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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

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

09/01, 2011, and ending

08/31, 2012

Name of foundation THE LEE AND JULIET FOLGER FUND		A Employer identification number 52-0794388	
Number and street (or P O box number if mail is not delivered to street address) C/O ANNE L. STONE & ASSOCIATES, LLC 6862 ELM STREET, SUITE 740		B Telephone number (see instructions) (703) 847-1350	
City or town, state, and ZIP code MCLEAN, VA 22101		C If exemption application is pending check here <input type="checkbox"/> D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A) check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
G 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
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			
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 44,996,562. J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule) if the foundation is not required to attach Sch B <input checked="" type="checkbox"/>				
	2 Check <input checked="" type="checkbox"/>				
	3 Interest on savings and temporary cash investments	1,111.	1,111.		ATCH 1
	4 Dividends and interest from securities	833,171.	833,171.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	662,788.			
	b Gross sales price for all assets on line 6a	2,514,412.			
	7 Capital gain net income (from Part IV, line 2)		662,788.		
	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) (attach schedule)					
11 Other income (attach schedule)	-18,605.	-18,605.		ATCH 3	
12 Total Add lines 1 through 11	1,478,465.	1,478,465.	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) ATCH 4	6,140.			
	b Accounting fees (attach schedule) ATCH 5	24,980.			
	c Other professional fees (attach schedule) *	93,818.	9,382.		84,436.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) *	23,429.	8,429.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 8	739.			
	24 Total operating and administrative expenses Add lines 13 through 23	149,106.	17,811.		84,436.
	25 Contributions, gifts, grants paid	2,764,500.			2,764,500.
26 Total expenses and disbursements Add lines 24 and 25	2,913,606.	17,811.	0	2,848,936.	
27 Subtract line 26 from line 12	-1,435,141.				
a Excess of revenue over expenses and disbursements		1,460,654.			
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

*ATCH 6 JSA ** ATCH 7

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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				
	2	Savings and temporary cash investments		2,916,587.	2,695,169.	2,695,495.
	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) ATCH 9	23,348,248.	23,128,383.	41,760,461.	
	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) ATCH 10	347,117.	353,473.	540,606.		
14	Land, buildings, and equipment basis					
	Less accumulated depreciation (attach schedule) ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	26,611,952.	26,177,025.	44,996,562.		
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	Total liabilities (add lines 17 through 22)		0			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	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				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds	27,611,952.	26,177,025.		
	30	Total net assets or fund balances (see instructions)	27,611,952.	26,177,025.		
	31	Total liabilities and net assets/fund balances (see instructions)	27,611,952.	26,177,025.		

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	27,611,952.
2	Enter amount from Part I, line 27a	2	-1,435,141.
3	Other increases not included in line 2 (itemize) ▶ ATTACHMENT 11	3	214.
4	Add lines 1, 2, and 3	4	26,177,025.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	26,177,025.

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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.)
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) 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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
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	662,788.	
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	2,161,524.	43,144,864.	0.050099
2009	5,626,429.	42,012,121.	0.133924
2008	4,165,917.	37,266,985.	0.111786
2007	5,118,956.	56,142,012.	0.091179
2006	2,678,202.	59,379,647.	0.045103
2 Total of line 1, column (d)			2 0.432091
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 0.086418
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 42,853,457.
5 Multiply line 4 by line 3			5 3,703,310.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 14,607.
7 Add lines 5 and 6			7 3,717,917.
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 2,848,936.

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

1 a 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)		1	29,213.
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			
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	
3 Add lines 1 and 2		3	29,213.
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	29,213.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a		46,074.
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		46,074.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		16,861.
11 Enter the amount of line 10 to be Credited to 2012 estimated tax	11		16,861. Refunded

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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 page 19 of the 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 \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
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
4 a 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	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) DC, 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

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 ANNE L STONE & ASSOCIATES, LLC Telephone no 703-847-1350 Located at 6862 ELM STREET, SUITE 740, MCLEAN VA ZIP + 4 22101			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> 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?	16	Yes	No X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶				

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/>	1b	X
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? <input type="checkbox"/>	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) <input type="checkbox"/>	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) <input type="checkbox"/>	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/>	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? <input type="checkbox"/>	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, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ 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 (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 12		0	0	0

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

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

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

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
ATTACHMENT 13		93,818.
Total number of others receiving over \$50,000 for professional services		▶

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 NOT APPLICABLE	
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 NOT APPLICABLE	
2	
All other program-related investments. See instructions.	
3 NONE	
Total. Add lines 1 through 3	▶

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

Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes			
a	Average monthly fair market value of securities	1a	39,657,749.
b	Average of monthly cash balances	1b	3,316,211.
c	Fair market value of all other assets (see instructions)	1c	532,088.
d	Total (add lines 1a, b, and c)	1d	43,506,048.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	43,506,048.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	652,591.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	42,853,457.
6	Minimum investment return. Enter 5% of line 5	6	2,142,673.

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	2,142,673.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	29,213.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	29,213.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,113,460.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	2,113,460.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,113,460.

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	2,848,936.
b	Program-related investments - total from Part IX-B	1b	
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	2,848,936.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,848,936.

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				2,113,460.
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 1,341,742.				
c From 2008 2,328,834.				
d From 2009 3,580,087.				
e From 2010 37,423.				
f Total of lines 3a through e	7,288,086.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 2,848,936.				
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				2,113,460.
e Remaining amount distributed out of corpus	735,476.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	8,023,562.			
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	8,023,562.			
10 Analysis of line 9				
a Excess from 2007 1,341,742.				
b Excess from 2008 2,328,834.				
c Excess from 2009 3,580,087.				
d Excess from 2010 37,423.				
e Excess from 2011 735,476.				

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

NOT APPLICABLE

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)

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

Tax year	Prior 3 years				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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))

ATTACHMENT 14

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

N/A

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 <i>Paid during the year</i> SEE ATTACHMENT 15				2,764,500.
Total			▶ 3a	2,764,500.
b <i>Approved for future payment</i> SEE ATTACHMENT 16				860,000.
Total			▶ 3b	860,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	1,111.	
4	Dividends and interest from securities			14	833,171.	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property .					
7	Other investment income			14	-18,605.	
8	Gain or (loss) from sales of assets other than inventory			18	662,788.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory . .					
11	Other revenue a _____					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal. Add columns (b), (d), and (e)				1,478,465.	
13	Total. Add line 12, columns (b), (d), and (e)					1,478,465.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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 (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | Yes | No |
|---|---|-------|----|
| a | Transfers from the reporting foundation to a noncharitable exempt organization of | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received | | |

[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

**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 _____

Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

NANCY O'DOHERTY

Preparer's signature

Mary O'Solanty CPA

Date

3-28-13

Check <input type="checkbox"/> if self-employed

PTIN	
------	--

P00740856

Firm's name ▶ ANNE L. STONE & ASSOCIATES

Firm's EIN ▶ 54-1884412

Firm's address ► 6862 ELM STREET, SUITE 740
MCLEAN, VA

22101

Phone no 703-847-1350

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)	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					-38,481.	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					9,811.	
17,292.		225 3M COMPANY PROPERTY TYPE: SECURITIES 14,353.				P	VARIOUS	11/28/2011
26,329.		500 ABBOTT LABORATORIES PROPERTY TYPE: SECURITIES 5,159.				P	11/01/1990	11/28/2011
92,039.		9000 AES CORP PROPERTY TYPE: SECURITIES 80,040.				P	VARIOUS	10/17/2011
134,221.		620 AMAZON COM INC PROPERTY TYPE: SECURITIES 21,876.				P	VARIOUS	VARIOUS
46,883.		1600 AMDOCS LTD PROPERTY TYPE: SECURITIES 56,263.				P	VARIOUS	10/17/2011
5,877.		130 AMERICAN EXPRESS CO PROPERTY TYPE: SECURITIES 15.	229.	15.	214.	P	02/04/1957	11/28/2011
4,310.		140 AMERICAN INTL GROU PROPERTY TYPE: SECURITIES 152,427.				P	VARIOUS	04/02/2012
64,502.		170 APPLE COMPUTER INC PROPERTY TYPE: SECURITIES 7,880.				P	VARIOUS	11/30/2011
31,608.		2800 ARCH COAL INC PROPERTY TYPE: SECURITIES 72,442.				P	VARIOUS	VARIOUS
13,717.		1000 AXA SA SPONS ADR PROPERTY TYPE: SECURITIES 31,143.				P	VARIOUS	VARIOUS
		500 BED BATH BEYOND INC				P	VARIOUS	11/28/2011

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)	
29,606.		PROPERTY TYPE: SECURITIES 11,092.					18,514.	
		400 BOSTON PPTYS INC				P	08/06/1998	VARIOUS
36,695.		PROPERTY TYPE: SECURITIES 11,012.					25,683.	
		1000 CHESAPEAKE ENERGY CORP				P	VARIOUS	10/17/2011
27,155.		PROPERTY TYPE: SECURITIES 28,827.					-1,672.	
		1100 CONOCOPHILLIPS				P	VARIOUS	VARIOUS
74,268.		PROPERTY TYPE: SECURITIES 28,320.					45,948.	
		2000 CORNING INC				P	VARIOUS	VARIOUS
26,530.		PROPERTY TYPE: SECURITIES 25,076.					1,454.	
		950 COSTCO WHOLESALE CORP				P	VARIOUS	VARIOUS
77,654.		PROPERTY TYPE: SECURITIES 28,548.					49,106.	
		2000 CVS CAREMARK CORP				P	VARIOUS	VARIOUS
70,447.		PROPERTY TYPE: SECURITIES 39,777.					30,670.	
		895 EXXON MOBIL CORP				P	VARIOUS	VARIOUS
69,196.		PROPERTY TYPE: SECURITIES 6,514.					62,682.	
		300 FEDEX CORP				P	VARIOUS	11/30/2011
24,628.		PROPERTY TYPE: SECURITIES 11,936.					12,692.	
		265 FRANKLIN RESOURCES INC				P	12/10/1998	10/17/2011
26,016.		PROPERTY TYPE: SECURITIES 10,406.					15,610.	
		4300 GAP INC				P	VARIOUS	VARIOUS
110,775.		PROPERTY TYPE: SECURITIES 133,306.					-22,531.	
		450 INTL BUSINESS MACH				P	VARIOUS	VARIOUS
83,430.		PROPERTY TYPE: SECURITIES 40,024.					43,406.	

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)	
73,783.		3300 LOWES COS INC PROPERTY TYPE: SECURITIES 27,556.				P	04/07/1998 46,227.	VARIOUS
187,354.		1600 MARKET VECTORS BIOTECH ETF PROPERTY TYPE: SECURITIES 179,971.				P	VARIOUS 7,383.	VARIOUS
187,371.		3400 MEDCOHEALTH SOLUTIONS INC PROPERTY TYPE: SECURITIES 89,451.				P	VARIOUS 97,920.	04/02/2012
112,434.		3000 MEDTRONIC INC PROPERTY TYPE: SECURITIES 109,338.				P	VARIOUS 3,096.	VARIOUS
8,320.		2100 MEMC ELECTR MATLS INC PROPERTY TYPE: SECURITIES 99,127.				P	VARIOUS -90,807.	11/28/2011
58,078.		400 METTLER-TOLEDO INTL INC PROPERTY TYPE: SECURITIES 20,794.				P	10/05/2005 37,284.	VARIOUS
47,290.		500 NIKE INC PROPERTY TYPE: SECURITIES 21,644.				P	VARIOUS 25,646.	VARIOUS
117,006.		6500 NEWS CORP CL A PROPERTY TYPE: SECURITIES 81,052.				P	VARIOUS 35,954.	VARIOUS
48,791.		1600 ORACLE CORP PROPERTY TYPE: SECURITIES 21,556.				P	VARIOUS 27,235.	VARIOUS
36,757.		585 PROCTER & GAMBLE CO PROPERTY TYPE: SECURITIES 1,293.				P	10/27/1980 35,464.	VARIOUS
115,339.		800 RALPH LAUREN CORP PROPERTY TYPE: SECURITIES 71,973.				P	VARIOUS 43,366.	VARIOUS
10,613.		301 ROVI CORP PROPERTY TYPE: SECURITIES 5,949.				P	02/17/2011 4,664.	03/01/2012

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)	
83,629.		710 SIMON PROPERTY GROUP INC PROPERTY TYPE: SECURITIES 16,099.				P	VARIOUS 67,530.	VARIOUS
122,134.		8675 STAPLES INC PROPERTY TYPE: SECURITIES 117,750.				P	VARIOUS 4,384.	VARIOUS
23,849.		245 UNION PAC CORP PROPERTY TYPE: SECURITIES 11,374.				P	04/17/2006 12,475.	11/28/2011
7,087.		100 UNITED PARCEL SERVICE INC PROPERTY TYPE: SECURITIES 5,714.				P	12/22/2000 1,373.	11/30/2011
47,411.		625 UNITED TECH CORP PROPERTY TYPE: SECURITIES 23,406.				P	VARIOUS 24,005.	11/30/2011
57,616.		2500 VALE SA ADR PROPERTY TYPE: SECURITIES 24,408.				P	VARIOUS 33,208.	11/30/2011
17,010.		300 WAL-MART STORES INC PROPERTY TYPE: SECURITIES 4,087.				P	10/07/1996 12,923.	11/28/2011
30,206.		800 WOODSIDE PETE LTD SPONS ADR PROPERTY TYPE: SECURITIES 26,788.				P	05/18/2006 3,418.	03/08/2012
6.		.3333 WPX ENERGY INC PROPERTY TYPE: SECURITIES 4.				P	06/05/2006 2.	01/03/2012
18,548.		1224 YAHOO INC PROPERTY TYPE: SECURITIES 46,646.				P	VARIOUS -28,098.	11/28/2011
38,858.		600 ZIMMER HOLDINGS INC PROPERTY TYPE: SECURITIES 28,203.				P	VARIOUS 10,655.	04/02/2012
414.		336 SANOFI CVR PROPERTY TYPE: SECURITIES 791.				P	04/26/2011 -377.	03/01/2012
TOTAL GAIN (LOSS)					<u>662,788.</u>	

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
PNC BANK	39.	39.	
FOLGER NOLAN, FEDERAL MONEY MARKET	145.	145.	
VANGUARD 030	147.	147.	
VANGUARD 033	25.	25.	
U.S. TREASURY NOTES, NET	755.	755.	
TOTAL	1,111.	1,111.	

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
FOLGER NOLAN, DIVIDENDS	833,171.	833,171.	
TOTAL	<u>833,171.</u>	<u>833,171.</u>	

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DFJ DRAGON FUND CHINA II LP	-3,959.	-3,959.
DFJ FRONTIER FUND II LP	-2,990.	-2,990.
DFK GOTHAM VENTURE FUND II LP	-9,059.	-9,059.
DRAPER ATLANTIC VENTURE FUND II LP	-2,597.	-2,597.
TOTALS	-18,605.	-18,605.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
COVINGTON & BURLING	6,140.			
TOTALS	6,140.			

ATTACHMENT 5

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ANNE L STONE & ASSOC. LLC	24,480.			
C. DAY	500.			
TOTALS	24,980.			

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
M MANDERFIELD, GRANT ADMIN.	93,818.	9,382.	84,436.
TOTALS	93,818.	9,382.	84,436.

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
FEDERAL ESTIMATED EXCISE TAXES	15,000.			
FOREIGN TAXES PD ON DIVIDENDS	8,429.	8,429.		
TOTALS	<u>23,429.</u>	<u>8,429.</u>		

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
BANK FEES	245.			
LICENSES	389.			
WIRE TRANSFER FEES	105.			
TOTALS	739.			

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ALL CORPORATE STOCK, BOOK VALUE @ COST BASIS		
9000, ABBOTT LABORATORIES	268,062.	589,860.
4450, ACCENTURE PLC	172,642.	274,120.
9500, ADOBE SYSTEMS INC	269,120.	297,065.
3000, ALLERGAN INC	176,745.	258,390.
4100, AMAZON.COM INC	137,710.	1,017,907.
5500, AMER MOVIL SAB DE CV	146,371.	140,745.
74, AMER WTS INTL GRP	1,205.	962.
9000, AMERICAN EXPRESS	1,093.	524,700.
4600, AMER TOWER CORP	143,610.	323,840.
2300, APPLE COMPUTER	117,783.	1,530,052.
6000, ARCH COAL INC	163,594.	36,660.
860, AT&T	25,273.	31,510.
9674, BANK OF AMERICA	329,231.	77,295.
3700, BAXTER INTN'L	187,614.	217,116.
1700, BCE INC	61,427.	75,633.
2750, BECTON DICKINSON & CO	202,018.	208,945.
5500, BED, BATH & BEYOND	182,840.	369,435.
6400, BHP BILLITON LTD	209,679.	421,120.
800, BIOTECH HOLDINGS TRUST	71,522.	113,992.
200, BLACKROCK INC	31,841.	35,274.
3350, BOEING CO	285,523.	239,190.
4500, BOSTON PROPERTIES, INC	115,474.	504,585.
2600, BROADCOM CORP	96,835.	92,378.
1850, CAPITAL ONE FINANCIAL	78,393.	104,581.
1850, CATERPILLAR INC	142,936.	157,861.
3400, CHESAPEAKE ENERGY CORP	104,744.	65,790.
300, CHEVRON	25,470.	33,648.

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 9 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
700, CHINA PETE & CHEM CORP	61,151.	65,975.
25600, CISCO SYSTEMS, INC	35,847.	488,448.
950, CITIGROUP, INC	237,058.	28,225.
5000, CLAYMORE TRUST	125,361.	108,800.
2350, COACH INC	83,909.	136,606.
3400, COCA-COLA CO	109,082.	127,160.
2500, COLGATE PALMOLIVE	135,635.	265,775.
9568, COMCAST CORP NEW	218,896.	320,815.
8500, CONOCOPHILLIPS	167,007.	482,715.
6800, CORNING	78,457.	81,532.
8000, COSTCO WHOLESALE CORP	300,702.	782,960.
1450, COVIDIEN PLC (COV)	72,136.	81,273.
500, CROWN CASTLE INT'L	27,878.	31,730.
17500, CVS CAREMARK CORP	289,859.	797,125.
8200, DANAHER CORP	255,969.	439,274.
16900, DELL INC	588,519.	178,971.
6000, WALT DISNEY CO	190,310.	296,820.
7040, EBAY	239,873.	334,189.
6100, EMERSON ELECTRIC	230,071.	309,392.
4754, EXPRESS SCRIPTS INC	168,821.	297,695.
18400, EXXON MOBIL CORP	113,914.	1,606,320.
6500, FEDEX CORP	235,496.	569,595.
4650, FISERVE	167,379.	331,591.
6500, FRANKLIN RESOURCES	238,794.	763,100.
10000, GAP INC	228,061.	358,200.
59000, GENERAL ELECTRIC	66,580.	1,221,890.
800, GENERAL MILLS INC	29,145.	31,464.
2100, GLAXOSMITHKLINE	107,203.	95,529.
275, GOLDMAN SACHS GRP	46,701.	29,073.

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 9 (CONT'D)

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
540, GOOGLE INC	248,247.	369,949.
7103, HEWLETT PACKARD CO	252,536.	119,898.
12100, HOME DEPOT INC	387,134.	686,675.
5600, HONEYWELL INTL INC	230,157.	327,320.
3500, HSBC HOLDINGS PLC	246,885.	152,705.
750, ILLUMINA INC	37,572.	31,560.
4250, INFOSYS LTD SP ADR	196,908.	180,752.
17200, INTEL CORP	88,231.	427,076.
4900, INTER BUSINESS MACH.	439,014.	954,765.
325, INTUITIVE SURGICAL INC	86,615.	159,832.
7200, ISHARES FTSE CHI (FXI)	150,502.	238,104.
1950, ISHARES MSCI BRA (EWZ)	141,335.	102,804.
14500, ISHARES MSCI JAP (EWJ)	171,604.	131,370.
3150, ISHARES PACIFIC (EPP)	98,692.	136,647.
1200, ISHARES NASDA BIO (IBB)	73,621.	163,656.
250, ISHARES RUSS MID (IWR)	18,737.	27,242.
200, ISHARES S&P INDE (IJH)	12,304.	19,448.
200, ISHARES RUS 2000 (IWM)	11,924.	16,224.
1800, ISHARES S&P EUR (IEV)	67,241.	63,738.
7950, ISHARES EMG MKTS (EEM)	192,459.	312,276.
6100, JOHNSON & JOHNSON	339,720.	411,323.
5100, JP MORGAN & CHASE CO	223,659.	189,414.
450, KELLOGG CO	23,903.	22,792.
950, KIMBERLY-CLARK CORP	61,556.	79,420.
1700, KRAFT FOODS INC	53,528.	70,567.
1000, LOCKHEED MARTIN	76,243.	91,140.
43000, LOWES CO	437,596.	1,224,640.
1000, MACY'S INC	38,467.	40,310.
3700, MCDONALDS CORP	216,962.	331,113.

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 9 (CONT'D)

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
5300, MCGRAW-HILL COMPANIES	59,824.	271,360.
6000, MEDTRONIC INC	215,529.	243,960.
6400, MERCK & CO INC NEW	391,861.	275,520.
2200, METTLER-TOLEDO INTL	114,602.	363,242.
17400, MICROSOFT CORP	105,185.	536,268.
100, MILLICOM INTL CELLULAR	11,030.	8,608.
750, MOLYCORP INC	40,289.	8,633.
950, NEW ORIENTAL EDUCATION	26,939.	13,205.
11500, NEWS CORP INC	142,764.	268,985.
5100, NIKE INC	211,540.	496,536.
23000, NOKIA CORP	504,619.	64,860.
2600, NOVARTIS AG SPONS	139,635.	153,426.
17000, ORACLE CORP	221,321.	538,050.
1000, PEABODY ENERGY CORP	48,441.	21,630.
8100, PEPSICO INC	276,168.	586,683.
1950, PETROLEO BRASILEO SA	103,081.	41,223.
21450, PFIZER INC	181,572.	511,797.
4250, PHILLIPS 66	52,660.	178,500.
90, PRICELINE	49,694.	54,411.
20500, PROCTOR & GAMBLE	44,046.	1,377,395.
900, QUALCOMM INC	53,269.	55,314.
2000, QUEST DIAGNOSTICS INC	111,825.	120,940.
3500, RALPH LAUREN CORP	238,129.	555,275.
3200, RENREN INC	31,698.	12,256.
500, RESEARCH IN MOTION	34,792.	3,345.
1000, RIO TINTO PLC SPONS	49,180.	43,830.
525, ROYAL DUTCH SHELL	36,035.	36,734.
5350, SAP AG-SPONSORED ADR	225,285.	351,281.
8000, SAUL CENTERS INC	108,399.	344,880.

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 9 (CONT'D)

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
2600, SCHLUMBERGER LTD	241,352.	188,188.
4000, SIMON PROPERTY GROUP	99,791.	634,800.
900, SINA CORP	81,897.	50,490.
200, SOHU.COM INC	12,746.	7,834.
20000, STAPLES INC	183,725.	218,400.
7500, STATE STREET CORP	2,476.	312,000.
6900, STRYKER CORP	328,436.	367,494.
3700, SUNCORP ENERGY INC	151,618.	115,736.
9900, TARGET CORP	276,096.	634,491.
550, TERADATA CORP	37,208.	42,009.
2000, TEVA PHARMACEUTICAL	111,344.	79,160.
500, THERMO FISHER SCIENTIF	24,480.	28,675.
1380, TIME WARNER CABLE	163,897.	122,572.
4700, TIME WARNER INC NEW	424,363.	195,285.
1000, TRAVELERS COS INC	42,023.	64,740.
5000, UNION PACIFIC CORP	222,905.	607,200.
6300, UPS INC	369,438.	465,003.
6900, UNITED TECH CORP	247,724.	550,965.
150, VF CORP	21,118.	22,902.
12840, VALE SA ADR	140,232.	210,191.
4800, VALERO ENERGY CORP NEW	180,007.	150,048.
4500, VERIZON COMMUNICATIONS	22,864.	193,230.
925, VISA INC	83,331.	118,631.
4100, VORNADO RLTY TR	182,106.	332,797.
11000, WAL-MART STORES INC	272,586.	798,600.
1200, WEATHERFORD INT'L	23,239.	14,112.
11326, WELLS FARGO COMPANY	502,367.	385,424.
9500, WILLIAMS COMPANIES	199,734.	306,565.
7916, WIPRO LTD	71,837.	61,586.

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 9 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
2833, WPX ENERGY INC	37,824.	44,195.
8000, YAHOO INC	189,119.	117,200.
1900, YUM BRANDS INC	105,815.	121,068.
4000, ZIMMER HOLDINGS INC	263,916.	247,120.
5500, 3M CO	362,474.	509,300.
6807, TEMP CHINA WORLD	86,768.	233,674.
2777, THE CHINA FUND	63,627.	59,178.
500, KOREA FUND	17,798.	18,510.
6850, MS INDIA INVT FD	228,769.	105,285.
TOTALS	<u>23,128,383.</u>	<u>41,760,461.</u>

FORM 990PF, PART II - OTHER INVESTMENTS

ATTACHMENT 10

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
DRAPER ATLANTIC VENTURE FND II	87,705.	218,042.
DFJ GOTHAM VENTURE FUND II LP	128,825.	186,530.
DFJ DRAGON FUND CHINA II LP	85,034.	84,235.
DFJ FRONTIER FUND II LP	51,909.	51,799.
TOTALS	<u>353,473.</u>	<u>540,606.</u>

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
ADJUSTMENT TO TAX BASIS RE: ASSETS HELD AS OF 12/31/69	214.
TOTAL	<u>214.</u>

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

ATTACHMENT 12

TITLE AND AVERAGE HOURS PER
WEEK DEVOTED TO POSITION

NAME AND ADDRESS

LEE M. FOLGER 6862 ELM STREET SUITE 740 MCLEAN, VA 22101	PRESIDENT 2.00	0	0	0
JOHN D. FOLGER 6862 ELM STREET SUITE 740 MCLEAN, VA 22101	VICE PRESIDENT, SECRETARY 1.00	0	0	0
JULIET C. FOLGER 6862 ELM STREET SUITE 740 MCLEAN, VA 22101	VICE PRESIDENT, TREASURER 2.00	0	0	0
CECILY C COLBURN 6862 ELM STREET SUITE 740 MCLEAN, VA 22101	VICE PRESIDENT 1.00	0	0	0

GRAND TOTALS

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

ATTACHMENT 13

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
MOLLY MANDERFIELD 725 FIFTEENTH ST NW, 3RD FLOOR WASHINGTON, DC 20005 GRANT ADMINISTRATOR	GRANT ADMINISTRATION	93,818.
TOTAL COMPENSATION		<u>93,818.</u>

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

KATHERINE D. FOLGER, DECEASE 9/2/97
LEE M. FOLGER

THE LEE AND JULIET FOLGER FUND
September 1, 2011 – August 31, 2012

52-0794388

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

Page 1

Recipient Name and Address	Relationship to Substantial Contributor And Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
Alliance Francaise de Washington 2142 Wyoming Avenue, N.W. Washington, D.C. 20008	None Public Charity	Anne Bujon Educational Initiative	\$ 5,000
The American Ireland Fund 211 Congress Street Boston, MA 02110	None Public Charity	Pushkin Project and Prizes	25,000
American Red Cross, National Capital Chapter 8550 Arlington Boulevard Fairfax, VA 22031	None Public Charity	General Operating Budget	25,000
American-Russian Cultural Cooperation Foundation 1050 17 th Street, NW, Suite 1000 Washington, DC 20036	None Public Charity	General Operating Expense	10,000
American-Russian Cultural Cooperation Foundation 1050 17 th Street, NW, Suite 1000 Washington, DC 20036	None Public Charity	General Operating Expenses for the November Gala	10,000
American University, Washington College of Law 4801 Massachusetts Avenue, N.W. Washington, D.C. 20016	None Public Charity	Energy and Natural Resources Scholarship Fund	10,000
Asia Society 725 Park Avenue New York, NY 10021	None Public Charity	Exhibit Support of Mughal Art	15,000
Asia Society 725 Park Avenue New York, NY 10021	None Public Charity	President's Circle Program	1,500
Beauvoir, The National Cathedral Elementary School 3500 Woodley Road, N.W. Washington, D.C. 20016	None Public Charity	Annual Fund	1,000
The Bhutan Foundation 2100 Pennsylvania Avenue, NW, Suite 525 Washington, D.C. 20037	None Public Charity	Protection of tiger and snow leopard populations	5,000
Boston Higashi School, Inc. 800 North Main Street Randolph, MA 02367	None Public Charity	General Operations	1,000
Boston University Trustees One Silber Way, 7 th Floor Boston, MA 02215	None Public Charity	Lovida Hardin Coleman, Sr. Scholarship Fund	2,500

THE LEE AND JULIET FOLGER FUND
September 1, 2011– August 31, 2012

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

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Recipient Name and Address	Relationship to Substantial Contributor and Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
The Brookings Institution 1775 Massachusetts Avenue, N.W. Washington, D.C. 20036	None Public Charity	CNAPS Program for 2012	20,000
The Brookings Institution 1775 Massachusetts Avenue, NW Washington, DC 20036	None Public Charity	Brookings Council	10,000
Building Preservation Foundation 1806 Eye Street, NW Washington, DC 20006	None Public Charity	General Operating Expense	25,000
Cape Eleuthera Foundation P.O. Box 5910 Princeton, NJ 08543	None Public Charity	General Operating Expense	500
Center for Strategic and International Studies 1800 K Street, N.W., 4 th Floor Washington, D.C. 20006	None Public Charity	General Operating Expense	30,000
Corcoran Gallery of Art Trustees 500 17 th Street, N.W. Washington, D.C. 20006	None Public Charity	Corcoran College of Art Photography Programs	5,000
Corcoran Gallery of Art Trustees 500 17 th Street, N.W. Washington, D.C. 20006	None Public Charity	Annual Fund Women's Committee for 2011	10,000
Cystic Fibrosis Foundation, Washington, D.C. Chapter 6931 Arlington Road, Suite 312 Bethesda, MD 20814	None Public Charity	Metropolitan Wahington DC Chapter	1,000
D.C. Preparatory Academy 707 Edgewood Street, NE Washington, DC 20017	None Public Charity	General Operating Expense	1,000
Dexter School 20 Newton Street Brookline, MA 02445	None Public Charity	Annual Giving Campaign	7,500
Dexter School 20 Newton Street Brookline, MA 02445	None Public Charity	General Operating Expense	2,500
District of Columbia College Access Program DC-CAP) 1029 Vermont Avenue, NW, Suite 400 Washington, DC 20005	None Public Charity	General Operating Expense	50,000

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

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Recipient Name and Address	Relationship to Substantial Contributor And Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
Edith Wharton Restoration, Inc. 2 Plunkett Street, P.O. Box 974 Lenox, MA 01240	None Public Charity	National Committee	\$ 1,500
Fabretto Children's Foundation 3124 North 10 th Street, 2 nd Floor Arlington, VA 22201	None Public Charity	General Operating Expense	2,000
Federal City Council 1156 15 th Street, N.W., Suite 600 Washington, D.C. 20005	None Public Charity	General Operating Expense	11,000
Folger Shakespeare Library 201 East Capitol Street, S.E. Washington, D.C. 20003	None Public Charity	Gala Program	10,000
Folger Shakespeare Library 201 East Capitol Street, S.E. Washington, D.C. 20003	None Public Charity	Director's Circle Program	10,000
Foundation for Art and Preservation in Embassies 1725 I Street, N.W., Suite 300 Washington, D.C. 20006	None Public Charity	General Operating Expense	1,500
Foundation for the National Archives 700 Pennsylvania Avenue, NW, Room G12 Washington, DC 20408	None Public Charity	General Operating Expense	2,500
Friends of Foundation de France 6 West 48 th Street, 10 th Floor New York, NY 10036	None Public Charity	College des Bernardins in Paris	500
The Friends of Mitchell Park, Inc. 2401 Tracy Place, N.W. Washington, D.C. 20008	None Public Charity	General Operating Expense	500
The Friends of Pleasant Grove 8700 Lewinsville Road McLean, VA 22102	None Public Charity	General Operating Expense	3,000
Friends of the Public Garden 87 Mt. Vernon Garden Boston, MA 0218	None Public Charity	Dinner program	15,000

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

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Recipient Name and Address	Relationship to Substantial Contributor And Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
Gateway School 126 Eucalyptus Avenue Santa Cruz, CA 95060	None	Annual Giving 2011-2012	\$ 10,000
Gateway School 126 Eucalyptus Avenue Santa Cruz, CA 95060	None Public Charity	Annual Giving 2012-2013	15,000
Georgetown University 37 th and O Streets, NW Washington, DC 20007	None Public Charity	Undergraduate Research in Environmental Science and English	10,000
Georgetown University 37 th and O Streets, NW Washington, DC 20007	None Public Charity	Undergraduate Research in area of English	5,000
Georgetown University 37 th and O Streets, NW Washington, DC 20007	None Public Charity	Cardiovascular Disease Prevention Medicine	100,000
Greater Washington Educational Telecommunication 3929 Campbell Avenue Arlington, VA 22206	None Public Charity	General Operating Expense Classical WETA 90.9 FM	7,500
Groton School P.O. Box 991 Groton, MA 01450	None Public Charity	Annual Giving Campaign	10,000
Halcyon Foundation 100 Park Avenue, 20 th Floor New York, NY 10017	None Public Charity	Friends of American Museum in Britain's Program	3,000
Harvard University History Department 35 Quinch Street, 201 Robinson Hall Cambridge, MA 02138	None Public Charity	Research travels of Andy Gordon over coming twelve months	15,000
Harvard University Memorial Church 1 Harvard Yard Cambridge, MA 02138	None Public Charity	General Operating Programs and in memory of Peter Gomes	1,000
Harvard University's Fairbanks Center 1730 Cambridge Street, S112 Cambridge, MA 02138	None Public Charity	China Map Project	50,000
Harvard University's Fairbanks Center 1730 Cambridge Street, S112 Cambridge, MA 02138	None Public Charity	Chairman's Discretionary Fund – Project on China's Future	50,000

THE LEE AND JULIET FOLGER FUND
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FORM 990PF, PART XV – GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

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Recipient Name and Address	Relationship to Substantial Contributor And Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
Harvard University 124 Mount Auburn Street Cambridge, MA 02138	None Public Charity	Harvard College Fund	\$ 2,500
Holton-Arms School 7303 River Road Bethesda, MD 20817	None Public Charity	Annual Fund	2,500
ICivics 1875 K Street, NW, Suite 500 Washington, DC 20006	None Public Charity	General Operating Expense	25,000
Innisfree Incorporated 5505 Walnut Level Road Crozet, VA 2932	None Public Charity	General Operating Expense	2,000
John F. Kennedy Center for the Performing Arts 2700 F Street, NW Washington, DC 20566	None Public Charity	Washington National Opera 2012-2013 Season	20,000
John F. Kennedy Center for the Performing Arts 2700 F Street, NW Washington, DC 20566	None Public Charity	Mariinsky Ballet's Presentation January 2012	3,000
The Johns Hopkins University Paul H. Nitze School of Advanced International Studies 1740 Massachusetts Avenue, NW	None Public Charity	Chairman's Discretionary Fund	10,000
The Johns Hopkins University 3400 North Charles Street Baltimore, MD 21218	None Public Charity	Hopkins Medicine Fund General Operating Expense	25,000
Johns Hopkins Medicine Fund 100 North Charles Street, Suite 300 Baltimore, MD 21201	None Public Charity	Dept of Neurosurgery Brain Cancer Research in memory Howard Paster	10,000
Layalina Productions, Inc 1250 24 th Street, NW, Suite 300 Washington, DC 20037	None Public Charity	General Operating Expense	2,000
The Library of Congress 101 Independence Avenue, SE Washington, DC 20540-1400	None Public Charity	Madison Council Fund	10,000
Mary's Center for Maternal and Child Care, Inc. 2333 Ontario Road, NW Washington, DC 20009	None Public Charity	Healthy Start Initiative and Healthy Families DC Programs	1,000

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

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Recipient Name and Address	Relationship to Substantial Contributor And Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
Meadowbrook Foundation, Inc 8200 Meadowbrook Lane Chevy Chase, MD 20815	None Public Charity	General Operating Expense	\$ 1,000
Metropolitan Club Preservation Foundation 1700 H Street, NW Washington, DC 20006	None Public Charity	Program to maintain building's infrastructure	2,000
Mount Vernon Ladies Association of the Union P.O. Box 110 Mount Vernon, VA 22121	None Public Charity	The Founders Washington Committee for Historic Mount Vernon	2,000
National Cathedral School Mount Saint Alban Washington, DC 20016	None Public Charity	Annual Giving Program	7,500
National Cathedral School Mount Saint Alban Washington, DC 20016	None Public Charity	Woodley North Renovation Project	22,500
National Cathedral School Mount Sain Alban Washington, DC 20016	None Public Charity	Woodley North Renovation Project	5,000
National Gallery of Art Exhibition Circle 2000B South Club Drive Landover, MD 20785	None Public Charity	Exhibition Circle Program	20,000
National Gallery of Art 2000B South Club Drive Landover, MD 20785	None Public Charity	Partial purchase of portrait by De Keyser	650,000
National Gallery of Art 2000B South Club Drive Landover, MD 20785	None Public Charity	Partial purchase of portrait by De Keyser	417,000
National Gallery of Art 2000B South Club Drive Landover, MD 20785	None Public Charity	Final payment of portrait by De Keyser	415,500
National Geographic Society 1145 17 th Street, NW Washington, DC 20036	None Public Charity	Gilbert M. Grosvenor Fund for Geography Education	25,000
National Geographic Society 1145 17 th Street, NW Washington, DC 20036	None Public Charity	Big Cats Initiative	50,000

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

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Recipient Name and Address	Relationship to Substantial Contributor And Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
North Haven Conservation Partners P.O. Box 336 North Haven, ME 04853	None Public Charity	Conservation projects in memory of Caroline Macomber	\$ 10,000
The Novim Group 211 Rametto Road Santa Barbara, CA 93108	None Public Charity	Rich Muller's Programs	10,000
Opera Camerata of Washington, D.C. 1819 Shepherd Street, NW, Suite 100 Washington, DC 20011	None Public Charity	General Operating Expense	2,500
Pentagon Federal Credit Union Foundation 2930 Eisenhower Avenue Alexandria, VA 22314	None Public Charity	Military Heroes/Soldier Care Program	2,000
Peter G. Peterson Institute for International Economics 1750 Massachusetts Avenue, NW Washington, DC 20036	None Public Charity	Various Research Programs particularly Nick Lardy's research on Northeast Asia	30,000
The Phillips Collection 1600 21 st Street, NW Washington, DC 20009	None Public Charity	General Operating Expense	2,000
St Ann's Infant and Maternity Home 4901 Eastern Avenue Hyattsville, MD 20782	None Public Charity	Mother-Baby Program	1,000
St. Albans School Mount Saint Alban Washington, DC 20016	None Public Charity	Vernon W. Holleman, Jr Scholarship Fund	1,000
St. Albans School Mount Saint Alban Washington, DC 20016	None Public Charity	Annual Giving Program 2011-2012 and General Operating Expense	10,000
St. John's Church, Lafayette Square 1525 H Street, NW Washington, DC 20005	None Public Charity	Annual Giving Campaign	10,000
St. Mark's School 25 Marlboro Road Southborough, MA 01772	None Public Charity	Annual Giving Program	7,500
The Shakespeare Theatre Company 516 8 th Street, SE Washington, DC 20003	None Public Charity	General Operating Expense	2,000

THE LEE AND JULIET FOLGER FUND
September 1, 2011 – August 31, 2012

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

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Recipient Name and Address	Relationship to Substantial Contributor And Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
Sibley Memorial Hospital Foundation 5255 Loughboro Road, NW Washington, DC 20016	None Public Charity	In honor of Robert L. Sloan's Leadership at Sibley Hospital	\$ 10,000
Smithsonian Institution Libraries P.O. Box 37012 National Museum of Natural History Washington, DC 20012-7012	None Public Charity	Installation of Exhibits in Display Case Museum of Natural History	25,000
Society of the Four Arts 2 Four Arts Plaza Palm Beach, FL 33480	None Public Charity	Garden Projects	100,000
Sustainable Development Institute 3121 South Street, NW Washington, DC 20007	None Public Charity	General Operating Expense	1,000
Trust for the National Mall 1300 Pennsylvania Avenue, NW, Suite 370 North Tower Washington, DC 20004	None None	Patriot Society Program	1,000
The Trustees of Reservations 572 Essex Street Beverly, MA 01915	None Public Charity	Essex River Estuary Preservation Program	5,000
The Trustees of Reservations 572 Essex Street Beverly, MA 01915	None Public Charity	Project to recognize Andy Kendall's Leadership	10,000
United States Department of State Diplomatic Reception Rooms 2201 C Street, NW, Room 8213 Washington, DC 20520	None Public Charity	Monroe Room and Marshall Room Restoration Endowment Projects	100,000
University of Miami Miller School of Medicine 1150 N.W. 14 th Street, Suite 310 Miami, FL 33136	None Public Charity	Executive Medicine Program	5,000
University of Virginia McIntire School of Commerce P.O. Box 400173, 125 Ruppel Drive Charlottesville, VA 22904	None Public Charity	General Operating Expense	1,000
Wadsworth Sulgrave Historic Preservation Foundation 1801 Massachusetts Avenue, NW Washington, DC 20036-1804	None Public Charity	General Operating Expense	2,000

THE LEE AND JULIET FOLGER FUND
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FORM 990PF, PART XV – GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

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Recipient Name and Address	Relationship to Substantial Contributor And Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
The Washington Chorus 2801 Upton Street, NW Washington, DC 20008	None Public Charity	General Operating Expense	\$ 1,000
The Washington Home & Community Hospices 3720 Upton Street, NW Washington, DC 20037	None Public Charity	General Operating Expense in memory Jean Wallace Douglas	5,000
Washington National Cathedral Massachusetts and Wisconsin Avenues, NW Washington, DC 20016	None Public Charity	Annual Fund – current year	25,000
Washington Tennis & Education Foundation William H. G. Fitzgerald Tennis Center 16 th and Kennedy Streets, NW Washington, DC 20011	None Public Charity	New Tennis Facility in Ward 7	1,500
Wild Entrust International 5140 Ballard Avenue, NW, Suite A Seattle, WA 98107	None Public Charity	General Operating Expense	40,000
Windemere Island Foundation, Inc c/o Leonard & Company 77 Kercheval Avenue Grosse Pointe Farms, MI 48236	None Public Charity	General Operating Expense	1,000
World Affairs Council of Washington, DC 1200 18 th Street, NW, Suite 902 Washington, DC 20036	None Public Charity	Dinner Program	5,000

Total Grants and Contributions Paid \$ 2,764,500.00

THE LEE AND JULIET FOLGER FUND
September 1, 201 – August 31, 2012

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FORM 990PF, PART XV – GRANTS AND CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

Page 1

Recipient Name and Address	Relationship to Substantial Contributor And Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
American University Washington College of Law 4801 Massachusetts Avenue, N.W. Washington, D.C. 20016	None Public Charity	Energy and Natural Resources Scholarship Fund	\$ 10,000
Asia Society 725 Park Avenue New York, NY 10021	None Public Charity	General Operations	25,000
The Brookings Institution 1775 Massachusetts Avenue, N.W. Washington, D.C. 20006	None Public Charity	Northeast Asia Project	30,000
Center for Strategic and International Studies 1899 K Street, N.W. Washington, DC. 20006	None Public Charity	General Operations	30,000
Corcoran Gallery of Art 500 17 th Street, N.W. Washington, D.C. 20006	None Public Charity	General Program and Photography School	20,000
Folger Shakespeare Library 201 East Capitol Street, S.E. Washington, D.C. 20003	None Public Charity	General Operations	20,000
Georgetown University Georgetown College President and Directors 37 th and O Streets, N.W. Washington, DC 20007	None Public Charity	Medical Center support Dr Blair Marshall patient risk profiling and patient safety committee	50,000
Harvard University 1737 Cambridge Street Cambridge, MA 01238	None Public Charity	Asia Center /Fairbank Center	100,000
JFK Center for the Performing Arts 2700 F Street, N.W. Washington, D.C. 20566	None Public Charity	General Operations	10,000
Johns Hopkins University 100 North Charles Street Baltimore, MD	None Public Charity	Fund for Medicine General Operations	25,000
National Gallery of Art 2000B South Club Drive Landover, MD 20785	None Public Charity	Exhibit Support	100,000

THE LEE AND JULIET FOLGER FUND
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FORM 990PF, PART XV – GRANTS AND CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

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Recipient Name and Address	Relationship to Substantial Contributor And Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
National Geographic Society 1145 17 th Street, N.W. Washington, D.C. 20036	None Public Charity	Education and Animal Conservation	\$250,000
Peabody Essex Museum East India Square Salem, MA 01970	None Public Charity	Works on Paper Project	10,000
Protestant Episcopal Cathedral Foundation Mount Saint Albans Washington, D.C. 20036	None Public Charity	General Operations	50,000
St. Albans School Mount Saint Albans Washington, D.C. 20036	None Public Charity	General Operations	20,000
Sibley Memorial Hospital 5255 Loughboro Road, N.W. Washington, D.C. 20016	None Public Charity	Progress and Hope Oconology	25,000
Smithsonian Institution 1000 Jefferson Drive, N.W. Washington, D.C.	None Public Charity	Display Cases	20,000
Washington Hospital Center 110 Irving Street, N.W. Washington, D.C., 20010	None Public Charity	General Support	50,000
Washington National Opera 2600 Virginia Avenue, N.W., suite 301 Washington, D.C., 20037	None Public Charity	General Operating Expenses	15,000

Total Contributions Approved for Future Payment \$ 860,000.00

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ **Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).**

OMB No 1545-0092

2011

Name of estate or trust

THE LEE AND JULIET FOLGER FUND

Employer identification number

52-0794388

Note: Form 5227 filers need to complete *only* Parts I and II

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-377.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	-377.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	691,835.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	-38,481.
9 Capital gain distributions	9	9,811.
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	663,165.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2011

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13 Net short-term gain or (loss)	13			-377.
14 Net long-term gain or (loss):				
a Total for year	14a			663,165.
b Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c 28% rate gain	14c			
15 Total net gain or (loss). Combine lines 13 and 14a ▶	15			662,788.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and **do not** complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of	16	()
a The loss on line 15, column (3) or b \$3,000		

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if

- Either line 14b, col (2) or line 14c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero.

17 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18 Enter the smaller of line 14a or 15 in column (2) but not less than zero	18	
19 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20 Add lines 18 and 19	20	
21 If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- . . . ▶	21	
22 Subtract line 21 from line 20. If zero or less, enter -0-	22	
23 Subtract line 22 from line 17. If zero or less, enter -0-	23	
24 Enter the smaller of the amount on line 17 or \$2,300	24	
25 Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26, go to line 27 and check the "No" box <input type="checkbox"/> No. Enter the amount from line 23	25	
26 Subtract line 25 from line 24	26	
27 Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27	
28 Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29 Subtract line 28 from line 27	29	
30 Multiply line 29 by 15% (15)	30	
31 Figure the tax on the amount on line 23. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32 Add lines 30 and 31	32	
33 Figure the tax on the amount on line 17. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34 Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

Schedule D (Form 1041) 2011

**Continuation Sheet for Schedule D
(Form 1041)**

OMB No 1545-0092

2011

► See instructions for Schedule D (Form 1041).

► Attach to Schedule D to list additional transactions for lines 1a and 6a.

Name of estate or trust

THE LEE AND JULIET FOLGER FUND

Employer identification number

52-0794388

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

[illegible]

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b -377.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041

Schedule D-1 (Form 1041) 2011

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a					
225 3M COMPANY	VARIOUS	11/28/2011	17,292.	14,353.	2,939.
500 ABBOTT LABORATORIES	11/01/1990	11/28/2011	26,329.	5,159.	21,170.
9000 AES CORP	VARIOUS	10/17/2011	92,039.	80,040.	11,999.
620 AMAZON COM INC	VARIOUS	VARIOUS	134,221.	21,876.	112,345.
1600 AMDOCS LTD	VARIOUS	10/17/2011	46,883.	56,263.	-9,380.
130 AMERICAN EXPRESS CO	02/04/1957	11/28/2011	5,877.	15.	5,648.
140 AMERICAN INTL GROU	VARIOUS	04/02/2012	4,310.	152,427.	-148,117.
170 APPLE COMPUTER INC	VARIOUS	11/30/2011	64,502.	7,880.	56,622.
2800 ARCH COAL INC	VARIOUS	VARIOUS	31,608.	72,442.	-40,834.
1000 AXA SA SPONS ADR	VARIOUS	VARIOUS	13,717.	31,143.	-17,426.
500 BED BATH BEYOND INC	VARIOUS	11/28/2011	29,606.	11,092.	18,514.
400 BOSTON PPTYS INC	08/06/1998	VARIOUS	36,695.	11,012.	25,683.
1000 CHESAPEAKE ENERGY CORP	VARIOUS	10/17/2011	27,155.	28,827.	-1,672.
1100 CONOCOPHILLIPS	VARIOUS	VARIOUS	74,268.	28,320.	45,948.
2000 CORNING INC	VARIOUS	VARIOUS	26,530.	25,076.	1,454.
950 COSTCO WHOLESALE CORP	VARIOUS	VARIOUS	77,654.	28,548.	49,106.
2000 CVS CAREMARK CORP	VARIOUS	VARIOUS	70,447.	39,777.	30,670.
895 EXXON MOBIL CORP	VARIOUS	VARIOUS	69,196.	6,514.	62,682.
300 FEDEX CORP	VARIOUS	11/30/2011	24,628.	11,936.	12,692.
265 FRANKLIN RESOURCES INC	12/10/1998	10/17/2011	26,016.	10,406.	15,610.
4300 GAP INC	VARIOUS	VARIOUS	110,775.	133,306.	-22,531.
450 INTL BUSINESS MACH	VARIOUS	VARIOUS	83,430.	40,024.	43,406.
3300 LOWES COS INC	04/07/1998	VARIOUS	73,783.	27,556.	46,227.
1600 MARKET VECTORS BIOTECH ETF	VARIOUS	VARIOUS	187,354.	179,971.	7,383.
3400 MEDCOHEALTH SOLUTIONS INC	VARIOUS	04/02/2012	187,371.	89,451.	97,920.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b

Schedule D-1 (Form 1041) 2011

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a					
3000 MEDTRONIC INC	VARIOUS	VARIOUS	112,434.	109,338.	3,096.
2100 MEMC ELECTR MATLS INC	VARIOUS	11/28/2011	8,320.	99,127.	-90,807.
400 METTLER-TOLEDO INTL INC	10/05/2005	VARIOUS	58,078.	20,794.	37,284.
500 NIKE INC	VARIOUS	VARIOUS	47,290.	21,644.	25,646.
6500 NEWS CORP CL A	VARIOUS	VARIOUS	117,006.	81,052.	35,954.
1600 ORACLE CORP	VARIOUS	VARIOUS	48,791.	21,556.	27,235.
585 PROCTER & GAMBLE CO	10/27/1980	VARIOUS	36,757.	1,293.	35,464.
800 RALPH LAUREN CORP	VARIOUS	VARIOUS	115,339.	71,973.	43,366.
301 ROVI CORP	02/17/2011	03/01/2012	10,613.	5,949.	4,664.
710 SIMON PROPERTY GROUP INC	VARIOUS	VARIOUS	83,629.	16,099.	67,530.
8675 STAPLES INC	VARIOUS	VARIOUS	122,134.	117,750.	4,384.
245 UNION PAC CORP	04/17/2006	11/28/2011	23,849.	11,374.	12,475.
100 UNITED PARCEL SERVICE INC	12/22/2000	11/30/2011	7,087.	5,714.	1,373.
625 UNITED TECH CORP	VARIOUS	11/30/2011	47,411.	23,406.	24,005.
2500 VALE SA ADR	VARIOUS	11/30/2011	57,616.	24,408.	33,208.
300 WAL-MART STORES INC	10/07/1996	11/28/2011	17,010.	4,087.	12,923.
800 WOODSIDE PETE LTD SPONS ADR	05/18/2006	03/08/2012	30,206.	26,788.	3,418.
.3333 WPX ENERGY INC	06/05/2006	01/03/2012	6.	4.	2.
1224 YAHOO INC	VARIOUS	11/28/2011	18,548.	46,646.	-28,098.
600 ZIMMER HOLDINGS INC	VARIOUS	04/02/2012	38,858.	28,203.	10,655.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b 691,835.

Schedule D-1 (Form 1041) 2011

**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 ☒ **X**
 - 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 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

Type or print 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
	THE LEE AND JULIET FOLGER FUND	<input checked="" type="checkbox"/> 52-0794388
	Number, street, and room or suite no. If a P.O. box, see instructions C/O ANNE L. STONE & ASSOCIATES, LLC	<input type="checkbox"/> Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions MCLEAN, VA 22101	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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 ► ANNE L. STONE & ASSOCIATES, LLC

Telephone No ► 703 847-1350

FAX No ► 703 847-1356

- 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 04/15, 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 09/01, 2011, and ending 08/31, 2012

- 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

3a 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	3a \$	29,213.
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	3b \$	46,074.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c \$	

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)