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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 10/01, 2011, and ending 09/30, 2012

Name of foundation
THE JCM FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)
**C/O U.S. TRUST
730 15TH STREET**

Room/suite

City or town, state, and ZIP code
WASHINGTON, DC 20005-2013

A Employer identification number
61-1409457

B Telephone number (see instructions)
(202) 585-4100

C If exemption application is pending, check here

D 1 Foreign organizations check here
2. Foreign organizations meeting the 85% test, check here and attach computation

E If private foundation status was terminated under section 507(b)(1)(A), check here

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

G Check all that apply

<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change

H Check type of organization Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) **\$ 4,862,816.**

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see 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)	1,389,246.			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	312.	312.		
	4 Dividends and interest from securities	84,108.	84,108.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	115,605.			
	b Gross sales price for all assets on line 6a	804,652.			
	7 Capital gain net income (from Part IV, line 2)		115,605.		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	1,589,271.	200,025.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) ATCH 1	1,442.			
	b Accounting fees (attach schedule) ATCH 2	3,300.	2,475.		
	c Other professional fees (attach schedule) *	18,755.	18,755.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
23 Other expenses (attach schedule) ATCH 4	25.				
24 Total operating and administrative expenses. Add lines 13 through 23	23,522.	21,230.			
25 Contributions, gifts, grants paid	135,500.			135,500.	
26 Total expenses and disbursements. Add lines 24 and 25	159,022.	21,230.	0	135,500.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	1,430,249.				
b Net investment income (if negative, enter -0-)		178,795.			
c Adjusted net income (if negative, enter -0-)					

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		28,072.	12,805.	12,805.
	2	Savings and temporary cash investments		219,699.	604,282.	604,282.
	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)		2,005,412.	2,891,233.	3,948,679.
	c	Investments - corporate bonds (attach schedule),		111,888.	287,000.	297,050.
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶ (attach schedule)				
	12	Investments - mortgage loans				
	13	Investments - other (attach schedule)				
	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)		2,365,071.	3,795,320.	4,862,816.	
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	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		2,365,071.	3,795,320.	
30	Total net assets or fund balances (see instructions)		2,365,071.	3,795,320.		
31	Total liabilities and net assets/fund balances (see instructions)		2,365,071.	3,795,320.		

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	2,365,071.
2	Enter amount from Part I, line 27a	2	1,430,249.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	3,795,320.
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	3,795,320.

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	115,605.	
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	169,525.	2,815,140.	0.060219
2009	218,000.	2,707,537.	0.080516
2008	150,061.	2,748,603.	0.054595
2007	151,000.	3,416,544.	0.044197
2006	179,083.	3,601,443.	0.049725
2 Total of line 1, column (d)			2 0.289252
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 0.057850
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 4,293,049.
5 Multiply line 4 by line 3			5 248,353.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,788.
7 Add lines 5 and 6			7 250,141.
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			8 135,500.

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 categories like 'Exempt operating foundations', 'Domestic foundations', and 'Tax due'. Total tax due is 2,040.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, unrelated business income, and substantial contributors. Includes 'ATTACHMENT 5' at the bottom.

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 U.S. TRUST Telephone no (202) 585-4100
Located at 600 15TH ST., N.W., WASHINGTON, DC ZIP + 4 20005-2013
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?
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.

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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?
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?
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)
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?
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)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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?

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 No
 Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 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 6		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
NONE		

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 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	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	3,843,719.
b	Average of monthly cash balances	1b	514,706.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	4,358,425.
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	4,358,425.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	65,376.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,293,049.
6	Minimum investment return. Enter 5% of line 5	6	214,652.

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	214,652.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	3,576.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	3,576.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	211,076.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	211,076.
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	211,076.

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	135,500.
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	135,500.
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	135,500.

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				211,076.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			50,676.	
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				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e				
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 135,500.				
a Applied to 2010, but not more than line 2a			50,676.	
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				84,824.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see 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				126,252.
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		0		
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

Part XIV Private Operating Foundations (see 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)

	Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 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 7

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 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><i>a Paid during the year</i></p> <p>ATTACHMENT 8</p>				
Total ▶ 3a				135,500.
<i>b Approved for future payment</i>				
Total ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

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, Gain or loss from sales, and Subtotal.

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

Table with 4 columns: Question, Yes, No. Rows include: 1 Did the organization directly or indirectly engage in any of the following... a Transfers from the reporting foundation... b Other transactions... c Sharing of facilities... 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. Row 1 contains '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 [X] No

b If "Yes," complete the following schedule

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

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: [Signature] Date: 11/2/12 Title: President

May the IRS discuss this return with the preparer shown below (see instructions)? [X] Yes [] No

Paid Preparer Use Only section containing fields for: Print/Type preparer's name (JOHN A. REDDERSEN), Preparer's signature, Date (10-25-12), Firm's name (BOND BEEBE), Firm's address (4600 EAST-WEST HIGHWAY SUITE 900 BETHESDA, MD), Firm's EIN (52-1044197), and Phone no (301-272-6000).

Schedule of Contributors

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

2011

Name of the organization
THE JCM FOUNDATION

Employer identification number
61-1409457

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization THE JCM FOUNDATION

Employer identification number
61-1409457

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	MACGUIDWIN FAMILY CRAT 7725 CROSSOVER DRIVE MCLEAN, VA 22102	\$ 67,400.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	MACGUIDWIN FAMILY CRAT 7725 CROSSOVER DRIVE MCLEAN, VA 22102	\$ 1,321,846.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization THE JCM FOUNDATION

Employer identification number

61-1409457

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	SECURITIES	\$ 1,321,846.	VARIOUS
_____	_____	\$ _____	_____
_____	_____	\$ _____	_____
_____	_____	\$ _____	_____
_____	_____	\$ _____	_____
_____	_____	\$ _____	_____

Name of organization THE JCM FOUNDATION

Employer identification number
61-1409457

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

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once See instructions) ▶ \$ _____

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
_____	_____ _____ _____	_____ _____ _____	_____ _____ _____
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
_____ _____ _____		_____ _____ _____	
_____	_____ _____ _____	_____ _____ _____	_____ _____ _____
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
_____ _____ _____		_____ _____ _____	
_____	_____ _____ _____	_____ _____ _____	_____ _____ _____
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
_____ _____ _____		_____ _____ _____	
_____	_____ _____ _____	_____ _____ _____	_____ _____ _____
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
_____ _____ _____		_____ _____ _____	

The JCM Foundation
EIN 61-1409457
Year Ended September 30, 2012

Attachment
Form 990-PF, Part II

Description	Units or Shares	Book Value	Fair Market Value
Ace Ltd	679.000	29,988.76	51,332.40
ADP	1,779.000	60,729.00	104,356.14
Alpha Nat Res Inc	1,141.000	34,089.13	7,496.37
Amerisourcebergen Corp	1,275.000	18,293.80	49,355.25
Amgen	1,159.000	70,221.38	97,692.11
Anadarko Pete Corp	527.000	25,316.11	36,847.84
Aston Montag & Caldwell Growth	7,328.788	155,910.15	193,555.14
Baxter Intl Inc	558.000	19,642.64	33,630.66
Berkshire Hathaway Cl B	496.000	24,315.02	43,747.20
Celanese Corp Del	1,527.000	29,787.67	57,888.57
Chevron	595.000	51,413.64	69,353.20
Cigna Corp	644.000	27,485.28	30,377.48
Cisco Systems	3,247.000	57,167.78	62,001.47
Columbia Select Small Cap	14,545.032	187,200.34	232,865.96
ConocoPhillips	670.000	38,215.28	76,621.20
Dell	5,510.000	126,684.69	54,301.05
Devon Energy	801.000	34,519.38	48,460.50
Eaton Corp	1,240.000	44,152.51	58,614.80
Expeditors Intl	1,500.000	61,677.00	54,525.00
Express Scripts Holdings Co	800.000	18,734.28	50,104.00
Freeport-McMoran Copper & Gold	926.000	33,273.88	36,651.08
General Electric	3,125.000	83,298.75	70,968.75
Google Inc	24.000	13,068.22	18,108.00
Harris Corp Del	692.000	21,823.10	35,444.24
Honeywell International	1,200.000	45,126.00	71,700.00
IBM	215.000	16,203.47	44,601.75
Intel	1,890.000	51,185.57	42,817.95
Invesco	5,523.000	70,994.14	138,019.77
J P Morgan Chase & Co	807.000	29,478.73	32,667.36
Janus Invt Fund	1,229.407	50,000.00	80,206.51
Johnson & Johnson	700.000	44,599.66	48,237.00
Lockheed Martin	800.000	48,342.50	74,704.00
Lorillard Inc	400.000	11,764.00	46,580.00
Lowes	1,400.000	25,742.50	42,336.00
Mastercard Inc	125.000	30,138.96	56,435.00
Medtronic	1,700.000	82,305.25	73,304.00
MetLife Inc	1,116.000	34,344.75	38,457.36
Microsoft	2,600.000	79,631.24	77,376.00
Northern Trust	943.000	37,318.35	43,769.35
Pepsico	1,200.000	52,162.56	84,924.00
Petroleo Brasileiro	1,411.000	15,660.09	32,361.29
Pfizer Inc	1,192.000	24,386.29	29,621.20
Phillips 66	670.000	11,356.98	31,067.90
Pimco Commodity Real Return Strategy Fund	9,872.326	65,000.00	70,488.41
PNC Financial	400.000	23,347.00	25,240.00

Proctor & Gamble	450 000	29,864 25	31,212 00
Roche Holding	1,200 000	35,693 28	56,086.80
Schlumberger Ltd	550 000	38,345 21	39,781 50
Stanley Black & Decker	408 000	20,707 18	31,110 00
Target	1,550.000	50,646 07	98,378 50
Teva Pharmaceutical	501 000	21,234 89	20,746 41
Texas Instruments	800 000	23,599 52	22,044 00
Thornburg Intl Value Fund	4,691 962	115,000 00	125,087 71
TJX COS	1,714.000	20,916 45	76,770 06
Touchstone Mid Cap Value Opportunities Fund	13,204 225	75,000 00	117,913 73
Transocean	699 000	19,097 76	31,378 11
Tyco Intl Ltd	1,173.000	41,521 13	65,992 98
Union Pac Corp	542.000	30,753.92	64,335 40
Vanguard Intl Equity Index	4,330 000	103,136 20	180,647 60
Viacom	1,300.000	64,043 92	69,667 00
Visa	211 000	16,188 47	28,333 08
Weyerhaeuser Co	1,619.000	26,927 18	42,320 66
Whole Foods Market	900 000	42,461 73	87,660 00
Line 10b		<u>2,891,232.99</u>	<u>3,948,678 80</u>
Columbia US Govt Mtg Fund CLZ	17,452 007	100,000.00	100,698 08
Ishares Iboxx High Yield Corp Bd Fund	825.000	75,112.13	76,147 50
Vanguard Intermediate Term Bond ETF CL B	700 000	55,986.00	63,189 00
Vanguard Short Term Bond ETF	700 000	55,902 00	57,015 00
Line 10c		<u>287,000 13</u>	<u>297,049 58</u>
		<u><u>3,178,233 12</u></u>	<u><u>4,245,728 38</u></u>

ATTACHMENT 1

FORM 990PF, PART I - LEGAL 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>
LEGAL FEES	1,442.			
TOTALS	<u>1,442.</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>
INVESTMENT ACCOUNTING AND FORM 990-PF PREPARATION	3,300.	2,475.		
TOTALS	<u>3,300.</u>	<u>2,475.</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 AND TRUST MANAGEMENT FEES	18,755.	18,755.
TOTALS	<u>18,755.</u>	<u>18,755.</u>

ATTACHMENT 4

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
STATE REGISTRATION FEES	25.
TOTALS	<u>25.</u>

FORM 990PF, PART VII-A, LINE 10 - NEW SUBSTANTIAL CONTRIBUTORS

ATTACHMENT 5

<u>NAME AND ADDRESS</u>	<u>DATE</u>	<u>DIRECT PUBLIC SUPPORT</u>
MACGUIDWIN FAMILY CRAT 7725 CROSSOVER DRIVE MCLEAN, VA 22102	VARIOUS	67,400.
MACGUIDWIN FAMILY CRAT 7725 CROSSOVER DRIVE MCLEAN, VA 22102	VARIOUS	1,321,846.
<u>TOTAL CONTRIBUTION AMOUNTS</u>		<u>1,389,246.</u>

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

ATTACHMENT 6

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
JAMES F. MACGUIDWIN C/O U.S. TRUST 730 15TH STREET WASHINGTON, DC 20005-2013	DIRECTOR 1.00	0	0	0
CHERYL Y. MACGUIDWIN C/O U.S. TRUST 730 15TH STREET WASHINGTON, DC 20005-2013	DIRECTOR 1.00	0	0	0
<u>GRAND TOTALS</u>		<u>0</u>	<u>0</u>	<u>0</u>

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

JAMES F. MACGUIDWIN
CHERYL Y. MACGUIDWIN

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

ATTACHMENT 8

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BROTHER RICE HIGH SCHOOL 7101 LAHSER RD. BLOOMFIELD HILLS, MI 48301-4045	N/A PUBLIC CHARITY	M. REID MACGUIDWIN SCHOLARSHIP	30,000.
FLINT HILL SCHOOL 10409 ACADEMIC DR. OAKTON, VA 22124-1754	N/A PUBLIC CHARITY	GENERAL SUPPORT	5,000.
THE SALVATION ARMY 2626 PENNSYLVANIA AVENUE WASHINGTON, DC 20037	N/A PUBLIC CHARITY	GENERAL SUPPORT	5,000.
FIVE TALENTS INTERNATIONAL PO BOX 331 VIENNA, VA 22183	N/A PUBLIC CHARITY	GENERAL SUPPORT	30,000.
JILL'S HOUSE 9011 LEESBURG PIKE VIENNA, VA 22182	N/A PUBLIC CHARITY	GENERAL SUPPORT	10,000.
FURMAN UNIVERSITY 3300 POINSETT HWY, DEVELOPMENT OFFICE GREENVILLE, SC 29613	N/A PUBLIC CHARITY	GENERAL SUPPORT	12,000.

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

ATTACHMENT 8 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BUYABRICK FOUNDATION 8980 BROOK ROAD MCLEAN, VA 22102	N/A PUBLIC CHARITY	GENERAL SUPPORT	1,000.
ARCS FOUNDATION 10221 RIVER ROAD PO BOX 60868 POTOMAC, MD 20859-0868	N/A PUBLIC CHARITY	SCHOLARSHIP FUNDING	15,000.
GOLF PROS BEATING CANCER C/O MICHAEL MUEHR 47617 PAULSEN SQUARE POTOMAC FALLS, VA 20165	N/A PUBLIC CHARITY	GENERAL SUPPORT	7,500.
NORTHWESTERN UNIVERSITY 2020 RIDGE AVENUE EVANSTON, IL 60208	N/A PUBLIC CHARITY	GENERAL SUPPORT	5,000.
COMPASSION INTERNATIONAL 12290 VOYAGER PARKWAY COLORADO SPRINGS, CO 80921	N/A PUBLIC CHARITY	GENERAL SUPPORT	5,000.
COMMUNITY BIBLE SCHOOL 790 STOUT ROAD COLORADO SPRINGS, CO 80921	N/A PUBLIC CHARITY	GENERAL SUPPORT	10,000.
TOTAL CONTRIBUTIONS PAID			<u>135,500.</u>

**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 CAPITAL GAIN DISTRIBUTIONS					17,962.	
114,492.		4945.851 SHARES ARTIO INTL EQU PROPERTY TYPE: SECURITIES 157,838.				P	-43,346.	12/27/2011
28,374.		2000 SHARES WEATHERFORD INTL L PROPERTY TYPE: SECURITIES 39,870.				P	-11,496.	12/29/2011
43,366.		1000 SHARES FTI CONSULTING PROPERTY TYPE: SECURITIES 42,025.				P	1,341.	12/29/2011
31,950.		2000 SHARES YAHOO PROPERTY TYPE: SECURITIES 51,548.				P	-19,598.	12/29/2011
22,753.		1365 SHARES WARNER CHILCOTT PL PROPERTY TYPE: SECURITIES 29,838.				D	-7,085.	03/29/2012
21,046.		267 SHARES COPA CORP PROPERTY TYPE: SECURITIES 14,470.				D	6,576.	03/29/2012
40,487.		827 SHARES AGCO CORP PROPERTY TYPE: SECURITIES 26,488.				D	13,999.	03/29/2012
20,645.		838 SHARES AMERICA MOVIL PROPERTY TYPE: SECURITIES 12,455.				D	8,190.	03/29/2012
26,142.		334 SHARES CLIMAREX ENERGY CO PROPERTY TYPE: SECURITIES 27,686.				D	-1,544.	03/29/2012
34,848.		493 SHARES CLIFFS NAT RES INC PROPERTY TYPE: SECURITIES 42,569.				D	-7,721.	03/29/2012
40,701.		526 SHARES CONOCOPHILLIPS PROPERTY TYPE: SECURITIES 29,143.				P	11,558.	03/29/2012
		200 SHARES EXPRESS SCRIPTS HOL				P		03/29/2012

**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)	
10,694.		PROPERTY TYPE: SECURITIES 4,684.					6,010.	
		728 SHARES HASBRO INC				D		03/29/2012
26,962.		PROPERTY TYPE: SECURITIES 32,419.					-5,457.	
		130 SHARES HASBRO INC				D		03/29/2012
4,822.		PROPERTY TYPE: SECURITIES 5,798.					-976.	
		800 SHARES IBM				P		03/29/2012
166,122.		PROPERTY TYPE: SECURITIES 67,484.					98,638.	
		199 SHARES LORILLARD INC				D		03/29/2012
26,133.		PROPERTY TYPE: SECURITIES 6,030.					20,103.	
		787 SHARES MICROSOFT				P		03/29/2012
25,597.		PROPERTY TYPE: SECURITIES 24,104.					1,493.	
		486 SHARES MOLYCORP INC DEL				D		03/29/2012
14,422.		PROPERTY TYPE: SECURITIES 14,028.					394.	
		1499 SHARES NEWELL RUBBERMAID				D		03/29/2012
27,320.		PROPERTY TYPE: SECURITIES 12,335.					14,985.	
		307 SHARES SM ENERGY				D		03/29/2012
23,076.		PROPERTY TYPE: SECURITIES 23,158.					-82.	
		300 SHARES WHOLE FOODS MARKET				P		03/29/2012
25,365.		PROPERTY TYPE: SECURITIES 14,154.					11,211.	
		2923 SHARES XEROX CORP				D		03/29/2012
24,397.		PROPERTY TYPE: SECURITIES 24,023.					374.	
		592 SHARES XEROX CORP				D		03/29/2012
4,939.		PROPERTY TYPE: SECURITIES 4,863.					76.	
TOTAL GAIN (LOSS)							<u>115,605.</u>	