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

2012

Department of the Treasury
Internal Revenue Service

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

For calendar year 2012, or tax year beginning

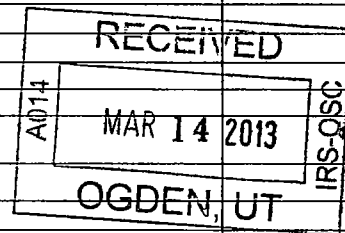
, 2012, and ending

Name of foundation Adele M. Thomas Charitable Foundation, Inc.		A Employer identification number 31-1704650
Number and street (or P O box number if mail is not delivered to street address) 304 Buxton Road		B Telephone number (see the instructions) (703) 533-9566
City or town Falls Church	State ZIP code VA 22046	C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial Return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		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, column (c), line 16) \$ 4,992,484.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc, received (att sch)	0.			
2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	104,492.	104,492.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	47,442.	L-6a Stmt		
b Gross sales price for all assets on line 6a	147,152.			
7 Capital gain net income (from Part IV, line 2)		47,442.		
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/(loss) (att sch)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	151,934.	151,934.		
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages	0.	0.		0.
15 Pension plans, employee benefits	0.	0.		0.
16a Legal fees (attach schedule)				
b Accounting fees (attach sch)	0.	0.		0.
c Other prof fees (attach sch) L-16c Stmt	158.	158.		158.
17 Interest				
18 Taxes (attach schedule)(see instrs) See Line 18 Stmt	5,540.	5,540.		5,540.
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications	995.	995.		995.
23 Other expenses (attach schedule) See Line 23 Stmt	2,675.	2,675.		2,675.
24 Total operating and administrative expenses. Add lines 13 through 23	9,368.	9,368.		9,368.
25 Contributions, gifts, grants paid	180,595.			180,595.
26 Total expenses and disbursements. Add lines 24 and 25	189,963.	9,368.		189,963.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-38,029.			
b Net investment income (if negative, enter -0-)		142,566.		
c Adjusted net income (if negative, enter -0-)				



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	Cash — non-interest-bearing				
	2	Savings and temporary cash investments		326,170.	353,492.	353,492.
	3	Accounts receivable				
		Less: allowance for doubtful accounts				
	4	Pledges receivable				
		Less: allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach sch)				
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments — U S and state government obligations (attach schedule)				
	b	Investments — corporate stock (attach schedule) L-10b Stmt		1,926,737.	1,827,027.	2,865,386.
	c	Investments — corporate bonds (attach schedule)				
	LIABILITIES	11	Investments — land, buildings, and equipment basis			
		Less: accumulated depreciation (attach schedule)				
12		Investments — mortgage loans				
13		Investments — other (attach schedule) L-13 Stmt		1,507,903.	1,553,066.	1,773,606.
14		Land, buildings, and equipment: basis				
		Less: accumulated depreciation (attach schedule)				
15		Other assets (describe)				
16		Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)		3,760,810.	3,733,585.	4,992,484.
17		Accounts payable and accrued expenses				
18		Grants payable				
NET FUND ASSETS	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe L-22 Stmt)		27,700.	35,650.	
	23	Total liabilities (add lines 17 through 22)		27,700.	35,650.	
FUND ASSETS	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		3,733,110.	3,697,935.	
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see instructions)		3,733,110.	3,697,935.		
31	Total liabilities and net assets/fund balances (see instructions)		3,760,810.	3,733,585.		

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	3,733,110.
2	Enter amount from Part I, line 27a	2	-38,029.
3	Other increases not included in line 2 (itemize) unexplained difference	3	2,854.
4	Add lines 1, 2, and 3	4	3,697,935.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	3,697,935.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a See attached schedule				
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 147,152.		99,710.	47,442.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			47,442.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss).	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>	2	47,442.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6).			
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 </div>	3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ 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 (column (b) divided by column (c))
2011	217,727.	4,686,105.	0.046462
2010	243,390.	4,293,323.	0.056690
2009	228,301.	3,787,784.	0.060273
2008	201,737.	4,518,952.	0.044642
2007	234,817.	5,233,126.	0.044871

2 Total of line 1, column (d)	2	0.252938
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.050588
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	4,899,649.
5 Multiply line 4 by line 3	5	247,863.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,426.
7 Add lines 5 and 6	7	249,289.
8 Enter qualifying distributions from Part XII, line 4	8	189,963.

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.

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary – see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	2,851.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	2,851.
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	2,851.
6 Credits/Payments:			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	4,000.	
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	4,000.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,149.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax 1,149. Refunded	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?		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?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If 'Yes,' attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) VA - Virginia		
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

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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 <u>N/A</u>	13	X	
14	The books are in care of <u>John V. Thomas</u> Telephone no <u>(703) 533-9566</u> Located at <u>304 Buxton Road, Falls Church, VA</u> ZIP + 4 <u>22046</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			
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?	16		X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country <u></u>				

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
1 a 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 <input type="checkbox"/>	1 b	
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?	1 c	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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If 'Yes,' list the years <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
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)	2 b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
3 a 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)	3 b	
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	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)? (see instructions)☐ Yes ☒ No**(5)** Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5 b

Organizations relying on a current notice regarding disaster assistance check here

☐**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?☐ Yes ☐ No

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

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

6 b

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?

7 b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
John V. Thomas, 304 Buxton Rd Falls Church VA 22046	Dir, Pres 6.00	0.	0.	0.
Eunice W. Thomas, 304 Buxton Rd Falls Church VA 22046	Dir, VP 3.00	0.	0.	0.

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

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

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

None

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		None

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 NONE	
	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
	0.
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	None

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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	1 a	4,974,263.
b Average of monthly cash balances	1 b	
c Fair market value of all other assets (see instructions)	1 c	
d Total (add lines 1a, b, and c)	1 d	4,974,263.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Subtract line 2 from line 1d	3	4,974,263.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	74,614.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,899,649.
6 Minimum investment return. Enter 5% of line 5	6	244,982.

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	244,982.
2 a Tax on investment income for 2012 from Part VI, line 5	2 a	2,851.	
b Income tax for 2012 (This does not include the tax from Part VI)	2 b		
c Add lines 2a and 2b	2 c	2,851.	
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	242,131.	
4 Recoveries of amounts treated as qualifying distributions	4		
5 Add lines 3 and 4	5	242,131.	
6 Deduction from distributable amount (see instructions)	6		
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	242,131.	

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	1 a	189,963.
b Program-related investments — total from Part IX-B	1 b	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)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	189,963.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	189,963.

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.

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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				242,131.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			137,535.	
b Total for prior years 20__, 20__, 20__				
3 Excess distributions carryover, if any, to 2012				
a From 2007	0.			
b From 2008	0.			
c From 2009	0.			
d From 2010	0.			
e From 2011	0.			
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: \$ 189,963.				
a Applied to 2011, but not more than line 2a			137,535.	
b Applied to undistributed income of prior years (Election required — see instructions)				
c Treated as distributions out of corpus (Election required — see instructions)				
d Applied to 2012 distributable amount				52,428.
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).)				
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				
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 instructions			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				189,703.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	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	0.			
b Excess from 2009	0.			
c Excess from 2010	0.			
d Excess from 2011	0.			
e Excess from 2012	0.			

N/A

- 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.)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Attached Schedule 2012 Contributions			See attached schedule	180,595.
Total			3 a	180,595.
b Approved for future payment NONE				0.
Total			3 b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities		104,492.			
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					47,442.
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue					
a						
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)		104,492.			47,442.
13	Total. Add line 12, columns (b), (d), and (e)					151,934.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

AMTCFInc CAPITAL GAINS AND LOSSES 2012					12/31/2012		
SHORT TERM							
NAME	WHAT	P or D	ACQUIRED	SOLD	SALE PR	COST	GAIN OR LO
							\$0
							\$0
							\$0
							\$0
							\$0
							\$0
							\$0
NET SHORT TERM GAINS AND LOSSES					\$0	\$0	\$0
LONG TERM							
Oracle Corp	5000	P	6/20/2007	2/21/2012	\$143,987	\$99,710	\$44,277
HealthSouth Corp Sec Lit		P	7/29/2002	1/20/2012	\$1,965	\$0	\$1,965
HealthSouth Corp Sec Lit		P	7/29/2002	7/6/2012	\$646	\$0	\$646
HealthSouth Corp Sec Lit		P	7/29/2002	12/10/2012	\$433	\$0	\$433
Syncor Sec Lit		P	12/24/2001	6/28/2012	\$121	\$0	\$121
							\$0
							\$0
							\$0
							\$0
NET LONG TERM GAINS AND LOSSES					\$147,152	\$99,710	\$47,442
TOTAL CAPITAL GAINS AND LOSSES					\$147,152	\$99,710	\$47,442



ADELE M THOMAS CHARITABLE

EMA Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
102,078	CASH		3,961.13	3,961.13			61.25
	ISA FIA CARD SRVCS NA		102,078.00	102,078.00			
	Total Cash and Money Funds		106,039.13	106,039.13			61.25

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Annual Income
1,000	AT&T INC	11/27/06	33,135.00	33,710.00	575.00	1,801.00
2,000	AT&T INC	11/27/06	66,290.00	67,420.00	1,130.00	3,601.00
1,500	BED BATH & BEYOND INC	10/01/04	57,855.00	83,865.00	26,010.00	
800	BED BATH & BEYOND INC	10/01/04	30,856.00	44,728.00	13,872.00	
200	BED BATH & BEYOND INC	10/01/04	7,714.00	11,182.00	3,468.00	
1,900	DU PONT E I DE NEMOURS	05/23/11	98,781.00	85,459.15	(13,321.85)	3,268.00
3,600	INTEL CORP	08/30/88	3,333.16	74,232.00	70,898.84	3,240.00
3,200	INTEL CORP	09/20/99	90,150.00	65,984.00	(24,166.00)	2,880.00
200	INTUIT INC COM	05/30/06	5,442.50	11,895.08	6,452.58	136.00

PLEASE SEE REVERSE SIDE
Statement Period
Year Ending 12/31/12
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Account No. 72A-07C54

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ADELE M THOMAS CHARITABLE

EMA Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Annual Income
Equities						
1,000	INTUIT INC COM	05/30/06	27,212.50	59,475.40	32,262.90	680.00
200	INTUIT INC COM	05/30/06	5,442.50	11,895.08	6,452.58	136.00
1,000	INTUIT INC COM	05/30/06	27,217.50	59,475.40	32,257.90	680.00
400	INTUIT INC COM	05/30/06	10,889.00	23,790.16	12,901.16	272.00
200	INTUIT INC COM	05/30/06	5,444.50	11,895.08	6,450.58	136.00
500	JOHNSON AND JOHNSON COM	01/17/94	5,565.63	35,050.00	29,484.37	1,220.00
1,900	JOHNSON AND JOHNSON COM	09/20/99	80,839.07	133,190.00	52,350.93	4,636.00
1,400	MEDTRONIC INC COM	01/19/87	1,796.00	57,428.00	55,632.00	1,456.00
3,100	MEDTRONIC INC COM	09/20/99	108,596.88	127,162.00	18,565.12	3,224.00
900	STRYKER CORP	08/16/05	48,769.20	49,338.00	568.80	954.00
900	STRYKER CORP	08/16/05	48,778.20	49,338.00	559.80	954.00
Total Equities			764,107.64	1,096,512.35	332,404.71	29,274.00

Mutual Funds/Closed End Funds/UIT

10,800	POWERSHARES QQQ TR UNITS SER 1	02/22/02	284,785.41	703,405.08	418,619.67	8,878.00
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PLEASE SEE REVERSE SIDE
Page 6 of 16
Statement Period Year Ending 12/31/12
Account No. 72A-07C54



ADELE M THOMAS CHARITABLE

EMA Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 12/31/12	Unrealized Gain or (Loss)	Est Annual Income
3.800	SPDR DOW JONES INDUST AV ETF TRUST	06/13/02	342,138.00	496,204.00	154,066.00	12,578.00
Total Mutual Funds/Closed End Funds/UIT			626,923.41	1,199,609.08	572,685.67	21,456.00

PLEASE SEE REVERSE SIDE
Page 7 of 16
Statement Period Year Ending 12/31/12
Account No. 72A-07C54



Account Number: XXXX-8970

Statement Period : December 1, 2012 - December 31, 2012

Account Type: CORPORATION - S CORPORATION

ACCOUNT HOLDINGS

CASH & CASH EQUIVALENTS (18.80% of Holdings)

DESCRIPTION	OPENING BALANCE	CLOSING BALANCE	PORTFOLIO [%]	AVG BALANCE
Extended Insurance Sweep Deposit Account				
E*TRADE Bank	246,697.53	247,453.25		247,104.80
Extended Insurance Sweep Deposit Account Total	246,697.53	247,453.25	18.80	247,104.80
The Extended Insurance Sweep Deposit Account (ESDA) program is comprised of deposit accounts with E*TRADE Bank and up to four other depository institutions. The ESDA account at each bank is FDIC-insured up to \$250,000.00 but is not covered by SIPC.				
TOTAL CASH & CASH EQUIVALENTS	\$246,697.53	\$247,453.25	18.80%	

TOTAL CASH & CASH EQUIVALENTS YTD INTEREST (SWEEP ONLY)

\$84.59

STOCKS, OPTIONS & EXCHANGE-TRADED FUNDS (43.24% of Holdings)

DESCRIPTION	SYMBOL/ CUSIP	ACCT TYPE	QUANTITY	PRICE	TOTAL MKT VALUE	PORTFOLIO [%]	EST. ANNUAL INCOME	EST. ANNUAL YIELD (%)
ARCHER-DANIELS-MIDLAND CO.	ADM	Margin	3,200	27.3900	87,648.00	6.66	2,240.00	2.56%
POWERSHARES QQQ TRUST	QQQ	Margin	1,500	65.1301	104,208.16	7.92	1,317.00	1.26%
SERIES 1 SPDR DOW JONES INDL AVERAGE	DIA	Margin	600	130.5800	78,348.00	5.96	1,987.00	2.54%
ETF TR UNIT SER 1								
SPDR S&P 500 ETF TR	SPY	Margin	2,100	142.4100	299,061.00	22.72	6,516.00	2.18%
UNIT SER I S&P DEPOSITARY RECEIPT								
TOTAL STOCKS, OPTIONS & ETF					\$569,265.16	43.24%	\$12,060.00	2.12%

MUTUAL FUNDS (37.97% of Holdings)

DESCRIPTION	SYMBOL/ CUSIP	ACCT TYPE	QUANTITY	PRICE	TOTAL MKT VALUE	PORTFOLIO [%]	EST. ANNUAL INCOME
** ROYCE FUND-PENNSYLVANIA MUTUAL FUND INVESTMENT CL	PENNXX	Margin	26,887.479	11.5000	309,206.01	23.49	3,065.00
** T ROWE PRICE INTL FUNDS INC INTERNATIONAL STOCK FUND	PRITX	Cash	13,239.721	14.4000	190,651.98	14.48	2,516.00
TOTAL MUTUAL FUNDS					\$499,857.99	37.97%	\$5,581.00

Year-End 2012
Mutual Fund Statement



Investor Number 25674930

If you have questions, please visit troweprice.com or call T. Rowe Price Mutual Funds at 1-800-225-5132.

1004799 01 AT 0 371 **AUTO T4 2 2563 22046-361804 C01-M1 -P04803



Adele M Thomas Charitable
Foundation Inc
C/O John V Thomas
304 Buxton Rd
Falls Church VA 22046-3618



Could your old 401(k) do better at T. Rowe Price? Take advantage of our investment expertise by calling 1-800-638-5660 to speak with an Investment Guidance Specialist today.

Portfolio Value: **\$1,273,747.88**

Activity Summary

	This Quarter	Year-to-Date ¹
Beginning Value	\$1,264,783.93	\$1,095,401.93
Additions	0 00	0.00
Deductions	0 00	0.00
Income	9,661.54	23,476.29
Market Fluctuation ²	-697.59	154,869.66
Ending Value	\$1,273,747.88	\$1,273,747.88
Net Change	\$8,963.95	\$178,345.95

Income Summary

	This Quarter	Year-to-Date ¹
Taxable	\$9,661.54	\$23,476.29

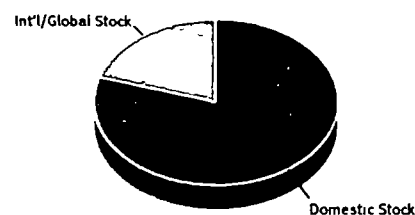
¹ Year-to-date income may include closed accounts no longer shown on this statement.

² The term "Market Fluctuation" reflects any increase or decrease in fund share prices since your last statement. It does not reflect a fund's payment of dividends and interest or any reinvestment of dividends and interest into your account. If all of your holdings are money market funds, there should be no change in account value or principal due to market fluctuation. For other terms, please see "About Your Account and Statement."

Portfolio Overview

	9/30/12 Value	12/31/12 Value	Change in Value	% of Assets
Nonretirement				
<i>T. Rowe Price Mutual Funds</i>				
Equity Index 500	\$1,021,193.48	\$1,016,755.05	-\$4,438.43	79.8%
International Stock	243,590.45	256,992.83	13,402.38	20.2
Total Market Value	\$1,264,783.93	\$1,273,747.88	\$8,963.95	100.0%

Asset Allocation



100.0% Stock Funds **\$1,273,747.88**

■ 79.8% Domestic	1,016,755.05
■ 20.2% International/Global	256,992.83

Name Adele M. Thomas Charitable Foundation, Inc.	Employer Identification Number 31-1704650
--	---

Asset Information:

Description of Property:	See attached schedule		
Date Acquired:		How Acquired:	
Date Sold:		Name of Buyer:	
Sales Price	147,152.	Cost or other basis (do not reduce by depreciation)	99,710.
Sales Expense:		Valuation Method:	
Total Gain (Loss):	47,442.	Accumulation Depreciation	

Description of Property:			
Date Acquired:		How Acquired:	
Date Sold:		Name of Buyer:	
Sales Price:		Cost or other basis (do not reduce by depreciation)	
Sales Expense:		Valuation Method:	
Total Gain (Loss):		Accumulation Depreciation:	

Description of Property:			
Date Acquired:		How Acquired:	
Date Sold:		Name of Buyer:	
Sales Price:		Cost or other basis (do not reduce by depreciation)	
Sales Expense:		Valuation Method:	
Total Gain (Loss):		Accumulation Depreciation:	

Description of Property:			
Date Acquired:		How Acquired:	
Date Sold:		Name of Buyer:	
Sales Price:		Cost or other basis (do not reduce by depreciation)	
Sales Expense:		Valuation Method:	
Total Gain (Loss):		Accumulation Depreciation:	

Description of Property:			
Date Acquired:		How Acquired:	
Date Sold:		Name of Buyer:	
Sales Price:		Cost or other basis (do not reduce by depreciation)	
Sales Expense:		Valuation Method:	
Total Gain (Loss):		Accumulation Depreciation:	

Description of Property:			
Date Acquired:		How Acquired:	
Date Sold:		Name of Buyer:	
Sales Price:		Cost or other basis (do not reduce by depreciation)	
Sales Expense:		Valuation Method:	
Total Gain (Loss):		Accumulation Depreciation:	

Description of Property:			
Date Acquired:		How Acquired:	
Date Sold:		Name of Buyer:	
Sales Price:		Cost or other basis (do not reduce by depreciation)	
Sales Expense:		Valuation Method:	
Total Gain (Loss):		Accumulation Depreciation:	

Description of Property:			
Date Acquired:		How Acquired:	
Date Sold:		Name of Buyer:	
Sales Price:		Cost or other basis (do not reduce by depreciation)	
Sales Expense:		Valuation Method:	
Total Gain (Loss):		Accumulation Depreciation:	

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
TREASURER OF VA	25.	25.		25.
Internal Revenue Service	5,515.	5,515.		5,515.
Total	<u>5,540.</u>	<u>5,540.</u>		<u>5,540.</u>

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
PROSERIES (SOFTWARE)	276.	276.		276.
Assn of Small Found	695.	695.		695.
PHIL INS COS (D&O)	1,704.	1,704.		1,704.
Total	<u>2,675.</u>	<u>2,675.</u>		<u>2,675.</u>

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Merrill Lynch	Statements	158.	158.		158.
Total		<u>158.</u>	<u>158.</u>		<u>158.</u>

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
See attached schedule--Merrill Lynch (individual)	764,108.	1,096,512.
E*Trade--See attached schedule	435,996.	569,265.
See attached schedule-Merrill Lynch (ETFs)	626,923.	1,199,609.
Total	<u>1,827,027.</u>	<u>2,865,386.</u>

Form 990-PF, Page 2, Part II, Line 13

L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
SEE ATTACHED SCHEDULE T.Rowe Price	1,106,461.	1,273,748.
SEE ATTACHED SCHEDULE E*TRADE FINANCIAL	446,605.	499,858.
Total	<u>1,553,066.</u>	<u>1,773,606.</u>

Form 990-PF, Page 2, Part II, Line 22

Other Liab Stmt

Line 22 - Other Liabilities:	Beginning Year Book Value	Ending Year Book Value
<u>Outstanding checks</u>	<u>27,700.</u>	<u>35,650.</u>
Total	<u>27,700.</u>	<u>35,650.</u>

Supporting Statement of:

Form 990-PF, p1/Line 22(a)

Description	Amount
ValueLine	995.
Total	<u>995.</u>

Supporting Statement of:

Form 990-PF, p2/Line 2(b)

Description	Amount
Merrill Lynch	106,039.
E*Trade	247,453.
Total	<u>353,492.</u>

Supporting Statement of:

Form 990-PF, p12/Line 4 Column (b)

Description	Amount
Merrill Lynch (interest)	114.
Merrill Lynch (dividends)	49,166.
E*Trade (interest)	85.
E*Trade (dividends)	31,651.
T. Rowe Price (dividends)	23,476.
Total	<u>104,492.</u>