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Form **990-PF**
**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**

OMB No 1545-0052

2011Department 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 , and ending

Name of foundation

**MID-ATLANTIC FOUNDATION
C/O DAVID WEIL**

Number and street (or P O box number if mail is not delivered to street address)

P. O. BOX 2063

Room/suite

City or town, state, and ZIP code

GOLDSBORO NC 27533-2063

G Check all that apply

<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change

H 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, col. (c),
line 16) **◆ \$ 73,676**J Accounting method: Cash Accrual
 Other (specify)

(Part I, column (d) must be on cash basis)

A Employer identification number

56-2026040

B Telephone number (see instructions)

919-734-1111C 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)
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1 Contributions, gifts, grants, etc., received (attach schedule)	59,909			
2 Check <input type="checkbox"/> <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	664	664		
4 Dividends and interest from securities	108	108		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a				
7 Capital gain net income (from Part IV, line 2)		0		
8 Net short-term capital gain			0	
9 Income modifications				
10a Gross sales less returns & allowances				
b Less: Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	1,136	1,136		
12 Total. Add lines 1 through 11	61,817	1,908	0	
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 schedule)	500			
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions)	9			
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (att. sch.)	685			
24 Total operating and administrative expenses.				
Add lines 13 through 23	1,194	0	0	0
25 Contributions, gifts, grants paid	23,081			23,081
26 Total expenses and disbursements. Add lines 24 and 25	24,275	0	0	23,081
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	37,542			
b Net investment income (if negative, enter -0-)		1,908		
c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

DAA

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Assets	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
			30,019	29,475	29,475
1	Cash—non-interest-bearing				
2	Savings and temporary cash investments				
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 (att schedule) ◆ See Wrk	28,000	0	28,000	28,000
	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)	See Stmt 5	6,115	16,201	16,201
c	Investments—corporate bonds (attach schedule)				
11	Investments—land, buildings, and equipment basis ◆				
	Less accumulated depreciation (attach sch) ◆ Stmt 6				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)	See Statement 7			
14	Land, buildings, and equipment basis ◆				
	Less accumulated depreciation (attach sch) ◆				
15	Other assets (descnbe ◆	See Statement 8	1,500,000	1,500,000	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)		1,536,134	1,573,676	73,676
Liabilities					
17	Accounts payable and accrued expenses				
18	Grants payable				
19	Deferred revenue				
20	Loans from officers, directors, trustees, and other disqualified persons				
21	Mortgages and other notes payable (attach schedule)				
22	Other liabilities (descnbe ◆)	0	0	
23	Total liabilities (add lines 17 through 22)				
Net Assets or Fund Balances					
24	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.	◆ <input type="checkbox"/>			
25	Unrestricted				
26	Temporarily restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	◆ <input checked="" type="checkbox"/>			
27	Permanently restricted				
28	Capital stock, trust principal, or current funds				
29	Paid-in or capital surplus, or land, bldg , and equipment fund				
30	Retained earnings, accumulated income, endowment, or other funds		1,536,134	1,573,676	
31	Total net assets or fund balances (see instructions)		1,536,134	1,573,676	
	Total liabilities and net assets/fund balances (see instructions)		1,536,134	1,573,676	

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	1,536,134
2	Enter amount from Part I, line 27a	2	37,542
3	Other increases not included in line 2 (itemize) ◆	3	
4	Add lines 1, 2, and 3	4	1,573,676
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	1,573,676

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 N/A					
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				(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
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		
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

 Yes No

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

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	10,478	5,705	1.836635
2009	22,205	4,578	4.850371
2008	10,870	3,063	3.548808
2007	13,643	3,207	4.254132
2006	34,702	3,193	10.868149

2 Total of line 1, column (d)

2 25.358095

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 5.071619

4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5

4 32,990

5 Multiply line 4 by line 3

5 167,313

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 19

7 Add lines 5 and 6

7 167,332

8 Enter qualifying distributions from Part XII, line 4

8 23,081

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)

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 38

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here and enter 1% of Part I, line 27b

2 0

c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)

3 38

4 0

5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-

6 **Credits/Payments**

a 2011 estimated tax payments 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

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 38

10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

10

11 Enter the amount of line 10 to be **Credited to 2012 estimated tax**

11 Refunded

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?

1a Yes No

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?

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.

1b

c Did the foundation file Form 1120-POL for this year?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year
 (1) On the foundation \$ _____ (2) On foundation managers \$ _____

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____

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

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

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4a

b If "Yes," has it filed a tax return on Form 990-T for this year?

4b

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?
 If "Yes," attach the statement required by General Instruction T

5

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either
 • By language in the governing instrument, or
 • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

6

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

8a Enter the states to which the foundation reports or with which it is registered (see instructions)

8a NC

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

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

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

10

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)	N/A	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 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 ◆ David Weil P.O. Box 2063	Telephone no ◆ 919-734-1111		
	Located at ◆ Goldsboro	NC	ZIP+4 ◆ 27533	
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"/>
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"/>	<input type="checkbox"/>

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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(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	1b
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	N/A	1c
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 ◆ 20 20 20 20	<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	2b
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ◆ 20 20 20 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<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	3b
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
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?		<input checked="" type="checkbox"/>
		4a	<input checked="" type="checkbox"/>
		4b	<input checked="" type="checkbox"/>

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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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? If "Yes," attach the statement required by Regulations section 53.4945-5(d).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	N/A	6b	<input checked="" type="checkbox"/>
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If Yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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
DAVID WEIL 100 PINERIDGE LANE	GOLDSBORO NC 27530	DIRECTOR 5.00	0	0
EMILY WEIL 100 PINERIDGE LANE	GOLDSBORO NC 27530	DIRECTOR 1.00	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 ►

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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	6,632
b	Average of monthly cash balances	1b	26,860
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	33,492
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	33,492
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	502
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	32,990
6	Minimum investment return. Enter 5% of line 5	6	1,650

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	1,650
2a	Tax on investment income for 2011 from Part VI, line 5	2a	38
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	38
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,612
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,612
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	1,612

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	23,081
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the	3a	
a	Suitability test (prior IRS approval required)	3b	
b	Cash distribution test (attach the required schedule)	4	23,081
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	5	0
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)	6	23,081
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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distinbutable amount for 2011 from Part XI, line 7				1,612
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	34,582			
b From 2007	13,517			
c From 2008				
d From 2009				
e From 2010	10,202			
f Total of lines 3a through e	58,301			
4 Qualifying distributions for 2011 from Part XII, line 4: ◆ \$ 23,081				
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				1,612
e Remaining amount distributed out of corpus	21,469			
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:	79,770			
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 Undistrbutable income for 2011. Subtract lines 4d and 5 from line 1 This amount must be distrbututed 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) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	34,582			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	45,188			
10 Analysis of line 9				
a Excess from 2007	13,517			
b Excess from 2008				
c Excess from 2009				
d Excess from 2010	10,202			
e Excess from 2011	21,469			

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

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling				◆ <input type="checkbox"/>
b	Check box to indicate whether the foundation is a private operating foundation described in section				<input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed				
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))
N/A

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
N/A

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.
N/A

b The form in which applications should be submitted and information and materials they should include
LETTER OF REQUEST

c Any submission deadlines
"NONE"

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

MID-ATLANTIC REGION

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Statement 9				23,081
Total			◆ 3a	23,081
b Approved for future payment N/A				
Total			◆ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	(e) Related or exempt function income (See instructions)
1 Program service revenue.					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments				14	664
4 Dividends and interest from securities				14	108
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				16	1,136
8 Gain or (loss) from sales of assets other than inventory					
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		1,908	0
13 Total. Add line 12, columns (b), (d), and (e)				13	1,908

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

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

Line No. <input type="checkbox"/>	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) (See instructions)
N/A	

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?

a Transfers from the reporting foundation to a noncharitable exempt organization of.

- (1) Cash
- (2) Other assets

b Other transactions

- (1) Sales of assets to a noncharitable exempt organization**
- (2) Purchases of assets from a noncharitable exempt organization**
- (3) Rental of facilities, equipment, or other assets**
- (4) Reimbursement arrangements**
- (5) Loans or loan guarantees**
- (6) Performance of services or membership or fundraising solicitations**

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

d If the answer to any of the above is "Yes," complete the following schedule. 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.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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

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

**Sign
Here**

Dawn Neff

9

1

President

Signature of officer or trustee		Date	Title	
Paid Preparer	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed
	Stephen P. Mitchell	Stephen P. Mitchell	09/10/12	
Use Only	Firm's name ◆ Markham, Mitchell & Stroud, PLLC		PTIN	P00642448
	Firm's address ◆ 206-B Malloy St Ste # B Goldsboro, NC 27534		Firm's EIN ◆	56-1185595
		Phone no	919-778-6974	

Forms
990 / 990-PF**Other Notes and Loans Receivable****2011**

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

Name

**MID-ATLANTIC FOUNDATION
C/O DAVID WEIL**

Employer Identification Number

56-2026040**Form 990-PF, Part II, Line 7 - Additional Information**

Name of borrower		Relationship to disqualified person
(1) Loan Receivable		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		

Original amount borrowed	Date of loan	Maturity date	Repayment terms	Interest rate
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				
(7)				
(8)				
(9)				
(10)				

Security provided by borrower		Purpose of loan	
(1)			
(2)			
(3)			
(4)			
(5)			
(6)			
(7)			
(8)			
(9)			
(10)			

Consideration furnished by lender	Balance due at beginning of year	Balance due at end of year	Fair market value (990-PF only)
(1)		28,000	28,000
(2)			
(3)			
(4)			
(5)			
(6)			
(7)			
(8)			
(9)			
(10)			
Totals		28,000	28,000

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Statement 1 - Form 990-PF, Part I, Line 11 - Other Income

<u>Description</u>	<u>Revenue per Books</u>	<u>Net Investment Income</u>	<u>Adjusted Net Income</u>
R M WILSON ASSOC LTD PTRSHP	\$ -1,691	\$ -1,691	\$
DUPLIN ASSOC LTD PTRSHP	6,174	6,174	
ELIZABETH CITY ASSOC LTD PTRS	8,785	8,785	
ADJUSTMENT TO FMV	779	779	
Bertie Memorial Ltd. Ptrshp.	-77	-77	
Rowan Pointe LLC	-16,380	-16,380	
TORHUNTA ASSOCIATES LTD. PTRS	54	54	
PECAN GROVE APARTMENTS LLC	-1	-1	
DOUGLAS SCHOOL APARTMENTS LLC	-1	-1	
CLEVELAND SCHOOL SENIORS, LLC	-1	-1	
NANTUCKET LOFTS, LLC	-10	-10	
DARLINGTON DOWNTOWN REVITALIZ	-2	-2	
RAEFORD ASSOCIATES LTD PTRSHP	1,609	1,609	
Orchard View GP, LLC	-2	-2	
Noland Managing Member, LLC	-5	-5	
Hanover Ridge GP, LLC	-2	-2	
GAIN ON INVESTMENTS	1,907	1,907	
Total	\$ 1,136	\$ 1,136	0

Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

<u>Description</u>	<u>Total</u>	<u>Net Investment</u>	<u>Adjusted Net</u>	<u>Charitable Purpose</u>
Indirect Accounting Fees	\$ 500	\$ 0	\$ 0	\$ 0
Total	\$ 500	\$ 0	\$ 0	0

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Statement 3 - Form 990-PF, Part I, Line 18 - Taxes

<u>Description</u>	<u>Total</u>	<u>Net Investment</u>	<u>Adjusted Net</u>	<u>Charitable Purpose</u>
Indirect Taxes/Licenses	\$ 9	\$ 0	\$ 0	\$ 0
Total	\$ 9	\$ 0	\$ 0	\$ 0

Statement 4 - Form 990-PF, Part I, Line 23 - Other Expenses

<u>Description</u>	<u>Total</u>	<u>Net Investment</u>	<u>Adjusted Net</u>	<u>Charitable Purpose</u>
Expenses				\$ 0
Supplies	325			
Promotional	360			
Total	\$ 685	\$ 0	\$ 0	\$ 0

Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
FEDERATED STRATEGIC INCOME FD-B	\$ 3,328	\$ 3,810	Market	\$ 3,810
MORGAN KEEGAN	2,787	1,2,391	Market	12,391
Total	\$ 6,115	\$ 16,201		\$ 16,201

Statement 6 - Form 990-PF, Part II, Line 11 - Land, Building, and Equipment Investments

<u>Description</u>	<u>Beginning Net Book</u>	<u>End Cost / Basis</u>	<u>End Accumulated Depreciation</u>	<u>Net FMV</u>
DELTA APPAREL BUILDING	\$ 0	\$ 0	\$ 0	\$ 0
Total	\$ 0	\$ 0	\$ 0	\$ 0

Statement 7 - Form 990-PF, Part II, Line 13 - Other Investments

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
R M WILSON ASSOC LTD PTRSHP	\$ 0	\$ 0	Market	\$ 0
DUPLIN ASSOC LTD PTRSHP			Market	
ELIZABETH CITY ASSOC. LTD. PTRSHP			Market	
TORHUNTA ASSOC. LTD. PTRSHP			Market	
BERTIE MEMORIAL LTD PTRSHP			Market	
PECAN GROVE APARTMENTS LLC			Market	
BEREA HEIGHTS VILLAS, LLC			Market	
DOUGLAS SCHOOL APARTMENTS LLC			Market	
CLEVELAND SCHOOL SENIORS, LLC			Market	
NANTUCKET LOFTS, LLC			Market	
DARLINGTON DOWNTOWN REVITALIZATION,			Market	
Total	\$ 0	\$ 0		\$ 0

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Statement 8 - Form 990-PF, Part II, Line 15 - Other Assets

Description	Beginning of Year	End of Year	Fair Market Value
Money loaned out for charitable purp	\$ 1,500,000	\$ 1,500,000	\$ _____
Total	\$ 1,500,000	\$ 1,500,000	\$ 0

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Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description

LETTER OF REQUEST

Form 990-PF, Part XV, Line 2c - Submission Deadlines

Description

"NONE"

Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description

MID-ATLANTIC REGION

Statement 9 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name	Address	Relationship	Status	Purpose	Amount
GOLDSBORO ROTARY CLUB GOLDSBORO NC				LOCAL HISTORY SCHOLARSHIPS	100
NC OPERA RALEIGH NC				SUPPORT OPERA PERFORMANCES	100
HADASSAH GOLDSBORO NC				JEWISH WELFARE	250
UNITED WAY OF WAYNE CO. GOLDSBORO NC				SUPPORT LOCAL YOUTH WELFARE GROUPS	100
FRIENDS OF WAYNE CO. PUBLIC LIBRARY GOLDSBORO NC				SUPPORT OF LIBRARY	100
PUBLIC RADIO EAST GOLDSBORO NC				PUBLIC RADIO IN THE EAST	250
JEWISH HERITAGE FOUNDATION GOLDSBORO NC				PRESERVE HISTORY OF EARLY JEWISH IMM	500
STAGE STRUCK GOLDSBORO NC				LOCAL YOUTH THEATRE	500
CENTER STAGE THEATER GOLDSBORO NC				LOCAL ADULT THEATRE	500
NC SYMPHONY RALEIGH NC				PERFORMANCES	200
ARTS COUNCIL OF WAYNE COU GOLDSBORO NC				SUPPORT LOCAL ARTISTS	250
PRESERVATION NC RALEIGH NC				PRESERVATION OF HISTORIC BLDGS	100
VITAS HOSPICE FUND GOLDSBORO NC 27530				HOSPICE FACILITY	25
FRIENDS OF THE LIBRARY CARTERET CO. CAPE CARTERET NC				PUBLIC LIBRARY	25
WAYNE COMMUNITY CONCERTS GOLDSBORO NC 27530				PROMOTE LOCAL CONCERTS	390
CHAMBER OF COMMERCE GOLDSBORO NC 27530				YOUTH DEVELOPMENT PROGRAM	191
NESTI, INC. GOLDSBORO NC 27530				MINA WEIL PARK	200

Statement 9 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name	Address	Relationship	Address	Status	Purpose	Amount
THE EDUCATIONAL FOUNDATIO CHAPEL HILL NC					SCHOLARSHIPS AT UNCCCH	500
THE DANCE ELEMENT GOLDSBORO NC 27530					LOCAL YOUTH THEATRE	100
OLD WAYNESBOROUGH COMMISS GOLDSBORO NC					HISTORICAL VILLAGE IN WAYNE CO	250
PARAMOUNT THEATRE FOUND. GOLDSBORO NC					PERFORMANCES AT THEATRE	1,000
WAYNE HISTORICAL ASSOC. GOLDSBORO NC					LOCAL HISTORICAL SOCIETY & MUSEUM	1,500
WAYNE EDUCATIONAL NETWORK MENTAL HEALTH ASSOC OF WAYNE CO. GOLDSBORO NC 27530					WAYNE COUNTY SCHOOL SCHOLARSHIPS	300
FLIGHT OF HONOR GOLDSBORO NC 27530					MENTAL HEALTH COMMUNITY AWARENESS	667
BOYS & GIRLS CLUBS OF WAYNE CO GOLDSBORO NC 27530					SUPPORT VETERANS IN DC TRIP	350
WAYNE COMMUNITY COLLEGE GOLDSBORO NC 27530					YOUTH SERVICES IN GOLDSBORO, NC	2,500
UNIVERSITY OF NORTH CAROLIN CHAPEL HILL NC					PROGRAMMING AT COMMUNITY COLLEGE	1,000
MOUNT OLIVE COLLEGE MT. OLIVE NC					UNC LIBRARY & BUSINESS SCHOOL	1,500
KITTY ASKINS HOSPICE CENTER GOLDSBORO NC					LOCAL COLLEGE	250
GOLDSBORO BALLET GOLDSBORO NC					CONSTRUCT HOSPICE CENTER	5,000
GOLDSBORO FAMILY YMCA GOLDSBORO NC					LOCAL BALLET TROUPE	500
NC WESLEYAN COLLEGE GOLDSBORO NC					LOCAL YMCA FUNDRAISING	250
NC CAROLINA SOCIETY RALEIGH NC					LOCAL COLLEGE	500
					PRESERVATION AT STATE CAPITAL	100

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Statement 9 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name	Address	Relationship	Status	Purpose	Amount
INSTITUTE OF OUTDOOR DRAMA GREENVILLE NC				SUPPORT DRAMA AT ECU	50
CITY OF GOLDSBORO GOLDSBORO NC				ECU SYMPHONY PERFORMANCE	645
FORWARD ASSOC. GOLDSBORO NC				NATIONAL JEWISH PUBLICATION	180
COMMUNITY SOUP KITCHEN GOLDSBORO NC				LOCAL SOUP KITCHEN FOR HOMELESS	400
ECU/LOESSIN PLAYHOUSE GREENVILLE NC				SUPPORT OF DANCE THEATRE	390
CITY OF GOLDSBORO GOLDSBORO NC				GIFT TO CITY OF GOLDSBORO	356
CITY OF GOLDSBORO GOLDSBORO NC				PERFORMANCE OF ECU DRAMA PROGRAM	555
BW&A - WAYNE CO. HISTORICAL ASSOC. GOLDSBORO NC				LOCAL HISTORICAL SOCIETY PUBLICATION	457
Total					<u>23,081</u>

Form **8868**

(Rev. January 2012)

Department of the Treasury
Internal Revenue Service**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 MID-ATLANTIC FOUNDATION C/O DAVID WEIL	Employer identification number (EIN) or 56-2026040
	Number, street, and room or suite no. If a P O box, see instructions. P. O. BOX 2063	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions GOLDSBORO NC 27533-2063	

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

- The books are in the care of ►

Telephone No ►

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 **8/15/12**, 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	\$ - 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	\$ - 0 -
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.

DAA

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