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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 PROFESSIONAL ATHLETES FOUNDATION		A Employer identification number 52-1205920
Number and street (or P O box number if mail is not delivered to street address) 1133 20TH STREET, NW	Room/suite	B Telephone number (202) 756-9100
City or town, state, and ZIP code WASHINGTON, DC 20036		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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) \$ 21,315,122. (Part I, column (d) must be on cash basis)	J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) _____	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))		(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		1,905,002.			
2 Check ☐ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		327,112.	327,112.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		336,420.			
b Gross sales price for all assets on line 6a	4,645,739.				
7 Capital gain net income (from Part IV, line 2)			336,420.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		2,568,534.	663,532.	0.	
13 Compensation of officers, directors, trustees, etc		0.	0.	0.	0.
14 Other employee salaries and wages		21,518.	0.	0.	0.
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees	STMT 2	5,069.	0.	0.	0.
c Other professional fees	STMT 3	412,231.	0.	0.	0.
17 Interest					
18 Taxes	STMT 4	10,798.	10,759.	0.	0.
19 Depreciation and depletion		1,920.	0.	0.	
20 Occupancy					
21 Travel, conferences, and meetings		20,835.	0.	0.	0.
22 Printing and publications					
23 Other expenses	STMT 5	139,686.	114,828.	0.	0.
24 Total operating and administrative expenses. Add lines 13 through 23		612,057.	125,587.	0.	0.
25 Contributions, gifts, grants paid		1,051,690.			1,051,690.
26 Total expenses and disbursements. Add lines 24 and 25		1,663,747.	125,587.	0.	1,051,690.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		904,787.			
b Net investment income (if negative, enter -0-)			537,945.		
c Adjusted net income (if negative, enter -0-)				0.	

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		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	4,311,534.	7,510,533.	7,510,533.
	3 Accounts receivable ▶ 7,217.			
	Less: allowance for doubtful accounts ▶	2,554,100.	7,217.	7,217.
	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 7	4,077,681.	4,106,739.	4,106,739.
	b Investments - corporate stock STMT 8	8,772,104.	8,451,609.	8,451,609.
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 9	1,073,561.	1,217,994.	1,217,994.	
14 Land, buildings, and equipment; basis ▶ 9,600.				
Less: accumulated depreciation STMT 10 ▶ 3,840.	7,680.	5,760.	5,760.	
15 Other assets (describe ▶ PREPAID TAXES)	0.	15,270.	15,270.	
16 Total assets (to be completed by all filers)	20,796,660.	21,315,122.	21,315,122.	
Liabilities	17 Accounts payable and accrued expenses	224,281.	530,631.	
	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)	224,281.	530,631.	
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	20,572,379.	20,784,491.	
	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	20,572,379.	20,784,491.		
31 Total liabilities and net assets/fund balances	20,796,660.	21,315,122.		

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	20,572,379.
2 Enter amount from Part I, line 27a	2	904,787.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	21,477,166.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6	5	692,675.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	20,784,491.

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 INVESTMENTS	P		
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 4,645,739.		4,309,319.	336,420.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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			336,420.
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	336,420.
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	1,513,470.	19,645,796.	.077038
2009	1,847,541.	15,180,500.	.121705
2008	1,658,499.	16,346,034.	.101462
2007	1,363,023.	14,226,650.	.095808
2006	1,546,512.	12,552,092.	.123208

2 Total of line 1, column (d)	2	.519221
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	.103844
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	19,477,247.
5 Multiply line 4 by line 3	5	2,022,595.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,379.
7 Add lines 5 and 6	7	2,027,974.
8 Enter qualifying distributions from Part XII, line 4	8	1,051,690.

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	10,759.
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	10,759.
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	10,759.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	14,600.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	14,600.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	39.	
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	3,802.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ☐ 3,802. Refunded ☐	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
b 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
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
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) <u>DC</u>		
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

N/A

Form 990-PF (2011)

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 ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>NFL PLAYERS ASSOCIATION</u> Telephone no. ► <u>(202) 756-9100</u> Located at ► <u>1133 20TH STREET, NW, WASHINGTON, DC</u> ZIP+4 ► <u>20036</u>			
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 <u>N/A</u>			
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? ☐ 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)? Organizations relying on a current notice regarding disaster assistance check here <u>N/A</u> ► ☐	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No If "Yes," list the years ► _____		
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.) <u>N/A</u>	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. ► _____		
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	X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

Form 990-PF (2011)

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☒ Yes ☐ No

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

☐ Yes ☒ No

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

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

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?

N/A

☐ 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
SEE STATEMENT 11		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

Form 990-PF (2011)

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	13,849,844.
b	Average of monthly cash balances	1b	5,911,034.
c	Fair market value of all other assets	1c	12,977.
d	Total (add lines 1a, b, and c)	1d	19,773,855.
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	19,773,855.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	296,608.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	19,477,247.
6	Minimum investment return. Enter 5% of line 5	6	973,862.

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	973,862.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	10,759.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	10,759.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	963,103.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	963,103.
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	963,103.

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	1,051,690.
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	1,051,690.
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	1,051,690.

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.

Form 990-PF (2011)

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				963,103.
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	939,047.			
b From 2007	662,876.			
c From 2008	849,256.			
d From 2009	1,094,466.			
e From 2010	545,648.			
f Total of lines 3a through e	4,091,293.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$	1,051,690.			
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				963,103.
e Remaining amount distributed out of corpus	88,587.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	4,179,880.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		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	939,047.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	3,240,833.			
10 Analysis of line 9:				
a Excess from 2007	662,876.			
b Excess from 2008	849,256.			
c Excess from 2009	1,094,466.			
d Excess from 2010	545,648.			
e Excess from 2011	88,587.			

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income**

[illegible]

2011.04040 PROFESSIONAL ATHLETES FOUND 32335 3

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				
SEE STATEMENT 14	NONE	NA	GRANTS IN AID	555,644.
SEE STATEMENT 14	NONE	NA	EDUCATION GRANTS	48,290.
SEE STATEMENT 14	NONE	NA	CHARITABLE CONTRIBUTIONS	349,185.
SEE STATEMENT 14	NONE	NA	SCHOLARSHIPS	98,571.
Total				1,051,690.
b Approved for future payment				
NONE				
Total				0.

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) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| 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. | | |

[illegible]

- 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
NATIONAL FOOTBALL LEAGUE PLAYERS ASSOCIATION	501(C)(5) LABOR ORG	SEE STATEMENT 13

**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.

May the IRS discuss this return with the preparer shown below (see instr. 1)?

☒ Yes ☐ No

Signature of officer or trustee

Date _____

▶ **VICE PRESIDENT**
Title

Title

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if self-employed

PTIN

JOANN WOODSON

Ann Woodson 11/8/12

11/8/12

P01293745

Firm's name ▶ **CALIBRE CPA GROUP PLLC**

Firm's EIN ► 47-0900880

Firm's address ► 7501 WISCONSIN AVENUE, SUITE 1200 WEST
BETHESDA, MD 20814

Phone no. (202) 331-9880

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

PROFESSIONAL ATHLETES FOUNDATION**52-1205920**

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 PROFESSIONAL ATHLETES FOUNDATION	Employer identification number 52-1205920
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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
<u>1</u>	<u>NATIONAL FOOTBALL LEAGUE PLAYERS ASSOCIATION</u> <u>1133 20TH STREET, NW</u> <u>WASHINGTON, DC 20036</u>	\$ <u>248,018.</u>	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
<u>2</u>	<u>ARENA FOOTBALL LEAGUE PLAYERS ASSN</u> <u>1133 20TH STREET, NW</u> <u>WASHINGTON, DC 20036</u>	\$ <u>284,525.</u>	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
<u>3</u>	<u>PLAYERS GRIEVANCE TRUST</u> <u>1776 K STREET, NW, STE. 712</u> <u>WASHINGTON, DC 20006</u>	\$ <u>200,000.</u>	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

PROFESSIONAL ATHLETES FOUNDATION**52-1205920****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
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

Employer identification number

PROFESSIONAL ATHLETES FOUNDATION**52-1205920****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

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 SOFTWARE	12/31/09	SL	5.00	16	9,600.			9,600.	1,920.		1,920.
	* TOTAL 990-PF PG 1					9,600.		0.	9,600.	1,920.	0.	1,920.
	DEPR											

FORM 990-PF		DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT		
INTEREST FROM INVESTMENTS	327,112.	0.	327,112.		
TOTAL TO FM 990-PF, PART I, LN 4	327,112.	0.	327,112.		

FORM 990-PF		ACCOUNTING FEES		STATEMENT	2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING FEES	5,069.	0.	0.	0.	
TO FORM 990-PF, PG 1, LN 16B	5,069.	0.	0.	0.	

FORM 990-PF		OTHER PROFESSIONAL FEES		STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
CONSULTING FEES	412,231.	0.	0.	0.	
TO FORM 990-PF, PG 1, LN 16C	412,231.	0.	0.	0.	

FORM 990-PF		TAXES		STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL INCOME TAXES	10,798.	10,759.	0.	0.	
TO FORM 990-PF, PG 1, LN 18	10,798.	10,759.	0.	0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT FEES	114,828.	114,828.	0.	0.	
MISC	24,858.	0.	0.	0.	
TO FORM 990-PF, PG 1, LN 23	139,686.	114,828.	0.	0.	

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	6
DESCRIPTION		AMOUNT	
UNREALIZED DEPPRECIATION IN INVESTMENTS		692,675.	
TOTAL TO FORM 990-PF, PART III, LINE 5		692,675.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	7
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
GOVERNMENT OBLIGATIONS	X		4,106,739.	4,106,739.	
TOTAL U.S. GOVERNMENT OBLIGATIONS			4,106,739.	4,106,739.	
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS					
TOTAL TO FORM 990-PF, PART II, LINE 10A			4,106,739.	4,106,739.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	8
DESCRIPTION		BOOK VALUE	FAIR MARKET VALUE	
INVESTMENT IN NFL PLAYERS, INC.		319,467.	319,467.	
COMMON STOCKS		8,132,142.	8,132,142.	
TOTAL TO FORM 990-PF, PART II, LINE 10B		8,451,609.	8,451,609.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUND	FMV	1,217,994.	1,217,994.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,217,994.	1,217,994.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	10
DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COMPUTER SOFTWARE	9,600.	3,840.	5,760.
TOTAL TO FM 990-PF, PART II, LN 14	9,600.	3,840.	5,760.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	11
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
DEMAURICE SMITH 1133 20TH STREET, NW WASHINGTON, DC 20036	CHAIRMAN/PRES 2.00	0.	0.	0.
MARVIN ZIMMERMAN 1133 20TH STREET, NW WASHINGTON, DC 20036	V PRES 2.00	0.	0.	0.
BEVERLEY PITTS BALL STATE UNIVERSITY MUNCIE, IN 47306	V PRES 2.00	0.	0.	0.
NED EHRLICH 1133 20TH STREET, NW WASHINGTON, DC 20036	V PRES 2.00	0.	0.	0.
CHARLES ROSS 1133 20TH STREET, NW WASHINGTON, DC 20036	TREAS 2.00	0.	0.	0.

PROFESSIONAL ATHLETES FOUNDATION

52-1205920

DELINDA RAUCH-BECKER 1133 20TH STREET, NW WASHINGTON, DC 20036	SEC 2.00	0.	0.	0.
DEWEY MCCLAIN 1133 20TH STREET, NW WASHINGTON, DC 20036	DIRECTOR 2.00	0.	0.	0.
CHARLES SWISHER 1133 20TH STREET, NW WASHINGTON, DC 20036	DIRECTOR 2.00	0.	0.	0.
ANDRE COLLINS 1133 20TH STREET, NW WASHINGTON, DC 20036	DIRECTOR 2.00	0.	0.	0.
TOM DEPASO 1133 20TH STREET, NW WASHINGTON, DC 20036	DIRECTOR 2.00	0.	0.	0.
EMERY MOOREHEAD 1133 20TH STREET, NW WASHINGTON, DC 20036	DIRECTOR 2.00	0.	0.	0.
KEN JOLLY 1133 20TH STREET, NW WASHINGTON, DC 20036	DIRECTOR 2.00	0.	0.	0.
DAVID JOYNER 1133 20TH STREET, NW WASHINGTON, DC 20036	DIRECTOR 2.00	0.	0.	0.
PETER KIRSCH 1133 20TH STREET, NW WASHINGTON, DC 20036	DIRECTOR 2.00	0.	0.	0.
BRIG OWENS 1133 20TH STREET, NW WASHINGTON, DC 20036	DIRECTOR 2.00	0.	0.	0.
TERRI LEE FREEMAN 1133 20TH STREET, NW WASHINGTON, DC 20036	DIRECTOR 2.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

990-PF.	INVOLVEMENT WITH NONCHARITABLE ORGANIZATIONS	STATEMENT	12
	PART XVII, LINE 1, COLUMN (D)		

NAME OF NONCHARITABLE EXEMPT ORGANIZATION

NATIONAL FOOTBALL LEAGUE PLAYERS ASSOCIATION

DESCRIPTION OF TRANSFERS, TRANSACTIONS, AND SHARING ARRANGEMENTS

PROVIDED MANAGEMENT SERVICES

NAME OF NONCHARITABLE EXEMPT ORGANIZATION

NATIONAL FOOTBALL LEAGUE PLAYERS ASSOCIATION

DESCRIPTION OF TRANSFERS, TRANSACTIONS, AND SHARING ARRANGEMENTS

SHARING FACILITIES

990-PF.	AFFILIATION WITH TAX-EXEMPT ORGANIZATIONS	STATEMENT 13
	PART XVII, LINE 2, COLUMN (C)	

NAME OF AFFILIATED OR RELATED ORGANIZATION

NATIONAL FOOTBALL LEAGUE PLAYERS ASSOCIATION

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

PHILANTHROPIC ARM OF NFLPA

Applicant	City, State, Zip	Total Amount	Type
ALZHEIMER'S ASSOCIATION	Washington, DC 20005	15,000	DONATIONS BY PAF
BETTER BOYS FOUNDATION	Chicago, IL 60623	15,000	DONATIONS BY PAF
CAPITOL MOVEMENT INC	Washington, DC 20011	7,500	DONATIONS BY PAF
DALLAS MUSEUM OF ART	Dallas, TX 75201	10,000	DONATIONS BY PAF
GOALS FOR LIFE	Norwalk, CA 90650	15,000	DONATIONS BY PAF
GOODIE TWO SHOES FOUNDATION	Las Vegas, NV 89141	15,000	DONATIONS BY PAF
IM ABLE FOUNDATION	Wyomissing, PA 19610	15,000	DONATIONS BY PAF
JACKSON CENTER FOR CONDUCTIVE EDUCATION	Mooresville, IN 46158	10,000	DONATIONS BY PAF
JOHNS HOPKINS UNIVERSITY	Baltimore, MD 21205	15,000	DONATIONS BY PAF
MAKING OF A CHAMPION YOUTH PROGRAM INC	Opalocka, FL 33054	15,000	DONATIONS BY PAF
OPTIONS FOR INDEPENDENT LIVING	Green Bay, WI 54307	15,000	DONATIONS BY PAF
PYRAMID ATLANTIC ART CENTER	Silver Spring, MD 20910	2,000	DONATIONS BY PAF
SUPER LEADERS, INC	Washington, DC 20052	15,000	DONATIONS BY PAF
TAHOE FOREST HOSPITAL FOUNDATION	Truckee, CA 96160	50,000	DONATIONS BY PAF
THE KENNARD LANG FOUNDATION	Orlando, FL 32868	2,500	DONATIONS BY PAF
THE LINK	Minneapolis, MN 55405	10,000	DONATIONS BY PAF
UNC/Center for the Study of Retired Athletes	Chapel Hill, NC 27514	98,000	DONATIONS BY PAF
YES FOUNDATION OF WHITE CENTER	Seattle, WA 98146	8,000	DONATIONS BY PAF
YOUNG PLAYWRIGHTS THEATRE	Washington, DC 20009	15,000	DONATIONS BY PAF
JOHNSON, JOE	Smyrna, GA 30080	1,185	DONATIONS BY PAT
		<u>349,185</u>	
Al Jabbar, Abdul Karim	Gaithersburg, MD 20877	9,060	EDUCATION GRANTS
BISHOP, MICHAEL	Willis, TX 77378	2,605	EDUCATION GRANTS
FOSTER, BARRY	Colleyville, TX 76034	1,745	EDUCATION GRANTS
JACKSON, LADAIRIS	Dallas, TX 75251	7,935	EDUCATION GRANTS
JENSEN, JAMES	Fort Lauderdale, FL 33324	850	EDUCATION GRANTS
JOHNSON, JOE	Smyrna, GA 30080	2,885	EDUCATION GRANTS
MILLER, MICHAEL	Ashtabula, OH 44004	4,831	EDUCATION GRANTS
MONTGOMERY, TYRONE	Fontana, CA 92336	2,724	EDUCATION GRANTS
OFFICE, KENDRICK	Livingston, AL 35470	6,301	EDUCATION GRANTS
VANOVER, TAMARICK	Tallahassee, FL 32311	3,443	EDUCATION GRANTS
WHITE, REGGIE	Randallstown, MD 21133	2,352	EDUCATION GRANTS
WHITE, REGINALD	Randallstown, MD 21133	785	EDUCATION GRANTS
WHITE, REGINALD E.	Randallstown, MD 21133	2,774	EDUCATION GRANTS
		<u>48,290</u>	

PROFESSIONAL ATHLETES FOUNDATION
 FORM 990PF - DECEMBER 31, 2011
 EIN - 52-1205920
 STATEMENT 14

Applicant	City, State, Zip	Total Amount	Type
ANTHONY, CORNELIUS	Richmond, TX 77469	12,178	GRANTS IN AID
AUGUSTYNIAK, MICHAEL	St. Johns, FL 32259	6,585	GRANTS IN AID
BAILEY, HENRY	Las Vegas, NV 89156	6,629	GRANTS IN AID
BARZILAIUSKAS, CARL	Nashville, IN 47448	4,380	GRANTS IN AID
BLADE, W	Desoto, TX 75115	600	GRANTS IN AID
BLANCHARD, ROBERT	Oklahoma City, OK 73142	11,273	GRANTS IN AID
BRADLEY, HENRY	Temecula, CA 92592	785	GRANTS IN AID
BRANCH, COLIN	Huntersville, NC 28078	1,850	GRANTS IN AID
BROWN, CORWIN	Massapequa, NY 11758	7,883	GRANTS IN AID
CALICO, TYRONE	Smyrna, GA 30080	1,844	GRANTS IN AID
CIESLAK, BRADLEY	Frisco, TX 75035	6,490	GRANTS IN AID
CLARK, ALLAN	Valley Center, CA 92082	14,245	GRANTS IN AID
COLE, CHRIS	Parker, CO 80134	8,772	GRANTS IN AID
COOK, JAMEEL	Missouri City, TX 77459	3,390	GRANTS IN AID
CRUZ, RONNIE	Folsom, CA 95630	5,419	GRANTS IN AID
CURRY, DEMARCUS	Dacula, GA 30019	12,793	GRANTS IN AID
DAVIS, SHOCKMAIN	Baytown, TX 77521	4,768	GRANTS IN AID
EASTERLING, CHARLES	Richmond, VA 23235	3,153	GRANTS IN AID
ELLISS, LUTHER	Oakland, MI 48363	2,798	GRANTS IN AID
EVERETT, MAJOR	Pine Lake, GA 30072	3,212	GRANTS IN AID
FIELDS, GREGROY	Sacramento, CA 95825	3,124	GRANTS IN AID
GALES, DION	Lee's Summit, MO 64064	1,104	GRANTS IN AID
GAYLOR, TREVOR	Fort Lauderdale, FL 33324	2,167	GRANTS IN AID
GILES, JIMMIE	Lutz, FL 33558	2,400	GRANTS IN AID
GOODWIN, DOUGLAS	N. Charleston, SC 29418	2,824	GRANTS IN AID
GREEN, GASTON	Duluth, GA 30097	6,200	GRANTS IN AID
GREEN, JIMMY	Union City, GA 30291	1,208	GRANTS IN AID
HALL, DEVON	Los Angeles, CA 90016	5,076	GRANTS IN AID
HARDMAN, CEDRICK	Laguna Beach, CA 92651	582	GRANTS IN AID
HARMON, CEDRICK	Laguna Beach, CA 92651	306	GRANTS IN AID
HARRIS, WILLIAM	Houston, TX 77014	12,480	GRANTS IN AID
HARRISON, EUGENE	Decatur, GA 30034	7,152	GRANTS IN AID
HAWKINS, WAYNE	San Ramon, CA 94583	4,075	GRANTS IN AID
HAYNES, JAMES	Axawachie, TX 75165	6,661	GRANTS IN AID
HENRY BRADLEY	Temecula, CA 92592	668	GRANTS IN AID
HILL, ANDREW	College Park, GA 30349	10,000	GRANTS IN AID
HILL, MARCUS	Ventura, CA 93004	995	GRANTS IN AID

Applicant	City, State, Zip	Total Amount	Type
HIPPLE, ERIC	Fenton, MI 48430	9,822	GRANTS IN AID
JACKSON, LADAIRIS	Dallas, TX 75251	798	GRANTS IN AID
JAMES, LYNN	Mabank, TX 75147	4,900	GRANTS IN AID
JENKINS, COREY	Columbia, SC 29204	5,950	GRANTS IN AID
JENSEN, JIM	Fort Lauderdale, FL 33324	188	GRANTS IN AID
JOHNSON, LEVI	Westland, MI 48186	13,956	GRANTS IN AID
JONES, LARANCE	Lemoore, CA 93245	5,518	GRANTS IN AID
JONES, MICHAEL	St. Louis, MO 63146	20,959	GRANTS IN AID
JUDSON, WILLIAM	Douglasville, GA 30135	5,432	GRANTS IN AID
KORTAS, KENNETH	Simpsonville, KY 40067	4,396	GRANTS IN AID
LANGFORD, JEVON	Denver, CO 80205	7,120	GRANTS IN AID
LEWIS, PATSY	Spring, TX 77379	7,000	GRANTS IN AID
LONG, DOUGLAS	Olympia, WA 98501	7,644	GRANTS IN AID
LOWERY, DOMINIC	Scottsdale, AZ 85258	7,552	GRANTS IN AID
MACK, RICO	Athens, GA 30605	2,951	GRANTS IN AID
MANLEY, JOSEPH	Rogersville, AL 35652	6,184	GRANTS IN AID
MCCORD, JOHN	Lexington, KY 40505	2,748	GRANTS IN AID
MCNEIL, FREEMAN	Huntington, NY 11743	26,341	GRANTS IN AID
MEAMBER, TIMOTHY	Chico, CA 95926	14,200	GRANTS IN AID
MILLER, KENNETH	Baldwin, GA 30511	6,509	GRANTS IN AID
MITCHELL, FREDDIE	El Paso, TX 79931	5,154	GRANTS IN AID
MOORE, BOOKER	Flint, MI 48504	7,751	GRANTS IN AID
MUHAMMAD, TIM	Orlando, FL 32808	184	GRANTS IN AID
OWENS, RITCHIE	Orlando, FL 32803	5,000	GRANTS IN AID
PFEIFER, ALAN	Woodland Hills, CA 91367	4,500	GRANTS IN AID
PRIOR, ANTHONY	Forney, TX 75126	1,644	GRANTS IN AID
QUEEN, JEFFERY	Oceanside, CA 92056	50	GRANTS IN AID
QUEEN, JEFFREY	Oceanside, CA 92056	2,061	GRANTS IN AID
RATLIFF, DON	Orlando, FL 32819	3,703	GRANTS IN AID
REILLY, MICHAEL	Debary, FL 32713	11,413	GRANTS IN AID
REILLY, MIKE	Debary, FL 32713	3,587	GRANTS IN AID
ROGERS, LAMAR	Cincinnati, OH 45211	3,855	GRANTS IN AID
SANDERS, RICKY	Houston, TX 77004	4,686	GRANTS IN AID
SCHUMACHER, GREG	Palm Coast, FL 32137	5,000	GRANTS IN AID
SCHWAGER, BRUCE	Sugar Land, TX 77478	86,773	GRANTS IN AID
STREETS, TAI	Frankfort, IL 60423	6,600	GRANTS IN AID
SYDNOR, RAY	Essex, MD 21221	3,740	GRANTS IN AID

Applicant	City, State, Zip	Total Amount	Type
TATE, LARS	Atlanta, GA 30349	6,422	GRANTS IN AID
TAYLOR, RYAN	Duluth, GA 30096	3,175	GRANTS IN AID
TYLER, EVERETT	Miami, FL 33137	5,850	GRANTS IN AID
WALKER, JEFF	Southaven, MS 38671	1,384	GRANTS IN AID
WHITTINGTON, ARTHUR	Los Angeles, CA 90056	1,805	GRANTS IN AID
WILLIAMS, BRANDON	Florissant, MO 63033	1,522	GRANTS IN AID
WILLIAMS, FRANKLIN JEFF	Gainesville, FL 32605	7,650	GRANTS IN AID
WILLIAMS, WILLIE	Conley, GA 30288	9,797	GRANTS IN AID
WINANS, JEFF	St. Petersburg, FL 33703	15,000	GRANTS IN AID
YARBOROUGH, RYAN	Matteson, IL 60443	1,101	GRANTS IN AID
		<u>555,644</u>	
ALBARRAN, NIKOLAS	Buffalo, NY 14216	2,500	SCHOLARSHIP'S
ANGALICH, JORDAN ANDREW	Glen Dale, WV 26038	2,500	SCHOLARSHIP'S
BIGGS, STEPHANIE	Rockford, TN 37853	1,250	SCHOLARSHIP'S
BLOSSER, ERIC	Owasso, OK 74055	143	SCHOLARSHIP'S
BRISTER, KERRY	Harvey, LA 70058	2,500	SCHOLARSHIP'S
BRYANT, JORDAN	Eaton, OH 45320	143	SCHOLARSHIP'S
BRYCE, NICHOLAS	Plant City, FL 33566	2,500	SCHOLARSHIP'S
BUCHERT, MICHAEL	Pittsburgh, PA 15237	143	SCHOLARSHIP'S
BUSCH, SATINA	Dundalk, MD 21222	2,500	SCHOLARSHIP'S
CALDWELL, KATHRYN	Cambridge, OH 43725	143	SCHOLARSHIP'S
CAMPBELL, MARIAH	Douglasville, GA 30135	2,500	SCHOLARSHIP'S
CASSILL, JULIA	San Antonio, TX 78250	143	SCHOLARSHIP'S
CHIRDON, DANIELLE	Newark, OH 43056	2,500	SCHOLARSHIP'S
COCHRAN, SPENCER	Knoxville, TN 37918	2,500	SCHOLARSHIP'S
DICKSON, KATHRYN	Grayslake, IL 60030	143	SCHOLARSHIP'S
DIMMITT, RYAN	Indianapolis, IN 46278	143	SCHOLARSHIP'S
DONNELLY, KATELYN	Covington, LA 70433	143	SCHOLARSHIP'S
ELLIS, TYE	Shady Side, MD 20764	143	SCHOLARSHIP'S
ESH, DEREK	Granville, OH 43023	2,500	SCHOLARSHIP'S
EWART, MALLORY	Knoxville, TN 37919	143	SCHOLARSHIP'S
FASICK, NICOLE	Winston, GA 30187	143	SCHOLARSHIP'S
FORD, RICHARD	Lynn, MA 01905	143	SCHOLARSHIP'S
GALEAZZI, GABRIELLA	Lynn, MA 01904	2,500	SCHOLARSHIP'S
GOEBEL, GARRETT	Cuero, TX 77954	2,500	SCHOLARSHIP'S
GRASSA, NICK	Lynn, MA 01904	2,500	SCHOLARSHIP'S

Applicant	City, State, Zip	Total Amount	Type
HASCHEFF, ANTHONY	Reno, NV 89509	2,500	SCHOLARSHIP'S
HAUENSTEIN, ERIKA	Tell City, IN 47586	143	SCHOLARSHIP'S
HEINZ, MICHAEL	Shawano, WI 54166	2,500	SCHOLARSHIP'S
HUME, TYLER SCOTT	Sheridan, IN 46069	2,500	SCHOLARSHIP'S
JOHNS, KELSEY	River Ridge, LA 70123	2,500	SCHOLARSHIP'S
KOSIEWICZ, KEVIN	Evergreen Park, IL 60805	143	SCHOLARSHIP'S
LANHAM, CHRISTOPHER	Granville, OH 43023	143	SCHOLARSHIP'S
LEDERER, ZACHARY M.	Ellicott City, MD 21042	2,500	SCHOLARSHIP'S
LEE, KELSEY MARIE	Madisonville, TN 37354	1,250	SCHOLARSHIP'S
LEVY, WYNNE	Philadelphia, PA 19146	143	SCHOLARSHIP'S
LI, AMBER	Tampa, FL 33602	2,500	SCHOLARSHIP'S
LITTLE, HUNTER	Rockford, TN 37853	143	SCHOLARSHIP'S
MARVIL, CHARLES	Tucker, GA 30084	2,500	SCHOLARSHIP'S
MCCURTY, ERIN	Lutz, FL 33548	143	SCHOLARSHIP'S
MILLER, SARAH CAMERON	Buffalo, NY 14209	2,500	SCHOLARSHIP'S
NASH, DANIELE	San Antonio, TX 78230	2,500	SCHOLARSHIP'S
OATES, TANNER	Sparks, NV 89436	143	SCHOLARSHIP'S
PATTERSON, AVERY	Winston, GA 30187	143	SCHOLARSHIP'S
PATZA, KAYLEIGH	Seymour, WI 54165	143	SCHOLARSHIP'S
PRUNSKIS, OWEN VYTAUTAS	Barr Hills, IL 60010	2,500	SCHOLARSHIP'S
RAGAZZO, GABRIELLE ANNA	Jacksonville, FL 32207	2,500	SCHOLARSHIP'S
ROOF, ELLEN	Granger, IN 46530	2,500	SCHOLARSHIP'S
SAGO, ANTHONY	Green Bay, WI 54304	143	SCHOLARSHIP'S
SEIDELL, KIMBERLY	Granville, OH 43023	143	SCHOLARSHIP'S
SHARKEY, AMANDA	Sparks, NV 89434	2,500	SCHOLARSHIP'S
SKRABAK, EMILY	St. Clairsville, OH 43950	2,500	SCHOLARSHIP'S
SPRULL-MORRIS, NKOSAZANA	Philadelphia, PA 19149	2,500	SCHOLARSHIP'S
STAPH, ABBY	Hamilton, OH 45013	2,500	SCHOLARSHIP'S
STARLING, JARAMEY	Orlando, FL 32837	2,500	SCHOLARSHIP'S
STRYKER, KATIE V.	Moosehart, IL 60539	2,500	SCHOLARSHIP'S
TANG, CLARA	Norman, OK 73072	143	SCHOLARSHIP'S
TREAT, DAKOTA	Goldsby, OK 73093	2,500	SCHOLARSHIP'S
VANDENPLAS, JANIELLE	Luxemburg, WI 54217	2,500	SCHOLARSHIP'S
WALLACE, HEIDI CHRISTINE	Collinsville, OK 74021	2,500	SCHOLARSHIP'S
WEINBERG, SAM	Indianapolis, IN 46254	2,500	SCHOLARSHIP'S
WHITE, KEVIN	St. Augustine, FL 32080	2,500	SCHOLARSHIP'S
WILSON, TANISHA	Orlando, FL 32811	2,500	SCHOLARSHIP'S

Applicant	City, State, Zip	Total Amount	Type
WILSON, ZACHERY	Eaton, OH 45320	2,500	SCHOLARSHIP'S
WITHROW, ALEXANDRA	Hamilton, OH 45013	143	SCHOLARSHIP'S
		<u>98,571</u>	