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Form **990-PF**

Return of Private Foundation or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

OMB No 1545-0052 2011

			Treated as a Privat be able to use a copy of this		rtıng reguirements.	2011
			1, 2011		JUN 30, 2012	
Nan	ne o <u>f</u>	foundation	<u> </u>		A Employer identification	
A.	LL	OY FAMILY FOUNDATION, 1	INC.			
	•	STANLEY MARTIN COMPANI		,	20-3142787	·
		nd street (or P O box number if mail is not delivered to stree	t address)	I	B Telephone number	
		11 SUNSET HILLS ROAD		200	703-964-50	00
-		own, state, and ZIP code TON, VA 20190			C If exemption application is p	ending, check here
G C	heck	all that apply: Initial return	Initial return of a fo	ormer public charity	D 1. Foreign organizations	s, check here
		Final return	Amended return		Foreign organizations me	eting the 85% test
		Address change	Name change		Foreign organizations me 2. check here and attach co	mputation
H C	٦.	type of organization: X Section 501(c)(3) e	xempt private foundation Other taxable private founda	otion	E If private foundation sta	
 I Fa			ing method: X Cash	Accrual	under section 507(b)(1)	
		•	ther (specify)	Accidai	F If the foundation is in a under section 507(b)(1)	
-	\$	836,406. (Part I, colu		basis)		(b), check here
Pa	rt 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))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
	1	Contributions, gifts, grants, etc., received	229,563.		N/A	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,
	2	Check froundation is not required to attach Sch 8				
	3	Interest on savings and temporary cash investments	8.	8.		STATEMENT 2
	4	Dividends and interest from securities	23,809.	23,809.		STATEMENT 3
	5a	Gross rents				
	_		0.4 650			
e		Net gain or (loss) from sale of assets not on line 10 Gross sales price for all	<24,679.	>		STATEMENT 1
Revenue	b	Gross sales price for all assets on line 6a 887, 237.		226,813.		
B.	7 8	Capital gain net income (from Part IV, line 2) Net short-term capital gain		220,613.		
	9	Income modifications				
	10a	Gross sales less returns				
	b	Less Cost of goods sold				
	C	Gross profitor (loss) EIVED				
	11	Other incoma EUEIVLD				
	12	Total. Add lines 1 through 11	228,701.	250,630.	<u> </u>	
	13	Compensation of onicered directors (Trustees, etc.) Other employee salaries and wages	0.	0.		0.
	14 15	Personnians employee benefits.				
è	16a	Pension plans, employee benefits T				
ens	b	Accounting tees STMT 4	2,700.	1,350.		1,350.
路	C	Other professional fees		•		
<u>%</u>	17	Interest				
₽	18	Taxes STMT 5	2,452.	50.		51.
e:E	19	Depreciation and depletion				
逶	20	Occupancy				
p	21	Travel, conferences, and meetings Printing and publications				-
9	22	Other expenses STMT 6	3,918.	1,959.		1,959.
<u> </u>	24	Total operating and administrative		1,755.	-	1,757.
Sec.	•	expenses. Add lines 13 through 23	9,070.	3,359.		3,360.
COPPLIATE AND AND AND Strative Expenses	2 5	Contributions, gifts, grants paid	62,360.			62,360.
9		Total expenses and disbursements.				
		Add lines 24 and 25	71,430.	3,359.		65,720.
	27	Subtract line 26 from line 12:	4			
		Excess of revenue over expenses and disbursements	157,271.	047 074		
		Net investment income (if negative, enter -0-)		247,271.	NT / 7	
12350		Adjusted net income (if negative, enter -0-) LHA For Panerwork Reduction Act Notice see	instructions	<u> </u>	N/A	Form 990-PF (2011)

ALLOY FAMILY FOUNDATION, INC.

Form 990-PF (2011) C/O STANLEY MARTIN COMPANIES. INC.

For	r <u>m 9</u> 9	Q-PF (2011) C/O STANLEY MARTIN COMP			3142787 Page 2
P	art	Balance Sheets Attached schedules and amounts in the description	Beginning of year	End o	
<u>. </u>	1		(a) Book Value	(b) Book Value	(c) Fair Market Value
	1	Cash - non-interest-bearing	6 000	60 4 5 4	
	1	Savings and temporary cash investments	6,088.	68,174.	68,174.
	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			
	7	Other notes and loans receivable			
		Less: allowance for doubtful accounts			
şţs	8	inventories for sale or use			
Assets	9	Prepaid expenses and deferred charges		_	
⋖	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock STMT 7	680,747.	775,392.	768,232.
	C	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis		- PAGE -	
		Less accumulated depreciation			
	12	Investments - mortgage loans		· · · •	
	13	Investments - other			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation			
	15	Other assets (describe ►)			
	16	Total assets (to be completed by all filers)	686,835.	843,566.	836,406.
	17	Accounts payable and accrued expenses			1
	18	Grants payable	. · · · · · · · · · · · · · · · · · · ·		
S	19	Deferred revenue			
Liabilities	20	Loans from officers, directors, trustees, and other disqualified persons			i
abi	21	Mortgages and other notes payable			
=	22	Other liabilities (describe)			
	İ	· · · · · · · · · · · · · · · · · · ·			1
	23	Total liabilities (add lines 17 through 22)	0.	0.	
		Foundations that follow SFAS 117, check here			! !
		and complete lines 24 through 26 and lines 30 and 31.			
Ses	24	Unrestricted			1
au	25	Temporarily restricted			
Bal	26	Permanently restricted			1
Б		Foundations that do not follow SFAS 117, check here			!
Ī		and complete lines 27 through 31.			
Š	27	Capital stock, trust principal, or current funds	0.	0.	1
set	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
Net Assets or Fund Balances	29	Retained earnings, accumulated income, endowment, or other funds	686,835.	843,566.	
let	30	Total net assets or fund balances	686,835.	843,566.	
_					
	31	Total liabilities and net assets/fund balances	686,835.	843,566.	
_					
L	<u>art</u>	Analysis of Changes in Net Assets or Fund B	alances		
1	Tota	net assets or fund balances at beginning of year - Part II, column (a), line	30		
-		st agree with end-of-year figure reported on prior year's return)		1,1	686,835.
2		r amount from Part I, line 27a		2	157,271.
		r increases not included in line 2 (itemize)		3	0.
		lines 1, 2, and 3		4	844,106.
		eases not included in line 2 (itemize) NON-DEDUCTIBLE	CONTRIBUTION		540.
		I net assets or fund balances at end of year (line 4 minus line 5) - Part II, c		6	843,566.
					Form 990-PF (2011)

123511 12-02-11

		of property sold (e.g. ommon stock, 200 shs			(b) Ho P - D -	ow acquired Purchase Donation	(c) Date (mo., c	acquired day, yr.)	(d) Date sold (mo., day, yr.)
<u>1a</u>									
b SEE ATTACHEI	STATEN	MENTS							
<u>c</u>									
<u>d</u>				-	├				
<u>e</u>	T				<u> L</u>		_		
(e) Gross sales price		eciation allowed allowable)		st or other basis expense of sale				iaın or (loss) s (f) mınus (
a									
b	-								···-
<u>c</u>	+								
d 005 005									
e 887,237			<u> </u>	660,42	4.				<u>226,813.</u>
Complete only for assets show	T		I	****				Col. (h) gain	
(i) F.M.V. as of 12/31/69	1 107	ljusted basis if 12/31/69		cess of col. (ı) col. (ı), ıf any				not less thar (from col. (
a									
<u>b</u>									
C									
d									
e	<u>.L</u>	, .,							226,813.
2 Capital gain net income or (net o	capital loss)	If gain, also enter If (loss), enter -0-	n Part I, line	7 7	}	2			226,813.
·		•		•	7	_			
3 Net short-term capital gain or (lo If gain, also enter in Part I, line 8		n sections 1222(5) an	10 (6):		٦١				
If (loss), enter -0- in Part I, line 8			-		 	3		N/A	
Part V Qualification I		ion 4940(e) for	Reduced	Tax on Net	Inve	stment In	come	-1, -1	
If section 4940(d)(2) applies, leave Was the foundation liable for the se If "Yes," the foundation does not qui Enter the appropriate amount in	ction 4942 tax o	on 4940(e). Do not co	mplete this pa	ırt.					Yes X No
(a)	reacti columni to		uctions before	making any entre					(d)
Base period years	A	(b) djusted qualifying dist	tributions	Net value of no	(C) Incharit	ahla-uca accat	.	Distrib	utión ratio
Calendar year (or tax year beginn	ing in)^			IVEC VALUE OF THE				(col. (b) alv	ided by col. (c))
2010			7,215. 0,010.			701,789			.437760
2009 2008			$\frac{0,010}{3,680}$.			345,692 325,803			.347159
2007			9,949.			$\frac{323,80}{502,84}$?-		.072682 .178880
2006			7,090.			$\frac{502,84}{649,364}$.072517
2000			1,000.			049,504	•	· · · · · ·	•012311
2 Total of line 1, column (d)							2		1.108998
3 Average distribution ratio for the	5-vear hase nei	rind - divide the total c	on line 2 hy 5	or by the number	of year	c	-		1.100990
the foundation has been in exist			on time 2 by 0,	or by the number	oi year	3	3		.221800
4 Enter the net value of noncharita	ıble-use assets f	or 2011 from Part X, I	line 5				4		732,796.
5 Multiply line 4 by line 3							5		162,534.
	454 45 .								
6 Enter 1% of net investment inco	ine (1% of Part	ı, IINE Z/D)					6		2,473.
7 Add lines 5 and 6							7		165,007.
8 Enter qualifying distributions fro	•						8		65,720.
If line 8 is equal to or greater that See the Part VI instructions.	ın line 7, check t	he box in Part VI, line	1b, and comp	lete that part usin	g a 1%	tax rate.			

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ALLOY FAMILY FOUNDATION, INC. Form 990-PF (2011) C/O STANLEY MARTIN COMPANIES, 20-3142787 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 | Image: and enter "N/A" on line 1. Date of ruling or determination letter: (attach copy of letter if necessary-see instructions) b Domestic foundations that meet the section 4940(e) requirements in Part V, check here and enter 1% 4,945. 1 of Part I, line 27b c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b). 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) 3 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-5 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 59. 8 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed 5,004. 9 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 Part VII-A | Statements Regarding Activities Yes No 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? X 1a X b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 1b If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities. c Did the foundation file Form 1120-POL for this year? X 1c d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: 0 . (2) On foundation managers. ▶ \$ (1) On the foundation. > \$ e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation 0. managers. > \$ 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? 2 Х If "Yes," attach a detailed description of the activities. 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or Х bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes 3 X 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? 4a N/A 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? X 5 If "Yes," attach the statement required by General Instruction T. 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: By language in the governing instrument, or By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? X 6 7 Did the foundation have at least \$5,000 in assets at any time during the year? X 7 If "Yes," complete Part II, col. (c), and Part XV. 8a Enter the states to which the foundation reports or with which it is registered (see instructions) MD b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation X 8b 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(1)(3) or 4942(1)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses 10

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ALLOY FAMILY FOUNDATION, INC. Form 990, PF (2011) C/O STANLEY MARTIN COMPANIES, INC. 20-3142787 Page 5 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 X section 512(b)(13)? If "Yes," attach schedule (see instructions) 11 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 13 13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A Telephone no. $\triangleright 703 - 964 - 5000$ 14 The books are in care of ► THE FOUNDATION Located at ▶11111 SUNSET HILLS ROAD, SUITE 200, RESTON, VA ZIP+4 **►**20190 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 No Yes 16 At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank. securities, or other financial account in a foreign country? 16 See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required No Yes File Form 4720 if any item is checked in the "Yes" column, unless an exception applies. 1a During the year did the foundation (either directly or indirectly): 🗌 Yes 🗓 No (1) Engage in the sale or exchange, or leasing of property with a disqualified person? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) Yes X No a disqualified person? Yes X No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (5) Transfer any income or assets to a disqualified person (or make any of either available Yes X No for the benefit or use of a disqualified person)? (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 Yes X No termination of government service, if terminating within 90 days.) b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations N/A section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 1b Organizations relying on a current notice regarding disaster assistance check here c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011? 1c 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 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 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. 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?

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3b

4a

N/A

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,

b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that

Form 4720, to determine if the foundation had excess business holdings in 2011)

had not been removed from jeopardy before the first day of the tax year beginning in 2011?

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?

ALLOY FAMILY FOUNDATION					
Form 990-PF (2014) C/O STANLEY MARTIN COMP			<u> 20-31427</u>	<u>87_</u>	Page 6
Part VII-B Statements Regarding Activities for Which	Form 4/20 May Be F	Requirea (contin	ued)		
5a During the year did the foundation pay or incur any amount to:					
(1) Carry on propaganda, or otherwise attempt to influence legislation (section of the control o		s X No			
(2) Influence the outcome of any specific public election (see section 4955);	or to carry on, directly or indire		- Teen		
any voter registration drive?	_		s X No		t
(3) Provide a grant to an individual for travel, study, or other similar purpose		Ye	s X No		1
(4) Provide a grant to an organization other than a charitable, etc., organizat	ion described in section				,
509(a)(1), (2), or (3), or section 4940(d)(2)?			s X No		
(5) Provide for any purpose other than religious, charitable, scientific, literar	y, or educational purposes, or f			ŀ	
the prevention of cruelty to children or animals?			s X No		ı
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify u	nder the exceptions described i	in Regulations			,
section 53.4945 or in a current notice regarding disaster assistance (see inst	ructions)?		N/A L	5b	
Organizations relying on a current notice regarding disaster assistance check	here			ļ	
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption	from the tax because it maintain	ined			ı
expenditure responsibility for the grant?	N	I/A 🔲 Ye	s No	ŀ	
If "Yes," attach the statement required by Regulations section 53 49	45-5(d).				
6a Did the foundation, during the year, receive any funds, directly or indirectly, t	o pay premiums on				. [
a personal benefit contract?			s X No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a	personal benefit contract?			6Ь	X
If "Yes" to 6b, file Form 8870.	•				<u> </u>
7a At any time during the tax year, was the foundation a party to a prohibited tax	shelter transaction?	☐ Ye	es X No		
b If "Yes," did the foundation receive any proceeds or have any net income attri			–	7b	<u> </u>
Information About Officers Directors True		nagers. Highly		·- <u>, </u>	
Part VIII Paid Employees, and Contractors					
1 List all officers, directors, trustees, foundation managers and their	r compensation.				
	(b) Title, and average	(c) Compensation	(d) Contributions to employee benefit plans and deferred	(e)	Expense
(a) Name and address	hours per week devoted to position	(If not paid, enter -0-)	and deferred compensation	acco	unt, other owances
MARTIN K. ALLOY	PRESIDENT/TRE		compensation	<u> </u>	
5610 WISCONSIN AVENUE, #20-B		TID OILLI			
CHEVY CHASE, MD 20815	1.00	0.	0.		0.
STEVEN B. ALLOY	VICE PRESIDEN		0.		<u>.</u>
1513 VICTORIA FARMS LANE	AICE EKROIDER	1			
	1.00	0.	0.		Λ
		U .	<u> </u>		<u> </u>
MARJORIE P. ALLOY	SECRETARY				
1513 VICTORIA FARMS LANE	1 00		_		0
VIENNA, VA 22182	1.00	0.	0.		0.
DARIS M. CLIFTON	_VICE PRESIDEN	ll.			
3825 GRIFFITH PLACE					•
ALEXANDRIA, VA 22304	1.00	0.	0.	L	<u> </u>
2 Compensation of five highest-paid employees (other than those in	1	enter "NONE."	(d) Contributions to	(2)	Evnanca
(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	acco allo	Expense unt, other owances
NONE					
	7				
	7				
	7				
				 	
	7				
	+	 - -			
· · · · · · · · · · · · · · · · · · ·	╡				
Total number of other employees paid over \$50,000	_1	ı	<u> </u>	1	0
ι σται παιπρεί οι οιποι επιρισγόσο μαιά σνεί φου,υσο					J

Total. Add lines 1 through 3

Form 990-PF (2011) Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.) Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes: 688,614. a Average monthly fair market value of securities 1a 55,341. b Average of monthly cash balances 1b c Fair market value of all other assets 1c 743,955. d Total (add lines 1a, b, and c) 1d e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e Acquisition indebtedness applicable to line 1 assets 743,955. 3 Subtract line 2 from line 1d 3 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) 11,159. 4 732,796. Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 5 Minimum investment return Enter 5% of line 5 36,640. Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain Part XI foreign organizations check here

and do not complete this part.) 36,640. Minimum investment return from Part X, line 6 Tax on investment income for 2011 from Part VI, line 5 4,945 Income tax for 2011. (This does not include the tax from Part VI.) 4,945. Add lines 2a and 2b 2c Distributable amount before adjustments. Subtract line 2c from line 1 3 31,695. 0. 4 Recoveries of amounts treated as qualifying distributions 695. 5 Add lines 3 and 4 5 0. Deduction from distributable amount (see instructions) 6 6 7 695. Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 Part XII Qualifying Distributions (see instructions) Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes: a Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26 65,720. 1a b Program-related investments - total from Part IX-B 1b Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes 2 2 Amounts set aside for specific charitable projects that satisfy the: a Suitability test (prior IRS approval required) 3a **b** Cash distribution test (attach the required schedule) 3b 65,720. Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 4 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b Adjusted qualifying distributions. Subtract line 5 from line 4 6 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

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4940(e) reduction of tax in those years.

ALLOY FAMILY FOUNDATION, INC. C/O STANLEY MARTIN COMPANIES, INC.

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Part XIII Undistributed Income (see instructions) (a) (b) (c) (d) 2010 Corpus Years prior to 2010 2011 1 Distributable amount for 2011 from Part XI. 31,695. line 7 2 Undistributed income, if any, as of the end of 2011 0 a Enter amount for 2010 only **b** Total for prior years: 0 3 Excess distributions carryover, if any, to 2011: a From 2006 16,130. 65,053. **b** From 2007 c From 2008 7,521. 103,273. **d** From 2009 277,292 e From 2010 469,269 f Total of lines 3a through e 4 Qualifying distributions for 2011 from Part XII, line 4: ►\$ 65,720 0 a Applied to 2010, but not more than line 2a b Applied to undistributed income of prior 0 years (Election required - see instructions) c Treated as distributions out of corpus 0 (Election required - see instructions) 31,695. d Applied to 2011 distributable amount 34,025 e Remaining amount distributed out of corpus 0. 0. Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a)) Enter the net total of each column as indicated below: 503,294 a Corpus Add lines 3f, 4c, and 4e Subtract line 5 b Prior years' undistributed income. Subtract 0 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 0. assessed d Subtract line 6c from line 6b. Taxable 0 amount - see instructions e Undistributed income for 2010. Subtract line 0 4a from line 2a. Taxable amount - see instr. f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must 0. be distributed in 2012 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2006 not applied on line 5 or line 7 16,130 Excess distributions carryover to 2012. 487,164. Subtract lines 7 and 8 from line 6a 10 Analysis of line 9: a Excess from 2007 65,053. b Excess from 2008 7,521 103,273 c Excess from 2009 277,292. d Excess from 2010 34,025 e Excess from 2011

ALLOY FAMILY FOUNDATION, INC. Form 990-PF (2011) C/O STANLEY MARTIN COMPANIES 20-3142787 Page 10 Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A 1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling 4942(J)(5) b Check box to indicate whether the foundation is a private operating foundation described in section 4942(i)(3) or Tax year Prior 3 years 2 a Enter the lesser of the adjusted net (a) 2011 (b) 2010 (c) 2009(d) 2008(e) Total 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 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets 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 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.) 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 8 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 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs: 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: MR. MARTIN K. ALLOY, 703-964-5000 11111 SUNSET HILLS ROAD, SUITE 200, RESTON, VA 20190 b The form in which applications should be submitted and information and materials they should include: LETTER EXPLAINING PURPOSE OF GRANT c Any submission deadlines: NO DEADLINES

Form **990-PF** (2011)

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

NO RESTRICTIONS OR LIMITATIONS ON AWARDS

Form 99Q-PF (2011) C/O STANLEY MARTIN COMPANIES, INC.

20-31**4**2787 Pa

Page 11

Supplementary Information (continued) Grants and Contributions Paid During the Year or Approved for Future Payment If recipient is an individual, Recipient Foundation Purpose of grant or show any relationship to Amount status of contribution any foundation manager Name and address (home or business) or substantial contributor recipient a Paid during the year CNEWA N/A PUBLIC CHARITY 1011 FIRST AVENUE NEW YORK, NY 10022 800. GENERAL PUBLIC CHARITY EDUCATION FLINT HILL SCHOOL N/A 3320 JERMANTOWN RD OAKTON VA 22124 12,500. HOMEAID NORTHERN VIRGINIA N/A PUBLIC CHARITY GENERAL 3901 CENTERVIEW DRIVE, STE E CHANTILLY VA 20151 1,000. JEWISH SOCIAL SERVICE AGENCY N/A PUBLIC CHARITY GENERAL 200 WOODHILL ROAD ROCKVILLE, MD 20850 5,000, SHELTER HOUSE PUBLIC CHARITY GENERAL N/A PO BOX 4081 FALLS CHURCH VA 22044 2 160. SEE CONTINUATION SHEET(S) Total ▶ 3a 62,360, **b** Approved for future payment NONE Total

Part XVI-A	Analysis of Inco	ome-Producing Activities

Inter gross amounts unless otherwise indicated.	Unrelate	ed business income	Excluded	d by section 512, 513, or 514	(e)
-	(a) Business	(b) Amount	(C) Exclu- sion	(d) Amount	Related or exempt function income
1 Program service revenue:	code		code	741104111	Tandadi indonio
a	_		 		
b					
<u> </u>	ı				· - -
d			+		
e			-		
g Fees and contracts from government agencies	_				·
Membership dues and assessments			1	······································	
3 Interest on savings and temporary cash			 		
investments			14	8.	
4 Dividends and interest from securities			14	23,809.	
5 Net rental income or (loss) from real estate:			 	23,003.	
a Debt-financed property			1 1		
b Not debt-financed property			1 1		
6 Net rental income or (loss) from personal	 				
			1		
property 7 Other investment income			+ +		
			1		-
8 Gain or (loss) from sales of assets other			18	<24,679.	
than inventory Net income or (loss) from special events		·	+ + + + + + + + + + + + + + + + + + + +	~24,073.	<u></u>
O Gross profit or (loss) from sales of inventory			+ +		
1 Other revenue:			+		
a b			+ +		
	1				
					
d	_		† †		
12 Subtotal. Add columns (b), (d), and (e)	_	0.	1 1	<862	> 0.
3 Total. Add line 12, columns (b), (d), and (e)	<u> </u>		-! 1	13	
See worksheet in line 13 instructions to verify calculations	1			· · · _	(002)
		P. 1. C.		<u> </u>	
Part XVI-B Relationship of Activitie	s to the Acc	omplishment of E	xempt	Purposes	
Line No. Explain below how each activity for which is	ncome is reported	ın column (e) of Part XVI-	A contribut	ed importantly to the accom	plishment of
the foundation's exempt purposes (other th					
		<u>. </u>			····
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		_		<u>.</u>	
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Doth the organization describ or indexity 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 policical organizations? Transfers from the reporting foundation to a noncharitable everify organization of. 13	Part 2	XVII			sfers To a	and Transactions a	and Relationsh	ips With Noncha	aritable		
the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? 1 Translates from the reporting foundation to a noncharitable exempt organization of: 1 Can be Other transactions: 1 Sales of assets from a noncharitable exempt organization 1 Sales of assets from a noncharitable exempt organization 1 Seles of assets from a noncharitable exempt organization 1 Seles of assets from a noncharitable exempt organization 1 Seles of assets from a noncharitable exempt organization 1 Seles of assets from a noncharitable exempt organization 1 Seles of assets from a noncharitable exempt organization 1 Seles of assets from a noncharitable exempt organization 1 Seles of assets from a noncharitable exempt organization 1 Seles of assets from a noncharitable exempt organization 1 Seles of assets from a noncharitable exempt organization 1 Seles of assets from a noncharitable exempt organization 1 Seles of assets from a noncharitable exempt organization 2 Seles of assets from a noncharitable exempt organization 3 Rental of facilities, equipment, making lists, clier assets, or park employees 2 Seles of assets from a noncharitable exempt organization (and the sale of the goods, other assets, or services year by the reporting foundation. If the foundation received less than four market value in any transaction of sharing arrangement, show in column (4) the value of the goods, other assets, or services received. 2 In the foundation directly or indeedly affiliated with, or related to, one or more tax-exempt organization of sharing arrangement, show in column (4) the value of the goods, other assets, or services received. 2 In Yes, complete the following schedule. 3 In Yes, complete the following schedule. (a) Name of organization (b) Type of organization (c) Description of relationship 1 In Yes, complete the following schedule. (c) Name of organization (d) Description of relationship 1 In Yes, complete the following schedule. (e) Description of relationship 1 In	4 0.4	44			-4 th - 4-11			- 504/-> -4		/oc	No.
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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 affiniated 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 52?? b if Yes," complete the following schedule. (a) Name of organization (b) Type of organization (c) Description of relationship N/A (b) Type of organization (c) Description of relationship N/A Sign Hore Preparet Signature of officer or frustee Preparet Signature Preparet Signature Preparet Signature Preparet Signature Primit sellin PFINI Firm's address ▶ 11200 ROCKVILLE PIKE, SUITE 415	(6)	Perfo	mance of services or me	mbership or fundra	ısıng solicitatio	ons			1b(6)		<u>X</u>
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Paid Preparer Use Only Print/Type preparer's name Print/Type preparer's name Preparer's signature Preparer's signature Preparer's signature Date Title Check if Self- employed self- employed Print's pame ► SNYDER COHN, PC Firm's address ► 11200 ROCKVILLE PIKE, SUITE 415	Sign	and be	iller, it is ude, correct, and cor	I Decid alloy of	Tepara (onia ma			re sh	turn with the j	orepare	¥
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Paid Preparer Use Only LAURAN I. PENN Firm's name ► SNYDER COHN, PC Firm's address ► 11200 ROCKVILLE PIKE, SUITE 415		Sign	ature of office or trustee	<u> </u>	,	Date	Title				_
Paid Preparer Use Only LAURAN I. PENN P00086898 Firm's name ► SNYDER COHN, PC Firm's address ► 11200 ROCKVILLE PIKE, SUITE 415			Print/Type preparer's na	ame	Preparer's s	ignature //	Date , ,	Check if PTIN			
Preparer Use Only Firm's name ► SNYDER COHN, PC/ Firm's address ► 11200 ROCKVILLE PIKE, SUITE 415						111 . Va.	11/2/12	self- employed			
Preparer Use Only Firm's name ► SNYDER COHN, PC/ Firm's address ► 11200 ROCKVILLE PIKE, SUITE 415	Paid		LAURAN I.	PENN	\ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \	WILLIAM	11/1/1/	PO	00868	98	
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Firm's address ► 11200 ROCKVILLE PIKE, SUITE 415	Use (Only			- 7					_	
		-	Firm's address ▶ 11	200 ROCKY	/ILLE P	IKE. SUITE 4	15				
							- -	Phone no. 301 -	652-6	70	0

. 20-3142787

Part XV **Supplementary Information** Grants and Contributions Paid During the Year (Continuation) If recipient is an individual, Foundation Purpose of grant or show any relationship to any foundation manager Amount status of contribution Name and address (home or business) recipient or substantial contributor THE JOEY PIZZANO MEMORIAL FUND N/A PUBLIC CHARITY GENERAL 1019 CAMERON STREET 500 ALEXANDRIA, VA 22314 UNIVERSITY OF PENNSYLVANIA N/A PUBLIC CHARITY 1 COLLEGE HALL, ROOM 116 EDUCATION 30,000. PHILADELPHIA, PA 19104 AUTISM SPEAKS PUBLIC CHARITY GENERAL N/A 1990 K ST., NW 2,300. WASHINGTON DC 20006 TEX LEE GOLF BENEFIT PUBLIC CHARITY GENERAL N/A 28 DONUT DRIVE 100. MARTINSBURG, WV 25405 PUBLIC CHARITY EDUCATION TULANE UNIVERSITY N/A 1555 POYDRAS STREET, SUITE 1000 NEW ORLEANS, LA 70112 500. ALL BLESSING INTERNATIONAL PUBLIC CHARITY GENERAL N/A 3808 S. GRIFFITH AVE. 2.500 OWENSBORO, KY 42301 JUNIOR ACHIEVEMENT N/A PUBLIC CHARITY GENERAL 1050 17TH STREET, NW, SUITE 750 WASHINGTON, DC 20036 5,000. Total from continuation sheets 40,900.

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

Department of the Treasury Internal Revenue Service

Name of the organization

Schedule of Contributors

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

OMB No 1545-0047

2011

Employer identification number

ALLOY FAMILY FOUNDATION, INC. C/O STANLEY MARTIN COMPANIES, INC. 20-3142787 Organization type (check one) Filers of: Section: 7 501(c)(Form 990 or 990-EZ) (enter number) organization 4947(a)(1) nonexempt charitable trust not treated as a private foundation 527 political organization X 501(c)(3) exempt private foundation Form 990-PF 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, chantable, 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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization
ALLOY FAMILY FOUNDATION, INC.
C/O STANLEY MARTIN COMPANIES.

Employer identification number

20-3142787

C/U S	TANLEI MARTIN COMPANIES, INC.		-3144/6/
Part I	Contributors (see instructions). Use duplicate copies of Part I if additional	al space is needed.	
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	STEVEN B. ALLOY 1513 VICTORIA FARMS LANE VIENNA, VA 22182	\$ <u>229,563.</u>	Person Payroll Noncash X (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
:		\$	Person Payroll Oncash Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Oncash (Complete Part II of there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

ALLOY FAMILY FOUNDATION, INC.

C/O STANLEY MARTIN COMPANIES, INC.

20-3142787

Part II	Noncash Property (see instructions). Use duplicate copies of Par	rt 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
<u>1</u>	VARIOUS SHARES OF COMMON STOCK		
		\$229,563.	12/02/11
(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
		 \$	

Page 4 Name of organization **Employer identification number** ALLOY FAMILY FOUNDATION, INC. C/O STANLEY MARTIN COMPANIES, INC.

Part III

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

\$\[\] \[\] Use duplicate copies of Part III if additional space is needed. (a) No. from (b) Purpose of gift (c) Use of gift (d) Description of how gift is held Part I (e) Transfer of gift Transferee's name, address, and ZIP + 4 Relationship of transferor to transferee (a) No. from (b) Purpose of gift (c) Use of gift (d) Description of how gift is held Part I (e) Transfer of gift Relationship of transferor to transferee Transferee's name, address, and ZIP + 4 (a) No. from (b) Purpose of gift (c) Use of gift (d) Description of how gift is held Part I (e) Transfer of gift Transferee's name, address, and ZIP + 4 Relationship of transferor to transferee (a) No. from (b) Purpose of gift (c) Use of gift (d) Description of how gift is held Part I (e) Transfer of gift Transferee's name, address, and ZIP + 4 Relationship of transferor to transferee

C/O STANLEY MARTIN COMPANIES. 20-3142787 PAGE Part IV | Capital Gains and Losses for Tax on Investment Income (b) How acquired P - Purchase D - Donation (c) Date acquired (mo., day, yr.) (a) List and describe the kind(s) of property sold, e.g., real estate, (d) Date sold 2-story brick warehouse; or common stock, 200 shs. MLC Co. (mo., day, yr.) 6250 SHARES BARCLAYS BANK ADR SERIES 5 07/07/1004/09/12 b 870 SHARES ISHARES TR S&P 500 INDEX 01/18/0704/09/12 c 1125 SHARES ISHARES TRUST MSCI EAFE INDEX FUND P 01/25/0804/09/12 d 790 SHARES ISHARES TRUST RUSSELL 2000 INDEX FUND P 01/25/08|04/09/12 305 SHARES ISHARES TRUST S&P 500 INDEX FD P 01/25/08|11/16/11 1 6640 SHARES WELLS FARGO FUND TR ADVANTAGE HIGH IN P 10/12/1004/04/12 g 2328 SHARES VANGUARD SHORT TERM INVETSMENT GRADE P 12/17/1004/05/12 P 05/11/1104/09/12 h 1000 SHARES JOHNSON CONTROLS INC 1 2900 SHARES POWERSHARES EXCHNAGE P 05/11/1104/09/12 290 SHARES APTARGROUP INC. D 12/02/11/12/02/11 k 525 SHARES ARROW ELECTRONICS INC D 12/02/1112/02/11 121 SHARES BG GROUP PLC ADR NEW D 12/02/11|12/02/11 m 80 SHARES CANADIAN NATL RAILWAY CO D 12/02/1112/02/11 n 805 SHARES CEPHEID INC D 12/02/1112/02/11 o 200 SHARES DRESSER RAND GROUP 12/02/1112/02/11 D (f) Depreciation allowed (g) Cost or other basis (h) Gain or (loss) (e) Gross sales price (or allowable) plus expense of sale (e) plus (f) minus (g) 159,258, 50,000. 109,258. a 96,672. 124,393. <27,721.> b 59,117. 81,770 <22,653.> 63,128. d 59,825. 3,303. 64,415. 40,640. 23,775. е 50,000. 133. 49,867. 25,000. 25,070 <70.> 31,109. 38,930. <7.821.> h 84,011. 79,315. 4,696. 14,739. 4,081. 10,658. 6,634. 19,666. 13,032. 8,921. 12,802. 3,881. 3,335. 6,165 2,830. m 27,821 7,576 n 20,245. 10,798. 3,075. 7.723. 0 Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 (I) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), (i) Adjusted basis (k) Excess of col. (i) (i) F.M.V. as of 12/31/69 but not less than "-0-") as of 12/31/69 over col. (j), if any 109,258. a <27,721.> b <22,653.> C 3,303. d 23,775. е 133. <70.> <7,821.> 4,696. 10,658. 13,032. 8,921. 3,335. m 20,245. n 7,723. { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 } 2 Capital gain net income or (net capital loss) 2

If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8

123591 05-01-11

Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

Part IV Capital Gains and Lo	sses for Tax on Investment Income	20 311		<u> </u>
(a) List and	describe the kind(s) of property solution describe the kind(s) of property solution (s) describes the kind(s) of property solution (s) describes the kind(s) of property solution (s) describes the kind(s) of property solution (s) describes the kind(s) of property solution (s) describes the kind(s) of property solution (s) describes the kind(s) of property solution (s) describes the kind(s) of property solution (s) describes the kind(s) of property solution (s) describes the kind(s) of property solution (s) describes the kind(s) describes the kin		(b) How acquired P - Purchase D - Donation	(c) Date acquired (d) Date sold (mo., day, yr.)
1a 220 SHARES FAM	ILY DOLLAR STORE	SINC	D	12/02/1112/02/11
b 230 SHARES IPC	THE HOSPITALIST		D	12/02/1112/02/11
c 374 SHARES MAX	IMUS INC		D	12/02/1112/02/11
d 402 SHARES NEO	GEN CORP		D	12/02/1112/02/11
e 140 SHARES NOV	O NORDISK AS ADR		D	12/02/1112/02/11
f 245 SHARES PET	SMART INC		D	12/02/1112/02/11
g 773 SHARES ROL	LINS INC		D	12/02/1112/02/11
h 328 SHARES TEL	EFONICA S A SPON	S ADR	D	12/02/1112/02/11
1 280 SHARES ULT	IMATE SFTWARE GR	PINC	D	12/02/11/12/02/11
1 380 SHARES UNI	TED NATURAL FOOD	S	D	12/02/11/12/02/11
k 155 SHARES CAN	<u>ADIAN NATURAL RE</u>	SOURCES LIMITED	P	04/09/1204/12/12
275 SHARES ITA	U UNIBANCO HOLDI	NG SA SPONSORED A	DR P	04/09/1206/05/12
m 260 SHARES HEW	LETT-PACKARD COM	PANY	P	04/09/1205/22/12
	NEY J C COMPANY	INC	P	04/09/1205/02/12
o 270 SHARES SYS	CO CORP		P	04/09/1205/04/12
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale) Gain or (loss) llus (f) minus (g)
a 12,947.		3,778.		9,169.
b 10,744.		4,331.		6,413.
c 15,562.		6,445.		9,117.
d 14,230.		6,268.		7,962.
e 15,705.		5,431.		10,274.
f 11,988.		5,067.		6,921.
g 17,099.		7,602.		9,497.
h 6,096.		2,865.		3,231.
18,115.		7,915.		10,200.
14,308.		6,167.		8,141.
k 4,918.		4,943.		<25.>
1,589.		2,057.		<468.>
m 5,645.		6,027.		<382.>
n 6,019.		5,771.		248.
<u>o</u> 7,571.		7,870.		<u> </u>
Complete only for assets showing	ng gain in column (h) and owned by	the foundation on 12/31/69		sses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	Gains (excess of but n	of col. (h) gain over col. (k), ot less than "-0-")
<u>a</u>	· · · · · · · · · · · · · · · · · · ·			9,169.
b	·		<u> </u>	6,413.
С				9,117.
d				7,962.
e				10,274.
<u>f</u>	_			6,921.
9				9,497.
<u>h</u>				3,231.
<u> </u>				10,200.
J				8,141.
<u>k</u>				<u> </u>
1				<u> </u>
m				<u> </u>
n				248.
0	<u> </u>			<u> </u>
2 Capital gain net income or (net ca	· / (1033), chick -0	, I	2	226,813.
Net short-term capital gain or (los if gain, also enter in Part I, line 8,	column (c).	· · ·		/-
If (loss), enter "-0-" in Part I, line I	5		3	N/A

FORM 99	0-PF 0	GAIN OR (LOSS) F	FROM SALE	OF Z	ASSETS	STA	TEMENT 1
DESCRIP	(A) TION OF PROPERTY	7			MANNER CQUIRED	DATE ACQUIRED	DATE SOLD
6250 SH	ARES BARCLAYS BA	— ANK ADR SERIES 5	5 (B)	PUI	RCHASED	07/07/10	04/09/12
	(B)	(C)	(D)		(E)		(F)
	GROSS SALES PRICE	COST OR OTHER BASIS	EXPENSE SALE	OF	DEPRE	C. GAIN	OR LOSS
	159,258.	155,875.		0.		0.	3,383.
	(A) TION OF PROPERTY RES ISHARES TR S	<u> </u>		A -	MANNER CQUIRED RCHASED	DATE ACQUIRED 01/18/07	-
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE SALE	OF	(E)	C. GAIN	(F)
	96,672.	124,393.		0.		0.	<27,721.
DESCRIP	(A) TION OF PROPERTY	7			MANNER CQUIRED	DATE ACQUIRED	DATE SOLD
1125 SH FUND	ARES ISHARES TRU	 JST MSCI EAFE IN	IDEX	PUI	RCHASED	01/25/08	04/09/12
	(B)	(C)	(D)		(E)		(F)
	GROSS SALES PRICE	COST OR OTHER BASIS	EXPENSE SALE	OF	DEPRE	C. GAIN	OR LOSS
	59,117.	81,770.		0.	· · · · · · · · · · · · · · · · · · ·	0.	<22,653.

DESCRIP	(A) TION OF PROPERTY				IANNER QUIRED	DATE ACQUIRED	DATE SOLD
790 SHA	RES ISHARES TRUS	T RUSSELL 2000	INDEX	PUR	CHASED	01/25/08	04/09/12
	(B)	(C)	(D)		(E)		(F)
	GROSS SALES PRICE	COST OR OTHER BASIS	EXPENSE SALE	OF	DEPRE	C. GAI	OR LOSS
	63,128.	59,825.		0.		0.	3,303.
DESCRIP	(A) TION OF PROPERTY				IANNER QUIRED	DATE ACQUIRED	DATE SOLD
305 SHA	RES ISHARES TRUS	— T S&P 500 INDEX	FD	PUR	CHASED	01/25/08	11/16/11
	(B)	(C)	(D)		(E)		(F)
	GROSS SALES PRICE	COST OR OTHER BASIS	EXPENSE SALE	OF	DEPRE	C. GAII	OR LOSS
-	64,415.	40,640.		0.		0.	23,775.
6640 SH	(A) TION OF PROPERTY ARES WELLS FARGO	_	'AGE	AC	IANNER QUIRED CHASED	DATE ACQUIRED 10/12/10	DATE SOLD 04/04/12
HIGH IN	(B) GROSS	(C) COST OR	(D) EXPENSE	OF	(E)		(F)
	SALES PRICE	OTHER BASIS	SALE	Or	DEPRE	C. GAI	OR LOSS
	50,000.	49,867.		0.		. 0.	133.
DESCRIP	(A) TION OF PROPERTY				IANNER QUIRED	DATE ACQUIRED	DATE SOLD
2328 SH GRADE F	ARES VANGUARD SH UND	ORT TERM INVETS	MENT	PUR	CHASED	12/17/10	04/05/12
	(B)	(C)	(D)		(E)		(F)
	GROSS SALES PRICE	COST OR OTHER BASIS	EXPENSE SALE	OF	DEPRE	C. GAI	OR LOSS

(A) DESCRIPTION OF PROPERTY				MANNER CQUIRED	DATE ACQUIRED	DATE SOLD
1000 SHARES JOHNSON CON	TROLS INC		PUI	RCHASED	05/11/11	04/09/12
(B) GROSS	(C) COST OR	(D) EXPENSE	OF	(E)		(F)
SALES PRICE	OTHER BASIS	SALE	-	DEPRE	C. GAI	N OR LOSS
31,109.	38,930.		0.		0.	<7,821.>
(A) DESCRIPTION OF PROPERTY				MANNER CQUIRED	DATE ACQUIRED	DATE SOLD
2900 SHARES POWERSHARES	EXCHNAGE		PUI	RCHASED	05/11/11	04/09/12
(B) GROSS	(C) COST OR	(D) EXPENSE	OF	(E)		(F)
SALES PRICE	OTHER BASIS	SALE		DEPRE	C. GAI	N OR LOSS
84,011.	79,315.		0.		0.	4,696.
(A) DESCRIPTION OF PROPERTY 290 SHARES APTARGROUP I	_		A(AANNER CQUIRED ONATED	DATE ACQUIRED 12/02/11	
(B)	(C)	(D)		(E)		(F)
GROSS SALES PRICE	VALUE AT TIME OF ACQ.	EXPENSE SALE	OF	DEPRE	C. GAI	N OR LOSS
14,739.	14,815.		0.	·	0.	<76.
(A) DESCRIPTION OF PROPERTY				MANNER CQUIRED	DATE ACQUIRED	DATE SOLD
525 SHARES ARROW ELECTR	ONICS INC		DO	NATED	12/02/11	12/02/11
(B) GROSS	(C) VALUE AT	(D) EXPENSE	OF	(E)		(F)
SALES PRICE	TIME OF ACQ.	SALE	Or	DEPRE	C. GAI	N OR LOSS
19,666.	19,580.		0.		0.	86.

(A) DESCRIPTION OF PROPERT	Y			MANNER CQUIRED	DATE ACQUIRED	DATE SOLD
121 SHARES BG GROUP PL	C ADR NEW		DC	ONATED	12/02/11	12/02/11
(B) GROSS	(C) VALUE AT	(D) EXPENSE	OF	(E)		(F)
SALES PRICE	TIME OF ACQ.	SALE		DEPRE	GAIN	OR LOSS
12,802.	12,909.		0.		0.	<107.>
(A) DESCRIPTION OF PROPERT	Y			MANNER CQUIRED	DATE ACQUIRED	DATE SOLD
80 SHARES CANADIAN NAT	L RAILWAY CO		DO	ONATED	12/02/11	12/02/11
(B) GROSS	(C) VALUE AT	(D) EXPENSE	OF	(E)		(F)
SALES PRICE	TIME OF ACQ.	SALE		DEPRE	GAIN	OR LOSS
6,165.	6,203.		0.		0.	<38.>
(A) DESCRIPTION OF PROPERT	Y			MANNER CQUIRED	DATE ACQUIRED	DATE SOLD
805 SHARES CEPHEID INC			DO	NATED	12/02/11	12/02/11
(B) GROSS	(C) VALUE AT	(D) EXPENSE	ΟF	(E)		(F)
SALES PRICE	TIME OF ACQ.	SALE	Or	DEPRE	C. GAIN	OR LOSS
27,821.	27,752.		0.		0.	69.
(A) DESCRIPTION OF PROPERT	Y		_	MANNER CQUIRED	DATE ACQUIRED	DATE SOLD
200 SHARES DRESSER RAN	— D GROUP		DO	ONATED	12/02/11	12/02/11
(B)	(C)	(D)	0.7	(E)		(F)
GROSS SALES PRICE	VALUE AT TIME OF ACQ.	EXPENSE SALE	OF.	DEPRE	C. GAIN	OR LOSS
10,798.	10,734.		0.		0.	64.

(A) DESCRIPTION OF PROPERTY				IANNER CQUIRED	DATE ACQUIRE	ED DATE SOLD
220 SHARES FAMILY DOLLA	- R STORES INC		DC	NATED	12/02/1	11 12/02/11
(B) GROSS	(C) VALUE AT	(D) EXPENSE	OF	(E)		(F)
SALES PRICE	TIME OF ACQ.	SALE		DEPRE	C. G	AIN OR LOSS
12,947.	13,013.		0.		0.	<66.>
(A) DESCRIPTION OF PROPERTY				IANNER CQUIRED	DATE ACQUIRE	ED DATE SOLD
230 SHARES IPC THE HOSP	 ITALIST		DC	NATED	12/02/1	11 12/02/11
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE SALE	OF	(E) DEPRE		(F) AIN OR LOSS
10,744.	10,825.		0.		0.	<81.>
(A) DESCRIPTION OF PROPERTY				ANNER CQUIRED	DATE ACQUIRE	ED DATE SOLD
374 SHARES MAXIMUS INC			DC	NATED	12/02/1	11 12/02/11
(B) GROSS	(C) VALUE AT	(D) EXPENSE	OF	(E)		(F)
SALES PRICE	TIME OF ACQ.	SALE		DEPRE	C. GA	AIN OR LOSS
15,562.	15,674.		0.		0.	<112.>
(A) DESCRIPTION OF PROPERTY			_	ANNER CQUIRED	DATE ACQUIRE	ED DATE SOLD
402 SHARES NEOGEN CORP	_		DC	NATED	12/02/1	11 12/02/11
(B) GROSS	(C) VALUE AT	(D) EXPENSE	OF	(E)		(F)
SALES PRICE	TIME OF ACQ.	SALE		DEPRE	G. GA	AIN OR LOSS
14,230.	14,426.		0.		0.	<196.>

(A) DESCRIPTION OF PROPERTY				ANNER QUIRED	DATE ACQUIRED	DATE SOLD
140 SHARES NOVO NORDISK	AS ADR		DC	NATED	12/02/11	12/02/11
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE SALE	OF	(E) DEPRE		(F) N OR LOSS
15,705.	15,789.		0.		0.	<84.>
(A) DESCRIPTION OF PROPERTY				ANNER QUIRED	DATE ACQUIRED	DATE SOLD
245 SHARES PETSMART INC	_		DO	NATED	12/02/11	12/02/11
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE SALE	OF	(E) DEPRE		(F) N OR LOSS
11,988.	11,905.		0.		0.	83.
(A) DESCRIPTION OF PROPERTY				ANNER QUIRED	DATE ACQUIRED	DATE SOLD
773 SHARES ROLLINS INC	-		DO	NATED	12/02/11	12/02/11
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE SALE	OF	(E) DEPRE		(F) N OR LOSS
17,099.	17,168.		0.		0.	<69.>
(A) DESCRIPTION OF PROPERTY				ANNER QUIRED	DATE ACQUIRED	DATE SOLD
328 SHARES TELEFONICA S	A SPONS ADR		DO	NATED	12/02/11	12/02/11
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE SALE	OF	(E) DEPRE		(F) N OR LOSS
6,096.	6,152.		0.		0.	<56.>

(A) DESCRIPTION OF	PROPERTY				MANNER CQUIRED		TE IRED	DATE SOLD
280 SHARES ULTI	MATE SFT	WARE GRP INC		DO	ONATED	12/0	2/11	12/02/11
(E GRO	•	(C) VALUE AT	(D) EXPENSE	OF	(E)			(F)
SALES		TIME OF ACQ.	SALE		DEPRE	c.	GAIN	OR LOSS
	18,115.	18,161.		0.		0.		<46.>
(A) DESCRIPTION OF	PROPERTY				MANNER CQUIRED	DA ACQU	TE IRED	DATE SOLD
380 SHARES UNIT	ED NATUR	AL FOODS		DO	ONATED	12/0	2/11	12/02/11
(B	•	(C)	(D)	^-	(E)			(F)
GRO SALES		VALUE AT TIME OF ACQ.	EXPENSE SALE	OF	DEPRE	c.	GAIN	OR LOSS
	14,308.	14,457.		0.		0.		<149.>
(A) DESCRIPTION OF	PROPERTY				MANNER CQUIRED	DA ACQU	TE IRED	DATE SOLD
155 SHARES CANA	DIAN NAT	URAL RESOURCES	LIMITED	PUI	RCHASED	04/0	9/12	04/12/12
(B GRO SALES	SS	(C) COST OR OTHER BASIS	(D) EXPENSE SALE	OF	(E) DEPRE	C	CATN	(F)
	4,918.	4,943.		0.		0.	Onin	<25.>
(A) DESCRIPTION OF	PROPERTY				MANNER CQUIRED	DA ACQU		DATE SOLD
275 SHARES ITAU ADR	UNIBANC	O HOLDING SA SI	PONSORED	PUF	RCHASED	04/0	9/12	06/05/12
(B	-	(C)	(D)		(E)			(F)
GRO SALES	SS PRICE	COST OR OTHER BASIS	EXPENSE SALE	OF	DEPRE	c.	GAIN	OR LOSS
	1,589.	2,057.		0.		0.		<468.>

DESCRIP	(A) TION OF PROPERTY	7			MANNER CQUIRED	DA' ACQU		DATE SC)LD
260 SHA	RES HEWLETT-PACK	 CARD COMPANY		PUI	RCHASED	04/0	9/12	05/22/	12
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE SALE	OF	(E) DEPRE	c.	GAIN	(F)	;
	5,645.	6,027.	-	0.		0.		<38	
DESCRIP	(A) TION OF PROPERTY				MANNER CQUIRED	DA'		DATE SC	DLD
170 SHA	RES PENNEY J C C	OMPANY INC		PUI	RCHASED	04/0	9/12	05/02/	12
	(B) GROSS	(C) COST OR	(D) EXPENSE	OF	(E)			(F)	
	SALES PRICE	OTHER BASIS	SALE		DEPRE	c. ——-	GAIN	OR LOSS	; —
	6,019.	5,771.		0.		0.		24	8.
DESCRIP	(A) TION OF PROPERTY				MANNER CQUIRED	DA'		DATE SO	LD
270 SHA	RES SYSCO CORP	_		PU	RCHASED	04/0	9/12	05/04/	12
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE SALE	OF	(E) DEPRE	c.	GAIN	(F)	ł
•	7,571.	7,870.		0.		0.		<29	
CAPITAL	GAINS DIVIDENDS	FROM PART IV							0.
TOTAL T	O FORM 990-PF, P	ART I, LINE 6A				-		<24,67	9.>
FORM 99	0-PF INTEREST O	N SAVINGS AND T	EMPORARY	CASI	INVEST	MENTS	STA	TEMENT	2
SOURCE								AMOUNT	
INTERNA	L REVENUE SERVIC	E							8.
TOTAL T	O FORM 990-PF, P	ART I, LINE 3,	COLUMN A						8.

FORM 990-PF DIVIDENT	OS AND	INTER	EST FRO	M SECUI	RITIES	STATEMENT	3
SOURCE		GROSS	AMOUNT		ITAL GAINS IVIDENDS	COLUMN (A AMOUNT)
BAIRD DIVIDENDS BAIRD INTEREST	_		23,798		0.	23,7	98. 11.
TOTAL TO FM 990-PF, PART I, I	_n 4 =		23,809).	0.	23,80	09.
FORM 990-PF	AC	COUNTI	NG FEES	5		STATEMENT	4
DESCRIPTION	EXPE	A) NSES BOOKS	NET IN	3) IVEST- INCOME	(C) ADJUSTED NET INCOM		
ACCOUNTING FEES	:	2,700.		1,350.		1,35	
TO FORM 990-PF, PG 1, LN 16B	;	2,700.		1,350.		1,3	50.
FORM 990-PF		TAX	ES			STATEMENT	5
DESCRIPTION	EXPE	A) NSES BOOKS		3) IVEST- INCOME	(C) ADJUSTED NET INCOM		
FOREIGN TAXES FEDERAL EXCISE TAXES	:	101. 2,351.		50. 0.		51 0	
TO FORM 990-PF, PG 1, LN 18 =		2,452.		50.			51.
FORM 990-PF	O'	THER E	XPENSES	3		STATEMENT	6
DESCRIPTION	EXPE	A) NSES BOOKS	(H NET IN MENT I	WEST-	(C) ADJUSTED NET INCOM		
INVESTMENT FEES		3,918.		1,959.		1,9	 59.

FORM 990-PF CORPORATE STOCK		STATEMENT	7
DESCRIPTION	BOOK VALUE	FAIR MARKET	r
BAIRD SECURITIES	775,392.	768,23	32.
TOTAL TO FORM 990-PF, PART II, LINE 10B	775,392.	768,23	32.
FORM 990-PF PART XV - LINE 1A LIST OF FOUNDATION MANAGE	GERS	STATEMENT	8

NAME OF MANAGER

MARTIN K. ALLOY STEVEN B. ALLOY