Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

For calendar year 2011, or tax year beginning 07-01-2011 , and ending 06-30-2012

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

Name of foundation
Commonweal Foundation Inc

A Employer identification number
23-7000192

Number and street (or P O box number if mail is not delivered to street address) 10770 Columbia Pike No 150 | Room/suite

B Telephone number (see page 10 of the instructions)
(240) 450-0000

City or town, state, and ZIP code
Silver Spring, MD 20901

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 ▶ ☐

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, col. (c), line 16)* ▶$ 187,647,573

J Accounting method ☐ Cash ☑ Accrual ☐ Other (specify)
(Part I, column (d) must be on cash basis.)

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 page 11 of the instructions))

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	75,267,574			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	2,825	2,825	2,825	
	4	Dividends and interest from securities	4,077,976	4,077,976	4,077,976	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	5,569,732			
	b	Gross sales price for all assets on line 6a 25,999,000				
	7	Capital gain net income (from Part IV, line 2)		19,154,062		
	8	Net short-term capital gain			448,846	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	84,257	84,257	84,257	
	12	**Total.** Add lines 1 through 11	85,002,364	23,319,120	4,613,904	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	599,470	50,955	50,955	548,513
	14	Other employee salaries and wages	2,608,211	25,935	25,935	2,569,619
	15	Pension plans, employee benefits	588,857	16,933	16,933	589,938
	16a	Legal fees (attach schedule)	24,244	0	0	16,288
	b	Accounting fees (attach schedule)	87,034	0	0	85,555
	c	Other professional fees (attach schedule)	339,075	9,841	9,841	347,524
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions)	2,318,125	0	0	515,000
	19	Depreciation (attach schedule) and depletion	55,385	0	0	
	20	Occupancy	235,440	0	0	96,877
	21	Travel, conferences, and meetings	227,747	29	29	224,811
	22	Printing and publications	12,471	0	0	12,791
	23	Other expenses (attach schedule)	3,721,440	90,618	90,618	3,068,698
	24	**Total operating and administrative expenses.** Add lines 13 through 23	10,817,499	194,311	194,311	8,075,614
	25	Contributions, gifts, grants paid	6,637,987			2,251,169
	26	**Total expenses and disbursements.** Add lines 24 and 25	17,455,486	194,311	194,311	10,326,783
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	67,546,878			
	b	**Net investment income** (if negative, enter -0-)		23,124,809		
	c	**Adjusted net income** (if negative, enter -0-)			4,419,593	

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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets				
1	Cash—non-interest-bearing	1,959,107	428,203	428,203
2	Savings and temporary cash investments	15,150,662	25,798,148	25,798,148
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 page 15 of the instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges	83,779	122,325	122,325
10a	Investments—U S and state government obligations (attach schedule)	4,878,411	8,297,356	8,297,356
b	Investments—corporate stock (attach schedule)	6,672,000	97,568,955	97,568,955
c	Investments—corporate bonds (attach schedule)	24,392,525	24,191,320	24,191,320
11	Investments—land, buildings, and equipment basis ▶ 958,009			
	Less accumulated depreciation (attach schedule) ▶ 83,952	874,057	874,057	874,057
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	31,333,613	29,345,192	29,345,192
14	Land, buildings, and equipment basis ▶ 556,967			
	Less accumulated depreciation (attach schedule) ▶ 306,506	85,072	250,461	250,461
15	Other assets (describe ▶)	322,242	771,556	771,556
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	85,751,468	187,647,573	187,647,573
Liabilities				
17	Accounts payable and accrued expenses	1,040,083	1,623,045	
18	Grants payable	1,690,243	6,077,061	
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)	11,053	1,854,177	
23	**Total liabilities** (add lines 17 through 22)	2,741,379	9,554,283	
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ▶ ☑ and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted	83,010,089	102,624,293	
25	Temporarily restricted		65,468,997	
26	Permanently restricted		10,000,000	
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see page 17 of the instructions)	83,010,089	178,093,290	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	85,751,468	187,647,573	

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	83,010,089
2	Enter amount from Part I, line 27a	2	67,546,878
3	Other increases not included in line 2 (itemize) ▶	3	27,536,323
4	Add lines 1, 2, and 3	4	178,093,290
5	Decreases not included in line 2 (itemize) ▶	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	178,093,290

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a	Publicly Traded Securities	P		2011-12-31
b	500000 Shs Choice Hotels, Inc	D		
c	Short-Term Gain-Allen Global Ptnrs K-1	P		
d	Short-Term Gain-Allen Global Ptnrs K-1	P		
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	7,263,357		7,029,209	234,148
b	18,735,643		173,670	18,561,973
c				214,698
d				143,243
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				234,148
b				18,561,973
c				214,698
d				143,243
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	19,154,062
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 pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8	3	448,846

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 page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	9,031,105	85,297,944	0 105877
2009	10,518,515	84,356,533	0 124691
2008	11,952,232	87,130,579	0 137176
2007	9,984,307	90,490,722	0 110335
2006	7,614,006	90,351,480	0 084271

2	**Total** of line 1, column (d).	2	0 562350
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 112470
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	163,528,737
5	Multiply line 4 by line 3.	5	18,392,077
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	231,248
7	Add lines 5 and 6.	7	18,623,325
8	Enter qualifying distributions from Part XII, line 4.	8	10,547,557

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 on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	462,496
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-)			2	0
3	Add lines 1 and 2			3	462,496
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	462,496
6	Credits/Payments				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	482,909		
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	482,909
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	20,413
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 20,413	**Refunded** ▶		11	0

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?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*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?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ DC, 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*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9	Yes	
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

Part VII-A Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶www cweal org

14 The books are in care of ▶The Foundation Telephone no ▶(240) 450-0000

Located at ▶10770 Columbia Pike Ste 150 Silver Spring MD ZIP +4 ▶20901

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 |

			Yes	No
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		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? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☑ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☑ Yes ☐ 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)? ☐ Yes ☑ 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). ☐ Yes ☑ 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 page 20 of the instructions)?	1b		No
	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		No
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? ☐ Yes ☑ 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 page 20 of the instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☑ Yes ☐ 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.)*	3b		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		No

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 page 22 of the 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 page 22 of the instructions)?	**5b**		No
	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? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**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 page 22 of the 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
See Additional Data Table				

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the 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
Katarzyna Hlavaty 10770 Columbia Pike Silver Spring, MD 20901	Controller 40 00	117,559	17,482	0
Jane Parra 10770 Columbia Pike Silver Spring, MD 20901	Program Dir 40 00	126,960	6,830	0
Christopher Thorn 10770 Columbia Pike Silver Spring, MD 20901	IT Director 40 00	120,791	10,964	0
Lisa Cooksey 10770 Columbia Pike Silver Spring, MD 20901	Dir of Infor, 32 00	105,230	9,994	0
Virginia Gentilcore 10770 Columbia Pike Silver Spring, MD 20901	Program Dir 40 00	87,900	2,280	0
Total number of other employees paid over $50,000 ▶				13

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 page 23 of the instructions). If none, enter "NONE".

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
Chesapeake Coalition of Essential Sch PO Box 350 North East, MD 21901	Consulting	99,544
Trellon LLC CO Howard Park 1249 South Carolina Ave SE Washington, DC 20003	Database Systems	90,020
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 Under the Pathways to Success umbrella, the Boarding and Day School Programs (BDSP) consist of Student Support Services (SSS), School Enhancement Program (SEP), Seventh-day Adventist Initiative (SDAI) SSS offers comprehensive direct services to BDSP scholars and the partner school community focused on the following core areas scholarship, academic preparation and enrichment, civic and social engagement, career and workforce readiness, and mental health wellness BDSP personnel visit the students at their schools, review the students' academic progress, and monitor the students' participation in employment or community service programs Award amounts are determined on a case-by-case basis and could not exceed $6,500 Funds are distributed directly to the schools A student's family must have an adjusted gross income equal to or less than the Foundation's income guidelines For the year ended June 30 2012, 745 studenents were awarded financial assistance under SSS	3,683,931
2 Some BDSP partner schools do not have systems and faculty in place to meet the Foundation's requirements to provide appropriate services to BDSP scholars The Foundation offers School Enhancement Program (SEP) service contracts to help the partner schools fully implement Commonweal's BDSP The purpose of the SEP is to provide qualifying BDSP partner schools training and technical assistance that equip the partner schools with the knowledge, skills and processes to improve student achievement Since student achievement is closely linked to college and workforce readiness, the SEP Continuous School Improvement (CSI) is the Foundation's evidenced-based program model centered on building the capacity of partner schools to develop a vision with which to align all of their processes and continuously use data to evaluate whether the partner schools' instruction, curriculum, assessment and school processes improve learning outcomes for all students	753,440
3 Seventh-day Adventist Initiative (SDAI) offers comprehensive support to Seventh-day-Adventist schools to build their organizational effectiveness in the areas of board governance, leadership, instruction and curriculum, and, infrastructure and finance Support for SDAI is provided through grants, service contracts, and direct technical assistance provided by Foundation staff	689,424
4 Also operating under the Pathways to Success umbrella, After School Programs (ASP) offer direct services to children living in underserved communities within the Washington, DC Metropolitan area Two programs operate under ASP 1) Learning Support Program (LSP) learning specialists provide tutoring in reading, writing and study skills to students in grades 1-12 with learning differences and/or Attention Deficit Hyperactivity Disorder (ADHD) Students attend tutoring and summer remediation 2 to 5 times/week in neighborhood libraries, schools, or community programs 2) Partners-in-Learning Program (PINL) provides supplemental instruction in phonics, reading comprehension, and writing at collaborating school and community sites to children in K-12 who are in jeopardy of academic failure PINL groups average 4 children, and meet 2 to 4 times/week For the year ended June 30, 2012, 513 and 394 students were assisted through LSP and PINL, respectively	2,102,949

Part IX-B **Summary of Program-Related Investments** (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3.	0

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	125,188,992
b	Average of monthly cash balances	1b	15,339,111
c	Fair market value of all other assets (see page 24 of the instructions)	1c	25,490,919
d	**Total** (add lines 1a, b, and c)	1d	166,019,022
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 7,194,583		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	166,019,022
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	2,490,285
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	163,528,737
6	**Minimum investment return.** Enter 5% of line 5	6	8,176,437

Part XI **Distributable Amount** (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☑ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	
2a	Tax on investment income for 2011 from Part VI, line 5 — 2a		
b	Income tax for 2011 (This does not include the tax from Part VI) — 2b		
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments Subtract line 2c from line 1	3	
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	

Part XII **Qualifying Distributions** (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	10,326,783
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	220,774
3	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	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	10,547,557
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 page 26 of the instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	10,547,557

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

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.				
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2011				
a From 2006.				
b From 2007.				
c From 2008.				
d From 2009.				
e From 2010.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ ___________				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .				
d Applied to 2011 distributable amount.				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . .				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2007. . . .				
b Excess from 2008. . . .				
c Excess from 2009. . . .				
d Excess from 2010. . . .				
e Excess from 2011. . . .				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling. . . . . . . ▶

b Check box to indicate whether the organization is a private operating foundation described in section ☑ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2011	**(b)** 2010	**(c)** 2009	**(d)** 2008	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	4,419,593	3,777,818	1,650,561	1,172,548	11,020,520
b 85% of line 2a	3,756,654	3,211,145	1,402,977	996,666	9,367,442
c Qualifying distributions from Part XII, line 4 for each year listed	10,547,557	9,031,105	10,535,021	11,970,192	42,083,875
d Amounts included in line 2c not used directly for active conduct of exempt activities	2,251,169	526,067	367,172	363,025	3,507,433
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	8,296,388	8,505,038	10,167,849	11,607,167	38,576,442
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	5,450,958	2,843,265	2,811,885	2,904,353	14,010,461
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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 page 27 of the 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))

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

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 page 28 of the 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

The Commonweal Foundation
10770 Columbia PikeSuite 150
Silver Spring, MD 20901
(240) 450-0000

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

The Commonweal Foundation requires applicants to complete an online grant application The application can be accessed at www cweal org If organizations are unable to complete the online application they should contact the Grants Department staff by emailing grants@cweal org before applying Applicants must attach a list of Board of Directors (include term of service, leadership roles, and corporate affiliations), a current budget for entire organization and for specific project as per request, and details of board contributions (% of board that contributes, range of individual giving, and total board gifts for most recent fiscal year, excluding in-kind and gifts attributed to board member),and the current 990 and recent independent audit report

c Any submission deadlines

February 1 and August 1

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

The following guidelines help to direct the Foundation's funding decisions within the Community Assistance Grants Program The Foundation will only consider requests that address the education needs of disadvantaged children and youth We are particularly interested in helping organizations that implement strategies that foster partnership building We consider requests for General Operating and Project specific support Programs should be located in Washington, DC, Maryland, or Northern Virginia The organization's Annual Operating Budget may not exceed $2,500,000 All programs must have a 501 (c) (3) private /public non-profit tax exempt status with the IRS The maximum grant award under this program is $50,000 Organizations may submit a proposal for only one deadline within a 12 month period Generally organizations that have received recent funding for 3 consecutive years must skip a year before re-applying

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				2,251,169
b *Approved for future payment* See Additional Data Table				
Total . . . . ▶ **3b**				6,077,061

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion 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			14	2,825	
4 Dividends and interest from securities			14	4,077,976	
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			14	84,257	
8 Gain or (loss) from sales of assets other than inventory			18	5,569,732	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		9,734,790	0

13 Total. Add line 12, columns (b), (d), and (e) 13 9,734,790

(See worksheet in line 13 instructions on page 28 to verify calculations)

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

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash.	1a(1)		No
	(2) Other assets.	1a(2)		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
	(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
	(3) Rental of facilities, equipment, or other assets.	1b(3)		No
	(4) Reimbursement arrangements.	1b(4)		No
	(5) Loans or loan guarantees.	1b(5)		No
	(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?. ☐ Yes ☑ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

******	2013-01-08	******
Signature of officer or trustee	Date	Title

Paid Preparer's Use Only

		Date	Check if self-employed ☐	PTIN
Preparer's Signature	Frank H Smith	2013-01-07		P00639053
Firm's name	Raffa PC		Firm's EIN 52-1511275	
Firm's address	1899 L Street NW Suite 900 Washington, DC 20036		Phone no (202) 822-5000	

May the IRS discuss this return with the preparer shown above? See instructions ☐ Yes ☐ No

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491008001043

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

Schedule of Contributors

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

OMB No 1545-0047

2011

Name of organization	**Employer identification number**
Commonweal Foundation Inc	23-7000192

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 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, aggregate 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 aggregate 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 in the heading of its Form 990-EZ, or on 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)

Name of organization
Commonweal Foundation Inc

Employer identification number
23-7000192

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	Rose-Marie and Jack R Anderson Fnd 16475 Dallas Parkway 735 Addison, TX 75001	$ 40,000	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
2	Stewart and Jane Bainum 10770 Columbia Pike 150 Silver Spring, MD 20901	$ 75,014,787	Person ☐ Payroll ☐ Noncash ☑ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization
Commonweal Foundation Inc

Employer identification number
23-7000192

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
2	3,000,000 Shares of Choice Hotel Intl , Inc at $25 0049291	$ 75,014,787	2011-08-31
		$	
		$	
		$	
		$	
		$	

Name of organization
Commonweal Foundation Inc

Employer identification number
23-7000192

Part III ***Exclusively*** **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating 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 See instructions) ▶ $

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

(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

(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

Additional Data

Software ID:	
Software Version:	
EIN:	23-7000192
Name:	Commonweal Foundation Inc

Form 990PF - Special Condition Description:

Special Condition Description

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Barbara Bainum 10770 Columbia Pike 150 Silver Spring, MD 20901	Chair/President/CEO 40 00	234,697	20,818	0
Rozita Lagorce Green 10770 Columbia Pike 150 Silver Spring, MD 20901	CSO 40 00	160,952	19,445	0
Christopher Sharkey 10770 Columbia Pike 150 Silver Spring, MD 20901	Vice President/CFO 40 00	203,821	21,231	0
Stewart Bainum 10770 Columbia Pike 150 Silver Spring, MD 20901	Vice Chair 1 00	0	0	0
Bruce Bainum 10770 Columbia Pike 150 Silver Spring, MD 20901	Director 1 00	0	0	0
Roberta Bainum 10770 Columbia Pike 150 Silver Spring, MD 20901	Director 1 00	0	0	0
Alexander Froom 10770 Columbia Pike 150 Silver Spring, MD 20901	Director 1 00	0	0	0
Charles A Ledsinger 10770 Columbia Pike 150 Silver Spring, MD 20901	Director 1 00	0	0	0
James Mac Cutcheon 10770 Columbia Pike 150 Silver Spring, MD 20901	Director 1 00	0	0	0
Garland Moore 10770 Columbia Pike 150 Silver Spring, MD 20901	Director 1 00	0	0	0
Scott Renschler 10770 Columbia Pike 150 Silver Spring, MD 20901	Director 1 00	0	0	0
Christine Shreve 10770 Columbia Pike 150 Silver Spring, MD 20901	Director 1 00	0	0	0

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Takoma Academy8120 Carroll Ave Takoma Park, MD 20912	None	501c3	Remedial Education Summer Bridge Program	30,000
Potomac Conference606 Greenville Ave Staunton, VA 24401	None	501c3	Renovation of Sligo & JNA Elementary Schools	1,958,507
Maranatha900 Reserve Drive Suite 100 Roseville, CA 95678	None	501c3	EEC Buildings	176,000
Potomac Conference606 Greenville Ave Staunton, VA 24401	None	501c3	Takoma Academy Chapel Renovation	85,881
Arbor Day Foundation100 Arbor Ave Nebraska City, NE 68410	None	501c3	General Operating/Mission	10
Archdiocese of WashingtonPO Box 29260 Washington, DC 20002	None	501c3	General Operating/Mission	100
Boys & Girls Club317 Comingo Ave Joplin, MO 68401	None	501c3	General Operating/Mission	25
Latin American Youth Center1419 Columbia Rd NW Washington, DC 20009	None	501c3	General Operating/Mission	166
MovemberPO Box 2726 Venice, CA 90294	None	501c3	General Operating/Mission	20
Sharon Bible Fellowship6117 Seabrook Road Lanham, MD 20706	None	501c3	General Operating/Mission	225
St Joseph's Indian School1301 N Main Street Chamberlain, SD 57325	None	501c3	General Operating/Mission	100
The Smith Fund33 Elm Street Northampton, MA 01063	None	501c3	General Operating/Mission	50
WGA Caddie Scholarship Fund Inc49 Knollwood Road Suite 220 Elmsfort, NY 10523	None	501c3	General Operating/Mission	60
Women in ProgressPO Box 18323 Minneapolis, MN 55418	None	501c3	General Operating/Mission	25
Total . . . . ▶ **3a**				2,251,169

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
b *Approved for future payment*				
Potomac Conference606 Greenville Ave Staunton, VA 24401	None	501c3	Olney Adventist Preparatory School	1,500,000
Potomac Conference606 Greenville Ave Staunton, VA 24401	None	501c3	Olney Adventist Preparatory School Matching Grant	50,000
Maranatha900 Reserve Drive Suite 100 Roseville, CA 95678	None	501c3	EEC Buidlings	1,824,000
Florida ConferencePO Box 2626 Winter Park, FL 327902626	None	501c3	Naples Adventist Church	438,842
Maranatha900 Reserve Drive Suite 100 Roseville, CA 95678	None	501c3	Management, General, and Fundraising Expenses	500,000
Potomac Conference606 Greenville Ave Staunton, VA 24401	None	501c3	Takoma Academy Chapel Renovation	264,119
Potomac Conference606 Greenville Ave Staunton, VA 24401	None	501c3	TA Cluster Renovation	1,500,000
Dickinson CollegePO Box 1773 Carlisle, PA 17013	None	501c3	General Operating/Mission	100
Total . . . . ▶ **3b**				6,077,061

TY 2011 Accounting Fees Schedule

Name: Commonweal Foundation Inc

EIN: 23-7000192

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Accounting	87,034	0	0	85,555

TY 2011 General Explanation Attachment

Name: Commonweal Foundation Inc

EIN: 23-7000192

Identifier	Return Reference	Explanation
Transactions qualifying for self-dealing exception (see Statement 27)	Form 990-PF, Part VII-B	During the year ended June 30, 2012, the Foundation was involved in certain transactions which qualify under the self-dealing exceptions described in Treasury Regulation 53 4941(d)-3 During Fiscal year 2012, the Foundation paid $30,623 for accounting professional services of Realty Investment Company, Inc , (Realty) a corporation controlled by the Principal Sponsors' family This was conducted under a cost sharing arrangement as allowed under current tax regulations

Identifier	Return Reference	Explanation
Continued explanation of blockage reduction (See Statement 29)	Form 990-PF, Part X line 1e	An independent appraisal of the 3,000,000 shares donated to the Foundation in 2011 was performed as of June 22, 2011 and the appraiser opined that the adjustment applicable to the 3,000,000 shares of CHH was 7 5% An updated independent appraisal was performed as of June 30, 2012, Commonweal's fiscal year end in which the appraiser opined that the appropriate adjustment applicable to the remaining 2,700,000 shares of CHH owned as of that date was 9 5% For the purpose of calculating the average monthly fair market value of CHH included in line 1a of Part X, the Foundation reduced the value of CHH by 7 5% from August 2011, when it received the 3,000,000 CHH shares, through May 2012, and for the month of June 2012, the reduction was 9 5%

TY 2011 Investments Corporate Bonds Schedule

Name: Commonweal Foundation Inc

EIN: 23-7000192

Name of Bond	End of Year Book Value	End of Year Fair Market Value
Corporate fixed income	24,191,320	24,191,320

TY 2011 Investments Corporate Stock Schedule

Name: Commonweal Foundation Inc

EIN: 23-7000192

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Common stocks	97,568,955	97,568,955

TY 2011 Investments Government Obligations Schedule

Name:	Commonweal Foundation Inc
EIN:	23-7000192
US Government Securities - End of Year Book Value:	0
US Government Securities - End of Year Fair Market Value:	0
State & Local Government Securities - End of Year Book Value:	8,297,356
State & Local Government Securities - End of Year Fair Market Value:	8,297,356

TY 2011 Investments - Land Schedule

Name: Commonweal Foundation Inc

EIN: 23-7000192

Category/ Item	Cost/Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Office expansion	83,952	83,952	0	0
Land	874,057	0	874,057	874,057

TY 2011 Investments - Other Schedule

Name: Commonweal Foundation Inc

EIN: 23-7000192

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
Investment in limited partnership	FMV	25,536,350	25,536,350
Certificate of deposits	FMV	3,808,842	3,808,842

TY 2011 Land, Etc. Schedule

Name: Commonweal Foundation Inc

EIN: 23-7000192

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Computer hardware	156,157	100,490	55,667	55,667
Furniture and equipment	82,601	55,070	27,531	27,531
Telephone system	30,004	1,071	28,933	28,933
Computer software	288,205	149,875	138,330	138,330

TY 2011 Legal Fees Schedule

Name: Commonweal Foundation Inc

EIN: 23-7000192

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Legal	24,244	0	0	16,288

TY 2011 Other Assets Schedule

Name: Commonweal Foundation Inc

EIN: 23-7000192

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
Accrued interest/dividend receivable	322,242	731,556	731,556
Federal excise tax receivable	0	40,000	40,000

TY 2011 Other Expenses Schedule

Name: Commonweal Foundation Inc

EIN: 23-7000192

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Bank fees	7,368	7,368	7,368	0
Equipment and maintenance	28,752	0	0	26,114
Dues and subscription	23,854	0	0	40,729
Staff recruiting	46,016	0	0	45,671
Insurance	36,324	0	0	37,188
Office supplies	35,901	0	0	39,269
Postage and delivery	6,647	511	511	8,936
Student expenses	43,726	0	0	43,330
Telehpone	14,659	0	0	13,380
School Enhancement Contracts	721,430	0	0	452,615
Scholarships	2,746,532	0	0	2,434,046
Allocation of Corporate G&A	0	82,739	82,739	-82,739
Micellaneous	10,231	0	0	10,159

TY 2011 Other Income Schedule

Name: Commonweal Foundation Inc

EIN: 23-7000192

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Non-Capital Gain(Loss) from Allen Global K-1	84,257	84,257	84,257

TY 2011 Other Increases Schedule

Name: Commonweal Foundation Inc

EIN: 23-7000192

Description	Amount
Unrealized gain on investments	27,536,323

TY 2011 Other Liabilities Schedule

Name: Commonweal Foundation Inc

EIN: 23-7000192

Description	Beginning of Year - Book Value	End of Year - Book Value
Deferred federal excise tax payable	11,053	1,854,177

TY 2011 Other Professional Fees Schedule

Name: Commonweal Foundation Inc

EIN: 23-7000192

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Other professional fees	339,075	9,841	9,841	347,524

TY 2011 Reduction Explanation Statement

Name: Commonweal Foundation Inc

EIN: 23-7000192

Explanation: In August 2011, the Foundation received a contribution of 3,000,000 shares representing over 5% of Choice Hotels International (CHH or Company), a public company traded on the New York Stock Exchange. The donors are affiliates of CHH and they and their descendants own 47% of the Company. Further, the Chairman of the Board of the Foundation and two Directors are affiliates of CHH by virtue of their ownership and one of the other Foundation Directors is an affiliate by virtue of being a CHH Director. Given these relationships and the size of the position that the Foundation owns in CHH, the Foundation has been treated as an affiliate and, thus, it is subject to Securities and Exchange Commission (SEC) restrictions on the timing and manner of selling its CHH stock including SEC Rule 144. (See Statement 28 and 29 for additional explanation.)

TY 2011 Taxes Schedule

Name: Commonweal Foundation Inc

EIN: 23-7000192

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Federal excise tax	2,318,125	0	0	515,000