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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 7/1/2012 , and ending 6/30/2013

Name of foundation WASHINGTON FORREST FOUNDATION		A Employer identification number 23-7002944
Number and street (or P O box number if mail is not delivered to street address) 2407 COLUMBIA PIKE, SUITE 200	Room/suite	B Telephone number (see instructions) (703) 920-2200
City or town, state, and ZIP code ARLINGTON VA 22204		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☒ Address change ☐ Name change		D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 16,462,513	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ☐ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	6,786	6,786		
4 Dividends and interest from securities	446,434	446,434		
5 a Gross rents				
b Net rental income or (loss)				
6 a Net gain or (loss) from sale of assets not on line 10	244,217			
b Gross sales price for all assets on line 6a 5,564,224				
7 Capital gain net income (from Part IV, line 2)		244,217		
8 Net short-term capital gain				
9 Income modifications				
10 a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	56,881	56,881		
12 Total. Add lines 1 through 11	754,318	754,318		
13 Compensation of officers, directors, trustees, etc.	55,801			55,801
14 Other employee salaries and wages				
15 Pension plans, employee benefits	446			446
16 a Legal fees (attach schedule)				
b Accounting fees (attach schedule)	2,250			2,250
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions)	11,227	970		3,939
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	141,532	121,573		19,959
24 Total operating and administrative expenses. Add lines 13 through 23	211,256	122,543		82,395
25 Contributions, gifts, grants paid	798,945			798,945
26 Total expenses and disbursements. Add lines 24 and 25	1,010,201	122,543		881,340
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-255,883			
b Net investment income (if negative, enter -0-)		631,775		
c Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions.

HTA

Form **990-PF** (2012)

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Operating and Administrative Expenses

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Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	1,644,461	617,796	617,796
	3 Accounts receivable			
	Less allowance for doubtful accounts			
	4 Pledges receivable			
	Less allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule)			
	Less allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	2,291		
	10 a Investments—U S and state government obligations (attach schedule)	789,538		
	b Investments—corporate stock (attach schedule)	3,498,255	4,689,297	6,314,136
	c Investments—corporate bonds (attach schedule)	4,197,672	2,093,788	2,403,259
Liabilities	11 Investments—land, buildings, and equipment basis			
	Less accumulated depreciation (attach schedule)			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	4,139,878	6,616,597	7,127,322
	14 Land, buildings, and equipment basis	1,123		
	Less accumulated depreciation (attach schedule)	1,123	1,123	
	15 Other assets (describe)			
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	14,273,218	14,018,601	16,462,513
	17 Accounts payable and accrued expenses		1,266	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)		1,266	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ☒			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	1,828,116	1,828,116	
	29 Retained earnings, accumulated income, endowment, or other funds	12,445,102	12,189,219	
	30 Total net assets or fund balances (see instructions)	14,273,218	14,017,335	
	31 Total liabilities and net assets/fund balances (see instructions)	14,273,218	14,018,601	

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	14,273,218
2 Enter amount from Part I, line 27a	2	-255,883
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	14,017,335
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	14,017,335

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 Capital Gains Distributions				
b STATEMENT ATTACHED		P	VARIOUS	VARIOUS
c STATEMENT ATTACHED		P	VARIOUS	VARIOUS
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 36,637			36,637	
b 1,556,658		1,351,590	205,068	
c 3,970,929		3,968,417	2,512	
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a			36,637	
b			205,068	
c			2,512	
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	244,217
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)			3	4,443
If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8				

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.

(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	918,278	15,621,935	0.058781
2010	842,201	15,870,847	0.053066
2009	773,606	15,365,892	0.050346
2008	799,485	14,810,608	0.053981
2007	821,323	17,092,989	0.048050
2 Total of line 1, column (d)			2 0.264224
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 0.052845
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 16,488,287
5 Multiply line 4 by line 3			5 871,324
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 6,318
7 Add lines 5 and 6			7 877,642
8 Enter qualifying distributions from Part XII, line 4			8 881,340
If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	6,318
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	6,318
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	6,318
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	5,052	
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	5,052	
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	1,266	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2013 estimated tax ☐ Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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
4 a 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?	N/A	
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	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ VA		
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	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

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? Website address ► N/A	13	X	
14	The books are in care of ► THE FOUNDATION Telephone no ► (703) 920-2200 Located at ► 2407 COLUMBIA PIKE, SUITE 200 ARLINGTON VA ZIP+4 ► 22204			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No
				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)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	N/A
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 ► 20 , 20 , 20 , 20		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	N/A
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	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

5a During the year did the foundation pay or incur any amount to			
(1) Carry on propaganda, 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)? Organizations relying on a current notice regarding disaster assistance check here	☐		5b N/A
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? If "Yes," attach the statement required by Regulations section 53.4945–5(d)	☐ Yes	☐ No	
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? If "Yes" to 6b, file Form 8870			6b X
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 N/A

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 Attached Statement				

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

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

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



Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

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

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 NONE	
2	
3	
4	

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a	Average monthly fair market value of securities	1a	13,589,787
b	Average of monthly cash balances	1b	1,687,071
c	Fair market value of all other assets (see instructions)	1c	1,462,520
d	Total (add lines 1a, b, and c)	1d	16,739,378
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	16,739,378
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	251,091
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	16,488,287
6	Minimum investment return. Enter 5% of line 5	6	824,414

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	824,414
2a	Tax on investment income for 2012 from Part VI, line 5	2a	6,318
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	6,318
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	818,096
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	818,096
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	818,096

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	881,340
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	881,340
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	6,318
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	875,022

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				818,096
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			430,789	
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 $\blacktriangleright$ \$ 881,340				
a Applied to 2011, but not more than line 2a			430,789	
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				450,551
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				367,545
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)

N/A

- 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)

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

Part XV **Supplementary Information (Complete this part only if the 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

ALLISON A ERDLE, SECRETARY 2407 COLUMBIA PIKE, SUITE 200 ARLINGTON, VA 22204 (703) 920-3688

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

GRANT APPLICATIONS ARE AVAILABLE FROM THE FOUNDATION

- c Any submission deadlines**

APPLICATIONS ARE CONSIDERED BY THE BOARD OF TRUSTEES FOUR TIMES ANNUALLY

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

PREFERENCE IS GIVEN TO PROGRAMS THAT BENEFIT THE NORTHERN VIRGINIA COMMUNITY

Part XV Supplementary Information (continued)**3** Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient		If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)					
a <i>Paid during the year</i> SEE ATTACHED LIST					798,945
Total					▶ 3a 798,945
b <i>Approved for future payment</i>					
Total					▶ 3b

Form **990-PF** (2012)

Part I, Line 11 (990-PF) - Other Income

		56,881	56,881
Description		Revenue and Expenses per Books	Net Investment Income
1	ORDINARY LOSS FROM PARTNERSHIP K-1	-16,100	-16,100
2	CAPITAL GAINS FROM PARTNERSHIP K-1	72,853	72,853
3	MISCELLANEOUS INVESTMENT INCOME	128	128

Part I, Line 11 (990-PF) - Other Income

	Adjusted Net Income
1	
2	
3	

Part I, Line 16b (990-PF) - Accounting Fees

		2,250		
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	WILLIAM A. OWENS, CPA	2,250		

Part I, Line 16b (990-PF) - Accounting Fees

	2,250
	Disbursements for Charitable Purposes (Cash Basis Only)
1	2,250

Part I, Line 18 (990-PF) - Taxes

		11,227	970	
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	Tax on investment income	6,318		
2	FOREIGN TAX ON DIVIDEND INCOME	970	970	
3	PAYROLL TAXES	3,914		
4	PERSONAL PROPERTY TAX	25		

Part I, Line 18 (990-PF) - Taxes

3,939

	Disbursements for Charitable Purposes
1.	
2	
3	3,914
4	25

Part I, Line 23 (990-PF) - Other Expenses

141,532

121,573

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	INSURANCE PREMIUMS	1,018		
2	ORGANIZATION DUES	1,245		
3	OFFICE SUPPLIES	542		
4	INVESTMENT MANAGEMENT FEES	121,533	121,533	
5	ADMINISTRATION SERVICE	10,972		
6	TELEPHONE	792		
7	COMPUTER MAINTENANCE & SERVICE	4,752		
8	MISCELLANEOUS INVESTMENT EXPENSES	40	40	
9	EQUIPMENT REPAIRS & SUPPLIES	638		

Part I, Line 23 (990-PF) - Other Expenses

19,959

	Disbursements for Charitable Purposes
1	1,018
2	1,245
3	542
4	
5	10,972
6	792
7	4,752
8	
9	638

Part II, Line 10b (990-PF) - Investments - Corporate Stock

		3,498,255		4,689,297		4,359,964		6,314,136
		Book Value		Book Value		FMV		FMV
		Beg of Year		End of Year		Beg of Year		End of Year
1	EQUITIES - #1579 STATEMENT ATTACHED	3,498,255		4,689,297		4,359,964		6,314,136
Description		Num Shares/ Face Value		Book Value		FMV		FMV

Part II, Line 10c (990-PF) - Investments - Corporate Bonds

		4,197,672		2,093,788		4,532,094
Description		Interest Rate	Maturity Date	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year
1	PRINCIPAL - STATEMENT ATTACHED			4,197,672	2,093,788	4,532,094
2	ACCRUED INTEREST					

Part II, Line 10c (990-PF) - Investments - Corporate Bonds

2,403,259	
	FMV
	End of Year
1	2,374,504
2	28,755

Part II, Line 13 (990-PF) - Investments - Other

Asset Description		Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1	#5451 MUTUAL FUNDS	AT COST	2,345,095	2,790,892	2,683,275
2	#1579 MUTUAL FUNDS	AT COST	550,010	2,421,334	2,702,184
3	#1579 EXCHANGE TRADED PRODUCTS	AT COST	243,091	267,829	279,343
4	PARTNERSHIP-CS STRATEGIC PB FEEDER	AT COST	1,001,682	806,542	1,059,880
5	PARTNERSHIP-GREENSPRING OPPORTUN	AT COST		330,000	402,640
			4,139,878	6,616,597	7,127,322

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

		Amount																			
Long Term CG Distributions		9,426																			
Short Term CG Distributions		27,211																			
Description of Property Sold		CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Ectress of FMV Over Adjusted Basis or Losses							
1	Capital Gains Distributions					36,637				36,637				36,637							
2	STATEMENT ATTACHED		P	VARIOUS	VARIOUS	1,566,668			1,351,590	205,068				205,068							
3	STATEMENT ATTACHED		P	VARIOUS	VARIOUS	3,970,929			3,968,417	2,512				2,512							

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

55,801													446
	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account	
1	DEBORAH G. LUCKESE		2407 COLUMBIA PIKE, SUITE 200	ARLINGTON	VA	22204		PRESIDENT (FORMER)	30.00	15,609	446	-	
2	LESLIE S. ARIAL		2407 COLUMBIA PIKE, SUITE 200	ARLINGTON	VA	22204		VICE PRES					
3	DAVID D. PEETE, JR.		2407 COLUMBIA PIKE, SUITE 200	ARLINGTON	VA	22204		SECRETARY					
4	RACHEL G. MIRAD		2407 COLUMBIA PIKE, SUITE 200	ARLINGTON	VA	22204		TREASURER					
5	ALLISON A. ERDLE		2407 COLUMBIA PIKE, SUITE 200	ARLINGTON	VA	22204		EXEC DIRECTOR (SECRETARY)	30.00	40,192			
6	BENJAMIN M. SMITH, JR.		2407 COLUMBIA PIKE, SUITE 200	ARLINGTON	VA	22204		TRUSTEE					
7	BENJAMIN C. GRAVETT		2407 COLUMBIA PIKE, SUITE 200	ARLINGTON	VA	22204		PRESIDENT					

Brokerage

Account Statement

Statement Period: 06/01/2013 - 06/30/2013

Portfolio Holdings (continued)

Quantity	Opening Date	Account Number	Activity Ending	Opening Balance	Closing Balance	Accrued Income	Income This Year	30-Day Yield	Current Yield
Cash, Money Funds, and Bank Deposits (continued)									
FDIC Insured Bank Deposits									
LIQUID INSURED DEPOSITS									
87,307.050	06/01/13	L55001579	06/28/13	279,111.90	87,307.05	0.50	25.06	N/A	N/A
Total FDIC Insured Bank Deposits				\$279,111.90	\$87,307.05	\$0.50	\$25.06		
Total Cash, Money Funds, and Bank Deposits				\$279,111.90	\$87,726.83	\$0.50	\$25.06		

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities 67.00% of Portfolio								
Common Stocks								
MICHAEL KORS HLDGS LTD SHS								
ISIN#VGG607541015								
CUSIP: G60754101								
Dividend Option: Cash								
1,000.000	05/14/12	40.2970	40,296.50	62.0200	62,020.00	21,723.50		
500.000	06/11/12	39.6180	19,808.75	62.0200	31,010.00	11,201.25		
500.000	10/02/12	52.5840	26,291.80	62.0200	31,010.00	4,718.20		
700.000	03/08/13	58.2840	40,798.80	62.0200	43,414.00	2,615.20		
300.000	03/11/13	57.7900	17,337.00	62.0200	18,606.00	1,269.00		
3,000.000	Total Covered		144,532.85		186,060.00	41,527.15		
3,000.000	Total		\$144,532.85		\$186,060.00	\$41,527.15	\$0.00	
AT&T INC COM								
CUSIP: 00206R102								
Dividend Option: Cash								
1,500.000	02/25/10	24.8080	37,212.45	35.4000	53,100.00	15,887.55	2,700.00	5.08%
1,500.000	03/29/10	26.5480	39,822.45	35.4000	53,100.00	13,277.55	2,700.00	5.08%
3,000.000	Total Noncovered		77,034.90		106,200.00	29,165.10	5,400.00	
3,000.000	Total		\$77,034.90		\$106,200.00	\$29,165.10	\$5,400.00	

Portfolio Holdings (continued)

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities (continued)								
Common Stocks (continued)								
ABBVIE INC COM								
CUSIP: 00287Y109			Security Identifier: ABBV					
Dividend Option: Cash								
2,000,000	01/14/13	34.0640	68,128.20	41.3400	82,680.00	14,551.80	3,200.00	3.87%
500,000	02/14/13	36.0780	18,039.00	41.3400	20,670.00	2,631.00	800.00	3.87%
2,500,000	Total Covered		86,167.20		103,350.00	17,182.80	4,000.00	
2,500,000	Total		\$86,167.20		\$103,350.00	\$17,182.80	\$4,000.00	
AMAZON COM INC								
CUSIP: 023135106			Security Identifier: AMZN					
Dividend Option: Cash								
500,000	07/23/10*	111.8490	55,924.55	277.6900	138,845.00	82,920.45		
500,000	Total Noncovered		55,924.55		138,845.00	82,920.45		
300,000	01/12/12	175.9970	52,799.13	277.6900	83,307.00	30,507.87		
300,000	Total Covered		52,799.13		83,307.00	30,507.87		
800,000	Total		\$108,723.68		\$222,152.00	\$113,428.32	\$0.00	
AMERICAN INTL GROUP INC COM NEW								
CUSIP: 026874784			Security Identifier: AIG					
Dividend Option: Cash								
1,000,000	03/08/13	39.5970	39,597.00	44.7000	44,700.00	5,103.00		
AMGEN INC COM								
CUSIP: 031162100			Security Identifier: AMGN					
Dividend Option: Cash								
750,000	05/22/13	105.8700	79,402.43	98.6600	73,995.00	-5,407.43	1,410.00	1.90%
750,000	06/18/13	100.0740	75,055.50	98.6600	73,995.00	-1,060.50	1,410.00	1.90%
1,500,000	Total Covered		154,457.93		147,990.00	-6,467.93	2,820.00	
1,500,000	Total		\$154,457.93		\$147,990.00	-\$6,467.93	\$2,820.00	
ANADARKO PETE CORP COM								
CUSIP: 032511107			Security Identifier: APC					
Dividend Option: Cash								
117,000	02/20/09*	35.6290	34,168.62	85.9300	10,053.81	5,885.19	42.12	0.41%
30,000	06/01/09*	49.9750	31,499.24	85.9300	2,577.90	1,078.66	10.80	0.41%
500,000	03/18/10*	72.4400	36,220.00	85.9300	42,965.00	6,745.00	180.00	0.41%
647,000	Total Noncovered		41,887.86		55,596.71	13,708.85	232.92	
647,000	Total		\$41,887.86		\$55,596.71	\$13,708.85	\$232.92	

Brokerage

Account Statement

Statement Period: 06/01/2013 - 06/30/2013

Portfolio Holdings (continued)

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities (continued)								
Common Stocks (continued)								
APPLE INC COM								
CUSIP: 037833100								
Dividend Option: Cash								
80,000	02/08/08*	122.1940	36,775.52	396.5300	31,722.40	21,946.88	976.00	3.07%
24,000	09/23/08*	131.3850	33,153.24	396.5300	9,516.72	6,363.48	292.80	3.07%
25,000	12/15/08*	93.4160	32,335.40	396.5300	9,913.25	7,577.85	305.00	3.07%
9,000	03/23/09*	105.1760	3946.58	396.5300	3,568.77	2,622.19	109.80	3.07%
20,000	06/01/09*	139.1200	32,782.39	396.5300	7,930.60	5,148.21	244.00	3.07%
32,000	10/08/09*	190.7700	36,104.64	396.5300	12,688.96	6,584.32	390.40	3.07%
200,000	03/22/10*	225.3380	45,067.62	396.5300	79,306.00	34,238.38	2,440.00	3.07%
390,000	Total Noncovered		70,165.39		154,646.70	84,481.31	4,758.00	
200,000	01/18/11	336.9180	67,383.62	396.5300	79,306.00	11,922.38	2,440.00	3.07%
410,000	10/26/12	593.2300	243,224.22	396.5300	162,577.30	-80,646.92	5,002.00	3.07%
100,000	01/14/13	503.4200	50,342.00	396.5300	39,653.00	-10,689.00	1,220.00	3.07%
710,000	Total Covered		360,949.84		281,536.30	-79,413.54	8,662.00	
1,100,000	Total		\$431,115.23		\$436,183.00	\$5,067.77	\$13,420.00	
BOEING CO COM								
CUSIP: 097023105								
Dividend Option: Cash								
1,000,000	10/26/11	66.8700	66,870.00	102.4400	102,440.00	35,570.00	1,940.00	1.89%
500,000	06/11/12	70.0850	35,042.50	102.4400	51,220.00	16,177.50	970.00	1.89%
1,500,000	Total Covered		101,912.50		153,660.00	51,747.50	2,910.00	
1,500,000	Total		\$101,912.50		\$153,660.00	\$51,747.50	\$2,910.00	
CATERPILLAR INC COM								
CUSIP: 149123101								
Dividend Option: Cash								
500,000	08/01/12	83.8400	41,919.90	82.4900	41,245.00	-674.90	1,200.00	2.90%
500,000	10/26/12	83.7820	41,891.00	82.4900	41,245.00	-646.00	1,200.00	2.90%
1,000,000	Total Covered		83,810.90		82,490.00	-1,320.90	2,400.00	
1,000,000	Total		\$83,810.90		\$82,490.00	-\$1,320.90	\$2,400.00	

Portfolio Holdings (continued)

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities (continued)								
Common Stocks (continued)								
CELGENE CORP								
CUSIP: 151020104								
Dividend Option: Cash								
500,000	02/13/12	72.8360	36,418.20	116.9800	58,490.00	22,071.80		
500,000	02/24/12	74.9380	37,469.00	116.9800	58,490.00	21,021.00		
250,000	05/14/12	71.3060	17,826.50	116.9800	29,245.00	11,418.50		
500,000	06/11/12	64.1750	32,087.50	116.9800	58,490.00	26,402.50		
1,750,000	Total Covered		123,801.20		204,715.00	80,913.80		
1,750,000	Total		\$123,801.20		\$204,715.00	\$80,913.80	\$0.00	
CHEVRON CORP NEW COM								
CUSIP: 166764100								
Dividend Option: Cash								
300,000	05/14/12	102.1270	30,637.95	118.3400	35,502.00	4,864.05	1,200.00	3.38%
200,000	05/15/12	101.8060	20,361.26	118.3400	23,668.00	3,306.74	800.00	3.38%
500,000	Total Covered		50,999.21		59,170.00	8,170.79	2,000.00	
500,000	Total		\$50,999.21		\$59,170.00	\$8,170.79	\$2,000.00	
COCA COLA COMPANY								
CUSIP: 191216100								
Dividend Option: Cash								
36,000	09/21/09 *	26.4700	3952.92	40.1100	1,443.96	491.04	40.32	2.79%
102,000	12/14/09 *	29.5200	33,011.04	40.1100	4,091.22	1,080.18	114.24	2.79%
600,000	03/18/10 *	26.9500	16,170.00	40.1100	24,066.00	7,896.00	672.00	2.79%
1,000,000	03/22/10 *	27.3040	27,304.15	40.1100	40,110.00	12,805.85	1,120.00	2.79%
1,738,000	Total Noncovered		47,438.11		69,711.18	22,273.07	1,946.56	
1,738,000	Total		\$47,438.11		\$69,711.18	\$22,273.07	\$1,946.56	
EMC CORP COM								
CUSIP: 268648102								
Dividend Option: Cash								
112,000	09/23/08 *	12.2800	31,375.33	23.6200	2,645.44	1,270.11	44.80	1.69%
109,000	12/15/08 *	10.6970	31,165.92	23.6200	2,574.58	1,408.66	43.60	1.69%
1,000,000	03/22/10 *	18.8790	18,878.60	23.6200	23,620.00	4,741.40	400.00	1.69%
1,221,000	Total Noncovered		21,419.85		28,840.02	7,420.17	488.40	
1,000,000	01/30/12	25.6770	25,677.10	23.6200	23,620.00	-2,057.10	400.00	1.69%
1,000,000	Total Covered		25,677.10		23,620.00	-2,057.10	400.00	
2,221,000	Total		\$47,096.95		\$52,460.02	\$5,363.07	\$888.40	

Brokerage Account Statement

Statement Period: 06/01/2013 - 06/30/2013

Portfolio Holdings (continued)

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities (continued)								
Common Stocks (continued)								
EOG RES INC COM								
CUSIP: 26875P101			Security Identifier: EOG					
Dividend Option: Cash								
300,000	05/22/13	133.4800	40,043.97	131.6800	39,504.00	-539.97	225.00	0.56%
700,000	05/28/13	132.0300	92,420.93	131.6800	92,176.00	-244.93	525.00	0.56%
1,000,000	Total Covered		132,464.90		131,680.00	-784.90	750.00	
1,000,000	Total		\$132,464.90		\$131,680.00	-784.90	\$750.00	
EBAY INC COM								
CUSIP: 278642103			Security Identifier: EBAY					
Dividend Option: Cash								
1,000,000	02/19/13	56.6280	56,627.50	51.7200	51,720.00	-4,907.50		
EXACTTARGET INC COM								
CUSIP: 30064K105			Security Identifier: ET					
Dividend Option: Cash								
500,000	05/14/12	25.5260	12,763.00	33.7200	16,860.00	4,097.00		
500,000	05/15/12	25.4320	12,716.00	33.7200	16,860.00	4,144.00		
500,000	06/11/12	21.1260	10,563.00	33.7200	16,860.00	6,297.00		
500,000	06/11/12	21.1300	10,564.90	33.7200	16,860.00	6,295.10		
500,000	09/28/12	24.3000	12,149.94	33.7200	16,860.00	4,710.06		
2,500,000	09/28/12	24.3610	60,903.00	33.7200	84,300.00	23,397.00		
5,000,000	Total Covered		119,659.84		168,600.00	48,940.16		
5,000,000	Total		\$119,659.84		\$168,600.00	\$48,940.16	\$0.00	
EXPRESS SCRIPTS HLDG CO COM								
CUSIP: 30219G108			Security Identifier: ESRX					
Dividend Option: Cash								
640,000	01/10/08 *	36.7150	23,497.57	61.7400	39,513.60	16,016.03		
60,000	06/01/09 *	31.9960	1,919.74	61.7400	3,704.40	1,784.66		
80,000	06/01/09 *	31.9960	2,559.65	61.7400	4,939.20	2,379.55		
400,000	03/22/10 *	51.0740	20,429.62	61.7400	24,696.00	4,266.38		
1,180,000	Total Noncovered		48,406.58		72,853.20	24,446.62		
750,000	10/26/11	44.1470	33,109.88	61.7400	46,305.00	13,195.12		

Portfolio Holdings (continued)

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities (continued)								
Common Stocks (continued)								
EXPRESS SCRIPTS HLDG CO COM (continued)								
1,000,000	11/06/12	55.0770	55,076.80	61.7400	61,740.00	6,663.20		
750,000	05/30/13	63.4530	47,589.45	61.7400	46,305.00	-1,284.45		
2,500,000	Total Covered		135,776.13		154,350.00	18,573.87		
3,680,000	Total		\$184,182.71		\$227,203.20	\$43,020.49	\$0.00	
EXXON MOBIL CORP COM								
CUSIP: 30231G102								
Dividend Option: Cash								
122,000	05/22/06*	59.7200	37,285.83	90.3500	11,022.70	3,736.87	307.44	2.78%
3,000	05/31/06*	59.8100	3179.43	90.3500	271.05	91.62	7.56	2.78%
64,000	09/24/07*	91.6800	35,867.52	90.3500	5,782.40	-85.12	161.28	2.78%
19,000	06/01/09*	71.6500	31,361.35	90.3500	1,716.65	355.30	47.88	2.78%
1,000,000	03/22/10*	66.9880	66,988.30	90.3500	90,350.00	23,361.70	2,520.00	2.78%
1,208,000	Total Noncovered		81,682.43		109,142.80	27,460.37	3,044.16	
500,000	01/18/11	78.7380	39,369.05	90.3500	45,175.00	5,805.95	1,260.00	2.78%
500,000	Total Covered		39,369.05		45,175.00	5,805.95	1,260.00	
1,708,000	Total		\$121,051.48		\$154,317.80	\$33,266.32	\$4,304.16	
FASTENAL CO								
CUSIP: 311900104								
Dividend Option: Cash								
500,000	08/01/12	42.8660	21,433.00	45.7900	22,895.00	1,462.00	400.00	1.74%
500,000	09/28/12	43.0870	21,543.50	45.7900	22,895.00	1,351.50	400.00	1.74%
1,000,000	10/26/12	43.0470	43,047.00	45.7900	45,790.00	2,743.00	800.00	1.74%
2,000,000	Total Covered		86,023.50		91,580.00	5,556.50	1,600.00	
2,000,000	Total		\$86,023.50		\$91,580.00	\$5,556.50	\$1,600.00	
GOOGLE INC CL A								
CUSIP: 38259P508								
Dividend Option: Cash								
12,000	03/23/09*	343.3780	34,120.54	880.3700	10,564.44	6,443.90		
20,000	12/23/09*	603.4840	312,069.67	880.3700	17,607.40	5,537.73		
400,000	02/25/10*	526.8480	210,739.24	880.3700	352,148.00	141,408.76		
200,000	06/16/10*	500.1980	100,039.62	880.3700	176,074.00	76,034.38		
100,000	07/23/10*	484.8080	48,480.81	880.3700	88,037.00	39,556.19		
732,000	Total Noncovered		375,449.88		644,430.84	268,980.96		
732,000	Total		\$375,449.88		\$644,430.84	\$268,980.96	\$0.00	

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Portfolio Holdings (continued)

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities (continued)								
Common Stocks (continued)								
INTERNATIONAL BUSINESS MACHS CORP COM								
Security Identifier: IBM								
CUSIP 459200101								
Dividend Option Cash								
500.000	04/01/11	163.9670	81,983.55	191.1100	95,555.00	13,571.45	1,900.00	1.98%
250.000	07/20/11	184.0070	46,001.78	191.1100	47,777.50	1,775.72	950.00	1.98%
250.000	10/26/12	191.8600	47,964.95	191.1100	47,777.50	-187.45	950.00	1.98%
250.000	01/23/13	205.8600	51,464.98	191.1100	47,777.50	-3,687.48	950.00	1.98%
1,250.000	Total Covered		227,415.26		238,887.50	11,472.24	4,750.00	
1,250.000	Total		\$227,415.26		\$238,887.50	\$11,472.24	\$4,750.00	
JP MORGAN CHASE & CO COM								
Security Identifier: JPM								
ISIN#US46625H1005								
CUSIP 46625H100								
Dividend Option: Cash								
163.000	05/22/06 *	42.8100	36,978.01	52.7900	8,604.77	1,626.76	247.76	2.87%
400.000	03/18/10 *	43.6900	17,476.00	52.7900	21,116.00	3,640.00	608.00	2.87%
500.000	11/15/10 *	40.4380	20,219.05	52.7900	26,395.00	6,175.95	760.00	2.87%
1,063.000	Total Noncovered		44,673.06		56,115.77	11,442.71	1,615.76	
1,000.000	05/14/12	36.2970	36,297.00	52.7900	52,790.00	16,493.00	1,520.00	2.87%
500.000	05/15/12	36.7670	18,383.50	52.7900	26,395.00	8,011.50	760.00	2.87%
1,500.000	Total Covered		54,680.50		79,185.00	24,504.50	2,280.00	
2,563.000	Total		\$99,353.56		\$135,300.77	\$35,947.21	\$3,895.76	
LINKEDIN CORP CL A								
Security Identifier: LNKD								
CUSIP: 53578A108								
Dividend Option Cash								
500.000	02/19/13	159.8100	79,904.95	178.3000	89,150.00	9,245.05		
500.000	05/15/13	187.5990	93,799.55	178.3000	89,150.00	-4,649.55		
1,000.000	Total Covered		173,704.50		178,300.00	4,595.50		
1,000.000	Total		\$173,704.50		\$178,300.00	\$4,595.50	\$0.00	

Portfolio Holdings (continued)

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities (continued)								
Common Stocks (continued)								
MASTERCARD INC CL A COM								
CUSIP: 57636Q104								
Dividend Option: Cash								
31 000	02/26/09 *	160 9910	34,990.73	574 5000	17,809 50	12,818 77	74.40	0.41%
10 000	06/01/09 *	175 4600	31,754 60	574 5000	5,745 00	3,990 40	24.00	0.41%
77 000	07/22/09 *	181 5640	313,980 43	574 5000	44,236 50	30,256 07	184 80	0.41%
200 000	03/22/10 *	246 9180	49,383 62	574 5000	114,900 00	65,516 38	480 00	0.41%
150 000	06/16/10 *	210 0080	31,501 22	574 5000	86,175 00	54,673 78	360 00	0.41%
468 000	Total Noncovered		101,610.60		268,866.00	167,255.40	1,123.20	
300 000	11/23/11	347 8570	104,357 13	574 5000	172,350 00	67,992 87	720 00	0.41%
300 000	Total Covered		104,357.13		172,350 00	67,992 87	720 00	
768 000	Total		\$205,967.73		\$441,216.00	\$235,248.27	\$1,843.20	
NESTLE SA SPONSORED ADR REPSTG								
REG SHS ISIN#US6410694060								
CUSIP: 641069406								
Dividend Option: Cash								
330 000	06/03/08 *	49 8460	316,449 08	65 4760	21,607 08	5,158 00	599 12	2.77%
61 000	07/31/08 *	44 0000	32,684 00	65 4760	3,994 04	1,310 04	110.75	2.77%
25 000	09/09/08 *	44 4000	31,110 00	65 4760	1,636 90	526 90	45 39	2.77%
91 000	10/14/08 *	39 4000	33,585 40	65 4760	5,958 32	2,372 92	165.21	2.77%
120 000	06/01/09 *	36 9900	34,438 80	65 4760	7,857 11	3,418 31	217 85	2.77%
627 000	Total Noncovered		28,267.28		41,053.45	12,786.17	1,138.32	
627 000	Total		\$28,267.28		\$41,053.45	\$12,786.17	\$1,138.32	
NOVARTIS AG SPONSORED ADR								
CUSIP: 66987V109								
Dividend Option: Cash								
15 000	08/14/06 *	56 0100	3840.15	70 7100	1,060 65	220 50	30.86	2.90%
34 000	10/19/06 *	59 9700	32,038 98	70 7100	2,404 14	365 16	69 95	2.90%
190 000	02/19/09 *	41 1900	37,826 10	70 7100	13,434 90	5,608 80	390 92	2.90%
123 000	03/20/09 *	37 8800	34,659 18	70 7100	8,697 33	4,038 15	253.07	2.90%
190 000	06/01/09 *	40 6560	37,724 71	70 7100	13,434 90	5,710 19	390 93	2.90%
552 000	Total Noncovered		23,089.12		39,031.92	15,942.80	1,135.73	
552 000	Total		\$23,089.12		\$39,031.92	\$15,942.80	\$1,135.73	
ORACLE CORP COM								
CUSIP: 68389X105								
Dividend Option: Cash								
285 000	12/07/06 *	17 4180	34,964 16	30.7100	8,752 35	3,788 19	136 80	1.56%

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Portfolio Holdings (continued)

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities (continued)								
Common Stocks (continued)								
ORACLE CORP COM (continued)								
104 000	01/04/07 *	17 6870	31,839.49	30 7100	3,193.84	1,354.35	49.92	1.56%
740 000	05/02/07 *	18 7190	313,852.32	30 7100	22,725.40	8,873.08	355.20	1.56%
90 000	06/01/09 *	19 8600	31,787.40	30 7100	2,763.90	976.50	43.20	1.56%
130 000	06/01/09 *	19 8600	32,581.80	30 7100	3,992.30	1,410.50	62.40	1.56%
1,349,000	Total Noncovered		25,025.17		41,427.79	16,402.62	647.52	
1,349,000	Total		\$25,025.17		\$41,427.79	\$16,402.62	\$647.52	
PPG INDUSTRIES INC								
CUSIP 693506107	Security Identifier: PPG							
Dividend Option: Cash								
500 000	02/11/11	88.5580	44,279.05	146.4100	73,205.00	28,925.95	1,220.00	1.66%
250 000	11/23/11	79.9370	19,984.28	146.4100	36,602.50	16,618.22	610.00	1.66%
750 000	Total Covered		64,263.33		109,807.50	45,544.17	1,830.00	
750 000	Total		\$64,263.33		\$109,807.50	\$45,544.17	\$1,830.00	
PRECISION CASTPARTS CORP								
CUSIP 740189105	Security Identifier: PCP							
Dividend Option: Cash								
58 000	06/15/07 *	119.2300	36,915.33	226.0100	13,108.58	6,193.25	6.96	0.05%
102 000	02/08/08 *	106.4800	310,860.96	226.0100	23,053.02	12,192.06	12.24	0.05%
30 000	06/01/09 *	87 7850	32,633.54	226.0100	6,780.30	4,146.76	3.60	0.05%
107 000	06/19/09 *	81.2780	38,696.76	226.0100	24,183.07	15,486.31	12.84	0.05%
297 000	Total Noncovered		29,106.59		67,124.97	38,018.38	35.64	
403 000	01/25/13	191.7800	77,287.30	226.0100	91,082.03	13,794.73	48.36	0.05%
250 000	02/14/13	184.9900	46,247.48	226.0100	56,502.50	10,255.02	30.00	0.05%
300 000	02/14/13	185.0100	55,502.97	226.0100	67,803.00	12,300.03	36.00	0.05%
953 000	Total Covered		179,037.75		215,387.53	36,349.78	114.36	
1,250 000	Total		\$208,144.34		\$282,512.50	\$74,368.16	\$150.00	

Portfolio Holdings (continued)

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities (continued)								
Common Stocks (continued)								
PRICE T ROWE GROUP INC COM								
CUSIP: 74144T108								
Dividend Option: Cash								
1,000,000	10/06/10 *	51.7060	51,705.90	73.2000	73,200.00	21,494.10	1,520.00	2.07%
1,000,000	Total Noncovered		51,705.90		73,200.00	21,494.10	1,520.00	
500,000	01/13/11	66.7980	33,399.05	73.2000	36,600.00	3,200.95	760.00	2.07%
750,000	06/01/11	60.6180	45,463.43	73.2000	54,900.00	9,436.57	1,140.00	2.07%
500,000	10/26/11	50.8170	25,408.55	73.2000	36,600.00	11,191.45	760.00	2.07%
1,750,000	Total Covered		104,271.03		128,100.00	23,828.97	2,660.00	
2,750,000	Total		\$155,976.93		\$201,300.00	\$45,323.07	\$4,180.00	
QUALCOMM INC								
CUSIP: 747525103								
Dividend Option: Cash								
750,000	05/14/12	61.8680	46,401.15	61.0900	45,817.50	-583.65	1,050.00	2.29%
750,000	06/11/12	58.4550	43,841.25	61.0900	45,817.50	1,976.25	1,050.00	2.29%
1,500,000	Total Covered		90,242.40		91,635.00	1,392.60	2,100.00	
1,500,000	Total		\$90,242.40		\$91,635.00	\$1,392.60	\$2,100.00	
SALESFORCE.COM INC COM STOCK								
CUSIP: 794661302								
Dividend Option: Cash								
1,200,000	05/15/12	34.9720	41,966.73	38.1800	45,816.00	3,849.27		
1,200,000	08/01/12	31.5900	37,907.94	38.1800	45,816.00	7,908.06		
2,400,000	Total Covered		79,874.67		91,632.00	11,757.33		
2,400,000	Total		\$79,874.67		\$91,632.00	\$11,757.33	\$0.00	
SCHLUMBERGER LTD COM ISIN#AN8068571086								
CUSIP: 806857108								
Dividend Option: Cash								
43,000	02/26/03 *	20.7850	893.75	71.6600	3,081.38	2,187.63	53.75	1.74%
120,000	05/22/06 *	62.9800	7,557.59	71.6600	8,599.20	1,041.61	150.00	1.74%
7,000	05/31/06 *	64.3100	450.17	71.6600	501.62	51.45	8.75	1.74%
30,000	06/01/09 *	58.6890	1,760.68	71.6600	2,149.80	389.12	37.50	1.74%
200,000	Total Noncovered		10,662.19		14,332.00	3,669.81	250.00	
300,000	05/15/12	66.2160	19,864.89	71.6600	21,498.00	1,633.11	375.00	1.74%
300,000	Total Covered		19,864.89		21,498.00	1,633.11	375.00	
500,000	Total		\$30,527.08		\$35,830.00	\$5,302.92	\$625.00	



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Portfolio Holdings (continued)

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities (continued)								
Common Stocks (continued)								
STARBUCKS CORP COM								
CUSIP: 855244109			Security Identifier: SBUX					
Dividend Option: Cash								
750.000	05/14/12	54.1660	40,624.73	65.5100	49,132.50	8,507.77	630.00	1.28%
750.000	08/01/12	44.5570	33,417.83	65.5100	49,132.50	15,714.67	630.00	1.28%
1,500.000	Total Covered		74,042.56		98,265.00	24,222.44	1,260.00	
1,500.000	Total		\$74,042.56		\$98,265.00	\$24,222.44	\$1,260.00	
UNDER ARMOUR INC CL A COM								
CUSIP: 904311107			Security Identifier: UA					
Dividend Option: Cash								
500.000	08/01/12	53.8880	26,943.95	59.7100	29,855.00	2,911.05		
250.000	01/14/13	48.2000	12,049.95	59.7100	14,927.50	2,877.55		
500.000	01/23/13	47.7020	23,851.05	59.7100	29,855.00	6,003.95		
500.000	06/18/13	59.8590	29,929.40	59.7100	29,855.00	-74.40		
1,750.000	Total Covered		92,774.35		104,492.50	11,718.15		
1,750.000	Total		\$92,774.35		\$104,492.50	\$11,718.15	\$0.00	
UNILEVER NV NEW YORK SHS NEW								
CUSIP: 904784709			Security Identifier: UN					
Dividend Option: Cash								
315.000	06/02/08*	32.4930	310,235.34	39.3100	12,382.65	2,147.31	343.51	2.77%
196.000	06/20/08*	29.4240	35,767.20	39.3100	7,704.76	1,937.56	213.74	2.77%
123.000	08/27/08*	27.6930	33,406.26	39.3100	4,835.13	1,428.87	134.13	2.77%
82.000	12/10/08*	23.0880	31,893.25	39.3100	3,223.42	1,330.17	89.42	2.77%
131.000	02/09/09*	21.7690	32,851.74	39.3100	5,149.61	2,297.87	142.86	2.77%
55.000	03/24/09*	19.5400	31,074.68	39.3100	2,162.05	1,087.37	59.98	2.77%
80.000	06/01/09*	24.6770	31,974.18	39.3100	3,144.80	1,170.62	87.23	2.77%
982.000	Total Noncovered		27,202.65		38,602.42	11,399.77	1,070.87	
982.000	Total		\$27,202.65		\$38,602.42	\$11,399.77	\$1,070.87	

Portfolio Holdings (continued)

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities (continued)								
Common Stocks (continued)								
UNITED TECHNOLOGIES CORP COM								
CUSIP: 913017109								
Dividend Option: Cash								
121,000	05/22/06	62.4800	37,560.08	92.9400	11,245.74	3,685.66	258.94	2.30%
3,000	05/31/06	62.7800	188.34	92.9400	278.82	90.48	6.42	2.30%
300,000	03/22/10	72.6480	21,794.43	92.9400	27,882.00	6,087.57	642.00	2.30%
424,000	Total Noncovered		29,542.85		39,406.56	9,863.71	907.36	
424,000	Total		\$29,542.85		\$39,406.56	\$9,863.71	\$907.36	
UNITEDHEALTH GROUP INC COM								
CUSIP: 91324P102								
Dividend Option: Cash								
1,500,000	02/09/12	53.0890	79,632.75	65.4800	98,220.00	18,587.25	1,680.00	1.71%
VERIZON COMMUNICATIONS INC COM								
CUSIP: 92343V104								
Dividend Option: Cash								
143,000	10/12/07	42.8820	36,132.19	50.3400	7,198.62	1,066.43	294.58	4.09%
1,000,000	02/25/10	27.1620	27,161.92	50.3400	50,340.00	23,178.08	2,060.00	4.09%
500,000	03/29/10	28.5130	14,256.31	50.3400	25,170.00	10,913.69	1,030.00	4.09%
1,643,000	Total Noncovered		47,550.42		82,708.62	35,158.20	3,384.58	
1,643,000	Total		\$47,550.42		\$82,708.62	\$35,158.20	\$3,384.58	
VISA INC COM CL A								
CUSIP: 92826C839								
Dividend Option: Cash								
500,000	04/01/11	73.7170	36,858.55	182.7500	91,375.00	54,516.45	660.00	0.72%
1,000,000	11/23/11	90.0090	90,008.50	182.7500	182,750.00	92,741.50	1,320.00	0.72%
1,500,000	Total Covered		126,867.05		274,125.00	147,257.95	1,980.00	
1,500,000	Total		\$126,867.05		\$274,125.00	\$147,257.95	\$1,980.00	
WELLS FARGO & CO NEW COM								
CUSIP: 949746101								
Dividend Option: Cash								
1,000,000	11/15/10	28.0590	28,058.70	41.2700	41,270.00	13,211.30	1,200.00	2.90%
1,000,000	Total Noncovered		28,058.70		41,270.00	13,211.30	1,200.00	
1,000,000	01/18/11	32.1290	32,128.50	41.2700	41,270.00	9,141.50	1,200.00	2.90%
1,000,000	Total Covered		32,128.50		41,270.00	9,141.50	1,200.00	
2,000,000	Total		\$60,187.20		\$82,540.00	\$22,352.80	\$2,400.00	

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Portfolio Holdings (continued)

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities (continued)								
Common Stocks (continued)								
XILINX INC COM								
CUSIP: 983919101								
Dividend Option: Cash								
492.000	02/05/08 *	21.6620	310,657.79	39.6100	19,488.12	8,830.33	492.00	2.52%
80.000	06/01/09 *	21.6090	31,728.70	39.6100	3,168.80	1,440.10	80.00	2.52%
500.000	03/22/10 *	27.1480	13,574.05	39.6100	19,805.00	6,230.95	500.00	2.52%
1,072.000	Total Noncovered		25,960.54		42,461.92	16,501.38	1,072.00	
1,072.000	Total		\$25,960.54		\$42,461.92	\$16,501.38	\$1,072.00	
YAHOO INC COM								
CUSIP: 984332106								
Dividend Option: Cash								
4,000.000	10/26/12	16.6960	66,784.00	25.1300	100,520.00	33,736.00		
ZOETIS INC CL A								
CUSIP: 98978V103								
Dividend Option: Cash								
1,000.000	02/14/13	32.8660	32,866.50	30.8900	30,890.00	-1,975.50	260.00	0.84%
Total Common Stocks			\$4,689,296.57		\$6,314,136.20	\$1,624,839.63	\$78,982.38	
Rights and Warrants								
5DULUTH EXPL LTD WT EXP 4 MONTH HOLD								
WTS EXP 07/31/2013 ISIN#CA2643W1178								
Dividend Option: Cash								
1,666.000	08/26/11 *	0.0000	0.00	N/A	N/A	N/A	\$0.00	
Total Rights and Warrants			\$0.00		\$0.00	\$0.00	\$0.00	
Total Equities			\$4,689,296.57		\$6,314,136.20	\$1,624,839.63	\$78,982.38	

Brokerage

Account Statement

Statement Period: 06/01/2013 - 06/30/2013

Portfolio Holdings (continued)

Quantity	Acquisition Date	Unit Cost	Adjusted Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Accrued Interest	Estimated Annual Income	Estimated Yield
Fixed Income 47.00% of Portfolio (In Maturity Date Sequence)									
Corporate Bonds									
CAPITAL ONE FINL CORP NT									
5.250% 02/21/17 B/E DTD 02/18/05									
1ST CPN DTE 08/21/05 CPN PMT SEMI ANNUAL Moody Rating BAA1									
S & P Rating BBB									
200,000.000	10/27/11 *	104.5000	209,000.82	110.3980	220,796.00	11,795.18	3,762.50	10,500.00	4.75%
Original Cost Basis: \$212,705.00									
DEERE JOHN CAP CORP MEDIUM TERM MED TERM									
NTE 5.500% 04/13/17 B/E									
DTD 04/13/07 1ST CPN DTE 10/13/07 Moody Rating A2 S & P Rating A									
250,000.000	06/10/09 *	101.5560	3,1253,889.88	113.5590	283,897.50	30,007.62	2,940.97	13,750.00	4.84%
Original Cost Basis: \$257,300.00									
INTERNATIONAL BUSINESS MACHS CORP									
NT 5.700% 09/14/17 B/E									
DTD 09/14/07 CALLABLE Moody Rating AA3 S & P Rating AA-									
300,000.000	08/15/08 *	101.7480	3,12305,244.52	115.5080	346,524.00	41,279.48	5,035.00	17,100.00	4.93%
Original Cost Basis: \$310,031.00									
BEAR STEARNS COS INC SR NT									
6.400% 10/02/17 B/E DTD 10/02/07									
1ST CPN DTE 04/02/08 CPN PMT SEMI ANNUAL Moody Rating A2 S & P Rating A									
300,000.000	06/03/09 *	100.3900	3,12301,170.99	115.3440	346,032.00	44,861.01	4,693.33	19,200.00	5.54%
Original Cost Basis: \$302,031.00									
COCA COLA CO NT 5.350% 11/15/17 B/E									
DTD 11/01/07 CALLABLE									
1ST CPN DTE 05/15/08 CPN PMT SEMI ANNUAL Moody Rating AA3 S & P Rating AA-									
300,000.000	08/15/08 *	101.4840	3,12304,451.86	114.6940	344,082.00	39,630.14	2,006.25	16,050.00	4.66%
Original Cost Basis: \$308,387.00									

Portfolio Holdings (continued)

Quantity	Acquisition Date	Unit Cost	Adjusted Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Accrued Interest	Estimated Annual Income	Estimated Yield
Fixed Income (continued)									
Corporate Bonds (continued)									
MCDONALDS CORP MEDIUM TERM NTS									
MEDIUM-TERM NOTES SERIES I									
5.350% 03/01/18 B/E DTD 02/29/08 Moody Rating A2 S & P Rating A									
250,000.000	04/24/08 *	101.0210	3,125,553.42	114.6310	286,577.50	34,024.08	4,421.18	13,375.00	4.66%
Original Cost Basis \$254,755.00									
PEPSICO INC SR NT 5.000% 06/01/18 B/E									
DTD 05/28/08 1ST CPN DTE 12/01/08									
CPN PMT SEMI ANNUAL ON JUN 01 AND DEC 01 Moody Rating A1 S & P Rating A-									
200,000.000	08/15/08 *	100.1310	3,120,261.16	113.2010	226,402.00	26,140.84	805.56	10,000.00	4.41%
Original Cost Basis \$200,463.33									
DU PONT E I DE NEMOURS & CO NT									
6.000% 07/15/18 B/E DTD 07/28/08									
CALLABLE 1ST CPN DTE 01/15/09 Moody Rating A2 S & P Rating A									
175,000.000	01/08/09 *	103.9380	3,121,891.98	118.1540	206,769.50	24,877.52	4,812.50	10,500.00	5.07%
Original Cost Basis \$186,677.50									
BLACKROCK INC FIXED RT									
5.000% 12/10/19 B/E DTD 12/10/09									
CALLABLE 1ST CPN DTE 06/10/10 Moody Rating A1 S & P Rating A+									
100,000.000	07/08/10 *	105.4110	105,410.64	113.4230	113,423.00	8,012.36	277.78	5,000.00	4.40%
Original Cost Basis \$107,464.00									
Total Corporate Bonds									
2,075,000.000			\$2,113,875.27		\$2,374,503.50	\$260,628.23	\$28,755.07	\$115,475.00	
Total Fixed Income									
2,075,000.000			\$2,113,875.27		\$2,374,503.50	\$260,628.23	\$28,755.07	\$115,475.00	

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Mutual Funds 52.00% of Portfolio								
Mutual Funds								
GOLDMAN SACHS RISING DIVIDEND								
GROWTH FUND CLASS A								
CUSIP: 38145C315								
Open End Fund								
Dividend Option Reinvest, Capital Gains Option. Reinvest								
43,054.000	05/15/13	17.4200	750,005.68	16.8300	724,598.82	-25,406.86	7,934.85	1.09%
28,818.444	05/22/13	17.3500	500,005.00	16.8300	485,014.41	-14,990.59	5,311.24	1.09%



Brokerage

Account Statement

Statement Period: 06/01/2013 - 06/30/2013

Portfolio Holdings (continued)

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Mutual Funds (continued)								
Mutual Funds (continued)								
GOLDMAN SACHS RISING DIVIDEND (continued)								
14,569,000	06/18/13	17.1600	250,009.04	16.8300	245,196.28	-4,812.76	2,685.07	1.09%
210,470	Reinvestments to Date	16.8800	3,552.74	16.8300	3,542.20	-10.54	38.78	1.09%
86,651,914	Total Covered		1,503,572.46		1,458,351.71	-45,220.75	15,969.94	
86,651,914	Total		\$1,503,572.46		\$1,458,351.71	-\$45,220.75	\$15,969.94	
GOLDMAN SACHS DYNAMIC ALLOCATION								
FUND CLASS A								
CUSIP 38145L505								
Open End Fund								
Dividend Option: Reinvest, Capital Gains Option: Reinvest								
15,129,266	02/09/12	10.9700	165,970.81	10.6500	161,126.68	-4,844.13		
17,841,213	11/27/12	11.2100	200,005.00	10.6500	190,008.91	-9,996.09		
18,231,541	12/11/12	10.9700	200,005.00	10.6500	194,165.91	-5,839.09		
22,381,379	01/25/13	11.1700	250,005.00	10.6500	238,361.69	-11,643.31		
12,218,045	05/22/13	11.9310	145,772.05	10.6500	130,122.18	-15,649.87		
Your lot has been adjusted due to a wash sale for more than one year.								
5,023,334	05/22/13	11.6000	58,272.14	10.6500	53,498.50	-4,773.64		
22,584,000	06/18/13	11.0700	250,009.88	10.6500	240,519.60	-9,490.28		
1,607,450	Reinvestments to Date	10.7500	17,280.09	10.6500	17,119.36	-160.73		
115,016,228	Total Covered		1,287,319.97		1,224,922.83	-62,397.14	\$0.00	
115,016,228	Total		\$1,287,319.97		\$1,224,922.83	-\$62,397.14		
Total Mutual Funds			\$2,790,892.43		\$2,683,274.54	-\$107,617.89	\$15,969.94	
Total Mutual Funds			\$2,790,892.43		\$2,683,274.54	-\$107,617.89	\$15,969.94	

Total Portfolio Holdings

Cost Basis \$4,914,085.69
Market Value \$5,067,096.03
Unrealized Gain/Loss \$153,010.34
Accrued Interest \$28,755.07
Estimated Annual Income \$131,472.19

Portfolio Holdings (continued)

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Mutual Funds 29.00% of Portfolio								
Mutual Funds								
AMERICAN HIGH INCOME TRUST CLASS A								
CUSIP: 026547109								
Open End Fund								
Dividend Option: Reinvest; Capital Gains Option: Reinvest								
452.540	12/30/08 *	7.7600	33,511.78	11.1200	5,032.25	1,520.47	348.55	6.92%
30,599.755	01/07/09 *	8.1700	3250,005.00	11.1200	340,269.27	90,264.27	23,568.36	6.92%
536.100	01/28/09 *	8.0300	34,304.88	11.1200	5,961.44	1,656.56	412.91	6.92%
1,298.710	02/27/09 *	7.7500	310,065.00	11.1200	14,441.65	4,376.65	1,000.28	6.92%
1,299.541	03/27/09 *	7.8200	310,162.41	11.1200	14,450.89	4,288.48	1,000.92	6.92%
24,183.797	04/27/09 *	8.2700	3200,000.00	11.1200	268,923.83	68,923.83	18,626.70	6.92%
1,239.116	04/28/09 *	8.2800	310,259.88	11.1200	13,778.96	3,519.08	954.38	6.92%
23,014.960	05/19/09 *	8.6900	3200,000.00	11.1200	255,926.36	55,926.36	17,726.44	6.92%
1,406.453	05/28/09 *	8.8100	312,390.85	11.1200	15,639.75	3,248.90	1,083.27	6.92%
1,330.231	06/26/09 *	9.1200	312,131.71	11.1200	14,792.17	2,660.46	1,024.56	6.92%
1,279.398	07/28/09 *	9.5500	312,218.25	11.1200	14,226.91	2,008.66	985.41	6.92%
1,250.137	08/28/09 *	9.8400	312,301.35	11.1200	13,901.52	1,600.17	962.87	6.92%
1,142.727	09/28/09 *	10.2900	311,758.66	11.1200	12,707.12	948.46	880.14	6.92%
1,046.650	10/28/09 *	10.3600	310,843.29	11.1200	11,638.75	795.46	806.14	6.92%
1,047.140	11/27/09 *	10.4200	310,911.20	11.1200	11,644.19	732.99	806.52	6.92%
1,514.341	12/28/09 *	10.5800	316,021.73	11.1200	16,839.47	817.74	1,166.37	6.92%
474.907	01/28/10 *	10.6900	35,076.76	11.1200	5,280.97	204.21	365.78	6.92%
895.640	02/26/10 *	10.6800	39,565.44	11.1200	9,959.52	394.08	689.83	6.92%
20,205.012	Reinvestments to Date *	11.0630	223,534.92	11.1200	224,679.73	1,144.81	15,562.18	6.92%
114,217.155	Total Noncovered		1,025,063.11		1,270,094.75	245,031.64	87,971.61	
14,646.352	Reinvestments to Date	11.1830	163,783.74	11.1200	162,867.45	-916.29	11,280.86	6.92%
128,863.507	Total Covered		163,783.74		162,867.45	-916.29	11,280.86	
			\$1,188,846.85		\$1,432,962.20	\$244,115.35	\$99,252.47	
CAPITAL WORLD BOND FUND CLASS A								
CUSIP: 140541103								
Open End Fund								
Dividend Option: Reinvest; Capital Gains Option: Reinvest								
4,859.881	10/16/09 *	20.4400	399,335.97	19.8900	96,663.04	-2,672.93	1,943.95	2.01%
109.563	12/24/09 *	20.1000	32,202.21	19.8900	2,179.21	-23.00	43.83	2.01%
21.304	12/24/09 *	20.1000	3428.21	19.8900	423.74	-4.47	8.52	2.01%
702.172	Reinvestments to Date *	20.3320	14,276.75	19.8900	13,966.20	-310.55	280.87	2.01%
5,692.920	Total Noncovered		116,243.14		113,232.19	-3,010.95	2,277.17	
270.851	Reinvestments to Date	20.9510	5,677.20	19.8900	5,387.22	-289.98	108.33	2.01%

Brokerage

Account Statement

Statement Period: 06/01/2013 - 06/30/2013

Portfolio Holdings (continued)

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Mutual Funds (continued)								
Mutual Funds (continued)								
CAPITAL WORLD BOND FUND CLASS A (continued)								
270.851	Total Covered		5,677.20		5,387.22	-289.98	108.33	
5,963.771	Total		\$121,920.34		\$118,619.41	-\$3,300.93	\$2,385.50	
GOLDMAN SACHS RISING DIVIDEND								
GROWTH FUND CLASS I								
CUSIP: 38145C281								
Open End Fund								
Dividend Option: Reinvest; Capital Gains Option: Reinvest								
16,882.386	05/15/13	17.7700	300,000.00	17.1700	289,870.57	-10,129.43	5,167.69	1.78%
55.228	Reinvestments to Date	17.2100	950.48	17.1700	948.26	-2.22	16.91	1.78%
16,937.614	Total Covered		300,950.48		290,818.83	-10,131.65	5,184.60	
16,937.614	Total		\$300,950.48		\$290,818.83	-\$10,131.65	\$5,184.60	
GREENSPRING FUND								
CUSIP: 395724107								
Open End Fund								
Dividend Option: Reinvest; Capital Gains Option: Reinvest								
4,273.504	03/24/10 *	23.4000	100,000.00	25.1600	107,521.36	7,521.36	3,739.31	3.47%
440.039	Reinvestments to Date *	23.0060	10,123.59	25.1600	11,071.38	947.79	385.03	3.47%
4,713.543	Total Noncovered		110,123.59		118,592.74	8,469.15	4,124.34	
310.231	Reinvestments to Date	22.9400	7,116.62	25.1600	7,805.41	688.79	271.46	3.47%
310.231	Total Covered		7,116.62		7,805.41	688.79	271.46	
5,023.774	Total		\$117,240.21		\$126,398.15	\$9,157.94	\$4,395.80	
HARBOR INTERNATIONAL FUND								
INSTITUTIONAL CLASS								
CUSIP: 411511306								
Open End Fund								
Dividend Option: Reinvest; Capital Gains Option: Reinvest								
1,647.989	11/03/10 *	60.6800	100,000.00	62.3500	102,752.11	2,752.11	2,070.58	2.01%
67.714	Reinvestments to Date *	53.7040	3,636.54	62.3500	4,221.97	585.43	85.08	2.01%
1,715.703	Total Noncovered		103,636.54		106,974.08	3,337.54	2,155.66	
35.183	Reinvestments to Date	61.2700	2,155.66	62.3500	2,193.66	38.00	44.20	2.01%
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Portfolio Holdings (continued)

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Mutual Funds (continued)								
Mutual Funds (continued)								
HARBOR INTERNATIONAL FUND (continued)								
35.183			2,155.66		2,193.66	38.00	44.20	
1,750.886			\$105,792.20		\$109,167.74	\$3,375.54	\$2,199.86	
NEW WORLD FUND CLASS A								
CUSIP: 649280104								
Open End Fund								
Dividend Option Reinvest, Capital Gains Option. Reinvest								
559.284	09/15/09 *	44.7000	325,000.00	53.5800	29,966.44	4,966.44	398.77	1.33%
519.103	12/02/09 *	48.1600	325,000.00	53.5800	27,813.54	2,813.54	370.12	1.33%
13.198	12/23/09 *	46.4100	3612.52	53.5800	707.15	94.63	9.41	1.33%
33.843	Reinvestments to Date *	49.7970	1,685.28	53.5800	1,813.31	128.03	24.13	1.33%
1,125.428	Total Noncovered		52,297.80		60,300.44	8,002.64	802.43	
14.901	Reinvestments to Date	53.8510	802.43	53.5800	798.39	-4.04	10.62	1.33%
14.901	Total Covered		802.43		798.39	-4.04	10.62	
1,140.329	Total		\$53,100.23		\$61,098.83	\$7,998.60	\$813.05	
OPPENHEIMER INTL BOND CLASS A								
CUSIP: 683801103								
Open End Fund								
Dividend Option Reinvest, Capital Gains Option. Reinvest								
10,795.263	06/17/10 *	6.1900	66,828.87	6.0900	65,749.24	-1,079.63	2,649.81	4.03%
3,032.373	Reinvestments to Date *	6.4890	19,675.72	6.0900	18,467.15	-1,208.57	744.26	4.03%
13,828.636	Total Noncovered		86,504.59		84,216.39	-2,288.20	3,394.07	
119.873	02/29/12	7.0400	843.91	6.0900	730.03	-113.88	29.42	4.03%
137.943	03/30/12	6.9800	962.84	6.0900	840.07	-122.77	33.86	4.03%
1,160.035	Reinvestments to Date	6.4720	7,507.78	6.0900	7,064.62	-443.16	284.71	4.03%
1,417.851	Total Covered		9,314.53		8,634.72	-679.81	347.99	
15,246.487	Total		\$95,819.12		\$92,851.11	-\$2,968.01	\$3,742.06	
PIMCO TOTAL RETURN CLASS A								
CUSIP: 693390445								
Open End Fund								
Dividend Option Reinvest, Capital Gains Option. Reinvest								
24,108.004	12/31/08 *	10.3700	3250,005.00	10.7600	259,402.12	9,397.12	6,770.05	2.60%
102.336	01/30/09 *	10.1500	31,038.71	10.7600	1,101.14	62.43	28.74	2.60%
123.822	02/27/09 *	10.0100	31,239.46	10.7600	1,332.33	92.87	34.77	2.60%
118.727	03/31/09 *	10.1300	31,202.70	10.7600	1,277.50	74.80	33.34	2.60%

Brokerage Account Statement

Statement Period: 06/01/2013 - 06/30/2013

Portfolio Holdings (continued)

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Mutual Funds (continued)								
Mutual Funds (continued)								
PIMCO TOTAL RETURN CLASS A (continued)								
117,601	04/30/09 *	10.2200	31,201.88	10.7600	1,265.39	63.51	33.02	2.60%
113,570	05/29/09 *	10.4300	31,184.53	10.7600	1,222.01	37.48	31.89	2.60%
114,599	06/30/09 *	10.4500	31,197.56	10.7600	1,233.08	35.52	32.18	2.60%
117,548	07/31/09 *	10.6300	31,249.53	10.7600	1,264.82	15.29	33.01	2.60%
114,647	08/31/09 *	10.7800	31,235.89	10.7600	1,233.60	-2.29	32.20	2.60%
106,607	09/30/09 *	10.9200	31,164.15	10.7600	1,147.09	-17.06	29.94	2.60%
96,298	10/30/09 *	10.9400	31,053.50	10.7600	1,036.17	-17.33	27.04	2.60%
76,307	11/30/09 *	11.0400	3842.43	10.7600	821.06	-21.37	21.43	2.60%
56,174	12/09/09 *	10.8900	3611.74	10.7600	604.43	-7.31	15.77	2.60%
201,946	12/09/09 *	10.8900	32,199.19	10.7600	2,172.94	-26.25	56.71	2.60%
71,559	12/31/09 *	10.8000	3772.84	10.7600	769.98	-2.86	20.10	2.60%
53,413	01/29/10 *	10.9600	3585.41	10.7600	574.72	-10.69	15.00	2.60%
52,470	02/26/10 *	10.9900	3576.65	10.7600	564.58	-12.07	14.73	2.60%
2,890,937	Reinvestments to Date *	10.9410	31,630.48	10.7600	31,106.48	-524.00	811.84	2.60%
28,636,565	Total Noncovered		298,991.65		308,129.44	9,137.79	8,041.76	
2,102,009	Reinvestments to Date	11.3140	23,781.31	10.7600	22,617.62	-1,163.69	590.30	2.60%
2,102,009	Total Covered		23,781.31		22,617.62	-1,163.69	590.30	
30,738,574	Total		\$322,772.96		\$330,747.06	\$7,974.10	\$8,632.06	
ROYCE SPECIAL EQUITY FUND								
INVESTMENT CLASS								
CUSIP: 780905782								
Open End Fund								
Dividend Option Reinvest, Capital Gains Option Reinvest								
5,136,107	11/03/10 *	19.4700	100,000.00	23.7500	121,982.54	21,982.54	2,205.44	1.80%
325,709	Reinvestments to Date *	19.4890	6,347.68	23.7500	7,735.59	1,387.91	139.86	1.80%
5,461,816	Total Noncovered		106,347.68		129,718.13	23,370.45	2,345.30	
412,744	Reinvestments to Date	20.7010	8,544.08	23.7500	9,802.67	1,258.59	177.23	1.80%

Portfolio Holdings (continued)

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Mutual Funds (continued)								
Mutual Funds (continued)								
ROYCE SPECIAL EQUITY FUND (continued)								
412.744			8,544.08		9,802.67	1,258.59	177.23	
5,874.560			\$114,891.76		\$139,520.80	\$24,629.04	\$2,522.53	
Total								
Total Mutual Funds			\$2,421,334.15		\$2,702,184.13	\$280,849.98	\$129,127.93	
Total Mutual Funds			\$2,421,334.15		\$2,702,184.13	\$280,849.98	\$129,127.93	

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Exchange-Traded Products 3.00% of Portfolio								
Exchange-Traded Products								
ISHARES INC MSCI PACIFIC EX-JAPAN								
INDEX FD								
CUSIP: 464286665								
Dividend Option: Cash, Capital Gains Option: Cash								
4,000,000	09/15/09 *	39.2080	3156,832.34	43.0300	172,120.00	15,287.66	8,191.34	4.75%
RYDEX ETF TR GUGGENHEIM S&P 500								
EQUAL WEIGHT ETF								
CUSIP: 78355W106								
Dividend Option: Cash; Capital Gains Option: Cash								
500,000	05/22/13	64.1200	32,059.95	61.2700	30,635.00	-1,424.95	465.73	1.52%
500,000	05/28/13	63.5190	31,759.50	61.2700	30,635.00	-1,124.50	465.73	1.52%
750,000	06/18/13	62.9030	47,177.18	61.2700	45,952.50	-1,224.68	698.58	1.52%
1,750,000	Total Covered		110,996.63		107,222.50	-3,774.13	1,630.04	
1,750,000	Total		\$110,996.63		\$107,222.50	-\$3,774.13	\$1,630.04	
Total Exchange-Traded Products			\$267,828.97		\$279,342.50	\$11,513.53	\$9,821.38	
Total Exchange-Traded Products			\$267,828.97		\$279,342.50	\$11,513.53	\$9,821.38	

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Total Portfolio Holdings								
			\$7,466,186.52		\$9,383,389.66	\$1,917,203.14	\$217,956.75	

WASHINGTON FORREST FOUNDATION
GAINS & LOSSES FROM SALES OF SECURITIES
FOR THE YEAR ENDED JUNE 30, 2013

HARBOR INVESTMENT ADVISORY, LLC ACCOUNT #L55-001579

SECURITIES SOLD	QUANTITY SOLD	DATE ACQUIRED	DATE SOLD	SALE PRICE	SALE PROCEEDS	COST BASES	REALIZED GAINS & LOSSES	
							SHORT-TERM	LONG-TERM
FACEBOOK INC.	2,500.000	06/11/12	07/20/12	28 8734	72,181.88	69,221.25	2,960.63	
7/31/12					72,181.88	69,221.25	2,960.63	-
VICOR CORP	3,000.000	04/01/11	08/01/12	6 7279	20,183.25	49,080 60		(28,897 35)
VICOR CORP	2,000.000	11/23/11	08/01/12	6.6301	13,259.90	14,588.80	(1,328 90)	
VICOR CORP	2,000.000	04/01/11	08/01/12	6 7279	13,455 50	32,300 00		(18,844.50)
VICOR CORP	3,000 000	04/01/11	08/01/12	6 6301	19,889 85	48,450 00		(28,560 15)
8/31/12					66,788.50	144,419.40	(1,328.90)	(76,302.00)
FLEXTRONICS INT'L LTD	5,000.000	09/07/10	10/05/12	5.9900	29,950 00	26,638 00		3,312.00
FLEXTRONICS INT'L LTD	5,000 000	09/20/10	10/05/12	5.9900	29,950.00	28,943.50		1,006.50
DULUTH METALS LTD	20,000 000	09/20/10	10/26/12	2 2707	45,414 00	47,740 00		(2,326.00)
DULUTH METALS LTD	5,000.000	10/06/10	10/26/12	2.2707	11,353.50	13,900.00		(2,546.50)
MEDIDATA SOLUTIONS INC	500 000	09/28/12	10/26/12	37.9621	18,981.05	20,752.95	(1,771.90)	
MICROSOFT CORP	204 000	02/05/08	10/26/12	28.0040	5,712 82	6,026 16		(313.34)
MICROSOFT CORP	307 000	02/08/08	10/26/12	28.0040	8,597.23	8,703 42		(106 19)
MICROSOFT CORP	184.000	12/15/08	10/26/12	28 0040	5,152.74	3,497 90		1,654.84
MICROSOFT CORP	66 000	03/23/09	10/26/12	28 0040	1,848.26	1,171 50		676.76
MICROSOFT CORP	70.000	06/01/09	10/26/12	28.0040	1,960.28	1,488 12		472.16
MICROSOFT CORP	1,000.000	02/25/10	10/26/12	28.0040	28,004 00	28,587.00		(583 00)
MICROSOFT CORP	2,000.000	11/03/10	10/26/12	28 0040	56,008 00	54,547 40		1,460 60
SALIX PHARMACEUTICALS LTD	1,500 000	02/11/11	10/26/12	39.9315	59,897.25	62,666 40		(2,769 15)
10/31/2012					302,829.12	304,662.35	(1,771.90)	(61.33)
NEW WORLD FUND CLASS F-1	906.290	11/30/10	01/28/13	55.3800	50,190.34	50,000 00		190 34
NEW WORLD FUND CLASS F-1	13 468	REINVEST	01/28/13	55 3800	745 86	722.13		23 73
NEW WORLD FUND CLASS F-1	15 418	REINVEST	01/28/13	55.3800	853 85	706.93		146.92
NEW WORLD FUND CLASS F-1	12 856	REINVEST	01/28/13	55.3800	711.97	687.26	24.71	
FRANCESCAS HLDGS CORP	1,000 000	08/01/12	01/30/13	28 6691	28,669.10	31,184.70		(2,515.60)
ISHARES INC MSCI BRAZIL	750 000	11/17/11	01/30/13	56 5560	42,417 00	45,584 18		(3,167 18)
ISHARES INC MSCI BRAZIL	250.000	05/14/12	01/30/13	56 5560	14,139 00	13,694 78	444.22	
ISHARES INC MSCI BRAZIL	500.000	05/15/12	01/30/13	56.5560	28,278.00	26,979 65	1,298 35	
1/31/2013					166,005.11	169,559.63	1,767.28	(5,321.79)
AMERICAN HIGH INCOME TRUST CLASS A	34,995.626	12/30/08	02/15/13	11.4300	400,000.01	273,505.92		126,494.08
OPPENHEIMER INT'L BOND CLASS A	7,610 350	06/07/10	02/15/13	6 5700	50,000.00	51,617.98		(1,617.98)
BAIDU COM INC	60.000	06/02/08	02/20/13	95.4542	5,727.25	2,060.24		3,667.01
BAIDU COM INC	50.000	03/17/09	02/20/13	95.4542	4,772.71	839.05		3,933.66
BAIDU COM INC	100 000	06/01/09	02/20/13	95.4542	9,545.42	2,849.20		6,696 22
BAIDU COM INC	200 000	09/28/12	02/20/13	95 4542	19,090 84	23,358.80	(4,267 96)	
BROADCOM CORP CL A	349.000	06/19/09	02/20/13	34.7414	12,124.75	8,769 69		3,355.06
BROADCOM CORP CL A	1,000 000	02/25/10	02/20/13	34 7414	34,741.40	30,928 10		3,813.30
BROADCOM CORP CL A	1,000 000	03/29/10	02/20/13	34.7414	34,741 40	32,978 10		1,763.30
BROADCOM CORP CL A	500.000	06/01/11	02/20/13	34.7414	17,370.70	17,739.15		(368.45)
BROADCOM CORP CL A	400 000	01/12/12	02/20/13	34 7414	13,896.56	13,070.84		825 72
PFIZER INC COM	2,000 000	11/06/12	02/20/13	27 0820	54,164 00	49,673.00	4,491 00	
2/28/13					656,175.04	507,390.07	223.04	148,561.93
AMAZON.COM	75.000	04/08/08	04/29/13	254.5089	19,088 17	5,788 46		13,299.71
AMAZON.COM	30.000	06/01/09	04/29/13	254 5089	7,635.27	2,457.89		5,177 38

WASHINGTON FORREST FOUNDATION
GAINS & LOSSES FROM SALES OF SECURITIES
FOR THE YEAR ENDED JUNE 30, 2013

HARBOR INVESTMENT ADVISORY, LLC ACCOUNT #L55-001579

SECURITIES SOLD	QUANTITY SOLD	DATE ACQUIRED	DATE SOLD	SALE PRICE	SALE PROCEEDS	COST BASES	REALIZED GAINS & LOSSES	
							SHORT-TERM	LONG-TERM
AMAZON.COM	24.000	12/14/09	04/29/13	254.5089	6,108.21	3,121.20		2,987.01
AMAZON.COM	371.000	02/25/10	04/29/13	254.5089	94,422.80	43,666.00		50,756.80
AMAZON.COM	500.000	07/23/10	04/29/13	254.5089	127,254.45	55,924.55		71,329.90
FACEBOOK INC.	1,500.000	02/14/13	05/22/13	25.4465	38,169.75	45,378.95	(7,209.20)	
					292,678.65	156,337.05	(7,209.20)	143,550.80
						TOTALS	(5,359.05)	210,427.61

WASHINGTON FORREST FOUNDATION							
GAINS & LOSSES FROM SALES OF SECURITIES							
FOR THE YEAR ENDED JUNE 30, 2013							
HARBOR INVESTMENT ADVISORY, LLC ACCOUNT #300-005451							
SECURITIES SOLD	QUANTITY SOLD	DATE ACQUIRED	DATE SOLD	SALE PROCEEDS	COST BASES	REALIZED GAINS & LOSSES	
						SHORT-TERM	LONG-TERM
GNMA GTD MTG PASS THRU CTFP POOL #642030	694	06/23/06	07/16/12	682 94	694 89		(11 95)
GNMA GTD MTG PASS THRU CTFP POOL #688023	877	03/10/09	07/16/12	387 33	403 85		(16 52)
FNMA GTD MTG PASS THRU CTFP POOL #663238	160	09/19/02	07/25/12	144 81	146 42		(1 61)
7/31/2012				1,215.08	1,245.16	-	(30.08)
GNMA GTD MTG PASS THRU CTFP POOL #642030	1,743	06/23/06	08/16/12	1,713 09	1,743 07		(29 98)
GNMA GTD MTG PASS THRU CTFP POOL #688023	1,666	03/10/09	08/16/12	1,597 61	1,665 75		(68 14)
FNMA GTD MTG PASS THRU CTFP POOL #663238	149	09/19/02	08/25/12	147 24	148 87		(1 63)
8/31/2012				3,457.94	3,557.69	-	(99.75)
GOLDMAN SACHS GROUP	250,000	04/16/09	09/04/12	250,000 00	257,812 50		(7,812 50)
GNMA GTD MTG PASS THRU CTFP POOL #642030	83	06/23/06	09/17/12	81 26	82 68		(1.42)
GNMA GTD MTG PASS THRU CTFP POOL #688023	1,607	03/10/09	09/17/12	1,541 71	1,607 46		(65 75)
FNMA GTD MTG PASS THRU CTFP POOL #663238	170	09/19/02	09/25/12	168 06	169 92		(1 86)
9/30/2012				251,791.03	259,672.57	-	(7,881.54)
FEDERAL NATL MTG ASSN	200,000	07/08/10	10/19/12	208,481 75	203,848 00		4,633 75
FEDERAL HOME LN BKS FIXED RATE C9-2016	300,000	02/23/10	10/22/12	329,948 13	302,856 00		27,092 13
FNMA GTD MTG PASS THRU CTFP POOL #663238	500,000	09/19/02	10/23/12	38,096 15	83,014 04		(44,917 89)
GENERAL ELEC CAP CORP	200,000	06/28/10	10/23/12	210,863 75	201,286 00		9,577 75
GOLDMAN SACHS GROUP INC	90,000	10/26/11	10/23/12	98,980 94	95,486 40	3,494 54	
MICROSOFT CORP NT	250,000	10/27/10	10/23/12	288,479 38	278,015 00		10,464 38
GNMA GTD MTG PASS THRU CTFP POOL #642030	84	06/23/06	10/15/12	82 79	84 24		(1 45)
GNMA GTD MTG PASS THRU CTFP POOL #688023	310	03/10/09	09/17/12	297 66	310 36		(12 70)
FNMA GTD MTG PASS THRU CTFP POOL #663238	147	09/19/02	09/25/12	145 33	146 94		(1 61)
10/31/2012				1,175,375.88	1,165,046.98	3,494.54	6,834.36
FNMA GTD MTG PASS THRU CTFP POOL #663238	500,000	09/19/02	11/15/12	331 44	-		331 44
MBNA AMER BK NATL ASSN	125,000	12/22/04	11/15/12	125,000 00	139,893 75		(14,893 75)
GNMA GTD MTG PASS THRU CTFP POOL #642030	84	06/23/06	11/15/12	83 01	84 46		(1 45)
GNMA GTD MTG PASS THRU CTFP POOL #688023	1,714	03/10/09	11/15/12	1,644 00	1,714 12		(70 12)
11/30/2012				127,058.45	141,692.33	-	(14,633.88)
GNMA GTD MTG PASS THRU CTFP POOL #642030	2,616	06/23/06	12/17/12	2,571 51	2,616 51		(45 00)
GNMA GTD MTG PASS THRU CTFP POOL #688023	1,892	03/10/09	12/17/12	1,814 26	1,891 64		(77 38)
12/31/2012				4,385.77	4,508.15	-	(122.38)
GNMA GTD MTG PASS THRU CTFP POOL #642030	8,078	06/23/06	01/15/13	8,077 82	8,219 18		(141 36)
GNMA GTD MTG PASS THRU CTFP POOL #688023	1,964	03/10/09	01/15/13	1,963 54	2,047 28		(83 74)
CAMPBELL SOL'P CO	200,000	07/09/10	01/28/13	212,364 00	201,824 00		10,540 00
GENERAL ELEC CAP CORP	55,000	03/16/09	01/28/13	64,148 65	47,942 95		16,205 70
1/31/2013				286,554.01	260,033.42	-	26,520.59
GNMA GTD MTG PASS THRU CTFP POOL #642030	64	06/23/06	02/15/13	63 77	64 89		(1 12)
GNMA GTD MTG PASS THRU CTFP POOL #688023	1,624	03/10/09	02/15/13	1,624 35	1,693 63		(69 28)
GNMA GTD MTG PASS THRU CTFP POOL #642030	310,000	06/23/06	02/15/13	45,861 23	46,663 80		(802 57)
GNMA GTD MTG PASS THRU CTFP POOL #688023	167,664	03/10/09	02/15/13	31,401 83	32,741 12		(1,339 29)
GENERAL ELEC CO GLOBAL NOTE	200,000	01/23/02	02/01/13	200,000 00	199,882 00		118 00
FEDERAL HOME LN MTG CORP	150,000	04/12/07	02/15/13	173,170 00	150,003 00		23,167 00
GOLDMAN SACHS	245,000	11/28/12	02/15/13	235,807 50	245,000 00	(9,192 50)	
2/28/2013				687,928.68	676,048.43	(9,192.50)	21,072.75
PEPSICO INC NOTE	100,000	08/15/08	05/15/13	115,695 00	115,700 00		(5 00)
PHILLIP MORRIS INTL INC NT	200,000	07/17/09	05/15/13	237,495 00	237,500 00		(5 00)
JPMORGAN MORTGAGE BACKED SECURITIES FUND	20,729 685	05/18/12	05/22/13	244,817 58	250,000 00		(5,182 42)
JPMORGAN MORTGAGE BACKED SECURITIES FUND	20,610 058	11/28/12	05/22/13	243,404 78	250,000 00	(6,595 22)	
JPMORGAN MORTGAGE BACKED SECURITIES FUND	16,501 650	12/12/12	05/22/13	194,884 49	200,000 00	(5,115 51)	
5/31/2013				1,036,296.85	1,053,200.00	(11,710.73)	(5,192.42)
JP MORGAN CHASE & CO SUB NT	250,000	10/26/11	06/21/13	266,870 00	269,380 00		(2,510 00)
GOLDMAN SACHS DYNAMIC ALLOCATION FUND	12,218 045	02/14/12	06/24/13	129,995 00	134,031 95		(4,036 95)
6/30/2013				396,865.00	403,411.95	-	(6,546.95)
					TOTALS	(17,408.69)	19,920.71

Grants - FY2013

6/20/2013

Organization Project Title	Grant Amount	Paid To Date	Type Status	Grant Date
ARI				
American Youth Philharmonic Orchestras Annandale, VA <i>Scholarships for Arlington youth</i>	\$2,500.00	\$2,500.00	Cash Grants <i>Active Grant</i>	3/11/2013
Arlington Arts Center Arlington, VA <i>General operating support</i>	\$7,500.00	\$7,500.00	Cash Grants <i>Active Grant</i>	3/11/2013
The Metropolitan Chorus Arlington, VA <i>General Operating Support</i>	\$5,000.00	\$5,000.00	Cash Grants <i>Active Grant</i>	9/10/2012
The Art League Alexandria, VA <i>To support a girl's mentoring program, SOHO, and build-out of storage space for the SOHO program</i>	\$5,000.00	\$5,000.00	Cash Grants <i>Active Grant</i>	9/10/2012
Bowen McCauley Dance Arlington, VA <i>Support for dance residency at Arlington's Kenmore Middle School</i>	\$4,000.00	\$4,000.00	Cash Grants <i>Active Grant</i>	9/10/2012
Center for the Arts of Greater Manassas/Prince William County Manassas, VA <i>General operating support</i>	\$3,500.00	\$3,500.00	Cash Grants <i>Active Grant</i>	12/10/2012
Columbia Pike Revitalization Organization (CPRO) Arlington, VA <i>Support for the 2013 Columbia Pike Blues Festival</i>	\$7,500.00	\$7,500.00	Cash Grants <i>Active Grant</i>	6/10/2013

Organization Project Title	Grant Amount	Paid To Date	Type Status	Grant Date
Eclipse Chamber Orchestra Alexandria, VA <i>General Operating Support</i>	\$1,500.00	\$1,500.00	Cash Grants <i>Active Grant</i>	12/10/2012
Empowered Women International Alexandria, VA <i>General operating support</i>	\$2,500.00	\$2,500.00	Cash Grants <i>Active Grant</i>	9/10/2012
Fairfax Symphony Orchestra Fairfax, VA <i>Educational Outreach</i>	\$2,500.00	\$2,500.00	Cash Grants <i>Active Grant</i>	9/10/2012
Jane Franklin Dance Arlington, VA <i>General Operating Support</i>	\$3,500.00	\$3,500.00	Cash Grants <i>Active Grant</i>	9/10/2012
Levine School of Music Arlington, VA <i>General operating support for the Arlington campus</i>	\$2,500.00	\$2,500.00	Cash Grants <i>Active Grant</i>	3/11/2013
Manassas Performing Arts, Inc. Manassas, VA <i>Support for Educational Outreach programming</i>	\$2,500.00	\$2,500.00	Cash Grants <i>Active Grant</i>	6/10/2013
MetroStage Alexandria, VA <i>General operating support</i>	\$3,500.00	\$3,500.00	Cash Grants <i>Active Grant</i>	6/10/2013
Opera Guild of Northern Virginia Arlington, VA <i>Support for their Magic Flute performance for 4000 area children</i>	\$2,500.00	\$2,500.00	Cash Grants <i>Active Grant</i>	6/10/2013

Organization Project Title	Grant Amount	Paid To Date	Type Status	Grant Date
Signature Theatre Arlington, VA <i>To support the 2012/2013 season programming and education activities</i>	\$7,500.00	\$7,500.00	Cash Grants <i>Active Grant</i>	3/11/2013
Teatro de la Luna Washington, DC <i>To support "Experience Theatre" in Arlington schools</i>	\$5,000.00	\$5,000.00	Cash Grants <i>Active Grant</i>	3/11/2013
Virginia Chamber Orchestra Alexandria, VA <i>General operating support</i>	\$3,000.00	\$3,000.00	Cash Grants <i>Active Grant</i>	6/10/2013
WETA Arlington, VA <i>To support local programming</i>	\$2,000.00	\$2,000.00	Cash Grants <i>Active Grant</i>	3/11/2013
Wolf Trap Vienna, VA <i>Support for educational programs in Northern Virginia, and partnership with Arlington Public Schools</i>	\$4,000.00	\$4,000.00	Cash Grants <i>Active Grant</i>	12/10/2012
Total ART (20 items)		\$77,500.00		
DISCRETIONARY				
Alexandria Community Trust Alexandria, VA <i>Discretionary Grant - LSA \$1000, AAE \$500</i>	\$1,500.00	\$1,500.00	Cash Grants <i>Active Grant</i>	6/10/2013
Alexandria Country Day School Alexandria, VA <i>Discretionary Grant - AAE Capital Campaign</i>	\$3,000.00	\$3,000.00	Cash Grants <i>Active Grant</i>	6/10/2013

Organization Project Title	Grant Amount	Paid To Date	Type Status	Grant Date
Alexandria Neighborhood Health Services, Inc. Alexandria, VA <i>Discretionary Grant - LSA</i>	\$500.00	\$500.00	Cash Grants <i>Active Grant</i>	6/10/2013
Alexandria Seaport Foundation Alexandria, VA <i>Discretionary Grant - LSA \$500, AAE \$250</i>	\$750.00	\$750.00	Cash Grants <i>Active Grant</i>	6/10/2013
ALIVE! Alexandria, VA <i>Discretionary Grant -AAE</i>	\$250.00	\$250.00	Cash Grants <i>Active Grant</i>	6/10/2013
Arlington Community Foundation Arlington, VA <i>Discretionary Grant - LSA</i>	\$500.00	\$500.00	Cash Grants <i>Active Grant</i>	6/10/2013
Arlington-Alexandria Coalition for the Homeless Arlington, VA <i>Discretionary Grant -AAE</i>	\$250.00	\$250.00	Cash Grants <i>Active Grant</i>	6/10/2013
The Art League Alexandria, VA <i>Discretionary Grant - AAE SOHO</i>	\$250.00	\$250.00	Cash Grants <i>Active Grant</i>	6/10/2013
Child & Family Network Centers Alexandria, VA <i>Discretionary Grant - LSA</i>	\$500.00	\$500.00	Cash Grants <i>Active Grant</i>	6/10/2013
Empowered Women International Alexandria, VA <i>Discretionary Grant -AAE</i>	\$250.00	\$250.00	Cash Grants <i>Active Grant</i>	6/10/2013
Fairfax Area Christian Emergency & Transitional Services Fairfax, VA <i>Discretionary Grant - RGM</i>	\$2,000.00	\$2,000.00	Cash Grants <i>Active Grant</i>	6/10/2013

Organization Project Title	Grant Amount	Paid To Date	Type Status	Grant Date
The Falls Church Falls Church, VA <i>Discretionary Grant -DDP Jr. \$1,750 Lindsey D. Peete Memorial Fund to support youth \$1,750 Lindsey D. Peete Fund for Pastoral Counseling</i>	\$3,500.00	\$3,500.00	Cash Grants <i>Active Grant</i>	6/10/2013
Fauquier Family Shelter Services, Inc. Warrenton, VA <i>Discretionary Grant -BCG</i>	\$5,000.00	\$5,000.00	Cash Grants <i>Active Grant</i>	6/10/2013
Grace Episcopal School Alexandria, VA <i>Discretionary Grant - AAE Scholarships</i>	\$250.00	\$250.00	Cash Grants <i>Active Grant</i>	6/10/2013
Grace Ministries of the United Methodist Church Herndon, VA <i>Discretionary Grant - RGM (\$1500 for Grace Ministries, \$1500 for Family Pass program)</i>	\$3,000.00	\$3,000.00	Cash Grants <i>Active Grant</i>	6/10/2013
Historic Alexandria Foundation Alexandria, VA <i>Discretionary Grant - LSA</i>	\$1,000.00	\$1,000.00	Cash Grants <i>Active Grant</i>	6/10/2013
Spirit Open Equestrian Program, Inc. Great Falls, VA <i>Discretionary Grant - DDP Jr.</i>	\$1,500.00	\$1,500.00	Cash Grants <i>Active Grant</i>	6/10/2013
St. Paul's Episcopal Church Alexandria, VA <i>Board Discretionary Grant - LSA</i>	\$1,000.00	\$1,000.00	Cash Grants <i>Active Grant</i>	6/10/2013
Trinity Episcopal Church Arlington, VA <i>Discretionary Grant- BMS Jr (Capital Improvements for church)</i>	\$5,000.00	\$5,000.00	Cash Grants <i>Active Grant</i>	6/10/2013

Organization Project Title	Grant Amount	Paid To Date	Type Status	Grant Date
Total DISCRETIONARY (19 items)				
	\$30,000.00	\$30,000.00		
EDUCATION				
AHC, Inc. Arlington, VA <i>General operating support - Resident Services</i>	\$7,500.00	\$7,500.00	Cash Grants <i>Active Grant</i>	12/10/2012
Alexandria Seaport Foundation Alexandria, VA <i>Support for Boatbuilding Apprenticeship programs</i>	\$5,000.00	\$5,000.00	Cash Grants <i>Active Grant</i>	12/10/2012
Alexandria Seaport Foundation Alexandria, VA <i>Support for Building to Teach local pilot projects</i>	\$5,000.00	\$5,000.00	Cash Grants <i>Active Grant</i>	6/10/2013
ALIVE! Alexandria, VA <i>General operating support</i>	\$10,000.00	\$10,000.00	Cash Grants <i>Active Grant</i>	12/10/2012
Arlington Agency on Aging Arlington, VA <i>To support the intergenerational mentoring program at Gunston Middle School.</i>	\$2,000.00	\$2,000.00	Cash Grants <i>Active Grant</i>	9/10/2012
Arlington Public Schools - Kenmore Middle School Arlington, VA <i>Support for one year pilot of Learning Engineering Algebra by Design program</i>	\$20,000.00	\$20,000.00	Cash Grants <i>Active Grant</i>	6/10/2013
Arlington Public Schools-Patrick Henry Elementary Arlington, VA <i>Student scholarships, parenting workshops, classes, activities/materials and groups</i>	\$6,000.00	\$6,000.00	Cash Grants <i>Active Grant</i>	9/10/2012

Organization Project Title	Grant Amount	Paid To Date	Type Status	Grant Date
Arlington Public Schools--Teenage Parenting Program Arlington, VA <i>Bilingual outreach services to teen mothers and fathers who are at risk for domestic violence and support mental health services for individual and couples counseling in Spanish</i>	\$10,000.00	\$10,000.00	Cash Grants <i>Active Grant</i>	9/10/2012
Arlington Public Schools--Wakefield High School Arlington, VA <i>To support Wakefield's Princeton Review-sponsored SAT program</i>	\$16,000.00	\$16,000.00	Cash Grants <i>Active Grant</i>	3/11/2013
The Campagna Center Alexandria, VA <i>General operating support</i>	\$7,500.00	\$7,500.00	Cash Grants <i>Active Grant</i>	3/11/2013
Child & Family Network Centers Alexandria, VA <i>General operating support</i>	\$6,000.00	\$6,000.00	Cash Grants <i>Active Grant</i>	12/10/2012
Community Lodgings Alexandria, VA <i>Youth Education Program(YEP) Program Support</i>	\$7,500.00	\$7,500.00	Cash Grants <i>Active Grant</i>	12/10/2012
Community Lodgings Alexandria, VA <i>Family Learning Center - One time expansion grant</i>	\$4,000.00	\$4,000.00	Cash Grants <i>Active Grant</i>	12/10/2012
Computer C.O.R.E. Alexandria, VA <i>General operating support</i>	\$7,500.00	\$7,500.00	Cash Grants <i>Active Grant</i>	6/10/2013
Edu-Futuro Arlington, VA <i>General operating support</i>	\$8,000.00	\$8,000.00	Cash Grants <i>Active Grant</i>	12/10/2012

Organization Project Title	Grant Amount	Paid To Date	Type Status	Grant Date
The Greenbrier Learning Center Arlington, VA <i>General Operating Support</i>	\$20,000.00	\$20,000.00	Cash Grants <i>Active Grant</i>	9/10/2012
Junior Achievement of Greater Washington Washington, DC <i>To provide needed financial literacy, workforce readiness and entrepreneurship programming to elementary through secondary school students in classrooms in Arlington County.</i>	\$7,500.00	\$7,500.00	Cash Grants <i>Active Grant</i>	6/10/2013
Literacy Council of Northern Virginia Falls Church, VA <i>General operating support for educational programs</i>	\$10,000.00	\$10,000.00	Cash Grants <i>Active Grant</i>	12/10/2012
Marymount University Arlington, VA <i>Portable Planetarium System</i>	\$5,000.00	\$5,000.00	Cash Grants <i>Active Grant</i>	9/10/2012
Phoenix Bikes Arlington, VA <i>General Operating Support, Arlington</i>	\$5,000.00	\$5,000.00	Cash Grants <i>Active Grant</i>	9/10/2012
Resurrection Children's Center Alexandria, VA <i>General operating support</i>	\$2,000.00	\$2,000.00	Cash Grants <i>Active Grant</i>	3/11/2013
Shakespeare Theatre Company Washington, DC <i>Scholarship support for STC's Camp Shakespeare in McLean and Alexandria</i>	\$3,625.00	\$3,625.00	Cash Grants <i>Active Grant</i>	6/10/2013
The Virginia College Fund Richmond, VA <i>General operating support</i>	\$7,500.00	\$7,500.00	Cash Grants <i>Active Grant</i>	12/10/2012

Organization Project Title	Grant Amount	Paid To Date	Type Status	Grant Date
Virginia Foundation for Community College Education Richmond, VA <i>To support the Pathways to Baccalaureate Program with Northern Virginia Community College</i>	\$2,500.00	\$2,500.00	Cash Grants <i>Active Grant</i>	6/10/2013
Virginia Foundation for Independent Colleges Richmond, VA <i>Support for the Greater Washington Regional Scholarship Program</i>	\$7,500.00	\$7,500.00	Cash Grants <i>Active Grant</i>	12/10/2012
Wakefield High School Education Foundation Arlington, VA <i>To support the Scholarship Fund</i>	\$2,500.00	\$2,500.00	Cash Grants <i>Active Grant</i>	6/10/2013
WANADA Automobile Dealer Education Institute Washington, D.C. <i>Auto Technician Training</i>	\$3,000.00	\$3,000.00	Cash Grants <i>Active Grant</i>	9/10/2012
Total EDUCATION		<u>\$198,125.00</u>		
		<u>\$198,125.00</u>		
HEALTH				
Alexandria Neighborhood Health Services, Inc. Alexandria, VA <i>Mental Health Program</i>	\$15,000.00	\$15,000.00	Cash Grants <i>Active Grant</i>	3/11/2013
Alzheimer's Association, National Capital Area Chapter Fairfax, VA <i>General operating support for programs and services in Northern Virginia</i>	\$7,500.00	\$7,500.00	Cash Grants <i>Active Grant</i>	6/10/2013

Organization Project Title	Grant Amount	Paid		Grant Type	Status	Grant Date
		To	Date			
American Heart Association Arlington, Virginia <i>To train middle schoolers in CPR via the Arlington Hearts Program</i>	\$10,000.00	\$10,000.00		Cash Grants <i>Active Grant</i>		9/10/2012
Arlington Free Clinic Arlington, VA <i>General operating support</i>	\$20,000.00	\$20,000.00		Cash Grants <i>Active Grant</i>		12/10/2012
Arlington Pediatric Center Arlington, VA <i>General operating support</i>	\$20,000.00	\$20,000.00		Cash Grants <i>Active Grant</i>		12/10/2012
Capital Caring Falls Church, VA <i>Support for the Patient Care Fund</i>	\$25,000.00	\$25,000.00		Cash Grants <i>Active Grant</i>		6/10/2013
Alzheimer's Family Day Center Fairfax, VA <i>General operating support</i>	\$15,000.00	\$15,000.00		Cash Grants <i>Active Grant</i>		9/10/2012
Food & Friends Washington, DC <i>General operating support</i>	\$10,000.00	\$10,000.00		Cash Grants <i>Active Grant</i>		9/10/2012
Northern Virginia Family Service Oakton, VA <i>To support Healthy Families Alexandria</i>	\$2,000.00	\$2,000.00		Cash Grants <i>Active Grant</i>		3/11/2013
Virginia Hospital Center Foundation Arlington, VA <i>Support for uninsured cancer patients</i>	\$10,000.00	\$10,000.00		Cash Grants <i>Active Grant</i>		12/10/2012

Organization Project Title	Grant Amount	Paid To Date	Type Status	Grant Date
WRAG/Washington AIDS Partnership Washington, DC <i>General operating support</i>	\$3,000.00	\$3,000.00	Cash Grants <i>Active Grant</i>	3/11/2013
<i>Total HEALTH (11 items)</i>	<u>\$137,500.00</u>	<u>\$137,500.00</u>		
<u>HOUSING & COMMUNITY DEVELOPMENT</u>				
Leadership Arlington, Inc. Arlington, VA <i>To support Neighborhood Day</i>	\$2,500.00	\$2,500.00	Cash Grants <i>Active Grant</i>	12/10/2012
Rebuilding Together Alexandria Alexandria, VA <i>Critical Need Fund</i>	\$10,000.00	\$10,000.00	Cash Grants <i>Active Grant</i>	9/10/2012
<i>Total HOUSING & COMMUNITY DEVELOPMENT (2 items)</i>	<u>\$12,500.00</u>	<u>\$12,500.00</u>		
<u>HUMAN SERVICES</u>				
ACCA, Inc. Annandale, VA <i>Matching challenge grant</i>	\$18,000.00	\$18,000.00	Cash Grants <i>Active Grant</i>	9/10/2012
Arlington Food Assistance Center Arlington, VA <i>To support purchase of new van to improve ability to access and distribute donated food.</i>	\$15,000.00	\$15,000.00	Cash Grants <i>Active Grant</i>	3/11/2013
Arlington Food Assistance Center Arlington, VA <i>To purchase food</i>	\$5,000.00	\$5,000.00	Cash Grants <i>Active Grant</i>	3/11/2013

Organization Project Title	Grant Amount	Paid To Date	Type Status	Grant Date
Arlington Street People's Assistance Network Arlington, VA <i>General operating support</i>	\$12,000.00	\$12,000.00	Cash Grants <i>Active Grant</i>	3/11/2013
Arlington-Alexandria Coalition for the Homeless Arlington, VA <i>General operating support for programs and services in training and education, specifically budgeting and money management</i>	\$15,000.00	\$15,000.00	Cash Grants <i>Active Grant</i>	3/11/2013
Arlingtonians Ministering to Emergency Needs Arlington, VA <i>Daily Emergency Fund</i>	\$23,000.00	\$23,000.00	Cash Grants <i>Active Grant</i>	12/10/2012
Bethany House of Northern Virginia Alexandria, VA <i>To support its Family Assistance Program</i>	\$15,000.00	\$15,000.00	Cash Grants <i>Active Grant</i>	9/10/2012
Capital Area Food Bank Washington, DC <i>To support Kids Cafe of Northern Virginia</i>	\$10,000.00	\$10,000.00	Cash Grants <i>Active Grant</i>	12/10/2012
Center for Alexandria's Children Alexandria, VA <i>General operating support</i>	\$5,000.00	\$5,000.00	Cash Grants <i>Active Grant</i>	3/11/2013
Community Residences Chantilly, VA <i>Support for Arlington ArtWorks program</i>	\$2,500.00	\$2,500.00	Cash Grants <i>Active Grant</i>	12/10/2012
Crisislink Arlington, VA <i>General Operating support for training and infrastructure for their Crisis & Suicide Hotline</i>	\$15,000.00	\$15,000.00	Cash Grants <i>Active Grant</i>	9/10/2012

Organization Project Title	Grant Amount	Paid To Date	Type Status	Grant Date
Doorways for Women and Families Arlington, VA <i>General operating support</i>	\$15,000.00	\$15,000.00	Cash Grants <i>Active Grant</i>	12/10/2012
Ethiopian Community Development Council, Inc. Arlington, VA <i>ECDC African Community Center's Family Enrichment project</i>	\$7,000.00	\$7,000.00	Cash Grants <i>Active Grant</i>	3/11/2013
Fairfax Area Christian Emergency & Transitional Services Fairfax, VA <i>General support to enhance homelessness prevention and rapid re-housing efforts</i>	\$5,000.00	\$5,000.00	Cash Grants <i>Active Grant</i>	6/10/2013
The Fenwick Foundation Arlington, VA <i>To support social, entertainment, educational opportunities for individuals living in facilities such as nursing, convalescent, assisted living and group homes.</i>	\$3,000.00	\$3,000.00	Cash Grants <i>Active Grant</i>	3/11/2013
Friends of Guest House, Inc. Alexandria, VA <i>General operating support to expand their Residential, Aftercare and Outreach programs</i>	\$5,000.00	\$5,000.00	Cash Grants <i>Active Grant</i>	3/11/2013
Girl Scout Council of the Nation's Capital Washington, DC <i>To support Encuentro de Chicas Latinas de las Girl Scouts</i>	\$7,500.00	\$7,500.00	Cash Grants <i>Active Grant</i>	3/11/2013
Good Shepherd Housing and Family Services Alexandria, VA <i>General operating support</i>	\$10,000.00	\$10,000.00	Cash Grants <i>Active Grant</i>	6/10/2013
Hispanics Against Child Abuse and Neglect, Inc. Reston, VA <i>General operating support for HACAN's programs</i>	\$20,000.00	\$20,000.00	Cash Grants <i>Active Grant</i>	6/10/2013

Organization Project Title	Grant Amount	Paid To Date	Type Status	Grant Date
Jill's House McLean, VA <i>To support the overnight stay program</i>	\$2,500.00	\$2,500.00	Cash Grants <i>Active Grant</i>	12/10/2012
Just Neighbors Ministry Falls Church, VA <i>General operating support</i>	\$5,000.00	\$5,000.00	Cash Grants <i>Active Grant</i>	12/10/2012
Langley Residential Support Services, Inc. McLean, VA <i>General operating support</i>	\$2,500.00	\$2,500.00	Cash Grants <i>Active Grant</i>	12/10/2012
L'Arche Washington, DC Washington, DC <i>General operating support for two homes in Arlington, VA</i>	\$15,000.00	\$15,000.00	Cash Grants <i>Active Grant</i>	12/10/2012
Matthew's Center Manassas, VA <i>Summer camp scholarship support</i>	\$5,000.00	\$5,000.00	Cash Grants <i>Active Grant</i>	6/10/2013
The Reading Connection Arlington, VA <i>Support for their four literacy programs</i>	\$5,000.00	\$5,000.00	Cash Grants <i>Active Grant</i>	6/10/2013
The Salvation Army – Arlington Corps Arlington, VA <i>Support for the Rental Assistance Program</i>	\$10,000.00	\$10,000.00	Cash Grants <i>Active Grant</i>	6/10/2013
SCAN of Northern Virginia, Inc. Alexandria, VA <i>Program Support for CASA Programs in Arlington</i>	\$15,000.00	\$15,000.00	Cash Grants <i>Active Grant</i>	12/10/2012
Linden Resources Arlington, VA <i>To support VetsReady2Work(VR2W)</i>	\$7,500.00	\$7,500.00	Cash Grants <i>Active Grant</i>	6/10/2013

Organization Project Title	Grant Amount	Paid To Date	Type Status	Grant Date
SIDS Mid-Atlantic Haymarket, VA <i>Cribs for Kids Program, Arlington</i>	\$5,000.00	\$5,000.00	Cash Grants <i>Active Grant</i>	9/10/2012
Spirit Open Equestrian Program, Inc. Great Falls, VA <i>General operating support</i>	\$6,500.00	\$6,500.00	Cash Grants <i>Active Grant</i>	6/10/2013
St. John's Community Services-Virginia Annandale, VA <i>General operating support for kitchen renovations at Coventry Road group home, for painting ground floor</i>	\$4,500.00	\$4,500.00	Cash Grants <i>Active Grant</i>	3/11/2013
St. Paul's Episcopal Church Alexandria, VA <i>General operating support for the Lazarus Ministry and Database Improvement</i>	\$8,000.00	\$8,000.00	Cash Grants <i>Active Grant</i>	6/10/2013
United Community Ministries Alexandria, VA <i>To support the Bryant Early Learning Center</i>	\$2,500.00	\$2,500.00	Cash Grants <i>Active Grant</i>	6/10/2013
Volunteers of America Alexandria, VA <i>To build a gazebo at Mary Marshall Living Residence</i>	\$5,000.00	\$5,000.00	Cash Grants <i>Active Grant</i>	9/10/2012
Volunteers of America-Chesapeake Lanham, MD <i>To support the Residential Program Center, Arlington</i>	\$15,000.00	\$15,000.00	Cash Grants <i>Active Grant</i>	12/10/2012
The Women's Center Vienna, VA <i>General operating support for mental health services for low income individuals in Arlington, Alexandria, Falls Church and Fairfax County.</i>	\$10,000.00	\$10,000.00	Cash Grants <i>Active Grant</i>	12/10/2012

Organization Project Title	Grant Amount	Paid To Date	Type Status	Grant Date
YMCA Arlington Arlington, VA <i>Support for Childcare subsidies, South Arlington afterschool site</i>	\$7,500.00	\$7,500.00	Cash Grants <i>Active Grant</i>	12/10/2012
Total HUMAN SERVICES (37 items)	\$339,500.00	\$339,500.00		
OTHER				
Council on Foundations Arlington, VA <i>General operating support</i>	\$1,320.00	\$1,320.00	Cash Grants <i>Active Grant</i>	3/11/2013
The Foundation Center--Washington, DC Washington, DC <i>General Operating Support</i>	\$2,500.00	\$2,500.00	Cash Grants <i>Active Grant</i>	9/10/2012
Total OTHER (2 items)	\$3,820.00	\$3,820.00		
Grand Total (118 items)	\$798,945.00	\$798,945.00		