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

2012

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

THE PHASE FOUNDATION
2 EXECUTIVE PARK CT
GERMANTOWN, MD 20874A Employer identification number
52-1611434B Telephone number (see the instructions)
(301) 540-0424G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name changeH Check type of organization. ☐ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☒ Other taxable private foundationI Fair market value of all assets at end of year
(from Part II, column (c), line 16)
\$ 5,621,974.J Accounting method ☐ Cash ☒ Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis)C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐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 ☐

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)

2 Ck ☒ if the foundn is not req to att Sch B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

5a Gross rents

b Net rental income or (loss)

6a Net gain/(loss) from sale of assets not on line 10

b Gross sales price for all assets on line 6a 348,295.

7 Capital gain net income (from Part IV, line 2)

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

13 Compensation of officers, directors, trustees, etc

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees (attach schedule)

b Accounting fees (attach sch) SEE STATEMENT 1

c Other prof fees (attach sch)

17 Interest SEE STATEMENT 2

18 Taxes (attach schedule) (see instrs)

19 Depreciation (attach sch) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule)

24 Total operating and administrative expenses. Add lines 13 through 23

25 Contributions, gifts, grants paid. PART XV

26 Total expenses and disbursements. Add lines 24 and 25

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter -0-)

c Adjusted net income (if negative, enter -0-)

SCANNED MAY 21 2013

REVENUE
ADMINISTRATIVE
AND
EXPENSES

4

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	14,755.	12,669.	12,669.
	2	Savings and temporary cash investments.			
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶	2,500.		
	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) STATEMENT 4	5,158,516.	4,861,000.	5,115,807.
		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) STATEMENT 5	409,090.	489,397.	489,397.
14		Land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
15		Other assets (describe ▶ SEE STATEMENT 6)	4,101.	4,101.	4,101.
16		Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)	5,588,962.	5,367,167.	5,621,974.
17		Accounts payable and accrued expenses	350,000.	302,500.	
18		Grants payable			
NET ASSETS OR FUND BALANCES	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	350,000.	302,500.	
		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>			
27	Capital stock, trust principal, or current funds				
28	Paid-in or capital surplus, or land, building, and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds	5,238,962.	5,064,667.		
30	Total net assets or fund balances (see instructions)	5,238,962.	5,064,667.		
31	Total liabilities and net assets/fund balances (see instructions)	5,588,962.	5,367,167.		

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	5,238,962.
2	Enter amount from Part I, line 27a	2	-190,875.
3	Other increases not included in line 2 (itemize) . ▶ SEE STATEMENT 7	3	16,580.
4	Add lines 1, 2, and 3	4	5,064,667.
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	5,064,667.

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 STATEMENT 8				
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			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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			
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	73,079.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):	<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	0.

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	390,280.	5,519,279.	0.070712
2010	95,206.	1,705,357.	0.055828
2009	95,730.	1,417,971.	0.067512
2008	121,090.	1,698,263.	0.071302
2007	133,934.	2,154,875.	0.062154

2 Total of line 1, column (d)	2	0.327508
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	0.065502
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	5,496,474.
5 Multiply line 4 by line 3	5	360,030.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,812.
7 Add lines 5 and 6	7	361,842.
8 Enter qualifying distributions from Part XII, line 4	8	372,086.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	1,812.
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	1,812.
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	1,812.
6 Credits/Payments:			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	2,000.	
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	2,000.	
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	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	188.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax 188. Refunded	11	0.	

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)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		X
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 \$ 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? <i>If 'Yes,' attach a detailed description of the activities.</i>		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? <i>If 'Yes,' attach a conformed copy of the changes.</i>		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?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T.</i>		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? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a 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? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		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>CATHERINE HEKIMIAN</u> Telephone no <u>(301) 540-0424</u> Located at <u>2 EXECUTIVE PARK CT GERMANTOWN MD</u> ZIP + 4 <u>20874</u>			
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 <u>N/A</u>	15		N/A
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	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	N/A
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__ , 20__ , 20__ , 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	N/A
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__ , 20__ , 20__ , 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	N/A
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 N/A

Organizations relying on a current notice regarding disaster assistance check here

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

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

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

6 b X

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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
SEE STATEMENT 9		17,218.	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

☐

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

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

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

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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	5,562,364.
b	Average of monthly cash balances	1 b	13,712.
c	Fair market value of all other assets (see instructions)	1 c	4,101.
d	Total (add lines 1a, b, and c)	1 d	5,580,177.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	5,580,177.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	83,703.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,496,474.
6	Minimum investment return. Enter 5% of line 5	6	274,824.

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	274,824.
2a	Tax on investment income for 2012 from Part VI, line 5	2 a	1,812.
b	Income tax for 2012 (This does not include the tax from Part VI)	2 b	
c	Add lines 2a and 2b	2 c	1,812.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	273,012.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	273,012.
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	273,012.

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	372,086.
b	Program-related investments — total from Part IX-B	1 b	
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	372,086.
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	1,812.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	370,274.

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				273,012.
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	31,142.			
b From 2008	37,761.			
c From 2009	26,121.			
d From 2010	11,419.			
e From 2011	118,006.			
f Total of lines 3a through e	224,449.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 372,086.				
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				273,012.
e Remaining amount distributed out of corpus	99,074.			
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	323,523.			
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)	31,142.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	292,381.			
10 Analysis of line 9:				
a Excess from 2008	37,761.			
b Excess from 2009	26,121.			
c Excess from 2010	11,419.			
d Excess from 2011	118,006.			
e Excess from 2012	99,074.			

BAA

Form 990-PF (2012)

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

N/A

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

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

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

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 foundation had \$5,000 or more in assets at any time during the year — see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

- a** The name, address, and telephone number or e-mail of the person to whom applications should be addressed

SEE STATEMENT 9

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

SEE STATEMENT FOR LINE 2A

- c** Any submission deadlines

SEE STATEMENT FOR LINE 2A

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

SEE STATEMENT FOR LINE 2A

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SEE STATEMENT 11				
Total			3 a	325,000.
b Approved for future payment				
Total			3 b	

Part XVI-A Analysis of Income-Producing Activities

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			14	1,213.	
4	Dividends and interest from securities			14	148,794.	
5	Net rental income or (loss) from real estate.					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	73,079.	
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)				223,086.	
13	Total. Add line 12, columns (b), (d), and (e)				13	223,086.

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

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

[illegible]

THE PHASE FOUNDATION

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STATEMENT 1
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEE	\$ 3,500.			\$ 3,500.
TOTAL	\$ 3,500.	\$ 0.	\$ 0.	\$ 3,500.

STATEMENT 2
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX BASED ON INVESTMENT INCOME	\$ 2,245.			\$ 2,245.
TOTAL	\$ 2,245.	\$ 0.	\$ 0.	\$ 2,245.

STATEMENT 3
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	\$ 29,502.	\$ 29,502.	\$ 29,502.	
OFFICE EXPENSE	136.			\$ 136.
TOTAL	\$ 29,638.	\$ 29,502.	\$ 29,502.	\$ 136.

STATEMENT 4
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
LPL FINANCIAL MUTUAL FUNDS	COST	\$ 4,861,000.	\$ 5,115,807.
TOTAL		\$ 4,861,000.	\$ 5,115,807.

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STATEMENT 5
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
<u>OTHER INVESTMENTS</u>			
KENSINGTON REALTY INCOME FUND LP	COST	\$ 194,864.	\$ 194,864.
CONDOR PARTNERS LP	COST	294,533.	294,533.
	TOTAL	<u>\$ 489,397.</u>	<u>\$ 489,397.</u>

STATEMENT 6
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

	BOOK VALUE	FAIR MARKET VALUE
SECURITY DEPOSIT	\$ 4,101.	\$ 4,101.
	TOTAL	<u>\$ 4,101.</u>

STATEMENT 7
FORM 990-PF, PART III, LINE 3
OTHER INCREASES

NET UNREALIZED GAINS OR LOSSES ON INVESTMENTS	\$ 16,580.
TOTAL	<u>\$ 16,580.</u>

STATEMENT 8
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITF	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE DISPOSED				
1				L2				
2				L2				
3				L2				
4				L2				
5				JS				
6				JS				
6	CAPITAL GAIN DIVIDENDS							
ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
1	0.		12,802.	-12,802.				\$ -12,802.
2	41,938.		0.	41,938.				41,938.
3	0.		260.	-260.				-260.
4	11,614.		0.	11,614.				11,614.
5	39,278.		0.	39,278.				39,278.
6	255,465.		262,154.	-6,689.				-6,689.
							TOTAL	<u>\$ 73,079.</u>

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STATEMENT 9

FORM 990-PF, PART VIII, LINE 1

LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
CATHERINE L. HEKIMIAN 2 EXECUTIVE PARK CT GERMANTOWN, MD 20874	TRUSTEE/ 15.00 ADMINISTRATOR	\$ 17,218.	\$ 0.	\$ 0.
JOAN E. HEKIMIAN 2 EXECUTIVE PARK CT GERMANTOWN, MD 20874	TRUSTEE 0	0.	0.	0.
CHRISTOPHER HEKIMIAN 2 EXECUTIVE PARK CT GERMANTOWN, MD 20874	TRUSTEE 0	0.	0.	0.
ALLISON H. SITAR 2 EXECUTIVE PARK CT GERMANTOWN, MD 20874	TRUSTEE 0	0.	0.	0.
A. MARK KNECHTEL 2 EXECUTIVE PARK CT GERMANTOWN, MD 20874	TRUSTEE 0	0.	0.	0.
TOTAL		\$ 17,218.	\$ 0.	\$ 0.

STATEMENT 10

FORM 990-PF, PART XV, LINE 2A-D

APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM:	THE PHASE FOUNDATION
NAME:	
CARE OF:	
STREET ADDRESS:	2 EXECUTIVE PARK CT
CITY, STATE, ZIP CODE:	GERMANTOWN, MD 20874
TELEPHONE:	(301) 540-0424
E-MAIL ADDRESS:	
FORM AND CONTENT:	CURRENT FINANCIAL INFORMATION AND SUMMARY OF CHARITABLE PURPOSE
SUBMISSION DEADLINES:	NONE
RESTRICTIONS ON AWARDS:	NONE

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STATEMENT 11
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
ALZHEIMER'S ASSOCIATION 3701 PENDER DRIVE, SUITE 400 FAIRFAX, VA 22030		N/A	TO SUPPORT EDUCATION PROGRAM FOR THOSE DIAGNOSED WITH ALZHEIMER'S DISEASE, THEIR FAMILIES AND CAREGIVERS	\$ 10,000.
AMERICAN RED CROSS DISASTER RELIEF FUND P.O. BOX 97089 WASHINGTON, DC 20090		N/A	TO HELP PEOPLE AFFECTED BY DISASTERS WITH BASIC NEEDS	25,000.
AMERICAN RED CROSS 8550 ARLINGTON BLVD FAIRFAX, VA 22031		N/A	TO HELP FUND LOCAL EMERGENCY SERVICES SUCH AS TEMPORARY SHELTER, FOOD, MEDICAL SUPPLIES	5,000.
B&O RAILROAD MUSEUM 901 WEST PRATT STREET BALTIMORE, MD 21223		N/A	TO SUPPORT THE "CHOO CHOO BLUE ON THE ROAD" LITERACY OUTREACH PROGRAM	7,000.
CALVARY WOMEN'S SERVICES 1217 GOOD HOPE ROAD, SE WASHINGTON, DC 20020		N/A	TO SUPPORT PROGRAMS FOR HOMELESS WOMEN IN DC WITH SAFE HOUSING, CASE MANAGEMENT, MEALS	5,000.
CASEY CARES FOUNDATION 3918 VERO RD., SUITE C BALTIMORE, MD 21227		N/A	TO SUPPORT THE "FAMILY FESTIVITIES" PROGRAM, PROVIDING TICKETS TO EVENTS FOR CRITICALLY ILL CHILDREN AND THEIR FAMILIES	5,000.

THE PHASE FOUNDATION

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STATEMENT 11 (CONTINUED)
 FORM 990-PF, PART XV, LINE 3A
 RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
CHESAPEAKE-POTOMAC SPINA BIFIDA ASSOC P.O. BOX 1750 ANNAPOLIS, MD 21404		N/A	TO PROVIDE FINANCIAL ASSISTANCE TO INDIVIDUALS WITH SPINA BIFIDA FOR UNCOVERED MEDICAL EXPENSES	\$ 5,000.
COLONIAL WILLIAMSBURG FOUNDATION 301 1ST STREET WILLIAMSBURG, VA 23187		N/A	TO SUPPORT THE CONSERVATION OF ANIMALS OF THE "RARE BREEDS" PROGRAM	10,000.
COMPUTER CORE 3846 KING ST ALEXANDRIA, VA 22302		N/A	TO PAY FOR REBUILDING OF COMPUTERS TO BE USED IN COMPUTER TRAINING CLASSES FOR LOW-INCOME INDIVIDUALS	5,000.
EASTERN WOMEN'S BASEBALL CONFERENCE 5954 BENT WILLOW DRIVE ALEXANDRIA, VA 22310		N/A	TO PAY FOR FIELD FEES, EQUIPMENT, UMPIRES FOR ONLY WOMEN'S HARDBALL LEAGUE IN MID-ATLANTIC REGION	3,000.
EMMAUS SERVICES FOR THE AGING 1426 9TH ST. NW WASHINGTON, DC 20001		N/A	TO SUPPORT HEALTH SCREENINGS AND EDUCATION WORKSHOPS FOR LOW-INCOME SENIOR CITIZENS	5,000.
FOR LOVE OF CHILDREN 1763 COLUMBIA RD. NW WASHINGTON, DC 20009		N/A	TO COVER THE COST OF COLLEGE APPLICATIONS FEES AND SAT PREPARATION MATERIALS FOR UP TO 80 HIGH SCHOOL STUDENTS	5,000.

THE PHASE FOUNDATION

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STATEMENT 11 (CONTINUED)
 FORM 990-PF, PART XV, LINE 3A
 RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
FRANCISCAN CENTER 101 W. 23RD ST BALTIMORE, MD 21218		N/A	TO SUPPORT TWO SEMESTERS OF G.E.D. INSTRUCTION FOR EDUCATIONALLY DISADVANTAGED CLIENTS	\$ 5,000.
GLENWOOD ACADEMY 500 WEST 187TH ST GLENWOOD, IL 60425		N/A	TO PURCHASE THE TERRA NOVA 3RD EDITION ACHIEVEMENT TESTING PROGRAM	5,000.
GUIDE PROGRAM 8643 CHERRY LANE LAUREL, MD 20707		N/A	SUPPORTS FACILITIES ENERGY RETROFIT PROJECT BY FUNDING PURCHASE OF HIGH EFFICIENCY APPLIANCES AND MECHANICAL SYSTEMS	5,000.
HOPE AND A HOME 1439 R ST., NW WASHINGTON, DC 20009		N/A	TO HELP FUND REHABILITATION OF FOUR TRANSITIONAL HOUSING UNITS	5,000.
HOPE HOUSE P.O. BOX 60682 WASHINGTON, DC 20039		N/A	TO BUY BOOKS AND TAPES FOR THE FATHER TO CHILD READING PROGRAM	10,000.
HOUSING UNLIMITED, INC. 1398 LAMBERTON DRIVE, SUITE G1 SILVER SPRING, MD 20902		N/A	FOR ADMINISTRATION OF "TENANT EMPOWERMENT PROGRAM"	10,000.
INTERNATIONAL FUND FOR ANIMAL WELFARE 290 SUMMER ST YARMOUTH PORT, MA 02675		N/A	TO FUND EFFORTS TO SAVE ANIMALS FROM CRUELTY AND EXPLOITATION	5,000.

THE PHASE FOUNDATION

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STATEMENT 11 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
JUBILEE ASSOCIATION OF MARYLAND 10408 MONTGOMERY AVE KENSINGTON, MD 20895		N/A	TO PAY FOR CLINICAL CONSULTANT TO HELP WITH PROGRAMS FOR AUTISM SUFFERERS	\$ 5,000.
KENNEDY KRIEGER INSTITUTE 707 NORTH BROADWAY BALTIMORE, MD 21205		N/A	TO BUY EQUIPMENT FOR "IMPROVING ACADEMICS THROUGH AEROBIC EXERCISE" PROJECT TO BENEFIT AUTISTIC STUDENTS	5,000.
LEUKEMIA AND LYMPHOMA SOCIETY INC. 5845 RICHMOND HWY., SUITE 800 ALEXANDRIA, VA 22303		N/A	TO FUND CUTTING-EDGE BLOOD CANCER RESEARCH PROJECTS	10,000.
LIGHT HOUSE INC. (HOMELESS SHELTER) 10 HUDSON ST ANNAPOLIS, MD 21401		N/A	TO PURCHASE BASIC MEDICAL SUPPLIES AND PROVIDE PRESCRIPTION ASSISTANCE FOR HOMELESS PERSONS	5,000.
MARYLAND ZOO IN BALTIMORE 1876 MANSION HOUSE DRIVE BALTIMORE, MD 21217		N/A	TO FUND SIX INTERACTIVE STATIONS FOR ZOO'S MAIN EDUCATION CENTER	10,000.
MONTGOMERY COLLEGE FOUNDATION 40 WEST GUDE DRIVE, SUITE 220 ROCKVILLE, MD 20850		N/A	\$5,000 FOR AN ENGINEERING SCHOLARSHIP; \$5,000 FOR ENGINEERING PROGRAM FUND	10,000.
MOUNT ST. MARY'S UNIVERSITY 16300 OLD EMMITSBURG ROAD EMMITSBURG, MD 21727		N/A	TO ASSIST WITH DESIGN AND PURCHASE OF RENEWABLE ENERGY EDUCATIONAL EXHIBITS	5,000.

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STATEMENT 11 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
NATIONAL AQUARIUM IN BALTIMORE 501 EAST PRATT STREET BALTIMORE, MD 21202		N/A	TO SUPPORT "CHESAPEAKE BAY INITIATIVE" THAT RESTORES WETLANDS AND EDUCATES STUDENTS	\$ 5,000.
NATIONAL FOUNDATION FOR CANCER RESEARCH 4600 EAST-WEST HIGHWAY, SUITE 525 BETHESDA, MD 20814		N/A	TO SUPPORT NANOTECHNOLOGY-B ASED RESEARCH INTO EFFECTIVE TREATMENTS FOR BREAST AND OVARIAN CANCER	10,000.
NATURE CONSERVANCY OF MD/DC 5410 GROSVENOR LANE, SUITE 100 BETHESDA, MD 20814		N/A	TO FUND AQUATIC HABITAT RESTORATION EFFORTS IN THE CHESAPEAKE BAY WATERSHED	6,000.
NOYES CHILDREN'S LIBRARY FOUNDATION 10237 CARROLL PLACE KENSINGTON, MD 20895		N/A	TO FUND CONSTRUCTION OF ELEVATOR TOWER TO MAKE LIBRARY'S SECOND LEVEL HANDICAP ACCESSIBLE	15,000.
PARTNER FOR SURGERY 6804 MELROSE DRIVE MCLEAN, VA 22101		N/A	TO FUND EDUCATION AND TRAINING OF GUATEMALAN HEALTH OFFICIALS ON CAUSES OF CERVICAL CANCER	10,000.
PROSPECT HILL CEMETERY 2608 LAKEVIEW PARKWAY LOCUST GROVE, VA 22508		N/A	TO FUND UPKEEP OF HISTORIC LANDMARK CEMETERY FOUNDED IN 1858 IN WASHINGTON, DC	20,000.

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STATEMENT 11 (CONTINUED)
 FORM 990-PF, PART XV, LINE 3A
 RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
ROBERT E. LEE MEMORIAL ASSOC. 483 GREAT HOUSE ROAD STRATFORD, VA 22558		N/A	TO FUND UPKEEP OF STRATFORD HALL, THE HISTORIC BIRTHPLACE OF ROBERT E. LEE, AND ITS GROUNDS	\$ 5,000.
SALVATION ARMY NATIONAL CAPITAL AREA 2626 PENNSYLVANIA AVE., NW WASHINGTON, DC 20037		N/A	TO SUPPORT "JOB READINESS" PROGRAM TO HELP EMPLOY HOMELESS SINGLE MOTHERS BETWEEN 18 & 30 YEARS OF AGE	5,000.
SECOND CHANCE WILDLIFE CENTER 7101 BARCELLONA DRIVE GAITHERSBURG, MD 20879		N/A	TO REPLACE WEATHERED AND BROKEN WOODEN OUTDOOR CAGES WITH BIGGER, SAFER, AND MORE DURABLE METAL CAGES	20,000.
THRIVE DC 1525 NEWTON ST., NW SUITE G1 WASHINGTON, DC 20010		N/A	TO PROVIDE LOW-INCOME INDIVIDUALS WITH MEALS AND COMPREHENSIVE SOCIAL SERVICES	5,000.
UC-CUMBERLAND COLLEGE 6191 COLLEGE STATION DRIVE WILLIAMSBURG, KY 40769		N/A	TO BUY SUPPLIES FOR "MOUNTAIN OUTREACH PROGRAM," WHICH REPAIRS HOMES FOR THOSE LIVING IN POVERTY	5,000.
VISITORS' SERVICES CENTER 1422 MASSACHUSETTS AVE., SE WASHINGTON, DC 20003		N/A	TO BUY BUS TOKENS AND PAY FOR RESUME' ASSISTANCE AND PRODUCTION FOR NEWLY RELEASED INMATES OF THE DC JAIL SYSTEM	5,000.

THE PHASE FOUNDATION

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STATEMENT 11 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
WASHINGTON NATIONAL CATHEDRAL 3101 WISCONSIN AVENUE, NW WASHINGTON, DC 20016		N/A	TO FUND STRUCTURAL REPAIRS NECESSITATED BY EARTHQUAKE DAMAGE	\$ 20,000.
WETA (EDUCATIONAL TELECOMMUNICATIONS) 3939 CAMPBELL AVE ARLINGTON, VA 22206		N/A	TO SUPPORT THE LOCAL BROADCAST OF EIGHT EPISODES OF THE "NATURE" PROGRAM	5,000.
WOODWORKERS FOR CHILDREN'S CHARITY 21 WILD HUNT CT LAYTONSVILLE, MD 20882		N/A	TO PURCHASE HARDBACK PICTURE BOOKS TO BE GIVEN TO FIRST-GRADE STUDENTS IN TITLE 1 ELEMENTARY SCHOOLS IN GAITHERSBURG, MD	4,000.
TOTAL				\$ 325,000.