



See a Social Security Number? Say Something!  
Report Privacy Problems to <https://public.resource.org/privacy>  
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form **990**  
 Department of the Treasury  
 Internal Revenue Service

**Return of Organization Exempt From Income Tax**  
**Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)**  
 The organization may have to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0047  
**2012**  
**Open to Public Inspection**

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

|   |   |  |   |
|---|---|--|---|
| <b>B</b> Check if applicable:<br><input type="checkbox"/> Address change<br><input type="checkbox"/> Name change<br><input type="checkbox"/> Initial return<br><input type="checkbox"/> Terminated<br><input type="checkbox"/> Amended return<br><input type="checkbox"/> Application pending | <b>C</b> Name of organization<br>ST PAUL'S PLUS INC<br><br>Doing Business As  |  | <b>D</b> Employer identification number<br><br>52-1748592 |
|   | Number and street (or P O box if mail is not delivered to street address) Room/suite<br>11232 FALLS ROAD              | <b>E</b> Telephone number<br><br>(410) 823-0061  |   |
|   | City or town, state or country, and ZIP + 4<br>BROOKLANDVILLE, MD 21022   |  | <b>G</b> Gross receipts \$ 1,999,618                      |
|   | <b>F</b> Name and address of principal officer<br>ISABEL C NUSSBAUMER<br>11232 FALLS ROAD<br>BROOKLANDVILLE, MD 21022 |  |   |
| <b>I</b> Tax-exempt status <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) ( ) (Insert no ) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527   |   | <b>H(a)</b> Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br><br><b>H(b)</b> Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No<br>If "No," attach a list (see instructions)<br><br><b>H(c)</b> Group exemption number |   |
| <b>J</b> Website: WWW SPSFG ORG   |   |  | <b>L</b> Year of formation 1991                           |
| <b>K</b> Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other  |   |  | <b>M</b> State of legal domicile<br>MD                    |

**Part I Summary**

|   |  |                                  |                     |
|---|--|----------------------------------|---------------------|
| <b>Activities &amp; Governance</b>                                      | <b>1</b> Briefly describe the organization's mission or most significant activities<br>PROVIDING CHILDCARE AND PRESCHOOL EDUCATION TO CHILDREN FROM 6 WEEKS OLD TO AGE 5 |                                  |                     |
|   | <b>2</b> Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets                          |                                  |                     |
|   | <b>3</b> Number of voting members of the governing body (Part VI, line 1a)   | <b>3</b>                         | 12                  |
|   | <b>4</b> Number of independent voting members of the governing body (Part VI, line 1b)   | <b>4</b>                         | 11                  |
|   | <b>5</b> Total number of individuals employed in calendar year 2012 (Part V, line 2a)  | <b>5</b>                         | 80                  |
|   | <b>6</b> Total number of volunteers (estimate if necessary)  | <b>6</b>                         | 25                  |
|   | <b>7a</b> Total unrelated business revenue from Part VIII, column (C), line 12   | <b>7a</b>                        | 0                   |
| <b>b</b> Net unrelated business taxable income from Form 990-T, line 34 | <b>7b</b>  | 0                                |                     |
| <b>Revenue</b>  | <b>8</b> Contributions and grants (Part VIII, line 1h)   | <b>Prior Year</b>                | <b>Current Year</b> |
|   | <b>9</b> Program service revenue (Part VIII, line 2g)  | 20,212                           | 8,261               |
|   | <b>10</b> Investment income (Part VIII, column (A), lines 3, 4, and 7d)  | 1,844,616                        | 1,991,345           |
|   | <b>11</b> Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)   | 39                               | 12                  |
|   | <b>12</b> Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)   | 0                                | 0                   |
|   |  | 1,864,867                        | 1,999,618           |
| <b>Expenses</b>   | <b>13</b> Grants and similar amounts paid (Part IX, column (A), lines 1-3)   | 61,007                           | 83,070              |
|   | <b>14</b> Benefits paid to or for members (Part IX, column (A), line 4)  | 0                                | 0                   |
|   | <b>15</b> Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)  | 1,263,257                        | 1,347,322           |
|   | <b>16a</b> Professional fundraising fees (Part IX, column (A), line 11e)   | 0                                | 0                   |
|   | <b>b</b> Total fundraising expenses (Part IX, column (D), line 25) $\rightarrow$ 0   |                                  |                     |
|   | <b>17</b> Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)   | 518,365                          | 491,371             |
|   | <b>18</b> Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)   | 1,842,629                        | 1,921,763           |
| <b>19</b> Revenue less expenses Subtract line 18 from line 12           | 22,238   | 77,855                           |                     |
| <b>Net Assets or Fund Balances</b>                                      |  | <b>Beginning of Current Year</b> | <b>End of Year</b>  |
|   | <b>20</b> Total assets (Part X, line 16)   | 1,305,646                        | 1,222,897           |
|   | <b>21</b> Total liabilities (Part X, line 26)  | 487,780                          | 327,176             |
| <b>22</b> Net assets or fund balances Subtract line 21 from line 20     | 817,866  | 895,721                          |                     |

**Part II Signature Block**

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

|                               |  |                      |      |   |                   |
|-------------------------------|--|----------------------|------|---|-------------------|
| <b>Sign Here</b>              | *****<br>Signature of officer  | 2014-05-06<br>Date   |      |   |                   |
|                               | KATHRYN R MCKEW DIRECTOR OF FINANCE<br>Type or print name and title                    |                      |      |   |                   |
| <b>Paid Preparer Use Only</b> | Prnt/Type preparer's name<br>JAMES P SWEENEY CPA                                       | Preparer's signature | Date | Check <input type="checkbox"/> if self-employed | PTIN<br>P01263012 |
|                               | Firm's name $\rightarrow$ MCGLADREY LLP  |                      |      | Firm's EIN $\rightarrow$ 42-0714325             |                   |
|                               | Firm's address $\rightarrow$ 100 INTERNATIONAL DRIVE SUITE 1400<br>BALTIMORE, MD 21202 |                      |      | Phone no (410) 246-9300                         |                   |

May the IRS discuss this return with the preparer shown above? (see instructions)  Yes  No

**Part III Statement of Program Service Accomplishments**

Check if Schedule O contains a response to any question in this Part III  Yes  No

**1** Briefly describe the organization's mission

THE GOAL OF ST PAUL'S PLUS IS TO PROVIDE A PROGRAM TO PROMOTE THE GROWTH - EMOTIONALLY, SOCIALLY, PHYSICALLY, AND INTELLECTUALLY - OF EACH CHILD AT HIS/HER OWN PACE EVERY EFFORT IS MADE TO IDENTIFY AND FULFILL THE INDIVIDUAL NEEDS OF EACH CHILD SO THAT HE OR SHE MAY REALIZE HIS OR HER FULL POTENTIAL AT THE HEART OF THE PROGRAM IS THE KNOWLEDGE THAT CHILDREN NEED TO FEEL SAFE AND LOVED IN ORDER TO REACH OUT TO THE WORLD AROUND THEM BY DEMONSTRATING A POSITIVE, LOVING MANNER, OUR TEACHERS HELP CHILDREN BUILD A BOND OF TRUST AND CARING THAT FORMS A FOUNDATION FOR LIFE LONG LEARNING

**2** Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?  Yes  No

If "Yes," describe these new services on Schedule O

**3** Did the organization cease conducting, or make significant changes in how it conducts, any program services?  Yes  No

If "Yes," describe these changes on Schedule O

**4** Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

**4a** (Code ) (Expenses \$ 1,765,900 including grants of \$ 83,070 ) (Revenue \$ 1,991,345 )

OUR PROGRAM STRIVES TO OFFER A BALANCED APPROACH TO ACADEMICS AND PLAY WE RECOGNIZE THAT CHILDREN LEARN BY DOING AND INTERACTING WITH THEIR ENVIRONMENT AND USE A MULTI-SENSORY APPROACH TO INTRODUCING NEW CONCEPTS TO CHILDREN THE PROGRAM SERVED ABOUT 128 CHILDREN DURING THE YEAR
















**4b** (Code ) (Expenses \$ including grants of \$ ) (Revenue \$ )

**4c** (Code ) (Expenses \$ including grants of \$ ) (Revenue \$ )

**4d** Other program services (Describe in Schedule O )  
(Expenses \$ including grants of \$ ) (Revenue \$ )

**4e** Total program service expenses 1,765,900

**Part IV Checklist of Required Schedules**

|   | Yes | No |
|---|-----|----|
| <b>1</b> Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>    | Yes |    |
| <b>2</b> Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> (see instructions)?   |     | No |
| <b>3</b> Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>  |     | No |
| <b>4 Section 501(c)(3) organizations.</b> Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>  |     | No |
| <b>5</b> Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>   |     | No |
| <b>6</b> Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>   |     | No |
| <b>7</b> Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>   |     | No |
| <b>8</b> Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>    |     | No |
| <b>9</b> Did the organization report an amount in Part X, line 21 for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>  |     | No |
| <b>10</b> Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>   | Yes |    |
| <b>11</b> If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable  |     |    |
| <b>a</b> Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>    | Yes |    |
| <b>b</b> Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>   |     | No |
| <b>c</b> Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>   |     | No |
| <b>d</b> Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>   |     | No |
| <b>e</b> Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>    | Yes |    |
| <b>f</b> Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>   | Yes |    |
| <b>12a</b> Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>   |     | No |
| <b>b</b> Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>    | Yes |    |
| <b>13</b> Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>   | Yes |    |
| <b>14a</b> Did the organization maintain an office, employees, or agents outside of the United States?  |     | No |
| <b>b</b> Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>   |     | No |
| <b>15</b> Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Parts II and IV</i>  |     | No |
| <b>16</b> Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Parts III and IV</i>  |     | No |
| <b>17</b> Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I (see instructions)</i>  |     | No |
| <b>18</b> Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>   |     | No |
| <b>19</b> Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>   |     | No |
| <b>20a</b> Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>   |     | No |
| <b>b</b> If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?   |     |    |

**Part IV Checklist of Required Schedules** (continued)

|            |  |            |     |    |
|------------|--|------------|-----|----|
| <b>21</b>  | Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i> . . . . .   | <b>21</b>  |     | No |
| <b>22</b>  | Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i> . . . . .   | <b>22</b>  | Yes |    |
| <b>23</b>  | Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i> . . . . .  | <b>23</b>  | Yes |    |
| <b>24a</b> | Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i> . . . . .                             | <b>24a</b> |     | No |
| <b>b</b>   | Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? . . . . .  | <b>24b</b> |     |    |
| <b>c</b>   | Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds? . . . . .   | <b>24c</b> |     |    |
| <b>d</b>   | Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? . . . . .  | <b>24d</b> |     |    |
| <b>25a</b> | <b>Section 501(c)(3) and 501(c)(4) organizations.</b> Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i> . . . . .  | <b>25a</b> |     | No |
| <b>b</b>   | Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i> . . . . .                                       | <b>25b</b> |     | No |
| <b>26</b>  | Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i> . . . . .   | <b>26</b>  |     | No |
| <b>27</b>  | Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i> . . . . . | <b>27</b>  |     | No |
| <b>28</b>  | Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)   |            |     |    |
| <b>a</b>   | A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> . . . . .   | <b>28a</b> |     | No |
| <b>b</b>   | A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> . . . . .  | <b>28b</b> |     | No |
| <b>c</b>   | An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i> . . . . .  | <b>28c</b> |     | No |
| <b>29</b>  | Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i> . . . . .  | <b>29</b>  |     | No |
| <b>30</b>  | Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i> . . . . .  | <b>30</b>  |     | No |
| <b>31</b>  | Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i> . . . . .  | <b>31</b>  |     | No |
| <b>32</b>  | Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i> . . . . .  | <b>32</b>  |     | No |
| <b>33</b>  | Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i> . . . . .  | <b>33</b>  |     | No |
| <b>34</b>  | Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i> . . . . .  | <b>34</b>  | Yes |    |
| <b>35a</b> | Did the organization have a controlled entity within the meaning of section 512(b)(13)?  | <b>35a</b> |     | No |
| <b>b</b>   | If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i> . . . . .   | <b>35b</b> |     |    |
| <b>36</b>  | <b>Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i> . . . . .   | <b>36</b>  |     | No |
| <b>37</b>  | Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>   | <b>37</b>  |     | No |
| <b>38</b>  | Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? <b>Note.</b> All Form 990 filers are required to complete Schedule O . . . . .  | <b>38</b>  | Yes |    |

**Part V Statements Regarding Other IRS Filings and Tax Compliance**

Check if Schedule O contains a response to any question in this Part V

|            |  | Yes | No |
|------------|--|-----|----|
| <b>1a</b>  | Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.  |     |    |
| <b>1b</b>  | Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.   |     |    |
| <b>1c</b>  | Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?   | Yes |    |
| <b>2a</b>  | Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return.   |     |    |
| <b>2b</b>  | If at least one is reported on line 2a, did the organization file all required federal employment tax returns?<br><b>Note.</b> If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).  | Yes |    |
| <b>3a</b>  | Did the organization have unrelated business gross income of \$1,000 or more during the year?  |     | No |
| <b>3b</b>  | If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O.  |     |    |
| <b>4a</b>  | At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?                                   |     | No |
| <b>b</b>   | If "Yes," enter the name of the foreign country: _____<br>See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.   |     |    |
| <b>5a</b>  | Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?  |     | No |
| <b>5b</b>  | Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?   |     | No |
| <b>5c</b>  | If "Yes," to line 5a or 5b, did the organization file Form 8886-T?   |     |    |
| <b>6a</b>  | Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?  |     | No |
| <b>6b</b>  | If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?  |     |    |
| <b>7</b>   | <b>Organizations that may receive deductible contributions under section 170(c).</b>   |     |    |
| <b>a</b>   | Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?  | Yes |    |
| <b>b</b>   | If "Yes," did the organization notify the donor of the value of the goods or services provided?  | Yes |    |
| <b>7c</b>  | Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?   |     | No |
| <b>7d</b>  | If "Yes," indicate the number of Forms 8282 filed during the year.   |     |    |
| <b>7e</b>  | Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  |     | No |
| <b>7f</b>  | Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?   |     | No |
| <b>7g</b>  | If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?   |     |    |
| <b>7h</b>  | If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?   |     |    |
| <b>8</b>   | <b>Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.</b> Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year? |     |    |
| <b>9</b>   | <b>Sponsoring organizations maintaining donor advised funds.</b>   |     |    |
| <b>9a</b>  | Did the organization make any taxable distributions under section 4966?  |     |    |
| <b>9b</b>  | Did the organization make a distribution to a donor, donor advisor, or related person?   |     |    |
| <b>10</b>  | <b>Section 501(c)(7) organizations.</b> Enter  |     |    |
| <b>10a</b> | Initiation fees and capital contributions included on Part VIII, line 12.  |     |    |
| <b>10b</b> | Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.   |     |    |
| <b>11</b>  | <b>Section 501(c)(12) organizations.</b> Enter   |     |    |
| <b>11a</b> | Gross income from members or shareholders.   |     |    |
| <b>11b</b> | Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them).   |     |    |
| <b>12a</b> | <b>Section 4947(a)(1) non-exempt charitable trusts.</b> Is the organization filing Form 990 in lieu of Form 1041?  |     |    |
| <b>12b</b> | If "Yes," enter the amount of tax-exempt interest received or accrued during the year.   |     |    |
| <b>13</b>  | <b>Section 501(c)(29) qualified nonprofit health insurance issuers.</b>  |     |    |
| <b>13a</b> | Is the organization licensed to issue qualified health plans in more than one state?<br><b>Note.</b> See the instructions for additional information the organization must report on Schedule O.   |     |    |
| <b>13b</b> | Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans.   |     |    |
| <b>13c</b> | Enter the amount of reserves on hand.  |     |    |
| <b>14a</b> | Did the organization receive any payments for indoor tanning services during the tax year?   |     | No |
| <b>14b</b> | If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.   |     |    |

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response to any question in this Part VI . . . . . [X]

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include: 1a Enter the number of voting members of the governing body at the end of the tax year (12); 1b Enter the number of voting members included in line 1a, above, who are independent (11); 2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee? (No); 3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? (Yes); 4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? (No); 5 Did the organization become aware during the year of a significant diversion of the organization's assets? (No); 6 Did the organization have members or stockholders? (No); 7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body? (No); 7b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body? (No); 8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following: 8a The governing body? (Yes); 8b Each committee with authority to act on behalf of the governing body? (Yes); 9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O (No).

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

Table with 3 columns: Question, Yes, No. Rows include: 10a Did the organization have local chapters, branches, or affiliates? (No); 10b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?; 11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form? (No); 11b Describe in Schedule O the process, if any, used by the organization to review this Form 990; 12a Did the organization have a written conflict of interest policy? If "No," go to line 13 (Yes); 12b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts? (Yes); 12c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done (Yes); 13 Did the organization have a written whistleblower policy? (Yes); 14 Did the organization have a written document retention and destruction policy? (Yes); 15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision? 15a The organization's CEO, Executive Director, or top management official (Yes); 15b Other officers or key employees of the organization (No); 16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? (No); 16b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?

Section C. Disclosure

- 17 List the States with which a copy of this Form 990 is required to be filed MD
18 Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c) (3)s only) available for public inspection. Indicate how you made these available. Check all that apply. [ ] Own website [ ] Another's website [X] Upon request [ ] Other (explain in Schedule O)
19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year
20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization. KATHRYN R MCKEW 11232 FALLS ROAD BROOKLANDVILLE, MD (410) 823-0061

**Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**

Check if Schedule O contains a response to any question in this Part VII

**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees**

**1a** Complete this table for all persons required to be listed Report compensation for the calendar year ending with or within the organization's tax year

• List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation Enter -0- in columns (D), (E), and (F) if no compensation was paid

• List all of the organization's **current** key employees, if any See instructions for definition of "key employee "

• List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations

• List all of the organization's **former** officers, key employees, or highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations

• List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

List persons in the following order individual trustees or directors, institutional trustees, officers, key employees, highest compensated employees, and former such persons

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee

| (A)<br>Name and Title   | (B)<br>Average hours per week (list any hours for related organizations below dotted line) | (C)<br>Position (do not check more than one box, unless person is both an officer and a director/trustee) |                       |         |              |                              |        | (D)<br>Reportable compensation from the organization (W- 2/1099-MISC) | (E)<br>Reportable compensation from related organizations (W- 2/1099-MISC) | (F)<br>Estimated amount of other compensation from the organization and related organizations |
|---|--|---|-----------------------|---------|--------------|------------------------------|--------|---|--|---|
|   |  | Individual trustee or director  | Institutional Trustee | Officer | Key employee | Highest compensated employee | Former |   |  |   |
| (1) HON JUDITH C ENSOR<br>PRESIDENT                             | 1 50<br>1 50   | X   |                       | X       |              |                              |        | 0   | 0  | 0   |
| (2) CLIFFORD B LULL III<br>PRESIDENT-ELECT                      | 1 50<br>1 50   | X   |                       | X       |              |                              |        | 0   | 0  | 0   |
| (3) KIM GOETZE BURCH<br>VICE PRESIDENT                          | 1 50<br>1 50   | X   |                       | X       |              |                              |        | 0   | 0  | 0   |
| (4) JOHN A SAXTON<br>VICE PRESIDENT                             | 1 50<br>1 50   | X   |                       | X       |              |                              |        | 0   | 0  | 0   |
| (5) REV MARK STANLEY<br>VICE PRESIDENT                          | 1 50<br>1 50   | X   |                       | X       |              |                              |        | 0   | 0  | 0   |
| (6) JACK L HARVEY<br>SECRETARY                                  | 1 50<br>1 50   | X   |                       | X       |              |                              |        | 0   | 0  | 0   |
| (7) DAVID K WELLS<br>TREASURER                                  | 1 50<br>1 50   | X   |                       | X       |              |                              |        | 0   | 0  | 0   |
| (8) GARY D MARINO<br>AUDIT COMMITTEE                            | 1 50<br>1 50   | X   |                       |         |              |                              |        | 0   | 0  | 0   |
| (9) MARILYN S WARSHAWSKY<br>TRUSTEESHIP CHAIR                   | 1 50<br>1 50   | X   |                       |         |              |                              |        | 0   | 0  | 0   |
| (10) ELISE A BUTLER<br>MEMBER-AT-LARGE                          | 1 50<br>1 50   | X   |                       |         |              |                              |        | 0   | 0  | 0   |
| (11) JAMES A VIK<br>MEMBER-AT-LARGE                             | 1 50<br>1 50   | X   |                       |         |              |                              |        | 0   | 0  | 0   |
| (12) LILA LOHR<br>HEAD OF SCHOOL (STARTING JULY 2012)           | 1 50<br>60 00  | X   |                       | X       |              |                              |        | 0   | 130,870  | 19,492  |
| (13) ISABEL C NUSSBAUMER<br>EXECUTIVE DIRECTOR                  | 40 00  |   |                       | X       |              |                              |        | 82,308  | 0  | 8,671   |
| (14) MONICA GILLESPIE PHD<br>HEAD OF SCHOOL (THROUGH JUNE 2012) | 1 50<br>60 00  |   |                       | X       |              |                              |        | 0   | 129,234  | 34,749  |
|   |  |   |                       |         |              |                              |        |   |  |   |
|   |  |   |                       |         |              |                              |        |   |  |   |



**Part VIII Statement of Revenue**

Check if Schedule O contains a response to any question in this Part VIII

|   |  | (A)<br>Total revenue                                 | (B)<br>Related or<br>exempt<br>function<br>revenue | (C)<br>Unrelated<br>business<br>revenue | (D)<br>Revenue<br>excluded from<br>tax under<br>sections<br>512, 513, or<br>514 |  |
|---|--|--|--|---|---|--|
| <b>Contributions, Gifts, Grants and Other Similar Amounts</b>                         | <b>1a</b> Federated campaigns . . . <b>1a</b> _____  |  |  |   |   |  |
|   | <b>b</b> Membership dues . . . . . <b>1b</b> _____   |  |  |   |   |  |
|   | <b>c</b> Fundraising events . . . . . <b>1c</b> _____  |  |  |   |   |  |
|   | <b>d</b> Related organizations . . . . . <b>1d</b> _____   |  |  |   |   |  |
|   | <b>e</b> Government grants (contributions) <b>1e</b> _____   |  |  |   |   |  |
|   | <b>f</b> All other contributions, gifts, grants, and similar amounts not included above <b>1f</b> _____ 8,261  |  |  |   |   |  |
|   | <b>g</b> Noncash contributions included in lines 1a-1f \$ _____  |  |  |   |   |  |
|   | <b>h Total.</b> Add lines 1a-1f . . . . . <b>▶</b>   |  | 8,261  |   |   |  |
| <b>Program Service Revenue</b>  | Business Code  |  |  |   |   |  |
|   | <b>2a</b> TUITION _____  | 611600   | 1,776,185  | 1,776,185                               |   |  |
|   | <b>b</b> SUMMER CAMPS _____  | 611600   | 163,840  | 163,840                                 |   |  |
|   | <b>c</b> OTHER CHARGES _____   | 611600   | 51,320   | 51,320                                  |   |  |
|   | <b>d</b> _____   |  |  |   |   |  |
|   | <b>e</b> _____   |  |  |   |   |  |
|   | <b>f</b> All other program service revenue _____   |  |  |   |   |  |
| <b>g Total.</b> Add lines 2a-2f . . . . . <b>▶</b>                                    |  | 1,991,345  |  |   |   |  |
| <b>Other Revenue</b>  | <b>3</b> Investment income (including dividends, interest, and other similar amounts) . . . . . <b>▶</b>   |  | 12   |   | 12  |  |
|   | <b>4</b> Income from investment of tax-exempt bond proceeds . . . . . <b>▶</b>   |  |  |   |   |  |
|   | <b>5</b> Royalties . . . . . <b>▶</b>  |  |  |   |   |  |
|   | <b>6a</b> Gross rents  | (i) Real   |  |   |   |  |
|   |  | (ii) Personal  |  |   |   |  |
|   |  | <b>b</b> Less rental expenses                        |  |   |   |  |
|   |  | <b>c</b> Rental income or (loss)                     |  |   |   |  |
|   | <b>d</b> Net rental income or (loss) . . . . . <b>▶</b>  |  |  |   |   |  |
|   | <b>7a</b> Gross amount from sales of assets other than inventory   | (i) Securities                                       |  |   |   |  |
|   |  | (ii) Other   |  |   |   |  |
|   |  | <b>b</b> Less cost or other basis and sales expenses |  |   |   |  |
|   |  | <b>c</b> Gain or (loss)                              |  |   |   |  |
|   | <b>d</b> Net gain or (loss) . . . . . <b>▶</b>   |  |  |   |   |  |
|   | <b>8a</b> Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18 . . . . . <b>a</b> |  |  |   |   |  |
|   |  | <b>b</b> Less direct expenses . . . . . <b>b</b>     |  |   |   |  |
| <b>c</b> Net income or (loss) from fundraising events . . . . . <b>▶</b>              |  |  |  |   |   |  |
| <b>9a</b> Gross income from gaming activities See Part IV, line 19 . . . . . <b>a</b> |  |  |  |   |   |  |
|   | <b>b</b> Less direct expenses . . . . . <b>b</b>   |  |  |   |   |  |
|   | <b>c</b> Net income or (loss) from gaming activities . . . . . <b>▶</b>  |  |  |   |   |  |
| <b>10a</b> Gross sales of inventory, less returns and allowances . . . . . <b>a</b>   |  |  |  |   |   |  |
|   | <b>b</b> Less cost of goods sold . . . . . <b>b</b>  |  |  |   |   |  |
|   | <b>c</b> Net income or (loss) from sales of inventory . . . . . <b>▶</b>   |  |  |   |   |  |
| Miscellaneous Revenue   |  | Business Code  |  |   |   |  |
| <b>11a</b> _____  |  |  |  |   |   |  |
| <b>b</b> _____  |  |  |  |   |   |  |
| <b>c</b> _____  |  |  |  |   |   |  |
| <b>d</b> All other revenue . . . . .  |  |  |  |   |   |  |
| <b>e Total.</b> Add lines 11a-11d . . . . . <b>▶</b>                                  |  |  |  |   |   |  |
| <b>12 Total revenue.</b> See Instructions . . . . . <b>▶</b>                          |  | 1,999,618  | 1,991,345  | 0                                       | 12  |  |

**Part IX Statement of Functional Expenses**

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A)

Check if Schedule O contains a response to any question in this Part IX

| <b>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</b> |   | <b>(A)</b><br>Total expenses | <b>(B)</b><br>Program service expenses | <b>(C)</b><br>Management and general expenses | <b>(D)</b><br>Fundraising expenses |
|---|---|------------------------------|--|---|------------------------------------|
| <b>1</b>  | Grants and other assistance to governments and organizations in the United States. See Part IV, line 21   |                              |  |   |                                    |
| <b>2</b>  | Grants and other assistance to individuals in the United States. See Part IV, line 22   | 83,070                       | 83,070                                 |   |                                    |
| <b>3</b>  | Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16  |                              |  |   |                                    |
| <b>4</b>  | Benefits paid to or for members   |                              |  |   |                                    |
| <b>5</b>  | Compensation of current officers, directors, trustees, and key employees  | 90,979                       | 90,979                                 |   |                                    |
| <b>6</b>  | Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)   |                              |  |   |                                    |
| <b>7</b>  | Other salaries and wages  | 1,022,892                    | 1,022,892                              |   |                                    |
| <b>8</b>  | Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)  | 56,873                       | 56,873                                 |   |                                    |
| <b>9</b>  | Other employee benefits   | 95,892                       | 95,892                                 |   |                                    |
| <b>10</b>   | Payroll taxes   | 80,686                       | 80,686                                 |   |                                    |
| <b>11</b>   | Fees for services (non-employees)   |                              |  |   |                                    |
| <b>a</b>  | Management  | 95,000                       | 95,000                                 |   |                                    |
| <b>b</b>  | Legal   |                              |  |   |                                    |
| <b>c</b>  | Accounting  | 4,323                        |  | 4,323   |                                    |
| <b>d</b>  | Lobbying  |                              |  |   |                                    |
| <b>e</b>  | Professional fundraising services. See Part IV, line 17   |                              |  |   |                                    |
| <b>f</b>  | Investment management fees  |                              |  |   |                                    |
| <b>g</b>  | Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)  |                              |  |   |                                    |
| <b>12</b>   | Advertising and promotion   | 8,216                        |  | 8,216   |                                    |
| <b>13</b>   | Office expenses   | 47,211                       | 28,100                                 | 19,111  |                                    |
| <b>14</b>   | Information technology  | 3,171                        | 3,171                                  |   |                                    |
| <b>15</b>   | Royalties   |                              |  |   |                                    |
| <b>16</b>   | Occupancy   | 126,765                      | 88,921                                 | 37,844  |                                    |
| <b>17</b>   | Travel  |                              |  |   |                                    |
| <b>18</b>   | Payments of travel or entertainment expenses for any federal, state, or local public officials  |                              |  |   |                                    |
| <b>19</b>   | Conferences, conventions, and meetings  |                              |  |   |                                    |
| <b>20</b>   | Interest  |                              |  |   |                                    |
| <b>21</b>   | Payments to affiliates  |                              |  |   |                                    |
| <b>22</b>   | Depreciation, depletion, and amortization   | 59,830                       | 59,830                                 |   |                                    |
| <b>23</b>   | Insurance   | 15,141                       | 15,141                                 |   |                                    |
| <b>24</b>   | Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O)  |                              |  |   |                                    |
| <b>a</b>  | MISCELLANEOUS   | 67,606                       | 25,749                                 | 41,857  |                                    |
| <b>b</b>  | CLEANING EXPENSES   | 44,512                       |  | 44,512  |                                    |
| <b>c</b>  | RESOURCE TEACHERS   | 19,596                       | 19,596                                 |   |                                    |
| <b>d</b>  |   |                              |  |   |                                    |
| <b>e</b>  | All other expenses  |                              |  |   |                                    |
| <b>25</b>   | <b>Total functional expenses.</b> Add lines 1 through 24e   | 1,921,763                    | 1,765,900                              | 155,863                                       | 0                                  |
| <b>26</b>   | <b>Joint costs.</b> Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720) |                              |  |   |                                    |

**Part X Balance Sheet**

Check if Schedule O contains a response to any question in this Part X

|   |   | (A)                  |           | (B)                |
|---|---|----------------------|-----------|--------------------|
|   |   | Beginning of year    |           | End of year        |
| <b>Assets</b>   | <b>1</b> Cash—non-interest-bearing . . . . .  | 100                  | <b>1</b>  | 100                |
|   | <b>2</b> Savings and temporary cash investments . . . . .   | 453,439              | <b>2</b>  | 354,412            |
|   | <b>3</b> Pledges and grants receivable, net . . . . .   |                      | <b>3</b>  |                    |
|   | <b>4</b> Accounts receivable, net . . . . .   | 24,330               | <b>4</b>  | 79,839             |
|   | <b>5</b> Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L . . . . .   |                      | <b>5</b>  |                    |
|   | <b>6</b> Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L . . . . . |                      | <b>6</b>  |                    |
|   | <b>7</b> Notes and loans receivable, net . . . . .  |                      | <b>7</b>  |                    |
|   | <b>8</b> Inventories for sale or use . . . . .  |                      | <b>8</b>  |                    |
|   | <b>9</b> Prepaid expenses and deferred charges . . . . .  | 45,942               | <b>9</b>  | 12,602             |
|   | <b>10a</b> Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D . . . . .  | <b>10a</b> 1,267,475 |           |                    |
|   | <b>b</b> Less accumulated depreciation . . . . .  | <b>10b</b> 491,531   | 781,835   | <b>10c</b> 775,944 |
|   | <b>11</b> Investments—publicly traded securities . . . . .  |                      | <b>11</b> |                    |
|   | <b>12</b> Investments—other securities See Part IV, line 11 . . . . .   |                      | <b>12</b> |                    |
|   | <b>13</b> Investments—program-related See Part IV, line 11 . . . . .  |                      | <b>13</b> |                    |
|   | <b>14</b> Intangible assets . . . . .   |                      | <b>14</b> |                    |
|   | <b>15</b> Other assets See Part IV, line 11 . . . . .   |                      | <b>15</b> |                    |
| <b>16 Total assets.</b> Add lines 1 through 15 (must equal line 34) . . . . . | 1,305,646   | <b>16</b>            | 1,222,897 |                    |
| <b>Liabilities</b>  | <b>17</b> Accounts payable and accrued expenses . . . . .   | 19,372               | <b>17</b> | 32,300             |
|   | <b>18</b> Grants payable . . . . .  |                      | <b>18</b> |                    |
|   | <b>19</b> Deferred revenue . . . . .  |                      | <b>19</b> |                    |
|   | <b>20</b> Tax-exempt bond liabilities . . . . .   |                      | <b>20</b> |                    |
|   | <b>21</b> Escrow or custodial account liability Complete Part IV of Schedule D . . . . .  |                      | <b>21</b> |                    |
|   | <b>22</b> Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L . . . . .   |                      | <b>22</b> |                    |
|   | <b>23</b> Secured mortgages and notes payable to unrelated third parties . . . . .  |                      | <b>23</b> |                    |
|   | <b>24</b> Unsecured notes and loans payable to unrelated third parties . . . . .  |                      | <b>24</b> |                    |
|   | <b>25</b> Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D . . . . .  | 468,408              | <b>25</b> | 294,876            |
|   | <b>26 Total liabilities.</b> Add lines 17 through 25 . . . . .  | 487,780              | <b>26</b> | 327,176            |
| <b>Net Assets or Fund Balances</b>  | <b>Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.</b>  |                      |           |                    |
|   | <b>27</b> Unrestricted net assets . . . . .   | 817,866              | <b>27</b> | 895,721            |
|   | <b>28</b> Temporarily restricted net assets . . . . .   |                      | <b>28</b> |                    |
|   | <b>29</b> Permanently restricted net assets . . . . .   |                      | <b>29</b> |                    |
|   | <b>Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.</b>   |                      |           |                    |
|   | <b>30</b> Capital stock or trust principal, or current funds . . . . .  |                      | <b>30</b> |                    |
|   | <b>31</b> Paid-in or capital surplus, or land, building or equipment fund . . . . .   |                      | <b>31</b> |                    |
|   | <b>32</b> Retained earnings, endowment, accumulated income, or other funds . . . . .  |                      | <b>32</b> |                    |
| <b>33</b> Total net assets or fund balances . . . . .                         | 817,866   | <b>33</b>            | 895,721   |                    |
| <b>34</b> Total liabilities and net assets/fund balances . . . . .            | 1,305,646   | <b>34</b>            | 1,222,897 |                    |

**Part XI Reconciliation of Net Assets**

Check if Schedule O contains a response to any question in this Part XI

|           |   |           |           |
|-----------|---|-----------|-----------|
| <b>1</b>  | Total revenue (must equal Part VIII, column (A), line 12)   | <b>1</b>  | 1,999,618 |
| <b>2</b>  | Total expenses (must equal Part IX, column (A), line 25)  | <b>2</b>  | 1,921,763 |
| <b>3</b>  | Revenue less expenses Subtract line 2 from line 1   | <b>3</b>  | 77,855    |
| <b>4</b>  | Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))                     | <b>4</b>  | 817,866   |
| <b>5</b>  | Net unrealized gains (losses) on investments  | <b>5</b>  |           |
| <b>6</b>  | Donated services and use of facilities  | <b>6</b>  |           |
| <b>7</b>  | Investment expenses   | <b>7</b>  |           |
| <b>8</b>  | Prior period adjustments  | <b>8</b>  |           |
| <b>9</b>  | Other changes in net assets or fund balances (explain in Schedule O)  | <b>9</b>  | 0         |
| <b>10</b> | Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B)) | <b>10</b> | 895,721   |

**Part XII Financial Statements and Reporting**

Check if Schedule O contains a response to any question in this Part XII

|  | Yes | No |
|--|-----|----|
| <b>1</b> Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____<br>If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O   |     |    |
| <b>2a</b> Were the organization's financial statements compiled or reviewed by an independent accountant?<br>If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both<br><input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis |     | No |
| <b>2b</b> Were the organization's financial statements audited by an independent accountant?<br>If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both<br><input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis                | Yes |    |
| <b>2c</b> If "Yes," to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?<br>If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O  | Yes |    |
| <b>3a</b> As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?   |     | No |
| <b>3b</b> If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits   |     |    |

**SCHEDULE A**  
(Form 990 or 990EZ)

**Public Charity Status and Public Support**

OMB No 1545-0047

**2012**

**Open to Public Inspection**

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

Department of the Treasury  
Internal Revenue Service

Name of the organization  
ST PAUL'S PLUS INC

Employer identification number  
52-1748592

**Part I Reason for Public Charity Status** (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is (For lines 1 through 11, check only one box )

- 1  A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2  A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E )
- 3  A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4  A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state \_\_\_\_\_
- 5  An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II )
- 6  A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7  An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II )
- 8  A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II )
- 9  An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2)**. (Complete Part III )
- 10  An organization organized and operated exclusively to test for public safety See **section 509(a)(4)**.
- 11  An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h  
 a  Type I   b  Type II   c  Type III - Functionally integrated   d  Type III - Non-functionally integrated
- e  By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)
- f  If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?  
 (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?  
 (ii) A family member of a person described in (i) above?  
 (iii) A 35% controlled entity of a person described in (i) or (ii) above?
- h Provide the following information about the supported organization(s)

|                 | Yes | No |
|-----------------|-----|----|
| <b>11g(i)</b>   |     |    |
| <b>11g(ii)</b>  |     |    |
| <b>11g(iii)</b> |     |    |

| (i) Name of supported organization | (ii) EIN | (iii) Type of organization (described on lines 1- 9 above or IRC section (see instructions)) | (iv) Is the organization in col (i) listed in your governing document? |    | (v) Did you notify the organization in col (i) of your support? |    | (vi) Is the organization in col (i) organized in the U S ? |    | (vii) Amount of monetary support |
|------------------------------------|----------|--|--|----|---|----|--|----|----------------------------------|
|                                    |          |  | Yes  | No | Yes   | No | Yes  | No |                                  |
|                                    |          |  |  |    |   |    |  |    |                                  |
|                                    |          |  |  |    |   |    |  |    |                                  |
| <b>Total</b>                       |          |  |  |    |   |    |  |    |                                  |

**Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

**Section A. Public Support**

| Calendar year (or fiscal year beginning in) ▶  | (a) 2008 | (b) 2009 | (c) 2010 | (d) 2011 | (e) 2012 | (f) Total |
|--|----------|----------|----------|----------|----------|-----------|
| <b>1</b> Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")   |          |          |          |          |          |           |
| <b>2</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf   |          |          |          |          |          |           |
| <b>3</b> The value of services or facilities furnished by a governmental unit to the organization without charge   |          |          |          |          |          |           |
| <b>4 Total.</b> Add lines 1 through 3  |          |          |          |          |          |           |
| <b>5</b> The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f) |          |          |          |          |          |           |
| <b>6 Public support.</b> Subtract line 5 from line 4   |          |          |          |          |          |           |

**Section B. Total Support**

| Calendar year (or fiscal year beginning in) ▶  | (a) 2008 | (b) 2009 | (c) 2010 | (d) 2011 | (e) 2012  | (f) Total |
|--|----------|----------|----------|----------|-----------|-----------|
| <b>7</b> Amounts from line 4   |          |          |          |          |           |           |
| <b>8</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources  |          |          |          |          |           |           |
| <b>9</b> Net income from unrelated business activities, whether or not the business is regularly carried on  |          |          |          |          |           |           |
| <b>10</b> Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV )   |          |          |          |          |           |           |
| <b>11 Total support</b> (Add lines 7 through 10)   |          |          |          |          |           |           |
| <b>12</b> Gross receipts from related activities, etc (see instructions)   |          |          |          |          | <b>12</b> |           |
| <b>13 First five years.</b> If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and <b>stop here</b> . . . . . ▶ |          |          |          |          |           |           |

**Section C. Computation of Public Support Percentage**

|   |           |  |
|---|-----------|--|
| <b>14</b> Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))  | <b>14</b> |  |
| <b>15</b> Public support percentage for 2011 Schedule A, Part II, line 14   | <b>15</b> |  |
| <b>16a 33 1/3% support test—2012.</b> If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization ▶  |           |  |
| <b>b 33 1/3% support test—2011.</b> If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization ▶   |           |  |
| <b>17a 10%-facts-and-circumstances test—2012.</b> If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and <b>stop here.</b> Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization ▶    |           |  |
| <b>b 10%-facts-and-circumstances test—2011.</b> If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and <b>stop here.</b> Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization ▶ |           |  |
| <b>18 Private foundation.</b> If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ▶  |           |  |

**Part III Support Schedule for Organizations Described in Section 509(a)(2)**

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

**Section A. Public Support**

| Calendar year (or fiscal year beginning in) ▶   | (a) 2008 | (b) 2009 | (c) 2010 | (d) 2011 | (e) 2012 | (f) Total |
|---|----------|----------|----------|----------|----------|-----------|
| <b>1</b> Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")  |          |          |          |          |          |           |
| <b>2</b> Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose |          |          |          |          |          |           |
| <b>3</b> Gross receipts from activities that are not an unrelated trade or business under section 513   |          |          |          |          |          |           |
| <b>4</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf  |          |          |          |          |          |           |
| <b>5</b> The value of services or facilities furnished by a governmental unit to the organization without charge  |          |          |          |          |          |           |
| <b>6 Total.</b> Add lines 1 through 5   |          |          |          |          |          |           |
| <b>7a</b> Amounts included on lines 1, 2, and 3 received from disqualified persons  |          |          |          |          |          |           |
| <b>b</b> Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year           |          |          |          |          |          |           |
| <b>c</b> Add lines 7a and 7b  |          |          |          |          |          |           |
| <b>8 Public support</b> (Subtract line 7c from line 6)  |          |          |          |          |          |           |

**Section B. Total Support**

| Calendar year (or fiscal year beginning in) ▶   | (a) 2008 | (b) 2009 | (c) 2010 | (d) 2011 | (e) 2012 | (f) Total |
|---|----------|----------|----------|----------|----------|-----------|
| <b>9</b> Amounts from line 6  |          |          |          |          |          |           |
| <b>10a</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources   |          |          |          |          |          |           |
| <b>b</b> Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975  |          |          |          |          |          |           |
| <b>c</b> Add lines 10a and 10b  |          |          |          |          |          |           |
| <b>11</b> Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on   |          |          |          |          |          |           |
| <b>12</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)   |          |          |          |          |          |           |
| <b>13 Total support.</b> (Add lines 9, 10c, 11, and 12.)  |          |          |          |          |          |           |
| <b>14 First five years.</b> If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and <b>stop here</b> <input type="checkbox"/> |          |          |          |          |          |           |

**Section C. Computation of Public Support Percentage**

|  |           |  |
|--|-----------|--|
| <b>15</b> Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f)) | <b>15</b> |  |
| <b>16</b> Public support percentage from 2011 Schedule A, Part III, line 15                      | <b>16</b> |  |

**Section D. Computation of Investment Income Percentage**

|  |           |  |
|--|-----------|--|
| <b>17</b> Investment income percentage for <b>2012</b> (line 10c, column (f) divided by line 13, column (f)) | <b>17</b> |  |
| <b>18</b> Investment income percentage from <b>2011</b> Schedule A, Part III, line 17                        | <b>18</b> |  |

- 19a 33 1/3% support tests—2012.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization
- b 33 1/3% support tests—2011.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization
- 20 Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions

**Part IV** **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

|                                     |
|-------------------------------------|
| <b>Facts And Circumstances Test</b> |
|                                     |

|                    |
|--------------------|
| <b>Explanation</b> |
|                    |
|                    |
|                    |
|                    |

SCHEDULE D (Form 990)

OMB No 1545-0047

Supplemental Financial Statements

2012

Open to Public Inspection

Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b. Attach to Form 990. See separate instructions.

Department of the Treasury Internal Revenue Service

Name of the organization ST PAUL'S PLUS INC

Employer identification number

52-1748592

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

Table with 3 columns: (a) Donor advised funds, (b) Funds and other accounts, and a column for questions 1-6 regarding donor advised funds.

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

Form for Part II Conservation Easements, including questions 1-9 and a table for 'Held at the End of the Year' with rows 2a, 2b, 2c, 2d.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

Form for Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets, including questions 1a, 1b, 2, and 3.

**Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets** *(continued)*

**3** Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply)

- a**  Public exhibition
- b**  Scholarly research
- c**  Preservation for future generations
- d**  Loan or exchange programs
- e**  Other

**4** Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII

**5** During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?  Yes  No

**Part IV Escrow and Custodial Arrangements.** Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

**1a** Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?  Yes  No

**b** If "Yes," explain the arrangement in Part XIII and complete the following table

|   | Amount |
|---|--------|
| <b>1c</b> Beginning balance             |        |
| <b>1d</b> Additions during the year     |        |
| <b>1e</b> Distributions during the year |        |
| <b>1f</b> Ending balance                |        |

**2a** Did the organization include an amount on Form 990, Part X, line 21?  Yes  No

**b** If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII

**Part V Endowment Funds.** Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

|   | (a) Current year | (b) Prior year | (c) Two years back | (d) Three years back | (e) Four years back |
|---|------------------|----------------|--------------------|----------------------|---------------------|
| <b>1a</b> Beginning of year balance . . . . .                     | 10,003,398       | 9,739,573      | 7,582,695          | 6,190,879            | 8,329,102           |
| <b>b</b> Contributions . . . . .                                  | 368,874          | 263,432        | 507,425            | 652,596              | 179,092             |
| <b>c</b> Net investment earnings, gains, and losses               | 1,486,352        | 297,785        | 1,971,114          | 1,072,620            | -2,016,963          |
| <b>d</b> Grants or scholarships . . . . .                         |                  | 61,007         | 87,451             | 75,642               | 74,685              |
| <b>e</b> Other expenditures for facilities and programs . . . . . | 380,050          | 236,385        | 234,210            | 257,758              | 325,667             |
| <b>f</b> Administrative expenses . . . . .                        |                  |                |                    |                      |                     |
| <b>g</b> End of year balance . . . . .                            | 11,478,574       | 10,003,398     | 9,739,573          | 7,582,695            | 6,190,879           |

**2** Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as

- a** Board designated or quasi-endowment **▶** 29.590 %
  - b** Permanent endowment **▶** 43.240 %
  - c** Temporarily restricted endowment **▶** 27.170 %
- The percentages in lines 2a, 2b, and 2c should equal 100%

**3a** Are there endowment funds not in the possession of the organization that are held and administered for the organization by

|  | Yes           | No  |
|--|---------------|-----|
| <b>(i)</b> unrelated organizations . . . . .   | <b>3a(i)</b>  | No  |
| <b>(ii)</b> related organizations . . . . .  | <b>3a(ii)</b> | Yes |
| <b>b</b> If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R? . . . . . | <b>3b</b>     | Yes |

**4** Describe in Part XIII the intended uses of the organization's endowment funds

**Part VI Land, Buildings, and Equipment.** See Form 990, Part X, line 10.

| Description of property   | (a) Cost or other basis (investment) | (b) Cost or other basis (other) | (c) Accumulated depreciation | (d) Book value |
|---|--------------------------------------|---------------------------------|------------------------------|----------------|
| <b>1a</b> Land . . . . .  |                                      |                                 |                              |                |
| <b>b</b> Buildings . . . . .  |                                      | 707,050                         | 177,866                      | 529,184        |
| <b>c</b> Leasehold improvements . . . . .   |                                      |                                 |                              |                |
| <b>d</b> Equipment . . . . .  |                                      | 243,398                         | 180,230                      | 63,168         |
| <b>e</b> Other . . . . .  |                                      | 317,027                         | 133,435                      | 183,592        |
| <b>Total.</b> Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).) . . . . . |                                      |                                 |                              | 775,944        |



**Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return**

|          |   |           |            |
|----------|---|-----------|------------|
| <b>1</b> | Total revenue, gains, and other support per audited financial statements . . . . .                      | <b>1</b>  | 12,912,555 |
| <b>2</b> | Amounts included on line 1 but not on Form 990, Part VIII, line 12                                      |           |            |
| <b>a</b> | Net unrealized gains on investments . . . . .   | <b>2a</b> |            |
| <b>b</b> | Donated services and use of facilities . . . . .  | <b>2b</b> |            |
| <b>c</b> | Recoveries of prior year grants . . . . .   | <b>2c</b> |            |
| <b>d</b> | Other (Describe in Part XIII ) . . . . .  | <b>2d</b> | 11,163,783 |
| <b>e</b> | Add lines <b>2a</b> through <b>2d</b> . . . . .   | <b>2e</b> | 11,163,783 |
| <b>3</b> | Subtract line <b>2e</b> from line <b>1</b> . . . . .  | <b>3</b>  | 1,748,772  |
| <b>4</b> | Amounts included on Form 990, Part VIII, line 12, but not on line <b>1</b>                              |           |            |
| <b>a</b> | Investment expenses not included on Form 990, Part VIII, line 7b . . . . .                              | <b>4a</b> |            |
| <b>b</b> | Other (Describe in Part XIII ) . . . . .  | <b>4b</b> | 250,846    |
| <b>c</b> | Add lines <b>4a</b> and <b>4b</b> . . . . .   | <b>4c</b> | 250,846    |
| <b>5</b> | Total revenue Add lines <b>3</b> and <b>4c</b> . (This must equal Form 990, Part I, line 12 ) . . . . . | <b>5</b>  | 1,999,618  |

**Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return**

|          |  |           |            |
|----------|--|-----------|------------|
| <b>1</b> | Total expenses and losses per audited financial statements . . . . .                                     | <b>1</b>  | 11,866,406 |
| <b>2</b> | Amounts included on line 1 but not on Form 990, Part IX, line 25   |           |            |
| <b>a</b> | Donated services and use of facilities . . . . .   | <b>2a</b> |            |
| <b>b</b> | Prior year adjustments . . . . .   | <b>2b</b> |            |
| <b>c</b> | Other losses . . . . .   | <b>2c</b> |            |
| <b>d</b> | Other (Describe in Part XIII ) . . . . .   | <b>2d</b> | 10,195,489 |
| <b>e</b> | Add lines <b>2a</b> through <b>2d</b> . . . . .  | <b>2e</b> | 10,195,489 |
| <b>3</b> | Subtract line <b>2e</b> from line <b>1</b> . . . . .   | <b>3</b>  | 1,670,917  |
| <b>4</b> | Amounts included on Form 990, Part IX, line 25, but not on line <b>1</b> :                               |           |            |
| <b>a</b> | Investment expenses not included on Form 990, Part VIII, line 7b . . . . .                               | <b>4a</b> |            |
| <b>b</b> | Other (Describe in Part XIII ) . . . . .   | <b>4b</b> | 250,846    |
| <b>c</b> | Add lines <b>4a</b> and <b>4b</b> . . . . .  | <b>4c</b> | 250,846    |
| <b>5</b> | Total expenses Add lines <b>3</b> and <b>4c</b> . (This must equal Form 990, Part I, line 18 ) . . . . . | <b>5</b>  | 1,921,763  |

**Part XIII Supplemental Information**

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, line 2, Part XI, lines 2d and 4b, and Part XII, lines 2d and 4b Also complete this part to provide any additional information

| Identifier  | Return Reference | Explanation  |
|---|------------------|--|
| DESCRIPTION OF INTENDED USE OF ENDOWMENT FUNDS      | PART V, LINE 4   | THE ENDOWMENT FUNDS ARE USED TO SUPPORT NEED BASED FINANCIAL AID, MERIT BASED SCHOLARSHIPS AND PRIZES, PROFESSIONAL DEVELOPMENT FOR FACULTY, VISITING SCHOLARS, AND THE LEARNING SERVICES PROGRAM  |
| DESCRIPTION OF UNCERTAIN TAX POSITIONS UNDER FIN 48 | PART X, LINE 2   | THE SCHOOLS HAVE ADOPTED THE ACCOUNTING STANDARD ON ACCOUNTING FOR UNCERTAINTY IN INCOME TAXES, WHICH ADDRESSES THE DETERMINATION OF WHETHER TAX BENEFITS CLAIMED OR EXPECTED TO BE CLAIMED ON A TAX RETURN SHOULD BE RECORDED IN THE FINANCIAL STATEMENTS UNDER THIS POLICY, THE SCHOOLS MAY RECOGNIZE THE TAX BENEFIT FROM AN UNCERTAIN TAX POSITION ONLY IF IT IS MORE-LIKELY-THAN-NOT THAT THE TAX POSITION WOULD BE SUSTAINED ON EXAMINATION BY TAXING AUTHORITIES BASED ON THE TECHNICAL MERITS OF THE POSITION MANAGEMENT HAS EVALUATED THE SCHOOLS' TAX POSITIONS AND HAS CONCLUDED THAT THE SCHOOLS HAVE TAKEN NO UNCERTAIN TAX POSITIONS THAT REQUIRE ADJUSTMENT TO THE COMBINED FINANCIAL STATEMENTS TO COMPLY WITH PROVISIONS OF THIS GUIDANCE THE SCHOOLS ARE NO LONGER SUBJECT TO INCOME TAX EXAMINATIONS BY U S FEDERAL, STATE, OR LOCAL TAX AUTHORITIES FOR YEARS BEFORE JUNE 30, 2010 |
| PART XI, LINE 2D - OTHER ADJUSTMENTS                |                  | REVENUE FROM AFFILIATE INCLUDED ON COMBINED FINANCIAL STATEMENTS 11,163,783  |
| PART XI, LINE 4B - OTHER ADJUSTMENTS                |                  | FINANCIAL AID & TUITION REMISSION NETTED ON FINANCIAL STATEMENTS 95,846 REVENUE ELIMINATED ON COMBINED FINANCIAL STATEMENTS 155,000  |
| PART XII, LINE 2D - OTHER ADJUSTMENTS               |                  | EXPENSES FROM AFFILIATE INCLUDED ON COMBINED FINANCIAL STATEMENTS 10,195,489   |
| PART XII, LINE 4B - OTHER ADJUSTMENTS               |                  | FINANCIAL AID & TUITION REMISSION NETTED ON FINANCIAL STATEMENTS 95,846 EXPENSES ELIMINATED ON COMBINED FINANCIAL STATEMENTS 155,000   |

**SCHEDULE E**  
**(Form 990 or 990-EZ)**

**Schools**

OMB No 1545-0047

**2012**

**Open to Public Inspection**

▶ **Complete if the organization answered "Yes" to Form 990, Part IV, line 13, or Form 990-EZ, Part VI, line 48.**  
▶ **Attach to Form 990 or Form 990-EZ.**

Department of the Treasury  
Internal Revenue Service

Name of the organization  
ST PAUL'S PLUS INC

**Employer identification number**

52-1748592

**Part I**

|  | YES | NO |
|--|-----|----|
| <b>1</b> Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body?   | Yes |    |
| <b>2</b> Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships?  | Yes |    |
| <b>3</b> Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves? If "Yes," please describe. If "No," please explain. If you need more space use Part II  | Yes |    |
| <b>4</b> Does the organization maintain the following?<br><b>a</b> Records indicating the racial composition of the student body, faculty, and administrative staff?<br><b>b</b> Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis?<br><b>c</b> Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships?<br><b>d</b> Copies of all material used by the organization or on its behalf to solicit contributions?<br>If you answered "No" to any of the above, please explain. If you need more space, use Part II | Yes |    |
| <b>5</b> Does the organization discriminate by race in any way with respect to<br><b>a</b> Students' rights or privileges?<br><b>b</b> Admissions policies?<br><b>c</b> Employment of faculty or administrative staff?<br><b>d</b> Scholarships or other financial assistance?<br><b>e</b> Educational policies?<br><b>f</b> Use of facilities?<br><b>g</b> Athletic programs?<br><b>h</b> Other extracurricular activities?<br>If you answered "Yes" to any of the above, please explain. If you need more space, use Part II   |     | No |
| <b>6a</b> Does the organization receive any financial aid or assistance from a governmental agency?  |     | No |
| <b>b</b> Has the organization's right to such aid ever been revoked or suspended?<br>If you answered "Yes" to either line 6a or line 6b, explain on Part II  |     | No |
| <b>7</b> Does the organization certify that it has complied with the applicable requirements of sections 4 01 through 4 05 of Rev Proc 75-50, 1975-2 C B 587, covering racial nondiscrimination? If "No," explain on Part II   | Yes |    |

**Part III Supplemental Information.** Complete this part to provide the explanations required by Part I, lines 3, 4d, 5h, 6b, and 7, as applicable. Also complete this part to provide any other additional information (see instructions)

| Identifier  | Return Reference           | Explanation   |
|---|----------------------------|---|
| EXPLANATION OF NONDISCRIMINATORY POLICY PUBLICATION | SCHEDULE E, PART I, LINE 3 | INFORMATION MAY BE FOUND IN AN ANNUAL HANDBOOK AND NEWSPAPER ADVERTISEMENTS |

Schedule I (Form 990)

OMB No 1545-0047

Grants and Other Assistance to Organizations, Governments and Individuals in the United States

2012

Complete if the organization answered "Yes," to Form 990, Part IV, line 21 or 22.

Attach to Form 990

Open to Public Inspection

Department of the Treasury Internal Revenue Service

Name of the organization ST PAUL'S PLUS INC

Employer identification number

52-1748592

Part I General Information on Grants and Assistance

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance...
2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000.

Table with 8 columns: (a) Name and address of organization or government, (b) EIN, (c) IRC Code section if applicable, (d) Amount of cash grant, (e) Amount of non-cash assistance, (f) Method of valuation, (g) Description of non-cash assistance, (h) Purpose of grant or assistance.

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table.
3 Enter total number of other organizations listed in the line 1 table.

**Part III Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 22.

Part III can be duplicated if additional space is needed.

| (a) Type of grant or assistance | (b) Number of recipients | (c) Amount of cash grant | (d) Amount of non-cash assistance | (e) Method of valuation (book, FMV, appraisal, other) | (f) Description of non-cash assistance |
|---------------------------------|--------------------------|--------------------------|-----------------------------------|---|--|
| (1) FINANCIAL AID               | 10                       | 83,070                   |                                   |   |  |
|                                 |                          |                          |                                   |   |  |
|                                 |                          |                          |                                   |   |  |
|                                 |                          |                          |                                   |   |  |
|                                 |                          |                          |                                   |   |  |
|                                 |                          |                          |                                   |   |  |

**Part IV Supplemental Information.**

Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information

| Identifier                                 | Return Reference | Explanation   |
|--|------------------|---|
| PROCEDURE FOR MONITORING GRANTS IN THE U S | PART I, LINE 2   | SCHEDULE I, PART I, LINE 2 THE FINANCIAL AID AND SCHOLARSHIPS ARE CREDITED TO THE STUDENT'S ACCOUNT THE NET AMOUNT OF TUITION IS PAID THE STUDENTS ACADEMIC PROGRESS IS MONITORED THROUGHOUT EACH SCHOOL YEAR TO ENSURE SHE IS IN GOOD STANDING |

**Schedule J**  
(Form 990)

**Compensation Information**

OMB No 1545-0047

**2012**

**Open to Public Inspection**

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Complete if the organization answered "Yes" to Form 990, Part IV, question 23.

▶ Attach to Form 990. ▶ See separate instructions.

Department of the Treasury  
Internal Revenue Service

Name of the organization  
ST PAUL'S PLUS INC

Employer identification number

52-1748592

**Part I Questions Regarding Compensation**

**1a** Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items

|  |   |
|--|---|
| <input type="checkbox"/> First-class or charter travel             | <input checked="" type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions                     | <input type="checkbox"/> Payments for business use of personal residence            |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees              |
| <input type="checkbox"/> Discretionary spending account            | <input type="checkbox"/> Personal services (e g , maid, chauffeur, chef)            |

**b** If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

**2** Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?

**3** Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director Check all that apply Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III

|   |   |
|---|---|
| <input checked="" type="checkbox"/> Compensation committee              | <input type="checkbox"/> Written employment contract                                |
| <input checked="" type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study                    |
| <input checked="" type="checkbox"/> Form 990 of other organizations     | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

**4** During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization

**a** Receive a severance payment or change-of-control payment?

**b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?

**c** Participate in, or receive payment from, an equity-based compensation arrangement?

If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III

**Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.**

**5** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of

**a** The organization?

**b** Any related organization?

If "Yes," to line 5a or 5b, describe in Part III

**6** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of

**a** The organization?

**b** Any related organization?

If "Yes," to line 6a or 6b, describe in Part III

**7** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III

**8** Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III

**9** If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

|           | Yes | No |
|-----------|-----|----|
| <b>1b</b> | Yes |    |
| <b>2</b>  | Yes |    |
| <b>4a</b> |     | No |
| <b>4b</b> |     | No |
| <b>4c</b> |     | No |
| <b>5a</b> |     | No |
| <b>5b</b> |     | No |
| <b>6a</b> |     | No |
| <b>6b</b> |     | No |
| <b>7</b>  |     | No |
| <b>8</b>  |     | No |
| <b>9</b>  |     |    |

**Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees.** Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii) Do not list any individuals that are not listed on Form 990, Part VII

**Note.** The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual

| (A) Name and Title   |      | (B) Breakdown of W-2 and/or 1099-MISC compensation |                                     |                                     | (C) Retirement and other deferred compensation | (D) Nontaxable benefits | (E) Total of columns (B)(i)-(D) | (F) Compensation reported as deferred in prior Form 990 |
|--|------|--|-------------------------------------|-------------------------------------|--|-------------------------|---------------------------------|---|
|  |      | (i) Base compensation                              | (ii) Bonus & incentive compensation | (iii) Other reportable compensation |  |                         |                                 |   |
| <b>(1)</b> LILA LOHR HEAD OF SCHOOL (STARTING JULY 2012)           | (i)  | 0  | 0                                   | 0                                   | 0  | 0                       | 0                               | 0   |
|  | (ii) | 130,870  | 0                                   | 0                                   | 9,750  | 9,742                   | 150,362                         | 0   |
| <b>(2)</b> MONICA GILLESPIE PHD HEAD OF SCHOOL (THROUGH JUNE 2012) | (i)  | 0  | 0                                   | 0                                   | 0  | 0                       | 0                               | 0   |
|  | (ii) | 99,426   | 0                                   | 29,808                              | 6,969  | 27,780                  | 163,983                         | 0   |

**Part III Supplemental Information**

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

| Identifier | Return Reference | Explanation   |
|------------|------------------|---|
|            | PART I, LINE 1A  | MONICA GILLESPIE RECEIVED A HOUSING BENEFIT, IT IS NOT INCLUDED IN HER TAXABLE COMPENSATION |

**SCHEDULE O**  
(Form 990 or 990-EZ)

Department of the Treasury  
Internal Revenue Service

**Supplemental Information to Form 990 or 990-EZ**

**Complete to provide information for responses to specific questions on Form 990 or to provide any additional information.**  
▶ **Attach to Form 990 or 990-EZ.**

OMB No 1545-0047

**2012**

**Open to Public Inspection**

Name of the organization  
ST PAUL'S PLUS INC

**Employer identification number**

52-1748592

| Identifier | Return Reference                       | Explanation   |
|------------|--|---|
|            | FORM 990, PART VI, SECTION A, LINE 3   | ST PAUL'S PLUS DELEGATES MANAGEMENT DUTIES TO ST PAUL'S SCHOOL FOR GIRLS, INC, A RELATED ORGANIZATION   |
|            | FORM 990, PART VI, SECTION B, LINE 11  | THE BOARD CHAIR AND THE TREASURER REVIEW THE FORM 990 FOR OVERALL REASONABLENESS THE 990 IS POSTED TO THE BOARD OF TRUSTEES PORTAL FOR REVIEW PRIOR TO FILING THE 990 WITH THE IRS  |
|            | FORM 990, PART VI, SECTION B, LINE 12C | THE SCHOOL HAS A CONFLICT OF INTEREST POLICY WHICH IS REQUIRED TO BE SIGNED ANNUALLY BY EACH TRUSTEE FOR ANY MATERIAL GOODS/SERVICES PROCUREMENT THE POLICY REQUIRES AT LEAST THREE BIDS WHICH ARE OBTAINED BY EXECUTIVE MANAGEMENT, AND IF OVER \$50,000, ARE REVIEWED AND APPROVED BY THE BOARD OF TRUSTEES IF A CONFLICT IS DEEMED TO EXIST, THOSE PERSON(S) ARE PROHIBITED FROM PARTICIPATING IN THE DELIBERATIONS AND DECISIONS OF THE TRANSACTION |
|            | FORM 990, PART VI, SECTION B, LINE 15A | THE BOARD OF TRUSTEES FORMED A SUBCOMMITTEE TO NEGOTIATE AND DOCUMENT THE HEAD OF SCHOOL'S CONTRACT STATISTICS FROM THE NATIONAL ASSOCIATION OF INDEPENDENT SCHOOLS, ASSOCIATION OF INDEPENDENT MARYLAND SCHOOLS, AND OTHER BENCHMARKING TOOLS WERE USED TO DETERMINE THE COMPENSATION PACKAGE  |
|            | FORM 990, PART VI, SECTION C, LINE 19  | THE ORGANIZATION MAKES ITS GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY AND FINANCIAL STATEMENTS AVAILABLE UPON REQUEST THE REQUEST CAN BE MADE THROUGH THE HEAD OF SCHOOL WHO WOULD NOTIFY THE DIRECTOR OF FINANCE AND OPERATIONS TO GATHER THE DOCUMENTS AND HAVE THEM DISTRIBUTED BY THE HEAD OF SCHOOL  |

**SCHEDULE R  
(Form 990)**

**Related Organizations and Unrelated Partnerships**

OMB No 1545-0047

**2012**

**Open to Public  
Inspection**

▶ **Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.**  
▶ **Attach to Form 990.** ▶ **See separate instructions.**

Department of the Treasury  
Internal Revenue Service

Name of the organization  
ST PAUL'S PLUS INC

**Employer identification number**

52-1748592

**Part I Identification of Disregarded Entities** (Complete if the organization answered "Yes" to Form 990, Part IV, line 33.)

| (a)<br>Name, address, and EIN (if applicable) of disregarded entity | (b)<br>Primary activity | (c)<br>Legal domicile (state or foreign country) | (d)<br>Total income | (e)<br>End-of-year assets | (f)<br>Direct controlling entity |
|---|-------------------------|--|---------------------|---------------------------|----------------------------------|
|   |                         |  |                     |                           |                                  |
|   |                         |  |                     |                           |                                  |
|   |                         |  |                     |                           |                                  |
|   |                         |  |                     |                           |                                  |
|   |                         |  |                     |                           |                                  |
|   |                         |  |                     |                           |                                  |
|   |                         |  |                     |                           |                                  |

**Part II Identification of Related Tax-Exempt Organizations** (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

| (a)<br>Name, address, and EIN of related organization   | (b)<br>Primary activity     | (c)<br>Legal domicile (state or foreign country) | (d)<br>Exempt Code section | (e)<br>Public charity status (if section 501(c)(3)) | (f)<br>Direct controlling entity | (g)<br>Section 512(b)(13) controlled entity? |    |
|---|-----------------------------|--|----------------------------|---|----------------------------------|--|----|
|   |                             |  |                            |   |                                  | Yes  | No |
| <b>(1)</b> ST PAUL'S SCHOOL FOR GIRLS<br>11232 FALLS ROAD<br>BROOKLANDVILLE, MD 21022<br>52-0709497           | EDUCATION                   | MD   | 501(C)(3)                  | LINE 2  | N/A                              |  | No |
| <b>(2)</b> ST PAUL'S STUDENT CENTER CORPORATION<br>11152 FALLS ROAD<br>BROOKLANDVILLE, MD 21022<br>52-1659715 | ARTS CENTER AND DINING HALL | MD   | 501(C)(3)                  | LINE 11A, I   | ST PAUL'S SCHOOL FOR GIRLS       |  | No |
|   |                             |  |                            |   |                                  |  |    |
|   |                             |  |                            |   |                                  |  |    |
|   |                             |  |                            |   |                                  |  |    |
|   |                             |  |                            |   |                                  |  |    |
|   |                             |  |                            |   |                                  |  |    |

**Part III Identification of Related Organizations Taxable as a Partnership** (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

| (a)<br>Name, address, and EIN of<br>related organization | (b)<br>Primary activity | (c)<br>Legal<br>domicile<br>(state or<br>foreign<br>country) | (d)<br>Direct<br>controlling<br>entity | (e)<br>Predominant<br>income(related,<br>unrelated,<br>excluded from<br>tax under<br>sections 512-<br>514) | (f)<br>Share of<br>total income | (g)<br>Share of<br>end-of-year<br>assets | (h)<br>Disproportionate<br>allocations? |    | (i)<br>Code V—UBI<br>amount in box<br>20 of<br>Schedule K-1<br>(Form 1065) | (j)<br>General or<br>managing<br>partner? |    | (k)<br>Percentage<br>ownership |
|--|-------------------------|--|--|--|---------------------------------|--|---|----|--|---|----|--------------------------------|
|  |                         |  |  |  |                                 |  | Yes                                     | No |  | Yes                                       | No |                                |
|  |                         |  |  |  |                                 |  |   |    |  |   |    |                                |
|  |                         |  |  |  |                                 |  |   |    |  |   |    |                                |
|  |                         |  |  |  |                                 |  |   |    |  |   |    |                                |
|  |                         |  |  |  |                                 |  |   |    |  |   |    |                                |
|  |                         |  |  |  |                                 |  |   |    |  |   |    |                                |
|  |                         |  |  |  |                                 |  |   |    |  |   |    |                                |
|  |                         |  |  |  |                                 |  |   |    |  |   |    |                                |
|  |                         |  |  |  |                                 |  |   |    |  |   |    |                                |

**Part IV Identification of Related Organizations Taxable as a Corporation or Trust** (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

| (a)<br>Name, address, and EIN of<br>related organization | (b)<br>Primary activity | (c)<br>Legal<br>domicile<br>(state or foreign<br>country) | (d)<br>Direct controlling<br>entity | (e)<br>Type of entity<br>(C corp, S<br>corp,<br>or trust) | (f)<br>Share of total<br>income | (g)<br>Share of end-<br>of-year<br>assets | (h)<br>Percentage<br>ownership | (i)<br>Section 512<br>(b)(13)<br>controlled<br>entity? |    |
|--|-------------------------|---|-------------------------------------|---|---------------------------------|---|--------------------------------|--|----|
|  |                         |   |                                     |   |                                 |   |                                | Yes  | No |
|  |                         |   |                                     |   |                                 |   |                                |  |    |
|  |                         |   |                                     |   |                                 |   |                                |  |    |
|  |                         |   |                                     |   |                                 |   |                                |  |    |
|  |                         |   |                                     |   |                                 |   |                                |  |    |
|  |                         |   |                                     |   |                                 |   |                                |  |    |
|  |                         |   |                                     |   |                                 |   |                                |  |    |
|  |                         |   |                                     |   |                                 |   |                                |  |    |
|  |                         |   |                                     |   |                                 |   |                                |  |    |
|  |                         |   |                                     |   |                                 |   |                                |  |    |

**Part V Transactions With Related Organizations** (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35b, or 36.)

**Note.** Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule

**1** During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

- a** Receipt of **(i)** interest **(ii)** annuities **(iii)** royalties or **(iv)** rent from a controlled entity
- b** Gift, grant, or capital contribution to related organization(s)
- c** Gift, grant, or capital contribution from related organization(s)
- d** Loans or loan guarantees to or for related organization(s)
- e** Loans or loan guarantees by related organization(s)

- f** Dividends from related organization(s)
- g** Sale of assets to related organization(s)
- h** Purchase of assets from related organization(s)
- i** Exchange of assets with related organization(s)
- j** Lease of facilities, equipment, or other assets to related organization(s)

- k** Lease of facilities, equipment, or other assets from related organization(s)
- l** Performance of services or membership or fundraising solicitations for related organization(s)
- m** Performance of services or membership or fundraising solicitations by related organization(s)
- n** Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)
- o** Sharing of paid employees with related organization(s)

- p** Reimbursement paid to related organization(s) for expenses
- q** Reimbursement paid by related organization(s) for expenses

- r** Other transfer of cash or property to related organization(s)
- s** Other transfer of cash or property from related organization(s)

|           | Yes | No |
|-----------|-----|----|
|           |     |    |
| <b>1a</b> |     | No |
| <b>1b</b> |     | No |
| <b>1c</b> |     | No |
| <b>1d</b> |     | No |
| <b>1e</b> |     | No |
|           |     |    |
| <b>1f</b> |     | No |
| <b>1g</b> |     | No |
| <b>1h</b> |     | No |
| <b>1i</b> |     | No |
| <b>1j</b> |     | No |
|           |     |    |
| <b>1k</b> | Yes |    |
| <b>1l</b> |     | No |
| <b>1m</b> | Yes |    |
| <b>1n</b> |     | No |
| <b>1o</b> |     | No |
|           |     |    |
| <b>1p</b> |     | No |
| <b>1q</b> |     | No |
|           |     |    |
| <b>1r</b> |     | No |
| <b>1s</b> |     | No |

**2** If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

| (a)<br>Name of other organization | (b)<br>Transaction type (a-s) | (c)<br>Amount involved | (d)<br>Method of determining amount involved |
|-----------------------------------|-------------------------------|------------------------|--|
|                                   |                               |                        |  |
|                                   |                               |                        |  |
|                                   |                               |                        |  |
|                                   |                               |                        |  |
|                                   |                               |                        |  |



**Software ID:**  
**Software Version:**  
**EIN:** 52-1748592  
**Name:** ST PAUL'S PLUS INC

**Part VII Supplemental Information**

Complete this part to provide additional information for responses to questions on Schedule R (see instructions)

| Identifier | Return Reference | Explanation |  |
|------------|------------------|-------------|--|
|------------|------------------|-------------|--|

-->