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 , 2012, and ending , 20

Name of foundation: CITYBRIDGE FOUNDATION

A Employer identification number: 52-1870074

Number and street (or P O box number if mail is not delivered to street address): 600 NEW HAMPSHIRE AVENUE, NW

Room/suite: 800

B Telephone number (see instructions): (202) 672-5600

City or town, state, and ZIP code: WASHINGTON, DC 20037

C If exemption application is pending, check here ▶ [ ]

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

D 1 Foreign organizations, check here ▶ [ ]
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 6,196,104.

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

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

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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)	3,008,590.			
	2 Check ▶ [ ] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	2,002.	2,002.		
	4 Dividends and interest from securities		59,683.		
	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)		415,626.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule) ATCH 1	150.	-31.		
	12 Total. Add lines 1 through 11	3,010,742.	477,280.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	309,821.			284,356.
	14 Other employee salaries and wages	420,776.			386,191.
	15 Pension plans, employee benefits	141,952.			130,284.
	16a Legal fees (attach schedule) ATCH 2	4,552.			
	b Accounting fees (attach schedule) ATCH 3	8,636.	4,318.		
	c Other professional fees (attach schedule) *	193,598.	105,853.		57,520.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH 5	-1,740.	1,610.		
	19 Depreciation (attach schedule) and depletion	24,660.			
	20 Occupancy				
	21 Travel, conferences, and meetings	66,288.			60,815.
	22 Printing and publications	37,473.			37,415.
	23 Other expenses (attach schedule) ATCH 6	94,509.	3,574.		77,225.
	24 Total operating and administrative expenses. Add lines 13 through 23	1,300,525.	115,355.		1,033,806.
	25 Contributions, gifts, grants paid	2,988,808.			2,988,808.
	26 Total expenses and disbursements Add lines 24 and 25	4,289,333.	115,355.	0	4,022,614.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-1,278,591.			
	b **Net investment income** (if negative, enter -0-)		361,925.		
	c **Adjusted net income** (if negative, enter -0-)				

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JSA **For Paperwork Reduction Act Notice, see instructions.** *ATCH 4 Form **990-PF** (2012)

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Part II Balance Sheets

		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash - non-interest-bearing	349.	152.	152.
	2	Savings and temporary cash investments	1,050,070.	1,798,970.	1,798,970.
	3	Accounts receivable ▶ 2,099.			
		Less allowance for doubtful accounts ▶		2,099.	2,099.
	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 schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	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 ▶ 164,991.			
		Less accumulated depreciation (attach schedule) ▶ 102,189.	85,697.	62,802.	62,802.
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 7	4,972,943.	4,232,081.	4,232,081.
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶ ATCH 8)	121.	100,000.	100,000.
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	6,109,180.	6,196,104.	6,196,104.
Liabilities	17	Accounts payable and accrued expenses	463.	274.	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons	1,502.	2,390.	
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)		-175.	
	23	**Total liabilities** (add lines 17 through 22)	1,965.	2,489.	
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			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund		4,587,869.	
	29	Retained earnings, accumulated income, endowment, or other funds	6,107,215.	1,605,746.	
	30	**Total net assets or fund balances** (see instructions)	6,107,215.	6,193,615.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	6,109,180.	6,196,104.	

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	6,107,215.
2	Enter amount from Part I, line 27a	2	-1,278,591.
3	Other increases not included in line 2 (itemize) ▶ ATCH 9	3	1,364,991.
4	Add lines 1, 2, and 3	4	6,193,615.
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	6,193,615.

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	SEE PART IV SCHEDULE			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	415,626.
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	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 (col (b) divided by col (c))
2011	3,694,087.	5,843,480.	0.632172
2010	3,350,484.	8,428,287.	0.397528
2009	3,039,477.	6,528,698.	0.465556
2008	3,565,424.	1,220,153.	2.922112
2007	2,618,059.	2,898,378.	0.903284

2	**Total** of line 1, column (d)	2	5.320652
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	1.064130
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	5,333,357.
5	Multiply line 4 by line 3	5	5,675,385.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,619.
7	Add lines 5 and 6	7	5,679,004.
8	Enter qualifying distributions from Part XII, line 4	8	4,028,670.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter _______________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	7,239.
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	
3	Add lines 1 and 2	3	7,239.
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	7,239.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 7,713.		
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	7,713.
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	474.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 474. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

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

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

				Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions		11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)		12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?		13	X	
	Website address ▶ N/A				
14	The books are in care of ▶ DEBRA CARRIERE Telephone no ▶ 202-266-6742 Located at ▶600 NEW HAMPSHIRE AVENUE, NW WASHINGTON, DC ZIP+4 ▶ 20037				
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			
				Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?		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 ▶				

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☒ Yes ☐ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ Yes ☒ No			
	If "Yes," list the years ▶				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)		2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)*		3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b		X

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

5a During the year did the foundation pay or incur any amount to
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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)? 5b
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No
If "Yes," attach the statement required by Regulations section 53 4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 6b X
If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? 7b

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

1 List all officers, directors, trustees, foundation managers and their compensation (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
ATCH 10		304,303.	5,517.	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
JENNIFER DAVIS WASHINGTON, DC	DIRECTOR 40.00	73,542.	6,386.	0
JONATHAN EXTEIN WASHINGTON, DC	PRESIDENT'S ASST 40.00	45,667.	6,390.	0
CAITLIN REED WASHINGTON, DC	ASSOCIATE DIRECTOR 40.00	63,496.	10,104.	0
EMILY SILK WASHINGTON, DC	PROGRAM DIRECTOR 40.00	45,667.	5,318.	0

Total number of other employees paid over $50,000 ▶ 4

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 CHILD PROTECTION UNIT, MANILA-TO FUND A TREATMENT, REFERRAL, AND EXAMINATION CENTER FOR ABUSED & NEGLECTED CHILDREN AND TO TRAIN CHILD PROTECTION PROFESSIONALS.	158,260.
2 EDUCATION INITIATIVE - FUNDS PROGRAMS PRIMARILY IN WASHINGTON, DC THAT WORK TO BUILD AND SUSTAIN A GREAT SYSTEM OF SCHOOLS.	3,816,504.
3	
4	

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

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

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	
b	Average of monthly cash balances	1b	1,182,495.
c	Fair market value of all other assets (see instructions)	1c	4,232,081.
d	**Total** (add lines 1a, b, and c)	1d	5,414,576.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	5,414,576.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	81,219.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,333,357.
6	**Minimum investment return.** Enter 5% of line 5	6	266,668.

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	266,668.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	7,239.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	7,239.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	259,429.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	259,429.
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	259,429.

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	4,028,670.
b	Program-related investments - total from Part IX-B	1b	
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	4,028,670.
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	4,028,670.

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				259,429.
2	Undistributed income, if any, as of the end of 2012				
a	Enter amount for 2011 only				
b	Total for prior years 20 10 ,20 09 ,20 08				
3	Excess distributions carryover, if any, to 2012				
a	From 2007 ...... 2,506,168.				
b	From 2008				
c	From 2009 ...... 2,727,299.				
d	From 2010 ...... 2,944,917.				
e	From 2011 ...... 3,409,200.				
f	**Total** of lines 3a through e	11,587,584.			
4	Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 4,028,670.				
a	Applied to 2011, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required - see instructions)				
c	Treated as distributions out of corpus (Election required - see instructions)				
d	Applied to 2012 distributable amount				259,429.
e	Remaining amount distributed out of corpus	3,769,241.			
5	Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	15,356,825.			
b	Prior years' undistributed income Subtract line 4b from line 2b				
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b Taxable amount - see instructions				
e	Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f	Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	2,506,168.			
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	12,850,657.			
10	Analysis of line 9				
a	Excess from 2008 ...				
b	Excess from 2009 ... 2,727,299.				
c	Excess from 2010 ... 2,944,917.				
d	Excess from 2011 ... 3,409,200.				
e	Excess from 2012 ... 3,769,241.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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 foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see instructions.)

1 Information Regarding Foundation Managers:

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

ATTACHMENT 11

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 ▶ [X] 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:

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATCH 12				
Total . . . . ▶ **3a**				2,988,808.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

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) Exclusion 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	2,002.	
4 Dividends and interest from securities					
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					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a OTHER REVENUE					150.
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				2,002.	150.

13 Total. Add line 12, columns (b), (d), and (e) . . . . 13 2,152.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	Not Applicable

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions.			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

▶ [signature] 11/14/13 ▶ Executive Director

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JEFFREY J. SCHRAGG	[signature]	11/13/201		P00234543
Firm's name ▶ BDO USA, LLP			Firm's EIN ▶ 13-5381590	
Firm's address ▶ 8405 GREENSBORO DRIVE 7TH FLOOR MCLEAN, VA 22102			Phone no 703-893-0600	

JSA
2E1493 1 000
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Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization
CITYBRIDGE FOUNDATION

Employer identification number
52-1870074

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 33 1/3 % 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)

Name of organization CITYBRIDGE FOUNDATION

Employer identification number 52-1870074

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	DAVID & KATHERINE BRADLEY 2211 30TH STREET, N.W. WASHINGTON, DC 20008	$ 3,008,591.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Name of organization CITYBRIDGE FOUNDATION

Employer identification number 52-1870074

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
----		$	
----		$	
----		$	
----		$	
----		$	
----		$	

FSC3E0 L43V

Name of organization CITYBRIDGE FOUNDATION

Employer identification number 52-1870074

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 + 4	Relationship 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 + 4	Relationship 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 + 4	Relationship 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 + 4	Relationship of transferor to transferee

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

INVESTMENTS - OTHER & DEPRECIATION EXPENSE
FORM 990PF PART I, LINE 19 & PART II, LINE 14

FURNITURE, FIXTURE & EQUIPMENT	164,991
EQUALS: TOTAL FIXED ASSETS	164,991
LESS: ACCUMULATED DEPRECIATION	(102,189)
EQUALS: NET PROPERTY AND EQUIPMENT	62,802

DEPRECIATION IS CALCULATED ON A STRAIGHT-LINE BASIS OVER EACH ASSET'S ESTIMATED USEFUL LIFE. THE DEPRECIATION EXPENSE WAS $24,660 FOR THE TAX YEAR.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MISCELLANEOUS INCOME	150.	
OTHER PORTFOLIO INCOME/LOSS		-31.
TOTALS	150.	-31.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES	4,552.			
TOTALS	4,552.			

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES	8,636.	4,318.		
TOTALS	8,636.	4,318.		

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
CONSULTANTS	87,745.			57,520.
MANAGEMENT FEES	105,853.	105,853.		
TOTALS	193,598.	105,853.		57,520.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES		1,610.
INCOME TAXES	-1,740.	
TOTALS	-1,740.	1,610.

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
SUPPLIES	29,671.		29,202.
BUSINESS GIFTS	6,757.		6,758.
DATABASE SERVICES	1,011.		256.
MEMBERSHIP DUES	1,747.		1,748.
REPAIRS/MAINTENANCE	3,988.		398.
BANK SERVICE CHARGES	1,118.		62.
TELEPHONE	11,928.		11,928.
MISC OPERATING EXPENSES		3,574.	
WEBSITE DEVELOPMENT	1,120.		1,120.
POSTAGE & SHIPPING	5,289.		5,160.
FILING FEES	830.		
BUSINESS INSURANCE	9,817.		
EDUCATION & TRAINING	16,643.		16,642.
RESEARCH & DEVELOPMENT	20.		20.
FURNISHINGS & EQUIPMENT	4,570.		3,931.
TOTALS	94,509.	3,574.	77,225.

ATTACHMENT 7

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
LONE CASCADE, LP	2,251,253.	2,251,253.
LONE DRAGON PINE, LP	1,980,828.	1,980,828.
TOTALS	4,232,081.	4,232,081.

ATTACHMENT 8

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
LEARNZILLION INC	100,000.	100,000.
TOTALS	100,000.	100,000.

ATTACHMENT 9

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
CHANGE IN FMV OF INVESTMENTS		1,364,991.
	TOTAL	1,364,991.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 10

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
MIEKA WICK 600 NEW HAMPSHIRE AVENUE, NW 800 WASHINGTON, DC 20037	EXECUTIVE DIRECTOR 40.00	304,303.	5,517.	0
KATHERINE BRADLEY 600 NEW HAMPSHIRE AVENUE, NW 800 WASHINGTON, DC 20037	PRESIDENT 40.00	0	0	0
	GRAND TOTALS	304,303.	5,517.	0

ATTACHMENT 11

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

KATHERINE BRADLEY
DAVID BRADLEY

FORM 990PF, PART XV, LINE3 - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Payee	Street Address	2nd Address	City	State	Zip Code	Amount	Purpose
Academy for Urban School Leadership	3400 N Austin Avenue		Chicago	IL	60634	$ 5,000	Advocacy/Field Building
Achievement Prep Academy	908 Wahler Place SE		Washington	DC	20032	$ 1,000	Staff Directed Donation
Achievement Prep Academy	908 Wahler Place SE		Washington	DC	20032	$ 260	Staff Directed Donation
Americans Promoting Study Abroad	4708 Reno Road NW		Washington	DC	20008	$ 12,000	Advocacy/Field Building
Appletree Institute for Education Innovation Inc	415 Michigan Ave NE	3rd Floor	Washington	DC	20017	$ 1,500	Stong Schools Grant
Atlanta Public Schools (Dunbar Elementary)	130 Trinity Ave SW		Atlanta	GA	30303	$ 2,500	Advocacy/Field Building
BASIS Schools Inc	11485 N 136th Street	Suite 109	Scottsdale	AZ	85259	$ 5,000	Stong Schools Grant
Be The Change Inc	112 Water Street	Suite 500	Boston	MA	02109	$ 5,000	Advocacy/Field Building
Build	3 Twin Dolphin Drive	Suite 375	Redwood City	CA	94065	$ 500	Staff Directed Donation
Building Bridges Across the River	1901 Mississippi Avenue SE		Washington	DC	20020	$ 5,000	Event Sponsorship
Carlos Rosario Education Foundation	1100 Harvard Street NW		Washington	DC	20009	$ 2,500	Event Sponsorship
Center for Education Reform	4825 Bethesda Ave	Suite 220	Bethesda	MD	20814	$ 15,000	Advocacy/Field Building
Child Protection Unit Network Organization	Ermita, Manila, Phillippines					$ 70,000	International Grant
Child Protection Unit Network Organization	Ermita, Manila, Phillippines					$ 70,000	International Grant
Children's Hospital Foundation	801 Roeder Road	Suite 300	Silver Spring	MD	20910	$ 10,000	Event Sponsorship
Children's Law Center	616 H Street NW	Suite 300	Washington	DC	20001	$ 2,500	Event Sponsorship
Church of the Holy Family	200 Hayes Road	Attn Augustine Project	Chapel Hill	NC	27517	$ 1,000	Staff Directed Donation
Collegiate Directions	4833 Rugby Avenue	Suite 301	Bethesda	MD	20814	$ 5,000	Event Sponsorship
Community Foundation for the National Capital Region	1201 15th Street NW	Suite 420	Washington	DC	20005	$ 1,000	Event Sponsorship
DC Action for Children	1432 K Street NW	Suite 1050	Washington	DC	20005	$ 1,000	Event Sponsorship
DC College Access Program	1029 Vermont Ave NW	#500	Washington	DC	20005	$ 20,000	Event Sponsorship
DC College Access Program	1029 Vermont Ave NW	#500	Washington	DC	20005	$ 25,000	One City Grant
DC College Success Foundation	1220 12th Street SE	Suite 110	Washington	DC	20003	$ 2,500	Brittain Scholarship
DC College Success Foundation	1220 12th Street SE	Suite 110	Washington	DC	20003	$ 2,500	Brittain Scholarship
DC Promise Neighborhood Initiative	3701 Hayes Street NE		Washington	DC	20019	$ 25,000	Advocacy/Field Building
DC Public Education Fund	1534 14th Street NW		Washington	DC	20005	$ 300,000	Education Grant
DC Public Education Fund	1534 14th Street NW		Washington	DC	20005	$ 50,000	Education Grant
DC Public Education Fund	1534 14th Street NW		Washington	DC	20005	$ 80,000	Education Grant
DC Public Education Fund	1534 14th Street NW		Washington	DC	20005	$ 10,000	Education Grant
DC Public Education Fund	1534 14th Street NW		Washington	DC	20005	$ 20,000	Education Grant
DC Public Education Fund	1534 14th Street NW		Washington	DC	20005	$ 25,000	Standing Ovation
DC School Reform Now	1730 Massachusetts Ave NW		Washington	DC	20036	$ 25,000	Advocacy/Field Building
E L Haynes Public Charter School	3029 14th Street NW		Washington	DC	20009	$ 25,000	Event Sponsorship
Economic Club of Washington	1156 15th Street NW	Suite 600	Washington	DC	20005	$ 5,000	Event Sponsorship
Educare DC	301 Rhode Island Ave NW		Washington	DC	20001	$ 1,500	Stong Schools Grant
The Ellington Fund	3500 R Street NW		Washington	DC	20007	$ 5,000	Event Sponsorship
Elsie Whitlow Stokes Community Freedom PCS	3700 Oakview Terrace NE		Washington	DC	20017	$ 10,000	Event Sponsorship
Emory University	201 Dowman Drive		Atlanta	GA	30322	$ 50,000	Brittain Scholarship
Emory University	201 Dowman Drive		Atlanta	GA	30322	$ 1,290	Brittain Scholarship
Emory University	201 Dowman Drive		Atlanta	GA	30322	$ 9,567	Brittain Scholarship
Excel Academy Public Charter School	2501 MLK Jr Avenue SE		Washington	DC	20020	$ 2,500	Event Sponsorship
Fight for Children	1825 K Street NW	Suite 1080	Washington	DC	20006	$ 25,000	Event Sponsorship
Friends of Choice in Urban Schools	2120 16th Street NW	Suite 204	Washington	DC	20009	$ 25,000	Advocacy/Field Building
Friendship Public Charter School	120 Q Street NE	Suite 200	Washington	DC	20002	$ 2,500	Event Sponsorship
Heart and Sole Inc	PO Box 10092		Augusta	GA	30903	$ 1,000	Staff Directed Donation
Higher Achievement Program	317 8th Street NE		Washington	DC	20002	$ 100	Staff Directed Donation
Higher Achievement Program	2150 Wisconsin Ave NW	c/o Linder & Associates Inc	Washington	DC	20007	$ 5,000	Event Sponsorship
Hope Street Group	P O Box 10506		Prescott	AZ	86304	$ 10,000	Advocacy/Field Building
Jubilee Jumpstart	2525 Ontario Road NW		Washington	DC	20009	$ 1,000	Staff Directed Donation
Jumpstart for Young Children	1612 K Street NW	Suite 704	Washington	DC	20006	$ 1,000	Event Sponsorship
KIPP AMP Academy	1224 Park Place	4th Floor	Brooklyn	NY	11213	$ 5,000	Advocacy/Field Building
KIPP Chicago	1945 S Halsted Street	Suite 101	Chicago	IL	60608	$ 5,000	Advocacy/Field Building
KIPP DC	1003 K Street NW	Suite 700	Washington	DC	20001	$ 62,500	Education Grant
KIPP DC	1003 K Street NW	Suite 700	Washington	DC	20001	$ 62,500	Education Grant
KIPP Foundation	135 Main Street	Suite 1700	San Francisco	CA	94105	$ 100,000	Education Grant

KIPP LA Schools	4545 Dozier Avenue		Los Angeles	CA	90022	$ 10,000	Advocacy/Field Building
KIPP LA Schools	4545 Dozier Avenue		Los Angeles	CA	90022	$ 10,000	Advocacy/Field Building
KIPP Metro Atlanta	98 Anderson Ave NW		Atlanta	GA	30314	$ 5,000	Advocacy/Field Building
KIPP New York Inc	470 Seventh Avenue	10th Floor	New York	NY	10018	$ 5,000	Advocacy/Field Building
KIPP New York Inc	520 8th Avenue	Suite 2005	New York	NY	10018	$ 5,000	Advocacy/Field Building
Leadership Greater Washington	1602 L Street NW		Washington	DC	20036	$ 250	Staff Directed Donation
Learning Ally	20 Roszel Road		Princeton	NJ	08540	$ 5,000	Event Sponsorship
Levine School of Music	2801 Upton Street NW	Sallie Mae Hall	Washington	DC	20008	$ 500	Staff Directed Donation
Mr Holland's Opus Foundation	4370 Tujunga Avenue	Suite 330	Studio City	CA	91604	$ 500	Staff Directed Donation
National Capital Poison Center	3201 New Mexico Ave NW	Suite 310	Washington	DC	20016	$ 500	Staff Directed Donation
NewSchools Venture Fund	1970 Broadway	Suite 350	Oakland	CA	94612	$ 150,000	Education Grant
Operation Smile Inc	6435 Tidewater Drive		Norfolk	VA	23509	$ 240	Staff Directed Donation
Partners in Health	888 Commonwealth Ave	3rd Floor	Boston	MA	02215	$ 50	Staff Directed Donation
Peaceplayers Internation	901 New York Ave NW	Suite 550 East	Washington	DC	20001	$ 50	Staff Directed Donation
Philanthropy Roundtable	1150 17th Street NW	Suite 503	Washington	DC	20036	$ 5,000	Direct Donation
Positive Coaching Alliance	1001 N Rengstorff Ave	Suite 1000	Mountain View	CA	94043	$ 50	Staff Directed Donation
PR Events Inc	1660 International Drive	Suite 500	McLean	VA	22102	$ 5,000	Event Sponsorship
Princeton Alumni Corps	12 Stockton Street		Princeton	NJ	08540	$ 1,000	Staff Directed Donation
Public Agenda	6 East 39th Street	9th Floor	New York	NY	10016	$ 55,923	IFF related work
Public Agenda	6 East 39th Street	9th Floor	New York	NY	10016	$ 55,923	IFF related work
Public Prep Network Inc	291 Broadway	Suite 1202	New York	NY	10007	$ 5,000	Advocacy/Field Building
Reading Partners	106 Linden Street	Suite 202	Oakland	CA	94607	$ 25,000	One City Grant
Reading Partners	106 Linden Street	Suite 202	Oakland	CA	94607	$ 100	Staff Directed Donation
Scholar Academies	900 North Marshall Street		Philadelphia	PA	19123	$ 1,000	Staff Directed Donation
Scholar Academies	900 North Marshall Street		Philadelphia	PA	19123	$ 750	Staff Directed Donation
Scholar Academies	900 North Marshall Street		Philadelphia	PA	19123	$ 1,000	Staff Directed Donation
Scholar Academies	900 North Marshall Street		Philadelphia	PA	19123	$ 1,000	Staff Directed Donation
Scholar Academies	900 North Marshall Street		Philadelphia	PA	19123	$ 14,800	Stanton Blended Learning Pilot
Scholar Academies	900 North Marshall Street		Philadelphia	PA	19123	$ 7,925	Stanton Blended Learning Pilot
Scholar Academies (gift in kind)	900 North Marshall Street		Philadelphia	PA	19123	$ 32,475	Stanton Blended Learning Pilot
Scholar Academies	900 North Marshall Street		Philadelphia	PA	19123	$ 150,000	Education Grant
See Forever Foundation	1436 U Street NW	Suite 203	Washington	DC	20009	$ 35,000	Education Grant
See Forever Foundation	1436 U Street NW	Suite 203	Washington	DC	20009	$ 150	Staff Directed Donation
SEED Foundation	1776 Massachusetts Ave NW	Suite 600	Washington	DC	20036	$ 10,000	Education Grant
Septima Clark Public Charter School	2501 MLK Jr Avenue SE		Washington	DC	20020	$ 10,000	Education Grant
The Sheltering Arms	385 Centennial Olympic Park Dr		Atlanta	GA	30313	$ 2,500	Advocacy/Field Building
Stand for Children Leadership Center	516 SE Morrison Street	Suite 420	Portland	OR	97214	$ 35,000	Advocacy/Field Building
Students for Education Reform	630 9th Avenue	Suite 809	New York	NY	10036	$ 25,000	Advocacy/Field Building
Success Charter Network	310 Lenox Avenue	2nd Floor	New York	NY	10027	$ 15,000	Advocacy/Field Building
TCM Community Builders Foundation	P.O Box 92762		Washington	DC	20090	$ 2,000	Event Sponsorship
Teach for America	315 West 36th Street	6th Floor	New York	NY	10018	$ 300,000	Education Grant
Team Academy Charter School	334 Meeker Avenue	2nd Floor	Newark	NJ	07112	$ 5,000	Advocacy/Field Building
Thomas B Fordham Institute	1016 16th Street NW	8th Floor	Washington	DC	20036	$ 15,000	Advocacy/Field Building
Thurgood Marshall Academy	2427 Martin Luther King Ave SE		Washington	DC	20020	$ 2,500	Event Sponsorship
Turnaround for Children Inc	25 West 45th Street	6th Floor	New York	NY	10036	$ 25,000	Event Sponsorship
Turnaround for Children Inc	25 West 45th Street	6th Floor	New York	NY	10036	$ 1,000	Event Sponsorship
Turnaround for Children Inc	25 West 45th Street	6th Floor	New York	NY	10036	$ 230,000	Education Grant
Turnaround for Children Inc	25 West 45th Street	6th Floor	New York	NY	10036	$ 365,405	Education Grant
UDC Foundation	4200 Connecticut Ave NW		Washington	DC	20008	$ 100,000	Direct Donation
United Negro College Fund	8260 Willow Oaks Corp Drive		Fairfax	VA	22031	$ 5,000	Event Sponsorship
Washington Area Women's Foundation	1331 H Street NW	Suite 1000	Washington	DC	20005	$ 2,500	Event Sponsorship
Washington Humane Society	4590 MacArthur Blvd NW		Washington	DC	20007	$ 1,000	Staff Directed Donation
Washington Jesuit Academy	900 Varnum Street NE		Washington	DC	20017	$ 1,000	Staff Directed Donation
Washington Jesuit Academy	900 Varnum Street NE		Washington	DC	20017	$ 25,000	Event Sponsorship
Washington Regional Association of Grantmakers	1400 16th Street	#740	Washington	DC	20036	$ 2,500	Event Sponsorship
Washington Tennis and Education Foundation	16th & Kennedy Streets NW		Washington	DC	20011	$ 3,000	Event Sponsorship
						$ 2,988,808	

ATTACHMENT 12

CITYBRIDGE FOUNDATION 52-1870074

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					91,629.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					323,997.	
TOTAL GAIN(LOSS)							415,626.	

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Form **8868**

(Rev January 2013)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only . . . . ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions CITYBRIDGE FOUNDATION	Employer identification number (EIN) or 52-1870074
	Number, street, and room or suite no If a P O box, see instructions 600 NEW HAMPSHIRE AVENUE, NW	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions WASHINGTON, DC 20037	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720- (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ DEBRA CARRIERE

Telephone No ▶ 202 266-6742 FAX No ▶

- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box . . . . . . ▶ [ ] If it is for part of the group, check this box . . . . ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 20 13, to file the exempt organization return for the organization named above The extension is for the organization's return for

▶ [X] calendar year 2012 or

▶ [ ] tax year beginning ______, 20 ___, and ending ______, 20 ___

2 If the tax year entered in line 1 is for less than 12 months, check reason. [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	**3a**	$ 7,000.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	**3b**	$ 7,000.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	**3c**	$ 0

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box . . . . ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1)

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions CITYBRIDGE FOUNDATION	Employer identification number (EIN) or 52-1870074
File by the due date for filing your return See instructions	Number, street, and room or suite no If a P.O box, see instructions 600 NEW HAMPSHIRE AVENUE, NW	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions. WASHINGTON, DC 20037	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ DEBRA CARRIERE
  Telephone No ▶ 202 266-6742 FAX No ▶
- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box . . . . . . ▶ [ ] If it is for part of the group, check this box . . . . ▶ [ ] and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until 11/15 , 20 13

5 For calendar year 2012 , or other tax year beginning ______ , 20 ____ , and ending ______ , 20 ____

6 If the tax year entered in line 5 is for less than 12 months, check reason. [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension ADDITIONAL TIME IS REQUIRED TO GATHER THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	**8a**	$ 7,000.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	**8b**	$ 7,000.
c	**Balance Due.** Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	**8c**	$ 0

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ Title ▶ PAID PREPARER Date ▶ 7/30/2013