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Form 990-PF

Department of the Treasury
Internal Revenue ServiceReturn 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 Thomas Rutherford Foundation		A Employer identification number 20-2057953
Number and street (or P.O. box number if mail is not delivered to street address) 3333 P Street, NW		B Telephone number 703-354-1616
City or town, state, and ZIP code Washington, DC 20007		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) \$ 19,010,219.	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))		(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				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		136.	136.		Statement 1
4 Dividends and interest from securities		324,925.	324,925.		Statement 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		20,580.			
b Gross sales price for all assets on line 6a 5,805,703.					
7 Capital gain net income (from Part IV, line 2)			20,580.		
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		80,103.	80,103.		Statement 3
12 Total Add lines 1 through 11		425,744.	425,744.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees Stmt 4		6,900.	0.		6,900.
c Other professional fees Stmt 5		72,525.	72,525.		0.
17 Interest					
18 Taxes Stmt 6		26,703.	703.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses Stmt 7		<7,702.>	0.		<7,750.>
24 Total operating and administrative expenses. Add lines 13 through 23		98,426.	73,228.		<850.>
25 Contributions, gifts, grants paid		949,325.			949,325.
26 Total expenses and disbursements Add lines 24 and 25		1,047,751.	73,228.		948,475.
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements		<622,007.>			
b Net investment income (if negative, enter -0-)			352,516.		
c Adjusted net income (if negative, enter -0-)				N/A	

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12-05-12

LHA For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	5,393,831.	1,797,377.	1,797,377.
	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			
	7 Other notes and loans receivable ▶			
	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			
	b Investments - corporate stock Stmt 8	1,313,218.	1,554,209.	1,722,505.
	c Investments - corporate bonds Stmt 9	1,023,585.	1,056,683.	1,129,290.
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other Stmt 10	11,398,548.	14,099,223.	14,361,047.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	19,129,182.	18,507,492.	19,010,219.
	17 Accounts payable and accrued expenses		317.	
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	317.	
	24 Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.	19,129,182.	18,507,175.	
	25 Unrestricted			
26 Temporarily restricted				
27 Permanently restricted				
28 Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.				
29 Capital stock, trust principal, or current funds				
30 Paid-in or capital surplus, or land, bldg, and equipment fund				
31 Retained earnings, accumulated income, endowment, or other funds	19,129,182.	18,507,175.		
30 Total net assets or fund balances	19,129,182.	18,507,175.		
31 Total liabilities and net assets/fund balances	19,129,182.	18,507,492.		

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	19,129,182.
2 Enter amount from Part I, line 27a	2	<622,007.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	18,507,175.
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	18,507,175.

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			
b See Attached Statements			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 5,805,703.		5,785,123.	20,580.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			20,580.

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	20,580.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):	<div> <div>If gain, also enter in Part I, line 8, column (c).</div> <div>If (loss), enter -0- in Part I, line 8</div> </div>	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	485,631.	19,120,318.	.025399
2010	204,976.	16,279,740.	.012591
2009	204,807.	3,783,189.	.054136
2008	168,870.	4,138,104.	.040809
2007	111,849.	3,437,088.	.032542

2 Total of line 1, column (d)	2	.165477
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	.033095
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	19,015,306.
5 Multiply line 4 by line 3	5	629,312.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,525.
7 Add lines 5 and 6	7	632,837.
8 Enter qualifying distributions from Part XII, line 4	8	948,475.

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	3,525.
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		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	3,525.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	3,525.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		6a	39,110.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		6b	
6 Credits/Payments:		6c	
a 2012 estimated tax payments and 2011 overpayment credited to 2012		6d	
b Exempt foreign organizations - tax withheld at source		7	39,110.
c Tax paid with application for extension of time to file (Form 8868)		8	
d Backup withholding erroneously withheld		9	
7 Total credits and payments. Add lines 6a through 6d		10	35,585.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		11	0.
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			
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input checked="" type="checkbox"/> 35,585. Refunded <input type="checkbox"/>			

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

N/A

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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? Website address ► N/A	13	X	
14	The books are in care of ► Thomas D. Rutherford, Jr. Located at ► 3333 P Street, NW, Washington, DC	Telephone no. ► 703-354-1616 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			
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	Yes No	X 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
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? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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

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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?

If "Yes" to 6b, file Form 8870

6b

X

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
Thomas D. Rutherford 3333 P Street, NW Washington, DC 20007	Trustee 2.00	0.	0.	0.

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
NONE				

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

0

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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
JP Morgan P.O. Box 6076, Newark, DE 19714	Investment management	53,927.

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 Made contributions to charitable organizations listed in part XV.	949,325.
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	
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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	16,444,893.
b	Average of monthly cash balances	1b	2,859,986.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	19,304,879.
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	19,304,879.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	289,573.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	19,015,306.
6	Minimum investment return. Enter 5% of line 5	6	950,765.

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	950,765.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	3,525.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,525.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	947,240.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	947,240.
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	947,240.

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	948,475.
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	948,475.
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	3,525.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	944,950.

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.

Form 990-PF (2012)

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				947,240.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			939,851.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 948,475.				
a Applied to 2011, but not more than line 2a			939,851.	
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				8,624.
e Remaining amount distributed out of corpus	0.			
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	0.			
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				938,616.
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	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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				
All Hallows Guild Wisconsin & Massachusetts Aves., NW Washington, DC 20016-5098		Other public charity	To fund charitable activities.	520.
Alleghany County Rescue Squad 61 Trojan Avenue Sparta, NC 28675		Other public charity	To fund charitable activities.	1,250.
Alliance Francaise de Washington, DC 2142 Wyoming Avenue, NW Washington, DC 20008		Other public charity	To fund charitable activities.	2,000.
Arthur M. Sackler Gallery 1050 Independence Avenue SW Washington, DC 20560		Other public charity	To fund charitable activities.	3,000.
Bishop John T. Walker School 3640 Martin Luther King Jr. Ave, SE Washington, DC 20032		Other public charity	To fund charitable activities.	50,000.
Total	See continuation sheet(s)			949,325.
b Approved for future payment				
None				
Total				0.

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 1,060 SHS Freeport McMoran Copper		P	06/06/11	01/23/12
b 5 SHS Mosaic Co New		P	06/08/11	07/17/12
c 520 SHS Mosaic Co New		P	05/15/11	07/17/12
d 201.66 SHS WPX Energy Inc.		P	02/05/10	01/04/12
e 513.33 SHS WPX Energy Inc.		P	07/23/10	01/04/12
f Section 1256 Contract from ProShares UltraShort Y		P		
g 753.668 SHS Calamos Investment Trust		P		02/17/12
h 1631.633 SHS Ridgeworth Funds		P		03/15/12
i 3566.138 SHS Ridgeworth Funds		P		04/16/12
j 5271.296 SHS Eaton Vance Mut Fds Tr Flt		P		04/16/12
k 3819.632 SHS Pimco Emerging Local Bond Fund		P		05/14/12
l 1527.449 SHS Eaton Vance Mut Fds Tr Global Macro		P		07/10/12
m 1484.366 SHS Eaton Vance Mut Fds Tr Global Macro		P		07/10/12
n 1023.21 SHS Cohen & Steers Preferred Securities a		P		07/17/12
o 1045.169 SHS Cohen & Steers Preferred Securities		P		07/18/12

(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 46,312.		53,501.	<7,189.>
b 293.		328.	<35.>
c 30,434.		33,905.	<3,471.>
d 3,591.		2,236.	1,355.
e 9,141.		5,568.	3,573.
f 11,218.			11,218.
g 12,873.		13,528.	<655.>
h 14,391.		14,424.	<33.>
i 31,489.		31,404.	85.
j 47,442.		46,055.	1,387.
k 39,724.		41,290.	<1,566.>
l 14,969.		15,743.	<774.>
m 14,547.		15,299.	<752.>
n 13,005.		12,715.	290.
o 13,305.		12,888.	417.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<7,189.>
b			<35.>
c			<3,471.>
d			1,355.
e			3,573.
f			11,218.
g			<655.>
h			<33.>
i			85.
j			1,387.
k			<1,566.>
l			<774.>
m			<752.>
n			290.
o			417.

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 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

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	1547.23 SHS JPM Short Duration Bond Fund	P		07/26/12
b	6682.363 SHS Eaton Vance Mut Fds Tr Global Macro	P		07/26/12
c	2306.127 SHS JPM High Yield Fund	P		09/25/12
d	970.067 SHS Sit Mutual funds Inc	P		09/26/12
e	547.332 SHS Gateway Fund	P		09/28/12
f	2219.274 SHS JPM High Yield Fund	P		10/02/12
g	480.658 SHS Gateway Fund	P		10/17/12
h	2516.518 SHS Harbor High Yield Bond Fund	P		10/19/12
i	1224.955 SHS JPM Short Duration Bond Fund	P		11/16/12
j	3000 SHS CCO Holdings LLC	P		01/12/12
k	2000 SHS Verso Paper Holdings LLC	P		02/07/12
l	7000 SHS Verso Paper Holdings LLC	P		02/07/12
m	2000 SHS Amer Airln PT Trs	P		02/08/12
n	2000 SHS Verso Paper Holdings LLC	P		02/08/12
o	1000 SHS Amer Airln PT Trs	P		02/09/12

(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 17,035.		16,979.	56.
b 65,554.		68,421.	<2,867.>
c 18,818.		18,449.	369.
d 14,454.		12,716.	1,738.
e 15,079.		14,630.	449.
f 17,954.		17,754.	200.
g 13,295.		12,741.	554.
h 28,185.		27,987.	198.
i 13,499.		13,511.	<12.>
j 3,173.		3,060.	113.
k 2,070.		2,235.	<165.>
l 7,236.		7,791.	<555.>
m 2,130.		2,013.	117.
n 2,068.		2,225.	<157.>
o 1,064.		1,006.	58.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			56.
b			<2,867.>
c			369.
d			1,738.
e			449.
f			200.
g			554.
h			198.
i			<12.>
j			113.
k			<165.>
l			<555.>
m			117.
n			<157.>
o			58.

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 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

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	2000 SHS Verso Paper Holdings LLC	P		02/09/12
b	2000 SHS Amer Airln PT Trs	P		02/10/12
c	2000 SHS Amer Airln PT Trs	P		02/10/12
d	2000 SHS Verso Paper Holdings LLC	P		02/14/12
e	3000 SHS Amer Airln PT Trs	P		02/14/12
f	4000 SHS Masco Corp	P		02/21/12
g	3000 SHS Masco Corp	P		02/21/12
h	2000 SHS Masco Corp	P		02/21/12
i	6000 SHS Masco Corp	P		02/27/12
j	5000 SHS Verso Paper Holdings LLC	P		02/27/12
k	2000 SHS Verso Paper Holdings LLC	P		02/28/12
l	5000 SHS Cascades	P		03/01/12
m	10000 SHS CIT Group Inc	P		03/09/12
n	10000 SHS American General Finance Medium Term No	P		03/15/12
o	4000 SHS CHS/Community Health Sys	P		03/23/12

(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 2,068.		2,225.	<157.>
b 2,125.		2,006.	119.
c 2,125.		2,000.	125.
d 2,060.		2,223.	<163.>
e 3,173.		3,000.	173.
f 4,260.		3,970.	290.
g 3,195.		2,978.	217.
h 2,135.		1,985.	150.
i 6,390.		5,955.	435.
j 5,063.		5,556.	<493.>
k 2,025.		2,223.	<198.>
l 5,175.		5,338.	<163.>
m 10,000.		9,950.	50.
n 9,200.		9,575.	<375.>
o 4,070.		4,489.	<419.>

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<157.>
b			119.
c			125.
d			<163.>
e			173.
f			290.
g			217.
h			150.
i			435.
j			<493.>
k			<198.>
l			<163.>
m			50.
n			<375.>
o			<419.>

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 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

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	7000 SHS Goodyear Tire & Rubber Co	P		03/29/12
b	5000 SHS Amerigas Part Fin Corp	P		03/29/12
c	2000 SHS Arch Coal Inc	P		05/04/12
d	3000 SHS Arch Coal Inc	P		05/04/12
e	3000 SHS Arch Coal Inc	P		05/04/12
f	2000 SHS Arch Coal Inc	P		05/04/12
g	2000 SHS Arch Coal Inc	P		05/04/12
h	3000 SHS Edison Mission Energy	P		05/08/12
i	10000 SHS Avis Budget	P		05/15/12
j	2000 SHS RRI Energy	P		05/29/12
k	2000 SHS RRI Energy	P		05/30/12
l	9000 SHS Forest Oil Corporation	P		06/01/12
m	1000 SHS Forest Oil Corporation	P		06/04/12
n	3000 SHS RRI Energy	P		06/08/12
o	2000 SHS Ford Motor Company Global Landmark Secur	P		06/08/12

(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 7,640.		8,033.	<393.>
b 5,100.		5,100.	0.
c 1,790.		2,188.	<398.>
d 2,685.		3,278.	<593.>
e 2,678.		3,278.	<600.>
f 1,785.		2,185.	<400.>
g 1,786.		2,185.	<399.>
h 1,928.		2,160.	<232.>
i 10,000.		10,250.	<250.>
j 1,780.		1,920.	<140.>
k 1,775.		1,920.	<145.>
l 8,303.		9,495.	<1,192.>
m 920.		1,055.	<135.>
n 2,584.		2,820.	<236.>
o 2,548.		2,445.	103.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<393.>
b			0.
c			<398.>
d			<593.>
e			<600.>
f			<400.>
g			<399.>
h			<232.>
i			<250.>
j			<140.>
k			<145.>
l			<1,192.>
m			<135.>
n			<236.>
o			103.

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 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

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	2000 SHS RRI Energy	P		06/08/12
b	3000 SHS Ford Motor Company Global Landmark Secur	P		06/11/12
c	1000 SHS RRI Energy	P		06/11/12
d	2000 SHS Navistar Intl Corp SR Notes	P		06/15/12
e	2000 SHS Navistar Intl Corp SR Notes	P		06/15/12
f	2000 SHS Navistar Intl Corp SR Notes	P		06/15/12
g	2000 SHS Navistar Intl Corp SR Notes	P		06/15/12
h	1000 SHS CKE Restaurants Inc	P		07/16/12
i	1000 SHS Ford Motor Company Credit Co notes	P		07/05/12
j	1000 SHS Ford Motor Company Credit Co notes	P		07/05/12
k	2000 SHS Ford Motor Company Credit Co notes	P		07/05/12
l	3000 SHS Hanes Brands Inc Floating Rate Note	P		07/12/12
m	1000 SHS Ford Motor Company Credit Co notes	P		07/12/12
n	1000 SHS Ford Motor Company Credit Co notes	P		07/12/12
o	1000 SHS Ford Motor Company Credit Co notes	P		07/13/12

	(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	1,730.		1,860.	<130.>
b	3,863.		3,660.	203.
c	865.		930.	<65.>
d	1,800.		2,190.	<390.>
e	1,830.		2,190.	<360.>
f	1,800.		2,190.	<390.>
g	1,900.		2,190.	<290.>
h	1,030.		1,116.	<86.>
i	1,068.		1,083.	<15.>
j	1,068.		1,083.	<15.>
k	2,135.		2,165.	<30.>
l	3,000.		2,969.	31.
m	1,066.		1,083.	<17.>
n	1,065.		1,083.	<18.>
o	1,065.		1,083.	<18.>

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<130.>
b			203.
c			<65.>
d			<390.>
e			<360.>
f			<390.>
g			<290.>
h			<86.>
i			<15.>
j			<15.>
k			<30.>
l			31.
m			<17.>
n			<18.>
o			<18.>

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 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

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	1000 SHS CKE Restaurants Inc	P		07/16/12
b	1000 SHS Ford Motor Company Credit Co notes	P		07/16/12
c	2000 SHS Ford Motor Company Credit Co notes	P		07/16/12
d	5000 SHS Community Health Systems	P		07/18/12
e	3000 SHS Cascades	P		07/18/12
f	2000 SHS Cascades	P		07/19/12
g	1000 SHS Lear Corp	P		08/24/12
h	15000 SHS Steel Dynamics	P		08/16/12
i	2000 SHS Forest Oil Corporation	P		09/04/12
j	3000 SHS Forest Oil Corporation	P		09/14/12
k	2000 SHS Forest Oil Corporation	P		09/14/12
l	3000 SHS Forest Oil Corporation	P		09/14/12
m	15000 SHS Mediacom Broadbank LLC	P		10/15/12
n	2000 SHS Edison Mission Energy	P		10/15/12
o	2000 SHS Edison Mission Energy	P		10/15/12

(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 1,030.		1,116.	<86.>
b 1,065.		1,083.	<18.>
c 2,128.		2,165.	<37.>
d 5,030.		5,612.	<582.>
e 3,068.		3,188.	<120.>
f 2,045.		2,120.	<75.>
g 1,030.		1,098.	<68.>
h 15,176.		16,050.	<874.>
i 1,958.		2,110.	<152.>
j 2,963.		3,165.	<202.>
k 1,975.		2,110.	<135.>
l 2,963.		3,165.	<202.>
m 15,213.		15,694.	<481.>
n 960.		1,440.	<480.>
o 965.		1,440.	<475.>

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) Losses (from col. (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			<86.>
b			<18.>
c			<37.>
d			<582.>
e			<120.>
f			<75.>
g			<68.>
h			<874.>
i			<152.>
j			<202.>
k			<135.>
l			<202.>
m			<481.>
n			<480.>
o			<475.>

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 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

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	3000 SHS Hanes Brands Inc Floating Rate Note	P		10/17/12
b	3000 SHS Arch Coal Inc	P		10/19/12
c	2000 SHS Advanced Mirco Devices	P		11/05/12
d	2000 SHS Advanced Mirco Devices	P		11/06/12
e	5000 SHS Donnelley R R & Sons	P		11/06/12
f	2000 SHS Advanced Mirco Devices	P		11/06/12
g	2000 SHS Advanced Mirco Devices	P		11/07/12
h	2000 SHS Advanced Mirco Devices	P		11/14/12
i	10000 SHS Clear Channel Worldwide	P		11/19/12
j	1000 SHS Supervalu Inc	P		12/12/12
k	1000 SHS Supervalu Inc	P		12/12/12
l	2000 SHS Supervalu Inc	P		12/12/12
m	1000 SHS Supervalu Inc	P		12/12/12
n	3000 SHS SPX Corp	P		12/14/12
o	10000 SHS MGM Resorts Intl	P		12/20/12

(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 3,000.		2,973.	27.
b 2,573.		3,278.	<705.>
c 1,658.		2,045.	<387.>
d 1,653.		2,045.	<392.>
e 4,894.		4,612.	282.
f 1,660.		2,045.	<385.>
g 1,665.		2,045.	<380.>
h 1,640.		2,045.	<405.>
i 10,444.		11,130.	<686.>
j 958.		1,005.	<47.>
k 958.		1,005.	<47.>
l 1,915.		2,010.	<95.>
m 958.		1,003.	<45.>
n 3,360.		3,398.	<38.>
o 10,677.		11,475.	<798.>

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			27.
b			<705.>
c			<387.>
d			<392.>
e			282.
f			<385.>
g			<380.>
h			<405.>
i			<686.>
j			<47.>
k			<47.>
l			<95.>
m			<45.>
n			<38.>
o			<798.>

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 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

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	2000 SHS SPX Corp	P		12/26/12
b	75000 SHS MS Market Plus SPX 01/27/12	P		01/27/12
c	75000 SHS MS Market Plus SPX 01/27/12	P		01/27/12
d	150000 SHS SG Cont Buff Eq SPX 4/4/12	P		04/04/12
e	250 SHS Facebook Inc	P		05/18/12
f	1750 SHS Facebook Inc	P		05/18/12
g	100000 SHS JPM Phoenix Auto-Call XLF 02/12/13	P		08/20/12
h	10000 SHS Annaly Capital Mgmt PFD	P		10/16/12
i	10000 SHS JPMorgan Chase & Co	P		10/16/12
j	250000 SHS HSBC Cont Buff Eq SPX 10/31/12	P		10/31/12
k	7500 SHS Bank of New York Mellon PFD 5.2%	P		11/06/12
l	10000 SHS Capital One Financial Co PFD 6%	P		11/06/12
m	1676.165 SHS Dodge and Cox International Stock	P		01/04/12
n	1907 SHS Vanguard MSCI Emerging Markets ETF	P		01/04/12
o	21968.366 SHS JPM Str Inc Opp Fund	P		01/18/12

(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 2,240.		2,265.	<25.>
b 90,031.		75,000.	15,031.
c 90,031.		75,000.	15,031.
d 165,159.		150,000.	15,159.
e 10,500.		9,500.	1,000.
f 69,911.		66,500.	3,411.
g 103,250.		100,000.	3,250.
h 252,294.		250,000.	2,294.
i 252,294.		250,000.	2,294.
j 275,000.		250,000.	25,000.
k 188,171.		187,500.	671.
l 250,794.		250,000.	794.
m 50,000.		61,381.	<11,381.>
n 74,525.		90,492.	<15,967.>
o 250,000.		259,666.	<9,666.>

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<25.>
b			15,031.
c			15,031.
d			15,159.
e			1,000.
f			3,411.
g			3,250.
h			2,294.
i			2,294.
j			25,000.
k			671.
l			794.
m			<11,381.>
n			<15,967.>
o			<9,666.>

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 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

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	60000 SHS JPM Bren EAFE 02/23/12	P		02/23/12
b	100000 SHS GS Cont Buff EQ SPX 2/29/12	P		02/29/12
c	18234.541 SHS JPM Short Duration Bond Fd	P		03/15/12
d	150000 SHS SG Ren SPX 3/28/12	P		03/28/12
e	150000 SHS Barc Autocall Brent Crude NT 7/18/12	P		04/20/12
f	125000 SHS JPM QRN SPX 01/24/13	P		04/23/12
g	100000 SHS GS Cont Buff EQ SPX 5/11/12	P		05/11/12
h	100000 SHS CS 95% PP EM FX Basket	P		05/16/12
i	8680.556 SHS JPM Str Inc Opp Fund	P		05/31/12
j	12755.102 SHS JPM Intl Currency Income FD	P		06/01/12
k	3339.652 SHS JPM Asia Equity Fd	P		06/22/12
l	5930.477 SHS Hartford Capital Appreciation Fund	P		06/27/12
m	10722.732 SHS Manning & Napier Fund Inc Equity Se	P		06/27/12
n	100000 SHS HSBC Cont Buff Eq SPX 07/11/12	P		07/11/12
o	100000 SHS MS Cont Buff Eq SPX 8/15/12	P		08/15/12

(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 56,600.		60,000.	<3,400.>
b 102,753.		100,000.	2,753.
c 200,000.		201,812.	<1,812.>
d 172,387.		150,000.	22,387.
e 159,150.		150,000.	9,150.
f 125,000.		125,000.	0.
g 115,251.		100,000.	15,251.
h 95,000.		100,991.	<5,991.>
i 100,000.		102,604.	<2,604.>
j 136,480.		150,000.	<13,520.>
k 93,911.		125,000.	<31,089.>
l 179,100.		200,000.	<20,900.>
m 186,576.		200,000.	<13,424.>
n 106,798.		100,000.	6,798.
o 108,789.		100,000.	8,789.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<3,400.>
b			2,753.
c			<1,812.>
d			22,387.
e			9,150.
f			0.
g			15,251.
h			<5,991.>
i			<2,604.>
j			<13,520.>
k			<31,089.>
l			<20,900.>
m			<13,424.>
n			6,798.
o			8,789.

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 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

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	20000 SHS iShares MSCI Japan Index Fund	P		09/19/12
b	75000 SHS JPM Market Plus Gold Note	P		10/04/12
c	50000 SHS JPM Cont Buff EQ SPX 10/17/12	P		10/17/12
d	150000 SHS GS Brent CBEN 11/5/12	P		11/05/12
e	350000 SHS BNP BREN Asia Basket 11/16/12	P		11/16/12
f	85000 SHS GS Bren Gold Note 11/19/12	P		11/19/12
g	50000 SHS DB Bren Asia Basket 11/28/12	P		11/28/12
h	50000 SHS GS Bren Eafe 11/28/12	P		11/28/12
i	Miscellaneous	P		
j	Capital Gains Dividends			
k				
l				
m				
n				
o				

(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 188,030.		199,680.	<11,650.>
b 77,382.		75,000.	2,382.
c 60,000.		50,000.	10,000.
d 160,050.		150,000.	10,050.
e 282,782.		300,000.	<17,218.>
f 85,000.		85,000.	0.
g 55,573.		50,000.	5,573.
h 51,576.		50,000.	1,576.
i 197.			197.
j 11,537.			11,537.
k			
l			
m			
n			
o			

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<11,650.>
b			2,382.
c			10,000.
d			10,050.
e			<17,218.>
f			0.
g			5,573.
h			1,576.
i			197.
j			11,537.
k			
l			
m			
n			
o			

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	20,580.
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 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
Blair House Restoration Fund 706 Jackson Street NE Washington, DC 20017-1659		Other public charity	To fund charitable activities.	1,000.
Buffalo Bill Historical Center 720 Sheridan Avenue Cody, WY 82414		Other public charity	To fund charitable activities.	2,500.
Cherokee Garden Library 130 W Paces Ferry Road NW Atlanta, GA 30305		Other public charity	To fund charitable activities.	1,500.
Cherry Lane Volunteer Fire Department P.O. Box 162 Roaring Gap, NC 28668		Other public charity	To fund charitable activities.	1,000.
Children's Law Center, Inc. 616 H Street NW, Suite 300 Washington, DC 20001		Other public charity	To fund charitable activities.	2,000.
Christ Church, Georgetown 3116 O Street NW Washington, DC 20007		Other public charity	To fund charitable activities.	30,000.
Citizen's Association of Georgetown 1365 Wisconsin Avenue NW, Suite 200 Washington, DC 20007		Other public charity	To fund charitable activities.	500.
Classical American Homes Preservation Trust 69 East 93rd Street New York, NY 10128		Private operating foundation	To fund charitable activities.	1,000.
Collegiate Directions, Inc. 4833 Rugby Avenue, Suite 301 Bethesda, MD 20814		Other public charity	To fund charitable activities.	53,000.
Delaware Art Museum 2301 Kentmere Parkway Wilmington, DE 19806		Other public charity	To fund charitable activities.	500.
Total from continuation sheets				892,555.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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)				
Doctors Without Borders 333 7th Avenue, 2nd Floor New York, NY 10001-5004		Other public charity	To fund charitable activities.	1,500.
E.L. Haynes Public Charter School 3600 Georgia Avenue, NW Washington, DC 20010		Other public charity	To fund charitable activities.	15,500.
Episcopal Diocese of Washington Mount St. Alban Washington, DC 20016-5094		Other public charity	To fund charitable activities.	3,500.
French Heritage Society 14 East 60th Street, Suite 605 New York, NY 10022		Other public charity	To fund charitable activities.	16,842.
Friends of Georgetown Waterfront Park P.O. Box 3653 Washington, DC 20027		Other public charity	To fund charitable activities.	250.
Friends of Volta Park 1555 34th Street, NW Washington, DC 20007		Other public charity	To fund charitable activities.	250.
George Washington University 45155 Research Place #155 Ashburn, VA 20147		Other public charity	To fund charitable activities.	25,000.
Georgetown Garden Tour 3313 P Street, NW Washington, DC 20007		Other public charity	To fund charitable activities.	250.
Georgetown Ministry Center 1041 Wisconsin Avenue, NW Washington, DC 20007		Other public charity	To fund charitable activities.	1,000.
Go Bo Fund for Georgetown Hospital 3800 Reservoir Road, NW Washington, DC 20007		Other public charity	To fund charitable activities.	2,000.
Total from continuation sheets				

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
Golshim L'Chaim Ski to Live 435 West Main Street Aspen, CO 81611		Other public charity	To fund charitable activities.	3,300.
Habitat Support Foundation 700 New Hampshire Avenue, Suite 1116 Washington, DC 20037		Other public charity	To fund charitable activities.	10,000.
Health Network Foundation 33 River Street Chagrin Falls, OH 44022		Other public charity	To fund charitable activities.	1,000.
History Museum of Western Virginia P.O. Box 1904 Roanoke, VA 24008		Other public charity	To fund charitable activities.	15,000.
Hollins University P.O. Box 9707 Roanoke, VA 24020-1707		Other public charity	To fund charitable activities.	85,109.
Jamestown-Yorktown Foundation P.O. Box 3605 Williamsburg, VA 23187		Other public charity	To fund charitable activities.	15,000.
Meridian International Center 1630 Crescent Place, NW Washington, DC 20009		Other public charity	To fund charitable activities.	1,000.
Metropolitan Club Preservation Foundation 1700 H Street NW Washington, DC 20006-4601		Other public charity	To fund charitable activities.	480.
National Audubon Society 225 Varick Street New York, NY 10014		Other public charity	To fund charitable activities.	1,750.
National Gallery of Art 2000B South Club Drive Landover, MD 20785		Other public charity	To fund charitable activities.	20,000.
Total from continuation sheets				

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 Geographic Society 1145 17th Street NW Washington, DC 20036-4688		Other public charity	To fund charitable activities.	159,629.
National Museum of Women in the Arts 1250 New York Avenue, NW Washington, DC 20005-3970		Other public charity	To fund charitable activities.	750.
Parkinson Foundation of the National Capital Area 8300 Greensboro Drive, Suite 800 McLean, VA 22102		Other public charity	To fund charitable activities.	2,500.
Philips Collection 1600 21st Street NW Washington, DC 20009		Other public charity	To fund charitable activities.	60,000.
Planned Parenthood Federation of America 434 West 33rd Street New York, NY 10001		Other public charity	Christoffel - 11/12/13 02:21PM Worksheet Private Foundation	1,000.
Refugees International 2001 S Street NW, Suite 700 Washington, DC 20009		Other public charity	To fund charitable activities.	1,000.
Roaring Gap Fund 45 Rhododendron Rd. Roaring Gap, NC 28668		Other public charity	To fund charitable activities.	2,500.
Robert E. Lee Memorial Association 483 Great House Road Stratford, VA 22558		Other public charity	To fund charitable activities.	191,895.
Salisbury School 251 Canaan Road Salisbury, CT 06068		Other public charity	To fund charitable activities.	25,000.
Salvation Army P.O. Box 629 Alexandria, VA 22313		Other public charity	To fund charitable activities.	5,000.
Total from continuation sheets				

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
Septima Clark Public Charter School 2501 Martin Luther King Jr Avenue, SE Washington, DC 20020		Other public charity	To fund charitable activities.	500.
Share Our Strength 1703 M Street, NW, Suite 700 Washington, DC 20036		Other public charity	To fund charitable activities.	1,000.
St. Albans School Mount St. Albans Washington, DC 20016		Other public charity	To fund charitable activities.	3,500.
St. John's Community Services 2201 Wisconsin Avenue, NW, Suite C-150 Washington, DC 20007		Other public charity	To fund charitable activities.	1,250.
St. John's Episcopal Ministries 3240 O Street, NW Washington, DC 20007		Other public charity	To fund charitable activities.	200.
Student Conservation Association P.O. Box 550 Charlestown, NH 03603-0550		Other public charity	To fund charitable activities.	2,500.
Sulgrave Club Endowment Fund 1801 Massachusetts Avenue NW Washington, DC 20036		Other public charity	To fund charitable activities.	1,000.
Teach for America 1411 K Street, NW Washington, DC 20005		Other public charity	To fund charitable activities.	5,000.
The Aspen Institute P.O. Box 222 Queenstown, MD 21658		Other public charity	To fund charitable activities.	13,300.
The Chabad Jewish Community Center 435 West Main Street Aspen, CO 81611		Other public charity	To fund charitable activities.	3,300.
Total from continuation sheets				

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
The Discovery Fund Comprehensive Cancer Center Winston-Salem, NC 27157		Other public charity	To fund charitable activities.	10,000.
The Horticultural Society of New York 148 W 37th Street, Floor 13 New York, NY 10018		Other public charity	To fund charitable activities.	2,000.
Trees for Georgetown 1365 Wisconsin Avenue NW, Suite 200 Washington, DC 20007		Other public charity	To fund charitable activities.	1,000.
Trust for the National Mall P.O. Box 96475 Washington, DC 20090-6475		Other public charity	To fund charitable activities.	2,500.
Tudor Place Foundation 1644 31st Street, NW Washington, DC 20007		Other public charity	To fund charitable activities.	33,000.
University of Virginia 1721 University Avenue Charlottesville, VA 22903		Other public charity	To fund charitable activities.	10,000.
USAgainstAlzheimer's Network, Inc. 1101 K Street, NW, Suite 400 Washington, DC 20005		Other public charity	To fund charitable activities.	10,000.
Virginia Foundation for Independent Colleges 8010 Ridge Road, Suite B Richmond, VA 22329		Other public charity	To fund charitable activities.	5,000.
Virginia Tech Foundation 902 Prices Fork Road, Suite 4400 Blacksburg, VA 24060		Other public charity	To fund charitable activities.	10,000.
Washington Chorus 2801 Upton Street, NW Washington, DC 20008		Other public charity	To fund charitable activities.	1,500.
Total from continuation sheets				

3 Grants and Contributions Paid During the Year (Continuation)

Total from continuation sheets

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	Amount
Charles Schwab #4941	25.
J.P. Morgan	111.
Total to Form 990-PF, Part I, line 3, Column A	136.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
Charles Schwab #9732	49,602.	0.	49,602.
J.P. Morgan	286,829.	11,537.	275,292.
ProShares UltraShort Yen PTP	31.	0.	31.
Total to Form 990-PF, Part I, line 4	336,462.	11,537.	324,925.

Form 990-PF Other Income Statement 3

Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Other Investment Income	80,103.	80,103.	
Total to Form 990-PF, Part I, line 11	80,103.	80,103.	

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	6,900.	0.		6,900.
Total to Form 990-PF, Pg 1, line 16b	6,900.	0.		6,900.

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 fees	72,525.	72,525.		0.	
To Form 990-PF, Pg 1, ln 16c	72,525.	72,525.		0.	

Form 990-PF	Taxes			Statement	6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Net investment income excise tax	26,000.	0.		0.	
Foreign Taxes paid on investments	703.	703.		0.	
To Form 990-PF, Pg 1, ln 18	26,703.	703.		0.	

Form 990-PF	Other Expenses			Statement	7
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Miscellaneous	48.	0.		0.	
Prior year charitable contribution checks uncleared	<7,750.>	0.		<7,750.>	
To Form 990-PF, Pg 1, ln 23	<7,702.>	0.		<7,750.>	

Form 990-PF	Corporate Stock	Statement	8
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Description	Book Value	Fair Market Value
Corporate Stock	1,554,209.	1,722,505.
Total to Form 990-PF, Part II, line 10b	1,554,209.	1,722,505.

Form 990-PF	Corporate Bonds	Statement	9
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Description	Book Value	Fair Market Value
Corporate Bonds	1,056,683.	1,129,290.
Total to Form 990-PF, Part II, line 10c	1,056,683.	1,129,290.

Form 990-PF	Other Investments	Statement	10
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Description	Valuation Method	Book Value	Fair Market Value
Other Investments	COST	14,099,223.	14,361,047.
Total to Form 990-PF, Part II, line 13		14,099,223.	14,361,047.