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: THE BETHESDA FOUNDATION

A Employer identification number: 52-1495608

Number and street (or P O box number if mail is not delivered to street address): 11820 PARKLAWN DRIVE, SUITE 404

Room/suite:

B Telephone number (see instructions): (301) 530-9700

City or town, state, and ZIP code: ROCKVILLE, MD 20852

C If exemption application is pending, check here ▶ ☐

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: [X] 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)* ▶ $ 8,240,172.

J Accounting method [X] 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)				
	2 Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	52.	52.		ATCH 1
	4 Dividends and interest from securities	349,728.	349,728.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	110,008.			
	b Gross sales price for all assets on line 6a 5,340,907.				
	7 Capital gain net income (from Part IV, line 2)		110,008.		
	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) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	459,788.	459,788.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) ATCH 3	3,661.	1,830.		1,831.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) **	1,377.	1,377.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	4,250.			4,250.
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 5	418.	258.		160.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	9,706.	3,465.		6,241.
	25 Contributions, gifts, grants paid	351,600.			351,600.
	26 **Total expenses and disbursements** Add lines 24 and 25	361,306.	3,465.	0	357,841.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	98,482.			
	b **Net investment income** (if negative, enter -0-)		456,323.		
	c **Adjusted net income** (if negative, enter -0-)				

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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	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	1,253,460.	249,339.	249,339.
	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 ATCH 6	4,875.	29,929.	29,929.
	10a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule) ATCH 7	3,602,637.	3,880,456.	4,321,562.
	c Investments - corporate bonds (attach schedule) ATCH 8	1,687,774.	4,022,504.	3,639,342.
	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 ▶)	1,535,000.		
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	8,083,746.	8,182,228.	8,240,172.
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)	0	0	
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. ▶ X			
	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	8,083,746.	8,182,228.	
	30 Total net assets or fund balances (see instructions)	8,083,746.	8,182,228.	
	31 Total liabilities and net assets/fund balances (see instructions)	8,083,746.	8,182,228.	

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	8,083,746.
2	Enter amount from Part I, line 27a	2	98,482.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	8,182,228.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	8,182,228.

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	SEE PART IV SCHEDULE			
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

	(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
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	110,008.
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

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	126,024.	7,750,382.	0.016260
2009	109,343.	4,009,290.	0.027272
2008	14,430.	1,060,931.	0.013601
2007	31,650.	441,322.	0.071716
2006	25.	261,010.	0.000096

2 **Total** of line 1, column (d)	2	0.128945
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.025789
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	8,384,095.
5 Multiply line 4 by line 3	5	216,217.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,563.
7 Add lines 5 and 6	7	220,780.
8 Enter qualifying distributions from Part XII, line 4	8	357,841.

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 ▶ [X] and enter 1% of Part I, line 27b	1	4,563.
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	
3	Add lines 1 and 2	3	4,563.
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	4,563.
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a: 3,226.		
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	3,226.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	17.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	1,354.
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** ▶ 0 **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		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
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		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?	6	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*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MD,			
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	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*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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		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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ ARONSON LLC Telephone no ▶ 301-231-6200
Located at ▶ 805 KING FARM BLVD, STE 300 ROCKVILLE, MD ZIP + 4 ▶ 20850

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		X
	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		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)	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		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		X

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

			Yes	No
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		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?		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
ATTACHMENT 9		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 ▶

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 . . . ▶		

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

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

Part IX-B **Summary of Program-Related Investments** (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	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 . . . ▶	

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	7,082,441.
b	Average of monthly cash balances	1b	1,399,402.
c	Fair market value of all other assets (see instructions)	1c	29,929.
d	**Total** (add lines 1a, b, and c)	1d	8,511,772.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	8,511,772.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	127,677.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	8,384,095.
6	**Minimum investment return.** Enter 5% of line 5	6	419,205.

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	419,205.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	4,563.		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	4,563.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	414,642.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	414,642.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	414,642.

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	357,841.
b	Program-related investments - total from Part IX-B	1b	
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	357,841.
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	4,563.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	353,278.

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				414,642.
2	Undistributed income, if any, as of the end of 2011				
a	Enter amount for 2010 only			316,716.	
b	Total for prior years 20 09 ,20 08 ,20 07				
3	Excess distributions carryover, if any, to 2011				
a	From 2006				
b	From 2007				
c	From 2008				
d	From 2009				
e	From 2010				
f	Total of lines 3a through e				
4	Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 357,841.				
a	Applied to 2010, but not more than line 2a			316,716.	
b	Applied to undistributed income of prior years (Election required - see instructions)				
c	Treated as distributions out of corpus (Election required - see instructions)				
d	Applied to 2011 distributable amount				41,125.
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))				
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b	Prior years' undistributed income Subtract line 4b from line 2b				
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b Taxable amount - see instructions				
e	Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions				
f	Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				373,517.
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
9	**Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	0			
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				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
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))

NONE

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 ▶ [X] 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

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

c Any submission deadlines

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

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*				
ATTACHMENT 10				
Total . . . . . . ▶ **3a**				351,600.
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) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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			14	52.	
4 Dividends and interest from securities			14	349,728.	
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			18	110,008.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				459,788.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 459,788.

(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)		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.

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

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: President — Date: 5/15/12 — Title: President

5-15-12

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
Harry A. Hanassin CPA	Harry A. Hani CPA	5.14.12		P00051440

Firm's name ▶ ARONSON LLC — Firm's EIN ▶ 37-1611326

Firm's address ▶ 805 KING FARM BLVD., 3RD FLOOR ROCKVILLE, MD 20850 — Phone no 301-231-6200

Form **990-PF** (2011)

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		SARASOTA REAL PROPERTY PROPERTY TYPE: REAL ESTATE				D	01/01/2010	01/28/2011
1,450,000.		1,637,483.					-187,483.	
		OPPENHEIMER #3273 PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
3,890,907.		3,593,416.					297,491.	
TOTAL GAIN(LOSS)							110,008.	

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OPPENHEIMER MONEY MARKET FUND	52.	52.
TOTAL	52.	52.

ATTACHMENT 2

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OPPENHEIMER #3273	187,420.	187,420.
MORGAN STANLEY #0228	162,308.	162,308.
TOTAL	349,728.	349,728.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING AND TAX PREP	3,661.	1,830.		1,831.
TOTALS	3,661.	1,830.		1,831.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAX WITHHELD	1,377.	1,377.
TOTALS	1,377.	1,377.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
BANK CHARGES	98.	98.	
POSTAGE/MISC	320.	160.	160.
TOTALS	418.	258.	160.

ATTACHMENT 6

FORM 990PF, PART II - PREPAID EXPENSES AND DEFERRED CHARGES

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ACCRUED INTEREST PURCHASED	29,929.	29,929.
TOTALS	29,929.	29,929.

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
STOCKS - OPPENHEIMER	3,373,902.	3,805,901.
STOCKS - MORGAN STANLEY	506,554.	515,661.
TOTALS	3,880,456.	4,321,562.

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
BONDS - MORGAN STANLEY	2,932,509.	2,394,523.
BONDS - OPPENHEIMER	1,089,995.	1,244,819.
TOTALS	4,022,504.	3,639,342.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 9

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
ALLEN R. KRONSTADT 11820 PARKLAWN DRIVE, SUITE 404 ROCKVILLE, MD 20852	DIRECTOR 2.00	0	0	0
RACHEL K. MANN P.O. BOX 2501 SARASOTA, FL 34230	DIRECTOR 2.00	0	0	0
	GRAND TOTALS	0	0	0

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ORT AMERICA, INC. NEW YORK, NY	NONE PUBLIC CHARITY	GENERAL OPERATING SUPPORT	5,000.
WASHINGTON INSTITUTE FOR NEAR EAST POLICY WASHINGTON, DC	NONE PUBLIC CHARITY	GENERAL OPERATING SUPPORT	25,000.
JEWISH FEDERATION OF GREATER WASHINGTON WASHINGTON, DC	NONE PUBLIC CHARITY	GENERAL OPERATING SUPPORT	40,000.
JEWISH COMMUNITY RELATIONS COUNCIL ROCKVILLE, MD	NONE PUBLIC CHARITY	GENERAL OPERATING SUPPORT	3,600.
NATIONAL CONFERENCE ON SOVIET JEWERY WASHINGTON, DC	NONE PUBLIC CHARITY	GENERAL OPERATING SUPPORT	5,000.
PANIM INSTITUTE OF BBYO ROCKVILLE, MD	NONE PUBLIC CHARITY	GENERAL OPERATING ASUPPORT	600.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BEAUTY FOUNDATION RED BANK, NJ	NONE PUBLIC CHARITY	GENERAL OPERATING SUPPORT	2,500.
CULTURAL DEVELOPMENT CORPORATION WASHINGTON, DC	NONE PUBLIC CHARITY	GENERAL OPERATING SUPPORT	500.
ROLLINS COLLEGE WINTER PARK, FL	NONE PUBLIC CHARITY	GENERAL OPERATING SUPPORT	50,000.
NETWORK FOR TEACHING ENTREPRENEURSHIP NEW YORK, NY	NONE PUBLIC CHARITY	GENERAL OPERATING SUPPORT	500.
KEEN GREATER DC WASHINGTON, DC	NONE PUBLIC CHARITY	GENERAL OPERATING SUPPORT	2,100.
CHARLES E. SMITH JEWISH DAY SCHOOL ROCKVILLE, MD	NONE PUBLIC CHARITY	GENERAL OPERATING SUPPORT	1,800.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
JEWISH FEDERATION OF SARASOTA-MANATEE SARASOTA, FL	NONE PUBLIC CHARITY	GENERAL OPERATING SUPPORT	10,000.
GLOBAL DOWN SYNDROME FOUNDATION DENVER, CO	NONE PUBLIC CHARITY	GENERAL OPERATING SUPPORT	5,000.
UNIVERSITY OF PENNSYLVANIA PHILADELPHIA, PA	NONE PUBLIC CHARITY	GENERAL OPERATING SUPPORT	200,000.
		TOTAL CONTRIBUTIONS PAID	351,600.

SCHEDULE D (Form 1041)

Department of the Treasury Internal Revenue Service

Capital Gains and Losses

▶Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2011

Name of estate or trust: THE BETHESDA FOUNDATION

Employer identification number: 52-1495608

Note: *Form 5227 filers need to complete only Parts I and II.*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	110,008.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	110,008.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

MR RICHARD LEE
ARONSON & COMPANY
805 KING FARM BLVD

DUPLICATE FOR:
BETHESDA FOUNDATION INC
C/O KRONSTADT

Page	Account Number	Financial Advisor	Period Ending
11 of 12	G53-1643273	MAYER, MYRA L - RZ7	01/31/11

Realized Gain/(Loss) Transactions

Bethesda Foundation EIN 52-1495608

Description	Lot Quantity	Purchase Date	Purchase Price	Purchase Cost	Sale Date	Sale Price	Sale Proceeds	Realized Gain/(Loss)
COMSTOCK RES INC COM NEW	2,000	02/24/2010	34.72	70,045.00	12/30/2010	25.17	49,936.71	(20,108.29) ST
APOLLO GROUP INC CL A	1,000	10/14/2010	38.00	38,220.00	01/11/2011	40.00	39,797.66	1,577.66 ST
APOLLO GROUP INC CL A	1,000	10/14/2010	37.00	37,220.00	01/11/2011	40.00	39,797.66	2,577.66 ST
APOLLO GROUP INC CL A	1,000	10/14/2010	36.50	36,725.00	01/11/2011	40.00	39,797.66	3,072.66 ST
APOLLO GROUP INC CL A	1,000	10/14/2010	36.987	37,207.00	01/11/2011	40.9476	40,745.31	3,538.31 ST
APOLLO GROUP INC CL A	1,000	10/15/2010	36.00	36,225.00	01/11/2011	40.9476	40,745.31	4,520.31 ST
APOLLO GROUP INC CL A	1,000	10/15/2010	36.00	36,220.00	01/11/2011	40.9476	40,745.31	4,525.31 ST
EOG RES INC	1,000	03/26/2010	88.00	88,805.00	01/12/2011	99.00	98,773.32	9,968.32 ST
EXXON MOBIL CORP	2,000	01/21/2010	67.00	135,205.00	01/18/2011	78.60	156,751.98	21,546.98 ST
COMSTOCK RES INC COM NEW	1,100	11/20/2009	36.25	40,232.50	12/30/2010	25.17	27,465.19	(12,767.31) LT
COMSTOCK RES INC COM NEW	900	11/20/2009	36.20	32,874.75	12/30/2010	25.17	22,471.52	(10,403.23) LT
DEVON ENERGY CORP NEW	1,000	12/08/2009	64.75	65,300.00	12/30/2010	78.30	78,097.01	12,797.01 LT
DEVON ENERGY CORP NEW	1,000	12/08/2009	64.30	64,850.00	12/30/2010	78.30	78,097.01	13,247.01 LT
DEVON ENERGY CORP NEW	1,000	12/08/2009	63.80	64,355.00	12/30/2010	78.30	78,097.01	13,742.01 LT

Realized Gain/(Loss) Transactions

Description	Lot Quantity	Purchase Date	Purchase Price	Purchase Cost	Sale Date	Sale Price	Sale Proceeds	Realized Gain/(Loss)
PFIZER INC	6,000	06/29/2010	14.20	86,205.00	02/01/2011	19.15	113,892.79	27,687.79 ST
COMSTOCK RES INC COM NEW	2,000	03/08/2010	33.00	66,555.00	02/23/2011	26.40	52,353.98	(14,201.02) ST
EXXON MOBIL CORP	1,000	01/25/2010	66.00	66,605.00	02/14/2011	84.50	84,273.37	17,668.37 LT

Realized Gain/(Loss) Transactions

Description	Lot Quantity	Purchase Date	Purchase Price	Purchase Cost	Sale Date	Sale Price	Sale Proceeds	Realized Gain/(Loss)
COMSTOCK RES INC COM NEW	2,000	03/08/2010	33.25	67,050.00	03/15/2011	27.4003	54,354.68	(12,695.32) LT

Realized Gain/(Loss) Transactions

Description	Lot Quantity	Purchase Date	Purchase Price	Purchase Cost	Sale Date	Sale Price	Sale Proceeds	Realized Gain/(Loss)
INTEL CORP	6,000	06/30/2010	19.50	118,005.00	04/26/2011	22.25	132,492.43	14,487.43 ST
JOHNSON & JOHNSON	1,000	03/16/2011	58.01	58,235.00	04/26/2011	65.01	64,783.75	6,548.75 ST
MERCK & CO INC NEW	2,000	10/29/2009	31.50	63,533.33	04/26/2011	35.003	69,559.65	6,026.32 LT

**** THIS IS THE END OF YOUR STATEMENT. WE THANK YOU FOR BEING A VALUED CLIENT. ****

Realized Gain/(Loss) Transactions

Description	Lot Quantity	Purchase Date	Purchase Price	Purchase Cost	Sale Date	Sale Price	Sale Proceeds	Realized Gain/(Loss)
COMSTOCK RES INC COM NEW	3,000	03/25/2010	31.00	93,805.00	04/29/2011	32.0073	95,415.15	1,610.15 LT
DEVON ENERGY CORP NEW	600	02/23/2009	46.50	28,150.00	04/29/2011	91.00	54,461.95	26,311.95 LT
MERCK & CO INC NEW	2,000	10/29/2009	31.00	62,502.50	04/29/2011	35.90	71,353.62	8,851.12 LT

Realized Gain/(Loss) Transactions

Description	Lot Quantity	Purchase Date	Purchase Price	Purchase Cost	Sale Date	Sale Price	Sale Proceeds	Realized Gain/(Loss)
COMSTOCK RES INC COM NEW	2,000	05/06/2010	30.00	60,555.00	06/03/2011	29.60	58,753.86	(1,801.14) LT

Realized Gain/(Loss) Transactions

Description	Lot Quantity	Purchase Date	Purchase Price	Purchase Cost	Sale Date	Sale Price	Sale Proceeds	Realized Gain/(Loss)
MICROSOFT CORP	2,000	05/16/2011	24.50	49,402.50	07/13/2011	26.85	53,253.96	3,851.46 ST
COMSTOCK RES INC COM NEW	2,000	08/03/2010	24.80	50,045.00	07/15/2011	30.00	59,553.84	9,508.84 ST
MICROSOFT CORP	2,000	05/16/2011	24.50	49,402.50	07/19/2011	27.00	53,553.96	4,151.46 ST
WHITING PETE CORP NEW	1,000	05/06/2011	62.20	62,425.00	07/20/2011	61.02	60,793.82	(1,631.18) ST
HEWLETT PACKARD CO	2,000	06/03/2011	36.1199	72,684.80	07/21/2011	36.2004	72,057.41	(627.39) ST
HEWLETT PACKARD CO	1,500	06/13/2011	34.68	52,355.00	07/21/2011	36.2004	54,043.06	1,688.06 ST
HEWLETT PACKARD CO	1,500	06/15/2011	34.00	51,335.00	07/21/2011	36.2004	54,043.06	2,708.06 ST
WHITING PETE CORP NEW	1,000	06/24/2011	53.00	53,225.00	07/21/2011	63.00	62,773.79	9,548.79 ST
COMSTOCK RES INC COM NEW	2,000	10/19/2010	22.80	46,042.50	07/22/2011	32.50	64,553.75	18,511.25 ST
COMSTOCK RES INC COM NEW	2,000	10/19/2010	22.80	46,042.50	07/25/2011	32.55	64,653.75	18,611.25 ST

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BETHESDA FOUNDATION INC
C/O KRONSTADT

Page	Account Number	Financial Advisor	Period Ending
9 of 9	G53-1643273	MAYER, MYRA L - RZ7	07/31/11

Description	Lot Quantity	Purchase Date	Purchase Price	Purchase Cost	Sale Date	Sale Price	Sale Proceeds	Realized Gain/(Loss)
MICROSOFT CORP	5,000	05/23/2011	24.1799	121,904.50	07/25/2011	27.86	138,292.32	16,387.82 ST
BP PLC SPONSORED ADR	50	12/08/2009	57.19	2,864.50	07/07/2011	44.71	2,230.45	(634.05) LT
EXXON MOBIL CORP	1,000	06/28/2010	58.50	58,725.00	07/08/2011	82.00	81,773.42	23,048.42 LT
EXXON MOBIL CORP	1,000	06/29/2010	57.00	57,225.00	07/13/2011	83.30	83,073.40	25,848.40 LT
CHESAPEAKE ENERGY CORP	1,000	03/23/2010	23.00	23,201.67	07/15/2011	32.50	32,274.37	9,072.70 LT

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BETHESDA FOUNDATION INC
C/O KRONSTADT

Page	Account Number	Financial Advisor	Period Ending
9 of 9	G53-1643273	MAYER, MYRA L - RZ7	08/31/11

Realized Gain/(Loss) Transactions

Description	Lot Quantity	Purchase Date	Purchase Price	Purchase Cost	Sale Date	Sale Price	Sale Proceeds	Realized Gain/(Loss)
COMSTOCK RES INC COM NEW	4,000	12/17/2010	22.00	88,805.00	08/15/2011	26.80	106,392.94	17,587.94 ST
CVS CAREMARK CORPORATION B/E 6.125% DUE 08/15/16	0	08/25/2011	0.00	0.00	08/25/2011	0.00	750.00	750.00 ST

Realized Gain/(Loss) Transactions

Description	Lot Quantity	Purchase Date	Purchase Price	Purchase Cost	Sale Date	Sale Price	Sale Proceeds	Realized Gain/(Loss)
CARNIVAL CORP PAIRED CTF	2,000	07/14/2011	34.80	70,045.00	08/29/2011	32.50	64,553.75	(5,491.25) ST
CARNIVAL CORP PAIRED CTF	2,000	08/03/2011	31.08	62,563.33	08/29/2011	33.00	65,553.73	2,990.40 ST
JPMORGAN CHASE & CO COM	1,000	07/15/2011	40.00	40,225.00	08/29/2011	37.60	37,374.27	(2,850.73) ST
BEST BUY INC	3,000	03/15/2011	31.04	93,725.00	09/15/2011	25.19	74,963.54	(18,761.46) ST

Description	Lot Quantity	Purchase Date	Purchase Price	Purchase Cost	Sale Date	Sale Price	Sale Proceeds	Realized Gain/(Loss)
BRISTOL MYERS SQUIBB CO	2,000	01/31/2011	25.25	50,902.50	09/20/2011	31.25	62,053.80	11,151.30 ST
CARNIVAL CORP PAIRED CTF	1,000	08/03/2011	31.08	31,281.67	09/20/2011	34.30	34,076.84	2,795.17 ST
CARNIVAL CORP PAIRED CTF	1,000	08/04/2011	30.50	30,722.50	09/20/2011	34.30	34,076.84	3,354.34 ST
AXION INTERNATIONAL HOLDINGS I	3,200	03/03/2010	2.13	6,917.00	09/22/2011	1.17	3,644.37	(3,272.63) LT
AXION INTERNATIONAL HOLDINGS I	500	03/04/2010	2.13	1,085.00	09/22/2011	1.17	569.43	(515.57) LT
AXION INTERNATIONAL HOLDINGS I	800	03/05/2010	2.13	1,730.67	09/22/2011	1.17	911.09	(819.58) LT

Realized Gain/(Loss) Transactions

Description	Lot Quantity	Purchase Date	Purchase Price	Purchase Cost	Sale Date	Sale Price	Sale Proceeds	Realized Gain/(Loss)
CISCO SYS INC	5,000	04/19/2011	16.60	84,005.00	10/05/2011	16.40	80,993.42	(3,011.58) ST
BEST BUY INC	2,000	03/31/2011	28.60	57,602.50	10/12/2011	26.00	51,554.00	(6,048.50) ST
CITIGROUP INC COM NEW	1,000	08/04/2011	35.00	35,225.00	10/18/2011	29.60	29,374.43	(5,850.57) ST
CARNIVAL CORP PAIRED CTF	1,000	08/04/2011	30.70	30,925.00	10/24/2011	36.05	35,847.88	4,922.88 ST
CARNIVAL CORP PAIRED CTF	1,500	08/04/2011	30.60	46,235.00	10/24/2011	36.05	53,771.82	7,536.82 ST
CARNIVAL CORP PAIRED CTF	1,000	08/04/2011	30.50	30,722.50	10/24/2011	36.05	35,847.88	5,125.38 ST
CISCO SYS INC	3,000	06/03/2011	16.04	48,825.00	10/25/2011	17.65	52,572.10	3,747.10 ST
CISCO SYS INC	5,000	06/07/2011	15.55	78,755.00	10/25/2011	17.65	87,620.18	8,865.18 ST
BEST BUY INC	2,000	03/31/2011	28.60	57,602.50	10/26/2011	26.60	52,753.97	(4,848.53) ST

Realized Gain/(Loss) Transactions

Description	Lot Quantity	Purchase Date	Purchase Price	Purchase Cost	Sale Date	Sale Price	Sale Proceeds	Realized Gain/(Loss)
CUMMINS INC	600	08/04/2011	94.00	56,537.00	10/27/2011	99.00	59,261.85	2,724.85 ST
ACACIA RESH CORP ACACIA TCH COM	1,000	09/28/2011	37.55	37,775.00	10/28/2011	43.80	43,574.15	5,799.15 ST
DUKE ENERGY CORP NEW	100	12/08/2009	17.32	1,737.00	11/11/2011	21.00	2,094.95	357.95 LT

Realized Gain/(Loss) Transactions

Description	Lot Quantity	Purchase Date	Purchase Price	Purchase Cost	Sale Date	Sale Price	Sale Proceeds	Realized Gain/(Loss)
BOEING CO	1,000	08/04/2011	63.80	64,025.00	11/30/2011	68.60	68,373.68	4,348.68 ST
JPMORGAN CHASE & CO COM	1,000	08/04/2011	38.00	38,225.00	11/30/2011	30.95	30,726.90	(7,498.10) ST
JPMORGAN CHASE & CO COM	1,000	09/09/2011	32.00	32,225.00	11/30/2011	30.95	30,726.90	(1,498.10) ST
MERCK & CO INC NEW	500	10/29/2009	31.80	16,033.33	11/30/2011	35.70	17,738.40	1,705.07 LT
MERCK & CO INC NEW	1,000	10/29/2009	31.50	31,766.67	11/30/2011	35.70	35,476.81	3,710.14 LT
MERCK & CO INC NEW	500	10/29/2009	31.00	15,625.63	11/30/2011	35.70	17,738.40	2,112.77 LT
				3,593,416			3,890,907	297,491

Part III **Summary of Parts I and II**
Caution: *Read the instructions* ***before*** *completing this part.*

			(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			
14	**Net long-term gain or (loss):**				
a	Total for year	14a			110,008.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			110,008.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and* ***do not*** *complete Part IV If line 15, column (3), is a net loss, complete Part IV and the* ***Capital Loss Carryover Worksheet,*** *as necessary.*

Part IV **Capital Loss Limitation**

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:
a The loss on line 15, column (3) **or** b $3,000 . . . . 16 ( )

Note: *If the loss on line 15, column (3), is more than $3,000,* ***or*** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *in the instructions to figure your capital loss carryover*

Part V **Tax Computation Using Maximum Capital Gains Rates**

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero
Caution: *Skip this part and complete the* ***Schedule D Tax Worksheet*** *in the instructions if*

- *Either line 14b, col (2) or line 14c, col (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col (2) or line 14c, col. (2) is more than zero

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			17			
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18					
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19					
20	Add lines 18 and 19	20					
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	21					
22	Subtract line 21 from line 20 If zero or less, enter -0-			22			
23	Subtract line 22 from line 17. If zero or less, enter -0-			23			
24	Enter the **smaller** of the amount on line 17 or $2,300			24			
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26, go to line 27 and check the "No" box ☐ **No.** Enter the amount from line 23			25			
26	Subtract line 25 from line 24			26			
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22			27			
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)			28			
29	Subtract line 28 from line 27			29			
30	Multiply line 29 by 15% (.15)					30	
31	Figure the tax on the amount on line 23 Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					31	
32	Add lines 30 and 31					32	
33	Figure the tax on the amount on line 17 Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)					34	

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side: THE BETHESDA FOUNDATION

Employer identification number: 52-1495608

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

	(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a	SARASOTA REAL PROPERTY	01/01/2010	01/28/2011	1,450,000.	1,637,483.	-187,483.
	OPPENHEIMER #3273	VARIOUS	VARIOUS	3,890,907.	3,593,416.	297,491.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . 110,008.

MR RICHARD LEE ARONSON & COMPANY 805 KING FARM BLVD	DUPLICATE FOR: BETHESDA FOUNDATION INC C/O KRONSTADT	Page	Account Number	Financial Advisor	Period Ending
		2 of 7	G53-1643273	MAYER, MYRA L - RZ7	12/31/11

Portfolio Holdings

Bethuda Foundation EIN 52-1495608

Some prices, current values and income estimates may be approximations, resulting in gains and losses not being accurately reflected. Unrealized gains and/or losses are computed from the supplied cost basis data and may not be accurate for tax reporting purposes. Items for which a cost basis was not available as of the statement period ending date are indicated by the symbol N/A. The total gains and/ or losses do not reflect positions which we do not have cost information. Please contact your Financial Advisor if you believe any cost basis related data is inaccurate or if you require additional information.

Estimated Annual Income ("EAI") and Estimated Yield ("EY") are estimates only and do not indicate actual income or performance of investments. EAI and EY for certain types of securities could include a return of principal or capital gains, in which case the EAI and EY would be overstated. As EAI and EY are estimates, the actual income and yield might be lower or higher than the estimated amounts. EY reflects only the income generated by an investment and it does not reflect changes in its price, which may fluctuate.

Money Market Funds *(NOT FDIC INSURED)*

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	EY	EAI	Portfolio Percent
ADVANTAGE GOVERNMENT LIQ FD	CASH	35,977.29	ADGXX	1.0000	1.0000	35,977.29	35,977.29	0.010%	3	0.71
TOTAL MONEY MARKET FUNDS						35,977.29	35,977.29		3	0.71

Equities

Common Stock

Please note the following icon appears to the right of the stock symbol of those securities which Oppenheimer has provided research coverage within the last 12 months. If you wish to access such research you may visit the Client Access web site (www.opco.com) or speak with your Financial Advisor.

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
AT&T INC	(R)CASH	16,818	T	25.6600	30.2400	431,549.74	508,576.32	77,027	5.820%	29599	10.00
ACACIA RESH CORP ACACIA TCH COM	(I)CASH	7,000	ACTG	32.1786	36.5100	225,250.00	255,570.00	30,320			5.02
ALCATEL-LUCENT SPONSORED ADR	(R)CASH	27,000	ALU	1.8511	1.5600	49,980.00	42,120.00	(7,860)			0.83
AXION INTERNATIONAL HOLDINGS	(C)CASH	179,968	AXIH	1.1388	0.7200	204,942.77	129,576.96	(75,366)			2.55
BRISTOL MYERS SQUIBB CO	(L)CASH	2,000	BMY	25.4513	35.2400	50,902.50	70,480.00	19,578	3.859%	2720	1.39
CHESAPEAKE ENERGY CORP	(G)CASH	13,000	CHK	23.7600	22.2900	308,879.80	289,770.00	(19,110)	1.570%	4550	5.70
DEVON ENERGY CORP NEW	(G)CASH	2,600	DVN	50.2827	62.0000	130,735.00	161,200.00	30,465	1.096%	1768	3.17
GENERAL ELECTRIC CO	(T)CASH	19,000	GE	9.3216	17.9100	177,110.00	340,290.00	163,180	3.796%	12920	6.69
HUDSON CITY BANCORP	(I)CASH	20,000	HCBK	9.3455	6.2500	186,910.00	125,000.00	(61,910)	5.120%	6400	2.46

MR RICHARD LEE
ARONSON & COMPANY
805 KING FARM BLVD

DUPLICATE FOR:
BETHESDA FOUNDATION INC
C/O KRONSTADT

Page	Account Number	Financial Advisor	Period Ending
3 of 7	G53-1643273	MAYER, MYRA L - RZ7	12/31/11

Common Stock

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
INTEL CORP	(Q)CASH	10,000	INTC	18.8005	24.2500	188,005.00	242,500.00	54,495	3.463%	8400	4.77
JOHNSON & JOHNSON	(L)CASH	4,100	JNJ	57.2730	65.5800	234,819.50	268,878.00	34,059	3.476%	9348	5.29
MERCK & CO INC NEW	(L)CASH	4,000	MRK	27.4705	37.7000	109,881.88	150,800.00	40,918	4.456%	6720	2.96
NUCOR CORP	(C)CASH	3,000	NUE	32.3433	39.5700	97,030.00	118,710.00	21,680	3.689%	4380	2.33
PAYCHEX INC	(P)CASH	10,000	PAYX	28.9505	30.1100	289,505.00	301,100.00	11,595	4.251%	12800	5.92
ROYAL BK CDA MONTREAL QUE	(I)CASH	6,000	RY	42.1216	50.9600	252,729.31	305,760.00	53,031	4.180%	12783	6.01
SANOFI SPONSORED ADR	(L)CASH	4,000	SNY	32.8738	36.5400	131,495.00	146,160.00	14,665	3.619%	5290	2.87
WHITING PETE CORP NEW	(G)CASH	4,000	WLL	43.7375	46.6900	174,950.00	186,760.00	11,810			3.67
ZBB ENERGY CORPORATION	(F)CASH	10,000	ZBB	0.5305	0.7100	5,305.00	7,100.00	1,795			0.14
SUB-TOTAL COMMON STOCK..						3,249,980.50	3,650,351.28	400,372		117679	71.77

COMMON STOCK HOLDINGS SUMMARY BY INDUSTRY CODE

(R) 15% TELECOMMUNICATIONS	(I) 18% FINANCIAL	(C) 6% BASIC INDUSTRY
(L) 17% HEALTHCARE	(G) 17% ENERGY	(T) 9% UTILITIES
(Q) 6% TECHNOLOGY	(P) 8% RETAIL SERVICES	(F) .50% CONSUMER GOODS

Preferred or Other Stock

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
BAC CAP TR III CAP SEC GTD 7% MAT 8/15/32 CUM D&I MOODYS BA1 CALL 08/15/07 @$25	CASH	7,500	BACPRX	16.5229	20.7400	123,922.00	155,550.00	31,628	8.437%	13125	3.06
SUB-TOTAL PREFERRED OR OTHER STOCK..						123,922.00	155,550.00	31,628		13125	3.06
TOTAL EQUITIES..						3,373,902.50	3,805,901.28	432,000		130804	74.83

OPPENHEIMER

Oppenheimer & Co. Inc.
125 Broad Street
New York, NY 10004
(212) 668-8000
Transacts Business on All Principal Exchanges

STATEMENT OF ACCOUNT

SIPC

MR RICHARD LEE
ARONSON & COMPANY
805 KING FARM BLVD

DUPLICATE FOR:
BETHESDA FOUNDATION INC
C/O KRONSTADT

Page	Account Number	Financial Advisor	Period Ending
4 of 7	G53-1643273	MAYER, MYRA L - RZ7	12/31/11

Fixed Income

Government Agency Bonds in Maturity Date Sequence

Description	Account Type	Quantity	CUSIP #	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
GNMA PASS-THRU X SINGLE FAMILY 9% DUE 10/15/20 PL 294458X GNMA MTHLY 14 DAY DELAY PASS THROUGH SFAM AMORTIZED AMOUNT = 334 FACTOR = 0.01337093	CASH	25,000	362202B36	N/A	100.4140	N/A	335.65	N/A	9.000%	30	0.01
SUB-TOTAL GOVERNMENT AGENCY BONDS		25,000				.00	335.65			30	0.01

Due to credit market volatility this month, there may be some unreliable pricing of fixed income securities compared to prior months.
Call your Financial Advisor if you have any questions.

Corporate Bonds in Maturity Date Sequence

Description	Account Type	Quantity	CUSIP/ Rating	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
SOUTHWEST AIRLS CO B/E 5.25% DUE 10/01/14 NOTE	CASH	150,000	844741AW8 BAA3 /BBB-	80.6570	106.7220	120,985.50	160,083.00	39,098	5.250%	7875	3.15
JPMORGAN CHASE & CO B/E 5.15% DUE 10/01/15 NT,INV CO	CASH	120,000	46625HDF4 A1 /A-	94.1740	106.1380	113,008.80	127,365.60	14,357	5.150%	6180	2.50
HOME DEPOT INC B/E 5.4% DUE 03/01/16 NOTE	CASH	250,000	437076AP7 A3 /A-	93.2960	115.4970	233,240.00	288,742.50	55,503	5.400%	13500	5.68
BANK OF AMERICA CORPORATION B/E 5.75% DUE 08/15/16 NOTE	CASH	150,000	060505CL6 BAA2 /BBB+	95.0380	92.8730	142,557.00	139,309.50	(3,248)	5.750%	8625	2.74
CVS CAREMARK CORPORATION B/E 6.125% DUE 08/15/16 NOTE	CASH	50,000	126650BE9 BAA2 /BBB+	100.8350	116.4690	50,417.50	58,234.50	7,817	6.125%	3062	1.14
CREDIT SUISSE NY BRH B/E 6% DUE 02/15/18 NOTE	CASH	150,000	22541HCC4 AA2 /BBB+	93.9300	98.6230	140,895.00	147,934.50	7,040	6.000%	9000	2.91

MR RICHARD LEE
ARONSON & COMPANY
805 KING FARM BLVD

DUPLICATE FOR:
BETHESDA FOUNDATION INC
C/O KRONSTADT

Corporate Bonds in Maturity Date Sequence

Description	Account Type	Quantity	CUSIP/ Rating	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
GOLDMAN SACHS GROUP INC B/E 6.15% DUE 04/01/18 NOTE	CASH	150,000	38141GFM1 A1 /A-	96.0600	103.2090	144,090.00	154,813.50	10,724	6.150%	9225	3.04
GENERAL ELEC CAP CORP MTN BE B/E 5.625% DUE 05/01/18 MTN	CASH	150,000	36962G3U6 AA2 /AA+	96.2390	112.0000	144,358.50	168,000.00	23,642	5.625%	8437	3.30
SUB-TOTAL CORPORATE BONDS		1,170,000				1,089,552.30	1,244,483.10	154,933		65905	24.46

Due to credit market volatility this month, there may be some unreliable pricing of fixed income securities compared to prior months.
Call your Financial Advisor if you have any questions.

		Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
TOTAL FIXED INCOME	1,195,000	1,089,552.30	1,244,818.75	154,933		65935	24.47
Total Portfolio Value		$4,499,432.09	$5,086,697.32	$586,933	3.867	196743	100%

MorganStanley SmithBarney

Holdings

Active Assets Account 642-110440-259

THE BETHESDA FOUNDATION INC
11820 PARKLAWN DR STE 404

INTERESTED PARTY COPY

STOCKS

Bethesda Foundation EIN 52-1495608

COMMON STOCKS

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Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
ARES CAPITAL CORP (ARCC)	5/17/11	400.000	$17.093	$6,837.08	$6,180.00	$(657.08) ST		
	5/23/11	9,600.000	16.826	161,526.46	148,320.00	(13,206.46) ST		
	Total	10,000.000		168,363.54	**154,500.00**	(13,863.54) ST	14,400.00	9.32
Share Price. $15.450, Rating· Citigroup. 1; Next Dividend Payable 03/12								
BORG WARNER INC (BWA)	3/30/11	6.000	87.503	525.02	**382.44**	(142.58) ST	—	—
Share Price: $63.740; Rating. Morgan Stanley: 1, Citigroup. 2, S&P. 2								
CENTURYLINK INC (CTL)	3/30/11	12.000	45.996	551.95	446.40	(105.55) ST		
	4/18/11	4,000.000	39.751	159,002.20	148,800.00	(10,202.20) ST		
	Total	4,012.000		159,554.15	**149,246.40**	(10,307.75) ST	11,634.80	7.79
Share Price· $37.200, Rating. Morgan Stanley: 1, Citigroup: 1H, S&P. 2, Next Dividend Payable 03/12								
DRESSER-RAND GROUP INC (DRC)	5/5/11	10.000	53.561	535.61	**499.10**	(36.51) ST	—	—
Share Price. $49.910, Rating: Morgan Stanley: 2, Citigroup. 1, S&P: 3								
GOLAR LNG PTNRS LP ULPI (GMLP)	8/5/11	200.000	25.391	5,078.29	6,132.00	1,053.71 ST		
	8/5/11	1,000.000	25.134	25,134.23	30,660.00	5,525.77 ST		
	8/8/11	1,800.000	24.333	43,799.67	55,188.00	11,388.33 ST		
	Total	3,000.000		74,012.19	**91,980.00**	17,967.81 ST	4,800.00	5.21
Share Price: $30.660, Rating: Morgan Stanley: 1, Citigroup. 1; Next Dividend Payable 02/12								
METLIFE INCORPORATED (MET)	3/30/11	11.000	49.987	549.86	**342.98**	(206.88) ST	8.14	2.37
Share Price: $31 180; Rating. Morgan Stanley: 1, S&P· 1; Next Dividend Payable 12/12								
NUCOR CORPORATION (NUE)	8/5/11	3,000.000	34.338	103,013.28	**118,710.00**	15,696.72 ST	4,380.00	3.68
Share Price· $39.570; Rating: Morgan Stanley: 1, Citigroup: 1, S&P. 1, Next Dividend Payable 02/10/12								

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
STOCKS	16.9%	$506,553.65	$515,660.92	$9,107.27 ST	$35,222.94 $0.00	6.83%

MorganStanley SmithBarney

Holdings

Active Assets Account
642-110440-259

THE BETHESDA FOUNDATION INC
11820 PARKLAWN DR STE 404

INTERESTED PARTY COPY

CORPORATE FIXED INCOME

CORPORATE BONDS

Security Description	Trade Date	Face Value	Orig. Unit Cost / Adj. Unit Cost	Orig. Total Cost / Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / *Accrued Interest*	Yield %
BAC CAPITAL TR XIV 5.63% FIXED TO	11/10/10	200,000.000	$73.750	$147,500.00				
3/15/12 FLOATS THEREAFTER			$73.750	$147,500.00	$120,500.00	$(27,000.00) LT		
CUSIP 05518VAA3	11/12/10	100,000.000	73.506	73,506.00				
			73.506	73,506.00	60,250.00	(13,256.00) LT		
	7/22/11	130,000.000	74.505	96,856.00				
			74.505	96,856.00	78,325.00	(18,531.00) ST		
	Total	430,000.000		317,862.00			24,209.00	9.34
				317,862.00	**259,075.00**	(40,256.00) LT (18,531.00) ST	7,128.20	
Unit Price· $60.250; Coupon Rate 5.630%, Perpetual Maturity, Int. Semi-Annually Mar/Sep 15, Callable $100.00 on 03/15/12; Yield to Maturity 9.501%, Floater; Moody BA3 S&P BB+, Issued 02/16/07								
BBVA INTL PREF 5.919% FIXED TO 4/2017	3/29/11	225,000.000	87.000	195,750.00			13,317.75	8.94
FLOATS THEREAFTER			87.000	195,750.00	**148,956.75**	(46,793.25) ST	2,700 54	
CUSIP 05530RAB4								
Unit Price: $66.203, Coupon Rate 5.919%, Perpetual Maturity; Int. Semi-Annually Apr/Oct 18; Callable $100.00 on 04/18/17, Yield to Maturity 9.078%, Floater, Moody BAA2 S&P BBB; Issued 10/18/07								
WACHOVIA CAPTL TRUST	11/12/10	200,000.000	88.375	176,750.00			11,139.40	6.65
CUSIP 92978AAA0			88.375	176,750.00	**167,500.00**	(9,250.00) LT	495.08	
Unit Price. $83.750; Coupon Rate 5.569%; Perpetual Maturity; Interest Paid Quarterly Mar 15, Callable $100.00 on 01/30/12; Yield to Maturity 6.749%; Floater, Moody BAA3 S&P BBB+, Issued 02/01/06								
XL CAPITAL LTD FIXED 6.5% TO 4/2017	3/10/11	206,000.000	95.115	195,936 90			13,390.00	8.20
FLOATS THEREAFTER			95.115	195,936.90	**163,255.00**	(32,681.90) ST	2,826.77	
CUSIP 98372PAJ7								
Unit Price. $79.250, Coupon Rate 6.500%, Perpetual Maturity; Int. Semi-Annually Apr/Oct 15; Callable $100.00 on 04/15/17; Yield to Maturity 8.290%; Floater, Moody BA1 S&P BBB-; Issued 03/15/07								
INTER-AMERICAN DEVELOPMENT BANK	3/10/11	200,000.000	61.480	122,960.73			9,650.18	8 97
IADB			61.480	122,960.73	**107,508.00**	(15,452.73) ST	3,295.82	
CUSIP U45818XH6								
FX Rate .5361212 BRL	—	—	—	—	200,529.27	—	17,999.99 6,147.52	
Unit Price: USD. 53.754, BRL. 100.26; Coupon Rate 9 000%, Matures 08/28/12; Interest Paid Annually Aug 28; S&P AAA; Issued 08/28/09								
SUNTECH POWER HOLDINGS CO	5/24/11	150,000.000	93.400	140,100.00			4,500.00	7.18
CUSIP 86800CAE4			93.400	140,100.00	**62,625.00**	(77,475.00) ST	1,324.99	
Unit Price. $41.750; Coupon Rate 3.000%, Matures 03/15/13; Int. Semi-Annually Mar/Sep 15; Convertible; Issued 03/17/08								
EASTMAN KODAK CO	7/19/11	100,000.000	85.506	85,506.00			7,250.00	21.96
CUSIP 277461BD0			85.506	85,506.00	**33,000.00**	(52,506.00) ST	926.38	
Unit Price: $33.000, Coupon Rate 7.250%, Matures 11/15/13, Int. Semi-Annually May/Nov 15, Moody CAA3 S&P CC; Issued 10/10/03								

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MorganStanley SmithBarney

Holdings

Active Assets Account 642-110440-259

THE BETHESDA FOUNDATION INC
11820 PARKLAWN DR STE 404

INTERESTED PARTY COPY

CORPORATE FIXED INCOME

CORPORATE BONDS (CONTINUED)

Security Description	Trade Date	Face Value	Orig. Unit Cost / Adj. Unit Cost	Orig. Total Cost / Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
MORGAN STANLEY	3/28/11	200,000 000	60.935	121,870.29				
CUSIP 61747YCX1			60.935	121,870.29	101,180.00	(20,690.29) ST		
	3/28/11	128,000.000	60.935	77,996.98				
			60.935	77,996.98	64,755.20	(13,241.78) ST		
	Total	328,000.000		199,867.27			29,520.00	17.79
				199,867.27	**165,935.20**	(33,932.07) ST	22,632.00	
Unit Price: $50.590; Coupon Rate 9.000%, Matures 03/25/15, Interest Paid Annually Mar 25; First Coupon 03/25/12; Stepped; Moody A2 S&P A-; Issued 03/25/11								
MORGAN STANLEY	4/25/11	390,000.000	64.274	250,669.86			37,050.00	18.73
CUSIP 61747YDA0			64.274	250,669.86	**197,730.00**	(52,939.86) ST	23,876.66	
Unit Price: $50.700; Coupon Rate 9.500%; Matures 05/09/16, Interest Paid Annually May 09; First Coupon 05/09/12, Stepped; Issued 05/09/11								
CITI RANGE ACCRUAL ON SPX 3ML	12/20/10	100,000 000	100.000	100,000.00				
CUSIP 1730T0LG2			100.000	100,000.00	93,380.00	(6,620.00) LT		
	12/20/10	100,000.000	100.000	100,000.00				
			100.000	100,000.00	93,380.00	(6,620.00) LT		
	Total	200,000 000		200,000.00			16,000.00	8.56
				200,000.00	**186,760.00**	(13,240.00) LT	355.55	
Unit Price: $93.380; Coupon Rate 8 000%; Matures 12/23/25, Interest Paid Quarterly Mar 23; Callable $100.00 on 03/23/12; Yield to Maturity 8.833%; Floater; Issued 12/23/10, Structured Products								
MORGAN STANLEY HYBRID STEEPENE R ON CMS CURVE AND S&P 500 CUSIP 61745EY47	6/27/11	500,000.000	100.000	500,000.00			55,000.00	13.75
			100.000	500,000.00	**400,000.00**	(100,000.00) ST	—	
Unit Price: $80 000; Coupon Rate 11.00%; Matures 06/30/26; Interest Paid Quarterly Jun 30; Yield to Maturity 14.308%; Floater; S&P A-; Issued 06/30/11; Structured Products								
MS HYBIRD LEVERAGED CURVE STEEPENER BASED ON CMS & SPX CUSIP 61745E4E8	7/26/11	250,000.000	100.000	250,000.00			25,000.00	11.97
			98.097	245,242.92	**208,750.00**	(36,492.92) ST	4,279.89	
Unit Price. $83.500; Coupon Rate 10.00%, Matures 07/29/26, Interest Paid Quarterly Jul 29; Yield to Maturity 12.482%; Floater; S&P A-; Issued 07/29/11; Structured Products								
AEGON NV	3/10/11	140,000.000	70.894	99,252.00			4,436.60	7 34
CUSIP N00927DA3			70.894	99,252.00	**60,410.00**	(38,842.00) ST	936.61	
Unit Price. $43.150; Coupon Rate 3.169%; Matures 07/29/49, Interest Paid Quarterly Oct 15; Callable $100.00 on 07/15/14, Yield to Maturity 7.936%; Floater; Moody BAA1 S&P BBB, Issued 07/15/04								
CORPORATE BONDS				**$2,734,654.76**			**$250,462.93**	**11.59%**
				$2,729,897.68	**$2,161,504.95**	**$(62,746.00) LT**	**$70,778.49**	
						$(505,646.73) ST		

Security Mark at Right

MorganStanley SmithBarney

Holdings

Active Assets Account 642-110440-259

THE BETHESDA FOUNDATION INC
11820 PARKLAWN DR STE 404

INTERESTED PARTY COPY

CORPORATE FIXED INCOME

FIXED-RATE CAPITAL SECURITIES

Security Description	Trade Date	Face Value	Orig. Unit Cost / Adj. Unit Cost	Orig. Total Cost / Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
COUNTRYWIDE CAPITAL V 7.00%	3/10/11	8,000.000	$24.732	$197,853.78			$14,000.00	8.62
CUSIP 222388209			$24.732	$197,853.78	$162,240.00	$(35,613.78) ST	—	

Unit Price: $20.280; Coupon Rate 7.000%, Matures 11/01/36; Interest Paid Quarterly Nov 01, Callable $25.00 on 01/30/12, Moody BA1 S&P BB+

	Percentage of Assets %	Orig. Total Cost / Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
CORPORATE FIXED INCOME		$2,932,508.54			$264,462.93	11.38%
		$2,927,751.46	$2,323,744.95	$(62,746.00) LT	$70,778.49	
				$(541,260.51) ST		
TOTAL CORPORATE FIXED INCOME (incl accr.int.)	78.4%		$2,394,523.44			

Multiple Currency Reporting. Fixed income securities that are denominated in any currency other than U.S. dollars display the representative price, value, income and interest amounts in both (1) U.S. dollars equivalent amounts calculated using a reference FX rate as of the end of day close of the last business day in the statement period, and (2) the foreign currency in which the security is denominated. We may charge certain fees for conversion of FX, hence the exact U.S. dollar amount you will need to purchase non U.S. dollar denominated securities may be more than the price displayed and the exact U.S. dollar amount you will receive upon the sale of non U.S. dollar denominated securities may be less than the value displayed. For further information on these reference FX rates go to http //www.morganstanleyindividual.com/CustomerService/Disclosures.

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
TOTAL MARKET VALUE	100.0%	$3,434,305.11	$2,982,816.54	$(62,746.00) LT	$299,710.87	9.81%
				$(532,153.24) ST	$70,778.49	
TOTAL VALUE (includes accrued interest)			$3,053,595.03			

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