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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

Department of the Treasury  
Internal Revenue Service

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

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

The Oliver Foundation  
8880 Ash Grove Lane  
Vienna, VA 22182-2201A Employer identification number  
54-1422033B Telephone number (see the instructions)  
703 938-4194G Check all that apply: ☐ Initial return ☐ Initial Return of a former public charity  
☐ Final return ☐ Amended return  
☐ Address change ☐ Name changeH Check type of organization: ☒ Section 501(c)(3) exempt private foundation  
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, column (c), line 16) ☐ \$  
J Accounting method ☒ Cash ☐ Accrual  
☐ Other (specify) \_\_\_\_\_  
(Part I, column (d) must be on cash basis)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 ☐

## Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

REVENUE	1	Contributions, gifts, grants, etc., received (att sch)				
	2	Chk <input checked="" type="checkbox"/> If the foundn is not req to att Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	157.	157.	157.	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain/(loss) from sale of assets not on line 10	22,236.			
	b	Gross sales price for all assets on line 6a	718,884.			
	7	Capital gain net income (from Part IV, line 2)		22,236.		
	8	Net short-term capital gain			22,236.	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold					
c	Gross profit/(loss) (att sch)					
11	Other income (attach schedule)					
12	Total. Add lines 1 through 11	22,393.	22,393.	22,393.		
ADMINISTRATIVE AND OPERATING EXPENSES	13	Compensation of officers, directors, trustees, etc	0.			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach sch) See St 1	2,800.	2,800.		
	c	Other prof fees (attach sch)				
	17	Interest				
	18	Taxes (attach schedule)(see instrs) See Stm 2	25.	25.		
	19	Depreciation (attach sch) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) See Statement 3	18,838.	18,838.		
	24	Total operating and administrative expenses. Add lines 13 through 23	21,663.	21,663.		
	25	Contributions, gifts, grants paid Part XV	64,900.			64,900.
26	Total expenses and disbursements. Add lines 24 and 25	86,563.	21,663.	0.	64,900.	
27	Subtract line 26 from line 12:					
a	Excess of revenue over expenses and disbursements	-64,170.				
b	Net investment income (if negative, enter -0-)		730.			
c	Adjusted net income (if negative, enter -0-)			22,393.		

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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			
	2	Savings and temporary cash investments	732,035.	667,865.	
	3	Accounts receivable			
		Less: allowance for doubtful accounts			
	4	Pledges receivable			
		Less: allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach sch)			
		Less: allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments — U.S. and state government obligations (attach schedule)			
	b	Investments — corporate stock (attach schedule)			
	c	Investments — corporate bonds (attach schedule)			
	11	Investments — land, buildings, and equipment: basis			
LIABILITIES		Less: accumulated depreciation (attach schedule)			
	12	Investments — mortgage loans			
	13	Investments — other (attach schedule)			
	14	Land, buildings, and equipment: basis			
		Less: accumulated depreciation (attach schedule)			
	15	Other assets (describe )			
	16	<b>Total assets</b> (to be completed by all filers — see the instructions. Also, see page 1, item I)	732,035.	667,865.	0.
	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe )			
	23	<b>Total liabilities</b> (add lines 17 through 22)	0.	0.	
NET ASSETS OR FUND BALANCES		<b>Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.</b>			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b>			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	732,035.	667,865.	
	30	<b>Total net assets or fund balances</b> (see instructions)	732,035.	667,865.	
	31	<b>Total liabilities and net assets/fund balances</b> (see instructions)	732,035.	667,865.	

## 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	732,035.
2	Enter amount from Part I, line 27a	2	-64,170.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	667,865.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	667,865.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a MSSB #73168 S/T Sch. Att.		P	Various	Various
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 718,884.		696,648.	22,236.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			22,236.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss). <span style="margin-left: 20px;">[ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 ]</span>	2	22,236.
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 <span style="margin-left: 20px;">[ ]</span>	3	22,236.

**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

N/A

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2010			
2009			
2008			
2007			
2006			

2 Total of line 1, column (d)	2	
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	
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	
8 Enter qualifying distributions from Part XII, line 4	8	

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary – see instrs)		1	15.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> 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, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	15.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-		5	15.
6 Credits/Payments:			
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a		
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		0.
8 Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	9		15.
10 <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	10		
11 Enter the amount of line 10 to be: <b>Credited to 2012 estimated tax</b>	11		
	<b>Refunded</b>		

**Part VII-A Statements Regarding Activities**

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?		X
If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c Did the foundation file <b>Form 1120-POL</b> 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		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on <b>Form 990-T</b> for this year?		N/A
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, column (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) N/A		
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	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? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>Dr Cap Oliver</u> Telephone no. <u>703 938-4194</u> Located at <u>8880 Ash Grove Lane Vienna VA</u> ZIP + 4 <u>22180</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>N/A</u>	<u>15</u>		N/A
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			X

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

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

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

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

5a During the year did the foundation pay or incur any amount to:

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b N/A

Organizations relying on a current notice regarding disaster assistance check here

☐

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b X

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Cap Oliver 8880 Ash Grove Lane Vienna, VA 22180	Pres / Treas 5.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1— see instructions). If none, enter 'NONE.'

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
None				

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

0

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3 Five highest-paid independent contractors for professional services** (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
None		
Total number of others receiving over \$50,000 for professional services		0

**Part IX-A Summary of Direct Charitable Activities**

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

	Expenses
1 N/A	
2	
3	
4	

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

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

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

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

**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.)

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

**Part XII Qualifying Distributions** (see instructions)

<b>1</b> Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:	
<b>a</b> Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	<b>1a</b> 64,900.
<b>b</b> Program-related investments — total from Part IX-B	<b>1b</b>
<b>2</b> Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>
<b>3</b> Amounts set aside for specific charitable projects that satisfy the:	
<b>a</b> Suitability test (prior IRS approval required)	<b>3a</b>
<b>b</b> Cash distribution test (attach the required schedule)	<b>3b</b>
<b>4</b> Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b> 64,900.
<b>5</b> 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)	<b>5</b>
<b>6</b> Adjusted qualifying distributions. Subtract line 5 from line 4	<b>6</b> 64,900.

**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

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**Part XIII** Undistributed Income (see instructions)

N/A

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only				
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e				
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ _____				
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				
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) )				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount – see instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount – see instructions				
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

BAA

Form 990-PF (2011)

**Part XIV Private Operating Foundations** (see instructions and Part VII-A, question 9)**1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ▶**b** Check box to indicate whether the foundation is a private operating foundation described in section ☒ 4942(j)(3) or ☐ 4942(j)(5)**2 a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			
(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
0.			3,544.	3,544.
			3,012.	3,012.
64,900.	43,400.	51,300.	67,900.	227,500.
				0.
64,900.	43,400.	51,300.	67,900.	227,500.
			17,926.	17,926.

**b** 85% of line 2a**c** Qualifying distributions from Part XII, line 4 for each year listed**d** Amounts included in line 2c not used directly for active conduct of exempt activities**e** Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c**3** Complete 3a, b, or c for the alternative test relied upon:**a** 'Assets' alternative test — enter**(1)** Value of all assets**(2)** Value of assets qualifying under section 4942(j)(3)(B)(i).**b** 'Endowment' alternative test — enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed**c** 'Support' alternative test — enter:**(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)**(2)** Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)**(3)** Largest amount of support from an exempt organization**(4)** Gross investment income**Part XV Supplementary Information** (Complete this part only if the organization had \$5,000 or more in assets at any time during the year — see instructions.)**1 Information Regarding Foundation Managers:****a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2).)

Cap Oliver

**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**b** The form in which applications should be submitted and information and materials they should include:**c** Any submission deadlines:**d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors.

**Part XV** Supplementary Information (continued)**3** Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a</b> Paid during the year See Statement 4				
<b>Total</b>			<b>3a</b>	64,900.
<b>b</b> Approved for future payment				
<b>Total</b>			<b>3b</b>	

**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1	Program service revenue:					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14		157.
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory					22,236.
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue:					
a						
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e).					22,393.
13	<b>Total.</b> Add line 12, columns (b), (d), and (e).				13	22,393.

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

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

[illegible]

TEEA0503L 07/15/11

**AFFIDAVIT OF PUBLISHER  
PURSUANT OF SECTION 8.01-415  
OF THE 1950 CODE OF VIRGINIA  
AS AMENDED**

I, Mark Johnson, being duly sworn deposes and says that the attached order of publication was published in the Fairfax County Times, a newspaper published in the County of Fairfax, State of Virginia on

and that deponent is a duly authorized agent of the Publisher of said newspaper.

**Legal Advertising Manager  
Fairfax County Times**

State of Maryland

County of Frederick

**NOTICE**

The annual return of the Oliver Foundation is available for inspection at 8880 Ash Grove Lane, Vienna, VA 22182 by any citizen during the hours of 9:00 a.m. until 5:00 p.m. between June 1, 2012 and December 31, 2012. The principal officer is Cap H. Oliver, President/Treasurer. Anyone wishing to review the return please call Dr. Cap H. Oliver at 703-938-4194 (5-11-12)

Subscribed and sworn to me this, the 17th day of March 2012, before me, personally appeared, Mark Johnson, Legal Advertising Manager in the County of Fairfax, State of Virginia, to be the person whose name is subscribed to the foregoing affidavit, and acknowledged that he executed the same for the purposes therein contained.

In witness hereof, I hereunto set my hand and official seal.

Carolyn M. Hume  
Notary Public  
My Commission Expires: 01/01/2013



# 2011 Year End Summary

Ref: 00003244 00094954

THE OLIVER FOUNDATION, INC.

Account Number 628-73168-11 415

## Details of Earnings 2011

### Dividends and Distributions, Section 1

Amounts displayed for dividends include dividend reinvestments, money fund earnings, accrued dividends received and dividends exempt from Federal income tax. "Total dividends" includes both Qualified and non-qualified dividends received.

"Total capital gain distributions" is a total of long term capital gain distributions, Unrecaptured Sec. 1250 gain and Section 1202 gain

Reference number	Description	Total dividends	Qualified dividends	Short term capital gains	Total capital gain distributions	Unrecaptured Sec. 1250 gain	Section 1202 gain	Alternative minimum tax
160000100	00505K105000 MORGAN STANLEY AA INSTIT MONEY TRUST	\$ 70.96						
160000200	714992855000 WESTERN ASSET MONEY MARKET FUND CLASS A	84.00						
<b>Totals</b>		<b>\$ 154.96</b>						

## Details of Short Term Gain (Loss) 2011

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than \$20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000010	21	DIREXION DAILY TECHNOLOGY BULL 3X SHARES	03/25/11	03/30/11	\$ 1,000.72	\$ 996.91		\$ 3.81
125000020	1,367	DIREXION DAILY TECHNOLOGY BULL 3X SHARES	03/25/11	04/14/11	61,295.78	64,894.36	(3,598.58)	
125000030	175	DIREXION DAILY MID CAP BULL 3X SHARES	03/22/11	04/19/11	9,493.72	9,000.01		493.71
125000040	175	DIREXION DAILY MID CAP BULL 3X SHARES	03/23/11	04/26/11	10,484.93	9,055.90		1,409.03
125000050	703	DIREXION DAILY SML CAP BULL 3X SHS	03/21/11	04/26/11	64,014.23	55,095.16		8,919.07





# 2011 Year End Summary

Ref: 00003244 00094955

THE OLIVER FOUNDATION, INC.  
Account Number 628-73168-11 415

## Details of Short Term Gain (Loss) 2011 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000060	698 12	DIREXION DAILY LARGE CAP BULL 3X SHARES PROSPECTUS ENCLOSED	03/16/11 03/24/11	04/15/11	\$ 57,593.17 990.14	\$ 52,250.88 963.22		\$ 5,342.29 26.92
125000070	695 694	DIREXION DAILY LARGE CAP BULL 3X SHARES PROSPECTUS ENCLOSED	03/24/11 03/25/11	04/19/11	54,847.37 55,588.00	54,983.99 56,711.81	(138.62) (1,143.81)	
125000080	-3	CALL TLT JAN 12 @ 105.00 ISHARES BARCLAYS 20+ YEAR 100 SHS EXP 01/21/2012	07/12/11	08/31/11	253.04	1,650.00	(1,396.96)	
125000090	-8	CALL TLT JAN 12 @ 105.00 ISHARES BARCLAYS 20+ YEAR 100 SHS EXP 01/21/2012	07/12/11	09/15/11	674.79	7,360.00	(6,685.21)	
125000100	-16	CALL TLT JUN 11 @ 96.00 ISHARES BARCLAYS 20+ YEAR 100 SHS EXP 06/18/2011	03/10/11 03/22/11	05/18/11	1,329.89	1,688.64	(358.75)	
125000110	-5 -11	CALL TLT JUN 11 @ 96.00 ISHARES BARCLAYS 20+ YEAR 100 SHS EXP 06/18/2011	03/10/11 03/22/11	06/03/11	415.59 1,253.97	547.90 1,205.38	(132.31)	48.59
125000120	-10 -10	CALL TLT OCT 11 @ 122.00 ISHARES BARCLAYS 20+ YEAR 100 SHS EXP 10/22/2011	09/19/11 09/20/11	09/23/11	819.98 800.08	3,634.70 3,634.70	(2,814.72) (2,834.62)	
125000130	-35	CALL TLT OCT 11 @ 126.00 ISHARES BARCLAYS 20+ YEAR 100 SHS EXP 10/22/2011	09/23/11	09/28/11	5,944.91	1,435.00		5,509.91
125000140	-45	CALL TLT NOV 11 @ 125.00 ISHARES BARCLAYS 20+ YEAR 100 SHS EXP 11/19/2011	09/28/11	10/21/11	5,309.89	1,657.35		3,652.54
125000150	-1	CALL TLT DEC 11 @ 106.00 ISHARES BARCLAYS 20+ YEAR 100 SHS EXP 12/17/2011	08/02/11	09/16/11	113.23	780.00	(666.77)	

2 0 1 1 Y E A R E N D S U M M A R Y



# 2011 Year End Summary

Ref: 00003244 00094956

THE OLIVER FOUNDATION, INC.  
Account Number 628-73168-11 415

## Details of Short Term Gain (Loss) 2011 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000160	-2	CALL TLT DEC 11 @ 106.00 ISHARES BARCLAYS 20+ YEAR 100 SHS EXP 12/17/2011	08/02/11	09/20/11	\$ 226.45	\$ 1,950.00	(\$ 1,723.55)	
125000170	-13	CALL TLT DEC 11 @ 106.00 ISHARES BARCLAYS 20+ YEAR 100 SHS EXP 12/17/2011	08/02/11	09/21/11	1,471.96	16,445.00	(14,973.04)	
125000180	-12	CALL TLT DEC 11 @ 120.00 ISHARES BARCLAYS 20+ YEAR 100 SHS EXP 12/17/2011	09/21/11	09/28/11	4,439.91	3,840.00		599.91
125000190	702 697 694 33	PROSHARES ULTRAPRO QQQ PROSPECTUS ENCLOSED CGMI AND/OR ITS AFFILIATES EXP 12/17/2011	03/23/11 03/24/11 03/25/11 03/28/11	04/15/11	57,001.45 56,595.45 56,351.86 2,679.55	54,641.57 57,061.02 57,728.31 2,728.82	(465.57) (1,376.45) (49.27)	2,359.88
125000200	666	PROSHARES ULTRAPRO QQQ PROSPECTUS ENCLOSED CGMI AND/OR ITS AFFILIATES	03/28/11	04/19/11	53,066.39	55,072.54	(2,006.15)	
125000210	700 9	PROSHARES ULTRAPRO S&P 500 PROSPECTUS ENCLOSED	03/22/11 03/28/11	04/15/11	54,863.68 705.39	51,892.26 700.73		2,971.42 4.66
125000220	690	PROSHARES ULTRAPRO S&P 500 PROSPECTUS ENCLOSED	03/28/11	04/20/11	55,296.70	53,722.29		1,574.41
125000230	-20	CALL MDY NOV 11 @ 167.00 SPDR S&P MIDCAP 400 ETF TR 100 SHS	10/26/11	11/21/11	2,499.95			2,499.95
125000240	-17	CALL MDY NOV 11 @ 168.00 SPDR S&P MIDCAP 400 ETF TR 100 SHS	10/21/11	11/21/11	1,869.96			1,869.96
125000250	-20	CALL MDY DEC 11 @ 163.00 SPDR S&P MIDCAP 400 ETF TR 100 SHS	11/29/11	12/19/11	1,699.96			1,699.96
125000260	-3	PUT MDY JAN 12 @ 145.00 SPDR S&P MIDCAP 400 ETF TR 100 SHS EXP 01/21/2012	07/14/11	10/25/11	899.98	1,710.00	(810.02)	



Ref: 00003244 00094957

THE OLIVER FOUNDATION, INC.

Account Number 628-73168-11 415

Details of Short Term Gain (Loss) 2011 - continued

2 0 1 1 Y E A R E N D S U M M A R Y

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000270	-5	PUT MDY JAN 12 @ 145.00 SPDR S&P MIDCAP 400 ETF TR 100 SHS	07/14/11	10/26/11	\$ 1,499.97	\$ 3,150.00	(\$ 1,650.03)	
125000280	-3	PUT MDY JAN 12 @ 145.00 SPDR S&P MIDCAP 400 ETF TR 100 SHS	07/14/11	11/21/11	899.98	1,850.00	(1,050.02)	
125000290	-12	PUT MDY JAN 11 @ 120.00 SPDR S&P MIDCAP 400 ETF TR 100 SHS	10/06/10	01/24/11	2,201.60			2,201.60
125000300	-11	PUT MDY JUN 11 @ 153.00 SPDR S&P MIDCAP 400 ETF TR 100 SHS	03/21/11	05/18/11	2,204.69	220.00		1,984.69
125000310	-11	PUT MDY JUN 11 @ 153.00 SPDR S&P MIDCAP 400 ETF TR 100 SHS	03/21/11	06/03/11	2,204.68	110.00		2,094.68
125000320	-29	PUT MDY JUN 11 @ 167.00 SPDR S&P MIDCAP 400 ETF TR 100 SHS	05/18/11	06/20/11	1,982.69			1,982.69
125000330	-11	PUT MDY SEP 11 @ 140.00 SPDR S&P MIDCAP 400 ETF TR 100 SHS	03/15/11	09/19/11	3,811.09			3,811.09
125000340	-11	PUT MDY SEP 11 @ 145.00 SPDR S&P MIDCAP 400 ETF TR 100 SHS	03/16/11	09/19/11	5,059.90			5,059.90
125000350	-10	PUT MDY OCT 11 @ 132.00 SPDR S&P MIDCAP 400 ETF TR 100 SHS	09/23/11	10/24/11	3,299.93			3,299.93
125000360	-10	PUT MDY OCT 11 @ 139.00 SPDR S&P MIDCAP 400 ETF TR 100 SHS	09/19/11	10/24/11	2,087.16			2,087.16
125000370	-5	PUT MDY OCT 11 @ 140.00 SPDR S&P MIDCAP 400 ETF TR 100 SHS	08/31/11	09/23/11	1,274.97	2,850.00	(1,575.03)	
		EXP 10/22/2011						



# 2011 Year End Summary

Ref. 00003244 00094958

THE OLIVER FOUNDATION, INC.  
Account Number 628-73168-11 415

## Details of Short Term Gain (Loss) 2011 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000380	-20	PUT MDY NOV 11 @ 148.00 SPDR S&P MIDCAP 400 ETF TR 100 SHS	11/01/11	11/21/11	3,999.92			3,999.92
125000390	-10	PUT MDY NOV 11 @ 154.00 SPDR S&P MIDCAP 400 ETF TR 100 SHS	10/31/11	11/21/11	1,599.96			1,599.96
125000400	-5	PUT MDY DEC 11 @ 150.00 SPDR S&P MIDCAP 400 ETF TR 100 SHS	08/07/11	10/21/11	2,125.10	3,350.00	(1,224.90)	
125000410	-15	PUT MDY DEC 11 @ 133.00 SPDR S&P MIDCAP 400 ETF TR 100 SHS	11/21/11	12/19/11	1,799.96			1,799.96
<b>Total</b>					<b>\$ 718,883.67</b>	<b>\$ 686,848.45</b>	<b>(\$ 46,652.38)</b>	<b>\$ 68,887.60</b>

## Details of Deposits and Withdrawals 2011

This section reflects any deposits or withdrawals made to your account during the year.

### Deposits

Reference number	Date	Description	Amount
210000100	01/31/11	CONSULTING & ADVISORY SERVICES FROM 01/03/11 TO 03/31/11	\$ 108.49
<b>Total</b>			<b>\$ 114.79</b>

### Withdrawals

Reference number	Date	Description	Referral number	Amount
220000100	01/03/11	FROM 628-73168-01 TO 628-78721-01		\$ 45,000.00
220000300	01/26/11	MCV 1ST QTR FEE FROM 01/01/2011 TO 03/31/2011		3,373.29
220000500	04/15/11	CONSULTING & ADVISORY SERVICES FROM 04/01/11 TO 06/30/11		1,662.17

### Deposits

Reference number	Date	Description	Amount
210000200	09/30/11	CONSULTING & ADVISORY SERVICES FROM 09/21/11 TO 09/30/11	\$ 6.30

### Withdrawals

Reference number	Date	Description	Referral number	Amount
220000200	01/21/11	CONSULTING & ADVISORY SERVICES FROM 01/01/11 TO 03/31/11		\$ 1,663.53
220000400	04/08/11	MCV 2ND QTR FEE FROM 04/01/2011 TO 06/30/2011		3,164.83
220000600	07/08/11	MCV 3RD QTR FEE FROM 07/01/2011 TO 09/30/2011		3,079.08

2 0 1 1 Y E A R E N D S U M M A R Y

