See a Social Security Number? Say Something!
Report Privacy Problems to https://public.resource.org/privacy
Or call the IRS Identity Theft Hotline at 1-800-908-4490

Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation: MAX & VICTORIA DREYFUS FOUNDATION, INC.

A Employer identification number: 13-1687573

Number and street (or P O box number if mail is not delivered to street address): 2233 WISCONSIN AVE., NW — Room/suite: 414

B Telephone number: 202-337-3300

City or town, state, and ZIP code: WASHINGTON, DC 20007

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1 Foreign organizations, check here ▶ ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 50,935,575.

J Accounting method: ☐ Cash [X] Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	917,560.	917,560.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	3,537,862.			
	b Gross sales price for all assets on line 6a 8,901,786.				
	7 Capital gain net income (from Part IV, line 2)		3,537,862.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	56,674.	56,667.		STATEMENT 2
	12 Total. Add lines 1 through 11	4,512,096.	4,512,089.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	414,203.	103,551.		310,652.
	14 Other employee salaries and wages	141,280.	35,320.		105,960.
	15 Pension plans, employee benefits	409,830.	102,458.		307,373.
	16a Legal fees STMT 3	26,463.	0.		26,463.
	b Accounting fees STMT 4	27,445.	27,445.		0.
	c Other professional fees STMT 5	477,349.	469,868.		8,681.
	17 Interest				
	18 Taxes STMT 6	224,022.	10,749.		32,246.
	19 Depreciation and depletion	2,839.	710.		
	20 Occupancy	60,768.	15,192.		45,576.
	21 Travel, conferences, and meetings	2,751.	688.		2,063.
	22 Printing and publications				
	23 Other expenses STMT 7	25,629.	6,409.		17,602.
	24 Total operating and administrative expenses Add lines 13 through 23	1,812,579.	772,390.		856,616.
	25 Contributions, gifts, grants paid	2,240,184.			2,240,184.
	26 Total expenses and disbursements. Add lines 24 and 25	4,052,763.	772,390.		3,096,800.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	459,333.			
	b Net investment income (if negative, enter -0-)		3,739,699.		
	c Adjusted net income (if negative, enter -0-)			N/A	

RECEIVED AUG 19 2013 OGDEN, UT

SCANNED AUG 15 2013

223501 12-05-12 LHA For Paperwork Reduction Act Notice, see instructions. Form **990-PF** (2012)

12460716 745960 11399 2012.04000 MAX & VICTORIA DREYFUS FOUN 11399 1

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	71,082.	68,444.	68,444.
	2 Savings and temporary cash investments	751,320.	1,023,090.	1,023,090.
	3 Accounts receivable ▶ 107,262.			
	Less: allowance for doubtful accounts ▶	148,211.	107,262.	107,262.
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	24,180.	21,533.	21,533.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 8	22,282,031.	25,196,206.	25,196,206.
	c Investments - corporate bonds STMT 9	14,604,562.	16,284,022.	16,284,022.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	10,837,446.	8,226,098.	8,226,098.
	14 Land, buildings, and equipment: basis ▶ 17,094.			
	Less accumulated depreciation STMT 11▶ 12,271.	7,662.	4,823.	4,823.
	15 Other assets (describe ▶)	8,968.	4,097.	4,097.
	16 **Total assets** (to be completed by all filers)	48,735,462.	50,935,575.	50,935,575.
Liabilities	17 Accounts payable and accrued expenses	8,498.	1,177.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 12)	753,792.	760,383.	
	23 **Total liabilities** (add lines 17 through 22)	762,290.	761,560.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	47,973,172.	50,174,015.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] 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			
	30 **Total net assets or fund balances**	47,973,172.	50,174,015.	
	31 **Total liabilities and net assets/fund balances**	48,735,462.	50,935,575.	

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	47,973,172.
2 Enter amount from Part I, line 27a	2	459,333.
3 Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN ON INVESTMENTS	3	1,741,510.
4 Add lines 1, 2, and 3	4	50,174,015.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	50,174,015.

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	PUBLICLY TRADED SECURITIES			
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	8,901,786.		5,363,924.	3,537,862.
b				
c				
d				
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				3,537,862.
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	3,537,862.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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))
2011	4,477,533.	51,406,002.	.087101
2010	4,287,973.	49,795,894.	.086111
2009	3,857,212.	45,155,154.	.085421
2008	4,701,344.	58,871,226.	.079858
2007	4,456,102.	70,160,574.	.063513

2	**Total** of line 1, column (d)	2	.402004
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	.080401
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	47,243,306.
5	Multiply line 4 by line 3	5	3,798,409.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	37,397.
7	Add lines 5 and 6	7	3,835,806.
8	Enter qualifying distributions from Part XII, line 4	8	3,096,800.

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 ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	74,794.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3	Add lines 1 and 2		3	74,794.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5	**Tax based on investment income** Subtract line 4 from line 3. If zero or less, enter -0-		5	74,794.
6	Credits/Payments:			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 44,869.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 50,100.		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	94,969.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9	**Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	20,175.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 20,175. **Refunded** ▶		11	0.

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		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	*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*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NY			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ WWW.MVDREYFUSFOUNDATION.ORG

14 The books are in care of ▶ THE ORGANIZATION Telephone no. ▶ 202-337-3300

Located at ▶ 2233 WISCONSIN AVE., NW, WASHINGTON, DC ZIP+4 ▶ 20007

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2012, 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		X

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	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 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ _____, _____, _____, _____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ _____, _____, _____, _____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 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 2012.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ 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)? N/A | 5b |

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? N/A ☐ 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? | 6b | | X

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? N/A | 7b |

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 13		414,203.	441,420.	8,400.

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JOHN HAGER IN C/O ORGANIZATION'S ADDRESS	COO 40.00	99,845.	48,729.	0.

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
RAYMOND JAMES 800 CARILLON PARKWAY, ST PETERSBURG, FL 33716	FINANCIAL	431,363.
Total number of others receiving over $50,000 for professional services ▶		0

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**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

Form **990-PF** (2012)

223561
12-05-12

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	47,464,071.
b	Average of monthly cash balances		1b	345,594.
c	Fair market value of all other assets		1c	153,082.
d	**Total** (add lines 1a, b, and c)		1d	47,962,747.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	47,962,747.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	719,441.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	47,243,306.
6	**Minimum investment return** Enter 5% of line 5		6	2,362,165.

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

1	Minimum investment return from Part X, line 6		1	2,362,165.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 74,794.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	74,794.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	2,287,371.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	2,287,371.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	2,287,371.

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	3,096,800.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,096,800.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	3,096,800.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				2,287,371.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years: _____ , _____ , _____		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007 1,033,215.				
b From 2008 1,769,621.				
c From 2009 1,612,342.				
d From 2010 1,832,826.				
e From 2011 1,941,935.				
f **Total** of lines 3a through e	8,189,939.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 3,096,800.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				2,287,371.
e Remaining amount distributed out of corpus	809,429.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	8,999,368.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
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		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	1,033,215.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	7,966,153.			
10 Analysis of line 9:				
a Excess from 2008 1,769,621.				
b Excess from 2009 1,612,342.				
c Excess from 2010 1,832,826.				
d Excess from 2011 1,941,935.				
e Excess from 2012 809,429.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, 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			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
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).)

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 or e-mail of the person to whom applications should be addressed:

SEE STATEMENT 14

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
a Paid during the year				
A NEW LEAF 868 E. UNIVERSITY DRIVE MESA, AZ 85203		501(C)(3)	CHILD DEVELOPMENT CENTER	5,000.
A WIDER CIRCLE 4808 MOORLAND LANE, SUITE 802 BETHESDA, MD 20814		501(C)(3)	GENERAL OPERATING SUPPORT	60,000.
AKC CANINE HEALTH FOUNDATION P.O. BOX 900061 RALEIGH, NC 27675-9061		501(C)(3)	ONE HEALTH-ONE MEDICINE INITIATIVE	5,000.
THE ACTING COMPANY P.O. BOX 898 NEW YORK, NY 10108-0898		501(C)(3)	PROGRAM SUPPORT	5,000.
ADULT CARE SERVICES, INC. 844 SUNSET AVENUE PRESCOTT, AZ 86305		501(C)(3)	ELDERCARE TRAINING PROGRAMS	2,500.
Total SEE CONTINUATION SHEET(S)			▶ 3a	2,240,184.
b Approved for future payment NONE				
Total			▶ 3b	0.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
AFRICAN AND AMERICAN FRIENDSHIP INC. 4258 WASHINGTON ST., SUITE 11, PO BOX 363 BOSTON, MA 02131		501(C)(3)	SOCCER LEAGUE PROGRAM	5,000.
ALEXANDER GRAHAM BELL ASSOCIATION FOR THE DEAF AND HARD OF HEARING 3417 VOLTA PLACE, NW WASHINGTON, DC 20007		501(C)(3)	LEADERSHIP OPPORTUNITIES FOR TEENS PROGRAMS	5,000.
ALEXANDRIA SEAPORT FOUNDATION P.O. BOX 25036 ALEXANDRIA, VA 22313		501(C)(3)	BOAT BUILDING APPRENTICESHIP PROGRAMS	5,000.
ALIVE! 2723 KING STREET ALEXANDRIA, VA 22302		501(C)(3)	CHILD DEVELOPMENT CENTER SUPPORT	10,000.
ALMOST HOME 3200 ST. VINCENT AVENUE ST. LOUIS, MO 63104		501(C)(3)	KEYS TO SUCCESS PROGRAM	5,000.
ALS ASSOCIATION--MINNESOTA/NORTH DAKOTA/SOUTH DAKOTA CHAPTER 333 NORTH WASHINGTON AVE., SUITE 105 MINNEAPOLIS, MN 55401-1352		501(C)(3)	EQUIPMENT LOAN POOL PROGRAM	10,000.
ALZHEIMER'S ASSOCIATION NATIONAL CAPITAL AREA CHAPTER 3701 PENDER DRIVE, SUITE 400 FAIRFAX, VA 22030		501(C)(3)	HELPLINE SERVICE	7,500.
AMERICAN ASSOCIATION OF MUSEUMS 1575 EYE STREET NW. SUITE 400 WASHINGTON, DC 20005		501(C)(3)	FELLOWSHIP PROGRAM	7,500.
AMERICAN FILM INSTITUTE, INC./AFI SILVER 8633 COLESVILLE ROAD SILVER SPRING, MD 20910		501(C)(3)	TECHNICAL UPGRADES	8,000.
AMERICAN HEART ASSOCIATION--MID-ATLANTIC 4217 PARK PLACE COURT GLEN ALLEN, VA 23060		501(C)(3)	POWER TO END STROKE PROGRAM	5,000.
Total from continuation sheets				2,162,684.

223631
05-01-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
AMERICAN MUSEUM OF NATURAL HISTORY CENTRAL PARK WEST AT 79TH STREET NEW YORK, NY 10024-5192		501(C)(3)	MULTICULTURAL PROGRAMMING	5,000.
AMERICAN RED CROSS--ORANGE, RIVERSIDE & SAN BERNARDINO COUNTIES 601 N. GOLDEN CIRCLE SANTA ANA, CA 92705		501(C)(3)	SENIOR SAFETY THROUGH EMERGENCY PREPAREDNESS	5,000.
AMERICAN RED CROSS/SOUTHERN ARIZONA CHAPTER 2916 E. BROADWAY BOULEVARD TUCSON, AZ 85716		501(C)(3)	SERVICES TO ARMED FORCES PROGRAM	5,000.
AMERICAN SHAKESPEARE CENTER 13 WEST BEVERLEY STREET, 4TH FLOOR STAUNTON, VA 24401		501(C)(3)	GENERAL OPERATING SUPPORT	3,000.
AMERICARES 88 HAMILTON AVENUE STAMFORD, CT 06902		501(C)(3)	PROGRAM SUPPORT	10,000.
ANACOSTIA COMMUNITY MUSEUM 1901 FORT PLACE SE WASHINGTON, DC 20020		501(C)(3)	PROGRAM SUPPORT	25,000.
APPALACHIAN STATE UNIVERSITY ASU BOX 32007 BOONE, NC 28608		501(C)(3)	APPALACHIAN SUMMER FESTIVAL	20,000.
THE ARC NORTHWEST INDIANA 2650 WEST 35TH AVENUE GARY, IN 46408		501(C)(3)	FACILITY REPAIRS	15,000.
ARENA STAGE/WASHINGTON DRAMA SOCIETY 1101 6TH STREET SW WASHINGTON, DC 20024		501(C)(3)	COMMUNITY ENGAGEMENT PROGRAMS	15,000.
ARIZONA THEATRE COMPANY 343 SOUTH SCOTT AVENUE TUCSON, AZ 85701		501(C)(3)	SUMMER ON STAGE PROGRAM	5,000.
Total from continuation sheets				

223631
05-01-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ARLINGTON FOOD ASSISTANCE CENTER P.O. BOX 6261 ARLINGTON, VA 22206		501(C)(3)	FOOD DISTRIBUTION PROGRAMS	10,000.
ARMS WIDE OPEN COMMUNITY DEVELOPMENT CORPORATION 3013 RAINBOW DRIVE, SUITE 124 DECATUR, GA 30034		501(C)(3)	PROGRAM SUPPORT	2,500.
ARTS ALLIANCE P.O. BOX 591 SANDPOINT, ID 83864		501(C)(3)	ARTS PROGRAMMING	5,000.
ARTPRENEURS, INC. 11501 GEORGIA AVE, SUITE 104 WHEATON, MD 20902		501(C)(3)	ARTPRENEURS SUMMER WORKSHOP	5,000.
ARTS FOR THE AGING, MARYLAND, INC. 6917 ARLINGTON, ROAD, SUITE 352 BETHESDA, MD 20814		501(C)(3)	GENERAL PROGRAM SUPPORT	5,000.
ARTSTREAM, INC. 7979 OLD GEORGETOWN ROAD, 10TH FL BETHESDA, MD 20814		501(C)(3)	GENERAL OPERATING SUPPORT	5,000.
ATLANTA SYMPHONY ORCHESTRA 1280 PEACHTREE STREET NE, SUITE 4074 ATLANTA, GA 30309		501(C)(3)	TALENT DEVELOPMENT PROGRAM	10,000.
ATLAS PERFORMING ARTS CENTER 1333 H STREET NE WASHINGTON, DC 20002		501(C)(3)	STAGECRAFT TRAINING AND APPRENTICESHIP PROGRAM	5,000.
AVALON THEATRE 5505 CONNECTICUT AVENUE NW, #226 WASHINGTON, DC 20015		501(C)(3)	HVAC SYSTEM REPLACEMENT	4,000.
THE BAILEY-MATTHEWS SHELL MUSEUM/SHELL MUSEUM AND EDUCATIONAL FOUNDATION P.O. BOX 1580 SANIBEL, FL 33957		501(C)(3)	AUDIO TOUR SYSTEM	3,000.
Total from continuation sheets				

223631
05-01-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BARKER FOUNDATION, INC. 7979 OLD GEORGETOWN ROAD, 1ST FL BETHESDA, MD 20814		501(C)(3)	PROJECT WAIT NO LONGER	5,000.
BARNSTABLE LAND TRUST P.O. BOX 224 COTUIT, MA 02635		501(C)(3)	HELP THE HERRING RUN	10,000.
BEBETTERU 2308 MICHIGAN COURT ARLINGTON, TX 76016		501(C)(3)	ADOPT-A-GRANDFRIEND PROGRAM	10,000.
BERKLEE COLLEGE OF MUSIC 1140 BOYLSTON ST, MS-1140 IA BOSTON, MA 02215		501(C)(3)	BERKLEE CITY MUSIC PROGRAM	5,000.
BERKELEY-EAST BAY HUMANE SOCIETY 2700 NINTH STREET BERKELEY, CA 94710-2606		501(C)(3)	PAWS/EAST BAY PROGRAM	9,000.
BERKELEY SENIOR SERVICES 217 NORTH HIGH STREET MARTINSBURG, WV 25404		501(C)(3)	IN HOME CARE PROGRAM	10,000.
BETHANY HOUSE OF NORTHERN VIRGINIA, INC. 6121 LINCOLNIA ROAD, SUITE 303 ALEXANDRIA, VA 22312		501(C)(3)	PROGRAM SUPPORT	5,000.
BIDEAWEE 410 EAST 38TH STREET NEW YORK, NY 10016		501(C)(3)	PROGRAM SUPPORT	7,500.
BLACK STUDENT FUND 3636 16TH STREET NW, 4TH FLOOR WASHINGTON, DC 20010		501(C)(3)	ESSENTIAL SUPPORT SERVICES PROGRAM	5,000.
BOWEN MCCAULEY DANCE 2016 N. WOODSTOCK STREET ARLINGTON, VA 22207-2414		501(C)(3)	GENERAL OPERATING SUPPORT	5,000.
Total from continuation sheets				

223631
05-01-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BOYS AND GIRLS REPUBLIC, INC. 888 EAST SIXTH STREET NEW YORK, NY 10009		501(C)(3)	GENERAL OPERATING SUPPORT	3,000.
BREAD FOR THE CITY 1525 7TH STREET NW WASHINGTON, DC 20001		501(C)(3)	PROGRAM SUPPORT	7,500.
BRIDGING, INC. 201 WEST 87TH STREET BLOOMINGTON, MN 55420		501(C)(3)	GENERAL OPERATING SUPPORT	7,500.
BRONXWORKS 60 EAST TREMONT AVENUE BRONX, NY 10453		501(C)(3)	SENIORS HOUSING ASSISTANCE PROGRAM	5,000.
THE BRONXVILLE SCHOOL FOUNDATION 177 PONDFIELD ROAD BRONXVILLE, NY 10708		501(C)(3)	GENERAL PROGRAM SUPPORT	5,000.
BROOKLYN ACADEMY OF MUSIC PETER JAY SHARP BUILDING, 30 LAFAYETTE AVENUE BROOKLYN, NY 11217-1486		501(C)(3)	BAM OPERA PROGRAMMING	7,500.
CALVARY WOMEN'S SERVICES 110 MARYLAND AVENUE NE, SUITE 103 WASHINGTON, DC 20002		501(C)(3)	GENERAL OPERATING SUPPORT	5,000.
CAN DO CANINES 9440 SCIENCE CENTER DRIVE NEW HOPE, MN 55428		501(C)(3)	ASSISTANCE DOG TRAINING	10,000.
CANTATE CHAMBER SINGERS, INC. P.O. BOX 41012 BETHESDA, MD 20824-1012		501(C)(3)	GENERAL OPERATING SUPPORT	3,000.
CAPITAL AREA FOOD BANK 645 TAYLOR STREET NE WASHINGTON, DC 20017-2063		501(C)(3)	GENERAL OPERATING SUPPORT	6,000.
Total from continuation sheets				

223631
05-01-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CAPITAL FRINGE 607 NEW YORK AVENUE NW WASHINGTON, DC 20001		501(C)(3)	2012 FESTIVAL SUPPORT	5,000.
CAPITAL PARTNERS FOR EDUCATION 1413 K STREET, NW, SECOND FLOOR WASHINGTON, DC 20005		501(C)(3)	PROGRAM SUPPORT	10,000.
CARE FOR THE HOMELESS 30 EAST 33RD STREET, FIFTH FLOOR NEW YORK, NY 10016-5337		501(C)(3)	GENERAL OPERATING SUPPORT	5,000.
CARPENTER'S PLACE 1149 RAILROAD AVENUE ROCKFORD, IL 61104		501(C)(3)	JOB-READINESS AND EMPLOYMENT SERVICES	5,000.
CARPENTER'S SHELTER 930 NORTH HENRY STREET ALEXANDRIA, VA 22314		501(C)(3)	EMPLOYMENT SERVICES PROGRAM	5,000.
CATALOGUE FOR PHILANTHROPY, INC./GREATER WASHINGTON 1899 L STREET NW, 9TH FLOOR WASHINGTON, DC 20036		501(C)(3)	GENERAL OPERATING SUPPORT	3,000.
THE CATHEDRAL CHURCH OF SAINT JOHN THE DIVINE 1047 AMSTERDAM AVENUE AT 112TH STREET NEW YORK, NY 10025		501(C)(3)	CATHEDRAL COMMUNITY CARES PROGRAM	15,000.
CATHEDRAL SHELTER OF CHICAGO 1668 WEST OGDEN AVENUE CHICAGO, IL 60612-3249		501(C)(3)	CRESSY HOUSE PROGRAMS	10,000.
CATHOLIC CHARITIES OF COLES, DOUGLAS AND EDGAR COUNTIES 4217 DEWITT AVENUE MATTOON, IL 61938-6620		501(C)(3)	BACK-TO-SCHOOL CLOTHING AND SUPPLIES	2,500.
CENTER FOR INTERNATIONAL ENVIRONMENTAL LAW 1350 CONNECTICUT AVE. NW, SUITE 1100 WASHINGTON, DC 20036-1739		501(C)(3)	PROGRAM SUPPORT	15,000.
Total from continuation sheets				

223631
05-01-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CENTRAL ARIZONA SHELTER SERVICES INC. 230 SOUTH 12TH AVENUE PHOENIX, AZ 85007		501(C)(3)	CHILD DEVELOPMENT PROGRAM	5,000.
CENTRO DE SALUD ESPERANZA 2001 S. CALIFORNIA AVENUE, SUITE 100 CHICAGO, IL 60608		501(C)(3)	GENERAL OPERATING FUNDS	7,500.
CENTRONIA 1420 COLUMBIA ROAD NW WASHINGTON, DC 20009		501(C)(3)	COMMUNITY TUTORING PROGRAM	4,000.
CHATHAM HISTORICAL SOCIETY P.O. BOX 709 CHATHAM, MA 02633		501(C)(3)	SUMMER OF CENTURIES PROGRAM	10,000.
CHATHAM ORPHEUM THEATER P.O. BOX 17 CHATHAM, MA 02633		501(C)(3)	THEATER RESTORATION PROJECT	50,000.
CHERRY LANE THEATRE 38 COMMERCE STREET NEW YORK, NY 10014		501(C)(3)	MENTOR PROJECT	5,000.
CHESAPEAKE BAY FOUNDATION 6 HERNDON AVENUE ANNAPOLIS, MD 21403		501(C)(3)	DC ENVIRONMENTAL EDUCATION PROGRAMS	10,000.
CHILDREN'S CRANIOFACIAL ASSOCIATION 13140 COIT ROAD, SUITE 517 DALLAS, TX 75240		501(C)(3)	ANNUAL CHER'S FAMILY RETREAT	5,000.
CHILDREN'S HOME SOCIETY OF SOUTH DAKOTA 801 N. SYCAMORE AVENUE SIOUX FALLS, SD 57110		501(C)(3)	VAN DEMARK HOUSE EXPANSION	2,000.
THE CHILDREN'S INN AT NIH 7 WEST DRIVE BETHESDA, MD 20814-1509		501(C)(3)	FAMILY SUPPORT PROGRAM	5,000.
Total from continuation sheets				

223631
05-01-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CHILDREN'S LAW CENTER INCORPORATED 616 H STREET NW, SUITE 300 WASHINGTON, DC 20001		501(C)(3)	HEALTH ACCESS PROJECT	20,000.
CHILDREN'S THEATRE COMPANY 2400 THIRD AVENUE SOUTH MINNEAPOLIS, MN 55404		501(C)(3)	PROGRAM SUPPORT	6,000.
THE CHILDREN'S VILLAGE ECHO HILLS DOBBS FERRY, NY 10522		501(C)(3)	SANCTUARY SHELTER	5,000.
CHORAL ARTS SOCIETY OF WASHINGTON 5225 WISCONSIN AVENUE NW, SUITE 603 WASHINGTON, DC 20015-2016		501(C)(3)	PROGRAM SUPPORT	15,000.
ROSA CLARK MEDICAL CLINIC ASSOCIATION, INC. 210 SOUTH OAK STREET SENECA, SC 29678		501(C)(3)	PROGRAM SUPPORT	5,000.
COLLEGE OF WILLIAM AND MARY FOUNDATION P.O. BOX 8795 WILLIAMSBURG, VA 23187-8795		501(C)(3)	BRAFFERTON PRESERVATION PROJECT	25,000.
COLONIAL WILLIAMSBURG FOUNDATION P.O. BOX 3610 WILLIAMSBURG, VA 23187		501(C)(3)	JAMESTOWNE REDISCOVERY PROJECT	5,000.
COMMUNITY-WORD PROJECT 42 BROADWAY, 18TH FLOOR NEW YORK, NY 10004		501(C)(3)	ARTS-IN-EDUCATION RESIDENCIES	3,000.
COMMUNITY WORKS OF LOUISIANA, INC. 615 BARONNE STREET, SUITE 201 NEW ORLEANS, LA 70113		501(C)(3)	STEPPING UP PROJECT	10,000.
COMPASSIONATE CARE HOSPICE PROGRAM 11 INDEPENDENCE WAY NEWARK, DE 19713		501(C)(3)	PROGRAM SUPPORT	5,000.
Total from continuation sheets				

223631
05-01-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CONDUCTORS GUILD 719 TWINRIDGE LANE RICHMOND, VA 23235-5270		501(C)(3)	CONDUCTOR TRAINING WORKSHOP SERIES	3,000.
CONTACT OF NORTHERN ILLINOIS P.O. BOX 63 FREEPORT, IL 61032		501(C)(3)	GENERAL OPERATING SUPPORT	2,000.
CONTEMPORARY AMERICAN THEATER FESTIVAL P.O. BOX 429 SHEPHERDSTOWN, WV 25443		501(C)(3)	PROGRAM SUPPORT	10,000.
COUNTRYSIDE ASSOCIATION FOR PEOPLE WITH DISABILITIES, INC. 21154 WEST SHIRLEY ROAD PALATINE, IL 60074-2028		501(C)(3)	EMPLOYMENT TRAINING AND DEVELOPMENT PROGRAM	6,573.
COURT APPOINTED SPECIAL ADVOCATES OF NEW JERSEY 573 VALLEY ROAD, SUITE #2 WAYNE, NJ 07470		501(C)(3)	VOLUNTEER ADVOCATE DEVELOPMENT	5,000.
COWLISHAW ELEMENTARY SCHOOL 1212 SANCTUARY LANE NAPERVILLE, IL 60540		501(C)(3)	PURCHASE OF KINDLES AND EBOOKS	5,000.
CRITTENTON SERVICES, INC. 2606 NATIONAL ROAD WHEELING, WV 26003		501(C)(3)	GENERAL OPERATING SUPPORT	5,000.
CULTURAL DEVELOPMENT CORPORATION 916 G STREET NW WASHINGTON, DC 20001		501(C)(3)	MEAD THEATRE LAB PROGRAM	5,000.
CULTURAL TOURISM DC, INC. 1250 H STREET NW, SUITE 1000 WASHINGTON, DC 20005		501(C)(3)	PROGRAM SUPPORT	5,000.
DALLAS COURT APPOINTED SPECIAL ADVOCATES 2815 GASTON AVENUE DALLAS, TX 75226		501(C)(3)	VOLUNTEER RECRUITMENT AND TRAINING	5,000.
Total from continuation sheets				

223631
05-01-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
DANA-FARBER CANCER INSTITUTE 10 BROOKLINE PLACE WEST, 6TH FLOOR BROOKLINE, MA 02445-7226		501(C)(3)	DANA-FARBER READS PROGRAM	1,000.
DANCE INSTITUTE OF WASHINGTON 3400 14TH STREET NW WASHINGTON, DC 20010		501(C)(3)	POSITIVE DIRECTIONS THROUGH DANCE	5,000.
DANCES PATRELLE, INC. 139 FULTON STREET, SUITE 310 NEW YORK, NY 10038		501(C)(3)	PROGRAM SUPPORT	5,000.
D.C. CENTRAL KITCHEN 425 SECOND STREET NW WASHINGTON, DC 20001		501(C)(3)	CULINARY JOB TRAINING PROGRAM	10,000.
DC COALITION ON LONG TERM CARE 4125 ALBERMARLE ST NW WASHINGTON, DC 20016		501(C)(3)	PROGRAM SUPPORT	10,000.
DC RAPE CRISIS CENTER P.O. BOX 34125 WASHINGTON, DC 20043		501(C)(3)	PROGRAM SUPPORT	5,000.
DC WHEEL PRODUCTIONS/DANCE PLACE 3225 8TH STREET NE WASHINGTON, DC 20017		501(C)(3)	OPERATING SUPPORT	10,000.
DE LA SALLE ACADEMY 202 WEST 97TH STREET NEW YORK, NY 10025		501(C)(3)	SCHOLARSHIP SUPPORT	10,000.
DISTRICT OF COLUMBIA JEWISH COMMUNITY CENTER, INC. 1529 SIXTEENTH STREET NW WASHINGTON, DC 20036		501(C)(3)	LOCALLY GROWN FESTIVAL	2,500.
THE DOWNTOWN CLUSTER OF CONGREGATIONS 1313 NEW YORK AVENUE NW WASHINGTON, DC 20005		501(C)(3)	HOMELESS SERVICES UNIT	10,000.
Total from continuation sheets				

223631
05-01-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
DOG AND PONY DC 32 SHERMAN CIRCLE NW WASHINGTON, DC 20011		501(C)(3)	ARTIST FEES	5,000.
DUMBARTON CONCERTS - INNER CITY/INNER CHILD 3133 DUMBARTON STREET, NW WASHINGTON, DC 20007		501(C)(3)	PROGRAM SUPPORT	2,500.
DUTCHESS COUNTY SPCA 636 VIOLET AVENUE HYDE PARK, NY 12538		501(C)(3)	LOW-COST MEDICAL CLINIC	5,000.
THE EAST HARLEM SCHOOL AT EXODUS HOUSE 309 EAST 103RD STREET NEW YORK, NY 10029		501(C)(3)	EXTRACURRICULAR PROGRAMMING	5,000.
RUTH ECKERD HALL INC. 1111 MCMULLEN BOOTH ROAD CLEARWATER, FL 33759		501(C)(3)	PASSPORT PROGRAM	5,000.
EDUCATION THROUGH MUSIC 122 EAST 42ND STREET, SUITE 1501 NEW YORK, NY 10168		501(C)(3)	PROGRAM SUPPORT	2,000.
THE EYE BANK FOR SIGHT RESTORATION, INC. 120 WALL STREET NEW YORK, NY 10005-3902		501(C)(3)	OCULAR TISSUE RESEARCH PROGRAM	5,000.
FIDELCO GUIDE DOG FOUNDATION, INC. 103 OLD IRON ORE ROAD BLOOMFIELD, CT 06002		501(C)(3)	PROGRAM SUPPORT	15,000.
FIRST BOOK-GREATER CINCINNATI P.O. BOX 1552 WEST CHESTER, OH 45071		501(C)(3)	PROGRAM SUPPORT	3,000.
FIRST NIGHT CHATHAM P.O. BOX 80 CHATHAM, MA 02633		501(C)(3)	CHILDREN'S FUND SUPPORT	2,800.
Total from continuation sheets				

223631
05-01-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
HENRY MORRISON FLAGLER MUSEUM ONE WHITEHALL WAY PALM BEACH, FL 33480		501(C)(3)	2013 WHITEHALL LECTURE SERIES	10,000.
FOLGER SHAKESPEARE LIBRARY 201 EAST CAPITOL STREET SE WASHINGTON, DC 20003-1004		501(C)(3)	OPERATING SUPPORT	5,000.
FOOD AND FRIENDS, INC. 219 RIGGS ROAD NE WASHINGTON, DC 20011		501(C)(3)	GENERAL OPERATING SUPPORT	7,500.
FOR LOVE OF CHILDREN 1763 COLUMBIA ROAD NW WASHINGTON, DC 20009		501(C)(3)	EDUCATIONAL OUTREACH PROGRAM	5,000.
FORD'S THEATRE SOCIETY 511 10TH STREET, NW WASHINGTON, DC 20004		501(C)(3)	EDUCATION PROGRAMS	5,000.
FOUNDATION FOR WOMEN'S CANCER 230 W. MONROE, SUITE 2528 CHICAGO, IL 60606		501(C)(3)	CANCER SURVIVOR COURSES	10,000.
FRIENDS OF MONOMOY THEATRE, INC. POST OFFICE BOX 169 CHATHAM, MA 02633		501(C)(3)	STUDENT STIPEND SUPPORT	7,500.
GALA HISPANIC THEATRE 2437 15TH STREET NW WASHINGTON, DC 20009		501(C)(3)	EDUCATION PROGRAMMING	10,000.
GRAND STREET SETTLEMENT 80 PITT STREET NEW YORK, NY 10002		501(C)(3)	COLLEGE AND CAREER DISCOVERY PROGRAM	2,500.
GRANDPARENTS AS PARENTS INC. 22048 SHERMAN WAY, SUITE 217 CANOGA PARK, CA 91303		501(C)(3)	MENTAL HEALTH & SAFETY-NET PROGRAMS	10,000.
Total from continuation sheets				

223631
05-01-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
GREATER ANDERSON MUSICAL ARTS CONSORTIUM POST OFFICE BOX 2365 ANDERSON, SC 29622		501(C)(3)	PROGRAM SUPPORT	5,000.
GROWING GARDENS OF BOULDER COUNTY 1630 HAWTHORN AVENUE BOULDER, CO 80304		501(C)(3)	FRESH FOOD, FAMILIES, AND FITNESS PROJECT	5,000.
HANDS EXTENDED LOVING PEOPLE P.O. BOX 97 LUDINGTON, MI 49431-0097		501(C)(3)	HANDICAP RAMP PROJECT	5,000.
THE HEARING AND SPEECH AGENCY 5900 METRO DRIVE BALTIMORE, MD 21215-3207		501(C)(3)	TUITION ASSISTANCE FOR PRESCHOOL PROGRAM	5,000.
HIGHER ACHIEVEMENT PROGRAM, DC METRO GANNON CENTER, 317 8TH STREET NE WASHINGTON, DC 20002		501(C)(3)	ACADEMIC ACHIEVEMENT CENTERS	5,000.
HOME FIRST P.O. BOX 29643 WASHINGTON, DC 20017-0843		501(C)(3)	PROGRAM SUPPORT	10,000.
HOME FOR LITTLE WANDERERS 271 HUNTINGTON AVENUE BOSTON, MA 02115		501(C)(3)	PROGRAM SUPPORT	5,000.
HOPE AND A HOME 1439 R STREET NW WASHINGTON, DC 20009		501(C)(3)	EDUCATIONAL PROGRAMS	5,000.
HOPE CONNECTIONS FOR CANCER SUPPORT 5430 GROSVENOR LANE, SUITE 100 BETHESDA, MD 20814		501(C)(3)	GENERAL OPERATING SUPPORT	5,000.
HUDSON RIVER MUSEUM 511 WARBURTON AVENUE YONKERS, NY 10701		501(C)(3)	PROGRAM SUPPORT	5,000.
Total from continuation sheets				

223631
05-01-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
HUDSON RIVER SLOOP CLEARWATER 724 WOLCOTT AVENUE BEACON, NY 12508		501(C)(3)	YOUTH EMPOWERMENT PROGRAMS	20,000.
IMAGINATION STAGE 4908 AUBURN AVENUE BETHESDA, MD 20814		501(C)(3)	GENERAL OPERATING SUPPORT	5,000.
THE IN SERIES, INC. 1835 14TH STREET NW WASHINGTON, DC 20009		501(C)(3)	PROGRAM SUPPORT	7,500.
INTERFAITH CONFERENCE OF METRO WASHINGTON 100 ALLISON STREET NW WASHINGTON, DC 20011		501(C)(3)	GENERAL OPERATING SUPPORT	10,000.
IONA SENIOR SERVICES 4125 ALBERMARLE STREET NW WASHINGTON, DC 20016-2105		501(C)(3)	PROGRAM SUPPORT	20,000.
THE IRISH REPERTORY THEATRE 132 WEST 22ND STREET NEW YORK, NY 10011		501(C)(3)	GENERAL OPERATING SUPPORT	2,500.
IVYMOUNT SCHOOL, INC. 11614 SEVEN LOCKS ROAD ROCKVILLE, MD 20854		501(C)(3)	SCHOOL-TO-WORK PROGRAM	15,000.
JACKSON COUNTY SART (SEXUAL ASSAULT RESPONSE TEAM) 43 MORNINGLIGHT DRIVE ASHLAND, OR 97520		501(C)(3)	NURSE EXAMINER PROGRAM	8,000.
JACOB'S LADDER, INC. P.O. BOX 555 URBANNA, VA 23175		501(C)(3)	ENRICHMENT PROGRAM	5,000.
THE JEWISH GUILD FOR THE BLIND 15 WEST 65TH STREET NEW YORK, NY 10023-6601		501(C)(3)	THE GUILD SCHOOL	10,000.
Total from continuation sheets				

223631
05-01-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
JUNIOR TENNIS CHAMPIONS CENTER 5200 PAINT BRANCH PARKWAY COLLEGE PARK, MD 20740		501(C)(3)	GAME ON	10,000.
ELAINE KAUFMAN CULTURAL CENTER 129 WEST 67TH STREET NEW YORK, NY 10023		501(C)(3)	FUND FOR MUSIC EDUCATION	10,000.
JOHN F. KENNEDY CENTER FOR THE PERFORMING ARTS 2700 F STREET NW WASHINGTON, DC 20566		501(C)(3)	PROGRAM SUPPORT	7,500.
KEOWEE FIRE DEPARTMENT/OCONEE COUNTY, SC 115 MAINTENANCE ROAD SALEM, SC 29676		501(C)(3)	UTILITY-TERRAIN VEHICLE	5,000.
THE LAB SCHOOL OF WASHINGTON 4759 RESERVOIR ROAD, NW WASHINGTON, DC 20007		501(C)(3)	OPERATING SUPPORT	5,000.
LEGAL COUNSEL FOR THE ELDERLY 601 E ST NW WASHINGTON, DC 20049		501(C)(3)	ALTERNATIVES PROJECT	10,000.
LEGAL SERVICES OF THE HUDSON VALLEY 90 MAPLE AVENUE WHITE PLAINS, NY 10601		501(C)(3)	CHILDREN'S ADVOCACY & FAMILY STABILITY PROGRAMS	10,000.
LEVINE SCHOOL OF MUSIC SALLIE MAE HALL, 2801 UPTON ST NW WASHINGTON, DC 20008		501(C)(3)	SCHOLARSHIP SUPPORT	10,000.
LIFESCAPE COMMUNITY SERVICES, INC. 705 KILBURN AVENUE ROCKFORD, IL 61101		501(C)(3)	AUTOMATIC DOOR OPENERS	5,219.
LINCOLN COUNTY COUNCIL ON AGING 1380 BOONE STREET TROY, MO 63379		501(C)(3)	MEAL PROGRAM SUPPORT	1,750.
Total from continuation sheets				

223631
05-01-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
LOWER EAST SIDE TENEMENT MUSEUM 91 ORCHARD STREET NEW YORK, NY 10002		501(C)(3)	EDUCATION PROGRAMS	5,000.
MADRE, INC. 121 WEST 27TH STREET, #301 NEW YORK, NY 10001		501(C)(3)	HEALTH EDUCATION SERVICES IN GUATEMALA CITY	6,000.
MARET SCHOOL 3000 CATHEDRAL AVENUE, NW WASHINGTON, DC 2008-3498		501(C)(3)	FINANCIAL AID PROGRAM	10,000.
GEORGE MARK CHILDREN'S HOUSE 2121 GEORGE MARK LANE SAN LEANDRO, CA 94578-1017		501(C)(3)	TRANSITIONAL CARE PROGRAM	7,500.
MARTINEZ OPERA CONTRA COSTA 1211 GRANDVIEW AVENUE MARTINEZ, CA 94553		501(C)(3)	CULTURE FOR KIDS OUTREACH PROGRAM	1,500.
MARYLAND FOUNDATION OF DENTISTRY FOR THE HANDICAPPED 6410 DOBBIN ROAD, SUITE F COLUMBIA, MD 21045		501(C)(3)	GENERAL OPERATING SUPPORT	10,000.
MASS AUDUBON P.O. BOX 236, 291 STATE HWY RTE 6 SOUTH WELLFLEET, MA 02663		501(C)(3)	HORSESHOE CRAB PROTECTION	20,000.
MAUTNER PROJECT 1300 19TH STREET NW, #700 WASHINGTON, DC 20036		501(C)(3)	CLIENT SERVICES PROGRAM	10,000.
MELMARK NEW ENGLAND 461 RIVER ROAD ANDOVER, MA 01810		501(C)(3)	CARE TRACKER SYSTEM	5,000.
MERCY CARE FOR THE ADIRONDACKS 185 OLD MILITARY ROAD LAKE PLACID, NY 12946		501(C)(3)	AGING IN PLACE PROGRAM	5,000.
Total from continuation sheets				

223631
05-01-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
METROPOLITAN OPERA GUILD 70 LINCOLN CENTER PLAZA NEW YORK, NY 10023-6593		501(C)(3)	URBAN VOICES PROGRAM	5,000.
MIRACLE HILL MINISTRIES P.O. BOX 2546 GREENVILLE, SC 29602		501(C)(3)	EMERGENCY SHELTER SERVICES	5,000.
MIRIAM'S KITCHEN 2401 VIRGINIA AVENUE NW WASHINGTON, DC 20037		501(C)(3)	CASE MANAGEMENT PROGRAM	20,000.
MISSISSIPPI VALLEY BLUES SOCIETY 102 S. HARRISON STREET, SUITE 300 DAVENPORT, IA 52801-1807		501(C)(3)	2012 BLUES FESTIVAL	5,000.
MORRIS-JUMEL MANSION 65 JUMEL TERRACE NEW YORK, NY 10032		501(C)(3)	CHAMBER MUSIC CONCERT SERIES	2,500.
MUSEUM OF MODERN ART 11 WEST 53RD STREET NEW YORK, NY 10009-5497		501(C)(3)	ANNUAL FUND SUPPORT	5,000.
MUSEUM OF THE CITY OF NEW YORK 1220 FIFTH AVENUE NEW YORK, NY 10029		501(C)(3)	BROADWAY'S MOST FABULOUS SEASON	5,000.
EMILIO NARES FOUNDATION P.O. BOX 86165 SAN DIEGO, CA 92138-6165		501(C)(3)	LOVING TABS MEDICAL GARMENTS PROJECT	5,000.
NATIONAL ACTION COUNCIL FOR MINORITIES IN ENGINEERING, INC. 440 HAMILTON AVENUE, SUITE 302 WHITE PLAINS, NY 10601-1813		501(C)(3)	SCHOLARS PROGRAM	15,000.
NATIONAL ADOPTION CENTER 1500 WALNUT STREET, SUITE 701 PHILADELPHIA, PA 19102		501(C)(3)	PROGRAM SUPPORT	5,000.
Total from continuation sheets				

223631
05-01-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NATIONAL CAMPAIGN TO PREVENT TEEN AND UNPLANNED PREGNANCY 1776 MASSACHUSETTS AVE NW, SUITE 200 WASHINGTON, DC 20036		501(C)(3)	GENERAL PROGRAM SUPPORT	7,500.
NATIONAL GALLERY OF ART 2000 B SOUTH CLUB DRIVE LANDOVER, MD 20785		501(C)(3)	ART AROUND THE CORNER	15,000.
NATIONAL MARINE LIFE CENTER P.O. BOX 269, 120 MAIN STREET BUZZARDS BAY, MA 02532-0269		501(C)(3)	SEAL REHABILITATION PROGRAM	5,000.
NATIONAL SYMPHONY ORCHESTRA THE JOHN F. KENNEDY CENTER FOR THE PERFORMING ARTS WASHINGTON, DC 20566		501(C)(3)	YOUNG PEOPLE'S CONCERTS	5,000.
THE NATIONAL THEATRE 1321 PENNSYLVANIA AVENUE NW WASHINGTON, DC 20004		501(C)(3)	PROGRAM SUPPORT	5,000.
NEW DAWN LIVESTOCK RESCUE ANDD SANCTUARY, INC. P.O. BOX 794, 8909 N. 387TH AVENUE TONOPAH, AZ 85354-0794		501(C)(3)	ANIMAL FEED	5,000.
NEW YORK CITY CENTER, INC. 130 WEST 56TH STREET NEW YORK, NY 10019		501(C)(3)	ENCORES! PROGRAM SUPPORT	7,500.
NEW YORK CITY POLICE FOUNDATION, INC. 555 FIFTH AVENUE, 15TH FLOOR NEW YORK, NY 10017		501(C)(3)	INTERNATIONAL LIAISON PROGRAM	5,000.
NEW YORK LEGAL ASSISTANCE GROUP 7 HANOVER SQUARE NEW YORK, NY 10004		501(C)(3)	SPECIAL EDUCATION UNIT	10,000.
NORTH BRONX HEALTHCARE NETWORK/NEW YORK CITY HEALTH AND HOSPITAL CORPORATIO 1400 PELHAM PARKWAY SOUTH, SUITE 235 BRONX, NY 10461		501(C)(3)	FAMILY ADVOCACY PROGRAM	10,000.
Total from continuation sheets				

223631
05-01-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NORTH HAVEN ARTS AND ENRICHMENT POST OFFICE BOX 526 NORTH HAVEN, ME 04853		501(C)(3)	PRODUCTION OF FIDDLER ON THE ROOF	5,000.
NORTHERN ILLINOIS FOOD BANK 273 DEARBORN COURT GENEVA, IL 60134		501(C)(3)	BACKPACK PROGRAM	10,000.
NORTHPORT COMMUNITY BAND 34 CLARKE DRIVE EAST NORTHPORT, NY 11731		501(C)(3)	THURSDAY/SUNDAY CONCERTS	3,000.
NOTEBUSTERS 4720 47TH STREET NW WASHINGTON, DC 20016		501(C)(3)	PROGRAM EXPANSION	8,750.
ONE STOP SENIOR SERVICES 747 AMSTERDAM AVE, 3RD FLOOR, AT 96TH STREET NEW YORK, NY 10025		501(C)(3)	ELDER ABUSE PREVENTION PROGRAM	5,000.
OPERA LAFAYETTE 10 FOURTH STREET NE WASHINGTON, DC 20002		501(C)(3)	AUDIENCE DEVELOPMENT PROGRAM	5,000.
PACE UNIVERSITY--PACE WOMEN'S JUSTICE CENTER 78 NORTH BROADWAY WHITE PLAINS, NY 10603		501(C)(3)	PROGRAM SUPPORT	5,000.
PEACE CENTER FOUNDATION 101 W. BROAD STREET GREENVILLE, SC 29601		501(C)(3)	GENERAL OPERATING SUPPORT	10,000.
PEN/FAULKNER FOUNDATION 201 EAST CAPITOL STREET SE WASHINGTON, DC 20003		501(C)(3)	AUTHORS IN SCHOOLS PROGRAM	15,000.
PEOPLE, ANIMALS, LOVE 4900 MASSACHUSETTS AVE NW, #330 WASHINGTON, DC 20016		501(C)(3)	DC SCHOOLS PROGRAMMING	5,000.
Total from continuation sheets				

223631
05-01-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
OLIVER HAZARD PERRY RHODE ISLAND 29 TOURO STREET NEWPORT, RI 02840		501(C)(3)	SHIP CONSTRUCTION PROJECT	5,000.
PETS 2 VETS P.O. BOX 100010 ARLINGTON, VA 22210		501(C)(3)	PROGRAM SUPPORT	10,000.
THE PHILLIPS COLLECTION 1600 21ST STREET, NW WASHINGTON, DC 20009		501(C)(3)	DCPS SCHOOL PROGRAM	10,000.
PILGRIM AREA COLLABORATIVE 120 CENTRE STREET, P.O. BOX 1098 PEMBROKE, MA 02359		501(C)(3)	MUSIC THERAPIST SUPPORT	11,500.
PLANNED PARENTHOOD HUDSON PECONIC, INC. 4 SKYLINE DRIVE, SUITE 7 HAWTHORNE, NY 10532-2150		501(C)(3)	PROGRAM SUPPORT	5,000.
QUAKERTOWN CARES 1756 CREAMERY ROAD QUAKERTOWN, PA 18951		501(C)(3)	PROGRAM SUPPORT	5,000.
RAPPAHANNOCK GENERAL HOSPITAL FOUNDATION P.O. BOX 588 KILMARNOCK, VA 22482		501(C)(3)	CARDIAC ULTRASOUND MACHINE	10,000.
REACH EDUCATION, INC. 1377 NORTH CAROLINA AVENUE NE WASHINGTON, DC 20002		501(C)(3)	GENERAL OPERATING SUPPORT	5,000.
REBUILDING TOGETHER NEW ORLEANS 923 TCHOUPITOULAS STREET NEW ORLEANS, LA 70130		501(C)(3)	DECONSTRUCTION AND SALVAGE PROGRAM	15,000.
RED BULL THEATRE, INC. P.O. BOX 26724 BROOKLYN, NY 11202		501(C)(3)	TIS PITY SHE'S A WHORE AND DON CARLOS PRODUCTIONS	5,000.
Total from continuation sheets				

223631
05-01-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NORMAN ROCKWELL MUSEUM 9 GLENDALE ROAD, PO BOX 308 STOCKBRIDGE, MA 01262		501(C)(3)	HOWARD PYLE EXHIBITION	10,000.
ROCKY BOTTOM RETREAT AND CONFERENCE CENTER OF THE BLIND 119 SOUTH KILBOURNE ROAD COLUMBIA, SC 29205		501(C)(3)	FREE CAMPING SERVICES	10,000.
ROUND HOUSE THEATRE P.O. BOX 30688 BETHESDA, MD 20824-0688		501(C)(3)	GENERAL OPERATING SUPPORT	10,000.
SAINT DOMINIC'S HOME 853 LONGWOOD AVENUE, SUITE 202 BRONX, NY 10459		501(C)(3)	LEGAL UNIT SUPPORT	5,000.
ST. JOSEPH'S CATHOLIC SCHOOL 100 ST. JOSEPH'S DRIVE GREENVILLE, SC 29607		501(C)(3)	SCHOLARSHIP SUPPORT	5,000.
SAINT LUKE'S HOUSE, INC. 6040 SOUTHPORT DRIVE NORTH BETHESDA, MD 20814		501(C)(3)	CAPS PROGRAM	5,000.
ST. OLAF COLLEGE 1520 ST OLAF AVE NORTHFIELD, MN 55057		501(C)(3)	SCIENCE EDUCATION IN ELEMENTARY CLASSROOMS PROGRAM	10,000.
SAMARITAN INNS, INC. 2523 14TH STREET NW WASHINGTON, DC 20009		501(C)(3)	GENERAL OPERATING SUPPORT	10,000.
SAN DIEGO HOSPICE FOUNDATION, INC. 4311 THIRD AVENUE SAN DIEGO, CA 92103-1407		501(C)(3)	PET PEACE OF MIND PROGRAM	10,000.
SAN DIEGO NATURAL HISTORY MUSEUM/SOCIETY OF NATURAL HISTORY BALBOA PARK P.O. BOX 121390 SAN DIEGO, CA 92112-1390		501(C)(3)	BILINGUAL EDUCATOR GUIDES	5,000.
Total from continuation sheets				

223631
05-01-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SAN FRANCISCO COMMUNITY CLINIC CONSORTIUM 1550 BRYANT STREET, SUITE 450 SAN FRANCISCO, CA 94103		501(C)(3)	VETERINARY STREET OUTREACH SERVICES	10,000.
THE SCHOOL OF AMERICAN BALLET 70 LINCOLN CENTER PLAZA NEW YORK, NY 10023-6592		501(C)(3)	SCHOLARSHIP PROGRAMS	7,500.
SEAMEN'S CHURCH INSTITUTE OF NEWPORT 18 MARKET SQUARE NEWPORT, RI 02840		501(C)(3)	HISTORY WITH A HEART CAMPAIGN	15,000.
SEATTLE SYMPHONY 200 UNIVERSITY STREET SEATTLE, WA 98101		501(C)(3)	COMMUNITY CONNECTIONS AND FAMILY CONNECTIONS PROJECT	10,000.
SECOND GENESIS 8611 SECOND AVENUE SILVER SPRING, MD 20910-3372		501(C)(3)	GENERAL OPERATING SUPPORT	5,000.
THE SEED SCHOOL OF WASHINGTON, DC 4300 C STREET SE WASHINGTON, DC 20019		501(C)(3)	COLLEGE READINESS PROGRAM	10,000.
THE SEEING EYE P.O. BOX 375 MORRISTOWN, NJ 07963-0375		501(C)(3)	GENERAL OPERATING SUPPORT	10,000.
SELF ESTEEM BOSTON EDUCATIONAL INSTITUTE, INC. P.O. BOX 301155 JAMAICA PLAIN, MA 02130		501(C)(3)	SKILLS FOR SUCCESS PROGRAM	5,000.
SHAKESPEARE THEATRE COMPANY 516 EIGHTH STREET SE WASHINGTON, DC 20003-2834		501(C)(3)	2012 FREE FOR ALL	20,000.
SHENANDOAH NATIONAL PARK TRUST 414 E. MARKET STREET, SUITE D CHARLOTTESVILLE, VA 22902		501(C)(3)	PROGRAM SUPPORT	25,000.
Total from continuation sheets				

223631
05-01-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SHEPHERD'S TABLE 8201A COLONIAL LANE SILVER SPRING, MD 20910-3350		501(C)(3)	GENERAL OPERATING SUPPORT	5,000.
SIGNATURE THEATRE 4200 CAMPBELL AVENUE ARLINGTON, VA 22206		501(C)(3)	2012/2013 SEASON SUPPORT	20,000.
SISTERS OF ST. FRANCIS OF THE NEUMANN COMMUNITIES 146 HAWTHORNE ROAD PITTSBURGH, PA 15209		501(C)(3)	PURCHASE OF HOSPITAL BEDS	6,000.
SISTERS OF ST. JOSEPH 602 20TH STREET BELLEVILLE, KS 66935		501(C)(3)	GENERAL OPERATING SUPPORT	10,000.
PATRICIA M. SITAR CENTER FOR THE ARTS 1700 KALORAMA ROAD NW, SUITE 101 WASHINGTON, DC 20009		501(C)(3)	GENERAL OPERATING SUPPORT	5,000.
SMITHSONIAN INSTITUTION 4374 WESTOVER PLACE NW WASHINGTON, DC 20016		501(C)(3)	2012 SMITHSONIAN CRAFT SHOW	2,500.
SOCIETY OF ILLUSTRATORS 128 EAST 63RD STREET NEW YORK, NY 10065		501(C)(3)	SUMMER ILLUSTRATION ART ACADEMY	7,500.
SOUTH FLORIDA SCIENCE MUSEUM 4801 DREHER TRAIL NORTH WEST PALM BEACH, FL 33405		501(C)(3)	EARLY CHILDHOOD SCIENCE PASSPORT PROGRAM	7,500.
SOUTHWESTERN DIABETIC FOUNDATION P.O. BOX 918 GAINESVILLE, TX 76241		501(C)(3)	CAMP SWEENEY SUPPORT	10,000.
SPECIAL EQUESTRIANS P.O. BOX 1001 WARRINGTON, PA 18976		501(C)(3)	SCHOLARSHIP SUPPORT	10,000.
Total from continuation sheets				

223631
05-01-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SPIRIT HORSE THERAPEUTIC RIDING CENTER 1960 POST OAK DRIVE CORINTH, TX 76210		501(C)(3)	AUTISM TREATMENT PROJECT	10,667.
STADIUM THEATRE PERFORMING ARTS CENTER 28 MONUMENT SQUARE WOONSOCKET, RI 02895		501(C)(3)	GENERAL OPERATING SUPPORT	2,500.
STRAWBERY BANKE INC. P.O. BOX 300 PORTSMOUTH, NH 03802-0300		501(C)(3)	THREAD: THE STORY OF NEW ENGLAND FASHION	5,000.
STREET SENSE 1317 G STREET NW WASHINGTON, DC 20005		501(C)(3)	GENERAL OPERATING SUPPORT	10,000.
STUDIO THEATRE 1501 14TH STREET NW WASHINGTON, DC 20005		501(C)(3)	INTERNATIONAL PLAYS SUPPORT	20,000.
TAMASEE DAR SCHOOL P.O. BOX 8 TAMASSEE, SC 29686		501(C)(3)	AFTER SCHOOL CARE PROGRAM	5,000.
THE TENDER 16 EAST MAIN STREET MOORESTOWN, NJ 08057		501(C)(3)	DAILY EXERCISE PROGRAM FOR ALZHEIMER'S PATIENTS	6,375.
THE TEXTILE MUSEUM 2320 S STREET NW WASHINGTON, DC 20008-4088		501(C)(3)	GENERAL OPERATING SUPPORT	5,000.
THALIA SPANISH THEATRE, INC. 41-17 GREENPOINT AVENUE SUNNYSIDE, NY 11104		501(C)(3)	2012 SEASON SUPPORT	5,000.
THEATREWASHINGTON 1825 CONNECTICUT AVE NW, SUITE 100 WASHINGTON, DC 20009		501(C)(3)	PROGRAM SUPPORT	20,000.
Total from continuation sheets				

223631
05-01-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
TRANSITIONS (TRANSITIONAL PROGRAMS FOR WOMEN) 3104 W. FT. GEORGE WRIGHT DRIVE SPOKANE, WA 99224		501(C)(3)	JOB TRAINING PROGRAM	20,000.
TRAVELERS AID INTERNATIONAL INC. 1612 K STREET NW, SUITE 206 WASHINGTON, DC 20006		501(C)(3)	GENERAL OPERATING SUPPORT	5,000.
TUSK USA, INC. 9 VILLAGE LANE SANTA FE, NM 87505		501(C)(3)	PDC/IGANYANA BUSH CAMPS	15,000.
UGLY DUCKLING PRESSE LTD 232 THIRD STREET, #E-002 BROOKLYN, NY 11215		501(C)(3)	CHAPBOOK DIGITIZATION PROJECT	1,000.
UNIVERSITY MEDICAL CENTER FOUNDATION 655 EAST RIVER ROAD, BLDG 2 TUCSON, AZ 85704		501(C)(3)	PIVIROTTO FAMILY CHILDREN'S LIBRARY	5,000.
URBAN NATION ACADEMY FOR THE PERFORMING ARTS 8113 FENTON STREET SILVER SPRING, MD 20910		501(C)(3)	SUMMER PROGRAM	7,500.
VENICE FAMILY CLINIC 604 ROSE AVENUE VENICE, CA 90291		501(C)(3)	ADULT CARE PROGRAM	5,000.
VH1 SAVE THE MUSIC FOUNDATION 1515 BROADWAY, 20TH FLOOR NEW YORK, NY 10036		501(C)(3)	MUSIC EDUCATION PROGRAM IN DC	10,000.
VIBE THEATRE EXPERIENCE 30 THIRD AVENUE, SUITE 203 BROOKLYN, NY 11217		501(C)(3)	PROGRAM SUPPORT	15,000.
WALHALLA CIVIC AUDITORIUM P.O. BOX 523 WALHALLA, SC 29691		501(C)(3)	CHILDREN'S THEATRE PRODUCTION	3,050.
Total from continuation sheets				

223631
05-01-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BISHOP JOHN T. WALKER SCHOOL FOR BOYS 3640 MARTIN LUTHER KING, JR. AVENUE SE WASHINGTON, DC 20032		501(C)(3)	DINNER PROGRAM	25,000.
WASHINGTON ANIMAL RESCUE LEAGUE 71 OGLETHORPE STREET NW WASHINGTON, DC 20011		501(C)(3)	MEDICAL CENTER SUPPORT	20,000.
THE WASHINGTON BALLET 3515 WISCONSIN AVENUE NW WASHINGTON, DC 20016		501(C)(3)	PROGRAM SUPPORT	25,000.
WASHINGTON DC POLICE FOUNDATION 1156 15TH STREET NW, SUITE 600 WASHINGTON, DC 20005-2706		501(C)(3)	PROGRAM SUPPORT	7,500.
WASHINGTON EPISCOPAL SCHOOL 5600 LITTLE FALLS PARKWAY BETHESDA, MD 20816		501(C)(3)	FINANCIAL AID PROGRAM	2,500.
THE WASHINGTON HOME 3720 UPTON STREET NW WASHINGTON, DC 20016		501(C)(3)	ALZHEIMER'S SPECIAL CARE UNIT	20,000.
WASHINGTON PERFORMING ARTS SOCIETY 2000 L STREET NW, SUITE 510 WASHINGTON, DC 20036		501(C)(3)	PROGRAM SUPPORT	10,000.
WASHINGTON TENNIS AND EDUCATION FOUNDATION, INC. 16TH AND KENNEDY STREETS NW WASHINGTON, DC 20011		501(C)(3)	ARTHUR ASHE CHILDREN'S PROGRAM	5,000.
WE ARE FAMILY SENIOR OUTREACH NETWORK INC 1405 MONROE STREET NW WASHINGTON, DC 20010		501(C)(3)	GENERAL OPERATING SUPPORT	10,000.
THE WESTCHESTER CHAMBER SYMPHONY P.O. BOX 207 NEW ROCHELLE, NY 10804		501(C)(3)	JAZZ INSTITUTE FOR HOMELESS CHILDREN	2,500.
Total from continuation sheets				

223631
05-01-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
WESTERN PENNSYLVANIA CONSERVANCY 1478 MILL RUN ROAD, P.O. BOX R MILL RUN, PA 15464		501(C)(3)	GATOR MOTO TRANSPORT VEHICLE	10,000.
WETA 2775 SOUTH QUINCY STREET ARLINGTON, VA 22206		501(C)(3)	PROGRAM SUPPORT	15,000.
WILDLIFE CENTER OF VIRGINIA P.O. BOX 1557 WAYNESBORO, VA 22980		501(C)(3)	GENERAL OPERATING SUPPORT	2,500.
WINTERTHUR MUSEUM ROUTE 52, KENNETT PIKE WINTERTHUR, DE 19735		501(C)(3)	SCHOOL, COMMUNITY & FAMILY PROGRAMS	10,000.
WOMEN MAKE MOVIES INC. 4511 AMBROSE AVENUE LOS ANGELES, CA 90027		501(C)(3)	WE WOMEN WARRIORS DOCUMENTARY	20,000.
YOUNG STRINGS PROJECT OUTREACH/WALDORF SCHOOL 592 RACE ROAD COUPEVILLE, WA 98239		501(C)(3)	PROGRAM SUPPORT	10,000.
YOUTH ACHIEVEMENT FOUNDATION P.O. BOX 670685 DALLAD, TX 75367		501(C)(3)	NEW BOOKS FOR MENTORING AND EDUCATIONAL SUPPORT PROGRAM	5,000.
YOUTH AND FAMILY SERVICES 1920 PLAZA BOULEVARD, P.O. BOX 2813 RAPID CITY, SD 57709		501(C)(3)	OPERATION SMART AT GIRLS, INC.	10,000.
Total from continuation sheets				

223631
05-01-12

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
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			14	917,560.	
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			18	3,537,862.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a OTHER			01	7.	
b ROYALTIES			15	56,667.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		4,512,096.	0.
13 **Total.** Add line 12, columns (b), (d), and (e)				13	4,512,096.

(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).

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	1a(1)		X
(2) Other assets	1a(2)		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

b If "Yes," complete the following schedule.

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

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

▶ Mary Dreyfus 7/23/2013 ▶ Presidents

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Michael Freedman		7/22/13		P01003787

Firm's name ▶ GELMAN, ROSENBERG & FREEDMAN — Firm's EIN ▶ 52-1392008

Firm's address ▶ 4550 MONTGOMERY AVE SUITE 650N BETHESDA, MD 20814-2930 — Phone no. (301) 951-9090

Form **990-PF** (2012)

223622
12-05-12

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BROKERAGE ACCOUNTS	917,560.	0.	917,560.
TOTAL TO FM 990-PF, PART I, LN 4	917,560.	0.	917,560.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
OTHER	7.	0.	
ROYALTIES	56,667.	56,667.	
TOTAL TO FORM 990-PF, PART I, LINE 11	56,674.	56,667.	

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	26,463.	0.		26,463.
TO FM 990-PF, PG 1, LN 16A	26,463.	0.		26,463.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	27,445.	27,445.		0.
TO FORM 990-PF, PG 1, LN 16B	27,445.	27,445.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	467,374.	467,374.		0.
OTHER CONSULTANTS	9,975.	2,494.		8,681.
TO FORM 990-PF, PG 1, LN 16C	477,349.	469,868.		8,681.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	42,995.	10,749.		32,246.
CURRENT EXCISE TAX	74,794.	0.		0.
DEFERRED TAX BENEFIT	106,233.	0.		0.
TO FORM 990-PF, PG 1, LN 18	224,022.	10,749.		32,246.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES & SUBSCRIBTIONS	1,063.	266.		797.
BANK CHARGES	1,056.	264.		792.
OFFICE SUPPLIES	1,478.	370.		1,573.
MISCELLANEOUS	1,879.	470.		522.
TELEPHONE	2,414.	604.		1,794.
INSURANCE	5,032.	1,258.		2,580.
INTERNET FEES	993.	248.		745.
COPIER	2,091.	523.		1,454.
EQUIPMENT	1,160.	290.		870.
POSTAGE	845.	211.		634.
COMPUTER EXPENSES	5,374.	1,344.		4,158.
FILING FEES	1,485.	371.		1,114.
FEDEX & DELIVERY	759.	190.		569.
TO FORM 990-PF, PG 1, LN 23	25,629.	6,409.		17,602.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	25,196,206.	25,196,206.
TOTAL TO FORM 990-PF, PART II, LINE 10B	25,196,206.	25,196,206.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIXED INCOME	16,284,022.	16,284,022.
TOTAL TO FORM 990-PF, PART II, LINE 10C	16,284,022.	16,284,022.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
POOLED EQUITY FUNDS	FMV	7,739,796.	7,739,796.
ALTERNATIVE INVESTMENTS	FMV	486,302.	486,302.
TOTAL TO FORM 990-PF, PART II, LINE 13		8,226,098.	8,226,098.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 11

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
FURNITURE & EQUIPMENT	17,094.	12,271.	4,823.
TOTAL TO FM 990-PF, PART II, LN 14	17,094.	12,271.	4,823.

FORM 990-PF OTHER LIABILITIES STATEMENT 12

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DEFERRED EXCISE TAXES	69,474.	175,707.
ACCRUED PENSION LIABILITY	684,318.	527,373.
EXCISE TAX PAYABLE	0.	29,925.
ACCRUED PROFIT SHARING CONTRIBUTION	0.	27,378.
TOTAL TO FORM 990-PF, PART II, LINE 22	753,792.	760,383.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 13

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MARY P. SURREY ALL CAN BE REACHED C/O THE ORGANIZATION'S ADDRESS	PRESIDENT 40.00	98,536.	43,523.	1,800.
WINIFRED R. PORTENOY	CHAIRMAN 25.00	79,791.	32,329.	1,800.
NORMAN S. PORTENOY	SR. VICE PRESIDENT (THROUGH 10/12) 25.00	66,492.	23,566.	0.
NANCY E. ODDO	VICE PRESIDENT 25.00	70,034.	40,246.	1,200.
ELIZABETH BROWN	VICE PRESIDENT 25.00	49,675.	45,481.	1,800.
SARA R. SURREY	SEC./TREASURER 25.00	49,675.	31,695.	1,800.
EXPENSE RELATED TO THE FOUNDATION'S DEFINED BENEFIT PLAN DURING 2012	0.00	0.	224,580.	0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII	414,203.	441,420.	8,400.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 14
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

MARY P. SURREY, PRESIDENT
2233 WISCONSIN AVE, NW, #414
WASHINGTON, DC 20007

TELEPHONE NUMBER

202-337-3300

FORM AND CONTENT OF APPLICATIONS

THREE PAGE PROPOSAL; 200-WORD SUMMARY; COPY OF BUDGET; COPY OF IRS DETERMINATION LETTER

ANY SUBMISSION DEADLINES

THERE ARE TWO SUBMISSION DEADLINES PER YEAR FOR RECEIPT OF GRANT REQUESTS; THEY ARE 5/10 AND 11/10.

RESTRICTIONS AND LIMITATIONS ON AWARDS

MUST MEET IRS 501(C)(3) REQUIREMENTS; U.S. ORGANIZATIONS ONLY; NO GRANTS ARE MADE TO INDIVIDUALS

FORM 990-PF PAGE 1 990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction *
1	FURNITURE & EQUIPMENT	VARIES	SL	7.00	16	17,094.			17,094.	9,432.		2,839.
	* TOTAL 990-PF PG 1 DEPR					17,094.		0.	17,094.	9,432.	0.	2,839.

228102
05-01-12

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction