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

OMB No 1545-0052

2011

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

For calendar year 2011 or tax year beginning

, 2011, and ending

, 20

Name of foundation EUGENE & AGNES E. MEYER FOUNDATION		A Employer identification number 53-0241716
Number and street (or P O box number if mail is not delivered to street address) 1250 CONNECTICUT AVENUE, NW	Room/suite 800	B Telephone number (see instructions) (202) 483-8294
City or town, state, and ZIP code WASHINGTON, DC 20036		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 ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		
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) \$ 183,534,145. 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 amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	17,250.			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	2,060.	2,060.		
	4 Dividends and interest from securities	1,104,947.	1,104,947.		
	5a Gross rents	43,500.	43,500.		
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	8,506,410.			
	b Gross sales price for all assets on line 6a	21,930,675.			
	7 Capital gain net income (from Part IV, line 2)		9,096,163.		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	2,023,462.	1,934,275.	1,872.	ATCH 1
	12 Total. Add lines 1 through 11	11,697,629.	12,180,945.	1,872.	
	13 Compensation of officers, directors, trustees, etc.	370,000.	12,950.		357,050.
	14 Other employee salaries and wages	946,891.	43,285.	1,872.	896,665.
	15 Pension plans, employee benefits	330,970.	11,247.		277,789.
	16a Legal fees (attach schedule) ATCH 2	68.			6,228.
	b Accounting fees (attach schedule) ATCH 3	129,431.	63,734.		68,946.
	c Other professional fees (attach schedule) *	1,204,443.	1,126,949.		71,802.
	17 Interest. NOV. 06. 2012				
	18 Taxes (attach schedule) (see instructions) **	-245,853.			
	19 Depreciation (attach schedule) and depletion	-184,064.	ATCH 16		
	20 Occupancy	637,268.	31,863.		606,559.
	21 Travel, conferences, and meetings	82,130.	3,480.		91,640.
	22 Printing and publications	1,073.			1,073.
	23 Other expenses (attach schedule) ATCH 6	200,498.	1,200.		190,333.
	24 Total operating and administrative expenses. Add lines 13 through 23	3,840,983.	1,294,708.	1,872.	2,568,085.
	25 Contributions, gifts, grants paid	6,185,360.			6,008,390.
	26 Total expenses and disbursements. Add lines 24 and 25	10,026,343.	1,294,708.	1,872.	8,576,475.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	1,671,286.			
b Net investment income (if negative, enter -0-)			10,886,237.		
c Adjusted net income (if negative, enter -0-)					

For Paperwork Reduction Act Notice, see instructions.

*ATCH 4 JSA ** ATCH 5

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		300.	300.	300.
	2	Savings and temporary cash investments		4,925,425.	3,126,963.	3,126,963.
	3	Accounts receivable ▶ 1,262,939.				
		Less allowance for doubtful accounts ▶		2,245,284.	1,262,939.	1,262,939.
	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		181,660.	181,363.	181,363.
	10 a	Investments - U.S. and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule) ATCH 7		54,384,101.	45,844,205.	45,844,205.
	c	Investments - corporate bonds (attach schedule) ATCH 8		8,385,991.	8,911,007.	8,911,007.
	11	Investments - land, buildings, and equipment basis ▶				
	Less accumulated depreciation ▶ (attach schedule)					
12	Investments - mortgage loans					
13	Investments - other (attach schedule) ATCH 9		120,341,348.	122,302,567.	122,302,567.	
14	Land, buildings, and equipment basis ▶ ATCH 16 1,983,491.					
	Less accumulated depreciation ▶ ATCH 16 554,605.		1,569,788.	1,428,886.	1,428,886.	
15	Other assets (describe ▶ ATCH 10)		289,481.	475,915.	475,915.	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		192,323,378.	183,534,145.	183,534,145.	
Liabilities	17	Accounts payable and accrued expenses		962,048.	977,668.	
	18	Grants payable		559,250.	796,220.	
	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 ▶ ATCH 11)		423,361.	187,357.	
23	Total liabilities (add lines 17 through 22)		1,944,659.	1,961,245.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☒ and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted		190,378,719.	181,572,900.	
	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 instructions)		190,378,719.	181,572,900.	
31	Total liabilities and net assets/fund balances (see instructions)		192,323,378.	183,534,145.		

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	190,378,719.
2	Enter amount from Part I, line 27a	2	1,671,286.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	192,050,005.
5	Decreases not included in line 2 (itemize) ▶ ATTACHMENT 12	5	10,477,105.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	181,572,900.

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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 ATTACHMENT 17				
b					
c					
d					
e					

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	9,096,163.
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	

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	9,632,587.	174,387,224.	0.055237
2009	12,097,634.	155,524,843.	0.077786
2008	11,957,820.	189,183,617.	0.063207
2007	11,099,512.	217,361,065.	0.051065
2006	11,236,978.	197,599,240.	0.056868

2 Total of line 1, column (d)	2	0.304163
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	0.060833
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	187,053,763.
5 Multiply line 4 by line 3	5	11,379,042.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	108,862.
7 Add lines 5 and 6	7	11,487,904.
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	8,695,982.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	217,725.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	217,725.
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	217,725.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	496,434.	
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	496,434.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	278,709.	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax ☐ 278,709. Refunded ☐ ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ 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		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes. ATTCH 13	X	
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ DC, NY,		
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. ATTACHMENT 14		X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <u>WWW.MEYERFOUNDATION.ORG</u>				
14	The books are in care of <u>KRISTEN L. CONTE</u> Telephone no <u>202-483-8294</u>			
Located at <u>1250 CONNECTICUT AVENUE NW, STE 800 WASHINGTON, DC</u> ZIP + 4 <u>20036</u>				
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. <u>15</u>				
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country <u></u>				

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		X
Organizations relying on a current notice regarding disaster assistance check here <u></u>		
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?		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	☐ Yes ☒ No	
If "Yes," list the years <u></u>		
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)		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u></u>		
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 28, 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.)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☒ Yes ☐ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations 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? **ATTACHMENT 15** ☒ 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
SEE ATTACHMENT 18		370,000.	60,802.	12,895.

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
SEE ATTACHMENT 19		662,559.	145,309.	1,512.

Total number of other employees paid over \$50,000 ☐ 2

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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
RUANE CUNNIFF & GOLDFARB NEW YORK, NY	INVESTMENT MGMT	169,670.
MONDRIAN INVESTMENTS WILMINGTON, DE	INVESTMENT MGMT	117,624.
CAMBRIDGE ASSOCIATES BOSTON, MA	INVESTMENT ADVISOR	303,444.
ADAGE CAPITAL PARTNERS BOSTON, MA	INVESTMENT MGMT	166,060.
GENERATION INVESTMENT MGMT US LLP BOSTON, MA	INVESTMENT MGMT	128,732.
Total number of others receiving over \$50,000 for professional services		2

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 WASHINGTON REGIONAL ASSOCIATION OF GRANTMAKERS SERVING ON BOARDS/ADVISORY COMMITTEES; PROVIDING TECHNICAL ASSISTANCE.	6,580.
2 YOUTH TRANSITION FUNDERS GROUP SERVING ON BOARDS/ADVISORY COMMITTEES; PROVIDING TECHNICAL ASSISTANCE.	5,745.
3 WASHINGTON AREA WOMEN'S FOUNDATION SERVING ON BOARDS/ADVISORY COMMITTEES; PROVIDING TECHNICAL ASSISTANCE.	5,615.
4 NEW SCHOOLS VENTURE FUND SERVING ON BOARDS/ADVISORY COMMITTEES; PROVIDING TECHNICAL ASSISTANCE.	5,247.

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 CASH FLOW LOAN PROGRAM - NON-INTEREST BEARING SHORT-TERM WORKING CAPITAL LOANS TO QUALIFIED NOT-FOR-PROFIT ORGANIZATIONS	93,595.
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	93,595.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	157,921,983.
b	Average of monthly cash balances	1b	5,038,198.
c	Fair market value of all other assets (see instructions)	1c	26,942,116.
d	Total (add lines 1a, b, and c)	1d	189,902,297.
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	189,902,297.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,848,534.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	187,053,763.
6	Minimum investment return. Enter 5% of line 5	6	9,352,688.

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	9,352,688.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	217,725.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	217,725.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	9,134,963.
4	Recoveries of amounts treated as qualifying distributions	4	259,959.
5	Add lines 3 and 4	5	9,394,922.
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	9,394,922.

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	8,576,475.
b	Program-related investments - total from Part IX-B	1b	93,595.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	25,912.
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	8,695,982.
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	8,695,982.

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.

Form 990-PF (2011)

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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				9,394,922.
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 2008 1,678,142.				
b From 2007 714,036.				
c From 2008 2,491,058.				
d From 2009 3,844,979.				
e From 2010 701,458.				
f Total of lines 3a through e	9,429,673.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 8,695,982.				
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				8,695,982.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011. (If an amount appears in column (d), the same amount must be shown in column (a).)	698,940.			698,940.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	8,730,733.			
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 2008 not applied on line 5 or line 7 (see instructions)	979,202.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	7,751,531.			
10 Analysis of line 9				
a Excess from 2007 714,036.				
b Excess from 2008 2,491,058.				
c Excess from 2009 3,844,979.				
d Excess from 2010 701,458.				
e Excess from 2011				

Form 990-PF (2011)

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

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(1)(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

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 8 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 (i)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income .

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

Check here ☐ 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

ATTACHMENT 20

c Any submission deadlines:

ATTACHMENT 20

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

ATTACHMENT 20

Enter gross amounts unless otherwise indicated.

(See worksheet in line 13 instructions to verify calculations)

Line No.

▼

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 (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 | | | X |
| (2) Other assets | | | X |
| b Other transactions: | | | |
| (1) Sales of assets to a noncharitable exempt organization | | | X |
| (2) Purchases of assets from a noncharitable exempt organization | | | X |
| (3) Rental of facilities, equipment, or other assets | | | X |
| (4) Reimbursement arrangements | | | X |
| (5) Loans or loan guarantees | | | X |
| (6) Performance of services or membership or fundraising solicitations | | | X |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | | X |
| d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received | | | |

[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) is based on all information of which preparer has any knowledge.

Signature of officer or trustee James L. Rogers Date 10/31/12 Title President & CEO

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

**Paid
Preparer
Use Only**

Print/Type preparer's name MARCIA KRAUSE	Preparer's signature 	Date OCT 02 2012	Check ☐ if self-employed	PTIN P00394681
Firm's name ▶ PRICEWATERHOUSECOOPERS LLP			Firm's EIN ▶ 13-4008324	
Firm's address ▶ 1301 K STREET NW, STE 800W WASHINGTON, DC			20005-3333 Phone no. 202-414-1000	

Schedule B
(Form 990, 990-EZ,
or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

OMB No 1545-0047

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

2011

Name of the organization

EUGENE & AGNES E. MEYER FOUNDATION

Employer identification number

53-0241716

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

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

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

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Name of organization EUGENE & AGNES E. MEYER FOUNDATION

Employer identification number
53-0241716**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	TECHSOUP GLOBAL 435 BRANNAN STREET NO 100 SAN FRANCISCO, CA 94107	\$ 17,250.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Employer identification number

53-0241716

Part II

[illegible]

Name of organization EUGENE & AGNES E. MEYER FOUNDATION

Employer identification number

53-0241716

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry.

For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ► \$

Use duplicate copies of Part III if additional space is needed.

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

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
LOAN FUND INTEREST	1,872.		
MISCELLANEOUS	1,563.		
PARTNERSHIP INCOME	2,020,027.	1,934,275.	1,872.
TOTALS	<u>2,023,462.</u>	<u>1,934,275.</u>	<u>1,872.</u>

EUGENE & AGNES E. MEYER FOUNDATION

53-0241716

ATTACHMENT 2

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>
COVINGTON & BURLING	68.			6,228.
TOTALS	<u>68.</u>			<u>6,228.</u>

ATTACHMENT 3FORM 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>
PRICEWATERHOUSECOOPERS	71,210.	35,605.		35,605.
LARSON ALLEN	16,481.	9,889.		9,841.
NAOMI BALTO	41,740.	18,240.		23,500.
TOTALS	<u>129,431.</u>	<u>63,734.</u>		<u>68,946.</u>

ATTACHMENT 4FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
SUBCONTRACTORS INVESTMENT MANAGEMENT FEES	77,494. 1,126,949.	1,126,949.	71,802.
TOTALS	<u>1,204,443.</u>	<u>1,126,949.</u>	<u>71,802.</u>

ATTACHMENT 5FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
DEFERRED TAX LIABILITY ADJUST.	-272,419.
EXCISE TAX	26,566.
TOTALS	<u>-245,853.</u>

ATTACHMENT 6FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
WEB SITE	17,789.		17,789.
PHONE & MAIL SERVICES	2,213.		2,213.
MISCELLANEOUS	3,288.		3,288.
SUPPLIES	29,708.		25,167.
INSURANCE	22,015.		15,703.
MAINTENANCE CONTRACTS	26,065.		27,575.
TECHNOLOGY SUPPORT	49,037.		48,809.
PROFESSIONAL FEES & DUES	19,216.	1,200.	18,016.
EMPLOYEE RELATIONS	5,919.		6,525.
INTERNET ACCESS & WEB HOST	19,899.		19,899.
LICENSES & FEES	5,349.		5,349.
TOTALS	<u>200,498.</u>	<u>1,200.</u>	<u>190,333.</u>

EUGENE AND AGNES E. MEYER FOUNDATION

53-0241716

FORM 990-PF, PART II, LINE 10B - CORPORATE STOCK

Description	Reference	ENDING BOOK VALUE	ENDING FMV
Loomis, Sayles & Co Inc.	ATTACHMENT 7A	583,772	583,772
Ruane Cunniff Goldfarb & Co Inc.	ATTACHMENT 7B	14,183,295	14,183,295
1,275,137.801 SH Aberdeen Emerging Markets Institutional FD Instl		16,207,001	16,207,001
1,113,034.186 SH Harding Loevner Funds Intl Equity Instl CL		14,870,137	14,870,137
		45,844,205	45,844,205

Equities

U.S. mid cap

Shares/par value	Description	Market price	Market value	Book value	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
2,467	Owens Ill Inc (OI)	\$ 19.3800	\$ 47,810.46	\$ 98,935.20	\$ -51,124.74	\$ 0.00	0.0%	0.5%
26	Rock-Tennessee Co Class A (RKT)	57.7000	1,500.20	2,189.78	-689.58	20.80	1.4	0.0
5,336	Vertex Pharmaceuticals Inc (VRTX)	33.2100	177,208.56	116,000.00	61,208.56	0.00	0.0	1.8
Total U.S. mid cap			\$ 226,519.22	\$ 217,124.98	\$ 9,394.24	\$ 20.80		2.3%
U.S. small cap								

Shares/par value	Description	Market price	Market value	Book value	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
835	Dex One Corporation (DEXO)	\$ 1.6500	\$ 1,386.10	\$ 42,863.87	\$ -41,477.77	\$ 0.00	0.0%	0.0%
Total U.S. small cap			\$ 1,386.10	\$ 42,863.87	\$ -41,477.77	\$ 0.00		0.0%
Developed international								

Shares/par value	Description	Market price	Market value	Book value	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
4,934	Valeant Pharmaceuticals (VRX) International Inc	\$ 46.6900	\$ 230,368.46	117,793.55	112,574.91	\$ 0.00	0.0%	2.4%
Total developed international			\$ 230,368.46	\$ 117,793.55	\$ 112,574.91	\$ 0.00		2.4%
Other equity								

Shares/par value	Description	Market price	Market value	Book value	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
25	GMAC Inc 3C7/Reg S Preferred Series G	\$ 716.8440	\$ 17,921.10	\$ 9,298.33	\$ 8,622.77	\$ 1,750.00	9.8%	0.2%
2,590	General Motors Co Preferred Convertible Until 12/1/2013	34.2500	88,707.50	124,255.74	-35,548.24	6,151.25	6.9	0.9

Other equity
continued

Shares/par value	Description	Market price	Market value	Book value	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
417	United Rentals TR I Convertible Until 8/1/2028	45.2500	18,869.25	16,263.00	2,606.25	1,355.25	7.2	0.2
Total other equity			\$ 125,497.85	\$ 149,817.07	\$ -24,319.22	\$ 9,256.50		1.3%
Total equities			\$ 583,771.63	\$ 527,599.47	\$ 56,172.16	\$ 9,277.30		6.0%

Equities

U.S. large cap

Shares/par value	Description	Market price	Market value	Book value	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
1,927	Becton Dickinson & Co (BDZ)	\$ 74.7200	\$ 143,985.44	\$ 130,089.53	\$ 13,895.91	\$ 3,468.60	2.4%	1.0%
16	Berkshire Hathaway Inc Del Cl A (BRK.A)	114,755.0000	1,836,080.00	123,516.83	1,712,563.17	0.00	0.0	12.5
916	Berkshire Hathaway Inc Del Cl B (BRK.B)	76.3000	69,890.80	4,714.23	65,176.57	0.00	0.0	0.5
11,522	Corning Inc (GLW)	12.9800	149,555.56	218,809.44	-69,253.88	3,456.60	2.3	1.0
25,343	Fastenal Co (FAST)	43.6100	1,105,208.23	292,153.26	813,054.97	14,192.08	1.3	7.6
3,065	Goldman Sachs Group Inc (GS)	90.4300	277,167.95	448,897.82	-171,729.87	4,291.00	1.6	1.9
725	Google Inc (GOOG)	645.9000	468,277.50	348,287.10	119,990.40	0.00	0.0	3.2
2,876	International Business Machines (IBM) Corporation	183.8800	528,838.88	378,537.43	150,301.45	8,628.00	1.6	3.6
5,918	Omnicon Group Inc (OMC)	44.5800	263,824.44	148,168.37	115,656.07	5,918.00	2.2	1.8
2,783	Perrigo Co (PRGO)	97.3000	270,785.90	153,629.30	117,156.60	890.56	0.3	1.9
1,637	Praxair Inc (PX)	106.9000	174,995.30	127,451.56	47,543.74	3,274.00	1.9	1.2
4,060	Precision Castparts Corp (PCP)	164.7900	669,047.40	277,863.79	391,183.61	487.20	0.1	4.6
23,614	T J X Companies Inc (TJX)	64.5500	1,524,283.70	269,540.89	1,254,742.81	17,946.64	1.2	10.4
6,464	Target Corp (TGT)	51.2200	331,086.08	315,016.92	16,069.16	7,758.80	2.3	2.3
2,870	Visa Inc-Class A Shrs (V)	101.5300	291,391.10	221,790.54	69,600.56	2,525.60	0.9	2.0

U.S. large cap
continued

Shares/par value	Description	Market price	Market value	Book value	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
6,299	Wal Mart Stores Inc (WMT)	59.7600	376,428.24	308,244.49	68,183.75	9,196.54	2.4	2.6
Total U.S. large cap			\$ 8,480,846.52	\$ 3,766,711.50	\$ 4,714,135.02	\$ 82,031.52		57.9%
U.S. mid cap								

Shares/par value	Description	Market price	Market value	Book value	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
9,174	Advanced Auto Pts Inc (AAP)	\$ 69.6300	\$ 638,785.62	\$ 361,810.18	\$ 276,975.44	\$ 2,201.76	0.3%	4.4%
2,880	Brown & Brown Inc (BRO)	22.6300	65,174.40	44,037.12	21,137.28	979.20	1.5	0.5
3,181	Emcor Group Inc (EME)	26.8100	85,282.61	92,249.66	-6,967.05	636.20	0.8	0.6
1,591	First Solar Inc (FSLR)	33.7600	53,712.16	195,949.64	-142,237.48	0.00	0.0	0.4
2,920	Idexx Labs Inc (IDXX)	76.9500	224,723.20	69,065.31	155,657.89	0.00	0.0	1.5
549	Linear Technology Corp (LLTC)	30.0300	16,486.47	14,831.29	1,655.18	527.04	3.2	0.1
300	Mettler-Toledo Int'l Inc (MTD)	147.7100	44,313.00	14,990.40	29,322.60	0.00	0.0	0.3
7,830	Mohawk Inds Inc (MHK)	59.8500	468,625.50	358,604.77	110,020.73	0.00	0.0	3.2
3,000	O'Reilly Automotive Inc (ORLY)	79.9500	239,850.00	61,958.18	177,891.82	0.00	0.0	1.6
3,061	Sirona Dental Systems Inc (SIRO)	44.0400	134,806.44	126,396.42	8,410.02	0.00	0.0	0.9
2,753	Trimble Nav Ltd (TRMB)	43.4000	119,480.20	92,772.10	26,708.10	0.00	0.0	0.8
2,102	Waters Corp (WAT)	74.0500	155,653.10	155,005.17	647.93	0.00	0.0	1.1
758	West Pharmaceutical Services Inc (WST)	37.9500	28,766.10	27,871.48	894.62	545.76	1.9	0.2
5,670	N/C From West Co Eff 2/12/99							
	World Fuel Services Corp (INT)	41.9800	238,026.60	187,382.18	50,644.42	850.50	0.4	1.6
Total U.S. mid cap			\$ 2,513,585.40	\$ 1,802,923.90	\$ 710,761.50	\$ 5,740.46		17.2%

Developed international

Shares/par value	Description	Market price	Market value	Book value	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
104,145	Qinetiq Group PLC (QQ/ LN)	\$ 2.0607	\$ 214,615.41	\$ 254,459.62	\$ -39,844.21	\$ 4,046.29	1.9%	1.5%
43,446	Hiscox Ltd (HSX LN)	5.8046	252,185.07	219,756.55	32,428.52	11,208.23	4.4	1.7
3,273,636	Rollis-Royce Holdings PLC	0.0016	5,074.14		5,074.14	0.00	0.0	0.0
47,444	Rollis-Royce Hldgs PLC	11.6014	550,414.76	468,732.78	81,681.98	0.00	0.0	3.8
1,015	Novozymes A/S (NZYMB DC)	30.9675	31,432.05	27,223.42	4,208.63	283.65	0.9	0.2
5,682	Croda International PLC (CRDA LN)	28.0360	159,300.35	142,315.65	16,984.70	4,415.20	2.8	1.1
12,335	Imi PLC (IMI LN)	11.8112	145,690.66	180,230.97	-34,540.31	5,367.55	3.7	1.0
1,230	Canadian Nat Res Ltd (CNQ)	37.3700	45,965.10	17,192.12	28,772.98	439.11	1.0	0.3
38,045	Valeant Pharmaceuticals (VRX) International Inc	46.6900	1,776,321.05	928,566.80	847,754.25	0.00	0.0	12.1
Total developed international			\$ 3,180,998.59	\$ 2,238,477.91	\$ 942,520.58	\$ 25,760.03		21.7%

Total equities

			\$ 14,175,530.51	\$ 7,808,113.31	\$ 6,367,417.20	\$ 113,532.11		95.8%
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Other assets

Shares/par value	Description	Market price	Market value	Book value	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
395.28	Dividend Tax Reclaim Euro 2007	\$ 1.2959	\$ 512.24	\$ 512.16	\$ 0.08	\$ 0.00	0.0%	0.0%
1,430.57	Dividend Tax Reclaim Euro 2008	1.2959	1,853.88	2,176.76	-322.88	0.00	0.0	0.0
3,273.95	Dividend Tax Reclaim Euro 2009	1.2959	4,242.71		4,242.71	0.00	0.0	0.0
891.69	Dividend Tax Reclaim Euro 2011	1.2959	1,155.54	1,264.42	-108.88	0.00	0.0	0.0
Total other assets			\$ 7,764.37	\$ 3,953.34	\$ 3,811.03	\$ 0.00		0.1%

Ruane Equities Total:

\$14,183,295

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
LOOMIS, SAYLES, & CO. INC. (SEE ATTACHMENT 8A)	8,911,007.	8,911,007.
TOTALS	<u>8,911,007.</u>	<u>8,911,007.</u>

Fixed income

Taxable

Individual securities

Shares/par value	Description	Market price	Market value	Book value	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
10,000	General Mtrs Accep Corp Sr NT DTD 2/1/2002 7.0% 2/1/2012 Moody's: B1 S&P: B+	\$ 100.1580	\$ 10,015.80	\$ 9,175.00	\$ 840.80	\$ 700.00	7.0%	0.1%
1,950,200,720	JP Morgan Chase & Co DTD 4/12/2007 Mat 4/12/2012 Moody's: N/A S&P: N/A	0.0108	210,621.68	138,446.60	72,175.08	6,365,929,234.41	0.0	2.2
5,000	General Mtrs Accep Corp Note 6.875% 8/28/2012 Moody's: B1 S&P: B+	101.0160	5,050.80	4,537.50	513.30	343.75	6.8	0.1
10,000	American Gen Fin Corp Medium Term Sr Nts-Book Entry Tranche # TR 00378 DTD 9/30/2002 5.375% 10/1/2012 Moody's: B3 S&P: B	94.5000	9,450.00	9,275.00	175.00	537.50	5.7	0.1
105,000	Clear Channel Communications DTD 1/9/2003 5.75% 1/15/2013 Moody's: CA S&P: CCC-	95.0000	99,750.00	96,687.50	3,062.50	6,037.50	6.1	1.0
135,000	American General Finance DTD 6/12/2006 5.85% 6/1/2013 Moody's: B3 S&P: B	88.0000	118,800.00	126,013.19	-7,213.19	7,897.50	6.7	1.2

Fixed income

Taxable

Individual securities
continued

Shares/par value	Description	Market price	Market value	Book value	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
100,000	Istar Financial Inc DTD 5/21/2008 8.625% 6/1/2013 Moody's: CAA1 S&P: B+	92.5000	92,500.00	99,495.00	-6,995.00	8,625.00	9.3	1.0
20,000	Jefferson Smurfit Esc Contra DTD 5/23/2003 7.5% 6/1/2013 ***security in Default*** Moody's: N/R S&P: N/R	0.0001	0.02	8,700.00	-8,699.98	0.00	0.0	0.0
5,000	Slim Corp DTD 9/24/2003 5.0% 10/1/2013 Moody's: BA1 S&P: BBB-	100.0000	5,000.00	3,887.50	1,112.50	250.00	5.0	0.1
20,000	Eastman Kodak Co Sr NT 7.250% 11/15/2013 DD 10/10/03 Moody's: CAA3 S&P: CC	33.0000	6,600.00	16,662.50	-10,062.50	1,450.00	22.0	0.1
30,000	International Lease Finance Corp DTD 5/27/08 6.625% 11/15/2013 Moody's: B1 S&P: BBB-	99.5000	29,850.00	23,250.00	6,600.00	1,987.50	6.7	0.3
13,000	GMAC Inc DTD 12/31/2008 7.5% 12/31/2013 Moody's: B1 S&P: B+	102.7500	13,357.50	9,996.80	3,360.70	975.00	7.3	0.1
30,000	Chiquita Brands Intl Inc DTD 9/28/2004 7.5% 11/1/2014 Moody's: CAA1 S&P: B-	100.7500	30,225.00	25,575.00	4,650.00	2,250.00	7.4	0.3
64,000	Level 3 Financing Inc DTD 5/1/2007 9.25% 11/1/2014 Moody's: B3 S&P: CCC	102.2500	65,440.00	57,920.00	7,520.00	5,920.00	9.1	0.7
25,000	Txu Corp DTD 5/15/2005 5.55% 11/15/2014 Moody's: CA S&P: D	71.0000	17,750.00	19,612.50	-1,862.50	1,387.50	7.8	0.2
30,000	GMAC Inc DTD 12/31/2008 6.75% 12/1/2014 Moody's: B1 S&P: B+	100.5000	30,150.00	21,316.63	8,833.37	2,025.00	6.7	0.3

Fixed income

Taxable

Individual securities
continued

Shares/per value	Description	Market price	Market value	Book value	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
14,000	Freescale Semiconductor DTD 6/15/2007 8.875% 12/15/2014 Moody's: CAA1 S&P: CCC+	102.5000	14,350.00	12,954.37	1,395.63	1,242.50	8.7	0.2
80,118.17	Atlas Air Worldwide Hldgs Inc Passthru CTF Ser 1999-1 Cl B 7.630% 1/2/2015 Moody's: N/A S&P: N/A	86.0000	68,901.63	66,698.36	2,203.27	6,113.02	8.9	0.7
20,000	Istar Financial Inc DTD 4/21/2005 6.05% 4/15/2015 Moody's: CAA1 S&P: B+	81.7500	16,350.00	18,150.00	-1,800.00	1,210.00	7.4	0.2
125,000	Slim Corp Medium Term Nts Book Entry DTD 4/15/2003 5% 4/15/2015 Moody's: BA1 S&P: BBB-	96.2250	120,281.25	60,000.00	60,281.25	6,250.00	5.2	1.2
7,029	Cit Group Inc DTD 12/10/2009 7% 5/1/2015 Moody's: B2 S&P: B+	100.2000	7,043.06	9,803.97	-2,760.91	492.03	7.0	0.1
160,000	Residential Capital LLC DTD 6/8/2009 9.625% 5/15/2015 Moody's: CAA3 S&P: CC	70.0000	112,000.00	149,156.25	-37,156.25	15,400.00	13.8	1.2
90,000	Lennar Corp DTD 4/28/2005 5.6% 5/31/2015 Moody's: B3 S&P: B+	98.5000	88,650.00	72,000.00	16,650.00	5,040.00	5.7	0.9
10,000	Residential Capital Corp DTD 6/24/2005 6.875% 6/30/2015 Moody's: CA S&P: B-	49.9380	4,993.80	8,250.00	-3,256.20	687.50	13.8	0.1
15,000	Mgm Mirage Inc DTD 12/8/2005 6.625% 7/15/2015 Moody's: B3 S&P: B-	95.0000	14,250.00	13,412.50	837.50	993.75	7.0	0.2
85,000	Amer Genl Fin DTD 12/1/2005 5.4% 12/1/2015 Moody's: B3 S&P: B-	72.7500	61,837.50	79,003.12	-17,165.62	4,590.00	7.4	0.6

Fixed income

Taxable

Individual securities
continued

Shares/par value	Description	Market price	Market value	Book value	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
155,000	K Hovnanian Enterprises DTD 8/8/2005 6.25% 1/15/2016 Moody's: CAA3 S&P: CC	39.0000	60,450.00	139,290.94	-78,840.94	9,687.50	16.0	0.6
20,000	Istar Financial Inc DTD 2/21/2006 5.875% 3/15/2016 Moody's: CAA1 S&P: B+	81.0000	16,200.00	17,200.00	-1,000.00	1,175.00	7.3	0.2
15,000	Mgm Resorts Intl DTD 4/5/2006 6.875% 4/1/2016 Moody's: B3 S&P: B-	92.5000	13,875.00	13,227.50	647.50	1,031.25	7.4	0.1
15,000	Basic Energy Services DTD 4/12/2006 7.125% 4/15/2016 Moody's: B3 S&P: B	100.2500	15,037.50	7,925.00	7,112.50	1,068.75	7.1	0.2
165,000	K Hovnanian Enterprises Inc DTD 2/27/2006 7.5% 5/15/2016 Moody's: CAA3 S&P: CC	38.5000	63,525.00	162,439.20	-98,914.20	12,375.00	19.5	0.7
10,000	Dean Foods Co DTD 5/17/2006 7% 6/1/2016 Moody's: B2 S&P: B-	98.7500	9,875.00	9,050.00	825.00	700.00	7.1	0.1
15,000	Mgm Mirage Inc DTD 5/17/2007 7.5% 6/1/2016 Moody's: B3 S&P: B-	95.7500	14,362.50	13,337.50	1,025.00	1,125.00	7.8	0.2
50,000	K Hovnanian Enterprises Inc DTD 2/17/2010 10.625% 10/15/2016 Moody's: B3 S&P: CCC	79.7500	39,875.00	44,968.75	-5,093.75	5,312.50	13.3	0.4
10,000	American Intl Group DTD 10/18/2006 5.6% 10/18/2016 Moody's: BAA1 S&P: A-	96.3840	9,638.40	7,387.50	2,250.90	560.00	5.8	0.1
85,000	Usg Corp DTD 5/15/07 6.3% 11/15/16 Moody's: CAA7 S&P: R	78.0000	66,300.00	72,962.50	-6,662.50	5,355.00	8.1	0.7

Fixed income

Taxable

Individual securities
continued

Shares/per value	Description	Market price	Market value	Book value	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
45,000	Mgm Mirage Inc DTD 12/21/2006 7.625% 1/15/2017 Moody's: B3 S&P: B-	95.2500	42,862.50	41,412.50	1,450.00	3,431.25	8.0	0.4
10,000	Istar Financial Inc DTD 3/9/2007 5.85% 3/15/2017 Moody's: CAA1 S&P: B+	79.2500	7,925.00	8,500.00	-575.00	585.00	7.4	0.1
45,000	CB Smurfit-Stone Escrow DTD 3/26/2007 8% 3/15/2017 ** Security In Default ** ** Now Cusip 83272A104 ** Moody's: N/A S&P: N/A	0.0001	0.05	18,956.25	-18,956.20	0.00	0.0	0.0
12,398	Cit Group Inc DTD 12/10/2009 7% 5/1/2017 Moody's: B2 S&P: B+	100.0000	12,398.00	7,190.44	5,207.56	867.86	7.0	0.1
10,000	American Intl Group DTD 5/18/2007 5.45% 5/18/2017 Moody's: BAA1 S&P: A-	95.5640	9,556.40	6,875.00	2,681.40	545.00	5.7	0.1
10,000	Swift Energy Co DTD 6/1/2007 7.125% 6/1/2017 Moody's: B3 S&P: B+	99.5000	9,950.00	8,712.50	1,237.50	712.50	7.2	0.1
80,000	Rri Energy Inc DTD 6/13/2007 7.875% 6/15/2017 Moody's: B3 S&P: B	96.5000	77,200.00	80,000.00	-2,800.00	6,300.00	8.2	0.8
100,000	Ford Motor Credit Co LLC DTD 8/4/2010 6.625% 8/15/2017 Moody's: BA1 S&P: BB+	108.8560	108,856.00	98,485.00	10,371.00	6,625.00	6.1	1.1
50,000	Visant Corp DTD 9/22/2010 10% 10/1/2017 Moody's: CAA1 S&P: B-	91.5000	45,750.00	50,000.00	-4,250.00	5,000.00	10.9	0.5
20,000	Aes Corporation DTD 10/15/2007 8% 10/15/2017 Moody's: BA3 S&P: BB-	110.0000	22,000.00	19,550.00	2,450.00	1,600.00	7.3	0.2

Fixed income

Taxable

Individual securities

continued

Shares/par value	Description	Market price	Market value	Book value	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
5,000	Terex Corp DTD 11/13/2007 8% 11/15/2017 Moody's: CAA1 S&P: B	98.0000	4,900.00	4,400.00	500.00	400.00	8.2	0.1
56,000	Usrg Corp DTD 9/27/2007 Fltg Rate 1/15/2018 Moody's: CAA2 S&P: B-	84.5000	47,320.00	40,723.75	6,596.25	5,460.00	11.5	0.5
30,000	Ply Gem Industries DTD 2/11/2011 8.25% 2/15/2018 Moody's: CAA1 S&P: B-	87.1250	26,137.50	27,975.00	-1,837.50	2,475.00	9.5	0.3
160,000	Cincinnati Bell Inc DTD 3/15/2010 8.75% 3/15/2018 Moody's: B3 S&P: CCC+	92.8750	148,600.00	151,381.25	-2,781.25	14,000.00	9.4	1.5
45,000	Cablevision Systems Corp DTD 4/15/2010 7.75% 4/15/2018 Moody's: B1 S&P: B+	106.0000	47,700.00	45,000.00	2,700.00	3,487.50	7.3	0.5
245,000	Rt Donnelley & Sons Co DTD 6/1/2011 7.25% 5/15/2018 Moody's: BA1 S&P: BB+	97.0000	237,650.00	245,000.00	-7,350.00	17,762.50	7.5	2.4
15,000	Dynegy Holdings Inc DTD 5/20/1998 7.125% 5/15/2018 Moody's: WR S&P: D	65.0000	9,750.00	12,812.50	-3,062.50	1,068.75	11.0	0.1
55,000	Beazer Homes USA DTD 5/20/2010 9.125% 6/15/2018 Moody's: CAA3 S&P: CCC	68.7500	37,812.50	55,000.00	-17,187.50	5,018.75	13.3	0.4
10,000	Slim Corp DTD 6/16/2003 6% 6/15/2018 Moody's: BA1 S&P: BBB-	86.6910	8,669.10	4,850.00	3,819.10	500.00	5.8	0.1
40,000	Slim Corp DTD 6/18/2008 8.45% 6/15/2018 Moody's: BA1 S&P: BBB-	103.0000	41,200.00	23,500.00	17,700.00	3,380.00	8.2	0.4

Fixed income**Taxable****Individual securities
continued**

Shares/per value	Description	Market price	Market value	Book value	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
25,000	Dillards Inc DTD 8/7/1998 7.13% 8/1/2018 Moody's: B2 S&P: BB-	100.6250	25,156.25	24,000.00	1,156.25	1,782.50	7.1	0.3
220,000	Toys R US DTD 9/22/2003 7.375% 10/15/2018 Moody's: B3 S&P: CCC+	89.7500	197,450.00	180,350.00	17,100.00	16,225.00	8.2	2.0
35,000	Qwest Capital Funding DTD 11/18/1998 6.5% 11/15/2018 Moody's: BAA3 S&P: BB	98.7040	34,546.40	31,675.00	2,871.40	2,275.00	6.6	0.4
7,110	Ce Generation LLC DTD 3/2/1999 7.416% 12/15/2018 Moody's: BA1 S&P: BB+	109.6540	7,796.40	6,612.31	1,184.09	527.28	6.8	0.1
31,000	GMAC Inc DTD 12/31/2008 8% 12/31/2018 Moody's: B1 S&P: B-	98.2500	30,457.50	16,765.06	13,692.44	2,480.00	8.1	0.3
7,661.07	Atlas Air Inc DTD 4/13/1999 7.2% 1/2/2019 Series 991a Moody's: N/A S&P: N/A	100.0000	7,661.07	6,914.10	746.97	551.60	7.2	0.1
10,000	Intl Lease Finance Corp DTD 5/24/2011 6.25% 5/15/2019 Moody's: B1 S&P: BBB-	92.3790	9,237.90	9,950.00	-712.10	625.00	6.8	0.1
160,000	Dynegy Holdings Inc DTD 11/16/2007 7.75% 6/1/2019 Moody's: CA S&P: D	65.5000	104,800.00	108,900.00	-4,100.00	12,400.00	11.8	1.1
15,000	Nrg Energy Inc DTD 6/5/2009 8.50% 6/15/2019 Moody's: B1 S&P: BB-	101.5000	15,225.00	14,850.00	375.00	1,275.00	8.4	0.2
20,000	Teekay Corp DTD 1/27/2010 8.5% 1/15/2020 Moody's: B2 S&P: BB-	96.2500	19,250.00	19,836.20	-586.20	1,700.00	8.8	0.2

Fixed income

Taxable

Individual securities
continued

Shares/per value	Description	Market price	Market value	Book value	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
45,000	Omnicare Inc DTD 5/18/2010 7.75% 6/1/2020 Moody's: BA3 S&P: BB	107.3750	48,318.75	45,000.00	3,318.75	3,487.50	7.2	0.5
5,000	United Rentals North Am DTD 10/26/2010 8.375% 9/15/2020 Moody's: CAA1 S&P: CCC+	97.5000	4,875.00	4,812.50	62.50	418.75	8.6	0.1
145,000	Clear Channel Communicat DTD 2/23/2011 9% 3/1/2021 Moody's: CAA1 S&P: CCC+	84.2500	122,162.50	121,437.50	725.00	13,050.00	10.7	1.3
225,000	Borden Inc Deb DTD 03/19/1991 9.200% 03/15/2021 Moody's: CAA2 S&P: CCC+	81.3750	183,093.75	214,332.14	-31,238.39	20,700.00	11.3	1.9
50,000	Vulcan Materials DTD 6/14/2011 7.5% 6/15/2021 Moody's: BA2 S&P: BB	108.0000	54,000.00	50,000.00	4,000.00	3,750.00	6.9	0.6
100,000	Woolworth Corp Deb DTD 1/15/1992 8.5% 1/15/2022 Moody's: B1 S&P: B+	105.0000	105,000.00	82,125.00	22,875.00	8,500.00	8.1	1.1
75,000	Borden Inc DTD 2/11/1993 7.875% 2/15/2023 Moody's: CAA2 S&P: CCC+	75.0000	56,250.00	60,687.50	-4,437.50	5,906.25	10.5	0.6
60,000	Overseas Shipholding Group DTD 2/19/2004 7.5% 2/15/2024 Moody's: CAA1 S&P: B	52.7500	31,650.00	45,825.00	-14,175.00	4,500.00	14.2	0.3
135,000	Energy Future Holdings DTD 5/15/2005 6.5% 11/15/2024 Moody's: CA S&P: CC	44.5000	60,075.00	99,587.50	-39,512.50	8,775.00	14.6	0.6
50,000	Hca Inc DTD 6/30/1995 7.68% 6/15/2025	88.5000	44,250.00	39,234.19	5,015.81	3,845.00	8.7	0.5

Fixed income

Taxable

Individual securities
continued

Shares/par value	Description	Market price	Market value	Book value	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
35,000	Columbia / Hca Healthcare Corp Medium Term Nts Book Entry Tranche # TR 00015 DTD 09/14/95 7.580% 09/15/2025 Moody's: B3 S&P: B-	88.5000	30,975.00	27,943.75	3,031.25	2,653.00	8.6	0.3
10,000	Albertsons Inc DTD 6/17/1996 7.75% 6/15/2026 Moody's: B2 S&P: B	82.2500	8,225.00	9,204.70	-979.70	775.00	9.4	0.1
185,000	Northern Telecom Cap Corp NT DTD 6/17/1996 7.875% 6/15/2026 Moody's: N/A S&P: N/A	106.0000	196,100.00	181,354.41	14,745.59	14,568.75	7.4	2.0
100,000	Dillard Dept Stores Inc Deb DTD 7/17/1996 7.750% 7/15/2026 Moody's: B2 S&P: BB-	94.0000	94,000.00	94,250.00	-250.00	7,750.00	8.2	1.0
35,000	Dynegy Holdings Inc DTD 10/16/1996 7.625% 10/15/2026 Moody's: WR S&P: D	64.0000	22,400.00	29,718.75	-7,318.75	2,668.75	11.9	0.2
80,000	Frontier Communications DTD 12/22/2006 7.875% 1/15/2027 Moody's: BA2 S&P: BB	85.0000	68,000.00	78,312.50	-10,312.50	6,300.00	9.3	0.7
200,000	Petroleos De Venezuela S DTD 4/12/2007 5.375% 4/12/2027 Moody's: N/A S&P: B+	50.2500	100,500.00	95,022.50	5,477.50	10,750.00	10.7	1.0
125,000	Edison Mission Energy DTD 11/15/2007 7.625% 5/15/2027 Moody's: CAA1 S&P: B-	59.0000	73,750.00	115,937.50	-42,187.50	9,531.25	12.9	0.8
95,000	Ngc Corp Capital Trust DTD 5/28/1997 8.316% 6/1/2027 Moody's: WR S&P: D	23.0000	21,850.00	82,862.50	-61,012.50	7,900.20	36.2	0.2
155,000	Columbia / Hca Healthcare Corp Deb DTD 12/08/1995 7.050% 12/01/2027 Moody's: B3 S&P: B-	83.8750	130,006.25	147,642.75	-17,636.50	10,927.50	8.4	1.3

Fixed income

Taxable

Individual securities
continued

Shares/par value	Description	Market price	Market value	Book value	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
255,000	Republic Of Brazil DTD 2/14/2007 10.25% 1/10/2028 Moody's: N/A S&P: N/A	60.7138	154,820.19	120,395.56	34,424.63	14,925.15	9.6	1.6
145,000	Pioneer Natural Resource DTD 1/13/1998 7.2% 1/15/2028 Moody's: BA1 S&P: BBB-	114.3240	165,769.80	116,000.00	49,769.80	10,440.00	6.3	1.7
55,000	Albertsons Inc DTD 6/3/1998 6.625% 6/1/2028 Moody's: B2 S&P: B	71.2500	39,187.50	45,517.50	-6,330.00	3,643.75	9.3	0.4
190,000	U S West Cap Fdg Inc Deb 6.875% 07/15/2028 Moody's: BAA3 S&P: BB	93.8970	178,404.30	139,650.00	38,754.30	13,062.50	7.3	1.8
175,000	Ford Mtr Co Del Deb 6.625% 10/01/2028 Moody's: BA2 S&P: BB+	105.2960	184,268.00	146,139.40	38,128.60	11,593.75	6.3	1.9
255,000	Sprint Cap Corp NT DTD 11/16/1998 6.875% 11/15/2028 Moody's: B3 S&P: B+	71.3750	182,006.25	208,475.00	-26,468.75	17,531.25	9.6	1.9
5,000	Cinc Bell Tel DTD 11/30/1998 6.3% 12/1/2028 Moody's: BA1 S&P: BB-	76.0000	3,800.00	3,725.00	75.00	315.00	8.3	0.0
5,000	Ford Motor Co 6.375% 2/1/2029 DTD 2/9/99 Moody's: BA2 S&P: BB+	102.7360	5,136.80	3,650.00	1,486.80	318.75	6.2	0.1
455,000	Lucent Tech 6.45% Due 3/15/2029 DTD 3/15/99 Moody's: B2 S&P: B	71.7500	326,462.50	310,686.25	15,776.25	29,347.50	9.0	3.4
10,000	Ashland Inc DTD 9/30/2004 6.5% 6/30/2029 Moody's: BA2 S&P: B+	76.5000	7,650.00	8,525.00	-875.00	650.00	8.5	0.1

Fixed income

Taxable

Individual securities
continued

Shares/par value	Description	Market price	Market value	Book value	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
245,000	Albertson Inc DTD 7/27/99 7.45% Due 8/1/2029 Moody's: B2 S&P: B	78.0000	191,100.00	217,535.70	-26,435.70	18,252.50	9.6	2.0
165,000	Georgia Pacific Corp DTD 11/10/99 7.75% 11/15/2029 Moody's: BAA3 S&P: A-	125.9550	207,662.40	142,140.90	65,521.50	12,787.50	6.2	2.1
50,000	New Albertsons Inc DTD 5/12/01 8% 5/1/2031 Moody's: B2 S&P: B	79.7500	39,875.00	40,625.00	-750.00	4,000.00	10.0	0.4
30,000	Citizens Communications Co Sr NT DTD 2/15/2002 9.0% 8/15/2031 Moody's: BA2 S&P: BB	91.2500	27,375.00	28,468.75	-1,093.75	2,700.00	9.9	0.3
12,000	GMAC Inc DTD 12/31/2008 8% 11/1/2031 Moody's: B1 S&P: B+	96.5000	11,580.00	7,272.21	4,307.79	960.00	8.3	0.1
130,000	Tenet Healthcare Corp Sr NT DTD 11/6/2001 6.875% 11/15/2031 Moody's: CAA1 S&P: CCC+	82.0000	106,600.00	93,750.00	12,850.00	8,937.50	8.4	1.1
5,000	Pulte Group Inc DTD 6/12/2002 7.875% 6/15/2032 Moody's: B1 S&P: BB-	80.5000	4,025.00	4,443.75	-418.75	393.75	9.8	0.0
60,000	Pulte Group Inc Moody's: B1 S&P: BB-	69.2500	41,550.00	49,668.75	-8,118.75	3,825.00	9.2	0.4
105,000	Slm Corp Medium Term Nts Book Entry DTD 7/21/2003 5.625% 8/1/2033 Moody's: BA1 S&P: BBB-	74.5920	78,321.60	81,212.50	-2,890.90	5,906.25	7.5	0.8
40,000	Hca Inc DTD 11/6/2003 7.5% 11/6/2033 Moody's: B3 S&P: B-	86.5000	34,600.00	32,975.00	1,625.00	3,000.00	8.7	0.4

Fixed income**Taxable****Individual securities**
continued

Shares/par value	Description	Market price	Market value	Book value	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
60,000	Jones Apparel Group Inc DTD 5/19/2005 6.125% 11/15/2034 Moody's: BA3 S&P: B+	72.2000	43,820.00	45,600.00	-2,280.00	3,675.00	8.5	0.5
5,000	Energy Future Holdings DTD 5/15/2005 6.55% 11/15/2034 Moody's: CA S&P: CC	42.5000	2,125.00	3,725.00	-1,600.00	327.50	15.4	0.0
30,000	Pulte Homes Inc DTD 2/10/2005 6% 2/15/2035 Moody's: B1 S&P: BB-	66.3750	19,912.50	22,178.70	-2,266.20	1,800.00	9.0	0.2
5,000	Boston Scientific DTD 11/17/2005 6.25% 11/15/2035 Moody's: BA1 S&P: BBB-	115.1930	5,759.65	4,425.00	1,334.65	350.00	6.1	0.1
25,000	Hca Inc DTD 7/8/1996 7.75% 7/15/2036 Moody's: B3 S&P: B-	87.1250	21,781.25	20,356.25	1,425.00	1,937.50	8.9	0.2
20,000	Owens Corning Inc DTD 6/1/2007 7% 12/1/2036 Moody's: BA1 S&P: BBB-	102.2070	20,441.40	14,350.00	6,091.40	1,400.00	6.9	0.2
115,000	Alcoa Inc DTD 1/25/2007 5.95% 2/1/2037 Moody's: BAA3 S&P: BBB-	94.8410	109,067.15	81,275.00	27,792.15	6,842.50	6.3	1.1
75,000	Federated Retail Holdings Inc DTD 3/12/2007 6.375% 3/15/2037 Moody's: BA1 S&P: BBB-	116.1700	87,127.50	40,162.50	46,965.00	4,781.25	5.5	0.9

Fixed income

Taxable

Individual securities
continued

Shares/par value	Description	Market price	Market value	Book value	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
45,000	Bank Of America Corp DTD 1/30/2008 Ftg Rt 12/29/2049 CPN=8% To 1/18 (S/A: 30/360) 3ml Us\$libor +363bp (Qty: Act/360). Series K Moody's: BA3 S&P: BB+	89.5440	40,294.80	36,000.00	4,294.80	3,600.00	8.9	0.4

Total taxable individual securities

			\$ 6,755,678.85	\$ 6,712,164.45	\$ 43,514.40	\$ 6,366,503,150.80		69.5%
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Total taxable fixed income

Developed international

Individual securities

Shares/par value	Description	Market price	Market value	Book value	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
270,000	Intl BK Recon & Develop DTD 3/5/2009 1.43% 3/5/2014 Moody's: N/A S&P: N/A	\$ 78.2492	\$ 211,272.84	\$ 174,474.96	\$ 36,797.88	\$ 2,959.20	1.4%	2.2%
150,000,000	Barclays Bank PLC DTD 8/20/2010 3.68% 8/20/2015 Moody's: NR S&P: A+	0.0875	131,310.00	126,157.70	5,152.30	4,500.00	3.4	1.4

Total developed international individual securities

			\$ 342,582.84	\$ 300,632.66	\$ 41,950.18	\$ 7,459.20		3.5%
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Total developed international fixed income

			\$ 342,582.84	\$ 300,632.56	\$ 41,950.18	\$ 7,459.20		3.5%
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Other

Shares/par value	Description	Market price	Market value	Book value	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
50,000	Kulicke & Sofia Ind Inc DTD 6/6/2007 0.875% 6/1/2012 Convertible Until 6/1/2012 Moody's: N/A S&P: N/A	\$ 99.6250	\$ 49,812.50	\$ 28,947.76	\$ 20,864.74	\$ 437.50	0.9%	0.5%
20,000	Human Genome Sciences Inc DTD 8/9/2005 2.25% 8/15/2012 Convertible Until 8/15/2012 Moody's: N/A S&P: N/A	99.0000	19,800.00	7,903.86	11,896.14	450.00	2.3	0.2
70,000	Micron Technology Inc DTD 5/23/2007 1.875% 6/1/2014 Convertible Until 5/30/2014 Moody's: N/A S&P: BB-	95.5000	66,850.00	62,240.12	4,609.88	1,312.50	2.0	0.7
15,000	Navistar Intl Corp DTD 10/28/2009 3% 10/15/2014 Convertible Until 4/15/2014 Moody's: N/A S&P: B	107.7500	16,162.50	15,000.00	1,162.50	450.00	2.8	0.2
130,000	Eastman Kodak Co DTD 9/23/2009 7% 4/1/2017 Convertible Until 4/1/2017 Moody's: N/A S&P: N/A	26.2500	34,125.00	105,277.00	-71,152.00	9,100.00	26.7	0.4
150,000	Ciena Corp DTD 6/11/2007 0.875% 6/15/2017 Convertible Until 6/15/2017 Moody's: N/A S&P: B	75.7500	113,625.00	116,356.49	-2,731.49	1,312.50	1.2	1.2
30,000	Sandisk Corp DTD 8/25/2010 1.5% 8/15/2017 Convertible Until 8/15/2017 Moody's: N/A S&P: BB	117.7500	35,325.00	29,261.45	6,063.55	450.00	1.3	0.4
60,000	Human Genome Sciences DTD 11/7/2011 3% 11/15/2018 Convertible Until 11/14/2018 Moody's: N/A S&P: N/A	89.2500	53,550.00	59,400.00	-5,850.00	1,800.00	3.4	0.6

Other
continued

Shares/par value	Description	Market price	Market value	Book value	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
50,000	Cms Energy Corp DTD 6/15/2009 5.5% 6/15/2029 Convertible Until 6/15/2029 Moody's: BA1 S&P: BB+	160.5000	80,250.00	50,000.00	30,250.00	2,750.00	3.4	0.8
90,000	Omnicare Inc DTD 12/15/2005 3.25% 12/15/2035 Convertible Until 12/15/2035 Moody's: B2 S&P: B+	91.7500	82,575.00	74,278.44	8,296.56	2,925.00	3.5	0.9
25,000	Trinity Industries Inc DTD 6/7/2006 3.875% 6/1/2036 Convertible Until 6/1/2036 Moody's: BA2 S&P: BB-	97.7500	24,437.50	23,562.50	875.00	988.75	4.0	0.3
5,000	Chesapeake Energy Corp DTD 5/15/2007 2.5% 5/15/2037 Convertible Until 5/15/2037 Moody's: BA3 S&P: BB+	89.1250	4,456.25	4,684.00	-227.75	125.00	2.8	0.1
65,000	Hologic Inc DTD 12/10/2007 Step Cpn 12/15/2037 CPN=2% Til 12/15/13; Then 0% Convertible Until 12/15/2037 Moody's: N/A S&P: BB+	95.3750	61,993.75	44,507.10	17,486.65	1,300.00	2.1	0.6
20,000	Chesapeake Energy Corp DTD 5/27/2008 2.25% 12/15/2038 Convertible Until 12/15/2038 Moody's: BA3 S&P: BB+	82.5000	16,500.00	16,381.25	-1,881.25	450.00	2.7	0.2
Total other fixed income			\$ 659,462.50	\$ 639,799.97	\$ 19,562.53	\$ 23,831.25		6.8%
Total fixed income			\$ 7,757,724.19	\$ 7,552,597.08	\$ 105,127.11	\$ 6,366,534,441.25		79.9%

Alternative investments

Shares/par value	Description	Market price	Market value	Book value	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
55,000	Aes Corporation DTD 6/15/2011 7.375% 7/1/2021 Moody's: BA3 S&P: BB-	\$ 107.7500	\$ 59,262.50	\$ 55,000.00	\$ 4,262.50	\$ 4,056.25	6.8%	0.6%
215,000	Algoma Acquisition Corp DTD 6/20/2007 9.875% 6/15/2015 Moody's: CAA2 S&P: CCC+	86.0000	184,900.00	198,775.00	-13,875.00	21,231.25	11.5	1.9
100,000	Bombardier Inc DTD 4/21/2004 7.45% 5/1/2034 Moody's: BA2 S&P: BB+	99.2500	99,250.00	89,500.00	9,750.00	7,450.00	7.5	1.0
200,000	Chrysler Gp/Cg Co-Issuer DTD 5/24/2011 8.25% 6/15/2021 Moody's: B2 S&P: B	91.0000	182,000.00	186,000.00	-4,000.00	16,500.00	9.1	1.9
130,000	Ciena Corp DTD 10/18/2010 3.75% 10/15/2018 Convertible Until 10/15/2018 Moody's: N/A S&P: B	94.0000	122,200.00	125,095.16	-2,895.16	4,875.00	4.0	1.3
10,000	Eastman Kodak Co DTD 3/15/2011 10.625% 3/15/2019 Moody's: B3 S&P: CCC	77.0000	7,700.00	7,950.00	-250.00	1,062.50	13.8	0.1
55,000	K Hovnanian Enterprises DTD 11/2/2011 5% 11/1/2021 Moody's: B3 S&P: CC	55.5000	30,525.00	55,000.00	-24,475.00	2,750.00	9.0	0.3

Alternative investments

continued

Shares/par value	Description	Market price	Market value	Book value	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
35,000	Iconix Brand Group Inc DTD 5/23/2011 2.5% 6/1/2016 Convertible Until 5/15/2016 Moody's: N/A S&P: N/A	94.6250	33,118.75	35,000.00	-1,881.25	875.00	2.6	0.3
50,000	Lennar Corp DTD 11/29/2011 3.25% 11/15/2021 Convertible Until 11/15/2021 Moody's: B3 S&P: B+	109.3750	54,687.50	50,000.00	4,687.50	1,625.00	3.0	0.6
50,000	MetLife Capital Trust X DTD 4/8/2008 9.25% 4/8/2038 Moody's: BAA2 S&P: BBB	114.2500	57,125.00	58,750.00	-1,625.00	4,625.00	8.1	0.6
95,000	Micron Technology Inc DTD 7/26/2011 1.875% 8/1/2031 Convertible Until 7/31/2031 Moody's: N/A S&P: N/A	88.0000	83,600.00	92,906.26	-9,306.26	1,781.25	2.1	0.9
10,000	Owens-Brockway DTD 5/7/2010 3% 6/1/2015 Convertible Until 5/28/2015 Moody's: BA3 S&P: BB	93.0000	9,300.00	9,841.50	-541.50	300.00	3.2	0.1
25,000	Reichhold Industries Inc DTD 8/15/2006 9% 8/15/2014 Moody's: CAA2 S&P: CCC-	53.0000	13,250.00	22,800.00	-9,550.00	2,250.00	17.0	0.1
80,000	Sealed Air Corp DTD 7/1/2003 6.875% 7/15/2033 Moody's: B1 S&P: BB	87.5000	70,000.00	68,137.50	1,862.50	5,500.00	7.9	0.7
35,000	Texas Competitive Tech DTD 4/19/2011 11.5% 10/1/2020 Moody's: B2 S&P: CCC	84.8750	29,706.25	34,753.25	-5,047.00	4,025.00	13.6	0.3
5,000	Usg Corp DTD 8/4/2009 9.75% 8/1/2014 Moody's: B2 S&P: BB-	100.5000	5,025.00	4,887.50	137.50	487.50	9.7	0.1
10,000	Valeant Pharmaceuticals DTD 2/8/2011 6.75% 8/15/2021 Moody's: B1 S&P: BB	96.5000	9,650.00	9,537.50	112.50	675.00	7.0	0.1

Alternative investments continued

Shares/par value	Description	Market price	Market value	Book value	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
30,000	Valeant Pharmaceuticals D1TD 3/8/2011 7.25% 1/15/2022 Moody's: B1 S&P: BB	97.0000	29,100.00	29,728.13	-628.13	2,175.00	7.5	0.3
80,000	White Mountains Re Group D1TD 5/24/2007 Fltg Rate 12/25/2050 Moody's: BA2 S&P: BB+	91.1040	72,883.20	71,206.25	1,676.95	6,004.80	8.2	0.8
Total alternative investments			\$ 1,153,283.20	\$ 1,204,858.05	\$ -57,584.85	\$ 88,248.55		11.9%

Loomis, Sayles, & Co. Inc. Bonds Total:

\$8,911,007

FORM 990PF, PART II - OTHER INVESTMENTSATTACHMENT 9

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
HIGHFIELDS CAPITAL LP	3,648,870.	3,648,870.
FARALLON CAPITAL PARTNERS LP	4,163,772.	4,163,772.
WELLINGTON PARTNERSHIP	11,566,711.	11,566,711.
STATE ST. US BOND PARTNERSHIP	17,684,513.	17,684,513.
ADAGE CAPITAL PARTNERS LP	33,982,077.	33,982,077.
MASON CAPITAL LTD	3,735,614.	3,735,614.
OZ OVERSEAS FUND II LTD	3,537,934.	3,537,934.
MONDRIAN INTNL EQUITY FUND LP	15,811,491.	15,811,491.
MONDRIAN INTL FIXED INCOME	8,606,004.	8,606,004.
CONTRARIAN FUND OFFSHORE LTD	3,482,746.	3,482,746.
GENERATION	9,065,683.	9,065,683.
SCOPIA	2,337,052.	2,337,052.
CONATUS CAPITAL OVERSEAS LTD	1,546,575.	1,546,575.
NORTHRUN OFFSHORE PARTNERS LTD	1,680,205.	1,680,205.
LITESPEED OFFSHORE FUND LTD	1,453,320.	1,453,320.
TOTALS	<u>122,302,567.</u>	<u>122,302,567.</u>

FORM 990PF, PART II - OTHER ASSETS

ATTACHMENT 10

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PROGRAM RELATED INVESTMENTS	73,000.	73,000.
DEPOSITS	50,481.	50,481.
FEDERAL EXCISE TAX RECEIVABLE	352,434.	352,434.
TOTALS	<u>475,915.</u>	<u>475,915.</u>

ATTACHMENT 11FORM 990PF, PART II - OTHER LIABILITIESDESCRIPTIONENDING
BOOK VALUE

DEFERRED COMPENSATION

187,357.

TOTALS

187,357.

ATTACHMENT 12FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

UNREALIZED LOSS ON INVESTMENTS

10,477,105.

TOTAL

10,477,105.

OCTOBER 2011

BYLAWS
OF
EUGENE AND AGNES E. MEYER FOUNDATION

ARTICLE I.

Section 1.01. Offices. The Foundation shall have an office in the City and County of New York, State of New York. The principal office of the Foundation shall be located in the District of Columbia. The Foundation may establish and maintain offices at any other place or places, within or without the State of New York and the District of Columbia, as the board of directors may from time to time determine.

Section 1.02. Books and Records. There shall be kept at the principal or any other designated office of the Foundation correct books of account of the activities and transactions of the Foundation, including a minute book, which shall contain a copy of the Certificate of Incorporation, as amended, a copy of these bylaws and all amendments thereto, and all minutes of meetings of the board of directors.

ARTICLE II.

Corporate Seal

Section 2.01. Corporate Seal. The seal of the Foundation shall be circular in form, bearing the name of the Foundation and the words and figures "Incorporated - New York - 1944."

ARTICLE III.

Members and Membership

Section 3.01. Members. The Foundation shall have no members.

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ARTICLE IV.

Board of Directors

Section 4.01. Number, Qualifications, and Terms of Office. The board of directors shall consist of not less than three (3) nor more than twelve (12) directors as determined from time to time by resolution of the board of directors, provided, however, that no decrease in the number of directors shall terminate or shorten the term of any incumbent director. Members of the board of directors may be elected at any meeting of the board of directors for a term of not more than three years, provided, however, that all terms of office shall end at the close of the annual meeting held in April of the year in which the director's term of office expires. No director shall serve more than twelve (12) years in succession. The members of the board of directors shall be divided into three classes for the purpose of staggering the terms of office, with only one such class coming up for election each year. In order to keep the classes approximately equal in number of directors or to comply with the twelve (12) year limit on service, one or more directors may be elected for one (1), two (2) or three (3) year terms as the board may from time to time determine. A director may resign at any time upon written notice to the Foundation. A director may be removed from the board if the board determines, by vote taken at any meeting of the board, that the director's continuation in office is contrary to the best interests of the Foundation.

Section 4.02. Vacancies. In case of any vacancy in the board of directors through death, resignation, removal, incapacity to act or other cause, the remaining directors may at any meeting of the board of directors elect a successor to hold office for the unexpired term of the director.

Section 4.03. Powers and Duties. The entire direction and management of the affairs of the Foundation shall be vested in its board of directors which shall, subject to applicable fiduciary and legal responsibilities, have complete discretion to determine all expenditures, disbursements or distributions to make in carrying out the purposes of the Foundation.

Section 4.04. Place of Meeting. The board of directors may hold their meetings at such place or places within or without the District of Columbia as the board or the chairman may from time to time determine.

Section 4.05. Annual Meeting. The board of directors shall hold an annual meeting, at a time and place to be determined by the board or the chairman, for the election of officers and for the transaction of such other business as may properly come before the meeting.

Section 4.06. Other Regular Meetings and Special Meetings. In addition to the annual meeting, regular meetings of the board of directors shall be held on such dates as may be fixed from time to time by the board of directors. Special meetings of the board of directors shall be called by the secretary whenever directed by the chairman, the president, the board of directors, or any two members thereof.

Section 4.07. Notice of Meeting. Except as otherwise specifically provided in these bylaws, notice of the place, day, and hour of the annual meeting and of any regular meeting of the board of directors is not required if the time and place of the meeting has been fixed by the

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board not later than the time of the last previous meeting of the board. Notice of the place, day, hour and purpose of every special meeting of the board of directors and of any regular meeting for which notice is required shall be given by the chairman, president or secretary to each director at least two (2) days prior to such meeting by mail, email, facsimile transmission, telephone or hand delivery. It shall not be requisite to the validity of any meeting of the board of directors that notice thereof shall have been given to any director who is present thereat or who, if absent, waives notice thereof in writing, either before or after the holding thereof.

Section 4.08. Quorum. Subject to the requirements of the last sentence of this section, four (4) directors shall constitute a quorum for the transaction of business; but less than a quorum may adjourn any meeting from time to time until a quorum is present. No notice of any adjourned meeting of the board of directors need be given. No action of the board to elect or remove an officer or director, to amend the Bylaws or articles of incorporation, to fix the salary of any officer of the Foundation, or to dissolve or merge the Foundation shall be valid without the affirmative vote of a majority of the directors then in office.

Section 4.09. Annual Report. At the annual meeting of the Foundation the president and the treasurer of the Foundation shall present to the board an annual report in accordance with the requirements of the Not-For-Profit Corporation Law of New York. Such report shall be filed with the records of the Foundation.

Section 4.10. Telephone Meetings. Any one or more or all members of the board, or any committee thereof, may participate in a meeting of such board or committee by means of a conference telephone or similar communications arrangement allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 4.11. Written Consent to Action. Any action required or permitted to be taken by the board of directors, or any committee thereof, may be taken without a meeting if all members of the board or the committee consent in writing (including for this purpose consent by email to the extent permitted by law) to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the board or committee shall be filed with the minutes of the board or committee.

ARTICLE V.

Officers

Section 5.01. Number of Officers, Election, Qualifications and Term of Office. The officers of the Foundation shall consist of a chairman of the board, a vice chairman of the board, a treasurer, and a secretary. The board of directors at any time may also elect a president, one or more additional vice chairmen of the board, one or more assistant treasurers and assistant secretaries, and such other officers as it may determine. The officers of the Foundation shall be elected by a majority vote of the directors then in office at each annual meeting of the board, or, if not elected at such meeting, at any subsequent meeting of the board, as the board may determine. Any vacancy in any office caused by any reason whatsoever, including the creation

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of a new office, may be filled by the board of directors at any meeting by like vote. Officers shall hold office until the next annual meeting of the board and until the election and qualification of their respective successors, provided, however, that the board of directors by a majority vote of the directors then in office may at any time with or without cause remove any officer of the Foundation. No officer, except the chairman of the board and vice chairman of the board, need be a director of the Foundation. Any person may hold more than one office of the Foundation, except that the person who is chairman of the board shall not simultaneously serve as a vice chairman of the board or as secretary, and any person who is president shall not simultaneously serve as secretary.

Section 5.02. Chairman of the Board. The chairman of the board shall be a member of the board of directors. He or she shall preside at all meetings of the board of directors and shall have such powers and duties as shall be delegated by the board to the chairman.

Section 5.03. Vice Chairman of the Board. The vice chairman of the board shall have such powers and duties as the board of directors may from time to time delegate to the vice chairman. In the absence or disability of the chairman of the board, the vice chairman of the board shall be vested with all the powers and perform all the duties of the chairman of the board.

Section 5.04. President. Subject to the supervision of the board of directors, the president shall be the chief executive officer of the Foundation and shall see that all orders and resolutions of the board are carried into effect. He or she shall, when required by the board of directors, make a full written report in respect to any designated matter in connection with the Foundation or its affairs, and he or she shall execute and acknowledge on behalf of the Foundation all contracts, documents, checks, bonds, or other instruments authorized by the board of directors, except in cases where the signing and execution thereof shall be delegated by the board or by these bylaws to some other officer or agent of the Foundation, and, in general, he or she shall perform all duties incident to the office of president and such other duties as may from time to time be delegated by the board of directors. If at any time the office of president is vacant, the chairman of the board shall be the president ex officio solely for the limited purpose of compliance with any statutes or other provisions of law, contract or these bylaws requiring action by the president.

Section 5.05. Treasurer. The treasurer shall have charge of all funds and securities of the Foundation and shall arrange or approve arrangements for the proper custody and safekeeping of the same. He or she shall keep or cause to be kept full and accurate account of receipts and disbursements of the Foundation, and shall deposit or approve arrangements for the deposit of all moneys and other valuable effects of the Foundation in such banks or depositories as the board of directors may designate. The treasurer is authorized to execute necessary instruments to effect the purchase, sale or other transfer of stocks, bonds, mortgages and other securities by and with the consent of the board of directors, and, the treasurer shall, in general, perform all duties incident to the office of the treasurer and have such other powers and duties as may from time to time be delegated by the board of directors. If the board of directors so requires, the treasurer shall give a bond in such form, with such surety and in such amount, as the board may direct.

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Section 5.06. Assistant Treasurers. Each assistant treasurer shall have such powers and duties as may from time to time be delegated by the board of directors. In the absence or disability of the treasurer, the assistant treasurers in the order of their election, unless the board of directors otherwise determines, shall be vested with all the powers and perform all the duties of the treasurer. If the board of directors so requires, any one or more or all of the assistant treasurers shall give a bond or bonds in such form, with such surety and in such amount, as the board may direct.

Section 5.07. Secretary. The secretary shall be ex officio secretary of the board of directors. The secretary, in general, shall perform all duties incident to the office of secretary and shall have such other powers and duties as may from time to time be delegated by the board of directors. He or she is authorized to affix the seal of the Foundation to any instrument when duly authorized to do so by the board or by law and shall attest the same.

Section 5.08. Assistant Secretaries. Each assistant secretary shall have such powers and duties as may from time to time be delegated by the board of directors. In the absence or disability of the secretary, the assistant secretaries in the order of their election, unless the board of directors otherwise determines, shall be vested with all the powers and perform all the duties of the secretary.

ARTICLE VI.

Committees

Section 6.01. Committees. The board of directors at the annual meeting (or at any subsequent meeting of the board, as the board may determine) shall establish and appoint the members of an executive committee, an investment committee and a governance committee consisting in each case of three or more members of the board, one of whom shall be designated chairman of the committee, and, only in the case of the investment committee, of such other persons as the board may determine. The executive committee and the governance committee shall be standing committees and the investment committee shall be a committee of the corporation for purposes of the Not-For-Profit Corporation Law of New York.

Section 6.02. Executive Committee. The executive committee shall have such powers and duties as may from time to time be delegated to it by the board of directors, including, without limitation, the powers and duties of a finance committee, and, unless otherwise determined by the board, may exercise any or all of the powers and perform any or all the duties of the board whenever the board is not in session, except that the executive committee shall have no power to take the actions described in the last sentence of section 4.08 of these bylaws or to fill vacancies in the membership of any committee. The executive committee shall keep regular minutes of its transactions and shall cause them to be recorded in a book kept for that purpose, and shall cause said minutes to be submitted to the board of directors when next in session. The presence of a majority of the executive committee shall constitute a quorum for the transaction of business, and the affirmative vote of a majority of the entire executive committee shall be necessary to the adoption of any motion or resolution.

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Section 6.03. Investment Committee. The investment committee shall have such powers and duties as may from time to time be delegated to it by the board of directors.

Section 6.04. Governance Committee. The governance committee shall have such powers and duties as may from time to time be delegated to it by the board of directors.

Section 6.05. Other Committees. The board of directors may from time to time in its discretion appoint any other committee or committees, including without limitation an audit committee, and may delegate to such committee or committees such powers and duties as it may from time to time determine.

Section 6.06. Resignation and Removal of Committee Members. Any member of a committee may resign at any time by giving written notice to the chairman of the committee. Such resignation shall take effect at the time specified in the notice, or if no time is specified, then immediately. Any member of a committee may be removed from such committee, with or without cause, by a majority vote of the board of directors then in office at any meeting of the board.

ARTICLE VII.

Contracts, Checks, Notes, Bank Accounts, etc.

Section 7.01. Authority to Sign. All contracts of the Foundation and all checks and drafts and other orders for the payment of money out of the funds of the Foundation and all promissory notes and other evidences of indebtedness of the Foundation shall be signed on behalf of the Foundation by such officer or officers, agent or agents, and in such manner, as shall from time to time be determined by resolution by the board of directors.

Section 7.02. Bank Accounts. All funds of the Foundation not otherwise employed shall be deposited to the credit of the Foundation in a general or special account in such banks, trust companies or other depositories as the board of directors may from time to time select, or as may be selected from time to time by any officer or officers, agent or agents of the Foundation, to whom such power may from time to time be delegated by the board of directors; and for the purpose of such deposit, not only the treasurer, but also such officer or officers, agent or agents, to whom such power may be delegated by the board of directors, may endorse, assign, and deliver any checks, drafts, or other orders for the payment of money which are payable to the order of the Foundation.

Section 7.03. Securities and Valuable Papers. All securities, valuable papers, and documents of the Foundation shall, if the board of directors so determines, be deposited with or placed in the custody of such depository or depositories as the board may from time to time select, or as may be selected from time to time by any officer or officers, agent or agents, of the Foundation to whom such power may be delegated by the board of directors.

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ARTICLE VIII.

Investment of Funds

Section 8.01. Investment of Funds. Subject to the limitations and conditions contained in any gift, devise, or bequest, and subject also to the investment policies and procedures adopted by the board of directors, the funds of the Foundation may be invested in such mortgages, bonds, debentures, notes, shares of preferred and common stock, mutual funds, and other securities, partnership interests, joint ventures, hedge funds, real estate investment trusts, real and personal property, or other investments, or interests in any of the foregoing, as the board shall deem advisable and, without limiting the generality of the foregoing, the Foundation may retain, for such period or periods as the board shall, in its discretion, deem advisable, any securities or other assets or property interests, whether or not income-producing, which shall be owned by the Foundation or be received by it by gift or bequest.

ARTICLE IX.

Conflicts of Interest

Section 9.01. Conflicts of Interest. The board of directors, taking account of the pertinent provisions of New York law and such other considerations as it deems appropriate, shall by resolution adopt policies and requirements respecting conflicts of interest including without limitation actual or potential conflicts in contractual relationships and in grantmaking.

ARTICLE X.

Fiscal Year

Section 10.01. Fiscal Year. The fiscal year of the Foundation shall commence on the first day of January of each year.

ARTICLE XI.

Indemnification

Section 11.01. Right to Indemnification. Each person who was or is made a party or is threatened to be made a party to any action or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact he is or was (a) a director, officer, member of the investment committee or other board-appointed committee, or employee of the Foundation or (b) is or was serving at the request of the Foundation as a director or officer of another Foundation or of a partnership, joint venture, trust or other enterprise (each position set forth in the foregoing clauses (a) and (b), a "designated position"), shall be indemnified and held harmless by the

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Foundation to the fullest extent permitted by the Not-For-Profit Corporation Law of the State of New York against all expense, liability and loss (including attorneys fees, judgments, fines, or penalties and amounts paid in settlement) reasonably incurred or suffered by such person in connection therewith, and such indemnification shall continue as to such person even though he has ceased to hold a designated position and shall inure to the benefit of the person's heir, executors and administrators.

Section 11.02. Right to Advancement of Expenses. The right to indemnification conferred in section 11.01 shall include the right to be paid by the Foundation the expenses incurred in defending any action, suit or proceeding in advance of its final disposition, subject to receipt by the Foundation of an undertaking by or on behalf of such person to repay such amount (a) if the person receiving such advancement or allowance is ultimately found not to be entitled to indemnification or, (b) where indemnification is granted, to the extent the expenses so advanced by the Foundation exceed the indemnification to which the person is entitled.

Section 11.03. Non-exclusivity of Rights. The rights to indemnification and to the advancement of expenses contained in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any provision of law or the Foundation's certificate of incorporation or bylaws, or, when authorized or permitted by law or authorized by the Foundation's certificate of incorporation or bylaws, a resolution of the directors of the Foundation or an agreement providing for such indemnification.

Section 11.04. Employee Benefit Plans. For purposes of this Article, references to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to "serving at the request of the Foundation" shall include any service as a director, officer, member of the investment committee or other board-appointed committee, or employee of the Foundation which imposes duties on, or involves services by, such director, officer, member of the investment committee or other board-appointed committee, or employee with respect to an employee benefit plan, its participants, or beneficiaries; and a person who acted in good faith and in a manner he reasonably believed to be in the best interests of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests" of the Foundation.

Section 11.05. Effect. The rights set forth in this Article shall apply to acts or omissions occurring before the date of the adoption of the provisions hereof as well as to acts or omissions occurring on or after such date. Any repeal or modification of the provisions of this Article shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

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ARTICLE XII.

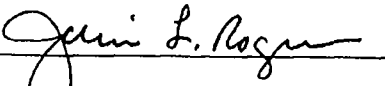
Amendments

Section 12.01. Amendments to Bylaws. These bylaws or any of them may be altered, amended, or repealed by a vote of the majority of the directors then in office at any meeting of the board of directors.

October 13, 2011 Board Meeting



I hereby certify that the attached is a complete and accurate copy of the Bylaws of the Eugene and Agnes E. Meyer Foundation as adopted by the Board of Directors at a meeting duly held on October 13, 2011.


Julie L. Rogers
President/CEO

1250 Connecticut Avenue, NW

Suite 800

Washington DC 20036

202-483-8294

ATTACHMENT 14FORM 990PF, PART VII-A, LINE 8B - EXPLANATION OF NON-FILING

EFFECTIVE DECEMBER 12, 2008, THE DC OFFICE OF TAX AND REVENUE (OTR) ELIMINATED THE IRS FORM 990 FILING OBLIGATION. AS A RESULT, THE FOUNDATION IS NO LONGER REQUIRED TO FILE A COPY OF ITS FORM 990-PF WITH THE DISTRICT OF COLUMBIA.

FORM 990-PF, PART VII-B, LINE 5(C) - EXPENDITURE RESPONSIBILITY STATEMENT

Organization	Date Awarded	Grant Amount	Grant Purpose	Amount Expended	Report Due Date	Date Received	Date Approved	Report Results	Notes
Consumer Health Foundation 1400 16th Street, NW, Suite 710 Washington, DC 20036	2/10/2011	\$30,000.00	to support the Regional Health Collaborative Initiative	Group has not reported yet.	3/15/2012 (narrative report) and 11/1/2012 (financial report)	5/1/2012 (narrative report) and N/A (financial report)	5/10/2012 (narrative report) and N/A (financial report)	Narrative report was approved on 5/10/2012.	See note 1.
Consumer Health Foundation 1400 16th Street, NW, Suite 710 Washington, DC 20036	12/15/2009	\$35,000.00	to support the Regional Health Collaborative Initiative	\$ 35,000.00	12/15/2010 (narrative report) and 10/3/2011 (financial report)	2/11/11 (narrative report) and 4/26/2012 (financial report)	7/14/11 (narrative report) and 5/9/2012 (financial report)	Grant was closed on 5/9/2012.	See note 1
The Pincus Group 309 Reserve Gate Terrace Silver Spring, MD 20905	9/2/2010	\$13,100.00	to support media training for 2010 Exponent Award recipients	\$13,100.00	9/2/2011	5/2/2012	5/9/2012	Grant was closed on 5/9/2012.	See note 1.

NOTE 1: To the Eugene and Agnes E. Meyer Foundation's knowledge, no grantee has used any portion of the grant funds for any purpose other than that for which the grant was intended.

EUGENE AND AGNES E. MEYER FOUNDATION

53-0241716

FORM 990-PF, PART I, LINE 19 & PART II, LINE 14 - DEPRECIATION & FIXED ASSETS

	<u>Cost</u>	<u>Accumulated Depreciation</u>	<u>Net</u>
Computer Equipment	321,534	(142,726)	178,808
Furniture and Other Equipment	1,661,957	(411,879)	1,250,078
	<u>1,983,491</u>	<u>(554,605)</u>	<u>1,428,886</u>
Current year depreciation expense			<u>184,064</u>

EUGENE AND AGNES E. MEYER FOUNDATION

53-0241716

FORM 990-PF, PART IV - CAPITAL GAINS AND LOSSES

	Reference	Capital Gain/(Loss)
Aberdeen Funds (Emerging Markets Institutional FD Insl)	ATTACHMENT 17A	153,021
Adage Capital Partners, LP	ATTACHMENT 17B	2,537,055
Clovis Capital Partners Ltd.	ATTACHMENT 17C	199,284
Generation Investment Management US, LLP (Generation IM Global Equity fund, LLC)	ATTACHMENT 17D	49,164
Harding Loevner Funds (International Equity Portfolio)	ATTACHMENT 17E	845,371
Loomis, Sayles & Co, Inc.	ATTACHMENT 17F	678,640
Millgate International Ltd.	ATTACHMENT 17G	(59,155)
Mondrian Investment Group (International Equities)	ATTACHMENT 17H	261,248
Mondrian Investment Group (International Fixed Income)	ATTACHMENT 17I	579,690
Och Ziff (OZ Overseas Fund II Ltd)	ATTACHMENT 17J	272,122
Ruane, Cunniff & Goldfarb Co. Inc.	ATTACHMENT 17K	2,989,552
State Street Global Advisors (US Government Bond Index Fund)	ATTACHMENT 17L	418
	Subtotal	8,506,410
Less Partnership Capital Gains Included Above		(3,427,574)
Add Partnership Flow-Through Tax Capital Gains Per K1's		4,017,327
	Totals	9,096,163

EUGENE AND AGNES E. MEYER FOUNDATION

53-0241716

FORM 990-PF, PART IV - CAPITAL GAINS AND LOSSES

Aberdeen Funds (Emerging Markets Institutional FD Instl)

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
	How acquired			Gross		Cost or Other	Gain or
	P-purchase or	Date	Date	Sales	Depreciation	Basis plus	(loss)
	D-donation	acquired	Sold	Price	allowed	Expense of Sale	
Describe Property Sold	P	Various	Various	Various			e plus f minus g
Shares in Aberdeen Emerging Markets Fund							153,021
Total Capital Gains:							153,021

EUGENE AND AGNES E. MEYER FOUNDATION

53-0241716

FORM 990-PF, PART IV - CAPITAL GAINS AND LOSSES

Adage Capital Partners, LP

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
Describe Property Sold	How acquired P-purchase or D-donation	Date acquired	Date Sold	Gross Sales Price	Depreciation allowed	Cost or Other Basis plus Expense of Sale	Gain or (loss) e plus f minus g
Interests in Adage Capital	P	Various	Various	2,000,000		-	2,000,000
Miscellaneous investment activity	P	Various	Various				537,055
Total Capital Gains:							2,537,055

FORM 990-PF, PART IV - CAPITAL GAINS AND LOSSES

Clovis Capital Partners Ltd.

(a) Describe Property Sold Interests in Clovis	(b) How acquired P-purchase or D-donation	(c) Date acquired	(d) Date Sold	(e) Gross Sales Price	(f) Depreciation allowed	(g) Cost or Other Basis plus Expense of Sale	(h) Gain or (loss) e plus f minus g
	P	Various	Various	1,399,284		1,200,000	199,284
Total Capital Gains:							199,284

EUGENE AND AGNES E. MEYER FOUNDATION

53-0241716

FORM 990-PF, PART IV - CAPITAL GAINS AND LOSSES

Generation Investment Management US, LLP (Generation IM Global Equity fund, LLC)

(a) Describe Property Sold	(b) How acquired P-purchase or D-donation	(c) Date acquired	(d) Date Sold	(e) Gross Sales Price	(f) Depreciation allowed	(g) Cost or Other Basis plus Expense of Sale	(h) Gain or (loss) e plus f minus g
Interests in Generation	P	Various	Various				49,164
Total Capital Gains:							49,164

FORM 990-PF, PART IV - CAPITAL GAINS AND LOSSES*Harding Loevner Funds (International Equity Portfolio)*

(a) Describe Property Sold	(b) How acquired P-purchase or D-donation	(c) Date acquired	(d) Date Sold	(e) Gross Sales Price	(f) Depreciation allowed	(g) Cost or Other Basis plus Expense of Sale	(h) Gain or (loss) e plus f minus g
Harding Loevner Intl Equity shares	P	Various	Various	1,000,000		724,365	275,635
Harding Loevner Intl Equity shares	P	Various	Various	2,000,000		1,468,825	531,175
Miscellaneous investment activity	P	Various	Various	-			38,561
Total Capital Gains:							845,371

FORM 990-PF, PART IV - CAPITAL GAINS AND LOSSES

Loomis, Soyles & Co, Inc

(a) Describe Property Sold		(b) How acquired P-purchase or D-donation		(c) Date acquired	(d) Date Sold	(e) Gross Sales Price	(f) Depreciation allowed	(g) Cost or Other Basis plus Expense of Sale	(h) Gain or loss e plus f minus g
122.49 Shares	Atlas Air	P	Various	Various	1/3/2011	122		111	12
100,000.00 Shares	Adv Micro Devices	P	Various	Various	1/1/2011	10,138		8,489	1,648
10,000.00 Shares	Adv Micro Devices	P	Various	Various	1/13/2011	10,175		8,489	1,686
10,000.00 Shares	Adv Micro Devices	P	Various	Various	1/21/2011	10,138		8,489	1,648
1,856.00 Shares	Smurfit-Stone Container	P	Various	Various	1/27/2011	64,975		49,932	15,043
200.00 Shares	Smurfit-Stone Container	P	Various	Various	1/28/2011	7,024		5,381	1,643
42.07 Shares	Atlas Air	P	Various	Various	2/3/2011	42		38	4
1,117.80 Shares	Atlas Air Worldwide	P	Various	Various	2/4/2011	1,118		931	187
15,000.00 Shares	Intl Lease Finance Co.	P	Various	Various	2/7/2011	15,263		12,450	2,813
15,000.00 Shares	Intl Lease Finance Co.	P	Various	Various	2/7/2011	15,300		11,625	3,675
15,000.00 Shares	Beazer Homes USA	P	Various	Various	2/14/2011	15,525		15,000	525
15,000.00 Shares	Beazer Homes USA	P	Various	Various	2/15/2011	15,450		15,000	450
3,027.18 Shares	Atlas Air Worldwide	P	Various	Various	3/3/2011	3,027		2,520	507
1,914.63 Shares	Singapore Dollar	P	Various	Various	3/9/2011	1,508		1,512	(3)
2,250.00 Shares	Quezon Pwr Philippin	P	Various	Various	3/15/2011	2,250		2,017	233
950.00 Shares	Ford Cap Trst II	P	Various	Various	3/15/2011	47,814		49,995	(2,182)
40,000.00 Shares	Clear Channel Communi	P	Various	Various	3/15/2011	40,000		37,419	2,581
5,000.00 Shares	Valeant Pharmac Conv	P	Various	Various	3/31/2011	17,646		4,647	12,999
1,113.83 Shares	Cit Group Inc	P	Various	Various	4/1/2011	1,114		2,440	(1,326)
5,000.00 Shares	Valeant Pharmac Conv	P	Various	Various	4/1/2011	17,541		4,647	12,894
5,000.00 Shares	Valeant Pharmac Conv	P	Various	Various	4/4/2011	19,696		4,647	15,049
36,000.00 Shares	Level 3 Financing Inc	P	Various	Various	4/4/2011	37,665		32,580	5,085
3,009.22 Shares	Atlas Air Worldwide	P	Various	Various	4/5/2011	3,009		2,505	504
10,000.00 Shares	Valeant Pharmac Conv	P	Various	Various	4/5/2011	39,589		9,294	30,295
2.07 Shares	Atlas Air Worldwide	P	Various	Various	4/6/2011	2		2	0
10,000.00 Shares	Valeant Pharmac Conv	P	Various	Various	4/6/2011	41,609		9,294	32,315
5,000.00 Shares	Nortel Networks Corp	P	Various	Various	4/8/2011	1,500		4,513	(3,013)
5,000.00 Shares	Northern Telecom Cap	P	Various	Various	4/8/2011	3,838		4,901	(1,064)
25,000.00 Shares	Valeant Pharmac Conv	P	Various	Various	4/8/2011	107,525		23,235	84,290
5,000.00 Shares	Nortel Networks Corp	P	Various	Various	4/12/2011	1,500		4,513	(3,013)
15,000.00 Shares	Valeant Pharmac Conv	P	Various	Various	4/18/2011	62,329		13,941	48,388
10,000.00 Shares	Nortel Networks Corp	P	Various	Various	4/19/2011	2,725		9,025	(6,300)
2,459.34 Shares	Cit Group Inc	P	Various	Various	5/3/2011	2,509		5,387	(2,878)
2,663.28 Shares	Atlas Air Worldwide	P	Various	Various	5/4/2011	2,663		2,217	446
3,109.12 Shares	Cit Group Inc	P	Various	Various	5/4/2011	3,109		4,496	(1,387)
42.30 Shares	Atlas Air Worldwide	P	Various	Various	5/4/2011	42		38	4
15,000.00 Shares	Nortel Networks Corp	P	Various	Various	5/5/2011	4,031		13,538	(9,506)
5,000.00 Shares	Nortel Networks Corp	P	Various	Various	5/6/2011	1,363		4,513	(3,150)

FORM 990-PF, PART IV - CAPITAL GAINS AND LOSSES

Loomis, Sayles & Co, Inc

(a) Describe Property Sold	(b) How acquired P-purchase or D-donation	(c) Date acquired	(d) Date Sold	(e) Gross Sales Price	(f) Depreciation allowed	(g) Cost or Other Basis plus Expense of Sale	(h) Gain or Loss e plus f minus g
5,000.00 Shares Host Hotels & Resort	P	Various	5/13/2011	5,019		3,035	1,984
45,000.00 Shares Valeant Pharmac Conv	P	Various	5/13/2011	184,868		41,822	143,045
0.0001 Shares Valeant Pharmac Conv	P	Various	5/18/2011	0		0	0
200.00 Shares Smurfit-Stone Container	P	Various	5/19/2011	(7,024)		(5,381)	(1,643)
1,856.00 Shares Smurfit-Stone Container	P	Various	5/19/2011	(64,975)		(49,932)	(15,043)
1,856.00 Shares Smurfit-Stone Container	P	Various	5/19/2011	64,975		47,884	17,091
200.00 Shares Smurfit-Stone Container	P	Various	5/19/2011	7,024		5,160	1,864
10,000.00 Shares Nortel Networks Corp	P	Various	5/19/2011	2,725		9,025	(6,300)
10,000.00 Shares American General Fina	P	Various	5/20/2011	10,100		9,218	882
25,000.00 Shares Xerox Capital Trust	P	Various	5/23/2011	25,368		18,875	6,493
18,000.00 Shares Connacher Oil & Gas	P	Various	6/1/2011	19,170		17,758	1,412
60,000.00 Shares Host Hotels & Resort	P	Various	6/1/2011	60,188		36,420	23,768
42.55 Shares Atlas Air Worldwide	P	Various	6/2/2011	43		38	4
2,416.10 Shares Atlas Air Worldwide	P	Various	6/3/2011	2,416		2,011	405
10,000.00 Shares Intl Lease Finance Co.	P	Various	6/10/2011	11,050		9,916	1,134
285.00 Shares Ce Generation LLC	P	Various	6/15/2011	285		265	20
0.93 Shares rock-Tenn Co	P	Various	6/17/2011	59		79	(19)
10,000.00 Shares International Lease	P	Various	6/17/2011	10,375		7,600	2,775
35,000.00 Shares Motorola Inc.	P	Various	6/21/2011	39,778		25,525	14,253
40,000.00 Shares Motorola Inc	P	Various	6/21/2011	44,796		27,540	17,256
2,250.00 Shares Quezon Pwr Philippin	P	Various	6/22/2011	2,250		2,017	233
5,000.00 Shares Clear Channel Communi	P	Various	6/23/2011	5,038		4,384	653
80,636.09 Shares Mexican Peso	P	Various	6/27/2011	6,778		6,838	(60)
42.81 Shares Atlas Air Worldwide	P	Various	7/5/2011	43		39	4
10,000.00 Shares Clear Channel Communi	P	Various	7/6/2011	10,025		8,769	1,256
2,432.00 Shares Atlas Air Worldwide	P	Various	7/6/2011	2,432		2,025	407
5,000.00 Shares Clear Channel Communi	P	Various	7/8/2011	5,013		4,384	628
26,000.00 Shares Freescall Semiconduc	P	Various	7/11/2011	27,154		24,058	3,096
85,000.00 Shares Nektar Therapeut Conv	P	Various	7/22/2011	84,915		81,804	3,111
5,000.00 Shares Nektar Therapeut Conv	P	Various	7/22/2011	4,995		4,812	183
1,706.00 Shares Cit Group Inc	P	Various	7/29/2011	1,715		989	725
11,715.00 Shares Cit Group Inc	P	Various	7/29/2011	11,788		9,619	2,169
2,295.00 Shares Cit Group Inc	P	Various	7/29/2011	2,306		1,331	975
131.15 Shares Atlas Air Worldwide	P	Various	8/2/2011	131		118	13
864.68 Shares Atlas Air Worldwide	P	Various	8/3/2011	865		720	145
5,000.00 Shares Clear Channel Communi	P	Various	8/3/2011	5,013		4,384	628
15,000.00 Shares Clear Channel Communi	P	Various	8/8/2011	15,000		13,153	1,847
88,500.00 Shares Quezon Pwr Philippin	P	Various	8/23/2011	96,908		79,328	17,579
22,000.00 Shares Mex Bonos Desarr	P	Various	8/30/2011	193,741		158,395	35,346

FORM 990-PF, PART IV - CAPITAL GAINS AND LOSSES

Loomis, Sayles & Co., Inc.

(a) Describe Property Sold	(b) How acquired P-purchase or D-donation	(c) Date acquired	(d) Date Sold	(e) Gross Sales Price	(f) Depreciation allowed	(g) Cost or Other Basis plus Expense of Sale	(h) Gain or (loss) e plus f minus g
131.94 Shares Atlas Air Worldwide	P	Various	9/2/2011	132		119	13
50,000.00 Shares MetLife Inc	P	Various	9/6/2011	68,250		49,419	18,831
1,935.79 Shares Singapore Dollar	P	Various	9/8/2011	1,600		1,608	(9)
870.73 Shares Atlas Air Worldwide	P	Various	9/8/2011	871		725	146
55,000.00 Shares Northern Telecom Cap	P	Various	9/12/2011	61,188		53,916	7,271
5,000.00 Shares Human Genome Sciences	P	Various	9/20/2011	5,094		2,347	2,747
10,000.00 Shares Human Genome Sciences	P	Various	9/20/2011	10,190		4,694	5,496
5,000.00 Shares Human Genome Sciences	P	Various	9/20/2011	5,066		2,347	2,719
5,000.00 Shares Human Genome Sciences	P	Various	9/20/2011	5,103		2,347	2,756
15,000.00 Shares Human Genome Sciences	P	Various	9/21/2011	15,166		7,041	8,125
2,682.81 Shares Cit Group Inc	P	Various	10/3/2011	2,683		3,880	(1,197)
142.12 Shares Atlas Air Worldwide	P	Various	10/4/2011	142		128	14
707.98 Shares Atlas Air Worldwide	P	Various	10/5/2011	708		589	119
25,000.00 Shares El Paso Corporation	P	Various	10/7/2011	28,125		19,813	8,313
15,000.00 Shares Clena Corp	P	Various	10/7/2011	14,306		11,661	2,645
35,000.00 Shares El Paso Corporation	P	Various	10/11/2011	39,463		27,738	11,725
90,000.00 Shares Hilcorp Energy	P	Various	10/11/2011	92,520		88,875	3,645
1,237.07 Shares Cit Group Inc	P	Various	10/13/2011	1,227		1,789	(562)
10,000.00 Shares Northern Telecom Cap	P	Various	10/17/2011	10,750		9,803	947
10,000.00 Shares Ford Mtr Co	P	Various	10/25/2011	11,700		8,958	2,742
5,000.00 Shares Ford Mtr Co	P	Various	10/26/2011	5,888		4,479	1,408
242.00 Shares United Rentals	P	Various	10/26/2011	12,100		9,438	2,662
67.46 Shares Atlas Air Worldwide	P	Various	11/2/2011	67		61	7
2,069.72 Shares Atlas Air Worldwide	P	Various	11/7/2011	2,070		1,723	347
5,000.00 Shares Acco Brands Corp	P	Various	12/1/2011	5,113		4,638	475
285.00 Shares Ce Generation LLC	P	Various	12/15/2011	285		265	20
44.15 Shares Atlas Air	P	Various	12/2/2011	44		40	4
5,000.00 Shares Acco Brands Corp	P	Various	12/2/2011	5,119		4,638	481
2,510.87 Shares Atlas Air Worldwide	P	Various	12/5/2011	2,511		2,090	421
15,000.00 Shares Chiquita Brands Intl	P	Various	12/6/2011	15,188		12,788	2,400
5,000.00 Shares Amr Corp	P	Various	12/16/2011	1,125		4,295	(3,170)
5,000.00 Shares Amr Corp	P	Various	12/20/2011	1,175		4,295	(3,120)
5,000.00 Shares Amr Corp	P	Various	12/27/2011	1,125		4,296	(3,171)
5,000.00 Shares Amr Corp	P	Various	12/28/2011	1,138		4,295	(3,158)
Miscellaneous investment activity							87,126
Total Capital Gains:							678,640

FORM 990-PF, PART IV - CAPITAL GAINS AND LOSSES*Millgate International Ltd.*

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
Describe Property Sold	How acquired P-purchase or D-donation	Date acquired	Date Sold	Gross Sales Price	Depreciation allowed	Cost or Other Basis plus Expense of Sale	Gain or (loss)
Shares in Millgate International	P	Various	Various	1,940,845		2,000,000	(59,155)
						Total Capital Gains:	(59,155)

FORM 990-PF, PART IV - CAPITAL GAINS AND LOSSES*Mondrian Investment Group (International Equities)*

(a) Describe Property Sold	(b) How acquired P-purchase or D-donation	(c) Date acquired	(d) Date Sold	(e) Gross Sales Price	(f) Depreciation allowed	(g) Cost or Other Basis plus Expense of Sale	(h) Gain or (loss) e plus f minus g
Interests in Mondrian International Equity	P	Various		1,100,000		1,088,407	11,593
Miscellaneous investment activity							249,655
Total Capital Gains:							261,248

EUGENE AND AGNES E. MEYER FOUNDATION

53-0241716

FORM 990-PF, PART IV - CAPITAL GAINS AND LOSSES
Mondrian Investment Group (International Fixed Income)

(a) Describe Property Sold	(b) How acquired P-purchase or D-donation	(c) Date acquired	(d) Date Sold	(e) Gross Sales Price	(f) Depreciation allowed	(g) Cost or Other Basis plus Expense of Sale	(h) Gain or (loss) e plus f minus g
Interests in Mondrian International Fixed Income	P	Various	Various	2,000,000		1,993,205	6,795
Miscellaneous investment activity							572,895
Total Capital Gains:							579,690

EUGENE AND AGNES E. MEYER FOUNDATION

53-0241716

FORM 990-PF, PART IV - CAPITAL GAINS AND LOSSES

Och Ziff (OZ Overseas Fund II Ltd)

(a) Describe Property Sold Interests in Och Ziff	(b) How acquired P-purchase or D-donation P	(c) Date acquired Various	(d) Date Sold Various	(e) Gross Sales Price 1,500,000	(f) Depreciation allowed	(g) Cost or Other Basis plus Expense of Sale 1,227,878	(h) Gain or (loss) e plus f minus g 272,122
Total Capital Gains:							272,122

EUGENE AND AGNES E. MEYER FOUNDATION

53-0241716

FORM 990-PF, PART IV - CAPITAL GAINS AND LOSSES

Ruane, Cunniff & Goldfarb Co. Inc.

(a)	(b) How acquired P-purchase or D-donation	(c) Date acquired	(d) Date Sold	(e) Gross Sales Price	(f) Depreciation allowed	(g) Cost or Other Basis plus Expense of Sale	(h) Gain or (loss) e plus f minus g
Describe Property Sold							
Publicly Traded Securities	P	Various	Various	1,000,000		872,780	127,220
Publicly Traded Securities	P	Various	Various	3,000,000		1,409,700	1,590,300
Publicly Traded Securities	P	Various	Various	2,500,000		1,776,977	723,023
Publicly Traded Securities				-		(549,009)	549,009
Total Capital Gains:							2,989,552

EUGENE AND AGNES E. MEYER FOUNDATION

53-0241716

FORM 990-PF, PART IV - CAPITAL GAINS AND LOSSES

State Street Global Advisors (US Government Bond Index Fund)

(a)	(b) How acquired P-purchase or D-donation	(c) Date acquired	(d) Date Sold	(e) Gross Sales Price	(f) Depreciation allowed	(g) Cost or Other Basis plus Expense of Sale	(h) Gain or (loss) e plus f minus g
Describe Property Sold							
Interests in SSgA US Bond Fund	P	Various	Various	1,800,000		1,799,954	46
Miscellaneous investment activity							

Total Capital Gains:

372

418

EUGENE AND AGNES E. MEYER FOUNDATION

PART VIII, LINE 1 - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

Name and address	Title	Average Hours Per Week	Compensation	Benefit Plan	Expense Account
Barbara Krumsiek 1250 Connecticut Avenue, NW Suite 800 Washington DC 20036	Chairman of the Board	3	None	None	None
Joshua Bernstein 1250 Connecticut Avenue, NW Suite 800 Washington DC 20036	Vice Chair	3	None	None	None
Maria Gomez 1250 Connecticut Avenue, NW Suite 800 Washington DC 20036	Secretary/Treasurer	2	None	None	None
Newman T. Halvorson, Jr. 1250 Connecticut Avenue, NW Suite 800 Washington DC 20036	Assistant Secretary/Treasurer	0.1	None	None	None
William Dunbar 1250 Connecticut Avenue, NW Suite 800 Washington DC 20036	Member	1	None	None	None
Ginger Lew 1250 Connecticut Avenue, NW Suite 800 Washington DC 20036	Member	1	None	None	None
Kerri Wilson 1250 Connecticut Avenue, NW Suite 800 Washington DC 20036	Member	1	None	None	None
Deborah Ratner Salzberg 1250 Connecticut Avenue, NW Suite 800 Washington DC 20036	Member	1	None	None	None
Antoinette Cook Bush 1250 Connecticut Avenue, NW Suite 800 Washington DC 20036	Member	1	None	None	None

PART VIII, LINE 1 - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

Name and address	Title	Average Hours Per Week	Compensation	Benefit Plan	Expense Account
Barbara Lang 1250 Connecticut Avenue, NW Suite 800 Washington DC 20036	Member	1	None	None	None
James Sandman 1250 Connecticut Avenue, NW Suite 800 Washington DC 20036	Member	1	None	None	None
Robert Templin 1250 Connecticut Avenue, NW Suite 800 Washington DC 20036	Member	2	None	None	None
Julie Rogers 1250 Connecticut Avenue, NW Suite 800 Washington DC 20036	President and CEO	40	370,000	60,802	12,895
Total Compensation			370,000	60,802	12,895

EUGENE AND AGNES E. MEYER FOUNDATION

53-0241716

FORM 990-PF, PART VIII, LINE 2 - FIVE HIGHEST PAID EMPLOYEES (MAKING OVER \$50K)

Name and address	Title	Average Hours		Compensation	Benefit Plan	Expense Account
		Per Week				
Kristen Conte 1250 Connecticut Avenue, NW Suite 800 Washington DC 20036	Vice President	40		216,424	46,500	792
Richard Moyers 1250 Connecticut Avenue, NW Suite 800 Washington DC 20036	Vice President	40		165,000	38,220	276
Carmen James Lane 1250 Connecticut Avenue, NW Suite 800 Washington DC 20036	Senior Program Officer	40		111,500	24,619	120
Danielle Reyes 1250 Connecticut Avenue, NW Suite 800 Washington DC 20036	Senior Program Officer	40		101,250	15,570	120
Karen FitzGerald 1250 Connecticut Avenue, NW Suite 800 Washington DC 20036	Senior Program Officer	40		68,385	20,400	204
Total Compensation				662,559	145,309	1,512



application guidelines

Application Guidelines

The Meyer Foundation awards grants to nonprofit organizations that serve the people and communities in the Washington, DC region. Grants are awarded in 10 program areas: arts, heritage, and culture; children, youth, and families; civic engagement; education; employment and skills training; health and mental health; homelessness and hunger; housing and community development; immigrant communities; and law and justice.

In the health and mental health program area, Meyer works in partnership with the Consumer Health Foundation, which manages the application review process for health and mental health grants. Meyer no longer accepts LOIs in the health and mental health area. To learn more about this partnership, visit our website: www.meyerfoundation.org/whatwefund/health.

Eligibility

To be eligible for consideration, applicants must be:

- A nonprofit organization with tax-exempt status under section 501(c)(3) of the Internal Revenue Code and organized and operated for charitable purposes.
- Located within and primarily serving the Washington, DC region, which is defined as: the District of Columbia; the Maryland counties of Montgomery and Prince George's; and the Virginia counties of Arlington, Fairfax, and Prince William and cities of Alexandria, Falls Church, Manassas, and Manassas Park in Virginia.

The Foundation generally will **not** consider requests to fund:

- Individuals, either through scholarships or other forms of financial assistance
- Scientific or medical research
- Sectarian purposes (programs that promote religious doctrine)
- Special events or conferences
- Endowments

How to Apply

The Meyer Foundation uses a two-step application process:

Step One—Eligible candidates interested in requesting a grant from the Meyer Foundation are *required to first submit a letter of inquiry (LOI)*.

Step Two—The letter of inquiry will be reviewed by the Foundation. Applicants will be notified about the Foundation's interest within two months following the submission deadline. If the project is selected for further consideration, a program officer will schedule a meeting to discuss the request. At that time, a full proposal may be invited and the program officer and applicant will agree upon its submission date. A request for submission of a full proposal **in no way** guarantees eventual funding of the request. Uninvited proposals will not be accepted.



loi instructions

Letter of Inquiry Instructions

A letter of inquiry (LOI) to the Meyer Foundation must consist of the following three parts: a completed LOI cover sheet, a two-page letter of inquiry, and required attachments. **The Foundation requires two copies of each.** We encourage applicants to double-side materials and not include unnecessary clips, folders, and binders.

LOI Cover Sheet — Please use the attached LOI Cover Sheet and complete the requested information.

Letter of Inquiry

Using no more than two single-spaced pages, please provide the following:

- A brief statement of organization's history, mission, and the previous year's accomplishments
- Purpose of the request, need for the proposed project, target population and geographic area to be served
- Specifics on how the project would work, how many people would be served, potential partners, and anticipated outcomes (how the target population or the organization will be different at the end of the project)
- Relationship of the request/proposed project to the organization's primary mission
- Discussion of the project budget and funding committed to date

Attachments—The following attachments to the letter of inquiry are required:

- Proposed project budget, showing revenue and expenses
- Organization's current operating budget, showing revenue and expenses
- Organization's current audited financial statement, if none please submit most recent Form 990
- List of other funders and the amount committed by or requested from each to support this request
- Brochure or newsletter, if available, describing the organization's activities and/or mission (optional)

LOI Submission Information — All letters of inquiry (including LOI cover sheet, letter, and required attachments) must be received in the Foundation's offices no later than 5:00 pm on the day of the deadline.

LOI Deadline:

February 3, 2011
June 9, 2011

Applicant notified by:

April 2011
August 2011

Board Grant Decision:

June 2011
October 2011

Please submit **two** sets of the letter of inquiry (1 original and 1 copy), including the LOI cover sheet, letter, and required attachments to:

Julie Rogers, President
The Meyer Foundation
1250 Connecticut Avenue NW
Suite 800
Washington, DC 20036

Faxes and email applications are not accepted at this time.



loi cover sheet

Organization Information

Organization Name: _____
as shown on 501(c)(3) letter
Organization Federal Tax ID Number: _____
Street Address: _____
City, State, ZIP Code: _____
Phone: () _____ Fax: () _____
General Email Address: _____
Website Address: _____

Contact Information

Name: _____ Phone: () _____
Title: _____ Fax: () _____
Email: _____

Grant Request Information

Dollar Amount Requested: \$ _____ Fiscal Year Begins (month/day): _____ / _____
Total Operating Budget: \$ _____ Last Meyer Grant Amount: \$ _____
Total Project Budget (if applicable): \$ _____ Last Meyer Grant Awarded (month/year): _____ / _____
Brief summary of the request (required): _____

Two copies of all materials must be received in the Foundation's offices by 5:00 pm on the deadline date. Incomplete LOIs will be declined.

All requests must include:

- | | |
|--|--|
| ☐ Cover sheet | ☐ Project budget (if applying for project funding) |
| ☐ Two-page letter | ☐ Current audited financial statement (if none, please attach most recent Form 990) |
| ☐ Organization's operating budget | ☐ List of other funders (if none, please state) |

Schedule of Appropriations and Payments

Fiscal Year 2011

12/31/2011

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
Atlas Performing Arts Center 1333 H Street, NE Washington, DC 20002 to support general operations over three years	501c3 public charity/IRC 509a1	\$0.00	\$60,000.00	\$0.00	\$25,000.00	\$35,000.00
\$60,000 00						
2011						
Academy of Hope 601 Edgewood St, NE Suite 25 Washington, DC 20017 to support executive leadership development over two years through the 2011 Exponent Award	501c3 public charity/IRC 509a1	\$0.00	\$100,000.00	\$0.00	\$0.00	\$100,000.00
\$100,000.00						
2011						
Academy of Hope 601 Edgewood St, NE Suite 25 Washington, DC 20017 to support general operations	501c3 public charity/IRC 509a1	\$0.00	\$20,000.00	\$0.00	\$20,000.00	\$0.00
\$20,000 00						
2011						
Action in Montgomery 8900 Georgia Avenue Silver Spring, MD 20910 to support the salary of organizing staff	501c3 public charity/IRC 509a1	\$0.00	\$30,000.00	\$0.00	\$30,000.00	\$0.00
\$30,000.00						
2011						

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		Fiscal Year 2011				
Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
Advocates for Justice and Education	501c3 public charity/IRC 509a1	\$50,000.00	\$0.00	\$0.00	\$50,000.00	\$0.00
1012 Pennsylvania Avenue SE Washington, DC 20003 to support executive leadership development over two years through the 2010 Exponent Award \$100,000.00 2010						
Advocates for Justice and Education	501c3 public charity/IRC 509a1	\$0.00	\$30,000.00	\$0.00	\$30,000.00	\$0.00
1012 Pennsylvania Avenue SE Washington, DC 20003 to support general operations \$30,000.00 2011						
Alexandria Neighborhood Health Services	501c3 public charity/IRC 509a1	\$0.00	\$35,000.00	\$0.00	\$35,000.00	\$0.00
2 East Glebe Road Alexandria, VA 22305 to support general operations \$35,000.00 2011						
Alexandria Neighborhood Health Services	501c3 public charity/IRC 509a1	\$0.00	\$20,000.00	\$0.00	\$20,000.00	\$0.00
2 East Glebe Road Alexandria, VA 22305 to support the search for, and transition to, a new executive director \$20,000.00 2011						
Alexandria Seaport Foundation	501c3 public charity/IRC 509a1	\$0.00	\$40,000.00	\$0.00	\$40,000.00	\$0.00
PO Box 25036 Alexandria, VA 22313 to support general operations \$40,000.00 2011						

		Fiscal Year 2011				
Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
Alliance for Global Justice 1247 E Street SE Washington, DC 20003 to support general operations of Empower DC	501c3 public charity/IRC 509a1	\$0.00	\$20,000.00	\$0.00	\$20,000.00	\$0.00
\$20,000.00 2011						
Alternative House PO Box 694 Dunn Loring, VA 22027 to support housing and case management for homeless high school students	501c3 public charity/IRC 509a1	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00
\$25,000.00 2011						
Anacostia Watershed Society 4302 Baltimore Avenue Bladensburg, MD 20710 to support financial management and planning	501c3 public charity/IRC 509a1	\$0.00	\$20,000.00	\$0.00	\$20,000.00	\$0.00
\$20,000.00 2011						
Anacostia Watershed Society 4302 Baltimore Avenue Bladensburg, MD 20710 to support general operations	501c3 public charity/IRC 509a1	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00
\$25,000.00 2011						

Fiscal Year 2011

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
AppleTree Institute for Education Innovation	501c3 public charity/IRC 509a1	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00
415 Michigan Ave NE						
3rd Floor McCormick Pavilion						
Washington, DC 20017						
<i>to support the expansion of Every Child Ready throughout the Washington, DC region</i>						
\$25,000.00						
2011						
Arlington Arts Center	501c3 public charity/IRC 509a1	\$0.00	\$15,000.00	\$0.00	\$15,000.00	\$0.00
3550 Wilson Boulevard						
Arlington, VA 22201						
<i>to support general operations</i>						
\$15,000.00						
2011						
Arlington Free Clinic	501c3 public charity/IRC 509a1	\$0.00	\$35,000.00	\$0.00	\$35,000.00	\$0.00
2921 11th Street South						
Arlington, VA 22204						
<i>to support general operations</i>						
\$35,000.00						
2011						
Asian American LEAD Leadership Empowerment and Development for Youth and Family	501c3 public charity/IRC 509a1	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00
2100 New Hampshire Avenue NW						
Washington, DC 20009						
<i>to support general operations</i>						
\$25,000.00						
2011						

Fiscal Year 2011

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
Asian Americans/Pacific Islanders in Philanthropy	501c3 public charity/IRC 509a2	\$0.00	\$2,500.00	\$0.00	\$2,500.00	\$0.00
211 Sutter Street Suite 600 San Francisco, CA 94108 to support 2011 membership dues \$2,500.00 2011						
Asian Pacific American Legal Resource Center	501c3 public charity/IRC 509a1	\$0.00	\$15,000.00	\$0.00	\$15,000.00	\$0.00
1012 14th Street, NW Suite 450 Washington, DC 20005 to support Many Languages One Voice \$15,000.00 2011						
Association of Fundraising Professionals - Washington DC Metro Area Chapter	501c3 public charity/IRC 509a2	\$0.00	\$1,500.00	\$0.00	\$1,500.00	\$0.00
4300 Wilson Blvd Suite 300 Arlington, VA 22203 to support 2011 National Capital Philanthropy Day \$1,500.00 2011						
Association of Small Foundations 1720 N Street NW Washington, DC 20036 to support general operations \$1,000.00 2011	501c3 public charity/IRC 509a2	\$0.00	\$1,000.00	\$0.00	\$1,000.00	\$0.00

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Fiscal Year 2011						
Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
Ayuda	501c3 public charity/IRC 509a1	\$0.00	\$50,000.00	\$0.00	\$50,000.00	\$0.00
6925 B Willow Street NW Washington, DC 20012 to support general operations (\$40,000) and relocation expenses (\$10,000) \$50,000.00						
2011						
Beacon House Community Ministry	501c3 public charity/IRC 509a1	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00
PO Box 29629 601 Edgewood St., NE # 15 Washington, DC 20017 to support general operations \$25,000.00						
2011						
BoardSource	501c3 public charity/IRC 509a1	\$0.00	\$2,500.00	\$0.00	\$2,500.00	\$0.00
750 Ninth Street NW Suite 650 Washington, DC 20001 to support board diversity training in partnership with the Consumer Health Foundation \$2,500.00						
2011						
Bowen McCauley Dance	501c3 public charity/IRC 509a1	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
818 North Quincy Street Suite 104 Arlington, VA 22203 to support general operations \$10,000.00						
2011						

Fiscal Year 2011

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
Brainfood						
1525 Newton Street, NW Washington, DC 20010 to support general operations \$25,000.00 2011	501c3 public charity/IRC 509a1	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00
Bread for the City						
1525 Seventh Street, NW Washington, DC 20001 to support the Legal Clinics in Northwest and Southeast DC \$35,000.00 2011	501c3 public charity/IRC 509a1	\$0.00	\$35,000.00	\$0.00	\$35,000.00	\$0.00
Bread for the City						
1525 Seventh Street, NW Washington, DC 20001 to support a three-month sabbatical for Executive Director George Jones in 2012 \$5,000.00 2011	501c3 public charity/IRC 509a1	\$0.00	\$5,000.00	\$0.00	\$5,000.00	\$0.00
Bright Beginnings						
128 M Street NW Washington, DC 20001 to support general operations \$30,000.00 2011	501c3 public charity/IRC 509a1	\$0.00	\$30,000.00	\$0.00	\$30,000.00	\$0.00
Bright Beginnings						
128 M Street NW Washington, DC 20001 to support implementation of the Benevon fundraising model to increase gifts from individual donors \$10,000.00 2011	501c3 public charity/IRC 509a1	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00

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Fiscal Year 2011

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
Bright Beginnings	501c3 public charity/IRC 509a1	\$0.00	\$80,000.00	\$0.00	\$40,000.00	\$40,000.00
128 M Street NW Washington, DC 20001 <i>to support the opening of a second center east of the Anacostia River</i>						
\$80,000.00						
2011						
Brookings Institution	501c3 public charity/IRC 509a1	\$0.00	\$4,000.00	\$0.00	\$4,000.00	\$0.00
1775 Massachusetts Avenue, NW Washington, DC 20036 <i>to support the release of the Strengthening Educational and Career Pathways for DC Youth report</i>						
\$4,000.00						
2011						
Building Bridges Across the River	501c3 public charity/IRC 509a1	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00
1901 Mississippi Avenue Street, SE Washington, DC 20020 <i>to support general operations</i>						
\$25,000.00						
2011						
Byte Back	501c3 public charity/IRC 509a1	\$0.00	\$30,000.00	\$0.00	\$30,000.00	\$0.00
815 Monroe Street, NE Washington, DC 20017 <i>to support workforce development programs</i>						
\$30,000.00						
2011						

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Fiscal Year 2011

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
Calvary Women's Services 110 Maryland Avenue NE Suite 103 Washington, DC 20002 to support general operations \$25,000.00 2011	501c3 public charity/IRC 509a1	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00
The Campagna Center 418 South Washington Street Alexandria, VA 22314 to support the New Neighbors Education Center \$10,000.00 2011	501c3 public charity/IRC 509a1	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
Capital Area Asset Building Corporation 1444 Eye Street NW Suite 201 Washington, DC 20005 to support general operations \$25,000.00 2011	501c3 public charity/IRC 509a1	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00
Capital Area Immigrants' Rights Coalition 1612 K Street, NW Suite 204 Washington, DC 20006 to support general operations \$20,000.00 2011	501c3 public charity/IRC 509a1	\$0.00	\$20,000.00	\$0.00	\$20,000.00	\$0.00

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Fiscal Year 2011

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
CASA de Maryland 8151 15th Avenue Hyattsville, MD 20783 <i>to support the development of a five-year strategic plan</i> \$20,000.00 2011	501c3 public charity/IRC 509a1	\$0.00	\$20,000.00	\$0.00	\$20,000.00	\$0.00
CASA de Maryland 8151 15th Avenue Hyattsville, MD 20783 <i>to support workforce development programs</i> \$20,000 00 2011	501c3 public charity/IRC 509a1	\$0.00	\$20,000.00	\$0.00	\$20,000 00	\$0.00
Catalogue for Philanthropy: Greater Washington 397 South Street Needham, MA 02492 <i>to support the 2011 edition of the Catalogue for Philanthropy: Greater Washington</i> \$50,000.00 2011	501c3 public charity/IRC 509a1	\$0.00	\$50,000.00	\$0.00	\$50,000 00	\$0.00
Center for Inspired Teaching 1436 U Street NW Suite 400 Washington, DC 20009 <i>to support general operations</i> \$50,000.00 2011	501c3 public charity/IRC 509a1	\$0.00	\$50,000.00	\$0.00	\$50,000.00	\$0.00

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Fiscal Year 2011

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
Center for Nonprofit Advancement 1666 K Street, NW Suite 441 Washington, DC 20006 <i>to support general operations</i> \$25,000 00 2011	501c3 public charity/IRC 509a1	\$0.00	\$25,000 00	\$0 00	\$25,000.00	\$0.00
Center on Budget and Policy Priorities 820 First Street, NE Suite 510 Washington, DC 20002 <i>to support the DC Fiscal Policy Institute</i> <i>over two years</i> \$90,000 00 2011	501c3 public charity/IRC 509a1	\$0.00	\$90,000.00	\$0.00	\$45,000.00	\$45,000 00
Child and Family Network Centers 3701-A Mount Vernon Avenue Alexandria, VA 22305 <i>to support general operations</i> \$25,000 00 2011	501c3 public charity/IRC 509a1	\$0 00	\$25,000.00	\$0 00	\$25,000.00	\$0.00
Child and Family Network Centers 3701-A Mount Vernon Avenue Alexandria, VA 22305 <i>to support strategic planning</i> \$15,000.00 2011	501c3 public charity/IRC 509a1	\$0.00	\$15,000.00	\$0.00	\$15,000.00	\$0.00
Children's Law Center 616 H Street NW Suite 300 Washington, DC 20001 <i>to support general operations</i> \$20,000 00 2011	501c3 public charity/IRC 509a1	\$0.00	\$20,000 00	\$0.00	\$20,000.00	\$0.00

Fiscal Year 2011

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
CityDance Ensemble	501c3 public charity/IRC	\$0.00	\$30,000.00	\$0.00	\$30,000.00	\$0.00
1111 16th Street, NW Suite 300 Washington, DC 20036 <i>to support general operations</i> \$30,000.00 2011	509a1					
CityDance Ensemble	501c3 public charity/IRC	\$0.00	\$20,000.00	\$0.00	\$20,000.00	\$0.00
1111 16th Street, NW Suite 300 Washington, DC 20036 <i>to support strategic planning and rebranding</i> \$20,000.00 2011	509a1					
Coalition for DC Representation Education Fund	501c3 public charity/IRC	\$0.00	\$45,000.00	\$0.00	\$45,000.00	\$0.00
2000 P Street, NW Suite 200 Washington, DC 20036 <i>to support general operations</i> \$45,000.00 2011	509a1					
Coalition for Nonprofit Housing and Economic Development	501c3 public charity/IRC	\$0.00	\$40,000.00	\$0.00	\$40,000.00	\$0.00
1432 U Street, NW 1st Floor Annex Washington, DC 20009 <i>to support general operations</i> \$40,000.00 2011	509a1					

		Fiscal Year 2011				
Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
Coalition for Nonprofit Housing and Economic Development	501c3 public charity/IRC	\$0.00	\$20,000.00	\$0.00	\$20,000.00	\$0.00
1432 U Street, NW	509a1					
1st Floor Annex						
Washington, DC 20009						
to support strategic planning and leadership transition						
\$20,000 00						
2011						
College Summit						
415 Michigan Avenue NE	501c3 public charity/IRC	\$0.00	\$50,000.00	\$0.00	\$50,000.00	\$0.00
Suite 350	509a1					
Washington, DC 20017						
to support general operations in the national capital region						
\$50,000 00						
2011						
The Commonwealth Institute for Fiscal Analysis	501c3 public charity/IRC	\$0.00	\$45,000.00	\$0.00	\$45,000.00	\$0.00
1716 East Franklin Street	509a1					
Richmond, VA 23223						
to support general operations (\$35,000) and monitoring of the implementation of federal health care reform legislation in Virginia (\$10,000)						
\$45,000.00						
2011						
Community Bridges						
620 Pershing Drive	501c3 public charity/IRC	\$0.00	\$30,000.00	\$0.00	\$30,000.00	\$0.00
2nd Floor	509a1					
Silver Spring, MD 20910						
to support general operations						
\$30,000.00						
2011						

Fiscal Year 2011

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
Community Council for the Homeless at Friendship Place 4713 Wisconsin Avenue, NW Washington, DC 20016 to support executive leadership development over two years through the 2010 Exponent Award \$100,000.00 2010	501c3 public charity/IRC 509a1	\$50,000.00	\$0.00	\$0.00	\$50,000.00	\$0.00
Community Council for the Homeless at Friendship Place 4713 Wisconsin Avenue, NW Washington, DC 20016 to support hiring a new development director \$20,000.00 2011	501c3 public charity/IRC 509a1	\$0.00	\$20,000.00	\$0.00	\$20,000.00	\$0.00
Community Family Life Services 305 E Street, NW Washington, DC 20001 to support general operations \$20,000.00 2011	501c3 public charity/IRC 509a1	\$0.00	\$20,000.00	\$0.00	\$20,000.00	\$0.00
Community Foundation for the National Capital Region 1201 15th Street, NW Suite 420 Washington, DC 20005 to support the Greater Washington Workforce Development Collaborative \$25,000.00 2011	501c3 public charity/IRC 509a1	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00

Fiscal Year 2011

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
Community Foundation for the National Capital Region 1201 15th Street, NW Suite 420 Washington, DC 20005 to support the Partnership for Prince George's County over three years \$150,000.00 2011	501c3 public charity/IRC 509a1	\$0.00	\$150,000.00	\$0.00	\$50,000.00	\$100,000.00
Community Foundation for the National Capital Region 1201 15th Street, NW Suite 420 Washington, DC 20005 to support general operations of the Youth Transition Funders Group and the Connected by 25 Summit \$13,000.00 2011	501c3 public charity/IRC 509a1	\$0.00	\$13,000.00	\$0.00	\$13,000.00	\$0.00
Community Foundation for the National Capital Region 1201 15th Street, NW Suite 420 Washington, DC 20005 to support the launch of The Leadership Sanctuary \$10,000.00 2011	501c3 public charity/IRC 509a1	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00

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Fiscal Year 2011

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
Community Foundation for the National Capital Region 1201 15th Street, NW Suite 420 Washington, DC 20005 to support 2011 membership dues for the Black Philanthropic Alliance	501c3 public charity/IRC 509a1	\$0.00	\$3,000.00	\$0.00	\$3,000.00	\$0.00
\$3,000.00						
2011						
Community Foundation for the National Capital Region 1201 15th Street, NW Suite 420 Washington, DC 20005 to support the Community Foundation in honoring Vicki and Roger Sant	501c3 public charity/IRC 509a1	\$0.00	\$2,500.00	\$0.00	\$2,500.00	\$0.00
\$2,500.00						
2011						
Community Foundation for the National Capital Region 1201 15th Street, NW Suite 420 Washington, DC 20005 to support the Montgomery County Community Foundation upon its 15th anniversary and in honoring Jeffrey Z. Slavin	501c3 public charity/IRC 509a1	\$0.00	\$2,500.00	\$0.00	\$2,500.00	\$0.00
\$2,500.00						
2011						

Fiscal Year 2011

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
Community Foundation for the National Capital Region 1201 15th Street, NW Suite 420 Washington, DC 20005 to support the Community Foundation for Montgomery County's Nonprofit Advancement Fund	501c3 public charity/IRC 509a1	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00
\$25,000.00 2011						
Community Foundation for the National Capital Region 1201 15th Street, NW Suite 420 Washington, DC 20005 to support a feasibility study on potential community wealth building strategies for the Washington metropolitan region	501c3 public charity/IRC 509a1	\$0.00	\$20,000.00	\$0.00	\$20,000.00	\$0.00
\$20,000.00 2011						
Community Foundation for the National Capital Region 1201 15th Street, NW Suite 420 Washington, DC 20005 to support the Collaborative for Education Organizing	501c3 public charity/IRC 509a1	\$0.00	\$50,000.00	\$0.00	\$50,000.00	\$0.00
\$50,000.00 2011						

Fiscal Year 2011

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
Community Legal Services of Prince George's County PO Box 374 Riverdale, MD 20738 to support the Workers' Rights Legal Clinic \$20,000.00 2011	501c3 public charity/IRC 509a1	\$0.00	\$20,000.00	\$0.00	\$20,000.00	\$0.00
Community of Hope 1717 Massachusetts Avenue, NW Suite 805 Washington, DC 20036 to support general operations \$35,000.00 2011	501c3 public charity/IRC 509a1	\$0.00	\$35,000.00	\$0.00	\$35,000.00	\$0.00
Community of Hope 1717 Massachusetts Avenue, NW Suite 805 Washington, DC 20036 to support the costs associated with the merger between Community of Hope and Family Health and Birth Center \$25,000.00 2011	501c3 public charity/IRC 509a1	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00
Friends of Compass 1350 Connecticut Ave, NW Suite 900 Washington, DC 20036 to support general operations \$10,000.00 2011	501c3 public charity/IRC 509a1	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00

Fiscal Year 2011

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
CompassPoint Nonprofit Services 731 Market Street Suite 200 San Francisco, CA 94103-2005 to support the second and final phase of the Daring to Lead 2011 national research study of nonprofit executive leadership \$60,000.00 2011	501c3 public charity/IRC 509a1	\$0.00	\$60,000.00	\$0.00	\$60,000.00	\$0.00
Computer CORE 3846 King Street Alexandria, VA 22302 to support the partnership with Northern Virginia Community College \$25,000.00 2011	501c3 public charity/IRC 509a1	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00
Consumer Health Foundation 1400 16th Street, NW Suite 710 Washington, DC 20036-2224 to support the Regional Health Collaboration Initiative \$30,000.00 2011	Private Nonoperating Foundation	\$0.00	\$30,000.00	\$0.00	\$30,000.00	\$0.00
Cornerstone 1400 20th Street NW Suite G-3 Washington, DC 20036 to support general operations \$25,000.00 2011	501c3 public charity/IRC 509a1	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00

Fiscal Year 2011

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
Cornerstone 1400 20th Street NW Suite G-3 Washington, DC 20036 to support executive coaching and fundraising planning	501c3 public charity/IRC 509a1	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
\$10,000.00 2011						
Council on Foundations 2121 Crystal Drive Suite 700 Arlington, VA 22202 to support 2011 membership dues	501c3 public charity/IRC 509a1	\$0.00	\$21,140.00	\$0.00	\$21,140.00	\$0.00
\$21,140.00 2011						
Critical Exposure 1816 12th Street NW 3rd Floor Washington, DC 20009 to support photography and leadership training for DC youth	501c3 public charity/IRC 509a1	\$0.00	\$15,000.00	\$0.00	\$15,000.00	\$0.00
\$15,000.00 2011						
Cultural Development Corporation of the District of Columbia 916 G Street, NW Washington, DC 20001 to support general operations over three years	501c3 public charity/IRC 509a1	\$0.00	\$75,000.00	\$0.00	\$35,000.00	\$40,000.00
\$75,000.00 2011						

Fiscal Year 2011

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
Cultural Development Corporation of the District of Columbia	501c3 public charity/IRC 509a1	\$0 00	\$15,000.00	\$0.00	\$15,000.00	\$0.00
916 G Street, NW Washington, DC 20001 to support a rebranding campaign \$15,000.00 2011						
Dance Institute of Washington 3400 14th Street NW Washington, DC 20010 to support general operations \$25,000.00 2011	501c3 public charity/IRC 509a1	\$0 00	\$25,000.00	\$0 00	\$25,000.00	\$0 00
Dance Institute of Washington 3400 14th Street NW Washington, DC 20010 to support coaching for Dance Institute's executive director \$10,000 00 2011	501c3 public charity/IRC 509a1	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0 00
DC Action for Children Today 1432 K Street NW Suite 1050 Washington, DC 20005 to support general operations \$30,000.00 2011	501c3 public charity/IRC 509a1	\$0 00	\$30,000.00	\$0.00	\$30,000 00	\$0.00

Fiscal Year 2011

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
District of Columbia Applesseed Center for Law and Justice	501c3 public charity/IRC 509a1	\$0.00	\$50,000.00	\$0.00	\$50,000.00	\$0.00
1111 14th Street, NW Suite 510 Washington, DC 20005 to support general operations						
\$50,000.00						
2011						
DC Children's Advocacy Center	501c3 public charity/IRC 509a1	\$0.00	\$30,000.00	\$0.00	\$30,000.00	\$0.00
429 O Street NW Washington, DC 20001 to support general operations						
\$30,000.00						
2011						
District of Columbia College Access Program	501c3 public charity/IRC 509a1	\$100,000.00	\$0.00	\$0.00	\$50,000.00	\$50,000.00
1029 Vermont Avenue NW Suite 400 Washington, DC 20005 to support the College Retention Program over five years						
\$250,000.00						
2008						
DC Employment Justice Center	501c3 public charity/IRC 509a1	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00
727 15th Street NW 2nd Floor Washington, DC 20005 to support general operations						
\$25,000.00						
2011						

Fiscal Year 2011						
Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
District of Columbia Primary Care Association 1411 K Street, NW Suite 300 Washington, DC 20005 to support general operations \$65,000.00 2011	501c3 public charity/IRC 509a1	\$0.00	\$65,000.00	\$0.00	\$65,000.00	\$0.00
DC Public Education Fund 1534 14th Street NW Washington, DC 20005 to support organizational assessment and strategic planning \$25,000.00 2011	501c3 public charity/IRC 509a1	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00
DC Public Education Fund 1534 14th Street NW Washington, DC 20005 to support the secondary education initiative \$25,000.00 2011	501c3 public charity/IRC 509a1	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00
DC Public Education Fund 1534 14th Street NW Washington, DC 20005 to support the District of Columbia's application to Race to the Top Early Learning Challenge \$10,000.00 2011	501c3 public charity/IRC 509a1	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
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Fiscal Year 2011						
Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
DC Rape Crisis Center PO Box 34125 Washington, DC 20043 to support general operations \$25,000.00 2011	501c3 public charity/IRC 509a1	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00
America Scores DC Scores 1224 M Street NW Suite 200 Washington, DC 20005 to support general operations \$30,000.00 2011	501c3 public charity/IRC 509a1	\$0.00	\$30,000.00	\$0.00	\$30,000.00	\$0.00
America Scores DC Scores 1224 M Street NW Suite 200 Washington, DC 20005 to support implementation of the Benevon fundraising model to increase gifts from individual donors \$10,000.00 2011	501c3 public charity/IRC 509a1	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
America Scores DC Scores 1224 M Street NW Suite 200 Washington, DC 20005 to support executive leadership development over two years through the 2011 Exponent Award \$100,000.00 2011	501c3 public charity/IRC 509a1	\$0.00	\$100,000.00	\$0.00	\$0.00	\$100,000.00

		Fiscal Year 2011				
Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
DC Voice	501c3 public charity/IRC 509a2	\$0.00	\$15,000.00	\$0.00	\$15,000.00	\$0.00
PO Box 10251 Washington, DC 20018 to support general operations \$15,000.00 2011						
DC Wheel Productions c/o Dance Place 3225 8th Street, NE Washington, DC 20017 to support general operations \$75,000.00 2011	501c3 public charity/IRC 509a2	\$0.00	\$75,000.00	\$0.00	\$75,000.00	\$0.00
DC Wheel Productions c/o Dance Place 3225 8th Street, NE Washington, DC 20017 to support the evaluation of Dance Place's NEXTgeneration youth development programs \$10,000.00 2011	501c3 public charity/IRC 509a2	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
District of Columbia Behavioral Health Association c/o Green Door 1221 Taylor Street NW Washington, DC 20011 to support general operations \$20,000.00 2011	501c3 public charity/IRC 509a2	\$0.00	\$20,000.00	\$0.00	\$20,000.00	\$0.00

Fiscal Year 2011

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
District of Columbia Grassroots Empowerment Project	501c3 public charity/IRC 509a1	\$0.00	\$15,000.00	\$0.00	\$15,000.00	\$0.00
1419 V Street NW Washington, DC 20009 to support program evaluation \$15,000.00 2011						
Enterprise Community Partners 10 G Street, NE Suite 450 Washington, DC 20002 to support general operations in the Greater Washington region \$35,000.00 2011	501c3 public charity/IRC 509a1	\$0.00	\$35,000.00	\$0.00	\$35,000.00	\$0.00
Virginia Organizing 703 Concord Avenue Charlottesville, VA 22903-5208 to support the Centreville Immigration Forum \$20,000.00 2011	501c3 public charity/IRC 509a1	\$0.00	\$20,000.00	\$0.00	\$20,000.00	\$0.00
Family Place 3309 16th Street NW Washington, DC 20010 to support general operations \$30,000.00 2011	501c3 public charity/IRC 509a1	\$0.00	\$30,000.00	\$0.00	\$30,000.00	\$0.00

Fiscal Year 2011

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
Fight for Children						
1726 M Street NW Suite 202 Washington, DC 20036 to support the Quality Schools Initiative (\$25,000) and the Principals Roundtable (\$5,000)	501c3 public charity/IRC 509a1	\$0.00	\$30,000.00	\$0.00	\$30,000.00	\$0.00
\$30,000.00 2011						
Food & Friends						
219 Riggs Road, NE Washington, DC 20011 to support general operations	501c3 public charity/IRC 509a1	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00
\$25,000.00 2011						
Food Research and Action Center						
1875 Connecticut Avenue, NW Suite 540 Washington, DC 20009 to support DC Hunger Solutions	501c3 public charity/IRC 509a1	\$0.00	\$15,000.00	\$0.00	\$15,000.00	\$0.00
\$15,000.00 2011						
Foundation Center						
1627 K Street NW Third Floor Washington, DC 20006 to support general operations for the Washington, DC library and learning center	501c3 public charity/IRC 509a1	\$0.00	\$15,000.00	\$0.00	\$15,000.00	\$0.00
\$15,000.00 2011						

Fiscal Year 2011

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
Gala Inc. Grupo de Artistas Latinoamericanos 2437 15th Street, NW Washington, DC 20009 to support general operations over two years \$45,000.00 2011	501c3 public charity/IRC 509a1	\$0.00	\$45,000.00	\$0.00	\$25,000.00	\$20,000.00
President and Directors of Georgetown College (Georgetown University) Old North Building 37th and O Streets NW Suite 400F Washington, DC 20057 to support the Philanthropy and Social Change undergraduate course in 2012 \$5,000.00 2011	501c3 public charity/IRC 509a1	\$0.00	\$5,000.00	\$0.00	\$5,000.00	\$0.00
Girl Scout Council of the Nation's Capital 4301 Connecticut Avenue, NW Suite M-2 Washington, DC 20008 to support the Young Leaders program \$25,000.00 2011	501c3 public charity/IRC 509a1	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00
Good Shepherd Housing and Family Services, Inc. 8305 Richmond Hwy #17-B Alexandria, VA 22309 to support general operations \$20,000.00 2011	501c3 public charity/IRC 509a1	\$0.00	\$20,000.00	\$0.00	\$20,000.00	\$0.00

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Fiscal Year 2011

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
Davis Memorial Goodwill Industries 2200 South Dakota Avenue, NE Washington, DC 20018 to support job training programs \$30,000.00 2011	501c3 public charity/IRC 509a2	\$0.00	\$30,000.00	\$0.00	\$30,000.00	\$0.00
Grantmakers for Education 720 SW Washington Street Suite 605 Portland, OR 97205 to support 2011 membership dues \$500.00 2011	501c3 public charity/IRC 509a2	\$0.00	\$500.00	\$0.00	\$500.00	\$0.00
Grantmakers for Effective Organizations 1725 DeSales Street NW Suite 404 Washington, DC 20036 to support 2011 membership dues and general operations \$5,000.00 2011	501c3 public charity/IRC 509a1	\$0.00	\$5,000.00	\$0.00	\$5,000.00	\$0.00
Grantmakers for Effective Organizations 1725 DeSales Street NW Suite 404 Washington, DC 20036 to support 2012 membership dues and general operations \$15,000.00 2011	501c3 public charity/IRC 509a1	\$0.00	\$15,000.00	\$0.00	\$15,000.00	\$0.00

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		Fiscal Year 2011				
Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
Greater DC Cares 1156 15th Street NW Suite 840 Washington, DC 20005 to support general operations \$20,000.00 2011	501c3 public charity/IRC 509a1	\$0.00	\$20,000.00	\$0.00	\$20,000.00	\$0.00
Greenbrier Learning Center 5401 Seventh Road South Arlington, VA 22204 to support general operations \$20,000 00 2011	501c3 public charity/IRC 509a1	\$0.00	\$20,000 00	\$0.00	\$20,000 00	\$0.00
Higher Achievement Program 317 8th Street, NE Washington, DC 20002-6107 to support general operations \$30,000 00 2011	501c3 public charity/IRC 509a1	\$0.00	\$30,000 00	\$0 00	\$30,000.00	\$0.00
HIP Services 6525 Belcrest Road Suite 555 Hyattsville, MD 20782 to support the Bilingual Foreclosure Prevention Programs in Prince George's and Montgomery counties \$25,000.00 2011	501c3 public charity/IRC 509a1	\$0 00	\$25,000.00	\$0 00	\$25,000.00	\$0 00

Fiscal Year 2011						
Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
IMPACT Silver Spring 825 Wayne Avenue Silver Spring, MD 20910 to support general operations \$25,000.00 2011	501c3 public charity/IRC 509a1	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00
Interfaith Works 114 W Montgomery Avenue Rockville, MD 20850-4213 to support general operations \$30,000.00 2011	501c3 public charity/IRC 509a1	\$0.00	\$30,000.00	\$0.00	\$30,000.00	\$0.00
Jews United for Justice, Inc 2027 Massachusetts Avenue 3rd Floor Washington, DC 20036 to support Defeat Poverty DC \$20,000.00 2011	501c3 public charity/IRC 509a1	\$0.00	\$20,000.00	\$0.00	\$20,000.00	\$0.00
Joy of Motion Dance Center 1333 H Street NE Washington, DC 20002 to support general operations over three years \$45,000.00 2011	501c3 public charity/IRC 509a1	\$0.00	\$45,000.00	\$0.00	\$20,000.00	\$25,000.00
Jubilee Jobs 2712 Ontario Road, NW Washington, DC 20009 to support general operations \$40,000.00 2011	501c3 public charity/IRC 509a1	\$0.00	\$40,000.00	\$0.00	\$40,000.00	\$0.00

Fiscal Year 2011						
Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
Jubilee Jumpstart	501c3 public					
2525 Ontario Road NW	charity/IRC	\$0.00	\$15,000.00	\$0.00	\$15,000.00	\$0.00
Suite B	509a1					
Washington, DC 20009						
to support general operations						
\$15,000.00						
2011						
Just Neighbors Ministry	501c3 public	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00
5827 Columbia Pike	charity/IRC					
Suite #320	509a1					
Falls Church, VA 22041						
to support general operations						
\$25,000.00						
2011						
Kid Power	501c3 public	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
755 8th Street NW	charity/IRC					
Washington, DC 20001	509a1					
to support the merger with Facilitating						
Leadership in Youth						
\$10,000.00						
2011						
Korean Community Service Center of	501c3 public	\$0.00	\$20,000.00	\$0.00	\$20,000.00	\$0.00
Greater Washington	charity/IRC					
7700 Little River Turnpike	509a1					
Suite 406						
Annandale, VA 22003						
to support general operations						
\$20,000.00						
2011						
						34

Fiscal Year 2011

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
Language ETC						
2200 California Street NW	501c3 public charity/IRC	\$0.00	\$30,000.00	\$0.00	\$30,000.00	\$0.00
Washington, DC 20008	509a1					
to support general operations						
\$30,000.00						
2011						
Latin American Youth Center						
1419 Columbia Road NW	501c3 public charity/IRC	\$0.00	\$50,000.00	\$0.00	\$50,000.00	\$0.00
Washington, DC 20009	509a1					
to support programs in Maryland						
(\$25,000) and for general operations						
(\$25,000)						
\$50,000.00						
2011						
Latino Economic Development						
Corporation	501c3 public charity/IRC	\$0.00	\$20,000.00	\$0.00	\$20,000.00	\$0.00
2316 18th Street, NW	509a1					
Washington, DC 20009						
to support the Bilingual Foreclosure						
Intervention Counseling Program						
\$20,000.00						
2011						
Latino Economic Development						
Corporation	501c3 public charity/IRC	\$0.00	\$15,000.00	\$0.00	\$15,000.00	\$0.00
2316 18th Street, NW	509a1					
Washington, DC 20009						
to support financial planning and						
marketing surrounding the micro-lending						
program's transition to a separate						
nonprofit affiliate of LEDC						
\$15,000.00						
2011						

Fiscal Year 2011						
Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
Latino Economic Development Corporation	501c3 public charity/IRC 509a1	\$0.00	\$100,000.00	\$0.00	\$0.00	\$100,000.00
2316 18th Street, NW Washington, DC 20009						
to support executive leadership development over two years through the 2011 Exponent Award						
\$100,000.00						
2011						
Leadership Washington	501c3 public charity/IRC 509a1	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
1725 Eye Street, NW						
Suite 200						
Washington, DC 20006						
to support general operations						
\$10,000.00						
2011						
Legal Aid Justice Center	501c3 public charity/IRC 509a1	\$0.00	\$20,000.00	\$0.00	\$20,000.00	\$0.00
6400 Arlington Blvd.						
Suite 600						
Falls Church, VA 22042						
to support the Immigrant Advocacy Program in Northern Virginia						
\$20,000.00						
2011						
Legal Aid Society of the District of Columbia	501c3 public charity/IRC 509a1	\$0.00	\$50,000.00	\$0.00	\$50,000.00	\$0.00
1331 H St NW						
Suite 350						
Washington, DC 20005						
to support general operations (\$30,000) and a new office location (\$20,000)						
\$50,000.00						
2011						
						36

Fiscal Year 2011						
Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
Legal Counsel for the Elderly 601 E Street NW Washington, DC 20049 to support general operations \$25,000.00 2011	501c3 public charity/IRC 509a1	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00
Legal Services of Northern Virginia 6066 Leesburg Pike Suite 500 Falls Church, VA 22041 to support the Access to Justice project \$20,000.00 2011	501c3 public charity/IRC 509a1	\$0.00	\$20,000.00	\$0.00	\$20,000.00	\$0.00
Levine School of Music 2801 Upton Street, NW Washington, DC 20008 to support general operations of the Southeast DC campus at THEARC over three years \$45,000.00 2011	501c3 public charity/IRC 509a1	\$0.00	\$45,000.00	\$0.00	\$20,000.00	\$25,000.00
Life Pieces to Masterpieces 1600 Otis St. NE Washington, DC 20018 to support the development of a financial management plan \$20,000.00 2011	501c3 public charity/IRC 509a1	\$0.00	\$20,000.00	\$0.00	\$20,000.00	\$0.00
Life Pieces to Masterpieces 1600 Otis St. NE Washington, DC 20018 to support general operations \$50,000.00 2011	501c3 public charity/IRC 509a1	\$0.00	\$50,000.00	\$0.00	\$50,000.00	\$0.00

Fiscal Year 2011

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
Literacy Council of Montgomery County, Maryland	501c3 public charity/IRC 509a2	\$0.00	\$20,000.00	\$0.00	\$20,000.00	\$0.00
21 Maryland Avenue Suite 320 Rockville, MD 20850						
to support the ESL program for adults						
\$20,000.00						
2011						
Literacy Council of Northern Virginia	501c3 public charity/IRC 509a1	\$0.00	\$20,000.00	\$0.00	\$20,000.00	\$0.00
2855 Annandale Road Suite 114 Falls Church, VA 22042						
to support the ESOL learning centers						
\$20,000.00						
2011						
Literacy Council of Prince George's County Maryland	501c3 public charity/IRC 509a2	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
6532 Adelphi Road Suite 101 Hyattsville, MD 20782						
to support the Pathways to Community, College, and Career program						
\$10,000.00						
2011						
Little Lights Urban Ministries	501c3 public charity/IRC 509a1	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
760 7th Street SE Washington, DC 20003						
to support Implementation of the Benevon fundraising model to increase gifts from individual donors						
\$10,000.00						
2011						

Fiscal Year 2011						
Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
Little Lights Urban Ministries 760 7th Street SE Washington, DC 20003 to support academic programs in Potomac Gardens \$20,000.00 2011	501c3 public charity/IRC 509a1	\$0.00	\$20,000.00	\$0.00	\$20,000.00	\$0.00
Local Initiatives Support Corporation 1825 K Street NW Suite 1100 Washington, DC 20006 to support general operations over three years \$180,000.00 2009	501c3 public charity/IRC 509a1	\$60,000.00	\$0.00	\$0.00	\$60,000.00	\$0.00
Lutheran Social Services of the National Capital Area 4406 Georgia Avenue NW Washington, DC 20011 to support the Lutheran Asset Map Project (LAMP) \$10,000.00 2011	501c3 public charity/IRC 509a1	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
Martha's Table 2114 14th Street, NW Washington, DC 20009 to support general operations \$20,000.00 2011	501c3 public charity/IRC 509a1	\$0.00	\$20,000.00	\$0.00	\$20,000.00	\$0.00

Fiscal Year 2011						
Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
Mary's Center for Maternal and Child Care 2333 Ontario Road, NW Washington, DC 20009 to support general operations \$35,000.00 2011	501c3 public charity/IRC 509a1	\$0.00	\$35,000 00	\$0.00	\$35,000.00	\$0.00
Mary's Center for Maternal and Child Care 2333 Ontario Road, NW Washington, DC 20009 to support the capital campaign over two years \$125,000 00 2011	501c3 public charity/IRC 509a1	\$0.00	\$125,000 00	\$0.00	\$75,000.00	\$50,000.00
Maryland Association of Nonprofit Organizations 8720 Georgia Avenue, Suite 303 Silver Spring, MD 20910 to support general operations \$20,000 00 2011	501c3 public charity/IRC 509a1	\$0.00	\$20,000.00	\$0.00	\$20,000 00	\$0 00
Maryland Association of Nonprofit Organizations 8720 Georgia Avenue, Suite 303 Silver Spring, MD 20910 to support the Maryland Budget and Tax Policy Institute \$20,000.00 2011	501c3 public charity/IRC 509a1	\$0.00	\$20,000.00	\$0.00	\$20,000 00	\$0.00
						40

Fiscal Year 201141

Fiscal Year 2011

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
Washington Area Consortium on HIV Infection In Youth 651 Pennsylvania Avenue SE Washington, DC 20003 to support the DC Healthy Youth Coalition \$30,000.00 2011	501c3 public charity/IRC 509a1	\$0.00	\$30,000.00	\$0.00	\$30,000.00	\$0.00
Miriam's Kitchen 2401 Virginia Avenue, NW Washington, DC 20037 to support executive leadership development over two years through the 2010 Exponent Award \$100,000.00 2010	501c3 public charity/IRC 509a1	\$50,000.00	\$0.00	\$0.00	\$50,000.00	\$0.00
Miriam's Kitchen 2401 Virginia Avenue, NW Washington, DC 20037 to support general operations \$25,000.00 2011	501c3 public charity/IRC 509a1	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00
Miriam's Kitchen 2401 Virginia Avenue, NW Washington, DC 20037 to support organizational assessment and program evaluation \$15,000.00 2011	501c3 public charity/IRC 509a1	\$0.00	\$15,000.00	\$0.00	\$15,000.00	\$0.00

		Fiscal Year 2011				
		Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
Recipient and/or Purpose	Tax Status					
Montgomery County Coalition for the Homeless	501c3 public charity/IRC 509a1	\$0.00	\$30,000.00	\$0.00	\$30,000.00	\$0.00
600-B East Gude Drive Rockville, MD 20850 to support general operations \$30,000.00 2011						
Montgomery County Coalition for the Homeless	501c3 public charity/IRC 509a1	\$0.00	\$15,000.00	\$0.00	\$15,000.00	\$0.00
600-B East Gude Drive Rockville, MD 20850 to support an organizational assessment and executive coaching \$15,000.00 2011						
Mount Saint Mary's University 16300 Old Emmitsburg Road Emmitsburg, MD 21727 to support general operations in memory of former Meyer Foundation board member Peter O'Malley \$1,000.00 2011	501c3 public charity/IRC 509a1	\$0.00	\$1,000.00	\$0.00	\$1,000.00	\$0.00
Moving Forward: Contemporary Asian American Dance Company 2745 Arizona Avenue, NW Washington, DC 20016 to support general operations \$10,000.00 2011	501c3 public charity/IRC 509a1	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00

		Fiscal Year 2011				
Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
N Street Village						
1333 N Street NW	501c3 public charity/IRC	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00
Washington, DC 20005	509a2					
to support merger planning						
\$25,000.00						
2011						
Neighborhood Funders Group						
1301 Connecticut Avenue, NW	501c3 public charity/IRC	\$0.00	\$5,000.00	\$0.00	\$5,000.00	\$0.00
Suite 500	509a1					
Washington, DC 20036						
to support 2011 membership dues and						
general operations						
\$5,000.00						
2011						
New Community for Children						
1722 6th Street NW	501c3 public charity/IRC	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
Washington, DC 20001	509a1					
to support out-of-school activities for youth						
\$10,000.00						
2011						
New Leaders						
1432 K Street	501c3 public charity/IRC	\$0.00	\$40,000.00	\$0.00	\$40,000.00	\$0.00
Second Floor	509a1					
Washington, DC 20005						
to support general operations of the DC						
program						
\$40,000.00						
2011						

		Fiscal Year 2011				
Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
Nonprofit Roundtable of Greater Washington	501c3 public charity/IRC 509a1	\$0.00	\$65,000.00	\$0.00	\$65,000.00	\$0.00
1201 15th Street, NW Suite 420 Washington, DC 20005 to support general operations \$65,000.00 2011						
Northeast Performing Arts Group	501c3 public charity/IRC 509a1	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00
3431 Benning Road, NE Washington, DC 20019 to support general operations \$25,000.00 2011						
Northern Virginia Affordable Housing Alliance	501c3 public charity/IRC 509a1	\$0.00	\$15,000.00	\$0.00	\$15,000.00	\$0.00
2706 Silkwood Court Oakton, VA 22124 to support general operations \$15,000.00 2011						
Northern Virginia Community College Educational Foundation	501c3 public charity/IRC 509a1	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00
4001 Wakefield Chapel Road Annandale, VA 22003 to support the Adult Career Pathway Initiative \$25,000.00 2011						

Fiscal Year 2011

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
Northern Virginia Family Service 10455 White Granite Drive Suite 100 Oakton, VA 22124 to support the Training Futures workforce development program \$30,000.00 2011	501c3 public charity/IRC 509a1	\$0.00	\$30,000.00	\$0.00	\$30,000.00	\$0.00
NPower Greater DC Region 2001 S Street, NW Suite 630 Washington, DC 20009 to support general operations \$30,000.00 2011	501c3 public charity/IRC 509a1	\$0.00	\$30,000.00	\$0.00	\$30,000.00	\$0.00
Our Place DC 1518 K Street, NW Mezzanine Level Washington, DC 20005 to support general operations \$20,000.00 2011	501c3 public charity/IRC 509a1	\$0.00	\$20,000.00	\$0.00	\$20,000.00	\$0.00
Our Place DC 1518 K Street, NW Mezzanine Level Washington, DC 20005 to support financial management and fundraising planning \$15,000.00 2011	501c3 public charity/IRC 509a1	\$0.00	\$15,000.00	\$0.00	\$15,000.00	\$0.00

		Fiscal Year 2011				
Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
Patricia M. Sitar Center for the Arts 1700 Kalorama Road NW Suite 101 Washington, DC 20009 to support general operations \$30,000.00 2011	501c3 public charity/IRC 509a1	\$0.00	\$30,000.00	\$0.00	\$30,000.00	\$0.00
The Pew Charitable Trusts 2005 Market Street Suite 1700 Philadelphia, PA 19103 to support the DC Cultural Data project \$15,000.00 2011	501c3 public charity/IRC 509a1	\$0.00	\$15,000.00	\$0.00	\$15,000.00	\$0.00
Primary Care Coalition of Montgomery County MD 8757 Georgia Avenue 10th Floor Silver Spring, MD 20910 to support general operations \$40,000.00 2011	501c3 public charity/IRC 509a1	\$0.00	\$40,000.00	\$0.00	\$40,000.00	\$0.00
Primary Care Coalition of Montgomery County MD 8757 Georgia Avenue 10th Floor Silver Spring, MD 20910 to support a study exploring the feasibility of developing centrally-managed, shared human resources, finance, and management services for the network of safety net clinics in Montgomery County \$15,000.00 2011	501c3 public charity/IRC 509a1	\$0.00	\$15,000.00	\$0.00	\$15,000.00	\$0.00

Fiscal Year 2011

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
Prince George's Child Resource Center 9475 Lottsford Road Suite 202 Largo, MD 20774 to support general operations \$30,000.00 2011	501c3 public charity/IRC 509a1	\$0.00	\$30,000.00	\$0.00	\$30,000.00	\$0.00
Public Allies 1875 K Street NW Fifth Floor Washington, DC 20006 to support general operations of Public Allies DC \$10,000.00 2011	501c3 public charity/IRC 509a1	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
Recreation Wish List Committee of Washington, DC 701 Mississippi Avenue, SE Washington, DC 20032 to support general operations \$30,000.00 2011	501c3 public charity/IRC 509a1	\$0.00	\$30,000.00	\$0.00	\$30,000.00	\$0.00
Samaritan Inns 2523 14th Street NW Washington, DC 20009 to support general operations \$25,000.00 2011	501c3 public charity/IRC 509a1	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00

Fiscal Year 2011						
Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
Sexual Minority Youth Assistance League	501c3 public charity/IRC					
410 7th Street, SE	509a1	\$0.00	\$15,000.00	\$0.00	\$15,000.00	\$0.00
Washington, DC 20003						
<i>to support the development of a strategic plan</i>						
\$15,000.00						
2011						
Sexual Minority Youth Assistance League	501c3 public charity/IRC					
410 7th Street, SE	509a1	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00
Washington, DC 20003						
<i>to support general operations</i>						
\$25,000.00						
2011						
So Others Might Eat	501c3 public charity/IRC					
71 O Street NW	509a1	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00
Washington, DC 20001						
<i>to support the Center for Employment Training</i>						
\$25,000.00						
2011						
Evangelical Lutheran Church in America	501c3 public charity/IRC					
212 East Capitol Street NE	509a1	\$0.00	\$30,000.00	\$0.00	\$30,000.00	\$0.00
Washington, DC 20003						
<i>to support the ABE/GED and job readiness programs</i>						
\$30,000.00						
2011						
Step Afrika USA	501c3 public charity/IRC					
1333 H St NE	509a1	\$0.00	\$30,000.00	\$0.00	\$30,000.00	\$0.00
Washington, DC 20002						
<i>to support general operations</i>						
\$30,000.00						
2011						

Fiscal Year 2011						
Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
Stone Soup Films Endowment	501c3 public charity/IRC 509a1	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
3121 South Street NW Washington, DC 20007						
to support general operations						
\$10,000.00						
2011						
Tahrir Justice Center	501c3 public charity/IRC 509a1	\$50,000.00	\$0.00	\$0.00	\$50,000.00	\$0.00
6402 Arlington Blvd Suite 300						
Falls Church, VA 22042						
to support executive leadership						
development over two years through the						
2010 Exponent Award						
\$100,000.00						
2010						
Tahrir Justice Center	501c3 public charity/IRC 509a1	\$0.00	\$20,000.00	\$0.00	\$20,000.00	\$0.00
6402 Arlington Blvd Suite 300						
Falls Church, VA 22042						
to support general operations in the						
Washington metropolitan region						
\$20,000.00						
2011						
Tapfound Inc	501c3 public charity/IRC 509a1	\$0.00	\$30,000.00	\$0.00	\$30,000.00	\$0.00
466 Geary Street, Suite 200 San Francisco, CA 94102						
to support service grants for Meyer						
grantees and general operations of the						
Washington, DC office						
\$30,000.00						
2011						
						50

Fiscal Year 2011

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
Teach for America	501c3 public charity/IRC	\$0.00	\$40,000.00	\$0.00	\$40,000.00	\$0.00
1411 K Street NW	509a1					
12th floor						
Washington, DC 20005						
to support general operations of the DC region						
\$40,000.00						
2011						
Tenants and Workers United/Inquilinos y Trabajadores Unidos	501c3 public charity/IRC	\$0.00	\$40,000.00	\$0.00	\$40,000.00	\$0.00
3801 Mount Vernon Avenue, #5	509a1					
Alexandria, VA 22305						
to support general operations						
\$40,000.00						
2011						
Tenants and Workers United/Inquilinos y Trabajadores Unidos	501c3 public charity/IRC	\$0.00	\$18,000.00	\$0.00	\$18,000.00	\$0.00
3801 Mount Vernon Avenue, #5	509a1					
Alexandria, VA 22305						
to support executive transition and board development						
\$18,000.00						
2011						
Training Source	501c3 public charity/IRC	\$0.00	\$30,000.00	\$0.00	\$30,000.00	\$0.00
59 Yost Place	509a1					
Seat Pleasant, MD 20743						
to support adult workforce development programs						
\$30,000.00						
2011						

Fiscal Year 2011

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
Turning the Page	501c3 public charity/IRC 509a1	\$0 00	\$20,000 00	\$0.00	\$20,000.00	\$0.00
1010 Vermont Avenue NW Suite 915 Washington, DC 20005 to support the Community Nights and Public School Parent Leadership Initiative						
\$20,000.00						
2011						
Urban Alliance Foundation	501c3 public charity/IRC 509a1	\$0.00	\$50,000.00	\$0 00	\$50,000 00	\$0.00
1327 14th Street NW Suite 200 Washington, DC 20005 to support general operations						
\$50,000.00						
2011						
Venture Philanthropy Partners	501c3 public charity/IRC 509a1	\$0.00	\$25,000 00	\$0.00	\$25,000.00	\$0 00
1201 15th Street NW Suite 420 Washington, DC 20005 to support research on children and youth of low-income families in the Washington metropolitan region						
\$25,000.00						
2011						
Virginians Organized for Interfaith Community Engagement of Northern Virginia	501c3 public charity/IRC 509a1	\$0.00	\$25,000.00	\$0.00	\$25,000 00	\$0.00
c/o UUUA 4444 Arlington Blvd Arlington, VA 22204 to support general operations						
\$25,000.00						
2011						

Fiscal Year 2011

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
Voices for Virginia's Children	501c3 public charity/IRC 509a1	\$0 00	\$30,000.00	\$0.00	\$30,000.00	\$0 00
701 East Franklin Street Suite 807 Richmond, VA 23219 <i>to support general operations of the Northern Virginia office</i>						
\$30,000.00						
Washington Area Women's Foundation	501c3 public charity/IRC 509a1	\$0.00	\$5,000.00	\$0.00	\$5,000.00	\$0.00
1411 K Street, NW Suite 800 Washington, DC 20005 <i>to support the 2011 annual leadership luncheon</i>						
\$5,000.00						
2011						
Washington Area Women's Foundation	501c3 public charity/IRC 509a1	\$0 00	\$25,000 00	\$0.00	\$25,000 00	\$0.00
1411 K Street, NW Suite 800 Washington, DC 20005 <i>to support implementation of the new strategic plan</i>						
\$25,000 00						
2011						
Washington Ballet	501c3 public charity/IRC 509a2	\$0.00	\$45,000.00	\$0.00	\$20,000.00	\$25,000.00
3515 Wisconsin Ave, NW Washington, DC 20016 <i>to support the community engagement programs over three years</i>						
\$45,000.00						
2011						
						53

Fiscal Year 2011

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
Washington DC Police Foundation						
1156 15th Street, NW Suite 600 Washington, DC 20005 to support expanded educational programming \$10,000.00 2011	501c3 public charity/IRC 509a1	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
Washington Empowered Against Violence						
1422 K Street NW Washington, DC 20005 to support general operations \$20,000.00 2011	501c3 public charity/IRC 509a1	\$0.00	\$20,000.00	\$0.00	\$20,000.00	\$0.00
Washington Interfaith Network						
1226 Vermont Avenue NW Washington, DC 20005 to support general operations \$30,000.00 2011	501c3 public charity/IRC 509a1	\$0.00	\$30,000.00	\$0.00	\$30,000.00	\$0.00
Washington Lawyers' Committee for Civil Rights and Urban Affairs						
11 Dupont Circle, NW Suite 400 Washington, DC 20036 to support the Immigrant and Refugee Rights Project and the DC Prisoners' Project \$30,000.00 2011	501c3 public charity/IRC 509a1	\$0.00	\$30,000.00	\$0.00	\$30,000.00	\$0.00

Fiscal Year 2011

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
Washington Legal Clinic for the Homeless True Reformer Building 1200 U Street NW, Third Floor Washington, DC 20009 to support general operations \$30,000.00 2011	501c3 public charity/IRC 509a1	\$0.00	\$30,000.00	\$0.00	\$30,000.00	\$0.00
Washington Legal Clinic for the Homeless True Reformer Building 1200 U Street NW, Third Floor Washington, DC 20009 to support the Fair Budget Coalition \$20,000.00 2011	501c3 public charity/IRC 509a1	\$0.00	\$20,000.00	\$0.00	\$20,000.00	\$0.00
Washington Regional Association of Grantmakers 1400 16th Street, NW Suite 740 Washington, DC 20036 to support the Community Development Support Collaborative over three years \$450,000.00 2008	501c3 public charity/IRC 509a1	\$150,000.00	\$0.00	\$0.00	\$150,000.00	\$0.00
Washington Regional Association of Grantmakers 1400 16th Street, NW Suite 740 Washington, DC 20036 to support 2011 membership dues, Washington Grantmakers' 2011 Annual Meeting, and the 2011 Leadership Fund Meeting, and the 2011 Leadership Fund \$60,000.00 2011	501c3 public charity/IRC 509a1	\$0.00	\$60,000.00	\$0.00	\$60,000.00	\$0.00

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Fiscal Year 2011

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
Washington Regional Association of Grantmakers	501c3 public charity/IRC					
1400 16th Street, NW	509a1	\$0.00	\$75,000.00	\$0.00	\$75,000.00	\$0.00
Suite 740						
Washington, DC 20036						
to support the Washington AIDS Partnership's general operations						
\$75,000.00						
2011						
Washington Regional Association of Grantmakers	501c3 public charity/IRC	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
1400 16th Street, NW	509a1					
Suite 740						
Washington, DC 20036						
to support strategic planning						
\$10,000.00						
2011						
Washington Regional Association of Grantmakers	501c3 public charity/IRC	\$0.00	\$500.00	\$0.00	\$500.00	\$0.00
1400 16th Street, NW	509a1					
Suite 740						
Washington, DC 20036						
to support the DC Public Education Learning Series						
\$500.00						
2011						
Whitman-Walker Clinic	501c3 public charity/IRC	\$0.00	\$35,000.00	\$0.00	\$35,000.00	\$0.00
1701 14th Street NW	509a1					
Washington, DC 20009						
to support general operations						
\$35,000.00						
2011						
						56

		Fiscal Year 2011				
Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
Wider Opportunities for Women						
1001 Connecticut Avenue NW	501c3 public charity/IRC	\$0.00	\$15,000.00	\$0.00	\$15,000.00	\$0.00
Suite 930	509a1					
Washington, DC 20036						
to support the DC Jobs Council						
\$15,000 00						
2011						
William Wendt Center for Loss and Healing						
4201 Connecticut Avenue NW	501c3 public charity/IRC	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00
Suite 300	509a1					
Washington, DC 20008						
to support the Child Healing to Improve Learning and Development (CHILD) program						
\$25,000.00						
2011						
Woolly Mammoth Theatre Company						
641 D Street, NW	501c3 public charity/IRC	\$0.00	\$20,000.00	\$0.00	\$20,000.00	\$0.00
Washington, DC 20004	509a2					
to support general operations						
\$20,000.00						
2011						
Words Beats and Life						
1525 Newton Street NW	501c3 public charity/IRC	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00
Washington, DC 20010	509a1					
to support general operations						
\$25,000 00						
2011						
						57

Fiscal Year 2011						
Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
World Arts Focus						
c/o Joe's Movement Emporium	501c3 public charity/IRC	\$0.00	\$75,000.00	\$0.00	\$30,000.00	\$45,000.00
3309 Bunker Hill Road	509a2					
Mt. Ranier, MD 20712						
to support general operations over three years						
\$75,000.00						
2011						
Year Up						
1536 Wilson Boulevard	501c3 public charity/IRC	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00
Suite 350	509a1					
Arlington, VA 22209						
to support general operations of Year Up						
National Capital Region						
\$25,000.00						
2011						
Young Playwrights' Theater						
2437 15th Street, NW	501c3 public charity/IRC	\$0.00	\$15,000.00	\$0.00	\$15,000.00	\$0.00
Washington, DC 20009	509a1					
to support the development of a three-year strategic plan						
\$15,000.00						
2011						
Young Playwrights' Theater						
2437 15th Street, NW	501c3 public charity/IRC	\$0.00	\$30,000.00	\$0.00	\$30,000.00	\$0.00
Washington, DC 20009	509a1					
to support general operations						
\$30,000.00						
2011						

Fiscal Year 2011

Recipient and/or Purpose	Tax Status	Beginning Balance 2011	Newly Allocated 2011	Amended 2011	Amount Paid 2011	Ending Balance 2011
Young Women's Project						
1328 Florida Avenue NW	501c3 public	\$0 00	\$30,000.00	\$0 00	\$30,000 00	\$0.00
Suite 2000	charity/IRC					
Washington, DC 20009	509a1					
to support general operations						
\$30,000 00						
2011						
Youth Professional Development						
9500 Annapolis Road	501c3 public	\$0 00	\$30,000 00	\$0.00	\$30,000 00	\$0 00
Suite C-3	charity/IRC					
Lanham, MD 20706	509a1					
to support general operations						
\$30,000.00						
2011						
Grand Totals (237 items)		\$560,000.00	\$6,248,390.00	\$0.00	\$6,008,390 00	\$800,000 00

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GRANTS PAID DURING THE YEAR (TO PART XV, LINE 3A & PART I, LINE 25, COLUMN (D)) \$ 6,008,390

ENDING BALANCE PER ABOVE	\$	800,000
LESS GRANT APPROVED IN PRIOR YEAR	\$	(50,000)
GRANTS APPROVED DURING THE YEAR (TO PART XV, LINE 3B)	\$	750,000

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545-1709

► **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 ☒
- 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. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on **e-file for Charities & Nonprofits**.

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.

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	MEYER FOUNDATION	☒ 53-0241716
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	1400 16TH STREET NW, SUITE 360	☐
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	WASHINGTON, DC 20036	

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

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
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

- The books are in the care of ► THE ORGANIZATION

Telephone No. ► 202-483-8294

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 AUGUST 15, 20 12, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year 20 11 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

3a 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.	3a	\$	307,664
b 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.	3b	\$	307,664
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	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.

Form **8868** (Rev. 1-2012)

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. MEYER FOUNDATION	Employer identification number (EIN) or ☒ 53-0241716
	Number, street, and room or suite no. If a P.O. box, see instructions. 1400 16TH STREET NW, SUITE 360	Social security number (SSN) ☐
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. WASHINGTON, DC 20036	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

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 **THE ORGANIZATION**
Telephone No. **202-483-8294** 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.

- 4** I request an additional 3-month extension of time until **NOVEMBER 15**, 20 **12**.
- 5** For calendar year **2011**, or other tax year beginning , 20 , and ending , 20 .
- 6** If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period
- 7** State in detail why you need the extension **AWAITING INFORMATION FROM THIRD PARTIES WHICH IS NECESSARY TO PREPARE A COMPLETE AND ACCURATE RETURN.**

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	\$	307,664
b 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	\$	307,664
c 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	\$	N/A

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 **Kathleen Walk** Title **Tax Manager** Date **8-14-2012**