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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning , 2011, and ending , 20

Name of foundation	A Employer identification number
The Lemon Foundation	52-1176430
Number and street (or P O box number if mail is not delivered to street address) / Room/suite	B Telephone number (see instructions)
1101 Vermont Avenue, NW / Suite 800	202-842-5559
City or town, state, and ZIP code	C If exemption application is pending, check here ▶ ☐
Washington, DC 20005-3521	

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 5,575,607.56

J Accounting method. ☑ Cash ☐ Accrual ☐ Other (specify) _____ *(Part I, column (d) must be on cash basis)*

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)	0.00			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	.44	44	.44	
	4	Dividends and interest from securities	143,950.52	143,950.52	143,950.52	
	5a	Gross rents	0.00	0.00	0.00	
	b	Net rental income or (loss) 0.00				
	6a	Net gain or (loss) from sale of assets not on line 10	0.00			
	b	Gross sales price for all assets on line 6a 0.00				
	7	Capital gain net income (from Part IV, line 2)		0.00		
	8	Net short-term capital gain			0.00	
	9	Income modifications			0.00	
	10a	Gross sales less returns and allowances 0.00				
	b	Less: Cost of goods sold 0.00				
	c	Gross profit or (loss) (attach schedule)	0.00		0.00	
	11	Other income (attach schedule)	2,049.64	2,049 64	2,049.64	
	12	**Total.** Add lines 1 through 11	146,000.60	146,000.60	146,000.60	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.00	0.00	0.00	0.00
	14	Other employee salaries and wages	0 00	0.00	0.00	0.00
	15	Pension plans, employee benefits	0.00	0.00	0.00	0.00
	16a	Legal fees (attach schedule)	0.00	0.00	0.00	0.00
	b	Accounting fees (attach schedule)	0.00	0.00	0.00	0.00
	c	Other professional fees (attach schedule)	0.00	0.00	0.00	0.00
	17	Interest	0.00	0.00	0.00	0.00
	18	Taxes (attach schedule) (see instructions)	2,049.64	2,049.64	2,049.64	0.00
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	67.00	67.00	67.00	67.00
	24	**Total operating and administrative expenses.** Add lines 13 through 23	2,116.64	2,116.64	2,116 64	67 00
	25	Contributions, gifts, grants paid	221,148.00			221,148.00
	26	**Total expenses and disbursements.** Add lines 24 and 25	223,264 64	2,116.64	2,116.64	223,264.64
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	-77,264.04			
	b	**Net investment income** (if negative, enter -0-)		141,834.32		
	c	**Adjusted net income** (if negative, enter -0-)			141,834.32	

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Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash—non-interest-bearing	34,094 40	57,834.79	57,834.79
	2	Savings and temporary cash investments	259,599.37	158,894.94	158,594.94
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	5,137,210.71	5,137,210.71	5,539,177.83
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment. basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	5,430,904.48	5,353,640.44	5,575,607.56
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)			
	31	**Total liabilities and net assets/fund balances** (see instructions)	5,430,904.48	5,353,640.44	

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	5,430,904.48
2	Enter amount from Part I, line 27a	2	-77,264.04
3	Other increases not included in line 2 (itemize) ▶	3	0.00
4	Add lines 1, 2, and 3	4	5,353,640.44
5	Decreases not included in line 2 (itemize) ▶	5	0.00
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	5,353,640.44

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a				
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	0.00
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	0.00

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	266,363.52	5,144,768.78	.0518
2009	262,272.00	4,456,110.75	.0589
2008	233,836.00	5,414,152.00	.0432
2007	325,601.22	6,413,769.65	.0508
2006	254,447.70	5,273,638.92	.0482

2	**Total** of line 1, column (d)	2	25.28%
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	5.05%
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	5,491,956.64
5	Multiply line 4 by line 3	5	277,343.81
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,418.34
7	Add lines 5 and 6	7	278,762.15
8	Enter qualifying distributions from Part XII, line 4	8	223,264.64

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	2,836 69
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	2,836 69
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	2,836 69
6	Credits/Payments:				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	2,049 64		
b	Exempt foreign organizations—tax withheld at source	6b	0		
c	Tax paid with application for extension of time to file (Form 8868)	6c	0		
d	Backup withholding erroneously withheld	6d	0		
7	Total credits and payments. Add lines 6a through 6d			7	2,049 64
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ 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	787 05
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		✓
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		✓
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		✓
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ _____ (2) On foundation managers. ▶ $ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		✓
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		✓
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		✓
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		✓
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6		✓
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	✓	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ **District of Columbia**			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	✓	
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*	9		✓
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		✓

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		✓
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		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	

Website address ▶ None

14 The books are in care of ▶ James H Lemon, Jr. Telephone no. ▶ 202-842-5559
Located at ▶ 1101 Vermont Ave NW, Suite 800, Washington, DC ZIP+4 ▶ 20005-3521

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

			Yes	No
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?	16		✓
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		✓
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? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions.)	2b		✓
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		✓
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		✓

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

5a	During the year did the foundation pay or incur any amount to:			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	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		✓
	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?	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 (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
James H. Lemon, Jr. 1101 Vermont Ave NW, Ste 800, Washington, DC 20005	President	-0-	-0-	-0-
John A. Beck 1301 K Street, NW, Ste 1100, Washington, DC 20005	Vice President Secretary	-0-	-0-	-0-
Ashley Lemon Shaw 1101 Vermont Ave NW, Ste 800, Washington, DC 20005	Vice President	-0-	-0-	-0-
Lavinia Lemon Shaw 1101 Vermont Ave NW, Ste 800, Washington, DC 20005	Vice President	-0-	-0-	-0-

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

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

Total number of other employees paid over $50,000 ▶ NONE

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		NONE

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	NONE
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	NONE
2	
All other program-related investments See instructions 3 NONE	NONE
Total. Add lines 1 through 3 ▶	NONE

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	5,284,775.46
b	Average of monthly cash balances	1b	290,815.04
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	5,575,590.50
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	5,575,590.50
4	Cash deemed held for charitable activities. Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	83,633.86
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,491,956.64
6	**Minimum investment return.** Enter 5% of line 5	6	274,597.83

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	274,597.83
2a	Tax on investment income for 2011 from Part VI, line 5	2a	2,836 69		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	-0-		
c	Add lines 2a and 2b			2c	2,836.69
3	Distributable amount before adjustments Subtract line 2c from line 1			3	271,761.14
4	Recoveries of amounts treated as qualifying distributions			4	0
5	Add lines 3 and 4			5	271,761.14
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	271,761.14

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	223,264.64
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	223,264.64
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	1,418.34
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	221,846.30

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				271,761.14
2	Undistributed income, if any, as of the end of 2011:				
a	Enter amount for 2010 only			0	
b	Total for prior years: 20___,20___,20___		0		
3	Excess distributions carryover, if any, to 2011:				
a	From 2006				
b	From 2007				
c	From 2008				
d	From 2009 41,007.00				
e	From 2010 10,586.96				
f	**Total** of lines 3a through e	51,593.96			
4	Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 223,264.64				
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				223,264.64
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).)*	48,496.50			48,496.50
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	3,097.46			
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 instructions			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) (see instructions)	0			
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0			
9	**Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	3,097.46			
10	Analysis of line 9:				
a	Excess from 2007				
b	Excess from 2008				
c	Excess from 2009				
d	Excess from 2010				
e	Excess from 2011 3,097.46				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling . . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

James H Lemon, Jr

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

None

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

James H. Lemon, Jr., 1101 Vermont Ave., NW, Suite 800, Washington, DC 20005 202-842-5559

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

See Attached

c Any submission deadlines:

None

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

None

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*				
Various - See Attachments				
Total ▶ **3a**				**221,148.00**
b *Approved for future payment*				
Total ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	143,950.96	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue. a tax refund			01	2,049.64	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				146,000.60	
13 **Total.** Add line 12, columns (b), (d), and (e)				13	146,000.60

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		✓
	(2) Other assets	1a(2)		✓
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		✓
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		✓
	(3) Rental of facilities, equipment, or other assets	1b(3)		✓
	(4) Reimbursement arrangements	1b(4)		✓
	(5) Loans or loan guarantees	1b(5)		✓
	(6) Performance of services or membership or fundraising solicitations	1b(6)		✓
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		✓

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☑ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Signature of officer or trustee | Date: 9-26-12 | Title: President

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN

Firm's name ▶ | Firm's EIN ▶

Firm's address ▶ | Phone no

The Lemon Foundation

EIN 52-1176430

Form 990-PF 2011

Part I, Line 11:

Other Income:	2010 Tax refund held as estimate	$2,049.64

Part I, Line 18:

Taxes:	2011 Estimated Tax Payments	$2,049.64

Part I, Line 23:

Other Expenses:	Bank Service Charge	$67.00

Part II, Line 10-b:

Investments Corporate Stock:

Issuer	No. Shares	Book Value at Cost	Fair Market Value
1. The Bond Fund of America	118,697.392	$1,610,896.21	$1,489,652.27
2. Washington Mutual Investors Fund	136,250.900	$3,526,314.50	$3,869,525.56
	TOTAL	**$5,137,210.71**	**$5,359,177.83**

The Lemon Foundation

EIN 52-1176430

Form 990-PF 2011

Part XV, Line 2-b:

Grant applications should be in writing and should specify the nature of the organization requesting the grant, its leadership, the purpose for which the grant would be used, and the tax-exempt status and classification of the applicant organization. The Foundation prefers to initiate its own grant programs and does not seek applications.

Part XV, Line 2-d:

The Foundation does not make grants to individuals. The Foundation makes grants to organizations that are tax-exempt charitable organizations described in section 501(c)(3) of the Internal Revenue Code, and are classified as public charities and are not private foundations as defined in sections 509(a) of the Internal Revenue Code. Grants are made primarily to health care and educational organizations serving the Greater Washington Metropolitan area. The Foundation is not staffed and operates with essentially no administrative costs.

Recipient 2011 contributions	Amount	Date	Check	Recipient	Grant Purpose
ALS Association National Capital Area Chapter 7507 Standish Place Rockville, MD 20855	1,000.00	09/26/11	2464	Public Charity	General Support
Beauvoir School Annual Giving 3500 Woodley Road Washington, DC 20016	5,000.00	01/19/11	2446	Public Charity	General Support
Beauvoir School (Beauvoir Outdoors) 3500 Woodley Road Washington, DC 20016	10,000.00	11/21/11	2483	Public Charity	General Support
Bullis School Annual Fund 10601 Falls Road Potomac, MD 20854	1,930.00	12/13/11	2496	Public Charity	General Support
Capital Caring Philanthropy Dept. 2900 Telestar Court Falls Church, VA 22042	100.00	12/16/11	2502	Public Charity	General Support
The Capital Crescent Trail P. O. Box 30703 Bethesda, MD 20824	100.00	12/13/11	2485	Public Charity	General Support
Children's Hearing & Speech Center 111 Michigan Ave., NW Washington, DC 20010	200.00	05/18/11	2455	Public Charity	General Support
Children's Hearing & Speech Center 111 Michigan Ave., NW Washington, DC 20010	420.00	05/18/11	2456	Public Charity	General Support
Children's Hospital Foundation Attn: Grace Hong 111 Michigan Ave., NW Suite 2700 Washington, DC 20010	50,000.00	09/26/11	2465	Public Charity	Cardiac Int. MRI Proj.
Children's Hospital Foundation of Philadelphia 34th & Civic Ctr. Blvd. Philadelphia, PA 19104-3499	5,000.00	12/13/11	2487	Public Charity	General Support
City Kids Wilderness Project 515 M Street, SE, Suite 222 Washington, DC 20003	500.00	12/23/11	2519	Public Charity	General Support
Community Coalition for Haiti P. O. Box 1222 Vienna, VA 22183	2,000.00	12/21/11	2509	Public Charity	General Support
The Corcoran Gallery of Art Development Office 500 17th Street, NW Washington, DC 20006	250.00	12/21/11	2508	Public Charity	General Support

Cystic Fibrosis Foundation 6931 Arlington Rd., Suite 200 Bethesda, MD 20814-5223	500.00	12/13/11	2488	Public Charity	General Support
D.C. Preparatory Academy Attn: Emilly K. Lawson 701 Edgewood Street, NE Washington, DC 20017-3341	500.00	12/23/11	2520	Public Charity	General Support
East Hampton Healthcare Foundatio 200 Pantigo Place East Hampton, New York 11937	1,000.00	08/15/11	2461	Public Charity	General Support
Georgetown Univestity Hospital Dept. of Pediatrics 3800 Reservoir Rd., NW Washington, DC 20057	1,000.00	12/13/11	2489	Public Charity	General Support
Global Community Services Found. Landon Carter Schmitt Memorial Fund 3907 Laro Court Fairfax, VA 22031	500.00	12/13/11	2490	Public Charity	General Support
Trustee of Hamilton College 198 College Hill Road Clinton, NY 13323	500.00	12/13/11	2491	Public Charity	General Support
Hollins University P. O. Box 9629 Roanoke, VA 24020-9983	1,000.00	12/16/11	2498	Public Charity	General Support
Humane Society of Fairfax Cnty. 4057 Chain Bridge Rd Fairfax, VA 22030	100.00	12/16/11	2501	Public Charity	General Support
INOVA Presidents' Intitiative Fund Attn: Carole Guerard 8110 Gatehouse Rd. Suite 200E Falls Church, VA 22042-1210	3,000.00	12/21/11	2510	Public Charity	General Support
Ivy InterAmerican Foundation P. O. Box 248 Ivy, VA 22945	1,000.00	09/26/11	2466	Public Charity	General Support
Job Discovery Inc. Attn: Pat Vinson 10345 Democracy Lane Fairfax, VA 22030	1,000.00	12/13/11	2494	Public Charity	General Support
Friends of Johns Hopkins Medicine One Charles Center 1000 North Charles Street Baltimore, MD 21201-3805	1,000.00	12/22/11	2514	Public Charity	General Support
Robert T. Jones, Jr. Memorial Scholarship Fund c/o Richard K. Leblond, II JP Morgan Chase Bank 437 Madison Avenue - 32nd Fl. New York, NY 10022	250.00	05/05/11	2451	Public Charity	General Support

Jupiter Medical Center Foundation Capital Campaign 1210 S. Old Dixie Hwy. Hobe Sound, FL 33458-9972	1,000.00	05/05/11	2452	Public Charity	General Support
Jupiter Island Medical Fund, Inc. Mr. Tyler R. Cain, Pres. 100 Estrada Square Hobe Sound, FL 33455	500.00	11/02/11	2481	Public Charity	General Support
The Kennedy Center Circle Development Department P. O. Box 101510 Washington, DC 20566-0003	988.00	05/10/11	2453	Public Charity	General Support
Loaves and Fishes P. O. Box 98 Hobe Sound, FL 33475	500.00	01/19/11	2447	Public Charity	General Support
The Madeira Fund The Madeira School 8328 Georgetown Pike McLean, VA 22101-1200	1,000.00	12/16/11	2499	Public Charity	General Support
Mendan House International 1630 Crescent Place, NW Washington, DC 20009	200.00	12/21/11	2511	Public Charity	General Support
Metropolitan Club of Washington Preservation Foundation 1700 H Street, NW Washington, DC 20006-4689	500.00	12/22/11	2515	Public Charity	General Support
Metropolitan Memorial United Methodist Church Nebraska & New Mexico Ave., NW Washington, DC 20016	200.00	12/16/11	2500	Public Charity	General Support
Mill Neck Manor School P. O. Box 12 Mill Neck, New York 11765	200.00	12/16/11	2503	Public Charity	General Support
Miss Porter's School 60 Main Street Farmington, CT 06032-2288	500.00	06/28/11	2458	Public Charity	General Support
Mount Vernon Ladies Association P. O. Box 240 Mount Vernon, VA 22121	900.00	07/15/11	2460	Public Charity	General Support
Mount Vernon Ladies Association P. O. Box 110 Mount Vernon, VA 22121	10,000.00	12/16/11	2504	Public Charity	General Support
Mount Vernon Ladies Association P. O. Box 110 Mount Vernon, VA 22121	5,000.00	12/23/11	2524	Public Charity	General Support
National Council on Alcohol And Drug Dependency 244 East 58th Street, 4th Floor New York, New York 10022	500.00	07/15/11	2459	Public Charity	General Support
The National Gallery of Art	9,250.00	02/04/11	2448	Public Charity	General Support

2000B South Club Drive Landover, MD 20785					
National Geographic 1145 17th Street, NW Washington, DC 20036-4688	500.00	12/22/11	2516	Public Charity	General Support
National Rehabilitation Development Office 102 Irving Street, NW Washington, DC 20010	5,000.00	12/13/11	2492	Public Charity	General Support
National Rehabilitation Development Office 102 Irving Street, NW Washington, DC 20010	7,500.00	12/23/11	2523	Public Charity	General Support
1000 Friends of Florida P. O. Box 5948 Tallahassee, FL 32314-5948	1,000.00	09/26/11	2463	Public Charity	General Support
Operation Smile - DC Chapter 6435 Tidewater Drive Norfolk, VA 23509	1,000.00	09/26/11	2467	Public Charity	General Support
Patrick Henry High School C. Lewis Pitzer Scholarship Fund 2102 Grandon Road Roanoke, VA 24015	1,000.00	09/26/11	2468	Public Charity	General Support
The Phillips Collection 1600 21st Street, NW Washington, DC 20077-3605	250.00	12/21/11	2512	Public Charity	General Support
PHILLIPS Programs Attn: Sarah Caldwell/Charlie Kehler Food for Thought Program 7010 Braddock Road Annandale, VA 22003-6006	200.00	05/07/11	2454	Public Charity	General Support
Por Cristo 736 Cambridge St. Boston, MA 02135-2997	2,000.00	09/26/11	2469	Public Charity	General Support
The Potomac School Benefit Annual Giving P. O. Box 430 McLean, VA 22101-9880	5,000.00	12/16/11	2505	Public Charity	General Support
Princeton University Annual Giving P.O. Box 5357 Princeton, NJ 08543-5357	2,000.00	03/10/11	2450	Public Charity	General Support
Princeton University Cl. Of '58 c/o 1st Constitution Bank P. O. Box 634 Cranbury, NJ 08512-0634	50.00	10/17/11	2478	Public Charity	General Support
The River School 4880 MacArthur Blvd. Washington, DC 20007	500.00	11/21/11	2484	Public Charity	General Support

St. Albans School Attn: John McKenna Mt. St. Alban Washington, DC 20016	25,000.00	09/26/11	2473	Public Charity	General Support
St. Albans School Annual Giving Attn: John McKenna Mt. St. Alban Washington, DC 20016	2,000.00	10/25/11	2479	Public Charity	General Support
St. David's Episcopal Church 5150 Macomb Street, NW Washington, DC 20016	500.00	06/01/11	2457	Public Charity	General Support
St. David's Episcopal Church 5150 Macomb Street, NW Washington, DC 20016	2,000.00	12/16/11	2506	Public Charity	General Support
St. John's Community Services The Founders Board 2201 Wisconsin Ave., NW, Ste. C150 Washington, DC 20007	500.00	12/23/11	2521	Public Charity	General Support
St. Mark's Episcopal Church 6744 Kings Highway Alexandria, VA 22310	1,000.00	12/22/11	2517	Public Charity	General Support
St. Raphael Nursery School 1513 Dunster Road Rockville, MD 20854	1,000.00	12/16/11	2507	Public Charity	General Support
St. Stephens School Development Office 100 St. Stephen's Road Alexandria, VA 22304	1,000.00	09/23/11	2472	Public Charity	General Support
Sibley Memorial Hospital Attn: Audry K. Carter 5255 Loughboro Rd., NW Washington, DC 20016	10,000.00	09/26/11	2470	Public Charity	General Support
So Others Might Eat 71 O Street, NW Washington, DC 20001	1,000.00	09/26/11	2471	Public Charity	General Support
Stevens Institute of Technoloy 1 Castle Point on Hudson Hoboken, NewJersey 07030	1,000.00	09/14/11	2462	Public Charity	General Support
Stone Ridge School of the Sacred Heart 9101 Rockville Pike Bethesda, MD 20814	1,000.00	09/26/11	2474	Public Charity	General Support
Trinity College Development Office 300 Summit Street Hartford, CT 60106-3100	1,000.00	12/13/11	2493	Public Charity	General Support
USSGA Memorial Fund Memorial Contribution 49 Knollwood Rd. Elmsford, NY 10523	200.00	11/02/11	2480	Public Charity	General Support

The University Club Foundation (The John A. Beck Library Fund) 1135 16th Street, NW Washington, DC 20036-4885	500.00	12/22/11	2518	Public Charity	General Support
Bishop John T. Walker School for Boys 3640 Martin Luther King, Jr. Ave., SE Washington, DC 20032	500.00	12/21/11	2513	Public Charity	General Support
Washington Hospital Center 110 Irving Street, NW Washington, DC 20077-3999	5,000.00	12/13/11	2495	Public Charity	General Support
Washington and Lee University Development Office, Law School 204 West Washington St., Lewis Hall 517 Lexington, VA 24450-2116	1,000.00	09/26/11	2475	Public Charity	General Support
Washington National Cathedral Massachusetts & Wisconsin Ave., NW Washington, DC 20016-5098	1,000.00	09/26/11	2476	Public Charity	General Support
Washinton Winter Show 1333 H Street, NE Washington, DC 20002	20,000.00	09/26/11	2477	Public Charity	General Support
Washington Winter Show 2622 P Street, NW Washington, DC 20007	150.00	12/15/11	2497	Public Charity	General Support
The Wendt Center 4201 Connecticut Ave., NW, # 300 Washington, DC 20008	500.00	12/23/11	2522	Public Charity	General Support
Woodrow Wilson House 2350 S Street, NW Washington, DC 20008	210.00	03/03/11	2449	Public Charity	General Support