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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012
Open to Public Inspection

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

Name of foundation Dimick Foundation John M Lynham Jr Trustee % NANCY CREE & JOHN LYNHAM JR		A Employer identification number 52-6038149	
Number and street (or P O box number if mail is not delivered to street address) 3000 K Street NW Suite 600		B Telephone number (see instructions) (202) 672-5511	
City or town, state, and ZIP code Washington, DC 20007		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ☒ \$ 6,449,921		J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) ☐ (Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	0			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	15	15		
	4 Dividends and interest from securities.	152,286	152,286		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	294,850			
	b Gross sales price for all assets on line 6a <u>2,451,946</u>				
	7 Capital gain net income (from Part IV , line 2)		294,850		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	447,151	447,151		
	13 Compensation of officers, directors, trustees, etc	72,000	72,000		
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	2,461	0	0	0
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	1,148	1,148		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications	136	136		
	23 Other expenses (attach schedule)	58,451	58,451		
	24 Total operating and administrative expenses. Add lines 13 through 23	134,196	131,735	0	0
	25 Contributions, gifts, grants paid	340,000			340,000
	26 Total expenses and disbursements. Add lines 24 and 25	474,196	131,735	0	340,000
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-27,045			
	b Net investment income (if negative, enter -0-)		315,416		
	c Adjusted net income (if negative, enter -0-)				

Part II

Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing		
	2	Savings and temporary cash investments	1,032,916	78,767
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____		
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____		
	5	Grants receivable		
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)		
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____		
	8	Inventories for sale or use		
	9	Prepaid expenses and deferred charges		
	10a	Investments—U S and state government obligations (attach schedule)	573,522	728,767
	b	Investments—corporate stock (attach schedule)	661,345	2,811,849
	c	Investments—corporate bonds (attach schedule).	138,884	1,099,854
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____		
	12	Investments—mortgage loans		
	13	Investments—other (attach schedule)	3,576,535	1,237,583
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____		
Liabilities	15	Other assets (describe ▶ _____)		
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	5,983,202	5,956,820
	17	Accounts payable and accrued expenses	0	
	18	Grants payable		
	19	Deferred revenue		
	20	Loans from officers, directors, trustees, and other disqualified persons		
	21	Mortgages and other notes payable (attach schedule)		
Net Assets or Fund Balances	22	Other liabilities (describe ▶ _____)		
	23	Total liabilities (add lines 17 through 22)	0	0
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.		
	24	Unrestricted		
	25	Temporarily restricted		
	26	Permanently restricted		
		Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.		
	27	Capital stock, trust principal, or current funds		
	28	Paid-in or capital surplus, or land, bldg , and equipment fund		
	29	Retained earnings, accumulated income, endowment, or other funds		
	30	Total net assets or fund balances (see page 17 of the instructions)	5,983,202	5,956,820
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	5,983,202	5,956,820

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	5,983,202
2	Enter amount from Part I, line 27a	2	-27,045
3	Other increases not included in line 2 (itemize) ▶ _____	3	6,542
4	Add lines 1, 2, and 3	4	5,962,699
5	Decreases not included in line 2 (itemize) ▶ _____	5	5,879
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	5,956,820

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 Additional Data Table			
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 See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a See Additional Data Table			
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	294,850
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	362,069	6,204,350	0 058357
2010	349,000	6,396,229	0 054563
2009	316,000	5,898,879	0 05357
2008	397,958	6,720,254	0 059218
2007	390,000	7,802,003	0 049987

2 Total of line 1, column (d).	2	0 275695
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 055139
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	6,253,145
5 Multiply line 4 by line 3.	5	344,792
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	3,154
7 Add lines 5 and 6.	7	347,946
8 Enter qualifying distributions from Part XII, line 4.	8	340,000

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

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	6,308
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	6,308
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	6,308
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	3,932	
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	3,932
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	2,376
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	
11		Enter the amount of line 10 to be Credited to 2013 estimated tax ☐	Refunded ☐	11	

Part VII-AStatements Regarding Activities

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

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address				
14	The books are in care of NANCY CREE & JOHN LYNHAM JR Telephone no (202) 672-5511 Located at 3000 K STREET NW SUITE 600 WASHINGTON DC ZIP+4 20007			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the year.	15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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 ☐ Yes ☒ No ☐ Yes ☒ No ☒ Yes ☐ No ☐ Yes ☒ No ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.		1b	No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1c	No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years 20 , 20 , 20 , 20	☐ Yes ☒ No		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).		2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (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	No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b	No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ 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		No
	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
JOHN LYNHAM JR 3000 K STREET NW SUITE 600 WASHINGTON,DC 20007	TRUSTEE 0	24,000		
NANCY CREE-JOHNSON 7 JODI COURT OCEAN VIEW,DE 19970	TRUSTEE 0	24,000		
MICHELLE LEVENSON 9420 TOBIN CIRCLE POTOMAC,MD 20854	TRUSTEE 0	24,000		
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
Total number of other employees paid over \$50,000.				

Part VIII

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation

Part IX-A

Expenses

2

3

4

Part IX-B

Amount

1 CHARITABLE GRANTS - SEE PART XV

2

All other program-related investments See page 24 of the instructions

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	6,097,662
b	Average of monthly cash balances.	1b	250,709
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	6,348,371
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	0
3	Subtract line 2 from line 1d.	3	6,348,371
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	95,226
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,253,145
6	Minimum investment return. Enter 5% of line 5.	6	312,657

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	312,657
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	6,308
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	6,308
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	306,349
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	306,349
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	306,349

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	340,000
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	340,000
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	340,000
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				306,349
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 2010 , 2009 , 2008		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.				17,254
b From 2008.				64,029
c From 2009.				22,484
d From 2010.				31,170
e From 2011.				59,713
f Total of lines 3a through e.	194,650			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 340,000				
a Applied to 2011, but not more than line 2a			0	
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.				306,349
e Remaining amount distributed out of corpus	33,651			
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	228,301			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				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).				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . .	17,254			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	211,047			
10 Analysis of line 9				
a Excess from 2008. . . .				64,029
b Excess from 2009. . . .				22,484
c Excess from 2010. . . .				31,170
d Excess from 2011. . . .				59,713
e Excess from 2012. . . .				33,651

Part XIV

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

1a

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

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Part XV

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

1

Information Regarding Foundation Managers:

a

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

b

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

2

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

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

a

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

John Lynham co Foley Lardner LLP
3000 K Street NW Suite 600
Washington,DC 20007
(202) 672-5300

b

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

LETTER

c

Any submission deadlines

SIX WEEKS PRIOR TO SEMI-ANNUAL GRANT DECISION MAKING MEETINGS

d

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

NONE

Form 990-PF (2012)

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 Additional Data Table				
Total			3a	340,000
b Approved for future payment				
Total			3b	

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	15	
4 Dividends and interest from securities.			14	152,286	
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	294,850	
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).				447,151	
13 Total. Add line 12, columns (b), (d), and (e).			13		447,151

[illegible]

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. (2) Other assets. b Other transactions (1) Sales of assets to a noncharitable exempt organization. (2) Purchases of assets from a noncharitable exempt organization. (3) Rental of facilities, equipment, or other assets. (4) Reimbursement arrangements. (5) Loans or loan guarantees. (6) Performance of services or membership or fundraising solicitations. c Sharing of facilities, equipment, mailing lists, other assets, or paid employees. 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		Yes	No
	1a(1)		No
	1a(2)		No
	1b(1)		No
	1b(2)		No
	1b(3)		No
	1b(4)		No
	1b(5)		No
	1b(6)		No
	1c		No

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☒	PTIN
	Patricia Tinkelman	Patricia Tinkelman			
	Firm's name ☐	Buchanan & Company PLLC		Firm's EIN ☐	
		1616 N Fort Myer Dr 1400			
	Firm's address ☐	Arlington, VA 22209		Phone no (703) 351-6600	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
BURLINGTON NRTH ABS		2007-01-01	2012-01-17
PIMCO INVEST GRD CORP		2007-01-01	2012-02-16
HARBOR CAP APPRECIATION FUND-INST		2007-01-01	2012-03-09
HARBOR CAP APPRECIATION FUND-Y		2007-01-01	2012-03-09
INVESCO SMALL CAP GROWTH-I		2007-01-01	2012-03-09
JENSEN PORTFOLIO-I		2007-01-01	2012-03-09
JPMORGAN U S EQUITY FUND-INST		2007-01-01	2012-03-09
PERKINS S/C VALUE FUND		2007-01-01	2012-03-09
PIMPCO COMMODITY RR STRAT INS		2007-01-01	2012-03-09
BURLINGTON NRTHN ABS		2007-01-01	2012-04-02
JPMORGAN U S EQUITY FUND-INST		2007-01-01	2012-05-15
WALMART STORES INC		2012-01-01	2012-05-17
WEST PHARM CONV		2012-01-01	2012-06-12
CHEROKEE CNTY GA		2007-01-01	2012-07-02
PROGRESS ENERGY RES CORP		2012-01-01	2012-07-06
BURLINGTON NRTH ABS		2007-01-01	2012-07-16
PERKINS S/C VALUE FUND		2007-01-01	2012-08-24
ISHARES BARCLAYS TIPS BOND FUND		2007-01-01	2012-09-06
JPMORGAN MTGE BACKED SEC FUND-SEL		2012-01-01	2012-09-07
TEMPLETON GLOBAL BOND FUND-AD		2007-01-01	2012-09-07
BURLINGTON NRTHN ABS		2007-01-01	2012-10-01
BB&T CORPORATION		2007-01-01	2012-10-01
HARBOR CAP APPRECIATION FUND-INST		2007-01-01	2012-10-23
ATMOS ENERGY CORP		2012-01-01	2012-10-25
BECTON DICKINSON & CO		2007-01-01	2012-10-25
BHP BILLITON LTD ADR		2007-01-01	2012-10-25
HOSPIRA INC		2007-01-01	2012-10-25
POTASH CORP SASK INC		2007-01-01	2012-10-25
SONOVA HOLDING AG		2007-01-01	2012-11-01
POTASH CORP SASK INC		2007-01-01	2012-11-14

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
SONOVA HOLDING AG		2007-01-01	2012-11-15

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,058		1,223	-165
297,390		295,600	1,790
262,555		194,919	67,636
165,058		147,772	17,286
89,443		61,715	27,728
285,309		255,491	29,818
313,478		251,581	61,897
66,958		65,964	994
117,720		130,205	-12,485
6,768		7,606	-838
74,830		61,740	13,090
38,401		37,662	739
41,556		35,151	6,405
5,000		5,513	-513
49,192		24,637	24,555
1,158		1,337	-179
75,996		76,248	-252
109,415		96,793	12,622
16,286		16,048	238
89,278		93,555	-4,277
146		164	-18
100,000		102,059	-2,059
84,300		62,940	21,360
9,833		9,683	150
18,877		19,136	-259
10,738		11,457	-719
31,209		31,560	-351
7,114		8,102	-988
15,360		15,132	228
22,695		26,015	-3,320

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
9,748		10,088	-340

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			-165
			1,790
			67,636
			17,286
			27,728
			29,818
			61,897
			994
			-12,485
			-838
			13,090
			739
			6,405
			-513
			24,555
			-179
			-252
			12,622
			238
			-4,277
			-18
			-2,059
			21,360
			150
			-259
			-719
			-351
			-988
			228
			-3,320

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			-340

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ADVENTURE THEATRE 7300 MACARTHUR BOULEVARD GLEN ECHO, MD 20812			GENERAL OPERATING SUPPORT	3,000
AFI SILVER THEATRE AND CULTURAL CENTER 8633 COLESVILLE ROAD SILVER SPRING, MD 20910			GENERAL OPERATING SUPPORT	1,000
ALZHEIMER'S ASSOCIATION NAT'L CAPITAL 3701 PENDER DRIVE SUITE 400 FAIRFAX, VA 22030			GENERAL OPERATING SUPPORT	3,000
AMERICA THE BEAUTIFUL FUND 725 15TH STREET NW 605 WAHINGTON, DC 20005			GENERAL OPERATING SUPPORT	5,000
ATLAS PERFORMING ARTS CENTER 1333 H STREET NE WASHINGTON, DC 20002			GENERAL OPERATING SUPPORT	2,500
BEACON HOUSE PO BOX 29629 WASHINGTON, DC 20017			GENERAL OPERATING SUPPORT	2,500
BOWEN MCCAULEY DANCE 818 N QUINCY STREET 104 ARLINGTON, VA 22203			GENERAL OPERATING SUPPORT	1,500
BUILDING BRIDGES ACROSS THE RIVER 1901 MISSISSIPPI AVENUE SE WASHINGTON, DC 20020			GENERAL OPERATING SUPPORT	5,000
CALVARY WOMEN'S SERVICES 110 MARYLAND AVENUE NE 103 WASHINGTON, DC 20002			GENERAL OPERATING SUPPORT	4,000
CATHEDRAL CHORAL SOCIETY MASSACHUSETTS AND WISCONSIN AVENUES WASHINGTON, DC 200155098			GENERAL OPERATING SUPPORT	4,000
CENTRAL UNION MISSION 1350 R STREET NW WASHINGTON, DC 20009			GENERAL OPERATING SUPPORT	2,500
CHILDREN'S CHORUS OF WASHINGTON 4626 WISCONSIN AVENUE NW SUITE 100 WASHINGTON, DC 20016			GENERAL OPERATING SUPPORT	4,000
CLASS ACTS ARTS 8720 GEORGIA AVENUE 303 SILVER SPRING, MD 20910			GENERAL OPERATING SUPPORT	3,000
CORCORAN GALLERY OF ART 500 17TH STREET NW WASHINGTON, DC 20006			GENERAL OPERATING SUPPORT	3,000
COUNCIL FOR COURT EXCELLENCE 1111 14TH STREET NW 500 WASHINGTON, DC 20005			GENERAL OPERATING SUPPORT	2,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
DC CENTRAL KITCHEN 425 SECOND STREET NW WASHINGTON,DC 20001			GENERAL OPERATING SUPPORT	2,000
DC RAPE CRISIS CENTER PO BOX 34125 WASHINGTON,DC 20043			GENERAL OPERATING SUPPORT	2,000
DANCE INSTITUTE OF WASHINGTON 3400 14TH STREET NW WASHINGTON,DC 20010			GENERAL OPERATING SUPPORT	2,500
DANCE PLACE 3225 8TH STREET NE WASHINGTON,DC 20017			GENERAL OPERATING SUPPORT	5,000
DC SCORES 1224 M STREET NW SUITE 200 WASHINGTON,DC 20005			GENERAL OPERATING SUPPORT	4,000
DOWNTOWN CLUSTER'S GERIATRIC DAY CARE 926 11TH STREET NW WASHINGTON,DC 20001			GENERAL OPERATING SUPPORT	2,000
EVERYBODY WINS DC INC 1100 G STREET NW 1030 WASHINGTON,DC 20005			GENERAL OPERATING SUPPORT	5,000
EXCEL INSTITUTE 2851 V STREET NE WASHINGTON,DC 20018			GENERAL OPERATING SUPPORT	3,000
FOLGER SHAKESPEARE LIBRARY 210 EASH CAPITOL STREET SE WASHINGTON,DC 20003			GENERAL OPERATING SUPPORT	3,000
FOR LOVE OF CHILDREN 1763 COLUMBIA ROAD NW WASHINGTON,DC 20009			GENERAL OPERATING SUPPORT	4,000
FORD'S THEATRE 514 10TH STREET NW WASHINGTON,DC 20004			GENERAL OPERATING SUPPORT	2,000
FRIENDS OF DUPONT ICE ARENA INC 3779 ELY PLACE SE WASHINGTON,DC 20019			GENERAL OPERATING SUPPORT	5,000
GIRL SCOUT COUNCIL - NATION'S CAPITAL 4301 CONNECTICUT AVENUE NW WASHINGTON,DC 20008			GENERAL OPERATING SUPPORT	4,000
HEALTHY LIVING INC 3900 TUNLAW ROAD WASHINGTON,DC 20007			GENERAL OPERATING SUPPORT	1,000
HEROES INC 666 11TH STREET NW 300 WASHINGTON,DC 20001			GENERAL OPERATING SUPPORT	20,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
HIGHER ACHIEVEMENT PROGRAM 317 8TH STREET NE WASHINGTON,DC 20002			GENERAL OPERATING SUPPORT	4,000
HOPE AND A HOME 1439 R STREET NW WASHINGTON,DC 20009			GENERAL OPERATING SUPPORT	2,500
IMAGINATION STAGE 4908 AUBURN AVENUE BETHESDA,MD 20814			GENERAL OPERATING SUPPORT	6,000
INNER CITY - INNER CHILD 3133 DUMBARIAN STREET NW WASHINGTON,DC 20007			GENERAL OPERATING SUPPORT	3,000
IONA SENIOR SERVICES 4125 ALBERMALE STREET NW WASHINGTON,DC 200162105			GENERAL OPERATING SUPPORT	2,500
JOHN CARROLL SOCIETY 1333 NEW HAMPSHIRE AVE NW WASHINGTON,DC 20036			GENERAL OPERATING SUPPORT	5,000
JUBILEE JOBS 2712 ONTARIO ROAD NW WASHINGTON,DC 20009			GENERAL OPERATING SUPPORT	3,000
LEGAL COUNSEL FOR THE ELDERLY 601 E STREET NW WASHINGTON,DC 20049			GENERAL OPERATING SUPPORT	1,500
LEVINE SCHOOL OF MUSIC 2801 UPTON STREET NW WASHINGTON,DC 20008			GENERAL OPERATING SUPPORT	3,000
N STREET VILLAGE 1333 N STREET NW WASHINGTON,DC 20005			GENERAL OPERATING SUPPORT	2,500
NATIONAL AQUARIUM IN WASHINGTON DC 14TH CONSTITUTION AVENUE NW WASHINGTON,DC 20230			GENERAL OPERATING SUPPORT	4,000
NATIONAL PHILHARMONIC 5301 TUCKERMAN LANE NORTH BETHESDA,MD 208523385			GENERAL OPERATING SUPPORT	1,500
NATIONAL SYMPHONY ORCHESTRA 2700 F STREET NW WASHINGTON,DC 205660001			GENERAL OPERATING SUPPORT	2,000
NEEDIEST KIDS 8283 GREENSBORO DRIVE MCLEAN,VA 22102			GENERAL OPERATING SUPPORT	2,000
PERRY SCHOOL COMMUNITY SERVICE CENTER INC 128 M STREET NW 100 WASHINGTON,DC 20001			GENERAL OPERATING SUPPORT	2,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
POTOMAC COMMUNITY RESOURCES INC 9200 KENTSDALE DRIVE POTOMAC,MD 20854			GENERAL OPERATING SUPPORT	4,000
PUPPET CO 7300 MACARTHUR BOULEVARD GLEN ECHO,MD 208121200			GENERAL OPERATING SUPPORT	2,000
ROUND HOUSE THEATRE PO BOX 30688 BETHESDA,MD 208240688			GENERAL OPERATING SUPPORT	3,000
SARAH'S CIRCLE 2551 17TH STREET NW SUITE 103 WASHINGTON,DC 20009			GENERAL OPERATING SUPPORT	3,500
SEPTIMA CLARK PUBLIC CHARTER SCHOOL 2501 MARTIN LUTHER KING JR AVENUE WASHINGTON,DC 20020			GENERAL OPERATING SUPPORT	2,000
SHAKESPEARE THEATRE COMPANY 516 8TH STREET SE WASHINGTON,DC 200032834			GENERAL OPERATING SUPPORT	3,000
SHAW COMMUNITY MINISTRY 1726 7TH STREET NW WASHINGTON,DC 20001			GENERAL OPERATING SUPPORT	2,000
ST MARY'S COURT 725 24TH STREET NW WASHINGTON,DC 20037			GENERAL OPERATING SUPPORT	4,000
ST PATRICK'S CHURCH 619 10TH STREET NW WASHINGTON,DC 200014587			GENERAL OPERATING SUPPORT	2,500
STUDIO THEATRE 1501 14TH STREET NW WASHINGTON,DC 20005			GENERAL OPERATING SUPPORT	2,500
SUITED FOR CHANGE 1010 VERMONT AVENUE NW 900 WASHINGTON,DC 20005			GENERAL OPERATING SUPPORT	3,000
THE CHILD & FAMILY NETWORK CENTERS 3701A MT VERNON AVENUE ALEXANDRIA,VA 22305			GENERAL OPERATING SUPPORT	2,500
THRIVE DC 1525 NEWTON STREET NW G1 WASHINGTON,DC 20010			GENERAL OPERATING SUPPORT	3,000
TRAVELING PLAYERS ENSEMBLE PO BOX 1315 GREAT FALLS,VA 22066			GENERAL OPERATING SUPPORT	1,000
TREATMENT AND LEARNING CENTER 2301 RESEARCH BLVD SUITE 110 ROCKVILLE,MD 20850			GENERAL OPERATING SUPPORT	5,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
WASHINGTON ANIMAL RESCUE LEAGUE 70 OGLETHORPE STREET NW WASHINGTON,DC 20011			GENERAL OPERATING SUPPORT	10,000
WASHINGTON BALLET 3515 WISCONSIN AVENUE NW WASHINGTON,DC 20016			GENERAL OPERATING SUPPORT	7,500
WASHINGTON CHORUS 1010 WISCONSIN AVENUE NW SUITE 310 WASHINGTON,DC 20007			GENERAL OPERATING SUPPORT	4,000
WASHINGTON TENNIS & EDUCATIONAL FOUNDATION 16TH KENNEDY STREETS NW WASHIGNTON,DC 20011			GENERAL OPERATING SUPPORT	10,000
WILDERNESS LEADERSHIP & LEARNING 1758 PARK ROAD NW WASHINGTON,DC 200102105			GENERAL OPERATING SUPPORT	1,000
WOLF TRAP FOUND FOR THE PERFORMING ARTS 1645 TRAP ROAD VIENNA,VA 22182			GENERAL OPERATING SUPPORT	2,000
YOUNG CONCERT ARTISTS OF WASHINGTON 1220 L STREET NW SUITE 100-423 WASHINGTON,DC 20005			GENERAL OPERATING SUPPORT	4,000
YOUTH FOR TOMORROW 11835 HAZEL CIRCLE DRIVE BRISTOW,VA 20136			GENERAL OPERATING SUPPORT	10,000
YOUTH LEADERSHIP FOUNDATION 5034 WISCONSIN AVENUE NW 250 WASHINGTON,DC 20016			GENERAL OPERATING SUPPORT	5,000
AMERICAN YOUTH PHILHARMONIC 4026 HUMMER ROAD ANNANDALE,VA 22003			GENERAL OPERATING SUPPORT	1,500
ARENA STAGE 1101 6TH STREET SW WASHINGTON,DC 20024			GENERAL OPERATING SUPPORT	2,500
BALTIMORE SYMPHONY ORCHESTRA 5301 TUCKERMAN LANE NORTH BETHESDA,MD 20852			GENERAL OPERATING SUPPORT	1,000
BIG APPLE CIRCUS ONE METROTECH CENTER 3RD FLOOR NEW YORK,NY 11201			GENERAL OPERATING SUPPORT	4,000
BLACK STUDENT FUND 3636 16TH STREET NW 4TH FLOOR WASHINGTON,DC 20010			GENERAL OPERATING SUPPORT	3,000
BREAD FOR THE CITY 1525 7TH STREET NW WASHINGTON,DC 20001			GENERAL OPERATING SUPPORT	3,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
COMMUNITY LIVING ALTERNATIVES 9401 LEE HIGHWAY SUITE 406 FAIRFAX,VA 22031			GENERAL OPERATING SUPPORT	2,000
DC VOLUNTEER LAWYERS PROJECT 5335 WISCONSIN AVENUE NW 440 WASHINGTON,DC 20015			GENERAL OPERATING SUPPORT	1,500
DC LAW STUDENTS IN COURT PROGRAM INC 616 H STREET NW 500 WASHINGTON,DC 20001			GENERAL OPERATING SUPPORT	2,000
DC YOUTH ORCHESTRA 1224 M STREET NW SUITE 200 WASHINGTON,DC 20005			GENERAL OPERATING SUPPORT	500
FISHING SCHOOL 4737 MEADE STREET NE WASHINGTON,DC 20019			GENERAL OPERATING SUPPORT	5,000
FOUNDATION CENTER 1627 K STREET NW 3RD FLOOR WASHINGTON,DC 20006			GENERAL OPERATING SUPPORT	1,500
HOMELESS CHILDREN'S PLAYTIME PROJECT 1525 NEWTON STREET NW WASHINGTON,DC 20010			GENERAL OPERATING SUPPORT	1,000
HOUSE OF RUTH 5 THOMAS CIRCLE NW WASHINGTON,DC 20005			GENERAL OPERATING SUPPORT	2,500
JILL'S HOUSE PO BOX 9104 MCLEAN,VA 22102			GENERAL OPERATING SUPPORT	2,500
JUNIOR TENNIS CHAMPIONS CENTER 5200 PARK BRANCH PARKWAY COLLEGE PARK,MD 20740			GENERAL OPERATING SUPPORT	2,000
KEEN PO BOX 341590 BETHESDA,MD 20827			GENERAL OPERATING SUPPORT	2,000
LANDON SYMPHONETTE 15208 BITTERROOT WAY ROCKVILLE,MD 20853			GENERAL OPERATING SUPPORT	3,000
LATIN AMERICAN YOUTH CENTER 1419 COLUMBIA ROAD NW WASHINGTON,DC 20009			GENERAL OPERATING SUPPORT	1,000
LEARNING ALLY 5225 WISCONSIN AVE NW WASHINGTON,DC 20015			GENERAL OPERATING SUPPORT	3,500
MERCY HEALTH CLINIC 7 METROPOLITAN COURT SUITE 1 GAITHERSBURG,MD 20878			GENERAL OPERATING SUPPORT	3,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
MOMIE'S TLC PO BOX 75481 WASHINGTON,DC 20013			GENERAL OPERATING SUPPORT	2,500
OLNEY THEATRE CENTER FOR THE ARTS 2001 OLNEY-SANDY SPRING ROAD OLNEY,MD 20832			GENERAL OPERATING SUPPORT	2,500
SEABURY AT HOME FIRST PO BOX 29643 WASHINGTON,DC 20017			GENERAL OPERATING SUPPORT	3,500
SIGNATURE THEATRE 4200 CAMPBELL AVENUE ARLINGTON,VA 22206			GENERAL OPERATING SUPPORT	3,000
SITAR ARTS CENTER 1700 KALORAMA ROAD 101 WASHINGTON,DC 20009			GENERAL OPERATING SUPPORT	3,000
THEATREWASHINGTON 2233 WISCONSIN AVENUENW 300 WASHINGTON,DC 20007			GENERAL OPERATING SUPPORT	2,500
TRAVELERS AID INTERNATIONAL 1612 K STREET NW 206 WASHINGTON,DC 20006			GENERAL OPERATING SUPPORT	1,500
URBAN ALLIANCE 1327 14TH STREET NW 200 WASHINGTON,DC 20005			GENERAL OPERATING SUPPORT	1,000
WASHINGTON LAWYER'S COMMITTEE 11 DUPONT CIRCLE NW 400 WASHINGTON,DC 20036			GENERAL OPERATING SUPPORT	2,000
WASHINGTON PERFORMING ARTS SOCIETY 2000 L STREET NW SUITE 501 WASHINGTON,DC 20036			GENERAL OPERATING SUPPORT	10,000
WETA 2775 SOUTH QUINCY STREET ARLINGTON,VA 22206			GENERAL OPERATING SUPPORT	3,000
WSC AVANT BARD 601 S CLARK STREET ARLINGTON,VA 22202			GENERAL OPERATING SUPPORT	1,000
YMCA OF METROPOLITAN WASHINGTON 1112 16TH STREET NW WASHINGTON,DC 20036			GENERAL OPERATING SUPPORT	2,000
COMMUNITY FAMILY LIFE SERVICES 305 E STREET NW WASHINGTON,DC 20001			GENERAL OPERATING SUPPORT	2,000
Total  3a				340,000

TY 2012 Accounting Fees Schedule

Name: Dimick Foundation
John M Lynham Jr Trustee

EIN: 52-6038149

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION	2,461			

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Depreciation Schedule

Name: Dimick Foundation
John M Lynham Jr Trustee

EIN: 52-6038149

TY 2012 Explanation of Non-Filing with Attorney General Statement

Name: Dimick Foundation
John M Lynham Jr Trustee

EIN: 52-6038149

Statement: Dc does not require submission for Form 990-PF to DC.

**TY 2012 Investments Corporate
Bonds Schedule**

Name: Dimick Foundation
John M Lynham Jr Trustee

EIN: 52-6038149

Name of Bond	End of Year Book Value	End of Year Fair Market Value
BURLINGTON NRTH AMS 6.462%	39,359	39,875
BURLINGTON NRTHN AMS 5.629%	89,194	89,194
DUN & BRADSTREET CORP	49,995	50,530
AMERITECH CAPITAL FUNDING CORP	173,351	178,202
GENERAL ELEC CAP CORP	102,133	111,605
AMGEN INC	24,884	26,866
NEW JERSEY BELL TEL CO	108,545	115,066
JERSEY CITY MEDICAL CNTR	50,000	49,921
HEWLETT-PACKARD CO	77,815	75,400
KRAFT FOODS INC	127,168	125,793
JP MORGAN CHASE	106,999	106,354
CORNING INC	49,884	50,197
PETROBRAS INTL FIN CO	100,527	104,875

TY 2012 Investments Corporate
Stock Schedule

Name: Dimick Foundation
John M Lynham Jr Trustee
EIN: 52-6038149

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AMERICAN ELEC POWER	29,445	32,010
ATMOS ENERGY CORP	24,677	25,462
BECTON DICKINSON & CO	45,306	46,914
BERKSHIRE HATHAWAY INC-CL B	46,050	53,820
DENBURY RES INC	25,380	24,300
EBAY INC COM	31,600	50,998
HOSPIRA INC		
LINDSAY CORPORATION	29,562	40,060
MICROSOFT CORP	32,255	32,052
MONSANTO CO NEW	34,364	42,593
STARWOOD PROPERTY TRUST INC	27,944	34,440
VANGUARD INFO TECH ETF	77,484	82,932
WALMART STORES INC		
BANCO LATINOAMERICANO DE	24,345	32,340
BHP BILLITON LTD ADR	26,205	27,447
FRANCO-NEVADA CORP	39,731	57,170
JARDINE STRATEGIC HLDGS LTD		
POTASH CORP SASK INC		
RIO TINTO PLC SPNSD ADR	33,396	34,854
VODAFONE GROUP SPONS ADR	34,263	30,228
ISHARES TR		
HOME DEPOT INC	32,512	32,162
MCDONALDS CORP	33,981	30,874
STARBUCKS CORP	22,089	24,670
TJX COMPANIES	33,647	31,838
WALT DISNEY COMPANY	39,779	44,811
COCA COLA CO	49,598	50,750
COLGATE-PALMOLIVE	21,532	20,908
CVS CAREMARK CORP	31,962	33,845
DIAGEO PLC	33,725	40,803

Name of Stock	End of Year Book Value	End of Year Fair Market Value
HEINZ H J CO	57,721	63,448
NESTLE SA SPONS ADRS	49,896	52,136
CENOVUS ENERGY INC	44,580	40,248
CHEVERON CORPORATION	22,398	21,628
DEVON ENERGY CORP NEW COM	32,265	26,020
SPECTRA ENERGY CORP WI	37,580	32,856
SUNCOR ENERGY INC	32,049	32,980
CHARLES SCHWAB CORP	27,911	28,720
HEALTH CARE REIT INC	32,400	36,774
MASTERCARD INC-A	42,140	46,672
T ROWE PRICE GROUP INC	29,491	31,908
US BANCORP	21,976	20,761
HENRY SCHEIN INC	36,725	40,210
NOVARTIS AG SPONSORED ADR	32,472	37,980
POWERSHARES DYNAMIC PHAR	36,674	41,436
ROCHE HLDG LTD SPONSORED	42,760	43,430
SONOVA HOLDING AG	32,785	36,088
EMERSON ELECTRIC	29,655	31,776
JARDINE STRATEGIC HLDGS LTD	29,554	35,520
SCHINDLER HOLDING AG	30,221	36,137
TENNANT CO	32,922	35,160
3M CO	30,417	32,498
APPLE COMPUTER	28,738	26,609
GOOGLE INC-CL A	31,472	35,369
ORACLE CORPORATION COM	22,232	23,324
SAP AKTIENGESELLSCHAFT	21,560	24,114
FMC CORP	24,585	29,260
PLUM CREEK TIMBER CO INC	22,025	22,629
PRAXAIR INC	33,386	32,835
AT&T INC	31,016	33,710

Name of Stock	End of Year Book Value	End of Year Fair Market Value
NEXTERA ENERGY INC	38,897	43,234
HARBOR CAP APPRECIATION FUND	157,265	212,600
HARTFORD DIVIDEND AND GROWTH	188,931	219,555
INVESCO SMALL CAP GROWTH FD-R5	86,184	121,296
JENSEN QUALITY GROWTH I	238,551	297,700
JPMORGAN U.S. EQUITY FUND	219,484	280,750
MARKET VECTORS GOLD MINERS	42,099	46,390

TY 2012 Investments Government Obligations Schedule

Name: Dimick Foundation
John M Lynham Jr Trustee

EIN: 52-6038149

**US Government Securities - End of
Year Book Value:**

**US Government Securities - End of
Year Fair Market Value:**

**State & Local Government
Securities - End of Year Book
Value:** 728,767

**State & Local Government
Securities - End of Year Fair
Market Value:** 767,952

TY 2012 Investments - Other Schedule

Name: Dimick Foundation
John M Lynham Jr Trustee
EIN: 52-6038149

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
HARBOR CAP APPRECIATION FUND			
HARTFORD DIVIDEND AND GROWTH			
INVESCO SMALL CAP GROWTH-I			
JENSEN PORTFOLIO			
JPMORGAN US EQUITY FUND-INST			
PERKINS S/C VALUE FUND			
PIMCO COMMODITY RR STRAT INS			
ISHARES BARCLAYS TIPS BOND FUN		88,246	100,285
JPMORGAN MTGE BACKED SEC FUND		98,452	99,914
PIMCO INVESTEMENT GRD CORP-IN			
PIMCO LOW DURATION		321,525	324,416
PIMCO TOTAL RETURN FUND-INST		321,516	333,059
TEMPLETON GLOBAL BOND FUND			
RIDGEWORTH FD-LARGECAP VALUE			
RIDGEWORTH FD-MIDCAP VAL EQU			
RIDGEWORTH FD-TOTAL RETURN BD			
GOLDMAN SACHS TR			
JANUS INVT FD			
LEGG MASON GLOBAL TR INC			
MFS SER TR I			
PIMCO FDS PAC INVT MGMT SER			
T ROWE PRICE REAL ESTATE			
RIDGEWORTH FD-SEIX HIGH YIELD		104,057	104,057
FED INSTITUTIONAL HIGH YIELD		100,398	101,292
TCW EMERGING MRKTS INCOME FUND		100,329	102,193
TEMPLETON GLOBAL BOND FUND		103,060	102,066

TY 2012 Land, Etc. Schedule

Name: Dimick Foundation
John M Lynham Jr Trustee
EIN: 52-6038149

TY 2012 Other Decreases Schedule

Name: Dimick Foundation
John M Lynham Jr Trustee
EIN: 52-6038149

Description	Amount
NET FEDERAL TAX EXPENSE	5,879

TY 2012 Other Expenses Schedule**Name:** Dimick Foundation

John M Lynham Jr Trustee

EIN: 52-6038149

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	58,305	58,305		
BANK FEES	125	125		
MISCELLANEOUS	21	21		

TY 2012 Other Increases Schedule

Name: Dimick Foundation
John M Lynham Jr Trustee
EIN: 52-6038149

Description	Amount
TAX EXEMPT MUNI BOND INTEREST	6,542

TY 2012 Taxes Schedule

Name: Dimick Foundation
John M Lynham Jr Trustee
EIN: 52-6038149

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	1,148	1,148		