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Form **990-PF**

Return of Private Foundation

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

OMB No 1545-0052

2012

Open to Public Inspection

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 EUGENE & AGNES E. MEYER FOUNDATION		A Employer identification number 53-0241716						
Number and street (or P O box number if mail is not delivered to street address) 1250 CONNECTICUT AVENUE, NW		B Telephone number (see instructions) (202) 483-8294						
Room/suite 800								
City or town, state, and ZIP code WASHINGTON, DC 20036								
G Check all that apply: <table border="0"> <tr> <td>☐ Initial return</td> <td>☐ Initial return of a former public charity</td> </tr> <tr> <td>☐ Final return</td> <td>☐ Amended return</td> </tr> <tr> <td>☐ Address change</td> <td>☐ Name change</td> </tr> </table>		☐ Initial return	☐ Initial return of a former public charity	☐ Final return	☐ Amended return	☐ Address change	☐ Name change	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 ☐
☐ 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) ▶ \$ 199,664,078. 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)	3,023.			
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	1,932.	1,932.		
	4 Dividends and interest from securities	1,473,077.	1,473,077.		
	5a Gross rents	46,800.	46,800.		
	b Net rental income or (loss)	46,800.			
	6a Net gain or (loss) from sale of assets not on line 10	6,447,534.			
	b Gross sales price for all assets on line 6a	26,997,073.			
	7 Capital gain net income (from Part IV, line 2)		5,822,226.		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule) ATCH. 1	1,668,231.	1,672,210.	200.	
	12 Total. Add lines 1 through 11	9,640,597.	9,016,245.	200.	
	13 Compensation of officers, directors, trustees, etc.	370,000.	12,950.		357,050.
	14 Other employee salaries and wages	1,003,933.	35,432.		962,128.
	15 Pension plans, employee benefits	366,004.	10,062.	200.	294,993.
	16a Legal fees (attach schedule) ATCH. 2	9,719.			6,022.
	b Accounting fees (attach schedule) ATCH. 3	137,097.	90,780.		97,896.
	c Other professional fees (attach schedule) ATCH. 4	1,230,242.	1,104,544.		125,644.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH. 5	680,051.			
	19 Depreciation (attach schedule) and depletion	191,195.			
	20 Occupancy	649,337.	32,467.		618,060.
	21 Travel, conferences, and meetings	85,728.	4,638.		73,274.
	22 Printing and publications	1,349.			1,349.
	23 Other expenses (attach schedule) ATCH. 6	191,908.	1,200.		204,258.
	24 Total operating and administrative expenses. Add lines 13 through 23	4,916,563.	1,292,073.	200.	2,740,674.
	25 Contributions, gifts, grants paid	6,301,575.			5,992,970.
	26 Total expenses and disbursements. Add lines 24 and 25	11,218,138.	1,292,073.	200.	8,733,644.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-1,577,541.			
	b Net investment income (if negative, enter -0-)		7,724,172.		
	c Adjusted net income (if negative, enter -0-)				

 SCANNED NOV 18 2013
 Operating and Administrative Expenses

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	300.	300.	300.
	2 Savings and temporary cash investments	3,126,963.	5,604,373.	5,604,373.
	3 Accounts receivable ▶ 521,548.			
	Less allowance for doubtful accounts ▶	1,262,939.	521,548.	521,548.
	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	181,363.	210,039.	210,039.
	10 a Investments - U.S. and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule) ATCH 7	45,844,205.	53,172,550.	53,172,550.
	c Investments - corporate bonds (attach schedule) ATCH 8	8,911,007.	17,505,687.	17,505,687.
Liabilities	11 Investments - land, buildings, and equipment basis			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) ATCH 9	122,302,567.	121,278,700.	121,278,700.
	14 Land, buildings, and equipment basis			
	Less accumulated depreciation ▶ ATCH 17 1,983,491.			
	(attach schedule) ▶ ATCH 17 745,799.	1,428,886.	1,237,692.	1,237,692.
	15 Other assets (describe ▶ ATCH 10)	475,915.	133,189.	133,189.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	183,534,145.	199,664,078.	199,664,078.
	17 Accounts payable and accrued expenses	977,668.	954,826.	
	18 Grants payable	796,220.	1,091,825.	
	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 ▶ ATCH 11)	187,357.	597,917.	
	23 Total liabilities (add lines 17 through 22)	1,961,245.	2,644,568.	
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	181,572,900.	197,019,510.	
	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 instructions)	181,572,900.	197,019,510.	
	31 Total liabilities and net assets/fund balances (see instructions)	183,534,145.	199,664,078.	

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	181,572,900.
2 Enter amount from Part I, line 27a	2	-1,577,541.
3 Other increases not included in line 2 (itemize) ▶ ATCH 12	3	17,024,151.
4 Add lines 1, 2, and 3	4	197,019,510.
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	197,019,510.

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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) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
a					
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	5,822,226.	
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	8,695,982.	187,053,763.	0.046489
2010	9,632,587.	174,387,224.	0.055237
2009	12,097,634.	155,524,843.	0.077786
2008	11,957,820.	189,183,617.	0.063207
2007	11,099,512.	217,361,065.	0.051065
2 Total of line 1, column (d)			2 0.293784
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 0.058757
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 190,025,953.
5 Multiply line 4 by line 3			5 11,165,355.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 77,242.
7 Add lines 5 and 6			7 11,242,597.
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 8,733,644.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	154,483.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	154,483.
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	154,483.
6 Credits/Payments.			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	348,709.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	348,709.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	194,226.	
11 Enter the amount of line 10 to be credited to 2013 estimated tax ☐ 100,000. Refunded ☐	11	94,226.	

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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ DC, NY, ☐ _____		
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. ATCH 13		X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶ WWW.MEYERFOUNDATION.ORG				
14	The books are in care of ▶ JANICE THOMAS Telephone no ▶ 202-483-8294			
Located at ▶ 1250 CONNECTICUT AVENUE NW, STE 800 WASHINGTON, DC ZIP+4 ▶ 20036				
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	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶				X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No		
If "Yes," list the years ▶			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☒ Yes ☐ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?**5b**

X

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 taxbecause it maintained expenditure responsibility for the grant? ☒ Yes ☐ No

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

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

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**7b****Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE ATTACHMENT 19		370,000.	82,050.	13,146.

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
SEE ATTACHMENT 20		720,187.	155,918.	1,416.

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

2

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 15		872,630.
Total number of others receiving over \$50,000 for professional services		4

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 YOUNG NONPROFIT PROFESSIONALS NETWORK SERVING ON BOARDS/ADVISORY COMMITTEES; PROVIDING TECHNICAL ASSISTANCE.	10,612.
2 WASHINGTON AREA WOMEN'S FOUNDATION SERVING ON BOARDS/ADVISORY COMMITTEES; PROVIDING TECHNICAL ASSISTANCE.	8,188.
3 COUNCIL ON FOUNDATIONS SERVING ON BOARDS/ADVISORY COMMITTEES; PROVIDING TECHNICAL ASSISTANCE.	5,959.
4 TAPROOT FOUNDATION SERVING ON BOARDS/ADVISORY COMMITTEES; PROVIDING TECHNICAL ASSISTANCE.	4,261.

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a	Average monthly fair market value of securities	1a	158,516,655.
b	Average of monthly cash balances	1b	7,088,560.
c	Fair market value of all other assets (see instructions)	1c	27,314,534.
d	Total (add lines 1a, b, and c)	1d	192,919,749.
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	192,919,749.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	2,893,796.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	190,025,953.
6	Minimum investment return. Enter 5% of line 5	6	9,501,298.

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	9,501,298.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	154,483.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	154,483.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	9,346,815.
4	Recoveries of amounts treated as qualifying distributions	4	135,000.
5	Add lines 3 and 4	5	9,481,815.
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	9,481,815.

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	8,733,644.
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	8,733,644.
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	8,733,644.

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

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Page **9****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				9,481,815.
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	714,036.			
b From 2008	2,491,058.			
c From 2009	3,844,979.			
d From 2010	701,458.			
e From 2011				
f Total of lines 3a through e	7,751,531.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 8,733,644.				
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				8,733,644.
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))	748,171.			748,171.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	7,003,360.			
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	7,003,360.			
10 Analysis of line 9				
a Excess from 2008	2,456,923.			
b Excess from 2009	3,844,979.			
c Excess from 2010	701,458.			
d Excess from 2011				
e Excess from 2012				

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

NOT APPLICABLE

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

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

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

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

ATTACHMENT 21

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

ATTACHMENT 21

c Any submission deadlines:

ATTACHMENT 21

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

ATTACHMENT 21

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 ATTACHMENT 22				5,992,970.
Total			▶ 3a	5,992,970.
b Approved for future payment SEE ATTACHMENT 22				842,500.
Total			▶ 3b	842,500.

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Enter gross amounts unless otherwise indicated

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

[illegible]

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)	
26997073.		SEE ATTACHMENT 18 PROPERTY TYPE: OTHER				P	VAR 5,822,226.	VAR
TOTAL GAIN(LOSS)							<u>5,822,226.</u>	

ATTACHMENT 1FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
LOAN FUND INTEREST	200.		200.
MISCELLANEOUS	1,472.		
PARTNERSHIP INCOME	1,666,559.	1,672,210.	
TOTALS	<u>1,668,231.</u>	<u>1,672,210.</u>	<u>200.</u>

ATTACHMENT 2FORM 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>
COVINGTON & BURLING	9,719.			6,022.
TOTALS	<u>9,719.</u>			<u>6,022.</u>

ATTACHMENT 3FORM 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>
PRICEWATERHOUSECOOPERS LLP	84,912.	42,456.		42,456.
CLIFTONLARSONALLEN LLP	8,551.	6,413.		12,383.
NAOMI BALTO	43,634.	41,911.		43,057.
TOTALS	<u>137,097.</u>	<u>90,780.</u>		<u>97,896.</u>

ATTACHMENT 4FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
SUBCONTRACTORS	125,698.		
INVESTMENT MANAGEMENT FEES	1,104,544.	1,104,544.	125,644.
TOTALS	<u>1,230,242.</u>	<u>1,104,544.</u>	<u>125,644.</u>

ATTACHMENT 5FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
DEFERRED TAX LIABILITY	340,326.
PRIOR EXCISE TAXES	217,725.
CURRENT YEAR EXCISE TAXES	122,000.
TOTALS	<u>680,051.</u>

ATTACHMENT 6FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
WEB SITE	10,078.		20,078.
PHONE & MAIL SERVICES	2,017.		2,017.
MISCELLANEOUS	13,183.		14,252.
SUPPLIES	9,652.		9,652.
INSURANCE	18,426.		25,032.
MAINTENANCE CONTRACTS	31,988.		27,538.
TECHNOLOGY SUPPORT	56,195.		52,153.
PROFESSIONAL FEES & DUES	17,800.	1,200.	20,967.
EMPLOYEE RELATIONS	7,497.		7,497.
INTERNET ACCESS & WEB HOST	21,776.		21,776.
LICENSES & FEES	3,296.		3,296.
TOTALS	191,908.	1,200.	204,258.

FORM 990-PF, PART II, LINE 10B - CORPORATE STOCK

Description	Reference	ENDING BOOK VALUE	ENDING FMV
Loomis, Sayles & Co Inc.	ATTACHMENT 7A	886,546	886,546
Ruane Cunniff Goldfarb & Co Inc.	ATTACHMENT 7B	15,022,368	15,022,368
1,289,139.251 SH Aberdeen Emerging Markets Institutional FD Instl		20,445,749	20,445,749
1,055,074.459 SH Harding Loevner Funds Intl Equity Instl CL		16,817,887	16,817,887
		53,172,550	53,172,550

Equities**U.S. large cap**

Shares/par value	Description	Market price	Market value	Book value	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
5,336	Vertex Pharmaceuticals Inc (VRTX)	\$ 41.3000	\$ 223,578.40	\$ 116,000.00	\$ 107,578.40	\$ 0.00	0.0%	1.2%
Total U.S. large cap								
			\$ 223,578.40	\$ 116,000.00	\$ 107,578.40	\$ 0.00		1.2%

U.S. mid cap

Shares/par value	Description	Market price	Market value	Book value	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
2,467	Owens Ill Inc (OI)	\$ 21.2700	\$ 52,473.09	\$ 98,935.20	\$ -46,462.11	\$ 0.00	0.0%	0.3%
36	Rock-Tennessee Co Class A (RKT)	69.9100	2,516.76	2,189.78	326.98	32.40	1.3	0.0
Total U.S. mid cap								
			\$ 54,989.85	\$ 101,124.99	\$ -46,135.13	\$ 32.40		0.3%

EUGENE AND AGNES E. MEYER FOUNDATION

53-0241716

Developed international

Shares/par value	Description	Market price	Market value	Book value	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
4,934	Valeant Pharmaceuticals (VRX) International Inc	\$ 59,7700	\$ 294,905.18	\$ 117,793.55	\$ 177,111.63	\$ 0.00	0.0%	1.5%

Total developed international

			\$ 294,905.18	\$ 117,793.55	\$ 177,111.63	\$ 0.00		1.5%
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Other equity

Shares/par value	Description	Market price	Market value	Book value	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
43	Aes Trust III Conv PFD 6.75% Convertible Until 10/15/2029	\$ 49.6500	\$ 2,134.95	\$ 2,142.43	\$ -7.48	\$ 145.13	6.8%	0.0%
25	Ally Financial Inc Preferred	982.1560	24,553.90	9,298.33	15,255.57	1,750.00	7.1	0.1
5,716	Dynegy Inc. (DYN)	19.1300	109,347.08	234,293.75	-124,946.67	0.00	0.0	0.6
500	El Paso Energy Cap TR I PFD Conv (EP,C) Secs 4.75%	55.2000	27,600.00	22,851.09	4,748.91	1,187.50	4.3	0.1
2,620	General Motors Co Preferred Convertible Until 12/1/2013	44.1300	115,620.60	125,379.24	-9,758.64	6,222.50	5.4	0.6
106	Sandridge Energy Inc Preferred Convertible Until 12/31/2049	102.6250	10,878.25	10,460.99	417.26	742.00	6.8	0.1
417	United Rentals TR I Convertible Until 8/1/2028	55.0056	22,937.34	16,263.00	6,674.34	1,355.25	5.9	0.1

Total other equity

			\$ 313,072.12	\$ 420,588.83	\$ -107,516.71	\$ 11,402.38		1.6%
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Total equities

			\$ 886,545.55	\$ 755,607.36	\$ 130,938.19	\$ 11,434.78		4.6%
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Equities

U.S. large cap

Shares/par value	Description	Market price	Market value	Book value	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
14	Berkshire Hathaway Inc Del Cl A (BRK.A)	\$ 134,060.0000	\$ 1,876,840.00	\$ 108,077.23	\$ 1,768,762.77	\$ 0.00	0.0%	11.9%
916	Berkshire Hathaway Inc Del Cl B (BRK.B)	89.7000	82,165.20	4,714.23	77,450.97	0.00	0.0	0.5
6,938	Corning Inc (GLW)	12.6200	87,809.96	132,136.44	-44,326.48	2,504.88	2.9	0.6
22,343	Fastenal Co (FAST)	46.6500	1,042,300.95	257,569.36	784,731.59	18,768.12	1.8	6.6
2,065	Goldman Sachs Group Inc (GS)	127.5600	263,411.40	302,438.50	-39,027.10	4,130.00	1.6	1.7
626	Google Inc (GOOG)	707.3800	442,112.50	300,247.50	141,865.00	0.00	0.0	2.8
2,376	International Business Machines (IBM) Corporation	191.5500	455,122.80	312,727.72	142,395.08	8,078.40	1.8	2.9
549	Linear Technology Corp (LLTC)	34.3000	18,830.70	14,831.29	3,999.41	570.96	3.0	0.1
4,918	Omnicom Group Inc (OMC)	49.9600	245,703.28	123,131.47	122,571.81	5,901.60	2.4	1.6
2,283	Perrigo Co (PRGO)	104.0300	237,500.49	126,027.92	111,472.57	821.88	0.4	1.5
1,637	Praxair Inc (PX)	109.4500	179,169.65	127,451.56	51,718.09	3,601.40	2.0	1.1
4,060	Precision Castparts Corp (PCP)	189.4200	769,045.20	277,863.79	491,181.41	487.20	0.1	4.9
33,228	T J X Companies Inc (TJX)	42.4500	1,410,528.60	189,639.72	1,220,888.88	15,284.88	1.1	8.9
2,870	Visa Inc-Class A Shrs (V)	151.5800	435,034.60	221,790.54	213,244.06	3,788.40	0.9	2.8

EUGENE AND AGNES E. MEYER FOUNDATION

53-0241716

Equities

U.S. large cap
continued

Shares/par value	Description	Market price	Market value	Book value	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
5,299	Wal Mart Stores Inc (WMT)	68.2300	361,550.77	259,309.03	102,241.74	8,425.41	2.3	2.3

Total U.S. large cap

\$ 7,907,126.10 \$ 2,757,956.30 \$ 5,149,169.80 \$ 72,363.13 50.1%

U.S. mid cap

Shares/par value	Description	Market price	Market value	Book value	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
8,174	Advanced Auto Pts Inc (AAP)	\$ 72.3500	\$ 591,388.90	\$ 322,371.53	\$ 269,017.37	\$ 1,961.76	0.3%	3.7%
2,880	Brown & Brown Inc (BRO)	25.4600	73,324.80	44,037.12	29,287.68	1,036.80	1.4	0.5
2,920	Idexx Labs Inc (IDXX)	92.8000	270,976.00	69,065.31	201,910.69	0.00	0.0	1.7
1,996	Jacobs Engr Group Inc (JEC)	42.6700	84,969.72	77,670.07	7,299.65	0.00	0.0	0.5
7,207	Mohawk Inds Inc (MHK)	90.4700	652,017.29	330,072.10	321,945.19	0.00	0.0	4.1
3,000	O'Reilly Automotive Inc (ORLY)	89.4200	268,260.00	61,958.18	206,301.82	0.00	0.0	1.7
3,061	Sirona Dental Systems Inc (SIRO)	64.4600	197,312.06	126,396.42	70,915.64	0.00	0.0	1.3
2,502	Tiffany & Co New (TIF)	57.3400	143,464.68	149,932.52	-6,467.84	3,202.56	2.2	0.9
2,763	Trimble Nav Ltd (TRMB)	59.7800	164,574.34	92,772.10	71,802.24	0.00	0.0	1.0
2,212	Waters Corp (WAT)	87.1200	192,709.44	163,872.67	28,836.77	0.00	0.0	1.2
758	West Pharmaceutical Services Inc (WST) N/C From West Co Eff 2/12/99	54.7500	41,500.50	27,871.48	13,629.02	576.08	1.4	0.3
4,738	World Fuel Services Corp (INT)	41.1700	195,063.46	157,020.31	38,043.15	710.70	0.4	1.2
Total U.S. mid cap			\$ 2,075,561.19	\$ 1,623,039.81	\$ 1,252,521.38	\$ 7,487.90		18.2%

Developed international

Shares/par value	Description	Market price	Market value	Book value	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
84,145	Qinetiq Group PLC (QQ/ LN)	\$ 2.9828	\$ 250,987.07	\$ 205,593.21	\$ 45,393.86	\$ 4,240.11	1.7%	1.6%
175	Admiral Group PLC (ADM LN)	18.8558	3,299.77	2,272.26	1,027.51	177.79	5.4	0.0
38,446	Hiscox Ltd (HSX LN)	7.3863	283,972.61	194,465.78	89,506.83	11,186.42	3.9	1.8
47,444	Rolls-Royce Hldgs PLC	14.1987	673,645.14	468,732.78	204,912.36	0.00	0.0	4.3

EUGENE AND AGNES E. MEYER FOUNDATION

53-0241716

Developed international
continued

Shares/par value	Description	Market price	Market value	Book value	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
5,430	Novozymes AS (NYMB DC)	28.2119	153,190.86	144,862.84	8,328.02	1,823.08	1.2	1.0
5,682	Croda International PLC (CRDA LN)	38.6219	219,449.52	142,315.65	77,133.87	5,264.57	2.4	1.4
12,335	Imi PLC (IMI LN)	17.8317	219,954.45	180,230.97	39,723.48	6,175.57	2.8	1.4
1,230	Canadian Nat Res Ltd (CNQ)	28.8700	35,510.10	17,192.12	18,317.98	519.06	1.5	0.2
37,041	Pirelli & C (PC IM)	11.4182	422,941.77	420,781.05	2,160.72	13,190.30	3.1	2.7
32,845	Valeant Pharmaceuticals (VRX) International Inc	59.7700	1,963,145.65	801,650.06	1,161,495.59	0.00	0.0	12.4
Total developed international			\$ 4,226,096.94	\$ 2,578,096.72	\$ 1,648,000.22	\$ 42,576.90		26.7%

Other equity

Shares/par value	Description	Market price	Market value	Book value	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
3,605,744	Rolls-Royce Holdings PLC Preferred	\$ 0.0016	\$ 5,772.80		\$ 5,772.80	\$ 0.00	0.0%	0.0%
Total other equity			\$ 5,772.80	\$ 0.00	\$ 5,772.80	\$ 0.00		0.0%
Total equities			\$ 15,014,557.03	\$ 6,959,092.83	\$ 8,055,468.20	\$ 122,427.93		95.0%

Other assets

Shares/par value	Description	Market price	Market value	Book value	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
1,430.57	Dividend Tax Reclaim Euro 2008	\$ 1.3196	\$ 1,887.78	\$ 2,176.76	\$ -288.98	\$ 0.00	0.0%	0.0%
3,273.95	Dividend Tax Reclaim Euro 2009	1.3196	4,320.30		4,320.30	0.00	0.0	0.0
891.69	Dividend Tax Reclaim Euro 2011	1.3196	1,176.67	1,264.42	-87.75	0.00	0.0	0.0
323.43	Dividend Tax Reclaim Euro 2012	1.3196	426.80	404.38	22.42	0.00	0.0	0.0
Total other assets			\$ 7,811.55	\$ 3,845.56	\$ 3,965.99	\$ 0.00		0.1%

Ruane Equities Total

\$15,022,368

ATTACHMENT 8FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
LOOMIS, SAYLES, & CO. INC. (SEE ATTACHMENT 8A)	17,505,687.	17,505,687.
TOTALS	<u>17,505,687.</u>	<u>17,505,687.</u>

Fixed income

Taxable

Individual securities

Shares/par value	Description	Market price	Market value	Book value	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
135,000	American General Finance DTD 6/12/2006 5.85% 6/1/2013 Moody's: CAA1 S&P: CCC	\$ 101.6250	\$ 137,193.75	\$ 126,013.19	\$ 11,180.56	\$ 7,897.50	5.8%	0.7%
19,000	Istar Financial Inc DTD 5/21/2008 8.625% 6/1/2013 Moody's: B3 S&P: B+	102.6250	19,498.75	18,904.05	594.70	1,638.75	8.4	0.1
20,000	Jefferson Smurfit Esc Contra DTD 5/23/2003 7.5% 6/1/2013 ***security In Default*** Moody's: N/R S&P: N/R	0.0001	0.02	8,700.00	-8,699.98	0.00	0.0	0.0
5,000	Slim Corp DTD 9/24/2003 5.0% 10/1/2013 Moody's: BA1 S&P: BBB-	102.3750	5,118.75	3,887.50	1,231.25	250.00	4.9	0.0
30,000	International Lease Finance Corp DTD 5/27/08 6.625% 11/15/2013 Moody's: BA3 S&P: BBB-	103.7500	31,125.00	23,250.00	7,875.00	1,987.50	6.4	0.2
800,000	United States Treasury Note DTD 6/30/2012 0.25% 6/30/2014 Moody's: AAA S&P: AA+	100.0390	800,312.00	799,062.50	1,249.50	2,000.00	0.3	4.2

Fixed income

Taxable

Individual securities
continued

Shares/par value	Description	Market price	Market value	Book value	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
200,000	Clear Channel Communicat DTD 9/20/2004 5.5% 9/15/2014 Moody's: CA S&P: CCC-	93.2500	186,500.00	174,262.50	12,237.50	11,000.00	5.9	1.0
215,000	Chiquita Brands Intl Inc DTD 9/28/2004 7.5% 11/1/2014 Moody's: CAA1 S&P: B-	100.1250	215,268.75	201,787.50	13,481.25	16,125.00	7.5	1.1
4,000	Freescall Semiconductor DTD 6/15/2007 8.875% 12/15/2014 Moody's: CAA1 S&P: CCC+	100.8750	4,035.00	3,701.25	333.75	355.00	8.8	0.0
65,238.90	Atlas Air Worldwide Hldgs Inc Passthru CTF Ser 1999-1 Cl B 7.630% 1/2/2015 Moody's: N/A S&P: N/A	87.0000	56,757.84	54,311.38	2,446.46	4,977.73	8.8	0.3
20,000	Istar Financial Inc DTD 4/21/2005 6.05% 4/15/2015 Moody's: B3 S&P: B+	100.5000	20,100.00	18,150.00	1,950.00	1,210.00	6.0	0.1
125,000	Sim Corp Medium Term Nts Book Entry DTD 4/15/2003 5% 4/15/2015 Moody's: BA1 S&P: BBB-	105.4120	131,765.00	60,000.00	71,765.00	6,250.00	4.7	0.7
146,000	Residential Capital LLC DTD 6/18/2009 9.625% 5/15/2015 Moody's: WR S&P: N/R	105.1250	153,482.50	136,105.07	17,377.43	14,052.50	9.2	0.8
90,000	Lennar Corp DTD 4/28/2005 5.6% 5/31/2015 Moody's: B1 S&P: B+	106.5000	95,850.00	72,000.00	23,850.00	5,040.00	5.3	0.5
10,000	Residential Capital Corp DTD 6/24/2005 8.875% 6/30/2015 Moody's: CA S&P: B-	22.0000	2,200.00	8,250.00	-6,050.00	687.50	31.3	0.0
60,000	US Airways 2012-1C Ptt DTD 5/14/2012 9.125% 10/1/2015 Moody's: B3 S&P: B	103.1250	61,875.00	60,000.00	1,875.00	5,475.00	8.9	0.3

Fixed income

Taxable

Individual securities
continued

Shares/par value	Description	Market price	Market value	Book value	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
85,000	Amer Genl Fin DTD 12/1/2005 5.4% 12/1/2015 Moody's: CAA1 S&P: CCC	94.5000	80,325.00	79,003.12	1,321.88	4,590.00	5.7	0.4
45,000	Ally Financial Inc DTD 12/3/2012 3.125% 1/15/2016 Moody's: B1 S&P: B+	100.1080	45,048.60	44,750.25	298.35	1,406.25	3.1	0.2
155,000	K Hovnanian Enterprises DTD 8/8/2005 6.25% 1/15/2016 Moody's: CAA3 S&P: CCC-	97.5000	151,125.00	139,290.94	11,834.06	9,687.50	6.4	0.8
20,000	Ister Financial Inc DTD 2/21/2006 5.875% 3/15/2016 Moody's: B3 S&P: B+	100.0000	20,000.00	17,200.00	2,800.00	1,175.00	5.9	0.1
165,000	K Hovnanian Enterprises Inc DTD 2/27/2006 7.5% 5/15/2016 Moody's: CAA3 S&P: CCC-	97.5000	160,875.00	162,439.20	-1,564.20	12,375.00	7.7	0.8
10,000	American Intl Group DTD 10/18/2006 5.6% 10/18/2016 Moody's: BAA1 S&P: A-	114.1960	11,419.60	7,387.50	4,032.10	560.00	4.9	0.1
85,000	Usg Corp DTD 5/15/07 6.3% 11/15/16 Moody's: CAA2 S&P: B-	103.5000	87,975.00	72,962.50	15,012.50	5,355.00	6.1	0.5
155,000	Donnelley (R.R.) & Sons DTD 1/8/2007 6.125% 1/15/2017 Moody's: BA3 S&P: BB	96.7500	149,962.50	143,525.00	6,437.50	9,493.75	6.3	0.8
20,000	Mgm Mirage Inc DTD 12/21/2006 7.625% 1/15/2017 Moody's: B3 S&P: B+	107.0000	21,400.00	18,405.55	2,994.45	1,525.00	7.1	0.1
10,000	Intelsat Bermuda Ltd DTD 8/15/2009 11.25% 2/4/2017 Moody's: CAA3 S&P: CCC+	105.7500	10,575.00	9,587.50	987.50	1,125.00	10.6	0.1

Fixed income**Taxable****Individual securities
continued**

Shares/par value	Description	Market price	Market value	Book value	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
25,000	Istar Financial Inc DTD 3/9/2007 5.85% 3/15/2017 Moody's: B3 S&P: B+	98.0000	24,500.00	21,568.75	2,931.25	1,462.50	6.0	0.1
45,000	CB Smurfit-Stone Escrow DTD 3/28/2007 8% 3/15/2017 ** Security In Default ** ** Now Cusip 83272A104 ** Moody's: N/A S&P: N/A	0.0001	0.05	18,956.25	-18,956.20	0.00	0.0	0.0
10,000	American Intl Group DTD 5/18/2007 5.45% 5/18/2017 Moody's: BAA1 S&P: A-	114.8520	11,485.20	6,875.00	4,610.20	545.00	4.7	0.1
100,000	Ford Motor Credit Co LLC DTD 8/4/2010 6.625% 8/15/2017 Moody's: BAA3 S&P: BB+	116.8470	116,847.00	98,485.00	18,362.00	6,625.00	5.7	0.6
110,000	Visant Corp DTD 9/22/2010 10% 10/1/2017 Moody's: CAA2 S&P: B-	89.7500	98,725.00	105,306.25	-6,581.25	11,000.00	11.1	0.5
20,000	Aes Corporation DTD 10/15/2007 8% 10/15/2017 Moody's: BA3 S&P: BB-	115.5000	23,100.00	19,550.00	3,550.00	1,600.00	6.9	0.1
100,000	Springleaf Finance Corp DTD 12/17/2007 6.9% 12/15/2017 Moody's: CAA1 S&P: CCC	89.5000	89,500.00	78,000.00	11,500.00	6,900.00	7.7	0.5
56,000	Usg Corp DTD 9/27/2007 Fltg Rate 1/15/2018 Moody's: CAA2 S&P: B-	113.2500	63,420.00	40,723.75	22,696.25	5,460.00	8.6	0.3
25,000	Istar Financial Inc DTD 11/13/2012 7.125% 2/15/2018 Moody's: B3 S&P: B+	101.8750	25,468.75	25,000.00	468.75	1,781.25	7.0	0.1
30,000	Ply Gem Industries DTD 2/11/2011 8.25% 2/15/2018 Moody's: CAA1 S&P: B-	108.0000	32,400.00	27,975.00	4,425.00	2,475.00	7.6	0.2

Fixed income

Taxable

Individual securities

continued

Shares/par value	Description	Market price	Market value	Book value	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
360,000	Cincinnati Bell Inc DTD 3/15/2010 8.75% 3/15/2018 Moody's: B3 S&P: CCC+	103.2500	371,700.00	336,881.25	34,818.75	31,500.00	8.5	1.9
45,000	Cablevision Systems Corp DTD 4/15/2010 7.75% 4/15/2018 Moody's: B1 S&P: B+	111.2500	50,062.50	45,000.00	5,062.50	3,487.50	7.0	0.3
260,000	Rr Donnelley & Sons Co DTD 6/1/2011 7.25% 6/15/2018 Moody's: BA3 S&P: BB	96.5000	250,900.00	258,687.50	-7,787.50	18,850.00	7.5	1.3
15,000	Dynegy Holdings LLC DTD 6/20/1998 7.125% 5/15/2018 Moody's: N/R S&P: N/R	0.0001	0.02		0.02	1,068.75	0.0	0.0
60,000	Beazer Homes USA DTD 5/20/2010 9.125% 6/15/2018 Moody's: CAA3 S&P: CCC	104.2500	62,550.00	59,212.50	3,337.50	5,475.00	8.8	0.3
15,000	K B Home DTD 4/3/2006 7.25% 6/15/2018 Moody's: B2 S&P: B	108.7500	16,312.50	14,075.00	2,237.50	1,087.50	6.7	0.1
10,000	Slm Corp DTD 6/16/2003 6% 6/15/2018 Moody's: BA1 S&P: BBB-	100.3800	10,038.00	4,850.00	5,188.00	500.00	5.0	0.1
40,000	Slm Corp DTD 6/18/2008 8.45% 6/15/2018 Moody's: BA1 S&P: BBB-	117.0000	46,800.00	23,500.00	23,300.00	3,380.00	7.2	0.2
25,000	Dillards Inc DTD 8/7/1998 7.13% 8/1/2018 Moody's: B1 S&P: BB	111.5000	27,875.00	24,000.00	3,875.00	1,782.50	6.4	0.2
420,000	Toys R US DTD 9/22/2003 7.375% 10/15/2018 Moody's: B3 S&P: CCC+	91.0000	382,200.00	346,350.00	35,850.00	30,975.00	8.1	2.0

Fixed income

Taxable

Individual securities
continued

Shares/par value	Description	Market price	Market value	Book value	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
35,000	Qwest Capital Funding DTD 11/18/1998 6.5% 11/15/2018 Moody's: BAA3 S&P: BB	113.4210	39,697.35	31,675.00	8,022.35	2,275.00	5.7	0.2
6,342	Ce Generation LLC DTD 3/2/1999 7.416% 12/15/2018 Moody's: BA1 S&P: BB+	103.2500	6,548.12	5,898.07	650.05	470.32	7.2	0.0
31,000	GMAC Inc DTD 12/31/2008 8% 12/31/2018 Moody's: B2 S&P: B-	117.0000	36,270.00	16,765.06	19,504.94	2,480.00	6.8	0.2
6,771.45	Atlas Air Inc DTD 4/13/1999 7.2% 1/2/2019 Series 991A Moody's: N/A S&P: N/A	100.0000	6,771.45	6,111.21	660.24	487.54	7.2	0.0
45,000	Rr Donnelly & Sons Co DTD 3/13/2012 8.25% 3/15/2019 Moody's: BA3 S&P: BB	101.0000	45,450.00	43,993.75	1,456.25	3,712.50	8.2	0.2
10,000	Jones Grp/App Grp Hldg/A DTD 3/7/2011 6.875% 3/15/2019 Moody's: BA3 S&P: B+	104.0000	10,400.00	9,662.50	737.50	687.50	6.6	0.1
10,000	Intl Lease Finance Corp DTD 3/19/2012 5.875% 4/1/2019 Moody's: BA3 S&P: BBB-	105.4000	10,540.00	9,675.00	865.00	587.50	5.6	0.1
15,000	Beazer Homes USA DTD 5/15/2011 9.125% 5/15/2019 Moody's: CAA3 S&P: CCC	104.6250	15,693.75	12,450.00	3,243.75	1,368.75	8.7	0.1
160,000	Dynegy Holdings LLC DTD 5/24/2007 7.75% 6/1/2019 Moody's: N/R S&P: N/R	0.7600	1,216.00	0.08	1,215.92	12,400.00	1019.7	0.0
15,000	Nrg Energy Inc DTD 6/5/2009 8.50% 6/15/2019 Moody's: B1 S&P: BB-	110.0000	16,500.00	14,850.00	1,650.00	1,275.00	7.7	0.1

Fixed income

Taxable

Individual securities
continued

Shares/per value	Description	Market price	Market value	Book value	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
70,000	US Airways 2012-1B Ptt DTD 5/14/2012 8% 10/1/2019 Moody's: B1 S&P: B+	106.7500	74,725.00	70,000.00	4,725.00	5,600.00	7.5	0.4
20,000	Teekay Corp DTD 1/27/2010 8.5% 1/15/2020 Moody's: B2 S&P: B+	105.5000	21,100.00	19,836.20	1,263.80	1,700.00	8.1	0.1
45,000	Freescale Semiconductor DTD 6/10/2011 8.05% 2/1/2020 Moody's: CAA1 S&P: CCC+	99.5000	44,775.00	42,725.00	2,050.00	3,622.50	8.1	0.2
80,000	K B Home DTD 2/7/2012 8% 3/15/2020 Moody's: B2 S&P: B	113.5000	90,800.00	77,868.75	12,931.25	6,400.00	7.1	0.5
30,000	Aircastle Ltd DTD 4/4/2012 7.625% 4/15/2020 Moody's: BA3 S&P: BB+	111.7500	33,525.00	30,150.00	3,375.00	2,287.50	6.8	0.2
45,000	Omnicare Inc DTD 5/18/2010 7.75% 6/1/2020 Moody's: BA3 S&P: BB	111.0000	49,950.00	45,000.00	4,950.00	3,487.50	7.0	0.3
35,000	R.R. Donnelley & Sons DTD 6/21/2010 7.625% 6/15/2020 Moody's: BA3 S&P: BB	96.0000	33,600.00	34,425.00	-825.00	2,668.75	7.9	0.2
35,000	United Rentals North Am DTD 10/26/2010 8.375% 9/15/2020 Moody's: CAA1 S&P: B-	110.7500	38,762.50	34,387.50	4,375.00	2,931.25	7.6	0.2
45,000	Hexion US Fir/Nova Scotl DTD 11/5/2010 9% 11/15/2020 Moody's: N/A S&P: CCC+	91.2500	41,062.50	37,500.00	3,562.50	4,050.00	9.9	0.2
400,000	Reynolds Grp Iss/Reynold DTD 2/15/2012 8.25% 2/15/2021 Moody's: CAA1 S&P: CCC+	101.5000	406,000.00	382,000.00	24,000.00	33,000.00	8.1	2.1

Fixed income

Taxable

Individual securities
continued

Shares/per value	Description	Market price	Market value	Book value	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
145,000	Clear Channel Communicat DTD 2/23/2011 9% 3/1/2021 Moody's: CAA1 S&P: CCC+	89.2500	129,412.50	121,437.50	7,975.00	13,050.00	10.1	0.7
225,000	Borden Inc Deb DTD 03/19/1991 9.200% 03/15/2021 Moody's: CAA2 S&P: CCC+	89.0000	200,250.00	214,332.14	-14,082.14	20,700.00	10.3	1.0
45,000	Sandridge Energy Inc DTD 9/15/2011 7.5% 3/15/2021 Moody's: B2 S&P: B	107.0000	48,150.00	43,087.50	5,062.50	3,375.00	7.0	0.3
200,000	Chrysler Gp/Cq Co-Issuer DTD 12/15/2011 8.25% 6/15/2021 Moody's: B2 S&P: B	110.0000	220,000.00	194,500.00	25,500.00	16,500.00	7.5	1.2
55,000	Aes Corporation DTD 8/1/2012 7.375% 7/1/2021 Moody's: BA3 S&P: BB-	111.0000	61,050.00	62,837.50	-1,787.50	4,056.25	6.6	0.3
55,000	K. Hovnanian Enterprises, Inc. DTD 1/2/2012 5% 11/1/2021 Moody's: N/A S&P: N/A	85.0000	46,750.00	55,000.00	-8,250.00	2,750.00	5.9	0.2
100,000	Woolworth Corp Deb DTD 1/15/1992 8.5% 1/15/2022 Moody's: B1 S&P: B+	111.2500	111,250.00	82,125.00	29,125.00	8,500.00	7.6	0.6
100,000	S L M Corp DTD 1/27/2012 7.25% 1/25/2022 Moody's: BA1 S&P: BBB-	110.2500	110,250.00	99,000.00	11,250.00	7,250.00	6.6	0.6
140,000	US Steel Corp DTD 3/15/2012 7.5% 3/15/2022 Moody's: B1 S&P: BB	105.2500	147,350.00	139,187.50	8,162.50	10,500.00	7.1	0.8
375,000	Goodyear Tire & Rubber DTD 2/28/2012 7% 5/15/2022 Moody's: B1 S&P: B+	107.2500	402,187.50	369,187.50	33,000.00	26,250.00	6.5	2.1

Fixed income

Taxable

Individual securities
continued

Shares/par value	Description	Market price	Market value	Book value	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
175,000	Intl Lease Finance Corp DTD 8/21/2012 5.875% 8/15/2022 Moody's: BA3 S&P: BBB-	105.9210	185,361.75	175,000.00	10,361.75	10,281.25	5.6	1.0
90,000	American Axle & Mfg Inc DTD 9/17/2012 6.625% 10/15/2022 Moody's: B2 S&P: B	101.5000	91,350.00	90,000.00	1,350.00	5,962.50	6.5	0.5
210,000	Bill Barrett Corp DTD 3/12/2012 7% 10/15/2022 Moody's: B1 S&P: BB-	103.0000	216,300.00	203,081.25	13,218.75	14,700.00	6.8	1.1
55,000	Sandridge Energy Inc DTD 10/15/2012 8.125% 10/15/2022 Moody's: B2 S&P: B	109.5000	60,225.00	58,712.50	1,512.50	4,468.75	7.4	0.3
75,000	Borden Inc DTD 2/11/1993 7.875% 2/15/2023 Moody's: CAA2 S&P: CCC+	79.0000	59,250.00	60,687.50	-1,437.50	5,906.25	10.0	0.3
95,000	Sandridge Energy Inc DTD 8/20/2012 7.5% 2/15/2023 Moody's: B2 S&P: B	107.0000	101,650.00	97,850.00	3,800.00	7,125.00	7.0	0.5
85,000	H C A Inc Sr Unsecured 1 DTD 10/23/2012 5.875% 5/1/2023 Moody's: B3 S&P: B-	103.5000	87,975.00	85,000.00	2,975.00	4,993.75	5.7	0.5
90,000	Hca Inc DTD 12/15/1993 7.5% 12/15/2023 Moody's: B3 S&P: B-	102.2500	92,025.00	86,850.00	5,175.00	6,750.00	7.3	0.5
80,000	Hca Inc DTD 6/30/1995 7.69% 6/15/2025 Moody's: B3 S&P: B-	102.2500	81,800.00	67,934.19	13,865.81	6,152.00	7.5	0.4
70,000	Columbia / Hca Healthcare Corp Medium Term Nts Book Entry Tranche # TR 00015 DTD 09/14/95 7.580% 09/15/2025 Moody's: B3 S&P: B-	101.2500	70,875.00	60,931.25	9,943.75	5,306.00	7.5	0.4

Fixed income

Taxable

Individual securities
continued

Shares/par value	Description	Market price	Market value	Book value	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
5,000	American Stores Company DTD 6/10/1996 8% 8/1/2026 Moody's: CAA1 S&P: B-	86.7500	4,337.50	4,187.50	150.00	400.00	9.2	0.0
10,000	Albertsons Inc DTD 6/17/1996 7.75% 6/15/2026 Moody's: CAA1 S&P: B-	56.2500	5,625.00	9,204.70	-3,579.70	775.00	13.8	0.0
100,000	Dillard Dept Stores Inc Deb DTD 7/17/1996 7.750% 7/15/2026 Moody's: B1 S&P: BB	105.2500	105,250.00	94,250.00	11,000.00	7,750.00	7.4	0.6
35,000	Dynegy Holdings LLC DTD 10/16/1996 7.625% 10/15/2026 Moody's: N/R S&P: N/R	0.0001	0.04		0.04	2,668.75	0.0	0.0
80,000	Frontier Communications DTD 12/22/2006 7.875% 1/15/2027 Moody's: BA2 S&P: BB	101.5000	81,200.00	78,312.50	2,887.50	6,300.00	7.8	0.4
200,000	Petroleos De Venezuela S DTD 4/12/2007 5.375% 4/12/2027 Moody's: N/A S&P: B+	70.5000	141,000.00	95,022.50	45,977.50	10,750.00	7.6	0.7
95,000	N W A Sen DTD 5/28/1997 8.316% 6/1/2027 Moody's: N/R S&P: N/R	15.6250	14,843.75		14,843.75	7,900.20	53.2	0.1
55,000	Servicemaster Company DTD 8/19/1997 7.45% 8/15/2027 Moody's: CAA1 S&P: B-	81.0000	44,550.00	46,200.00	-1,650.00	4,097.50	9.2	0.2
190,000	Columbia / Hca Healthcare Corp Deb DTD 12/08/1995 7.050% 12/01/2027 Moody's: B3 S&P: B-	96.2500	182,875.00	179,142.75	3,732.25	13,395.00	7.3	1.0
255,000	Republic Of Brazil DTD 2/14/2007 10.25% 1/10/2028 Moody's: N/A S&P: N/A	64.7156	165,024.78	120,395.56	44,629.22	12,790.80	7.8	0.9

Fixed income

Taxable

Individual securities
continued

Shares/par value	Description	Market price	Market value	Book value	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
230,000	American Stores Company DTD 3/30/1998 7.1% 3/20/2028 Moody's: CAA1 S&P: B-	81.7500	188,025.00	166,750.00	21,275.00	16,330.00	8.7	1.0
63,000	Albertsons Inc DTD 6/3/1998 6.625% 6/1/2028 Moody's: CAA1 S&P: B-	53.2500	33,547.50	51,057.50	-17,510.00	4,173.75	12.4	0.2
190,000	U S West Cap Fdg Inc Deb 6.875% 07/15/2028 Moody's: BAA3 S&P: BB	101.9220	193,651.80	139,650.00	54,001.80	13,062.50	6.7	1.0
175,000	Ford Mtr Co Del Deb 6.625% 10/01/2028 Moody's: BAA3 S&P: BB+	115.4860	202,100.50	146,139.40	55,961.10	11,593.75	5.7	1.1
455,000	Sprint Cap Corp NT DTD 11/16/1998 6.875% 11/15/2028 Moody's: B3 S&P: B+	104.0000	473,200.00	357,475.00	115,725.00	31,281.25	6.6	2.5
5,000	Cinc Bell Tel DTD 11/30/1998 6.3% 12/1/2028 Moody's: BA1 S&P: BB-	95.0000	4,750.00	3,725.00	1,025.00	315.00	6.6	0.0
5,000	Ford Motor Co 6.375% 2/1/2029 DTD 2/9/99 Moody's: BAA3 S&P: BB+	111.8310	5,591.55	3,650.00	1,941.55	318.75	5.7	0.0
455,000	Lucent Tech 6.45% Due 3/15/2029 DTD 3/15/99 Moody's: WR S&P: CCC+	76.0000	345,800.00	310,686.25	35,113.75	29,347.50	8.5	1.8
110,000	Ashland Inc DTD 9/30/2004 6.5% 6/30/2029 Moody's: BA2 S&P: B+	90.0000	99,000.00	90,775.00	8,225.00	7,150.00	7.2	0.5
245,000	Albertson Inc DTD 7/27/99 7.45% Due 8/1/2029 Moody's: CAA1 S&P: B-	56.0000	137,200.00	217,535.70	-80,335.70	18,252.50	13.3	0.7

Fixed income

Taxable

Individual securities
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Shares/par value	Description	Market price	Market value	Book value	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
165,000	Georgia Pacific Corp DTD 11/10/99 7.75% 11/15/2029 Moody's: BAA2 S&P: A	136.7570	225,649.05	142,140.90	83,508.15	12,787.50	5.7	1.2
15,000	New Albertsons Inc DTD 5/9/2000 8.7% 5/1/2030 Moody's: CAA1 S&P: B-	58.0000	8,700.00	12,825.00	-4,125.00	1,305.00	15.0	0.1
50,000	New Albertsons Inc DTD 5/1/2001 8% 5/1/2031 Moody's: CAA1 S&P: B-	56.2500	28,125.00	40,625.00	-12,500.00	4,000.00	14.2	0.2
30,000	Citizens Communications Co Sr NT DTD 2/15/2002 9.0% 8/15/2031 Moody's: BA2 S&P: BB	110.0000	33,000.00	28,468.75	4,531.25	2,700.00	8.2	0.2
11,000	GMAC Inc DTD 12/31/2008 8% 11/1/2031 Moody's: B1 S&P: B+	126.6250	13,928.75	6,666.19	7,262.56	880.00	6.3	0.1
130,000	Tenet Healthcare Corp Sr NT DTD 11/6/2001 6.875% 11/15/2031 Moody's: CAA1 S&P: CCC+	90.0000	117,000.00	93,750.00	23,250.00	8,937.50	7.6	0.6
80,000	Pulte Group Inc DTD 6/12/2002 7.875% 6/15/2032 Moody's: B1 S&P: BB-	108.7500	87,000.00	75,793.75	11,206.25	6,300.00	7.2	0.5
65,000	Pulte Group Inc Moody's: B1 S&P: BB-	99.7500	64,837.50	53,731.25	11,106.25	4,143.75	6.4	0.3
105,000	Slim Corp Medium Term Nts Book Entry DTD 7/21/2003 5.625% 8/1/2033 Moody's: BA1 S&P: BBB-	92.7500	97,387.50	81,212.50	16,175.00	5,906.25	6.1	0.5
40,000	Hca Inc DTD 11/6/2003 7.5% 11/6/2033 Moody's: B3 S&P: B-	100.5000	40,200.00	32,975.00	7,225.00	3,000.00	7.5	0.2

Fixed income

Taxable

Individual securities
continued

Shares/par value	Description	Market price	Market value	Book value	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
85,000	Telecom Italia Capital DTD 9/30/2005 6% 9/30/2034 Moody's: BAA2 S&P: BBB	97.7500	83,087.50	78,581.25	4,506.25	5,100.00	6.1	0.4
60,000	Jones Apparel Group Inc DTD 5/19/2005 6.125% 11/15/2034 Moody's: BA3 S&P: B+	86.0000	51,600.00	45,600.00	6,000.00	3,675.00	7.1	0.3
30,000	Pulte Homes Inc DTD 2/10/2005 6% 2/15/2035 Moody's: B1 S&P: BB-	93.0000	27,900.00	22,178.70	5,721.30	1,800.00	6.5	0.2
25,000	Hca Inc DTD 7/8/1996 7.75% 7/15/2036 Moody's: B3 S&P: B-	101.7500	25,437.50	20,356.25	5,081.25	1,937.50	7.6	0.1
100,000	Jc Penney Corporation Inc DTD 4/27/2007 6.375% 10/15/2036 Moody's: CAA1 S&P: B-	75.0000	75,000.00	78,500.00	-3,500.00	6,375.00	8.5	0.4
20,000	Owens Corning Inc DTD 6/1/2007 7% 12/1/2036 Moody's: BA1 S&P: BBB-	110.6470	22,129.40	14,350.00	7,779.40	1,400.00	6.3	0.1
115,000	Alcoa Inc DTD 1/25/2007 5.95% 2/1/2037 Moody's: BAA3 S&P: BBB-	96.5980	111,087.70	81,275.00	29,812.70	6,842.50	6.2	0.6
130,000	US Steel Corp DTD 5/21/2007 6.65% 6/1/2037 Moody's: B1 S&P: BB	87.0000	113,100.00	100,537.50	12,562.50	8,645.00	7.6	0.6
150,000	Arcelor Mittal DTD 3/7/2011 7.0% 3/1/2041 Moody's: BA1 S&P: BB+	92.7500	139,125.00	137,916.55	1,208.45	10,875.00	7.8	0.7

Fixed income**Taxable****Individual securities
continued**

Shares/par value	Description	Market price	Market value	Book value	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
45,000	Bank Of America Corp DTD 1/30/2008 Flg Rt 12/29/2049 Moody's: B1 S&P: BB+	110.6080	49,773.60	36,000.00	13,773.60	3,600.00	7.2	0.3
Total taxable individual securities			\$ 11,752,161.42	\$ 10,607,290.15	\$ 1,144,871.27	\$ 837,124.59		61.2%
Total taxable fixed income			\$ 11,752,161.42	\$ 10,607,290.15	\$ 1,144,871.27	\$ 837,124.59		61.2%

Developed international**Individual securities**

Shares/par value	Description	Market price	Market value	Book value	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
270,000	Intl BK Recon & Develop DTD 3/5/2009 1.43% 3/5/2014 Moody's: N/A S&P: N/A	\$ 82.3421	\$ 222,323.67	\$ 174,474.96	\$ 47,848.71	\$ 3,156.30	1.4%	1.2%
350,000	Canadian Government DTD 11/23/2009 2.5% 6/1/2015 Moody's: AAA S&P: AAA	103.6110	362,638.50	357,578.82	5,059.68	8,792.00	2.4	1.9
150,000,000	Barclays Bank PLC DTD 8/20/2010 3.68% 8/20/2015 Moody's: NR S&P: A+	0.0963	144,427.50	126,157.70	18,269.80	4,500.00	3.1	0.8
250,000	Treasury Irish Government DTD 1/23/2004 4.5% 4/18/2020 Moody's: BA1 S&P: BBB+	132.8815	332,203.84	269,176.87	63,026.97	14,835.00	4.5	1.7
250,000	Treasury 5% 2020 DTD 1/21/2010 5% 10/18/2020 Moody's: BA1 S&P: BBB+	136.0607	340,151.82	276,281.25	63,870.57	16,485.00	4.9	1.8

EUGENE AND AGNES E. MEYER FOUNDATION

53-0241716

Developed international

Individual securities continued

Shares/par value	Description	Market price	Market value	Book value	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
700,000	Fed Republic Of Brazil DTD 4/27/2012 8.5% 1/5/2024 Moody's: BAA2 S&P: N/A	59.5814	417,069.80	370,269.59	46,800.21	29,120.00	7.0	2.2
Total developed international individual securities			\$ 1,818,815.13	\$ 1,573,939.19	\$ 244,875.94	\$ 76,888.30		9.5%
Total developed international fixed income			\$ 1,818,815.13	\$ 1,573,939.19	\$ 244,875.94	\$ 76,888.30		9.5%

Other

Shares/par value	Description	Market price	Market value	Book value	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
60,000	Micron Technology Inc DTD 5/23/2007 1.875% 6/1/2014 Convertible Until 5/30/2014 Moody's: N/A S&P: BB-	\$ 99.1250	\$ 59,475.00	\$ 53,348.68	\$ 6,126.32	\$ 1,125.00	1.9%	0.3%
85,000	Navistar Intl Corp DTD 10/28/2009 3% 10/15/2014 Convertible Until 4/15/2014 Moody's: N/A S&P: CCC+	91.3130	77,616.05	83,028.47	-5,412.42	2,550.00	3.3	0.4
15,000	Istar Financial Inc DTD 11/13/2012 3% 11/15/2016 Convertible Until 11/15/2016 Moody's: B3 S&P: B+	101.8750	15,281.25	15,000.00	281.25	450.00	2.9	0.1
150,000	Ciena Corp DTD 6/11/2007 0.875% 6/15/2017 Convertible Until 6/15/2017 Moody's: N/A S&P: B	86.1880	129,282.00	116,356.49	12,925.51	1,312.50	1.0	0.7
30,000	Sandisk Corp DTD 8/25/2010 1.5% 8/15/2017 Convertible Until 8/15/2017 Moody's: N/A S&P: BB	116.0000	34,800.00	29,261.45	5,538.55	450.00	1.3	0.2
235,000	Old Republic Intl Corp DTD 3/8/2011 3.75% 3/15/2018 Convertible Until 3/13/2018 Moody's: BAA3 S&P: BBB+	104.0630	244,548.05	229,225.90	15,322.15	8,812.50	3.6	1.3

EUGENE AND AGNES E. MEYER FOUNDATION

53-0241716

Other
continued

Shares/par value	Description	Market price	Market value	Book value	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
50,000	Cms Energy Corp DTD 6/15/2009 5.5% 6/15/2029 Convertible Until 6/15/2029 Moody's: BA1 S&P: BB+	177.3750	88,687.50	50,000.00	38,687.50	2,750.00	3.1	0.5
285,000	Jefferies Group Inc DTD 10/26/2009 3.875% 11/1/2029 Convertible Until 11/1/2029 Moody's: BAA3 S&P: BBB	99.0630	282,329.55	259,631.58	22,697.97	11,043.75	3.9	1.5
95,000	Micron Technology Inc DTD 7/26/2011 1.875% 8/1/2031 Convertible Moody's: N/A S&P: N/A	91.3750	86,806.25	92,906.26	-6,100.01	1,781.25	2.1	0.5
60,000	Standard Pacific Corp DTD 8/6/2012 1.25% 8/1/2032 Convertible Until 8/1/2032 Moody's: B3 S&P: B	117.2500	70,350.00	60,000.00	10,350.00	750.00	1.1	0.4
5,000	Chesapeake Energy Corp DTD 11/8/2005 2.75% 11/15/2035 Convertible Until 11/15/2035 Moody's: BA3 S&P: BB-	95.6250	4,781.25	4,712.00	69.25	137.50	2.9	0.0
65,000	Omnicare Inc DTD 12/15/2005 3.25% 12/15/2035 Convertible Until 12/15/2035 Moody's: B2 S&P: B+	99.7500	64,837.50	53,645.54	11,191.96	2,112.50	3.3	0.3
25,000	Trinity Industries Inc DTD 6/7/2006 3.875% 6/1/2036 Convertible Until 6/1/2036 Moody's: BA2 S&P: BB-	111.8130	27,953.25	23,562.50	4,390.75	968.75	3.5	0.2
10,000	Chesapeake Energy Corp DTD 5/15/2007 2.5% 5/15/2037 Convertible Until 5/15/2037 Moody's: BA3 S&P: BB-	90.0000	9,000.00	9,203.03	-203.03	250.00	2.8	0.1

EUGENE AND AGNES E. MEYER FOUNDATION

53-0241716

Other
continued

Shares/par value	Description	Market price	Market value	Book value	Unrealized gain (or loss)	Estimated Current annual income	Pct of yield holdings
40,000	Hologic Inc DTD 12/10/2007 Step Cpn 12/15/2037 Cpn=2% Till 12/15/13; Then 0% Convertible Until 12/15/2037 Moody's: N/A S&P: B+	99.6880	39,875.20	27,389.00	12,486.20	800.00	2.0 0.2
20,000	Chesapeake Energy Corp DTD 5/27/2008 2.25% 12/15/2038 Convertible Until 12/15/2038 Moody's: BA3 S&P: BB-	80.7500	16,150.00	18,381.25	-2,231.25	450.00	2.8 0.1
60,000	Hologic Inc DTD 3/5/2012 Step Cpn 3/1/2042 Convertible Until 2/27/42 Moody's: N/A S&P: B+	99.1880	59,512.80	55,726.09	3,786.71	1,200.00	2.0 0.3
Total other fixed income			\$ 1,311,285.65	\$ 1,181,378.24	\$ 129,907.41	\$ 35,943.75	6.8%
Total fixed income			\$ 14,882,262.20	\$ 13,352,607.58	\$ 1,519,654.62	\$ 950,956.64	77.5%

EUGENE AND AGNES E. MEYER FOUNDATION

53-0241716

Alternative investments

Shares/par value	Description	Market price	Market value	Book value	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
16,000	A D S Waste Holdings DTD 10/9/2012 8.25% 10/1/2020 Moody's: CAA1 S&P: CCC+	\$ 105.0000	\$ 16,800.00	\$ 16,000.00	\$ 800.00	\$ 1,320.00	7.9%	0.1%
25,000	Advanced Micro Devices DTD 8/15/2012 7.5% 8/15/2022 Moody's: B1 S&P: BB-	82.2500	20,562.50	24,437.50	-3,875.00	1,875.00	9.1	0.1
180,000	Air Canada DTD 8/3/2010 9.25% 8/1/2015 Moody's: B2 S&P: B+	104.5000	188,100.00	174,596.25	13,503.75	16,650.00	8.9	1.0
290,000	Algoma Acquisition Corp DTD 6/20/2007 9.875% 6/15/2015 Moody's: CAA2 S&P: CCC	68.5000	198,650.00	265,900.00	-67,250.00	28,637.50	14.4	1.0
85,000	Amkor Technology Inc DTD 9/21/2012 6.375% 10/1/2022 Moody's: BA3 S&P: BB	98.5000	83,725.00	83,743.75	-18.75	5,418.75	6.5	0.4
100,000	Bombardier Inc DTD 4/21/2004 7.45% 5/1/2034 Moody's: BA2 S&P: BB	101.7500	101,750.00	89,500.00	12,250.00	7,450.00	7.3	0.5
160,000	Ciena Corp DTD 10/18/2010 3.75% 10/15/2018 Convertible Until 10/15/2018 Moody's: N/A S&P: B	112.5630	180,100.80	153,642.23	26,458.57	6,000.00	3.3	0.9
20,000	Cleaver-Brooks Inc DTD 12/19/2012 8.75% 12/15/2019 Moody's: B2 S&P: B	103.2500	20,650.00	19,872.20	777.80	1,750.00	8.5	0.1
210,000	Connacher Oil And Gas DTD 5/31/2011 8.5% 8/1/2019 Moody's: CAA2 S&P: B+	68.0000	142,800.00	194,600.00	-51,800.00	17,850.00	12.5	0.7
98,000	Energy Future/Efn Finan DTD 12/5/2012 11.25% 12/1/2018 Moody's: N/A S&P: CC	95.5000	93,550.00	90,650.00	2,940.00	11,025.00	11.8	0.5
100,000	Essar Steel Algoma Inc DTD 12/14/2009 9.375% 3/15/2015 Moody's: B3 S&P: B	90.5000	90,500.00	95,000.00	-4,500.00	9,375.00	10.4	0.5

Alternative investments

continued

Shares/par value	Description	Market price	Market value	Book value	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
55,000	Halcon Resources Corp DTD 11/8/2012 8.875% 5/15/2021 Moody's: B3 S&P: CCC+	106.0000	58,300.00	54,585.85	3,714.15	4,881.25	8.4	0.3
60,000	Iconix Brand Group Inc DTD 5/23/2011 2.5% 6/1/2016 Convertible Until 5/15/2016 Moody's: N/A S&P: N/A	103.5630	62,137.80	58,553.35	3,584.45	1,500.00	2.4	0.3
50,000	Lennar Corp DTD 11/29/2011 3.25% 11/15/2021 Convertible Until 11/15/2021 Moody's: B1 S&P: B+	179.3750	89,687.50	50,000.00	39,687.50	1,625.00	1.8	0.5
200,000	Meccanica Holdings USA DTD 7/15/2009 7.375% 7/15/2039 Moody's: BAA3 S&P: BBB-	92.8900	185,780.00	169,750.00	16,030.00	14,750.00	7.9	1.0
50,000	Metlife Capital Trust X DTD 4/8/2008 9.25% 4/8/2038 Moody's: BAA2 S&P: BBB	138.0000	69,000.00	58,750.00	10,250.00	4,625.00	6.7	0.4
205,000	Micron Technology Inc DTD 4/18/2012 2.375% 5/1/2032 Convertible Until 5/1/2032 Moody's: N/A S&P: BB-	96.3750	197,568.75	187,985.41	9,583.34	4,868.75	2.5	1.0
10,000	Ngpl Pipeco LLC DTD 12/21/2007 7.768% 12/15/2037 Moody's: BA3 S&P: B+	105.0000	10,500.00	8,818.75	1,681.25	776.80	7.4	0.1
100,000	N G P L Pipeco LLC DTD 5/25/2012 9.625% 6/1/2019 Moody's: BA3 S&P: B+	115.0000	115,000.00	100,000.00	15,000.00	9,625.00	8.4	0.6
85,000	N R G Energy Inc DTD 9/24/2012 6.625% 3/15/2023 Moody's: B1 S&P: BB-	107.0000	90,950.00	85,000.00	5,950.00	5,631.25	6.2	0.5
10,000	Owens-Brockway DTD 5/7/2010 3% 6/1/2015 Convertible Until 5/28/2015 Moody's: BA3 S&P: BB	98.9380	9,893.80	9,841.50	52.30	300.00	3.0	0.1

Alternative investments

continued

Shares/per value	Description	Market price	Market value	Book value	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
28,080	Reichhold Industries, Inc. DTD 5/8/2012 9% 5/8/2017 Moody's: N/A S&P: CCC+	72.5000	20,358.00	28,079.81	-7,721.81	2,527.20	12.4	0.1
110,000	Rex Energy Corp DTD 12/12/2012 8.875% 12/1/2020 Moody's: B3 S&P: B-	100.2500	110,275.00	109,230.00	1,045.00	9,762.50	8.9	0.6
80,000	Rockies Express Pipeline DTD 3/22/2010 6.875% 4/15/2040 Moody's: BA1 S&P: BB	90.0000	72,000.00	70,668.75	1,331.25	5,500.00	7.6	0.4
80,000	Sealed Air Corp DTD 7/1/2003 6.875% 7/15/2033 Moody's: B1 S&P: BB-	96.0000	76,800.00	68,137.50	8,662.50	5,500.00	7.2	0.4
130,000	Sungard Data Systems Inc DTD 11/1/2012 6.625% 11/1/2019 Moody's: CAA1 S&P: B-	102.2500	132,925.00	130,000.00	2,925.00	8,612.50	6.5	0.7
35,000	Texas Competitive/Tech DTD 4/19/2011 11.5% 10/1/2020 Moody's: CAA1 S&P: CCC	78.2500	27,387.50	34,753.25	-7,365.75	4,025.00	14.7	0.1
55,000	V P I Escrow Corp DTD 10/4/2012 6.375% 10/15/2020 Moody's: B1 S&P: BB-	107.2500	58,987.50	55,000.00	3,987.50	3,506.25	5.9	0.3
15,000	Valeant Pharmaceuticals DTD 10/4/2012 6.375% 10/15/2020 Moody's: B1 S&P: BB-	107.2500	16,087.50	15,000.00	1,087.50	956.25	5.9	0.1
80,000	White Mountains Re Group DTD 5/24/2007 Fltg Rate 12/25/2050 Moody's: BA2 S&P: BB+	103.1980	82,558.40	71,206.25	11,352.15	6,004.80	7.3	0.4
Total alternative investments			\$ 2,623,426.05	\$ 2,573,302.35	\$ 50,122.70	\$ 202,328.80		13.7%

Loomis, Sayles, & Co. Inc. Bonds Total:

\$17,505,687

ATTACHMENT 9FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
HIGHFIELDS CAPITAL LP	4,059,746.	4,059,746.
FARALLON CAPITAL PARTNERS LP	997,483.	997,483.
WELLINGTON PARTNERSHIP	12,211,670.	12,211,670.
STATE ST. US BOND PARTNERSHIP	18,011,668.	18,011,668.
ADAGE CAPITAL PARTNERS LP	35,937,603.	35,937,603.
MASON CAPITAL LTD	3,539,277.	3,539,277.
OZ OVERSEAS FUND II LTD	138,437.	138,437.
MONDRIAN INTNL EQUITY FUND LP	16,126,476.	16,126,476.
CONTRARIAN FUND OFFSHORE LTD	4,331,824.	4,331,824.
GENERATION	10,699,235.	10,699,235.
SCOPIA	2,388,429.	2,388,429.
CONATUS CAPITAL OVERSEAS LTD	1,693,361.	1,693,361.
NORTHRUN OFFSHORE PARTNERS LTD	2,086,474.	2,086,474.
LITESPEED OFFSHORE FUND LTD	1,779,116.	1,779,116.
ALLBLUE LTD	3,576,784.	3,576,784.
GRUSS GLOBAL INVSTRS LTD	2,175,287.	2,175,287.
HIGHLINE CAPITAL INTL LTD	1,525,830.	1,525,830.
TOTALS	<u>121,278,700.</u>	<u>121,278,700.</u>

FORM 990PF, PART II - OTHER ASSETSATTACHMENT 10

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
DEPOSITS	50,480.	50,480.
FEDERAL EXCISE TAX RECEIVABLE	82,709.	82,709.
TOTALS	<u>133,189.</u>	<u>133,189.</u>

ATTACHMENT 11FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>
DEFERRED COMPENSATION	257,591.
EXCISE TAXES UNREALIZED GAINS	340,326.
TOTALS	<u>597,917.</u>

ATTACHMENT 12FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

UNREALIZED GAIN ON INVESTMENTS

17,024,151.

TOTAL

17,024,151.

ATTACHMENT 13FORM 990PF, PART VII-A, LINE 8B - EXPLANATION OF NON-FILING

EFFECTIVE DECEMBER 12, 2008, THE DC OFFICE OF TAX AND REVENUE (OTR) ELIMINATED THE IRS FORM 990 FILING OBLIGATION. AS A RESULT, THE FOUNDATION IS NO LONGER REQUIRED TO FILE A COPY OF ITS FORM 990-PF WITH THE DISTRICT OF COLUMBIA.

FORM 990-PF, PART VII-B, LINE 5(C) - EXPENDITURE RESPONSIBILITY STATEMENT

Organization	Tax Exempt Status	Date Awarded	Grant		Grant Purpose	Amount Expended	Report		Date		Report Results	Notes
			Amount	Amount			Due Date	Received	Approved			
Consumer Health Foundation 1400 16th Street, NW, Suite 710 Washington, DC 20036	Private Non-Operating Foundation	2/10/2011	\$30,000.00	\$30,000.00	to support the Regional Health Collaborative Initiative	\$ 30,000.00	3/15/2012 (narrative report) and 11/1/2012 (financial report)	5/1/2012 (narrative report) and 11/15/2012 (financial report)	5/10/2012 (narrative report) and 12/19/2012 (financial report)	Grant was closed on 12/19/2012	See note 1	
Consumer Health Foundation 1400 16th Street, NW, Suite 710 Washington, DC 20036	Private Non-Operating Foundation	4/26/2012	\$25,000.00	\$25,000.00	to support the Regional Health Collaborative Initiative	\$ 25,000.00	6/1/2013 (narrative report) and 11/1/2013 (financial report)	6/3/13 (narrative report) and N/A (financial report)	9/23/2013 (narrative report) and N/A (financial report)		See note 1	
Fiamboyen Foundation 1730 Massachusetts Avenue NW Washington, DC 20036	Private Non-Operating Foundation	10/25/2012	\$50,000.00	\$50,000.00	to support Family Engagement School Partnerships	Pending receipt of final report	10/25/2013	N/A	N/A	--	See note 1	

NOTE 1: To the Eugene and Agnes E. Meyer Foundation's knowledge, no grantee has used any portion of the grant funds for any purpose other than that for which the grant was intended.

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 15

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
RUANE CUNNIFF & GOLDFARB 767 FIFTH AVENUE, STE 4701 NEW YORK, NY 10153	INVESTMENT MGMT	150,383.
MONDRIAN INTERNATIONAL EQUITY 1105 N MARKET STREET, STE 1118 WILMINGTON, DE 19801	INVESTMENT MGMT	111,762.
CAMBRIDGE ASSOCIATES 125 HIGH STREET BOSTON, MA 02110	INVESTMENT ADVISOR	305,085.
ADAGE CAPITAL PARTNERS 200 CLARENDON STREET, 52ND FLR BOSTON, MA 02116	INVESTMENT MGMT	179,133.
GENERATION GLOBAL ONE BRYANT PARK, 48TH FLR BOSTON, MA 10036	INVESTMENT MGMT	126,267.
TOTAL COMPENSATION		<u>872,630.</u>

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

<u>ATTACHMENT 16</u>				
<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
PARTNERSHIP INCOME				
MISCELLANEOUS			14	1,666,560.
			01	1,472.
TOTALS				<u>1,668,032.</u>

FORM 990-PF, PART I, LINE 19 & PART II, LINE 14 - DEPRECIATION & FIXED ASSETS

	<u>Cost</u>	<u>Accumulated Depreciation</u>	<u>Net</u>
Computer Equipment	321,534	(190,534)	131,000
Furniture and Other Equipment	<u>1,661,957</u>	<u>(555,266)</u>	<u>1,106,691</u>
	1,983,491	(745,800)	1,237,691
Current year depreciation expense			<u>191,195</u>

EUGENE AND AGNES E. MEYER FOUNDATION

53-0241716

FORM 990-PF, PART IV - CAPITAL GAINS AND LOSSES

	Reference	Capital Gain/(Loss)
Adage Capital Partners, LP	ATTACHMENT 18A	3,312,538
Generation Investment Management US, LLP (Generation IM Global Equity fund, LLC)	ATTACHMENT 18B	387,788
Farallon Capital Institutional Partners, LP	ATTACHMENT 18C	813,904
Harding Loevner Funds (International Equity Portfolio)	ATTACHMENT 18D	259,452
Loomis, Sayles & Co, Inc.	ATTACHMENT 18E	115,698
Mondrian Investment Group (International Equities)	ATTACHMENT 18F	(43,321)
Mondrian Investment Group (International Fixed Income)	ATTACHMENT 18G	(254,493)
Och Ziff (OZ Overseas Fund II Ltd)	ATTACHMENT 18H	871,840
Ruane, Cunniff & Goldfarb Co. Inc.	ATTACHMENT 18I	983,166
State Street Global Advisors (US Government Bond Index Fund)	ATTACHMENT 18J	962
Subtotal		6,447,534
Less Partnership Capital Gains Included Above		(4,217,378)
Add Partnership Flow-Through Tax Capital Gains Per K1's		3,592,070
Totals		5,822,226

EUGENE AND AGNES E. MEYER FOUNDATION

FORM 990-PF, PART IV - CAPITAL GAINS AND LOSSES

Adage Capital Partners, LP

(a) Describe Property Sold	(b) How acquired P-purchase or D-donation	(c) Date acquired	(d) Date Sold	(e) Gross Sales Price	(f) Depreciation allowed	(g) Cost or Other Basis plus Expense of Sale	(h) Gain or (loss) e plus f minus g
Interests in Adage Capital	P	Various	Various	5,000,000			3,312,538
Total Capital Gains:							3,312,538

FORM 990-PF, PART IV - CAPITAL GAINS AND LOSSES

Generation Investment Management US, LLP (Generation IM Global Equity fund, LLC)

(a) Describe Property Sold	(b) How acquired P-purchase or D-donation	(c) Date acquired	(d) Date Sold	(e) Gross Sales Price	(f) Depreciation allowed	(g) Cost or Other Basis plus Expense of Sale	(h) Gain or (loss) e plus f minus g
Interests in Generation	P	Various	Various				387,788
Total Capital Gains:							387,788

FORM 990-PF, PART IV - CAPITAL GAINS AND LOSSES*Farallon Capital Institutional Partners, L.P.*

(a)	(b) How acquired P-purchase or D-donation	(c) Date acquired	(d) Date Sold	(e) Gross Sales Price	(f) Depreciation allowed	(g) Cost or Other Basis plus Expense of Sale	(h) Gain or (loss) e plus f minus g
Interests in Farallon	P	Various	Various	2,959,587		2,145,683	813,904
Total Capital Gains:							813,904

FORM 990-PF, PART IV - CAPITAL GAINS AND LOSSES*Harding Loevner Funds (International Equity Portfolio)*

(a)	(b) How acquired P-purchase or D-donation	(c) Date acquired	(d) Date Sold	(e) Gross Sales Price	(f) Depreciation allowed	(g) Cost or Other Basis plus Expense of Sale	(h) Gain or (loss) e plus f minus g
Describe Property Sold	P	Various	Various	1,000,000		740,548	259,452
Harding Loevner Intl Equity shares	P	Various	Various	1,000,000		Total Capital Gains:	259,452

FORM 990-PF, PART IV - CAPITAL GAINS AND LOSSES

Loomis, Sayles & Co, Inc

(a) Describe Property Sold	(b) How acquired P-purchase or D-donation	(c) Date acquired	(d) Date Sold	(e) Gross Sales Price	(f) Depreciation allowed	(g) Cost or Other Basis plus Expense of Sale	(h) Gain or (loss) e plus f minus g
50,000.00 Shares Vulcan Materials	P	Various	1/17/2012	54,562.50		50,000	4,562.50
15,000.00 Shares Eastman Kodak Co	P	Various	1/17/2012	4,500.00		12,147	(7,647.35)
20,000.00 Shares Eastman Kodak Co	P	Various	1/17/2012	6,000.00		16,196	(10,196.46)
5,000.00 Shares Eastman Kodak Co	P	Various	1/17/2012	1,650.00		4,166	(2,515.63)
44.41 Shares Atlas Air	P	Various	1/3/2012	44.41		40	4.33
10,000.00 Shares Eastman Kodak Co	P	Various	1/10/2012	7,900.00		7,950	(50.00)
15,000.00 Shares Eastman Kodak Co	P	Various	1/18/2012	4,912.50		12,497	(7,584.37)
95,000.00 Shares Eastman Kodak Co	P	Various	1/18/2012	26,956.25		76,933	(49,976.94)
7,029.00 Shares Cit Group Inc	P	Various	1/23/2012	7,029.00		9,804	(2,774.97)
5,000.00 Shares Omnicare Inc Conv	P	Various	1/31/2012	4,785.00		4,127	658.42
2,526.84 Shares Atlas Air	P	Various	1/5/2012	2,526.84		2,104	423.25
5,000.00 Shares Omi	P	Various	2/1/2012	4,787.50		4,127	660.92
10,000.00 Shares General Mtrs Accep Corp	P	Various	2/1/2012	10,000.00		9,175	825.00
5,000.00 Shares Omnicare Inc Conv	P	Various	2/2/2012	4,787.50		4,127	660.92
200,000.00 Shares Chrysler Gp/Cg Co	P	Various	2/2/2012	17,000.00		8,500	8,500.00
3,346.61 Shares Atlas Air	P	Various	2/7/2012	3,346.61		2,786	560.56
65,000.00 Shares Northern Telecom Cap	P	Various	2/9/2012	67,600.00		63,719	3,880.88
5,000.00 Shares Omnicare Inc Conv	P	Various	2/13/2012	4,812.50		4,127	685.92
64,000.00 Shares Level 3 Financing Inc	P	Various	2/13/2012	65,480.32		57,920	7,560.32
5,000.00 Shares Omnicare Inc Conv	P	Various	2/23/2012	4,825.00		4,127	698.42
15,000.00 Shares K B Home	P	Various	2/28/2012	15,000.00		13,988	1,012.50
3,368.45 Shares Atlas Air	P	Various	3/5/2012	3,368.45		2,804	564.22
1,914.63 Shares Singapore Dollar	P	Various	3/7/2012	1,511.27		1,529	(17.87)
12,398.00 Shares Cit Group Inc	P	Various	3/9/2012	12,398.00		7,190	5,207.56
45,000.00 Shares Northern Telecom Cap	P	Various	3/22/2012	49,050.00		44,113	4,936.77
30,000.00 Shares Northern Telecom Cap	P	Various	3/22/2012	33,075.00		29,409	3,666.18
21.28 Shares Atlas Air	P	Various	4/2/2012	21.28		19	2.07
10,000.00 Shares Clear Channel Communi	P	Various	4/3/2012	9,925.00		9,208	716.67
10,000.00 Shares Clear Channel Communi	P	Various	4/3/2012	9,937.50		9,208	729.17
1,877.44 Shares Atlas Air	P	Various	4/4/2012	1,877.44		1,563	314.47
1,950,200,720.00 Shares JP Morgan Chase & Co	P	Various	4/10/2012	138,446.60		138,447	-
5,000.00 Shares Clear Channel Communi	P	Various	4/11/2012	4,962.50		4,604	358.33
5,000.00 Shares Clear Channel Communi	P	Various	4/11/2012	4,950.00		4,604	345.83
5,000.00 Shares Usg Corp	P	Various	4/12/2012	5,625.00		4,888	737.50
25,000.00 Shares Clear Channel Communi	P	Various	4/17/2012	24,812.50		23,021	1,791.67
5,000.00 Shares Boston Scientific	P	Various	4/30/2012	6,138.60		4,425	1,713.60
45.53 Shares Atlas Air	P	Various	5/2/2012	45.53		41	4.44

ATTACHMENT 18E

1 OF 4

FORM 990-PF, PART IV - CAPITAL GAINS AND LOSSES

Loomis, Sayles & Co, Inc.

(a) Describe Property Sold		(b) How acquired P-purchase or D-donation	(c) Date acquired	(d) Date Sold	(e) Gross Sales Price	(f) Depreciation allowed	(g) Cost or Other Basis plus Expense of Sale	(h) Gain or (loss) e plus f minus g
1,458.49 Shares	Atlas Air	P	Various	5/3/2012	1,458.49		1,214	244.30
10,000.00 Shares	Swift Energy Co	P	Various	5/9/2012	10,325.00		8,713	1,612.50
5,000.00 Shares	Clear Channel Communi	P	Various	5/9/2012	4,950.00		4,604	345.83
1,000.0000 Shares	GMAC Inc	P	Various	5/14/2012	1,187.50		606	581.48
5,000.00 Shares	Clear Channel Communi	P	Various	5/15/2012	4,943.75		4,604	339.58
25,000.00 Shares	Reichhold Industries	P	Various	5/9/2012			10,238	(10,237.50)
50,000.00 Shares	Kulicke & Soffa Ind	P	Various	6/1/2012	50,000.00		28,948	21,052.24
4,375.00 Shares	Canadian dollar	P	Various	6/5/2012	4,192.22		4,233	(40.97)
45.80 Shares	Atlas Air	P	Various	6/5/2012	45.80		41	4.47
15,000.00 Shares	Pioneer natural Resour	P	Various	6/5/2012	18,562.50		12,000	6,562.50
30,000.00 Shares	Aircastle Ltd	P	Various	6/8/2012			(150)	150.00
10,000.00 Shares	Intl Lease Finance co	P	Various	6/11/2012	9,875.00		9,950	(75.00)
862.70 Shares	Atlas Air	P	Various	6/12/2012	862.70		718	144.50
130,000.00 Shares	Pioneer natural Resour	P	Various	6/13/2012	160,875.00		104,000	56,875.00
384.00 Shares	Ce Generation LLC	P	Various	6/15/2012	384.00		357	26.88
7,000.00 Shares	Residential Capital	P	Various	6/15/2012	6,711.25		6,526	185.66
7,000.00 Shares	Residential Capital	P	Various	6/15/2012	6,720.00		6,526	194.41
792.17 Shares	Atlas Air	P	Various	7/5/2012	792.17		659	132.69
46.08 Shares	Atlas Air	P	Various	7/10/2012	46.08		42	4.49
2,050.00 Shares	Newell Financial Tru	P	Various	7/17/2012	102,500.00		94,813	7,687.50
10,000.00 Shares	Rri Energy Inc	P	Various	7/27/2012	10,300.00		10,000	300.00
30,000.00 Shares	Rri Energy Inc	P	Various	7/27/2012	30,937.50		30,000	937.50
10,000.00 Shares	Rri Energy Inc	P	Various	7/27/2012	10,362.50		10,000	362.50
125,000.00 Shares	Jefferies Group Inc	P	Various	7/27/2012	67,812.50		115,938	(48,125.00)
10,000.00 Shares	Rri Energy Inc	P	Various	7/30/2012	10,387.50		10,000	387.50
5,000.00 Shares	Rri Energy Inc	P	Various	7/31/2012	5,206.25		5,000	206.25
	Reconciling Entry							11,107.50
400,000.00 Shares	Reynolds Group Hldgs	P	Various	7/26/2012	14,500.00		-	14,500.00
792.17 Shares	Atlas Air	P	Various	8/1/2012	(792.17)		(659)	(132.69)
751.39 Shares	Atlas Air	P	Various	8/1/2012	751.39		626	125.86
15,000.00 Shares	Rri Energy Inc	P	Various	8/1/2012	15,656.25		15,000	656.25
133.66 Shares	Atlas Air	P	Various	8/2/2012	133.66		121	13.03
655.89 Shares	Atlas Air	P	Various	8/6/2012	655.89		546	109.86
55,000.00 Shares	Aes Corporation	P	Various	8/6/2012			(7,838)	7,837.50
5,000.00 Shares	KB Home	P	Various	8/8/2012	5,100.00		4,663	437.50
20,000.00 Shares	Human Genome Sciences	P	Various	8/15/2012	20,000.00		7,904	12,096.14
835.00 Shares	Dex One Corporation	P	Various	8/27/2012	1,363.63		42,891	(41,527.24)
5,000.00 Shares	General Mtrs Accep Corp	P	Various	8/28/2012	5,000.00		4,538	462.50
70,000.00 Shares	Human Genome Sciences	P	Various	8/30/2012	86,903.30		68,957	17,946.09

FORM 990-PF, PART IV - CAPITAL GAINS AND LOSSES

Loomis, Soyles & Co, Inc.

(a) Describe Property Sold		(b) How acquired P-purchase or D-donation	(c) Date acquired	(d) Date Sold	(e) Gross Sales Price	(f) Depreciation allowed	(g) Cost or Other Basis plus Expense of Sale	(h) Gain or (loss) e plus f minus g
179.37 Shares	Atlas Air	P	Various	9/5/2012	179.37		162	17.49
31.46 Shares	Atlas Air	P	Various	9/5/2012	31.46		26	5.27
1,946.37 Shares	Singapore Dollar	P	Various	9/7/2012	1,560.47		1,561	(0.36)
4,000.00 Shares	Freescale Semiconductor	P	Various	9/12/2012	4,088.76		3,701	387.51
20,000.00 Shares	Valeant Pharmaceutical	P	Various	9/17/2012	21,550.00		19,819	1,731.25
5,000.00 Shares	Valeant Pharmaceutical	P	Various	9/17/2012	5,306.25		4,769	537.50
40,000.00 Shares	Clear Channel Communi	P	Various	9/18/2012	40,200.00		36,833	3,366.67
10,000.00 Shares	Valeant Pharmaceutical	P	Various	9/19/2012	10,950.00		9,909	1,040.62
5,000.00 Shares	Valeant Pharmaceutical	P	Various	9/19/2012	5,368.75		4,769	600.00
10,000.00 Shares	Springleaf Fin Corp	P	Various	10/1/2012	10,000.00		9,275	725.00
182.20 Shares	Atlas Air	P	Various	10/2/2012	182.20		164	17.76
50,000.00 Shares	K Hovnanian	P	Various	10/3/2012	52,750.00		44,969	7,781.25
5,000.00 Shares	Northern Telecom Cap	P	Various	10/4/2012	5,350.00		4,901	448.53
5,000.00 Shares	Northern Telecom Cap	P	Various	10/15/2012	5,350.00		4,901	448.53
15,000.00 Shares	Basic energy Service	P	Various	10/16/2012	15,108.75		7,925	7,183.75
12,500.00 Shares	Euro	P	Various	10/19/2012	16,272.50		16,398	(125.00)
10,000.00 Shares	Northern Telecom Cap	P	Various	10/23/2012	10,787.50		9,803	984.56
5,000.00 Shares	Northern Telecom Cap	P	Various	10/24/2012	5,400.00		4,901	498.53
5,000.00 Shares	Northern Telecom Cap	P	Various	10/29/2012	5,412.50		4,901	511.03
20,000.00 Shares	Federated Retail Hld	P	Various	10/30/2012	24,299.00		10,710	13,589.00
55,000.00 Shares	Federated Retail Hld	P	Various	10/30/2012	66,768.35		29,453	37,315.85
5,000.00 Shares	Northern Telecom Cap	P	Various	10/30/2012	5,418.75		4,901	517.28
55,000.00 Shares	Reconciling Entry	P	Various	10/31/2013			(13,048)	13,047.75
55,000.00 Shares	Reconciling Entry (K Hovnanian)	P	Various	11/2/2013			(8,250.00)	
98.91 Shares	Atlas Air	P	Various	11/5/2013	98.91		89	9.64
10,000.00 Shares	MGM Resorts Intl	P	Various	11/13/2013	10,225.91		9,915	310.60
10,000.00 Shares	Overseas Shipholding	P	Various	11/19/2013	2,650.00		7,638	(4,987.50)
10,000.00 Shares	Overseas Shipholding	P	Various	11/19/2013	2,900.00		7,638	(4,737.50)
20,000.00 Shares	Overseas Shipholding	P	Various	11/19/2013	6,000.00		15,275	(9,275.00)
20,000.00 Shares	Overseas Shipholding	P	Various	11/19/2013	5,700.00		15,275	(9,575.00)
5,000.00 Shares	Hologic Inc	P	Various	11/20/2013	4,975.00		3,424	1,551.38
5,000.00 Shares	Hologic Inc	P	Various	11/21/2013	4,975.00		3,424	1,551.38
5,000.00 Shares	Hologic Inc	P	Various	11/21/2013	4,975.00		3,424	1,551.38
5,000.00 Shares	Terex Corp	P	Various	11/28/2013	5,068.75		4,400	668.75
5,000.00 Shares	Northern Telecom Cap	P	Various	11/29/2013	5,493.75		4,901	592.27
5,000.00 Shares	Northern Telecom Cap	P	Various	11/30/2013	5,500.00		4,901	598.53
5,000.00 Shares	Hologic Inc	P	Various	11/30/2013	4,975.00		3,424	1,551.38
55,000.00 Shares	Reconciling Entry (Sandridge Ener	P	Various	11/14/2013			3,987.50	
95,000.00 Shares	Reconciling Entry (Sandridge Ener	P	Various	11/15/2013			3,800.00	

FORM 990-PF, PART IV - CAPITAL GAINS AND LOSSES

Loomis, Sayles & Co, Inc

(a) Describe Property Sold	(b) How acquired P-purchase or D-donation	(c) Date acquired	(d) Date Sold	(e) Gross Sales Price	(f) Depreciation allowed	(g) Cost or Other Basis plus Expense of Sale	(h) Gain or (loss) e plus f minus g
92.38 Shares Atlas Air	P	Various	12/3/2013	92.38		83	9 01
30,000.00 Shares GMAC Inc	P	Various	12/3/2013	32,362.50		21,317	11,045.87
13,000.00 Shares GMAC Inc	P	Various	12/3/2013	13,780.00		9,997	3,783.20
4,375.00 Shares Canadian dollar	P	Various	12/5/2013	4,396.98		4,405	(8.43)
5,000.00 Shares Hologic Inc	P	Various	12/5/2013	4,975.00		3,424	1,551.38
5,000.00 Shares Micron Technology	P	Various	12/6/2013	4,953.13		4,446	507.41
10,000.00 Shares Dean Foods	P	Various	12/7/2013	11,000.00		9,050	1,950.00
5,000.00 Shares Micron Technology	P	Various	12/7/2013	4,957.50		4,446	511.78
5,000.00 Shares MGM Resorts Intl	P	Various	12/12/2013	5,318.75		4,409	909.58
10,000.00 Shares MGM Mirage Inc.	P	Various	12/13/2013	10,725.00		8,942	1,783.33
5,000.00 Shares MGM Mirage Inc.	P	Various	12/13/2013	5,362.50		4,471	891.67
5,000.00 Shares MGM Resorts Intl	P	Various	12/13/2013	5,312.50		4,409	903.33
5,000.00 Shares MGM Mirage Inc.	P	Various	12/14/2013	5,412.50		-4,446	966.67
81,000.00 Shares Istar Financial Inc.	P	Various	12/17/2013	83,988.20		80,591	3,397.25
5,000.00 Shares MGM Mirage Inc	P	Various	12/17/2013	5,400.00		4,446	954.16
384.00 Shares CE Generation LLC	P	Various	12/18/2013	384.00		357	26.88
10,750.00 Shares MGM Mirage Inc	P	Various	12/19/2013	10,750.00		9,203	1,547.22
5,000.00 Shares MGM Mirage Inc.	P	Various	12/20/2013	5,387.50		4,446	941.67
15,000.00 Shares MGM Mirage Inc	P	Various	12/24/2013	16,200.00		13,804	2,395.83
5,000.00 Shares MGM Resorts Intl	P	Various	12/24/2013	5,300.00		4,409	890.84
6,000.00 Shares Freescale Semiconduc	P	Various	12/26/2013	6,000.00		5,552	448.13
45,000.00 Shares Reconciling Entry CB Smurfit-Stor	P	Various	12/5/2013	402.43		-	402.43
20,000.00 Shares Reconciling Entry Jefferson Smurf	P	Various	12/5/2013	175.79		-	175.79
25,000.00 Shares Reconciling EntryTXU Corp	P	Various	12/11/2013	(2,362.50)		-	(2,362.50)
135,000.00 Shares Reconciling Entry - Energy Fut	P	Various	12/11/2013	(23,987.50)		-	(23,987.50)
5,000.00 Shares Reconciling Entry - Energy Fut	P	Various	12/11/2013	(975.00)		-	(975.00)
Reconciling Entry							2,550.00
Total Capital Gains:							115,698

FORM 990-PF, PART IV - CAPITAL GAINS AND LOSSES***Mondrian Investment Group (International Equities)***

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
Describe Property Sold	How acquired P-purchase or D-donation	Date acquired	Date Sold	Gross Sales Price	Depreciation allowed	Cost or Other Basis plus Expense of Sale	Gain or (loss) e plus f minus g
Interests in Mondrian International Equity	P	Various		1,000,000		1,043,321	(43,321)
Total Capital Gains:							(43,321)

FORM 990-PF, PART IV - CAPITAL GAINS AND LOSSES
Mondrian Investment Group (International Fixed Income)

(a) Describe Property Sold	(b) How acquired P-purchase or D-donation	(c) Date acquired	(d) Date Sold	(e) Gross Sales Price	(f) Depreciation allowed	(g) Cost or Other Basis plus Expense of Sale	(h) Gain or (loss) e plus f minus g
Interests in Mondrian International Fixed Income	P	Various	Various	8,765,615		9,020,108	(254,493)
Total Capital Gains:							(254,493)

FORM 990-PF, PART IV - CAPITAL GAINS AND LOSSES*Och Ziff (OZ Overseas Fund II Ltd)*

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
Describe Property Sold	How acquired	Date	Date	Gross	Depreciation	Cost or Other	Gain or
	P-purchase or	acquired	Sold	Sales	allowed	Basis plus	(loss)
Interests in Och Ziff	D-donation	Various	Various	Price		Expense of Sale	e plus f minus g
	P			3,568,711		2,696,871	871,840
Total Capital Gains:							871,840

FORM 990-PF, PART IV - CAPITAL GAINS AND LOSSES

Ruane, Cunniff & Goldfarb Co Inc.

(a)	(b) How acquired P-purchase or D-donation	(c) Date acquired	(d) Date Sold	(e) Gross Sales Price	(f) Depreciation allowed	(g) Cost or Other Basis plus Expense of Sale	(h) Gain or (loss) e plus f minus g
Describe Property Sold Publicly Traded Securities	P	Various	Various	2,804,178		1,821,012	983,166
Total Capital Gains:							983,166

FORM 990-PF, PART IV - CAPITAL GAINS AND LOSSES

State Street Global Advisors (US Government Bond Index Fund)

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
Describe Property Sold	How acquired P-purchase or D-donation	Date acquired	Date Sold	Gross Sales Price	Depreciation allowed	Cost or Other Basis plus Expense of Sale	Gain or (loss) e plus f minus g
Interests in SSgA US Bond Fund	P	Various	Various	14,038		13,076	962
Total Capital Gains:							962

EUGENE AND AGNES E. MEYER FOUNDATION

PART VIII, LINE 1 - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

Name and address	Title	Average Hours Per Week	Compensation	Benefit Plan	Expense Account
Barbara Krumsiek 1250 Connecticut Avenue, NW Suite 800 Washington DC 20036	Chairman of the Board	3	None	None	None
Joshua Bernstein 1250 Connecticut Avenue, NW Suite 800 Washington DC 20036	Vice Chair	3	None	None	None
Maria Gomez 1250 Connecticut Avenue, NW Suite 800 Washington DC 20036	Secretary/Treasurer (Through April 2012)	2	None	None	None
Newman T. Halvorson, Jr. 1250 Connecticut Avenue, NW Suite 800 Washington DC 20036	Assistant Secretary/Treasurer	0 1	None	None	None
William Dunbar 1250 Connecticut Avenue, NW Suite 800 Washington DC 20036	Member	1	None	None	None
Ginger Lew 1250 Connecticut Avenue, NW Suite 800 Washington DC 20036	Member	1	None	None	None
Kerri Wilson 1250 Connecticut Avenue, NW Suite 800 Washington DC 20036	Member	1	None	None	None
Deborah Ratner Salzberg 1250 Connecticut Avenue, NW Suite 800 Washington DC 20036	Member	1	None	None	None
Antoinette Cook Bush 1250 Connecticut Avenue, NW Suite 800 Washington DC 20036	Member	1	None	None	None

PART VIII, LINE 1 - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

Name and address	Title	Average Hours Per Week	Compensation	Benefit Plan	Expense Account
Barbara Lang 1250 Connecticut Avenue, NW Suite 800 Washington DC 20036	Secretary / Treasurer (Effective May 2012)	1	None	None	None
James Sandman 1250 Connecticut Avenue, NW Suite 800 Washington DC 20036	Member	1	None	None	None
Robert Templin 1250 Connecticut Avenue, NW Suite 800 Washington DC 20036	Member	2	None	None	None
Lidia Soto-Harmon 1250 Connecticut Avenue, NW Suite 800 Washington DC 20036	Member (Effective May 2012)	1	None	None	None
Julie Rogers 1250 Connecticut Avenue, NW Suite 800 Washington DC 20036	President and CEO	40	370,000	82,050	13,146
Total Compensation			370,000	82,050	13,146

FORM 990-PF, PART VIII, LINE 2 - FIVE HIGHEST PAID EMPLOYEES (MAKING OVER \$50K)

Name and address	Title	Average Hours Per Week	Compensation	Benefit Plan	Expense Account
Kristen Conte 1250 Connecticut Avenue, NW Suite 800 Washington DC 20036	Vice President	40	233,107	49,306	792
Richard Moyers 1250 Connecticut Avenue, NW Suite 800 Washington DC 20036	Vice President	40	183,000	44,787	180
Carmen James Lane 1250 Connecticut Avenue, NW Suite 800 Washington DC 20036	Senior Program Officer	40	114,890	24,513	120
Danielle Reyes 1250 Connecticut Avenue, NW Suite 800 Washington DC 20036	Senior Program Officer	40	105,500	15,835	120
Karen FitzGerald 1250 Connecticut Avenue, NW Suite 800 Washington DC 20036	Senior Program Officer	40	83,690	21,478	204
Total Compensation			720,187	155,919	1,416

Application Guidelines

The Meyer Foundation awards grants to nonprofit organizations that serve the people and communities in the Washington, DC region. Grants are awarded in 4 program areas: Education, Healthy Communities, Economic Security, and A Strong Nonprofit Sector.

Under the 2012-2014 strategic framework, Meyer no longer makes grants to arts and culture organizations.

How to Apply

Submitting an LOI

Eligible candidates interested in requesting a grant from the Meyer Foundation are *required to submit a letter of inquiry (LOI)*

After Submitting an LOI

The letter of inquiry will be reviewed by the Foundation. Applicants will be notified about the Foundation's interest within two months following the submission deadline. If the project is selected for further consideration, a program officer will schedule a meeting to discuss the request. At that time, a

full proposal may be invited and the program officer and applicant will agree upon its submission date. A request for submission of a full proposal **in no way** guarantees eventual funding of the request. Uninvited proposals will not be accepted.

Letter of Inquiry Instructions

Meyer accepts LOIs online via Gifts' Internet Grant Application Module (IGAM). Applicants should complete the online application and submit the required attachments. Instructions for submitting an application online can be found on the Foundation's website.

In the Letter of Inquiry, the applicant should provide the following, using no more than two single-spaced pages:

- A brief summary of your organization's history, mission, and recent accomplishments.
- An overview of your organization's work, including major programs and activities, the community needs you're working to address, the number of people you serve and their income levels, and the specific geographic area in which you operate.
- A description of the outcomes you are working to achieve, including how your work creates lasting improvements in the lives of low-income people in the Greater Washington region. If applying for project or program support, discuss how the project will work, how many people will be served, potential partners, anticipated outcomes specific to the project, and any funding already in place.

The letter should be signed by the executive director or project director.

The following **attachments** to the letter of inquiry are required:

- Organization's current operating budget, including revenue and expenses
- Financial statements, either audited or unaudited, for the most recently completed fiscal year. If these statements are unaudited, please also include your most recent audited financials
- A list of your organization's current major funders and amounts committed or requested from each
- A list of board members, including their terms of office and professional affiliations
- For project requests, a proposed budget, including revenue and expenses and a list of funders and amounts committed and requested for the project

Online applications must be submitted by 11:59pm on the day of the deadline. Letters should be addressed to: Julie Rogers, President and CEO, The Meyer Foundation, 1250 Connecticut Avenue NW, Suite 800, Washington, DC 20036.

The Foundation does not accept paper, faxed, or email applications.

Meyer Foundation Letter of Inquiry

Organization Information

Organization Legal Name **Tax ID****Organization Name**

If different than legal name

Address**City****State****Zip Code****Phone**

(xxx-xxx-xxxx)

Website

www.yourorganization.org (do not include http //)

General E-mail Address

For example, info@yourorganization.org

Organization Budget

For current fiscal year Please format with \$ and commas!

Fiscal Year End Date

Please enter the last day of your fiscal year (ex June 30)

Year Established**Number of Full-time Staff****Number of Part-time Staff****Number of Volunteers**

Please don't forget to include your board members!

Chief Executive Contact Information

Please enter the following information for the chief executive of your organization

First Name **Middle Name** **Last Name**

Title

Office Phone **Extension**
(xxx-xxx-xxxx)

Email

Additional Grant Contact

Please enter the following information if you have a grant contact different from the individual previously listed

Prefix

First Name **Middle Name** **Last Name**

Title

Office Phone **Extension**
(xxx-xxx-xxxx)

Email

Grant Request Information

Request Amount

Please include \$ and commas

Purpose of Request

Please choose one

Project Title

If you selected project support, please fill in project name or very short description Please start with the words "to support " (20 words or less)

Project Budget

Fill in only if applying for project funding Please include \$ and commas

Geographical Area Served By This Request

Please select up to 5 For project requests, please select areas to be served by the project only

Program Area

Please select the program area that best fits your request

Grant period for which funding is requested

(In whole months)

Attachments

Title**File Name**

Letter of Inquiry

Current operating budget

Audited or unaudited financial statements

List of funders

List of board members

Proposal for Grantmaking Program

Organization Information

Please review the information submitted with your Letter of Inquiry and answer new questions regarding your communications and board of directors.

Organization Legal Name

Organizational Budget (current fiscal year)

Please include dollar sign \$ and commas

Number of Full-time Staff

Number of Part-time Staff

Number of Volunteers

Please don't forget to include your board members!

Facebook (www.facebook.com/yourorganization)

Please enter the URL of your organization's Facebook page, if applicable

Twitter (@yourorganization)

Please enter the Twitter handle for your organization, if applicable

LinkedIn (www.linkedin.com/in/yourorganization)

Please enter the URL of your organization's LinkedIn page, if applicable

Number of Board Members

Number of Board Members Making Personal Financial Contributions

Total Amount Contributed by Board Members

Please include dollar sign \$ and commas

Contact Information

Please enter the following information for the chief executive of your organization

Prefix

First Name

Middle Name

Last Name

Office Phone

Extension

Email

Twitter

Please enter the Twitter handle for your CEO, if applicable

Additional Contacts

If your grant contact is the same as the individual previously listed, please check here. If not, please complete information for grant contact:

No

Contact Information

Prefix

First Name

Middle Name

Last Name

Title

Office Phone

Extension

Email

Request Information

Request Amount

Please include \$ and commas

Project Budget

Please complete only if applying for project funding Please include \$ and commas

Number of People Served

How many people does your organization serve? Include a breakdown that differentiates between those who have one-time interactions with your organization and those who are served over a longer period of time or in more substantive ways

Strategic Framework Connection

Please tell us how your organization's work addresses the specific program priorities and outcomes described in the Foundation's guidelines for the program area under which you are applying.

Attachments

Title	File Name
Proposal narrative	
Updated list of funders	
Most recent balance sheet	
Year-to-date statement of activities	

Schedule of Appropriations and Payments

12/31/2012		Fiscal Year 2012				
Recipient and/or Purpose	Tax Status	Beginning Balance	Newly Allocated	Amended	Amount Paid	Ending Balance
		2012	2012	2012	2012	2012
Life Pieces to Masterpieces	501c3 public charity/IRC 509a1	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00
Dr Charles R Drew Elementary School						
5600 Eads Street NE						
Washington, DC 20019						
<i>to support implementation of the Benevon fundraising model to increase gifts from individual donors</i>						
\$10,000 00						
2012						
Life Pieces to Masterpieces	501c3 public charity/IRC 509a1	\$0 00	\$30,000 00	\$0 00	\$30,000 00	\$0 00
Dr Charles R Drew Elementary School						
5600 Eads Street NE						
Washington, DC 20019						
<i>to support general operations</i>						
\$30,000 00						
2012						
Atlas Performing Arts Center	501c3 public charity/IRC 509a1	\$35,000 00	\$0 00	\$0 00	\$20,000 00	\$15,000 00
1333 H Street NE						
Washington, DC 20002						
<i>to support general operations over three years</i>						
\$60,000 00						
2011						
501cTech	501c3 public charity/IRC 509a1	\$0 00	\$45,000 00	\$0 00	\$25,000 00	\$20,000 00
2001 S Street NW						
Suite 630						
Washington, DC 20009						
<i>to support general operations over two years</i>						
\$45,000 00						
2012						

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Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Academy of Hope 601 Edgewood Street NE Suite 25 Washington, DC 20017 <i>to support executive leadership development over two years through the 2011 Exponent Award</i> \$100,000 00 2011	501c3 public charity/IRC 509a1	\$100,000 00	\$0 00	\$0 00	\$50,000 00	\$50,000 00
Academy of Hope 601 Edgewood Street NE Suite 25 Washington, DC 20017 <i>to support general operations</i> \$25,000 00 2012	501c3 public charity/IRC 509a1	\$0 00	\$25,000 00	\$0 00	\$25,000 00	\$0 00
Action in Montgomery 8900 Georgia Avenue Silver Spring, MD 20910 <i>to support general operations</i> \$40,000 00 2012	501c3 public charity/IRC 509a1	\$0 00	\$40,000 00	\$0 00	\$40,000 00	\$0 00
Advocates for Children and Youth 8 Market Place Suite 500 Baltimore, MD 21202 <i>to support general operations</i> \$30,000 00 2012	501c3 public charity/IRC 509a1	\$0 00	\$30,000 00	\$0 00	\$30,000 00	\$0 00

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Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Advocates for Justice and Education 1012 Pennsylvania Avenue SE Washington, DC 20003 <i>to support general operations</i> \$50,000 00 2012	501c3 public charity/IRC 509a1	\$0 00	\$50,000 00	\$0 00	\$50,000 00	\$0 00
Alexandria Neighborhood Health Services 2445 Army Navy Drive Suite 104 Arlington, VA 22206 <i>to support general operations</i> \$35,000 00 2012	501c3 public charity/IRC 509a1	\$0 00	\$35,000 00	\$0 00	\$35,000 00	\$0 00
Alexandria Seaport Foundation P O Box 25036 Alexandria, VA 22313 <i>to support general operations</i> \$40,000 00 2012	501c3 public charity/IRC 509a1	\$0 00	\$40,000 00	\$0 00	\$40,000 00	\$0 00
Alliance for Housing Solutions P O Box 7009 Arlington, VA 22207 <i>to support general operations</i> \$7,500 00 2012	501c3 public charity/IRC 509a1	\$0 00	\$7,500 00	\$0 00	\$7,500 00	\$0 00
Abused & Homeless Children's Refuge P O Box 694 Dunn Loring, VA 22027 <i>to support the Homeless Youth Initiative</i> \$25,000 00 2012	501c3 public charity/IRC 509a1	\$0 00	\$25,000 00	\$0 00	\$25,000 00	\$0 00

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Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Abused & Homeless Children's Refuge P O. Box 694 Dunn Loring, VA 22027 to support implementation of the Benevon fundraising model to increase gifts from individual donors	501c3 public charity/IRC 509a1	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00
\$10,000 00 2012						
America Scores DC Scores 1224 M Street NW Suite 200 Washington, DC 20005 to support executive leadership development over two years through the 2011 Exponent Award	501c3 public charity/IRC 509a1	\$100,000 00	\$0 00	\$0 00	\$50,000 00	\$50,000 00
\$100,000 00 2011						
America Scores DC Scores 1224 M Street NW Suite 200 Washington, DC 20005 to support implementation of the Benevon model to increase gifts from individual donors	501c3 public charity/IRC 509a1	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00
\$10,000 00 2012						
America Scores DC Scores 1224 M Street NW Suite 200 Washington, DC 20005 to support general operations	501c3 public charity/IRC 509a1	\$0 00	\$30,000 00	\$0 00	\$30,000 00	\$0 00
\$30,000 00 2012						

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Anacostia Watershed Society 4302 Baltimore Avenue Bladensburg, MD 20710 <i>to support general operations over two years</i>	501c3 public charity/IRC 509a1	\$0 00	\$30,000 00	\$0 00	\$20,000 00	\$10,000 00
\$30,000 00 2012						
AppleTree Institute for Education Innovation 415 Michigan Avenue NE 3rd Floor McCormick Pavilion Washington, DC 20017 <i>to support board development</i>	501c3 public charity/IRC 509a1	\$0 00	\$12,000 00	\$0 00	\$12,000 00	\$0 00
\$12,000 00 2012						
Arlington Free Clinic 2921 11th Street South Arlington, VA 22204 <i>to support general operations</i>	501c3 public charity/IRC 509a1	\$0 00	\$35,000 00	\$0 00	\$35,000 00	\$0 00
\$35,000 00 2012						
Asian American LEAD Leadership Empowerment and Development for Youth and Family 2100 New Hampshire Avenue, NW Washington, DC 20009 <i>to support general operations</i>	501c3 public charity/IRC 509a1	\$0 00	\$25,000 00	\$0 00	\$25,000 00	\$0 00
\$25,000 00 2012						

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Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Asian Americans/Pacific Islanders in Philanthropy	501c3 public charity/IRC 509a1	\$0 00	\$2,500 00	\$0 00	\$2,500 00	\$0 00
211 Sutter Street Suite 600 San Francisco, CA 94108 <i>to support 2012 membership dues</i>						
\$2,500 00 2012						
Asian Pacific American Legal Resource Center	501c3 public charity/IRC 509a1	\$0 00	\$25,000 00	\$0 00	\$25,000 00	\$0 00
1012 14th Street, NW Suite 450 Washington, DC 20005 <i>to support general operations</i>						
\$25,000 00 2012						
Association of Small Foundations 1720 N Street NW Washington, DC 20036 <i>to support 2012 membership dues and general operations</i>	501c3 public charity/IRC 509a2	\$0 00	\$1,000 00	\$0 00	\$1,000 00	\$0 00
\$1,000 00 2012						
Ayuda 6925B Willow Street NW Washington, DC 20012 <i>to support general operations</i>	501c3 public charity/IRC 509a1	\$0 00	\$20,000 00	\$0 00	\$20,000 00	\$0 00
\$20,000 00 2012						

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Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Ayuda 6925B Willow Street NW Washington, DC 20012 <i>to support implementation of the Benevon fundraising model to increase gifts from individual donors</i> \$10,000 00 2012	501c3 public charity/IRC 509a1	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00
Beacon House Community Ministry 601 Edgewood Street, N E Washington, DC 20017 <i>to support general operations</i> \$25,000 00 2012	501c3 public charity/IRC 509a1	\$0 00	\$25,000 00	\$0 00	\$25,000 00	\$0 00
BoardSource 750 Ninth Street NW Suite 650 Washington, DC 20001 <i>to support the transition to a more sustainable business model</i> \$25,000 00 2012	501c3 public charity/IRC 509a1	\$0 00	\$25,000 00	\$0 00	\$25,000 00	\$0 00
Brainfood 900 Massachusetts Avenue NW Washington, DC 20001 <i>to support general operations</i> \$25,000 00 2012	501c3 public charity/IRC 509a1	\$0 00	\$25,000 00	\$0 00	\$25,000 00	\$0 00
Bread for the City 1525 Seventh Street NW Washington, DC 20001 <i>to support the Legal Clinic</i> \$35,000 00 2012	501c3 public charity/IRC 509a1	\$0 00	\$35,000 00	\$0 00	\$35,000 00	\$0 00

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Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Bright Beginnings 128 M Street NW Washington, DC 20001 <i>to support the opening of a second center east of the Anacostia River</i> \$80,000 00	501c3 public charity/IRC 509a1	\$40,000 00	\$0 00	\$0 00	\$40,000 00	\$0 00
Businesses United in Investing Lending and Development 645 Pennsylvania Avenue SE Third Floor Washington, DC 20003 <i>to support BUILD Metro DC's entrepreneurship/college success program</i> \$15,000 00	501c3 public charity/IRC 509a1	\$0 00	\$15,000 00	\$0 00	\$15,000 00	\$0 00
Byte Back 815 Monroe Street NE Washington, DC 20017 <i>to support general operations</i> \$30,000 00	501c3 public charity/IRC 509a1	\$0 00	\$30,000 00	\$0 00	\$30,000 00	\$0 00
Byte Back 815 Monroe Street NE Washington, DC 20017 <i>to support implementation of the Benevon fundraising model to increase gifts from individual donors</i> \$10,000 00	501c3 public charity/IRC 509a1	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00
2012						

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Calvary Women's Services 1217 Good Hope Road SE Washington, DC 20020 <i>to support general operations</i> 2012	501c3 public charity/IRC 509a1	\$0 00	\$25,000 00	\$0 00	\$25,000 00	\$0 00
The Campagna Center 418 South Washington Street Alexandria, VA 22314 <i>to support general operations of New Neighbors Education Center (\$1.5,000) and a challenge grant (\$5,000)</i> 2012	501c3 public charity/IRC 509a1	\$0 00	\$20,000 00	\$0 00	\$20,000 00	\$0 00
Capital Area Asset Building Corporation 1444 Eye Street NW Suite 201 Washington, DC 20005 <i>to support general operations</i> 2012	501c3 public charity/IRC 509a1	\$0 00	\$25,000 00	\$0 00	\$25,000 00	\$0 00
CASA de Maryland 8151 15th Avenue Hyattsville, MD 20783 <i>to support the Workforce Development Program</i> 2012	501c3 public charity/IRC 509a1	\$0 00	\$35,000 00	\$0 00	\$35,000 00	\$0 00
\$35,000 00						

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance	Newly Allocated	Amended	Amount Paid	Ending Balance
		2012	2012	2012	2012	2012
Catalogue for Philanthropy: Greater Washington	501c3 public charity/IRC 509a1	\$0 00	\$50,000 00	\$0 00	\$50,000 00	\$0 00
1899 L Street NW Suite 900 Washington, DC 20036						
<i>to support the 2012 edition of the Catalogue for Philanthropy Greater Washington</i>						
\$50,000 00						
2012						
Center for Inspired Teaching	501c3 public charity/IRC 509a1	\$0 00	\$50,000 00	\$0 00	\$50,000 00	\$0 00
1436 U Street NW Suite 400 Washington, DC 20009						
<i>to support general operations</i>						
\$50,000 00						
2012						
Center for Nonprofit Advancement	501c3 public charity/IRC 509a1	\$0 00	\$20,000 00	\$0 00	\$20,000 00	\$0 00
1666 K Street NW Suite 441 Washington, DC 20006						
<i>to support general operations</i>						
\$20,000 00						
2012						
Center on Budget and Policy Priorities	501c3 public charity/IRC 509a1	\$45,000 00	\$0 00	\$0 00	\$45,000 00	\$0 00
820 First Street NE Suite 510 Washington, DC 20002						
<i>to support the DC Fiscal Policy Institute over two years</i>						
\$90,000 00						
2011						
						10

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Center on Budget and Policy Priorities 820 First Street NE Suite 510 Washington, DC 20002 <i>to support fiscal and policy analysis of public education in DC by the DC Fiscal Policy Institute</i> \$50,000 00 2012	501c3 public charity/IRC 509a1	\$0 00	\$50,000 00	\$0 00	\$50,000 00	\$0 00
Center on Budget and Policy Priorities 820 First Street NE Suite 510 Washington, DC 20002 <i>to support the DC Fiscal Policy Institute in honor of Maria Gomez's leadership on the Meyer Foundation board</i> \$5,000 00 2012	501c3 public charity/IRC 509a1	\$0 00	\$5,000 00	\$0 00	\$5,000 00	\$0 00
Centro De Apoyo Familiar 6801 Kenilworth Avenue Suite 201 Riverdale, MD 20737 <i>to support asset-building programs</i> \$25,000 00 2012	501c3 public charity/IRC 509a1	\$0 00	\$25,000 00	\$0 00	\$25,000 00	\$0 00
CentroNia 1420 Columbia Road, NW Washington, DC 20009 <i>to support strategic planning</i> \$10,000 00 2012	501c3 public charity/IRC 509a2	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00

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Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Children's Law Center 616 H Street NW Suite 300 Washington, DC 20001 <i>to support general operations</i> \$25,000 00 2012	501c3 public charity/IRC 509a1	\$0 00	\$25,000 00	\$0 00	\$25,000 00	\$0 00
City Blossoms 1288 Upshur Street NW Washington, DC 20011 <i>to support general operations</i> \$15,000 00 2012	501c3 public charity/IRC 509a1	\$0 00	\$15,000 00	\$0 00	\$15,000 00	\$0 00
City Year 1875 Connecticut Avenue NW Suite 1130 Washington, DC 20009 <i>to support City Year Washington, DC's Whole School, Whole Child Program</i> \$20,000 00 2012	501c3 public charity/IRC 509a1	\$0 00	\$20,000 00	\$0 00	\$20,000 00	\$0 00
CityDance Ensemble 1116 16th Street NW Suite 300 Washington, DC 20036 <i>to support the after-school arts education and youth development DREAM program</i> \$15,000 00 2012	501c3 public charity/IRC 509a1	\$0 00	\$15,000 00	\$0 00	\$15,000 00	\$0 00

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Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Coalition for Nonprofit Housing and Economic Development	501c3 public charity/IRC 509a1	\$0 00	\$50,000 00	\$0 00	\$50,000 00	\$0 00
1432 U Street NW 1st Floor Annex Washington, DC 20009 <i>to support general operations</i>						
\$50,000 00 2012						
College Summit 415 Michigan Avenue NE Suite 350 Washington, DC 20017 <i>to support general operations in the national capital region</i>	501c3 public charity/IRC 509a1	\$0 00	\$50,000 00	\$0 00	\$50,000 00	\$0 00
\$50,000 00 2012						
The Commonwealth Institute for Fiscal Analysis 1329 East Cary Street #202 Richmond, VA 23219 <i>to support general operations</i>	501c3 public charity/IRC 509a1	\$0 00	\$45,000 00	\$0 00	\$45,000 00	\$0 00
\$45,000 00 2012						
Communities in Schools of the Nation's Capital 3121 South Street, NW Washington, DC 20007 <i>to support general operations</i>	501c3 public charity/IRC 509a1	\$0 00	\$25,000 00	\$0 00	\$25,000 00	\$0 00
\$25,000 00 2012						

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Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Community Bridges 620 Pershing Drive 2nd Floor Silver Spring, MD 20910 to support general operations \$40,000 00 2012	501c3 public charity/IRC 509a1	\$0 00	\$40,000 00	\$0 00	\$40,000 00	\$0 00
Community Foundation for the National Capital Region 1201 15th Street NW Suite 420 Washington, DC 20005 to support the Partnership for Prince George's County over three years \$150,000 00 2011	501c3 public charity/IRC 509a1	\$100,000 00	\$0 00	\$0 00	\$50,000 00	\$50,000 00
Community Foundation for the National Capital Region 1201 15th Street NW Suite 420 Washington, DC 20005 to support 2012 membership in the Youth Transition Funders Group as an Institutional Supporter \$10,000 00 2012	501c3 public charity/IRC 509a1	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00
Community Foundation for the National Capital Region 1201 15th Street NW Suite 420 Washington, DC 20005 to support the Greater Washington Workforce Development Collaborative \$35,000 00 2012	501c3 public charity/IRC 509a1	\$0 00	\$35,000 00	\$0 00	\$35,000 00	\$0 00

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Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Community Foundation for the National Capital Region 1201 15th Street NW Suite 420 Washington, DC 20005 to support <i>The Leadership Sanctuary</i> \$15,000 00 2012	501c3 public charity/IRC 509a1	\$0 00	\$15,000 00	\$0 00	\$15,000 00	\$0 00
Community Foundation for the National Capital Region 1201 15th Street NW Suite 420 Washington, DC 20005 to support <i>2012-13 membership dues for the Black Philanthropic Alliance</i> \$3,000 00 2012	501c3 public charity/IRC 509a1	\$0 00	\$3,000 00	\$0 00	\$3,000 00	\$0 00
Community Foundation for the National Capital Region 1201 15th Street NW Suite 420 Washington, DC 20005 to support <i>the Community Foundation in honoring Richard W. Snowdon III</i> \$5,000 00 2012	501c3 public charity/IRC 509a1	\$0 00	\$5,000 00	\$0 00	\$5,000 00	\$0 00
Community Initiatives 354 Pine Street Suite 700 San Francisco, CA 94104 to support <i>five Meyer grantees'</i> <i>participation in the 2012 SPIN Academy</i> \$10,000 00 2012	501c3 public charity/IRC 509a1	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Community Legal Services of Prince George's County 6301 Ivy Lane Suite 720 Greenbelt, MD 20770 <i>to support the Foreclosure Prevention Program</i> \$25,000 00 2012	501c3 public charity/IRC 509a1	\$0 00	\$25,000 00	\$0 00	\$25,000 00	\$0 00
Community of Hope 1717 Massachusetts Avenue NW Suite 805 Washington, DC 20036 <i>to support the capital campaign (\$50,000 in 2012 and \$75,000 in 2013), health programs (\$35,000), and housing programs (\$15,000)</i> \$175,000.00 2012	501c3 public charity/IRC 509a1	\$0 00	\$175,000 00	\$0 00	\$100,000 00	\$75,000 00
Friends of Compass 1350 Connecticut Avenue NW Suite 900 Washington, DC 20036 <i>to support general operations</i> \$15,000 00 2012	501c3 public charity/IRC 509a1	\$0 00	\$15,000 00	\$0 00	\$15,000 00	\$0 00

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Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance	Newly Allocated	Amended	Amount Paid	Ending Balance
		2012	2012	2012	2012	2012
CompassPoint Nonprofit Services	501c3 public charity/IRC 509a1	\$0 00	\$15,000 00	\$0 00	\$15,000 00	\$0 00
731 Market Street Suite 200 San Francisco, CA 94103-2005 <i>to support a feasibility study and planning for the Daring to Lead Institute, a professional development program for nonprofit executive directors</i>						
\$15,000 00 2012						
Computer CORE	501c3 public charity/IRC 509a1	\$0 00	\$25,000 00	\$0 00	\$25,000 00	\$0 00
3846 King Street Alexandria, VA 22302 <i>to support general operations</i>						
\$25,000 00 2012						
Computer CORE	501c3 public charity/IRC 509a1	\$0 00	\$11,500 00	\$0 00	\$11,500 00	\$0 00
3846 King Street Alexandria, VA 22302 <i>to support succession planning and board development</i>						
\$11,500 00 2012						
Consumer Health Foundation	Private Non-operating Foundation	\$0 00	\$25,000 00	\$0 00	\$25,000 00	\$0 00
1400 16th Street NW Suite 710 Washington, DC 20036-2224 <i>to support the Regional Health Collaboration Initiative</i>						
\$25,000 00 2012						

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Cornerstone 1400 20th Street NW Suite G-3 Washington, DC 20036 to support general operations \$20,000.00 2012	501c3 public charity/IRC 509a1	\$0 00	\$20,000 00	\$0 00	\$20,000 00	\$0 00
Council on Foundations 2121 Crystal Drive Suite 700 Arlington, VA 22202 to support 2012 membership dues \$19,220 00 2012	501c3 public charity/IRC 509a1	\$0 00	\$19,220 00	\$0 00	\$19,220 00	\$0 00
Critical Exposure 1816 12th Street NW 3rd Floor Washington, DC 20009 to support general operations \$20,000 00 2012	501c3 public charity/IRC 509a1	\$0 00	\$20,000 00	\$0 00	\$20,000 00	\$0 00
Cultural Data Project 400 Market Street Suite 600 Philadelphia, PA 19106 to support the Washington, DC Cultural Data Project over two years (\$15,000 in 2012 and \$10,000 in 2013) \$25,000 00 2012	501c3 public charity/IRC 509a1	\$0 00	\$25,000 00	\$0 00	\$15,000 00	\$10,000 00

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Cultural Development Corporation of the District of Columbia	501c3 public charity/IRC					
916 G Street NW	509a1	\$40,000 00	\$0 00	\$0 00	\$40,000 00	\$0 00
Washington, DC 20001						
<i>to support general operations over three years</i>						
\$75,000 00						
2011						
Dance Institute of Washington	501c3 public charity/IRC	\$0 00	\$15,000 00	\$0 00	\$15,000 00	\$0 00
3400 14th Street, NW	509a1					
Washington, DC 20010						
<i>to support general operations</i>						
\$15,000 00						
2012						
DanceMakers	501c3 public charity/IRC	\$0 00	\$20,000 00	\$0 00	\$20,000 00	\$0 00
9901 Business Parkway	509a1					
Suite L						
Lanham, MD 20706						
<i>to support the One Step Forward Program</i>						
\$20,000 00						
2012						
DC Action for Children Today	501c3 public charity/IRC	\$0 00	\$15,000 00	\$0 00	\$15,000 00	\$0 00
1432 K Street NW	509a1					
Suite 1050						
Washington, DC 20005						
<i>to support strategic planning</i>						
\$15,000 00						
2012						

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance	Newly Allocated	Amended	Amount Paid	Ending Balance
		2012	2012	2012	2012	2012
DC Action for Children Today 1432 K Street NW Suite 1050 Washington, DC 20005 to support general operations \$30,000 00 2012	501c3 public charity/IRC 509a1	\$0 00	\$30,000 00	\$0 00	\$30,000 00	\$0 00
DC Alliance of Youth Advocates 1220 L Street NW Suite 605 Washington, DC 20005 to support general operations \$30,000 00 2012	501c3 public charity/IRC 509a1	\$0 00	\$30,000 00	\$0 00	\$30,000 00	\$0 00
District of Columbia Applesseed Center for Law and Justice 1111 14th Street NW Suite 510 Washington, DC 20005 to support general operations \$45,000 00 2012	501c3 public charity/IRC 509a1	\$0 00	\$45,000 00	\$0 00	\$45,000 00	\$0 00
DC Bar Pro Bono Program 1101 K Street NW Suite 200 Washington, DC 20005 to support the Landlord Tenant Resource Center and new Child Support Initiative at DC Superior Court \$20,000 00 2012	501c3 public charity/IRC 509a1	\$0 00	\$20,000 00	\$0 00	\$20,000 00	\$0 00

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Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
DC Children's Advocacy Center 429 O Street NW Washington, DC 20001 <i>to support implementation of the Benevon fundraising model to increase gifts from individual donors</i>	501c3 public charity/IRC 509a1	\$0 00	\$20,000 00	\$0 00	\$20,000 00	\$0 00
2012						
District of Columbia College Access Program 1400 L Street NW Suite 400 Washington, DC 20005 <i>to support the College Retention Program over five years</i>	501c3 public charity/IRC 509a1	\$50,000 00	\$0 00	\$0 00	\$50,000 00	\$0 00
2008						
District of Columbia College Access Program 1400 L Street NW Suite 400 Washington, DC 20005 <i>to support general operations over three years</i>	501c3 public charity/IRC 509a1	\$0 00	\$150,000 00	\$0 00	\$50,000 00	\$100,000 00
2012						
DC Employment Justice Center 1413 K Street NW 5th Floor Washington, DC 20005 <i>to support strategic planning</i>	501c3 public charity/IRC 509a1	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00
2012						
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Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
DC Employment Justice Center						
1413 K Street NW	501c3 public charity/IRC	\$0 00	\$25,000 00	\$0 00	\$25,000 00	\$0 00
5th Floor	509a1					
Washington, DC 20005						
<i>to support general operations</i>						
\$25,000 00						
2012						
District of Columbia Primary Care Association						
1411 K Street NW	501c3 public charity/IRC	\$0 00	\$50,000 00	\$0 00	\$50,000 00	\$0 00
Suite 300	509a1					
Washington, DC 20005						
<i>to support general operations</i>						
\$50,000 00						
2012						
DC Public Education Fund						
1534 14th Street NW	501c3 public charity/IRC	\$0 00	\$60,000 00	\$0 00	\$60,000 00	\$0 00
Washington, DC 20005	509a1					
<i>to support DCPS' Secondary School Transformation</i>						
\$60,000 00						
2012						
DC Rape Crisis Center						
P O Box 34125	501c3 public charity/IRC	\$0 00	\$25,000 00	\$0 00	\$25,000 00	\$0 00
Washington, DC 20043	509a1					
<i>to support general operations</i>						
\$25,000 00						
2012						

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Coalition for DC Representation Education Fund 2000 P Street NW Suite 200 Washington, DC 20036 <i>to support general operations</i> \$50,000.00 2012	501c3 public charity/IRC 509a1	\$0.00	\$50,000.00	\$0.00	\$50,000.00	\$0.00
DC Wheel Productions c/o Dance Place 3225 8th Street NE Washington, DC 20017 <i>to support the educational and job training programs for youth</i> \$30,000.00 2012	501c3 public charity/IRC 509a2	\$0.00	\$30,000.00	\$0.00	\$30,000.00	\$0.00
District of Columbia Behavioral Health Association 1001 Lawrence Street NE Washington, DC 20017 <i>to support general operations</i> \$20,000.00 2012	501c3 public charity/IRC 509a2	\$0.00	\$20,000.00	\$0.00	\$20,000.00	\$0.00
District of Columbia Promise Neighborhood Initiative 3701 Hayes Street NE Washington, DC 20019-1702 <i>to support general operations</i> \$25,000.00 2012	501c3 public charity/IRC 509a1	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
District of Columbia Public Library Foundation 901 G Street, NW Suite 400 Washington, DC 20001 <i>to support improving the brand connection between the DC Public Library and DC Public Library Foundation</i> \$15,000 00 2012	501c3 public charity/IRC 509a1	\$0 00	\$15,000 00	\$0 00	\$15,000 00	\$0 00
District of Columbia School of Law Foundation 4200 Connecticut Avenue NW Building 52, Suite 104 Washington, DC 20008-1122 <i>to support the Community Outreach Law Office project</i> \$30,000 00 2012	501c3 public charity/IRC 509a1	\$0 00	\$30,000 00	\$0 00	\$30,000 00	\$0 00
Doorways for Women and Families P O Box 100185 Arlington, VA 22210 <i>to support general operations</i> \$25,000 00 2012	501c3 public charity/IRC 509a1	\$0 00	\$25,000 00	\$0 00	\$25,000 00	\$0 00
Euphemia L. Haynes Public Charter School 3600 Georgia Avenue NW Washington, DC 20010 <i>to support competency-based pathways to high school graduation in Washington, DC over two years</i> \$160,000 00 2012	501c3 public charity/IRC 509a1	\$0 00	\$160,000 00	\$0 00	\$80,000 00	\$80,000 00

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Educación Para Nuestro Futuro Founded by Escuela Bolivia	501c3 public charity/IRC					
Syphax Education Center	509a1	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00
2nd Floor						
2110 Washington Boulevard						
Arlington, VA 22204						
<i>to support the Emerging Leaders Program</i>						
\$10,000 00						
2012						
EduSeed	501c3 public charity/IRC	\$0 00	\$15,000 00	\$0 00	\$15,000 00	\$0 00
901 K Street NW, Suite 700	509a1					
Washington, DC 20001						
<i>to support general operations</i>						
\$15,000 00						
2012						
EduSeed	501c3 public charity/IRC	\$0 00	\$25,000 00	\$0 00	\$25,000 00	\$0 00
901 K Street NW, Suite 700	509a1					
Washington, DC 20001						
<i>to support strategic planning and implementation of the Benevon fundraising model to increase gifts from individual donors</i>						
\$25,000.00						
2012						
District of Columbia Grassroots Empowerment Project	501c3 public charity/IRC	\$0 00	\$25,000 00	\$0 00	\$25,000 00	\$0 00
1419 V Street NW	509a1					
Washington, DC 20009						
<i>to support general operations</i>						
\$25,000 00						
2012						

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Enterprise Community Partners 11000 Broken Land Parkway Suite 700 Columbia, MD 21044 to support general operations \$50,000.00 2012	501c3 public charity/IRC 509a1	\$0.00	\$50,000.00	\$0.00	\$50,000.00	\$0.00
Fair Chance 2001 S Street NW Suite 310 Washington, DC 20009 to support the pilot test of the Executive Transitions Management model \$25,000.00 2012	501c3 public charity/IRC 509a1	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00
Falls Church-McLean Children's Center 7230 Idylwood Road Falls Church, VA 22043 to support strategic planning and transition planning \$10,000.00 2012	501c3 public charity/IRC 509a2	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
Virginia Organizing 703 Concord Avenue Charlottesville, VA 22903 to support the professional staffing of the Centreville Immigration Forum's Centreville Labor Resource Center \$20,000.00 2012	501c3 public charity/IRC 509a1	\$0.00	\$20,000.00	\$0.00	\$20,000.00	\$0.00

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Family Place 3309 16th Street NW Washington, DC 20010 <i>to support strategic planning</i> 2012	501c3 public charity/IRC 509a1	\$0.00	\$20,000 00	\$0 00	\$20,000 00	\$0 00
Fight for Children 1726 M Street NW Suite 202 Washington, DC 20036 <i>to support the 2012 Quality Schools Initiative and Principals' Roundtables</i> 2012	501c3 public charity/IRC 509a1	\$0 00	\$30,000 00	\$0 00	\$30,000 00	\$0 00
Flamboyant Foundation 1730 Massachusetts Avenue NW Washington, DC 20036 <i>to support Family Engagement School Partnerships</i> 2012	Private Non-operating Foundation	\$0 00	\$50,000 00	\$0 00	\$50,000 00	\$0 00
Food & Friends 219 Riggs Road NE Washington, DC 20011 <i>to support general operations</i> 2012	501c3 public charity/IRC 509a1	\$0 00	\$20,000 00	\$0 00	\$20,000 00	\$0 00

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Foundation Center						
1627 K Street NW	501c3 public charity/IRC	\$0 00	\$17,500 00	\$0 00	\$17,500 00	\$0 00
Third Floor	509a1					
Washington, DC 20006						
<i>to support general operations for the</i>						
<i>Washington, DC library and learning</i>						
<i>center</i>						
\$17,500 00						
2012						
Free Minds Book Club & Writing						
Workshop	501c3 public charity/IRC	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00
2201 P Street NW	509a1					
Washington, DC 20037						
<i>to support general operations</i>						
\$10,000 00						
2012						
Community Council for the Homeless at						
Friendship Place	501c3 public charity/IRC	\$0 00	\$20,000 00	\$0 00	\$20,000 00	\$0 00
4713 Wisconsin Avenue NW	509a1					
Washington, DC 20016						
<i>to support the expansion of the</i>						
<i>development department</i>						
\$20,000 00						
2012						
Gala Inc. Grupo de Artistas						
Latinoamericanos	501c3 public charity/IRC	\$20,000 00	\$0 00	\$0 00	\$20,000 00	\$0 00
2437 15th Street, NW	509a1					
Washington, DC 20009						
<i>to support general operations over two</i>						
<i>years</i>						
\$45,000 00						
2011						

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Gandhi Brigade						
8661 Colesville Road	501c3 public charity/IRC	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00
Suite D-169	509a1					
Silver Spring, MD 20910						
<i>to support general operations</i>						
\$10,000 00						
2012						
Georgetown University						
Center for Social Impact Communication	501c3 public charity/IRC	\$0 00	\$50,000 00	\$0 00	\$50,000 00	\$0 00
3101 Wilson Boulevard	509a1					
Suite 250						
Arlington, VA 22201						
<i>to support a storytelling initiative for</i>						
<i>Meyer grantees</i>						
\$50,000 00						
2012						
Girl Scout Council of the Nation's Capital						
4301 Connecticut Avenue NW	501(c)3 501c3 public charity/IRC	\$0 00	\$25,000 00	\$0 00	\$25,000 00	\$0 00
Suite M-2	509a1					
Washington, DC 20008						
<i>to support the Young Leaders Program</i>						
\$25,000 00						
2012						
Good Shepherd Housing and Family						
Services	501c3 public charity/IRC	\$0 00	\$25,000 00	\$0 00	\$25,000 00	\$0 00
8305 Richmond Highway	509a1					
#17-B						
Alexandria, VA 22309						
<i>to support general operations</i>						
\$25,000 00						
2012						

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Davis Memorial Goodwill Industries 2200 South Dakota Avenue NE Washington, DC 20018 <i>to support job training programs</i> \$50,000 00 2012	501c3 public charity/IRC 509a2	\$0 00	\$50,000 00	\$0 00	\$50,000 00	\$0 00
Grand Valley State University Dorothy A. Johnson Center for Philanthropy and Nonprofit Leadership 201 Front Avenue SW Grand Rapids, MI 49504-6431 <i>to support the dissemination of The Next Generation of Philanthropic Leaders report</i> \$20,000 00 2012	501c3 public charity/IRC 509a1	\$0 00	\$20,000 00	\$0 00	\$20,000 00	\$0 00
Grantmakers for Education 720 SW Washington Street Suite 605 Portland, OR 97205 <i>to support 2012 membership dues</i> \$1,000 00 2012	501c3 public charity/IRC 509a2	\$0 00	\$1,000 00	\$0 00	\$1,000 00	\$0 00
Grantmakers for Effective Organizations 1725 DeSales Street NW Suite 404 Washington, DC 20036 <i>to support general operations and 2013 membership dues</i> \$25,000 00 2012	501c3 public charity/IRC 509a1	\$0 00	\$25,000 00	\$0 00	\$25,000 00	\$0 00

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Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Grants Managers Network 1666 K Street NW Suite 440 Washington, DC 20006 <i>to support 2012 membership dues</i> \$2,000 00 2012	501c3 public charity/IRC 509a1	\$0 00	\$2,000.00	\$0 00	\$2,000 00	\$0 00
Greenbrier Learning Center 5401 7th Road South Arlington, VA 22204 <i>to support general operations</i> \$15,000 00 2012	501c3 public charity/IRC 509a1	\$0 00	\$15,000 00	\$0 00	\$15,000 00	\$0 00
Higher Achievement Program 317 8th Street NE Washington, DC 20002-6107 <i>to support general operations of the DC program</i> \$25,000 00 2012	501c3 public charity/IRC 509a1	\$0 00	\$25,000 00	\$0 00	\$25,000 00	\$0 00
Higher Achievement Program 317 8th Street NE Washington, DC 20002-6107 <i>to support strategic planning</i> \$25,000 00 2012	501c3 public charity/IRC 509a1	\$0 00	\$25,000 00	\$0 00	\$25,000 00	\$0 00
Historical Society of Washington, DC 801 K Street, NW Washington, DC 20001 <i>to support general operations over two years (\$25,000 in 2012 and \$25,000 in 2013)</i> \$50,000 00 2012	501c3 public charity/IRC 509a1	\$0 00	\$50,000 00	\$0 00	\$25,000 00	\$25,000 00

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Human Services Coalition of Prince George's County	501c3 public charity/IRC	\$0 00	\$25,000 00	\$0 00	\$25,000 00	\$0 00
8181 Professional Place Suite 210 Landover, MD 20785	509a1					
<i>to support general operations</i>						
\$25,000 00						
2012						
Identity	501c3 public charity/IRC	\$0 00	\$50,000 00	\$0 00	\$50,000 00	\$0 00
414 E. Diamond Ave Gaithersburg, MD 20877	509a1					
<i>to support general operations (\$30,000)</i>						
<i>and finalize construction of program space</i>						
<i>(\$20,000)</i>						
\$50,000 00						
2012						
Interfaith Works	501c3 public charity/IRC	\$0 00	\$25,000 00	\$0 00	\$25,000 00	\$0 00
114 W Montgomery Avenue Rockville, MD 20850	509a1					
<i>to support a Vocational Counselor</i>						
\$25,000.00						
2012						
Joy of Motion Dance Center	501c3 public charity/IRC	\$25,000 00	\$0 00	\$0 00	\$15,000 00	\$10,000 00
1333 H Street NE Washington, DC 20002	509a1					
<i>to support general operations over three years</i>						
\$45,000 00						
2011						

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Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Jubilee Housing						
1640 Columbia Road NW	501c3 public	\$0 00	\$25,000 00	\$0 00	\$25,000 00	\$0 00
Washington, DC 20009	charity/IRC					
509a1						
<i>to support the application for New Markets</i>						
<i>Tax Credits</i>						
\$25,000 00						
2012						
Jubilee Jobs						
2712 Ontario Road NW	501c3 public	\$0 00	\$50,000 00	\$0 00	\$50,000 00	\$0 00
Washington, DC 20009	charity/IRC					
509a1						
<i>to support general operations</i>						
\$50,000.00						
2012						
Just Neighbors Ministry						
5827 Columbia Pike	501c3 public	\$0 00	\$25,000 00	\$0 00	\$25,000 00	\$0 00
Suite 320	charity/IRC					
Falls Church, VA 22041	509a1					
<i>to support general operations</i>						
\$25,000 00						
2012						
Just Neighbors Ministry						
5827 Columbia Pike	501c3 public	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00
Suite 320	charity/IRC					
Falls Church, VA 22041	509a1					
<i>to support communications and</i>						
<i>fundraising planning</i>						
\$10,000 00						
2012						
La Clinica del Pueblo						
2831 15th Street NW	501c3 public	\$0 00	\$35,000 00	\$0 00	\$35,000 00	\$0 00
Washington, DC 20009	charity/IRC					
509a1						
<i>to support general operations</i>						
\$35,000 00						
2012						

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Language ETC 2200 California Street NW Washington, DC 20008 <i>to support general operations</i> \$30,000 00 2012	501c3 public charity/IRC 509a1	\$0 00	\$30,000 00	\$0 00	\$30,000 00	\$0 00
Latin American Youth Center 1419 Columbia Road, NW Washington, DC 20009 <i>to support general operations</i> \$50,000 00 2012	501c3 public charity/IRC 509a1	\$0 00	\$50,000 00	\$0 00	\$50,000 00	\$0 00
Latin American Youth Center 1419 Columbia Road, NW Washington, DC 20009 <i>to support an organizational assessment and strategic planning</i> \$5,000 00 2012	501c3 public charity/IRC 509a1	\$0 00	\$5,000 00	\$0 00	\$5,000 00	\$0 00
Latino Economic Development Corporation of Washington, DC 2316 18th Street NW Washington, DC 20009 <i>to support executive leadership development over two years through the 2011 Exponent Award</i> \$100,000 00 2011	501c3 public charity/IRC 509a1	\$100,000 00	\$0 00	\$0 00	\$50,000 00	\$50,000 00

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Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance	Newly Allocated	Amended	Amount Paid	Ending Balance
		2012	2012	2012	2012	2012
Latino Economic Development Corporation of Washington, DC	501c3 public charity/IRC	\$0 00	\$20,000 00	\$0 00	\$20,000 00	\$0 00
2316 18th Street NW	509a1					
Washington, DC 20009						
<i>to support the Homeownership Counseling Program and Financial Capability Initiative</i>						
\$20,000 00						
2012						
Leadership Washington	501c3 public charity/IRC	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00
1602 L Street NW	509a1					
Suite 950						
Washington, DC 20036						
<i>to support general operations</i>						
\$10,000 00						
2012						
Legal Aid Bureau	501c3 public charity/IRC	\$0 00	\$25,000 00	\$0 00	\$25,000 00	\$0 00
Calvert Building	509a2					
6811 Kenilworth Avenue						
Suite 500						
Riverdale, MD 20737						
<i>to support general operations for Montgomery County and Prince George's County offices</i>						
\$25,000 00						
2012						
Legal Aid Justice Center	501c3 public charity/IRC	\$0 00	\$20,000 00	\$0 00	\$20,000 00	\$0 00
1000 Preston Avenue	509a1					
Suite A						
Charlottesville, VA 22903						
<i>to support the Immigrant Advocacy Program in Northern Virginia</i>						
\$20,000 00						
2012						

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance	Newly Allocated	Amended	Amount Paid	Ending Balance
		2012	2012	2012	2012	2012
Legal Aid Society of the District of Columbia	501c3 public charity/IRC	\$0 00	\$40,000 00	\$0 00	\$40,000 00	\$0 00
1331 H Street NW	509a1					
Suite 350						
Washington, DC 20005						
<i>to support general operations</i>						
\$40,000 00						
2012						
Legal Counsel for the Elderly	501c3 public charity/IRC	\$0 00	\$25,000 00	\$0 00	\$25,000 00	\$0 00
601 E Street NW	509a1					
Washington, DC 20049						
<i>to support general operations</i>						
\$25,000 00						
2012						
Legal Services of Northern Virginia	501c3 public charity/IRC	\$0 00	\$20,000 00	\$0 00	\$20,000 00	\$0 00
6066 Leesburg Pike	509a1					
Suite 500						
Falls Church, VA 22041						
<i>to support the Access to Justice Project</i>						
\$20,000 00						
2012						
Levine School of Music	501c3 public charity/IRC	\$25,000 00	\$0 00	\$0 00	\$25,000 00	\$0 00
2801 Upton Street, NW	509a1					
Washington, DC 20008						
<i>to support general operations of the</i>						
<i>Southeast DC campus at THEARC over</i>						
<i>three years</i>						
\$45,000 00						
2011						

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Literacy Council of Montgomery County, Maryland 21 Maryland Avenue Suite 320 Rockville, MD 20850 <i>to support the ESL program for adults</i> 2012	501c3 public charity/IRC 509a2	\$0 00	\$25,000 00	\$0 00	\$25,000 00	\$0 00
Literacy Council of Montgomery County, Maryland 21 Maryland Avenue Suite 320 Rockville, MD 20850 <i>to support implementation of the Benevon fundraising model to increase gifts from individual donors</i> 2012	501c3 public charity/IRC 509a2	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00
Literacy Council of Northern Virginia 2855 Annandale Road Suite 114 Falls Church, VA 22042 <i>to support ESOL Learning Centers</i> 2012	501c3 public charity/IRC 509a1	\$0 00	\$20,000 00	\$0 00	\$20,000 00	\$0 00
Literacy Council of Prince George's County Maryland 6532 Adelphi Road Suite 101 Hyattsville, MD 20782 <i>to support general operations</i> 2012	501c3 public charity/IRC 509a2	\$0 00	\$25,000 00	\$0 00	\$25,000 00	\$0 00

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Local Initiatives Support Corporation						
1825 K Street NW	501c3 public charity/IRC	\$0 00	\$5,000 00	\$0 00	\$5,000 00	\$0 00
Suite 1100	509a1					
Washington, DC 20006						
<i>to support an oral history project with</i>						
<i>community development leaders in</i>						
<i>Washington, DC</i>						
\$5,000 00						
2012						
Many Languages One Voice						
3166 Mount Pleasant Street NW	501c3 public charity/IRC	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00
Washington, DC 20010	509a1					
<i>to support general operations</i>						
\$10,000 00						
2012						
Many Languages One Voice						
3166 Mount Pleasant Street NW	501c3 public charity/IRC	\$0 00	\$12,500 00	\$0 00	\$12,500 00	\$0 00
Washington, DC 20010	509a1					
<i>to support executive coaching</i>						
\$12,500 00						
2012						
Many Languages One Voice						
3166 Mount Pleasant Street NW	501c3 public charity/IRC	\$0 00	\$5,000 00	\$0 00	\$5,000 00	\$0 00
Washington, DC 20010	509a1					
<i>to support general operations</i>						
\$5,000.00						
2012						
Martha's Table						
2114 14th Street NW	501c3 public charity/IRC	\$0 00	\$12,500 00	\$0 00	\$12,500 00	\$0 00
Washington, DC 20009	509a1					
<i>to support strategic planning</i>						
\$12,500 00						
2012						

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Nowly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Martha's Table						
2114 14th Street NW	501c3 public charity/IRC	\$0 00	\$30,000 00	\$0 00	\$30,000 00	\$0 00
Washington, DC 20009	509a1					
<i>to support general operations</i>						
\$30,000 00						
2012						
Mary's Center for Maternal and Child						
Care	501c3 public charity/IRC	\$50,000.00	\$0 00	\$0 00	\$50,000 00	\$0 00
2333 Ontario Road NW	509a1					
Washington, DC 20009						
<i>to support the capital campaign over two</i>						
<i>years</i>						
\$125,000 00						
2011						
Mary's Center for Maternal and Child						
Care	501c3 public charity/IRC	\$0 00	\$35,000 00	\$0 00	\$35,000 00	\$0 00
2333 Ontario Road NW	509a1					
Washington, DC 20009						
<i>to support general operations</i>						
\$35,000 00						
2012						
Maryland Association of Nonprofit						
Organizations	501c3 public charity/IRC	\$0 00	\$25,000 00	\$0 00	\$15,000 00	\$10,000 00
1500 Union Avenue	509a1					
Suite 2500						
Baltimore, MD 21211						
<i>to support general operations over two</i>						
<i>years (\$15,000 in 2012 and \$10,000 in</i>						
<i>2013)</i>						
\$25,000 00						
2012						

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Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Maryland Association of Nonprofit Organizations	501c3 public charity/IRC					
1500 Union Avenue	509a1	\$0 00	\$15,000 00	\$0 00	\$15,000 00	\$0 00
Suite 2500						
Baltimore, MD 21211						
<i>to support the executive search</i>						
2012						
Maryland Association of Nonprofit Organizations	501c3 public charity/IRC					
1500 Union Avenue	509a1	\$0 00	\$20,000 00	\$0 00	\$20,000 00	\$0 00
Suite 2500						
Baltimore, MD 21211						
<i>to support the Maryland Budget and Tax Policy Institute</i>						
\$20,000 00						
2012						
Mentoring To Manhood Incorporated	501c3 public charity/IRC					
3262 Superior Lane	509a1	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00
#225						
Bowie, MD 20715						
<i>to support general operations</i>						
\$10,000 00						
2012						
Mentors, Inc.	501c3 public charity/IRC					
1012 14th Street NW, Suite 304	509a2	\$0 00	\$25,000 00	\$0 00	\$25,000 00	\$0 00
Washington, DC 20005						
<i>to support the mentoring program</i>						
\$25,000 00						
2012						

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Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Washington Area Consortium on HIV Infection in Youth 651 Pennsylvania Avenue SE Washington, DC 20003 <i>to support organizational assessment and leadership development</i> \$15,000 00 2012	501c3 public charity/IRC 509a1	\$0.00	\$15,000 00	\$0 00	\$15,000 00	\$0 00
Washington Area Consortium on HIV Infection in Youth 651 Pennsylvania Avenue SE Washington, DC 20003 <i>to support general operations and the DC Healthy Youth Coalition</i> \$40,000 00 2012	501c3 public charity/IRC 509a1	\$0 00	\$40,000 00	\$0 00	\$40,000 00	\$0 00
Miriam's Kitchen 2401 Virginia Avenue NW Washington, DC 20037 <i>to support general operations</i> \$25,000 00 2012	501c3 public charity/IRC 509a1	\$0.00	\$25,000 00	\$0 00	\$25,000 00	\$0 00
Montgomery County Coalition for the Homeless 600-B East Gude Drive Rockville, MD 20850 <i>to support general operations</i> \$30,000 00 2012	501c3 public charity/IRC 509a1	\$0 00	\$30,000 00	\$0 00	\$30,000 00	\$0 00

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Mosaic 1029 Vermont Avenue NW Suite 1000 Washington, DC 20005 <i>to support general operations</i> \$15,000 00 2012	501c3 public charity/IRC 509a1	\$0 00	\$15,000 00	\$0 00	\$15,000 00	\$0 00
N Street Village 1333 N Street NW Washington, DC 20005 <i>to support general operations</i> \$30,000 00 2012	501c3 public charity/IRC 509a2	\$0 00	\$30,000 00	\$0 00	\$30,000 00	\$0 00
N Street Village 1333 N Street NW Washington, DC 20005 <i>to support technology planning</i> \$25,000 00 2012	501c3 public charity/IRC 509a2	\$0 00	\$25,000 00	\$0 00	\$25,000 00	\$0 00
National Capital Area Foundation 1725 I Street, NW Suite 200 Washington, DC 20036 <i>to support the 2012 Potomac Conference</i> \$10,000 00 2012	501c3 public charity/IRC 509a2	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
National Health Law Program 1444 I Street NW Suite 1105 Washington, DC 20005 <i>to support health reform education trainings for front-line staff in community health centers</i>	501c3 public charity/IRC 509a1	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00
\$10,000 00 2012						
National Public Education Support Fund P O Box 55273 Washington, DC 20040 <i>to support the Education Funders Strategy Group</i>	501c3 public charity/IRC 509a3/Type 1	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00
\$10,000 00 2012						
Near Southeast Southwest Community Benefits Coordinating Council 400 I Street SW Washington, DC 20024 <i>to support general operations</i>	501c3 public charity/IRC 509a1	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00
\$10,000 00 2012						
Neighborhood Funders Group 1201 Connecticut Avenue NW Third Floor Washington, DC 20036 <i>to support 2012 membership dues and general operations</i>	501c3 public charity/IRC 509a1	\$0 00	\$5,000 00	\$0 00	\$5,000 00	\$0 00
\$5,000 00 2012						

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
New Community for Children						
1722 6th Street NW	501c3 public charity/IRC	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00
Washington, DC 20001	509a1					
<i>to support out-of-school activities for youth</i>						
\$10,000.00						
2012						
New Community for Children						
1722 6th Street NW	501c3 public charity/IRC	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00
Washington, DC 20001	509a1					
<i>to support implementation of the Benevon</i>						
<i>fundraising model to increase gifts from</i>						
<i>individual donors</i>						
\$10,000 00						
2012						
New Schools Fund						
1638 R Street NW	501c3 public charity/IRC	\$0 00	\$500,000 00	\$0 00	\$0 00	\$500,000 00
Suite 300	509a1					
Washington, DC 20009						
<i>to support general operations of the DC</i>						
<i>Schools Fund over five years beginning in</i>						
2013						
\$500,000 00						
2012						
Nonprofit Information Networking						
Association	501c3 public charity/IRC	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00
112 Water Street	509a1					
Suite 400						
Boston, MA 02109						
<i>to support the Nonprofit Quarterly's issue</i>						
<i>on governance</i>						
\$10,000 00						
2012						

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Nonprofit Roundtable of Greater Washington	501c3 public charity/IRC 509a1	\$0 00	\$75,000 00	\$0 00	\$75,000 00	\$0 00
1201 15th Street NW Suite 420 Washington, DC 20005 <i>to support general operations</i>						
\$75,000 00 2012						
Nonprofit Roundtable of Greater Washington	501c3 public charity/IRC 509a1	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00
1201 15th Street NW Suite 420 Washington, DC 20005 <i>to support general operations in honor of Maria Gomez's leadership on the Meyer Foundation board</i>						
\$10,000 00 2012						
Nonprofit Roundtable of Greater Washington	501c3 public charity/IRC 509a1	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00
1201 15th Street NW Suite 420 Washington, DC 20005 <i>to support executive transition</i>						
\$10,000 00 2012						
Northern Virginia Affordable Housing Alliance	501c3 public charity/IRC 509a1	\$0 00	\$20,000 00	\$0 00	\$20,000 00	\$0 00
691 West Glebe Road Alexandria, VA 22305 <i>to support general operations</i>						
\$20,000 00 2012						

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Northern Virginia Community College Educational Foundation 7630 Little River Turnpike Suite 817 Annandale, VA 22003 to support the NOVA Adult Career Pathways Initiative \$40,000 00 2012	501c3 public charity/IRC 509a1	\$0 00	\$40,000 00	\$0 00	\$40,000 00	\$0 00
Northern Virginia Family Service 10455 White Granite Drive Suite 100 Oakton, VA 22124 to support the Training Futures program \$30,000 00 2012	501c3 public charity/IRC 509a1	\$0 00	\$30,000 00	\$0 00	\$30,000 00	\$0 00
Our Place DC 1518 K Street NW Mezzanine Level Washington, DC 20005 to support expansion of its employment services staff \$30,000 00 2012	501c3 public charity/IRC 509a1	\$0 00	\$30,000 00	\$0 00	\$30,000 00	\$0 00
Pathways to Housing DC 101 Q Street NE Suite G Washington, DC 20002 to support general operations \$25,000 00 2012	501c3 public charity/IRC 509a1	\$0 00	\$25,000 00	\$0 00	\$25,000 00	\$0 00

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Patricia M. Sitar Center for the Arts 1700 Kalorama Road NW Suite 101 Washington, DC 20009 <i>to support strategic planning</i> 2012	501c3 public charity/IRC 509a1	\$0 00	\$15,000 00	\$0 00	\$15,000 00	\$0 00
Patricia M. Sitar Center for the Arts 1700 Kalorama Road NW Suite 101 Washington, DC 20009 <i>to support general operations</i> 2012	501c3 public charity/IRC 509a1	\$0 00	\$30,000 00	\$0 00	\$30,000 00	\$0 00
Posse Foundation 1319 F Street NW Suite 604 Washington, DC 20006 <i>to support general operations of Posse DC</i> 2012	501c3 public charity/IRC 509a1	\$0 00	\$30,000 00	\$0 00	\$30,000 00	\$0 00
Primary Care Coalition of Montgomery County MD 8757 Georgia Avenue Silver Spring, MD 20895 <i>to support general operations</i> 2012	501c3 public charity/IRC 509a1	\$0 00	\$45,000 00	\$0 00	\$45,000 00	\$0 00

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Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance	Newly Allocated	Amended	Amount Paid	Ending Balance
		2012	2012	2012	2012	2012
Prince George's Child Resource Center	501c3 public charity/IRC	\$0 00	\$30,000 00	\$0 00	\$30,000 00	\$0 00
9475 Lottsford Road	509a1					
Suite 202						
Largo, MD 20774						
<i>to support general operations</i>						
\$30,000 00						
2012						
ProInspire	501c3 public charity/IRC	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00
1305 North Taylor Street	509a1					
Suite 100						
Arlington, VA 22201						
<i>to support general operations</i>						
\$10,000 00						
2012						
Public Allies	501c3 public charity/IRC	\$0 00	\$15,000 00	\$0 00	\$15,000 00	\$0 00
1029 Vermont Avenue NW	509a1					
Suite 1000						
Washington, DC 20005						
<i>to support general operations of Public Allies DC</i>						
\$15,000 00						
2012						
Reach for College	501c3 public charity/IRC	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00
700 12th Street NW	509a1					
Suite 700						
Washington, DC 20005						
<i>to support general operations</i>						
\$10,000.00						
2012						

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Reading Partners 600 New Hampshire Avenue NW Washington, DC 20037 <i>to support general operations of the Washington DC program</i> \$10,000 00 2012	501c3 public charity/IRC 509a1	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00
Recreation Wish List Committee of Washington, DC 701 Mississippi Avenue SE Washington, DC 20032 <i>to support general operations</i> \$30,000 00 2012	501c3 public charity/IRC 509a1	\$0 00	\$30,000 00	\$0 00	\$30,000 00	\$0 00
Restaurant Opportunities Centers Roc United 1850 M Street NW Suite 1100 Washington, DC 20036 <i>to support the job training program</i> \$20,000 00 2012	501c3 public charity/IRC 509a1	\$0 00	\$20,000 00	\$0 00	\$20,000 00	\$0 00
Share Our Strength 1730 M Street NW Suite 700 Washington, DC 20036 <i>to support general operations in memory of former Meyer Foundation board member Harry C. McPherson Jr</i> \$1,000 00 2012	501c3 public charity/IRC 509a1	\$0 00	\$1,000 00	\$0 00	\$1,000 00	\$0 00

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Sexual Minority Youth Assistance League	501c3 public charity/IRC					
410 7th Street SE	509a1	\$0 00	\$30,000 00	\$0 00	\$30,000 00	\$0 00
Washington, DC 20003						
<i>to support general operations</i>						
\$30,000 00						
2012						
So Others Might Eat	501c3 public charity/IRC					
71 O Street NW	509a1	\$0 00	\$30,000 00	\$0 00	\$30,000 00	\$0 00
Washington, DC 20001						
<i>to support the Center for Employment</i>						
<i>Training</i>						
\$30,000 00						
2012						
Southeast Ministry	501c3 public charity/IRC					
212 East Capitol Street NE	509a1	\$0 00	\$50,000 00	\$0 00	\$50,000 00	\$0 00
Washington, DC 20003						
<i>to support general operations and a new</i>						
<i>staff teaching position</i>						
\$50,000 00						
2012						
St. Ann's Center for Children, Youth and Families	501c3 public charity/IRC					
4901 Eastern Avenue	509a1	\$0 00	\$25,000 00	\$0 00	\$25,000 00	\$0 00
Hyattsville, MD 20782						
<i>to support the establishment of the</i>						
<i>Employment Opportunity Program</i>						
\$25,000 00						
2012						
Step Afrika USA	501c3 public charity/IRC					
1333 H Street, NE	509a1	\$0 00	\$20,000 00	\$0 00	\$20,000 00	\$0 00
Washington, DC 20002						
<i>to support general operations</i>						
\$20,000 00						
2012						

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Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Stone Soup Films Endowment 1070 Thomas Jefferson St NW Suite 202 Washington, DC 20007 <i>to support general operations</i> \$10,000 00 2012	501c3 public charity/IRC 509a1	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00
Streetwise Partners 1201 Connecticut Avenue NW 12th Floor Washington, DC 20036 <i>to support the Career Ventures program</i> \$15,000 00 2012	501c3 public charity/IRC 509a1	\$0 00	\$15,000 00	\$0 00	\$15,000 00	\$0 00
Tahirih Justice Center 6402 Arlington Boulevard Suite 300 Falls Church, VA 22042 <i>to support general operations in Washington, DC</i> \$20,000 00 2012	501c3 public charity/IRC 509a1	\$0 00	\$20,000 00	\$0 00	\$20,000 00	\$0 00
Tapfound Inc 1612 K Street, NW Suite 702 Washington, DC 20006 <i>to support a facilitated conversation among local capacity builders</i> \$1,250 00 2012	501c3 public charity/IRC 509a1	\$0 00	\$1,250 00	\$0 00	\$1,250 00	\$0 00

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Tapfound Inc						
1612 K Street, NW	501c3 public charity/IRC	\$0 00	\$30,000 00	\$0 00	\$30,000 00	\$0 00
Suite 702	509a1					
Washington, DC 20006						
<i>to support service grants and Taproot's</i>						
<i>Washington, DC office</i>						
\$30,000 00						
2012						
Tapfound Inc						
1612 K Street, NW	501c3 public charity/IRC	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00
Suite 702	509a1					
Washington, DC 20006						
<i>to support general operations in the</i>						
<i>National Capital region</i>						
\$10,000 00						
2012						
Teaching for Change						
PO Box 73038	501c3 public charity/IRC	\$0 00	\$15,000 00	\$0 00	\$15,000 00	\$0 00
Washington, DC 20056	509a1					
<i>to support general operations</i>						
\$15,000 00						
2012						
Thrive DC						
1525 Newton Street NW	501c3 public charity/IRC	\$0 00	\$20,000 00	\$0 00	\$20,000 00	\$0 00
Suite G-1	509a1					
Washington, DC 20010						
<i>to support the Real Opportunity</i>						
<i>Employment Training program</i>						
\$20,000 00						
2012						

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance	Newly Allocated	Amended	Amount Paid	Ending Balance
		2012	2012	2012	2012	2012
Transitional Housing Corporation	501c3 public charity/IRC					
5101 16th Street NW		\$0 00	\$25,000 00	\$0 00	\$25,000 00	\$0 00
Washington, DC 20011	509a2					
<i>to support general operations</i>						
2012						
Turnaround for Children	501c3 public charity/IRC					
25 West 45th Street		\$0 00	\$20,000 00	\$0 00	\$20,000 00	\$0 00
6th floor	509a1					
New York, NY 10036						
<i>to support the Washington, DC program</i>						
2012						
Turning the Page	501c3 public charity/IRC					
1625 K Street NW		\$0 00	\$25,000 00	\$0 00	\$25,000 00	\$0 00
Suite 102	509a1					
Washington, DC 20006						
<i>to support general operations</i>						
2012						
United Community Ministries	501c3 public charity/IRC					
7511 Fordson Road		\$0 00	\$20,000 00	\$0 00	\$20,000 00	\$0 00
Alexandria, VA 22306	509a1					
<i>to support the Workforce Development Center</i>						
2012						
Urban Alliance Foundation	501c3 public charity/IRC					
2030 Q Street NW		\$0 00	\$50,000 00	\$0 00	\$50,000 00	\$0 00
Washington, DC 20009	509a1					
<i>to support general operations</i>						
2012						

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance	Newly Allocated	Amended	Amount Paid	Ending Balance
		2012	2012	2012	2012	2012
Urban Institute	501c3 public charity/IRC					
2100 M Street, NW	509a2	\$0.00	\$10,000 00	\$0 00	\$10,000 00	\$0 00
Washington, DC 20037						
<i>to support the DC Preservation Catalog</i>						
\$10,000 00						
2012						
Virginians Organized for Interfaith Community Engagement of Northern Virginia	501c3 public charity/IRC					
c/o UUCA	509a1	\$0 00	\$30,000 00	\$0 00	\$30,000 00	\$0 00
4444 Arlington Boulevard						
Arlington, VA 22204						
<i>to support general operations</i>						
\$30,000 00						
2012						
Voices for Virginia's Children	501c3 public charity/IRC					
701 East Franklin Street	509a1	\$0 00	\$30,000 00	\$0 00	\$30,000 00	\$0 00
Suite 807						
Richmond, VA 23219						
<i>to support general operations</i>						
\$30,000 00						
2012						
Washington Area Women's Foundation	501c3 public charity/IRC					
1331 H Street NW	509a1	\$0 00	\$50,000 00	\$0 00	\$50,000 00	\$0 00
Suite 1000						
Washington, DC 20005						
<i>to support the Early Care and Education Funders Collaborative</i>						
\$50,000 00						
2012						

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Washington Area Women's Foundation 1331 H Street NW Suite 1000 Washington, DC 20005 <i>to support general operations</i> \$25,000 00 2012	501c3 public charity/IRC 509a1	\$0 00	\$25,000 00	\$0 00	\$25,000 00	\$0 00
Washington Ballet 3515 Wisconsin Ave, NW Washington, DC 20016 <i>to support the community engagement programs over three years</i> \$45,000 00 2011	501c3 public charity/IRC 509a2	\$25,000 00	\$0 00	\$0 00	\$15,000 00	\$10,000 00
Washington DC Alumnae Foundation Delta Sigma Theta PO Box 60526 Washington, DC 20039 <i>to support the Eva B. Speight Scholarship Fund</i> \$1,000 00 2012	501c3 public charity/IRC 509a2	\$0 00	\$1,000 00	\$0 00	\$1,000 00	\$0 00
Washington Interfaith Network 1226 Vermont Avenue NW Washington, DC 20005 <i>to support general operations</i> \$30,000 00 2012	501c3 public charity/IRC 509a1	\$0 00	\$30,000 00	\$0 00	\$30,000 00	\$0 00

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Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Washington Lawyers' Committee for Civil Rights and Urban Affairs 11 Dupont Circle NW Suite 400 Washington, DC 20036 to support the Immigrant and Refugee Rights Project \$15,000 00 2012	501c3 public charity/IRC 509a1	\$0 00	\$15,000 00	\$0 00	\$15,000 00	\$0 00
Washington Legal Clinic for the Homeless True Reformer Building 1200 U Street NW Third Floor Washington, DC 20009 to support the Fair Budget Coalition \$20,000 00 2012	501c3 public charity/IRC 509a1	\$0 00	\$20,000 00	\$0 00	\$20,000 00	\$0 00
Washington Legal Clinic for the Homeless True Reformer Building 1200 U Street NW Third Floor Washington, DC 20009 to support general operations \$30,000 00 2012	501c3 public charity/IRC 509a1	\$0 00	\$30,000 00	\$0 00	\$30,000 00	\$0 00
Washington Legal Clinic for the Homeless True Reformer Building 1200 U Street NW Third Floor Washington, DC 20009 to support general operations in honor of Maria Gomez's leadership on the Meyer Foundation board \$10,000 00 2012	501c3 public charity/IRC 509a1	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Washington Parks and People 2437 15th Street NW Washington, DC 20009 to support general operations \$25,000 00 2012	501c3 public charity/IRC 509a1	\$0 00	\$25,000 00	\$0 00	\$12,500 00	\$12,500 00
Washington Regional Association of Grantmakers 1400 16th Street NW Suite 740 Washington, DC 20036 to support the Washington AIDS Partnership's general operations \$50,000 00 2012	501c3 public charity/IRC 509a1	\$0 00	\$50,000 00	\$0 00	\$50,000 00	\$0 00
Washington Regional Association of Grantmakers 1400 16th Street NW Suite 740 Washington, DC 20036 to support 2012 membership dues, the 2012 annual meeting, and general operations \$70,000 00 2012	501c3 public charity/IRC 509a1	\$0 00	\$70,000 00	\$0 00	\$70,000 00	\$0 00
Washington Regional Association of Grantmakers 1400 16th Street NW Suite 740 Washington, DC 20036 to support the Washington AIDS Partnership's youth service program \$15,000 00 2012	501c3 public charity/IRC 509a1	\$0 00	\$15,000 00	\$0 00	\$15,000 00	\$0 00

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Words Beats and Life						
1525 Newton St NW	501c3 public charity/IRC	\$0 00	\$30,000 00	\$0 00	\$30,000 00	\$0 00
Washington, DC 20010	509a1					
<i>to support general operations</i>						
\$30,000 00						
2012						
World Arts Focus						
c/o Joe's Movement Emporium	501c3 public charity/IRC	\$45,000 00	\$0 00	\$0 00	\$25,000 00	\$20,000 00
3309 Bunker Hill Road	509a2					
Mt Rainier, MD 20712						
<i>to support general operations over three</i>						
<i>years</i>						
\$75,000 00						
2011						
Young Nonprofit Professionals Network of						
Washington DC	501c3 public charity/IRC	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00
1666 K Street NW	509a1					
Suite 440						
Washington, DC 20006						
<i>to support general operations</i>						
\$10,000 00						
2012						
Young Playwrights' Theater						
2437 15th Street NW	501c3 public charity/IRC	\$0 00	\$30,000 00	\$0 00	\$30,000 00	\$0 00
Washington, DC 20009	509a1					
<i>to support general operations</i>						
\$30,000 00						
2012						

Fiscal Year 2012

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Young Women's Project 1328 Florida Avenue NW Suite 2000 Washington, DC 20009 <i>to support strategic planning and executive coaching</i>	501c3 public charity/IRC 509a1	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00
2012						
Young Women's Project 1328 Florida Avenue NW Suite 2000 Washington, DC 20009 <i>to support general operations</i>	501c3 public charity/IRC 509a1	\$0 00	\$30,000 00	\$0 00	\$30,000 00	\$0 00
2012						
Youth Professional Development 9500 Annapolis Road Suite C-3 Lanham, MD 20706 <i>to support general operations</i>	501c3 public charity/IRC 509a1	\$0 00	\$30,000 00	\$0 00	\$30,000 00	\$0 00
2012						
Grand Totals (241 items)		\$800,000 00	\$6,290,470 00	\$0 00	\$5,992,970 00	\$1,097,500 00
GRANTS PAID DURING THE YEAR (TO PART XV, LINE 3A & PART I, LINE 25, COLUMN (D))						59

ENDING BALANCE PER ABOVE	\$1,097,500
LESS GRANT APPROVED IN PRIOR YEAR (S255,000)	(\$255,000)
GRANTS APPROVED DURING THE YEAR (TO PART XV, LINE 3B)	\$ 842,500

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No. 1545-1709

► **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 ☒
- 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.	Employer identification number (EIN) or
	MEYER FOUNDATION	53-0241716
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	1250 CONNECTICUT AVENUE NW, SUITE 800	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	WASHINGTON, DC 20036	

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-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 ORGANIZATION

Telephone No. ► 202-483-8294

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 AUGUST 15, 20 13, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☒ calendar year 20 12 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	\$	265,846
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	\$	265,846
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.00

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)

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒

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 or other filer, see instructions	Employer identification number (EIN) or
	MEYER FOUNDATION	53-0241716
	Number, street, and room or suite no. If a P.O. box, see instructions	Social security number (SSN)
	1250 CONNECTICUT AVENUE NW, SUITE 800	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	WASHINGTON, DC 20036	

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 ORGANIZATION**

Telephone No. **202-483-8294**

FAX No.

• If the organization does not have an office or place of business in the United States, check this box ☐

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **NOVEMBER 15**, 20 **13**.

5 For calendar year **2012**, or other tax year beginning **20**, and ending **20**.

6 If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return

☐ Change in accounting period

7 State in detail why you need the extension **AWAITING INFORMATION FROM THIRD PARTIES WHICH IS NECESSARY TO PREPARE A COMPLETE AND ACCURATE RETURN.**

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	265,846
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	\$	265,846
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	\$	0.00

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 **TAX MANAGER**

Date **8-15-2013**