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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing		50401.	351109.	351109.
	2 Savings and temporary cash investments				
	3 Accounts receivable ► 52328.		50000.	52328.	52328.
	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				
	7 Other notes and loans receivable ►				
	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				
	b Investments - corporate stock				
	c Investments - corporate bonds				
	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	12 Investments - mortgage loans				
	13 Investments - other	STMT 6	1984137.	1727259.	3836920.
	14 Land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	15 Other assets (describe ►)				
	16 Total assets (to be completed by all filers)		2084538.	2130696.	4240357.
Liabilities	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ►)				
Net Assets or Fund Balances	23 Total liabilities (add lines 17 through 22)		0.	0.	
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds		0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds		2084538.	2130696.	
	30 Total net assets or fund balances		2084538.	2130696.	
	31 Total liabilities and net assets/fund balances		2084538.	2130696.	

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	2084538.
2 Enter amount from Part I, line 27a	2	46158.
3 Other increases not included in line 2 (itemize) ►	3	0.
4 Add lines 1, 2, and 3	4	2130696.
5 Decreases not included in line 2 (itemize) ►	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2130696.

Form 990-PF (2011)

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 RIVERSTONE			D		
b K-1 PORTFOLIO LOGIC SELECT			D		
c K-1 PORTFOLIO LOGIC SELECT			D		
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 181603.			181603.		
b 6009.			6009.		
c 49373.			49373.		
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			181603.		
b			6009.		
c			49373.		
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	236985.	
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). If (loss), enter -0- in Part I, line 8	{		3	N/A	

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 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	872925.	4584175.	.190421
2009	374960.	1934835.	.193794
2008	997554.	255460.	3.904932
2007	1152506.	1053354.	1.094130
2006	642079.	2227760.	.288217
2 Total of line 1, column (d)			2 5.671494
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 1.134299
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 4412708.
5 Multiply line 4 by line 3			5 5005330.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 6457.
7 Add lines 5 and 6			7 5011787.
8 Enter qualifying distributions from Part XII, line 4			8 599573.

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.

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 ► <input type="checkbox"/> and enter "N/A" on line 1.	Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)	b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <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, col. (b).	d Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	e Add lines 1 and 2	f Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	g Tax based on Investment Income. Subtract line 4 from line 3. If zero or less, enter -0-	h Credits/Payments:	i 2011 estimated tax payments and 2010 overpayment credited to 2011	j Exempt foreign organizations - tax withheld at source	k Tax paid with application for extension of time to file (Form 8868)	l Backup withholding erroneously withheld	m Total credits and payments. Add lines 6a through 6d	n Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	o Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	p Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	q Enter the amount of line 10 to be Credited to 2012 estimated tax ►	Refunded ►	r 11
1																			
2	0.																		
3	12915.																		
4	0.																		
5	12915.																		
6a	7959.																		
6b																			
6c	5000.																		
6d																			
7	12959.																		
8	44.																		
9	0.																		
10																			
11																			

Part VII-A Statements Regarding Activities

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	Yes	No
1a	X	
1b	X	
1c	X	
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2	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	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	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.	5	X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:	6	X
• 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?		
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►		
DC		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	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	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

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	<input checked="" type="checkbox"/>
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	<input checked="" type="checkbox"/>
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	<input checked="" type="checkbox"/>
14	The books are in care of ► JENNIFER NANCE Located at ► 4500 GARFIELD STREET, NW, WASHINGTON, DC	Telephone no. ► 202 966-0078 ZIP+4 ► 20007	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	► 15	<input checked="" type="checkbox"/> 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	<input checked="" type="checkbox"/> Yes <input checked="" type="checkbox"/> No X

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.	Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input 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	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 ►	N/A	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	<input checked="" type="checkbox"/> 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? If "Yes," list the years ►	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
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.)	N/A	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►	2b	
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	3b	
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?	4a	<input checked="" type="checkbox"/> X
		4b	

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)? 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)?

Organizations relying on a current notice regarding disaster assistance check here

N/A



5b

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

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

6b

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

If "Yes" to 6b, file Form 8870.

- Yes No

7b

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

- Yes No

N/A

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

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.**

(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
MARY ZIENTS 4500 GARFIELD STREET, NW WASHINGTON, DC 20007	TRUSTEE 5.00	0.	0.	0.
STEVEN FARINA 4500 GARFIELD STREET, NW WASHINGTON, DC 20007	TRUSTEE 0.00	0.	0.	0.
JENNIFER NANCE 4500 GARFIELD STREET, NW WASHINGTON, DC 20007	TRUSTEE 8.00	22000.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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. 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

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)

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
- b Average of monthly cash balances
- c Fair market value of all other assets
- d Total (add lines 1a, b, and c)

e Reduction claimed for blockage or other factors reported on lines 1a and
1c (attach detailed explanation)

2 Acquisition indebtedness applicable to line 1 assets

3 Subtract line 2 from line 1d

4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)

5 Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4

6 Minimum investment return. Enter 5% of line 5

1e | 0.

1a	0.
1b	426227.
1c	4053680.
1d	4479907.
2	0.
3	4479907.
4	67199.
5	4412708.
6	220635.

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

2a Tax on investment income for 2011 from Part VI, line 5

b Income tax for 2011. (This does not include the tax from Part VI.)

c Add lines 2a and 2b

3 Distributable amount before adjustments. Subtract line 2c from line 1

4 Recoveries of amounts treated as qualifying distributions

5 Add lines 3 and 4

6 Deduction from distributable amount (see instructions)

7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1

2a | 12915.

1	220635.
2c	12915.
3	207720.
4	0.
5	207720.
6	0.
7	207720.

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
- b Program-related investments - total from Part IX-B

2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes

3 Amounts set aside for specific charitable projects that satisfy the:

a Suitability test (prior IRS approval required)

b Cash distribution test (attach the required schedule)

4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4

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

6 Adjusted qualifying distributions Subtract line 5 from line 4

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.

1a	599573.
1b	0.
2	
3a	
3b	
4	599573.
5	0.
6	599573.

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				207720.
2 Undistributed income, if any, as of the end of 2011			0.	
a Enter amount for 2010 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	534134.			
b From 2007	1099852.			
c From 2008	984815.			
d From 2009	281055.			
e From 2010	648759.			
f Total of lines 3a through e	3548615.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 599573.			0.	
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount			207720.	
e Remaining amount distributed out of corpus	391853.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	3940468.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0.		
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		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	534134.			
9 Excess distributions carryover to 2012 Subtract lines 7 and 8 from line 6a	3406334.			
10 Analysis of line 9:				
a Excess from 2007	1099852.			
b Excess from 2008	984815.			
c Excess from 2009	281055.			
d Excess from 2010	648759.			
e Excess from 2011	391853.			

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

N/A

- 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(i)(3) or 4942(i)(5)

		Prior 3 years				(e) Total
		(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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					
	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 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:

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

- c. Any submission deadlines:**

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

Part XV. Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
SEE ATTACHED:			GENERAL SUPPORT	590523.
Total			► 3a	590523.
<i>b Approved for future payment</i>				
NONE				
Total			► 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(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					2.
4 Dividends and interest from securities					
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					384016.
8 Gain or (loss) from sales of assets other than inventory					236985.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		0.	693402.
13 Total. Add line 12, columns (b), (d), and (e)				13	693402.
(See worksheet in line 13 instructions to verify calculations.)					

Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
3	INTEREST INCOME IS INCIDENTAL TO THE ORGANIZATION'S EXEMPT PURPOSE.
4	DIVIDEND INCOME IS INCIDENTAL TO THE ORGANIZATION'S EXEMPT PURPOSE.
6A	CAPITAL GAINS AND LOSSES ARE INCIDENTAL TO THE ORGANIZATION'S EXEMPT PURPOSE.
11	ORDINARY INCOME FROM PARTNERSHIPS IS INCIDENTAL TO THE ORGANIZATION'S EXEMPT PURPOSE.

THE ZIENTS FAMILY FOUNDATION, INC.

54-6520936

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
CREDIT SUISSE	1.
MERRILL LYNCH	1.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	2.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
K-1 PORTFOLIO LOGIC SELECT	34959.	0.	34959.
K-1 PORTFOLIO LOGIC SELECT	37437.	0.	37437.
K-1 WF HOLDING	3.	0.	3.
TOTAL TO FM 990-PF, PART I, LN 4	72399.	0.	72399.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
K-1 PORTFOLIO LOGIC SELECT LLC	26115.	26115.	
PORTFOLIO MANAGEMENT LLC	357901.	357901.	
TOTAL TO FORM 990-PF, PART I, LINE 11	384016.	384016.	

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN	93.	93.		0.
FEDERAL	7644.	7644.		0.
TO FORM 990-PF, PG 1, LN 18	7737.	7737.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
K-1 PORTFOLIO LOGIC SELECT LLC	109.	109.		0.
K-1 WF HOLDING COMPANY, LLC	8157.	8157.		0.
MISC	610.	360.		250.
TO FORM 990-PF, PG 1, LN 23	8876.	8626.		250.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 6

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PORTFOLIO LOGIC SELECT LLC	COST	1125053.	3628872.
PORTFOLIO LOGIC MANAGEMENT LLC	COST	0.	0.
AVI BIOPHARMA, INC WARRANTS	COST	602671.	208048.
WF HOLDING COMPANY, LLC	COST	<465.>	0.
TOTAL TO FORM 990-PF, PART II, LINE 13		1727259.	3836920.

Institution	Contact	Description	Date of grant	Amount	Address
Beauvoir School		PLEDGE YEAR 4/4	6/13/2011	\$50,000	3500 Woodley Road NW, Washington, DC 20015
Bokamoso Youth Foundation	Roy Barber		1/11/2011	\$2,000	3927 Military Road NW, Washington, DC 20015
Brandeis University	Ell Segal Leadership	PLEDGE-YEAR 4/5	5/10/2011	\$5,000	415 South Street, Waltham, MA 02453
Bright Beginnings		Jeff Ketter Memorial	1/20/2011	\$500	128 M Street, NW Washington, DC 20001
Center for Global Development		Embassy Progressive Dinner	6/9/2011	\$5,000	1800 Massachusetts Avenue, NW, 3rd Floor Washington, DC 20036
CFNCR/CharityWorks	Norma Ramsey	CharityWorks Gala	9/29/2011	\$5,000	1616 Anderson Road, Suite 219, McLean VA 22102
Children of Kibera Foundation	Sarah Coste		10/24/2011	\$5,000	4701 Alton Place NW, Washington DC 20016
Children's Memorial Foundation	Chicago	IHO Michael Pucker	8/15/2011	\$500	c/o Lurie Children's Hospital of Chicago 2300 Children's Plaza, Chicago, IL 60614
CityYear SA		South Africa	9/26/2011	\$50,000	56 Main Street, Marlborough, Johannesburg, 11429 0300
Combined Federal Campaign		Jeff's work donation	1/17/2011	\$1,000	C/o OPM 1900 E Street, NW, Washington, DC 20415
Common Sense Media		7th Annual Media Awards	4/14/2011	\$5,000	1550 Bryant Street, Suite 555, San Francisco, CA 94103
Doctors Without Borders		PLEDGE-YEAR 5/5	9/8/2011	\$5,000	333 7th Avenue, 2nd floor New York, NY 10001
Duke University		Clive Menell Media Fellows	6/9/2011	\$40,000	2127 Campus Drive PO Box 90600, Durham NC 27708
Families First			6/7/2011	\$1,000	1105 West Peachtree Street NE, P O Box 7948, Atlanta, GA 30357
Fauna and Flora International			11/15/2011	\$500	1720 N Street, NW, Washington, DC 20036
Friends of Compass			10/24/2011	\$1,500	1350 Connecticut Avenue, NW, Suite 900, Washington, DC 20036
Go Bo Fund		Annual Event	9/1/2011	\$1,000	1633 29th Street NW, Suite 200, Washington, DC 20007
Harvard College, President and Fellows of		PLEDGE-YEAR 2/3	6/9/2011	\$33,333	124 Mount Auburn Street, Cambridge, MA 02138-5795
Horizons Greater Washington		Spring Benefit	4/5/2011	\$1,000	3000 Cathedral Ave NW, Washington, DC 20008
Horizons Greater Washington			8/15/2011	\$1,000	3000 Cathedral Ave NW, Washington, DC 20008
Horizons Greater Washington		Maret	12/6/2011	\$1,000	3000 Cathedral Ave NW, Washington, DC 20008
International Medical Corps		Tsunami relief	3/14/2011	\$5,000	1919 Santa Monica Blvd, Suite 400, Santa Monica CA 90404
International Psychotherapy Institute	Sheri Rosenfeld		10/17/2011	\$1,000	6612 Kennedy Drive, Chevy Chase, MD 20815
Jewish Community Foundation		CHAI South Africa	12/19/2011	\$500	6505 Wilshire Boulevard, Suite 1200, Los Angeles, CA 90048
Levine school of Music			3/9/2011	\$1,000	P O BOX 15048, Chevy Chase Maryland 20825
Little League Baseball Inc		IMO Howard Paster	8/18/2011	\$1,000	539 US Route 15 Hwy, PO Box 3485, Williamsport, PA 17703
Maret School	Sally Dunkelberger	Annual Fund	2/3/2011	\$25,000	3000 Cathedral Ave NW, Washington, DC 20008
Maret School		PLEDGE-YEAR 4/6	4/14/2011	\$166,666	3000 Cathedral Ave NW, Washington, DC 20008
Maret School		Centennial Celebration	9/1/2011	\$1,000	3000 Cathedral Ave NW, Washington, DC 20008
Most Valuable Kids		Through Wash Mystics	5/27/2011	\$1,000	11122 Stephanel Lane, Rockville, MD 20852
Multiple Myeloma Research Foundation		IMO Theodore Nierenberg	5/2/2011	\$1,000	383 Main Avenue, 5th Flr, Norwalk, CT 06851
National Center for Jewish Film			1/4/2011	\$1,000	c/o Brandeis University, Lown 102, MS053 Waltham, MA 02454
National Center for Jewish Film			12/19/2011	\$500	c/o Brandeis University, Lown 102, MS053, Waltham, MA 02454
New Eyes for the Needy		Elyse Sauber Bat Mitzvah	3/21/2011	\$1,000	549 Millburn Avenue Short Hills, NJ 07078
NextStep Fitness Inc	Juan Jaysingh		11/7/2011	\$500	4447 Redondo Beach Blvd, Lawndale, CA 90260
Phillips Exeter Academy		Reunion fund	5/2/2011	\$1,981	20 Main Street, Exeter, NH 03833
Refugees International		32nd Anniversary Dinner	5/3/2011	\$5,000	1705 N Street NW, Washington DC 20036
Refugees International			11/29/2011	\$1,000	1705 N Street NW, Washington DC 20036
Sasha Bruce Youthworks	Tracey Bernstein		1/18/2011	\$5,000	741 8th Street, SE, Washington, DC 20003
SAWIP		Intern Welcome	6/21/2011	\$5,000	620 F Street, NW, Suite 747, Washington, DC 20004
Septima Clark PCS	Ned Mandel		10/17/2011	\$1,000	425 Chesapeake Street SE, Washington, DC 20032
Shared Interest			8/15/2011	\$2,500	121 West 27th Street, Suite 905, New York, NY 10001
Shared Interest			11/29/2011	\$1,500	121 West 27th Street, Suite 905, New York, NY 10001
South Africa Partners			9/20/2011	\$1,000	89 South Street, Suite 401, Boston, MA 02111
St Albans School		Annual Giving	6/7/2011	\$15,000	Mount St Albans, Washington, DC 20016
St Albans School Christmas House Tour			10/10/2011	\$1,500	Mount St Albans, Washington, DC 20016
Teach for America		Teacher Sponsor	1/24/2011	\$5,000	162 West 56th Street, Suite 405, New York, NY 10019
Teach for America		Gala	1/24/2011	\$5,000	162 West 56th Street, Suite 405, New York, NY 10019
Ubuntu Education Fund	Monica Menell		12/22/2011	\$5,000	32 Broadway, Suite 414, New York, NY 10004
Urban Alliance Foundation, Susan Gage Caterers		Annual Celebration	1/24/2011	\$4,053	1327 14th Street, NW, Suite 200, Washington, DC 20005
Washington Area Women's Foundation		10/19 luncheon	11/21/2011	\$5,000	1411 K Street NW Suite 800, Washington, DC 20005
Washington Hebrew Congregation		Annual Contribution	6/27/2011	\$5,090	3935 Macomb street NW, Washington, DC 20016
Washington Hebrew Congregation		Social Justice Center	11/29/2011	\$2,500	3935 Macomb street NW, Washington, DC 20016
Washington National Cathedral			12/19/2011	\$1,000	3101 Wisconsin Avenue NW, Washington, DC 20016
Women for Women		NYC Gala	11/21/2011	\$50,000	4455 Connecticut Ave NW, Suite 200, Washington, DC 20008
Women for Women		Irene donation	11/21/2011	\$1,000	4455 Connecticut Ave NW, Suite 200, Washington, DC 20008
Women for Women		Gala after party tickets	11/21/2011	\$1,500	4455 Connecticut Ave NW, Suite 200, Washington, DC 20008
Women for Women International		Ruined Event	4/25/11	\$25,000	4455 Connecticut Ave NW, Suite 200, Washington, DC 20008
Women for Women International		NYC luncheon	4/25/11	\$15,000	4455 Connecticut Ave NW Suite 200 Washington, DC 20008
Woodley House Inc			10/6/2011	\$4,400	3000 Connecticut Avenue NW, Suite 138 Washington, DC 20008
TOTAL				\$590,523	

Application for Extension of Time To File an Exempt Organization Return

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete **only Part I** and check this box
 - 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.

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions. THE ZIENTS FAMILY FOUNDATION, INC.	Employer identification number (EIN) or <input checked="" type="checkbox"/> 54-6520936
	Number, street, and room or suite no. If a P O. box, see instructions 4500 GARFIELD ST, NW	Social security number (SSN) <input type="checkbox"/>
City, town or post office, state, and ZIP code For a foreign address, see instructions. WASHINGTON, DC 20007		

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-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

JENNIFER NANCE

1. I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until

AUGUST 15, 2012 to file the exempt organization return for the organization named above. The extension

is for the organization's return for:

► calendar year 2011 or

► tax year beginning _____, and ending _____

- 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 | \$ | 10277.0. |
| 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 | \$ | 5277. |
| 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 | \$ | 5000.0. |

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

LHA 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 THE ZIENTS FAMILY FOUNDATION, INC.	Employer identification number (EIN) or X 54-6520936
	Number, street, and room or suite no. If a P O box, see instructions 4500 GARFIELD ST, NW	Social security number (SSN) <input type="text"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions WASHINGTON, DC 20007	

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

0 4

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

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

JENNIFER NANCE

- The books are in the care of **4500 GARFIELD STREET, NW - WASHINGTON, DC 20007**

Telephone No **202 966-0078**

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, 2012**

5 For calendar year **2011**, or other tax year beginning **██████████**, and ending **██████████**

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 **WAITING FOR K-1'S**

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	\$	0.
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	\$	277.
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	\$	0.

Signature and Verification must be completed for Part II only.

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

Signature **██████████**

Title **Accountant**

Date **8/10/12**

Form 8868 (Rev. 1-2012)