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

2011

Department of the Treasury
Internal Revenue Service

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

December 1

, 2011, and ending

November 30

, 20 12

Name of foundation The Walter M. Meinhardt, Sr. Family Foundation, Inc.		A Employer identification number 52-1907797
Number and street (or P.O. box number if mail is not delivered to street address) 14145 Brandywine Road		Room/suite 301-372-2943
City or town, state, and ZIP code Brandywine, Maryland 20613		C If exemption application is pending, check here ► <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here . . . ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here . . . ► <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 581308	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here . . . ► <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check ► <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	4396	4396	4396	
5a	Gross rents				
b	Net rental income or (loss) _____				
6a	Net gain or (loss) from sale of assets not on line 10	122163			
b	Gross sales price for all assets on line 6a _____				
7	Capital gain net income (from Part IV, line 2) . . .		122163		
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)				
12	Total. Add lines 1 through 11	126559	126559	4396	4396
13	Compensation of officers, directors, trustees, etc.				
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)	675	675		
c	Other professional fees (attach schedule)	4481	4481		
17	Interest				
18	Taxes (attach schedule) (see instructions)	1401	1401		
19	Depreciation (attach schedule) and depletion . . .				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)				
24	Total operating and administrative expenses.				
	Add lines 13 through 23	6557	6557		
25	Contributions, gifts, grants paid	75550			75550
26	Total expenses and disbursements. Add lines 24 and 25	82107	6557		
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	44452			
b	Net investment income (if negative, enter -0-) . . .		120002		
c	Adjusted net income (if negative, enter -0-) . . .			4396	

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	67496	60274	60274
	2	Savings and temporary cash investments	5142	5656	5656
	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			
	10a	Investments—U.S. and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	435685	486845	515378
	c	Investments—corporate bonds (attach schedule)			
Liabilities	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)	508323	552775	581308
Net Assets or Fund Balances	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)			
		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 ► <input type="checkbox"/> and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	508323	552775	
	30	Total net assets or fund balances (see instructions)	508323	552775	
	31	Total liabilities and net assets/fund balances (see instructions)	508323	552775	

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	508323
2	Enter amount from Part I, line 27a	2	44452
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	552775
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	552775

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 Statement 3 - Short Term		P	Various
b See Statement 4 - Short Term		P	Various
c See Statement 4 - Long Term		P	Various
d			
e			
(e) Gross sales price		(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale
a 172483			180091 (h) Gain or (loss) (e) plus (f) minus (g) (7608)
b 11975			13153 (1178)
c 554132			423183 130949
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
a			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
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 122163
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
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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
2010		30525	636814 (d) Distribution ratio (col. (b) divided by col. (c)) 4.79339336
2009		31628	617697 5.1203098
2008		33110	529577 6.25215974
2007		27770	749834 3.6945097
2006		37100	866789 4.2703119
2 Total of line 1, column (d)			2 24.13115484
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 4.82623097
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 591690
5 Multiply line 4 by line 3			5 28556
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1200
7 Add lines 5 and 6			7 29756
8 Enter qualifying distributions from Part XII, line 4			8 75550
If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)	1 1200
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" 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 1200
3	Add lines 1 and 2	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4 1200
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	
6	Credits/Payments:	6a 1350 6b 6c 6d
a	2011 estimated tax payments and 2010 overpayment credited to 2011	
b	Exempt foreign organizations—tax withheld at source	
c	Tax paid with application for extension of time to file (Form 8868)	
d	Backup withholding erroneously withheld	
7	Total credits and payments. Add lines 6a through 6d	7 1350
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8 9
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10 150
11	Enter the amount of line 10 to be: Credited to 2012 estimated tax ► 150 Refunded ► 11	

Part VII-A Statements Regarding Activities

		Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	✓
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b	✓
<i>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.</i>			
c	Did the foundation file Form 1120-POL for this year?	1c	✓
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? <i>If "Yes," attach a detailed description of the activities.</i>	2	✓
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? <i>If "Yes," attach a conformed copy of the changes</i>	3	✓
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	✓
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5	✓
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	✓
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	7	✓
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► Maryland	8a	
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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	8b	✓
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)? <i>If "Yes," complete Part XIV</i>	9	✓
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	✓

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	✓
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	✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ►	13	✓
14	The books are in care of ► Kathy Goldsmith Located at ► 14145 Brandywine Road, Brandywine, Maryland	Telephone no. ► 3013722943 ZIP+4 ► 20613	
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		► <input type="checkbox"/>
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 ►	16	Yes ✓

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? (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.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
1b	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 ► <input type="checkbox"/>		
1c	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 ► 20 , 20 , 20 , 20 b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see 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. ► 20 , 20 , 20 , 20	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
3b			
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?		✓
4b			✓

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:	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
Organizations relying on a current notice regarding disaster assistance check here		<input checked="" type="checkbox"/>			
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?	<input type="checkbox"/> Yes	<input type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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
Walter M. Meinhardt, Sr. Key Largo, Florida 33037	President / 2	-0-		
Kay L. Meinhardt Key Largo, Florida 33037	Vice-President / 2	-0-		
Dorothy E. Crecelius Brandywine, Maryland 20613	Secretary / 1	-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				NONE

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."

Total number of others receiving over \$50,000 for professional services ► **NONE**

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.

Organizations and other beneficiaries served, conferences convened, research papers produced, etc.	
1
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.

1	_____	_____
2	_____	_____
All other program-related investments. See instructions.		
3	_____	_____

All other program-related investments. See instructions.

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	409225
b	Average of monthly cash balances	1b	191476
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	600701
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	600701
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	9011
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	591690
6	Minimum investment return. Enter 5% of line 5	6	29585

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	29585
2a	Tax on investment income for 2011 from Part VI, line 5	2a	1200
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1200
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	30785
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	30785
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	30785

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	75550
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	75550
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	1200
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	74350

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				30785
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only				1509
b Total for prior years: 20 ____,20 ____,20 ____				
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e				
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 75550				1509
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				30785
e Remaining amount distributed out of corpus	43256			
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:	43256			
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				-0-
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	43256			
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	43256			

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

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

100

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

-
N/A

6 Any submission deadlines:

NIA

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

11/18

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
See Statement 5				75550
Total				► 3a 75550
b Approved for future payment				
Total				► 3b NONE

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					
4	Dividends and interest from securities					
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					
8	Gain or (loss) from sales of assets other than inventory					
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)					
13	Total. Add line 12, columns (b), (d), and (e)					
						122163
						122163

(See worksheet in line 13 instructions to verify calculations.)

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

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

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

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

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.

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input checked="" type="checkbox"/> if self-employed	PTIN
	Paul H. Bookstein, CPA	<i>Paul H. Bookstein CPA</i>	5/4/13		P01485044
	Firm's name ► Paul H. Bookstein, CPA	Firm's EIN ►			
Firm's address ► 625 Woodsman's Way, Crownsville, MD 21032	Phone no.				

The Walter M. Meinhardt, Sr. Family Foundation, Inc.

52-1907797

FYE: 11/30/12

Statement 1 - Formm 990-PF, Part I, Lines 16B, 16C and 18

Line 16B Accounting Fees for annual return and consulting \$ 675.00

Line 16C - Other Professional Fees

Investment Management Consulting	\$ 4,443.00
Postage to transfer funds between managers	\$ 38.00
Total Line 16C	<u>\$ 4,481.00</u>

Line 18 - Taxes

Foregin Taxes withheld from dividends	\$ 26.00
2010 Form 990-PF taxes	\$ 25.00
2011 Form 990-PF estimated taxes	\$ 1,350.00
Total Line 18	<u>\$ 1,401.00</u>

Statement 2 - Formm 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning Of Year	End Of Year	Basis of Valuation	Fair Market Value
2,975.80 shares Growth Fund of Americ	\$ 108,544	\$ -	cost	\$ -
1 share Berkshire Hathaway	\$ 68,600	\$ -	cost	\$ -
1,750 shares Berkshire Hathaway	\$ 89,698	\$ -	cost	\$ -
1,000 units Brandywine Realty Trust	\$ 11,906	\$ -	cost	\$ -
1,000 shares of Suntrust	\$ -	\$ -	cost	\$ -
500 shares Johnson & Johnson	\$ 33,648	\$ -	cost	\$ -
1,000 shares of Microsoft Corp	\$ 26,787	\$ -	cost	\$ -
500 units NASDAQ Trust	\$ 24,803	\$ -	cost	\$ -
601 109 Sequoia Fund	\$ 71,699	\$ -	cost	\$ -
	\$ 435,685	\$ -		\$ -

Walter M. Meinhardt, Sr. Family Foundation, Inc.

52-1907797

For the Year Ended December 1, 2011 - November 30, 2012

Statement 2

List of Securities

Stock	Number of Shares	Purchase Price	Value at		Gain/Loss
			11/30/2012		
EOG Resources Inc.	62	\$ 6,456.68	\$ 7,292.44	\$ 835.76	
Exxon Mobil Corporation	106	8,866.19	9,342.84	476.65	
Kinder Morgan, Inc.	229	7,682.49	7,742.49	60.00	
Phillips 66	234	7,652.33	12,254.58	4,602.25	
Range Resources Corporaiton	155	8,723.40	9,923.10	1,199.70	
Southwestern Energy Company	229	6,573.80	7,948.59	1,374.79	
Monsanto Company	119	9,208.74	10,899.21	1,690.47	
Royal Gold, Inc.	120	9,245.69	9,691.20	445.51	
Advisory Board Company	223	9,587.88	10,090.75	502.87	
Boeing Company	135	9,906.84	10,027.80	120.96	
C H robinson Worldwide Inc.	115	6,598.18	7,100.10	501.92	
Chicago Bridge & Iron NV	202	7,553.45	8,207.26	653.81	
Cintas Corporation	255	9,828.52	10,567.20	738.68	
Colfax Corporation	289	9,007.86	11,268.11	2,260.25	
Danaher Corporation	194	10,521.73	10,470.18	(51.55)	
Fluor Corporation	108	6,386.45	5,732.64	(653.81)	
Amazon.Com Inc.	71	13,443.85	17,895.55	4,451.70	
Bed Bath & Beyond, Inc.	177	11,494.21	10,393.44	(1,100.77)	
Carmax, Inc.	333	10,479.51	12,074.58	1,595.07	
GNC Holdings, Inc.	274	10,028.26	9,625.62	(402.64)	
Home Depot Inc.	202	10,330.14	13,144.14	2,814.00	
Macy's Inc.	311	12,257.11	12,035.70	(221.41)	
Tempur-Pedic Intl Inc.	123	4,735.24	3,277.95	(1,457.29)	
Toll Bros Inc.	338	8,025.07	10,761.92	2,736.85	
Kraft Foods Group Inc.	232	10,071.88	10,495.68	423.80	
McCormick & Company, Inc.	170	9,164.70	10,975.20	1,810.50	
Mondelez Intl Inc.	292	7,204.68	7,559.88	355.20	
Philip Morris Intl Inc.	117	10,361.52	10,515.96	154.44	
United Natural Foods Inc.	182	8,469.55	9,422.14	952.59	
Walgreen Company	255	8,646.05	8,647.05	1.00	
Allergan Inc.	97	9,207.24	8,996.75	(210.49)	
Athenahealth Inc.	119	8,419.71	7,579.11	(840.60)	
Davita Healthcare Partners, Inc.	106	9,122.36	11,448.00	2,325.64	
Express Scripts Holding Company	168	9,687.39	9,046.80	(640.59)	
HMS Holdings Company	319	8,249.50	7,391.23	(858.27)	
Johnson & Johnson	156	10,017.08	10,877.88	860.80	
Teva Pharmaceutical Inds Ltd.	232	10,205.68	9,361.20	(844.48)	
American Express Company	185	10,690.10	10,341.50	(348.60)	
American Tower Corporaiton	88	6,399.36	6,593.84	194.48	
Berkshire Hathaway Inc.	122	9,702.66	10,745.76	1,043.10	
Franklin Res Inc.	72	8,858.88	9,505.44	646.56	
Iberiabank Corp	164	8,460.37	7,995.00	(465.37)	
JP Morgan Chase & Company	219	9,407.83	8,996.52	(411.31)	
Metlife Inc.	247	8,681.56	8,197.93	(483.63)	
Portfolio Recovery Assocs Inc	76	6,802.11	7,510.32	708.21	
Price T Rowe Group Inc.	142	8,879.78	9,183.14	303.36	
Raymond James Financial Inc.	264	9,327.12	9,966.00	638.88	
Apple Inc.	49	29,674.99	28,678.72	(996.27)	
Factset Resh Sys Inc.	90	8,910.90	8,315.10	(595.80)	
Google Inc.	9	5,662.35	6,285.33	622.98	
Microchip Technology Inc.	189	6,114.88	5,749.38	(365.50)	
Qualcomm Corporaiton	165	9,291.57	10,497.30	1,205.73	
Seagate Technology	94	2,664.91	2,359.40	(305.51)	
Yahoo Inc.	233	3,895.06	4,373.41	478.35	
		\$ 486,845.39	\$ 515,378.36	\$ 28,532.97	

Walter M. Meinhardt, Sr. Family Foundation
Form 990-PF - #52-1907707
For the Year Ended December 1, 2011 - November 30, 2012
Statement 3 - Part IV - Line 1A

TAMERO/SunTrust

	<u>Shares</u>	<u>Purchase</u>	<u>Sold</u>	<u>Gross Proceeds</u>	<u>Cost Basis</u>	<u>Realized Gains</u>
<u>Short Term:</u>						
Athenahealth Inc. Com	20	4/30/2012	4/30/2012	1,470.24	(1432.20)	38.04
Devry Inc.	199	4/13/2012	4/27/2012	6,082.95	(6358.05)	(275.10)
Occidental Petroleum Corporation	56	4/13/2012	4/20/2012	4,974.24	(4994.08)	(19.84)
Occidental Petroleum Corporation	15	4/24/2012	4/27/2012	1,317.32	(1337.70)	(20.38)
Occidental Petroleum Corporation	28	4/13/2012	4/30/2012	2,483.87	(2497.04)	(13.17)
Advisory Board Co.	4	4/13/2012	5/31/2012	379.42	(343.96)	35.46
Arcos Dorados Holdings Inc. Cl A	158	4/13/2012	5/9/2012	2,388.71	(2995.93)	(607.22)
Arcos Dorados Holdings Inc. Cl A	260	4/13/2012	5/9/2012	3,948.32	(4930.02)	(981.70)
Athenahealth Inc. Com	6	4/13/2012	5/31/2012	458.45	(429.66)	28.79
EOG Resources Inc.	21	4/13/2012	5/17/2012	2,139.35	(2186.94)	(47.59)
Ishares Trust Russell 1000 Index	29	4/13/2012	5/31/2012	2,125.94	(2216.77)	(90.83)
Mosaic Co.	39	4/13/2012	5/1/2012	2,023.53	(1967.16)	56.37
Raymond James Financial Inc	6	4/13/2012	5/25/2012	203.09	(211.98)	(8.89)
Advisory Board Co.	5	4/13/2012	6/1/2012	475.98	(429.95)	46.03
AGCO Corporation	49	4/13/2012	6/13/2012	2,011.76	(2210.39)	(198.63)
Athenahealth Inc. Com	3	4/31/2012	6/1/2012	227.78	(214.83)	12.95
Cisco Sys Inc.	203	4/13/2012	6/13/2012	3,390.02	(4053.46)	(663.44)
Fluor Corporaiton	73	4/13/2012	6/13/2012	3,531.97	(4266.62)	(734.65)
Iberiabank Corporation	33	4/13/2012	6/25/2012	1,640.72	(1719.77)	(79.05)
Ishares Trust Russell 1000 Index	75	4/13/2012	6/1/2012	5,552.87	(5733.03)	(180.16)
Johnson Ctls Inc	302	4/13/2012	6/29/2012	7,985.09	(9920.70)	(1935.61)
Mosaic Co.	20	4/13/2012	6/4/2012	964.96	(1008.80)	(43.84)
Mosaic Co.	26	4/13/2012	6/13/2012	1,227.80	(1311.44)	(83.64)
Price T Rowe Group Inc.	16	4/13/2012	6/25/2012	985.86	(1000.54)	(14.68)
Advisory Board Co.	24	4/13/2012	7/9/2012	1,230.99	(1031.88)	199.11
Allergan Inc	17	4/13/2012	7/23/2012	1,490.04	(1613.64)	(123.60)
Cisco Sys Inc.	342	4/13/2012	7/3/2012	5,552.45	(6828.99)	(1276.54)
Danaher Corporation	41	4/13/2012	7/27/2012	2,058.15	(2223.66)	(165.51)
Davita Inc.	6	4/13/2012	7/9/2012	585.41	(516.36)	69.05
EOG Resources Inc.	30	4/13/2012	7/26/2012	2,855.31	(3124.20)	(268.89)
Goldsman Sachs Group Inc	20	4/13/2012	7/11/2012	1,902.53	(2284.33)	(381.80)
Goldsman Sachs Group Inc	9	4/13/2012	7/30/2012	860.70	(1027.95)	(167.25)
Google	3	4/13/2012	7/19/2012	1,724.64	(1887.45)	(162.81)
Google	4	4/13/2012	7/20/2012	2,317.43	(2516.60)	(199.17)
Google	4	4/13/2012	7/23/2012	2,328.02	(2516.60)	(188.58)
JP Morgan Chase & Company	82	4/13/2012	7/11/2012	2,774.32	(3522.57)	(748.25)
Metlife Insurance	50	4/13/2012	7/11/2012	1,504.03	(1757.40)	(253.37)
Philip Morris Intl Inc	14	4/13/2012	7/9/2012	1,249.25	(1239.84)	9.41
Toll Bros Inc	49	4/13/2012	7/16/2012	1,445.53	(1163.40)	282.13
United Natural Foods Inc	7	4/13/2012	7/9/2012	385.70	(325.75)	59.95
Athenahealth Inc. Com	14	4/13/2012	8/9/2012	1,346.66	(1002.54)	344.12
Athenahealth Inc. Com	11	4/13/2012	8/13/2012	1,052.39	(787.71)	264.68
Davita Inc.	11	4/13/2012	8/9/2012	1,061.36	(946.66)	114.70
Goldsman Sachs Group Inc	10	4/13/2012	8/9/2012	1,025.36	(1142.16)	(116.80)
Goldsman Sachs Group Inc.	10	4/13/2012	8/13/2012	1,024.27	(1142.16)	(117.89)
Goldsman Sachs Group Inc	9	4/13/2012	8/14/2012	922.84	(1027.95)	(105.11)
Goldsman Sachs Group Inc	20	4/13/2012	8/15/2012	2,053.56	(2284.33)	(230.77)
McCormick & Company, Inc	18	4/13/2012	8/9/2012	1,074.02	(970.38)	103.64
Morningstar Inc	29	4/13/2012	8/1/2012	1,715.23	(1774.22)	(58.99)
Philip Morris Intl Inc.	11	4/13/2012	8/9/2012	1,020.11	(974.16)	45.95
Davita Inc	10	4/13/2012	9/6/2012	970.34	(860.60)	109.74
Goldsman Sachs Group Inc	20	4/13/2012	9/4/2012	2,118.67	(2284.33)	(165.66)
Home Depot Inc.	30	4/13/2012	9/19/2012	1,783.31	(1534.18)	249.13
Johnson & Johnson	22	4/13/2012	9/25/2012	1,506.97	(1412.66)	94.31
Monsanto Company	22	4/13/2012	9/4/2012	1,913.73	(1702.45)	211.28
Morningstar Inc	89	4/13/2012	9/12/2012	5,423.25	(5445.02)	(21.77)
Morningstar Inc	57	4/13/2012	9/19/2012	3,506.37	(3487.26)	19.11
Mosaic Co.	14	4/13/2012	9/28/2012	824.36	(706.16)	118.20
Range Resources Corporation	22	4/13/2012	9/19/2012	1,535.37	(1238.16)	297.21

Walter M. Meinhardt, Sr. Family Foundation
Form 990-PF - #52-1907707
For the Year Ended December 1, 2011 - November 30, 2012
Statement 3 - Part IV - Line 1A

United Natural Foods Inc	25	4/13/2012	9/6/2012	1,427.55	(1163.40)	264.15
Advisory Board Co.	29	4/13/2012	10/31/2012	1,338.67	(1246.86)	91.81
AGCO Corporation	36	4/13/2012	10/26/2012	1,716.41	(1590.08)	126.33
Allergan Inc.	36	4/13/2012	10/10/2012	1,502.91	(1518.72)	(15.81)
Athenahealth Inc. Com	14	4/13/2012	10/2/2012	1,250.14	(1002.54)	247.60
BMC Software Inc.	132	4/13/2012	10/11/2012	5,707.95	(5192.88)	515.07
BMC Software Inc.	62	4/13/2012	10/18/2012	2,571.41	(2439.08)	132.33
Cintas Corporation	23	4/13/2012	10/26/2012	952.02	(886.49)	65.53
Cintas Corporation	32	4/13/2012	10/31/2012	1,324.20	(1233.38)	90.82
Colfax Corporation	70	4/13/2012	10/12/2012	2,565.83	(2181.83)	384.00
Franklin Res Inc.	10	4/13/2012	10/30/2012	1,259.24	(1230.40)	28.84
F5 Networks Inc.	53	4/13/2012	10/30/2012	4,367.10	(6163.12)	(1796.02)
Kraft Foods Group Inc	0 667	10/2/2012	10/15/2012	31.12	(28.22)	2.90
Mosaic Co	17	4/13/2012	10/1/2012	969.92	(857.48)	112.44
Mosaic Co.	69	4/13/2012	10/4/2012	4,038.82	(3480.36)	558.46
Teva Pharmaceutical Inds Ltd	8	4/13/2012	10/10/2012	325.43	(351.92)	(26.49)
AGCO Corporation	83	4/13/2012	11/6/2012	3,800.71	(3666.01)	134.70
American Express Company	25	4/13/2012	11/13/2012	1,404.21	(1444.61)	(40.40)
American Express Company	22	4/13/2012	11/19/2012	1,204.93	(1271.25)	(66.32)
Exxon Mobil Corporation	43	4/13/2012	11/6/2012	3,742.63	(3596.66)	145.97
JP Morgan Chase & Company	37	4/13/2012	11/13/2012	1,544.77	(1589.45)	(44.68)
Raymond James Financial Inc.	51	4/13/2012	11/13/2012	1,989.46	(1801.83)	187.63
Southwestern Energy Company	97	4/13/2012	11/26/2012	3,468.81	(2784.54)	684.27
Tempur-Pedic Intl Inc	61	5/14/2012	11/14/2012	1,651.71	(2348.37)	(696.66)
Western Union Company	167	7/27/2012	11/5/2012	2,193.81	(2946.72)	(752.91)
				172,482.67	(180090.93)	(7608.26)

Walter M. Meinhardt, Sr. Family Foundation
Form 990-PF - #52-1907707
For the Year Ended - November 30, 2012
Statement 4 - PartIV - Line 1B and Line IC

Part IV - Line 1B

	<u>Shares</u>	<u>Purchase</u>	<u>Sold</u>	<u>Gross Proceeds</u>	<u>Cost Basis</u>	<u>Realized Gains</u>
<u>Short Term:</u>						
Sequoia Fund	3 462	11/15/2011	1/25/2012	\$ 525.42	\$ 412.94	\$ 112.48
The Growth Fund of America Class A	22.899	12/21/2011	1/25/2012	\$ 705.74	\$ 833.85	\$ (128.11)
Brandywine Realty Trust SBI	1000	4/15/2011	2/1/2012	\$ 10,743.39	\$ 11,905.80	\$ (1,162.41)
						\$ -
Total Short Term				\$ 11,974.55	\$ 13,152.59	\$ (1,178.04)

Part IV - Line IC

Long Term:

Sequoia Fund	588 384	6/21/2010	1/25/2012	\$ 89,297.17	\$ 70,180.11	\$ 19,117.06
Sequoia Fund	7.789	11/16/2010	1/25/2012	\$ 1,182.11	\$ 928.99	\$ 253.12
Sequoia Fund	1.181	11/16/2010	1/25/2012	\$ 179.24	\$ 140.86	\$ 38.38
Sequoia Fund	0 293	12/29/2010	1/25/2012	\$ 44.47	\$ 34.95	\$ 9.52
The Growth Fund of America Class A	2,699 784	7/26/2007	1/25/2012	\$ 83,207.34	\$ 98,311.56	\$ (15,104.22)
The Growth Fund of America Class A	166 221	12/20/2007	1/25/2012	\$ 5,122.93	\$ 6,052.77	\$ (929.84)
The Growth Fund of America Class A	29 034	12/20/2007	1/25/2012	\$ 894.83	\$ 1,057.24	\$ (162.41)
The Growth Fund of America Class A	34.18	12/24/2008	1/25/2012	\$ 1,053.43	\$ 1,244.63	\$ (191.20)
The Growth Fund of America Class A	22 743	12/23/2009	1/25/2012	\$ 700.94	\$ 828.16	\$ (127.22)
The Growth Fund of America Class A	23 838	12/23/2010	1/25/2012	\$ 734.69	\$ 868.04	\$ (133.35)
Powershares QQQ Tr Unit Ser 1	500	2/27/2001	1/25/2012	\$ 30,183.36	\$ 24,801.84	\$ 5,381.52
Berkshire Hathaway Inc Del Class A	1	7/1/1999	2/1/2012	\$ 118,797.22	\$ 68,600.00	\$ 50,197.22
Berkshire Hathaway Inc. Del Class B	500	1/26/1999	2/1/2012	\$ 39,575.72	\$ 20,830.00	\$ 18,745.72
Berkshire Hathaway Inc Del Class B	500	9/21/1999	2/1/2012	\$ 39,575.72	\$ 19,972.75	\$ 19,602.97
Berkshire Hathaway Inc. Del Class B	750	8/18/2009	2/1/2012	\$ 59,363.58	\$ 48,895.50	\$ 10,468.08
Johnson & Johnson	500	11/10/2006	2/1/2012	\$ 33,078.31	\$ 33,647.95	\$ (569.64)
Microsoft Corporation	1000	10/18/2000	2/1/2012	\$ 29,905.82	\$ 26,787.13	\$ 3,118.69
SunTrust Banks, Inc	580	12/29/1994	2/1/2012	\$ 12,316.29	\$ -	\$ 12,316.29
SunTrust Banks, Inc.	420	12/29/1994	2/1/2012	\$ 8,918.70	\$ -	\$ 8,918.70
Total Long Term				\$ 554,131.87	\$ 423,182.49	\$ 130,949.38

Walter M. Meinhardt, Sr. Family Foundation
Form 990-PF - #52-1907797
For the Year Ended November 30, 2012
Statement 5 - Part XV - Page 11

	<u>Date</u>	<u>Foundation Status</u>	<u>Amount</u>
Ocean Reef Chapel Foundation, Inc. To assist with the upkeep of the Church.	12/6/2011	501(c) (3)	\$ 200.00
Ocean Reef Foundation, Inc., To assist with the Wounded Warriors Project	12/12/2011	501(c) (3)	\$ 1,000.00
Immanuel Methodist Church To assist with the upkeep of the Church.	12/12/2011	501(c) (3)	\$ 200.00
Hospice of St. Mary's County To assist the terminally ill patients and their families.	12/20/2011	501(c) (3)	\$ 100.00
Hospice of the Chesapeake To assist the terminally ill patients and their families.	12/27/2011	501(c) (3)	\$ 100.00
Ocean Reef Medical Center Foundation To assist with the upkeep of the medical center.	2/6/2012	501(c) (3)	\$ 10,000.00
The Rosaryville Conservancy To assist with the upkeep and maintenance of the Mount Airy Mansion	2/13/2012	501(c) (3)	\$ 150.00
Baden Volunteer Fire Department To assist with the upkeep of the building and fire equipment.	4/2/2012	501(c) (3)	\$ 100.00
The Craig Walden Foundation To assist with the support of the Children's National Medical Hospital	4/25/2012	501(c) (3)	\$ 500.00
Community Support Systems, Inc. To assist with the aid in food, shelter and clothing for the community.	4/25/2011	501(c) (3)	\$ 5,000.00
Ocean Reef Medical Center Foundation To assist with the upkeep of the medical center.	5/14/2012	501(c) (3)	\$ 40,000.00
Friends of the Baden Library To assist with the support and maintenance of the library	6/18/2012		\$ 2,000.00
Hospice of St. Mary's County To assist the terminally ill patients and their families.	6/25/2012	501(c) (3)	\$ 100.00
Baden Volunteer Fire Department To assist with the upkeep of the building and fire equipment	6/25/2012	501(c) (3)	\$ 100.00
St. Mary's Church To assist with the upkeep of the Church	7/26/2012	501(c) (3)	\$ 100.00
Life in Victory Outreach Ministries To assist with the foreign ministries in Haiti	7/27/2012	501(c) (3)	\$ 500.00
Baden Volunteer Fire Department To assist with the upkeep of the building and fire equipment	8/21/2012	501(c) (3)	\$ 100.00
Ocean Reef Cultural Center To assist with the support and maintenance of the Cultural Center	8/27/2012	501(c) (3)	\$ 5,000.00
Society for the Friends of Hospice To assist with the support of the Hospice House	9/25/2012	501(c) (3)	\$ 300.00
Community Support Systems, Inc. To assist with the aid in food, shelter and clothing for the community.	9/25/2011	501(c) (3)	\$ 10,000.00

Total Contributions **\$ 75,550.00**