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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012
Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation THE ANNETTE M LERNER AND THEODORE N LERNER FAMILY FOUNDATION INC		A Employer identification number 52-1528436	
Number and street (or P O box number if mail is not delivered to street address) 2000 TOWER OAKS BLVD EIGHTH FLOOR		B Telephone number (see instructions) (301) 284-6000	
City or town, state, and ZIP code ROCKVILLE, MD 208524208		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1,524,036		J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) <u> </u> (Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	3,000,000			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	3,842	3,842		
	4 Dividends and interest from securities.	13	13		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a _____				
	7 Capital gain net income (from Part IV , line 2)		0		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	3,003,855	3,855		
	13 Compensation of officers, directors, trustees, etc	15,049	0		15,049
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	900	450		450
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	230	115		115
	24 Total operating and administrative expenses. Add lines 13 through 23	16,179	565		15,614
	25 Contributions, gifts, grants paid	1,756,282			1,756,282
	26 Total expenses and disbursements. Add lines 24 and 25	1,772,461	565		1,771,896
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	1,231,394			
	b Net investment income (if negative, enter -0-)		3,290		
	c Adjusted net income (if negative, enter -0-)				

Part II

Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

Assets	1	Cash—non-interest-bearing	58,656	1,329,557	1,329,557
	2	Savings and temporary cash investments	800	800	800
	3	Accounts receivable ▶ _____ 14			
		Less allowance for doubtful accounts ▶ _____	3	14	14
	4	Pledges receivable ▶ _____ 83,480			
		Less allowance for doubtful accounts ▶ _____	98,000	83,480	83,480
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____			
		Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ _____			
	Less accumulated depreciation (attach schedule) ▶ _____				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)	135,183	110,185	110,185	
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)	292,642	1,524,036	1,524,036	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ ☐ 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	292,642	1,524,036	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	0	0	
	30	Total net assets or fund balances (see page 17 of the instructions)	292,642	1,524,036	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	292,642	1,524,036		

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	292,642
2	Enter amount from Part I, line 27a	2	1,231,394
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	1,524,036
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	1,524,036

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				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				
b				
c				
d				
e				
2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ 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 page 18 of 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	1,747,756	475,135	3 678441
2010	1,903,669	518,935	3 668415
2009	4,778,037	591,298	8 080590
2008	5,131,426	1,098,614	4 670818
2007	2,692,552	2,237,418	1 203419
2	Total of line 1, column (d).		2 21 301683
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years		3 4 260337
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.		4 477,166
5	Multiply line 4 by line 3.		5 2,032,888
6	Enter 1% of net investment income (1% of Part I, line 27b).		6 33
7	Add lines 5 and 6.		7 2,032,921
8	Enter qualifying distributions from Part XII, line 4.		8 1,771,896
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 VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	66
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3		Add lines 1 and 2.		3	66
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	66
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	5,507	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c		
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	5,507
8		Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	5,441
11		Enter the amount of line 10 to be Credited to 2013 estimated tax ☐ 5,441	Refunded ☐	11	0

Part VII-AStatements Regarding Activities

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?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ 0 (2) On foundation managers ☐ \$ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ MD			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶THE FOUNDATION Telephone no ▶(301) 284-6000 Located at ▶2000 TOWER OAKS BLVD EIGHTH FLOOR ROCKVILLE MD ZIP +4 ▶20852			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 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		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. ☐ Yes ☒ No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	1b		No
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		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?. ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	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 ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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))?

YesNo

(2)

Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

YesNo

(3)

Provide a grant to an individual for travel, study, or other similar purposes?

YesNo

(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).

YesNo

(5)

Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

YesNo

5b

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)?

YesNo

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?

YesNo

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?

YesNo

6b

Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

YesNo

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?

YesNo

7b

If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

YesNo

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
See Additional Data Table				

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.

0

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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.	0
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Part IX-A Summary of Direct Charitable Activities

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

1	N/A	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	
2	
All other program-related investments See page 24 of the instructions	
3 	0

Total. Add lines 1 through 3.	0
--	---

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	0
b	Average of monthly cash balances.	1b	281,559
c	Fair market value of all other assets (see instructions).	1c	202,873
d	Total (add lines 1a, b, and c).	1d	484,432
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	484,432
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	7,266
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	477,166
6	Minimum investment return. Enter 5% of line 5.	6	23,858

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	23,858
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	66
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	66
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	23,792
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	23,792
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	23,792

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	1,771,896
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	1,771,896
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	1,771,896
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				23,792
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.	2,601,929			
b From 2008.	5,085,895			
c From 2009.	4,748,570			
d From 2010.	1,877,740			
e From 2011.	1,724,097			
f Total of lines 3a through e.	16,038,231			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 1,771,896				
a Applied to 2011, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2012 distributable amount.				23,792
e Remaining amount distributed out of corpus	1,748,104			
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	17,786,335			
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 instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . .	2,601,929			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	15,184,406			
10 Analysis of line 9				
a Excess from 2008. . . .	5,085,895			
b Excess from 2009. . . .	4,748,570			
c Excess from 2010. . . .	1,877,740			
d Excess from 2011. . . .	1,724,097			
e Excess from 2012. . . .	1,748,104			

Part XIV

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

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling.

b

Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed.					
d	Amounts included in line 2c not used directly for active conduct of exempt activities.					
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c.					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

Part XV

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

1

Information Regarding Foundation Managers:

a

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

See Additional Data Table

b

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

2

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

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

a

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

b

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

c

Any submission deadlines

d

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

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 <i>Paid during the year</i> See Additional Data Table				
Total			3a	1,756,282
b <i>Approved for future payment</i> See Additional Data Table				
Total			3b	1,977,882

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2012)

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

[illegible]

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign
Here**

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

*****	2013-08-22	*****	May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No
Signature of officer or trustee	Date	Title	

May the IRS discuss this return with the preparer shown below (see instr. 7)? ☐ Yes ☒ No

**Paid
Preparer
Use
Only**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☒	PTIN P00642363
	SCOTT RIDDELL	SCOTT RIDDELL			
	Firm's name ☐	ERNST & YOUNG LLP		Firm's EIN ☐ 34-6565596	
		8484 WESTPARK DRIVE			
	Firm's address ☐	MCLEAN, VA 22102		Phone no (703) 747-1000	

Form 990PF Part VIII Line 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
MARLA L TANENBAUM	PRESIDENT & DIRECTOR 8 00	0	0	0
2000 TOWER OAKS BOULEVARD EIGHTH FLOOR ROCKVILLE,MD 20852				
MARK D LERNER	V PRES & DIRECTOR 2 00	0	0	0
2000 TOWER OAKS BOULEVARD EIGHTH FLOOR ROCKVILLE,MD 20852				
DEBRA L COHEN	SEC & DIRECTOR 1 00	0	0	0
2000 TOWER OAKS BOULEVARD EIGHTH FLOOR ROCKVILLE,MD 20852				
ANNETTE M LERNER	TREAS & DIRECTOR 1 00	0	0	0
2000 TOWER OAKS BOULEVARD EIGHTH FLOOR ROCKVILLE,MD 20852				
THEODORE N LERNER	DIRECTOR 1 00	15,049	0	0
2000 TOWER OAKS BOULEVARD EIGHTH FLOOR ROCKVILLE,MD 20852				

Form 990PF Part XV Line 1a - List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000).

MARLA L TANENBAUM
MARK D LERNER
DEBRA L COHEN
ANNETTE M LERNER
THEODORE N LERNER

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
ADVENTURE THEATRE 7300 MACARTHUR BLVD GLEN ECHO,MD 20812		501(C)(3)	UNRESTRICTED	500
AMERICAN COMMITTEE FOR THE WEIZMANN INSTITUTE OF SCIENCE 633 THIRD AVE NEW YORK,NY 10017		501(C)(3)	UNRESTRICTED	340,000
ANTI DEFAMATION LEAGUE 605 THIRD AVENUE NEW YORK,NY 101583560		501(C)(3)	UNRESTRICTED	16,900
AUTISM SPEAKS 1990 K ST NW WASHINGTON,DC 20006		501(C)(3)	UNRESTRICTED	9,600
BBYO INC 2020 K STREET WASHINGTON,DC 20006		501(C)(3)	UNRESTRICTED	1,000
BE THE CHANGE INC 1012 14TH STREET NW SUITE 915 WASHINGTON,DC 20005		501(C)(3)	UNRESTRICTED	500
BOY SCOUTS OF AMERICA NATIONAL CAPITAL COUNCIL 9190 ROCKVILLE PIKE BETHESDA,MD 20814		501(C)(3)	UNRESTRICTED	8,720
CHABAD SERVING NYU 27 WASHINGTON SQUARE NEW YORK,NY 100115126		501(C)(3)	UNRESTRICTED	10,000
CHARLES E SMITH JEWISH DAY SCHOOL 1901 EAST JEFFERSON STREET ROCKVILLE,MD 20852		501(C)(3)	UNRESTRICTED	50,000
COA YOUTH & FAMILY CENTERS 909 E NORTH AVENUE MILWAUKEE,WI 53212		501(C)(3)	UNRESTRICTED	2,500
CONGRESSIONAL AWARD 379 FORD HOUSE OFFICE BLDG WASHINGTON,DC 20515		501(C)(3)	UNRESTRICTED	2,000
COVENANT HOUSE WASHINGTON 1029 VERMONT AVE NW SUITE 400 WASHINGTON,DC 20005		501(C)(3)	UNRESTRICTED	5,000
CYSTIC FIBROSIS FOUNDATION 6931 ARLINGTON ROAD BETHESDA,MD 20814		501(C)(3)	UNRESTRICTED	10,000
DC COLLEGE ACCESS PROGRAM 1029 VERMONT AVE NW SUITE 400 WASHINGTON,DC 20005		501(C)(3)	UNRESTRICTED	7,150
ELLA'S KIDS INC 610 RHODE ISLAND AVE NE WASHINGTON,DC 20002		501(C)(3)	UNRESTRICTED	2,500

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
FIGHT FOR CHILDREN INC 1726 M STREET STE 202 NW WASHINGTON,DC 20036		501(C)(3)	UNRESTRICTED	6,000
FIRST CANDLE 1314 BEDFORD AVE SUITE 210 BALTIMORE,MD 21208		501(C)(3)	UNRESTRICTED	500
FOOD & FRIENDS 219 RIGGS ROAD NE WASHINGTON,DC 20011		501(C)(3)	UNRESTRICTED	15,000
FRIENDS OF CHOICE IN URBAN SCHOOLS 1436 U ST NW 204 WASHINGTON,DC 20009		501(C)(3)	UNRESTRICTED	1,000
GEORGETOWN DAY SCHOOL 4530 MACARTHUR BLVD NW WASHINGTON,DC 200074297		501(C)(3)	UNRESTRICTED	50,000
GIRL SCOUTS OF THE NATION'S CAPITAL 4301 CONNECTICUT AVE NW WASHINGTON,DC 20008		501(C)(3)	UNRESTRICTED	9,997
GRAND CANYON TRUST 2601 N FORT VALLEY ROAD FLAGSTAFF,AZ 86001		501(C)(3)	UNRESTRICTED	10,000
HAYDEN'S JOURNEY OF INSPIRATION 9513 BULLS RUN PARKWAY BETHESDA,MD 20817		501(C)(3)	UNRESTRICTED	250
HEBREW HOME OF GREATER WASHINGTON 6121 MONTROSE ROAD ROCKVILLE,MD 20852		501(C)(3)	UNRESTRICTED	5,000
HEIFETZ INTERNATIONAL MUSIC INSTITUTE 3225-A CORPORATE CT ELLICOTT CITY,MD 21042		501(C)(3)	UNRESTRICTED	11,200
HIGHER ACHIEVEMENT 317 8TH STREET NE WASHINGTON,DC 20002		501(C)(3)	UNRESTRICTED	24,871
HILLEL AT GEORGE WASHINGTON UNIVERSITY 2300 H STREET NW WASHINGTON,DC 20037		501(C)(3)	UNRESTRICTED	10,000
HUMAN RIGHTS FIRST 100 MARYLAND AVENUE NE SUITE 500 WASHINGTON,DC 20002		501(C)(3)	UNRESTRICTED	2,500
IMAGINATION STAGE INC 4908 AUBURN AVENUE BETHESDA,MD 20814		501(C)(3)	UNRESTRICTED	19,490
JAN'S TUTORING HOUSE 1529 PENNSYLVANIA AVE SE WASHINGTON,DC 20003		501(C)(3)	UNRESTRICTED	1,000

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
JEWISH COALITION AGAINST DOMESTIC ABUSE 6106 MONTROSE ROAD ROCKVILLE,MD 20852		501(C)(3)	UNRESTRICTED	10,000
JEWISH COMMUNITY CENTER OF GREATER WASHINGTON 6125 MONTROSE ROAD ROCKVILLE,MD 20852		501(C)(3)	UNRESTRICTED	14,850
JEWISH FEDERATION OF GREATER WASHINGTON 6101 MONTROSE ROAD ROCKVILLE,MD 20852		501(C)(3)	UNRESTRICTED	237,000
JEWISH FEDERATION OF PALM SPRINGS AND DESERT AREA 69-930 HIGHWAY 111 SUITE 204 RANCHO MIRAGE,CA 92270		501(C)(3)	UNRESTRICTED	5,000
JEWISH FOUNDATION FOR GROUP HOMES INC 6010 EXECUTIVE BLVD STE 800 ROCKVILLE,MD 20852		501(C)(3)	UNRESTRICTED	7,190
JEWISH HISTORICAL SOCIETY OF GREATER WASHINGTON 234 GRAND BLVD SCARSDALE,NY 10583		501(C)(3)	UNRESTRICTED	1,800
JEWISH SOCIAL SERVICE AGENCY 200 WOOD HILL RD ROCKVILLE,MD 20850		501(C)(3)	UNRESTRICTED	6,500
JEWISH YOUTH PHILANTHROPY INSTITUTE 6101 MONTROSE ROAD STE 202 ROCKVILLE,MD 20852		501(C)(3)	UNRESTRICTED	5,000
JOHN THEURER CANCER CENTER 360 ESSEX STREET SUITE 301 HACKENSACK,NJ 07601		501(C)(3)	UNRESTRICTED	250
JOSHUA M FREEMAN FOUNDATION 36097 SAND COVE ROAD SELBYVILLE,DE 19975		501(C)(3)	UNRESTRICTED	500
JUVENILE DIABETES RESARCH FOUNDATION 1311 MAMARONECK AVE SUITE 310 WHITE PLAINS,NY 10605		501(C)(3)	UNRESTRICTED	7,180
KELLNER FAMILY PEDIATRIC LIVER DISEASE FOUNDATION 234 GRAND BOULEVARD SCARSDALE,NY 10583		501(C)(3)	UNRESTRICTED	1,000
KIDS IN NEED DISTRIBUTORS 4825 BETHESDA AVENUE SUITE 306 BETHESDA,MD 20814		501(C)(3)	UNRESTRICTED	900
KOBY MANDELL FOUNDATION INC 7801 NORFOLK AVE SUITE T4 BETHESDA,MD 20814		501(C)(3)	UNRESTRICTED	20,000
KRIEGER SCHECHTER DAY SCHOOL 8100 STEVENSON ROAD BALTIMORE,MD 21208		501(C)(3)	UNRESTRICTED	500

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
LUNGEVITY FOUNDATION 435 NORTH LASALLE ST SUITE 310 CHICAGO,IL 60654		501(C)(3)	UNRESTRICTED	3,630
MARY'S CENTER 2333 ONTARIO ROAD NW WASHINGTON,DC 20009		501(C)(3)	UNRESTRICTED	16,666
MID-ATLANTIC INNOCENCE PROJECT 4801 MASSACHUSETTS AVE NW WASHINGTON,DC 20016		501(C)(3)	UNRESTRICTED	1,403
MIRACLE LEAGUE OF MONTGOMERY COUNTY MD INC PO BOX 341712 BETHESDA,MD 20827		501(C)(3)	UNRESTRICTED	86,000
NATIONAL MUSEUM OF AMERICAN JEWISH HISTORY 101 SOUTH INDEPENDENCE MALL EAST PHILADELPHIA,PA 19106		501(C)(3)	UNRESTRICTED	14,286
NEW YORK UNIVERSITY 726 BROADWAY 2ND FLOOR NEW YORK,NY 100039580		501(C)(3)	UNRESTRICTED	100,000
PALM SPRINGS ART MUSEUM 72567 HWY 111 PALM SPRINGS,CA 92260		501(C)(3)	UNRESTRICTED	18,083
PALM SPRINGS FRIENDS OF PHILHARMONIC PO BOX 12770 PALM DESERT,CA 922552770		501(C)(3)	UNRESTRICTED	2,080
SEEDS OF PEACE 370 LEXINGTON AVE SUITE 2103 NEW YORK,NY 10017		501(C)(3)	UNRESTRICTED	11,900
SHACHARS PLAYGROUND FOUNDATION 12505 PARK POTOMAC AVE 6TH FL POTOMAC,MD 20854		501(C)(3)	UNRESTRICTED	500
SIGNATURE THEATRE 480 WEST 42ND STREET NEW YORK,NY 10036		501(C)(3)	UNRESTRICTED	2,000
SIXTH AND I HISTORIC SYNAGOGUE 600 I STREET NW WASHINGTON,DC 20001		501(C)(3)	UNRESTRICTED	27,500
SPORTS LEGACY INSTITUTE 230 THIRD AVENUE WALTHAM,MA 02451		501(C)(3)	UNRESTRICTED	2,100
SULAM INC 13300 ARCTIC AVE ROCKVILLE,MD 20853		501(C)(3)	UNRESTRICTED	5,000
TAMID ISRAEL INVESTMENT GROUP 800 8TH ST NW WASHINGTON,DC 20001		501(C)(3)	UNRESTRICTED	2,000

Form 990PF Part XV Line 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				
THE ALS ASSOCIATION 1275 K STREET NW SUITE 1050 WASHINGTON,DC 20005		501(C)(3)	UNRESTRICTED	1,000
THE COMMUNITY FOUNDATION FOR THE NATIONAL CAPITAL REGION 1201 15TH STREET NW SUITE 420 WASHINGTON,DC 20005		501(C)(3)	UNRESTRICTED	10,000
THE ELLINGTON FUND 3500 R STREET NW WASHINGTON,DC 20007		501(C)(3)	UNRESTRICTED	5,000
THE FISHER CENTER FOR ALZHEIMER'S WEST 46TH STREET 12TH AVENUE NEWYORK,NY 10036		501(C)(3)	UNRESTRICTED	250
THE JOHN F KENNEDY CENTER 2700 F ST NW WASHINGTON,DC 20566		501(C)(3)	UNRESTRICTED	50,000
UNITED STATES HOLOCAUST MEMORIAL MUSEUM 100 RAOUL WALLENBERG PLACE SW WASHINGTON,DC 20024		501(C)(3)	UNRESTRICTED	1,000
UNIVERSITY OF PENNSYLVANIA 433 FRANKLIN BUILDING PHILADELPHIA,PA 19104		501(C)(3)	UNRESTRICTED	350,000
VASSSAR COLLEGE 124 RAYMOND AVE POUGHKEEPSIE,NY 12604		501(C)(3)	UNRESTRICTED	26,016
WM BURKE FOUNDATION 785 MAMARONECK AVENUE BILLINGS BUILDING 2ND FL WHITE PLAINS,NY 10605		501(C)(3)	UNRESTRICTED	750
WASHINGTON AREA WOMEN'S FOUNDATION 1331 H STREET NW SUITE 1000 WASHINGTON,DC 20005		501(C)(3)	UNRESTRICTED	1,000
WASHINGTON DC JCC 1529 16TH STREET NW WASHINGTON,DC 20036		501(C)(3)	UNRESTRICTED	11,990
WASHINGTON NATIONALS DREAM FOUNDATION 1500 SOUTH CAPITOL STREET SE WASHINGTON,DC 20003		501(C)(3)	UNRESTRICTED	44,600
WASHINGTON TENNIS & EDUCATION 16TH KENNEDY STS NW WASHINGTON,DC 20011		501(C)(3)	UNRESTRICTED	3,000
YESHIVA OF GREATER WASHINGTON 1216 ARCOLA AVENUE SILVER SPRING,MD 20910		501(C)(3)	UNRESTRICTED	1,000
YOUTH LEADERSHIP FOUNDATION 5034 WISCONSIN AVE NW SUITE 250 WASHINGTON,DC 20016		501(C)(3)	UNRESTRICTED	6,680
Total  3a				1,756,282

Form 990PF Part XV Line 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)				
b <i>Approved for future payment</i>				
AMERICAN COMMITTEE FOR THE WEIZMANN INSTITUTE OF SCIENCE 633 THIRD AVENUE NEW YORK,NY 10017		501(C)(3)	BUILDING PROGRAM	1,360,000
CHABAD SERVING NYU27 WASHINGTON SQUARE NEW YORK,NY 10011		501(C)(3)	PROVIDING JEWISH STUDENT LIFE	20,000
GEORGETOWN DAY SCHOOL4530 MACARTHUR BLVD NW WASHINGTON,DC 200074297		501(C)(3)	ENDOWMENT FUND/BUILDING RENOVATIONS	200,000
JEWISH YOUTH PHILANTHROPY INSTITUTE6101 MONTROSE ROAD STE 202 ROCKVILLE,MD 20852		501(C)(3)	HELPING JEWISH WOMEN AND CHILDREN VICTIMS WITH BASIC SERVICE	2,500
MARY'S CENTER2333 ONTARIO ROAD NW WASHINGTON,DC 20009		501(C)(3)	BUILD BETTER FUTURE THROUGH THE DELIVERY OF HEALTH CARE, EDUCATION AND SOCIAL SERVICES	33,334
MIRACLE LEAGUE OF MONTGOMERY COUNTY MD INCPO BOX 341712 BETHESDA,MD 20827		501(C)(3)	CONSTRUCTION OF BASEBALL FIELD	258,000
NATIONAL MUSEUM OF AMERICAN JEWISH HISTORY101 SOUTH INDEPENDENCE MALL EAST PHILADELPHIA,PA 19106		501(C)(3)	EDUCATIONAL AND CULTURAL MISSIONS	85,714
PALM SPRINGS ART MUSEUM IN PALM DESERT101 MUSEUM DRIVE PALM DESERT,CA 92263		501(C)(3)	DEVELOP AND EXPAND ART ACTIVITIES AND ACQUISITIONS	8,334
PALM SPRINGS ART MUSEUM IN PALM DESERT72567 HWY 111 PALM DESERT,CA 92260		501(C)(3)	ART EDUCATION	10,000
Total  3b				1,977,882

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization THE ANNETTE M LERNER AND THEODORE N LERNER FAMILY FOUNDATION INC	Employer identification number 52-1528436
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Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)() (enter number) organization ☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation ☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation ☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

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

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

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

THE ANNETTE M LERNER AND THEODORE N
LERNER FAMILY FOUNDATION INC

52-1528436

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ANNETTE AND THEODORE LERNER 7700 ROCTON AVENUE CHEVY CHASE, MD 20815	\$ 3,000,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization THE ANNETTE M LERNER AND THEODORE N LERNER FAMILY FOUNDATION INC	Employer identification number 52-1528436
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Part II	Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed		
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____

Name of organization THE ANNETTE M LERNER AND THEODORE N LERNER FAMILY FOUNDATION INC	Employer identification number 52-1528436
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Part III

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

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

Use duplicate copies of Part III if additional space is needed

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

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

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

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

TY 2012 Accounting Fees Schedule

Name: THE ANNETTE M LERNER AND THEODORE N
LERNER FAMILY FOUNDATION INC

EIN: 52-1528436

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	900	450		450

**TY 2012 All Other Program
Related Investments Schedule**

Name: THE ANNETTE M LERNER AND THEODORE N
LERNER FAMILY FOUNDATION INC

EIN: 52-1528436

Category	Amount
N/A	0

TY 2012 Investments - Other Schedule

Name: THE ANNETTE M LERNER AND THEODORE N
LERNER FAMILY FOUNDATION INC

EIN: 52-1528436

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
BANC OF AMERICA SECURITIES	AT COST	185	185
ISRAEL BONDS	AT COST	110,000	110,000

TY 2012 Other Expenses Schedule

Name: THE ANNETTE M LERNER AND THEODORE N
LERNER FAMILY FOUNDATION INC
EIN: 52-1528436

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OFFICE EXPENSES	230	115		115