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

2011

Department of the Treasury
Internal Revenue Service

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 , 2011, and ending ,

THE PHASE FOUNDATION
2 EXECUTIVE PARK CT
GERMANTOWN, MD 20874A Employer identification number
52-1611434B Telephone number (see the instructions)
(301) 540-0424C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐G Check all that apply ☐ Initial return ☐ Initial Return of a former public charity
☐ Final return ☐ Amended return
☒ Address change ☐ Name changeH Check type of organization: ☐ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☒ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, column (c), line 16)
\$ 5,540,879.J Accounting method ☐ Cash ☒ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis)

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 (att sch)	3,925,562.			
2 Ck <input type="checkbox"/> if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments	1,662.	1,662.	1,662.	
4 Dividends and interest from securities	130,622.	130,622.	130,622.	
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	99,033.			
b Gross sales price for all assets on line 6a	2,638,987.			
7 Capital gain net income (from Part IV, line 2)		99,033.		
8 Net short-term capital gain			0.	
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	4,156,879.	231,317.	132,284.	
ADMINISTRATIVE EXPENSES				
13 Compensation of officers, directors, trustees, etc	14,913.			14,913.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach sch) SEE ST 1	4,200.			4,200.
c Other prof fees (attach sch)				
17 Interest	11,866.	11,866.	11,866.	
18 Depreciation (attach sch) and depletion SEE STM 2	2,281.			2,281.
19 Occupancy	9,350.			9,350.
20 Travel, conferences, and meetings	10,000.			10,000.
21 Printing and publications				
22 Other expenses (attach schedule) SEE STATEMENT 3	35,856.	34,975.	34,975.	881.
24 Total operating and administrative expenses. Add lines 13 through 23	88,466.	46,841.	46,841.	41,625.
25 Contributions, gifts, grants paid PART XV	350,500.			350,500.
26 Total expenses and disbursements. Add lines 24 and 25	438,966.	46,841.	46,841.	392,125.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	3,717,913.			
b Net investment income (if negative, enter -0-)		184,476.		
c Adjusted net income (if negative, enter -0-)			85,443.	

Part II Balance Sheets		Beginning of year (a) Book Value	End of year	
			(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing	58,370.	14,755.	14,755.
	2 Savings and temporary cash investments			
	3 Accounts receivable 2,500.			
	Less: allowance for doubtful accounts		2,500.	2,500.
	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 sch)			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments – U S and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule) STATEMENT 4	1,179,933.	5,158,516.	5,110,433.
	c Investments – corporate bonds (attach schedule)			
	11 Investments – land, buildings, and equipment basis			
LIABILITIES	Less: accumulated depreciation (attach schedule)			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule) STATEMENT 5	410,232.	409,090.	409,090.
	14 Land, buildings, and equipment basis			
	Less: accumulated depreciation (attach schedule)			
	15 Other assets (describe SEE STATEMENT 6)		4,101.	4,101.
	16 Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)	1,648,535.	5,588,962.	5,540,879.
	17 Accounts payable and accrued expenses	85,000.	350,000.	
	18 Grants payable			
	19 Deferred revenue			
NET FUND ASSET BALANCES	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)	85,000.	350,000.	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	1,563,535.	5,238,962.	
	30 Total net assets or fund balances (see instructions).	1,563,535.	5,238,962.	
	31 Total liabilities and net assets/fund balances (see instructions)	1,648,535.	5,588,962.	

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	1,563,535.
2 Enter amount from Part I, line 27a	2	3,717,913.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	5,281,448.
5 Decreases not included in line 2 (itemize) SEE STATEMENT 7	5	42,486.
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	5,238,962.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a SEE STATEMENT 8				
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) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(j) Fair Market Value as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of column (j) over column (k), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px; display: inline-block;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>		2	99,033.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div style="border: 1px solid black; padding: 2px; display: inline-block;"> If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 </div>		3	-54,630.

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 (column (b) divided by column (c))
2010	95,206.	1,705,357.	0.055828
2009	95,730.	1,417,971.	0.067512
2008	121,090.	1,698,263.	0.071302
2007	133,934.	2,154,875.	0.062154
2006	121,404.	2,021,783.	0.060048

2 Total of line 1, column (d)	2	0.316844
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	0.063369
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	5,519,279.
5 Multiply line 4 by line 3	5	349,751.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,845.
7 Add lines 5 and 6	7	351,596.
8 Enter qualifying distributions from Part XII, line 4	8	392,125.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter. _____ (attach copy of letter if necessary – see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	1,845.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	1,845.
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	1,845.
6 Credits/Payments			
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a	1,600.	
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	1,600.	
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	245.	
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2012 estimated tax Refunded	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>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</i>		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 <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T.</i>		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? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a 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 <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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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>CATHERINE HEKIMIAN</u> Telephone no. <u>(301) 540-0424</u> Located at <u>2 EXECUTIVE PARK CT GERMANTOWN MD</u> ZIP + 4 <u>20874</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <u>N/A</u> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u> <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?	16	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country <u></u>			X

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

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

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

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

5b N/A

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 (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
CATHERINE L. HEKIMIAN GERMANTOWN, MD 20874	TRUSTEE Administrator	14,913.	0.	0.
JOAN E. HEKIMIAN ROCKVILLE, MD 20850	TRUSTEE 0	0.	0.	0.
CHRISTOPHER HEKIMIAN GERMANTOWN, MD 20874	TRUSTEE 0	0.	0.	0.
Allison Sitar Virginia Beach VA 23452	Trustee 0	0	0	0
Mark Knechtel Sumter SC 29154	Trustee 0	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

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (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		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	5,564,717.
b	Average of monthly cash balances	1b	36,562.
c	Fair market value of all other assets (see instructions)	1c	2,050.
d	Total (add lines 1a, b, and c)	1d	5,603,329.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	5,603,329.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	84,050.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,519,279.
6	Minimum investment return. Enter 5% of line 5	6	275,964.

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	275,964.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	1,845.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,845.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	274,119.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	274,119.
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	274,119.

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	392,125.
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	392,125.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	1,845.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	390,280.

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				274,119.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years: 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	24,571.			
b From 2007	31,142.			
c From 2008	37,761.			
d From 2009	26,121.			
e From 2010	11,419.			
f Total of lines 3a through e	131,014.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 392,125.				
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				274,119.
e Remaining amount distributed out of corpus	118,006.			
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:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	249,020.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount – see instructions		0.		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	24,571.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	224,449.			
10 Analysis of line 9				
a Excess from 2007	31,142.			
b Excess from 2008	37,761.			
c Excess from 2009	26,121.			
d Excess from 2010	11,419.			
e Excess from 2011	118,006.			

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

N/A

- 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)

- 2a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . .

[illegible]

- 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 organization 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 ☐ 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

SEE STATEMENT 9

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

SEE STATEMENT FOR LINE 2A

- c Any submission deadlines

SEE STATEMENT FOR LINE 2A

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

SEE STATEMENT FOR LINE 2A

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 ATTACHED SCHEDULE		N/A		350,000.
ALS ASSOCIATION 7507 STANDISH PLACE ROCKVILLE, MD 20855		501 (C) 3	MEDICAL EQUIPMENT PURCHASE OR REPAIR	500.
Total			3a	350,500.
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) Exclu- sion 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	1,662.	
4	Dividends and interest from securities			14	130,622.	
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	99,033.	
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)				231,317.	
13	Total. Add line 12, columns (b), (d), and (e)					231,317.

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

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

[illegible]

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

THE PHASE FOUNDATION

Employer identification number

52-1611434

Organization type (check one)

Filers of:

Form 990 or 990-EZ

Section:

- ☐ 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 foundation

Check 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).

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

Employer identification number

THE PHASE FOUNDATION

52-1611434

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	NORRIS C. HEKIMIAN REVOCABLE TRUST 701 KING FARM BLVD, #643 ROCKVILLE, MD 20850	\$ 3,211,477.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	JOAN E. HEKIMIAN 701 KING FARM BLVD, #643 ROCKVILLE, MD 20850	\$ 597,054.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
3	JOAN E. HEKIMIAN 701 KING FARM BLVD, #643 ROCKVILLE, MD 20850	\$ 107,643.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
4	JOAN E. HEKIMIAN 701 KING FARM BLVD, #643 ROCKVILLE, MD 20850	\$ 9,388.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization

Employer identification number

THE PHASE FOUNDATION

52-1611434

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
2	5981 SHARES PIONEER NATURAL RESOURCES STOCK		
		\$ 597,054.	2/16/11
3	4487 SHARES TOCQUEVILLE TRUST DELAFIELD FUND		
		\$ 107,643.	2/16/11
		\$	
		\$	
		\$	
		\$	
		\$	

BAA

Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

THE PHASE FOUNDATION

Employer identification number

52-1611434

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 cols (a) through (e) and the following line entry.For organizations completing Part III, enter total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.)

▶ \$ N/A

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
	N/A		
	(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

THE PHASE FOUNDATION

52-1611434

STATEMENT 1
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEE	\$ 4,200.			\$ 4,200.
TOTAL	<u>\$ 4,200.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 4,200.</u>

STATEMENT 2
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX BASED ON INVESTMENT INCOME	\$ 2,281.			\$ 2,281.
TOTAL	<u>\$ 2,281.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 2,281.</u>

STATEMENT 3
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	\$ 34,975.	\$ 34,975.	\$ 34,975.	
OFFICE EXPENSE	881.			\$ 881.
TOTAL	<u>\$ 35,856.</u>	<u>\$ 34,975.</u>	<u>\$ 34,975.</u>	<u>\$ 881.</u>

STATEMENT 4
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
LPL FINANCIAL MUTUAL FUNDS	COST	\$ 5,158,516.	\$ 5,110,433.
	TOTAL	<u>\$ 5,158,516.</u>	<u>\$ 5,110,433.</u>

THE PHASE FOUNDATION

52-1611434

STATEMENT 5
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
<u>OTHER INVESTMENTS</u>			
KENSINGTON REALTY INCOME FUND LP	COST	\$ 169,037.	\$ 169,037.
CONDOR PARTNERS LP	COST	240,053.	240,053.
	TOTAL	<u>\$ 409,090.</u>	<u>\$ 409,090.</u>

STATEMENT 6
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

	BOOK VALUE	FAIR MARKET VALUE
SECURITY DEPOSIT		\$ 4,101.
SECURITY DEPOSIT	\$ 4,101.	
	TOTAL <u>\$ 4,101.</u>	<u>\$ 4,101.</u>

STATEMENT 7
FORM 990-PF, PART III, LINE 5
OTHER DECREASES

UNREALIZED MARKET VALUE CHANGE	TOTAL	<u>\$ 42,486.</u>
		<u>\$ 42,486.</u>

STATEMENT 8
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	K-1 CONDOR PARTNERS LP	PURCHASED	VARIOUS	12/31/2011
2	K-1 CONDOR PARTNERS LP	PURCHASED	VARIOUS	12/31/2011
3	K-1 KENSINGTON REALTY INCOME FUND LP	PURCHASED	VARIOUS	12/31/2011
4	K-1 KENSINGTON REALTY INCOME FUND LP	PURCHASED	VARIOUS	12/31/2011
5	LPL CAPITAL GAIN DISTRIBUTIONS	PURCHASED	VARIOUS	12/31/2011
6	LPL PUBLIC TRADED SECURITIES - SHORT TER	PURCHASED	VARIOUS	VARIOUS
7	LPL PUBLIC TRADED SECURITIES - LONG TERM	PURCHASED	VARIOUS	VARIOUS

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
1	0.		6,241.	-6,241.				\$ -6,241.
2	11,747.		0.	11,747.				11,747.
3	0.		2,512.	-2,512.				-2,512.
4	16,448.		0.	16,448.				16,448.
5	32,867.		0.	32,867.				32,867.
6	627,759.		673,636.	-45,877.				-45,877.

2011

FEDERAL STATEMENTS

PAGE 3

THE PHASE FOUNDATION

52-1611434

STATEMENT 8 (CONTINUED)
 FORM 990-PF, PART IV, LINE 1
 CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
7	1950166.		1857565.	92,601.				\$ 92,601.
							TOTAL	\$ 99,033.

STATEMENT 9
 FORM 990-PF, PART XV, LINE 2A-D
 APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM: THE PHASE FOUNDATION
 NAME:
 CARE OF:
 STREET ADDRESS: 2 EXECUTIVE PARK CT
 CITY, STATE, ZIP CODE: GERMANTOWN, MD 20874
 TELEPHONE: (301) 540-0424
 FORM AND CONTENT: CURRENT FINANCIAL INFORMATION AND SUMMARY OF CHARITABLE PURPOSE
 SUBMISSION DEADLINES: ~~NONE~~ August 31
 RESTRICTIONS ON AWARDS: NONE

PHASE FOUNDATION FY11 GRANT RECIPIENTS
(\$350,000 to 30 Charities)

Allegany College of Maryland Foundation \$24,000

Attn: Executive Director David Jones

12401 Willowbrook Rd. SE

Cumberland MD 21502

To establish and fund an endowed scholarship in perpetuity

ALS Association DC/MD/VA Chapter \$2500

Attn: Executive Director Ms. Ronnie Gunnerson

7507 Standish Place

Rockville MD 20855

For medical equipment purchase, repair, and delivery

Alzheimer's Association National Capital Area Chapter \$4000

Attn: Assoc. Director of Foundation & Individual Gifts Susan P. Sandler

3701 Pender Drive, Suite 400

Fairfax VA 22030

For education materials for Alzheimer's sufferers and their families

American Red Cross Disaster Relief Fund \$15,000

Attn: Vice President of Development Operations Lauri Rhinehart

P.O. Box 97089

Washington DC 20090

For food, clothing, medical supplies for victims of natural disasters worldwide

American Red Cross National Capital Area \$1500

Attn: Chief Executive Officer Linda Mathes

8550 Arlington Blvd.

Fairfax VA 22031

To fund local emergency services with food and temporary shelter

Berea College \$1000

Attn: Foundations Manager Alan Lowhorn

Campus Post Office 2216

Berea KY 40404

For textbooks, laboratory equipment and supplies

Bread for the City \$1500

Attn: Development Associate Kristen Kozlowski

1525 Seventh St., NW

Washington DC 20001

For food, clothing, and medical supplies for low-income households in DC

Breast Cancer Awareness - Cumberland Valley \$5000

Attn: Community Liaison Janet Lung

322 E. Antietam St., Suite 101

Hagerstown MD 21740

To buy wigs for wig-bank that serves over 100 chemotherapy patients

Chesapeake Chapter of the U.S. Lighthouse Society \$2000

Attn: Communications Director Maria Alvarez-Lundie

P.O. Box 1270

Annandale VA 22003

To help publish a cookbook that will be sold and used for fund raising

Computer C.O.R.E. \$1500

Attn: Executive Director Lynn O'Connell

3846 King St.

Alexandria VA 22302

To pay for the rebuilding of computers to be used in computer training classes for low-income individuals

Heifer International \$5000

Attn: Lucy Graham, Donor Services

P.O. Box 8058

Little Rock AR 72203

(The physical address is 1 World Avenue, Little Rock, AR 72202)

To help fund the Small Farmer Project in Armenia, to help families build small, viable farm businesses

House of Ruth \$1500

Attn: Director of Development Carolyn Stevens

5 Thomas Circle

Washington DC 20005

For housing and support services for abused women and children

Housing Unlimited \$4500

Attn: Executive Director Abe Schuchman

1398 Lambertson Drive, Suite G1

Silver Spring MD 20902

For administration of Tenant Empowerment Program

JCA Heyman Interages Center \$5000

Attn: Director Carol Croll

12320 Parklawn Drive

Rockville MD 20852

To buy books for the Grand Reader program

Leukemia and Lymphoma Society, National Capital Area Chapter \$5000

Attn: Director of Donor Development Katie Goode

5845 Richmond Hwy, Suite 800

Alexandria VA 22303

To sponsor cutting-edge blood cancer research projects

Maryland Zoo in Baltimore \$4000

Attn: Assistant Director of Foundation Relations Holly Fritz

1876 Mansion House Drive

Druid Hill Park

Baltimore MD 21217

To fund materials and staff time to develop five education kits for use year-round

Mercy Health of Joplin Foundation \$50,000

Attn: VP/Chief Development Officer Clark Ellison

2727 McClelland Blvd.

Joplin MO 64804

To help fund the rebuilding of St. John's Mercy Hospital, which was destroyed by a tornado in 2011

Metropolitan Washington Ear \$4500

Attn: Development Officer Rosemary Roussil

12061 Tech Rd.

Silver Spring MD 20904

To provide specially tuned radios for the growing number of visually impaired persons using MWE's services

Miriam's House \$3000

Attn: Manager for Foundation & Gov't Giving Timothy Fretz

P.O. Box 73618

Washington DC 20056

For counseling and medical care for women with HIV and AIDS

(The physical address of Miriam's House is 1300 Florida Ave., NW Washington DC 20009, but they do not publish that address for the protection of the women residing there.)

Montgomery College Foundation \$50,000

Attn: Director of Corp. & Foundation Relations Rose Garvin Aquilino

900 Hungerford Dr.

Rockville MD 20850

To establish and fund an endowed scholarship in perpetuity

Montgomery Hospice Foundation \$4000

Attn: President & CEO Ann Mitchell, MPH

1355 Piccard Dr., Suite 100

Rockville MD 20850

To support child and teen bereavement and education programs

National Aquarium in Baltimore \$5000

Attn: Grants Manager Meegan Kelly

501 East Pratt St.

Baltimore MD 21202

To buy supplies for Chesapeake Bay Initiative's efforts to restore wetlands

Partner for Surgery \$5000

Attn: President Frank Peterson
6804 Melrose Drive
McLean VA 22101

To fund cervical & breast cancer screening & treatment in Guatemala

P.L.E.A.S.E. Foundation \$2000

Attn: Founder & President Dr. Marlene Mahipat
5310 Old Court Rd., Suite 301
Randallstown MD 21133

To cover costs of veterinary services and transportation for pets of elderly, homebound, or disabled persons (Meals on Wheels recipients)

Second Chance Wildlife Center \$5000

Attn: Executive Director Christine Montuori
7101 Barcellona Drive
Gaithersburg MD 20879

To buy food for injured and/or orphaned wildlife during their rehabilitation

Shepherd's Table \$4000

Attn: Executive Director Jacki Coyle
8210 Dixon Ave.
Silver Spring MD 20910

To fund eye clinic supplies

Suburban Hospital Foundation \$4000

Attn: Senior Director/Chief Nurse Officer Barbara Jacobs
8600 Old Georgetown Rd.
Bethesda MD 20814

To fund training for national geriatric-nursing program (NICHE)

UC-Cumberland College \$2500

Attn: Dr. Jim Taylor, president
6191 College Station Drive
Williamsburg KY 40769

To buy supplies for Mountain Outreach Program (for building and repairing homes for those living in poverty)

University of Maryland College Park Foundation \$125,000

Attn: Director of Development Heidi Onkst
4114 Samuel Riggs IV Alumni Center
College Park, MD 20742

To establish and fund an endowed scholarship in perpetuity

Visitors' Services Center \$3000

Attn: Executive Director Paula Thompson-Felder

1422 Massachusetts Ave., SE

Washington DC 20003

To buy bus tokens and pay for resume' assistance and production for newly released inmates of the DC jail system