHLEEN deLASKI,
Trustee, Treasurer

[Signature] (SEAL)
CAROLYN STANDING,
Trustee

Form **4562**Department of the Treasury
Internal Revenue Service (99)
Name(s) shown on return**Depreciation and Amortization 990-PF**
(Including Information on Listed Property)

▶ See separate instructions.

▶ Attach to your tax return.

OMB No 1545-0172

2011Attachment
Sequence No **179**

THE VIBRANT VILLAGE FOUNDATION

FORM 990-PF PAGE 1

Identifying number
27-0745672**Part I Election To Expense Certain Property Under Section 179** Note: If you have any listed property, complete Part V before you complete Part I

1	Maximum amount (see instructions)	1	500,000.
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation	3	2,000,000.
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2010 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5	11	
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2012. Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year	14	2,191.
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)**Section A**

17	MACRS deductions for assets placed in service in tax years beginning before 2011	17	
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here		

Section B - Assets Placed in Service During 2011 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs.		S/L	
h Residential rental property	/		27.5 yrs.	MM	S/L	
	/		27.5 yrs.	MM	S/L	
i Nonresidential real property	/		39 yrs.	MM	S/L	
	/			MM	S/L	

Section C - Assets Placed in Service During 2011 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs.		S/L	
c 40-year	/		40 yrs.	MM	S/L	

Part IV Summary (See instructions.)

21	Listed property. Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instr.	22	2,191.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)**Note:** For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.**Section A - Depreciation and Other Information** (Caution: See the instructions for limits for passenger automobiles.)**24a** Do you have evidence to support the business/investment use claimed? ☐ Yes ☐ No **24b** If "Yes," is the evidence written? ☐ Yes ☐ No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
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25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use**25****26** Property used more than 50% in a qualified business use:

		%						
		%						
		%						

27 Property used 50% or less in a qualified business use:

		%			S/L -		
		%			S/L -		
		%			S/L -		

28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1**28****29** Add amounts in column (i), line 26. Enter here and on line 7, page 1**29****Section B - Information on Use of Vehicles**

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person.

If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

	(a) Vehicle	(b) Vehicle	(c) Vehicle	(d) Vehicle	(e) Vehicle	(f) Vehicle
30 Total business/investment miles driven during the year (do not include commuting miles)						
31 Total commuting miles driven during the year						
32 Total other personal (noncommuting) miles driven						
33 Total miles driven during the year. Add lines 30 through 32						
34 Was the vehicle available for personal use during off-duty hours?	Yes	No	Yes	No	Yes	No
35 Was the vehicle used primarily by a more than 5% owner or related person?						
36 Is another vehicle available for personal use?						

Section C - Questions for Employers Who Provide Vehicles for Use by Their EmployeesAnswer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are **not** more than 5% owners or related persons.

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?	Yes	No
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use?		

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles.**Part VI Amortization**

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
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42 Amortization of costs that begins during your 2011 tax year:

43 Amortization of costs that began before your 2011 tax year**43****44** Total. Add amounts in column (f). See the instructions for where to report**44**

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

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

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

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

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

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

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

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. THE VIBRANT VILLAGE FOUNDATION	Employer identification number (EIN) or <input checked="" type="checkbox"/> 27-0745672
	Number, street, and room or suite no. If a P.O. box, see instructions. 100 INTERPROMONTORY ROAD	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. GREAT FALLS, VA 22066-3217	

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

04

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

KENNETH E. DE LASKI

- The books are in the care of ► **100 INTERPROMONTORY ROAD - GREAT FALLS, VA 22066-3217**

Telephone No. ► **703-757-8112**

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 **AUGUST 15, 2012**, to file the exempt organization return for the organization named above. The extension

is for the organization's return for:

► ☒ calendar year **2011** or

► ☐ tax year beginning _____, and ending _____.

- 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	\$	232,140.
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	\$	54,140.
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	\$	178,000.

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.

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

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
	THE VIBRANT VILLAGE FOUNDATION	<input checked="" type="checkbox"/> 27-0745672
	Number, street, and room or suite no. If a P.O. box, see instructions	Social security number (SSN)
	100 INTERPROMONTORY ROAD	<input type="checkbox"/>
City, town or post office, state, and ZIP code. For a foreign address, see instructions.		
GREAT FALLS, VA 22066-3217		

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

04

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.

KENNETH E. DE LASKI

• The books are in the care of ☒ 100 INTERPROMONTORY ROAD - GREAT FALLS, VA 22066-3217

Telephone No. ☒ 703-757-8112

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 NOVEMBER 15, 2012

5 For calendar year 2011, or other tax year beginning , and ending

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

TAXPAYER REQUIRES ADDITIONAL TIME TO GATHER THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

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	\$	232,140.
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	\$	232,140.
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	\$	0.

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 ☒ Kenneth E. De Laski Title Treasurer

Date ☒ 8/8/12

Form 8868 (Rev. 1-2012)