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

Department of the Treasury
 Internal Revenue Service

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

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation
CLARK-WINCHCOLE FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) Room/suite
3 BETHESDA METRO CENTER 550

City or town, state, and ZIP code
BETHESDA, MD 20814-5358

A Employer identification number
52-6058340

B Telephone number (see instructions)
(301) 654-3607

C If exemption application is pending check here

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

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

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

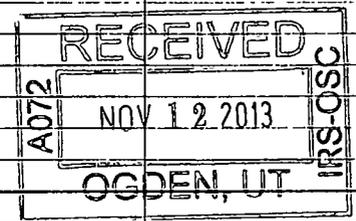
G Check all that apply
 Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) **\$ 104,486,208.**

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)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	273,369.	272,900.		ATCH 1
	4 Dividends and interest from securities	2,297,327.	2,297,327.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	4,874,786.			
	b Gross sales price for all assets on line 6a	30,057,467.			
	7 Capital gain net income (from Part IV, line 2)		4,874,786.		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a 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 3	6,396.	5,439.			
12 Total. Add lines 1 through 11	7,451,878.	7,450,452.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	250,000.	100,000.		150,000.
	14 Other employee salaries and wages	97,000.			97,000.
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) ATCH 4	24,509.	12,255.		12,254.
	b Accounting fees (attach schedule) ATCH 5	49,319.	24,660.		24,659.
	c Other professional fees (attach schedule) *	656,882.	656,698.		
	17 Interest ATCH 7	725.	681.		
	18 Taxes (attach schedule) (see instructions) ATCH 8	55,598.	20,177.		7,421.
	19 Depreciation (attach schedule) and depletion	937.			
	20 Occupancy	56,703.	28,352.		28,351.
	21 Travel, conferences, and meetings	947.	474.		473.
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 9	22,868.	9,854.		13,014.
	24 Total operating and administrative expenses. Add lines 13 through 23	1,215,488.	853,151.		333,172.
	25 Contributions, gifts, grants paid	4,280,536.			4,280,536.
26 Total expenses and disbursements. Add lines 24 and 25	5,496,024.	853,151.	0	4,613,708.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	1,955,854.				
b Net investment income (if negative, enter -0-)		6,597,301.			
c Adjusted net income (if negative, enter -0-)					



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Part II Balance Sheets		Attached schedule 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	102,240.	129,738.	129,738.
	2	Savings and temporary cash investments	4,613,413.	4,239,721.	4,239,721.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach 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)	665,911.	448,034.	448,034.
	b	Investments - corporate stock (attach schedule) ATCH 11	85,588,180.	93,689,541.	93,689,541.
	c	Investments - corporate bonds (attach schedule) ATCH 12	3,612,980.	2,884,800.	2,884,800.
	11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶				
12	Investments - mortgage loans				
13	Investments - other (attach schedule) ATCH 13	2,677,444.	3,014,475.	3,014,475.	
14	Land, buildings, and equipment basis ▶	93,753.		ATCH 14	
	Less accumulated depreciation (attach schedule) ▶	72,453.	21,300.	21,300.	
15	Other assets (describe ▶ ATCH 15)	11,044.	58,599.	58,599.	
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	97,293,449.	104,486,208.	104,486,208.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)	0	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	97,293,449.	104,486,208.	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input type="checkbox"/>				
	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 instructions)	97,293,449.	104,486,208.		
31	Total liabilities and net assets/fund balances (see instructions)	97,293,449.	104,486,208.		

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	97,293,449.
2	Enter amount from Part I, line 27a	2	1,955,854.
3	Other increases not included in line 2 (itemize) ▶ ATCH 16	3	5,236,905.
4	Add lines 1, 2, and 3	4	104,486,208.
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	104,486,208.

**ATCH 10

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			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	4,874,786.	
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	5,539,407.	99,283,108.	0.055794
2010	5,102,447.	92,052,598.	0.055430
2009	5,303,094.	83,061,409.	0.063845
2008	6,646,710.	103,182,516.	0.064417
2007	5,138,933.	122,605,474.	0.041914
2 Total of line 1, column (d)			2 0.281400
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 0.056280
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 101,095,143.
5 Multiply line 4 by line 3			5 5,689,635.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 65,973.
7 Add lines 5 and 6			7 5,755,608.
8 Enter qualifying distributions from Part XII, line 4 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			8 4,613,708.

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

Table with 11 rows for excise tax calculation. Includes sub-rows 6a-6d for credits and payments. Total tax due is 59,381.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political activities, unrelated business income, and substantial contributors. Includes Yes/No columns.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) 11 X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 X
Website address NONE
14 The books are in care of THE FOUNDATION Telephone no 301-654-3607
Located at 3 BETHESDA METRO CTR STE 550 BETHESDA, MD ZIP+4 20814-5358
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here 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 Yes No 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.

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 X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X 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 X
(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 X
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 X
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 X
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... (2) Influence the outcome of any specific public election... (3) Provide a grant to an individual for travel... (4) Provide a grant to an organization other than a charitable... (5) Provide for any purpose other than religious... b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify... c If the answer is "Yes" to question 5a(4), does the foundation claim exemption... 6a Did the foundation, during the year, receive any funds... 6b Did the foundation, during the year, pay premiums... 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? 7b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

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).

Table with 5 columns: (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. Row 1: ATCH 17, 250,000, 0, 0.

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

Table with 5 columns: (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. Row 1: ATCH 18, 97,000, 0, 0.

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

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
ATCH 19		591,794
Total number of others receiving over \$50,000 for professional services ▶		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 N/A	
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	99,065,987.
b	Average of monthly cash balances	1b	3,510,077.
c	Fair market value of all other assets (see instructions)	1c	58,599.
d	Total (add lines 1a, b, and c)	1d	102,634,663.
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	102,634,663.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,539,520.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	101,095,143.
6	Minimum investment return. Enter 5% of line 5	6	5,054,757.

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	5,054,757.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	131,946.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	131,946.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	4,922,811.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	4,922,811.
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	4,922,811.

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	4,613,708.
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	4,613,708.
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	4,613,708.

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				4,922,811.
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				
b From 2008 866,790.				
c From 2009 1,168,174.				
d From 2010 565,403.				
e From 2011 609,582.				
f Total of lines 3a through e	3,209,949.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 4,613,708.				
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				4,613,708.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	309,103.			309,103.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,900,846.			
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)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	2,900,846.			
10 Analysis of line 9				
a Excess from 2008 557,687.				
b Excess from 2009 1,168,174.				
c Excess from 2010 565,403.				
d Excess from 2011 609,582.				
e Excess from 2012				

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)

Table with 5 main rows (2a-e) and 5 sub-rows (a-e) for each. Columns: Tax year (a) 2012, Prior 3 years (b) 2011, (c) 2010, (d) 2009, (e) Total. Rows include: 2a Adjusted net income, 2b 85% of line 2a, 2c Qualifying distributions from Part XII, 2d Amounts included in line 2c not used directly for active conduct, 2e Qualifying distributions made directly for active conduct, 3 Complete 2a, b, or c for the alternative test, 3a Assets alternative test, 3b Endowment alternative test, 3c Support alternative test.

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed
ATCH 20

b The form in which applications should be submitted and information and materials they should include
SEE ATTACHMENT 20

c Any submission deadlines
SEE ATTACHMENT 20

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
SEE ATTACHMENT 20

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
<p>a Paid during the year</p> <p>ATCH 21</p>				
Total ▶ 3a				4,280,536.
<p>b Approved for future payment</p>				
Total ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include Program service revenue, Membership dues and assessments, Interest on savings and temporary cash investments, Dividends and interest from securities, Net rental income or (loss) from real estate, Net rental income or (loss) from personal property, Other investment income, Gain or (loss) from sales of assets other than inventory, Net income or (loss) from special events, Gross profit or (loss) from sales of inventory, Other revenue, Subtotal, and Total.

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

Table with 2 columns: Line No. and 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).

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

- 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... 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...

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains '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 [X]

b If "Yes," complete the following schedule

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Row 1 contains 'N/A'.

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 of officer or trustee: [Signature] Date: 11/5/13 Title: President

May the IRS discuss this return with the preparer shown below (see instructions)? [X] Yes [] No

Paid Preparer Use Only Print/Type preparer's name: W. CRAIG THOMPSON Preparer's signature: [Signature] Date: 11/1/13 Check [] if self-employed PTIN: P00295094 Firm's name: RUSSELL, EVANS & THOMPSON, PLLC Firm's EIN: 54-1341318 Firm's address: 299 HERNDON PARKWAY, SUITE 206 HERNDON, VA 20170-4467 Phone no: 703-478-0320

**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					4,362.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					124,367.	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					103,984.	
8,281,735.		ST PUBLICLY TRADED SECURITIES, BROWN A/C PROPERTY TYPE: SECURITIES 7,992,593.				P	VARIOUS 289,142.	VARIOUS
209,684.		ST PUBLICLY TRADED SECURITIES, CHEVY CHA PROPERTY TYPE: SECURITIES 288,431.				P	VARIOUS -78,747.	VARIOUS
9,706.		CLASS ACTION SECURITY LITIGATION SETTLEM PROPERTY TYPE: SECURITIES				P	VARIOUS 9,706.	VARIOUS
9,571,795.		LT PUBLICLY TRADED SECURITIES, BROWN A/C PROPERTY TYPE: SECURITIES 7,693,602.				P	VARIOUS 1,878,193.	VARIOUS
3,775,829.		LT PUBLICLY TRADED SECURITIES, CHEVY CHA PROPERTY TYPE: SECURITIES 3,095,938.				P	VARIOUS 679,891.	VARIOUS
7,976,005.		LT PUBLICLY TRADED SECURITIES, WELLS FAR PROPERTY TYPE: SECURITIES 6,112,117.				P	VARIOUS 1,863,888.	VARIOUS
TOTAL GAIN (LOSS)							<u>4,874,786.</u>	

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
TAXABLE INTEREST	272,900.	272,900.
INTEREST FROM PASS THROUGH ENTITY-UBTI	469.	
TOTAL	<u>273,369.</u>	<u>272,900.</u>

ATTACHMENT 2

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INTEREST AND DIVIDENDS, ALL ACCOUNTS	2,297,327.	2,297,327.
TOTAL	<u>2,297,327.</u>	<u>2,297,327.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ORDINARY INCOME, K-1 PASS THROUGH	5,439.	5,439.
ORDINARY INCOME, K-1 PASS THROUGH-UBTI	957.	
TOTALS	<u>6,396.</u>	<u>5,439.</u>

ATTACHMENT 4

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
SCRIBNER, HALL & THOMPSON, LLP SEE ATTCH 17	24,509.	12,255.		12,254.
TOTALS	<u>24,509.</u>	<u>12,255.</u>		<u>12,254.</u>

ATTACHMENT 5

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
RUSSELL, EVANS & THOMPSON, PLLC SEE ATTCH 17	49,319.	24,660.		24,659.
TOTALS	<u>49,319.</u>	<u>24,660.</u>		<u>24,659.</u>

ATTACHMENT 6

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
SPENCER, FARR MILLER, INV ADV	278,942.	278,942.
FARR, MILLER INV ADV FEE	135,516.	135,516.
BROWN INVESTMENT ADVISORY	177,336.	177,336.
CHEVY CHASE TRUST FIDUC FEE	5,213.	5,213.
WACHOVIA BANK FIDUCIARY FEE	24,446.	24,446.
US TRUST BANK CUSTODY FEES	6,823.	6,823.
INVESTMENT PORTFOLIO EXPENSES	1,977.	1,977.
MGMT & OTHER FEES, K-1 PTE	26,445.	26,445.
MGMT & OTHER FEES-K-1 PTE-UBTI	184.	
TOTALS	656,882.	656,698.

FORM 990PF, PART I - INTEREST EXPENSE

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVEST INT, K-1 PASS-THROUGH	681.	681.
INVEST INT, K-1 PTE - UBTI	44.	
TOTALS	<u>725.</u>	<u>681.</u>

ATTACHMENT 8

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
PAYROLL TAXES	7,421.		7,421.
FOREIGN TAXES WITHHELD	20,177.	20,177.	
EXCISE TAX ON INVESTMENT	28,000.		
TOTALS	<u>55,598.</u>	<u>20,177.</u>	<u>7,421.</u>

ATTACHMENT 9

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
COPIER LEASE	488.	244.	244.
POSTAGE METER LEASE	286.	143.	143.
OFFICE SUPPLIES	2,134.	1,067.	1,067.
PARKING	3,360.		3,360.
TELEPHONE	5,096.	2,548.	2,548.
COMPUTER REPAIR & MAINTENANCE	605.	303.	302.
INSURANCE	7,432.	3,716.	3,716.
POSTAGE	500.	250.	250.
MISCELLANEOUS	2,767.	1,383.	1,384.
BANK SERVICE CHARGES	200.	200.	
TOTALS	<u>22,868.</u>	<u>9,854.</u>	<u>13,014.</u>

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

ATTACHMENT 10

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
U.S. GOVERNMENT OBLIGATIONS	420,887.	420,887.
US OBLIGATIONS TOTAL	<u>420,887.</u>	<u>420,887.</u>
STATE/MUNICIPAL OBLIGATIONS	27,147.	27,147.
STATE OBLIGATIONS TOTAL	<u>27,147.</u>	<u>27,147.</u>
US AND STATE OBLIGATIONS TOTAL	<u>448,034.</u>	<u>448,034.</u>

CLARK-WINCHCOLE FOUNDATION

ATTACHMENT 11

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION

	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
STOCKS - SEE ATTACHMENT 12A	93,689,541.	93,689,541.
TOTALS	<u>93,689,541.</u>	<u>93,689,541.</u>

ATTACHMENT 12

FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
BONDS - SEE ATTACHMENT 12A	2,884,800.	2,884,800.
TOTALS	<u>2,884,800.</u>	<u>2,884,800.</u>

EIN: 52-6058340

CLARK-WINCHCOLE FOUNDATION
PART II, BALANCE SHEETS, LINES 10b AND 10c
INVESTMENT SUMMARY ATTACHMENTS 11 AND 12
DECEMBER 31, 2012

STATEMENT ATTACHED		FAIR MARKET VALUE	
NAME	ACCOUNT #	STOCKS	BONDS
Wells Fargo	XXXXXX1835	44,086,182	2,664,120
Chevy Chase	XXXX0111	24,086,809	-
Brown Advisory	XX-XXX-01-5	8,653,450	220,680
Brown Advisory	XX-XXX-02-3	-	-
Brown Advisory	XX-XXX-03-1	2,716,457	-
Brown Advisory	XX-XXX-04-9	1,391,936	-
Brown Advisory	XX-XXX-05-6	7,479,465	-
Brown Advisory	XX-XXX-06-1	5,275,241	-
TOTALS		93,689,541	2,884,800

ATTACH 11 ATTACH 12

ATTACHMENT 12A
SUMMARY

CLARK-WINCHOLE FOUNDATION
 EIN: 52-6058340
 WELLS FARGO A/C XXXXXX1835
 DECEMBER 31, 2012

ASSET DETAIL

Bonds

CORPORATE OBLIGATIONS
 GOLDMAN SCSHS CAPITAL II
 DTD 05/15/07 06/01/2043
 CUSIP: 381427AA1
 MOODY'S RATING: BAA2
 STANDARD & POOR'S RATING: BB+
 WACHOVIA CAPITAL TRUST I
 DTD 02/01/06 03/29/2049
 CUSIP: 92978AAA0
 MOODY'S RATING: BAA3
 STANDARD & POOR'S RATING: BBB+

Total Bonds

	Par Value	Price	Market Value as of 12/31/12
	1,500,000.000	\$78.108	\$1,171,620.00
	1,500,000.000	99.500	1,492,500.00
Total Bonds			\$2,664,120.00

CLARK-WINCHOLE FOUNDATION
 EIN: 52-6058340
 WELLS FARGO A/C XXXXXX1835
 DECEMBER 31, 2012

ASSET DETAIL (continued)

Asset Description	Quantity	Price	Market Value as of 12/31/12
Stocks			
Fixed Income			
PREFERRED SECURITIES			
US BANCORP PFD SER A CUSIP: 902973866 STANDARD & POORS RATING: BBB+	1,500,000	\$666.000	\$1,299,000.00
Total Preferred Securities			\$1,299,000.00

Asset Description	Quantity	Price	Market Value as of 12/31/12
Equities			
CONSUMER DISCRETIONARY			
LOWES COS INC SYMBOL: LOW CUSIP: 548661107	30,000,000	\$35.520	\$1,065,600.00
Total Consumer Discretionary			\$1,065,600.00
CONSUMER STAPLES			
COCA COLA CO SYMBOL: KO CUSIP: 191216100	70,000,000	\$36.250	\$2,537,500.00
CVS/CAREMARK CORPORATION SYMBOL: CVS CUSIP: 126650100	30,000,000	48.350	1,450,500.00
DR PEPPER SNAPPLE GROUP INC SYMBOL: DPS CUSIP: 26138E109	42,000,000	44.180	1,855,560.00
PROCTER & GAMBLE CO SYMBOL: PG CUSIP: 742718109	25,000,000	67.890	1,697,250.00
SYSCO CORP SYMBOL: SYY CUSIP: 871829107	50,000,000	31.660	1,583,000.00
Total Consumer Staples			\$9,123,810.00

CLARK-WINCHCOLE FOUNDATION
 EIN: 52-6058340
 WELLS FARGO A/C XXXXXX1835
 DECEMBER 31, 2012

ASSET MAIL (continued)

Asset Description	Quantity	Price	Market Value As of 12/31/12
Equities (continued)			
ENERGY			
CHEVRON CORP SYMBOL: CVX CUSIP: 166764100	15,000,000	\$108.140	\$1,622,100.00
EXXON MOBIL CORPORATION SYMBOL: XOM CUSIP: 30231G102	25,000,000	86.550	2,163,750.00
Total Energy			\$3,785,850.00
FINANCIALS			
COMERICA INC SYMBOL: CMA CUSIP: 200340107	50,000,000	\$30.340	\$1,517,000.00
Total Financials			\$1,517,000.00
HEALTH CARE			
BRISTOL MYERS SQUIBB CO SYMBOL: BMY CUSIP: 110122108	40,000,000	\$32.590	\$1,303,600.00
JOHNSON & JOHNSON SYMBOL: JNJ CUSIP: 478160104	25,000,000	70.100	1,752,500.00
PFIZER INC SYMBOL: PFE CUSIP: 717081103	70,000,000	25.079	1,755,551.00
Total Health Care			\$4,811,651.00
INDUSTRIALS			
DEERE & CO SYMBOL: DE CUSIP: 244199105	15,000,000	\$86.420	\$1,296,300.00
UNITED PARCEL SERVICE-CL B SYMBOL: UPS CUSIP: 911312106	20,000,000	73.730	1,474,600.00
3M CO COMI SYMBOL: MMM CUSIP: 88579Y101	20,000,000	92.850	1,857,000.00
Total Industrials			\$4,627,900.00

CLARK-WINCHOLE FOUNDATION
EIN: 52-6058340
WELLS FARGO A/C XXXXXX1835
DECEMBER 31, 2012

ASSET DETAIL (continued)

Asset Description	Quantity	Price	Market Value as of 12/31/12
Equities (continued)			
INFORMATION TECHNOLOGY			
CISCO SYSTEMS INC SYMBOL: CSCO CUSIP: 17275R102	60,000.000	\$19.649	\$1,178,964.00
INTEL CORP COMB SYMBOL: INTC CUSIP: 456140100	50,000.000	20.620	1,031,000.00
INTERNATIONAL BUSINESS MACHS CORP COM SYMBOL: IBM CUSIP: 459200101	15,000.000	191.550	2,873,250.00
MICROSOFT CORP SYMBOL: MSFT CUSIP: 594918104	50,000.000	26.710	1,335,485.00
Total Information Technology			\$6,418,689.00
TELECOMMUNICATION SERVICES			
VERIZON COMMUNICATIONS SYMBOL: VZ CUSIP: 92343V104	35,000.000	\$43.270	\$1,514,450.00
Total Telecommunications Services			\$1,514,450.00
UTILITIES			
ALLIANT ENERGY CORPORATION SYMBOL: LNT CUSIP: 018802108	40,000.000	\$43.910	\$1,756,400.00
XCEL ENERGY INC COM SYMBOL: XEL CUSIP: 96388B100	75,000.000	26.710	2,003,250.00
Total Utilities			\$3,759,650.00

CLARK-WINCHOLE FOUNDATION
 EIN: 52-6058340
 WELLS FARGO A/C XXXXXX1835
 DECEMBER 31, 2012

ASSET DETAIL (continued)

Asset Description	Quantity	Price	Market Value as of 12/31/12
Equities (continued)			
INTERNATIONAL EQUITIES			
ACCENTURE PLC CUSIP: G1151C101	20,000,000	\$66.500	\$1,330,000.00
SCHLUMBERGER LTD CUSIP: 8016857108	20,000,000	69.299	1,385,972.00
Total International Equities			\$2,715,972.00
Total Equities			\$39,346,563.00
Real Assets			
REAL ESTATE INVESTMENT TRUSTS (REITS)			
BRANDYWINE RLTY TR BD SYMBOL: BDN CUSIP: 105368203	60,000,000	\$12.190	\$731,400.00
WASHINGTON REAL ESTATE INV TR SH BEN INT SYMBOL: WRE CUSIP: 939653101	40,000,000	26.150	1,046,000.00
WEYERHAEUSER CO SYMBOL: WY CUSIP: 962166104	60,000,000	27.820	1,669,200.00
Total Real Estate Investment Trusts (Reits)			\$3,446,600.00
Total Real Assets			\$3,446,600.00
Total Stocks			\$44,086,182.00

CLARK-WINCHOLE FOUNDATION
EIN: 52-6058340
A/C: CH XXXX0111
DECEMBER 31, 2012

LIST OF ASSETS

<u>FAIR VALUE OR SHARES</u>	<u>ASSET DESCRIPTION</u>	<u>TICKER/ CUSIP</u>	<u>MARKET VALUE</u>
<u>COMMON EQUITY SECURITIES</u>			
9,005.0000	ABBOTT LABS INC	ABT	589,827.50
7,880.0000	ACCENTURE PLC CL A	ACH	524,020.00
6,020.0000	CELGENE CORP	CELG	472,389.40
4,710.0000	CHEVRON CORPORATION	CVX	509,339.40
1,780.0000	CHIPOTLE MEXICAN GRILL INC	CMG	529,478.80
7,450.0000	COGNIZANT TECHNOLOGY SOLUTIONS CORP CL A	CTSH	550,423.14
17,365.0000	CVS CAREMARK CORP	CVS	839,597.75
13,315.0000	DANAHER CORP	DHR	744,308.50

**CLARK-WINCHCOLE
FOUNDATION
EIN: 52-6058340
A/C: CH XXXX0111
DECEMBER 31, 2012**

LIST OF ASSETS

<u>PAR VALUE OR SHARES</u>	<u>ASSET DESCRIPTION</u>	<u>TICKER/ CUSIP</u>	<u>MARKET VALUE</u>
17,500.0000	DONALDSON INC	DCI	574,700.00
8,065.0000	EXXON MOBIL CORPORATION	XOM	698,025.75
2,500.0000	FAMILY DLR STORES INC	FDO	158,525.00
7,225.0000	FEDEX CORPORATION	FDX	662,677.00
6,140.0000	GOLDMAN SACHS GROUP INC	GS	783,218.40
1,430.0000	GOOGLE INC-CL A	GOOG	1,011,553.40
13,905.0000	JOHNSON & JOHNSON	JNJ	974,740.50
19,235.0000	JF MORGAN CHASE & CO	JPM	845,745.64
24,500.0000	LAZARD LTD CLASS A	LAZ	731,080.00
28,065.0000	LOWES COS INC COM	LOW	996,868.80

**CLARK-WINCHCOLE
FOUNDATION
EIN: 52-6058340
A/C: CH XXXX0111
DECEMBER 31, 2012**

LIST OF ASSETS

<u>FAR VALUE OR SHARES</u>	<u>ASSET DESCRIPTION</u>	<u>TICKER/ CUSIP</u>	<u>MARKET VALUE</u>
24,065.0000	MEDTRONIC	MDT	987,146.30
23,190.0000	MICROSOFT CORP	MSFT	619,397.94
10,470.0000	MCHSANTO CO NEW	MCH	990,985.50
20,400.0000	NETAFF INC	NTAF	684,420.00
4,535.0000	O'REILLY AUTOMOTIVE INC	ORLY	405,519.70
22,320.0000	PATTERSON COS INC	PDCO	764,013.60
14,290.0000	PAYCHEX INC COM	PAYX	444,419.00
11,920.0000	PEPSICO INC	PEP	815,685.60
13,025.0000	PNC FINANCIAL SERVICES GROUP	PNC	759,487.75
6,925.0000	PROCTER & GAMBLE COMPANY	PG	470,138.25

**CLARK-WINCHCOLE
FOUNDATION
EIN: 52-6058340
A/C: CH XXXX0111
DECEMBER 31, 2012**

LIST OF ASSETS

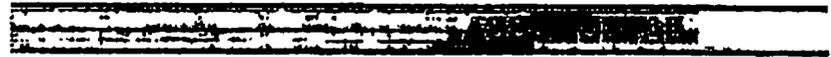
PAR VALUE OR SHARES	ASSET DESCRIPTION	TICKER/ CUSIP	MARKET VALUE
12,095.0000	QUALCOMM INC	QCOM	748,191.86
10,590.0000	ROCKWELL COLLINS	COL	616,020.30
9,895.0000	SCHLUMBERGER LTD	SLB	685,709.65
11,795.0000	STRYKER CORP COM	SYK	646,601.90
10,100.0000	UNITED TECHNOLOGIES CORP	UTX	828,301.00
10,870.0000	WALMART STORES INC	WMT	741,660.10
10,280.0000	YUM! BRANDS INC	YUM	682,592.00
TOTAL COMMON EQUITY SECURITIES			74,086,809.43

CLARK-WINCHOLE FOUNDATION
EIN: 52-6058340
BROWN A/C XX-XXX-01-5
DECEMBER 31, 2012

ASSET DETAIL

<u>Shares or Face Amount</u>	<u>Security Description</u>	<u>Market Value/ Price</u>
Bonds		
Corporate Issues		
30,000.000	Barclay 5.675 02/15/2013	30,177.60 100.5920
30,000.000	Idl Wilmington 5.625 12/01/2013	31,325.10 104.4170
15,000.000	Goldman Sachs Group Inc 02/07/2014 Var	15,043.80 100.2920
35,000.000	Consolidated Nat Gas Co 5.000 12/01/2014	37,842.50 107.5500
30,000.000	Starbucks Corp 6.250 08/15/2017	36,051.80 120.2660
30,000.000	Duke Capital Corp Sr Nts Ser B 6.750 07/15/2018	35,501.40 118.3380
Total Corporate Issues		\$185,778.20

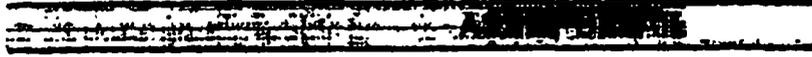
CLARK-WINCHOLE FOUNDATION
EIN: 52-6058340
BROWN A/C XX-XXX-01-5
DECEMBER 31, 2012



Shares or Face Amount	Security Description	Market Value/ Price
Foreign Issues		
30,000.000	America Movil Sab De Cv 5.000 03/30/2020	34,904.10 118.3470
Total Foreign Issues		\$34,904.10
Total Bonds		\$220,680.30

Stocks		
Funds		
61,274.510	Delaware High Yld Oppt Fd Cl I DH00X	261,029.41 4.2600
47,574.088	Doubleline Emg Mids Inc I DBLEX	627,120.67 11.0800
85,153.464	Doubleline Low Duration Bond Fund OBLSX	888,565.33 10.2000
17,543.860	Doubleline Total Ret Bd I OBLTX	198,771.93 11.3300
8,800.000	Vanguard Intermediate Term C VCIT	771,408.00 87.6600
Total Fixed Income Funds		\$2,828,898.34

CLARK-WINCHOLE FOUNDATION
EIN: 52-8058340
BROWN A/C XX-XXX-01-5
DECEMBER 31, 2012

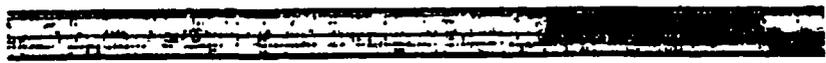


Shares or Face Amount	Security Description	Market Value/ Price
Common Stocks		
780.000	Avalonbay Cmnty Inc AVB	103,048.40 135.6900
920.000	Federal Rty Invt Tr Sh Ban Int New FRT	85,688.40 104.0200
4,800.000	Galus Capital Bde Inc GBDC	76,704.00 15.9800
2,300.000	Government Properties Income GOV	55,151.00 23.9700
Total Common Stocks		380,591.80
Preferred Stocks		
1,300.000	Charles Schwab Corp 6.00% Pfd Ser B	33,985.00 26.1500
1,400.000	Public Storage 5.90% Pfd	38,610.00 28.1500
Total Preferred Stocks		70,595.00
Equity Funds		
74,370.981	Brown Advisory Sm Cp Fundamental Val #1280 BIALX	1,304,487.01 17.5400

CLARK-WINCHCOLE FOUNDATION
EIN: 52-6058340
BROWN A/C XX-XXX-01-5
DECEMBER 31, 2012

Shares or Face Amount	Security Description	Market Value/ Price
10,110.000	Ishares S&p Gbl Energy Sect IXC	388,707.50 38.2500
68,428.031	Laudus Mondrian Emg Mkd Inv LEMDX	688,488.02 8.7400
13,500.000	Powershares Fin Preferred Portfolio PGF	248,780.00 18.2800
4,700.000	Spdr Gold Trust GLD	761,488.88 162.0204
391,778.557	Wasatch Fds Inc #34 WAEMX	1,100,882.13 2.8100
Total Equity Funds		\$4,468,831.54
Balanced Funds		
39,583.880	Fpa Crescent Portfolio Cl I FPACX	1,158,538.07 28.2900
Total Balanced Funds		\$1,158,538.07
Total Stocks		\$8,653,448.78

CLARK-WINCHOLE FOUNDATION
EIN: 52-6058340
BROWN A/C XX-XXX-03-1
DECEMBER 31, 2012



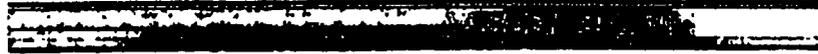
Shares or Face Amount	Security Description	Market Value/ Price
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Stocks

Common Stocks

1,832,000	Acme Packet Inc APKT	38,099.84 22.1200
522,000	Acuity Brands Inc AYI	35,355.08 67.7300
344,000	Advisory Board Co ABCO	18,085.76 48.7900
1,481,000	Ann Inc ANN	50,455.44 33.8400
5,090,000	Applied Micro Circuits Corp AMCC	42,857.60 8.4200

CLARK-WINCHOLE FOUNDATION
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Shares or Face Amount	Security Description	Market Value/ Price
810.000	Ascent Capital Group Inc A ASCMA	50,171.40 61.9400
2,787.000	Broadridge Financial Solutions Inc BR	63,308.98 22.8800
708.000	Broadsoft Inc BSPT	25,721.84 36.3300
790.000	Carvum Inc CAVM	24,655.90 31.2100
787.000	Commvault Systems Inc CVLT	53,431.08 68.8924
395.000	Concur Technologies Inc CNGR	28,870.40 67.9200
1,253.000	Corelogic Inc CLGX	33,730.78 28.9200
784.000	Corporate Executive Bnd Co CEB	37,208.84 47.4800
674.000	Costar Group Inc CSGP	60,238.38 89.3700
1,270.000	Covance Inc CVD	73,387.90 57.7700
1,553.000	Endologix Inc ELGX	22,114.72 14.2400
2,397.000	Exacttarget Inc ET	47,840.00 20.0000

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Shares or Face Amount	Security Description	Market Value/ Price
1,292.000	Global Payments Ins GPN	58,527.80 45.3000
1,382.000	Harman International HAR	60,799.68 44.0400
569.000	Helco Corp HEI	25,488.44 44.7800
1,307.000	Hexcel Corp New HXL	35,238.72 26.9600
2,358.000	Hims Hidge Corp HMSY	61,118.38 25.9200
2,428.000	Homesway Inc AWAY	53,372.00 22.0000
1,104.000	Ideas Corp IEX	51,388.12 46.5300
485.000	Idexx Labs Inc IDXX	43,182.00 88.8000
2,818.000	Incyta Corp INCY	43,481.78 15.4100
1,532.000	Information Corp INFA	48,450.24 31.6200
2,488.000	Interactive Intelligence Gro IINN	82,778.72 33.2800
4,481.000	Knight Transn Inc KNR	85,284.43 19.0300

CLARK-WINCHOLE FOUNDATION
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Shares or Face Amount	Security Description	Market Value/ Price
980.000	Landstar Sys Inc LSTR	51,410.80 52.4600
2,470.000	Maximo Corp MASI	51,894.70 21.0100
1,012.000	Maximus Inc MMS	63,978.64 63.2200
2,879.000	Mercury Systems Inc MRCY	24,648.80 8.2000
1,742.000	Microsemi Corp MSCC	38,651.68 21.0400
1,131.000	Monro Muffler Brake Inc MNRO	38,472.01 34.9001
3,298.000	P S S World Med Inc PSSI	98,188.48 28.8600
2,323.000	Pegasystems Inc PEGA	52,685.64 22.6800
672.000	Price Smart Inc PSMT	51,737.28 76.9900
2,284.000	Quanex Bldg Prods Corp NX	48,820.64 20.4100
2,183.000	Roadrunner Transportation By RRTS	38,598.62 18.1400
920.000	Rockwood Hldgs Inc ROC	45,503.20 49.4600

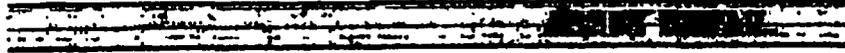
CLARK-WINCHOLE FOUNDATION
EIN: 52-6058340
BROWN A/C XX-XXX-03-1
DECEMBER 31, 2012

Shares or Face Amount	Security Description	Market Value/ Price
3,032,000	Saplant Corp SAPE	32,017.82 10.5900
742,000	Schein Henry Inc HSIC	58,871.84 80.4200
1,203,000	Seattle Genetics Inc /W/ A/ W/ SGEN	27,873.51 23.1700
3,168,000	Shif Entertainment Inc SHFL	48,838.00 14.5000
453,000	Ultimate Software Group Inc ULTI	42,787.73 94.4100
1,333,000	United Rentals Inc URI	60,878.16 46.5200
448,000	Vainmont Inds Inc VMI	61,310.98 138.5600
703,000	Vitamin Shoppe Inc VSI	40,324.08 57.3600
1,584,000	Volcano Corp VOLC	37,834.34 23.6100
897,000	Volterra Semiconductor Corp VLTR	17,118.48 17.1700
2,565,000	Waste Connections Inc WCN	88,671.35 33.7800
1,818,000	World Fuel Svcs Corp INT	74,784.72 41.1700

CLARK-WINCHOLE FOUNDATION
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Shares or Face Amount	Security Description	Market Value/ Price
Total Common Stocks		\$2,512,797.01
Foreign Stocks		
1,895,000	Catamaran Corporation CTRX	78,834.50 47.1000
3,573,000	Ede Inc EXFO	19,078.82 5.3400
3,172,000	Genpact Limited G	48,168.00 15.5000
4,150,000	U T I Worldwide Inc UTW	55,810.00 13.4000
Total Foreign Stocks		\$203,690.32
Total Stocks		\$2,716,487.33

CLARK-WINCHOLE FOUNDATION
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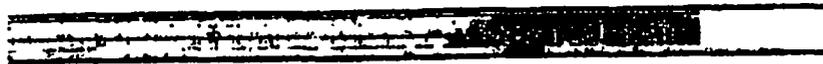
Shares or Face Amount	Security Description	Market Value/ Price
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Stocks

Common Stocks

900.000	Adl Worldwide Inc ACTW	39,321.00 43.6900
400.000	Aegion Corp AEGN	8,878.00 22.1900
35.000	Affiliated Managers Group Inc AMG	4,555.25 130.1500
300.000	American Public Education APEI	10,838.00 36.1200
900.000	Atlas Air Worldwide Holdings AAWW	39,558.00 44.3200

CLARK-WINCHOLE FOUNDATION
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Shares or Face Amount	Security Description	Market Value/ Price
1,553,000	Baligo Wireless Inc WIFI	11,725.16 7.5600
900,000	Bonanza Creek Energy Inc BCEI	25,011.00 27.7900
800,000	Broadridge Financial Solutions Inc BR	20,692.00 22.9900
1,200,000	Calavo Growers Inc CVGW	30,282.00 25.2100
5,300,000	Capitasource Inc CSIE	40,174.00 7.5800
900,000	Cash America Intl Inc CSH	35,703.00 39.6700
4,180,000	Cbiz Inc CBZ	24,703.80 5.9100
800,000	Cinemark Hodge Inc CNK	15,588.00 23.9900
2,900,000	Convergys Corp CVG	45,948.00 16.4100
4,000,000	Cys Investments Inc CYS	47,240.00 11.8100
300,000	Dineequity Inc DIN	20,100.00 67.0000
600,000	Edington Financial LLC EFC	13,478.00 22.4600

CLARK-WINCHCOLE FOUNDATION
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Shares or Face Amount	Security Description	Market Value/ Price
500.000	Epr Properties EPR	23,055.00 46.1100
2,350.000	Global Cash Access Hldgs Inc GCA	19,737.90 7.9400
500.000	Global Payments Inc GPN	22,050.00 45.3000
400.000	Grace W R & Co GRA	26,892.00 67.2300
2,400.000	Hercules Technology Growth HTGC	28,712.00 11.1300
700.000	Homestreet Inc HMAST	17,665.00 25.5500
1,000.000	Iac Interactivecorp IACI	47,242.00 47.2420
900.000	InterDigital Inc IDCC	38,981.00 41.0900
1,520.000	J2 Global Inc JCOM	48,512.00 30.6000
1,400.000	Kaman Corp KAMN	51,520.00 38.6000
2,300.000	Kar Auction Services Inc KAR	48,582.00 20.2400
1,000.000	Krispy Kreme Doughnuts Inc KKD	8,380.00 8.3800

CLARK-WINCHOLE FOUNDATION
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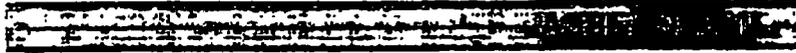
Shares or Face Amount	Security Description	Market Value/ Price
400,000	Liquidity Services Inc LODT	16,344.00 40.8600
800,000	Loral Space & Communications Inc LORL	48,184.00 54.6800
3,400,000	Medical Properties Trust Inc MPW	40,684.00 11.8800
1,730,000	Netnet Inc Cl A NNI	51,538.70 28.7900
400,000	Oasis Petroleum Inc OAS	12,720.00 31.8000
800,000	Roadrunner Transportation Sy RRTS	14,512.00 18.1400
2,480,000	Sandridge Energy Inc SD	15,748.00 6.3600
1,300,000	Sloman Hodge Inc SLGN	54,002.00 41.5400
900,000	Six Flags Entertainment SIX	55,080.00 61.2000
750,000	Skyworks Solutions Inc SWKS	15,225.00 20.3000
1,100,000	Starwood Property Trust Inc STWD	25,258.00 22.9800
500,000	Steinway Musical Instrs Inc LVB	10,575.00 21.1500

CLARK-WINCHOLE FOUNDATION
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ASSET DETAILS

Shares or Face Amount	Security Description	Market Value/ Price
798,000	Taledyne Technologies Inc TDY	51,786.72 65.0700
300,000	Teledix Inc TFX	21,383.00 71.3100
2,700,000	The Dotan Company DM	10,503.00 3.8800
5,800,000	United States Army Common Stock UAMY	10,384.00 1.7800
2,200,000	Value Click Inc VCLK	42,702.00 19.4100
900,000	World Fuel Sves Corp INT	37,053.00 41.1700
Total Common Stocks		\$1,342,786.22
Foreign Stocks		
500,000	Helen Of Troy Corp Ltd HELE	16,710.00 33.4200
2,870,000	Mds Partners Inc Cl A MDCA	32,431.00 11.3000
Total Foreign Stocks		\$49,141.00
Total Stocks		\$1,391,927.22

CLARK-WINCHOLE FOUNDATION
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Shares or Face Amount	Security Description	Market Value/ Price
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Stocks

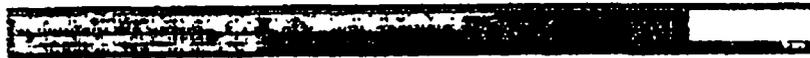
Common Stocks

3,348.000	Amphenol Corp Cl A APH	218,818.80 64.7000
2,223.000	Ansys Inc ANSS	148,898.82 67.3400
682.000	Apple Inc AAPL	348,978.80 532.1730
2,287.000	Citrix Sys Inc CTXS	150,072.84 65.8200
4,558.000	Coch Inc COH	252,903.58 55.5100
3,548.000	Cognizant Tech Solutions Cl A CTSH	281,888.84 73.6823
1,888.000	Costco Whol Corp COST	198,077.78 98.7300
3,311.000	Covance Inc CVD	191,278.47 57.7700

CLARK-WINCHCOLE FOUNDATION
EIN: 52-6058340
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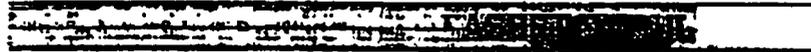
Shares or Face Amount	Security Description	Market Value/ Price
4,500.000	Danaher Corp DHR	251,550.00 55.9000
1,811.000	Davita Healthcare Partners Inc DVA	178,063.83 110.5300
2,210.000	Ecolab Inc ECL	158,899.00 71.9000
8,199.000	Express Scripts Hldgs C ESRX	334,748.00 54.0000
4,533.000	Fluor Corp FLR	288,288.42 58.7400
5,340.000	Fms Technologies Inc FTI	228,712.20 42.8300
2,238.000	Fossil Inc FOSL	208,171.80 83.1000
516.000	Google Inc Cl A GOOG	388,008.08 707.3800
1,818.000	Idea Labs Inc IDXX	188,710.40 92.8000
501.000	Intuitive Surgical Inc ISRG	245,675.37 490.3700
3,581.000	Lauder Exter Cos Inc Cl A EL	213,181.48 58.8800
548.000	Mastercard Inc MA	289,221.44 491.2800

CLARK-WINCHCOLE FOUNDATION
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Shares or Face Amount	Security Description	Market Value/ Price
3,327.000	Mead Johnson Nutrition Co MJN	219,218.03 66.8900
5,108.000	National Instrs Corp NATI	131,837.48 25.8100
6,328.000	Netapp Inc NTAP	212,237.30 33.5500
4,848.000	Qucomm Inc QCOM	289,898.34 61.8588
2,039.000	Roper Inds Inc ROP	227,307.72 111.4800
1,020.000	Salesforce Com Inc CRM	171,482.00 168.1000
17,854.000	Schwab Charles Corp SCHW	258,383.44 14.3600
5,142.000	Starbucks Corp SBUX	278,768.48 53.8300
2,487.000	Starcycle Inc SRCL	232,920.18 93.2800
Total Common Stocks		\$8,690,819.34
Foreign Stocks		
3,308.000	Accenture Plc Cl A ACN	220,048.50 66.5000
1,894.000	Core Laboratories N V CLB	207,033.14 109.3100

CLARK-WINCHOLE FOUNDATION
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Shares or Face Amount	Security Description	Market Value/ Price
8,060,000	Genpact Limited G	124,930.00 15.5000
3,558,000	Schlumberger Ltd SLB	248,633.72 69.2988
Total Foreign Stocks		\$798,646.38
Total Stocks		\$7,478,484.70

CLARK-WINCHCOLE FOUNDATION
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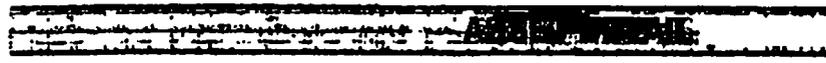
Shares or Face Amount	Security Description	Market Value/ Price
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Stocks

Common Stocks

1,895.000	Abbot Laboratories ABT	124,122.50 65.5000
7,034.000	Altria Group Inc MO	221,148.88 31.4400
2,774.000	Automatic Data Processing ADP	157,923.82 56.9300
3,389.000	Centurylink Inc CTL	131,785.28 39.1200
3,288.000	Cincinnati Finl Corp CINF	129,149.88 39.1600
1,248.000	Coach Inc COH	69,165.48 55.5100
3,227.000	Coca Cola Company KO	118,978.75 36.2600
751.000	Consolidated Edison Inc ED	41,710.54 55.5400

CLARK-WINCHCOLE FOUNDATION
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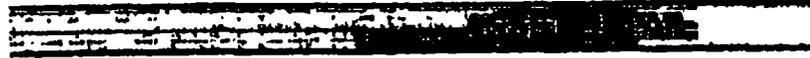


Shares or Face Amount	Security Description	Market Value/ Price
1,418,000	Dominion Resources Inc D	73,504.20 51.8000
2,184,000	Du Pont E I De Nemours & Co DD	98,233.04 44.8783
1,888,000	Erie Indemnity Co CI A ERIE	117,804.78 69.2200
4,087,000	Gamestop Corp CI A GME	102,542.83 25.0800
4,681,000	Healthcare Svcs Group Inc HCSG	108,738.83 23.2300
1,785,000	Johnson Johnson JNJ	126,128.50 70.1000
7,098,000	Kinder Morgan Inc KMI	250,807.67 35.3300
2,216,000	Kraft Foods Group Inc KRFT	100,781.52 45.4700
1,173,000	M T Bank Corp MTB	116,506.31 98.4700
1,805,000	McDonalds Corp MCD	141,577.05 58.2100
3,884,000	Merck And Co Inc New MRK	182,288.18 40.9400
3,488,000	Microchip Technology Inc MCP	113,054.71 32.5800

CLARK-WINCHOLE FOUNDATION
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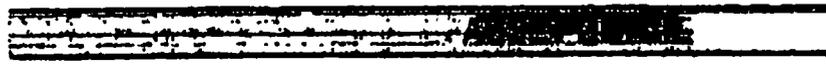
Shares or Face Amount	Security Description	Market Value/ Price
6,253.000	Microsoft Corp MSFT	167,015.75 26.7097
4,163.000	Mondelēz International W I MDLZ	105,861.57 25.4532
1,473.000	Occidental Petroleum Corporation OXY	112,848.93 76.6100
2,905.000	Peacar Inc PCAR	126,814.08 43.6200
1,478.000	PepsiCo Inc PEP	101,139.54 68.4300
4,803.000	Pfizer Inc PFE	115,440.02 24.0793
1,289.000	Philip Morris Int'l PM	108,139.16 83.8400
3,202.000	Plum Creek Timber Co Inc PCL	142,072.74 44.3700
858.000	Proxair Inc PX	72,018.10 109.4500
1,709.000	T Rowe Price Group Inc TROW	111,285.12 65.1171
1,014.000	Tiffany & Co TIF	58,142.78 57.3400
1,892.000	Time Warner Cable Inc TWC	163,583.48 87.1900

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Shares or Face Amount	Security Description	Market Value/ Price
1,488,000	United Technologies Corp UTX	122,030.88 82.0100
838,000	V F Corp VFC	128,888.83 150.9700
1,482,000	Wal Mart Stores Inc WMT	101,798.18 68.2300
10,825,000	Windstream Corp WIN	89,831.00 8.2800
Total Common Stocks		34,344,824.18
Preferred Stocks		
3,987,000	Public Storage 5.90% Pfd	104,280.08 26.1500
3,538,000	Public Storage 6.875% Pfd PSAPO	85,658.17 27.0300
Total Preferred Stocks		\$189,938.25
Foreign Stocks		
2,225,000	Accenture Plc Cl A ACN	147,962.50 66.5000
2,818,000	Novartis Ag A D R Repstg 1 Ord Sh NVS	184,582.80 63.3000
5,083,000	Onebeacon Insurance Group LI Cl A OB	70,853.70 13.9000

CLARK-WINCHCOLE FOUNDATION
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Shares or Face Amount	Security Description	Market Value/ Price
3,947.000	Total S A A D R Rspstg 0.5 Ord Sh TOT	205,283.47 52.0100
3,181.000	Unilever N V A D R Rspstg 1 Ord Sh UN	122,215.30 .3000
Total Foreign Stocks		\$730,687.77
Total Stocks		\$3,275,241.17

ATTACHMENT 13

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SILCHESTER INTERNATIONAL INVESTORS VALUE EQUITY FUND	2,999,779.	2,999,779.
ELLINGTON FINANCIAL LLC	14,696.	14,696.
TOTALS	<u>3,014,475.</u>	<u>3,014,475.</u>

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENT

ATTACHMENT 14

ACCUMULATED DEPRECIATION DETAIL

FIXED ASSET DETAIL

ASSET DESCRIPTION	METHOD/ CLASS	FIXED ASSET DETAIL			ACCUMULATED DEPRECIATION DETAIL			
		BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE	BEGINNING BALANCE	ADDITIONS	DISPOSALS
IBM TYPEWRITER	SL	790.			790.			790.
FURN. & FIXTURES	SL	10,781.			10,781.			10,781.
FURNITURE	SL	796.			796.			796.
HP LASERJET 6P	SL	925.			925.			925.
PRINTER	SL	1,329.			1,329.			1,329.
REFRIGERATOR	SL	105.			105.			105.
SOUNDSTAT CONF TEL	SL	539.			539.			539.
LEASEHOLD IMP.	SL	5,705.			5,705.	146.		1,813.
FURNITURE	SL	9,306.			9,306.			9,306.
LEASEHOLD IMP.	SL	13,207.			13,207.	339.		4,068
TELEPHONE EQUIP.	SL	3,848.			3,848.			3,848.
LINES FURNITURE-1	SL	12,471.			12,471.			12,471.
LINES FURNITURE-2	SL	742.			742.			742.
TELEPHONE EQUIP.	SL	4,227.			4,227.			4,227.
SUPPLY CABINET	SL	314.			314.			314.
LEASEHOLD IMP.	SL	11,878.			11,878.	305		3,609
DELL LAPTOP	SL	2,920.			2,920.			2,920.
DELL COMPUTER	SL	1,153.			1,153.			1,153.

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENT

ATTACHMENT 14 (CONT'D)

ACCUMULATED DEPRECIATION DETAIL

FIXED ASSET DETAIL

ASSET DESCRIPTION	METHOD/ CLASS	FIXED ASSET DETAIL			ACCUMULATED DEPRECIATION DETAIL				
		BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE
1300 LASERJET PRIN	SL	460.			460.	460.			460.
LATERAL FILE CAB	SL	822.			822.	822.			822.
DELL COMPUTER	SL	1,551.			1,551.	1,551.			1,551.
HP LSRJET 3030 FAX	SL	558.			558.	558.			558.
TOSHIBA COPIER	SL	6,376.			6,376.	6,376.			6,376.
DELL COMPUTER	SL	2,950.			2,950.	2,803.	147.		2,950.
TOTALS		<u>93,753.</u>			<u>93,753.</u>	<u>71,516.</u>			<u>72,453.</u>

ATTACHMENT 15

FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
DEPOSIT - MD UNEMPLOYMENT INS	1,526.	1,526.
DUE FROM BROWN ADVISORS	57,044.	57,044.
DUE FROM WELLS FARGO TRUST	25.	25.
DUE FROM CHEVY CHASE TRUST	4.	4.
TOTALS	<u>58,599.</u>	<u>58,599.</u>

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

<u>DESCRIPTION</u>	<u>AMOUNT</u>
NET UNREALIZED GAIN ON INVESTMENTS	5,236,905.
TOTAL	<u>5,236,905.</u>

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

ATTACHMENT 17

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>
VINCENT C. BURKE, III 3 BETHESDA METRO CENTER SUITE 550 BETHESDA, MD 20814-5358	CHAIRMAN/PRESIDENT 5.00	50,000. 0 0
THOMAS C. THOMPSON, JR. 3 BETHESDA METRO CENTER SUITE 550 BETHESDA, MD 20814-5358	VICE PRESIDENT 5.00	50,000. 0 0
GROVER B. RUSSELL RUSSELL, EVANS & THOMPSON, PLLC 299 HERNDON PARKWAY, #206 HERNDON, VA 20170 GROVER B. RUSSELL IS A MEMBER OF THE FIRM RUSSELL, EVANS & THOMPSON, PLLC. THE FIRM PROVIDES ACCOUNTING AND TAX SERVICES FOR THE FOUNDATION. THE FEES CHARGED ARE REASONABLE AND COMMENSURATE WITH THE SERVICES PROVIDED. SEE ATTACHMENT 5.	VICE PRESIDENT 5.00	50,000. 0 0
W. CRAIG THOMPSON RUSSELL, EVANS & THOMPSON, PLLC 299 HERNDON PARKWAY, #206 HERNDON, VA 20170 W. CRAIG THOMPSON IS A MEMBER OF THE FIRM RUSSELL, EVANS & THOMPSON, PLLC. THE FIRM PROVIDES ACCOUNTING AND TAX SERVICES FOR THE FOUNDATION. THE FEES CHARGED ARE REASONABLE AND COMMENSURATE WITH THE SERVICES PROVIDED. SEE ATTACHMENT 5.	TREASURER 5.00	50,000. 0 0

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

ATTACHMENT 17 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION
GREGORY OYLER SCRIBNER, HALL & THOMPSON, LLP 1030 15TH STREET, NW STE 700 EAST WASHINGTON, DC 20005	SECRETARY 5.00	50,000.
GREGORY OYLER IS A MEMBER OF THE FIRM SCRIBNER, HALL & THOMPSON, LLP. THE FIRM PROVIDES LEGAL SERVICES FOR THE FOUNDATION. THE FEES CHARGED ARE REASONABLE AND COMMENSURATE WITH THE SERVICES PROVIDED. SEE ATTACHMENT 4.		
GRAND TOTALS		<u>250,000.</u>

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

ATTACHMENT 18

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS EXPENSE ACCT TO EMPLOYEE AND OTHER BENEFIT PLANS ALLOWANCES</u>
BRIDGET D HARTMAN 3 BETHESDA METRO CENTER SUITE 550 BETHESDA, MD 20814	GRANT ADMINISTRATOR 37.00	97,000.	0
<u>TOTAL COMPENSATION</u>		<u>97,000.</u>	<u>0</u>

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 19

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
FARR, MILLER & WASHINGTON LLC 1020 19TH STREET, NW, STE 200 WASHINGTON, DC 20036	INVESTMENT SERVICES	414,458.
BROWN ADVISORY 5404 WISCONSIN AVENUE, SUITE 1000 CHEVY CHASE, MD 20815	INVESTMENT SERVICES	177,336.
	TOTAL COMPENSATION	<u>591,794.</u>

FEDERAL FOOTNOTES

ATTACHMENT 20

PART XV-SUPPLEMENTARY INFORMATION:

LINE 2(A): CLARK-WINCHCOLE FOUNDATION
3 BETHESDA METRO CENTER SUITE 550
BETHESDA, MD 20814
TELEPHONE: (301) 654-3607

LINE 2(B): A GRANT APPLICATION IS REQUIRED TO BE COMPLETED BY EACH
APPLICANT (SEE COPY ATTACHED).

LINE 2(C): THE FOUNDATION HAS NO APPLICATION DEADLINES.

LINE 2(D): GRANTS ARE MADE PRIMARILY TO CHARITABLE ORGANIZATIONS IN
THE WASHINGTON, DC AREA. GRANTS ARE MADE ONLY TO PUBLIC CHARITIES;
THEY ARE NOT MADE TO SUPPORTING ORGANIZATIONS, PRIVATE FOUNDATIONS OR
INDIVIDUALS. GRANTS MUST BE USED SOLELY FOR CHARITABLE OR SIMILAR
PURPOSES AND MAY NOT BE USED FOR ANY LOBBYING, ELECTION CAMPAIGN
ACTIVITY OR VOTER REGISTRATION DRIVE.

PRIOR TO MAKING A GRANT, THE FOUNDATION INSISTS ON AN IRS
DETERMINATION LETTER SHOWING THAT THE APPLICANT IS A PUBLICLY
SUPPORTED ORGANIZATION AND NOT A PRIVATE FOUNDATION. IN ADDITION,
THE APPLICANT'S CURRENT PUBLIC CHARITY TAX STATUS IS CHECKED AGAINST
THE CURRENT PUBLICATION 78 DATA ON THE IRS WEBSITE "EXMEPT
ORGANIZATIONS SELECT CHECK TOOL".

ATTACHMENT 20

CLARK-WINCHOLE FOUNDATION

3 Bethesda Metro Center, Suite 550, Bethesda Maryland 20814
(301) 654-3607 fax: (301) 654-3140

GRANT PROGRAM APPLICATION

The Clark-Winchole Foundation makes grants to public charities operating in the Metropolitan area of Washington, D.C. The Foundation gives priority to organizations which serve residents of the Metropolitan area as their primary mission.

The Clark-Winchole Foundation does not make grants to supporting organizations, private foundations or individuals. Grants must be used solely for charitable or similar purposes and may not be used for any lobbying or election campaign activity or voter registration drive.

To apply for a grant, the organization must provide the following information:

Name of Organization	Amount of grant requested	
Street Address	City, State and Zip Code	
Main Telephone	Main Fax	
Name and Title of Contact Person	Direct Telephone	Direct Fax

Questions: Will the grant be used solely for charitable, educational or other purposes permitted under section 501(c)(3) of the Internal Revenue Code? Yes

Will any portion of the grant be used to carry on lobbying activities, to attempt to influence legislation or the outcome of any public election, or to carry on any voter registration drive? No

What is the geographic area served by the organization and the constituency groups which are the beneficiaries of the organization's endeavors? (Please answer on a separate page.)

If the grant sought is for a particular project, please fully describe the project and how it will help the organization carry out its exempt purposes. Please also include a budget of the expected cost of the project and a list of committed and expected sources of funding. (Please answer on a separate page.)

Checklist of Additional Information: In addition, attach to this application —

- your current year *operating* budget, including projected income and expenses
 - your current year *program* budget (if applicable)
 - a list of all directors, officers and key employees of your organization
 - a copy of a current IRS ruling letter recognizing your non-private foundation status under Code section 509(a)(1) or (2). (A letter which only concerns the organization's exemption under section 501(c)(3) is not sufficient.)
- Verify that the IRS letter shows the organization —
- is exempt under section 501(c)(3) of the Internal Revenue Code, and
 - is not a private foundation.

I certify that the information provided in this application (including attachments) is true and correct.

(Signature)	(Title)	(Date)
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CLARK-WINCHCOLE FOUNDATION

3 Bethesda Metro Center, Suite 550
Bethesda Maryland 20814
(301) 654-3607

GRANTS PROGRAM POLICIES

Eligibility Requirements

The Clark-Winchcole Foundation makes grants to tax-exempt charitable organizations operating in the Metropolitan area of Washington, D.C. In considering grant requests, the Foundation gives priority to organizations which serve Metropolitan area residents as their primary mission. Because of restrictions imposed by federal income tax law, the Clark-Winchcole Foundation does not make grants to supporting organizations, private foundations or individuals.

Grant Restrictions

Grants must be used solely for charitable and similar purposes prescribed by federal tax law, including education, health care, the well-being of children, the arts, environmental and historic preservation, and community services. No portion of any grant may be used to carry on any lobbying activity or other attempt to influence legislation, to conduct any attempt to influence the outcome of a specific public election, or to carry on any voter registration drive. The amount of any grant funds expended by the recipient for an impermissible purpose must be repaid to the Clark-Winchcole Foundation.

Information to Be Provided with the Application

A request for a grant in a specific amount should be made on the Foundation's "Grant Program Application," which may be requested at the address or telephone number shown above. The Application must include the name, address and telephone number of the applying organization and the name of the person the Foundation should contact concerning the application. The organization must provide responses to certain questions about its tax status and activities. The Application must also include a description of the geographic area which the organization serves and the constituency groups which are the beneficiaries of the organization's endeavors. If funding is sought for a particular project, a description of the project is required, together with a budget and list of other sources of funding.

To assure that the Foundation's eligibility requirements are satisfied, an organization's Application for a grant must be accompanied by a copy of its ruling letter from the Internal Revenue Service that it is not a private foundation under paragraphs (1) or (2) of section 509(a) of the Internal Revenue Code. (An IRS letter which only concerns the organization's exemption under section 501(c)(3) is not sufficient.) The organization must also provide with the Application a current year operating budget, a program budget (if applicable), and a list of all its directors, officers and key employees.

Finally, the Application must be signed and dated by an officer of the organization.

After the Foundation has received a complete Application (with all the required information described above), the grant request will be submitted to the Foundation's Board of Trustees for consideration. *Each applicant will be notified in writing of the Trustees' decision.*

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

ATTACHMENT 21

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

RECIPIENT NAME AND ADDRESS

SEE ATTACHMENT 21A

NO GRANTS ARE MADE TO INDIVIDUALS.
SEE ATCH 21A RE STATUS

SEE ATTACHMENT 21A

4,280,536

TOTAL CONTRIBUTIONS PAID

4,280,536

Clark-Winchcole Foundation

EIN 52-6058340

Form 990PF, Part XV Supplemental Information
Line 3a Grants and Contributions Paid During the Year

Recipient Name & Address	Status of Recipient	Purpose of Grant	Amount
A Wider Circle, Inc 4808 Moorland Lane, Suite 802 Bethesda, MD 20814	509(a)(1) or (a)(2) Public Charity	Neighbor-to-Neighbor Program	\$ 15,000 00
Accokeek Foundation Inc 3400 Bryan Point Road Accokeek, MD 20607	509(a)(1) or (a)(2) Public Charity	Educational Programs	\$ 10,000 00
Adventure Theatre, Inc 7300 MacArthur Boulevard Glen Echo, MD 20812	509(a)(1) or (a)(2) Public Charity	General Operating Support	\$ 5,000 00
AHC, Inc 2230 N Fairfax Drive, Suite 100 Arlington, VA 22201	509(a)(1) or (a)(2) Public Charity	Residential Services Program	\$ 10,000 00
Alexandria Seaport Foundation P O Box 25036 Alexandria, VA 22314	509(a)(1) or (a)(2) Public Charity	General Operating Support	\$ 7,500 00
Alexandria Symphony Orchestra, Inc 2121 Eisenhower Avenue, Suite 608 Alexandria, VA 22314	509(a)(1) or (a)(2) Public Charity	Music Makes a Difference Program	\$ 5,000 00
Alzheimer's Disease & Related Disorders Association, Inc fbo National Capital Area Chapter 3701 Pender Drive, Suite 400 Fairfax, VA 22030	509(a)(1) or (a)(2) Public Charity	General Operating Support for Activities in the Washington Metro Area	\$ 30,000 00
Alzheimer's Family Day Center 2812 Old Lee Highway, Suite 210 Fairfax, VA 22031	509(a)(1) or (a)(2) Public Charity	General Operating Support	\$ 40,000 00
America Scores fbo DC Scores 1224 M Street, NW, Suite 200 Washington, DC 20005	509(a)(1) or (a)(2) Public Charity	General Operating Support	\$ 7,500 00

Clark-Winchcole Foundation
 Form 990PF, Part XV Supplemental Information
 Line 3a Grants and Contributions Paid During the Year

EIN 52-6058340

Recipient Name & Address	Status of Recipient	Purpose of Grant	Amount
American Diabetes Association, Inc fbo National Capital Area 1025 Connecticut Avenue, NW, Suite 1005 Washington, DC 20036	509(a)(1) or (a)(2) Public Charity	Walk This Way Program	\$ 5,000 00
Amherst College Trustees fbo Folger Shakespeare Library 201 East Capitol Street, SE Washington, DC 20003	509(a)(1) or (a)(2) Public Charity	Shakespeare Steps Out Children's Program	\$ 10,000 00
Amyotrophic Lateral Sclerosis Association DC MD VA Chapter 7507 Standish Place Rockville, MD 20855	509(a)(1) or (a)(2) Public Charity	Patient and Family Services Program	\$ 25,000 00
AppleTree Institute for Education Innovation, Inc 415 Michigan Avenue, NE, 3rd Floor Washington, DC 20017	509(a)(1) or (a)(2) Public Charity	General Operating Support	\$ 5,000 00
Archbishop Carroli High School 4300 Harewood Road, NE Washington, DC 20017	509(a)(1) or (a)(2) Public Charity	Carroll Access Scholarship Program	\$ 20,000 00
Arlington Food Assistance Center 2708 South Nelson Street Arlington, VA 22206	509(a)(1) or (a)(2) Public Charity	Food Purchase Program	\$ 40,000 00
Arts Council of Fairfax County, Inc 10604 Judicial Drive Annandale, VA 22030	509(a)(1) or (a)(2) Public Charity	General Operating Support	\$ 5,000 00
Arts for the Aging - Maryland, Inc 12320 Parklawn Drive Rockville, MD 20852	509(a)(1) or (a)(2) Public Charity	General Operating Support	\$ 15,000 00
ArtStream, Inc 620 Pershing Drive Silver Spring, MD 20910	509(a)(1) or (a)(2) Public Charity	General Operating Support	\$ 10,000 00

Clark-Winchcole Foundation

EIN 52-6058340

Form 990PF, Part XV Supplement Information
 Line 3a Grants and Contributions Paid During the Year

Recipient Name & Address	Status of Recipient	Purpose of Grant	Amount	
Asian American LEAD Leadership Empowerment and Development for Youth & Family 2100 New Hampshire Avenue, NW Washington, DC 20009	509(a)(1) or (a)(2) Public Charity	General Operating Support	\$ 7,500 00	
Atlas Performing Arts Center 1333 H Street, NE Washington, DC 20002	509(a)(1) or (a)(2) Public Charity	General Operating Support	\$ 15,000 00	
Baltimore Symphony Orchestra, Inc 5301 North Tuckerman Lane North Bethesda, MD 20852	509(a)(1) or (a)(2) Public Charity	Education and Outreach Programs in Montgomery County, Maryland	\$ 10,000 00	
Barker Foundation, Inc 7979 Old Georgetown Road, 1st Floor Bethesda, MD 20814	509(a)(1) or (a)(2) Public Charity	Crisis Pregnancy Program	\$ 20,000 00	
Beacon House Community Ministry, Inc 601 Edgewood Street, NE, Suite 15 Washington, DC 20017	509(a)(1) or (a)(2) Public Charity	Children and Youth Programs	\$ 10,000 00	
Bethesda Cares, Inc 7728 Woodmont Avenue Bethesda, MD 20814	509(a)(1) or (a)(2) Public Charity	Mental Health Services and Emergency Prescription Assistance Fund	\$ 10,000 00	
Big Apple Circus, Ltd One MetroTech Center, 3rd Floor New York 11201	Brooklyn,	509(a)(1) or (a)(2) Public Charity	Clown Care Program at Children's National Medical Center	\$ 12,500 00
The Bishop John T Walker School 3640 Martin Luther King, Jr , Avenue, SE Washington, DC 20032	509(a)(1) or (a)(2) Public Charity	General Operating Support	\$ 15,000 00	
The Boarder Baby Project, Ltd dba The Little Blue House 524 Irving Street, NW Washington, DC 20010	509(a)(1) or (a)(2) Public Charity	General Operating Support	\$ 15,000 00	

Clark-Winchcole Foundation

EIN 52-6058340

Form 990PF, Part XV Supplemental Information
Line 3a Grants and Contributions Paid During the Year

Recipient Name & Address	Status of Recipient	Purpose of Grant	Amount
Bowen McCauley Dance, Inc 818 N Quincy Street, Suite 104 Arlington, VA 22203	509(a)(1) or (a)(2) Public Charity	General Operating Support	\$ 5,000 00
Boys & Girls Clubs of Greater Washington, Inc 4103 Benning Road, NE Washington, DC 20019	509(a)(1) or (a)(2) Public Charity	Camp Brown Summer Camp & FBR Branch @ THEARC	\$ 120,000 00
Bread for the City, Inc 1525 Seventh Street, NW Washington, DC 20001	509(a)(1) or (a)(2) Public Charity	General Operating Support	\$ 30,000 00
Bright Beginnings, Inc 128 M Street, NW Washington, DC 20001	509(a)(1) or (a)(2) Public Charity	General Operating Support	\$ 20,000 00
Building Bridges Across the River 1901 Mississippi Avenue, SE Washington, DC 20020	509(a)(1) or (a)(2) Public Charity	General Operating Support	\$ 20,000 00
Byte Back 815 Monroe Street, NE Washington, DC 20017	509(a)(1) or (a)(2) Public Charity	General Operating Support	\$ 5,000 00
Calvary Women's Services, Inc 110 Maryland Avenue, NE, Suite 103 Washington, DC 20002	509(a)(1) or (a)(2) Public Charity	Expansion Program in Ward 8	\$ 25 000 00
Capital City Symphony c/o Atlas Performing Arts Center 1333 H Street, NE Washington, DC 20002	509(a)(1) or (a)(2) Public Charity	General Operating Support	\$ 2,500 00
Capital Hospice 2900 Telestar Court Falls Church, VA 22042	509(a)(1) or (a)(2) Public Charity	Patient Care Program	\$ 40,000 00

Clark-Winchcole Foundation

EIN 52-6058340

Form 990PF, Part XV Supplemental Information
 Line 3a Grants and Contributions Paid During the Year

Recipient Name & Address	Status of Recipient	Purpose of Grant	Amount
Capital Partners for Education 1413 K Street, NW, 2nd Floor Washington, DC 20005	509(a)(1) or (a)(2) Public Charity	General Operating Support	\$ 10,000 00
Capitol Hill Arts Workshop 545 7th Street, SE Washington, DC 20003	509(a)(1) or (a)(2) Public Charity	Summer Camp Tuition Assistance for Disadvantaged Youth	\$ 10,000 00
Capitol Hill Group Ministry, Inc 421 Seward Square, SE Washington, DC 20003	509(a)(1) or (a)(2) Public Charity	General Operating Support	\$ 5,000 00
The CareerCatchers, Inc 8720 Georgia Avenue, Suite 205 Silver Spring, MD 20910	509(a)(1) or (a)(2) Public Charity	General Operating Support	\$ 10,000 00
The Cathedral Choral Society of Washington, DC Massachusetts & Wisconsin Avenues, NW Washington, DC 20016	509(a)(1) or (a)(2) Public Charity	Outreach, Artistic and Educational Programs	\$ 5,000 00
Catholic Charities of the Archdiocese of Washington, DC, Inc 924 G Street, NW Washington, DC 20001	509(a)(1) or (a)(2) Public Charity	Hermano Pedro Day Shelter, Division of Housing and Support Services, Spanish Catholic Center	\$ 60,000 00
Catholic University of America 620 Michigan Avenue, NE Washington, DC 20064	509(a)(1) or (a)(2) Public Charity	Need-based Tuition Assistance to Graduate Nursing Students	\$ 5,000 00
Center for Inspired Teaching 1436 U Street, NW, Suite 400 Washington, DC 20009	509(a)(1) or (a)(2) Public Charity	Washington Programs	\$ 7,500 00
Central Fairfax Services, Inc dba Service Source 6860 Commercial Drive Springfield, VA 22151	509(a)(1) or (a)(2) Public Charity	General Operating Support	\$ 15,000 00

Clark-Winchcole Foundation

EIN 52-6058340

Form 990PF, Part XV Supplemental Information
Line 3a Grants and Contributions Paid During the Year

<u>Recipient Name & Address</u>	<u>Status of Recipient</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Central Union Mission 1340 R Street, NW Washington, DC 20009	509(a)(1) or (a)(2) Public Charity	General Operating Support	\$ 20,000 00
Chesapeake Bay Foundation, Inc 6 Herndon Avenue Annapolis, MD 21403	509(a)(1) or (a)(2) Public Charity	DC Metro Environmental Education Program	\$ 10,000 00
Chesapeake -Potomac Spina Bifida, Inc 6 South Monroe Road Annapolis, MD 21402	509(a)(1) or (a)(2) Public Charity	General Operating Support	\$ 10,000 00
Child Center and Adult Services, Inc 16220 South Frederick Road, Suite 502 Gaithersburg, MD 20877	509(a)(1) or (a)(2) Public Charity	Healthy Mothers Healthy Babies Program	\$ 10,000 00
Children's Hospital Foundation 111 Michigan Avenue, NW Washington, DC 20010	509(a)(1) or (a)(2) Public Charity	Child and Adolescent Protection Care Center	\$ 30,000 00
Children's Inn at NIH, Inc 7 West Drive Bethesda MD 20814	509(a)(1) or (a)(2) Public Charity	Educational and Instructional Support Program	\$ 25,000 00
Children's Law Center Incorporated 616 H Street, Suite 300 Washington, DC 20001	509(a)(1) or (a)(2) Public Charity	General Operating Support	\$ 20,000 00
Christ Child Society 5101 Wisconsin Avenue, NW, Suite 304 Washington, DC 20016	509(a)(1) or (a)(2) Public Charity	School Counseling and Social Work Program	\$ 5,000 00
Christ House 1717 Columbia Road, NW Washington, DC 20009	509(a)(1) or (a)(2) Public Charity	Kairos Work Program	\$ 10,000 00

Clark-Winchcole Foundation

EIN 52-6058340

Form 990PF, Part XV Supplemental Information
Line 3a Grants and Contributions Paid During the Year

<u>Recipient Name & Address</u>	<u>Status of Recipient</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Church of St Stephen & the Incarnation 1525 Newton Street, NW Washington, DC 20010	509(a)(1) or (a)(2) Public Charity	Bathroom Renovations	\$ 10,000 00
Church of the Epiphany 1317 G Street, NW Washington, DC 20005	509(a)(1) or (a)(2) Public Charity	Community Hall Renovation Effort	\$ 26,200 00
CityDance Ensemble, Inc 1111 16th Street, NW, Suite 300 Washington, DC 20036	509(a)(1) or (a)(2) Public Charity	Community Programs	\$ 5,000 00
CollegeTracks, Inc 5126 Manning Drive Bethesda, MD 20814	509(a)(1) or (a)(2) Public Charity	General Operating Support	\$ 5,000 00
Columbia Lighthouse for the Blind 1825 K Street, NW, Suite 1103 Washington, DC 20006	509(a)(1) or (a)(2) Public Charity	Camp Lighthouse 2012	\$ 15,000 00
Community Bridges, Incorporated 620 Pershing Drive, 2nd Floor Silver Spring, MD 20910	509(a)(1) or (a)(2) Public Charity	General Operating Support	\$ 7,500 00
Community Council for the Homeless at Friendship Place 3655 Calvert Street, NW Washington, DC 20007	509(a)(1) or (a)(2) Public Charity	General Operating Support	\$ 20,000 00
Community Family Life Services, Inc 305 E Street, NW Washington, DC 20001	509(a)(1) or (a)(2) Public Charity	General Operating Support	\$ 5,000 00
Community Lodging, Inc 3912 Elbert Avenue, Suite 108 Alexandria, VA 22305	509(a)(1) or (a)(2) Public Charity	General Operating Support	\$ 20,000 00

Clark-Winchcole Foundation

EIN 52-6058340

Form 990PF, Part XV Supplement Information
Line 3a Grants and Contributions Paid During the Year

Recipient Name & Address	Status of Recipient	Purpose of Grant	Amount
Connelly School of the Holy Child 9029 Bradley Boulevard Potomac, MD 20854	509(a)(1) or (a)(2) Public Charity	Scholarship Assistance to Disadvantaged Children	\$ 5,000 00
Council for Court Excellence 111 14th Street, NW, Suite 500 Washington, DC 20005	509(a)(1) or (a)(2) Public Charity	School Jury Education Project	\$ 5,000 00
Covenant House Washington DC 2001 Mississippi Avenue, SE Washington, DC 20020	509(a)(1) or (a)(2) Public Charity	General Operating Support	\$ 10,000 00
Critical Exposures, Inc 1816 12th Street, NW, 3rd Floor Washington, DC 20009	509(a)(1) or (a)(2) Public Charity	General Operating Support	\$ 10,000 00
Crossway Community, Inc 3015 Upton Drive Kensington, MD 20895	509(a)(1) or (a)(2) Public Charity	Family Leadership Academy	\$ 10,000 00
Dance Institute of Washington, Inc 3400 14th Street, NW Washington, DC 20010	509(a)(1) or (a)(2) Public Charity	Positive Directions through Dance Program and the Studio Dance School	\$ 7,500 00
Davis Memorial Goodwill Industries 2200 South Dakota Avenue, NE Washington, DC 20018	509(a)(1) or (a)(2) Public Charity	Workforce Development Programs	\$ 7,500 00
DC Central Kitchen, Inc 425 2nd Street, NW Washington, DC 20001	509(a)(1) or (a)(2) Public Charity	Culinary Job Training Program	\$ 50,000 00
D C Creative Writing Workshop, Inc 601 Mississippi Avenue, SE Washington, DC 20032	509(a)(1) or (a)(2) Public Charity	General Operating Support	\$ 15,000 00

Clark-Winchole Foundation

EIN 52-6058340

Form 990PF, Part XV Supplement Information
 Line 3a Grants and Contributions Paid During the Year

Recipient Name & Address	Status of Recipient	Purpose of Grant	Amount
DC Rape Crisis Center P O Box 34125 Washington, DC 20043	509(a)(1) or (a)(2) Public Charity	General Operating Support	\$ 10,000 00
DC Volunteer Lawyers Project 5335 Wisconsin Avenue, NW, Suite 440 Washington, DC 20015	509(a)(1) or (a)(2) Public Charity	General Operating Support	\$ 10,000 00
DC Wheel Productions, Inc t/a DancePlace 3225 8th Street, NE Washington, DC 20017	509(a)(1) or (a)(2) Public Charity	General Operating Support and Program Expansion	\$ 25,000 00
DeMatha Catholic High School 4313 Madison Street Hyattsville, MD 20781	509(a)(1) or (a)(2) Public Charity	Tuition Assistance for Disadvantaged Youth	\$ 10,000 00
Diocese of Arlington Office of Catholic Schools 200 North Glebe Road, Suite 503 Arlington, VA 22044	509(a)(1) or (a)(2) Public Charity	Tuition Assistance for Disadvantaged Youth in Northern Virginia	\$ 20,000 00
Doorways for Women and Families, Inc P O Box 100185 Arlington, VA 22210	509(a)(1) or (a)(2) Public Charity	Children's Program	\$ 15,000 00
Downtown Cluster of Congregations, Inc 1313 New York Avenue, NW Washington, DC 20005	509(a)(1) or (a)(2) Public Charity	Homeless Services Unit	\$ 7,500 00
Dumbarton Concerts, Inc 3133 Dumbarton Street, NW Washington, DC 20007	509(a)(1) or (a)(2) Public Charity	Inner City Inner Child Literacy Program	\$ 10,000 00
Dwelling Place, Inc 610 East Diamond Avenue, Suite 300 Gaithersburg, MD 20877	509(a)(1) or (a)(2) Public Charity	General Operating Support	\$ 10,000 00

Clark-Winchcole Foundation

EIN 52-6058340

Form 990PF, Part XV Supplemental Information
 Line 3a Grants and Contributions Paid During the Year

Recipient Name & Address	Status of Recipient	Purpose of Grant	Amount
Easter Seals Greater Washington-Baltimore Region 1420 Spring Street Silver Spring, MD 20910	509(a)(1) or (a)(2) Public Charity	Columbia Heights Child Development Center	\$ 10,000 00
Elizabeth Seton High School 5715 Emerson Street Bladensburg, MD 20710	509(a)(1) or (a)(2) Public Charity	Tuition Assistance for Disadvantaged Youth	\$ 15,000 00
Emmaus Services for the Aging, Inc 1426 9th Street, NW Washington, DC 20001	509(a)(1) or (a)(2) Public Charity	General Operating Support	\$ 15,000 00
The Family Place Incorporated 3309 16th Street Washington, DC 20010	509(a)(1) or (a)(2) Public Charity	General Operating Support	\$ 10,000 00
Family Services Inc 610 East Diamond Avenue Gaithersburg, MD 20877	509(a)(1) or (a)(2) Public Charity	Healthy Families Program	\$ 10,000 00
Fishing School, Inc 4737 Meade Street, NE Washington, DC 20019	509(a)(1) or (a)(2) Public Charity	General Operating Support	\$ 10,000 00
FLOC For the Love of Children 1763 Columbia Road, NW Washington, DC 20009	509(a)(1) or (a)(2) Public Charity	Neighborhood Tutoring Program	\$ 5,000 00
Florence Crittenton Services of Greater Washington 815 Silver Spring Avenue Silver Spring, MD 20910	509(a)(1) or (a)(2) Public Charity	PEARLS Program	\$ 5,000 00
Food and Friends, Inc 219 Riggs Road, NE Washington, DC 20011	509(a)(1) or (a)(2) Public Charity	General Operating Support	\$ 20,000 00

Clark-Winchcole Foundation

EIN 52-6058340

Form 990PF, Part XV Supplemental Information
Line 3a Grants and Contributions Paid During the Year

<u>Recipient Name & Address</u>	<u>Status of Recipient</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Friends of Fort Dupont Ice Arena, Inc 3779 Ely Place, SE Washington, DC 20019	509(a)(1) or (a)(2) Public Charity	Kids On Ice Programs	\$ 20,000 00
Friends of the National Arboretum, Inc 3501 New York Avenue, NE Washington, DC 20002	509(a)(1) or (a)(2) Public Charity	Washington Youth Garden Program	\$ 15,000 00
Georgetown University fbo Lombardy Comprehensive Cancer Care Center/Capital Breast Care Center 3300 Whitehaven Street, NW, Suite 4000 Washington, DC 20007	509(a)(1) or (a)(2) Public Charity	General Operating Support for the Capital Breast Care Center	\$ 20,000 00
Germantown Cultural Arts Center, Inc dba BlackRock Center for the Arts 12901 Town Commons Drive Germantown, MD 20874	509(a)(1) or (a)(2) Public Charity	General Operating Support	\$ 5,000 00
Girl Scout Council of the Nation's Capital 4301 Connecticut Avenue, NW, Suite M-2 Washington, DC 20008	509(a)(1) or (a)(2) Public Charity	Programs Serving Young Women in Low-Income/High-Risk Neighborhoods	\$ 20,000 00
Good Shepherd Housing and Family Services, Inc 8305 Richmond Highway, Suite 17 B Alexandria, VA 22309	509(a)(1) or (a)(2) Public Charity	General Operating Support	\$ 20,000 00
Greater Washington Education Telecommunications Association, Inc 3939 Campbell Avenue Arlington, VA 22206	509(a)(1) or (a)(2) Public Charity	Where Literacy Begins Program	\$ 10,000 00
Green Door 1221 Taylor Street, NW Washington, DC 20011	509(a)(1) or (a)(2) Public Charity	Education Programs	\$ 15,000 00
Habitat for Humanity International, Inc fbo Habitat for Montgomery County, Maryland, Inc 9110 Gaither Road Gaithersburg, MD 20877	509(a)(1) or (a)(2) Public Charity	General Operating Support	\$ 7,500 00

Clark-Winchole Foundation

EIN 52-6058340

Form 990PF, Part XV Supplemental Information
 Line 3a Grants and Contributions Paid During the Year

Recipient Name & Address	Status of Recipient	Purpose of Grant	Amount
Higher Achievement Program, Inc 317 8th Street, NE Washington, DC 20002	509(a)(1) or (a)(2) Public Charity	General Operating Support	\$ 10,000 00
Historical Society of Washington, DC 801 K Street, NW Washington, DC 20001	509(a)(1) or (a)(2) Public Charity	General Operating Support	\$ 20,000 00
Hope Connections for Cancer Support, Inc 5430 Grosvenor Lane, Suite 100 Bethesda, MD 20814	509(a)(1) or (a)(2) Public Charity	Cancer Support Group	\$ 7,500 00
Hopkins House - A Center for Children and Their Families 5904 Richmond Highway, Suite 525 Alexandria, VA 22303	509(a)(1) or (a)(2) Public Charity	Tuition Assistance for Disadvantaged Youth and Emergency Family Assistance	\$ 40,000 00
Horizons Greater Washington, Inc 3000 Cathedral Avenue, NW Washington, DC 20008	509(a)(1) or (a)(2) Public Charity	Summer Arts Program at Glen Echo Park	\$ 2,500 00
Horton's Kids, Inc 110 Maryland Avenue, NE, Suite 207 Washington, DC 20002	509(a)(1) or (a)(2) Public Charity	General Operating Support	\$ 25,000 00
Hospice Caring, Inc 518 South Frederick Avenue Gaithersburg, MD 20877	509(a)(1) or (a)(2) Public Charity	General Operating Support	\$ 20,000 00
House DC 1606 17th Street, SE Washington, DC 20020	509(a)(1) or (a)(2) Public Charity	General Operating Support	\$ 15,000 00
House of Ruth 5 Thomas Circle, NW Washington, DC 20005	509(a)(1) or (a)(2) Public Charity	Kidspace Program	\$ 5,000 00

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Form 990PF, Part XV Supplement Information
 Line 3a Grants and Contributions Paid During the Year

Recipient Name & Address	Status of Recipient	Purpose of Grant	Amount
Housing Unlimited, Inc 1398 Lamberton Drive, Suite G-1 Silver Spring, MD 20902	509(a)(1) or (a)(2) Public Charity	General Operating Support	\$ 10,000 00
Ignatian Volunteer Corps 801 St Paul Street Baltimore, MD 21202	509(a)(1) or (a)(2) Public Charity	DC Metro Volunteer Program	\$ 10,000 00
Imagination Stage, Inc 4908 Auburn Avenue Bethesda, MD 20814	509(a)(1) or (a)(2) Public Charity	General Operating Support	\$ 7,500 00
INOVA Health Systems Foundation 8110 Gatehouse Road, Suite 200, East Tower Falls Church, VA 22042	509(a)(1) or (a)(2) Public Charity	Perinatal Care Program	\$ 25,000 00
Interfaith Works, Inc 114 West Montgomery Avenue Rockville, MD 20850	509(a)(1) or (a)(2) Public Charity	General Operating Support	\$ 20,000 00
Iona Senior Services 4125 Albemarle Street, NW Washington, DC 20016	509(a)(1) or (a)(2) Public Charity	General Operating Support	\$ 20,000 00
Ivymount School, Inc 11614 Seven Locks Road Rockville, MD 20854	509(a)(1) or (a)(2) Public Charity	Model Asperger Program	\$ 15,000 00
Jewish Foundation for Group Homes 1500 East Jefferson Street Rockville, MD 20852	509(a)(1) or (a)(2) Public Charity	General Operating Support	\$ 10,000 00
Jewish Social Service Agency 200 Wood Hill Road Rockville, MD 20850	509(a)(1) or (a)(2) Public Charity	In-Home Services for Low-Income Elderly Residents	\$ 20,000 00

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Form 990PF, Part XV Supplemental Information
 Line 3a Grants and Contributions Paid During the Year

Recipient Name & Address	Status of Recipient	Purpose of Grant	Amount
Jill's House, Inc 9011 Leesburg Pike Vienna, VA 22182	509(a)(1) or (a)(2) Public Charity	General Operating Support	\$ 5,000 00
John F Kennedy Center for the Performing Arts 2700 F Street, NW Washington, DC 20566	509(a)(1) or (a)(2) Public Charity	Kennedy Center Education Programs, National Symphony Education Programs & Washington National Opera	\$ 30,000 00
Joseph's House, Inc 1730 Lanier Place, NW Washington, DC 20009	509(a)(1) or (a)(2) Public Charity	Compassionate Companions Volunteer Program	\$ 30,000 00
Joy of Motion Dance Center, Inc 1333 H Street, NE Washington, DC 20002	509(a)(1) or (a)(2) Public Charity	Atlas Theatre Programs	\$ 5,000 00
Jubilee Housing, Inc 1640 Columbia Road, NW Washington, DC 20009	509(a)(1) or (a)(2) Public Charity	General Operating Support	\$ 20,000 00
Jubilee Jobs, Inc 2712 Ontario Road Washington, DC 20009	509(a)(1) or (a)(2) Public Charity	Jubilee Jobs Programs	\$ 10,000 00
Jubilee Jumpstart, Inc 2525 Ontario Road, NW, 1st Floor Washington, DC 20009	509(a)(1) or (a)(2) Public Charity	General Operating Support	\$ 15,000 00
Lab School of Washington 4759 Reservoir Road, NW Washington, DC 20007	509(a)(1) or (a)(2) Public Charity	General Operating Support	\$ 7,500 00
Language ETC 2200 California Street, NW Washington, DC 20008	509(a)(1) or (a)(2) Public Charity	General Operating Support	\$ 10,000 00

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Form 990PF, Part XV Supplement Information
Line 3a Grants and Contributions Paid During the Year

Recipient Name & Address	Status of Recipient	Purpose of Grant	Amount
Latin American Youth Center, Inc 1419 Columbia Road, NW Washington, DC 20009	509(a)(1) or (a)(2) Public Charity	General Operating Support	\$ 25,000 00
Learning Ally, Inc 5225 Wisconsin Avenue, NW, Suite 312 Washington, DC 20015	509(a)(1) or (a)(2) Public Charity	General Operating Support	\$ 15,000 00
Literacy Council of Prince George's County, Incorporated 6532 Adelphi Road, Suite 101 Hyattsville, MD 20782	509(a)(1) or (a)(2) Public Charity	General Operating Support	\$ 5,000 00
Little Lights Urban Ministries 760 7th Street, SE Washington, DC 20003	509(a)(1) or (a)(2) Public Charity	Academic Youth Programs	\$ 10,000 00
Live It Learn It 735 8th Street, SE, Suite 300 Washington, DC 20003	509(a)(1) or (a)(2) Public Charity	General Operating Support	\$ 25,000 00
Lowell School, Inc 1640 Kalmia Road, NW Washington, DC 20012	509(a)(1) or (a)(2) Public Charity	Tuition Assistance for Disadvantaged Youth	\$ 7,500 00
Lutheran Social Services of the National Capital Area, Inc 4406 Georgia Avenue, NW Washington, DC 20011	509(a)(1) or (a)(2) Public Charity	Youth Haven Program and Caregiver Services Program	\$ 20,000 00
Manna, Inc 828 Everts Street, NE Washington, DC 20018	509(a)(1) or (a)(2) Public Charity	General Operating Support	\$ 20,000 00
Maret School 3000 Cathedral Avenue, NW Washington, DC 20008	509(a)(1) or (a)(2) Public Charity	Tuition Assistance for Disadvantaged Youth	\$ 5,000 00

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Line 3a Grants and Contributions Paid During the Year

Recipient Name & Address	Status of Recipient	Purpose of Grant	Amount
Martha's Table 2114 14th Street, NW Washington, DC 20009	509(a)(1) or (a)(2) Public Charity	Children, Youth and Families Programs	\$ 35,000 00
Mary House, Inc 4303 13th Street, NE Washington, DC 20017	509(a)(1) or (a)(2) Public Charity	General Operating Support	\$ 25,000 00
Mary's Center for Maternal & Child Care, Inc 2333 Ontario Road, NW Washington, DC 20009	509(a)(1) or (a)(2) Public Charity	Healthy Start Healthy Families Program	\$ 15,000 00
Metropolitan Washington Ear, Inc 12061 Tech Road Silver Spring, MD 20904	509(a)(1) or (a)(2) Public Charity	General Operating Support	\$ 17,000 00
Miriam's Kitchen 2401 Virginia Avenue, NW Washington, DC 20034	509(a)(1) or (a)(2) Public Charity	General Operating Support	\$ 30,000 00
Mobile Medical Care, Inc 9309 Old Georgetown Road Bethesda, MD 20814	509(a)(1) or (a)(2) Public Charity	Primary Health Care Services	\$ 10,000 00
Montgomery County Historical Society, Inc 111 West Montgomery Avenue Rockville, MD 20850	509(a)(1) or (a)(2) Public Charity	General Operating Support	\$ 5,000 00
Montgomery Hospice, Inc 1355 Piccard Drive, Suite 100 Rockville, MD 20850	509(a)(1) or (a)(2) Public Charity	Connections & High School Loss and Grief Education Program	\$ 20,000 00
Montpelier Foundation P O Box 911 Orange, VA 22960	509(a)(1) or (a)(2) Public Charity	US Constitution Programs for DC Area Teachers and Police Officers	\$ 20,000 00

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 Line 3a Grants and Contributions Paid During the Year

Recipient Name & Address	Status of Recipient	Purpose of Grant	Amount
Mount Vernon Ladies' Association of the Union P O Box 110 Mount Vernon, VA 22121	509(a)(1) or (a)(2) Public Charity	East Lawn Slope Stabilization Project	\$ 50,000 00
N Street Village, Inc 1333 N Street, NW Washington, DC 20005	509(a)(1) or (a)(2) Public Charity	General Operating Support	\$ 20,000 00
National Aquarium Society Commerce Building, Room B-077 14th Street and Constitution Avenue, NW Washington DC 20230	509(a)(1) or (a)(2) Public Charity	General Operating Support	\$ 10,000 00
National Building Museum 401 F Street, NW Washington, DC 20001	509(a)(1) or (a)(2) Public Charity	School and Outreach Programs	\$ 5,000 00
National Capital B'nai B'rith Assisted Housing Corporation 14508 Homecrest Road Silver Spring, MD 20906	509(a)(1) or (a)(2) Public Charity	Linked Senior Kiosk Program	\$ 19,836 00
National Cathedral School for Girls Mount Saint Albans Washington, DC 20016	509(a)(1) or (a)(2) Public Charity	Scholarship Fund	\$ 100,000 00
National Kidney Foundation, Inc fbo the National Capital Area 5335 Wisconsin Avenue, NW, Suite 300 Washington, DC 20015	509(a)(1) or (a)(2) Public Charity	Kidney Early Evaluation Program	\$ 7,500 00
National Philharmonic Orchestra & Chorale of Montgomery County, Inc 5301 Tuckerman Lane North Bethesda, MD 20852	509(a)(1) or (a)(2) Public Charity	General Operating Support	\$ 7,500 00
National Rehabilitation Hospital, Inc 102 Irving Street, NW Washington, DC 20010	509(a)(1) or (a)(2) Public Charity	National Center for Brain Injury, the Fellowship Fund, and the Opportunity Fund	\$ 40,000 00

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Form 990PF, Part XV Supplemental Information
 Line 3a Grants and Contributions Paid During the Year

Recipient Name & Address	Status of Recipient	Purpose of Grant	Amount
Neediest Kids, Inc 8283 Greensboro Drive McLean, VA 22102	509(a)(1) or (a)(2) Public Charity	Kids in Distressed Program	\$ 10,000 00
New Community for Children, Inc 1722 6th Street, NW Washington, DC 20001	509(a)(1) or (a)(2) Public Charity	General Operating Support	\$ 15,000 00
Nick's Place, Inc 4604 West Caroline Avenue Beltsville, MD 20705	509(a)(1) or (a)(2) Public Charity	General Operating Support	\$ 5,000 00
Northern Virginia Family Service 10455 White Granite Drive, Suite 100 Oakton, VA 22124	509(a)(1) or (a)(2) Public Charity	Training Futures Program	\$ 10,000 00
Our Lady of Good Counsel High School 17301 Old Vic Boulevard Olney, MD 20832	509(a)(1) or (a)(2) Public Charity	Tuition Assistance for Disadvantaged Youth	\$ 15,000 00
Our Military Kids, Inc 6861 Elm Street, Suite 2A McLean, VA 22101	509(a)(1) or (a)(2) Public Charity	Financial Assistance to Military Children in the Washington Metro Area	\$ 5,000 00
Parkmont School 4842 16th Street, NW Washington, DC 20011	509(a)(1) or (a)(2) Public Charity	Tuition Assistance for Disadvantaged Youth	\$ 7,500 00
Patricia M Sitar Center for the Arts 1700 Kalorama Road, NW, Suite 101 Washington, DC 20009	509(a)(1) or (a)(2) Public Charity	General Operating Support	\$ 20,000 00
Perry School Community Services, Inc 128 M Street, NW, Suite 100 Washington, DC 20001	509(a)(1) or (a)(2) Public Charity	General Operating Support	\$ 5,000 00

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 Form 990PF, Part XV Supplemental Information
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Recipient Name & Address	Status of Recipient	Purpose of Grant	Amount
Poor Robert's Charities, Inc 3900 - B Watson Place, NW, Apt G-2A Washington, DC 20016	509(a)(1) or (a)(2) Public Charity	Van Purchases for Local Nonprofit Organizations	\$ 35,000 00
Potomac Community Resources, Inc 9200 Kentsdale Drive Potomac, MD 20854	509(a)(1) or (a)(2) Public Charity	Respite Care Programs	\$ 15,000 00
Potomac School 1301 Potomac School Road McLean, VA 22101	509(a)(1) or (a)(2) Public Charity	Tuition Assistance for Disadvantaged Youth	\$ 20,000 00
Prevent Cancer Foundation 1600 Duke Street, Suite 500 Alexandria, VA 22314	509(a)(1) or (a)(2) Public Charity	Celebremos la Vida Program	\$ 5,000 00
Prince George's Child Resource Center, Inc 9475 Lottsford Road, Suite 202 Largo, MD 20774	509(a)(1) or (a)(2) Public Charity	General Operating Support	\$ 10,000 00
Providence Health Foundation 1150 Varnum Street, NE Washington, DC 20017	509(a)(1) or (a)(2) Public Charity	General Operating Support for Providence Hospital	\$ 25,000 00
Rachael's Women's Center 1222 11th Street, NW Washington, DC 20001	509(a)(1) or (a)(2) Public Charity	Day Shelter Program	\$ 25,000 00
Reading Connection Incorporated 4001 North 9th Street, Suite 226 Arlington, VA 22203	509(a)(1) or (a)(2) Public Charity	Book Club Program	\$ 10,000 00
Rebuilding Together Alexandria 700 Princess Street, Mezz , Suite 2 Alexandria, VA 22314	509(a)(1) or (a)(2) Public Charity	General Operating Support	\$ 10,000 00

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Recipient Name & Address	Status of Recipient	Purpose of Grant	Amount
Red Wiggler Foundation, Inc t/a Red Wiggler Community Farm P O Box 968 Clarksburg, MD 20871	509(a)(1) or (a)(2) Public Charity	General Operating Support	\$ 20,000 00
Ronald McDonald House Charities of Greater Washington, DC, Inc 3727 14th Street, NE Washington, DC 20017	509(a)(1) or (a)(2) Public Charity	Share a Night Program	\$ 15,000 00
Rosemount Center 2000 Rosemount Avenue, NW Washington, DC 20010	509(a)(1) or (a)(2) Public Charity	General Operating Support	\$ 15,000 00
Round House Theatre, Inc 4545 East-West Highway Bethesda, MD 20814	509(a)(1) or (a)(2) Public Charity	Education and Outreach Programs	\$ 10,000 00
Samaritan Inns, Inc 2523 14th Street, NW Washington, DC 20009	509(a)(1) or (a)(2) Public Charity	General Operating Support	\$ 30,000 00
Sarah's Circle, Inc 2551 17th Street, Apartment 103 Washington, DC 20009	509(a)(1) or (a)(2) Public Charity	General Operating Support	\$ 20,000 00
SEEC Corporation 8905 Fairview Road, Suite 300 Silver Spring, MD 20910	509(a)(1) or (a)(2) Public Charity	Community Living Program	\$ 10,000 00
Septima Clark Public Charter School 2501 Martin Luther King, Jr , Avenue, SE Washington, DC 20020	509(a)(1) or (a)(2) Public Charity	General Operating Support	\$ 15,000 00
Shepherd Foundation, Ltd 9905 Summit Avenue Kensington, MD 20895	509(a)(1) or (a)(2) Public Charity	Scholarship Program	\$ 25,000 00

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Recipient Name & Address	Status of Recipient	Purpose of Grant	Amount
The Shepherd's Table, Inc 8201-A Colonial Lane Silver Spring, MD 20910	509(a)(1) or (a)(2) Public Charity	Bilingual Counseling Services	\$ 5,000 00
Sheppard Pratt Health System, Inc 6501 North Charles Street Baltimore, MD 21204	509(a)(1) or (a)(2) Public Charity	Multi-Purpose Room Renovation	\$ 25,000 00
Shrine of the Sacred Heart 3211 Sacred Heart Way, NW Washington, DC 20010	509(a)(1) or (a)(2) Public Charity	Dinner Program	\$ 10,000 00
Sibley Memorial Hospital Foundation 5255 Loughboro Road, NW Washington, DC 20016	509(a)(1) or (a)(2) Public Charity	In Honor of Robert Sloan, Frontline Nursing leadership Academy, Radiation Oncology Advanced Training Program	\$ 35,000 00
Sibley Memorial Hospital Foundation 5255 Loughboro Road, NW Washington, DC 20016	509(a)(1) or (a)(2) Public Charity	NICHE Program	\$ 75,000 00
Signature Theatre, Inc 4200 Campbell Avenue Arlington, VA 22206	509(a)(1) or (a)(2) Public Charity	General Operating Support	\$ 10,000 00
St Ann's Infant and Maternity Home 4901 Eastern Avenue Hyattsville, MD 20782	509(a)(1) or (a)(2) Public Charity	Comprehensive Care Programs	\$ 30,000 00
St Augustine School 1419 V Street, NW Washington, DC 20009	509(a)(1) or (a)(2) Public Charity	Tuition Assistance for Disadvantaged Youth	\$ 20,000 00
St Gabriel Church 26 Grant Circle, NW Washington, DC 20011	509(a)(1) or (a)(2) Public Charity	Petworth Youth Program	\$ 15,000 00

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Form 990PF, Part XV Supplemental Information
 Line 3a Grants and Contributions Paid During the Year

Recipient Name & Address	Status of Recipient	Purpose of Grant	Amount
St John's College 60 College Avenue Annapolis, MD 21401	509(a)(1) or (a)(2) Public Charity	Scholarship Assistance to Disadvantaged Students from the DC Metro Area	\$ 10,000 00
St Margaret's Church fbo Charlie's Place 1830 Connecticut Avenue, NW Washington, DC 20009	509(a)(1) or (a)(2) Public Charity	General Operating Support	\$ 10,000 00
Sinai Assisted Housing Foundation, Inc 3100 Military Road, NW Washington, DC 20015	509(a)(1) or (a)(2) Public Charity	Transitional Housing Program	\$ 10,000 00
SOME, Inc - So Others Might Eat 71 O Street, NW Washington, DC 20001	509(a)(1) or (a)(2) Public Charity	Center for Employment Training	\$ 25,000 00
Special Olympics District of Columbia Inc 900 2nd Street, NE, Suite 200 Washington, DC 20002	509(a)(1) or (a)(2) Public Charity	General Operating Support	\$ 20 000 00
Studio Theatre, Inc 1501 14th Street, NW Washington, DC 20005	509(a)(1) or (a)(2) Public Charity	Youth Education Programs	\$ 5,000 00
The Supreme Court Historical Society 224 East Capitol Street, NE Washington, DC 20003	509(a)(1) or (a)(2) Public Charity	History of the Federal Judiciary	\$ 75,000 00
Theatre Lab 733 8th Street, NW Washington, DC 20001	509(a)(1) or (a)(2) Public Charity	Life Stories	\$ 5,000 00
Thrive DC 1525 Newton Street, NW, Suite G-1 Washington, DC 20010	509(a)(1) or (a)(2) Public Charity	Links Program	\$ 20,000 00

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Recipient Name & Address	Status of Recipient	Purpose of Grant	Amount
Top Banana Home Delivered Groceries, Inc 14100 Brandywine Road Brandywine, MD 20613	509(a)(1) or (a)(2) Public Charity	General Operating Support	\$ 20,000 00
Travelers Aid International, Inc 1612 K Street, NW, Suite 206 Washington, DC 20006	509(a)(1) or (a)(2) Public Charity	Union Station Program	\$ 15,000 00
TLC - The Treatment & Learning Centers, Inc 2092 Gaither Road, Suite 100 Rockville, MD 20850	509(a)(1) or (a)(2) Public Charity	Tuition Assistance	\$ 7,500 00
Tudor Place Foundation, Inc 1644 31st Street, NW Washington, DC 20007	509(a)(1) or (a)(2) Public Charity	Smokehouse Restoration and Interpretation Program	\$ 30,000 00
United Community Ministries, Inc 7511 Fordson Road Alexandria, VA 22306	509(a)(1) or (a)(2) Public Charity	General Operating Support	\$ 10,000 00
United States Capitol Historical Society 200 Maryland Avenue, NE Washington, DC 20002	509(a)(1) or (a)(2) Public Charity	We the People Constitution Program for Washington DC Students	\$ 20,000 00
Unity Health Care, Inc 1220 12th Street, SE, Suite 120 Washington, DC 20003	509(a)(1) or (a)(2) Public Charity	Columbia Road Health Service Clinic	\$ 10,000 00
University of Maryland Foundation, Inc 3300 Metzertott Road Adelphi, MD 20783	509(a)(1) or (a)(2) Public Charity	Tuition Assistance to Universities at Shady Grove and University College	\$ 20,000 00
Victory Housing, Inc 5430 Grosvenor Lane, Suite 210 Bethesda, MD 20814	509(a)(1) or (a)(2) Public Charity	Furniture, Fixtures and Equipment Purchases for Victory Oaks	\$ 20,000 00

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Recipient Name & Address	Status of Recipient	Purpose of Grant	Amount
Virginia Foundation for Independent Colleges 8010 Ridge Road, Suite B Richmond, VA 23229	509(a)(1) or (a)(2) Public Charity	Tuition Assistance for Disadvantaged Youth in the Washington Metro Area	\$ 15,000 00
Visitors' Services Center, Inc 1422 Massachusetts Avenue, SE Washington, DC 20003	509(a)(1) or (a)(2) Public Charity	General Operating Support	\$ 20,000 00
Washington Adventist Hospital Foundation 7600 Carroll Avenue Takoma Park, MD 20912	509(a)(1) or (a)(2) Public Charity	Helping Hand Fund	\$ 5,000 00
Washington Architectural Foundation 421 7th Street, NW Washington, DC 20004	509(a)(1) or (a)(2) Public Charity	General Operating Support	\$ 7,500 00
Washington Bach Consort 1010 Vermont Avenue, NW, Suite 202 Washington, DC 20005	509(a)(1) or (a)(2) Public Charity	General Operating Support	\$ 5,000 00
Washington Cathedral Massachusetts & Wisconsin Avenues, NW Washington, DC 20016	509(a)(1) or (a)(2) Public Charity	Cathedral Fund and Cathedral Scholars Program	\$ 40,000 00
The Washington Chorus, Inc 2801 Upton Street, NW Washington, DC 20008	509(a)(1) or (a)(2) Public Charity	General Operating Support	\$ 15,000 00
Washington DC Police Foundation 1156 15th Street, NW, Suite 600 Washington, DC 20005	509(a)(1) or (a)(2) Public Charity	Youth Programs	\$ 150,000 00
The Washington Drama Society, Inc dba Arena Stage 1101 6th Street, SW Washington, DC 20024	509(a)(1) or (a)(2) Public Charity	General Operating Support	\$ 5,000 00

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Line 3a Grants and Contributions Paid During the Year

Recipient Name & Address	Status of Recipient	Purpose of Grant	Amount
Washington Episcopal Day School, Inc 5600 Little Falls Parkway Bethesda, MD 20816	509(a)(1) or (a)(2) Public Charity	Tuition Assistance for Disadvantaged Youth	\$ 5,000 00
The Washington Home 3720 Upton Street, NW Washington, DC 20016	509(a)(1) or (a)(2) Public Charity	Alzheimer's Special Care Unit	\$ 40,000 00
Washington Hospital Center Corporation 110 Irving Street, EB-1001 Washington, DC 20010	509(a)(1) or (a)(2) Public Charity	Medical House Call Program	\$ 20,000 00
Washington Jesuit Academy 900 Varnum Street, NE Washington, DC 20017	509(a)(1) or (a)(2) Public Charity	Opening Doors to the Future Program	\$ 100,000 00
Washington Jesuit Academy 900 Varnum Street, NE Washington, DC 20017	509(a)(1) or (a)(2) Public Charity	General Operating Support	\$ 40,000 00
Washington Middle School for Girls 1901 Mississippi Avenue, SE Washington, DC 20020	509(a)(1) or (a)(2) Public Charity	General Operating Support	\$ 20,000 00
Washington Performing Arts Society 2000 L Street, NW, Suite 510 Washington, DC 20036	509(a)(1) or (a)(2) Public Charity	Educational Programs	\$ 15,000 00
Washington Shakespeare Company of Arlington County, Inc 1101 Wilson Boulevard, Suite 932 Arlington, VA 22209	509(a)(1) or (a)(2) Public Charity	General Operating Support	\$ 5,000 00
Washington Tennis & Education Foundation, Inc William H G FitzGerald Tennis Center 16th & Kennedy Streets, NW Washington, DC 20011	509(a)(1) or (a)(2) Public Charity	Arthur Ashe Children's Tennis Program	\$ 5,000 00

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Line 3a Grants and Contributions Paid During the Year

Recipient Name & Address	Status of Recipient	Purpose of Grant	Amount
Wesley Theological Seminary of the United Methodist Church 4500 Massachusetts Avenue, NW Washington, DC 20016	509(a)(1) or (a)(2) Public Charity	Urban Ministry Program	\$ 110,000 00
Wilderness Leadership & Learning, Inc, 1758 Park Road, NW Washington, DC 20010	509(a)(1) or (a)(2) Public Charity	General Operating Support	\$ 7,500 00
William Wendt Center for Loss and Healing 4201 Connecticut Avenue, NW, Suite 300 Washington, DC 20008	509(a)(1) or (a)(2) Public Charity	General Operating Support	\$ 15,000 00
Wolf Trap Foundation for the Performing Arts 1645 Trap Road Vienna, VA 22182	509(a)(1) or (a)(2) Public Charity	Institute for Early Learning, Opera at Wolf Trap and Face of America Production	\$ 150,000 00
Woodley House, Inc 1408 North Capitol Street, NW Washington, DC 20002	509(a)(1) or (a)(2) Public Charity	Veterans Program at Valenti House	\$ 10 000 00
World Arts Focus dba Joe's Movement Emporium 3309 Bunker Hill Road Mount Rainier, MD 20712	509(a)(1) or (a)(2) Public Charity	Summer Arts Camps	\$ 10,000 00
Youth for Tomorrow New Life Center, Inc 11835 Hazel Circle Drive Bristow, VA 20136	509(a)(1) or (a)(2) Public Charity	General Operating Support	\$ 7,500 00
Youth Leadership Foundation, Inc 5034 Wisconsin Avenue, NW Suite 250 Washington, DC 20016	509(a)(1) or (a)(2) Public Charity	General Operating Support	\$ 10,000 00
TOTAL			\$ 4,280,536.00

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 22

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
INCOME FROM INVESTMENT IN PARTNERSHIP K-1 PASS THROUGH OF ORDINARY INCOME	525990	957.	14	5,439.	
TOTALS		<u>957.</u>		<u>5,439.</u>	

- 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 File by the due date for filing your return See instructions	Name of exempt organization Clark-Winchcole Foundation	Employer identification number (EIN) or 52-6058340
	Number, street, and room or suite no. If a P O box, see instructions 3 Bethesda Metro Center, Suite 550	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions Bethesda, MD 20814	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

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.

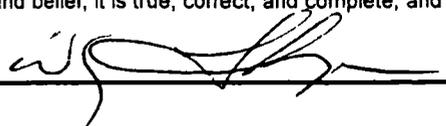
- The books are in the care of The Foundation
 Telephone No. (301) 654-3607 FAX No.
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ . If this 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.

- I request an additional 3-month extension of time until 11/15/2013
- For calendar year 2012, or other tax year beginning _____, and ending _____
- If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period
- State in detail why you need the extension
Information necessary to file a complete and accurate return will not be available by the original extended due date.

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 \$	191,327
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 \$	191,327
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  Date 7/15/13
 Form **8868** (Rev 1-2013)

Application for Extension of Time To File an Exempt Organization Return

File a separate application for each return.

- 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 CLARK-WINCHCOLE FOUNDATION	Employer identification number (EIN) or 52-6058340
	Number, street, and room or suite no. If a P.O. box, see instructions. 3 BETHESDA METRO CENTER	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions BETHESDA, MD 20814-5358	

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

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 ► THE FOUNDATION

Telephone No. ► 301 654-3607 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, 2013, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

► 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 \$	191,327.
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 \$	126,327.
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 \$	65,000.

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.

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev 1-2013)