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Form 990-PF

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 07-01-2012 , and ending 06-30-2013

Name of foundation Commonweal Foundation Inc		A Employer identification number 23-7000192	
Number and street (or P O box number if mail is not delivered to street address) 10770 Columbia Pike No 150		B Telephone number (see instructions) (240) 450-0000	
City or town, state, and ZIP code Silver Spring, MD 20901		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 220,581,715		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)	13,996,769			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	17,259	17,259	17,259	
	4 Dividends and interest from securities.	30,898,713	30,898,713	30,898,713	
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	2,751,824			
	b Gross sales price for all assets on line 6a _____ 17,371,875				
	7 Capital gain net income (from Part IV , line 2)		9,462,608		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	92,636	92,636	92,636	
	12 Total. Add lines 1 through 11	47,757,201	40,471,216	31,008,608	
	13 Compensation of officers, directors, trustees, etc	633,105	73,452	73,452	559,652
	14 Other employee salaries and wages	3,698,418	46,565	46,565	3,624,711
	15 Pension plans, employee benefits	747,499	23,790	23,790	777,638
	16a Legal fees (attach schedule)	19,937	0	0	27,422
	b Accounting fees (attach schedule)	78,114	0	0	59,721
	c Other professional fees (attach schedule)	522,693	12,090	12,090	426,239
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	673,800	0	0	900,000
	19 Depreciation (attach schedule) and depletion	52,212	0	0	
	20 Occupancy	247,908	0	0	117,868
	21 Travel, conferences, and meetings	373,338	7,454	7,454	382,464
	22 Printing and publications	8,720	0	0	6,345
	23 Other expenses (attach schedule)	2,715,018	126,729	126,729	3,321,889
	24 Total operating and administrative expenses. Add lines 13 through 23	9,770,762	290,080	290,080	10,203,949
	25 Contributions, gifts, grants paid	5,217,852			5,480,108
	26 Total expenses and disbursements. Add lines 24 and 25	14,988,614	290,080	290,080	15,684,057
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	32,768,587			
	b Net investment income (if negative, enter -0-)		40,181,136		
	c Adjusted net income (if negative, enter -0-)			30,718,528	

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	1Cash—non-interest-bearing	428,203	7,443,996	7,443,996
	2Savings and temporary cash investments	25,798,148	63,285,598	63,285,598
	3Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5Grants receivable			
	6Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8Inventories for sale or use			
	9Prepaid expenses and deferred charges	122,325	219,720	219,720
	10aInvestments—U S and state government obligations (attach schedule)			
	bInvestments—corporate stock (attach schedule)	118,442,665	 107,186,209	107,186,209
	cInvestments—corporate bonds (attach schedule).	3,317,610	 2,230,110	2,230,110
	11Investments—land, buildings, and equipment basis ▶ _____ 874,057 Less accumulated depreciation (attach schedule) ▶ _____	874,057	 874,057	874,057
	12Investments—mortgage loans			
	13Investments—other (attach schedule)	37,642,548	 38,218,899	38,218,899
	14Land, buildings, and equipment basis ▶ _____ 810,085 Less accumulated depreciation (attach schedule) ▶ _____ 442,670	250,461	 367,415	367,415
	15Other assets (describe ▶ _____)	 771,556	 755,711	 755,711
	16Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	187,647,573	220,581,715	220,581,715
Liabilities	17Accounts payable and accrued expenses	1,623,045	1,050,869	
	18Grants payable	6,077,061	5,814,806	
	19Deferred revenue			
	20Loans from officers, directors, trustees, and other disqualified persons			
	21Mortgages and other notes payable (attach schedule)			
	22Other liabilities (describe ▶ _____)	 1,854,177	 1,725,325	
	23Total liabilities (add lines 17 through 22)	9,554,283	8,591,000	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.			
	24Unrestricted	102,624,293	123,113,451	
	25Temporarily restricted	65,468,997	88,877,264	
	26Permanently restricted	10,000,000	0	
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27Capital stock, trust principal, or current funds			
	28Paid-in or capital surplus, or land, bldg , and equipment fund			
	29Retained earnings, accumulated income, endowment, or other funds			
	30Total net assets or fund balances (see page 17 of the instructions)	178,093,290	211,990,715	
	31Total liabilities and net assets/fund balances (see page 17 of the instructions)	187,647,573	220,581,715	

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	178,093,290
2	Enter amount from Part I, line 27a	2	32,768,587
3	Other increases not included in line 2 (itemize) ▶ _____ 	3	1,128,838
4	Add lines 1, 2, and 3	4	211,990,715
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	211,990,715

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)
1 a	Publicly Traded Securities	P		
b	Short-Term Loss-Allen Global Ptnrs K-1	P		
c	Long-Term Loss-Allen Global Ptnrs K-1	P		
d	253300 shs Choice Hotels Intl Inc	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 7,781,915		7,639,534	142,381
b			-203,404
c			-58,539
d 9,589,960		7,790	9,582,170
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			142,381
b			-203,404
c			-58,539
d			9,582,170
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	9,462,608
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	-203,404

Part V

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	10,547,557	163,528,737	0 064500
2010	9,031,105	85,297,944	0 105877
2009	10,518,515	84,356,533	0 124691
2008	11,952,232	87,130,579	0 137176
2007	9,984,307	90,490,722	0 110335

2 Total of line 1, column (d).	2	0 542579
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 108516
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	202,742,739
5 Multiply line 4 by line 3.	5	22,000,831
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	401,811
7 Add lines 5 and 6.	7	22,402,642
8 Enter qualifying distributions from Part XII, line 4.	8	15,853,223

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

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

1a		Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1				
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)				
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	803,623	
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0	
3		Add lines 1 and 2.		3	803,623	
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	803,623	
6		Credits/Payments				
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,070,413		
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	1,070,413	
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	266,790	
11		Enter the amount of line 10 to be Credited to 2013 estimated tax	266,790	Refunded	11	0

Part VII-AStatements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ☐ www.cweal.org				
14	The books are in care of ☐ The Foundation Telephone no ☐ (240) 450-0000 Located at ☐ 10770 Columbia Pike Ste 150 Silver Spring MD ZIP +4 ☐ 20901			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year.	15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ☐				

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

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

Part VII-B

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

5a

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☒ Yes ☐ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b

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

5b

No

Organizations relying on a current notice regarding disaster assistance check here. ☒

c

If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

☐ Yes ☐ No

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

6a

Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b

Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

No

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

7a

At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b

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

7b

Part VIII

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

1

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				

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
Noel Bravo 10770 Columbia Pike Silver Spring, MD 20901	Sr Dir of Eval & M 40 00	137,675	18,019	0
Katarzyna Hlavaty 10770 Columbia Pike Silver Spring, MD 20901	Controller 40 00	121,040	17,057	0
Jane Parra 10770 Columbia Pike Silver Spring, MD 20901	Program Dir 40 00	130,662	6,996	0
Christopher Thorn 10770 Columbia Pike Silver Spring, MD 20901	IT Director 40 00	125,338	10,642	0
David Daniels 10770 Columbia Pike Silver Spring, MD 20901	Program Dir 40 00	110,341	16,555	0
Total number of other employees paid over \$50,000.				21

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
Chesapeake Coalition of Essential Schools PO Box 350 North East, MD 21901	Consulting	101,850
Brenda E McCartney 31 N 2nd Street Oakland, MD 21550	Consulting	68,400
Wedemeyer Consulting 9782 Athletic Way Gaithersburg, MD 208785376	Consulting	60,500
Trellon LLC CO Howard Park 1249 South Carolina Ave SE Washington, DC 20003	Database Systems	57,800
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 Under the Pathways to Success umbrella, the Boarding and Day School Programs (BDSP), consist of Student Support Services (SSS), School Enhancement Program (SEP), and Seventh-day Adventist Initiative (SDAI) SSS offers comprehensive direct services and grants to BDSP scholars and partner schools through scholarships and academic preparation, career and workforce preparation, civic and social engagement opportunities and mental wellness services. For the year ended June 30, 2013, a total of 607 students were awarded financial assistance under the SSS program.	3,768,728
2 Some BDSP partner schools do not have systems and faculty in place to meet the Foundation's requirements to provide appropriate services BDSP scholars. The Foundation offers School Enhancement Program (SEP) service contracts to help partner schools fully implement the BDSP. The purpose of the SEP is to provide qualifying BDSP partner schools training and technical assistance that equip them with the knowledge, skills and processes to improve student achievement. Since student achievement is closely linked to college and workforce readiness, SEP uses Continuous School Improvement (CSI) the Foundation's evidence-based program model. CSI is centered on building the capacity of partner schools to develop a vision with which to align all of their processes and continuously use data to evaluate whether the partner school's instructions, curriculum, assessment and processes improve learning outcomes for students.	785,109
3 Seventh-day Adventist Initiative (SDAI) offers comprehensive support to Seventh-day Adventist schools to build their organizational effectiveness in the areas of board governance, instruction, and curriculum, and, infrastructure and finance. Support for SDAI is provided through grants, service contracts, and technical assistance provided by Foundation staff. For the year ended June 30, 2013, a total of 1,202 students were served by schools funded through SDAI.	1,493,946
4 Also operating under the Pathways to Success umbrella, After School Programs (ASP) are designed to offer academic support to children living in underserved communities within the Washington, DC metropolitan area. Specifically, this program provides tutoring in reading, writing, and math to qualifying students in grades K-12. A signature component of the program is that student retain the books they read with their groups. For the year ended June 30, 2013, a total of 1,581 students were served by the ASP.	2,646,314

Part IX-B

Summary of Program-Related Investments (see instructions)

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

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	121,431,865
b	Average of monthly cash balances.	1b	58,508,542
c	Fair market value of all other assets (see instructions).	1c	25,889,785
d	Total (add lines 1a, b, and c).	1d	205,830,192
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 	1e	9,419,624
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	205,830,192
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	3,087,453
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	202,742,739
6	Minimum investment return. Enter 5% of line 5.	6	10,137,137

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

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	15,684,057
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	169,166
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	15,853,223
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	15,853,223
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1	Distributable amount for 2012 from Part XI, line 7			
2	Undistributed income, if any, as of the end of 2012			
a	Enter amount for 2011 only.			
b	Total for prior years 20____, 20____, 20____			
3	Excess distributions carryover, if any, to 2012			
a	From 2007.			
b	From 2008.			
c	From 2009.			
d	From 2010.			
e	From 2011.			
f	Total of lines 3a through e.			
4	Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ _____			
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.			
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).)			
6	Enter the net total of each column as indicated below:			
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5			
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			
10	Analysis of line 9			
a	Excess from 2008.			
b	Excess from 2009.			
c	Excess from 2010.			
d	Excess from 2011.			
e	Excess from 2012.			

Part XIV

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

1a

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

b

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

2a

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

Tax year	Prior 3 years				(e) Total
(a) 2012	(b) 2011	(c) 2010	(d) 2009		
10,137,137	4,419,593	3,777,818	1,650,561		19,985,109
8,616,566	3,756,654	3,211,145	1,402,977		16,987,343
15,853,223	10,547,557	9,031,105	10,535,021		45,966,906
5,480,108	2,251,169	526,067	367,172		8,624,516
10,373,115	8,296,388	8,505,038	10,167,849		37,342,390

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

0

(2)

Value of assets qualifying under section 4942(j)(3)(B)(i)

0

b

"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . .

6,758,091

5,450,958

2,843,265

2,811,885

17,864,199

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).

0

(2)

Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).

0

(3)

Largest amount of support from an exempt organization

0

(4)

Gross investment income

0

Part XV

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

1

Information Regarding Foundation Managers:

a

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

b

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

2

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

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

a

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

The Commonweal Foundation
10770 Columbia PikeSuite 150
Silver Spring,MD 20901
(240) 450-0000

b

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

The Commonweal Foundation requires applicants to complete an online grant application The application can be accessed at www.cweal.org If organizations are unable to complete the online application they should contact the Grants Department staff by emailing grants@cweal.org before applying Applicants must attach a list of Board of Directors that includes their corporate affiliations, current budget for entire organization and for specific project, the current 990 and recent independent audit report, and addresses for all current program site locations

c

Any submission deadlines

February 1 and August 1

d

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

The following guidelines help to direct the Foundation's funding decisions within the Community Assistance Grants Program The Foundation will only consider requests that address the education needs of disadvantaged children and youth We are particularly interested in helping organizations that implement strategies that foster partnership building We consider requests for General Operating and Project specific support Priority will be given to funding programs located in Washington, DC and Maryland The organization's Annual Operating Budget may not exceed \$2,500,000 All programs must have a 501 (c) (3) private /public non-profit tax exempt status with the IRS The maximum grant award under this program is \$50,000 Organizations may submit a proposal for only one deadline within a 12 month period Generally organizations that have received recent funding for 3 consecutive years must skip a year before re-applying

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

Form **990-PF** (2012)

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments. . . .					
3	Interest on savings and temporary cash investments			14	17,259	
4	Dividends and interest from securities. . . .			14	30,898,713	
5	Net rental income or (loss) from real estate					
a	Debt-financed property.					
b	Not debt-financed property.					
6	Net rental income or (loss) from personal property					
7	Other investment income.			14	92,636	
8	Gain or (loss) from sales of assets other than inventory			18	2,751,824	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory. .					
11	Other revenue a _____					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal. Add columns (b), (d), and (e). .		0		33,760,432	0
13	Total. Add line 12, columns (b), (d), and (e).			13	33,760,432	

[illegible]

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

[illegible]

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

b If "Yes," complete the following schedule

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

**Sign
Here**

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

*****	2013-11-24	*****	May the IRS discuss this return with the preparer shown below (see Instr.)? ☒ Yes ☐ No
Signature of officer or trustee	Date	Title	

May the IRS discuss this return with the preparer shown below (see instr. 2)? ☒ **Yes** ☐ **No**

**Paid
Preparer
Use
Only**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☒	PTIN P00639053
	Frank H Smith	Frank H Smith	2013-11-24		
	Firm's name ☐	Raffa PC		Firm's EIN ☐ 52-1511275	
		1899 L Street NW Suite 900			
	Firm's address ☐	Washington, DC 20036		Phone no (202) 822-5000	

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(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
Barbara Bainum	Chair/President/CEO 40 00	257,521	21,351	0
10770 Columbia Pike 150 Silver Spring, MD 20901				
Rozita Lagorce Green	Vice President/CSO 40 00	165,722	19,234	0
10770 Columbia Pike 150 Silver Spring, MD 20901				
Chnstopher Sharkey	Vice President/CFO 40 00	209,862	234,194	0
10770 Columbia Pike 150 Silver Spring, MD 20901				
Stewart Bainum	Vice Chair 1 00	0	0	0
10770 Columbia Pike 150 Silver Spring, MD 20901				
Bruce Bainum	Director 1 00	0	0	0
10770 Columbia Pike 150 Silver Spring, MD 20901				
Roberta Bainum	Director 1 00	0	0	0
10770 Columbia Pike 150 Silver Spring, MD 20901				
Alexander Froom	Director 1 00	0	0	0
10770 Columbia Pike 150 Silver Spring, MD 20901				
Charles A Ledsinger	Director 1 00	0	0	0
10770 Columbia Pike 150 Silver Spring, MD 20901				
James Mac Cutcheon	Director 1 00	0	0	0
10770 Columbia Pike 150 Silver Spring, MD 20901				
Bruce Haase	Director 1 00	0	0	0
10770 Columbia Pike 150 Silver Spring, MD 20901				
Scott Renschler	Director 1 00	0	0	0
10770 Columbia Pike 150 Silver Spring, MD 20901				
Steve Bumbaugh	Director 1 00	0	0	0
10770 Columbia Pike 150 silver Spring, MD 20901				
Chnstine Shreve	Audit Comm Chair 1 00	0	0	0
10770 Columbia Pike 150 Silver Spring, MD 20901				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
A Greater Washington 1825 K St NW Suite 450 Washington, DC 20006	None	501c3	General Operating/Mission	20,000
Access Art Inc 2446 Washington Blvd Baltimore, MD 21230	None	501c3	General Operating/Mission	10,000
Adventist Development & Relief Agency 12501 Old Columbia Pike Silver Spring, MD 20904	None	501c3	General Operating/Mission	308
Alumni Achievement Awards 7201 Shallowford Road Suite 200 Charranooga, TN 37421	None	501c3	General Operating/Mission	313,356
Alumni Achievement Awards 7201 Shallowford Rd Suite 200 Chattanooga, TN 37421	None	501c3	General Operating/Mission	1,250
American National Red Cross 2025 E St Washington, DC 20006	None	501c3	General Operating/Mission	2,000
Asian Aid USA LTD PO Box 2258 Collegedale, TN 37315	None	501c3	General Operating/Mission	5,205
Barnard College 3009 Broadway New York, NY 10027	None	501c3	General Operating/Mission	5,000
Barrie School 13500 Layhill Rd Silver Spring, MD 20906	None	501c3	General Operating/Mission	250
Beltsville Adventist School 4230 Ammendale Rd Beltsville, MD 20705	None	501c3	Data Collection and Analysis	10,500
Beltsville Seventh-Day Adventist Church 4200 Ammendale Rd Beltsville, MD 20705	None	501c3	General Operating/Mission	1,000
Benedictine Academy 840 N Broad Street Elizabeth, NJ 07208	None	501c3	Professional Development	2,889
Bethesda Chevy Chase Baseball 5420 Butler Rd Bethesda, MD 20816	None	501c3	General Operating/Mission	2,000
Black Student Fund 3636 16th St NW 4th Fl Washington, DC 200101146	None	501c3	General Operating/Mission	100
Boys & Girls Clubs of Metropolitan Baltimore 11 West Mount Vernon St Baltimore, MD 21201	None	501c3	General Operating/Mission	50,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Brainfood 1525 Newton St NW Washington, DC 20010	None	501c3	General Operating/Mission	13,695
CAMFED USA Foundation 465 California St Suite 626 San Francisco, CA 94104	None	501c3	General Operating/Mission	6,250
Camino de Paz School and Farm PO Box 669 Santa Cruz, NM 87567	None	501c3	General Operating/Mission	5,000
Campion Academy 300 42nd Street SW Loveland, CO 80537	None	501c3	Professional Development	3,939
Campion Academy 300 42nd St SW Loveland, CO 80537	None	501c3	Mission trip to Honduras	21,046
Celebrate Life Ministries 14900 Ridge Farm Ct Bowie, MD 20715	None	501c3	General Operating/Mission	1,000
Children's Hospital Foundation 111 Michigan Ave NW Washington, DC 20010	None	501c3	General Operating/Mission	5,000
Christo Rey Minneapolis 2924 4th Ave South Minneapolis, MN 55408	None	501c3	Professional Development	2,500
City Dance Ensemble Inc 1111 16th St NW Suite 300 Washington, DC 20036	None	501c3	General Operating/Mission	114,980
Class Act Arts Inc 8720 Georgia Ave Suite 303 Silver Spring, MD 20910	None	501c3	General Operating/Mission	99,824
College Bound Inc 128 M St NW Suite 220 Washington, DC 20001	None	501c3	General Operating/Mission	25,000
Collegiate Directions Inc 4833 Rugby Ave Suite 301 Bethesda, MD 20814	None	501c3	General Operating/Mission	5,000
Court Appointed Special Advocate - Montgomery County MD Inc 1010 Grandin Ave Suite B-3 Rockville, MD 20851	None	501c3	General Operating/Mission	20,000
Darien Historical Society Inc 45 Old Kings Highway N Darien, CT 06820	None	501c3	General Operating/Mission	500
DC SCORES 1224 M St NW Suite 200 Washington, DC 20005	None	501c3	General Operating/Mission	25,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Dickinson College P O Box 1773 Carlisle, PA 17013	None	501c3	General Operating/Mission	100
Dominion Church Of Washington DC 5335 1st PI NE Washington, DC 20011	None	501c3	General Operating/Mission	190
Don Bosco Cristo Rey High School 1010 Larch Ave Takoma Park, MD 20912	None	501c3	General Operating/Mission	25
DuPont Park Adventist School 3942 Alabama Ave SE Washington, DC 20020	None	501c3	Data Collection and Analysis	16,500
Elephant Sanctuary PO Box 393 270 East Main St Hohenwald, TN 38462	None	501c3	General Operating/Mission	500
Family Works 1501 N 45th St Seattle, WA 98103	None	501c3	General Operating/Mission	1,000
Farm Sanctuary Inc PO Box 150 Watkins Glen, NY 14891	None	501c3	General Operating/Mission	500
Fishing SchoolInc 4737 Meade St NE Washington, DC 20019	None	501c3	Tom Lewis Youth & Family Support	50,000
Fletcher Academy PO Box 5440 FletcherHendersonvill, NC 28732	None	501c3	General Operating/Mission	100,000
Fletcher Academy PO Box 5440 FletcherHendersonvill, NC 28732	None	501c3	Professional Development	4,094
Fox Swim Club II 448 W South St Frederick, MD 21701	None	501c3	General Operating/Mission	10,000
Fremond Community Therapy Project 3429 Fremont PI N Suite 319 Seattle, WA 98103	None	501c3	General Operating/Mission	5,000
Friends of the Urban Forest 1007 General Kennedy Ave Suite 1 San Francisco, CA 94129	None	501c3	General Operating/Mission	2,250
Friends of the Urban Forest 1007 General Kennedy Ave Suite 1 San Francisco, CA 94129	None	501c3	General Operating/Mission	2,500
George E Peters School 6303 Riggs Rd Hyattsville, MD 20783	None	501c3	Data Collection and Analysis	25,500

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
George Washington University 2100 M St NW Suite 310 Washington, DC 20052	None	501c3	General Operating/Mission	1,000
Georgia-Cumberland 397 Academy Dr SW Calhoun,GA 30701	None	501c3	Mission trip to Guatemala	19,635
Georgia-Cumberland 397 Academy Dr SW Calhoun,GA 30701	None	501c3	Professional Development	3,689
Gideon's Promise Inc 34 Peachtree St NW Suite 2460 Atlanta,GA 30303	None	501c3	General Operating/Mission	2,500
Global Fund For Children (GFC) 1101 14th St NW Suite 420 Washington, DC 20005	None	501c3	General Operating/Mission	34,150
Gondar Development & Cooperation Organization PO Box 53336 washington, DC 20009	None	501c3	General Operating/Mission	14,500
Heroes Helping HeroesInc 4900 Mercantile Rd 43574 Baltimore, MD 21236	None	501c3	General Operating/Mission	21,000
Homeless Children's Playtime Project 1525 Newton St NW Washington, DC 20010	None	501c3	General Operating/Mission	20,000
Homeless Prenatal Program Inc 2500 18th St San Francisco,CA 94110	None	501c3	General Operating/Mission	10,000
Hope House DC PO Box 60682 Washington, DC 20039	None	501c3	General Operating/Mission	3,250
Horizons Greater Washington Inc 3000 Cathedral Ave NW Washington, DC 20008	None	501c3	General Operating/Mission	3,000
Horizons Greater Washington Inc 3000 Cathedral Ave NW Washington, DC 20008	None	501c3	General Operating/Mission	12,500
Horton's Kids Inc 110 Maryland Ave NE Suite 207 Washington, DC 20002	None	501c3	General Operating/Mission	25,000
Jesuit Volunteer Corps 801 St Paul St Baltimore, MD 21202	None	501c3	General Operating/Mission	20
John Nevins Andrews 117 Elm St Takoma Park, MD 20912	None	501c3	Worthy Student Support	140,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Journey Through Hallowed Ground PO Box 77 Waterford, VA 20197	None	501c3	General Operating/Mission	5,000
Joy of Motion Dance Center 1333 H St NE Washington, DC 20002	None	501c3	General Operating/Mission	14,865
Kid Power Inc 755 8th St NW Washington, DC 20001	None	501c3	General Operating/Mission	25,000
La Casa De Las Madres 1663 Mission St Suite 225 San Francisco, CA 94103	None	501c3	General Operating/Mission	5,000
La Casa De Las Madres 1663 Mission St Suite 225 San Francisco, CA 94103	None	501c3	General Operating/Mission	6,250
Latin American Youth Center 1419 Columbia Rd NW Washington, DC 20009	None	501c3	General Operating/Mission	1,000
Latino Student Fund P O Box 5403 Washington, DC 20016	None	501c3	General Operating/Mission	25,000
Life Pieces to MasterpiecesInc 603 50th St NW Washington, DC 20019	None	501c3	General Operating/Mission	50,000
Little Lights Urban Ministries 760 7th St SE Washington, DC 20003	None	501c3	General Operating/Mission	25,000
Lowell School Inc 1640 Kalima Rd Washington, DC 20012	None	501c3	General Operating/Mission	1,000
MAHI International PO Box 338 Rancho Cucamonga, CA 91729	None	501c3	General Operating/Mission	10,000
MAHI International PO Box 338 Rancho Cucamonga, CA 91729	None	501c3	General Operating/Mission	6,250
Manna Food Center Inc 9311 Gaither Rd Gaithersburg, MD 20877	None	501c3	General Operating/Mission	2,500
Maranatha 900 Reserve Drive Suite 100 Roseville, CA 95678	None	501c3	Naples Adventist Church	438,842
Maranatha 900 Reserve Drive Suite 100 Roseville, CA 95678	None	501c3	EEC Buildings	1,054,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Memphis Brooks Museum of Art Inc 1934 Poplar Ave Memphis, TN 38104	None	501c3	General Operating/Mission	500
Mentoring Today 4302 Benning Rd NE 2 Washington, DC 20019	None	501c3	General Operating/Mission	30,000
Mockingbird Society 2100 24th Ave S Suite 240 Seattle, WA 98144	None	501c3	General Operating/Mission	1,000
Montrose Baptist Church 5100 Randolph Rd Rockville, MD 20852	None	501c3	General Operating/Mission	2,000
Mt Michael Benedictine School 22520 Mt Michael Rd Elkhoen, NE 68022	None	501c3	Mission Trip to Mexico	9,500
Mt Michael Benedictine School 22520 Mount Michael Rd Elkorn, NE 48238	None	501c3	Professional Development	3,439
Naples SDA Church 5050 Davis Blvd Naples, FL 34112	None	501c3	General Operating/Mission	314,468
National Indian Youth Leadership Project PO Box 2140 Gallup, NM 87301	None	501c3	General Operating/Mission	2,500
National Multiple Sclerosis Society 2701 Maitland Ctr Pkwy 100 Maitland, FL 32751	None	501c3	General Operating/Mission	1,250
National Organization of Concerned Black Men 1313 L St NW Suite 111 Washington, DC 20005	None	501c3	General Operating/Mission	25,000
New Community for Children Inc 1722 6th St NW Washington, DC 20001	None	501c3	General Operating/Mission	4,500
O Iney Adventist Prep School 4100 O Iney-Laytonsville Rd O Iney, MD 20832	None	501c3	Data Collection and Analysis	25,500
OPAL Community Land Trust PO Box 1133 Eastwound, WA 98245	None	501c3	General Operating/Mission	2,500
Open Arms Perinatal Services 2524 16th Ave South 207-A Seattle, WA 98144	None	501c3	General Operating/Mission	5,000
Orlando Union Rescue Mission 1521 West Washington St Orlando, FL 32805	None	501c3	General Operating/Mission	2,500

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Orlando Union Rescue Mission 1521 West Washington St Orlando, FL 32805	None	501c3	General Operating/Mission	1,250
Pacific Union College 1 Angwin Ave Angwin, CA 94508	None	501c3	General Operating/Mission	3,000
Pacific Union College 1 Angwin Ave Angwin, CA 94508	None	501c3	General Operating/Mission	1,500
Pacific Union College 1 Angwin Ave Angwin, CA 94508	None	501c3	General Operating/Mission	2,500
Pacific Union College Church PO Box 297 Angwin, CA 94508	None	501c3	General Operating/Mission	11,040
Pacific Union College Elementary School 135 Neilsen Ct Angwin, CA 94508	None	501c3	General Operating/Mission	5,000
Passion for Learning Inc 1210 Woodside Parkway Silver Spring, MD 20910	None	501c3	General Operating/Mission	36,727
Paul's Place Inc 1118 Ward St Baltimore, MD 21230	None	501c3	General Operating/Mission	25,000
Plymouth Housing Group (PHG) 2113 3rd Ave Seattle, WA 98121	None	501c3	General Operating/Mission	1,000
Positive Resource Center 875 Market St 10th Fl San Francisco, CA 94103	None	501c3	General Operating/Mission	4,000
Potomac Conference 606 Greenville Ave Staunton, VA 24401	None	501c3	Instructional Coaching K-8	32,000
Potomac Conference 606 Greenville Ave Staunton, VA 24401	None	501c3	Leadership Forum Participation	14,000
Potomac Conference 606 Greenville Ave Staunton, VA 24401	None	501c3	Strategic Planning	10,073
Potomac Conference 606 Greenville Ave Staunton, VA 24401	None	501c3	TA Cluster Renovation	1,131,818
Potomac Conference 606 Greenville Ave Staunton, VA 24401	None	501c3	Takoma Academy Chapel Renovation	153,005

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Powerful Voices 1620 18th Ave Suite 100 Seattle, WA 98122	None	501c3	General Operating/Mission	250
Pride Foundation 1122 E Pike St PMB 1001 Seattle, WA 98122	None	501c3	General Operating/Mission	6,250
Pride Foundation 1122 E Pike St PMB 1001 Seattle, WA 98122	None	501c3	General Operating/Mission	2,500
Pro Bono Counseling Project Inc 110 West Rd Suite 202 Baltimore, MD 21204	None	501c3	General Operating/Mission	10,000
Project Create 2401 Virginia Ave NW Washington, DC 20037	None	501c3	General Operating/Mission	9,100
Reach Education Inc 218 D St SE Washington, DC 20003	None	501c3	General Operating/Mission	15,000
Refugee Transitions 870 Market St Suite 718 San Francisco, CA 94102	None	501c3	General Operating/Mission	9,000
Refugee Transitions 870 Market St Suite 718 San Francisco, CA 94102	None	501c3	General Operating/Mission	6,250
Refugee Transitions 870 Market St Suite 718 San Francisco, CA 94102	None	501c3	General Operating/Mission	2,500
Rio Lindo 3200 Rio Lindo Ave Healdsburg, CA 95448	None	501c3	Mission Trip to Peru	23,382
Sacred Place Community Church 7371 Old Alexandria Ferry Rd Clinton, MD 20735	None	501c3	General Operating/Mission	1,000
Saint Joseph's Indian School 1301 N Main St Chamberlain, SD 57325	None	501c3	General Operating/Mission	275
St Martin De Porres 6111 Lausche Ave Cleavland, OH 44103	None	501c3	Professional Development	3,189
San Miguel Middle School 7705 Georgia Ave NW Washington, DC 20012	None	501c3	General Operating/Mission	25,000
Sanctuary for Families Inc PO Box 1406 Wall Street Station New York, NY 10268	None	501c3	General Operating/Mission	2,500

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Sandy Spring Friends School 16923 Norwood Rd Sandy Spring, MD 20860	None	501c3	General Operating/Mission	1,000
Seattle Tilth Association Inc 4649 Sunnyside Ave N Suite 100 Seattle, WA 98103	None	501c3	General Operating/Mission	1,000
Servants of the Lord & The Virgin of Matara 28 15th St SE Washington, DC 20003	None	501c3	General Operating/Mission	150
Sharon Bible Fellowship 6117 Seabrook Road Lanham, MD 20706	None	501c3	General Operating/Mission	1,000
Shaw Community Ministry Inc 1726 7th St NW Washington, DC 20001	None	501c3	General Operating/Mission	5,500
Shining Hope For Communities Inc 175 Varick S 6th Fl New York, NY 10014	None	501c3	General Operating/Mission	20,000
Sligo Adventist 8300 Carroll Ave Takoma Park, MD 20912	None	501c3	Worthy Student Support	60,000
Southern Adventist University PO Box 370 Collegedale, TN 373150370	None	501c3	General Operating/Mission	33,166
Spencerville Adventist Academy 2502 Spencerville Road Spencerville, MD 20868	None	501c3	General Operating/Mission	2,000
St Martin de Porres School 6111 Lausche Ave Cleavland, OH 44103	None	501c3	Mission Trip to New Orleans	8,437
St Martin de Porres School 6111 Lausche Ave Cleavland, OH 44103	None	501c3	Mission Trip to Weeling, West Virginia	2,780
Takoma Academy 8120 Carroll Ave Takoma Park, MD 20912	None	501c3	Remedial Education Summer Bridge Program	26,500
Takoma Adventist Academy 8120 Carroll Ave Takoma Park, MD 20912	None	501c3	General Operating/Mission	20,000
Talbot Hospice Foundation Inc 586 Cynwood Dr Easton, MD 21601	None	501c3	General Operating/Mission	5,000
Teach For America Inc 1411 K St NW 12th Fl Washington, DC 20005	None	501c3	General Operating/Mission	8,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Teen Feed 4740-B University Way NE Seattle, WA 98105	None	501c3	General Operating/Mission	1,000
The Community Foundation for Montgomery County 8720 Georgia Ave Suite 202 Silver Spring, MD 20910	None	501c3	General Operating/Mission	2,500
The Leukemia & Lymphoma Society 5845 Richmond Highway Suite 800 Alexandria, VA 22303	None	501c3	General Operating/Mission	250
The National Academies Summer 2012 Internship Grant 500 Fifth Street NW Washington, DC 20001	None	501c3	General Operating/Mission	40,800
Turning the Page 1010 Vermont Ave NW Suite 915 Washington, DC 20005	None	501c3	General Operating/Mission	1,000
Upper Columbia 3025 East Spangle-Waverly Rd Spangle, WA 99031	None	501c3	Professional Development	4,189
Upper Columbia Academy 3025 East Spangle-Waverly Rd Spangle, WA 99031	None	501c3	Cafeteria Renovation	25,000
Upper Seneca Baptist Church 23401 Davis Mill Road Germantown, MD 20876	None	501c3	General Operating/Mission	1,000
Wallingford Community Senior Center 4649 Sunnyside Ave N Suite 140 Seattle, WA 98103	None	501c3	General Operating/Mission	1,000
Washington Architectural Foundation 421 7th St NW Washington, DC 20004	None	501c3	General Operating/Mission	8,800
Washington Middle School for Girls 1901 Mississippi Ave SE Washington, DC 20020	None	501c3	General Operating/Mission	2,250
Washington Nationals Youth Baseball Academy 1500 South Capitol St SE Washington, DC 20003	None	501c3	General Operating/Mission	30,000
Women Organized to Make Abuse Nonexistent 333 Valencia St Suite 450 San Francisco, CA 94103	None	501c3	General Operating/Mission	2,500
Woodside United Methodist Church 8900 Georgia Ave Silver Spring MD 20901 Silver Spring, MD 20901	None	501c3	General Operating/Mission	322
World Arts Focus 3309 Bunker Hill Rd Mt Ranier, MD 20712	None	501c3	Joe's Movement Emporium	25,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
World Wide Word 24162 Rochester Ln Aldie, VA 20105	None	501c3	General Operating/Mission	12,500
World Wide Word 24162 Rochester Ln Aldie, VA 20105	None	501c3	General Operating/Mission	5,000
Wounded Warrior project Inc P O Box 78517 Topeka, KS 66675	None	501c3	General Operating/Mission	1,250
Young Playwright's Theater 2437 15th St NW 3rd Floor Washington, DC 20009	None	501c3	General Operating/Mission	150,746
Youth Professional Development Inc 9500 Annapolis Road Suite C3 Lanham, MD 20706	None	501c3	General Operating/Mission	22,000
Total  3a				5,480,108

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
b <i>Approved for future payment</i>				
Alexandria Seaport FoundationPO Box 25036 Alexandria, VA 22313	None	501c3	General Operating/Mission	15,000
Beacon House Community Ministry IncPO Box 29629 Washington, DC 20017	None	501c3	General Operating/Mission	15,000
Beacon House Community Ministry IncPO Box 29629 Washington, DC 20017	None	501c3	General Operating/Mission	3,333
Beltsville Adventist School4230 Ammendale Rd Beltsville, MD 20705	None	501c3	Data Collection and Analysis	3,500
Bowdoin College4100 College Station Brunswick, ME 04011	None	501c3	General Operating/Mission	62,500
Campion Academy300 42nd Street SW Loveland, CO 80537	None	501c3	Professional Development/Princeton Review	6,000
Chess Challenge in DC5185 MacArthur Blvd NWSuite 620 Washington, DC 20016	None	501c3	General Operating/Mission	10,000
Chillum Youth ProjectPO Box 57 Hyattsville, MD 20781	None	501c3	General Operating/Mission	11,500
Community School337 West 30th Street Baltimore, MD 21211	None	501c3	General Operating/Mission	12,500
Cristo Rey Jesuit HS Baltimore420 South Chester St Baltimore, MD 21231	None	501c3	Professional Development/Princeton Review	6,000
Cristo Rey Minneapolis2924 4th Ave South Minneapolis, MN 55408	None	501c3	Professional Development/Princeton Review	6,000
Critical Exposure Inc1816 12th St NW 3rd Fl Washington, DC 20009	None	501c3	General Operating/Mission	20,000
DC Creative Writing Workshop Inc601 Mississippi Ave SE Washington, DC 20032	None	501c3	General Operating/Mission	10,000
Don Bosco Cristo Rey Jesuit HSP O Box 56471 Washington, DC 20040	None	501c3	General Operating/Mission	16,500
DuPont Park Adventist School3942 Alabama Ave SE Washington, DC 20020	None	501c3	Data Collection and Analysis	5,500
Fishing SchoolInc4737 Meade St NE Washington, DC 20019	None	501c3	General Operating/Mission	7,000
Fletcher AcademyPO Box 5440 FletcherHendersonvill, NC 28732	None	501c3	Professional Development/Princeton Review	6,000
Free Minds Book Club & Writing Workshop2201 P St NW Washington, DC 20037	None	501c3	General Operating/Mission	15,000
George E Peters School6303 Riggs Rd Hyattsville, MD 20783	None	501c3	Data Collection and Analysis	8,500
Georgia Cumberland397 Academy Dr SW Calhoun, GA 30701	None	501c3	Professional Development/Princeton Review	6,000
Higher Achievement Program Inc317 8th St NE Washington, DC 20002	None	501c3	General Operating/Mission	250
Higher Achievement Program Inc317 8th St NE Washington, DC 20002	None	501c3	General Operating/Mission	875
Hope House DCPO Box 60682 Washington, DC 20039	None	501c3	General Operating/Mission	20,000
Hope House DCPO Box 60682 Washington, DC 20039	None	501c3	General Operating/Mission	2,500
Horizons Greater Washington Inc3000 Cathedral Avenue NW Washington, DC 20008	None	501c3	General Operating/Mission	25,000
Horizons Greater Washington Inc3000 Cathedral Ave NW Washington, DC 20008	None	501c3	General Operating/Mission	2,500
Liberty's Promise Inc1010 Pendleton St Alexandria, VA 223141837	None	501c3	General Operating/Mission	20,000
Live It Learn It (LILI)735 8th St SE Suite 300 Washington, DC 20003	None	501c3	General Operating/Mission	20,000
Loyola High School15325 Pinehurst Detroit, MI 48238	None	501c3	General Operating/Mission	28,200
Loyola High School15325 Pinehurst Detroit, MI 48238	None	501c3	Mission Trip to Deer Lodge, Tennessee	7,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
b <i>Approved for future payment</i>				
Loyola High School15325 Pinehurst Detroit, MI 48238	None	501c3	Professional Development/Princeton Review	6,000
Maranatha900 Reserve Drive Suite 100 Roseville, CA 95678	None	501c3	EEC Buildings	770,000
Maranatha900 Reserve Drive Suite 100 Roseville, CA 95678	None	501c3	Management,General and Fundraising Expenses	500,000
Potomac Conference606 Greenville Ave staunton, VA 24401	None	501c3	Olney Adventist Preparatory School	1,550,000
Maranatha900 Reserve Drive Suite 100 Roseville, CA 95678	None	501c3	EEC Building	1,600,000
Neighborhood Farm Initiative6808 Laurel St NW Washington, DC 20012	None	501c3	General Operating/Mission	2,500
New Community For Children Inc 1722 6th St NW Washington, DC 20001	None	501c3	General Operating/Mission	21,500
Olney Adventist Prep School4100 Olney-Laytonsville Rd Olney, MD 20832	None	501c3	Data Collection and Analysis	8,500
Potomac Conference606 Greenville Ave Staunton, VA 24401	None	501c3	Cluster Liaison Position	80,000
Potomac Conference606 Greenville Ave Staunton, VA 24401	None	501c3	Instructional Coaching K-8	4,000
Potomac Conference606 Greenville Ave Staunton, VA 24401	None	501c3	Math Specialist	80,000
Potomac Conference606 Greenville Ave Staunton, VA 24401	None	501c3	Strategic Planning	45,890
Potomac Conference606 Greenville Ave Staunton, VA 24401	None	501c3	TA Cluster Renovation	368,182
Professional Development & Training Center520 West Fayette St 4th Fl Baltimore, MD 21201	None	501c3	General Operating/Mission	20,000
ReSET (Retired ScientistsEngineers & Technicians)PO Box 9400 Washington, DC 20016	None	501c3	General Operating/Mission	10,000
Resources for Inner City Children 1431 Howard Road SE Washington, DC 20020	None	501c3	General Operating/Mission	15,000
Resources for Inner City Children 1431 Howard Road SE Washington, DC 20020	None	501c3	General Operating/Mission	5,000
Rio Lindo3200 Rio Lindo Ave Healdsburg, CA 95448	None	501c3	Professional Development/Princeton Review	6,000
St Martin De Porres6111 Lausche Ave Cleavland, OH 44103	None	501c3	Professional Development/Princeton Review	6,000
Shenandoah234 West Lee Highway New Market, VA 22844	None	501c3	Professional Development/Princeton Review	6,000
Shenandoah234 West Lee Highway New Market, VA 22844	None	501c3	Professional Development/Princeton Review	160,000
St Francis Neighborhood Center Corp 2405 Linden Ave Baltimore, MD 21217	None	501c3	General Operating/Mission	7,500
Takoma Academy8120 Carroll Avenue Takoma Park, MD 20912	None	501c3	General Operating/Mission	38,625
Takoma Academy8120 Carroll Avenue Takoma Park, MD 20912	None	501c3	Professional Development/Princeton Review	6,000
The George B Thomas Learning Academy7210 Hidden Creek Rd Bethesda, MD 20817	None	501c3	General Operating/Mission	1,000
The National Academies Summer 2013 Internship Grant500 Fifth Street NW Washington, DC 20001	None	501c3	General Operating/Mission	60,200
The Young Women's Project1328 Florida Ave NW Suite 2000 Washington, DC 20009	None	501c3	General Operating/Mission	10,000
Turning the Page1625 K St NW Suite 102 Washington, DC 20008	None	501c3	General Operating/Mission	20,000
Turning the Page1625 K St NW Suite 102 Washington, DC 20008	None	501c3	General Operating/Mission	2,500
Upper Columbia3025 East Spangle-Waverly Rd Spangle, WA 99031	None	501c3	Professional Development/Princeton Review	6,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
b <i>Approved for future payment</i>				
Washington Adventist University7600 Flower Avenue Takoma Park, MD 20912	None	501c3	Strategic Planning	2,500
Washington Architectural Foundation 421 7th St NW Washington, DC 20004	None	501c3	General Operating/Mission	15,000
Washington National Dream foundation 1500 S Capitol StSE Washington, DC 20003	None	501c3	General Operating/Mission	6,250
Washington Nationals Dream Foundation1500 S Capitol St SE Washington, DC 20003	None	501c3	General Operating/Mission	2,500
Total			3b	5,814,805

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors
▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2012

Name of the organization Commonweal Foundation Inc	Employer identification number 23-7000192
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Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)() (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer “No” on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization Commonweal Foundation Inc	Employer identification number 23-7000192
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Part I	Contributors (see instructions) Use duplicate copies of Part I if additional space is needed		
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u>	Roberta Bainum 10770 Columbia Pike 150 Silver Spring, MD 20901	\$ 1,000,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u>2</u>	Rose-Marie and Jack R Anderson Fnd 16475 Dallas Parkway 735 Addison, TX 75001	\$ 40,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u>3</u>	Stewart and Jane Bainum 10770 Columbia Pike 150 Silver Spring, MD 20901	\$ 12,800,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u> </u>	 	\$ 	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u> </u>	 	\$ 	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u> </u>	 	\$ 	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization Commonweal Foundation Inc	Employer identification number 23-7000192
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Part II	Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed		
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____

Name of organization Commonweal Foundation Inc	Employer identification number 23-7000192
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Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **\$1,000 or less** for the year (Enter this information once See instructions) ▶ \$

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee

TY 2012 Accounting Fees Schedule

Name: Commonweal Foundation Inc

EIN: 23-7000192

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Accounting	78,114	0	0	59,721

TY 2012 General Explanation Attachment**Name:** Commonweal Foundation Inc**EIN:** 23-7000192

Identifier	Return Reference	Explanation
Transactions qualifying for self-dealing exception	Form 990-PF, Part VIII-B	During the year ended June 30, 2013, the Foundation was involved in certain transactions which qualify under the self-dealing exceptions described in Treasury Regulation 53.4941(d)-3. During Fiscal year 2013, the Foundation paid \$28,518 for accounting professional services of Realty Investment Company, Inc., (Realty), a corporation controlled by the Principal Sponsors and their family. This is conducted under a cost sharing arrangement as allowed under current tax regulations.

Identifier	Return Reference	Explanation
Continued explanation of blockage reduction	Form 990-PF, Part X line 1e	An independent appraisal of the 3,000,000 shares donated to the Foundation in 2011 was performed as of June 22, 2011 and the appraiser opined that the adjustment applicable to the 3,000,000 shares of CHH was 7.5%. An updated independent appraisal was performed as of June 30, 2013, Commonwealth's fiscal year end in which the appraiser opined that the appropriate adjustment applicable to the remaining 2,441,000 shares of CHH owned as of that date was 9.7%. For the purpose of calculating the average monthly fair market value of CHH included in line 1a of Part X, the Foundation reduced the value of CHH by 9.7%.

TY 2012 Investments Corporate Bonds Schedule

Name: Commonweal Foundation Inc

EIN: 23-7000192

Name of Bond	End of Year Book Value	End of Year Fair Market Value
Corporate fixed income	2,230,110	2,230,110

TY 2012 Investments Corporate Stock Schedule

Name: Commonweal Foundation Inc

EIN: 23-7000192

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Choice Hotels International CHH stock	87,689,899	87,689,899
Preferred Stock	19,496,310	19,496,310

TY 2012 Investments - Land Schedule

Name: Commonweal Foundation Inc

EIN: 23-7000192

Category/ Item	Cost/Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Naples Land	874,057	0	874,057	874,057

TY 2012 Investments - Other Schedule**Name:** Commonweal Foundation Inc**EIN:** 23-7000192

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
Investment in limited partnership	FMV	26,632,740	26,632,740
Certificate of deposits	FMV	1,107,268	1,107,268
Mutual funds	FMV	10,478,891	10,478,891

TY 2012 Land, Etc. Schedule**Name:** Commonweal Foundation Inc**EIN:** 23-7000192

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Computer hardware	210,921	133,671	77,250	77,250
Furniture and equipment	88,272	63,337	24,935	24,935
Telephone system	30,004	5,358	24,646	24,646
Computer software	396,936	156,352	240,584	240,584
Office expansion	83,952	83,952	0	

TY 2012 Legal Fees Schedule

Name: Commonweal Foundation Inc

EIN: 23-7000192

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Legal	19,937	0	0	27,422

TY 2012 Other Assets Schedule

Name: Commonweal Foundation Inc

EIN: 23-7000192

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
Accrued interest/dividend receivable	731,556	618,363	618,363
Federal excise tax receivable	40,000	137,348	137,348

TY 2012 Other Expenses Schedule

Name: Commonweal Foundation Inc

EIN: 23-7000192

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Bank fees	18,588	18,588	18,588	0
Equipment and maintenance	21,239	0	0	26,744
Dues and subscription	36,271	0	0	72,146
Staff recruiting	51,202	0	0	52,391
Insurance	35,333	0	0	30,858
Office supplies	52,993	0	0	51,533
Postage and delivery	6,870	323	323	3,895
Student expenses	50,649	0	0	50,907
Telehpone	17,451	0	0	18,824
School Enhancement Contracts	33,097	0	0	551,001
Scholarships	2,386,642	0	0	2,565,763
Micellaneous	4,683	0	0	5,645
Allocated Corporate General and Admin	0	107,818	107,818	-107,818

TY 2012 Other Income Schedule

Name: Commonweal Foundation Inc

EIN: 23-7000192

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Non-Capital Gain(Loss) from Allen Global K-1	92,636	92,636	92,636

TY 2012 Other Increases Schedule

Name: Commonweal Foundation Inc

EIN: 23-7000192

Description	Amount
Unrealized gain on investments	1,128,838

TY 2012 Other Liabilities Schedule

Name: Commonweal Foundation Inc

EIN: 23-7000192

Description	Beginning of Year - Book Value	End of Year - Book Value
Deferred federal excise tax payable	1,854,177	1,725,325

TY 2012 Other Professional Fees Schedule

Name: Commonweal Foundation Inc

EIN: 23-7000192

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Other professional fees	522,693	12,090	12,090	426,239

TY 2012 Reduction Explanation Statement

Name: Commonweal Foundation Inc

EIN: 23-7000192

Explanation: In August 2011, the Foundation received a contribution of 3,000,000 shares representing over 5% of Choice Hotels International (CHH or Company), a public company traded on the New York Stock Exchange. The donors are affiliates of CHH and they and their descendants own 47% of the Company. Further, the Chairman of the Board of the Foundation and two Directors are affiliates of CHH by virtue of their ownership and one of the other Foundation Directors is an affiliate by virtue of being a CHH Director. Given these relationships and the size of the position that the Foundation owns in CHH, the Foundation has been treated as an affiliate and, thus, it is subject to Securities and Exchange Commission (SEC) restrictions on the timing and manner of selling its CHH stock including SEC Rule 144. (See Statement 26 for additional explanation.)

TY 2012 Taxes Schedule

Name: Commonweal Foundation Inc

EIN: 23-7000192

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Federal excise tax	673,800	0	0	900,000