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

2011

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

For calendar year 2011 or tax year beginning JUL 1, 2011, and ending JUN 30, 2012

Name of foundation AWA FAMILY FOUNDATION C/O MARGARET C. ARUNDEL		A Employer identification number 54-1607743
Number and street (or P.O. box number if mail is not delivered to street address) 5700 MERRY OAKS ROAD	Room/suite	B Telephone number (540) 347-0995
City or town, state, and ZIP code THE PLAINS, VA 20198		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1,331,094.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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))		(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				N/A	
2 Check <input checked="" type="checkbox"/> If the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		7.	7.		STATEMENT 1
4 Dividends and interest from securities		27,392.	27,392.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		40,295.			
b Gross sales price for all assets on line 6a		406,671.			
7 Capital gain net income (from Part IV, line 2)			40,295.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income		20,550.	20,550.		STATEMENT 3
12 Total. Add lines 1 through 11		88,244.	88,244.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 4		1,580.	0.		1,580.
b Accounting fees STMT 5		5,250.	2,625.		2,625.
c Other professional fees					
17 Interest					
18 Taxes STMT 6		538.	513.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 7		14,232.	13,775.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		21,600.	16,913.		4,205.
25 Contributions, gifts, grants paid		142,080.			142,080.
26 Total expenses and disbursements. Add lines 24 and 25		163,680.	16,913.		146,285.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		-75,436.			
b Net investment income (if negative, enter -0-)			71,331.		
c Adjusted net income (if negative, enter -0-)				N/A	

**AWA FAMILY FOUNDATION**  
**C/O MARGARET C. ARUNDEL**

54-1607743

**Part II Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing	16,807.	7,662.	7,662.
	2 Savings and temporary cash investments	38,423.	29,617.	29,617.
	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 ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock <b>STMT 8</b>	488,060.	426,004.	473,302.
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other <b>STMT 9</b>	767,389.	771,960.	820,513.	
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 <b>Total assets</b> (to be completed by all filers)	1,310,679.	1,235,243.	1,331,094.	
<b>Liabilities</b>	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 <b>Total liabilities</b> (add lines 17 through 22)	0.	0.		
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	1,310,679.	1,235,243.	
30 <b>Total net assets or fund balances</b>	1,310,679.	1,235,243.		
31 <b>Total liabilities and net assets/fund balances</b>	1,310,679.	1,235,243.		

**Part III Analysis of Changes in Net Assets or Fund Balances**

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,310,679.
2 Enter amount from Part I, line 27a	2	-75,436.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	1,235,243.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 <b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30	6	1,235,243.

## AWA FAMILY FOUNDATION

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**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)
<b>1a</b>			
<b>b</b> SEE ATTACHED STATEMENT			
<b>c</b>			
<b>d</b>			
<b>e</b>			

(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)
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b> 406,671.		366,376.	40,295.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			40,295.

<b>2</b> 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 }	<b>2</b>	40,295.
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8	{ }	<b>3</b>	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	474,228.	1,575,664.	.300970
2009	107,750.	1,721,808.	.062580
2008	198,949.	1,507,166.	.132002
2007	312,614.	1,730,757.	.180623
2006	60,701.	1,126,637.	.053878

<b>2</b> Total of line 1, column (d)	<b>2</b>	.730053
<b>3</b> 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	<b>3</b>	.146011
<b>4</b> Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	<b>4</b>	1,386,731.
<b>5</b> Multiply line 4 by line 3	<b>5</b>	202,478.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	713.
<b>7</b> Add lines 5 and 6	<b>7</b>	203,191.
<b>8</b> Enter qualifying distributions from Part XII, line 4	<b>8</b>	146,285.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)**

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	1,427.
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	1,427.
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	1,427.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	389.	
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	389.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	20.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	1,058.	
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

**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
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 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.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
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	
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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> VA		
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	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
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		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶ N/A				
14	The books are in care of ▶ TERESA FOSTER Telephone no ▶ 540-347-0995			
Located at ▶ 5700 MERRY OAKS ROAD, THE PLAINS, VA		ZIP+4 ▶ 20198		
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	N/A	
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	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 ▶				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	N/A	1b
Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?		1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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 statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a X
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 X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No  
Organizations relying on a current notice regarding disaster assistance check here ☐ N/A

**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) ☐ N/A

**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? ☐ Yes ☒ 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? ☐ Yes ☒ No

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

**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MARGARET C. ARUNDEL 5700 MERRY OAKS ROAD THE PLAINS, VA 20198	DIRECTOR 1.00	0.	0.	0.
PETER W. ARUNDEL 5700 MERRY OAKS ROAD THE PLAINS, VA 20198	DIRECTOR 1.00	0.	0.	0.
THOMAS B. ARUNDEL 5700 MERRY OAKS ROAD THE PLAINS, VA 20198	DIRECTOR 1.00	0.	0.	0.

**2** Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

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

Total number of other employees paid over \$50,000 0

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

**3 Five highest-paid independent contractors for professional services. If none, enter "NONE."**

[illegible]

**Total number of others receiving over \$50,000 for professional services**

<b>Part IX-A</b>	<b>Summary of Direct Charitable Activities</b>
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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.

1	N/A	
2		
3		
4		

<b>Part IX-B</b>	<b>Summary of Program-Related Investments</b>
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Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

1	N/A	
2		
	All other program-related investments See instructions	
3		
Total. Add lines 1 through 3		0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	1,347,626.
b	Average of monthly cash balances	1b	60,223.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,407,849.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,407,849.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	21,118.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,386,731.
6	Minimum investment return. Enter 5% of line 5	6	69,337.

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

1	Minimum investment return from Part X, line 6	1	69,337.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	1,427.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,427.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	67,910.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	67,910.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	67,910.

**Part XII** Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	146,285.
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	
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	146,285.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	146,285.

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

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**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
<b>1</b> Distributable amount for 2011 from Part XI, line 7				67,910.
<b>2</b> Undistributed Income, if any, as of the end of 2011				
<b>a</b> Enter amount for 2010 only			0.	
<b>b</b> Total for prior years		0.		
<b>3</b> Excess distributions carryover, if any, to 2011				
<b>a</b> From 2006	6,503.			
<b>b</b> From 2007	227,324.			
<b>c</b> From 2008	124,165.			
<b>d</b> From 2009	22,612.			
<b>e</b> From 2010	396,587.			
<b>f</b> Total of lines 3a through e	777,191.			
<b>4</b> Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 146,285.				
<b>a</b> Applied to 2010, but not more than line 2a			0.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2011 distributable amount				67,910.
<b>e</b> Remaining amount distributed out of corpus	78,375.			
<b>5</b> Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus: Add lines 3f, 4c, and 4e. Subtract line 5	855,566.			
<b>b</b> Prior years' undistributed income: Subtract line 4b from line 2b		0.		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2010: Subtract line 4a from line 2a. Taxable amount - see instr			0.	
<b>f</b> Undistributed income for 2011: Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2006 not applied on line 5 or line 7	6,503.			
<b>9</b> Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	849,063.			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2007	227,324.			
<b>b</b> Excess from 2008	124,165.			
<b>c</b> Excess from 2009	22,612.			
<b>d</b> Excess from 2010	396,587.			
<b>e</b> Excess from 2011	78,375.			

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

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

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

	Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities					
Subtract line 2d from line 2e					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

**Part XV Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)

1 **Information Regarding Foundation Managers:**

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

MARGARET C. ARUNDEL

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

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

c Any submission deadlines

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

**Part XV** Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
BOWDOIN COLLEGE 4100 COLLEGE STATION BRUNSWICK, ME 04011	NONE	PUBLIC CHARITY	UNRESTRICTED CONTRIBUTION	2,500.
BOYS & GIRLS CLUB OF GREATER WASHINGTON 4103 BENNING ROAD, NE WASHINGTON, DC 20019	NONE	PUBLIC CHARITY	UNRESTRICTED CONTRIBUTION	1,000.
CHILDREN & FAMILIES FIRST 2005 BAYNARD BLVD. WILMINGTON, DE 19802	NONE	PUBLIC CHARITY	UNRESTRICTED CONTRIBUTION	2,000.
DELEWARE COLLEGE OF ART & DESIGN 600 N MARKET STREET WILMINGTON, DE 19801	NONE	PUBLIC CHARITY	UNRESTRICTED CONTRIBUTION	2,000.
FOXCROFT SCHOOL 22407 FOXHOUND LANE MIDDLEBURG, VA 20118	NONE	PUBLIC CHARITY	UNRESTRICTED CONTRIBUTION	500.
Total			SEE CONTINUATION SHEET(S) ▶ 3a	142,080.
b Approved for future payment				
NONE				
Total			▶ 3b	0.



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

		Yes	No
<b>1</b>	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?		
<b>a</b>	Transfers from the reporting foundation to a noncharitable exempt organization of		
	(1) Cash		X
	(2) Other assets		X
<b>b</b>	Other transactions		
	(1) Sales of assets to a noncharitable exempt organization		X
	(2) Purchases of assets from a noncharitable exempt organization		X
	(3) Rental of facilities, equipment, or other assets		X
	(4) Reimbursement arrangements		X
	(5) Loans or loan guarantees		X
	(6) Performance of services or membership or fundraising solicitations		X
<b>c</b>	Sharing of facilities, equipment, mailing lists, other assets, or paid employees		X
<b>d</b>	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		

[illegible]

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

☐ Yes ☒ No

**b If "Yes," complete the following schedule**

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

**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) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

Date \_\_\_\_\_

2/12/13  
Date

**DIRECTOR**

Title

May the IRS discuss this return with the preparer shown below (see instr)?

☒ Yes ☐ No

**Paid  
Preparer  
Use Only**

Print/Type preparer's name

MARK A. WATTS

Preparer's signature

Amalendu CA

Date

02/07/13

Check ☐ self-employed

PTIN	
------	--

P00087080

Firm's name ▶ CST GROUP, CPAS, PC

Firm's EIN ▶ 54-1019610

Firm's address ► 1800 ROBERT FULTON DRIVE, #100  
RESTON, VA 20191-4346

Phone no 703-391-2000

Form **990-PF** (2011)

Form **990-W****Estimated Tax on Unrelated Business Taxable  
Income for Tax-Exempt Organizations**

OMB No. 1545-0976

(Worksheet)

Department of the Treasury  
Internal Revenue Service

(and on Investment Income for Private Foundations) FORM 990-PF

(Keep for your records. Do not send to the Internal Revenue Service.)

**2012**

1	Unrelated business taxable income expected in the tax year	1	
2	Tax on the amount on line 1. See instructions for tax computation	2	
3	Alternative minimum tax (see instructions)	3	
4	Total. Add lines 2 and 3	4	
5	Estimated tax credits (see instructions)	5	
6	Subtract line 5 from line 4	6	
7	Other taxes (see instructions)	7	
8	Total. Add lines 6 and 7	8	
9	Credit for federal tax paid on fuels (see instructions)	9	
10a	Subtract line 9 from line 8. <b>Note</b> If less than \$500, the organization is not required to make estimated tax payments. Private foundations, see instructions	10a	
b	Enter the tax shown on the 2011 return (see instructions). <b>Caution.</b> If zero or the tax year was for less than 12 months, skip this line and enter the amount from line 10a on line 10c	10b	1,427.
c	<b>2012 Estimated Tax.</b> Enter the smaller of line 10a or line 10b. If the organization is required to skip line 10b, enter the amount from line 10a on line 10c	10c	1,440.

ADJUSTED TO

		(a)	(b)	(c)	(d)	
11	Installment due dates (see instructions)	11	11/15/12	12/17/12	03/15/13	06/17/13
12	Required installments. Enter 25% of line 10c in columns (a) through (d) unless the organization uses the annualized income installment method, the adjusted seasonal installment method, or is a "large organization" (see instructions)	12	360.	360.	360.	360.
13	2011 Overpayment (see instructions)	13				
14	Payment due. (Subtract line 13 from line 12.)	14	360.	360.	360.	360.

LHA For Paperwork Reduction Act Notice, see instructions.

Form **990-W** (2012)



Capital  
Fiduciary  
Advisors

# UNREALIZED GAINS AND LOSSES

Arundel Family Foundation - Thornburg  
Charles Schwab Institutional Account #13555326  
As of June 30, 2012

Summary	Total Cost	Market value	Unrealized	% G/L
CASH AND EQUIVALENTS	4,795 54	4,795 54	-	-
CASH AND EQUIVALENTS (Accrued Income)				
EQUITIES	150,684 25	152,151 94	1,467 69	1 0
EQUITIES (Accrued Income)			181 30	
TOTAL	\$155,479 79	\$157,128 78	\$1,467 69	9

Date	Quantity	Security	Total Cost	Price	Market Value	Unrealized	Price Date	% G/L
EQUITIES			\$150,684 25		\$152,151 94	\$1,467 69		1 0
2/10/2010	135 000	Alere Inc	4,375 80	19 44	2,624 40	(1,751 40)		(40 0)
2/24/2012	120 000	Alpha Natural Resources Inc	2,261 66	8 71	1,045 20	(1,216 46)		(53 8)
10/8/2008	127 000	Amdocs Ltd	2,706 38	29 72	3,774 44	1,068 06		39 5
5/22/2012	48 000	Anadarko Petroleum Corp	3,102 27	66 20	3,177 60	75 33		2 4
12/22/2011	13 000	Apple Inc	5,198 92	584 00	7,592 00	2,393 08		46 0
6/4/2012	4 000	AutoZone Inc	1,503 87	367 17	1,468 68	(35 19)		(2 3)
4/20/2011	332 000	Bank of America Corp	3,830 68	8 18	2,715 76	(1,114 92)		(29 1)
12/16/2010	190 000	Best Buy Inc	5,127 23	20 96	3,982 40	(1,144 83)		(22 3)
		(Accrued Income)			33 44			
8/23/2011	369 000	Charles Schwab Corp	4,449 39	12 93	4,771 17	321 78		7 2
2/21/2012	117 000	Citigroup Inc	3,917 11	27 41	3,206 97	(710 14)		(18 1)
8/31/2010	142 000	Community Health Systems Inc	3,378 59	28 03	3,980 26	601 67		17 8
2/6/2012	59 000	Delphi Automotive PLC	1,765 13	25 50	1,504 50	(260 63)		(14 8)
5/29/2012	63 000	EMC Corp	1,542 06	25 63	1,614 69	72 63		4 7
1/13/2011	70 000	Exxon Mobil Corp	5,334 08	85 57	5,989 90	655 84		12 3
5/20/2011	117 000	Gap Inc	2,233 10	27 36	3,201 12	968 02		43 3
		(Accrued Income)			14 63			
6/30/2010	196 000	General Elec Co	2,871 67	20 84	4,084 64	1,212 97		42 2
		(Accrued Income)			33 32			
2/4/2011	517 000	Genworth Financial Inc - Cl A	5,514 44	5 68	2,926 22	(2,588 22)		(46 9)
4/22/2010	127 000	Gilead Sciences Inc	4,738 08	51 28	6,512 56	1,774 48		37 5
2/1/2010	10 000	Google Inc Cl A	5,149 45	580 07	5,800 70	651 25		12 6
4/19/2012	124 000	Halliburton Co	4,224 40	28 39	3,520 36	(704 04)		(16 7)
8/31/2010	254 000	Hartford Finl Svcs Grp	5,416 88	17 63	4,478 02	(938 86)		(17 3)
		(Accrued Income)			25 40			
7/29/2010	440 000	Impex Corp	5,365 31	14 36	6,318 40	953 09		17 8
5/22/2012	118 000	Intel Corp	3,092 94	26 65	3,144 70	51 76		1 7
10/15/2010	102 000	JPMorgan Chase & Co	3,792 82	35 73	3,644 46	(148 36)		(3 9)
3/28/2012	122 000	Juniper Networks Inc	2,693 67	16 31	1,989 82	(703 85)		(26 1)
4/20/2011	225 000	KDDI Corp	3,433 38	16 20	3,645 00	211 62		6 2
11/6/2009	151 000	Level 3 Communications Inc	2,662 04	22 15	3,344 65	682 61		25 6
2/19/2009	57 000	Life Time Fitness Inc Com	616 38	46 51	2,651 07	2,034 69		330 1
5/10/2010	789 000	MEMC Electronic Materials Inc	4,989 73	2 17	1,712 13	(3,277 60)		(65 7)
10/6/2011	139 000	MetLife Inc	4,188 69	30 85	4,288 15	99 46		2 4
6/6/2006	102 000	Microsoft Corp	1,850 25	30 59	3,120 18	1,269 93		68 6
5/30/2012	52 000	NetApp Inc	1,537 71	31 82	1,654 64	116 93		7 6
6/13/2012	82 000	Nielsen Holdings NV	2,264 77	26 22	2,150 04	(114 73)		(5 1)
8/1/2011	73 000	Oshkosh Corp	1,787 20	20 95	1,529 35	(257 85)		(14 4)
11/22/2010	194 000	Pulte Group Inc	1,054 66	10 70	2,075 80	1,021 14		96 8
3/23/2012	280 000	Softbank Corp	4,147 95	18 56	5,196 80	1,048 85		25 3
6/25/2012	39 000	St Jude Med Inc	1,494 20	39 91	1,556 49	62 29		4 2
		(Accrued Income)			8 97			
6/29/2011	428 000	Staples Inc	6,648 00	13 05	5,585 40	(1,062 60)		(16 0)
		(Accrued Income)			47 08			
3/13/2009	116 000	Thermo Fisher Scientific Inc	4,258 38	51 81	6,021 56	1 765 18		41 5
		(Accrued Income)			18 48			
5/24/2012	35 000	Total Fina ELF SA ADR	1,554 57	44 85	1,573 25	18 68		1 2
10/28/2009	166 000	United States Steel Corp	5,823 17	20 60	3,419 60	(2,403 57)		(41 3)
2/17/2009	39 000	Vanan Medical Systems Inc	1,436 32	60 77	2,370 03	933 71		65 0
5/19/2011	271 000	Yahoo! Inc	4,264 80	15 83	4,289 93	25 13		6
5/22/2012	45 000	Yum! Brands Inc	3,088 14	64 42	2,898 90	(189 24)		(6 1)
CASH AND EQUIVALENTS			\$4,795 54		\$4,795 54	\$0 00		0 0
	4,795 540	Cash Acct	4,795 54	1 00	4,795 54	-		-





**Capital  
Fiduciary  
Advisors**

# UNREALIZED GAINS AND LOSSES

Arundel Family Foundation - Funding  
Charles Schwab Institutional Account #13573541  
As of June 30, 2012

Summary	Total Cost	Market value	Unrealized	% G/L
CASH AND EQUIVALENTS	2,585 49	2,585 49	-	-
CASH AND EQUIVALENTS (Accrued Income)		-		
EXCHANGE TRADED FUNDS	25,337 70	28,596 15	3,258 45	12 9
EXCHANGE TRADED FUNDS (Accrued Income)		-		
MUTUAL FUNDS	746,622 31	791,917 21	45,294 90	6 1
MUTUAL FUNDS (Accrued Income)		-		
TOTAL	\$774,545 50	\$823,098 85	\$48,553 35	6 3

Date	Quantity	Security	Total Cost	Price	Value	Unrealized	Date	% G/L
MUTUAL FUNDS			\$746,622 31		\$791,917 21	\$45,294 90		6 1
12/13/2007	5,175 535	Aston/TAMRO Small Cap Fd - I	93,580 71	20 68	107,030 06	13,449 35		14 4
3/29/2005	1,039 796	Cohen & Steers Rlty Shares Inc	80,993 43	68 27	70,986 87	9,993 44		16 4
12/13/2007	3,314 481	Diamond Hill Long-Short Fd - I	63,024 45	17 41	57,705 11	(5,319 34)		(8 4)
5/13/2009	985 046	Gateway Fund- Y	22,923 88	27 00	26,596 24	3,672 36		16 0
1/6/2009	1,612 565	Guggenheim Managed Futures	43,592 31	21 54	34,734 65	(8,857 66)		(20 3)
1/1/1953	3,329 079	Lazard Emrg Mkts Port	64,738 50	18 60	61,920 87	(2,817 63)		(4 4)
12/13/2007	2,261 923	Loomis Sayles Gbl Bond Fd - INS	35,929 37	16 77	37,932 45	2,003 08		5 6
12/13/2007	5,272 494	Morgan Stanley Instl Global RE Fd-	55,571 17	8 98	47,347 00	(8,224 17)		(14 8)
10/28/2009	3,806 611	PIMCO Commodity RealReturn	30,163 24	6 42	24,438 44	(5,724 80)		(19 0)
12/13/2007	12,856 163	PIMCO Tot Rtn Fund	133,876 95	11 30	145,274 64	11,397 69		8 5
5/13/2009	3,083 064	Ridgeworth Seix High Yield Bd - I	26,324 95	9 67	29,813 23	3,488 28		13 3
9/16/2008	7,756 444	Royce PA Mutual Fd - INV	72,512 56	11 19	86,794 61	14,282 05		19 7
1/1/1953	1,557 325	Wasatch Core Gwth Fd	43,390 79	39 39	61,343 03	17,952 24		41 4
CASH AND EQUIVALENTS			\$2,585 49		\$2,585 49	\$0 00		0 0
	2,585 490	Cash Acct	2,585 49	1 00	2,585 49	-		-
EXCHANGE TRADED FUNDS			\$25,337 70		\$28,596 15	\$3,258 45		12 9
9/1/2011	594 268	Vanguard H/Y ETF	25,337 70	48 12	28,596 15	3,258 45		12 9



**Capital  
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Advisors**

# **UNREALIZED GAINS AND LOSSES**

Arundel Family Foundation - Wedgewood  
Charles Schwab Institutional Account #68533668  
As of June 30, 2012

Summary	Total Cost	Market value	Unrealized	% G/L
CASH AND EQUIVALENTS	6,842 57	6,842 57	-	-
CASH AND EQUIVALENTS (Accrued Income)			-	
EQUITIES	149,867 35	201,311 59	51,444 24	34 3
EQUITIES (Accrued Income)			28 88	
TOTAL	\$156,709 92	\$208,183 04	\$51,444 24	32 8

Date	Quantity	Security	Total Cost	Price	Market Value	Unrealized	Date	% G/L
EQUITIES			\$149,867 35		\$201,311 59	-\$51,444 24		34 3
5/18/2010	205 000	American Express Company	8,305 35	58 21	11,933 05	3,627 70		43 7
10/6/2008	32 000	Apple Inc	3,032 88	584 00	18,688 00	15,655 12		516 2
1/14/2011	215 000	Berkshire Hathaway Inc	17,054 34	83 33	17,915 95	861 61		5 1
1/9/2012	650 000	Charles Schwab Corp	8,032 61	12 93	8,404 50	371 89		4 6
10/14/2008	170 000	Cognizant Tech Solutions Cl A	7,363 65	60 00	10,200 00	2,836 35		38 5
6/27/2011	105 000	Cummings Inc	9,812 33	96 91	10,175 55	363 22		3 7
10/14/2008	265 000	EMC Corp	2,790 97	25 63	6,791 95	4,000 98		143 4
8/15/2011	215 000	Expeditors Intl Of Washington Inc	9,136 53	38 75	8,331 25	(805 28)		(8 8)
7/23/2010	225 000	Express Scripts Holding Co	9,590 46	55 83	12,561 75	2,971 29		31 0
11/3/2009	210 000	Gilead Sciences Inc	7,738 88	51 28	10,768 80	3,029 92		39 2
4/29/2010	27 000	Google Inc Cl A	14,384 67	580 07	15,661 89	1,277 22		8 9
9/26/2011	120 000	National Oilwell Varco Inc	6,810 43	64 44	7,732 80	922 37		13 5
11/5/2010	55 000	Pemco Co	4,018 78	117 93	6,486 15	2,467 37		61 4
1/29/2010	220 000	Qualcomm Inc	10,114 41	55 68	12,249 60	2,135 19		21 1
9/26/2011	115 000	Schlumberger Ltd (Accrued Income)	7,256 96	64 91	7,464 65	207 69		2 9
4/15/2010	70 000	Stencycle Inc	3,921 56	91 67	6,416 90	2,495 34		63 6
12/31/2007	155 000	Varian Medical Systems Inc	8,188 47	60 77	9,419 35	1,230 88		15 0
8/22/2011	220 000	Vensk Analytics Inc	7,103 30	49 26	10,837 20	3,733 90		52 6
7/29/2010	75 000	Visa Inc Class A Shs	5,210 77	123 63	9,272 25	4,061 48		77 9
CASH AND EQUIVALENTS			\$6,842 57		\$6,842 57	\$0 00		0 0
	6,842 570	Cash Acct	6,842 57	1 00	6,842 57	-		-



**Capital  
Fiduciary  
Advisors**

# **UNREALIZED GAINS AND LOSSES**

Arundel Family Foundation - Johnston  
Charles Schwab Institutional Account #73160771  
As of June 30, 2012

Summary	Total Cost	Market value	Unrealized	% G/L
CASH AND EQUIVALENTS	15,392 96	15,392 96	-	-
CASH AND EQUIVALENTS (Accrued Income)		-		
EQUITIES	125,452 51	119,837 59	(5,614 92)	(4 5)
EQUITIES (Accrued Income)		195 71		
TOTAL	\$140,845 47	\$135,426 26	(\$5,614 92)	(4 0)

Date	Quantity	Security	Total Cost	Price	Market Value	Unrealized	Price Date	% G/L
EQUITIES			\$125,452 51		\$119,837 59	(\$5,614 92)		-4 5
6/26/2008	180 000	ABB Ltd	3,064 78	16 32	2,937 60	(127 18)		(4 1)
12/17/2008	140 000	ASML Hldg NV	2,463 38	51 42	7,198 80	4,735 42		192 2
2/14/2012	50 000	Baidu Inc	7,253 77	114 98	5,749 00	(1,504 77)		(20 7)
11/12/2008	101 000	BHP Billiton PLC ADR	4,546 06	57 19	5,776 19	1,230 13		27 1
10/31/2008	88 000	China Life Insurance Co ADR	4,228 77	39 49	3,475 12	(753 65)		(17 8)
12/9/2008	150 000	Credit Suisse Group- Spon ADR	5,805 54	18 33	2,749 50	(3,056 04)		(52 6)
12/31/2007	70 000	Diageo PLC ADR New	5,319 06	103 07	7,214 90	1,895 84		35 6
12/31/2007	100 000	Fresenius Medical Care AG ADR	5,113 59	70 59	7,059 00	1,945 41		38 0
12/31/2007	64 000	HSBC Holdings PLC ADR New	1,837 45	44 13	2,824 32	986 87		53 7
		(Accrued Income)			28 80			
10/31/2008	190 000	ICICI Bank	5,746 09	32 41	6,157 90	411 81		7 2
7/1/2009	98 000	Mindray Medical Intl Ltd	3,361 90	30 29	2,968 42	(393 48)		(11 7)
5/9/2011	19 000	Mitsui & Co Ltd ADR	6,846 30	299 46	5,689 74	(1,156 56)		(16 9)
6/24/2010	70 000	Nestle SA	3,368 68	59 74	4,181 80	813 12		24 1
12/31/2007	400 000	Qiagen NV	8,327 93	16 70	6,680 00	(1,647 93)		(19 8)
4/21/2011	250 000	Repsol S A ADR	8,577 96	15 98	3,995 00	(4,582 96)		(53 4)
		(Accrued Income)			166 91			
12/31/2007	190 000	Roche Holdings LTD ADR	7,613 23	43 22	8,211 80	598 57		7 9
12/31/2007	190 000	SABMiller PLC	5,214 89	40 52	7,698 80	2,483 91		47 6
6/16/2010	70 000	Sap AG ADR	3,182 17	59 36	4,155 20	973 03		30 6
12/31/2007	400 000	SGS SA ADR	5,759 05	18 73	7,492 00	1,732 95		30 1
3/19/2012	70 000	Shire Pharmaceuticals PLC	7,262 85	86 39	6,047 30	(1,215 55)		(16 7)
9/27/2010	150 000	Tencent Holdings Ltd Unspn ADR	3,506 84	29 42	4,413 00	906 16		25 8
12/31/2007	140 000	Teva Pharmaceutical Industres	6,780 93	39 44	5,521 60	(1,259 33)		(18 6)
12/31/2007	130 000	Veolia Environnement	10,271 29	12 62	1,640 60	(8,630 69)		(84 0)
CASH AND EQUIVALENTS			\$15,392 96		\$15,392 96	\$0 00		0 0
	15,392 960	Cash Acct	15,392 96	1 00	15,392 96	-		-



Capital  
Fiduciary  
Advisors

# **PURCHASE AND SALES**

Arundel Family Foundation - Thornburg

Charles Schwab Institutional Account #13555326

July 01, 2011 to June 30, 2012

<u>Purchase Date</u>	<u>Sale Date</u>	<u>Quantity</u>	<u>Security Name</u>	<u>Cost Basis</u>	<u>Sales Proceeds</u>	<u>Short Term Realized Gain/(Loss)</u>	<u>Long Term Realized Gain/(Loss)</u>
<b>SELL</b>				<b>\$170,371 09</b>	<b>\$162,853 88</b>	<b>(\$3,237 37)</b>	<b>(\$4,279 84)</b>
05/11/10	07/14/11	388 00	Gazprom OAO ADR OTC	4,109 93	5,537 21		1,427 28
04/20/11	07/29/11	25 00	Roche Holdings LTD ADR	958 75	1,101 86	143 11	
10/21/10	08/01/11	62 00	Baker Hughes Inc	2,821 29	4,682 38	1,861 09	
04/20/11	08/02/11	103 00	Roche Holdings LTD ADR	3,950 04	4,525 36	575 32	
01/31/11	08/09/11	2 00	Google Inc Cl A	1,202 62	1,104 25	(98 37)	
04/20/11	08/09/11	23 00	JPMorgan Chase & Co	1,017 28	796 34	(220 94)	
11/17/10	08/25/11	43 00	Mitsubishi UFJ Finl Grp Inc ADR	207 89	176 66	(31 23)	
11/17/10	08/26/11	109 00	Mitsubishi UFJ Finl Grp Inc ADR	526 98	456 99	(69 99)	
02/11/08	07/27/11	79 00	Dell Inc	1,582 14	1,309 85		(272 29)
05/16/08	07/27/11	64 00	Dell Inc	1,354 51	1,061 14		(293 37)
06/05/09	08/02/11	6 00	Fiserv Inc	275 00	349 61		74 61
06/08/09	08/02/11	2 00	Fiserv Inc	91 51	116 54		25 03
06/08/09	08/03/11	16 00	Fiserv Inc	732 04	923 17		191 13
06/08/09	08/18/11	12 00	Fiserv Inc	549 03	617 24		68 21
06/08/09	08/19/11	12 00	Fiserv Inc	549 03	615 04		66 01
06/08/09	08/22/11	13 00	Fiserv Inc	594 79	672 58		77 79
06/08/09	08/23/11	12 00	Fiserv Inc	549 03	623 01		73 98
05/07/09	08/23/11	199 00	Mitsubishi UFJ Finl Grp Inc ADR	1,215 09	870 60		(344 49)
02/08/10	08/23/11	38 00	Mitsubishi UFJ Finl Grp Inc ADR	195 47	166 24		(29 23)
02/08/10	08/24/11	112 00	Mitsubishi UFJ Finl Grp Inc ADR	576 13	466 95		(109 18)
02/08/10	08/25/11	52 00	Mitsubishi UFJ Finl Grp Inc ADR	267 49	213 63		(53 86)
07/14/11	10/06/11	41 00	Transocean Sedco Forex Inc	2,481 07	1,839 08	(641 99)	
08/09/11	10/06/11	10 00	Transocean Sedco Forex Inc	527 04	448 56	(78 48)	
02/22/11	10/06/11	1,006 00	Türkiye Garanti Bankası AS	4,847 71	3,625 05	(1,222 66)	
04/26/11	10/13/11	68 00	U S Bancorp New	1,711 70	1,634 37	(77 33)	
04/20/11	10/21/11	80	Level 3 Communications Inc	18 45	18 80	0 35	
02/23/10	10/06/11	81 00	Transocean Sedco Forex Inc	6,859 42	3,633 31		(3,226 11)
04/27/10	10/06/11	20 00	Transocean Sedco Forex Inc	1,700 78	897 11		(803 67)
02/20/09	10/13/11	52 00	U S Bancorp New	521 64	1,249 80		728 16
02/23/09	10/13/11	95 00	U S Bancorp New	1,122 00	2,283 31		1,161 31
04/20/11	10/27/11	20 00	Exxon Mobil Corp	1,714 97	1,625 92	(89 05)	
08/23/11	10/27/11	81 00	General Elec Co	1,242 16	1,395 16	153 00	
04/20/11	10/27/11	16 00	JPMorgan Chase & Co	707 67	586 74	(120 93)	
04/20/11	10/27/11	35 00	Microsoft Corp	905 35	946 88	41 53	
02/11/08	10/27/11	26 00	Dell Inc	520 71	417 56		(103 15)
09/23/09	10/27/11	8 00	Dell Inc	128 14	128 48		0 34
02/09/10	10/27/11	42 00	JPMorgan Chase & Co	1,610 78	1,540 18		(70 60)
08/23/11	11/29/11	84 00	General Elec Co	1,288 17	1,254 02	(34 15)	
05/02/11	12/13/11	32 00	Goldman Sachs Group Inc	4,890 91	3,114 15	(1,776 76)	
05/12/11	12/13/11	18 00	Goldman Sachs Group Inc	2,546 61	1,751 71	(794 90)	
01/31/11	12/22/11	1 00	Google Inc Cl A	601 31	626 20	24 89	
04/20/11	12/22/11	103 00	Microsoft Corp	2,664 33	2,623 69	(40 64)	
06/30/10	11/29/11	148 00	General Elec Co	2,168 40	2,209 47		41 07
09/23/09	12/22/11	122 00	Dell Inc	1,954 12	1,802 17		(151 95)
10/13/09	12/22/11	110 00	Dell Inc	1,692 58	1,624 91		(67 67)
06/04/10	12/22/11	23 00	Dell Inc	306 06	339 76		33 70
11/27/07	12/22/11	34 00	Gilead Sciences Inc	1,499 39	1,307 53		(191 86)
02/01/10	12/22/11	2 00	Google Inc Cl A	1,070 90	1,252 39		181 49
12/22/11	01/27/12	98 00	Juniper Networks Inc	2,036 51	2,000 13	(36 38)	
08/01/11	02/23/12	141 00	Hewlett-Packard Co	4,947 39	3,811 47	(1,135 92)	
11/27/07	02/03/12	32 00	Gilead Sciences Inc	1,411 18	1,725 78		314 60
09/23/09	02/06/12	122 00	Corning Inc	1,912 37	1,676 29		(236 08)
11/17/10	02/06/12	103 00	Corning Inc	1,817 61	1,415 22		(402 39)
01/03/11	02/21/12	121 00	Bank of America Corp	1,714 77	973 55		(741 22)
02/24/12	03/15/12	25 00	Alpha Natural Resources Inc	509 31	406 29	(103 02)	
10/27/11	03/15/12	23 00	Amdocs Ltd	721 72	706 73	(14 99)	
10/06/11	03/15/12	3 00	Apache Corp	255 85	318 66	62 81	
11/29/11	03/15/12	10 00	Apache Corp	935 52	1,062 19	126 67	
12/29/11	03/15/12	1 00	Apple Inc	408 43	585 04	176 61	

<u>Purchase Date</u>	<u>Sale Date</u>	<u>Quantity</u>	<u>Security Name</u>	<u>Cost Basis</u>	<u>Sales Proceeds</u>	<u>Short Term Realized Gain/(Loss)</u>	<u>Long Term Realized Gain/(Loss)</u>
02/06/12	03/15/12	3 00	Apple Inc	1,385 96	1,755 13	369 17	
02/21/12	03/15/12	31 00	Citigroup Inc	1,039 39	1,118 50	79 11	
04/20/11	03/15/12	28 00	Community Health Systems Inc	870 72	663 04	(207 68)	
04/20/11	03/15/12	10 00	Exxon Mobil Corp	857 48	856 92	(0 56)	
04/20/11	03/15/12	72 00	Gap Inc	1,585 44	1,837 10	251 66	
04/20/11	03/15/12	57 00	Hartford Finl Svcs Grp	1,555 97	1,230 78	(325 19)	
08/01/11	03/15/12	34 00	Hewlett-Packard Co	1,192 99	820 30	(372 69)	
04/20/11	03/15/12	72 00	KDDI Corp	1,098 68	1,168 23	69 55	
04/20/11	03/15/12	36 00	Level 3 Communications Inc	830 10	936 75	106 65	
10/27/11	03/15/12	12 00	Life Time Fitness Inc Com	547 67	608 73	61 06	
10/13/11	03/15/12	24 00	MetLife Inc	749 13	914 63	165 50	
12/13/11	03/15/12	32 00	MetLife Inc	1,021 44	1,219 50	198 06	
04/20/11	03/15/12	13 00	Microsoft Corp	336 28	422 89	86 61	
08/01/11	03/15/12	20 00	Oshkosh Corp	489 65	463 44	(26 21)	
12/27/11	03/15/12	74 00	Sandridge Energy Inc	604 82	614 77	9 95	
06/28/11	03/15/12	66 00	Staples Inc	1,037 89	1,082 33	44 44	
06/29/11	03/15/12	11 00	Staples Inc	170 99	180 39	9 40	
08/02/11	03/15/12	68 00	Staples Inc	1,060 96	1,115 12	54 16	
08/15/11	03/15/12	190 00	Charles Schwab Corp	2,377 60	2,896 10	518 50	
08/02/11	03/15/12	30 00	Thermo Fisher Scientific Inc	1,743 66	1,730 70	(12 96)	
11/29/11	03/15/12	14 00	Thermo Fisher Scientific Inc	653 78	807 66	153 88	
12/13/11	03/15/12	1 00	Thermo Fisher Scientific Inc	45 74	57 69	11 95	
04/20/11	03/15/12	20 00	United States Steel Corp	1,058 15	593 25	(464 90)	
04/27/11	03/15/12	12 00	United States Steel Corp	578 39	355 95	(222 44)	
11/29/11	03/15/12	14 00	Varian Medical Systems Inc	841 79	980 27	138 48	
05/19/11	03/15/12	74 00	Yahoo! Inc	1,212 87	1,092 15	(120 72)	
08/01/11	03/22/12	20 00	Hewlett-Packard Co	701 76	458 71	(243 05)	
10/06/11	03/22/12	77 00	Hewlett-Packard Co	1,868 89	1,766 06	(102 83)	
12/13/11	03/22/12	30 00	Hewlett-Packard Co	836 77	688 07	(148 70)	
04/20/11	03/22/12	35 00	KDDI Corp	534 08	547 13	13 05	
02/10/10	03/15/12	36 00	Alere Inc	1,474 30	916 59		(557 71)
10/08/08	03/15/12	14 00	Amdocs Ltd	352 15	430 19		78 04
01/03/11	03/15/12	130 00	Bank of America Corp	1,842 32	1,189 89		(652 43)
12/16/10	03/15/12	66 00	Best Buy Inc	2,289 31	1,645 64		(643 67)
06/04/10	03/15/12	58 00	Dell Inc	771 82	996 17		224 35
01/13/11	03/15/12	12 00	Exxon Mobil Corp	914 41	1,028 30		113 89
06/30/10	03/15/12	59 00	General Elec Co	864 43	1,176 93		312 50
02/04/11	03/15/12	121 00	Genworth Financial Inc - Cl A	1,556 73	1,100 72		(456 01)
11/27/07	03/15/12	3 00	Gilead Sciences Inc	132 30	140 59		8 29
12/28/09	03/15/12	43 00	Gilead Sciences Inc	1,858 07	2,015 18		157 11
02/01/10	03/15/12	3 00	Google Inc Cl A	1,606 34	1,853 69		247 35
07/29/10	03/15/12	120 00	Inpex Corp	1,463 40	2,039 41		576 01
02/09/10	03/15/12	5 00	JPMorgan Chase & Co	191 76	221 89		30 13
10/15/10	03/15/12	22 00	JPMorgan Chase & Co	818 06	976 31		158 25
02/19/09	03/15/12	7 00	Life Time Fitness Inc Com	75 70	355 10		279 40
03/12/10	03/15/12	89 00	MEMC Electronic Materials Inc	1,255 88	359 48		(896 40)
03/15/10	03/15/12	36 00	MEMC Electronic Materials Inc	509 02	145 41		(363 61)
05/10/10	03/15/12	84 00	MEMC Electronic Materials Inc	1,045 41	339 28		(706 13)
06/06/06	03/15/12	19 00	Microsoft Corp	418 95	618 06		199 11
11/27/07	03/15/12	40 00	On Semiconductor Corp	341 01	354 24		13 23
10/19/10	03/15/12	101 00	Pulte Group Inc	847 95	958 81		110 86
03/15/10	03/15/12	50 00	Sandridge Energy Inc	408 99	415 38		6 39
05/03/10	03/15/12	25 00	United States Steel Corp	1,345 94	741 56		(604 38)
10/19/10	03/22/12	49 00	Pulte Group Inc	411 38	443 31		31 93
10/19/10	03/23/12	69 00	Pulte Group Inc	579 29	586 79		7 50
04/20/11	03/28/12	18 00	Gap Inc	396 36	458 15	61 79	
04/20/11	03/30/12	33 00	Gap Inc	726 66	859 19	132 53	
08/15/11	03/30/12	13 00	Charles Schwab Corp	162 68	183 97	21 29	
10/13/11	03/30/12	55 00	Charles Schwab Corp	681 71	778 32	96 61	
04/27/11	04/04/12	3 00	United States Steel Corp	144 60	84 47	(60 13)	
07/13/11	04/04/12	11 00	United States Steel Corp	495 18	309 73	(185 45)	
04/20/11	04/05/12	48 00	Gap Inc	1,056 96	1,258 46	201 50	
10/06/11	04/19/12	9 00	Apache Corp	767 56	820 15	52 59	
10/27/11	04/19/12	21 00	Sandridge Energy Inc	171 64	146 03	(25 61)	
06/04/10	03/28/12	27 00	Dell Inc	359 29	434 61		75 32
06/06/06	03/28/12	14 00	Microsoft Corp	308 70	441 92		133 22
10/08/08	03/29/12	18 00	Amdocs Ltd	452 76	557 24		104 48

<u>Purchase Date</u>	<u>Sale Date</u>	<u>Quantity</u>	<u>Security Name</u>	<u>Cost Basis</u>	<u>Sales Proceeds</u>	<u>Short Term Realized Gain/(Loss)</u>	<u>Long Term Realized Gain/(Loss)</u>
02/19/09	03/29/12	10 00	Life Time Fitness Inc Com	108 14	495 69		387 55
01/03/11	03/30/12	42 00	Bank of America Corp	595 21	388 48		(206 73)
10/19/10	03/30/12	18 00	Pulte Group Inc	151 12	158 93		7 81
02/22/11	03/30/12	76 00	Pulte Group Inc	562 10	671 06		108 96
12/28/09	04/04/12	7 00	Gilead Sciences Inc	302 48	329 09		26 61
04/22/10	04/04/12	21 00	Gilead Sciences Inc	868 25	987 26		119 01
01/13/11	04/19/12	11 00	Exxon Mobil Corp	838 21	929 45		91 24
04/05/10	04/19/12	42 00	Sandridge Energy Inc	324 17	292 06		(32 11)
10/05/11	05/02/12	126 00	Sandridge Energy Inc	744 55	911 65	167 10	
04/09/12	05/18/12	1 00	Google Inc Cl A	636 02	602 43	(33 59)	
10/06/11	05/22/12	32 00	Apache Corp	2,729 12	2,648 20	(80 92)	
10/06/11	05/23/12	6 00	MetLife Inc	181 86	182 48	0 62	
10/13/11	05/23/12	39 00	MetLife Inc	1,217 34	1,186 13	(31 21)	
10/13/11	05/23/12	54 00	Charles Schwab Corp	669 32	666 52	(2 80)	
10/06/11	05/24/12	10 00	MetLife Inc	303 10	295 60	(7 50)	
10/13/11	05/24/12	57 00	Charles Schwab Corp	706 50	704 04	(2 46)	
04/20/11	05/02/12	28 00	Gap Inc	616 56	795 00		178 44
04/05/10	05/02/12	110 00	Sandridge Energy Inc	849 02	795 88		(53 14)
08/11/10	05/02/12	47 00	Sandridge Energy Inc	225 40	340 06		114 66
10/11/10	05/02/12	123 00	Sandridge Energy Inc	666 08	889 94		223 86
06/04/10	05/18/12	46 00	Dell Inc	612 13	679 84		67 71
09/02/10	05/18/12	128 00	Dell Inc	1,586 54	1,891 74		305 20
11/27/07	05/22/12	68 00	On Semiconductor Corp	579 73	456 39		(123 34)
12/14/07	05/22/12	97 00	On Semiconductor Corp	797 59	651 02		(146 57)
02/04/11	05/23/12	68 00	Genworth Financial Inc - Cl A	874 85	340 98		(533 87)
04/20/11	05/24/12	16 00	Hartford Finl Svcs Grp	436 77	263 18		(173 59)
04/09/12	06/01/12	1 00	Google Inc Cl A	636 01	584 41	(51 60)	
11/29/11	06/01/12	3 00	Varian Medical Systems Inc	180 38	181 55	1 17	
06/29/11	06/04/12	92 00	Staples Inc	1,430 09	1,215 19	(214 90)	
10/13/11	06/07/12	29 00	Charles Schwab Corp	359 45	335 98	(23 47)	
12/13/11	06/07/12	4 00	Thermo Fisher Scientific Inc	182 98	186 59	3 61	
03/23/12	06/19/12	24 00	Softbank Corp	358 45	375 05	16 60	
12/13/11	06/19/12	11 00	Thermo Fisher Scientific Inc	503 19	545 61	42 42	
12/13/11	06/29/12	4 00	Thermo Fisher Scientific Inc	182 98	196 52	13 54	
02/17/09	06/01/12	8 00	Varian Medical Systems Inc	294 63	484 12		189 49
02/19/09	06/06/12	8 00	Life Time Fitness Inc Com	86 51	324 42		237 91
04/20/11	06/07/12	14 00	Gap Inc	308 28	346 04		37 76
05/20/11	06/07/12	4 00	Gap Inc	78 73	98 87		20 14
01/03/11	06/19/12	11 00	Bank of America Corp	155 89	80 69		(75 20)
04/25/11	06/19/12	38 00	Bank of America Corp	465 73	278 75		(186 98)
12/16/10	06/19/12	19 00	Best Buy Inc	659 04	366 05		(292 99)
02/01/10	06/14/12	1 00	Google Inc Cl A	535 45	552 75		17 30
09/02/10	06/26/12	11 00	Thermo Fisher Scientific Inc	484 01	540 43		56 42
				Short Term	91,160 76	87,923 39	(3,237 37)
				Long Term	79,210 33	74,930 49	(4,279 84)
					170,371 09	162,853 88	



Capital  
Fiduciary  
Advisors

# **PURCHASE AND SALES**

Arundel Family Foundation - Funding

Charles Schwab Institutional Account #13573541

July 01, 2011 to June 30, 2012

<u>Purchase Date</u>	<u>Sale Date</u>	<u>Quantity</u>	<u>Security Name</u>	<u>Cost Basis</u>	<u>Sales Proceeds</u>	<u>Short Term Realized Gain/(Loss)</u>	<u>Long Term Realized Gain/(Loss)</u>
SELL				\$67,847.59	\$67,900.00	\$0.00	\$52.41
12/13/07	08/31/11	2,270.66	PIMCO Tot Rtn Fund	23,992.51	24,980.00		987.49
12/13/07	10/20/11	183.15	Diamond Hill Long-Short Fd - I	3,487.74	2,980.00		(507.74)
01/06/09	12/01/11	417.71	Guggenheim Managed Futures Strat H	11,315.75	10,000.00		(1,315.75)
05/13/09	12/01/11	382.56	Gateway Fund- Y	8,919.37	9,980.00		1,060.63
12/13/07	12/02/11	592.77	Diamond Hill Long-Short Fd - I	11,288.11	9,980.00		(1,308.11)
09/16/08	12/02/11	896.06	Royce PA Mutual Fd - INV	8,844.11	9,980.00		1,135.89
				Short Term	-	-	-
				Long Term	67,847.59	67,900.00	52.41
					67,847.59	67,900.00	



Capital  
Fiduciary  
Advisors

## PURCHASE AND SALES

Arundel Family Foundation - Wedgewood

Charles Schwab Institutional Account #68533668

July 01, 2011 to June 30, 2012

<u>Purchase</u> <u>Date</u>	<u>Sale Date</u>	<u>Quantity</u>	<u>Security Name</u>	<u>Cost Basis</u>	<u>Sales Proceeds</u>	<u>Short Term</u> <u>Realized</u> <u>Gain/(Loss)</u>	<u>Long Term</u> <u>Realized</u> <u>Gain/(Loss)</u>
SELL				\$108,978.23	\$140,573.07	\$3,008.73	\$28,586.11
09/14/10	08/08/11	15 00	Jacobs Engineering Group Inc	551.76	497.01	(54.75)	
06/16/11	08/15/11	6 00	Google Inc Cl A	3,032.17	3,317.45	285.28	
06/24/11	08/15/11	4 00	Google Inc Cl A	1,908.73	2,211.63	302.90	
10/07/10	08/22/11	400 00	U S Bancorp New	8,945.15	8,200.82	(744.33)	
10/26/10	08/22/11	25 00	U S Bancorp New	597.38	512.55	(84.83)	
11/23/09	08/11/11	170 00	Jacobs Engineering Group Inc	6,177.01	5,632.78		(544.23)
05/19/10	08/08/11	35 00	Visa Inc Class A Shs	2,560.53	2,770.76		210.23
07/29/10	08/08/11	35 00	Visa Inc Class A Shs	2,519.68	2,770.76		251.08
03/07/08	08/15/08	2 00	Google Inc Cl A	856.64	1,105.81		249.17
06/16/11	09/06/11	20.00	Goldman Sachs Group Inc	2,727.35	2,080.74	(646.61)	
09/17/08	09/06/11	60 00	Goldman Sachs Group Inc	6,048.15	6,242.23		194.08
11/12/08	09/06/11	20 00	Goldman Sachs Group Inc	1,401.24	2,080.75		679.51
01/25/10	09/19/11	15 00	Goldman Sachs Group Inc	2,333.02	1,560.56		(772.46)
07/23/10	09/19/11	30 00	Amazon Com Inc	3,401.34	7,148.07		3,746.73
12/08/10	01/09/12	10 00	Intuitive Surgical Inc	2,618.31	4,512.89		1,894.58
10/07/09	01/09/12	10 00	Visa Inc Class A Shs	719.91	990.02		270.11
07/29/10	01/09/12	15 00	Visa Inc Class A Shs	1,048.45	1,485.04		436.59
05/12/09	01/23/12	45 00	Gilead Sciences Inc	3,606.78	3,770.07		163.29
08/10/11	01/30/12	25 00	Perrigo Co	2,107.44	2,352.17	244.73	
09/12/11	02/08/12	45 00	Express Scripts Holding Co	2,007.72	2,267.20	259.48	
08/12/10	01/30/12	15 00	Perrigo Co	890.85	1,411.30		520.45
10/07/09	01/30/12	15 00	Visa Inc Class A Shs	1,048.45	1,487.74		439.29
07/23/10	02/08/12	25 00	Express Scripts Holding Co	1,065.35	1,259.56		194.21
10/06/08	02/10/12	11 00	Apple Inc	977.23	5,434.57		4,457.34
08/15/11	03/15/12	20 00	Cognizant Tech Solutions Cl A	1,277.17	1,516.62	239.45	
06/27/11	03/15/12	30 00	Cummings Inc	2,936.30	3,803.68	867.38	
09/16/11	03/15/12	50 00	Express Scripts Holding Co	2,056.83	2,701.00	644.17	
01/30/12	03/15/12	5 00	Google Inc Cl A	2,891.85	3,097.84	205.99	
09/26/11	03/15/12	30 00	National Oilwell Varco Inc	1,643.58	2,398.21	754.63	
09/13/11	03/15/12	40 00	Qualcomm Inc	2,070.62	2,596.20	525.58	
09/26/11	03/15/12	15 00	Schlumberger Ltd	946.85	1,114.83	167.98	
01/23/12	03/15/12	210 00	Charles Schwab Corp	2,679.27	3,202.31	523.04	
08/22/11	03/15/12	60 00	Verisk Analytics Inc	1,937.27	2,691.60	754.33	
05/18/10	03/15/12	45 00	American Express Company	1,803.48	2,544.58		741.10
07/23/10	03/15/12	10 00	American Express Company	439.08	565.46		126.38
10/06/08	03/15/12	12 00	Apple Inc	1,066.06	6,997.77		5,931.71
02/07/11	03/15/12	50 00	Berkshire Hathaway Inc	4,190.90	4,050.98		(139.92)
10/14/08	03/15/12	70 00	EMC Corp	737.24	2,018.91		1,281.67
03/09/09	03/15/12	70 00	Gilead Sciences Inc	3,101.84	3,284.91		183.07
05/12/09	03/15/12	5 00	Gilead Sciences Inc	225.42	234.64		9.22
11/03/09	03/15/12	5 00	Gilead Sciences Inc	216.16	234.63		18.47
12/08/10	03/15/12	2 00	Intuitive Surgical Inc	523.66	1,045.47		521.81
10/07/09	03/15/12	5 00	Visa Inc Class A Shs	349.48	583.80		234.32
09/13/10	03/15/12	25 00	Visa Inc Class A Shs	1,642.65	2,918.99		1,276.34
12/08/10	03/30/12	11 00	Intuitive Surgical Inc	2,880.14	5,929.91		3,049.77
10/08/08	04/19/12	15 00	Visa Inc Class A Shs	746.42	1,824.73		1,078.31
09/13/10	04/19/12	5 00	Visa Inc Class A Shs	328.53	608.25		279.72
06/16/11	05/07/12	65 00	Teva Pharmaceutical Industries ADR	3,125.13	2,882.91	(242.22)	
06/16/11	05/09/12	165 00	Teva Pharmaceutical Industries ADR	7,933.02	6,939.55	(993.47)	
08/12/10	06/07/12	35 00	Perrigo Co	2,078.64	3,682.81		1,604.17
				Short Term	51,375.59	54,384.32	3,008.73
				Long Term	57,602.64	86,188.75	28,586.11
					108,978.23	140,573.07	





Capital  
Fiduciary  
Advisors

## PURCHASE AND SALES

Arundel Family Foundation - Johnston  
Charles Schwab Institutional Account #73160771  
July 01, 2011 to June 30, 2012

<u>Purchase Date</u>	<u>Sale Date</u>	<u>Quantity</u>	<u>Security Name</u>	<u>Cost Basis</u>	<u>Sales Proceeds</u>	<u>Short Term Realized Gain/(Loss)</u>	<u>Long Term Realized Gain/(Loss)</u>
SELL				\$19,177 65	\$20,893 39	(\$253 96)	\$1,969 70
12/31/07	10/27/11	20 00	Diageo PLC ADR New	1,726 26	1,689 91		(36 35)
12/31/07	10/28/11	10 00	Vodafone Group PLC ADR	1,143 02	276 19		(866 83)
12/31/07	10/28/11	40 00	SABMiller PLC	373 84	1,488 70		1,114 86
04/24/08	10/28/11	30 00	Vodafone Group PLC ADR	945 79	828 56		(117 23)
03/11/10	10/28/11	20 00	Vodafone Group PLC ADR	458 14	552 36		94 22
05/09/11	03/08/12	10 00	Novartis AG Namen Spon ADR	610 35	537 40	(72 95)	
04/12/11	03/08/12	116 00	Novartis AG Namen Spon ADR	6,414 80	6,233 79	(181 01)	
03/10/10	03/15/12	156 00	Vodafone Group PLC ADR	3,537 70	4,091 43		553 73
03/11/10	03/15/12	94 00	Vodafone Group PLC ADR	2,153 23	2,465 35		312 12
04/25/08	06/05/12	20 00	ASML Hldg NV	599 48	897 14		297 66
12/17/08	06/05/12	20 00	ASML Hldg NV	351 91	897 14		545 23
12/31/07	06/06/12	10 00	Diageo PLC ADR New	863 13	935 42		72 29
Short Term				7,025 15	6,771 19	(253 96)	
Long Term				12,152 50	14,122 20		1,969 70
				19,177 65	20,893 39		

**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

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
INSTITUTE FOR EDUCATION 4410 MASSACHUSETTS AVE., NW WASHINGTON, DC 20016	NONE	PUBLIC CHARITY	UNRESTRICTED CONTRIBUTION	1,000.
J. SARGEANT REYNOLDS COMMUNITY COLLEGE PO BOX 26924 RICHMOND, VA 23261	NONE	PUBLIC CHARITY	UNRESTRICTED CONTRIBUTION	3,000.
LAWRENCEVILLE SCHOOL 2500 MAIN STREET LAWRENCEVILLE, NJ 08648	NONE	PUBLIC CHARITY	UNRESTRICTED CONTRIBUTION	2,500.
OCEANA 1350 CONNECTICUT AVE., NW 5TH FLOOR WASHINGTON, DC 20036	NONE	PUBLIC CHARITY	UNRESTRICTED CONTRIBUTION	500.
PEN/FAULKNER FOUNDATION 201 EAST CAPITOL STREET, SE WASHINGTON, DC 20003	NONE	PUBLIC CHARITY	UNRESTRICTED CONTRIBUTION	500.
ST. PATRICK'S EPISCOPAL DAY SCHOOL 4700 WHITEHAVEN PARKWAY, NW WASHINGTON, DC 20007	NONE	PUBLIC CHARITY	UNRESTRICTED CONTRIBUTION	5,000.
THE KENNEDY CENTER MEMBERSHIP 2700 F STREET, NW WASHINGTON, DC 20566	NONE	PUBLIC CHARITY	UNRESTRICTED CONTRIBUTION	80.
THE NATIONAL MUSEUM OF AMERICANS IN WARTIME 7413 GEORGETOWN COURT MCLEAN, VA 22102	NONE	PUBLIC CHARITY	UNRESTRICTED CONTRIBUTION	100,000.
THE POTOMAC SCHOOL 1301 POTOMAC SCHOOL ROAD MCLEAN, VA 22101	NONE	PUBLIC CHARITY	UNRESTRICTED CONTRIBUTION	14,000.
TRINITY EPISCOPAL CHURCH PO BOX 127 UPPERVILLE, VA 20185	NONE	PUBLIC CHARITY	UNRESTRICTED CONTRIBUTION	5,000.
Total from continuation sheets				134,080.

54-1607743

**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
WILLIAM J. CLINTON PRESIDENTIAL FOUNDATION 55 WEST 125TH STREET NEW YORK, NY 10027	NONE	PUBLIC CHARITY	UNRESTRICTED CONTRIBUTION	1,500.
WILMINGTON FRIENDS SCHOOL 101 SCHOOL ROAD WILMINGTON, DE 19803	NONE	PUBLIC CHARITY	UNRESTRICTED CONTRIBUTION	1,000.
<b>Total from continuation sheets</b>				

**Part IV** Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	CHARLES SCHAWB -5326- SEE ATTACHED SCHEDULE	P	VARIOUS	VARIOUS
b	CHARLES SCHAWB -5326- SEE ATTACHED SCHEDULE	P	VARIOUS	VARIOUS
c	CHARLES SCHAWB -3541- SEE ATTACHED SCHEDULE	P	VARIOUS	VARIOUS
d	CHARLES SCHAWB -3668- SEE ATTACHED SCHEDULE	P	VARIOUS	VARIOUS
e	CHARLES SCHAWB -3668- SEE ATTACHED SCHEDULE	P	VARIOUS	VARIOUS
f	CHARLES SCHAWB -0771- SEE ATTACHED SCHEDULE	P	VARIOUS	VARIOUS
g	CHARLES SCHAWB -0771- SEE ATTACHED SCHEDULE	P	VARIOUS	VARIOUS
h	CAPITAL GAINS DIVIDENDS			
i				
j				
k				
l				
m				
n				
o				

(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 87,923.		91,161.	-3,238.
b 74,930.		79,210.	-4,280.
c 67,900.		67,848.	52.
d 54,384.		51,376.	3,008.
e 86,189.		57,603.	28,586.
f 6,771.		7,025.	-254.
g 14,122.		12,153.	1,969.
h 14,452.			14,452.
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			-3,238.
b			-4,280.
c			52.
d			3,008.
e			28,586.
f			-254.
g			1,969.
h			14,452.
i			
j			
k			
l			
m			
n			
o			

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	40,295.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8 }	3	N/A

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

SOURCE	AMOUNT
SUNTRUST BANK	7.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	7.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CHARLES SCHAWB - 0771	4,317.	0.	4,317.
CHARLES SCHAWB - 3541	33,535.	14,452.	19,083.
CHARLES SCHAWB - 3668	1,694.	0.	1,694.
CHARLES SCHAWB - 5326	2,298.	0.	2,298.
TOTAL TO FM 990-PF, PART I, LN 4	41,844.	14,452.	27,392.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME	20,550.	20,550.	
TOTAL TO FORM 990-PF, PART I, LINE 11	20,550.	20,550.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	1,580.	0.		1,580.
TO FM 990-PF, PG 1, LN 16A	1,580.	0.		1,580.

FORM 990-PF	ACCOUNTING FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING FEES	5,250.	2,625.		2,625.	
TO FORM 990-PF, PG 1, LN 16B	5,250.	2,625.		2,625.	

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
TAXES AND LICENSES	25.	0.		0.	
FOREIGN TAXES	513.	513.		0.	
TO FORM 990-PF, PG 1, LN 18	538.	513.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
BANK SERVICE CHARGES	287.	0.		0.	
INVESTMENT FEES	13,775.	13,775.		0.	
MISC EXPENSE	170.	0.		0.	
TO FORM 990-PF, PG 1, LN 23	14,232.	13,775.		0.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	8
DESCRIPTION			BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS -5326- SEE ATTACHED SCHEDULE			150,684.	152,152.
INVESTMENTS -0771- SEE ATTACHED SCHEDULE			125,453.	119,838.
INVESTMENTS -3668- SEE ATTACHED SCHEDULE			149,867.	201,312.
TOTAL TO FORM 990-PF, PART II, LINE 10B			426,004.	473,302.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS -3541- SEE ATTACHED SCHEDULE	COST	746,622.	791,917.
INVESTMENTS -3541- SEE ATTACHED SCHEDULE	COST	25,338.	28,596.
TOTAL TO FORM 990-PF, PART II, LINE 13		771,960.	820,513.

**Application for Extension of Time To File an  
Exempt Organization Return**

OMB No. 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☐
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

**Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868.

**Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*.

**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

<b>Type or print</b>  File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	AWA FAMILY FOUNDATION	<input checked="" type="checkbox"/> 54-1607743
	Number, street, and room or suite no. If a P O box, see instructions	Social security number (SSN)
	5687 MERRY OAKS ROAD	<input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	THE PLAINS, VA 20198	

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

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► MARK WATTS, CPA, CVA

Telephone No. ► 703-391-2000FAX No. ► 703-391-2580

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN)           . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until FEBRUARY 15, 2013, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

► ☐ calendar year 20        or► ☒ tax year beginning JULY 1, 20 11, and ending JUNE 30, 20 12.

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return

☐ Change in accounting period

<b>3a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>3a</b>	\$	0.00
<b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	<b>3b</b>	\$	389.00
<b>c</b> <b>Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>3c</b>	\$	0.00

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

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

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