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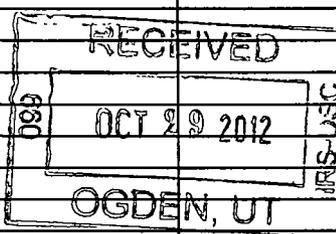


For calendar year 2011 or tax year beginning , 2011, and ending , 20

Name of foundation: CLARK-WINCHCOLE FOUNDATION
A Employer identification number: 52-6058340
B Telephone number: (301) 654-3607
G Check all that apply: Initial return, Final return, Address change
H Check type of organization: Section 501(c)(3) exempt private foundation
I Fair market value of all assets at end of year: \$ 97,293,449
J Accounting method: Cash

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))

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes (cash basis only). Rows include Revenue (1-12) and Operating and Administrative Expenses (13-27).



SCANNED NOV 01 2012 Operating and Administrative Expenses

Part II Balance Sheets		Attached schedule 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		123,997.	102,240.	102,240.
	2	Savings and temporary cash investments		4,487,379.	4,613,413.	4,613,413.
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U.S. and state government obligations (attach schedule), **		834,510.	665,911.	665,911.
	b	Investments - corporate stock (attach schedule) ATCH 11		92,146,917.	85,588,180.	85,588,180.
	c	Investments - corporate bonds (attach schedule) ATCH 12		431,439.	3,612,980.	3,612,980.
	11	Investments - land, buildings, and equipment, basis Less: accumulated depreciation (attach schedule) ▶				
	12	Investments - mortgage loans				
	13	Investments - other (attach schedule) ATCH 13		2,671,979.	2,677,444.	2,677,444.
	14	Land, buildings, and equipment: basis Less: accumulated depreciation (attach schedule) ▶		93,753. 71,516.		ATCH 14 22,237.
15	Other assets (describe ▶ ATCH 15)		21,885.	11,044.	11,044.	
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		100,742,174.	97,293,449.	97,293,449.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)		0	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted		100,742,174.	97,293,449.	
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds					
30	Total net assets or fund balances (see instructions)		100,742,174.	97,293,449.		
31	Total liabilities and net assets/fund balances (see instructions)		100,742,174.	97,293,449.		

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	100,742,174.
2	Enter amount from Part I, line 27a	2	-1,353,914.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	99,388,260.
5	Decreases not included in line 2 (itemize) ▶ ATTACHMENT 16	5	2,094,811.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	97,293,449.

**ATCH 10

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co.)				(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE						
b						
c						
d						
e						
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)			
a						
b						
c						
d						
e						
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))			
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any				
a						
b						
c						
d						
e						
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }				2	2,952,200.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8				3	0	

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	5,102,447.	92,052,598.	0.055430
2009	5,303,094.	83,061,409.	0.063845
2008	6,646,710.	103,182,516.	0.064417
2007	5,138,933.	122,605,474.	0.041914
2006	5,058,669.	114,413,185.	0.044214
2 Total of line 1, column (d)			2 0.269820
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 0.053964
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 99,283,108.
5 Multiply line 4 by line 3			5 5,357,714.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 42,165.
7 Add lines 5 and 6			7 5,399,879.
8 Enter qualifying distributions from Part XII, line 4 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.			8 5,581,572.

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

Table with 11 rows for excise tax calculations. Includes categories like 'Exempt operating foundations', 'Domestic foundations', 'Tax under section 511', 'Credits/Payments', and 'Total credits and payments'. Total amount owed is 98,327.

Part VII-A Statements Regarding Activities

Table with 10 rows of activity statements. Includes questions about political campaigns, tax on political expenditures, and substantial contributors. Includes 'Yes' and 'No' columns.

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)		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)		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	X	
Website address <input type="checkbox"/> NONE			
14	The books are in care of <input type="checkbox"/> THE FOUNDATION Telephone no <input type="checkbox"/> 301-654-3607		
	Located at <input type="checkbox"/> 3 BETHESDA METRO CTR STE 550 BETHESDA, MD ZIP + 4 <input type="checkbox"/> 20814-5358		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/>		
	and enter the amount of tax-exempt interest received or accrued during the year <input type="checkbox"/> 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <input type="checkbox"/>	Yes	No
			X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <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 checked="" type="checkbox"/> Yes <input 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 <input type="checkbox"/>	1b	X
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	If "Yes," list the years <input type="checkbox"/>		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <input type="checkbox"/>		
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	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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

9a 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)? Yes No

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

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? Yes No

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 17		250,000.	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
ATTACHMENT 18		93,000.	0	3,240.

Total number of other employees paid over \$50,000

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATTACHMENT 19		669,856.

Total number of others receiving over \$50,000 for professional services ▶

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities	1a	96,308,416.
b	Average of monthly cash balances	1b	4,475,573.
c	Fair market value of all other assets (see instructions)	1c	11,044.
d	Total (add lines 1a, b, and c)	1d	100,795,033.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	100,795,033.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,511,925.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	99,283,108.
6	Minimum investment return. Enter 5% of line 5	6	4,964,155.

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	4,964,155.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	42,165.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	42,165.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	4,921,990.
4	Recoveries of amounts treated as qualifying distributions	4	50,000.
5	Add lines 3 and 4	5	4,971,990.
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	4,971,990.

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	5,581,572.
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	5,581,572.
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	42,165.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	5,539,407.

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				4,971,990.
2 Undistributed Income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years: 20 09, 20 08, 20 07				
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008			866,790.	
d From 2009			1,168,174.	
e From 2010			565,403.	
f Total of lines 3a through e	2,600,367.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 5,581,572.				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions).				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				4,971,990.
e Remaining amount distributed out of corpus	609,582.			
5 Excess distributions carryover applied to 2011 . (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	3,209,949.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount - see instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	3,209,949.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008			866,790.	
c Excess from 2009			1,168,174.	
d Excess from 2010			565,403.	
e Excess from 2011			609,582.	

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 1) NOT APPLICABLE

1 a 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)

Table with 5 main columns: (a) 2011, (b) 2010, (c) 2009, (d) 2008, (e) Total. Rows include 2a-e (Qualifying distributions) and 3a-c (Alternative tests).

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

Check here [] 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:

ATTACHMENT 20

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

SEE ATTACHMENT 20

c Any submission deadlines:

SEE ATTACHMENT 20

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

SEE ATTACHMENT 20

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
<p>a Paid during the year</p> <p>ATTACHMENT 21</p>				
Total				5,251,725.
b Approved for future payment				
Total				3b

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

- 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... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash (2) Other assets b Other transactions: (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule.

Table with 2 columns: Yes, No. Rows for 1a(1), 1a(2), 1b(1), 1b(2), 1b(3), 1b(4), 1b(5), 1b(6), 1c.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains 'N/A'.

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

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Row 1 contains 'N/A'.

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

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

Paid Preparer Use Only Print/Type preparer's name W. CRAIG THOMPSON Preparer's signature Date 10/18/12 Check self-employed if PTIN P00295094 Firm's name RUSSELL, EVANS & THOMPSON, PLLC Firm's EIN 54-1341318 Firm's address 299 HERNDON PARKWAY, SUITE 206 HERNDON, VA 20170-4467 Phone no 703-478-0320

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					36,605.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					-17,510.	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					20,381.	
25690617.		PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES 22904407.				P	VARIOUS 2,786,210.	VARIOUS
126,514.		CLASS ACTION SETTLEMENTS REC'D PROPERTY TYPE: SECURITIES				P	VARIOUS 126,514.	VARIOUS
TOTAL GAIN(LOSS)							<u>2,952,200.</u>	

ATTACHMENT 1

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
TAXABLE INTEREST	112,740.	112,740.
TAX-EXEMPT INTEREST	2.	
TOTAL	<u>112,742.</u>	<u>112,740.</u>

ATTACHMENT 2

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INTEREST AND DIVIDENDS, ALL ACCOUNTS	2,009,670.	2,009,670.
TOTAL	<u>2,009,670.</u>	<u>2,009,670.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ORDINARY LOSS, K-1 PASS THROUGH RETURN OF UNEXPENDED 2008 GRANT	-9,914. 50,000.	-9,914.
TOTALS	<u>40,086.</u>	<u>-9,914.</u>

ATTACHMENT 4

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
SCRIBNER, HALL & THOMPSON, LLP SEE ATTCH 17	9,613.	4,807.		4,806.
TOTALS	<u>9,613.</u>	<u>4,807.</u>		<u>4,806.</u>

ATTACHMENT 5

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
RUSSELL, EVANS & THOMPSON, PLLC SEE ATTCH 17	75,582.	37,791.		37,791.
TOTALS	<u>75,582.</u>	<u>37,791.</u>		<u>37,791.</u>

FORM 990PE, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
SPENCER, FARR MILLER, INV ADV	261,819.	261,819.
FARR, MILLER INV ADV FEE	134,563.	134,563.
BROWN INVESTMENT ADVISORY	197,892.	197,892.
CHEVY CHASE TRUST FIDUC FEE	5,991.	5,991.
WACHOVIA BANK FIDUCIARY FEE	23,275.	23,275.
INVESTMENT PORTFOLIO EXPENSES	2,049.	2,049.
MGMT & OTHER FEES, K-1 PTE	23,650.	23,650.
TOTALS	<u>649,239.</u>	<u>649,239.</u>

FORM 990PF, PART I - INTEREST EXPENSE

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVEST INT, K-1 PASS-THROUGH	330.	330.
TOTALS	<u>330.</u>	<u>330.</u>

ATTACHMENT 8

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
PAYROLL TAXES	7,115.		7,115.
FOREIGN TAXES WITHHELD	21,768.	21,768.	
EXCISE TAX ON INVESTMENT	37,000.		
TOTALS	<u>65,883.</u>	<u>21,768.</u>	<u>7,115.</u>

ATTACHMENT 9FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
COPIER LEASE	315.	158.	157.
POSTAGE METER LEASE	772.	386.	386.
OFFICE SUPPLIES	1,413.	707.	706.
PARKING	3,240.		3,240.
TELEPHONE	4,645.	2,323.	2,322.
COMPUTER REPAIR & MAINTENANCE	498.	249.	249.
INSURANCE	7,317.	3,659.	3,658.
POSTAGE	400.	200.	200.
ANNUAL REPORT	806.	403.	403.
BANK SERVICE CHARGES	374.	374.	
MISCELLANEOUS	486.	243.	243.
TOTALS	<u>20,266.</u>	<u>8,702.</u>	<u>11,564.</u>

CLARK-WINCHCOLE FOUNDATION

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

ATTACHMENT 10

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
U.S. GOVERNMENT OBLIGATIONS	639,459.	639,459.
US OBLIGATIONS TOTAL	<u>639,459.</u>	<u>639,459.</u>
STATE/MUNICIPAL OBLIGATIONS	26,452.	26,452.
STATE OBLIGATIONS TOTAL	<u>26,452.</u>	<u>26,452.</u>
US AND STATE OBLIGATIONS TOTAL	<u>665,911.</u>	<u>665,911.</u>

CLARK-WINCHCOLE FOUNDATION

ATTACHMENT 11

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
CORP STOCK - SEE SCHEDULE 11A	85,588,180.	85,588,180.
TOTALS	<u>85,588,180.</u>	<u>85,588,180.</u>

EIN: 52-6058340

CLARK WINCHCOLE FOUNDATION
PART II, BALANCE SHEETS, LINES 10b AND 10c
INVESTMENT SUMMARY ATTACHMENTS 11 AND 12
DECEMBER 31, 2011

STATEMENT ATTACHED		FAIR MARKET VALUE	
NAME	ACCOUNT #	STOCKS	CORP BONDS
Wells Fargo	XXXXXX1835	41,321,685	3,224,685
Chevy Chase	XXXX0111	22,178,921	-
Brown Advisory	XX-XXX-01-5	4,141,818	388,295
Brown Advisory	XX-XXX-02-3	6,917,836	-
Brown Advisory	XX-XXX-03-1	1,750,029	-
Brown Advisory	XX-XXX-04-9	1,194,868	-
Brown Advisory	XX-XXX-05-6	6,942,321	-
Brown Advisory	XX-XXX-60-1	1,140,702	-
TOTALS		85,588,180	3,612,980

ATTCH 11 ATTCH 12

ATTACHMENT 11A
SUMMARY

Clark-Winchcole Foundation
 EIN: 52-6058340
 Account #XXXXXXXX1835
 December 31, 2011

ASSET DETAIL

ASSET DESCRIPTION	PAR VALUE	PRICE	MARKET VALUE AS OF 12/31/11	COST BASIS	UNREALIZED GAIN/LOSS	YIELD TO MATURITY	ACCUMULATED INCOME
Fixed Income							
CORPORATE OBLIGATIONS							
GOLDMAN SCSHS CAPITAL II DTD 05/15/07 06/01/2043 CUSIP: 381427AA1 MOODY'S RATING: BAA2 STANDARD & POOR'S RATING: BB+	1,500,000.000	\$61.500	\$922,500.00	\$1,305,000.00	-\$382,500.00	9.74%	\$7,241.25
USB CAP IX DTD 03/17/06 6.189 10/29/2049 CUSIP: 91731KAAB MOODY'S RATING: A3 STANDARD & POOR'S RATING: BBB+	1,500,000.000	69.729	1,045,935.00	1,065,000.00	-19,065.00	9.02	19,598.50
WACHOVIA CAPITAL TRUST I DTD 02/01/06 03/29/2049 CUSIP: 92978AAA0 MOODY'S RATING: BAA3 STANDARD & POOR'S RATING: BBB+	1,500,000.000	83.750	1,256,250.00	1,314,375.00	-58,125.00	6.77	24,599.73
Total Corporate Obligations			\$3,224,685.00	\$3,684,375.00	-\$459,690.00		\$51,439.48
Less Return of Capital Adjustment			-	(735.00)	735.00		
Total Corp Bonds, Adjusted			3,224,685.00	3,683,640.00	-458,955.00		

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/11	COST BASIS	UNREALIZED GAIN/LOSS	CURRENT YIELD	ACCUMULATED INCOME
Equities							
CONSUMER DISCRETIONARY TIME WARNER CABLE INC SYMBOL: TWC CUSIP: 887321207	15,000.000	\$63.570	\$953,550.00	\$482,548.50	\$471,001.50	3.02%	\$0.00
Total Consumer Discretionary			\$953,550.00	\$482,548.50	\$471,001.50	3.02%	\$0.00

Clark-Winchcole Foundation
 EIN: 52-6058340
 Account #XXXXXXXX1835
 December 31, 2011

ASSET DETAIL

Asset Description	Quantity	Price	Market Value As of 12/31/11	Cost Basis	Unrealized Gain/Loss	Current Yield	Accrued Income
Equities (continued)							
CONSUMER STAPLES							
COCA COLA CO SYMBOL: KO CUSIP: 191216100	35,000,000	\$69.970	\$2,448,950.00	\$1,516,274.50	\$932,675.50	2.69%	\$0.00
CVS/CAREMARK CORPORATION SYMBOL: CVS CUSIP: 126650100	30,000,000	40.780	1,223,400.00	939,657.00	283,743.00	1.59	0.00
DR PEPPER SNAPPLE GROUP INC SYMBOL: DPS CUSIP: 26138E109	42,000,000	39.480	1,658,160.00	1,074,365.10	583,794.90	3.24	13,440.00
PROCTER & GAMBLE CO SYMBOL: PG CUSIP: 742718109	25,000,000	66.710	1,667,750.00	1,338,547.50	329,202.50	3.15	0.00
SYSCO CORP SYMBOL: SYY CUSIP: 871829107	50,000,000	29.330	1,466,500.00	1,518,125.00	-51,625.00	3.68	0.00
Total Consumer Staples			\$8,464,760.00	\$6,386,969.10	\$2,077,790.90	2.90%	\$13,440.00
ENERGY							
CHEVRON CORP SYMBOL: CVX CUSIP: 166764100	15,000,000	\$106.400	\$1,596,000.00	\$116,680.47	\$1,479,319.53	3.04%	\$0.00
EXXON MOBIL CORPORATION SYMBOL: XOM CUSIP: 30231G102	25,000,000	84.760	2,119,000.00	1,027,870.00	1,091,130.00	2.22	0.00
Total Energy			\$3,715,000.00	\$1,144,550.47	\$2,570,449.53	2.57%	\$0.00
FINANCIALS							
BERKSHIRE HATHAWAY INC DEL CLASS A COM SYMBOL: BRKA CUSIP: 084670108	10,000	\$114,755.000	\$1,147,550.00	\$742,397.00	\$405,153.00	0.00%	\$0.00
Total Financials			\$1,147,550.00	\$742,397.00	\$405,153.00	0.00%	\$0.00

Clark-Winchcole Foundation
 EIN: 52-6058340
 Account #XXXXXXXX1835
 December 31, 2011

ASSET DETAIL

ASSET DESCRIPTION	Quantity	Price	Market Value as of 12/31/11	Cost Basis	Unrealized Gain/Loss	Current Yield	Accrued Income
Equities (continued)							
HEALTH CARE							
BRISTOL MYERS SQUIBB CO SYMBOL: BMY CUSIP: 110122108	40,000.000	\$35.240	\$1,409,600.00	\$219,668.91	\$1,189,931.09	3.86%	\$0.00
JOHNSON & JOHNSON SYMBOL: JNJ CUSIP: 478160104	25,000.000	65.580	1,639,500.00	1,611,172.50	28,327.50	3.48	0.00
LABORATORY CORP OF AMER HLDGS SYMBOL: LH CUSIP: 50540R409	15,000.000	85.970	1,289,550.00	1,060,950.00	228,600.00	0.00	0.00
Pfizer Inc SYMBOL: PFE CUSIP: 717081103	70,000.000	21.640	1,514,800.00	2,184,825.00	- 670,025.00	4.07	0.00
Total Health Care			\$5,853,450.00	\$5,076,616.41	\$776,833.59	2.96%	\$0.00
INDUSTRIALS							
UNITED PARCEL SERVICE-CL B SYMBOL: UPS CUSIP: 911312106	20,000.000	\$73.190	\$1,463,800.00	\$1,497,918.00	-\$34,118.00	2.84%	\$0.00
3M CO COM SYMBOL: MMM CUSIP: 88579Y101	20,000.000	81.730	1,634,600.00	1,526,982.00	107,618.00	2.69	0.00
Total Industrials			\$3,098,400.00	\$3,024,900.00	\$73,500.00	2.76%	\$0.00
INFORMATION TECHNOLOGY							
CISCO SYSTEMS INC SYMBOL: CSCO CUSIP: 17275R102	60,000.000	\$18.080	\$1,084,800.00	\$1,074,313.00	\$10,487.00	1.33%	\$0.00
INTEL CORP COMIM SYMBOL: INTC CUSIP: 458140100	50,000.000	24.250	1,212,500.00	1,102,050.00	110,450.00	3.46	0.00
INTERNATIONAL BUSINESS MACHS CORP COM SYMBOL: IBM CUSIP: 459200101	17,000.000	183.880	3,125,960.00	1,438,457.80	1,687,502.20	1.63	0.00
MICROSOFT CORP SYMBOL: MSFT CUSIP: 594918104	50,000.000	25.960	1,298,000.00	1,228,000.00	70,000.00	3.08	0.00
Total Information Technology			\$6,721,260.00	\$4,942,820.80	\$1,778,439.20	2.19%	\$0.00

Clark-Winchcole Foundation
 EIN: 52-6058340
 Account #XXXXXXXX1835
 December 31, 2011

ASSET DETAIL

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/11	COST BASIS	UNREALIZED GAIN/LOSS	CURRENT YIELD	ACCUMULATED INCOME
Equities (continued)							
MATERIALS							
COMPASS MINERALS INTL INC COM SYMBOL: CMP CUSIP: 20451N101	10,000,000	\$68.850	\$688,500.00	\$727,634.00	-\$39,134.00	2.61%	\$0.00
Total Materials			\$688,500.00	\$727,634.00	-\$39,134.00	2.61%	\$0.00
TELECOMMUNICATION SERVICES							
FRONTIER COMMUNICATIONS CORPORATION SYMBOL: FTR CUSIP: 35906A108	8,401,000	\$5.150	\$43,265.15	\$82,427.91	-\$39,162.76	14.56%	\$0.00
VERIZON COMMUNICATIONS SYMBOL: VZ CUSIP: 92343V104	35,000,000	40.120	1,404,200.00	1,291,771.64	112,428.36	4.98	0.00
Total Telecommunication Services			\$1,447,465.15	\$1,374,199.55	\$73,265.60	5.27%	\$0.00
UTILITIES							
ALLIANT ENERGY CORPORATION SYMBOL: LNT CUSIP: 018802108	40,000,000	\$44.110	\$1,764,400.00	\$1,096,120.40	\$668,279.60	3.85%	\$0.00
XCEL ENERGY INC COM SYMBOL: XEL CUSIP: 98389B100	75,000,000	27.640	2,073,000.00	1,512,810.00	560,190.00	3.76	19,500.00
Total Utilities			\$3,837,400.00	\$2,608,930.40	\$1,228,469.60	3.90%	\$19,500.00
INTERNATIONAL EQUITIES							
ACCENTURE PLC CUSIP: G1151C101	30,000,000	\$53.230	\$1,596,900.00	\$1,246,659.00	\$350,241.00	2.54%	\$0.00
SCHLUMBERGER LTD CUSIP: 806857108	20,000,000	68.310	1,366,200.00	726,372.00	639,828.00	1.46	5,000.00
Total International Equities			\$2,963,100.00	\$1,973,031.00	\$990,069.00	2.04%	\$5,000.00

Clark-Winchcole Foundation
 EIN: 52-6058340
 Account #XXXXXX1835
 December 31, 2011

ASSET DETAIL

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/11	COST BASIS	UNREALIZED GAIN/LOSS	CURRENT YIELD	ACCOUNT BALANCE
Real Assets							
REAL ESTATE INVESTMENT TRUSTS (REITS)							
BRANDYWINE RLTY TR BD SYMBOL: BDN CUSIP: 105368203	60,000,000	\$9.500	\$570,000.00	\$938,525.41	-\$368,525.41	6.32%	\$0.00
FIRST INDL RLTY TR INC COM SYMBOL: FR CUSIP: 32054K103	75,000,000	10.230	767,250.00	1,349,115.56	-581,865.56	0.00	0.00
WASHINGTON REAL ESTATE INVT TR SH BEN INT SYMBOL: WRE CUSIP: 939653101	40,000,000	27.350	1,094,000.00	1,450,715.20	-356,715.20	6.34	0.00
Total Real Estate Investment Trusts (Reits)			\$2,431,250.00	\$3,738,356.17	-\$1,307,106.17	4.34%	\$0.00

	ACCOUNT VALUE AS OF 12/31/11	COST BASIS	UNREALIZED GAIN/LOSS
Total Equities	\$41,321,685.00	\$32,122,953.00	\$9,198,732.00
Less: Return of Capital Adjustment	-	(30,006.00)	30,006.00
Total Equities, Adjusted	<u>\$41,321,685.00</u>	<u>\$32,092,947.00</u>	<u>\$9,228,738.00</u>

The Clark-Winchcole Foundation

EIN: 52-6058340

Account: XXXX0111

LIST OF ASSETS

Page 1 of 3

AS OF 12/31/11

PAR VALUE OR SHARES	ASSET DESCRIPTION	FEDERAL TAX COST	MARKET VALUE	MARKET PRICE	ACCRUED INCOME
COMMON EQUITY SECURITIES					
9,005.0000	ABBOTT LABS INC	438,546.21	506,351.15	56.230	0
7,880.0000	ACCENTURE PLC CL A	328,685.52	419,452.40	53.230	0
6,020.0000	CELGENE CORP	205,558.17	406,952.00	67.600	0
4,710.0000	CHEVRON CORPORATION	494,694.51	501,144.00	106.400	0
40,725.0000	CISCO SYSTEMS INC	879,350.22	736,308.00	18.080	0
7,205.0000	COLGATE-PALMOLIVE	332,008.56	665,669.95	92.390	0
25,965.0000	CVS CAREMARK CORP	830,838.07	1,058,852.70	40.780	0
13,315.0000	DANAHER CORP	517,279.15	626,337.60	47.040	333
8,750.0000	DONALDSON INC	432,402.50	595,700.00	68.080	0
11,690.0000	EXXON MOBIL CORPORATION	862,589.09	990,844.40	84.760	0
4,975.0000	FEDEX CORPORATION	472,388.69	415,462.25	83.510	647
6,140.0000	GOLDMAN SACHS GROUP INC	929,188.46	555,240.20	90.430	0
1,430.0000	GOOGLE INC-CL A	832,432.65	923,637.00	645.900	0

The Clark-Winchcole Foundation

EIN: 52-6058340

Account: XXXX0111

LIST OF ASSETS

AS OF 12/31/11

Page 2 of 3

<u>PAR VALUE OR SHARES</u>	<u>ASSET DESCRIPTION</u>	<u>FEDERAL TAX COST</u>	<u>MARKET VALUE</u>	<u>MARKET PRICE</u>	<u>ACCRUED INCOME</u>
13,905.0000	JOHNSON & JOHNSON	896,319.35	911,889.90	65.580	0
22,335.0000	JP MORGAN CHASE & CO	742,047.40	742,638.75	33.250	0
20,940.0000	LOWES COS INC COM	454,234.67	531,457.20	25.380	0
24,065.0000	MEDTRONIC	1,138,708.84	920,486.25	38.250	0
38,615.0000	MICROSOFT CORP	846,503.52	1,002,445.40	25.960	0
10,470.0000	MONSANTO CO NEW	670,477.73	733,632.90	70.070	0
18,400.0000	NETAPP INC	820,564.46	667,368.00	36.270	0
11,585.0000	O'REILLY AUTOMOTIVE INC	378,234.87	926,220.75	79.950	0
22,320.0000	PATTERSON COS INC	740,735.92	658,886.40	29.520	0
14,290.0000	PAYCHEX INC COM	444,738.50	430,271.90	30.110	0
11,920.0000	PEPSICO INC	609,545.32	790,892.00	66.350	6,139
6,925.0000	PROCTER & GAMBLE COMPANY	403,503.67	461,966.75	66.710	0
12,495.0000	QUALCOMM INC	488,525.09	683,476.50	54.700	0
10,590.0000	ROCKWELL COLLINS	510,657.25	586,368.30	55.370	0
9,895.0000	SCHLUMBERGER LTD	610,468.42	675,927.45	68.310	2,474
28,740.0000	STAPLES INC	642,271.62	399,198.60	13.890	2,874
11,795.0000	STRYKER CORP COM	496,764.80	586,329.45	49.710	2,506

The Clark-Winchcole Foundation
 EIN: 52-6058340
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LIST OF ASSETS
 AS OF 12/31/11

Page 3 of 3

PAR VALUE OR SHARES	ASSET DESCRIPTION	FEDERAL TAX COST	MARKET VALUE	MARKET PRICE	ACCRUED INCOME
11,100.0000	UNITED TECHNOLOGIES CORP	696,717.03	811,299.00	73.090	0
10,870.0000	WALMART STORES INC	553,873.24	649,591.20	59.760	3,968
10,280.0000	YUM! BRANDS INC	442,985.76	606,622.80	59.010	0
TOTAL COMMON EQUITY SECURITIES		<u>20,143,839.26</u>	<u>22,178,921.15</u>		<u>18,940</u>

The Clark-Winchcole Foundation
 EIN: 52-6058340
 Account: XX-XXX-01-5
 12/31/11

ASSET DETAIL

Corporate Bonds

30,000.000	Berkley 5.875 02/15/2013	30,869.70 102.8990	30,583.80 101.95	285.90 1,762.50	0.3 5.71
10,000.000	Manuf Traders Trust Co Ser 144A 04/01/2013 Var	9,900.50 99.0050	9,975.00 99.75	- 74.50 187.21	0.1 1.89
30,000.000	lcl Wilmington 5.625 12/01/2013	31,764.00 105.6800	29,627.98 98.76	2,136.02 1,687.50	0.3 5.31
10,000.000	Jpmorgan Chase Co Medium Term Note 01/24/2014 Var	9,848.60 98.4860	10,034.30 100.34	- 185.70 105.30	0.1 1.07
15,000.000	Goldman Sachs Group Inc 02/07/2014 Var	14,020.50 93.4700	15,017.39 100.12	- 996.89 182.35	0.1 1.37
30,000.000	Charles Schwab Corp 4.950 08/01/2014	32,512.20 108.3740	30,091.22 100.30	2,420.98 1,485.00	0.3 4.57

The Clark-Winchcole Foundation
 EIN: 52-6058340
 Account: XX-XXX-01-5
 12/31/11

ASSET DETAIL

Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
35,000.000	Consolidated Nat Gas Co 5.000 12/01/2014	38,355.45 109.5870	36,020.33 102.92	2,335.12 1,750.00	0.4 4.56
15,000.000	General Elec Cap Corp Medium Term Note 2.500 08/11/2015	14,299.65 95.3310	14,962.50 99.75	-662.85 375.00	0.1 2.62
30,000.000	Oneok Partners 6.150 10/01/2016	34,449.30 114.8310	31,685.05 105.65	2,754.25 1,845.00	0.4 5.36
60,000.000	Bank Of America Corp Medium Term Note 4.000 03/23/2017	58,462.20 97.4370	60,000.00 100.00	-1,537.80 1,325.40	0.6 2.27
30,000.000	Starbucks Corp 6.250 08/15/2017	35,618.70 118.7290	33,789.11 112.63	1,829.59 1,875.00	0.4 5.26
30,000.000	Duke Capital Corp Sr Nts Ser B 6.750 07/15/2016	33,777.00 112.5900	28,408.30 94.69	5,368.70 2,025.00	0.4 5.99
10,000.000	Home Depot Inc 4.400 04/01/2021	11,274.60 112.7460	9,998.40 99.98	1,276.20 440.00	0.1 3.90
Total Corporate Bonds		\$355,152.40	\$340,203.38	\$14,949.02 \$15,055.26	3.7
Foreign Bonds					
30,000.000	America Movil Sab De Cv 5.000 03/30/2020	33,143.10 110.4770	31,680.00 105.60	1,463.10 1,500.00	0.3 4.53
Total Foreign Bonds		\$33,143.10	\$31,680.00	\$1,463.10 \$1,500.00	0.3
Total Corp Bonds		\$388,295	\$371,883	\$16,412	

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ASSET DETAIL

Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
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Stocks

Common Stocks

4,800.000	Golub Capital Bdc Inc GBDC	74,400.00 15.5000	75,577.83 15.75	- 1,177.83 6,144.00	0.8 8.28
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Equity Funds

51,947.536	Brown Adv Small Cap Fnd Val I BIAUX	753,239.27 14.5000	835,159.60 16.08	- 81,920.33 8,934.98	7.9 1.19
123,946.635	Laudus Mondrian Emg Mkt Ins LEMNX	1,025,038.67 8.2700	913,004.75 7.37	112,033.92 14,501.76	10.7 1.41
14,709.230	Oakmark Intl Small Cap Cl I OAKEX	176,363.67 11.9800	200,039.71 13.60	- 23,676.04 220.64	1.8 0.13
46,765.000	Ubs Ag Jersey E Tracs Bloomberg Crnd	1,008,122.46 21.5572	1,040,541.10 22.25	- 32,418.64 0.00	10.5 0.00
217,581.128	Wasatch Fds Inc WAEMX	480,810.09 2.2100	550,000.00 2.53	- 69,189.91 0.02	5.0 0.00

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ASSET DETAIL

Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
Total Equity Funds		\$3,443,674.16	\$3,538,748.16	-\$95,171.00 \$23,657.40	36.0
Balanced Funds					
23,295.123	Fpa Crescent Portfolio Cl I FPACX	623,843.39 26.7800	610,758.47 26.22	13,084.92 9,783.95	6.5 1.57
Total Balanced Funds		\$623,843.39	\$610,758.47	\$13,084.92 \$9,783.95	6.5
Total Stocks		\$4,141,818.00	\$4,225,082.00	-\$83,264.00	

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Stocks

Common Stocks

7,420.000	American Eagle Outfitters Inc AEO	113,451.80 15.2800	88,308.14 11.90	25,145.66 3,264.80	1.6 2.88
3,040.000	American Express Co AXP	143,388.80 47.1700	49,220.45 18.19	94,178.35 2,188.80	2.0 1.53
475.000	Apple Inc AAPL	192,375.00 405.0000	183,095.65 343.36	29,279.35 0.00	2.7 0.00
3,890.000	Becton Dickinson And Co BDX	290,660.80 74.7200	265,488.65 68.25	25,172.15 7,002.00	4.0 2.41
5,105.000	Ca Inc CA	103,197.58 20.2150	95,591.63 18.73	7,605.95 1,021.00	1.4 0.99
2,840.000	Chubb Corporation CB	198,584.80 69.2200	116,819.48 41.13	79,765.32 4,430.40	2.7 2.25
1,455.000	Deere & Co DE	112,544.25 77.3500	101,932.51 70.06	10,611.74 2,388.20	1.6 2.12

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ASSET DETAIL (continued)

Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
9,535.000	Dell Inc DELL	139,497.05 14.6300	117,819.50 12.38	21,677.55 0.00	1.9 0.00
5,870.000	Du Pont E I De Nemours & Co DD	268,728.60 45.7800	180,002.81 30.67	88,725.79 9,626.80	3.7 3.58
2,640.000	Emerson Elec Co EMR	122,997.60 46.5900	124,245.27 47.08	- 1,247.67 4,224.00	1.7 3.43
3,984.000	Fluor Corp FLR	200,196.00 50.2500	230,000.64 57.73	- 29,804.64 1,992.00	2.8 0.99
4,265.000	Freeport McMoran Copper Gold FCX	156,909.35 36.7900	154,713.64 36.28	2,195.71 4,285.00	2.2 2.72
6,155.000	Guess Inc GES	183,542.10 29.8200	236,209.34 38.38	- 52,667.24 4,924.00	2.8 2.68
4,710.000	Harris Corp Del HRS	169,748.40 36.0400	162,343.53 34.47	7,404.87 5,275.20	2.4 3.11
5,210.000	Illinois Tool Works ITW	243,359.10 46.7100	248,798.17 47.75	- 5,439.07 7,502.40	3.4 3.08
4,595.000	Loews Corp L	173,001.75 37.6500	194,787.28 42.39	- 21,785.53 1,148.75	2.4 0.66
6,585.000	Lowes Co Inc LOW	167,127.30 25.3800	142,887.28 21.70	24,240.02 3,687.60	2.3 2.21
1,480.000	M T Bank Corp MTB	112,983.20 76.3400	107,586.56 72.69	5,396.64 4,144.00	1.6 3.67
2,360.000	McCormick Co Inc MKC	118,991.20 50.4200	90,922.22 38.53	28,068.98 2,926.40	1.7 2.46

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ASSET DETAIL (continued)

Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
9,315.000	Merck And Co Inc New MRK	351,175.50 37.7000	290,916.44 31.23	60,259.06 15,649.20	4.9 4.46
3,690.000	Microchip Technology Inc MCHP	135,164.70 36.6300	113,912.34 30.87	21,252.36 5,136.48	1.9 3.80
12,035.000	Microsoft Corp MSFT	312,428.60 25.9600	283,868.83 23.59	28,559.77 9,628.00	4.3 3.08
2,505.000	National Oilwell Varco Inc NOV	170,314.95 67.9900	142,758.03 56.99	27,556.92 1,202.40	2.4 0.71
1,860.000	Netapp Inc NTAP	67,462.20 36.2700	66,481.05 35.74	981.15 0.00	0.9 0.00
4,530.000	Northern Tr Corp NTRS	179,659.80 39.6600	226,604.27 50.02	- 46,944.47 5,073.80	2.5 2.82
2,135.000	Occidental Petroleum Corporation OXY	200,049.50 93.7000	170,362.41 79.80	29,687.09 3,928.40	2.8 1.96
6,720.000	Oracle Corporation ORCL	172,368.00 25.6500	195,514.25 29.09	- 23,146.25 1,612.80	2.4 0.94
3,135.000	PepsiCo Inc PEP	208,007.25 66.3500	203,956.94 65.06	4,050.31 6,458.10	2.9 3.10
4,595.000	Qualcomm Inc QCOM	251,346.50 54.7000	176,070.32 38.32	75,276.18 3,951.70	3.5 1.57
6,905.000	Southwestern Energy Co SWN	220,545.70 31.9400	231,595.18 33.54	- 11,049.48 0.00	3.1 0.00
2,455.000	T Rowe Price Group Inc TROW	139,812.25 56.9500	119,601.03 48.72	20,211.22 3,044.20	1.9 2.16

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Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
6,730.000	US Bancorp USB	182,048.50 27.0500	159,882.14 23.78	22,164.36 3,385.00	2.5 1.85
2,845.000	3M Co MMM	232,521.85 81.7300	204,571.07 71.91	27,950.78 6,259.00	3.2 2.69
Total Common Stocks		\$6,032,195.98	\$5,458,865.05	\$575,330.83 \$135,318.23	83.9
Foreign Stocks					
2,680.000	Ace Ltd ACE	187,921.80 70.1200	132,102.30 49.29	55,819.30 5,038.40	2.8 2.68
2,000.000	Diageo Plc Sponsored A D R Repatg 4 Ord Shs DEO	174,840.00 87.4200	166,010.43 83.01	8,829.57 5,190.00	2.4 2.97
4,980.000	Novartis Ag A D R Repatg 1 Ord Sh NVS	284,706.60 57.1700	286,851.89 57.80	- 2,145.29 9,984.90	4.0 3.51
4,660.000	Total SA A D R Repatg 0.5 Ord Sh TOT	238,172.60 51.1100	238,243.67 51.13	- 71.07 12,558.70	3.3 5.27
Total Foreign Stocks		\$885,640.80	\$823,208.29	\$62,432.51 \$32,772.00	12.3
Total Stocks		\$6,917,836.78	\$6,280,073.34	\$637,763.44 \$168,090.23	96.2
Less Return of Capital Adjustment		-	(\$2,039.00)	92,039.00	
Total Stocks, Adjusted		\$6,917,836.00	\$6,278,034.00	\$ 639,802.00	

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Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
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Stocks

Common Stocks

772.000	Actuant Corporalton ATU	17,518.88 22.6900	15,530.30 20.12	1,988.38 30.88	1.0 0.18
570.000	Acuity Brands Inc AYI	30,210.00 53.0000	28,598.48 48.66	3,611.52 296.40	1.7 0.98
259.000	American Science & Engineering Inc ASEI	17,840.49 68.1100	21,865.48 84.42	-4,224.97 518.00	1.0 2.94
751.000	Ann Inc ANN	18,609.78 24.7800	12,849.83 17.11	5,760.15 0.00	1.1 0.00
341.000	Ansys Inc ANSS	19,532.48 57.2800	14,122.30 41.41	5,410.18 0.00	1.1 0.00

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Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
3,359.000	Applied Micro Circuits Corp AMCC	22,572.48 6.7200	27,208.65 8.10	- 4,636.17 0.00	1.3 0.00
561.000	Ascent Capital Group Inc A ASCPA	28,453.92 50.7200	21,721.70 38.72	6,732.22 0.00	1.6 0.00
144.000	Carbo Ceramics Inc CRR	17,759.52 123.3300	15,504.18 107.67	2,255.34 138.24	1.0 0.78
716.000	Cavium Inc CAVM	20,355.88 28.4300	21,249.15 29.68	- 893.27 0.00	1.1 0.00
517.000	Commvault Systems Inc CVLT	22,086.24 42.7200	8,149.22 15.76	13,937.02 0.00	1.2 0.00
504.000	Concur Technologies Inc CNQR	25,598.16 50.7900	18,412.32 36.53	7,185.84 0.00	1.4 0.00
398.000	Costar Group Inc CSGP	26,558.54 66.7300	21,687.76 54.49	4,870.78 0.00	1.5 0.00
1,437.000	Covance Inc CVD	65,699.64 45.7200	55,392.41 38.55	10,307.23 0.00	3.7 0.00
4,093.000	Demandtec Inc DMAN	53,904.81 13.1700	42,770.81 10.45	11,134.00 0.00	3.0 0.00
306.000	Dril Quip Inc DRQ	20,140.92 65.8200	13,770.76 45.00	6,370.16 0.00	1.1 0.00
182.000	Factset Research Systems Inc FDS	15,884.86 87.2800	8,235.37 45.25	7,649.59 196.56	0.9 1.24
1,388.000	Gamestop Corp Cl A GME	33,492.44 24.1300	31,086.47 22.40	2,405.97 0.00	1.9 0.00

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ASSET DETAIL (continued)

Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
519.000	Gardner Denver Inc GDI	39,994.14 77.0600	38,139.73 73.49	1,854.41 103.80	2.3 0.26
1,068.000	Gen Probe Inc GPRO	63,140.16 59.1200	48,676.90 45.58	14,463.26 0.00	3.6 0.00
448.000	Global Payments Inc GPN	21,228.24 47.3800	14,818.76 33.08	6,407.48 35.84	1.2 0.17
1,117.000	Harman International HAR	42,490.68 38.0400	14,427.32 12.92	28,063.36 335.10	2.4 0.79
1,774.000	Hexcel Corp New HXL	42,948.54 24.2100	40,895.81 23.05	2,052.73 0.00	2.4 0.00
848.000	Ilex Corp IEX	31,469.28 37.1100	19,379.00 22.85	12,090.28 576.84	1.8 1.83
321.000	Ilex Labs Inc IDXX	24,704.16 76.9600	11,246.89 35.04	13,457.27 0.00	1.4 0.00
1,298.000	Incyte Corp INCY	19,482.98 15.0100	17,693.70 13.63	1,789.28 0.00	1.1 0.00
448.000	Informatica Corp INFA	16,581.57 36.9300	11,548.63 25.72	5,032.94 0.00	0.9 0.00
953.000	Interactive Intelligence Gro ININ	21,842.76 22.9200	21,115.68 22.16	727.08 0.00	1.2 0.00
2,210.000	Interline Brands Inc IBI	34,409.70 15.5700	27,174.63 12.30	7,235.07 0.00	1.9 0.00
1,887.000	Knight Tranen Inc KNX	29,512.68 15.6400	34,743.39 18.41	-5,230.71 452.88	1.7 1.53

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ASSET DETAIL (continued)

Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
3,032.000	Knology Inc KNOL	43,054.40 14.2000	18,581.93 6.13	24,472.47 0.00	2.4 0.00
1,359.000	Masimo Corp MASI	25,392.92 18.6850	37,352.92 27.49	- 11,960.00 0.00	1.4 0.00
588.000	Maximus Inc MMS	24,313.80 41.3500	20,424.36 34.74	3,889.44 211.68	1.4 0.87
1,695.000	Mercury Computer Sys Inc MRCY	22,528.55 13.2900	27,810.01 16.41	- 5,283.46 0.00	1.3 0.00
1,352.000	Microsemi Corp MSCC	22,648.00 16.7500	30,218.15 22.35	- 7,572.15 0.00	1.3 0.00
378.000	Monro Muffler Brake Inc MNRO	14,862.82 38.7900	13,204.89 34.93	1,457.93 138.08	0.8 0.93
407.000	Msc Intl Direct Co Inc Cl A MSM	29,120.85 71.5500	19,958.43 49.03	9,164.42 407.00	1.8 1.40
1,345.000	National Cinmedia Inc NCMI	16,678.00 12.4000	15,692.29 11.67	985.71 1,183.60	0.9 7.10
488.000	Oceanering International Inc OII	21,588.84 46.1300	5,850.98 12.50	15,737.86 280.80	1.2 1.30
1,831.000	P S S World Med Inc PSSI	44,291.89 24.1900	47,695.37 26.05	- 3,403.48 0.00	2.5 0.00
1,621.000	Pegasystems Inc PEGA	47,657.40 29.4000	41,276.08 25.46	6,381.32 194.52	2.7 0.41
2,178.000	Quanex Bldg Prods Corp NX	32,713.56 15.0200	30,334.37 13.93	2,379.19 348.48	1.8 1.08

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ASSET DETAIL (continued)

Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
1,493.000	Roadrunner Transportation Sy RRTS	21,096.09 14.1300	17,837.04 11.95	3,259.05 0.00	1.2 0.00
672.000	Rockwood Hldgs Inc ROC	26,456.84 39.3700	15,031.37 22.37	11,425.27 0.00	1.5 0.00
139.000	Rac Holdings Inc RRR	2,571.50 18.5000	1,568.65 11.29	1,002.85 0.00	0.1 0.00
755.000	Schein Henry Inc HSIC	48,644.85 64.4300	32,738.71 43.38	15,907.94 0.00	2.7 0.00
617.000	Sothebys Hldgs Inc CIA BID	17,603.01 28.5300	17,701.28 28.69	- 98.27 197.44	1.0 1.12
1,201.000	Successfactors Inc SFSF	47,883.87 39.8700	31,048.95 25.85	16,834.92 0.00	2.7 0.00
370.000	Ultimate Software Group Inc ULTI	24,094.40 65.1200	14,244.96 38.50	9,849.44 0.00	1.4 0.00
335.000	Valmont Inds Inc VMI	30,414.85 90.7900	28,350.73 78.66	4,063.92 241.20	1.7 0.78
524.000	Vitamin Shoppe Inc VSI	20,897.12 39.8800	17,988.00 34.33	2,909.12 0.00	1.2 0.00
895.000	Volcano Corp VOLC	21,292.05 23.7900	16,805.55 18.78	4,486.50 0.00	1.2 0.00
1,439.000	Volterra Semiconductor Corp VLTR	38,852.79 25.6100	17,549.70 12.20	19,303.09 0.00	2.1 0.00
933.000	Waste Connections Inc WCN	30,919.82 33.1400	15,059.52 16.14	15,860.10 335.88	1.7 1.09

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ASSET DETAIL (continued)

Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
2,081.000	World Fuel Svcs Corp INT	87,360.38 41.9800	77,714.11 37.35	9,646.27 312.15	4.9 0.36
Total Common Stocks		\$1,604,553.43	\$1,286,049.58	\$318,503.85 \$6,533.17	90.5
Foreign Stocks					
2,850.000	Exfo Inc EXFO	15,555.50 5.8700	23,965.46 9.04	- 8,409.96 0.00	0.9 0.00
2,191.000	Genpact Limited G	32,755.45 14.9500	32,781.72 14.96	- 26.27 0.00	1.8 0.00
1,075.000	Sodastream International Ltd SODA	35,141.75 32.6900	39,959.63 37.17	- 4,817.88 0.00	2.0 0.00
684.000	Sxc Health Solutions Corp SXC1	37,502.72 56.4800	26,495.32 39.90	11,007.40 0.00	2.1 0.00
1,845.000	U T I Worldwide Inc UTIW	24,520.05 13.2900	24,108.38 13.07	411.67 110.70	1.4 0.45
Total Foreign Stocks		\$145,475.47	\$147,310.51	- \$1,835.04 \$110.70	8.2
Total Stocks		\$1,750,028.90	\$1,433,360.09	\$316,668.81	98.7
Less Return of Capital Adjustment		-	(758.00)	758.00	
Total Stocks, Adjusted		\$1,750,029.00	\$1,432,602.00	\$317,427.00	

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ASSET DETAIL

Stocks

Common Stocks

680.000	A F C Enterprises Inc AFCE	9,996.00 14.7000	3,924.84 5.77	6,071.16 0.00	0.8 0.00
900.000	Adl Worldwide Inc ACIW	25,776.00 28.6400	28,670.58 29.63	- 894.58 0.00	2.0 0.00
1,020.000	Acciom Corp ACXM	12,454.20 12.2100	11,386.65 11.16	1,067.55 0.00	1.0 0.00
310.000	Affiliated Managers Group Inc AMG	29,744.50 95.9500	12,399.42 40.00	17,345.08 0.00	2.3 0.00
1,100.000	American Eagle Outfitters Inc AEO	16,819.00 15.2900	11,775.59 10.71	5,043.41 484.00	1.3 2.88

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Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
200.000	American Public Education APEI	8,656.00 43.2800	7,278.98 36.40	1,377.02 0.00	0.7 0.00
400.000	Ascena Retail Group Inc ASNA	11,888.00 29.7200	9,276.56 23.19	2,611.44 0.00	0.9 0.00
1,000.000	Atlas Air Worldwide Holdings AAWW	38,430.00 38.4300	28,523.69 26.52	11,906.31 0.00	3.0 0.00
700.000	Atmel Corp ATML	5,670.00 8.1000	6,233.71 8.91	-563.71 0.00	0.4 0.00
1,053.000	Boingo Wireless Inc WIFI	9,055.80 8.6000	8,853.47 8.41	202.33 0.00	0.7 0.00
400.000	Bottomline Technologies Del Inc EPAY	9,266.00 23.1700	9,709.03 24.27	-441.03 0.00	0.7 0.00
800.000	Broadridge Financial Solutions Inc BR	18,040.00 22.5500	12,982.99 16.23	5,057.01 512.00	1.4 2.84
4,300.000	Capitalsource Inc CSE	28,810.00 6.7000	23,303.75 5.42	5,506.25 172.00	2.3 0.60
600.000	Cash America Intl Inc CSH	27,978.00 46.6300	15,595.75 25.99	12,382.25 84.00	2.2 0.30
3,980.000	Cbiz Inc CBZ	24,317.80 6.1100	29,528.41 7.42	-5,210.61 0.00	1.9 0.00
2,300.000	Convergys Corp CVG	29,371.00 12.7700	24,079.75 10.47	5,291.25 0.00	2.3 0.00
2,600.000	Cys Investments Inc CYS	34,164.00 13.1400	31,108.75 11.97	3,055.25 5,200.00	2.7 15.22

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ASSET DETAIL (continued)

Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
1,100.000	Digital Generation Inc DGIT	13,112.00 11.9200	28,475.38 25.89	- 15,383.38 0.00	1.0 0.00
1,800.000	Donnelley R R & Sons Co RRD	25,974.00 14.4300	22,920.55 12.73	3,053.45 1,872.00	2.1 7.21
500.000	Entertainment Ppty Tr EPR	21,855.00 43.7100	15,199.19 30.40	6,655.81 1,400.00	1.7 6.41
3,290.000	Global Cash Access Hldgs Inc GCA	14,640.50 4.4500	17,985.21 5.47	- 3,344.71 0.00	1.2 0.00
500.000	Global Payments Inc GPN	23,690.00 47.3800	23,136.98 46.27	553.04 40.00	1.9 0.17
1,000.000	Government Properties Income GOV	22,550.00 22.5500	23,235.37 23.24	- 685.37 1,880.00	1.8 7.45
100.000	Grace W R & Co GRA	4,592.00 45.9200	4,504.54 45.05	87.46 0.00	0.4 0.00
700.000	Hatteras Financial Corp HTS	18,459.00 26.3700	19,398.99 27.71	- 939.99 2,520.00	1.5 13.65
2,400.000	Hercules Technology Growth HTGC	22,656.00 9.4400	22,507.05 9.38	148.95 2,112.00	1.8 9.32
1,200.000	Iac Interactivecorp IACI	51,120.00 42.6000	35,163.61 29.30	15,956.39 144.00	4.0 0.28
500.000	Interdigital Inc IDCC	21,785.00 43.5700	19,367.69 38.74	2,417.31 200.00	1.7 0.92
1,420.000	J2 Global Inc JCOM	39,958.80 28.1400	31,153.09 21.94	8,805.71 1,164.40	3.2 2.91

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Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
1,400.000	Kaman Corp KAMN	38,248.00 27.3200	28,290.98 18.78	11,957.02 896.00	3.0 2.34
2,000.000	Kar Auction Services Inc KAR	27,000.00 13.5000	24,969.21 12.49	2,030.79 0.00	2.1 0.00
100.000	Litelfuse Inc LFUS	4,298.00 42.9800	4,339.40 43.39	- 41.40 72.00	0.3 1.67
1,400.000	Medical Properties Trust Inc MPW	13,818.00 9.8700	13,402.16 9.57	415.84 1,120.00	1.1 8.10
2,130.000	Netnet Inc Cl A NNI	52,121.10 24.4700	23,341.59 10.96	28,779.51 852.00	4.1 1.63
1,975.000	Northwest Bancshares Inc Md NWBI	24,569.00 12.4400	20,978.58 10.62	3,590.42 889.00	1.9 3.54
900.000	Oasis Petroleum Inc OAS	28,181.00 29.0900	24,923.17 27.69	1,257.83 0.00	2.1 0.00
700.000	Resolute Energy Corp REN	7,580.00 10.8000	8,072.38 11.53	- 512.36 0.00	0.6 0.00
800.000	Sandridge Energy Inc SD	8,528.00 8.1600	8,600.84 8.25	- 72.64 0.00	0.5 0.00
1,300.000	Slgan Hldgs Inc SLGN	50,232.00 38.6400	30,500.89 23.46	19,731.11 572.00	4.0 1.14
1,100.000	Six Flags Entertainment	45,364.00 41.2400	28,758.40 26.14	16,605.60 264.00	3.6 0.58
1,260.000	Stage Stores Inc SSI	17,501.40 13.8900	14,242.01 11.30	3,259.39 453.80	1.4 2.59

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Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
1,100.000	Starwood Property Trust Inc STWD	20,381.00 18.5100	26,237.84 23.85	- 5,876.84 1,936.00	1.8 9.51
500.000	Steinway Musical Instrs Inc LVB	12,520.00 25.0400	13,993.85 27.99	- 1,473.85 0.00	1.0 0.00
896.000	Teledyne Technologies Inc TDY	49,145.80 54.8500	30,012.28 33.50	19,133.32 0.00	3.9 0.00
400.000	Teleflex Inc TFX	24,516.00 61.2900	21,621.33 54.05	2,894.67 544.00	1.9 2.22
800.000	The Brinks Co BCO	21,504.00 26.8800	18,092.17 22.62	3,411.83 320.00	1.7 1.49
2,700.000	The Dolan Company DM	23,004.00 8.5200	17,964.39 6.65	5,039.61 0.00	1.8 0.00
3,600.000	United States Antimony Common Stock UAMY	8,640.00 2.4000	5,982.93 1.66	2,677.07 0.00	0.7 0.00
900.000	Value Click Inc VCLK	14,681.00 16.2900	15,130.12 16.81	- 469.12 0.00	1.2 0.00
100.000	West Pharmaceutical Svcs Inc WST	3,795.00 37.9500	3,501.69 35.02	293.31 72.00	0.3 1.90
800.000	World Fuel Svcs Corp INT	37,782.00 41.9800	23,042.80 25.60	14,739.20 135.00	3.0 0.36
Total Common Stocks		\$1,150,179.70	\$935,658.34	\$214,521.38 \$25,690.00	90.8
Foreign Stocks					
500.000	Helen Of Troy Corp Ltd HELE	15,350.00 30.7000	12,918.90 25.84	2,431.10 0.00	1.2 0.00

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Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
2,170.000	Mdc Partners Inc Cl A MDCA	29,338.40 13.5200	12,974.44 5.98	16,363.96 1,215.20	2.3 4.14
Total Foreign Stocks		\$44,688.40	\$25,893.34	\$18,795.06 \$1,215.20	3.5
Total Stocks		\$1,194,868.10	\$981,551.68	\$233,316.42	94.4
Less Return of Capital Adjustment		-	(\$2,986.00)	\$2,986.00	
Total Stocks, Adjusted		\$1,194,868.00	\$958,566.00	\$ 236,302.00	

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Stocks

Common Stocks

4,864.000	Amphenol Corp Cl A APH	220,776.96 45.3900	218,818.78 44.89	1,958.18 291.84	3.1 0.13
3,000.000	Ansys Inc ANSS	171,840.00 57.2800	130,483.02 43.49	41,378.98 0.00	2.4 0.00
727.000	Apple Inc AAPL	294,435.00 405.0000	64,200.89 88.31	230,234.11 0.00	4.1 0.00
2,472.000	Citrix Sys Inc CTXS	150,099.84 60.7200	57,349.17 23.20	92,750.67 0.00	2.1 0.00
4,349.000	Coach Inc COH	265,462.96 61.0400	72,683.73 18.71	192,779.23 3,914.10	3.7 1.47
2,848.000	Cognizant Tech Solutions Cl A CTSH	183,154.88 64.3100	47,704.40 18.75	135,450.48 0.00	2.8 0.00
2,871.000	Costco Whsl Corp COST	239,211.72 83.3200	132,410.98 46.12	108,800.74 2,758.16	3.3 1.15

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Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
4,043.000	Covance Inc CVD	184,845.98 45.7200	163,434.61 40.42	21,411.35 0.00	2.6 0.00
4,680.000	Danaher Corp DHR	220,147.20 47.0400	153,366.71 32.77	66,780.49 468.00	3.1 0.21
3,033.000	Davita Inc DVA	229,931.73 75.8100	156,329.15 51.54	73,602.58 0.00	3.2 0.00
6,758.000	Express Scripts Inc ESRX	302,015.02 44.6900	361,314.66 53.47	- 59,299.64 0.00	4.2 0.00
4,899.000	Fluor Corp FLR	246,174.75 50.2500	284,114.70 57.99	- 37,939.95 2,449.50	3.4 0.99
4,912.000	Fmc Technologies Inc FTI	256,553.76 52.2300	64,373.34 13.11	192,180.42 0.00	3.6 0.00
2,679.000	Fossil Inc FOSL	212,605.44 79.3800	243,271.46 90.81	- 30,666.04 0.00	3.0 0.00
626.000	Google Inc Cl A GOOG	404,333.40 645.9000	235,790.82 376.66	168,542.58 0.00	5.6 0.00
2,420.000	Idexx Labs Inc IDXX	186,243.20 76.9800	75,834.24 31.34	110,408.96 0.00	2.6 0.00
528.000	Intuitive Surgical Inc ISRG	244,469.28 463.0100	52,193.31 98.85	192,275.97 0.00	3.4 0.00
695.000	Mastercard Inc MA	258,109.90 372.8200	89,383.65 128.61	168,726.25 417.00	3.6 0.16
2,251.000	Mead Johnson Nutrition Co MJN	154,711.23 68.7300	135,136.07 60.03	19,575.16 2,341.04	2.2 1.51

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Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
6,928.000	National Instrs Corp NATI	179,781.60 25.9500	200,115.11 28.89	- 20,333.51 2,771.20	2.5 1.54
5,460.000	Netapp Inc NTAP	198,034.20 36.2700	115,608.44 21.17	82,425.76 0.00	2.8 0.00
4,844.000	Qualcomm Inc QCOM	264,966.80 54.7000	201,417.15 41.58	63,549.65 4,165.84	3.7 1.57
2,721.000	Roper Inds Inc ROP	236,373.27 86.8700	111,930.58 41.14	124,442.69 1,496.55	3.3 0.63
1,665.000	Salesforce Com Inc CRM	168,930.90 101.4600	96,470.15 57.94	72,460.75 0.00	2.4 0.00
14,197.000	Schwab Charles Corp SCHW	159,858.22 11.2600	217,654.45 15.33	- 57,796.23 3,407.28	2.2 2.13
2,651.000	Stericycle Inc SRCL	206,565.92 77.9200	147,659.98 55.70	58,905.94 0.00	2.9 0.00
Total Common Stocks		\$5,840,633.14	\$3,829,029.57	\$2,011,603.57 \$24,478.51	61.6
Foreign Stocks					
5,251.000	Abb Ltd A D R Repatg 1 Ord Sh ABB	98,876.33 18.8300	99,521.59 18.95	- 645.26 3,533.92	1.4 3.57
3,677.000	Accenture Plc Cl A ACN	195,728.71 53.2300	110,301.64 30.00	85,425.07 4,963.95	2.7 2.54
5,474.000	Canadian Natural Resources Ltd CNQ	204,563.38 37.3700	127,385.30 23.27	77,178.08 1,954.22	2.9 0.95
1,719.000	Core Laboratories N V CLB	195,880.05 113.9500	173,087.36 100.69	22,792.69 1,719.00	2.7 0.88

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Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
8,713.000	Genpact Limited G	130,259.35 14.9500	142,395.90 16.34	- 12,136.55 0.00	1.8 0.00
4,046.000	Schlumberger Ltd SLB	276,382.26 68.3100	211,834.14 52.36	64,548.12 4,046.00	3.9 1.46
Total Foreign Stocks		\$1,101,888.08	\$864,525.93	\$237,162.15 \$16,217.09	15.4
Total Stocks		<u>\$6,942,321.22</u>	<u>\$4,693,555.50</u>	<u>\$2,248,788.72</u>	

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Stocks

Common Stocks

582.000	Abbott Laboratories ABT	32,725.88 56.2300	30,278.11 52.02	2,447.75 1,117.44	2.8 3.41
1,621.000	Altria Group Inc MO	48,082.85 29.6500	40,924.34 25.25	7,138.31 2,658.44	4.1 5.53
618.000	Automatic Data Processing ADP	33,378.18 54.0100	28,756.84 48.53	4,621.54 976.44	2.8 2.92
788.000	CenturyLink Inc CTL	29,313.80 37.2000	29,107.49 36.94	208.11 2,285.20	2.5 7.80
809.000	Cincinnati Finl Corp CINF	24,642.14 30.4600	22,690.71 28.05	1,951.43 1,302.49	2.1 5.29

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Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
429.000	Coca Cola Company KO	30,017.13 69.9700	27,422.61 63.92	2,594.52 806.52	2.5 2.69
610.000	Consolidated Edison Inc ED	37,838.30 62.0300	31,984.91 52.43	5,853.39 1,464.00	3.2 3.87
667.000	Dominion Resources Inc D	35,404.38 53.0800	31,587.44 47.36	3,816.92 1,313.99	3.0 3.71
462.000	Du Pont E I De Nemours & Co DD	21,150.36 45.7800	21,636.98 46.83	-488.62 757.68	1.8 3.58
365.000	Erie Indemnity Co CIA ERIE	28,528.40 78.1600	23,722.33 64.99	4,806.07 806.65	2.4 2.83
203.000	Exxon Mobil Corp XOM	17,208.28 84.7600	14,117.82 69.55	3,088.46 381.64	1.5 2.22
1,573.000	Healthcare Svcs Group Inc HCSG	27,826.37 17.6900	24,801.56 15.64	3,224.81 1,008.72	2.4 3.62
433.000	Johnson Johnson JNJ	28,398.14 65.5800	27,351.22 63.17	1,044.92 987.24	2.4 3.48
1,690.000	Kinder Morgan Inc KMI	54,387.30 32.1700	48,781.03 28.85	5,606.27 2,028.00	4.8 3.73
440.000	Kohls Corp KSS	21,714.00 49.3500	22,887.38 52.02	-1,173.38 440.00	1.8 2.03
925.000	Kraft Foods Inc Cl A KFT	34,558.00 37.3600	30,328.96 32.79	4,229.04 1,073.00	2.9 3.10
962.000	Lowe's Co Inc LOW	24,415.56 25.3800	20,389.89 21.20	4,025.57 538.72	2.1 2.21

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ASSET DETAIL (continued)

Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
286.000	M T Bank Corp MTB	21,833.24 76.3400	22,148.21 77.44	- 314.97 800.80	1.8 3.67
321.000	McDonalds Corp MCD	32,205.93 100.3300	26,333.17 82.04	5,872.76 898.80	2.7 2.79
863.000	Merck And Co Inc New MRK	32,535.10 37.7000	29,683.44 34.40	2,851.66 1,449.84	2.8 4.46
1,345.000	Microsoft Corp MSFT	34,916.20 25.9600	35,440.46 26.35	- 524.26 1,076.00	3.0 3.08
150.000	Occidental Petroleum Corporation OXY	14,055.00 93.7000	10,485.68 69.90	3,569.32 276.00	1.2 1.96
446.000	Pepsico Inc PEP	29,592.10 66.3500	28,540.32 63.99	1,051.78 918.76	2.5 3.10
1,794.000	Pfizer Inc PFE	38,822.16 21.6400	32,210.71 17.98	6,611.45 1,576.72	3.3 4.07
345.000	Phillp Morris Intl PM	27,075.60 78.4800	21,720.47 62.98	5,355.13 1,062.60	2.3 3.92
716.000	Plum Creek Timber Co Inc PCL	26,176.98 36.5600	26,175.17 36.56	1.79 1,202.88	2.2 4.59
137.000	Praxair Inc PX	14,645.30 106.9000	13,918.04 101.59	727.26 274.00	1.2 1.87
163.000	Sherwin Williams Co SHW	14,551.01 89.2700	12,217.02 74.95	2,333.99 237.98	1.2 1.63
338.000	T Rowe Price Group Inc TROW	19,249.10 56.9500	18,617.74 49.76	2,431.36 419.12	1.6 2.18

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ASSET DETAIL (continued)

Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
391.000	Time Warner Cable Inc TWC	24,855.87 63.5700	24,032.27 61.46	823.60 750.72	2.1 3.02
328.000	United Technologies Corp UTX	23,973.52 73.0900	24,474.61 74.62	- 501.09 629.78	2.0 2.63
82.000	V F Corp VFC	10,413.18 128.9900	7,161.78 87.34	3,251.40 236.16	0.8 2.27
1,310.000	Valley Natl Bancorp VLY	16,204.70 12.3700	16,177.06 12.35	27.64 903.90	1.4 5.58
478.000	Wal Mart Stores Inc WMT	28,565.28 59.7600	25,362.21 53.08	3,203.07 697.88	2.4 2.44
2,280.000	Windstream Corp WIN	26,767.20 11.7400	28,848.63 12.65	- 2,081.43 2,280.00	2.3 8.52
1,087.000	Wisconsin Energy Corporation WEC	38,001.52 34.9600	33,215.20 30.56	4,786.32 1,304.40	3.2 3.43
210.000	3M Co MMM	17,163.30 81.7300	17,309.90 82.43	- 146.60 462.00	1.5 2.68
Total Common Stocks		\$1,021,146.90	\$926,821.61	\$92,325.29 \$37,404.49	86.4
Preferred Stocks					
568.000	Public Storage 8.35% Pfd Ser R	15,311.79 26.9100	14,246.25 25.04	1,065.54 903.00	1.3 5.90
893.000	Public Storage 6.875% Pfd PSA,PO	25,593.38 28.6600	23,542.99 26.36	2,050.39 1,535.07	2.2 6.00
Total Preferred Stocks		\$40,905.17	\$37,789.24	\$3,115.93 \$2,438.07	3.5

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ASSET DETAIL (continued)

Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
Foreign Stocks					
400.000	Novartis Ag A D R Repstg 1 Ord Sh NVS	22,868.00 57.1700	22,917.64 57.29	- 49.64 802.00	1.9 3.51
815.000	Onebeacon Insurance Group Lt Cl A OB	12,542.85 15.3900	10,382.28 12.74	2,160.57 684.60	1.1 5.48
848.000	Total S A A D R Repstg 0.5 Ord Sh TOT	43,239.06 51.1100	41,451.60 49.00	1,787.46 2,279.97	3.7 5.27
Total Foreign Stocks		\$78,649.91	\$74,751.52	\$3,898.39 \$3,768.57	6.7
Total Stocks		\$1,140,701.98	\$1,041,362.37	\$ 99,339.61	

CLARK-WINCHCOLE FOUNDATION

ATTACHMENT 12

FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
CORP. BONDS - SEE SCHEDULE 11A	3,612,980.	3,612,980.
TOTALS	<u>3,612,980.</u>	<u>3,612,980.</u>

ATTACHMENT 13

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SILCHESTER INTERNATIONAL INVESTORS VALUE EQUITY FUND	2,677,444.	2,677,444.
TOTALS	<u>2,677,444.</u>	<u>2,677,444.</u>

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENT

ATTACHMENT 14

ACCUMULATED DEPRECIATION DETAIL

FIXED ASSET DETAIL

ASSET DESCRIPTION	METHOD/ CLASS	FIXED ASSET DETAIL			ACCUMULATED DEPRECIATION DETAIL		
		BEGINNING BALANCE	ADDITIONS	ENDING BALANCE	BEGINNING BALANCE	ADDITIONS	ENDING BALANCE
IBM TYPEWRITER	SL	790.		790.	790.		790.
FURN. & FIXTURES	SL	10,781.		10,781.	10,781.		10,781.
FURNITURE	SL	796.		796.	796.		796.
HP LASERJET 6P	SL	925.		925.	925.		925.
PRINTER	SL	1,329.		1,329.	1,329.		1,329.
REFRIGERATOR	SL	105.		105.	105.		105.
SOUNDSTAT CONF TEL	SL	539.		539.	539.		539.
LEASEHOLD IMP.	SL	5,705.		5,705.	1,521.	146.	1,667.
FURNITURE	SL	9,306.		9,306.	9,306.		9,306.
LEASEHOLD IMP.	SL	13,207.		13,207.	3,390.	339.	3,729.
TELEPHONE EQUIP.	SL	3,848.		3,848.	3,848.		3,848.
LINES FURNITURE-1	SL	12,471.		12,471.	12,471.		12,471.
LINES FURNITURE-2	SL	742.		742.	742.		742.
TELEPHONE EQUIP.	SL	4,227.		4,227.	4,227.		4,227.
SUPPLY CABINET	SL	314.		314.	314.		314.
LEASEHOLD IMP.	SL	11,878.		11,878.	2,999.	305.	3,304.
DELL LAPTOP	SL	2,920.		2,920.	2,920.		2,920.
DELL COMPUTER	SL	1,153.		1,153.	1,153.		1,153.

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENT

ATTACHMENT 14 (CONT'D)

ACCUMULATED DEPRECIATION DETAIL

FIXED ASSET DETAIL

ASSET DESCRIPTION	METHOD/ CLASS	FIXED ASSET DETAIL			ACCUMULATED DEPRECIATION DETAIL				
		BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE
1300 LASERJET PRIN	SL	460.			460.	460.			460.
LATERAL FILE CAB	SL	822.			822.	822.			822.
DELL COMPUTER	SL	1,551.			1,551.	1,551.			1,551.
HP LSRJET 3030 FAX	SL	558.			558.	532.	26.		558.
TOSHIBA COPIER	SL	6,376.			6,376.	5,950.	426.		6,376.
DELL COMPUTER	SL	2,950.			2,950.	2,213.	590.		2,803.
TOTALS		<u>93,753.</u>			<u>93,753.</u>	<u>69,684.</u>			<u>71,516.</u>

ATTACHMENT 15

FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
DEPOSIT - MD UNEMPLOYMENT INS	1,526.	1,526.
DUE FROM BROWN ADVISORS	9,498.	9,498.
DUE FROM WACHOVIA	16.	16.
DUE FROM CHEVY CHASE TRUST	4.	4.
TOTALS	<u>11,044.</u>	<u>11,044.</u>

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
NET UNREALIZED LOSS ON INVESTMENTS	2,094,811.
TOTAL	<u>2,094,811.</u>

CLARK-WINCHCOLE FOUNDATION

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

ATTACHMENT 17

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION
VINCENT C. BURKE, III. 3 BETHESDA METRO CENTER 550 BETHESDA, MD 20814-5358	CHAIRMAN/PRESIDENT 5.00	50,000.
THOMAS C. THOMPSON, JR. 3 BETHESDA METRO CENTER 550	VICE PRESIDENT 5.00	50,000.
BETHESDA, MD 20814-5358 THOMAS C. THOMPSON, JR. RETIRED IN 2010 FROM THE FIRM SCRIBNER, HALL & THOMPSON, LLP. THE FIRM PROVIDES LEGAL SERVICES FOR THE FOUNDATION. THE FEES CHARGED ARE REASONABLE AND COMMENSURATE WITH THE SERVICES PROVIDED. SEE ATTACHMENT 4.		
GROVER B. RUSSELL RUSSELL, EVANS & THOMPSON, PLLC 299 HERNDON PARKWAY, #206 HERNDON, VA 20170	VICE PRESIDENT 5.00	50,000.
GROVER B. RUSSELL IS A MEMBER OF THE FIRM RUSSELL, EVANS & THOMPSON, PLLC. THE FIRM PROVIDES ACCOUNTING AND TAX SERVICES FOR THE FOUNDATION. THE FEES CHARGED ARE REASONABLE AND COMMENSURATE WITH THE SERVICES PROVIDED. SEE ATTACHMENT 5.		
W. CRAIG THOMPSON RUSSELL, EVANS & THOMPSON, PLLC 299 HERNDON PARKWAY, #206 HERNDON, VA 20170	TREASURER 5.00	50,000.
W. CRAIG THOMPSON IS A MEMBER OF THE FIRM RUSSELL, EVANS & THOMPSON, PLLC. THE FIRM PROVIDES ACCOUNTING AND TAX SERVICES FOR THE FOUNDATION.		

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

ATTACHMENT 17 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>
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THE FEES CHARGED ARE REASONABLE AND COMMENSURATE WITH THE SERVICES PROVIDED. SEE ATTACHMENT 5.

GREGORY OYLER SCRIBNER, HALL & THOMPSON, LLP 1030 15TH STREET, NW STE 700 EAST WASHINGTON, DC 20005	SECRETARY 5.00	50,000.
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GREGORY OYLER IS A MEMBER OF THE FIRM SCRIBNER, HALL & THOMPSON, LLP. THE FIRM PROVIDES LEGAL SERVICES FOR THE FOUNDATION. THE FEES CHARGED ARE REASONABLE AND COMMENSURATE WITH THE SERVICES PROVIDED. SEE ATTACHMENT 4.

GRAND TOTALS 250,000.

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

ATTACHMENT 18

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
BRIDGET HARTMAN 7214 RIDGEWOOD AVENUE CHEVY CHASE, MD 20815	GRANT ADMINISTRATOR 37.00	93,000.	0 3,240.
	TOTAL COMPENSATION	<u>93,000.</u>	<u>3,240.</u>

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 19

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
FARR, MILLER & WASHINGTON LLC 1020 19TH STREET, NW, STE 200 WASHINGTON, DC 20036	INVESTMENT SERVICES	396,382.
BROWN ADVISORY 5404 WISCONSIN AVENUE, SUITE 1000 CHEVY CHASE, MD 20815	INVESTMENT SERVICES	197,892.
RUSSELL, EVANS & THOMPSON, PLLC 299 HERNDON PARKWAY, SUITE 206 HERNDON, VA 20170	ACCOUNTING AND TAX	75,582.
	TOTAL COMPENSATION	<u>669,856.</u>

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

SEE ATTACHMENT 20

FEDERAL FOOTNOTES

PART XV-SUPPLEMENTARY INFORMATION:

LINE 2(A):

CLARK-WINCHCOLE FOUNDATION
3 BETHESDA METRO CENTER
SUITE 550
BETHESDA, MD 20814

TELEPHONE: (301) 654-3607

LINE 2(B): A GRANT APPLICATION IS REQUIRED TO BE COMPLETED BY EACH APPLICANT (SEE COPY ATTACHED).

LINE 2(C): THE FOUNDATION HAS NO APPLICATION DEADLINES.

LINE 2(D): GRANTS ARE MADE PRIMARILY TO CHARITABLE ORGANIZATIONS IN THE WASHINGTON, DC AREA. GRANTS ARE MADE ONLY TO PUBLIC CHARITIES; THEY ARE NOT MADE TO SUPPORTING ORGANIZATIONS, PRIVATE FOUNDATIONS OR INDIVIDUALS. GRANTS MUST BE USED SOLELY FOR CHARITABLE OR SIMILAR PURPOSES AND MAY NOT BE USED FOR ANY LOBBYING, ELECTION CAMPAIGN ACTIVITY OR VOTER REGISTRATION DRIVE.

PRIOR TO MAKING A GRANT, THE FOUNDATION INSISTS ON AN IRS DETERMINATION LETTER SHOWING THAT THE APPLICANT IS A PUBLICLY SUPPORTED ORGANIZATION AND NOT A PRIVATE FOUNDATION. IN ADDITION, THE APPLICANT'S CURRENT PUBLIC CHARITY TAX STATUS IS CHECKED IN THE CURRENT VOLUME OF THE IRS CUMULATIVE LIST OF ORGANIZATIONS DESCRIBED IN SECTION 170(C) OF THE INTERNAL REVENUE CODE OF 1986-PUBLICATION 78.

ATTACHMENT 20

CLARK-WINCHCOLE FOUNDATION
 3 Bethesda Metro Center, Suite 550, Bethesda Maryland 20814
 (301) 654-3607 fax: (301) 654-3140

GRANT PROGRAM APPLICATION

The Clark-Winchcole Foundation makes grants to public charities operating in the Metropolitan area of Washington, D.C. The Foundation gives priority to organizations which serve residents of the Metropolitan area as their primary mission.

The Clark-Winchcole Foundation does not make grants to supporting organizations, private foundations or individuals. Grants must be used solely for charitable or similar purposes and may not be used for any lobbying or election campaign activity or voter registration drive.

To apply for a grant, the organization must provide the following information:

Name of Organization		Amount of grant requested
Street Address		City, State and Zip Code
Main Telephone		Main Fax
Name and Title of Contact Person		Direct Telephone
		Direct Fax

Questions: Will the grant be used solely for charitable, educational or other purposes permitted under section 501(c)(3) of the Internal Revenue Code? Yes

Will any portion of the grant be used to carry on lobbying activities, to attempt to influence legislation or the outcome of any public election, or to carry on any voter registration drive? No

What is the geographic area served by the organization and the constituency groups which are the beneficiaries of the organization's endeavors? (Please answer on a separate page.)

If the grant sought is for a particular project, please fully describe the project and how it will help the organization carry out its exempt purposes. Please also include a budget of the expected cost of the project and a list of committed and expected sources of funding. (Please answer on a separate page.)

Checklist of Additional Information: In addition, attach to this application —

- your current year *operating* budget, including projected income and expenses
- your current year *program* budget (if applicable)
- a list of all directors, officers and key employees of your organization
- a copy of a current IRS ruling letter recognizing your non-private foundation status under Code section 509(a)(1) or (2). (A letter which only concerns the organization's exemption under section 501(c)(3) is not sufficient.)

Verify that the IRS letter shows the organization —

- is exempt under section 501(c)(3) of the Internal Revenue Code, and
- is not a private foundation.

I certify that the information provided in this application (including attachments) is true and correct.

 (Signature) (Title) (Date)

CLARK-WINCHCOLE FOUNDATION

3 Bethesda Metro Center, Suite 550
Bethesda Maryland 20814
(301) 654-3607

GRANTS PROGRAM POLICIES

Eligibility Requirements

The Clark-Winchcole Foundation makes grants to tax-exempt charitable organizations operating in the Metropolitan area of Washington, D.C. In considering grant requests, the Foundation gives priority to organizations which serve Metropolitan area residents as their primary mission. Because of restrictions imposed by federal income tax law, the Clark-Winchcole Foundation does not make grants to supporting organizations, private foundations or individuals.

Grant Restrictions

Grants must be used solely for charitable and similar purposes prescribed by federal tax law, including education, health care, the well-being of children, the arts, environmental and historic preservation, and community services. No portion of any grant may be used to carry on any lobbying activity or other attempt to influence legislation, to conduct any attempt to influence the outcome of a specific public election, or to carry on any voter registration drive. The amount of any grant funds expended by the recipient for an impermissible purpose must be repaid to the Clark-Winchcole Foundation.

Information to Be Provided with the Application

A request for a grant in a specific amount should be made on the Foundation's "Grant Program Application," which may be requested at the address or telephone number shown above. The Application must include the name, address and telephone number of the applying organization and the name of the person the Foundation should contact concerning the application. The organization must provide responses to certain questions about its tax status and activities. The Application must also include a description of the geographic area which the organization serves and the constituency groups which are the beneficiaries of the organization's endeavors. If funding is sought for a particular project, a description of the project is required, together with a budget and list of other sources of funding.

To assure that the Foundation's eligibility requirements are satisfied, an organization's Application for a grant must be accompanied by a copy of its ruling letter from the Internal Revenue Service that it is not a private foundation under paragraphs (1) or (2) of section 509(a) of the Internal Revenue Code. (An IRS letter which only concerns the organization's exemption under section 501(c)(3) is not sufficient.) The organization must also provide with the Application a current year operating budget, a program budget (if applicable), and a list of all its directors, officers and key employees.

Finally, the Application must be signed and dated by an officer of the organization.

After the Foundation has received a complete Application (with all the required information described above), the grant request will be submitted to the Foundation's Board of Trustees for consideration. *Each applicant will be notified in writing of the Trustees' decision.*

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

ATTACHMENT 21

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

RECIPIENT NAME AND ADDRESS

SEE ATTACHMENT 21A

NO GRANTS ARE MADE TO INDIVIDUALS.
SEE ATCH 20 RE STATUS

SEE ATTACHMENT 21A

5,251,725.

TOTAL CONTRIBUTIONS PAID

5,251,725.

**CLARK-WINCHCOLE FOUNDATION
FORM 990PF, PART XV SUPPLEMENTAL INFORMATION, LINE 3A
GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR 2011**

Recipient Name & Address	Status of recipient	Purpose of Grant	Amount
501cTech, Inc. 2001 S Street, NW, Suite 630 Washington, DC 20009	509(a)(1) or (a)(2) Public Charity	General Operating Support	5,000
A Wider Circle, Inc. 4808 Moorland Lane, Suite 802 Bethesda, MD 20814	509(a)(1) or (a)(2) Public Charity	Neighbor-to-Neighbor Program	15,000
The Academy of the Holy Cross, Inc. 4920 Strathmore Avenue Kensington, MD 20895	509(a)(1) or (a)(2) Public Charity	Tuition Assistance for Disadvantaged Youth	7,500
Adventure Theatre, Inc. 7300 MacArthur Boulevard Glen Echo, MD 20812	509(a)(1) or (a)(2) Public Charity	General Operating Support	5,000
AHC, Inc. 2230 N. Fairfax Drive, Suite 100 Arlington, VA 22201	509(a)(1) or (a)(2) Public Charity	Residential Services Program	10,000
Alexandria Neighborhood Health Services, Inc. 2 East Glebe Road Alexandria, VA 22305	509(a)(1) or (a)(2) Public Charity	Arlandria Health Center	10,000
Alexandria Seaport Foundation P.O. Box 25036 Alexandria, VA 22314	509(a)(1) or (a)(2) Public Charity	General Operating Support	7,500
Alive, Inc. 2723 King Street Alexandria, VA 22302	509(a)(1) or (a)(2) Public Charity	Family Emergency Program	7,500

CLARK-WINCHCOLE FOUNDATION
FORM 990PF, PART XV SUPPLEMENTAL INFORMATION, LINE 3A
GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR 2011

Recipient Name & Address	Status of recipient	Purpose of Grant	Amount
Alzheimer's Disease & Related Disorders Association, Inc. fbo National Capital Area Chapter 3701 Pender Drive, Suite 400 Fairfax, VA 22030	509(a)(1) or (a)(2) Public Charity	General Operating Support for Activities in the Washington Metro Area	35,000
Alzheimer's Family Day Center 2812 Old Lee Highway, Suite 210 Fairfax, VA 22031	509(a)(1) or (a)(2) Public Charity	General Operating Support	40,000
America Scores fbo DC Scores 1224 M Street, NW, Suite 200 Washington, DC 20005	509(a)(1) or (a)(2) Public Charity	General Operating Support	5,000
Amherst College Trustees fbo Folger Shakespeare Library 201 East Capitol Street, SE Washington, DC 20003	509(a)(1) or (a)(2) Public Charity	Shakespeare Steps Out Children's Program	10,000
Amyotrophic Lateral Sclerosis Association DC MD VA Chapter 7507 Standish Place Rockville, MD 20855	509(a)(1) or (a)(2) Public Charity	Patient and Family Services Program	25,000
AppleTree Institute for Education Innovation, Inc. 415 Michigan Avenue, NE, 3rd Floor Washington, DC 20017	509(a)(1) or (a)(2) Public Charity	General Operating Support	7,500
Archbishop Carroll High School 4300 Harewood Road, NE Washington, DC 20017	509(a)(1) or (a)(2) Public Charity	Tuition Assistance for Disadvantaged Youth	25,000
Arlington Food Assistance Center 2708 South Nelson Street Arlington, VA 22206	509(a)(1) or (a)(2) Public Charity	General Operating Support	40,000

**CLARK-WINCHCOLE FOUNDATION
FORM 990PF, PART XV SUPPLEMENTAL INFORMATION, LINE 3A
GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR 2011**

Recipient Name & Address	Status of recipient	Purpose of Grant	Amount
Arlington Pediatric Center, Inc. 601 South Carlin Springs Road Arlington, VA 22204	509(a)(1) or (a)(2) Public Charity	General Operating Support	15,000
Arlingtonians Meeting Emergency Needs, Inc. P.O. Box 7429 Arlington, VA 22207	509(a)(1) or (a)(2) Public Charity	Daily Emergency Fund	10,000
Art Enables 2204 Rhode Island Avenue, NE Washington, DC 20018	509(a)(1) or (a)(2) Public Charity	General Operating Support	10,000
Art Enables 2204 Rhode Island Avenue, NE Washington, DC 20018	509(a)(1) or (a)(2) Public Charity	General Operating Support	10,000
Arts and Humanities Council of Montgomery County 801 Ellsworth Drive Silver Spring, MD 20910	509(a)(1) or (a)(2) Public Charity	2011 Extended Learning Opportunities/Cultural Arts & Recreation Experiences Program	20,000
Arts Council of Fairfax County, Inc. 4022 Hummer Road Annandale, VA 22003	509(a)(1) or (a)(2) Public Charity	Creative Arts Programs for Title I Schools in Fairfax County	5,000
Arts for the Aging - Maryland, Inc. 12320 Parklawn Drive Rockville, MD 20852	509(a)(1) or (a)(2) Public Charity	General Operating Support	10,000
Asian American LEAD Leadership Empowerment and Development for Youth & Family 2100 New Hampshire Avenue, NW Washington, DC 20009	509(a)(1) or (a)(2) Public Charity	General Operating Support	7,500

**CLARK-WINCHCOLE FOUNDATION
FORM 990PF, PART XV SUPPLEMENTAL INFORMATION, LINE 3A
GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR 2011**

Recipient Name & Address	Status of recipient	Purpose of Grant	Amount
Barker Foundation, Inc. 7979 Old Georgetown Road, 1st Floor Bethesda, MD 20814	509(a)(1) or (a)(2) Public Charity	Crisis Pregnancy Program	10,000
Beacon House Community Ministry, Inc. 601 Edgewood Street, NE, Suite 15 Washington, DC 20017	509(a)(1) or (a)(2) Public Charity	Youth Programs	10,000
Bethesda Cares, Inc. 7728 Woodmont Avenue Bethesda, MD 20814	509(a)(1) or (a)(2) Public Charity	Eviction/Utility Shut-Off Prevention Program	10,000
Big Apple Circus, Ltd. One MetroTech Center, 3rd Floor New York, New York 11201	509(a)(1) or (a)(2) Public Charity	Clown Care Program at Children's Hospital Medical Center	12,500
Big Brothers-Big Sisters of the National Capital Area 10210 Greenbelt Road, Suite 900 Lanham, MD 20706	509(a)(1) or (a)(2) Public Charity	Prince George's County Mentoring Program	7,500
The Bishop John T. Walker School 3640 Martin Luther King, Jr., Avenue, SE Washington, DC 20032	509(a)(1) or (a)(2) Public Charity	General Operating Support	15,000
Boys & Girls Club of Greater Washington, Inc. 4130 Benning Road, NE Washington, DC 20019	509(a)(1) or (a)(2) Public Charity	Camp Brown Summer Program	100,000
Bread for the City, Inc. 1525 Seventh Street, NW Washington, DC 20001	509(a)(1) or (a)(2) Public Charity	General Operating Support	30,000

**CLARK-WINCHCOLE FOUNDATION
FORM 990PF, PART XV SUPPLEMENTAL INFORMATION, LINE 3A
GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR 2011**

Recipient Name & Address	Status of recipient	Purpose of Grant	Amount
Bright Beginnings, Inc. 128 M Street, NW Washington, DC 20001	509(a)(1) or (a)(2) Public Charity	General Operating Support	25,000
Building Bridges Across the River 1901 Mississippi Avenue, SE Washington, DC 20020	509(a)(1) or (a)(2) Public Charity	General Operating Support	20,000
Byte Back 815 Monroe Street, NE Washington, DC 20017	509(a)(1) or (a)(2) Public Charity	General Operating Support	5,000
Calvary Women's Services, Inc. 110 Maryland Avenue, NE, Suite 103 Washington, DC 20002	509(a)(1) or (a)(2) Public Charity	Expansion Program in Ward 8	40,000
Capital Hospice 2900 Telestar Court Falls Church, VA 22042	509(a)(1) or (a)(2) Public Charity	Patient Care Program	50,000
Capital Partners for Education 1413 K Street, NW, 2nd Floor Washington, DC 20005	509(a)(1) or (a)(2) Public Charity	General Operating Support	5,000
Capitol College 11301 Springfield Road Laurel, MD 20708	509(a)(1) or (a)(2) Public Charity	Tuition Assistance for Disadvantaged Students and Jump Start Expo	7,500
Capitol Hill Arts Workshop 545 7th Street, SE Washington, DC 20003	509(a)(1) or (a)(2) Public Charity	Summer Camp Tuition Assistance for Disadvantaged Youth	10,000

CLARK-WINCHCOLE FOUNDATION
FORM 990PF, PART XV SUPPLEMENTAL INFORMATION, LINE 3A
GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR 2011

Recipient Name & Address	Status of recipient	Purpose of Grant	Amount
The CareerCatchers, Inc. 8720 Georgia Avenue Silver Spring, MD 20910	509(a)(1) or (a)(2) Public Charity	General Operating Support	10,000
Carpenter's Shelter, Inc. 930 North Henry Street Alexandria, VA 22314	509(a)(1) or (a)(2) Public Charity	General Operating Support	10,000
The Cathedral Choral Society of Washington, DC Massachusetts & Wisconsin Avenues, NW Washington, DC 20016	509(a)(1) or (a)(2) Public Charity	Outreach, Artistic and Educational Programs	6,000
Catholic Charities of the Archdiocese of Washington, DC, Inc. fbo SHARE Food Network 5170 Lawrence Place Hyattsville, MD 20781	509(a)(1) or (a)(2) Public Charity	General Operating Support for SHARE Food Network	20,000
Catholic University of America 620 Michigan Avenue, NE Washington, DC 20064	509(a)(1) or (a)(2) Public Charity	Need-based Tuition Assistance to Graduate Nursing Students	7,500
Catholic University of America 620 Michigan Avenue, NE Washington, DC 20064	509(a)(1) or (a)(2) Public Charity	Need-based Tuition Assistance to Graduate Nursing Students	5,000
Center for Inspired Teaching 1436 U Street, NW, Suite 400 Washington, DC 20009	509(a)(1) or (a)(2) Public Charity	Teacher Training for the Summer Program	10,000
Central Fairfax Services, Inc. 6860 Commercial Drive Springfield, VA 22151	509(a)(1) or (a)(2) Public Charity	General Operating Support	15,000

**CLARK-WINCHOLE FOUNDATION
FORM 990PF, PART XV SUPPLEMENTAL INFORMATION, LINE 3A
GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR 2011**

Recipient Name & Address	Status of recipient	Purpose of Grant	Amount
Child Center and Adult Services, Inc. 16220 South Frederick Road, Suite 502 Gaithersburg, MD 20877	509(a)(1) or (a)(2) Public Charity	Healthy Mothers Healthy Babies Program	10,000
Children's Inn at NIH, Inc. 7 West Drive Bethesda, MD 20814	509(a)(1) or (a)(2) Public Charity	Educational and Instructional Support Program	25,000
The Choral Arts Society of Washington 5225 Wisconsin Avenue, NW, Suite 603 Washington, DC 20015	509(a)(1) or (a)(2) Public Charity	Concert Season and Outreach Programs	5,000
Christ Child Society 5101 Wisconsin Avenue, NW, Suite 304 Washington, DC 20016	509(a)(1) or (a)(2) Public Charity	School Counseling and Social Work Program	10,000
Christ House 1717 Columbia Road, NW Washington, DC 20009	509(a)(1) or (a)(2) Public Charity	Kairos Program	10,000
Christian Communities Group Home, Inc. 2501 18th Street, NE Washington, DC 20018	509(a)(1) or (a)(2) Public Charity	General Operating Support	7,500
City Arts, Inc. 1857 Lamont Street, NW Washington, DC 20010	509(a)(1) or (a)(2) Public Charity	General Operating Support	12,500
College Bound, Inc. 128 M Street, NW, Suite 220 Washington, DC 20001	509(a)(1) or (a)(2) Public Charity	General Operating Support	7,500

CLARK-WINCHCOLE FOUNDATION
FORM 990PF, PART XV SUPPLEMENTAL INFORMATION, LINE 3A
GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR 2011

Recipient Name & Address	Status of recipient	Purpose of Grant	Amount
Columbia Lighthouse for the Blind 1825 K Street, NW, Suite 1103 Washington, DC 20006	509(a)(1) or (a)(2) Public Charity	Camp Lighthouse 2011	15,000
Community Bridges, Incorporated 620 Pershing Drive, 2nd Floor Silver Spring, MD 20910	509(a)(1) or (a)(2) Public Charity	General Operating Support	10,000
Community Council for the Homeless at Friendship Place 3655 Calvert Street, NW Washington, DC 20007	509(a)(1) or (a)(2) Public Charity	General Operating Support	10,000
Community Family Life Services, Inc. 305 E Street, NW Washington, DC 20001	509(a)(1) or (a)(2) Public Charity	General Operating Support	5,000
Community Lodging, Inc. 3912 Elbert Avenue, Suite 108 Alexandria, VA 22305	509(a)(1) or (a)(2) Public Charity	General Operating Support	10,000
Community of Hope, Inc. 1717 Massachusetts Avenue, NW, Suite 805 Washington, DC 20036	509(a)(1) or (a)(2) Public Charity	General Operating Support	12,500
Community Support Systems, Inc. P.O. Box 206 Aguasco, MD 20608	509(a)(1) or (a)(2) Public Charity	General Operating Support	7,500
Consortium of Catholic Academies of the Archdiocese of Washington, Inc. 5001 Eastern Avenue, Suite 207 Hyattsville, MD 20782	509(a)(1) or (a)(2) Public Charity	Tuition Assistance for Students Attending Four Inner-City Catholic Schools	300,000

CLARK-WINCHCOLE FOUNDATION
FORM 990PF, PART XV SUPPLEMENTAL INFORMATION, LINE 3A
GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR 2011

Recipient Name & Address	Status of recipient	Purpose of Grant	Amount
Council for Court Excellence 111 14th Street, NW, Suite 500 Washington, DC 20005	509(a)(1) or (a)(2) Public Charity	School Jury Education Project	5,000
Critical Exposures, Inc. 1816 12th Street, NW, 3rd Floor Washington, DC 20009	509(a)(1) or (a)(2) Public Charity	General Operating Support	10,000
Dance Institute of Washington, Inc. 3400 14th Street, NW Washington, DC 20010	509(a)(1) or (a)(2) Public Charity	Community Outreach and Arts Education Programs	7,500
DanceMakers, Inc. 9901 Business Parkway, Suite L Lanham, MD 20706	509(a)(1) or (a)(2) Public Charity	One Step Forward Program	10,000
DanceMakers, Inc. 9901 Business Parkway, Suite L Lanham, MD 20706	509(a)(1) or (a)(2) Public Charity	One Step Forward Program	7,500
Davis Memorial Goodwill Industries 2200 South Dakota Avenue, NE Washington, DC 20018	509(a)(1) or (a)(2) Public Charity	General Operating Support	10,000
DC Central Kitchen, Inc. 425 2nd Street, NW Washington, DC 20001	509(a)(1) or (a)(2) Public Charity	Culinary Job Training Program and Nutrition Lab	60,000
DC Rape Crisis Center P.O. Box 34125 Washington, DC 20043	509(a)(1) or (a)(2) Public Charity	Child Abuse Prevention Program in District of Columbia Public Schools	10,000

CLARK-WINCHCOLE FOUNDATION
FORM 990PF, PART XV SUPPLEMENTAL INFORMATION, LINE 3A
GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR 2011

Recipient Name & Address	Status of recipient	Purpose of Grant	Amount
D.C. Creative Writing Workshop, Inc. 601 Mississippi Avenue, SE Washington, DC 20032	509(a)(1) or (a)(2) Public Charity	In-Class and After-School Writing Programs in District of Columbia Public Schools	15,000
D.C. Wheel Productions, Inc. t/a DancePlace 3225 8th Street, NE Washington, DC 20017	509(a)(1) or (a)(2) Public Charity	General Operating Support and Program Expansion	50,000
DC Youth Orchestra Program 1700 East Capitol Street, NE Washington, DC 20003	509(a)(1) or (a)(2) Public Charity	General Operating Support	7,500
Diocese of Arlington Office of Catholic Schools 200 North Glebe Road, Suite 503 Arlington, VA 22203	509(a)(1) or (a)(2) Public Charity	Tuition Assistance for Disadvantaged Youth in Northern Virginia	25,000
The District of Columbia Children's Advocacy Center 429 O Street, NW Washington, DC 20001	509(a)(1) or (a)(2) Public Charity	General Operating Support	10,000
Don Bosco Cristo Rey High School of the Archdiocese of Washington 1010 Larch Avenue Takoma Park, MD 20912	509(a)(1) or (a)(2) Public Charity	Tuition Assistance for Disadvantaged Youth	15,000
Doorways for Women and Families, Inc. P.O. Box 100185 Arlington, VA 22210	509(a)(1) or (a)(2) Public Charity	Children's Program	15,000
Dumbarton Concerts, Inc. 3133 Dumbarton Street, NW Washington, DC 20007	509(a)(1) or (a)(2) Public Charity	Inner City Inner Child Literacy Program	10,000

CLARK-WINCHCOLE FOUNDATION
FORM 990PF, PART XV SUPPLEMENTAL INFORMATION, LINE 3A
GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR 2011

Recipient Name & Address	Status of recipient	Purpose of Grant	Amount
Dumbarton Concerts, Inc. 3133 Dumbarton Street, NW Washington, DC 20007	509(a)(1) or (a)(2) Public Charity	Inner City Inner Child Literacy Program	10,000
Dwelling Place, Inc. 610 East Diamond Avenue, Suite 300 Gaithersburg, MD 20877	509(a)(1) or (a)(2) Public Charity	General Operating Support	10,000
Easter Seals Greater Washington-Baltimore Region 1420 Spring Street Silver Spring, MD 20910	509(a)(1) or (a)(2) Public Charity	Columbia Heights Child Development Center	10,000
Eclipse Chamber Orchestra, Inc. 2308 Mount Vernon Avenue, Suite 721 Alexandria, VA 22301	509(a)(1) or (a)(2) Public Charity	General Operating Support	2,500
Elizabeth Seton High School 5715 Emerson Street, Bladensburg, MD 20710	509(a)(1) or (a)(2) Public Charity	Tuition Assistance and Study Skills Classes for Disadvantaged Youth	25,000
FACETS Cares, Inc. 1640 Page Avenue, Suite 300 Fairfax, VA 22030	509(a)(1) or (a)(2) Public Charity	General Operating Support	15,000
The Family Place Incorporated 3309 16th Street, NW Washington, DC 20010	509(a)(1) or (a)(2) Public Charity	General Operating Support	10,000
First Time Computers, Inc. 6407 32nd Street, NW Washington, DC 20015	509(a)(1) or (a)(2) Public Charity	General Operating Support	10,000

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Recipient Name & Address	Status of recipient	Purpose of Grant	Amount
Fishing School, Inc. 4737 Meade Street, NE Washington, DC 20019	509(a)(1) or (a)(2) Public Charity	General Operating Support	10,000
Florence Crittenton Services of Greater Washington 819 Silver Spring Avenue Silver Spring, MD 20910	509(a)(1) or (a)(2) Public Charity	General Operating Support	5,000
Food and Friends, Inc. 219 Riggs Road, NE Washington, DC 20011	509(a)(1) or (a)(2) Public Charity	General Operating Support	20,000
For Love of Children, Inc. 1763 Columbia Road, NW Washington, DC 20009	509(a)(1) or (a)(2) Public Charity	Neighborhood Tutoring Program	7,500
The Foundation Schools 6000 Executive Boulevard, Suite 605 Rockville, MD 20852	509(a)(1) or (a)(2) Public Charity	Foundation Links Program	10,000
The Foundation Schools 6000 Executive Boulevard, Suite 605 Rockville, MD 20852	509(a)(1) or (a)(2) Public Charity	Foundation Links Program	7,500
Friends of Peirce Mill, Inc. 2930 Brandywine Street, NW Washington, DC 20008	509(a)(1) or (a)(2) Public Charity	General Operating Support	10,000
Friends of the National Arboretum, Inc. 3501 New York Avenue, NE Washington, DC 20002	509(a)(1) or (a)(2) Public Charity	Washington Youth Garden Program	20,000

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Recipient Name & Address	Status of recipient	Purpose of Grant	Amount
The George B. Thomas Sr. Learning Academy, Inc. 7210 Hidden Creek Road Bethesda, MD 20817	509(a)(1) or (a)(2) Public Charity	The Saturday School	10,000
Georgetown Preparatory School 10900 Rockville Pike North Bethesda, MD 20852	509(a)(1) or (a)(2) Public Charity	Vision Campaign for Scholarships	25,000
Georgetown University fbo Lombardy Comprehensive Cancer Care Center/Capital Breast Care Center 3300 Whitehaven Street, NW, Suite 4000 Washington, DC 20007	509(a)(1) or (a)(2) Public Charity	General Operating Support for the Capital Breast Care Center	20,000
Germantown Cultural Arts Center, Inc. dba BlackRock Center for the Arts 12901 Town Commons Drive Germantown, MD 20874	509(a)(1) or (a)(2) Public Charity	General Operating Support	5,000
Girl Scout Council of the Nation's Capital 4301 Connecticut Avenue, NW, Suite M-2 Washington, DC 20008	509(a)(1) or (a)(2) Public Charity	Programs Serving Young Women in Low-Income/High-Risk Neighborhoods	20,000
Gonzaga College High School 19 Eye Street, NW Washington, DC 20001	509(a)(1) or (a)(2) Public Charity	Construction and Renovation of the School's Theater and Athletic Facility	50,000
Good Shepherd Housing and Family Services, Inc. P.O. Box 15096 8305 Richmond Highway, Suite 17 B Alexandria, VA 22309	509(a)(1) or (a)(2) Public Charity	General Operating Support	20,000
Greater Washington Education Telecommunications Association, Inc. 3939 Campbell Avenue Arlington, VA 22206	509(a)(1) or (a)(2) Public Charity	General Operating Support	6,000

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Recipient Name & Address	Status of recipient	Purpose of Grant	Amount
Greater Washington Education Telecommunications Association, Inc. 3939 Campbell Avenue Arlington, VA 22206	509(a)(1) or (a)(2) Public Charity	Where Literacy Begins Program	10,000
Habitat for Humanity International, Inc. fbo Montgomery County 9110 Gaither Road Gaithersburg, MD 20877	509(a)(1) or (a)(2) Public Charity	General Operating Support	10,000
The Heights, Inc. 10400 Seven Locks Road Potomac, MD 29854	509(a)(1) or (a)(2) Public Charity	Tuition Assistance for TAP Students	25,000
HEROES, Inc. 1100 G Street, NW Suite 300 Washington, DC 20005	509(a)(1) or (a)(2) Public Charity	General Operating Support	50,000
Historical Society of Washington, DC 801 K Street, NW Washington, DC 20001	509(a)(1) or (a)(2) Public Charity	Emergency General Operating Support	35,000
Home First 2501 18th Street, NE Washington, DC 20017	509(a)(1) or (a)(2) Public Charity	General Operating Support	5,000
Homestretch, Inc. 303 South Maple Avenue, Suite 400 Falls Church, VA 22046	509(a)(1) or (a)(2) Public Charity	Family Services	20,000
Hope and a Home, Inc. 1439 R Street, NW Washington, DC 20009	509(a)(1) or (a)(2) Public Charity	General Operating Support	5,000

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Recipient Name & Address	Status of recipient	Purpose of Grant	Amount
Hope House P.O. Box 60682 Washington, DC 20039	509(a)(1) or (a)(2) Public Charity	General Operating Support	10,000
Hopkins House - A Center for Children and Their Families 5904 Richmond Highway, Suite 524 Alexandria, VA 22303	509(a)(1) or (a)(2) Public Charity	Tuition Assistance for Disadvantaged Youth and Emergency Family Assistance	50,000
Horizons Greater Washington, Inc. 3000 Cathedral Avenue, NW Washington, DC 20008	509(a)(1) or (a)(2) Public Charity	Summer Arts Program at Glen Echo Park	2,000
Horton's Kids, Inc. 110 Maryland Avenue, NE, Suite 207 Washington, DC 20002	509(a)(1) or (a)(2) Public Charity	General Operating Support	35,000
Hospice Caring, Inc. 518 South Frederick Avenue Gaithersburg, MD 20877	509(a)(1) or (a)(2) Public Charity	Patient and Family Services and Bereavement Programs	18,000
Housing Unlimited, Inc. 1398 Lambertson Drive, Suite G-1 Silver Spring, MD 20902	509(a)(1) or (a)(2) Public Charity	General Operating Support	7,500
Imagination Stage, Inc. 4908 Auburn Avenue Bethesda, MD 20814	509(a)(1) or (a)(2) Public Charity	General Operating Support	10,000
INOVA Health Systems Foundation 8110 Gatehouse Road, Suite 200, East Tower Falls Church, VA 22042	509(a)(1) or (a)(2) Public Charity	Perinatal Care Program	25,000

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Recipient Name & Address	Status of recipient	Purpose of Grant	Amount
Interfaith Works, Inc. 114 West Montgomery Avenue Rockville, MD 20850	509(a)(1) or (a)(2) Public Charity	General Operating Support	20,000
Iona Senior Services 4125 Albemarle Street, NW Washington, DC 20016	509(a)(1) or (a)(2) Public Charity	General Operating Support	20,000
Ivymount School, Inc. 11614 Seven Locks Road Rockville, MD 20854	509(a)(1) or (a)(2) Public Charity	Autism and Model Asperger Programs	15,000
Jewish Council for the Aging of Greater Washington, Inc. 12320 Parklawn Drive Rockville, MD 20852	509(a)(1) or (a)(2) Public Charity	General Operating Support	10,000
Jewish Foundation for Group Homes 1500 East Jefferson Street Rockville, MD 20852	509(a)(1) or (a)(2) Public Charity	General Operating Support	10,000
Jewish Social Service Agency 200 Wood Hill Road Rockville, MD 20850	509(a)(1) or (a)(2) Public Charity	In-Home Services for Low-Income Elderly Residents	20,000
Jill's House, Inc. 9011 Leesburg Pike Vienna, VA 22182	509(a)(1) or (a)(2) Public Charity	General Operating Support	5,000
John F. Kennedy Center for the Performing Arts 2700 F Street, NW Washington, DC 20566	509(a)(1) or (a)(2) Public Charity	Kennedy Center Education Programs & National Symphony Education Programs	20,000

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Recipient Name & Address	Status of recipient	Purpose of Grant	Amount
Joseph's House, Inc. 1730 Lanier Place, NW Washington, DC 20009	509(a)(1) or (a)(2) Public Charity	Compassionate Companions Volunteer Program	25,000
Joy of Motion Dance Center, Inc. 1333 H Street, NE Washington, DC 20002	509(a)(1) or (a)(2) Public Charity	General Operating Support	5,000
Jubilee Housing, Inc. 1640 Columbia Road, NW Washington, DC 20009	509(a)(1) or (a)(2) Public Charity	General Operating Support	20,000
Jubilee Jobs, Inc. 2712 Ontario Road Washington, DC 20009	509(a)(1) or (a)(2) Public Charity	Jubilee Jobs Programs	10,000
Jubilee Jumpstart, Inc. 2525 Ontario Road, NW, Suite B Washington, DC 20009	509(a)(1) or (a)(2) Public Charity	General Operating Support	20,000
Lab School of Washington 4759 Reservoir Road, NW Washington, DC 20007	509(a)(1) or (a)(2) Public Charity	General Operating Support	7,500
Language ETC 2200 California Street, NW Washington, DC 20008	509(a)(1) or (a)(2) Public Charity	General Operating Support	15,000
L'Arche P.O. Box 21471 Washington, DC 20009	509(a)(1) or (a)(2) Public Charity	General Operating Support	10,000

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Recipient Name & Address	Status of recipient	Purpose of Grant	Amount
Lions Camp Merrick, Inc. 3650 Rick Hamilton Place P.O. Box 56 Namjemoy, MD 20662	509(a)(1) or (a)(2) Public Charity	Repairs to Camp Merrick and Camp Scholarships	10,000
Literacy Council of Prince George's County, Incorporated 6532 Adelphi Road, Suite 101 Hyattsville, MD 20782	509(a)(1) or (a)(2) Public Charity	General Operating Support	5,000
Little Lights Urban Ministries 760 7th Street, SE Washington, DC 20003	509(a)(1) or (a)(2) Public Charity	Academic Youth Programs	10,000
Lowell School, Inc. 1640 Kalmia Road, NW Washington, DC 20012	509(a)(1) or (a)(2) Public Charity	Tuition Assistance for Disadvantaged Youth	7,500
Manna, Inc. 828 Evarts Street, NE Washington, DC 20018	509(a)(1) or (a)(2) Public Charity	General Operating Support	25,000
Manna Food Center, Inc. 9311 Gaither Road Gaithersburg, MD 20877	509(a)(1) or (a)(2) Public Charity	General Operating Support	30,000
Martha's Table 2114 14th Street, NW Washington, DC 20009	509(a)(1) or (a)(2) Public Charity	Children, Youth and Families Programs	35,000
Mary House, Inc. 4303 13th Street, NE Washington, DC 20017	509(a)(1) or (a)(2) Public Charity	General Operating Support	25,000

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Recipient Name & Address	Status of recipient	Purpose of Grant	Amount
Mary's Center for Maternal & Child Care, Inc. 2333 Ontario Road, NW Washington, DC 20009	509(a)(1) or (a)(2) Public Charity	Healthy Start Healthy Families Program	10,000
McClendon Center 1313 New York Avenue, NW Washington, DC 20005	509(a)(1) or (a)(2) Public Charity	Primary Medical Care for Clients	10,000
Med-Star Georgetown Medical Center, Inc. Georgetown University Hospital Department of Pediatrics 3800 Reservoir Road, NW, 2nd Fl, PHC Bldg Washington, DC 20007	509(a)(1) or (a)(2) Public Charity	Kids Mobile Medical Clinic & Studio G Program	40,000
Mental Health Association of Montgomery County, MD, Inc. 1000 Twinbrook Parkway Rockville, MD 20851	509(a)(1) or (a)(2) Public Charity	General Operating Support	25,000
Mercy Health Clinic, Inc. 7 Metropolitan Court, Suite 1 Gaithersburg, MD 20878	509(a)(1) or (a)(2) Public Charity	Health Education Programs and On-Site Pharmacy Services	15,000
Metropolitan Washington Ear, Inc. 12061 Tech Road Silver Spring, MD 20904	509(a)(1) or (a)(2) Public Charity	General Operating Support	15,000
Miriam's House, Inc. P.O. Box 73618 Washington, DC 20056	509(a)(1) or (a)(2) Public Charity	General Operating Support	15,000
Miriam's Kitchen 2401 Virginia Avenue, NW Washington, DC 20034	509(a)(1) or (a)(2) Public Charity	General Operating Support	25,000

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Recipient Name & Address	Status of recipient	Purpose of Grant	Amount
Mobile Medical Care, Inc. 9309 Old Georgetown Road Bethesda, MD 20814	509(a)(1) or (a)(2) Public Charity	Primary Health Care Service	10,000
Montgomery County Coalition for the Homeless, Inc. 600-B East Gude Drive Rockville, MD 20850	509(a)(1) or (a)(2) Public Charity	General Operating Support	20,000
Montgomery County Coalition for the Homeless, Inc. 600-B East Gude Drive Rockville, MD 20850	509(a)(1) or (a)(2) Public Charity	General Operating Support	20,000
Montgomery Hospice, Inc. 1355 Piccard Drive, Suite 100 Rockville, MD 20850	509(a)(1) or (a)(2) Public Charity	Connections & High School Loss and Grief Education Program	20,000
Montpelier Foundation fbo the Center for the Constitution P.O. Box 911 Orange, VA 22960	509(a)(1) or (a)(2) Public Charity	US Constitution Programs for DC Area Teachers and Police Officers	20,000
Mount Vernon Ladies' Association of the Union P.O. Box 110 Mount Vernon, VA 22121	509(a)(1) or (a)(2) Public Charity	Archeology Investigation of and Repair to the Lower Garden	30,000
N Street Village, Inc. 1333 N Street, NW Washington, DC 20005	509(a)(1) or (a)(2) Public Charity	General Operating Support	20,000
National Aquarium Society Commerce Building, Room B-077 14th Street and Constitution Avenue, NW Washington, DC 20230	509(a)(1) or (a)(2) Public Charity	General Operating Support	10,000

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Recipient Name & Address	Status of recipient	Purpose of Grant	Amount
National Building Museum 401 F Street, NW Washington, DC 20001	509(a)(1) or (a)(2) Public Charity	School and Outreach Programs	5,000
National Cathedral School for Girls Mount Saint Albans Washington, DC 20016	509(a)(1) or (a)(2) Public Charity	Scholarship Fund	100,000
National Cathedral School for Girls Mount Saint Albans Washington, DC 20016	509(a)(1) or (a)(2) Public Charity	Scholarship Fund	100,000
National Kidney Foundation, Inc. fbo The National Capital Area 5335 Wisconsin Avenue, NW, Suite 300 Washington, DC 20015	509(a)(1) or (a)(2) Public Charity	Kidney Evaluation Program	7,500
National Multiple Sclerosis Society fbo National Capital Chapter 1800 M Street, NW, Suite 750 South Washington, DC 20036	509(a)(1) or (a)(2) Public Charity	Emergency Financial Assistance Program of the National Capital Chapter	7,500
National Philharmonic Orchestra & Chorale of Montgomery County, Inc. 5301 Tuckerman Lane North Bethesda, MD 20852	509(a)(1) or (a)(2) Public Charity	General Operating Support	7,500
National Rehabilitation Hospital, Inc. 102 Irving Street, NW Washington, DC 20010	509(a)(1) or (a)(2) Public Charity	National Center for Brain Injury, the Fellowship Fund, and the Opportunity Fund	20,000
National Theatre Corporation 1321 Pennsylvania Avenue, NW Washington, DC 20004	509(a)(1) or (a)(2) Public Charity	Free Community Outreach Programs	20,000

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Recipient Name & Address	Status of recipient	Purpose of Grant	Amount
Network for Teaching Entrepreneurship 1990 M Street, NW, Suite 550 Washington, DC 20036	509(a)(1) or (a)(2) Public Charity	General Operating Support	10,000
New Community for Children, Inc. 1722 6th Street, NW Washington, DC 20001	509(a)(1) or (a)(2) Public Charity	General Operating Support	15,000
Nick's Place, Inc. 4604 West Caroline Avenue Beltsville, MD 20705	509(a)(1) or (a)(2) Public Charity	General Operating Support	5,000
Northern Virginia Family Service 10455 White Granite Drive, Suite 100 Oakton, VA 22124	509(a)(1) or (a)(2) Public Charity	Training Futures Program	10,000
Olney HELP P.O. Box 430 Olney, MD 20830	509(a)(1) or (a)(2) Public Charity	General Operating Support	10,000
Our Lady of Good Counsel High School 17301 Old Vic Boulevard Olney, MD 20832	509(a)(1) or (a)(2) Public Charity	Tuition Assistance for Disadvantaged Youth	15,000
Our Military Kids, Inc. 6861 Elm Street, Suite 2A McLean, VA 22101	509(a)(1) or (a)(2) Public Charity	Financial Assistance to Military Children in the Washington Metro Area	5,000
Our Place DC 1518 K Street, NW, Mezzanine Level Washington, DC 20005	509(a)(1) or (a)(2) Public Charity	General Operating Support	10,000

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Recipient Name & Address	Status of recipient	Purpose of Grant	Amount
Parkmont School 4842 16th Street, NW Washington, DC 20011	509(a)(1) or (a)(2) Public Charity	Tuition Assistance for Disadvantaged Youth	7,500
Passion for Learning, Inc. 1210 Woodside Parkway Silver Spring, MD 20910	509(a)(1) or (a)(2) Public Charity	Writing Workshops	10,000
Patricia M. Sitar Center for the Arts 1700 Kalorama Road, NW, Suite 101 Washington, DC 20009	509(a)(1) or (a)(2) Public Charity	General Operating Support	20,000
Perry School Community Services, Inc. 128 M Street, NW, Suite 100 Washington, DC 20001	509(a)(1) or (a)(2) Public Charity	General Operating Support	5,000
Poor Robert's Charities, Inc. 3900 - B Watson Place, NW, Apt. G-2A Washington, DC 20016	509(a)(1) or (a)(2) Public Charity	Van Purchases for Local Nonprofit Organizations	40,000
Potomac Community Resources, Inc. 9200 Kentsdale Drive Potomac, MD 20854	509(a)(1) or (a)(2) Public Charity	Respite Care Programs	15,000
Potomac School 1301 Potomac School Road McLean, VA 22101	509(a)(1) or (a)(2) Public Charity	Tuition Assistance for Disadvantaged Youth	30,000
Prevent Cancer Foundation 1600 Duke Street, Suite 500 Alexandria, VA 22314	509(a)(1) or (a)(2) Public Charity	Celebremos la Vida Program	5,000

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Recipient Name & Address	Status of recipient	Purpose of Grant	Amount
Prince George's Child Resource Center, Inc. 9475 Lottsford Road, Suite 202 Largo, MD 20774	509(a)(1) or (a)(2) Public Charity	General Operating Support	15,000
Prison Outreach Ministry P.O. Box 51583 Washington, DC 20091	509(a)(1) or (a)(2) Public Charity	Welcome Home Reentry Program	7,500
Providence Hospital 1150 Varnum Street, NE Washington, DC 20017	509(a)(1) or (a)(2) Public Charity	General Operating Support	50,000
Providence Hospital 1150 Varnum Street, NE Washington, DC 20017	509(a)(1) or (a)(2) Public Charity	General Operating Support	50,000
Quest: Arts for Everyone, Incorporated 7414 Newburg Drive Lanham, MD 20706	509(a)(1) or (a)(2) Public Charity	Washington Metro Area Programs	5,000
Rachael's Women's Center 1222 11th Street, NW Washington, DC 20001	509(a)(1) or (a)(2) Public Charity	Day Shelter Program	25,000
Rebuilding Together Alexandria 700 Princess Street, Mezz Suite 2 Alexandria, VA 22314	509(a)(1) or (a)(2) Public Charity	Critical Needs Program	15,000
Recording for the Blind and Dyslexic, Inc. 5225 Wisconsin Avenue, NW, Suite 312 Washington, DC 20015	509(a)(1) or (a)(2) Public Charity	General Operating Support	15,000

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Recipient Name & Address	Status of recipient	Purpose of Grant	Amount
Red Wiggler Foundation, Inc. t/a Red Wiggler Community Farm P.O. Box 968 Clarksburg, MD 20871	509(a)(1) or (a)(2) Public Charity	General Operating Support	20,000
Retired Scientists, Engineers and Technicians P.O. Box 9400 Washington, DC 20016	509(a)(1) or (a)(2) Public Charity	General Operating Support	5,000
Retired Scientists, Engineers and Technicians P.O. Box 9400 Washington, DC 20016	509(a)(1) or (a)(2) Public Charity	General Operating Support	5,000
Rosemount Center 2000 Rosemount Avenue, NW Washington, DC 20010	509(a)(1) or (a)(2) Public Charity	General Operating Support	15,000
Round House Theatre, Inc. 4545 East-West Highway Bethesda, MD 20814	509(a)(1) or (a)(2) Public Charity	Intersections Program and Student Matinee Program	7,500
S.O.M.E., Inc./So Others Might Eat 71 O Street, NW Washington, DC 20001	509(a)(1) or (a)(2) Public Charity	Center for Employment Training	25,000
Saint Luke Institute, Inc. 8901 New Hampshire Avenue Silver Spring, MD 20903	509(a)(1) or (a)(2) Public Charity	Caritas Counseling Program	15,000
The Salvation Army 2626 Pennsylvania Avenue, NW Washington, DC 20037	509(a)(1) or (a)(2) Public Charity	Emergency Assistance Fund	50,000

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Recipient Name & Address	Status of recipient	Purpose of Grant	Amount
Samaritan Inns, Inc. 2523 14th Street, NW Washington, DC 20009	509(a)(1) or (a)(2) Public Charity	General Operating Support	40,000
Sarah's Circle, Inc. 2551 17th Street, Apartment 103 Washington, DC 20009	509(a)(1) or (a)(2) Public Charity	General Operating Support	20,000
The Senior Connection of Montgomery County, Inc. 3950 Ferrara Drive Silver Spring, MD 20906	509(a)(1) or (a)(2) Public Charity	General Operating Support	12,000
Septima Clark Public Charter School 2501 Martin Luther King, Jr., Avenue, SE Washington, DC 20020	509(a)(1) or (a)(2) Public Charity	General Operating Support	20,000
Shaw Community Ministry, Inc. 1726 7th Street, NW Washington, DC 20001	509(a)(1) or (a)(2) Public Charity	High School Youth Programs	5,000
The Shepherd's Table, Inc. 8201-A Colonial Lane Silver Spring, MD 20910	509(a)(1) or (a)(2) Public Charity	Bilingual Counseling Services	5,000
Sheppard Pratt Health System, Inc. 6501 North Charles Street P.O. Box 6815 Baltimore, MD 21285	509(a)(1) or (a)(2) Public Charity	Kitchen Renovation Project at Frost School in Rockville, MD	20,225
Sibley Memorial Hospital Foundation 5255 Loughboro Road, NW Washington, DC 20016	509(a)(1) or (a)(2) Public Charity	Nursing Education Program	75,000

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Recipient Name & Address	Status of recipient	Purpose of Grant	Amount
Signature Theatre, Inc. 4200 Campbell Avenue Arlington, VA 22206	509(a)(1) or (a)(2) Public Charity	General Operating Support	10,000
St. Aloysius Church fbo The Father McKenna Center 19 Eye Street, NW Washington, DC 20001	509(a)(1) or (a)(2) Public Charity	General Operating Support	20,000
St. Aloysius Church fbo The Father McKenna Center 19 Eye Street, NW Washington, DC 20001	509(a)(1) or (a)(2) Public Charity	General Operating Support	15,000
St. Augustine School 1419 V Street, NW Washington, DC 20009	509(a)(1) or (a)(2) Public Charity	Tuition Assistance for Disadvantaged Youth	20,000
St. Coletta of Greater Washington, Inc. 1901 Independence Avenue, SE Washington, DC 20003	509(a)(1) or (a)(2) Public Charity	Adult Program Expansion and Renovation Program	15,000
St. Gabriel Church 26 Grant Circle, NW Washington, DC 20011	509(a)(1) or (a)(2) Public Charity	Petworth Youth Program	15,000
St. John's Community Services 2201 Wisconsin Avenue, NW, Suite C-150 Washington, DC 20007	509(a)(1) or (a)(2) Public Charity	District of Columbia Community Living Services Program	5,000
St. Margaret's Church fbo Charlie's Place 1830 Connecticut Avenue, NW Washington, DC 20009	509(a)(1) or (a)(2) Public Charity	General Operating Support	10,000

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Recipient Name & Address	Status of recipient	Purpose of Grant	Amount
St. Michael School 824 Wayne Avenue Silver Spring, MD 20910	509(a)(1) or (a)(2) Public Charity	Tuition Assistance for Disadvantaged Youth	25,000
Special Olympics District of Columbia, Inc. 900 2nd Street, NE, Suite 200 Washington, DC 20002	509(a)(1) or (a)(2) Public Charity	General Operating Support	20,000
Specially Adapted Resource Clubs 5081 Queens Wood Drive Burke, VA 22015	509(a)(1) or (a)(2) Public Charity	General Operating Support	30,000
Stepping Stones Shelter, Inc. P.O. Box 712 Rockville, MD 20848	509(a)(1) or (a)(2) Public Charity	General Operating Support	5,000
The Strathmore Hall Foundation, Inc. 5301 Tuckerman Lane North Bethesda, MD 20852	509(a)(1) or (a)(2) Public Charity	Strathmore Student Concerts	10,000
Student Conservation Association, Inc. 1800 North Kent Street, Suite 102 Arlington, VA 22209	509(a)(1) or (a)(2) Public Charity	National Capital Region Community Program	25,000
Studio Theatre, Inc. 1501 14th Street, NW Washington, DC 20005	509(a)(1) or (a)(2) Public Charity	Youth Education Programs	5,000
Suited for Change 1010 Vermont Avenue, NW, Suite 900 Washington, DC 20005	509(a)(1) or (a)(2) Public Charity	General Operating Support	7,500

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Support Our Aging Religious, Inc., SOAR 900 Varnum Street, NE Washington, DC 20017	509(a)(1) or (a)(2) Public Charity	Benedictine Sisters of Virginia Monastery	25,000
Support Our Aging Religious, Inc., SOAR 3025 4th Street, NE, Suite 14 Washington, DC 20017	509(a)(1) or (a)(2) Public Charity	Capital Needs of Religious Centers in the Washington Metro Area	25,000
The Supreme Court Historical Society 224 East Capitol Street, NE Washington, DC 20003	509(a)(1) or (a)(2) Public Charity	General Education Programs	50,000
Suburban Hospital, inc. 8600 Old Georgetown Road Bethesda, MD 20814	509(a)(1) or (a)(2) Public Charity	Purpose, Progress, Promise Campaign	25,000
Theatre Lab 733 8th Street, NW Washington, DC 20001	509(a)(1) or (a)(2) Public Charity	Life Stories	5,000
The Thomas Circle Singers 5 Thomas Circle, NW, Box 24 Washington, DC 20005	509(a)(1) or (a)(2) Public Charity	General Operating Support	5,000
The Thomas Circle Singers 5 Thomas Circle, NW, Box 24 Washington, DC 20005	509(a)(1) or (a)(2) Public Charity	General Operating Support	5,000
Threshold Services, Inc. 1398 Lamberton Drive, Suite 202 Silver Spring, MD 20902	509(a)(1) or (a)(2) Public Charity	Repair and Renovations to Group Homes	20,000

**CLARK-WINCHOLE FOUNDATION
FORM 990PF, PART XV SUPPLEMENTAL INFORMATION, LINE 3A
GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR 2011**

Recipient Name & Address	Status of recipient	Purpose of Grant	Amount
Thrive DC 1525 Newton Street, NW, Suite G-1 Washington, DC 20010	509(a)(1) or (a)(2) Public Charity	Links Program	20,000
TLC - The Treatment and Learning Centers, Inc. 2301 Research Boulevard, Suite 110 Rockville, MD 20850	509(a)(1) or (a)(2) Public Charity	Tuition Assistance for Disadvantaged Youth	10,000
Travelers Aid International, Inc. 1612 K Street, NW, Suite 206 Washington, DC 20006	509(a)(1) or (a)(2) Public Charity	Union Station Program	15,000
Tudor Place Foundation, Inc. 1644 31st Street, NW Washington, DC 20007	509(a)(1) or (a)(2) Public Charity	Archeology Work and Entryway Restoration Work	30,000
United Community Ministries 7511 Fordson Road Alexandria, VA 22306	509(a)(1) or (a)(2) Public Charity	General Operating Support	15,000
United States Capitol Historical Society 200 Maryland Avenue, NE Washington, DC 20002	509(a)(1) or (a)(2) Public Charity	We the People Constitution Program for Washington DC Students	20,000
Unity Health Care, Inc. 1220 12th Street, SE, Suite 120 Washington, DC 20003	509(a)(1) or (a)(2) Public Charity	Columbia Road Health Service Clinic	7,500
Victory Housing, Inc. 5430 Grosvenor Lane, Suite 210 Bethesda, MD 20814	509(a)(1) or (a)(2) Public Charity	14-Person Passenger Van	30,000

CLARK-WINCHOLE FOUNDATION
FORM 990PF, PART XV SUPPLEMENTAL INFORMATION, LINE 3A
GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR 2011

Recipient Name & Address	Status of recipient	Purpose of Grant	Amount
Virginia Foundation for Independent Colleges 8010 Ridge Road, Suite B Richmond, VA 23229	509(a)(1) or (a)(2) Public Charity	Tuition Assistance for Disadvantaged Youth in the Washington Metro Area	15,000
Visitors' Services Center, Inc. 1422 Massachusetts Avenue, SE Washington, DC 20003	509(a)(1) or (a)(2) Public Charity	General Operating Support and Contract Accounting and Payroll Services	10,000
Volunteer Center of Fairfax County, Inc. dba Volunteer Fairfax 10530 Page Avenue Fairfax, VA 22030	509(a)(1) or (a)(2) Public Charity	General Operating Support	5,000
Washington Architectural Foundation 1777 Church Street, NW Washington, DC 20036	509(a)(1) or (a)(2) Public Charity	Education and Community Outreach Programs	10,000
Washington Bach Consort 1010 Vermont Avenue, NW, Suite 202 Washington, DC 20005	509(a)(1) or (a)(2) Public Charity	General Operating Support	5,000
Washington Cathedral Massachusetts & Wisconsin Avenues, NW Washington, DC 20016	509(a)(1) or (a)(2) Public Charity	Cathedral Fund and Cathedral Scholars Program	40,000
Washington Cathedral Massachusetts & Wisconsin Avenues, NW Washington, DC 20016	509(a)(1) or (a)(2) Public Charity	Emergency Stabilization, Repair and Restoration of the Cathedral	50,000
The Washington Chorus, Inc. 2801 Upton Street, NW Washington, DC 20008	509(a)(1) or (a)(2) Public Charity	General Operating Support	15,000

CLARK-WINCHCOLE FOUNDATION
FORM 990PF, PART XV SUPPLEMENTAL INFORMATION, LINE 3A
GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR 2011

Recipient Name & Address	Status of recipient	Purpose of Grant	Amount
Washington College 300 Washington Avenue Chestertown, MD 21620	509(a)(1) or (a)(2) Public Charity	Tuition Assistance for Disadvantaged Youth in the Washington Metro Area	25,000
Washington DC Police Foundation 1156 15th Street, NW, Suite 600 Washington, DC 20005	509(a)(1) or (a)(2) Public Charity	Youth Programs	75,000
The Washington Drama Society, Inc. dba Arena Stage 1101 6th Street, SW Washington, DC 20024	509(a)(1) or (a)(2) Public Charity	General Operating Support	7,500
Washington Episcopal Day School, Inc. 5600 Little Falls Parkway Bethesda, MD 20816	509(a)(1) or (a)(2) Public Charity	Tuition Assistance for Disadvantaged Youth	5,000
The Washington Home 3720 Upton Street, NW Washington, DC 20016	509(a)(1) or (a)(2) Public Charity	Uncompensated Care for Hospice Patients	40,000
Washington Hospital Center Corporation 110 Irving Street, EB-1001 Washington, DC 20010	509(a)(1) or (a)(2) Public Charity	Medical House Call Program	20,000
Washington Jesuit Academy 900 Varnum Street, NE Washington, DC 20017	509(a)(1) or (a)(2) Public Charity	General Operating Support	35,000
Washington Jesuit Academy 900 Varnum Street, NE Washington, DC 20017	509(a)(1) or (a)(2) Public Charity	General Operating Support	50,000

**CLARK-WINCHCOLE FOUNDATION
FORM 990PF, PART XV SUPPLEMENTAL INFORMATION, LINE 3A
GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR 2011**

Recipient Name & Address	Status of recipient	Purpose of Grant	Amount
Washington Literacy Council 1918 18th Street, NW, B-2 Washington, DC 20009	509(a)(1) or (a)(2) Public Charity	General Operating Support	5,000
Washington Middle School for Girls 1901 Mississippi Avenue, SE Washington, DC 20020	509(a)(1) or (a)(2) Public Charity	General Operating Support	25,000
Washington National Opera 2600 Virginia Avenue, NW, Suite 301 Washington, DC 20037	509(a)(1) or (a)(2) Public Charity	General Operating Support	10,000
Washington Performing Arts Society 2000 L Street, NW, Suite 510 Washington, DC 20036	509(a)(1) or (a)(2) Public Charity	Educational Programs	15,000
Washington Shakespeare Company of Arlington County, Inc. 1101 Wilson Boulevard Arlington, VA 22209	509(a)(1) or (a)(2) Public Charity	General Operating Support	10,000
Washington Tennis & Educational Foundation, Inc. William H.G. FitzGerald Tennis Center 16th & Kennedy Streets, NW Washington, DC 20011	509(a)(1) or (a)(2) Public Charity	Arthur Ashe Children's Tennis Program	5,000
The Washington Theatre Awards Society dba The Helen Hayes Awards 2233 Wisconsin Avenue, NW, Suite 300 Washington, DC 20007	509(a)(1) or (a)(2) Public Charity	Washington Theatre Legacy Project	2,500
The Wellness Community Greater Washington, DC 5430 Grosvenor Lane, Suite 100 Bethesda, MD 20814	509(a)(1) or (a)(2) Public Charity	Cancer Support Group	10,000

CLARK-WINCHCOLE FOUNDATION
FORM 990PF, PART XV SUPPLEMENTAL INFORMATION, LINE 3A
GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR 2011

Recipient Name & Address	Status of recipient	Purpose of Grant	Amount
Wesley Theological Seminary of the United Methodist Church 4500 Massachusetts Avenue, NW Washington, DC 20016	509(a)(1) or (a)(2) Public Charity	Urban Ministry Program	125,000
Wilderness Leadership & Learning, Inc, 1758 Park Road, NW Washington, DC 20010	509(a)(1) or (a)(2) Public Charity	General Operating Support	10,000
William Wendt Center for Loss and Healing 4201 Connecticut Avenue, NW, Suite 300 Washington, DC 20008	509(a)(1) or (a)(2) Public Charity	General Operating Support	20,000
Wolf Trap Foundation for the Performing Arts 1645 Trap Road Vienna, VA 22182	509(a)(1) or (a)(2) Public Charity	Institute for Early Learning, Opera at Wolf Trap and Face of America Production	140,000
Women's Center 133 Park Street, NE Vienna, VA 22180	509(a)(1) or (a)(2) Public Charity	Mental Health Counseling Program	5,000
World Arts Focus dba Joe's Movement Emporium 3309 Bunker Hill Road Mount Rainier, MD 20712	509(a)(1) or (a)(2) Public Charity	Summer Arts Camps	10,000
Young Men's Christian Association of Metropolitan Washington 9601 Colesville Road Silver Spring, MD 20901	509(a)(1) or (a)(2) Public Charity	Youth and Family Services Program at Northwest Park Community Center	15,000
Young Playwrights' Theater, Inc. 2437 15th Street, NW Washington, DC 20009	509(a)(1) or (a)(2) Public Charity	General Operating Support	5,000

CLARK-WINCHCOLE FOUNDATION
FORM 990PF, PART XV SUPPLEMENTAL INFORMATION, LINE 3A
GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR 2011

Recipient Name & Address	Status of recipient	Purpose of Grant	Amount
Young Playwrights' Theater, Inc. 2437 15th Street, NW Washington, DC 20009	509(a)(1) or (a)(2) Public Charity	General Operating Support	5,000
Youth for Tomorrow New Life Center, Inc. 11835 Hazel Circle Drive Bristow, VA 20136	509(a)(1) or (a)(2) Public Charity	General Operating Support	10,000
Youth Leadership Foundation, Inc. 5034 Wisconsin Avenue, NW Suite 250 Washington, DC 20016	509(a)(1) or (a)(2) Public Charity	General Operating Support	<u>20,000</u>
TOTAL			<u><u>5,251,725</u></u>

CLARK-WINCHCOLE FOUNDATION

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 22

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
INCOME FROM INVESTMENT IN PARTNERSHIP					
K-1 PASS THROUGH OF SECTION 1296 ORDINARY LOSS			14	-540.	
K-1 PASS THROUGH OF SECTION 988 ORDINARY LOSS			14	-9,374.	50,000.
RETURN OF UNEXPENDED 2008 GRANT					
TOTALS				<u>-9,914.</u>	<u>50,000.</u>

Application for Extension of Time To file an Exempt Organization Return

File a separate application for each return.

- If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box [X]
If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II (on page 2 of this form).
Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only []

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Form fields for filer information: Name of exempt organization (CLARK-WINCHCOLE FOUNDATION), Employer identification number (EIN) (52-6058340), Number, street, and room or suite no (3 BETHESDA METRO CENTER), Social security number (SSN), City, town or post office, state, and ZIP code (BETHESDA, MD 20814-5358)

Enter the Return code for the return that this application is for (file a separate application for each return) [0] [4]

Table with 4 columns: Application Is For, Return Code, Application Is For, Return Code. Rows include Form 990, Form 990-BL, Form 990-EZ, Form 990-PF, Form 990-T (sec. 401(a) or 408(a) trust), Form 990-T (trust other than above), Form 990-T (corporation), Form 1041-A, Form 4720, Form 5227, Form 6069, Form 8870.

The books are in the care of W. CRAIG THOMPSON, TREASURER

Telephone No 301 654-3607 FAX No

- If the organization does not have an office or place of business in the United States, check this box []
If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box [] If it is for part of the group, check this box [] and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 2012, to file the exempt organization return for the organization named above. The extension is for the organization's return for [X] calendar year 2011 or [] tax year beginning, 20, and ending, 20

2 If the tax year entered in line 1 is for less than 12 months, check reason: [] Initial return [] Final return [] Change in accounting period

Table with 3 columns: Description, 3a \$, 3b \$, 3c \$. Rows include tentative tax (140,492), refundable credits (140,492), and balance due (0).

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

For Privacy Act and Paperwork Reduction Act Notice, see instructions.

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box X

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

<p>Type or print</p> <p>File by the due date for filing your return. See instructions.</p>	Name of exempt organization or other filer, see instructions		Employer identification number (EIN) or	
	CLARK-WINCHCOLE FOUNDATION		<input checked="" type="checkbox"/>	52-6058340
	Number, street, and room or suite no. If a P.O. box, see instructions.		Social security number (SSN)	
3 BETHESDA METRO CENTER				
City, town or post office, state, and ZIP code. For a foreign address, see instructions.				
BETHESDA, MD 20814-5358				

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

• The books are in the care of W. CRAIG THOMPSON, TREASURER
 Telephone No. 301 654-3607 FAX No.

• If the organization does not have an office or place of business in the United States, check this box
 • If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

- I request an additional 3-month extension of time until 11/15, 2012.
- For calendar year 2011, or other tax year beginning _____, 20____, and ending _____, 20____.
- If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return Change in accounting period
- State in detail why you need the extension **ALL INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN IS NOT AVAILABLE.**

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a \$	140,492.
8b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b \$	140,492.
8c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c \$	0

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature  Title Treasurer Date 6/22/12