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

2011

Department of the Treasury
Internal Revenue Service

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

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

THE JAMES & THEODORE PEDAS FAMILY
FOUNDATION, INC.
4018 BRANDYWINE STREET, N.W.
WASHINGTON, DC 20016

G Check all that apply: Initial return Initial Return of a former public charity
 Final return Amended return
 Address change Name change

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16) J Accounting method Cash Accrual
 Other (specify)

► \$ 5,871,209. (Part I, column (d) must be on cash basis)

A Employer identification number
91-1979866

B Telephone number (see the instructions)
202.237.9100

C If exemption application is pending, check here ►

D 1 Foreign organizations, check here ►

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

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

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)

REVENUE AND EXPENSES	1 Contributions, gifts, grants, etc, received (att sch) 2 Ck ► <input type="checkbox"/> if the foundn is not req to att Sch B 3 Interest on savings and temporary cash investments 4 Dividends and interest from securities 5a Gross rents b Net rental income or (loss) 6a Net gain/(loss) from sale of assets not on line 10 b Gross sales price for all assets on line 6a 130,147. 7 Capital gain net income (from Part IV, line 2) 8 Net short-term capital gain 9 Income modifications 10a Gross sales less returns and allowances b Less Cost of goods sold c Gross profit/(loss) (att sch) 11 Other income (attach schedule) 12 Total. Add lines 1 through 11	(a) Revenue and expenses per books 470,000. 1. 98,085. -4,889. 0. 0. -1,138. 465,111.	(b) Net investment income 96,948.	(c) Adjusted net income 0.	(d) Disbursements for charitable purposes (cash basis only)
13 Compensation of officers, directors, trustees, etc 14 Other employee salaries and wages 15 Pension plans, employee benefits 16a Legal fees (attach schedule) b Accounting fees (attach sch) See St 1 c Other prof fees (attach sch) 17 Interest 18 Taxes (attach schedule) see instrs 19 Depreciation (attach sch) and depletion 20 Occupancy 21 Travel, conferences, and meetings 22 Printing and publications 23 Other expenses (attach schedule) See Statement 2	1,950. 1,950.	1,950.			
24 Total operating and administrative expenses. Add lines 13 through 23 25 Contributions, gifts, grants paid Part XV 26 Total expenses and disbursements. Add lines 24 and 25	11,044. 379,850. 390,894.	11,044. 379,850. 11,044.		379,850.	
27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-)	74,217. 85,904.		0.	379,850.	

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)	Beginning of year	End of year
		(a) Book Value	(b) Book Value
1 Cash – non-interest-bearing	20,489.	108,457.	108,457.
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 (attach sch)			
Less allowance for doubtful accounts			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10a Investments – U S and state government obligations (attach schedule)			
b Investments – corporate stock (attach schedule)	3,248,287.	3,234,536.	5,762,752.
c Investments – corporate bonds (attach schedule)			
11 Investments – land, buildings, and equipment: basis			
Less: accumulated depreciation (attach schedule)			
12 Investments – mortgage loans			
13 Investments – other (attach schedule)			
14 Land, buildings, and equipment basis			
Less: accumulated depreciation (attach schedule)			
15 Other assets (describe)			
16 Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)	3,268,776.	3,342,993.	5,871,209.
Liabilities			
17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, & other disqualified persons			
21 Mortgages and other notes payable (attach schedule)			
22 Other liabilities (describe)			
23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets			
24 Unrestricted			
25 Temporarily restricted			
26 Permanently restricted			
Foundations that do not follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.	<input type="checkbox"/>		
Foundations that follow SFAS 117, check here and complete lines 27 through 31.	<input checked="" type="checkbox"/>		
27 Capital stock, trust principal, or current funds			
28 Paid-in or capital surplus, or land, building, and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances (see instructions)	3,268,776.	3,342,993.	
31 Total liabilities and net assets/fund balances (see instructions)	3,268,776.	3,342,993.	
32 Total net assets or fund balances at end of year	3,268,776.	3,342,993.	

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	3,268,776.
2 Enter amount from Part I, line 27a	2	74,217.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	3,342,993.
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	3,342,993.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)			(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 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			(i) Gains (Column (h)) gain minus column (k), but not less than -0- or Losses (from column (h))		
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any			
a					
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	-4,771.	
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	-117.	

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

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

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

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

 Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2010	324,147.	5,326,990.	0.060850
2009	222,394.	5,311,920.	0.041867
2008	283,231.	5,100,643.	0.055528
2007	57,200.	5,661,354.	0.010104
2006	16,155.	4,061,867.	0.003977

2 Total of line 1, column (d)	2	0.172326
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.034465
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	859.
7 Add lines 5 and 6	7	859.
8 Enter qualifying distributions from Part XII, line 4	8	379,850.

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 VII-A Statements Regarding Activities (continued)

11	X
12	X
13	X
14	Telephone no ► 202.237.9100
	Located at ► 4018 BRANDYWINE STREET, N.W. WASHINGTON DC ZIP + 4 ► 20016
15	N/A ► 15 N/A
16	Yes X No
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If 'Yes,' enter the name of the foreign country ►

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<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)?	► <input type="checkbox"/>	
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?		
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement – see instructions)		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 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.)		
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?		

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

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

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

 Yes No

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

 Yes No

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

 Yes No

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

 Yes No

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

 Yes No

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?

Organizations relying on a current notice regarding disaster assistance check here ►

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

N/A Yes No

If 'Yes,' attach the statement required by Regulations section 53 4945-5(d).

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

 Yes No

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

If 'Yes' to 6b, file Form 8870

 Yes No

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

 Yes No

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

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
JAMES PEDAS 3023 NORMANSTONE TERR., N.W. WASHINGTON, DC 20008	President 0	0.	0.	0.
THEODORE PEDAS 3023 NORMANSTONE TERR., N.W. WASHINGTON, DC 20008	Vice Preside 0	0.	0.	0.
-----	-----	-----	-----	-----
-----	-----	-----	-----	-----
-----	-----	-----	-----	-----
-----	-----	-----	-----	-----
-----	-----	-----	-----	-----
-----	-----	-----	-----	-----

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

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

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

►

0

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

3. Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

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

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	<u>N/A</u>	
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	<u>N/A</u>
2	

All other program-related investments See instructions

3 _____

Total. Add lines 1 through 3 ► **0.**

Total. Add lines 1 through 3 ► 0.

BAA

Form 990-PF (2011)

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 (see instructions)
- 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

1a	
1b	
1c	
1d	0.
1e	
2	
3	
4	
5	0.
6	0.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ► and do not complete this part.)

- 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

1	
2a	859.
2b	
2c	859.
3	-859.
4	
5	-859.
6	
7	0.

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 (see instructions)
- 6 **Adjusted qualifying distributions.** Subtract line 5 from line 4

1a	379,850.
1b	
2	
3a	
3b	
4	379,850.
5	859.
6	378,991.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

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Form 990-PF (2011)

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				0.
2 Undistributed income, if any, as of the end of 2011				0.
a Enter amount for 2010 only				0.
b Total for prior years: 20 ___, 20 ___, 20 ___		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	2,518.			
b From 2007				
c From 2008	29,623.			
d From 2009	223,150.			
e From 2010	324,900.			
f Total of lines 3a through e	580,191.			
4 Qualifying distributions for 2011 from Part XII, line 4 ► \$ 379,850.				0.
a Applied to 2010, but not more than line 2a				0.
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				0.
e Remaining amount distributed out of corpus	379,850.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5	960,041.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount – see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount – see instructions			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) (see instructions)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	2,518.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	957,523.			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008	29,623.			
c Excess from 2009	223,150.			
d Excess from 2010	324,900.			
e Excess from 2011	379,850.			

BAA

Form 990-PF (2011)

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

N/A

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling				►
b	Check box to indicate whether the foundation is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input checked="" 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 organization had \$5,000 or more in assets at any time during the year – see instructions.)**1 Information Regarding Foundation Managers:**

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

See Statement 3

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)				
a Paid during the year				
See Statement 4				
Total				► 3a 379,850.
b Approved for future payment				
Total				► 3b

Part XVI-A Analysis of Income-Producing Activities

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					-4,889.
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)					-4,889.
13 Total. Add line 12, columns (b), (d), and (e)					-4,889.

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

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

OMB No. 1545-0047

Schedule of Contributors

► Attach to Form 990, Form 990-EZ, or Form 990-PF

2011

Name of the organization	THE JAMES & THEODORE PEDAS FAMILY FOUNDATION, INC.	Employer identification number
		91-1979866

Organization type (check one).**Filers of:**

Form 990 or 990-EZ

Section:

501(c)(_____) (enter number) organization
 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
 527 political organization

Form 990-PF

501(c)(3) exempt private foundation
 4947(a)(1) nonexempt charitable trust treated as a private foundation
 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule****Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions**General Rule**

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

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc, purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc, purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc, contributions of \$5,000 or more during the year

► \$ _____

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

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

Name of organization

THE JAMES & THEODORE PEDAS FAMILY

Employer identification number

91-1979866

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	JAMES PEDAS 4018 BRANDYWINE STREET, N.W. WASHINGTON, DC 20016	\$ 160,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	THEODORE PEDAS 4018 BRANDYWINE STREET, N.W. WASHINGTON, DC 20016	\$ 310,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

THE JAMES & THEODORE PEDAS FAMILY

Employer identification number

91-1979866

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	N/A		
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

BAA

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

Name of organization

THE JAMES & THEODORE PEDAS FAMILY

Employer identification number

91-1979866

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

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

► \$ _____ N/A

Use duplicate copies of Part III if additional space is needed

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

2011.

Federal Statements
THE JAMES & THEODORE PEDAS FAMILY
FOUNDATION, INC.

Page 1

91-1979866

Statement 1
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
TAX RETURN PREPARATION	\$ 1,950.	\$ 1,950.		
Total	<u>\$ 1,950.</u>	<u>\$ 1,950.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 2
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
BANK CHARGES	\$ 97.	\$ 97.		
BERNSTEIN MGT FEE	2,341.	2,341.		
FOREIGN TAX PAID	3,084.	3,084.		
PAPAMARKOU MGT.FEE	3,288.	3,288.		
REGISTERED AGENT FEE	284.	284.		
Total	<u>\$ 9,094.</u>	<u>\$ 9,094.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 3
Form 990-PF, Part XV, Line 1a
Foundation Managers - 2% or More Contributors

JAMES PEDAS
 THEODORE PEDAS

Statement 4
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
WASHINGTON HOSPITAL CENTER 110 IRVING STREET, N.W. WASHINGTON, DC 20010	NONE	EXEMPT	TO BE USED FOR EXEMPT PURPOSE	\$ 18,000.
GEORGE WASHINGTON UNIV. 2121 EYE STREET, N.W. WASHINGTON, DC 20052	NONE	EXEMPT	TO BE USED FOR EXEMPT PURPOSE	20,000.
AHI HELLENIC HOUSE 1220 16TH STREET, N.W. WASHINGTON, DC 20036	NONE	EXEMPT	TO BE USED FOR EXEMPT PURPOSE	1,000.

Statement 4 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
HELLENIC COLLEGE & HOLY CROSS 50 GODDARD AVENUE BROOKLINE, MA 02445	NONE	EXEMPT	TO BE USED FOR EXEMPT PURPOSE	\$ 15,000.
ST. BASIL ACADEMY 79 SAINT BASIL ROAD GARRISON, NY 10524	NONE	EXEMPT	TO BE USED FOR EXEMPT PURPOSE	3,000.
AMERICAN FILM INSTITUTE 2021 N. WESTERN AVENUE LOS ANGELES, CA 90027	NONE	EXEMPT	TO BE USED FOR EXEMPT PURPOSE	10,000.
FRAXA RESEARCH FD 45 PLEASANT STREET NEWBURYPORT, MA 01950	NONE	EXEMPT	TO BE USED FOR EXEMPT PURPOSE	1,500.
AMERICAN HELLENIC INSTITUTE 1220 16TH STREET, N.W. WASHINGTON, DC 20036	NONE	EXEMPT	TO BE USED FOR EXEMPT PURPOSE	23,000.
WILL ROGERS MOTION PICTURE FD 744 W. 49TH STREET, #200 NEW YORK, NY 10019	NONE	EXEMPT	TO BE USED FOR EXEMPT PURPOSE	4,000.
FILMFEST DC PO BOX 21396 WASHINGTON, DC 20009	NONE	EXEMPT	TO BE USED FOR EXEMPT PURPOSE	10,000.
ANTI-DEFAMATION LEAGUE PO BOX 96226 WASHINGTON, DC 20090	NONE	EXEMPT	TO BE USED FOR EXEMPT PURPOSE	15,000.
ST. CONSTANTINE & HELEN GREEK ORTHODOX 4115 16TH STREET, NW WASHINGTON, DC 20011	NONE	EXEMPT	TO BE USED FOR EXEMPT PURPOSE	3,000.
THE BENEDICTINE SCHOOL 14299 BENEDICTINE LANE RIDGELEY, MD 21660	NONE	EXEMPT	TO BE USED FOR EXEMPT PURPOSE	2,500.
AHEPA AWARDS COMMITTEE 1220 16TH STREET, N.W. WASHINGTON, DC 20036	NONE	EXEMPT	TO BE USED FOR EXEMPT PURPOSE	1,050.
HELLENICARE 980 NORTH MICHIGAN AVE., SUITE 1210 CHICAGO, IL 60611	NONE	EXEMPT	TO BE USED FOR EXEMPT PURPOSE	2,500.

Statement 4 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
AVALON THEATRE PROJECT 5505 CONNECTICUT AVE, NW #226 WASHINGTON, DC 20015	NONE	EXEMPT	TO BE USED FOR EXEMPT PURPOSE	\$ 500.
FATHER ELIAS SCHOLARSHIP PO BOX 4319 ST. AUGUSTINE, FL 32085	NONE	EXEMPT	TO BE USED FOR EXEMPT PURPOSE	2,500.
THE GREEK INSTITUTE 1038 MASS. AVE. CAMBRIDGE, MA 02138	NONE	EXEMPT	TO BE USED FOR EXEMPT PURPOSE	1,000.
HELEN HAYES AWARDS 2233 WISCONSIN AVE, NW, SUITE 300 WASHINGTON, DC 20007	NONE	EXEMPT	TO BE USED FOR EXEMPT PURPOSE	10,000.
MANHATTAN SCHOOL OF MUSIC 120 CLAREMONT AVE NEW YORK, NY 10027	NONE	EXEMPT	TO BE USED FOR EXEMPT PURPOSE	1,000.
MARET SCHOOL 3000 CATHEDRAL AVE., NW WASHINGTON, DC 20008	NONE	EXEMPT	TO BE USED FOR EXEMPT PURPOSE	10,000.
THE NEXT GENERATION INITIATIVE PO BOX 7322 ARLINGTON, VA 22207	NONE	EXEMPT	TO BE USED FOR EXEMPT PURPOSE	7,000.
ORTHODOX CHRISTIAN MISSION NETWORK PO BOX 4319 ST. AUGUSTINE, FL 32085	NONE	EXEMPT	TO BE USED FOR EXEMPT PURPOSE	25,000.
RCA BENELOVENT FUND 162-41 POWELLS BLVD. BEECHHURST, NY 11357	NONE	EXEMPT	TO BE USED FOR EXEMPT PURPOSE	25,000.
SO OTHERS MIGHT EAT 71 O STREET, NW WASHINGTON, DC 20001	NONE	EXEMPT	TO BE USED FOR EXEMPT PURPOSE	3,000.
ST. CATHERINE PHILOPTOHOS SOCIETY 3149 GLEN CARLYN ROAD FALLS CHURCH, VA 22041	NONE	EXEMPT	TO BE USED FOR EXEMPT PURPOSE	2,500.
ST. GEORGE PHILOPTOHOS 7701 BRADLEY BLVD. BETHESDA, MD 20817	NONE	EXEMPT	TO BE USED FOR EXEMPT PURPOSE	2,500.

2011.

Federal Statements
THE JAMES & THEODORE PEDAS FAMILY
FOUNDATION, INC.

Page 4

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Statement 4 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
ST. THEODORE PHILOPTOHOS 7101 CIPRIANO ROAD LANHAM, MD 10706	NONE	EXEMPT	TO BE USED FOR EXEMPT PURPOSE	\$ 2,500.
SIBLEY MEMORIAL HOSPITAL FD. 5255 LOUGHBORO RD. NW WASHINGTON, DC 20016	NONE	EXEMPT	TO BE USED FOR EXEMPT PURPOSE	1,000.
WAMU-AMERICAN UNIVERSITY 4400 MASS. AVE., NW WASHINGTON, DC 20016	NONE	EXEMPT	TO BE USED FOR EXEMPT PURPOSE	1,000.
NATIONAL ASSOC.OF THEATRE OWNERS 47 QUEENS WAY W. PO BOX 1830 HAMPTON, VA 23669	NONE	EXEMPT	TO BE USED FOR EXEMPT PURPOSE	5,000.
NATIONAL FILM PRESERVATION FD. 870 MARKET ST. # 1113 SAN FRANCISCO, CA 94102	NONE	EXEMPT	TO BE USED FOR EXEMPT PURPOSE	5,000.
SUNLIGHT FOUNDATION 1818 N STREET, NW #410 WASHINGTON, DC 20036	NONE	EXEMPT	TO BE USED FOR EXEMPT PURPOSE	5,000.
SIDWELL FRIENDS SCHOOL 3825 WISCONSIN AVE., N.W. WASHINGTON, DC 20016	NONE	EXEMPT	TO BE USED FOR EXEMPT PURPOSE	10,000.
THE SHIRE SCHOOL 120 NORTH LEE STREET FALLS CHURCH, VA 22046	NONE	EXEMPT	TO BE USED FOR EXEMPT PURPOSE	5,000.
WHARTON SCHOOL UNIV.OF PA 3451 WALNUT STREET, RM 433 PHILADELPHIA, PA 19104	NONE	EXEMPT	TO BE USED FOR EXEMPT PURPOSE	25,000.
ST. NEKTARIOS GREEK ORTHODOX M. INC. 100 ANAWANDA RD. ROSCOE, NY 12776	NONE	EXEMPT	TO BE USED FOR EXEMPT PURPOSE	5,000.
SHAKESPEARE THEATRE 516 8TH STREET S.E. WASHINGTON, DC 20003	NONE	EXEMPT	TO BE USED FOR EXEMPT PURPOSE	2,000.

Statement 4 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
AMERICAN HELLENIC INSTITUTE FD 1220 16TH STREET, N.W. WASHINGTON, DC 20036	NONE	EXEMPT	TO BE USED FOR EXEMPT PURPOSE	\$ 5,000.
ST. SOPHIA GREEK ORTHODOX CATHEDRAL 2815 36TH STREET, N.W. WASHINGTON, DC 20007	NONE	EXEMPT	TO BE USED FOR CHARITABLE PURPOSE	14,500.
ORDER OF SAINT ANDREW'S 8 EAST 79TH STREET NEW YORK, NY 10075	NONE	EXEMPT	TO BE USED FOR EXEMPT PURPOSE	10,000.
FARRELL ALUMNI HALL OF FAME 1600 ROEMER BLVD. FARRELL, PA 16121	NONE	EXEMPT	TO BE USED FOR EXEMPT PURPOSE	5,500.
FRESHFARM MARKETS P.O. BOX 15691 WASHINGTON, DC 20003	NONE	EXEMPT	TO BE USED FOR EXEMPT PURPOSE	500.
GREEK ORTHODOX ARCHDIOCESE OF AMERICA 7 WEST 55TH STREET, 7TH FLOOR NEW YORK, NY 10019	NONE	EXEMPT	TO BE USED FOR EXEMPT PURPOSE	2,500.
GREEK AMERICAN FOUNDATION 910 WEST VAN BUREN ST., SUITE 7SW CHICAGO, IL 60607	NONE	EXEMPT	TO BE USED FOR EXEMPT PURPOSE	2,000.
NATIONAL HERALD INC 37-10 39TH STREET LONG ISLAND CITY, NY 11101	NONE	EXEMPT	TO BE USED FOR EXEMPT PURPOSE	8,300.
CONGRESSIONAL AWARD FD 379 FORD HOUSE OFFICE BUILDING WASHINGTON, DC 20515	NONE	EXEMPT	TO BE USED FOR EXEMPT PURPOSE	5,000.
UNIVERSITY OF MIAMI PO BOX 248053 CORAL GABLES, FL 33124	NONE	EXEMPT	TO BE USED FOR EXEMPT PURPOSE	2,000.
ST. GEORGE GREEK ORTHODOX CHURCH 7701 BRADLEY BLVD. BETHESDA, MD 20817	NONE	EXEMPT	TO BE USED FOR EXEMPT PURPOSE	500.

Statement 4 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
GREEK ORTHODOX CHURCH OF HAMPTONS 111 SAINT ANDREWS ROAD SOUTHAMPTON, NY 11968	NONE	EXEMPT	TO BE USED FOR EXEMPT PURPOSE	\$ 5,000.
ORDER OF ST. ANDREWS APOSTLE 8 EAST 79TH STREET NEW YORK, NY 10075	NONE	EXEMPT	TO BE USED FOR EXEMPT PURPOSE	15,000.
NATIONAL LAW CENTER FOR HOMELESS 1411 K STREET NW, SUITE 1400 WASHINGTON, DC 20005	NONE	EXEMPT	TO BE USED FOR EXEMPT PURPOSE	1,000.
SHADY GROVE PREGANCY CENTER 16220 FREDERICK ROAD, SUITE 118 GAITHERSBURG, MD 20877	NONE	EXEMPT	TO BE USED FOR CHARITABLE PURPOSE	500.
THE WASHINGTON OXI DA FD 1100 NEW HAMPSHIRE AVE., NW WASHINGTON, DC 20037	NONE	EXEMPT	TO BE USED FOR CHARITABLE PURPOSE	10,000.
THE WASHINGTON JEWISH FILM FEST. 1529 16TH STREET NW WASHINGTON, DC 20036	NONE	EXEMPT	TO BE USED FOR CHARITABLE PURPOSE	2,500.
THE PONTIFICAL NORTH AMERICAN COLLEGE 3211 FOURTH STREET, NE WASHINGTON, DC 20017	NONE	EXEMPT	TO BE USED FOR CHARITABLE GIVING	1,000.
BERHANU SOCCER FOUNDATION 9916 KENTSDALE DRIVE POTOMAC, MD 20854	NONE	EXEMPT	TO BE USED FOR EXEMPT PURPOSE	1,000.
CHILDREN'S LIFE LINE 194 SUNSET DRIVE CLAY CITY, KY 40312	NONE	EXEMPT	TO BE USED FOR EXEMPT PURPOSE	2,000.

Total \$ 379,850.

PEDAS FAMILY FOUNDATION

FID# 91-1979866

990-PF, PART II, LINE 10b

	<u>Book Value</u>	<u>Fair Market Value</u>
Altria-Philip Morris	14,847	11,860
Abbott Laboratories	7,884	8,435
Air Products & Chemicals Inc.	5,148	5,111
Apple	6,526	26,325
Automatic Data Processing	4,801	5,401
Becton Dickinson & Co.	3,395	3,736
BlackRock	3,140	3,565
Citigroup (50 on 3/11/2)	5,834	395
Chevron	7,948	21,280
ConocoPhillips	7,685	14,574
Caterpillar	4,501	6,342
Coca Cola	13,842	20,291
Exxon	16,076	33,904
Freeport McMoran	11,405	9,198
General Dynamics	3,631	2,656
General Electric	14,961	7,164
IBM	7,683	11,033
Intel	22,174	12,125
Intuitive Surgical	2,950	4,630
J P Morgan Chase	7,575	6,650
Johnson & Johnson	11,499	16,395
Kraft Foods, Inc.	4,656	5,604
McDonald's	6,726	20,066
McGraw Hill	6,473	8,994
Medtronic	3,689	2,869
Merck	10,292	5,655
Nestle SA	5,615	14,428
Novo Nordisk	6,964	11,526
Occidental Pete Corp	5,778	18,740
Pepisco	6,201	9,953
Phillip Morris Intl	4,271	31,392
Praxair Inc	4,349	8,018
Procter & Gamble	9,193	16,678
Rio Tinto PLC	5,353	4,892
Royal Dutch	8,180	10,964
Roche Hldg	5,175	6,383
Target	7,507	8,195
Time Warner Cable	2,895	2,543
Texas Instruments	5,403	4,658
Total SA	10,662	10,222
United Technologies	5,636	5,116
Wal-Mart Stores	7,869	8,964
Walt Disney Co.	3,730	3,750
Walgreen Co.	6,704	6,612
Whole Foods Market Inc	3,183	3,479

Accenture Ltd.	848	1,224
Allergan Inc	2,427	3,071
Amazon	2,094	2,597
Anadarko	2,176	2,290
Apple Computer	1,029	12,960
Borg Warner	1,932	1,912
Boeing	1,946	2,201
Broadcom Corp	3,066	2,642
CB Richard Ellis	1,553	1,370
Celgene Corp.	607	879
Comcast Corp	3,097	3,201
Citrix Systems	2,484	2,429
Covidien Ltd	2,967	2,701
Danaher Corp	2,543	3,998
Dollar General	1,117	1,234
Dow Chemical	1,558	1,726
EMC Corp - Mass	2,206	2,908
EOG	3,546	3,448
Estee Lauder	625	786
Express Scripts Inc	1,458	2,011
Flowserve Corp.	2,997	2,483
FMC Tech	2,164	2,612
General Mills	3,079	3,233
Gilead Sciences	417	1,228
Goldman Sachs	884	995
Google Inc	3,421	7,751
Goodrich Corp	634	1,113
Harley Davidson	1,154	1,166
Hershey Co.	1,021	1,050
Illumina Inc	815	914
Intuit Inc	2,623	2,892
Johnson Controls	1,339	1,563
JP Morgan Chase	2,574	3,658
Las Vegas Sands Corp	611	641
Limited Brands	1,372	1,816
Marvel Tech Group	3,185	2,770
Metlife, Inc.	1,178	935
Monsanto	3,239	3,504
Noble Energy	2,811	3,304
Oracle	3,894	4,104
Pepsico	1,104	1,128
Perrigo Co	1,108	1,168
Potash Inc	1,802	1,445
Precision Castparts Corp	2,529	2,637
Proctor & Gamble	793	867
PVH	1,285	1,339
Qualcomm Inc	4,614	5,197
Rockwell Automation	1,669	1,761
Salesforce.com	488	406
Schlumberger	3,962	5,123
Starbucks Corp	1,657	2,761

United Parcel SVC	4,359	4,391
VF Corp	885	1,016
Visa Inc	1,028	1,218
Walt Disney	2,926	3,750
Wells Fargo & Co	724	551
Bernstein Tax Managed	37,769	46,117
Virginina Commerce Bank	11,344	87,687
Virginina Commerce Bank	19,056	147,305
Fischer Garrison Offshore Fund	822,000	911,609
Dretfus Apprec. Fund	306,221	445,006
Fidelity Small Japan	10,000	15,312
Vanguard Balanced	50,000	84,246
Vanguard High Yield	20,000	28,450
Fundamental Investors Inc	500,000	1,545,767
Capital World Growth & Income Fund	500,000	913,616
Washington Mutual Investor Fund	350,000	723,598
Key Hedge Fund	150,000	159,175
Alliance Bankshares Corp	25,000	22,512
First Opportunity Fund	20,728	11,694
Eagle Bancorp, Inc. MD	9,228	21,810
Total	3,234,536	5,762,752