



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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 01-01-2011 , and ending 12-31-2011

G Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

Name of foundation
Leo M Bernstein Family Foundation
Attn Ami Becker Aronson
% THE FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) Room/suite
c/o The Bernstein Companies
3299 K Street NW

City or town, state, and ZIP code
Washington, DC 20007

A Employer identification number
52-6041822

B Telephone number (see page 10 of the instructions)
(202) 333-9000

C 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 ☐

H Check type of organization ☒ Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust

☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$** 10,632,573

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 page 11 of the 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)	4,833,664			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	36,048	36,048		
	4 Dividends and interest from securities.	183,400	178,936		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	116,925			
	b Gross sales price for all assets on line 6a <u>2,117,198</u>				
	7 Capital gain net income (from Part IV , line 2)		116,925		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	 815	815		
	12 Total. Add lines 1 through 11	5,170,852	332,724		
	13 Compensation of officers, directors, trustees, etc	73,948	24,403		49,545
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	700	630		70
	16a Legal fees (attach schedule)	 16,907	16,907	0	0
	b Accounting fees (attach schedule)	 5,091	3,767	0	1,324
	c Other professional fees (attach schedule)	 15,314	1,117		14,197
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	 2,532	2,532		
	19 Depreciation (attach schedule) and depletion	 7,222	7,222		
	20 Occupancy				
	21 Travel, conferences, and meetings	9,974	8,977		997
	22 Printing and publications				
	23 Other expenses (attach schedule)	 117,917	82,475		5,776
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	249,605	148,030	0	71,909
	25 Contributions, gifts, grants paid	323,000			323,000
	26 Total expenses and disbursements. Add lines 24 and 25	572,605	148,030	0	394,909
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	4,598,247			
	b Net investment income (if negative, enter -0-)		184,694		
	c Adjusted net income (if negative, enter -0-)				

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	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	114,319	47,464	47,464
	2	Savings and temporary cash investments	203,142	549,136	549,136
	3	Accounts receivable ▶ <u>314</u>			
		Less allowance for doubtful accounts ▶ _____		314	314
	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 page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ <u>716,215</u>			
		Less allowance for doubtful accounts ▶ _____	837,384	716,215	716,215
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	5,806,718	6,194,560	6,746,261
	c	Investments—corporate bonds (attach schedule)	12,847		
	11	Investments—land, buildings, and equipment basis ▶ _____			
	Less accumulated depreciation (attach schedule) ▶ _____				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)	359,108	1,367,848	1,367,848	
14	Land, buildings, and equipment basis ▶ <u>1,996,528</u>				
	Less accumulated depreciation (attach schedule) ▶ <u>791,193</u>		1,205,335	1,205,335	
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	7,333,518	10,080,872	10,632,573	
Liabilities	17	Accounts payable and accrued expenses	2,874	5,780	
	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 ▶ _____)	1,874,205	0	
	23	Total liabilities (add lines 17 through 22)	1,877,079	5,780	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	408,113	428,519	
	29	Retained earnings, accumulated income, endowment, or other funds	5,048,326	9,646,573	
	30	Total net assets or fund balances (see page 17 of the instructions)	5,456,439	10,075,092	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	7,333,518	10,080,872	

Part III Analysis of Changes in Net Assets or Fund Balances		
1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year’s return)	1 5,456,439
2	Enter amount from Part I, line 27a	2 4,598,247
3	Other increases not included in line 2 (itemize) ▶ _____	3 20,406
4	Add lines 1, 2, and 3	4 10,075,092
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 10,075,092

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 Additional Data Table			
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 See Additional Data Table			
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 See Additional Data Table			
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	116,925
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 pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	

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 page 18 of 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	319,788	5,540,181	0 057722
2009	171,791	4,999,165	0 034364
2008	151,294	3,445,989	0 043904
2007	153,577	2,692,733	0 057034
2006	120,946	1,678,292	0 072065

2 Total of line 1, column (d).	2	0 265089
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 053018
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	8,418,661
5 Multiply line 4 by line 3.	5	446,341
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	1,847
7 Add lines 5 and 6.	7	448,188
8 Enter qualifying distributions from Part XII, line 4.	8	394,909

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 on page 18

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	3,694
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	3,694
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	3,694
6		Credits/Payments			
a		2011 estimated tax payments and 2010 overpayment credited to 2011	6a	14,783	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c		
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	14,783
8		Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	11,089
11		Enter the amount of line 10 to be Credited to 2012 estimated tax ☐ 11,089	Refunded ☐	11	

Part VII-AStatements Regarding Activities

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?		Yes	No
		1a		No
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)?			No
	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		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ 0 (2) On foundation managers ☐ \$ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2		No
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		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
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		No
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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ☐ DC			
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		No
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 on page 27)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

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 page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address				
14	The books are in care of THE FOUNDATION Telephone no (202) 333-9000 Located at 3299 K STREET NW WASHINGTON DC ZIP+4 20007			
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		
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				

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? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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).			
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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		No
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 20 , 20 , 20 , 20			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?			
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		No
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		No

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 page 22 of the 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 page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	☐	5b	
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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>	☐ Yes ☐ No		
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? <i>If "Yes" to 6b, file Form 8870.</i>		6b	No
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 page 22 of the 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
See Additional Data Table				
2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the 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
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 page 23 of the instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
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	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NOT APPLICABLE	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	

Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	6,715,283
b	Average of monthly cash balances.	1b	457,031
c	Fair market value of all other assets (see page 24 of the instructions).	1c	1,374,550
d	Total (add lines 1a, b, and c).	1d	8,546,864
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	0
3	Subtract line 2 from line 1d.	3	8,546,864
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	128,203
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	8,418,661
6	Minimum investment return. Enter 5% of line 5.	6	420,933

Part XI

Distributable Amount (see page 25 of the 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	420,933
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	3,694
b	Income tax for 2011 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	3,694
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	417,239
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	417,239
6	Deduction from distributable amount (see page 25 of the instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	417,239

Part XII

Qualifying Distributions (see page 25 of the 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	394,909
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	394,909
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 page 26 of the instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	394,909
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 page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1	Distributable amount for 2011 from Part XI, line 7				417,239
2	Undistributed income, if any, as of the end of 2011				
a	Enter amount for 2010 only.			0	
b	Total for prior years 2009 , 2008 , 2007		0		
3	Excess distributions carryover, if any, to 2011				
a	From 2006.				80,434
b	From 2007.				61,967
c	From 2008.				78,037
d	From 2009.				45,430
e	From 2010.				54,905
f	Total of lines 3a through e.	320,773			
4	Qualifying distributions for 2011 from Part XII, line 4 ➤ \$ 394,909				
a	Applied to 2010, but not more than line 2a			0	
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .				
d	Applied to 2011 distributable amount.				394,909
e	Remaining amount distributed out of corpus	0			
5	Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	22,330			22,330
6	Enter the net total of each column as indicated below:				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	298,443			
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.				
d	Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . .		0		
e	Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f	Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011.				0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions).				
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions).	58,104			
9	Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	240,339			
10	Analysis of line 9				
a	Excess from 2007. . . .				61,967
b	Excess from 2008. . . .				78,037
c	Excess from 2009. . . .				45,430
d	Excess from 2010. . . .				54,905
e	Excess from 2011. . . .				221,878

Part XIVPrivate Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a

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

b

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

☐ 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.	Tax year	Prior 3 years			(e) Total
		(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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 XVSupplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 27 of the 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))

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

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 page 28 of the 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	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
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	323,000
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2011)

Part XVII

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?		Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash.	1a(1)		No
	(2) Other assets.	1a(2)		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
	(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
	(3) Rental of facilities, equipment, or other assets.	1b(3)		No
	(4) Reimbursement arrangements.	1b(4)		No
	(5) Loans or loan guarantees.	1b(5)		No
	(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No

[illegible]

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

b If "Yes," complete the following schedule		(a) Name of organization	(b) Type of organization	(c) Description of relationship	
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 or fiduciary) is based on all information of which preparer has any knowledge					
***** Signature of officer or trustee			2012-11-14 Date		***** Title
Paid Preparer's Use Only	Preparer's Signature  Mark N Roth		Date		Check if self-employed ☒
	Firm's name  Buchanan & Company PLLC		Firm's EIN 		
	Firm's address  1616 N Fort Myer Dr 1400 Rosslyn, VA 22209		Phone no (703) 351-6600		

May the IRS discuss this return with the preparer shown above? See instructions ☒ Yes ☐ No

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF.	OMB No 1545-0047
		2011

Name of organization Leo M Bernstein Family Foundation Attn Ami Becker Aronson	Employer identification number 52-6041822
--	---

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)() (enter number) organization ☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation ☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation ☐ 501(c)(3) taxable private 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 33¹/₃% 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, aggregate 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 aggregate 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 in the heading of its Form 990-EZ, or on 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).

Name of organization Leo M Bernstein Family Foundation Attn Ami Becker Aronson	Employer identification number 52-6041822
---	---

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
<u>1</u>	Estate of Leo Bernstein 3299 K Street NW Suite 700 Washington, DC 20007	\$ 783,070	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u>2</u>	Wayside Museum of American History 33229 Old Valley Pike Strasburg, VA 22657	\$ 531,414	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
<u>3</u>	Estate of Leo Bernstein 3299 K Street NW 700 Washington, DC 20007	\$ 3,519,180	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
<u> </u>		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u> </u>		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u> </u>		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u> </u>		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization Leo M Bernstein Family Foundation Attn Ami Becker Aronson	Employer identification number 52-6041822
---	---

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

[illegible]

Name of organization Leo M Bernstein Family Foundation Attn Ami Becker Aronson	Employer identification number 52-6041822
---	---

Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. (Complete columns (a) through (e) and the following line entry)
For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **\$1,000 or less** for the year (Enter this information once See instructions) ➤ \$
Use duplicate copies of Part III if additional space is needed

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

Additional Data

Software ID:
Software Version:
EIN: 52-6041822
Name: Leo M Bernstein Family Foundation
Attn Ami Becker Aronson

Form 990PF - Special Condition Description:

Special Condition Description

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
10 SHRS STERICYCLE, INC		2010-02-25	2011-01-07
10 SHRS STERICYCLE, INC		2010-02-25	2011-01-07
15 SHRS STERICYCLE, INC		2010-02-22	2011-01-07
3 SHRS STERICYCLE, INC		2010-02-22	2011-01-10
57 SHRS TRIMBLE NAVIGATION LTD		2009-05-29	2011-01-18
10 SHRS DAVITA HEALTHCARE PARTNERS, INC		2010-01-11	2011-01-31
26 SHRS DAVITA HEALTHCARE PARTNERS, INC		2010-01-08	2011-01-31
24 SHRS DAVITA HEALTHCARE PARTNERS, INC		2009-10-12	2011-01-31
161 SHRS CISCO SYSTEMS, INC		2008-06-23	2011-02-15
151 SHRS CISCO SYSTEMS, INC		2008-06-23	2011-02-17
24 SHRS ALLERGAN, INC		2009-11-16	2011-02-28
24 SHRS ALLERGAN, INC		2010-02-25	2011-02-28
38 SHRS ALLERGAN, INC		2009-10-12	2011-02-28
18 SHRS ALLERGAN, INC		2009-10-12	2011-02-28
28 SHRS ALLERGAN, INC		2009-10-12	2011-03-01
24 SHRS ALLERGAN, INC		2009-10-22	2011-03-01
30 SHRS ALLERGAN, INC		2009-10-22	2011-03-01
6 SHRS ALLERGAN, INC		2009-07-16	2011-03-01
2 SHRS ALLERGAN, INC		2009-07-16	2011-03-02
22 SHRS ALLERGAN, INC		2009-07-16	2011-03-02
2 SHRS ALLERGAN, INC		2009-07-16	2011-03-02
95 SHRS ALLERGAN, INC		2009-05-29	2011-03-02
86 SHRS ALLERGAN, INC		2009-05-29	2011-03-02
44 SHRS CANADIAN NATURAL RESOURCES LTD		2009-10-12	2011-03-04
25 SHRS FMC TECHNOLOGIES, INC		2011-02-15	2011-03-04
1 SHRS FMC TECHNOLOGIES, INC		2011-02-15	2011-03-04
8 SHRS FMC TECHNOLOGIES, INC		2011-02-15	2011-03-07
6 SHRS FMC TECHNOLOGIES, INC		2010-10-29	2011-03-07
34 SHRS CISCO SYSTEMS, INC		2008-06-23	2011-03-08
150 SHRS CISCO SYSTEMS, INC		2009-10-22	2011-03-08

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
1 SHRS CISCO SYSTEMS, INC		2009-10-12	2011-03-08
129 SHRS CISCO SYSTEMS, INC		2009-10-12	2011-03-15
102 SHRS CISCO SYSTEMS, INC		2009-10-12	2011-03-16
38 SHRS CISCO SYSTEMS, INC		1950-01-01	2011-03-16
63 SHRS CISCO SYSTEMS, INC		1950-01-01	2011-03-29
105 SHRS CISCO SYSTEMS, INC		2010-09-03	2011-03-29
128 SHRS CISCO SYSTEMS, INC		2010-11-12	2011-03-29
100 SHRS CISCO SYSTEMS, INC		2008-11-18	2011-03-29
4 SHRS INTUITIVE SURGICAL, INC		2010-07-22	2011-04-05
7 SHRS INTUITIVE SURGICAL, INC		2010-08-23	2011-04-05
2 SHRS INTUITIVE SURGICAL, INC		2011-01-07	2011-04-05
10 SHRS MASTERCARD, INC		2010-02-04	2011-04-05
4 SHRS MASTERCARD, INC		2009-10-22	2011-04-05
27 SHRS COVANCE, INC		2010-03-02	2011-04-05
16 SHRS COVANCE, INC		2009-10-22	2011-04-05
16 SHRS COVANCE, INC		2009-10-22	2011-04-05
13 SHRS SCHLUMBERGER LTD		2009-10-22	2011-04-15
26 SHRS FMC TECHNOLOGIES		2010-10-29	2011-04-15
7 SHRS CANADIAN NATURAL RES		2009-10-12	2011-04-26
28 SHRS CANADIAN NATURAL RES		2010-10-29	2011-04-26
103 SHRS TRIMBLE NAVIGATION LTD		2009-05-29	2011-04-29
24 SHRS TRIMBLE NAVIGATION LTD		2009-05-29	2011-05-02
50000 SHRS TREASURY INFLATION		2011-03-31	2011-05-02
90000 SHRS TREASURY INFLATION		2010-09-03	2011-05-02
45 SHRS TRIMBLE NAVIGATION LTD		2009-05-29	2011-05-03
50000 SHRS TREASURY INFLATION		2011-03-31	2011-05-03
90000 SHRS TREASURY INFLATION		2010-09-09	2011-05-03
60 SHRS TRIMBLE NAVIGATION LTD		2009-05-29	2011-05-04
8 SHRS COSTCO WHOLESALE CORP		2009-10-22	2011-05-05
6 SHRS COSTCO WHOLESALE CORP		2009-10-12	2011-05-05

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
77 SHRS TRIMBLE NAVIGATION LTD		2009-05-29	2011-05-05
32 SHRS COACH, INC		2011-03-15	2011-05-05
1 SHRS COACH, INC		2011-03-15	2011-05-05
12 SHRS COACH, INC		2011-03-15	2011-05-05
3 SHRS COACH, INC		2009-10-12	2011-05-05
19 SHRS CITRIX SYSTEMS, INC		2009-10-22	2011-05-11
25188 917 SHRS DELAWARE HIGH YIELD		2010-07-27	2011-06-01
16475 309 SHRS DELAWARE HIGH YIELD		2010-06-30	2011-06-01
52 SHRS QUALCOMM, INC		2009-08-31	2011-06-13
97 SHRS ABB, LTD SPONSORED ADR		2010-12-31	2011-06-13
23 SHRS DANAHER CORP		2010-11-30	2011-06-13
7 SHRS DANAHER CORP		2009-10-12	2011-06-13
8 SHRS MASTERCARD, INC		2009-10-22	2011-06-13
2 SHRS MASTERCARD, INC		2009-10-12	2011-06-13
12 SHRS DAVITA HEALTHCARE PARTNERS, INC		2011-03-02	2011-06-23
11 SHRS ROPER INDUSTRIES, INC		2009-10-27	2011-06-23
10 SHRS ROPER INDUSTRIES, INC		2009-10-26	2011-06-23
12 SHRS STERICYCLE, INC		2010-02-22	2011-06-23
1 SHRS ROPER INDUSTRIES, INC		2009-10-26	2011-06-24
1 SHRS DAVITA HEALTHCARE PARTNERS, INC		2011-03-02	2011-06-24
3 SHRS DAVITA HEALTHCARE PARTNERS, INC		2011-03-02	2011-06-24
4 SHRS DAVITA HEALTHCARE PARTNERS, INC		2011-03-02	2011-06-24
6 SHRS DAVITA HEALTHCARE PARTNERS, INC		2011-03-02	2011-06-24
10 SHRS STERICYCLE, INC		2010-02-22	2011-06-24
66 SHRS ACCENTURE PLC		2009-10-22	2011-06-28
6 SHRS APPLE, INC		2011-06-13	2011-07-14
5993 677 SHRS WELLS FARGO		2010-10-04	2011-07-29
4983 271 SHRS WELLS FARGO		2009-07-01	2011-07-29
2 SHRS GOOGLE, INC		2010-03-08	2011-08-03
2 SHRS GOOGLE, INC		2010-03-08	2011-08-03

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
1 SHRS APPLE, INC		2011-06-13	2011-08-03
5 SHRS APPLE, INC		2009-10-22	2011-08-03
5 SHRS APPLE, INC		2009-10-22	2011-08-03
28 SHRS ABB, LTD SPONSORED ADR		2010-12-31	2011-08-03
117 SHRS ABB, LTD SPONSORED ADR		2009-10-22	2011-08-03
10 SHRS ABB, LTD SPONSORED ADR		2009-10-12	2011-08-03
36 SHRS ABB, LTD SPONSORED ADR		2009-10-12	2011-08-03
50 SHRS BANK OF NEW YORK MELLON CORP		2009-04-20	2011-08-03
30 SHRS BANK OF NEW YORK MELLON CORP		2010-03-02	2011-08-03
57 SHRS BANK OF NEW YORK MELLON CORP		2010-03-02	2011-08-05
60 SHRS BANK OF NEW YORK MELLON CORP		2009-10-22	2011-08-05
90 SHRS BANK OF NEW YORK MELLON CORP		2009-10-12	2011-08-05
117 SHRS BANK OF NEW YORK MELLON CORP		2009-05-29	2011-08-05
24 SHRS BANK OF NEW YORK MELLON CORP		2009-05-29	2011-08-08
39 SHRS BANK OF NEW YORK MELLON CORP		2009-05-29	2011-08-08
68 SHRS BANK OF NEW YORK MELLON CORP		2010-06-03	2011-08-08
82 SHRS BANK OF NEW YORK MELLON CORP		2010-10-18	2011-08-08
110 SHRS BANK OF NEW YORK MELLON CORP		2010-10-05	2011-08-08
7 SHRS MASTERCARD, INC		2009-10-12	2011-08-18
23 SHRS MEAD JOHNSON NUTRITION CO		2011-01-18	2011-08-19
2 SHRS MEAD JOHNSON NUTRITION CO		2010-12-07	2011-08-19
44 SHRS URBAN OUTFITTERS, INC		2010-05-26	2011-08-23
38 SHRS URBAN OUTFITTERS, INC		2010-05-24	2011-08-23
108 SHRS URBAN OUTFITTERS, INC		2010-05-24	2011-08-23
19 SHRS URBAN OUTFITTERS, INC		2010-05-24	2011-08-24
32 SHRS URBAN OUTFITTERS, INC		2010-05-24	2011-08-24
132 SHRS URBAN OUTFITTERS, INC		2010-05-25	2011-08-24
123 SHRS URBAN OUTFITTERS, INC		2010-05-25	2011-08-24
43 SHRS URBAN OUTFITTERS, INC		2010-09-29	2011-08-24
73 SHRS URBAN OUTFITTERS, INC		2010-08-05	2011-08-24

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
52 SHRS URBAN OUTFITTERS, INC		2010-08-05	2011-08-25
68 SHRS URBAN OUTFITTERS, INC		2011-03-08	2011-08-25
39 SHRS URBAN OUTFITTERS, INC		2011-03-08	2011-08-25
76 SHRS URBAN OUTFITTERS, INC		2011-03-29	2011-08-25
4050 223 SHRS IVY GLOBAL NATURAL RESOURCES FUND I		2011-03-31	2011-08-29
50 SHRS IDEXX LABORATORIES, INC		2009-10-12	2011-08-31
4 SHRS APPLE, INC		2009-10-22	2011-08-31
8 SHRS APPLE, INC		2009-10-12	2011-08-31
108 SHRS ABB, LTD SPONSORED ADR		2009-10-12	2011-08-31
45 SHRS ACCENTURE PLC		2009-10-22	2011-08-31
4 SHRS ACCENTURE PLC		2009-05-29	2011-08-31
31 SHRS ANSYS, INC		2011-01-18	2011-08-31
3 SHRS ANSYS, INC		2011-01-18	2011-08-31
39 SHRS AMPHENOL CORP		2010-04-21	2011-08-31
17 SHRS CORE LABORATORIES N V		2011-08-05	2011-08-31
64 SHRS CANADIAN NATURAL RESOURCES LTD		2011-06-23	2011-08-31
40 SHRS COACH, INC		2011-08-19	2011-08-31
18 SHRS COACH, INC		2011-08-19	2011-08-31
33 SHRS COSTCO WHOLESALE CORP		2009-10-12	2011-08-31
10 SHRS SALESFORCE COM, INC		2009-05-29	2011-08-31
36 SHRS COGNIZANT TECHNOLOGY SOLUTIONS CORP CL A		2011-06-28	2011-08-31
2 SHRS COGNIZANT TECHNOLOGY SOLUTIONS CORP CL A		2009-10-12	2011-08-31
28 SHRS CITRIX SYSTEMS, INC		2011-08-03	2011-08-31
11 SHRS CITRIX SYSTEMS, INC		2011-08-03	2011-08-31
26 SHRS COVANCE, INC		2009-10-22	2011-08-31
22 SHRS COVANCE, INC		2009-10-12	2011-08-31
42 SHRS DANAHER CORP		2009-10-12	2011-08-31
3 SHRS DAVITA HEALTHCARE PARTNERS, INC		2011-03-02	2011-08-31
12 SHRS DAVITA HEALTHCARE PARTNERS, INC		2011-03-01	2011-08-31
14 SHRS DAVITA HEALTHCARE PARTNERS, INC		2011-02-28	2011-08-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
17 SHRS EXPRESS SCRIPTS HOLDING CO		2011-04-05	2011-08-31
2 SHRS EXPRESS SCRIPTS HOLDING CO		2011-04-05	2011-08-31
48 SHRS FLUOR CORP		2011-03-04	2011-08-31
4 SHRS FLUOR CORP		2011-03-07	2011-08-31
27 SHRS FOSSIL, INC		2011-08-25	2011-08-31
73 SHRS FMC TECHNOLOGIES, INC		2011-06-23	2011-08-31
84 SHRS GENPACT LTD		2010-04-15	2011-08-31
12 SHRS GENPACT LTD		2010-04-08	2011-08-31
3 SHRS GOOGLE, INC		2010-03-08	2011-08-31
5 SHRS GOOGLE, INC		2009-10-22	2011-08-31
3 SHRS INTUITIVE SURGICAL, INC		2011-01-07	2011-08-31
3 SHRS INTUITIVE SURGICAL, INC		2011-01-07	2011-08-31
2 SHRS INTUITIVE SURGICAL, INC		2010-10-20	2011-08-31
10 SHRS MASTERCARD, INC		2009-10-12	2011-08-31
44 SHRS MEAD JOHNSON NUTRITION CO		2010-12-07	2011-08-31
2 SHRS NATIONAL INSTRUMENTS CORP		2011-05-02	2011-08-31
68 SHRS NATIONAL INSTRUMENTS CORP		2011-05-03	2011-08-31
19 SHRS NATIONAL INSTRUMENTS CORP		2011-04-29	2011-08-31
48 SHRS NETAPP, INC		2011-02-17	2011-08-31
25 SHRS NETAPP, INC		2011-07-14	2011-08-31
55 SHRS QUALCOMM, INC		2009-08-31	2011-08-31
2 SHRS QUALCOMM, INC		2009-09-04	2011-08-31
32 SHRS ROPER INDUSTRIES, INC		2009-10-26	2011-08-31
45 SHRS CHARLES SCHWAB CORP		2008-10-21	2011-08-31
95 SHRS CHARLES SCHWAB CORP		2009-10-12	2011-08-31
28 SHRS SCHLUMBERGER LTD		2011-06-23	2011-08-31
9 SHRS SCHLUMBERGER LTD		2009-10-22	2011-08-31
37 SHRS STERICYCLE, INC		2011-08-03	2011-08-31
1 SHRS IDEXX LABORATORIES, INC		2009-10-12	2011-08-31
698 934 SHRS HARBOR INTERNATIONAL FUND INST		2010-07-27	2011-08-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
2343 75 SHRS OAKMARK INTERNATIONAL SMALL CAP FUND		2010-11-19	2011-08-31
2793 296 SHRS LAUDUS MONDRIAN EMERGING MARKETS FUND INST		2010-09-16	2011-08-31
7853 403 SHRS BROWN ADVISORY VALUE EQUITY FUND CL INV		2009-10-22	2011-08-31
3432 494 SHRS BROWN ADVISORY SMALL CAP GROWTH FUND CL INV		2010-07-27	2011-08-31
2803 738 SHRS BROWN ADVISORY SMALL COMPANIES FUND		2010-07-27	2011-08-31
461 568 SHRS BROWN ADVISORY SMALL COMPANIES FUND		2010-06-11	2011-08-31
5952 381 SHRS WASATCH EMERGING MARKETS SMALL CAP FUND		2011-07-29	2011-08-31
1 SHRS IDEXX LABORATORIES, INC		2009-10-12	2011-09-01
10 SHRS FMC TECHNOLOGIES, INC		2011-06-23	2011-09-16
12 SHRS FMC TECHNOLOGIES, INC		2011-06-23	2011-09-16
11 SHRS FMC TECHNOLOGIES, INC		2010-10-29	2011-09-16
17 SHRS FMC TECHNOLOGIES, INC		2010-10-29	2011-09-16
7 SHRS APPLE, INC		2009-10-12	2011-09-21
4 SHRS INTUITIVE SURGICAL, INC		2010-10-20	2011-09-22
27 SHRS ABB, LTD SPONSORED ADR		2009-10-12	2011-09-22
34 SHRS ABB, LTD SPONSORED ADR		2010-04-26	2011-09-22
53 SHRS ABB, LTD SPONSORED ADR		2010-04-26	2011-09-22
7 SHRS ABB, LTD SPONSORED ADR		2010-04-26	2011-09-22
8 SHRS STERICYCLE, INC		2011-08-03	2011-09-22
84 SHRS GENPACT LTD		2010-04-08	2011-09-22
2 SHRS STERICYCLE, INC		2011-08-03	2011-09-23
34 SHRS GENPACT LTD		2010-04-08	2011-09-23
3 SHRS GENPACT LTD		2010-06-03	2011-09-23
3 SHRS APPLE, INC		2009-10-12	2011-10-04
3 SHRS APPLE, INC		2009-10-12	2011-10-06
3 SHRS APPLE, INC		2009-10-12	2011-10-06
5 SHRS APPLE, INC		2009-10-12	2011-10-10
30 SHRS ACCENTURE PLC		2009-05-29	2011-10-21
6 SHRS INTUITIVE SURGICAL, INC		2010-10-20	2011-10-21
4 SHRS INTUITIVE SURGICAL, INC		2010-11-30	2011-10-21

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
6 SHRS CITRIX SYSTEMS, INC		2011-08-03	2011-10-28
9 SHRS CITRIX SYSTEMS, INC		2009-10-22	2011-10-28
23 SHRS CITRIX SYSTEMS, INC		2009-10-22	2011-10-28
18 SHRS CITRIX SYSTEMS, INC		2009-05-29	2011-10-28
5 SHRS INTUITIVE SURGICAL, INC		2010-11-30	2011-10-28
12 SHRS ABB, LTD SPONSORED ADR		2010-04-26	2011-10-28
187 SHRS ABB, LTD SPONSORED ADR		2009-09-25	2011-10-28
24 SHRS COGNIZANT TECHNOLOGY SOLUTIONS CORP CL A		2009-10-12	2011-10-28
11600 928 SHRS TCW EMERGING MARKETS INCOME FUND I		2010-08-19	2011-11-02
299 776 SHRS TCW EMERGING MARKETS INCOME FUND I		2010-12-29	2011-11-02
11890 606 SHRS TCW EMERGING MARKETS INCOME FUND I		2010-07-27	2011-11-02
738 523 SHRS VAN ECK GLOBAL HARD ASSETS CLASS I		2011-08-29	2011-11-17
660 357 SHRS VAN ECK GLOBAL HARD ASSETS CLASS I		2010-10-20	2011-11-17
1560 25 SHRS VAN ECK GLOBAL HARD ASSETS CLASS I		2010-09-16	2011-11-17
3 SHRS ANSYS, INC		2011-01-18	2011-11-21
5 SHRS ANSYS, INC		2011-01-18	2011-11-21
25 SHRS ANSYS, INC		2010-12-31	2011-11-21
15 SHRS ANSYS, INC		2011-03-16	2011-11-21
12 SHRS COVANCE, INC		2009-10-12	2011-11-30
16 SHRS COVANCE, INC		2009-10-12	2011-12-01
10 SHRS COVANCE, INC		2009-10-12	2011-12-02
32 SHRS FMC TECHNOLOGIES, INC		2010-10-29	2011-12-12
6 SHRS FMC TECHNOLOGIES, INC		2010-05-10	2011-12-12
32 SHRS FMC TECHNOLOGIES, INC		2010-05-10	2011-12-12
561 261 SHRS CALAMOS CONVERTIBLE FUND A		2010-12-16	2011-12-13
5279 831 SHRS CALAMOS CONVERTIBLE FUND A		2009-10-22	2011-12-13
2223 424 SHRS CALAMOS CONVERTIBLE FUND A		2009-07-07	2011-12-13
1169 177 SHRS HARBOR INTERNATIONAL FUND INST		2010-07-27	2011-12-13
504 541 SHRS HARBOR INTERNATIONAL FUND INST		2010-06-11	2011-12-13
228 146 SHRS HARBOR INTERNATIONAL FUND INST		2010-05-28	2011-12-13

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
5642 633 SHRS VANGUARD SHORT TERM TAX EXEMPT FUND		2011-08-31	2011-12-13
55 SHRS MEAD JOHNSON NUTRITION CO		2010-12-07	2011-12-22
40 SHRS MEAD JOHNSON NUTRITION CO		2010-12-31	2011-12-22
11 SHRS MEAD JOHNSON NUTRITION CO		2010-12-06	2011-12-22
1 SHRS MEAD JOHNSON NUTRITION CO		2010-12-06	2011-12-22
35 SHRS JOHNSON & JOHNSON		2010-10-20	2011-01-13
84 SHRS EXELON CORP		2010-10-20	2011-02-11
145 SHRS EXELON CORP		2010-09-21	2011-02-11
84 SHRS EXELON CORP		2010-12-09	2011-02-11
46 SHRS PROCTER & GAMBLE CO		2010-10-20	2011-02-28
47 SHRS PROCTER & GAMBLE CO		2010-12-09	2011-02-28
80 SHRS PROCTER & GAMBLE CO		2010-09-21	2011-02-28
40 SHRS NIELSEN MEDIA		2011-01-26	2011-03-23
62 SHRS PHILIP MORRIS INTERNATIONAL, INC		2010-12-09	2011-03-30
8 SHRS HUNTINGTON INGALLS INDUSTRIES, INC		2010-12-09	2011-04-04
8 SHRS HUNTINGTON INGALLS INDUSTRIES, INC		2010-10-20	2011-04-04
14 SHRS HUNTINGTON INGALLS INDUSTRIES, INC		2010-09-21	2011-04-04
37 SHRS VF CORP		2010-10-20	2011-04-12
54 SHRS TOTAL SA SPONSORED ADR		2010-10-20	2011-04-13
0 SHRS HUNTINGTON INGALLS INDUSTRIES, INC		2010-09-21	2011-04-13
10 SHRS VF CORP		2010-10-20	2011-04-28
24 SHRS VF CORP		2010-12-09	2011-04-28
42 SHRS EXXON MOBIL CORP		2010-12-09	2011-05-03
8 SHRS EXXON MOBIL CORP		2010-09-21	2011-05-03
59 SHRS DIAMOND OFFSHORE DRILLING, INC		2010-10-20	2011-05-03
42 SHRS DIAMOND OFFSHORE DRILLING, INC		2010-12-09	2011-05-03
16 SHRS VF CORP		2010-12-09	2011-06-13
36 SHRS AIR PRODUCTS & CHEMICALS, INC		2010-12-10	2011-06-21
62 SHRS AIR PRODUCTS & CHEMICALS, INC		2010-09-21	2011-06-21
36 SHRS AIR PRODUCTS & CHEMICALS, INC		2010-10-20	2011-06-21

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
34 SHRS NORDSTROM, INC		2010-12-09	2011-07-08
7 SHRS VF CORP		2010-12-09	2011-07-08
11 SHRS VF CORP		2010-09-21	2011-07-08
46 SHRS MEDTRONIC, INC		2010-12-09	2011-08-02
108 SHRS KRAFT FOODS, INC CL A		2010-10-20	2011-08-04
49 SHRS NORTHROP GRUMMAN CORP		2010-12-09	2011-08-05
31 SHRS NORTHROP GRUMMAN CORP		2010-10-20	2011-08-05
165 SHRS BROADRIDGE FINANCIAL SOLUTIONS, INC		2010-09-21	2011-08-05
96 SHRS BROADRIDGE FINANCIAL SOLUTIONS, INC		2010-12-09	2011-08-05
97 SHRS BROADRIDGE FINANCIAL SOLUTIONS, INC		2010-10-20	2011-08-05
149 SHRS REDWOOD TRUST, INC		2010-09-21	2011-08-09
133 SHRS REDWOOD TRUST, INC		2010-09-21	2011-08-10
18 SHRS NORTHROP GRUMMAN CORP		2010-10-20	2011-08-11
83 SHRS NORTHROP GRUMMAN CORP		2010-09-21	2011-08-11
57 SHRS REDWOOD TRUST, INC		2010-09-21	2011-08-12
171 SHRS REDWOOD TRUST, INC		2010-10-20	2011-08-12
27 SHRS REDWOOD TRUST, INC		2010-10-20	2011-08-15
196 SHRS REDWOOD TRUST, INC		2010-12-09	2011-08-15
21 SHRS DIAMOND OFFSHORE DRILLING, INC		2010-12-09	2011-10-03
26 SHRS DIAMOND OFFSHORE DRILLING, INC		2010-09-28	2011-10-03
80 SHRS DIAMOND OFFSHORE DRILLING, INC		2010-09-21	2011-10-03
26 SHRS VF CORP		2010-09-21	2011-10-12
9 SHRS NORDSTROM, INC		2010-12-09	2011-10-20
43 SHRS NORDSTROM, INC		2010-10-20	2011-10-20
74 SHRS NORDSTROM, INC		2010-09-21	2011-10-20
59 SHRS MEDTRONIC, INC		2010-12-09	2011-10-31
107 SHRS MEDTRONIC, INC		2010-10-20	2011-10-31
182 SHRS MEDTRONIC, INC		2010-09-21	2011-10-31
20 SHRS SHERWIN-WILLIAMS CO		2010-12-09	2011-11-11
7 SHRS SHERWIN-WILLIAMS CO		2010-12-09	2011-11-14

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
1 SHRS SHERWIN-WILLIAMS CO		2010-12-09	2011-11-15
12 SHRS SHERWIN-WILLIAMS CO		2010-09-21	2011-11-15
26 SHRS 3M CO		2010-10-20	2011-12-09
15 SHRS 3M CO		2010-09-21	2011-12-09
CAPITAL GAIN DISTRIBUTIONS		2010-09-21	2011-11-15
K-1 BROWN ADVISORY		2010-12-09	2011-11-11

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
778		552	226
777		552	225
1,166		816	350
231		163	68
2,517		1,082	1,435
739		609	130
1,922		1,580	342
1,774		1,358	416
2,999		3,968	-969
2,819		3,722	-903
1,771		1,440	331
1,771		1,401	370
2,804		2,182	622
1,331		1,033	298
2,060		1,607	453
1,766		1,353	413
2,207		1,691	516
441		281	160
143		94	49
1,571		1,027	544
143		93	50
6,785		4,156	2,629
6,123		3,763	2,360
2,225		1,596	629
2,388		2,200	188
96		88	8
765		703	62
574		436	138
618		838	-220
2,726		3,597	-871

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
18		24	-6
2,238		3,077	-839
1,762		2,433	-671
657		852	-195
1,090		1,412	-322
1,816		2,865	-1,049
2,214		2,945	-731
1,730		1,604	126
1,422		1,680	-258
2,489		2,150	339
711		533	178
2,629		2,267	362
1,052		898	154
1,594		1,581	13
945		903	42
944		903	41
1,132		886	246
1,183		945	238
323		254	69
1,291		1,014	277
4,810		1,956	2,854
1,117		456	661
53,985		52,827	1,158
97,173		91,983	5,190
1,998		854	1,144
53,670		52,233	1,437
96,605		92,081	4,524
2,456		1,139	1,317
645		466	179
484		348	136

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
3,334		1,462	1,872
1,896		1,657	239
59		52	7
712		621	91
178		104	74
1,564		732	832
107,305		100,000	7,305
70,185		63,759	6,426
2,827		2,407	420
2,435		2,187	248
1,181		991	190
359		237	122
2,135		1,797	338
534		432	102
1,012		971	41
897		572	325
815		519	296
1,044		653	391
82		52	30
83		81	2
250		242	8
333		321	12
501		482	19
854		544	310
3,934		2,511	1,423
2,148		1,962	186
54,602		54,722	-120
45,398		44,849	549
1,176		1,127	49
1,188		1,127	61

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
387		327	60
1,933		1,034	899
1,953		1,034	919
638		631	7
2,665		2,484	181
228		212	16
820		763	57
1,209		1,496	-287
726		870	-144
1,312		1,653	-341
1,381		1,723	-342
2,072		2,582	-510
2,693		3,233	-540
538		663	-125
827		1,078	-251
1,441		1,863	-422
1,738		2,178	-440
2,332		2,919	-587
2,170		1,513	657
1,562		1,451	111
136		125	11
1,163		1,625	-462
1,005		1,371	-366
2,855		3,880	-1,025
491		683	-192
819		1,150	-331
3,379		4,733	-1,354
3,166		4,410	-1,244
1,107		1,420	-313
1,879		2,375	-496

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,270		1,691	-421
2,188		2,188	
1,255		1,255	
2,211		2,261	-50
79,263		100,000	-20,737
4,084		2,509	1,575
1,545		827	718
3,091		1,526	1,565
2,306		2,289	17
2,419		1,712	707
215		119	96
1,675		1,712	-37
162		165	-3
1,842		1,844	-2
1,896		1,710	186
2,412		2,537	-125
2,257		1,929	328
1,015		860	155
2,592		1,916	676
1,278		377	901
2,274		2,625	-351
126		79	47
1,679		1,963	-284
660		762	-102
1,325		1,467	-142
1,121		1,230	-109
1,926		1,420	506
223		241	-18
891		958	-67
1,040		1,109	-69

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
807		971	-164
95		114	-19
2,959		3,406	-447
247		282	-35
2,694		2,513	181
3,279		2,937	342
1,382		1,529	-147
197		215	-18
1,626		1,691	-65
2,711		2,767	-56
1,148		800	348
1,148		799	349
1,125		514	611
3,303		2,161	1,142
3,113		2,759	354
51		61	-10
1,737		2,055	-318
485		572	-87
2,551		2,551	
944		1,264	-320
2,838		2,546	292
103		91	12
2,475		1,661	814
556		931	-375
1,174		1,822	-648
2,196		2,319	-123
706		613	93
3,255		3,011	244
80		50	30
40,000		37,414	2,586

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
30,000		31,875	-1,875
25,866		25,866	
90,000		81,047	8,953
45,000		38,238	6,762
34,346		30,000	4,346
5,654		4,846	808
15,952		15,952	
78		50	28
431		402	29
519		483	36
475		400	75
733		618	115
2,931		1,335	1,596
1,452		1,028	424
450		572	-122
567		708	-141
883		1,103	-220
117		146	-29
628		651	-23
1,257		1,504	-247
158		163	-5
501		609	-108
44		52	-8
1,074		572	502
1,123		572	551
1,148		572	576
1,923		954	969
1,732		894	838
2,487		1,542	945
1,658		1,544	114

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
442		751	-309
664		347	317
1,677		887	790
1,312		559	753
2,191		1,278	913
239		250	-11
3,723		3,775	-52
1,810		947	863
97,100		100,000	-2,900
2,509		2,882	-373
99,763		100,000	-237
37,000		37,000	
30,786		30,000	786
72,739		65,000	7,739
173		255	-82
288		385	-97
1,441		1,562	-121
864		778	86
550		671	-121
728		895	-167
454		559	-105
1,590		1,163	427
298		193	105
1,590		1,017	573
10,911		10,911	
100,000		100,000	
41,356		35,197	6,159
62,352		62,586	-234
26,529		25,000	1,529
11,996		11,001	995

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
90,000		90,000	
3,496		3,449	47
2,542		2,762	-220
699		683	16
64		62	2
2,192		2,237	-45
3,573		3,721	-148
6,167		6,177	-10
3,573		3,325	248
2,900		2,914	-14
2,963		2,955	8
5,043		4,909	134
2,245		2,000	245
4,073		3,682	391
328		289	39
328		277	51
548		454	94
3,670		3,195	475
3,297		2,945	352
6		6	
1,069		863	206
2,564		2,054	510
3,629		3,021	608
691		494	197
4,305		4,056	249
3,064		2,738	326
1,627		1,370	257
3,333		3,206	127
5,740		5,151	589
3,333		2,965	368

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,689		1,432	257
786		599	187
1,235		865	370
1,584		1,620	-36
3,803		3,428	375
2,734		2,828	-94
1,730		1,711	19
3,560		3,805	-245
2,071		2,160	-89
2,093		2,058	35
1,802		2,232	-430
1,605		1,993	-388
936		993	-57
4,315		4,491	-176
699		854	-155
2,097		2,509	-412
339		396	-57
2,458		2,817	-359
1,134		1,369	-235
1,403		1,694	-291
4,318		5,057	-739
3,472		2,044	1,428
452		379	73
2,158		1,612	546
3,713		2,673	1,040
2,056		2,078	-22
3,728		3,668	60
6,341		6,079	262
1,731		1,550	181
602		542	60

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
306		196	110
1,032		901	131
2,114		2,325	-211
1,220		1,306	-86
37,472			37,472
1			1

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			226
			225
			350
			68
			1,435
			130
			342
			416
			-969
			-903
			331
			370
			622
			298
			453
			413
			516
			160
			49
			544
			50
			2,629
			2,360
			629
			188
			8
			62
			138
			-220
			-871

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-6
			-839
			-671
			-195
			-322
			-1,049
			-731
			126
			-258
			339
			178
			362
			154
			13
			42
			41
			246
			238
			69
			277
			2,854
			661
			1,158
			5,190
			1,144
			1,437
			4,524
			1,317
			179
			136

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			1,872
			239
			7
			91
			74
			832
			7,305
			6,426
			420
			248
			190
			122
			338
			102
			41
			325
			296
			391
			30
			2
			8
			12
			19
			310
			1,423
			186
			-120
			549
			49
			61

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			60
			899
			919
			7
			181
			16
			57
			-287
			-144
			-341
			-342
			-510
			-540
			-125
			-251
			-422
			-440
			-587
			657
			111
			11
			-462
			-366
			-1,025
			-192
			-331
			-1,354
			-1,244
			-313
			-496

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-421
			-50
			-20,737
			1,575
			718
			1,565
			17
			707
			96
			-37
			-3
			-2
			186
			-125
			328
			155
			676
			901
			-351
			47
			-284
			-102
			-142
			-109
			506
			-18
			-67
			-69

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-164
			-19
			-447
			-35
			181
			342
			-147
			-18
			-65
			-56
			348
			349
			611
			1,142
			354
			-10
			-318
			-87
			-320
			292
			12
			814
			-375
			-648
			-123
			93
			244
			30
			2,586

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-1,875
			8,953
			6,762
			4,346
			808
			28
			29
			36
			75
			115
			1,596
			424
			-122
			-141
			-220
			-29
			-23
			-247
			-5
			-108
			-8
			502
			551
			576
			969
			838
			945
			114

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-309
			317
			790
			753
			913
			-11
			-52
			863
			-2,900
			-373
			-237
			786
			7,739
			-82
			-97
			-121
			86
			-121
			-167
			-105
			427
			105
			573
			6,159
			-234
			1,529
			995

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			47
			-220
			16
			2
			-45
			-148
			-10
			248
			-14
			8
			134
			245
			391
			39
			51
			94
			475
			352
			206
			510
			608
			197
			249
			326
			257
			127
			589
			368

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			257
			187
			370
			-36
			375
			-94
			19
			-245
			-89
			35
			-430
			-388
			-57
			-176
			-155
			-412
			-57
			-359
			-235
			-291
			-739
			1,428
			73
			546
			1,040
			-22
			60
			262
			181
			60

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			110
			131
			-211
			-86
			37,472
			1

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
RICHARD BERNSTEIN	VICE PRES 0	0		
1054 31ST STREET NW WASHINGTON,DC 20007				
MAUREE JANE PERRY	SECRETARY 0	0		
2606 JACKSON STREET SAN FRANCISCO,CA 94115				
ADAM K BERNSTEIN	TREASURER 0	0		
4409 KLINGLE STREET WASHINGTON,DC 20016				
AMI BECKER ARONSON	MANAGING EXECUTIVE DIRECTOR 0	73,948	700	1,200
6917 ANCHORAGE DRIVE BETHESDA,MD 20817				
STUART BERNSTEIN	PRESIDENT 0	0		
Il Lugano - 300 Seminole Avenue Palm Beach,FL 33480				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
GLEN ECHO PARK PARTNERSHIP 7300 MacArthur Blvd Glen Echo,MD 20812	Not Applicable	Charitable	Community service	10,000
SIXTH & I HISTORIC SYNAGOGUE 600 I Street NW Washington,DC 20001	Not Applicable	Charitable	Community service	10,000
US HOLOCAUST MEMORIAL MUSEUM 100 Raoul Wallenberg Place SW Washington,DC 20024	Not Applicable	Charitable	Community service	40,000
TRUST FOR THE NATIONAL MALL PO Box 96475 Washington,DC 20090	Not Applicable	Charitable	Community service	1,000
AUTISM SPEAKS 1 E 33rd St 4th Floor New York,NY 10016	Not applicable	Charitable	Community service	1,000
BAY AREA JEWISH HEALING CENTER 3330 Geary Blvd 3rd Floor West San Francisco,CA 94118	Not Applicable	Charitable	Community service	3,000
C&O CANAL TRUST 1850 Dual Highway Suite 100 Hagerstown,MD 21740	Not Applicable	Charitable	Community service	5,000
JEWISH VOCATIONAL SERVICE 216 West Jackson Blvd Suite 700 Chicago,IL 60606	Not Applicable	Charitable	Community service	3,000
KOLLEL VILNA 3299 K St NW Suite 700 Washington,DC 20007	Not Applicable	Charitable	Community service	8,500
MERITUS COLLEGE FUND PO Box 29024 San Francisco,CA 94129	Not Applicable	Charitable	Community service	7,500
SONOMA COMMUNITY CENTER 276 E Napa St Sonoma,CA 95476	Not Applicable	Charitable	Community service	8,500
THE IDEAL SCHOOL OF MANHATTAN 4 W 76th St New York,NY 10023	Not Applicable	Charitable	Community service	1,000
THE SEED FOUNDATION 1776 Massachusetts Ave NW Washington,DC 20036	Not Applicable	Charitable	Community service	2,000
SASHA BRUCE YOUTHWORK INC 741 8th St SE Washington,DC 20003	Not Applicable	Charitable	Community service	3,000
WASHINGTON AREA WOMEN'S FOUNDATION 14111 K St NW Suite 800 Washington,DC 20005	Not Applicable	Charitable	Community service	1,000
ALLIANCE FOR YOUNG ARTISTS 197 East Broadway New York,NY 10002	Not Applicable	charitable	Community service	25,000
AMERICAN UNIVERSITY 801 Massachusetts Avenue Northwest Washington,DC 20016	Not Applicable	charitable	Jewish causes,Kogod sch of business, LMB Fellowship	33,500
CATHERINE CABEEN & CO 3518 Fremont Ave N 118 Seattle,WA 98103	Not Applicable	charitable	Community service	1,000
CEDAR CREEK BATTLEFIELD 6437 Valley Pike Middletown,VA 22645	Not Applicable	charitable	Community Service	6,000
DANCE BRIGADE 3316 24th Street San Francisco,CA 94110	Not Applicable	charitable	Community Service	1,000
DC ART'S CENTER 2438 18th Street Washington,DC 20009	Not Applicable	charitable	Community Service	10,000
ELSIE'S PUBLISHING PO Box 811 East Lansing,MI 48826	Not Applicable	charitable	Community Service	1,000
ENVIRONMENTAL WORKSHOP GROUP 1436 U st NW 100 Washington,DC 20009	Not Applicable	charitable	Community Service	2,000
THE FRIENDSHIP CIRCLE 11621 Seven Locks Rd Potomac,MD 20854	Not Applicable	charitable	Community Service	1,000
FRIENDS OF LUBAVICH 2110 Leroy Place Northwest Washington,DC 20008	Not Applicable	charitable	Community Service	10,000
GIRL SCOUTS OF KENTUCKANIA 2115 Lexington Road Louisville,KY 40206	Not Applicable	charitable	Community Service	1,000
HEBREW HOME OF GREATER WASHINGTON 6121 Montrose Road Rockville,MD 20852	Not Applicable	charitable	Community Service	3,500
KENNEDY CENTER FOR THE PERFORMING ARTS 2700 F Street Northwest Washington,DC 20566	Not Applicable	charitable	Community Service	10,000
KREEGER MUSEUM 2401 Foxhall Road Northwest Washington,DC 20007	Not Applicable	charitable	Community Service	10,000
LABELS FOR LOVE Po Box 577 McLean,VA 22101	Not Applicable	charitable	Community Service	1,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
LMD HEBREW ACADEMY13300 Arctic Avenue Rockville, MD 20853	Not Applicable	charitable	Community Service	25,000
MARSHALL BRENNAN PROJECT4801 Massachusetts Avenue Northwest Washington, DC 20016	Not Applicable	charitable	Community Service	10,000
MARY'S CENTER2333 Ontario Road NW Washington, DC 20009	Not Applicable	charitable	Community Service	1,000
NATIONAL PUBLIC RADIO635 Massachusetts Avenue Northwest Washington, DC 20001	Not Applicable	charitable	Community Service	20,000
SEATTLE THEATER GROUP911 Pine Street Seattle, WA 98101	Not applicable	charitable	Community Service	1,000
WASHINGTON HEBREW CONGREGATION3935 Macomb Street NW Washington, DC 20016	Not Applicable	charitable	Community Service	10,000
WETA BETTER ANGELS SOCIETYPO Box 60067 Florence, MA 01062	Not Applicable	charitable	Community Service	25,000
YESHIVA OF GREATER WASHINGTON2010 Linden Lane Silver Spring, MD 20910	Not Applicable	charitable	Community Service	10,000
NETWORK FOR GOOD7920 Norfolk Ave Suite 520 Bethesda, MD 20814	Not Applicable	charitable	Community Service	500
Total  3a				323,000

TY 2011 Accounting Fees Schedule**Name:** Leo M Bernstein Family Foundation

Attn Ami Becker Aronson

EIN: 52-6041822

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	5,091	3,767		1,324

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2011 Depreciation Schedule

Name: Leo M Bernstein Family Foundation
Attn Ami Becker Aronson

EIN: 52-6041822

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
-------------------------	---------------	---------------------	---------------------------	--------------------	--------------------------	-------------------------------------	-----------------------	---------------------	---------------------------------

TY 2011 Explanation of Non-Filing with Attorney General Statement

Name: Leo M Bernstein Family Foundation
Attn Ami Becker Aronson

EIN: 52-6041822

Statement: DC does not require the Organization to submit its Form 990-PF.

TY 2011 Investments Corporate Stock Schedule

Name: Leo M Bernstein Family Foundation
Attn Ami Becker Aronson

EIN: 52-6041822

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MANAGED PORTFOLIOS	6,194,560	6,746,261

TY 2011 Investments - Other Schedule**Name:** Leo M Bernstein Family Foundation

Attn Ami Becker Aronson

EIN: 52-6041822

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ISRAEL STATE BONDS		1,000	1,000
CERTIFICATES OF DEPOSIT		273,229	273,229
BROWN ADVISORY INVESTORS, LLP		118,829	118,829
INVEST STRASBURG(CASH)		4,312	4,312
BTTWN - CRRT		320,478	320,478
BATTLETOWN INN		650,000	650,000

TY 2011 Land, Etc. Schedule

Name: Leo M Bernstein Family Foundation
Attn Ami Becker Aronson
EIN: 52-6041822

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
--------------------	-----------------------	-----------------------------	---------------	----------------------------------

TY 2011 Legal Fees Schedule

Name: Leo M Bernstein Family Foundation

Attn Ami Becker Aronson

EIN: 52-6041822

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SHAPIRO/CAPLIN	16,907	16,907		

TY 2011 Other Expenses Schedule

Name: Leo M Bernstein Family Foundation

Attn Ami Becker Aronson

EIN: 52-6041822

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK CHARGES	314	314		
MESSENGER/DELIVERY	190	171		19
DUES/SUBSCRIPTIONS	4,200			4,200
AUTO EXPENSES	101	91		10
METRO	196	177		19
M & E	1,855	1,670		185
OFFICE SUPPLIES	503	453		50
PAYROLL FEES	562	506		56
MISCELLANEOUS	437	394		43
SEMINARS	3,500	3,150		350
INSURANCE	7,245	6,521		724
PHONE COSTS	1,200	1,080		120
REAL ESTATE TAXES	12,753	12,753		
PROPERTY TAXES	694	694		
INVESTMENT FEES	53,335	53,335		
BROWN ADVISORY UNREALIZED LOSS	29,666			
K-1 BROWN ADVISORY	1,166	1,166		

TY 2011 Other Income Schedule**Name:** Leo M Bernstein Family Foundation

Attn Ami Becker Aronson

EIN: 52-6041822

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Late Fees	565	565	
K-1 Brown Advisory	250	250	

TY 2011 Other Increases Schedule

Name: Leo M Bernstein Family Foundation

Attn Ami Becker Aronson

EIN: 52-6041822

Description	Amount
ASSET CONTRIBUTIONS	20,406

TY 2011 Other Liabilities Schedule

Name: Leo M Bernstein Family Foundation

Attn Ami Becker Aronson

EIN: 52-6041822

Description	Beginning of Year - Book Value	End of Year - Book Value
ASSETS SUBJECT TO CONTRACT CLA	1,874,205	0

**TY 2011 Other Notes/Loans
Receivable Short Schedule**

Name: Leo M Bernstein Family Foundation
Attn Ami Becker Aronson

EIN: 52-6041822

Name of 501(c)(3) Organization	Balance Due
DARREL BATES	100,000
J DRISCOLL	66,630
F&CRABILL INC	93,619
D PITCOCK	455,966
ERASKAUSAS	

TY 2011 Other Professional Fees Schedule**Name:** Leo M Bernstein Family Foundation

Attn Ami Becker Aronson

EIN: 52-6041822

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER FEES	1,117	1,117		
JEWISH FUNDERS NTW	14,197			14,197

TY 2011 Reduction Explanation Statement

Name: Leo M Bernstein Family Foundation

Attn Ami Becker Aronson

EIN: 52-6041822

Explanation: ASSETS SUBJECT TO CONTRACT CLAIMS

TY 2011 Taxes Schedule**Name:** Leo M Bernstein Family Foundation

Attn Ami Becker Aronson

EIN: 52-6041822

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	2,532	2,532		