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**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

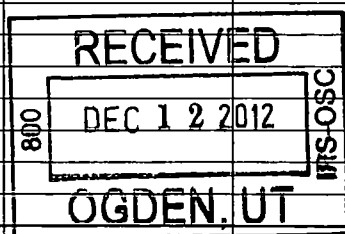
For calendar year 2011 or tax year beginning

07/01, 2011, and ending

06/30, 2012

Name of foundation <b>MACOMBER FAMILY FOUNDATION</b>		<b>A Employer identification number</b> 83-0478666
Number and street (or P O box number if mail is not delivered to street address) C/O JOHN D. MACOMBER 2806 N STREET, NW	Room/suite	<b>B Telephone number (see instructions)</b> (202) 338-0290
City or town, state, and ZIP code  WASHINGTON, DC 20007		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> Check all that apply:	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change
<b>H</b> 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		<b>D</b> 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$</b> 736,426.	<b>J</b> Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> <b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>1</b> Contributions, gifts, grants, etc., received (attach schedule)					
<b>2</b> Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
<b>3</b> Interest on savings and temporary cash investments					
<b>4</b> Dividends and interest from securities		19,166.	19,166.		ATCH 1
<b>5a</b> Gross rents					
<b>b</b> Net rental income or (loss)					
<b>6a</b> Net gain or (loss) from sale of assets not on line 10		39,990.			
<b>b</b> Gross sales price for all assets on line 6a		792,452.			
<b>7</b> Capital gain net income (from Part IV, line 2)			39,990.		
<b>8</b> Net short-term capital gain					
<b>9</b> Income modifications					
<b>10a</b> Gross sales less returns and allowances					
<b>b</b> Less Cost of goods sold					
<b>c</b> Gross profit or (loss) (attach schedule)					
<b>11</b> Other income (attach schedule)					
<b>12</b> Total. Add lines 1 through 11		59,156.	59,156.		
<b>13</b> Compensation of officers, directors, trustees, etc.		0			
<b>14</b> Other employee salaries and wages					
<b>15</b> Pension plans, employee benefits					
<b>16a</b> Legal fees (attach schedule)					
<b>b</b> Accounting fees (attach schedule) ATCH 2		2,850.	1,425.		1,425.
<b>c</b> Other professional fees (attach schedule) *		5,248.	5,248.		
<b>17</b> Interest, ATTACHMENT 4		15.	15.		
<b>18</b> Taxes (attach schedule) (see instructions) **		266.	266.		
<b>19</b> Depreciation (attach schedule) and depletion					
<b>20</b> Occupancy					
<b>21</b> Travel, conferences, and meetings					
<b>22</b> Printing and publications					
<b>23</b> Other expenses (attach schedule) ATCH 6		231.	131.		100.
<b>24</b> Total operating and administrative expenses. Add lines 13 through 23		8,610.	7,085.		1,525.
<b>25</b> Contributions, gifts, grants paid		36,000.			36,000.
<b>26</b> Total expenses and disbursements. Add lines 24 and 25		44,610.	7,085.	0	37,525.
<b>27</b> Subtract line 26 from line 12		14,546.			
<b>a</b> Excess of revenue over expenses and disbursements			52,071.		
<b>b</b> Net investment income (if negative, enter -0-)					
<b>c</b> Adjusted net income (if negative, enter -0-)					



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing	11,330.	188.	188.	
	2	Savings and temporary cash investments		148,740.	148,740.	
	3	Accounts receivable				
		Less allowance for doubtful accounts				
	4	Pledges receivable				
		Less allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule)				
		Less allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule)	560,763.			
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)					
12	Investments - mortgage loans					
13	Investments - other (attach schedule)	150,000.	587,711.	587,498.		
14	Land, buildings, and equipment basis					
	Less accumulated depreciation (attach schedule)					
15	Other assets (describe )					
16	<b>Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)</b>	722,093.	736,639.	736,426.		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe )				
23	<b>Total liabilities (add lines 17 through 22)</b>	0	0			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds	463,251.	463,251.		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds	258,842.	273,388.		
30	<b>Total net assets or fund balances (see instructions)</b>	722,093.	736,639.			
31	<b>Total liabilities and net assets/fund balances (see instructions)</b>	722,093.	736,639.			

**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	722,093.
2	Enter amount from Part I, line 27a	2	14,546.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	736,639.
5	Decreases not included in line 2 (itemize)	5	
6	<b>Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30</b>	6	736,639.

**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 SEE PART IV SCHEDULE				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (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				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	39,990.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No  
 If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	8,475.	515,697.	0.016434
2009	13,000.	228,071.	0.057000
2008	59,981.	217,735.	0.275477
2007	60,000.	574,816.	0.104381
2006			

2 Total of line 1, column (d)	2	0.453292
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	0.113323
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	810,030.
5 Multiply line 4 by line 3	5	91,795.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	521.
7 Add lines 5 and 6	7	92,316.
8 Enter qualifying distributions from Part XII, line 4 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	8	37,525.

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

Table with 11 rows for excise tax calculations. Includes fields for exempt foundations, tax under section 511, add lines, subtitle A tax, tax based on investment income, credits/payments, total credits, penalty, tax due, overpayment, and amount to be credited to 2012 estimated tax.

Part VII-A Statements Regarding Activities

Table with 10 rows for statements regarding activities. Includes questions about influencing legislation, political purposes, Form 1120-POL filing, tax on political expenditures, reimbursement, IRS reporting, changes in governing instruments, unrelated business income, liquidation, 508(e) requirements, assets, states reported to, Form 990-PF distribution, private operating foundation status, and substantial contributors.

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)
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
Website address N/A
14 The books are in care of JOHN D. MACOMBER Telephone no 202-338-0290
Located at 2806 N ST, NW WASHINGTON, DC ZIP + 4 20007
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
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? Yes No 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.

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 X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No X
(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 X
(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 X
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)? 1b
Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011? 1c 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? Yes No X
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) 2b X
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? Yes No X
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
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

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... (2) Influence the outcome of any specific public election... (3) Provide a grant to an individual for travel... (4) Provide a grant to an organization other than a charitable... (5) Provide for any purpose other than religious... 5b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify... 6a Did the foundation, during the year, receive any funds... 6b Did the foundation, during the year, pay premiums... 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? 7b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

Table with 5 columns: (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. Row 1: ATTACHMENT 7, 0, 0, 0.

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

Table with 5 columns: (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. Row 1: NONE.

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
<b>Total number of others receiving over \$50,000 for professional services</b> . . . . . ▶		

**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
<b>Total. Add lines 1 through 3</b> . . . . . ▶	

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	720,178.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	102,187.
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	822,365.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	822,365.
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	12,335.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	810,030.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	40,502.

**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)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	40,502.
<b>2a</b>	Tax on investment income for 2011 from Part VI, line 5	<b>2a</b>	1,041.
<b>b</b>	Income tax for 2011. (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	1,041.
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1	<b>3</b>	39,461.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	39,461.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted</b> Subtract line 6 from line 5 Enter here and on Part XIII, line 1	<b>7</b>	39,461.

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	<b>1a</b>	37,525.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	37,525.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	<b>5</b>	0
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	37,525.

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

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

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				39,461.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years 20 09, 20 08, 20 07				
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007	21,986.			
c From 2008	49,132.			
d From 2009	1,622.			
e From 2010				
f Total of lines 3a through e	72,740.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 37,525.				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				37,525.
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))	1,936.			1,936.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	70,804.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	70,804.			
10 Analysis of line 9				
a Excess from 2007	20,050.			
b Excess from 2008	49,132.			
c Excess from 2009	1,622.			
d Excess from 2010				
e Excess from 2011				

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

NOT APPLICABLE

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

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

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

**1 Information Regarding Foundation Managers:**

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

NONE

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 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
<p>a <i>Paid during the year</i></p> <p>ATTACHMENT 8</p>				
<b>Total</b> . . . . . ▶ <b>3a</b>				36,000.
<p>b <i>Approved for future payment</i></p>				
<b>Total</b> . . . . . ▶ <b>3b</b>				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include Program service revenue, Membership dues, Interest on savings, Dividends, Net rental income, Other investment income, Gain or loss from sales, and Subtotal.

(See worksheet in line 13 instructions to verify calculations )

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

Table with 2 columns: Line No. and Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes.

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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash (2) Other assets b Other transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. All entries are N/A.

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

b If "Yes," complete the following schedule

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. All cells are empty.

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.

Sign Here: Signature of officer or trustee: John D. Macomber, Date: Nov 20, 2012, Title: [blank]. Includes a box for IRS discussion: May the IRS discuss this return with the preparer shown below? Yes [X] No [ ]

Paid Preparer Use Only: Print/Type preparer's name: ELLIOTT FRIEDMAN, Preparer's signature: [Signature], Date: 11/20/12, Check self-employed if: [ ], PTIN: P00082764, Firm's name: FRIEDMAN & HUEY ASSOC. LLP, Firm's EIN: 36-3382360, Firm's address: 1313 WEST 175TH STREET, HOMEWOOD, IL 60430, Phone no: 708-799-6800

**FORM 990-PF - PART IV  
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
792,452.		PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES 752,462.				P	VAR  39,990.	VAR
TOTAL GAIN (LOSS) .....							<u>39,990.</u>	

ATTACHMENT 1

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
UBS Y1111818	1,444.	1,444.
CHARLES SCHWAB 5139-2464	361.	361.
CHARLES SCHWAB 9844-9316	8,586.	8,586.
UBS Y113971	2,827.	2,827.
UBS Y114416	3,021.	3,021.
UBS Y114417	2,927.	2,927.
<b>TOTAL</b>	<u>19,166.</u>	<u>19,166.</u>

ATTACHMENT 2

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
FRIEDMAN & HUEY	2,850.	1,425.	1,425.	1,425.
TOTALS	<u>2,850.</u>	<u>1,425.</u>	<u>1,425.</u>	<u>1,425.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT ADVISORY FEES	5,248.	5,248.
TOTALS	<u>5,248.</u>	<u>5,248.</u>

ATTACHMENT 4

FORM 990PF, PART I - INTEREST EXPENSE

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
UBS Y114416	15.	15.
TOTALS	<u>15.</u>	<u>15.</u>

ATTACHMENT 5

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FOREIGN TAXES PAID	266.	266.
TOTALS	<u>266.</u>	<u>266.</u>

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADR FEES PAID	131.	131.	
REGISTERED AGENT FEES	100.		100.
TOTALS	<u>231.</u>	<u>131.</u>	<u>100.</u>

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 7

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
JOHN D. MACOMBER 2806 N STREET, NW WASHINGTON, DC 20007	PRESIDENT - PART TIME	0	0	0
JOYCE RUPERTUS 2806 N STREET, NW WASHINGTON, DC 20007	1ST VICE PRESIDENT - PART TIME	0	0	0
CAROLINE MACOMBER 2806 N STREET, NW WASHINGTON, DC 20007	SECRETARY/TREASURER -PART TIME	0	0	0
GRAND TOTALS		0	0	0

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 8

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

RECIPIENT NAME AND ADDRESS

(SEE STMT ATTACHED)

NONE

PUBLIC

FOR GENERAL OPERATING PURPOSES

36,000.

TOTAL CONTRIBUTIONS PAID

36,000.

MACOMBER FAMILY FOUNDATION

83-0478666

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
Portland Art Museum 1219 Southwest Park Avenue Portland, OR 97205	NONE PUBLIC	GENERAL	\$ 2,500 00
Childpeace Montessori School 1516 NW Thurman Street Portland, OR 97209	NONE PUBLIC	GENERAL	\$ 500 00
Wesleyan University 45 Wyllys Avenue Middletown, CT 06457	NONE PUBLIC	GENERAL	\$ 500 00
Women's Care Foundation PO Box 726 Portland, OR 97207	NONE PUBLIC	GENERAL	\$ 1,000 00
Vashon Maury Land Trust PO Box 2031 Vashon Island, WA 98070	NONE PUBLIC	GENERAL	\$ 5,000 00
Vashon Community Care Center 15333 Vashon Highway SW Vashon WA 98070	NONE PUBLIC	GENERAL	\$ 4,000 00

Vashon Maury Community Food Bank 10030 SW 210th St #4 Vashon, WA 98070	NONE PUBLIC	GENERAL	\$ 1,500.00
Vashon Youth and Family Services PO Box 237 Vashon, WA 98070	NONE PUBLIC	GENERAL	\$ 1,500.00
Playwrights Project 2356 Moore Street, Suite 204 San Diego, CA 92110-3019	NONE PUBLIC	GENERAL	\$ 2,000.00
The Mayhew Program 293 West Shore Road Bristol, NH 03222	NONE PUBLIC	GENERAL	\$ 2,000.00
Catlin Gabel School 8825 Southwest Barnes Road Portland, OR 97225	NONE PUBLIC	GENERAL	\$ 5,000.00
Oregon Food Bank 7900 Northeast 33rd Drive Portland, OR 97211	NONE PUBLIC	GENERAL	\$ 500.00
North Haven Conservation Partners 12 Main Street North Haven, ME 04853	NONE PUBLIC	GENERAL	\$ 500.00
Miss Porter's School 60 Main Street Farmington, CT 06032	NONE PUBLIC	GENERAL	\$ 500.00
Friends of Silver Lake 1306 Bath Road Bristol, PA 19007	NONE PUBLIC	GENERAL	\$ 2,000.00

LA Food Bank 1734 East 41st Street Los Angeles, CA 90058	NONE PUBLIC	GENERAL	\$ 2,000 00
SIJCC 1110 Bates Ave Los Angeles, CA 90029	NONE PUBLIC	GENERAL	\$ 2,000 00
North Haven Art & Enrichment 12 Main Street North Haven, ME 04853	NONE PUBLIC	GENERAL	\$ 1,000 00
Dramatists Guild Fund 1501 Broadway, Suite 701 New York, NY 10036	NONE PUBLIC	GENERAL	\$ 500 00
Barnsdall Art Park 4800 Hollywood Boulevard Los Angeles, CA 90027	NONE PUBLIC	GENERAL	\$ 500 00
Friends of Micheltorena School 1511 Micheltorena Street Los Angeles, CA 90026	NONE PUBLIC	GENERAL	\$ 500.00
California State Parks Foundation 50 Francisco Street, Suite 110 San Francisco, CA 94133	NONE PUBLIC	GENERAL	\$ 500 00

**TOTAL CHARITABLE CONTRIBUTIONS**

\$ 36,000 00

This Period

Year to Date

	Federally Tax-Exempt	Federally Taxable	Federally Tax-Exempt	Federally Taxable
<b>Income Summary</b>				
Money Funds Dividends	0.00	1.24	0.00	4.98
Cash Dividends	0.00	2,717.81	0.00	8,466.04
Total Capital Gains	0.00	115.18	0.00	115.18
<b>Total Income</b>	<b>0.00</b>	<b>2,834.23</b>	<b>0.00</b>	<b>8,586.20</b>

**Investment Detail - Cash and Money Market Funds [Sweep]**

	Market Value	% of Account Assets
Cash	187.66	<1%
<b>Total Cash</b>	<b>187.66</b>	<b>&lt;1%</b>

**Money Market Funds [Sweep]**

	Quantity	Market Price	Market Value	Current Yield	% of Account Assets
SCHWAB GOVT MONEY FUND: SWGXX	148,740.0600	1.0000	148,740.06	0.01%	20%
<b>Total Money Market Funds [Sweep]</b>			<b>148,740.06</b>		<b>20%</b>
<b>Total Cash &amp; Money Market [Sweep]</b>			<b>148,927.72</b>		<b>20%</b>

**Investment Detail - Mutual Funds**

	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Unrealized Gain or (Loss)
Bond Funds						
DOUBLELINE TOTAL RETURN ◊	6,242.2180	11.1800	69,788.00	9%	11.21	(157.88)
BD FD CL I						69,945.88
SYMBOL: DBLTX						

Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

Accounting Method  
Mutual Funds: Average

**Investment Detail - Mutual Funds (continued)**

Bond Funds (continued)	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
VANGUARD HIGH YIELD CORP ◊ FUND ADMIRAL SHARE SYMBOL: VWEAX	32,687.1420	5.8700	191,873.52	26%	5.90	192,846.26	(972.74)
<b>Total Bond Funds</b>	<b>38,929,3600</b>		<b>251,661,52</b>	<b>35%</b>		<b>262,792,14</b>	<b>(11,130,62)</b>
Equity Funds	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
EDGEWOOD GROWTH INSTL SYMBOL: EGFIX	6,694.8190	12.8900	86,296.22	12%	11.28	75,517.56 <sup>1</sup>	10,778.66
TWEEDY BROWNE ◊ WORLDWIDE HIGH DIV YIELD VAL SYMBOL: TBHDX	7,158.7480	9.3600	67,005.88	9%	9.70	69,417.57	(2,411.69)
VAN ECK GLOBAL HARD ◊ ASSETS FD CL I SYMBOL: GHAIX	169.7110	40.9400	6,947.97	<1%	50.46	8,563.00	(1,615.03)
YACKTMAN FOCUSED SERVICE ◊ CL SYMBOL: YAFFX	3,504.5590	19.8900	69,705.68	9%	19.65	68,863.84	841.84
<b>Total Equity Funds</b>	<b>17,527,8870</b>		<b>219,955,75</b>	<b>51%</b>		<b>222,361,97</b>	<b>7,593,78</b>
<b>Total Mutual Funds</b>	<b>56,457,2470</b>		<b>471,617,27</b>	<b>67%</b>		<b>485,154,11</b>	<b>6,633,16</b>

Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

Accounting Method  
Other Assets: First In First Out (FIFO)

**Investment Detail - Other Assets**

Other Assets	Units Purchased	Market Price	Market Value	% of Account Assets Acquired	Unrealized Gain or (Loss)	Holding Days	Holding Period
SPDR GOLD TRUST ◊	205.0000	155.1900	31,813.95	4%	(2,302.49)		
SPDR GOLD SHARES SYMBOL: GLD	205.0000	166.4216	34,116.44	02/29/12	(2,302.49)	122	Short-Term
VANGUARD DIV APPRECIATION SYMBOL: VIG	592.0000	56.6900	33,560.48	5%	(659.56)	122	Short-Term
VANGUARD MSCIEMERGING ◊ MARKETS ETF SYMBOL: VWO	764.0000	39.9300	30,506.52	4%	(3,713.59)	122	Short-Term
			95,880.95	13%	(6,675.64)		
<b>Total Other Assets</b>	<b>1,561.0000</b>		<b>102,556.59</b>				

<b>Total Investment Deal</b>	<b>736,425.94</b>
<b>Total Account Value</b>	<b>736,425.94</b>
<b>Total Cost Basis</b>	<b>597,707.70</b>

**Transaction Detail - Purchases & Sales**

Bond Funds Activity	Settle Date	Trade Date	Transaction	Description	Quantity	Unit Price	Total Amount
	06/29/12	06/29/12	Reinvested Shares	DOUBLELINE TOTAL RETURN BD FD CL I DBLTX	32.1340	11.1800	(359.26)

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