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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2012

Open to Public Inspection

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

Name of foundation
GEORGE E COLEMAN JR FOUNDATION

A Employer identification number
52-7044220

Number and street (or P O box number if mail is not delivered to street address)
ALAN DYE C/O WEBSTER 1747 PENNSYLVA
IA

Room/suite

B Telephone number (see instructions)
(202) 624-7264

City or town, state, and ZIP code
WASHINGTON, DC 20006

C If exemption application is pending, check here ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 6,559,937

J Accounting method ☐ Cash ☑ Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis.)

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	4	4		
	4	Dividends and interest from securities	11,646	11,646		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-13,172			
	b	Gross sales price for all assets on line 6a 875,843				
	7	Capital gain net income (from Part IV, line 2)		0		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	470,964	470,964		
	12	**Total.** Add lines 1 through 11	469,442	482,614		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	25,000	25,000		0
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	9,000	9,000		0
	c	Other professional fees (attach schedule)	11,452	11,452		0
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	4,809	4,809		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	50,261	50,261		0
	25	Contributions, gifts, grants paid	401,440			401,440
	26	**Total expenses and disbursements.** Add lines 24 and 25	451,701	50,261		401,440
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	17,741			
	b	**Net investment income** (if negative, enter -0-)		432,353		
	c	**Adjusted net income** (if negative, enter -0-)				

Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	51,838	44,234	44,234
	3 Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	1,439,663	884,744	1,053,152
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	3,454,348	4,026,612	5,462,551
	14 Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	4,945,849	4,955,590	6,559,937
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 ▶)	49,391	34,000	
	23 **Total liabilities** (add lines 17 through 22)	49,391	34,000	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶** ☑ **and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	4,896,458	4,921,590	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ **and complete lines 27 through 31.**			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see page 17 of the instructions)	4,896,458	4,921,590	
	31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	4,945,849	4,955,590	

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	4,896,458
2	Enter amount from Part I, line 27a	2	17,741
3	Other increases not included in line 2 (itemize) ▶	3	7,391
4	Add lines 1, 2, and 3	4	4,921,590
5	Decreases not included in line 2 (itemize) ▶	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	4,921,590

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

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

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	See Additional Data Table			
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	-13,172
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	403,800	1,647,196	0 245144
2010	301,852	713,886	0 422829
2009	357,290	831,059	0 429921
2008	419,170	937,218	0 447249
2007	546,529	1,381,205	0 395690

2	**Total** of line 1, column (d)	2	1 940833
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 388167
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,353,800
5	Multiply line 4 by line 3	5	525,500
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,324
7	Add lines 5 and 6	7	529,824
8	Enter qualifying distributions from Part XII, line 4	8	401,440

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ____________ **(attach copy of letter if necessary–see instructions)**		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	8,647
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2	3	8,647
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	8,647
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a		
b	Exempt foreign organizations—tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c — 9,000		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	9,000
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	156
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	197
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 197 **Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

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

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶GEORGE E COLEMAN JR FOUNDATION Telephone no ▶(202) 624-7264

Located at ▶C/O ALAN P DYE 1747 PENNSYLVANIA AVE WASHINGTON DC ZIP +4 ▶20006

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 | |

16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No

See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶

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

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

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☑ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

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

If "Yes," attach the statement required by Regulations section 53.4945–5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No

If "Yes" to 6b, file Form 8870.

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

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

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
DANIEL OLIVER 3105 WOODLEY RD NW WASHINGTON, DC 20008	TRUSTEE 4 00	25,000	0	0
ANDREW OLIVER JR 3418 GARFIELD ST NW WASHINGTON, DC 20007	TRUSTEE 0 00	0	0	0

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

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶ 0

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** ***(continued)***

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
Total number of others receiving over $50,000 for professional services. . . . . ▶		0

Part IX-A **Summary of Direct Charitable Activities**

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions 3	
Total. Add lines 1 through 3. . . . . ▶	0

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	1,315,695
b	Average of monthly cash balances	1b	58,721
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	1,374,416
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	1,374,416
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	20,616
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,353,800
6	**Minimum investment return.** Enter 5% of line 5	6	67,690

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	67,690
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 8,647		
b	Income tax for 2012 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	8,647
3	Distributable amount before adjustments Subtract line 2c from line 1	3	59,043
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	59,043
6	Deduction from distributable amount (see instructions)	6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	59,043

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	401,440
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	401,440
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	401,440

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					59,043
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only.				0	
b Total for prior years 20___, 20___, 20___			0		
3 Excess distributions carryover, if any, to 2012					
a From 2007.	498,731				
b From 2008.	372,309				
c From 2009.	315,737				
d From 2010.	271,454				
e From 2011.	328,448				
f Total of lines 3a through e.		1,786,679			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 401,440					
a Applied to 2011, but not more than line 2a				0	
b Applied to undistributed income of prior years (Election required—see instructions).			0		
c Treated as distributions out of corpus (Election required—see instructions).		0			
d Applied to 2012 distributable amount.					59,043
e Remaining amount distributed out of corpus		342,397			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		0			0
6 Enter the net total of each column as indicated below:					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		2,129,076			
b Prior years' undistributed income Subtract line 4b from line 2b			0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.			0		
d Subtract line 6c from line 6b Taxable amount —see instructions			0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)		498,731			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a		1,630,345			
10 Analysis of line 9					
a Excess from 2008.	372,309				
b Excess from 2009.	315,737				
c Excess from 2010.	271,454				
d Excess from 2011.	328,448				
e Excess from 2012.	342,397				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

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

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

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

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

MR DANIEL OLIVER
3105 WOODLEY ROAD
WASHINGTON, DC 20008
(202) 986-2888
DOLIVER@VERIZON NET

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

APPLICATIONS SHOULD BE IN LETTER FORM INDICATING TYPE OF ORGANIZATION AND USE OF GRANT

c Any submission deadlines

NONE

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

GRANTS ARE LIMITED TO CHARITABLE ORGANIZATIONS

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				401,440
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	4	
4 Dividends and interest from securities. . . .			14	11,646	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.			14	470,964	
8 Gain or (loss) from sales of assets other than inventory			18	-13,172	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .		0		469,442	0

13 **Total.** Add line 12, columns (b), (d), and (e). 13 469,442

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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

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

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

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule

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

Sign Here

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

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
CLAYTON L SMITH	CLAYTON L SMITH			P00138351
Firm's name	MGI REPETTI LLP		Firm's EIN 13-4038080	
Firm's address	500 FIFTH AVENUE - 5TH FL NEW YORK, NY 10110		Phone no (212) 302-3300	

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
AGNICO EAGLE MINES LTD	P	2011-05-09	2012-09-19
AGNICO EAGLE MINES LTD	P	2011-08-15	2012-09-19
ALEXANDRIA MINERALS CORP	P	2009-12-04	2012-09-05
ALEXANDRIA MINERALS CORP	P	2010-04-27	2012-09-05
AMERICAN TOWER CORPORATION - CL A	P	2006-05-19	2012-01-25
AMERICAN TOWER CORPORATION - CL A	P	2006-05-19	2012-09-14
AMERICAN TOWER CORPORATION - CL A	P	2006-06-12	2012-09-14
ANDINA MINERALS INC WTS	P	2010-05-05	2012-06-05
APPALACHES RESOURCES INC	P	2012-02-29	2012-09-05
ARCTIC GLACIER INCOME FUND - UNIT	P	2010-07-26	2012-06-28
ARCTIC GLACIER INCOME FUND - UNIT	P	2010-07-27	2012-06-28
ARES CAPITAL CORP	P	2010-07-09	2012-03-01
ARES CAPITAL CORP	P	2010-07-16	2012-03-01
ATNA RESOURCES LTD	P	2011-09-19	2012-02-29
AURIZON MINES LTD	P	2011-08-15	2012-02-29
BLUE NOTE MINING INC	P	2011-05-06	2012-02-29
CARMAX INC	P	2006-05-24	2012-12-06
CARMAX INC	P	2011-04-08	2012-12-06
CARMAX INC	P	2011-04-15	2012-09-14
CLEAR CHANNEL OUTDOOR HOLDINGS INC -A	P	2006-06-21	2012-03-01
CLEAR CHANNEL OUTDOOR HOLDINGS INC -A	P	2006-06-21	2012-04-18
CLEAR CHANNEL OUTDOOR HOLDINGS INC	P	2009-08-11	2012-04-18
CLEAR CHANNEL OUTDOOR HOLDINGS INC	P	2009-08-11	2012-04-26
CLEAR CHANNEL OUTDOOR HOLDINGS INC	P	2011-04-15	2012-04-26
CLEARWIRE CORP-A	P	2011-05-02	2012-12-17
SATORI RESOURCES INC	P	2012-03-27	2012-09-05
CORAL GOLD RESOURCES LTD	P	2011-09-14	2012-02-29
CROWN CASTLE INTERNATIONAL CORP	P	2011-04-15	2012-01-12
DENNYS CORP	P	2011-06-27	2012-09-14
DENNYS CORP	P	2011-08-05	2012-12-06

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
DISCOVERY COMMUNICATIONS-C	P	2011-04-20	2012-02-09
DISCOVERY COMMUNICATIONS-C	P	2011-04-20	2012-02-10
DISCOVERY COMMUNICATIONS-C	P	2011-04-20	2012-02-24
DISCOVERY COMMUNICATIONS-C	P	2011-04-20	2012-03-08
EASTMAIN RESOURCES INC	P	2009-09-14	2012-02-29
ELGIN MINING INC	P	2012-05-09	2012-09-05
EXPLORATION OREX INC	P	2010-05-05	2012-09-05
EXPLORATION OREX INC	P	2010-10-18	2012-09-05
EXPLORATION OREX INC	P	2010-10-18	2012-09-06
GOLDEN BAND RESOURCES	P	2009-10-16	2012-09-20
GOLDEN BAND RESOURCES	P	2012-02-29	2012-09-20
GOLDCORP INC	P	2011-05-09	2012-09-20
GOLDGROUP MINING INC	P	2010-07-28	2012-09-05
GOLDGROUP MINING INC	P	2011-09-21	2012-09-05
GOLDEN PREDATOR RTY & DEV	P	2010-04-27	2012-02-29
GRYPHON GOLD CORP	P	2010-10-08	2012-09-05
GRYPHON GOLD CORP	P	2011-08-15	2012-09-05
HELIO RESOURCE CORP	P	2011-04-26	2012-09-05
LAKE SHORE GOLD CORP	P	2012-02-29	2012-09-20
LAMAR ADVERTISING CO CL A	P	2008-10-02	2012-08-08
LAMAR ADVERTISING CO CL A	P	2008-10-02	2012-09-20
LAMAR ADVERTISING CO CL A	P	2011-04-13	2012-09-20
LAMAR ADVERTISING CO CL A	P	2011-04-15	2012-09-20
MEGA PRECIOUS METALS INC	P	2011-05-11	2012-09-05
MICROS SYSTEM INC	P	2006-05-23	2012-05-15
MICROS SYSTEM INC	P	2006-05-23	2012-05-18
MOUNTAIN LAKE RESOURCES	P	2010-04-27	2012-02-29
MUTINY GOLD LTD	P	2011-05-02	2012-09-25
NORTHERN FREEGOLD RESOURCES	P	2011-04-26	2012-03-05
ORO MINING LTD	P	2011-11-30	2012-09-20

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
OROCO RESOURCES CORP	P	2011-07-22	2012-09-24
OROCO RESOURCES CORP	P	2011-07-22	2012-09-20
OROSUR MINING INC	P	2011-05-11	2012-09-05
PRIMO WATER CORP	P	2011-03-15	2012-06-12
REDDY ICE CORP	P	2011-04-18	2012-05-11
RENAISSANCE GOLD INC	P	2010-11-08	2012-09-05
ROYAL STANDARD MINERALS INC	P	2010-06-16	2012-02-29
ROYAL STANDARD MINERALS INC	P	2010-06-17	2012-02-29
ROYAL STANDARD MINERALS INC	P	2010-06-17	2012-09-05
SANDSTORM GOLD LTD	P	2010-05-05	2012-09-20
SANDSTORM GOLD LTD	P	2010-10-08	2012-09-20
SCORPIO GOLD CORP	P	2011-09-21	2012-03-05
SILVERCREST MINES INC	P	2011-05-06	2012-02-29
SILVERMEX RESOURCES INC	P	2011-04-20	2012-04-17
SIX FLAGS ENTERTAINMENT CORPORATION	P	2011-10-20	2012-12-06
STRIKE MINERALS INC	P	2011-05-11	2012-09-05
STRIKE MINERALS INC	P	2011-05-11	2012-09-05
SUNRISE ASSISTED LIVING INC	P	2011-07-07	2012-08-22
SUNRISE ASSISTED LIVING INC	P	2011-07-15	2012-08-22
SUNRISE ASSISTED LIVING INC	P	2011-11-10	2012-08-22
SUNRISE ASSISTED LIVING INC	P	2012-03-30	2012-08-22
TEEKAY OFFSHORE PARTNERS LP	P	2011-04-19	2012-05-15
TEEKAY OFFSHORE PARTNERS LP	P	2011-04-19	2012-06-08
TIMBERLINE RESOURCES CORP	P	2011-07-20	2012-09-05
TIMBERLINE RESOURCES CORP	P	2011-08-15	2012-09-05
TIMBERLINE RESOURCES CORP	P	2011-08-15	2012-09-06
TIME WARNER CABLE INC	P	2011-04-20	2012-12-06
UNIVERSAL DISPLAY CORP	P	2006-06-05	2012-09-14
US SILVER CORP	P	2010-08-25	2012-08-15
US SILVER & GOLD INC	P	2012-08-15	2012-09-05

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
WEST KIRKLAND MINING INC	P	2012-04-17	2012-04-20
WEST KIRKLAND MINING INC	P	2012-04-17	2012-09-05
WEST KIRKLAND MINING INC	P	2012-04-17	2012-09-05
WEST KIRKLAND MINING INC	P	2012-04-17	2012-09-06
WEST KIRKLAND MINING INC	P	2012-04-17	2012-04-17
WEST KIRKLAND MINING INC	P	2012-04-17	2012-04-17
WEST KIRKLAND MINING INC	P	2012-04-17	2012-04-17
AFRICAN GOLD GROUP INC	P	2011-12-05	2012-09-04
GOLDEN BAND RESOURCES	P	2012-02-29	2012-09-04
LINCOLN MINING CORP/CANADA	P	2010-08-25	2012-09-04
LINCOLN MINING CORP/CANADA	P	2011-07-20	2012-09-04
LINCOLN MINING CORP/CANADA	P	2011-11-29	2012-09-04
NIOGOLD MINING CORP	P	2011-04-20	2012-09-04
NWM MINING CORP	P	2010-11-30	2012-09-04
NWM MINING CORP	P	2011-07-20	2012-09-04
NWM MINING CORP	P	2011-08-15	2012-09-04
RIVERSTONE RESOURCES INC	P	2011-11-30	2012-09-04
SOLITARIO EXPLORATION & ROYALTY CORP	P	2011-11-29	2012-09-04
VICTORIA GOLD CORP	P	2010-05-05	2012-09-04
VICTORIA GOLD CORP	P	2010-08-25	2012-09-04
VICTORIA GOLD CORP	P	2011-09-14	2012-09-04
YUKON-NEVADA GOLD CORP	P	2010-08-25	2012-09-04
YUKON-NEVADA GOLD CORP	P	2011-08-15	2012-09-04

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
12,347		15,043	-2,696
8,669		10,103	-1,434
3,131		3,959	-828
202		496	-294
37,754		17,921	19,833
11,454		4,779	6,675
5,011		2,035	2,976
		1,825	-1,825
5,913		7,290	-1,377
675		9,762	-9,087
370		5,365	-4,995
29,024		23,935	5,089
4,146		3,380	766
5,622		3,431	2,191
11,682		15,088	-3,406
2,530		4,975	-2,445
1,799		790	1,009
8,995		7,804	1,191
29,383		28,363	1,020
6,499		6,611	-112
14,860		16,161	-1,301
446		615	-169
2,540		218	2,322
3,922		4,500	-578
10,349		17,885	-7,536
139		413	-274
3,234		5,137	-1,903
50,203		46,913	3,290
12,183		10,212	1,971
8,691		7,656	1,035

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
26,610		23,179	3,431
4,072		3,566	506
8,242		7,132	1,110
19,776		16,047	3,729
4,206		3,731	475
5,507		10,193	-4,686
152		1,412	-1,260
304		2,076	-1,772
58		311	-253
1,943		2,527	-584
2,798		3,948	-1,150
13,567		14,972	-1,405
617		726	-109
1,595		5,042	-3,447
6,737		4,817	1,920
1,191		2,340	-1,149
2,290		5,125	-2,835
721		6,390	-5,669
4,095		6,900	-2,805
25,130		21,355	3,775
12,989		11,270	1,719
2,564		2,553	11
8,546		8,204	342
3,209		4,713	-1,504
8,448		2,996	5,452
2,664		999	1,665
3,313		4,386	-1,073
5,670		7,630	-1,960
2,463		3,652	-1,189
4,492		5,183	-691

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
1,303		1,593	-290
6,347		7,965	-1,618
2,978		6,774	-3,796
2,005		18,383	-16,378
10,450		33,820	-23,370
210		319	-109
2,550		1,050	1,500
3,825		1,583	2,242
2,000		2,638	-638
2,748		599	2,149
11,680		2,652	9,028
9,614		7,621	1,993
11,838		6,332	5,506
2,728		3,850	-1,122
17,884		8,123	9,761
3,285		4,775	-1,490
3,285		4,500	-1,215
16,644		11,477	5,167
18,920		12,692	6,228
39,475		15,334	24,141
2,276		1,044	1,232
28,929		26,303	2,626
54,390		52,605	1,785
3,551		9,486	-5,935
2,101		5,361	-3,260
1,153		2,944	-1,791
14,142		10,842	3,300
5,708		1,878	3,830
2,614		2,127	487
3,004		2,614	390

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
1,782		1,804	-22
1,044		1,804	-760
1,636		2,826	-1,190
6,575		11,605	-5,030
30,065		30,065	0
28,261		28,261	0
1,802		1,798	4
2,313		5,040	-2,727
1,724		2,742	-1,018
525		2,118	-1,593
548		1,884	-1,336
1,780		3,175	-1,395
9,535		8,718	817
2,435		4,676	-2,241
2,343		5,440	-3,097
2,508		5,216	-2,708
3,926		4,987	-1,061
4,022		4,972	-950
545		1,995	-1,450
872		2,815	-1,943
2,159		5,569	-3,410
3,053		3,143	-90
3,011		5,038	-2,027

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-2,696
			-1,434
			-828
			-294
			19,833
			6,675
			2,976
			-1,825
			-1,377
			-9,087
			-4,995
			5,089
			766
			2,191
			-3,406
			-2,445
			1,009
			1,191
			1,020
			-112
			-1,301
			-169
			2,322
			-578
			-7,536
			-274
			-1,903
			3,290
			1,971
			1,035

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			3,431
			506
			1,110
			3,729
			475
			-4,686
			-1,260
			-1,772
			-253
			-584
			-1,150
			-1,405
			-109
			-3,447
			1,920
			-1,149
			-2,835
			-5,669
			-2,805
			3,775
			1,719
			11
			342
			-1,504
			5,452
			1,665
			-1,073
			-1,960
			-1,189
			-691

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-290
			-1,618
			-3,796
			-16,378
			-23,370
			-109
			1,500
			2,242
			-638
			2,149
			9,028
			1,993
			5,506
			-1,122
			9,761
			-1,490
			-1,215
			5,167
			6,228
			24,141
			1,232
			2,626
			1,785
			-5,935
			-3,260
			-1,791
			3,300
			3,830
			487
			390

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-22
			-760
			-1,190
			-5,030
			0
			0
			4
			-2,727
			-1,018
			-1,593
			-1,336
			-1,395
			817
			-2,241
			-3,097
			-2,708
			-1,061
			-950
			-1,450
			-1,943
			-3,410
			-90
			-2,027

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ST LAWRENCE CHURCH C/O GEORGE COLEMAN FOUNDATION 1747 PENNSYLVANIA WASHINGTON,DC 20006	N/A	EXEMPT	GENERAL	3,200
AMERICAN CONSERVATIVE UNION FOUNDATION C/O GEORGE COLEMAN FOUNDATION 1747 PENNSYLVANIA WASHINGTON,DC 20006	N/A	EXEMPT	GENERAL	3,000
AMERICAN STUDIES CENTER C/O GEORGE COLEMAN FOUNDATION 1747 PENNSYLVANIA WASHINGTON,DC 20006	N/A	EXEMPT	GENERAL	3,000
ATLAS ECONOMIC RESEARCH FOUNDATION C/O GEORGE COLEMAN FOUNDATION 1747 PENNSYLVANIA WASHINGTON,DC 20006	N/A	EXEMPT	GENERAL	20,500
BOYLSTON PLACE FOUNDATION C/O GEORGE COLEMAN FOUNDATION 1747 PENNSYLVANIA WASHINGTON,DC 20006	N/A	EXEMPT	GENERAL	2,000
CARROLL SCHOOL CORP C/O GEORGE COLEMAN FOUNDATION 1747 PENNSYLVANIA WASHINGTON,DC 20006	N/A	EXEMPT	GENERAL	500
CHRIS CHURCH (CHARLOTTE NC) C/O GEORGE COLEMAN FOUNDATION 1747 PENNSYLVANIA WASHINGTON,DC 20006	N/A	EXEMPT	GENERAL	2,000
CHRISTOPHER & DANA REEVE FOUNDATION C/O GEORGE COLEMAN FOUNDATION 1747 PENNSYLVANIA WASHINGTON,DC 20006	N/A	EXEMPT	GENERAL	2,000
COMMITTEE FOR MONETARY RESEARCH AND EDUCATION C/O GEORGE COLEMAN FOUNDATION 1747 PENNSYLVANIA WASHINGTON,DC 20006	N/A	EXEMPT	GENERAL	4,000
COUNCIL OF AMERICAN AMBASSADORS C/O GEORGE COLEMAN FOUNDATION 1747 PENNSYLVANIA WASHINGTON,DC 20006	N/A	EXEMPT	GENERAL	1,000
DONORS TRUST C/O GEORGE COLEMAN FOUNDATION 1747 PENNSYLVANIA WASHINGTON,DC 20006	N/A	EXEMPT	GENERAL	240,000
ENVIRONMENTAL FILM FESTIVAL IN THE NATION'S CAPITAL C/O GEORGE COLEMAN FOUNDATION 1747 PENNSYLVANIA WASHINGTON,DC 20006	N/A	EXEMPT	GENERAL	600
FREER GALLERY OF ART & THE ARTHUR M SACKLER GALLERY C/O GEORGE COLEMAN FOUNDATION 1747 PENNSYLVANIA WASHINGTON,DC 20006	N/A	EXEMPT	GENERAL	1,700
FRENCH HERITAGE SOCIETY C/O GEORGE COLEMAN FOUNDATION 1747 PENNSYLVANIA WASHINGTON,DC 20006	N/A	EXEMPT	GENERAL	4,000
GRACE EPISCOPAL CHURCH OF NEW BEDFORD C/O GEORGE COLEMAN FOUNDATION 1747 PENNSYLVANIA WASHINGTON,DC 20006	N/A	EXEMPT	GENERAL	1,000

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
HUMAN LIFE FOUNDATION C/O GEORGE COLEMAN FOUNDATION 1747 PENNSYLVANIA WASHINGTON,DC 20006	N/A	EXEMPT	GENERAL	700
INSEAD MANAGEMENT EDUCATION FOUNDATION C/O GEORGE COLEMAN FOUNDATION 1747 PENNSYLVANIA WASHINGTON,DC 20006	N/A	EXEMPT	GENERAL	2,000
INSTITUTE ON RELIGION AND PUBLIC LIFE C/O GEORGE COLEMAN FOUNDATION 1747 PENNSYLVANIA WASHINGTON,DC 20006	N/A	EXEMPT	GENERAL	2,000
JOHN CARTER BROWN LIBRARY C/O GEORGE COLEMAN FOUNDATION 1747 PENNSYLVANIA WASHINGTON,DC 20006	N/A	EXEMPT	GENERAL	10,500
MASSACHUSETTS HISTORIAL SOCIETY C/O GEORGE COLEMAN FOUNDATION 1747 PENNSYLVANIA WASHINGTON,DC 20006	N/A	EXEMPT	GENERAL	500
MATTAPOISETT LIBRARY TRUST C/O GEORGE COLEMAN FOUNDATION 1747 PENNSYLVANIA WASHINGTON,DC 20006	N/A	EXEMPT	GENERAL	2,000
MATTAPOISETT RESCUE TEAM INC C/O GEORGE COLEMAN FOUNDATION 1747 PENNSYLVANIA WASHINGTON,DC 20006	N/A	EXEMPT	GENERAL	500
METROPOLITAN CLUB PRESERVATION FOUNDATION C/O GEORGE COLEMAN FOUNDATION 1747 PENNSYLVANIA WASHINGTON,DC 20006	N/A	EXEMPT	GENERAL	2,000
METROPOLITAN MUSEUM OF ART C/O GEORGE COLEMAN FOUNDATION 1747 PENNSYLVANIA WASHINGTON,DC 20006	N/A	EXEMPT	GENERAL	550
MISS PORTER'S SCHOOL INC C/O GEORGE COLEMAN FOUNDATION 1747 PENNSYLVANIA WASHINGTON,DC 20006	N/A	EXEMPT	GENERAL	5,000
MUSEUM OF FINE ARTS BOSTON C/O GEORGE COLEMAN FOUNDATION 1747 PENNSYLVANIA WASHINGTON,DC 20006	N/A	EXEMPT	GENERAL	500
NATIONAL HUMANITIES INSTITUTE C/O GEORGE COLEMAN FOUNDATION 1747 PENNSYLVANIA WASHINGTON,DC 20006	N/A	EXEMPT	GENERAL	1,000
PACIFIC RESEARCH INSTITUTE FOR PUBLIC POLICY C/O GEORGE COLEMAN FOUNDATION 1747 PENNSYLVANIA WASHINGTON,DC 20006	N/A	EXEMPT	GENERAL	28,500
PHILHARMONIC-SYMPHONY SOCIETY OF NEW YORK INC C/O GEORGE COLEMAN FOUNDATION 1747 PENNSYLVANIA WASHINGTON,DC 20006	N/A	EXEMPT	GENERAL	1,100
PURDUE FOUNDATION C/O GEORGE COLEMAN FOUNDATION 1747 PENNSYLVANIA WASHINGTON,DC 20006	N/A	EXEMPT	GENERAL	2,000

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SAINT PAUL'S PROTESTANT EPISCOPAL CHURCH C/O GEORGE COLEMAN FOUNDATION 1747 PENNSYLVANIA WASHINGTON,DC 20006	N/A	EXEMPT	GENERAL	5,000
ST LAWRENCE CHURCH C/O GEORGE COLEMAN FOUNDATION 1747 PENNSYLVANIA WASHINGTON,DC 20006	N/A	EXEMPT	GENERAL	3,200
ST PHILIPS CHURCH C/O GEORGE COLEMAN FOUNDATION 1747 PENNSYLVANIA WASHINGTON,DC 20006	N/A	EXEMPT	GENERAL	700
ST THOMAS CHURCH IN THE CITY & COUNTY OF NEW YORK C/O GEORGE COLEMAN FOUNDATION 1747 PENNSYLVANIA WASHINGTON,DC 20006	N/A	EXEMPT	GENERAL	3,000
THE AMERICAN SOCIETY ORDER OF ST JOHN C/O GEORGE COLEMAN FOUNDATION 1747 PENNSYLVANIA WASHINGTON,DC 20006	N/A	EXEMPT	GENERAL	1,000
THE CLAREMONT INSTITUTE C/O GEORGE COLEMAN FOUNDATION 1747 PENNSYLVANIA WASHINGTON,DC 20006	N/A	EXEMPT	GENERAL	3,000
THE COLONIAL DAMES OF AMERICA C/O GEORGE COLEMAN FOUNDATION 1747 PENNSYLVANIA WASHINGTON,DC 20006	N/A	EXEMPT	GENERAL	240
THE FEDERALIST SOCIETY C/O GEORGE COLEMAN FOUNDATION 1747 PENNSYLVANIA WASHINGTON,DC 20006	N/A	EXEMPT	GENERAL	2,000
THE FUND FOR AMERICAN STUDIES C/O GEORGE COLEMAN FOUNDATION 1747 PENNSYLVANIA WASHINGTON,DC 20006	N/A	EXEMPT	GENERAL	3,000
THE HERITAGE FOUNDATION C/O GEORGE COLEMAN FOUNDATION 1747 PENNSYLVANIA WASHINGTON,DC 20006	N/A	EXEMPT	GENERAL	14,000
THE PARISH OF THE ADVENT C/O GEORGE COLEMAN FOUNDATION 1747 PENNSYLVANIA WASHINGTON,DC 20006	N/A	EXEMPT	GENERAL	1,000
THE PHILADELPHIA SOCIETY C/O GEORGE COLEMAN FOUNDATION 1747 PENNSYLVANIA WASHINGTON,DC 20006	N/A	EXEMPT	GENERAL	2,000
THE PROPRIETORS OF THE BOSTON ATHENAEUM C/O GEORGE COLEMAN FOUNDATION 1747 PENNSYLVANIA WASHINGTON,DC 20006	N/A	EXEMPT	GENERAL	500
THE ROTCH-JONES DUFF HOUSE & GARDEN MUSEUM C/O GEORGE COLEMAN FOUNDATION 1747 PENNSYLVANIA WASHINGTON,DC 20006	N/A	EXEMPT	GENERAL	2,800
THE SOCIETY OF MAYFLOWER DESCENDANTS IN ST OF NY C/O GEORGE COLEMAN FOUNDATION 1747 PENNSYLVANIA WASHINGTON,DC 20006	N/A	EXEMPT	GENERAL	5,000

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
THE T ROWE PRICE FUND FOR CHARITALE GIVING C/O GEORGE COLEMAN FOUNDATION 1747 PENNSYLVANIA WASHINGTON,DC 20006	N/A	EXEMPT	GENERAL	2,500
THOMAS JEFFERSON FOUNDATION INC C/O GEORGE COLEMAN FOUNDATION 1747 PENNSYLVANIA WASHINGTON,DC 20006	N/A	EXEMPT	GENERAL	5,000
WETA C/O GEORGE COLEMAN FOUNDATION 1747 PENNSYLVANIA WASHINGTON,DC 20006	N/A	EXEMPT	GENERAL	150
Total . . . . ▶ **3a**				401,440

TY 2012 Accounting Fees Schedule

Name: GEORGE E COLEMAN JR FOUNDATION

EIN: 52-7044220

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	9,000	9,000		0

TY 2012 Investments Corporate Stock Schedule

Name: GEORGE E COLEMAN JR FOUNDATION

EIN: 52-7044220

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AES CORP - RESTD	65,532	40,018
AFRICAN GOLD GROUP INC	0	0
AGNICO EAGLE MINES LTD	0	0
ALEXANDRIA MINERALS CORP	0	0
AMERICAN INTL GROUP	49,833	69,541
AMERICAN TOWER CORPORATION - CL A	25,577	67,998
ANDINA MINERALS INC. WTS	0	0
ARCTIC GLACIER INCOME FUND - UNIT	0	0
ARES CAPITAL CORP	0	0
ATNA RESOURCES LTD	27,004	38,886
AURIZON MINES LTD	0	0
BLUE NOTE MINING INC	0	0
BRIGUS GOLD CORP	20,057	17,954
CARMAX INC	27,871	60,064
CLEAR CHANNEL OUTDOOR HOLDINGS INC -A	0	0
CLEARWIRE CORP-A	0	0
CORAL GOLD RESOURCES LTD	0	0
CROWN CASTLE INTERNATIONAL CORP	0	0
CROWN HLDGS INC	25,559	60,737
DENNYS CORP	54,727	65,978
DETOUR GOLD CORP	9,246	8,577
DIRECTTV-A	30,162	41,382
DISCOVERY COMMUNICATIONS-C	0	0
EASTMAIN RESOURCES INC	0	0
EXPLORATION OREX INC	0	0
FRONTEER COMMUNICATIONS CORP	48,604	29,960
GOLDCORP INC	0	0
GOLDEN BAND RESOURCES	0	0
GOLDEN PREDATOR RTY & DEV.	0	0
GOLDGROUP MINING INC	0	0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
GOLD-ORE RESOURCES LTD	0	0
GRYPHON GOLD CORP	0	0
HELIO RESOURCE CORP	0	0
IRIDIUM COMMUNICATIONS INC	37,196	30,979
LAMAR ADVERTISING CO CL A	0	0
LINCOLN MINING CORP/CANADA	0	0
MARKEL CORP	37,154	47,676
MEGA PRECIOUS METALS INC	0	0
MICROS SYSTEM INC	22,268	47,321
MIDWAY GOLD CORP	17,209	15,985
MILLICOM INTL CELLULAR SA	41,963	45,395
MOUNTAIN LAKE RESOURCES	0	0
MUTINY GOLD LTD	0	0
NEWMOUNT MINING CORP	39,964	33,205
NIOGOLD MINING CORP	0	0
NORTHERN FREEGOLD RESOURCES	0	0
NWM MINING CORP	0	0
ORO MINING LTD	0	0
OROCO RESOURCES CORP	0	0
OROSUR MINING INC	0	0
PRIMO WATER CORP	0	0
REDDY ICE CORP	0	0
RENAISSANCE GOLD INC	0	0
RIO NOVO GOLD INC WTS	3,747	60
RIVERSTONE RESOURCES INC	0	0
ROYAL STANDARD MINERALS INC	0	0
SANDSTORM RESOURCES LTD	0	0
SCORPIO GOLD CORP	0	0
SILVERCREST MINES INC	6,151	10,206
SILVERMEX RESOURCES INC	0	0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SIX FLAGS ENTERTAINMENT CORPORATION	21,322	44,982
SOLITARIO EXPLORATION & ROYALTY CORP	0	0
ST EUGENE MINING CORP LTD	0	0
STRIKE MINERALS INC	0	0
SUNRISE ASSISTED LIVING INC	0	0
TEEKAY OFFSHORE PARTNERS LP	0	0
TIMBERLINE RESOURCES CORP	0	0
TIME WARNER CABLE INC	34,995	48,595
UNIVERSAL DISPLAY CORP	20,258	36,380
US SILVER CORP	0	0
VICTORIA GOLD CORP	0	0
YUKON-NEVADA GOLD CORP	0	0
AFC ENTERPRISES INC	24,910	38,934
CLAUDE RESOURCES INC	20,184	10,583
ELGIN MINING INC	0	723
GOLDEN PREDATOR CORP	17,733	15,939
INTERNAP NETWORK SERVICES CORP	38,218	37,019
HIGH DESERT GOLD CORP	7,402	4,172
NII HLDGS INC-B	58,915	37,932
PRETIUM RESOURCES INC	16,853	14,993
PROBE MINES LTD	17,337	26,560
REDDY ICE HLDGS INC 7% SER A CON PFD RIGHTS	4,768	0
WEST KIRKLAND MINING INC	12,025	4,418

TY 2012 Investments - Other Schedule

Name: GEORGE E COLEMAN JR FOUNDATION

EIN: 52-7044220

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ACACIA INSTITUTIONAL PARTNERS, LP	AT COST	3,895,569	5,331,508
MYRMIKAN GOLD FUND LLC	AT COST	123,735	123,735
COBIS	AT COST	26	26
SCRAM	AT COST	7,282	7,282

TY 2012 Other Income Schedule

Name: GEORGE E COLEMAN JR FOUNDATION

EIN: 52-7044220

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
FROM K-1 ACACIA INSTITUTIONAL PARTNERS, LP	484,630	484,630	484,630
FROM K-1 MYRMIKAN GOLD FUND LLC	-13,666	-13,666	-13,666

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TY 2012 Other Increases Schedule

Name: GEORGE E COLEMAN JR FOUNDATION

EIN: 52-7044220

Description	Amount
CHANGE IN DEFERRED EXCISE TAX PAYABLE	7,391

TY 2012 Other Liabilities Schedule

Name: GEORGE E COLEMAN JR FOUNDATION

EIN: 52-7044220

Description	Beginning of Year - Book Value	End of Year - Book Value
DUE TO TRUSTEES	25,000	25,000
PROFESSIONAL FEES PAYABLE	17,000	9,000
DEFERRED FEDERAL EXCISE TAXES	7,391	0

TY 2012 Other Professional Fees Schedule

Name: GEORGE E COLEMAN JR FOUNDATION

EIN: 52-7044220

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	10,927	10,927		0
BANK CHARGES	450	450		0
FED EX/POSTAGE	75	75		0

TY 2012 Taxes Schedule

Name: GEORGE E COLEMAN JR FOUNDATION

EIN: 52-7044220

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX PAID	481	481		0
FEDERAL EXCISE TAX	4,328	4,328		0