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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2011

For calendar year 2011, or tax year beginning 01-01-2011 , and ending 12-31-2011

G Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

Name of foundation
GEORGE E COLEMAN JR FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)
ALAN DYE C/O WEBSTER 1747 PENNSYLVANIA
IA

City or town, state, and ZIP code
WASHINGTON, DC 20006

A Employer identification number
52-7044220

B Telephone number (see page 10 of the instructions)
(202) 624-7264

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)
\$ 5,684,896

J Accounting method ☐ Cash ☒ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	2,718	2,718		
	4 Dividends and interest from securities.	9,673	9,673		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	164,796			
	b Gross sales price for all assets on line 6a _____ 478,254				
	7 Capital gain net income (from Part IV, line 2)		164,796		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
Operating and Administrative Expenses	11 Other income (attach schedule)	227,697	227,697		
	12 Total. Add lines 1 through 11	404,884	404,884		
	13 Compensation of officers, directors, trustees, etc	25,000	25,000		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule).	2,669	2,669		0
	b Accounting fees (attach schedule).	8,000	8,000		0
	c Other professional fees (attach schedule)	13,229	13,229		0
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	5,574	5,574		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	54,472	54,472		0
	25 Contributions, gifts, grants paid	403,800			403,800
	26 Total expenses and disbursements. Add lines 24 and 25	458,272	54,472		403,800
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-53,388			
	b Net investment income (if negative, enter -0-)		350,412		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	53,609	51,838	51,838
	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 page 15 of the 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			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	726,472	1,439,663	1,492,026
	c	Investments—corporate bonds (attach schedule).			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	4,211,156	3,454,348	4,141,032
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
Liabilities	15	Other assets (describe ▶ _____)			
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	4,991,237	4,945,849	5,684,896
	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)			
Net Assets or Fund Balances	22	Other liabilities (describe ▶ _____)	54,299	49,391	
	23	Total liabilities (add lines 17 through 22)	54,299	49,391	
		Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted	4,936,938	4,896,458	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions)	4,936,938	4,896,458	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	4,991,237	4,945,849	

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	4,936,938
2	Enter amount from Part I, line 27a	2	-53,388
3	Other increases not included in line 2 (itemize) ▶ _____	3	12,908
4	Add lines 1, 2, and 3	4	4,896,458
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	4,896,458

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) 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 See Additional Data Table			
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	164,796
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	301,852	713,886	0 422829
2009	357,290	831,059	0 429921
2008	419,170	937,218	0 447249
2007	546,529	1,381,205	0 395690
2006	477,739	2,292,434	0 208398

2	Total of line 1, column (d).	2	1 904087
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 380817
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	1,647,196
5	Multiply line 4 by line 3.	5	627,280
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	3,504
7	Add lines 5 and 6.	7	630,784
8	Enter qualifying distributions from Part XII, line 4.	8	403,800

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18

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

1a		Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	7,008
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3		Add lines 1 and 2.		3	7,008
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	7,008
6		Credits/Payments			
a		2011 estimated tax payments and 2010 overpayment credited to 2011	6a	2,680	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c		
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	2,680
8		Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	4,328
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	
11		Enter the amount of line 10 to be Credited to 2012 estimated tax ☐	Refunded ☐	11	

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ 0 (2) On foundation managers ☐ \$ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ☐ DC			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of GEORGE E COLEMAN JR FOUNDATION Telephone no (202) 624-7264 Located at C/O ALAN P DYE 1747 PENNSYLVANIA AVE WASHINGTON DC ZIP +4 20006			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year.	15		
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

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

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions).	☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	☒	5b	
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>	☐ Yes ☐ No		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870.</i>		6b	No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DANIEL OLIVER 3105 WOODLEY RD NW WASHINGTON, DC 20008	TRUSTEE 4 00	25,000	0	0
ANDREW OLIVER JR 3418 GARFIELD ST NW WASHINGTON, DC 20007	TRUSTEE 0 00	0	0	0
2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

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

Part IX-B

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	0

Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	1,370,319
b	Average of monthly cash balances.	1b	301,961
c	Fair market value of all other assets (see page 24 of the instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	1,672,280
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	1,672,280
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	25,084
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,647,196
6	Minimum investment return. Enter 5% of line 5.	6	82,360

Part XI

Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☒ and do not complete this part.)

1	Minimum investment return from Part X, line 6.	1	82,360
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	7,008
b	Income tax for 2011 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	7,008
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	75,352
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	75,352
6	Deduction from distributable amount (see page 25 of the instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	75,352

Part XII

Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	403,800
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	403,800
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	403,800
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				75,352
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006.				385,239
b From 2007.				498,731
c From 2008.				372,309
d From 2009.				315,737
e From 2010.				271,454
f Total of lines 3a through e.	1,843,470			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 403,800				
a Applied to 2010, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .	0			
d Applied to 2011 distributable amount.				75,352
e Remaining amount distributed out of corpus	328,448			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,171,918			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . .		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions).	0			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions).	385,239			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	1,786,679			
10 Analysis of line 9				
a Excess from 2007. . . .				498,731
b Excess from 2008. . . .				372,309
c Excess from 2009. . . .				315,737
d Excess from 2010. . . .				271,454
e Excess from 2011. . . .				328,448

Part XIV

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

1a

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

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2011	(b) 2010	(c) 2009	(d) 2008	
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed.					
d	Amounts included in line 2c not used directly for active conduct of exempt activities.					
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c.					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

Part XV

Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 27 of the instructions.)

1

Information Regarding Foundation Managers:

a

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

b

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

2

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

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a

The name, address, and telephone number of the person to whom applications should be addressed

MR DANIEL OLIVER
3105 WOODLEY ROAD
WASHINGTON, DC 20008
(202) 986-2888

b

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

APPLICATIONS SHOULD BE IN LETTER FORM INDICATING TYPE OF ORGANIZATION AND USE OF GRANT

c

Any submission deadlines

NONE

d

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

GRANTS ARE LIMITED TO CHARITABLE ORGANIZATIONS

Form 990-PF (2011)

Part XV

Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	403,800
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	2,718	
4 Dividends and interest from securities. . . .			14	9,673	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.			14	227,697	
8 Gain or (loss) from sales of assets other than inventory			18	164,796	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e). .		0		404,884	0
13 Total. Add line 12, columns (b), (d), and (e).			13		404,884

[illegible]

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.			No
(2) Other assets.			No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.			No
(2) Purchases of assets from a noncharitable exempt organization.			No
(3) Rental of facilities, equipment, or other assets.			No
(4) Reimbursement arrangements.			No
(5) Loans or loan guarantees.			No
(6) Performance of services or membership or fundraising solicitations.			No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.		1c	No
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received			

[illegible]

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

b If "Yes," complete the following schedule

(a) Name of organization		(b) Type of organization		(c) Description of relationship	
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 or fiduciary) is based on all information of which preparer has any knowledge				
	*****		2012-05-10		*****
	Signature of officer or trustee		Date		Title
	Paid Preparer's Use Only	Preparer's Signature ▶ CLAYTON L SMITH		Date	Check if self-employed ☒ PTIN P00138351
		Firm's name ▶ GRAF REPETTI & CO LLP		Firm's EIN ▶ 13-4038080	
		1114 AVENUE OF THE AMERICAS			
Firm's address ▶ NEW YORK, NY 10036		Phone no (212) 302-3300			

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

Additional Data

Software ID:
Software Version:
EIN: 52-7044220
Name: GEORGE E COLEMAN JR FOUNDATION

Form 990PF - Special Condition Description:

Special Condition Description

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
AES CORP - RESTD	P	2006-05-19	2011-02-23
AES CORP - RESTD	P	2006-05-19	2011-07-05
AMERICAN TOWER CORPORATION - CL A	P	2006-05-19	2011-02-24
CARMAX INC	P	2006-05-24	2011-01-06
CARMAX INC	P	2006-05-24	2011-10-27
CLAUDE RESOURCES INC	P	2009-09-14	2011-11-29
CLEAR CHANNEL OUTDOOR HOLDINGS INC -A	P	2006-06-21	2011-02-22
CROWN CASTLE INTERNATIONAL CORP	P	2011-04-15	2011-10-18
CROWN HLDGS INC	P	2006-05-25	2011-01-06
FRONTEER GOLD INC	P	2010-11-08	2011-04-13
PILOT GOLD INC	P	2011-04-13	2011-09-14
GOLAR LNG LTD BERMUDA	P	2010-02-23	2011-03-22
GOLAR LNG LTD BERMUDA	P	2010-02-24	2011-03-22
GOLAR LNG LTD BERMUDA	P	2010-06-03	2011-03-25
GOLDGROUP MINING INC	P	2010-07-28	2011-04-21
GOLDGROUP MINING INC	P	2011-07-28	2011-12-01
GOLD-ORE RESOURCES LTD	P	2010-05-05	2011-04-21
GOLDRICH MINING CO	P	2009-11-23	2011-09-19
GREAT PANTHER SILVER LTD	P	2009-11-30	2011-04-20
GREAT PANTHER SILVER LTD	P	2009-11-30	2011-09-14
HARVEST GOLD CORP	P	2010-10-08	2011-10-04
JAGUAR MINING INC	P	2011-04-20	2011-11-29
JAGUAR MINING INC	P	2011-05-06	2011-11-23
KLONDEX MINES LTD	P	2010-08-25	2011-04-20
KLONDEX MINES LTD	P	2010-08-25	2011-08-15
MAGELLAN MINERALS LTD	P	2009-12-03	2011-09-19
MARKEL CORP	P	2006-06-06	2011-02-23
MARKEL CORP	P	2006-06-06	2011-03-02
MILLICOM INTL CELLULAR SA	P	2007-07-19	2011-11-03
MILLICOM INTL CELLULAR SA	P	2008-10-20	2011-11-03

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
NORTHGATE EXPLORATION LTD	P	2009-09-11	2011-09-14
RICHMONT MINES INC	P	2009-09-14	2011-11-29
SANDSTORM GOLD LTD	P	2010-05-05	2011-09-27
SANDSTORM METALS + ENERGY LTD	P	2010-05-17	2011-09-21
TRADE WINDS VENTURES INC	P	2011-11-30	2011-12-01
UNIVERSAL DISPLAY CORP	P	2006-06-05	2011-01-06
US SILVER CORP	P	2010-08-25	2011-04-21
PIONEER SOUTHWEST ENERGY PARTNERS LP	P	2008-07-01	2011-04-15
WASHINGTON CAPITAL PARTNERS LP	P	2002-07-01	2011-12-31
CAPITAL GAINS DIVIDENDS	P		

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
12,051		17,427	-5,376
32,610		46,652	-14,042
18,519		10,155	8,364
11,350		5,533	5,817
4,703		2,371	2,332
8,600		3,800	4,800
6,106		7,985	-1,879
42,325		42,648	-323
11,809		5,529	6,280
6,066		2,885	3,181
222		394	-172
16,801		7,969	8,832
24,002		11,398	12,604
19,435		8,901	10,534
7,177		3,023	4,154
5,170		2,600	2,570
4,840		2,091	2,749
2,915		3,746	-831
8,040		1,602	6,438
6,940		1,602	5,338
779		2,391	-1,612
10,635		7,770	2,865
13,471		10,032	3,439
6,596		3,106	3,490
4,013		2,329	1,684
2,073		3,119	-1,046
12,373		10,133	2,240
4,051		3,378	673
14,035		11,924	2,111
33,685		19,635	14,050

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
7,681		5,621	2,060
11,948		3,688	8,260
6,912		3,145	3,767
50		20	30
1			1
11,196		5,057	6,139
7,020		1,912	5,108
81,548		31,168	50,380
		719	-719
506			506

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-5,376
			-14,042
			8,364
			5,817
			2,332
			4,800
			-1,879
			-323
			6,280
			3,181
			-172
			8,832
			12,604
			10,534
			4,154
			2,570
			2,749
			-831
			6,438
			5,338
			-1,612
			2,865
			3,439
			3,490
			1,684
			-1,046
			2,240
			673
			2,111
			14,050

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			2,060
			8,260
			3,767
			30
			1
			6,139
			5,108
			50,380
			-719
			506

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
AMERICAN CONSERVATIVE UNION FOUNDATIONC/O GEORGE COLEMAN FOUNDATION 1747 PENNSYLVANIA WASHINGTON,DC 20006	N/A	EXEMPT	GENERAL	3,000
AMERICAN FRIENDS OF THE INSTITUTE OF ECONOMIC AFFAIRSC/O GEORGE COLEMAN FOUNDATION 1747 PENNSYLVANIA WASHINGTON,DC 20006	N/A	EXEMPT	GENERAL	6,000
AMERICAN STUDIES CENTERC/O GEORGE COLEMAN FOUNDATION 1747 PENNSYLVANIA WASHINGTON,DC 20006	N/A	EXEMPT	GENERAL	500
AMERICANS FOR TAX REFORM FOUNDATIONC/O GEORGE COLEMAN FOUNDATION 1747 PENNSYLVANIA WASHINGTON,DC 20006	N/A	EXEMPT	GENERAL	3,000
ATLAS ECONOMIC RESEARCH FOUNDATIONC/O GEORGE COLEMAN FOUNDATION 1747 PENNSYLVANIA WASHINGTON,DC 20006	N/A	EXEMPT	GENERAL	9,000
COMMITTEE ON MONETARY RESEARCH & EDUCATIONC/O GEORGE COLEMAN FOUNDATION 1747 PENNSYLVANIA WASHINGTON,DC 20006	N/A	EXEMPT	GENERAL	4,000
DONORS TRUSTC/O GEORGE COLEMAN FOUNDATION 1747 PENNSYLVANIA WASHINGTON,DC 20006	N/A	EXEMPT	GENERAL	221,000
ENCOUNTER FOR CULTURE AND EDUCATION INCC/O GEORGE COLEMAN FOUNDATION 1747 PENNSYLVANIA WASHINGTON,DC 20006	N/A	EXEMPT	GENERAL	1,000
ENVIRONMENTAL FILM FESTIVAL IN THE NATION'S CAPITALC/O GEORGE COLEMAN FOUNDATION 1747 PENNSYLVANIA WASHINGTON,DC 20006	N/A	EXEMPT	GENERAL	900
FOLGER SHAKESPEARE MEMORIAL LIBRARYC/O GEORGE COLEMAN FOUNDATION 1747 PENNSYLVANIA WASHINGTON,DC 20006	N/A	EXEMPT	GENERAL	3,350
FREER GALLERY OF ART & THE ARTHUR M SACKLER GALLERYC/O GEORGE COLEMAN FOUNDATION 1747 PENNSYLVANIA WASHINGTON,DC 20006	N/A	EXEMPT	GENERAL	1,200
FRENCH HERITAGE SOCIETYC/O GEORGE COLEMAN FOUNDATION 1747 PENNSYLVANIA WASHINGTON,DC 20006	N/A	EXEMPT	GENERAL	1,500
FUND FOR JOHNS HOPKINS MEDICINEC/O GEORGE COLEMAN FOUNDATION 1747 PENNSYLVANIA WASHINGTON,DC 20006	N/A	EXEMPT	GENERAL	1,000
GORE PLACE SOCIETYC/O GEORGE COLEMAN FOUNDATION 1747 PENNSYLVANIA WASHINGTON,DC 20006	N/A	EXEMPT	GENERAL	1,000
GRACE EPISCOPAL CHURCH OF NEW BEDFORDC/O GEORGE COLEMAN FOUNDATION 1747 PENNSYLVANIA WASHINGTON,DC 20006	N/A	EXEMPT	GENERAL	500
HUDSON RIVER COMMUNITY SAILINGC/O GEORGE COLEMAN FOUNDATION 1747 PENNSYLVANIA WASHINGTON,DC 20006	N/A	EXEMPT	GENERAL	500
INTERCOLLEGIATE STUDIES INSTITUTEC/O GEORGE COLEMAN FOUNDATION 1747 PENNSYLVANIA WASHINGTON,DC 20006	N/A	EXEMPT	GENERAL	5,000
INTERNATIONAL POLICY NETWORK US INCC/O GEORGE COLEMAN FOUNDATION 1747 PENNSYLVANIA WASHINGTON,DC 20006	N/A	EXEMPT	GENERAL	5,000
MASSACHUSETTS HISTORIAL SOCIETYC/O GEORGE COLEMAN FOUNDATION 1747 PENNSYLVANIA WASHINGTON,DC 20006	N/A	EXEMPT	GENERAL	2,000
MATTAPOISETT LIBRARY TRUST C/O GEORGE COLEMAN FOUNDATION 1747 PENNSYLVANIA WASHINGTON,DC 20006	N/A	EXEMPT	GENERAL	1,500
MATTAPOISETT RESCUE TEAM INCC/O GEORGE COLEMAN FOUNDATION 1747 PENNSYLVANIA WASHINGTON,DC 20006	N/A	EXEMPT	GENERAL	500
METROPOLITAN MUSEUM OF ART C/O GEORGE COLEMAN FOUNDATION 1747 PENNSYLVANIA WASHINGTON,DC 20006	N/A	EXEMPT	GENERAL	550
MUSEUM OF FINE ARTS BOSTON C/O GEORGE COLEMAN FOUNDATION 1747 PENNSYLVANIA WASHINGTON,DC 20006	N/A	EXEMPT	GENERAL	1,500
NATIONAL CENTER FOR THE AMERICAN REVOLUTIONC/O GEORGE COLEMAN FOUNDATION 1747 PENNSYLVANIA WASHINGTON,DC 20006	N/A	EXEMPT	GENERAL	3,000
PACIFIC RESEARCH INSTITUTE FOR PUBLIC POLICYC/O GEORGE COLEMAN FOUNDATION 1747 PENNSYLVANIA WASHINGTON,DC 20006	N/A	EXEMPT	GENERAL	28,250
PALMS FOR LIFE FUNDC/O GEORGE COLEMAN FOUNDATION 1747 PENNSYLVANIA WASHINGTON,DC 20006	N/A	EXEMPT	GENERAL	1,000
PARKINSON'S DISEASE FOUNDATIONC/O GEORGE COLEMAN FOUNDATION 1747 PENNSYLVANIA WASHINGTON,DC 20006	N/A	EXEMPT	GENERAL	600
PHILHARMONIC-SYMPHONY SOCIETY OF NEW YORK INCC/O GEORGE COLEMAN FOUNDATION 1747 PENNSYLVANIA WASHINGTON,DC 20006	N/A	EXEMPT	GENERAL	6,100
SAINT PAUL'S PROTESTANT EPISCOPAL CHURCHC/O GEORGE COLEMAN FOUNDATION 1747 PENNSYLVANIA WASHINGTON,DC 20006	N/A	EXEMPT	GENERAL	3,000
SOCIETY OF MAYFLOWER DESCEDANTSC/O GEORGE COLEMAN FOUNDATION 1747 PENNSYLVANIA WASHINGTON,DC 20006	N/A	EXEMPT	GENERAL	5,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SOCIETY OF THE COLONIAL WARS C/O GEORGE COLEMAN FOUNDATION 1747 PENNSYLVANIA WASHINGTON,DC 20006	N/A	EXEMPT	GENERAL	200
ST THOMAS CHURCH IN THE CITY & COUNTY OF NEW YORKC/O GEORGE COLEMAN FOUNDATION 1747 PENNSYLVANIA WASHINGTON,DC 20006	N/A	EXEMPT	GENERAL	1,000
THE AMERICAN SOCIETY ORDER OF ST JOHNC/O GEORGE COLEMAN FOUNDATION 1747 PENNSYLVANIA WASHINGTON,DC 20006	N/A	EXEMPT	GENERAL	1,000
THE AMERICAN SPECTATOR FOUNDATIONC/O GEORGE COLEMAN FOUNDATION 1747 PENNSYLVANIA WASHINGTON,DC 20006	N/A	EXEMPT	GENERAL	15,000
THE CHAPIN SCHOOLC/O GEORGE COLEMAN FOUNDATION 1747 PENNSYLVANIA WASHINGTON,DC 20006	N/A	EXEMPT	GENERAL	500
THE FUND FOR AMERICAN STUDIES C/O GEORGE COLEMAN FOUNDATION 1747 PENNSYLVANIA WASHINGTON,DC 20006	N/A	EXEMPT	GENERAL	3,000
THE GEORGE WASHINGTON UNIVERSITYC/O GEORGE COLEMAN FOUNDATION 1747 PENNSYLVANIA WASHINGTON,DC 20006	N/A	EXEMPT	GENERAL	25,000
THE HERITAGE FOUNDATIONC/O GEORGE COLEMAN FOUNDATION 1747 PENNSYLVANIA WASHINGTON,DC 20006	N/A	EXEMPT	GENERAL	22,000
THE INSTITUTE OF WORLD POLITICSC/O GEORGE COLEMAN FOUNDATION 1747 PENNSYLVANIA WASHINGTON,DC 20006	N/A	EXEMPT	GENERAL	5,000
THE METROPOLITAN CLUB PRESERVATION FOUNDATIONC/O GEORGE COLEMAN FOUNDATION 1747 PENNSYLVANIA WASHINGTON,DC 20006	N/A	EXEMPT	GENERAL	2,000
THE MINT MUSEUMC/O GEORGE COLEMAN FOUNDATION 1747 PENNSYLVANIA WASHINGTON,DC 20006	N/A	EXEMPT	GENERAL	1,200
THE PARISH OF THE ADVENTC/O GEORGE COLEMAN FOUNDATION 1747 PENNSYLVANIA WASHINGTON,DC 20006	N/A	EXEMPT	GENERAL	1,000
THE PHILADELPHIA SOCIETYC/O GEORGE COLEMAN FOUNDATION 1747 PENNSYLVANIA WASHINGTON,DC 20006	N/A	EXEMPT	GENERAL	2,000
THE PROPRIETORS OF THE BOSTON ATHENAEUMC/O GEORGE COLEMAN FOUNDATION 1747 PENNSYLVANIA WASHINGTON,DC 20006	N/A	EXEMPT	GENERAL	2,500
THE ROTCH-JONES DUFF HOUSE & GARDEN MUSEUMC/O GEORGE COLEMAN FOUNDATION 1747 PENNSYLVANIA WASHINGTON,DC 20006	N/A	EXEMPT	GENERAL	1,500
WASHINGTON CONCERT OPERA C/O GEORGE COLEMAN FOUNDATION 1747 PENNSYLVANIA WASHINGTON,DC 20006	N/A	EXEMPT	GENERAL	450
Total  3a				403,800

TY 2011 Accounting Fees Schedule

Name: GEORGE E COLEMAN JR FOUNDATION

EIN: 52-7044220

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	8,000	8,000		0

**TY 2011 Investments Corporate
Stock Schedule**

Name: GEORGE E COLEMAN JR FOUNDATION
EIN: 52-7044220

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AFRICAN GOLD GROUP INC	5,040	3,893
AGNICO EAGLE MINES LTD	25,146	14,528
AMERICAN INTL GROUP	28,553	30,276
AURIZON MINES LTD	15,088	10,846
BLUE NOTE MINING INC	4,975	2,300
BRIGUS GOLD CORP	10,080	8,106
CLEARWIRE CORP-A	17,885	6,771
CORAL GOLD RESOURCES LTD	5,137	3,568
CROWN CASTLE INTERNATIONAL CORP	46,913	49,280
DENNYS CORP	72,595	66,627
DISCOVERY COMMUNICATIONS-C	49,924	52,780
GOLDCORP INC	14,972	13,054
HELIO RESOURCE CORP	6,390	4,045
IRIDIUM COMMUNICATIONS INC	37,196	35,543
MEGA PRECIOUS METALS INC	4,713	4,321
MUTINY GOLD LTD	7,630	4,562
NEWMOUNT MINING CORP	39,964	42,907
NIOGOLD MINING CORP	8,718	6,630
NORTHERN FREEGOLD RESOURCES	3,652	2,161
ORO MINING LTD	5,183	3,958
OROCO RESOURCES CORP	9,558	6,776
OROSUR MINING INC	6,774	4,910
PRIMO WATER CORP	18,383	5,092
REDDY ICE CORP	33,820	13,870
RIO NOVO GOLD INC WTS	3,747	373
RIVERSTONE RES INC	4,987	6,058
SCORPIO GOLD CORP	7,621	8,470
SILVERCREST MINES INC	12,484	14,864
SILVERMEX RESOURCES INC	3,850	1,840
SIX FLAGS ENTERTAINMENT CORPORATION	29,445	41,859

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SOLITARIO EXPLORATION & ROYALTY CORP	4,972	4,648
ST EUGENE MINING CORP LTD	3,999	3,575
STRIKE MINERALS INC	9,275	9,000
SUNRISE ASSISTED LIVING INC	39,503	34,182
TEEKAY OFFSHORE PARTNERS LP	81,945	79,800
TIMBERLINE RESOURCES CORP	17,791	13,110
TIME WARNER CABLE INC	45,837	41,321
DETOUR GOLD CORP	2,442	2,277
AES CORP - RESTD	65,532	44,282
ALEXANDRIA MINERALS CORP	4,455	2,917
AMERICAN TOWER CORPORATION - CL A	50,311	102,617
ANDINA MINERALS INC. WTS	1,825	258
ARCTIC GLACIER INCOME FUND - UNIT	15,127	260
ARES CAPITAL CORP	27,314	30,900
ATNA RESOURCES LTD	30,435	31,713
CARMAX INC	64,829	85,344
CLEAR CHANNEL OUTDOOR HOLDINGS INC -A	45,898	42,356
CROWN HLDGS INC	25,559	55,407
DIRECTTV-A	30,162	35,277
EASTMAIN RESOURCES INC	3,731	3,250
EXPLORATION OREX INC	3,799	1,135
FRONTEER COMMUNICATIONS CORP	49,204	36,050
GOLDEN BAND RESOURCES	2,527	2,260
GOLDEN PREDATOR RTY & DEV.	4,817	5,269
GOLDGROUP MINING INC	5,768	4,730
GOLD-ORE RESOURCES LTD	10,193	8,839
GRYPHON GOLD CORP	7,465	9,120
LAMAR ADVERTISING CO CL A	43,382	39,188
LINCOLN MINING CORP/CANADA	7,177	4,606
MARKEL CORP	37,154	45,614

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MICROS SYSTEM INC	26,263	61,253
MIDWAY GOLD CORP	17,209	24,265
MILLICOM INTL CELLULAR SA	41,963	52,804
MOUNTAIN LAKE RESOURCES	4,386	4,463
NWM MINING CORP	15,332	9,217
RENAISSANCE GOLD INC	319	308
ROYAL STANDARD MINERALS INC	5,270	11,500
SANDSTORM RESOURCES LTD	3,251	5,561
UNIVERSAL DISPLAY CORP	22,134	56,867
US SILVER CORP	2,127	3,928
VICTORIA GOLD CORP	10,379	6,240
YUKON-NEVADA GOLD CORP	8,179	6,047
CLAUDE RESOURCES INC	0	0
FRONTEER GOLD INC	0	0
GOLDRICH MINING CO	0	0
GOLAR LING LTD BERMUDA	0	0
GREAT PANTHER RES LTD	0	0
HARVEST GOLD CORP	0	0
KLONDEX MINES LTD	0	0
MAGELLAN MINERALS LTD	0	0
NORTHGATE EXPLORATION LTD	0	0
RICHMONT MINES INC	0	0
SANDSTORM METALS + ENERGY LTD	0	0

TY 2011 Investments - Other Schedule**Name:** GEORGE E COLEMAN JR FOUNDATION**EIN:** 52-7044220

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ACACIA INSTITUTIONAL PARTNERS, LP	AT COST	3,410,939	4,097,623
PIONEER SOUTHWEST ENERGY PARTNERS LP	AT COST	0	0
WASHINGTON CAP PRTNRS TECH FD	AT COST	0	0
SCRAM	AT COST	7,282	7,282
COBIS	AT COST	26	26
MYRMIKAN GOLD FUND LLC	AT COST	36,101	36,101

TY 2011 Legal Fees Schedule

Name: GEORGE E COLEMAN JR FOUNDATION

EIN: 52-7044220

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEE	2,669	2,669		0

TY 2011 Other Income Schedule**Name:** GEORGE E COLEMAN JR FOUNDATION**EIN:** 52-7044220

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
FROM K-1 ACACIA INSTITUTIONAL PARTNERS, LP	240,060	240,060	240,060
FROM K-1 WASHINGTON CAPITAL PARTNERS TECHNOLOGY FUND I, LP	-140	-140	-140
SECURITY CLASS ACTION	1,369	1,369	1,369
FROM K-1 PIONEER SOUTHWEST ENERGY PARTNERS LP	307	307	307
FROM K-1 MYRMIKAN GOLD FUND LLC	-13,899	-13,899	-13,899

TY 2011 Other Increases Schedule

Name: GEORGE E COLEMAN JR FOUNDATION

EIN: 52-7044220

Description	Amount
CHANGE IN DEFERRED EXCISE TAX PAYABLE	12,908

TY 2011 Other Liabilities Schedule**Name:** GEORGE E COLEMAN JR FOUNDATION**EIN:** 52-7044220

Description	Beginning of Year - Book Value	End of Year - Book Value
DUE TO TRUSTEES	25,000	25,000
PROFESSIONAL FEES PAYABLE	9,000	17,000
DEFERRED FEDERAL EXCISE TAXES	20,299	7,391

TY 2011 Other Professional Fees Schedule

Name: GEORGE E COLEMAN JR FOUNDATION

EIN: 52-7044220

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	12,816	12,816		0
BANK CHARGES	373	373		0
FED EX/POSTAGE	40	40		0

TY 2011 Taxes Schedule**Name:** GEORGE E COLEMAN JR FOUNDATION**EIN:** 52-7044220

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX PAID	510	510		0
FEDERAL EXCISE TAX	5,064	5,064		0