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

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

For calendar year 2012 or tax year beginning

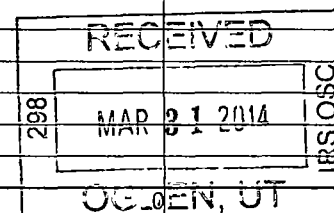
09/01, 2012, and ending

08/31, 2013

| | | |
|--|---|---|
| Name of foundation THE LEE AND JULIET FOLGER FUND | | A Employer identification number 52-0794388 |
| Number and street (or P O box number if mail is not delivered to street address) C/O ANNE L. STONE & ASSOCIATES, LLC 6862 ELM STREET, SUITE 740 | Room/suite | B Telephone number (see instructions) (703) 847-1350 |
| City or town, state, and ZIP code MCLEAN, VA 22101 | | C If exemption application is pending, check here <input type="checkbox"/> |
| G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change | | D 1 Foreign organizations check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |
| H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation | | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> |
| I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 49,145,704. | J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis) | F If the foundation is in a 60-month termination under section 507(b)(1)(B) check here <input type="checkbox"/> |

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

| | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---|------------------------------------|---------------------------|-------------------------|---|
| Revenue | | | | |
| 1 Contributions, gifts, grants, etc. received (attach schedule) | | | | |
| 2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B | | | | |
| 3 Interest on savings and temporary cash investments | 1,402. | 1,402. | | ATCH 1 |
| 4 Dividends and interest from securities | 990,479. | 990,479. | | ATCH 2 |
| 5a Gross rents | | | | |
| b Net rental income or (loss) | | | | |
| 6a Net gain or (loss) from sale of assets not on line 10 | 949,286. | | | |
| b Gross sales price for all assets on line 6a | 2,633,125. | | | |
| 7 Capital gain net income (from Part IV, line 2) | | 949,286. | | |
| 8 Net short-term capital gain | | | | |
| 9 Income modifications | | | | |
| 10a Gross sales less returns and allowances | | | | |
| b Less Cost of goods sold | | | | |
| c Gross profit or (loss) (attach schedule) | | | | |
| 11 Other income (attach schedule) ATCH 3 | -17,660. | -17,660. | | |
| 12 Total Add lines 1 through 11 | 1,923,507. | 1,923,507. | | |
| Operating and Administrative Expenses | | | | |
| 13 Compensation of officers, directors, trustees, etc. | 0 | | | |
| 14 Other employee salaries and wages | | | | |
| 15 Pension plans, employee benefits | | | | |
| 16a Legal fees (attach schedule) | | | | |
| b Accounting fees (attach schedule) ATCH 4 | 24,776. | | | |
| c Other professional fees (attach schedule) * | 90,890. | 9,089. | | 81,801. |
| 17 Interest | | | | |
| 18 Taxes (attach schedule) (see instructions) ATCH 6 | 50,948. | 5,948. | | |
| 19 Depreciation (attach schedule) and depletion | | | | |
| 20 Occupancy | | | | |
| 21 Travel, conferences, and meetings | | | | |
| 22 Printing and publications | | | | |
| 23 Other expenses (attach schedule) ATCH 7 | 675. | | | |
| 24 Total operating and administrative expenses Add lines 13 through 23 | 167,289. | 15,037. | | 81,801. |
| 25 Contributions, gifts, grants paid | 2,393,450. | | | 2,393,450. |
| 26 Total expenses and disbursements Add lines 24 and 25 | 2,560,739. | 15,037. | 0 | 2,475,251. |
| 27 Subtract line 26 from line 12 | -637,232. | | | |
| a Excess of revenue over expenses and disbursements | | | | |
| b Net investment income (if negative, enter -0-) | | 1,908,470. | | |
| c Adjusted net income (if negative, enter -0-) | | | 0 | |



3

| Part II Balance Sheets | | Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions) | | Beginning of year | End of year | |
|------------------------------------|---|---|-------------|-------------------|----------------|-----------------------|
| | | | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| Assets | 1 | Cash - non-interest-bearing | | | | |
| | 2 | Savings and temporary cash investments | | 2,695,169. | 3,391,626. | 3,391,733. |
| | 3 | Accounts receivable ▶ ----- Less allowance for doubtful accounts ▶ ----- | | | | |
| | 4 | Pledges receivable ▶ ----- Less allowance for doubtful accounts ▶ ----- | | | | |
| | 5 | Grants receivable | | | | |
| | 6 | Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) | | | | |
| | 7 | Other notes and loans receivable (attach schedule) ▶ ----- Less allowance for doubtful accounts ▶ ----- | | | | |
| | 8 | Inventories for sale or use | | | | |
| | 9 | Prepaid expenses and deferred charges | | | | |
| | 10 a | Investments - U.S. and state government obligations (attach schedule) | | | | |
| | b | Investments - corporate stock (attach schedule) ATCH 8 | | 23,128,383. | 21,729,165. | 45,180,485. |
| | c | Investments - corporate bonds (attach schedule) | | | | |
| | 11 | Investments - land, buildings, and equipment basis ▶ ----- Less accumulated depreciation (attach schedule) ▶ ----- | | | | |
| | 12 | Investments - mortgage loans | | | | |
| | 13 | Investments - other (attach schedule) ATCH 9 | | 353,473. | 419,987. | 573,486. |
| | 14 | Land, buildings, and equipment basis ▶ ----- Less accumulated depreciation (attach schedule) ▶ ----- | | | | |
| 15 | Other assets (describe ▶ -----) | | | | | |
| 16 | Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I) | | 26,177,025. | 25,540,778. | 49,145,704. | |
| Liabilities | 17 | Accounts payable and accrued expenses | | | | |
| | 18 | Grants payable | | | | |
| | 19 | Deferred revenue | | | | |
| | 20 | Loans from officers, directors, trustees, and other disqualified persons | | | | |
| | 21 | Mortgages and other notes payable (attach schedule) | | | | |
| | 22 | Other liabilities (describe ▶ -----) | | | | |
| 23 | Total liabilities (add lines 17 through 22) | | 0 | 0 | | |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31. | | | | | |
| | 24 | Unrestricted | | | | |
| | 25 | Temporarily restricted | | | | |
| | 26 | Permanently restricted | | | | |
| | Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/> | | | | | |
| | 27 | Capital stock, trust principal, or current funds | | | | |
| | 28 | Paid-in or capital surplus, or land, bldg, and equipment fund | | | | |
| | 29 | Retained earnings, accumulated income, endowment, or other funds | | 26,177,025. | 25,540,778. | |
| | 30 | Total net assets or fund balances (see instructions) | | 26,177,025. | 25,540,778. | |
| | 31 | Total liabilities and net assets/fund balances (see instructions) | | 26,177,025. | 25,540,778. | |

Part III Analysis of Changes in Net Assets or Fund Balances

| | | | |
|---|--|---|-------------|
| 1 | Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) | 1 | 26,177,025. |
| 2 | Enter amount from Part I, line 27a | 2 | -637,232. |
| 3 | Other increases not included in line 2 (itemize) ▶ ATCH 10 | 3 | 985. |
| 4 | Add lines 1, 2, and 3 | 4 | 25,540,778. |
| 5 | Decreases not included in line 2 (itemize) ▶ ----- | 5 | |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 25,540,778. |

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Part IV Capital Gains and Losses for Tax on Investment Income

| (a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.) | | | (b) How acquired P - Purchase D - Donation | (c) Date acquired (mo., day, yr.) | (d) Date sold (mo., day, yr.) |
|--|--|---|---|--------------------------------------|----------------------------------|
| 1a SEE PART IV SCHEDULE | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h)) | | |
| (i) F M V as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| 2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 } | | | 2 | 949,286. | |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 { } | | | 3 | 0 | |

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

| (a) Base period years Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio (col. (b) divided by col. (c)) |
|---|--|--|---|
| 2011 | 2,848,936. | 42,853,457. | 0.066481 |
| 2010 | 2,161,524. | 43,144,864. | 0.050099 |
| 2009 | 5,626,429. | 42,012,121. | 0.133924 |
| 2008 | 4,165,917. | 37,266,985. | 0.111786 |
| 2007 | 5,118,956. | 56,142,012. | 0.091179 |
| 2 Total of line 1, column (d) | | | 2 0.453469 |
| 3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years | | | 3 0.090694 |
| 4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 | | | 4 47,032,087. |
| 5 Multiply line 4 by line 3 | | | 5 4,265,528. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | | | 6 19,085. |
| 7 Add lines 5 and 6 | | | 7 4,284,613. |
| 8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions | | | 8 2,475,251. |

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

| | | | |
|---|----|----------|---------|
| 1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 | | | |
| Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions) | | | |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b | | 1 | 38,169. |
| c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b) | | | |
| 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | 2 | |
| 3 Add lines 1 and 2 | | 3 | 38,169. |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | 4 | 0 |
| 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- | | 5 | 38,169. |
| 6 Credits/Payments | | | |
| a 2012 estimated tax payments and 2011 overpayment credited to 2012 | 6a | 61,861. | |
| b Exempt foreign organizations - tax withheld at source | 6b | | |
| c Tax paid with application for extension of time to file (Form 8868) | 6c | 75,000. | |
| d Backup withholding erroneously withheld | 6d | | |
| 7 Total credits and payments. Add lines 6a through 6d | 7 | 136,861. | |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached | 8 | | |
| 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed | 9 | | |
| 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | 10 | 98,692. | |
| 11 Enter the amount of line 10 to be credited to 2013 estimated tax <input type="checkbox"/> 98,692. Refunded <input type="checkbox"/> | 11 | | |

Part VII-A Statements Regarding Activities

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

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Part VII-A Statements Regarding Activities (continued)

| | | | | |
|--|---|----|-----|----|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) | 11 | | X |
| 12 | Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) | 12 | | X |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? | 13 | X | |
| Website address <input type="checkbox"/> N/A | | | | |
| 14 | The books are in care of <input type="checkbox"/> ANNE L STONE & ASSOCIATES, LLC Telephone no <input type="checkbox"/> 703-847-1350 | | | |
| Located at <input type="checkbox"/> 6862 ELM STREET, SUITE 740, MCLEAN VA ZIP+4 <input type="checkbox"/> 22101 | | | | |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> | | | |
| and enter the amount of tax-exempt interest received or accrued during the year <input type="checkbox"/> 15 | | | | |
| 16 | At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? | 16 | Yes | No |
| See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <input type="checkbox"/> | | | | |

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

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

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

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

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

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

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

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

5b

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

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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

6b

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

7b

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

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

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

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|----------------------|---|---|---|---------------------------------------|
| ATCH 11 | | 0 | 0 | 0 |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

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

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

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

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

| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
|--|---------------------|------------------|
| ATCH 12 | | 90,890. |
| | | |
| | | |
| | | |
| | | |
| | | |
| Total number of others receiving over \$50,000 for professional services ▶ | | |

Part IX-A Summary of Direct Charitable Activities

| List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc. | Expenses |
|--|----------|
| 1 NOT APPLICABLE | |
| 2 | |
| 3 | |
| 4 | |

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

| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2 | Amount |
|--|--------|
| 1 NOT APPLICABLE | |
| 2 | |
| All other program-related investments See instructions | |
| 3 NONE | |
| Total. Add lines 1 through 3 ▶ | |

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

| | | | |
|----------|---|-----------|-------------|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes | | |
| a | Average monthly fair market value of securities | 1a | 43,917,586. |
| b | Average of monthly cash balances | 1b | 3,280,627. |
| c | Fair market value of all other assets (see instructions) | 1c | 550,099. |
| d | Total (add lines 1a, b, and c) | 1d | 47,748,312. |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) | 1e | |
| 2 | Acquisition indebtedness applicable to line 1 assets | 2 | |
| 3 | Subtract line 2 from line 1d | 3 | 47,748,312. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 716,225. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 47,032,087. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 2,351,604. |

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

| | | | |
|-----------|---|-----------|------------|
| 1 | Minimum investment return from Part X, line 6 | 1 | 2,351,604. |
| 2a | Tax on investment income for 2012 from Part VI, line 5 | 2a | 38,169. |
| b | Income tax for 2012 (This does not include the tax from Part VI) | 2b | |
| c | Add lines 2a and 2b | 2c | 38,169. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 2,313,435. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | |
| 5 | Add lines 3 and 4 | 5 | 2,313,435. |
| 6 | Deduction from distributable amount (see instructions) | 6 | |
| 7 | Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7 | 2,313,435. |

Part XII Qualifying Distributions (see instructions)

| | | | |
|----------|--|-----------|------------|
| 1 | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes | | |
| a | Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26 | 1a | 2,475,251. |
| b | Program-related investments - total from Part IX-B | 1b | |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes | 2 | |
| 3 | Amounts set aside for specific charitable projects that satisfy the | | |
| a | Suitability test (prior IRS approval required) | 3a | |
| b | Cash distribution test (attach the required schedule) | 3b | |
| 4 | Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 2,475,251. |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions) | 5 | 0 |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 2,475,251. |

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

| | (a) Corpus | (b) Years prior to 2011 | (c) 2011 | (d) 2012 |
|--|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2012 from Part XI, line 7 | | | | 2,313,435. |
| 2 Undistributed income, if any, as of the end of 2012 | | | | |
| a Enter amount for 2011 only | | | | |
| b Total for prior years 20 10, 20 09, 20 08 | | | | |
| 3 Excess distributions carryover, if any, to 2012 | | | | |
| a From 2007 | 1,341,742. | | | |
| b From 2008 | 2,328,834. | | | |
| c From 2009 | 3,580,087. | | | |
| d From 2010 | 37,423. | | | |
| e From 2011 | 735,476. | | | |
| f Total of lines 3a through e | 8,023,562. | | | |
| 4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 2,475,251. | | | | |
| a Applied to 2011, but not more than line 2a | | | | |
| b Applied to undistributed income of prior years (Election required - see instructions). | | | | |
| c Treated as distributions out of corpus (Election required - see instructions) | | | | |
| d Applied to 2012 distributable amount | | | | 2,313,435. |
| e Remaining amount distributed out of corpus | 161,816. | | | |
| 5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a)) | | | | |
| 6 Enter the net total of each column as indicated below: | 8,185,378. | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | | | | |
| b Prior years' undistributed income Subtract line 4b from line 2b | | | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed | | | | |
| d Subtract line 6c from line 6b Taxable amount - see instructions | | | | |
| e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions | | | | |
| f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013 | | | | |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) | | | | |
| 8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) | 1,341,742. | | | |
| 9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a | 6,843,636. | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2008 | 2,328,834. | | | |
| b Excess from 2009 | 3,580,087. | | | |
| c Excess from 2010 | 37,423. | | | |
| d Excess from 2011 | 735,476. | | | |
| e Excess from 2012 | 161,816. | | | |

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

NOT APPLICABLE

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

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

4942(j)(3) or

4942(j)(5)

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

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

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

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

ATTACHMENT 13

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

N/A

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

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

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

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

c Any submission deadlines

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

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

| <div>Recipient</div> <div>Name and address (home or business)</div> | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|---|--------------------------------|----------------------------------|------------|
| a <i>Paid during the year</i> SEE ATTACHMENT 14 | | | | 2,393,450. |
| Total | | | ▶ 3a | 2,393,450. |
| b <i>Approved for future payment</i> SEE ATTACHMENT 15 | | | | 810,000. |
| Total | | | ▶ 3b | 810,000. |

Form 990-PF (2012)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

| Enter gross amounts unless otherwise indicated | | Unrelated business income | | Excluded by section 512, 513, or 514 | | (e) Related or exempt function income (See instructions) |
|--|----------------------|---------------------------|-----------------------|--------------------------------------|--|---|
| | (a) Business code | (b) Amount | (c) Exclusion code | (d) Amount | | |
| 1 Program service revenue | | | | | | |
| a _____ | | | | | | |
| b _____ | | | | | | |
| c _____ | | | | | | |
| d _____ | | | | | | |
| e _____ | | | | | | |
| f _____ | | | | | | |
| g Fees and contracts from government agencies | | | | | | |
| 2 Membership dues and assessments | | | | | | |
| 3 Interest on savings and temporary cash investments | | | 14 | 1,402. | | |
| 4 Dividends and interest from securities | | | 14 | 990,479. | | |
| 5 Net rental income or (loss) from real estate | | | | | | |
| a Debt-financed property | | | | | | |
| b Not debt-financed property | | | | | | |
| 6 Net rental income or (loss) from personal property | | | | | | |
| 7 Other investment income | | | 14 | -17,660. | | |
| 8 Gain or (loss) from sales of assets other than inventory | | | 18 | 949,286. | | |
| 9 Net income or (loss) from special events | | | | | | |
| 10 Gross profit or (loss) from sales of inventory | | | | | | |
| 11 Other revenue a _____ | | | | | | |
| b _____ | | | | | | |
| c _____ | | | | | | |
| d _____ | | | | | | |
| e _____ | | | | | | |
| 12 Subtotal Add columns (b), (d), and (e) | | | | 1,923,507. | | |
| 13 Total Add line 12, columns (b), (d), and (e) | | | | | | 1,923,507. |

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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




[illegible]

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

b If "Yes," complete the following schedule

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

correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Sign Here   

Signature of officer or trustee _____ Date _____ Title _____

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ X Yes ☐ No

| | | | | | |
|------------------------------|---|---|------------------------|---|-------------------|
| Paid Preparer Use Only | Print/Type preparer's name <i>Nancy O'Shortz</i> | Preparer's signature <i>Nancy O'Shortz CPA</i> | Date <i>2-26-14</i> | Check <input type="checkbox"/> if self-employed | PTIN P00740856 |
| | Firm's name ▶ ANNE L. STONE & ASSOCIATES | | | Firm's EIN ▶ 54-1884412 | |
| | Firm's address ▶ 6862 ELM STREET, SUITE 740 MCLEAN, VA 22101 | | | Phone no. 703-847-1350 | |

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

| Kind of Property | | Description | | | | P or D | Date acquired | Date sold |
|--|---------------------------------------|--|--------------------------|--------------------------------|------------------------------------|--------------|----------------------|------------|
| Gross sale price less expenses of sale | Depreciation allowed/ allowable | Cost or other basis | FMV as of 12/31/69 | Adj basis as of 12/31/69 | Excess of FMV over adj basis | | Gain or (loss) | |
| | | TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS | | | | | 16,436. | |
| | | TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS | | | | | 13,400. | |
| | | TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS | | | | | -3,590. | |
| 8,796. | | 200 BCE INC (BCE) PROPERTY TYPE: SECURITIES 8,174. | | | | P | 04/02/2012 | 10/17/2012 |
| | | 500 3M COMPANY (MMM) PROPERTY TYPE: SECURITIES 38,580. | | | | P | VAR | 11/14/2012 |
| 43,631. | | 500 ABBOTT LABORATORIES (ABT) PROPERTY TYPE: SECURITIES 22,512. | | | | P | VAR | 12/06/2012 |
| 32,057. | | 500 AMAZON COM INC (AMZN) PROPERTY TYPE: SECURITIES 18,471. | | | | P | VAR | VAR |
| 125,660. | | 600 AMERICAN EXPRESS CO (AXP) PROPERTY TYPE: SECURITIES 73. 1,058. 73. 985. | | | | P | 02/04/1957 | VAR |
| 35,195. | | 200 APPLE COMPUTER INC (AAPL) PROPERTY TYPE: SECURITIES 10,000. | | | | P | VAR | VAR |
| 98,799. | | 6000 ARCH COAL INC (ACI) PROPERTY TYPE: SECURITIES 163,594. | | | | P | VAR | VAR |
| 35,348. | | 800 BIOTECH HOLDERS TRUST ETF (BBHYL) PROPERTY TYPE: SECURITIES 71,522. | | | | P | VAR | VAR |
| 120,350. | | 200 BOSTON PPTYS INC (BXP) PROPERTY TYPE: SECURITIES 5,506. | | | | P | 08/06/1998 | 02/28/2013 |
| 20,691. | | 300 CHEVRON CORP (CVX) | | | | P | 11/05/2010 | 11/26/2012 |

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

| Kind of Property | | Description | | | | P or D | Date acquired | Date sold |
|--|---------------------------------------|---------------------------------------|--------------------------|--------------------------------|------------------------------------|--------------|----------------------|------------|
| Gross sale price less expenses of sale | Depreciation allowed/ allowable | Cost or other basis | FMV as of 12/31/69 | Adj basis as of 12/31/69 | Excess of FMV over adj basis | | Gain or (loss) | |
| 31,337. | | PROPERTY TYPE: SECURITIES 25,470. | | | | | 5,867. | |
| | | 800 CONOCOPHILLIPS (COP) | | | | P | VAR | VAR |
| 45,168. | | PROPERTY TYPE: SECURITIES 15,702. | | | | | 29,466. | |
| | | 1100 COSTCO WHOLESALE CORP (COST) | | | | P | VAR | VAR |
| 107,170. | | PROPERTY TYPE: SECURITIES 45,669. | | | | | 61,501. | |
| | | .3333 CST BRANDS INC (CST) | | | | P | 05/24/2005 | 05/02/2013 |
| 10. | | PROPERTY TYPE: SECURITIES 8. | | | | | 2. | |
| | | 1100 CVS CAREMARK CORP (CVS) | | | | P | VAR | VAR |
| 53,204. | | PROPERTY TYPE: SECURITIES 21,261. | | | | | 31,943. | |
| | | 3000 DELL INC (DELL) | | | | P | VAR | 11/26/2012 |
| 29,338. | | PROPERTY TYPE: SECURITIES 102,175. | | | | | -72,837. | |
| | | 700 EXXON MOBIL CORP (XOM) | | | | P | VAR | VAR |
| 61,633. | | PROPERTY TYPE: SECURITIES 4,837. | | | | | 56,796. | |
| | | 200 FEDEX CORP (FDX) | | | | P | 02/14/2000 | 02/28/2013 |
| 20,995. | | PROPERTY TYPE: SECURITIES 7,924. | | | | | 13,071. | |
| | | 650 FISERV INC (FISV) | | | | P | VAR | 11/14/2012 |
| 47,092. | | PROPERTY TYPE: SECURITIES 24,498. | | | | | 22,594. | |
| | | 900 FRANKLIN RESOURCES INC (BEN) | | | | P | VAR | VAR |
| 117,163. | | PROPERTY TYPE: SECURITIES 38,275. | | | | | 78,888. | |
| | | 3000 HEWLETT PACKARD CO (HPQ) | | | | P | VAR | 11/26/2012 |
| 37,863. | | PROPERTY TYPE: SECURITIES 62,319. | | | | | -24,456. | |
| | | 1000 HOME DEPOT INC (HD) | | | | P | VAR | VAR |
| 65,344. | | PROPERTY TYPE: SECURITIES 36,241. | | | | | 29,103. | |

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

| Kind of Property | | Description | | | | P or D | Date acquired | Date sold |
|--|---------------------------------------|---|--------------------------|--------------------------------|------------------------------------|--------------|-----------------------|------------|
| Gross sale price less expenses of sale | Depreciation allowed/ allowable | Cost or other basis | FMV as of 12/31/69 | Adj basis as of 12/31/69 | Excess of FMV over adj basis | | Gain or (loss) | |
| 26,849. | | 650 INFOSYS LTD (INFY) PROPERTY TYPE: SECURITIES 34,676. | | | | P | VAR -7,827. | 04/30/2013 |
| 63,818. | | 3200 INTEL CORP (INTC) PROPERTY TYPE: SECURITIES 12,057. | | | | P | 05/12/1994 51,761. | 11/27/2012 |
| 58,980. | | 300 INTERNATIONAL BUSINESS MACH (IBM) PROPERTY TYPE: SECURITIES 27,825. | | | | P | VAR 31,155. | VAR |
| 13,924. | | 200 JOHNSON & JOHNSON (JNJ) PROPERTY TYPE: SECURITIES 12,395. | | | | P | 05/31/2002 1,529. | 12/06/2012 |
| 30. | | .6667 KRAFT FOODS GROUP INC CL A (KRFT) PROPERTY TYPE: SECURITIES 22. | | | | P | 11/05/2010 8. | 10/02/2012 |
| 123,152. | | 3500 LOWES COS INC (LOW) PROPERTY TYPE: SECURITIES 34,535. | | | | P | VAR 88,617. | VAR |
| 9,760. | | 100 NIKE INC CL B (NKE) PROPERTY TYPE: SECURITIES 4,274. | | | | P | 03/08/2006 5,486. | 12/06/2012 |
| 58,856. | | 800 NOVARTIS AG SPONS ADR (NVS) PROPERTY TYPE: SECURITIES 43,157. | | | | P | VAR 15,699. | 04/30/2013 |
| 23,239. | | 700 ORACLE CORP (ORCL) PROPERTY TYPE: SECURITIES 9,260. | | | | P | VAR 13,979. | VAR |
| 36,466. | | 500 PEPSICO INC (PEP) PROPERTY TYPE: SECURITIES 17,726. | | | | P | VAR 18,740. | VAR |
| 8,894. | | 350 PFIZER INC (PFE) PROPERTY TYPE: SECURITIES 750. | | | | P | 02/08/1988 8,144. | 12/06/2012 |
| 11,393. | | 250 PHILLIPS 66 (PSX) PROPERTY TYPE: SECURITIES 3,095. | | | | P | VAR 8,298. | 11/14/2012 |

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

| Kind of Property | | Description | | | | P or D | Date acquired | Date sold |
|--|---------------------------------------|--|--------------------------|--------------------------------|------------------------------------|--------------|------------------------|------------|
| Gross sale price less expenses of sale | Depreciation allowed/ allowable | Cost or other basis | FMV as of 12/31/69 | Adj basis as of 12/31/69 | Excess of FMV over adj basis | | Gain or (loss) | |
| 105,593. | | 1500 PROCTER & GAMBLE CO (PG) PROPERTY TYPE: SECURITIES 3,315. | | | | P | 10/27/1980 102,278. | VAR |
| 65,262. | | 400 RALPH LAUREN CORP (RL) PROPERTY TYPE: SECURITIES 31,374. | | | | P | VAR 33,888. | VAR |
| 75,022. | | 6000 STAPLES INC (SPLS) PROPERTY TYPE: SECURITIES 60,488. | | | | P | VAR 14,534. | VAR |
| 105,642. | | 700 SIMON PROPERTY GROUP INC (SPG) PROPERTY TYPE: SECURITIES 17,674. | | | | P | VAR 87,968. | VAR |
| 78,229. | | 1200 STRYKER CORP (SYK) PROPERTY TYPE: SECURITIES 59,385. | | | | P | VAR 18,844. | 04/30/2013 |
| 43,641. | | 700 TARGET CORP (TGT) PROPERTY TYPE: SECURITIES 19,849. | | | | P | VAR 23,792. | VAR |
| 7,792. | | 200 TEVA PHARMACEUTICAL INDUSTR (TEVA) PROPERTY TYPE: SECURITIES 12,745. | | | | P | VAR -4,953. | 07/15/2013 |
| 19,350. | | 200 TIME WARNER CABLE INC (TWC) PROPERTY TYPE: SECURITIES 21,661. | | | | P | VAR -2,311. | 04/05/2013 |
| 126,932. | | 2200 TIME WARNER INC (TWX) PROPERTY TYPE: SECURITIES 192,412. | | | | P | VAR -65,480. | VAR |
| 67,849. | | 1000 TRAVELERS COS IN (TRV) PROPERTY TYPE: SECURITIES 42,023. | | | | P | VAR 25,826. | 11/14/2012 |
| 27,400. | | 200 UNION PAC CORP (UNP) PROPERTY TYPE: SECURITIES 9,674. | | | | P | 04/21/2006 17,726. | 02/28/2013 |
| 24,727. | | 300 UNITED PARCEL SERVICE INC C (UPS) PROPERTY TYPE: SECURITIES 16,923. | | | | P | VAR 7,804. | 02/28/2013 |

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

| Kind of Property | | Description | | | | P or D | Date acquired | Date sold |
|--|---------------------------------------|--|--------------------------|--------------------------------|------------------------------------|--------------|----------------------|------------|
| Gross sale price less expenses of sale | Depreciation allowed/ allowable | Cost or other basis | FMV as of 12/31/69 | Adj basis as of 12/31/69 | Excess of FMV over adj basis | | Gain or (loss) | |
| 27,088. | | 300 UNITED TECH CORP (UTX) PROPERTY TYPE: SECURITIES 11,288. | | | | P | VAR 15,800. | 02/28/2013 |
| 91,563. | | 1100 VORNADO REALTY TRUST (VNO) PROPERTY TYPE: SECURITIES 52,658. | | | | P | VAR 38,905. | 08/12/2013 |
| 64,012. | | 900 WAL-MART STORES INC (WMT) PROPERTY TYPE: SECURITIES 27,956. | | | | P | VAR 36,056. | VAR |
| 14,726. | | 1200 WEATHERFORD INTERNATIONAL L (WFT) PROPERTY TYPE: SECURITIES 23,239. | | | | P | VAR -8,513. | 10/18/2012 |
| 7,174. | | 916.4765 WIPRO LTD ADR (WIT) PROPERTY TYPE: SECURITIES 9,199. | | | | P | VAR -2,025. | VAR |
| 37,267. | | 2000 YAHOO INC (YHOO) PROPERTY TYPE: SECURITIES 103,563. | | | | P | VAR -66,296. | 11/26/2012 |
| 45,405. | | 600 ZIMMER HOLDINGS INC (ZMH) PROPERTY TYPE: SECURITIES 44,845. | | | | P | VAR 560. | 04/30/2013 |
| TOTAL GAIN (LOSS) | | | | | | | <u>949,286.</u> | |

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> | <u>NET INVESTMENT INCOME</u> | <u>ADJUSTED NET INCOME</u> |
|------------------------------------|---|--------------------------------------|------------------------------------|
| PNC BANK | 20. | 20. | |
| FOLGER NOLAN, FEDERAL MONEY MARKET | 135. | 135. | |
| VANGUARD 030 | 72. | 72. | |
| VANGUARD 033 | 35. | 35. | |
| U.S. TREASURY NOTES, NET | 1,140. | 1,140. | |
| TOTAL | <u>1,402.</u> | <u>1,402.</u> | |

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME | ADJUSTED NET INCOME |
|-------------------------|---|-----------------------------|---------------------------|
| FOLGER NOLAN, DIVIDENDS | 990,479. | 990,479. | |
| TOTAL | 990,479. | 990,479. | |

FORM 990PF, PART I - OTHER INCOME

ATTACHMENT 3

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME | ADJUSTED NET INCOME |
|------------------------------------|---|-----------------------------|---------------------------|
| DFJ DRAGON FUND CHINA II LP | -4,072. | -4,072. | |
| DFJ FRONTIER FUND II LP | -2,578. | -2,578. | |
| DFK GOTHAM VENTURE FUND II LP | -8,816. | -8,816. | |
| DRAPER ATLANTIC VENTURE FUND II LP | -2,194. | -2,194. | |
| TOTALS | <u>-17,660.</u> | <u>-17,660.</u> | |

FORM 990PF, PART I - ACCOUNTING FEES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME | ADJUSTED NET INCOME | CHARITABLE PURPOSES |
|---------------------------|---|-----------------------------|---------------------------|------------------------|
| ANNE L STONE & ASSOC. LLC | 24,276. | | | |
| C. DAY | 500. | | | |
| TOTALS | 24,776. | | | |

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> | <u>NET INVESTMENT INCOME</u> | <u>ADJUSTED NET INCOME</u> | <u>CHARITABLE PURPOSES</u> |
|-----------------------------|---|--------------------------------------|------------------------------------|--------------------------------|
| M MANDERFIELD, GRANT ADMIN. | 90,890. | 9,089. | | 81,801. |
| TOTALS | <u>90,890.</u> | <u>9,089.</u> | | <u>81,801.</u> |

FORM 990PF, PART I - TAXES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME | ADJUSTED NET INCOME | CHARITABLE PURPOSES |
|--------------------------------|---|-----------------------------|---------------------------|------------------------|
| FEDERAL ESTIMATED EXCISE TAXES | 45,000. | | | |
| FOREIGN TAXES PD ON DIVIDENDS | 5,948. | 5,948. | | |
| TOTALS | 50,948. | 5,948. | | |

FORM 990PF, PART I - OTHER EXPENSES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME | ADJUSTED NET INCOME | CHARITABLE PURPOSES |
|--------------------|---|-----------------------------|---------------------------|------------------------|
| BANK FEES | 272. | | | |
| LICENSES | 309. | | | |
| WIRE TRANSFER FEES | 75. | | | |
| OTHER | 19. | | | |
| TOTALS | 675. | | | |

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE STOCK

| DESCRIPTION | ENDING BOOK VALUE | ENDING FMV |
|------------------------------|----------------------|---------------|
| ALL CORPORATE STOCK, BOOK | | |
| VALUE @ COST BASIS | | |
| 8500, ABBOTT LABORATORIES | 117,803. | 283,305. |
| 8500, ABBVIE INC | 127,747. | 362,185. |
| 4450, ACCENTURE PLC | 172,642. | 321,513. |
| 200, ACTAVIS INC | 22,404. | 27,036. |
| 9500, ADOBE SYSTEMS INC | 269,120. | 434,625. |
| 3000, ALLERGAN INC | 176,744. | 265,140. |
| 3600, AMAZON.COM INC | 119,239. | 1,011,528. |
| 5500, AMER MOVIL SAB DE CV | 146,371. | 106,150. |
| 74, AMER WTS INTL GRP | 1,205. | 1,384. |
| 8400, AMERICAN EXPRESS | 1,020. | 604,044. |
| 4600, AMER TOWER CORP | 143,610. | 319,654. |
| 2100, APPLE COMPUTER | 107,783. | 1,023,154. |
| 860, AT&T | 25,273. | 29,094. |
| 9674, BANK OF AMERICA | 329,231. | 136,597. |
| 3700, BAXTER INTN'L | 187,614. | 257,372. |
| 1500, BCE INC | 53,253. | 61,440. |
| 2750, BECTON DICKINSON & CO | 202,018. | 267,795. |
| 5500, BED, BATH & BEYOND | 182,839. | 405,570. |
| 6400, BHP BILLITON LTD | 209,679. | 404,992. |
| 500, BLACKBERRY | 34,792. | 5,060. |
| 200, BLACKROCK INC | 31,841. | 52,064. |
| 3350, BOEING CO | 285,523. | 348,132. |
| 4300, BOSTON PROPERTIES, INC | 109,968. | 440,750. |
| 2800, BROADCOM CORP | 103,816. | 70,728. |
| 1850, CAPITAL ONE FINANCIAL | 78,393. | 119,418. |
| 1850, CATERPILLAR INC | 142,936. | 152,699. |
| 3400, CHESAPEAKE ENERGY CORP | 104,744. | 87,754. |

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 8 (CONT'D)

| DESCRIPTION | ENDING BOOK VALUE | ENDING FMV |
|-----------------------------|----------------------|---------------|
| 910, CHINA PETE & CHEM CORP | 61,151. | 65,502. |
| 25600, CISCO SYSTEMS, INC | 35,847. | 596,736. |
| 950, CITIGROUP, INC | 237,058. | 45,914. |
| 2350, COACH INC | 83,909. | 124,104. |
| 3600, COCA-COLA CO | 116,671. | 137,448. |
| 5000, COLGATE PALMOLIVE | 135,635. | 288,850. |
| 9568, COMCAST CORP NEW | 218,896. | 402,717. |
| 7700, CONOCOPHILLIPS | 151,305. | 510,510. |
| 6800, CORNING | 78,457. | 95,472. |
| 6900, COSTCO WHOLESALE CORP | 255,032. | 771,903. |
| 1600, COVIDIEN PLC (COV) | 73,730. | 95,040. |
| 600, CROWN CASTLE INT'L | 34,936. | 41,652. |
| 533, CST BRANDS INC | 14,833. | 15,724. |
| 16400, CVS CAREMARK CORP | 268,598. | 952,020. |
| 8200, DANAHER CORP | 255,969. | 537,264. |
| 13900, DELL INC | 486,344. | 191,403. |
| 6000, WALT DISNEY CO | 190,310. | 364,980. |
| 7040, EBAY | 239,873. | 351,930. |
| 6100, EMERSON ELECTRIC | 230,071. | 368,257. |
| 4754, EXPRESS SCRIPTS INC | 168,821. | 303,686. |
| 17700, EXXON MOBIL CORP | 109,077. | 1,542,732. |
| 1500, FACEBOOK INC CL A | 29,879. | 61,941. |
| 6300, FEDEX CORP | 227,572. | 676,368. |
| 4000, FISERVE | 142,880. | 385,080. |
| 16800, FRANKLIN RESOURCES | 200,519. | 775,488. |
| 10000, GAP INC | 228,061. | 404,400. |
| 59000, GENERAL ELECTRIC | 66,580. | 1,365,260. |
| 800, GENERAL MILLS INC | 29,145. | 39,456. |
| 2100, GLAXOSMITHKLINE | 107,203. | 106,869. |

ATTACHMENT 8 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

| <u>DESCRIPTION</u> | <u>ENDING BOOK VALUE</u> | <u>ENDING FMV</u> |
|-------------------------------|------------------------------|-----------------------|
| 275, GOLDMAN SACHS GRP | 46,701. | 41,836. |
| 540, GOOGLE INC | 248,247. | 457,326. |
| 5000, GUGGENHEIM CHINAALLCAP | 125,361. | 122,450. |
| 4103, HEWLETT PACKARD CO | 190,217. | 91,661. |
| 11100, HOME DEPOT INC | 350,893. | 826,839. |
| 5600, HONEYWELL INTL INC | 230,157. | 445,592. |
| 3500, HSBC HOLDINGS PLC | 246,885. | 183,470. |
| 750, ILLUMINA INC | 37,572. | 58,380. |
| 3600, INFOSYS LTD SP ADR | 162,232. | 166,932. |
| 14000, INTEL CORP | 76,175. | 307,720. |
| 4600, INTER BUSINESS MACH. | 411,190. | 838,442. |
| 325, INTUITIVE SURGICAL INC | 86,615. | 125,619. |
| 7200, ISHARES FTSE CHI (FXI) | 150,502. | 252,936. |
| 1950, ISHARES MSCI BRA (EWZ) | 139,463. | 82,661. |
| 14500, ISHARES MSCI JAP (EWJ) | 171,604. | 157,615. |
| 3150, ISHARES PACIFIC (EPP) | 98,692. | 139,545. |
| 1200, ISHARES NASDA BIO (IBB) | 73,621. | 232,488. |
| 250, ISHARES RUSS MID (IWR) | 18,737. | 33,330. |
| 200, ISHARES S&P MID (IJH) | 12,303. | 23,628. |
| 200, ISHARES RUS 2000 (IWM) | 11,924. | 20,076. |
| 1800, ISHARES S&P EUR (IEV) | 67,240. | 74,034. |
| 7950, ISHARES EMG MKTS (EEM) | 192,459. | 302,259. |
| 200, ISHARES MEXCOCAPD(EWW) | 14,636. | 12,314. |
| 5900, JOHNSON & JOHNSON | 327,325. | 509,819. |
| 5100, JP MORGAN & CHASE CO | 223,659. | 257,703. |
| 450, KELLOGG CO | 23,903. | 27,320. |
| 950, KIMBERLY-CLARK CORP | 61,556. | 88,806. |
| 566, KRAFT FOODS GROUP | 18,675. | 29,302. |
| 1000, LOCKHEED MARTIN | 76,243. | 122,420. |

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 8 (CONT'D)

| DESCRIPTION | ENDING BOOK VALUE | ENDING FMV |
|-----------------------------|----------------------|---------------|
| 39500, LOWES CO | 403,062. | 1,809,890. |
| 1400, MACY'S INC | 56,287. | 62,202. |
| 200, MALLINCKRODT PLC | 7,063. | 8,730. |
| 3700, MCDONALDS CORP | 216,962. | 349,132. |
| 5300, MCGRAW-HILL FIN'L INC | 59,824. | 309,361. |
| 6000, MEDTRONIC INC | 215,529. | 310,500. |
| 6400, MERCK & CO INC NEW | 391,861. | 302,656. |
| 2200, METTLER-TOLEDO INTL | 114,602. | 484,506. |
| 17400, MICROSOFT CORP | 105,185. | 581,160. |
| 100, MILLICOM INTL CELLULAR | 11,030. | 8,105. |
| 750, MOLYCORP INC | 40,289. | 4,575. |
| 1700, MONDELEZ INTL INC | 34,832. | 52,139. |
| 950, NEW ORIENTAL EDUCATION | 26,939. | 20,169. |
| 2875, NEWS CORP INC | 16,351. | 45,138. |
| 10000, NIKE INC | 207,266. | 628,200. |
| 23000, NOKIA CORP | 504,619. | 89,700. |
| 1800, NOVARTIS AG SPONS | 96,478. | 131,364. |
| 16300, ORACLE CORP | 212,061. | 519,318. |
| 1000, PEABODY ENERGY CORP | 48,441. | 17,200. |
| 7600, PEPSICO INC | 258,442. | 605,948. |
| 1950, PETROLEO BRASILEO SA | 103,081. | 26,364. |
| 21100, PFIZER INC | 180,822. | 595,231. |
| 4000, PHILLIPS 66 | 49,565. | 228,400. |
| 100, PRICELINE | 55,538. | 93,853. |
| 19000, PROCTER & GAMBLE | 40,731. | 1,479,910. |
| 1100, QUALCOMM INC | 65,382. | 72,908. |
| 2000, QUEST DIAGNOSTICS INC | 111,825. | 117,240. |
| 3100, RALPH LAUREN CORP | 206,755. | 512,771. |
| 3200, RENREN INC | 31,698. | 10,432. |

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 8 (CONT'D)

| <u>DESCRIPTION</u> | <u>ENDING BOOK VALUE</u> | <u>ENDING FMV</u> |
|------------------------------|------------------------------|-----------------------|
| 1000, RIO TINTO PLC SPONS | 49,180. | 45,110. |
| 525, ROYAL DUTCH SHELL | 36,035. | 33,910. |
| 5350, SAP AG-SPONSORED ADR | 225,285. | 394,937. |
| 8000, SAUL CENTERS INC | 104,495. | 347,280. |
| 200, SBA COMMS CORP | 15,261. | 15,000. |
| 2600, SCHLUMBERGER LTD | 241,352. | 210,444. |
| 3300, SIMON PROPERTY GROUP | 82,118. | 480,579. |
| 1000, SINA CORP | 87,643. | 77,420. |
| 200, SKYWORKS SOLS INC | 4,455. | 5,072. |
| 200, SOHU.COM INC | 12,746. | 12,454. |
| 150, SPLUNK INC | 6,156. | 8,282. |
| 14000, STAPLES INC | 123,237. | 194,740. |
| 7500, STATE STREET CORP | 2,476. | 500,400. |
| 5700, STRYKER CORP | 269,050. | 381,273. |
| 3700, SUNCOR ENERGY INC | 151,618. | 125,319. |
| 9200, TARGET CORP | 256,248. | 582,452. |
| 900, TERADATA CORP | 57,100. | 52,704. |
| 1800, TEVA PHARMACEUTICAL | 98,598. | 68,796. |
| 800, THERMO FISHER SCIENTIF | 47,431. | 71,064. |
| 1180, TIME WARNER CABLE | 142,236. | 126,673. |
| 2500, TIME WARNER INC NEW | 231,951. | 151,325. |
| 11500, 21ST CENT FOX IN | 126,413. | 360,295. |
| 4800, UNION PACIFIC CORP | 213,231. | 736,992. |
| 6000, UPS INC | 352,515. | 513,480. |
| 6600, UNITED TECH CORP | 236,436. | 660,660. |
| 300, VF CORP | 48,019. | 56,163. |
| 12840, VALE SA ADR | 140,232. | 185,024. |
| 4800, VALERO ENERGY CORP NEW | 165,165. | 170,544. |
| 150, VANGUARD MIDCAP VIPERS | 14,936. | 14,694. |

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 8 (CONT'D)

| <u>DESCRIPTION</u> | <u>ENDING BOOK VALUE</u> | <u>ENDING FMV</u> |
|------------------------------|------------------------------|-----------------------|
| 150, VANGUARD SMCAP VIPERS | 14,545. | 14,525. |
| 4500, VERIZON COMMUNICATIONS | 22,864. | 213,210. |
| 925, VISA INC | 83,331. | 161,339. |
| 3000, VORNADO RLTY TR | 129,448. | 243,900. |
| 10100, WAL-MART STORES INC | 244,630. | 737,098. |
| 11326, WELLS FARGO COMPANY | 502,367. | 465,272. |
| 9500, WILLIAMS COMPANIES | 199,734. | 344,280. |
| 7848, WIPRO LTD | 69,041. | 70,789. |
| 2833, WPX ENERGY INC | 37,824. | 52,864. |
| 6000, YAHOO INC | 85,557. | 162,720. |
| 1900, YUM BRANDS INC | 105,815. | 133,038. |
| 3400, ZIMMER HOLDINGS INC | 219,072. | 268,906. |
| 5000, 3M CO | 323,894. | 567,900. |
| 6807, TEMP CHINA WORLD | 86,768. | 245,110. |
| 2777, THE CHINA FUND | 63,626. | 57,780. |
| 1000, KOREA FUND | 36,985. | 37,240. |
| 6850, MS INDIA INVT FD | 228,769. | 93,914. |
| TOTALS | <u>21,729,165.</u> | <u>45,180,485.</u> |

FORM 990PF, PART II - OTHER INVESTMENTS

ATTACHMENT 9

| <u>DESCRIPTION</u> | <u>ENDING BOOK VALUE</u> | <u>ENDING FMV</u> |
|--------------------------------|------------------------------|-----------------------|
| DRAPER ATLANTIC VENTURE FND II | 67,546. | 208,804. |
| DFJ GOTHAM VENTURE FUND II LP | 161,175. | 174,325. |
| DFJ DRAGON FUND CHINA II LP | 130,454. | 129,655. |
| DFJ FRONTIER FUND II LP | 60,812. | 60,702. |
| TOTALS | <u>419,987.</u> | <u>573,486.</u> |

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION

AMOUNT

ADJUSTMENT TO TAX BASIS RE:
ASSETS HELD AS OF 12/31/69

985.

TOTAL

985.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 11

TITLE AND AVERAGE HOURS PER
WEEK DEVOTED TO POSITION

NAME AND ADDRESS

| | | | | |
|--|-----------------------------------|---|---|---|
| LEE M. FOLGER C/O ANNE L. STONE & ASSOCIATES, LLC 6862 ELM STREET, SUITE 740 MCLEAN, VA 22101 | PRESIDENT 2.00 | 0 | 0 | 0 |
| JOHN D. FOLGER 6862 ELM STREET SUITE 740 MCLEAN, VA 22101 | VICE PRESIDENT, SECRETARY 1.00 | 0 | 0 | 0 |
| JULIET C. FOLGER 6862 ELM STREET SUITE 740 MCLEAN, VA 22101 | VICE PRESIDENT, TREASURER 2.00 | 0 | 0 | 0 |
| CECILY C COLBURN 6862 ELM STREET SUITE 740 MCLEAN, VA 22101 | VICE PRESIDENT 1.00 | 0 | 0 | 0 |

GRAND TOTALS

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

ATTACHMENT 12

| <u>NAME AND ADDRESS</u> | <u>TYPE OF SERVICE</u> | <u>COMPENSATION</u> |
|--|------------------------|---------------------|
| MOLLY MANDERFIELD 725 FIFTEENTH ST NW, 3RD FLOOR WASHINGTON, DC 20005 GRANT ADMINISTRATOR | GRANT ADMINISTRATION | 90,890. |
| TOTAL COMPENSATION | | <u>90,890.</u> |

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

KATHRINE D. FOLGER, DECEASED 9/2/97
LEE M. FOLGER

THE LEE AND JULIET FOLGER FUND
September 1, 2012 – August 31, 2013

52-0794388

FORM 990PF, PART XV – GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Page 1

| Recipient Name and Address | Relationship to Substantial Contributor And Foundation Status of Recipient | Purpose of Grant or Contribution | Amount |
|---|---|--|---------------|
| Alliance Francaise de Washington 2142 Wyoming Avenue, N.W. Washington, D.C. 20008 | None Public Charity | Anne Bujon Educational Initiative | \$ 5,000 |
| The American Ireland Fund 211 Congress Street Boston, MA 02110 | None Public Charity | Pushkin Project and Prizes | 25,000 |
| American Red Cross, National Capital Chapter 8550 Arlington Boulevard Fairfax, VA 22031 | None Public Charity | Disaster Relief Efforts Hurricane Sandy | 10,000 |
| American Red Cross, National Capital Chapter 8550 Arlington Boulevard Fairfax, VA 22031 | None Public Charity | Folger Boardroom Refurbishment Project | 75,000 |
| American Red Cross, National Capital Chapter 8550 Arlington Boulevard Fairfax, VA 22031 | None Public Charity | General Operating Budget | 25,000 |
| American –Russian Cultural Cooperation Foundation 1050 17 th Street, NW, Suite 1000 Washington, DC 20036 | None Public Charity | General Operating Expenses for the Fall Gala | 10,000 |
| American University, Washington College of Law 4801 Massachusetts Avenue, N.W. Washington, D.C. 20016 | None Public Charity | Energy and Natural Resources Scholarship Fund – memory James Day | 25,000 |
| Asia Society 725 Park Avenue New York, NY 10021 | None Public Charity | President's Circle Program | 1,500 |
| Beacon Hill Civic Association 74 Joy Street Boston, MA 02114 | None Public Charity | 90 th Anniversary Fund | 500 |
| Beauvoir, The National Cathedral Elementary School 3500 Woodley Road, N.W. Washington, D.C. 20016 | None Public Charity | Annual Fund | 1,000 |
| Berkeley Earth, Inc. 2831 Garber Street Berkeley, CA 94705 | None Public Charity | Novim Group | 10,000 |

THE LEE AND JULIET FOLGER FUND
September 1, 2012 August 31, 2013

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FORM 990PF, PART XV –GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

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| Recipient Name and Address | Relationship to Substantial Contributor and Foundation Status of Recipient | Purpose of Grant or Contribution | Amount |
|--|--|---|-----------|
| The Brookings Institution 1775 Massachusetts Avenue, N.W. Washington, D.C. 20036 | None Public Charity | Brookings Council Program | \$ 10,000 |
| The Brookings Institution 1775 Massachusetts Avenue, N.W. Washington, D.C. 20036 | None Public Charity | CNAPS Program for 2012 | 20,000 |
| Building Preservation Foundation 1806 Eye Street, NW Washington, DC 20006 | None Public Charity | General Operating Expense | 5,000 |
| Capital Partners for Education 1413 K Street, N.W., 2 nd Floor Washington, D.C. 20005 | None Public Charity | General Program | 250 |
| Center for Strategic and International Studies 1800 K Street, N.W., 4 th Floor Washington, D.C. 20006 | None Public Charity | General Operating Expense | 30,000 |
| Corcoran Gallery of Art Trustees 500 17 th Street, N.W. Washington, D.C. 20006 | None Public Charity | Annual Fund Women's Committee for 2012 | 10,000 |
| Corcoran Gallery of Art Trustees 500 17 th Street, N.W. Washington, D.C. 20006 | None Public Charity | Ball Program | 12,000 |
| D.C. Preparatory Academy 707 Edgewood Street, NE Washington, DC 20017 | None Public Charity | Support of Excellence at Scale Campaign | 2,500 |
| Edith Wharton Restoration, Inc. 2 Plunkett Street, P.O. Box 974 Lenox, MA 01240 | None Public Charity | 150 th Birthday Campaign | 10,000 |
| Fabretto Children's Foundation 3124 North 10 th Street, 2 nd Floor Arlington, VA 22201 | None Public Charity | General Operating Expense | 2,000 |
| Federal City Council 1156 15 th Street, N.W., Suite 600 Washington, D.C. 20005 | None Public Charity | General Operating Expenses current fiscal year | 15,000 |

THE LEE AND JULIET FOLGER FUND

52-0794388

September 1, 2012– August 31, 2013

FORM 990PF, PART XV – GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Page 3

| Recipient Name and Address | Relationship to Substantial Contributor And Foundation Status of Recipient | Purpose of Grant or Contribution | Amount |
|--|--|---|---------|
| Folger Shakespeare Library Administered by Trustees of Amherst College 201 East Capitol Street, S.E. Washington, D.C. 20003 | None Public Charity | Gala Program | 10,000 |
| Folger Shakespeare Library Administered by the Trustees of Amherst College 201 East Capitol Street, S.E. Washington, D.C. 20003 | None Public Charity | Director's Circle Program | 10,000 |
| Foundation for Art and Preservation in Embassies 1725 I Street, N.W., Suite 300 Washington, D.C. 20006 | None Public Charity | General Operating Expense | 1,500 |
| French Heritage Society 14 East 60 th Street, Suite 605 New York, NY 10022 | None Public Charity | Support of work on Dinner Event | 3,000 |
| The Friends of Mitchell Park, Inc. 2401 Tracy Place, N.W. Washington, D.C. 20008 | None Public Charity | General Operating Expense | 700 |
| The Friends of Pleasant Grove 8700 Lewinsville Road McLean, VA 22102 | None Public Charity | General Operating Expense | 3,000 |
| Georgetown University President and Directors 37 th and O Streets, N.W. Washington, D.C. 20007 | None Public Charity | Undergraduate Research Humanities, Social Studies, Environmental Sciences | 15,000 |
| Georgetown University Hospital Medstar 3800 Reservoir Road, N.W. Washington, D.C. 20007 | None Public Charity | Cardiovascular Disease Prevention Programs | 100,000 |
| The George Washington University 2121 Eye Street, N.W., Suite 800 Washington, D.C. 20052 | None Public Charity | Interior Design Dept. Classroom Renovation Project | 15,000 |
| The George Washington University 2121 Eye Street, N.W., Suite 800 Washington, D.C. 20052 | None Public Charity | Landscape Dept Project Bookcases/Track Lighting | 10,000 |
| Global Sustainable Partnerships (GSP) 2551 Boston Street, S. E. Grand Rapids, MI 49506 | None Public Charity | Tanzania Project for Hydraid Filters | 1,000 |

THE LEE AND JULIET FOLGER FUND

52-0794388

September 1, 2012 August 31, 2013

FORM 990PF, PART XV – GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Page 4

| Recipient Name and Address | Relationship to Substantial Contributor And Foundation Status of Recipient | Purpose of Grant or Contribution | Amount |
|---|--|---|--------|
| Greater Washington Educational Telecommunication 3939 Campbell Avenue Arlington, VA 22206 | None Public Charity | General Operating Expense WETA | 10,000 |
| Groton School P.O. Box 991 Groton, MA 01450 | None Public Charity | Annual Giving Campaign | 10,000 |
| The HALO Trust 1730 Rhode Island Avenue, N.W., Suite 403 Washington, D.C. 20036 | None Public Charity | 25 th Anniversary Appeal | 5,000 |
| Harvard University's Asia Center 1730 Cambridge Street Cambridge, MA 02138 | None Public Charity | Chairman's Discretionary /Asia Vision 21 Program | 10,000 |
| Harvard University History Department 35 Quincy Street, 201 Robinson Hall Cambridge, MA 02138 | None Public Charity | Research Senior Associates Japan March 11 Disaster and research travel to Japan | 15,000 |
| Harvard University Asia Center 1730 Cambridge Street, S112 Cambridge, MA 02138 | None Public Charity | Critical Issues Confronting China Program Support | 35,000 |
| Harvard University's Fairbanks Center 1730 Cambridge Street, S112 Cambridge, MA 02138 | None Public Charity | China Map Project Support | 50,000 |
| Harvard University's Fairbanks Center 1730 Cambridge Street, S112 Cambridge, MA 02138 | None Public Charity | Support of the ChinaX Online Project | 50,000 |
| The Holton-Arms School 7303 River Road Bethesda, MD 20817 | None Public Charity | Support of the Holton Annual Fund | 2,500 |
| The Holton-Arms School 7303 River Road Bethesda, MD 20817 | None Public Charity | Support of the Scholarship Fund | 1,000 |
| iCivics, Inc. 2001 S Street, N.W., Suite 400 Washington, D.C. 20009 | None Public Charity | Innovative Education Support | 25,000 |

THE LEE AND JULIET FOLGER FUND
September 1, 2012 – August 31, 2013

52-0794388

FORM 990PF, PART XV – GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Page 5

| Recipient Name and Address | Relationship to Substantial Contributor And Foundation Status of Recipient | Purpose of Grant or Contribution | Amount |
|---|--|--|-----------|
| iCivics 2001 S Street, N.W., Suite 400 Washington, DC 20006 | None Public Charity | Jt. Venture with Nat'l Geographic Education Innovative Education | \$ 20,000 |
| Innisfree Incorporated 5505 Walnut Level Road Crozet, VA 2932 | None Public Charity | General Operating Expense | 2,000 |
| John F. Kennedy Center for the Performing Arts 2700 F Street, NW Washington, DC 20566 | None Public Charity | Washington National Opera 2012-2013 Season | 10,000 |
| John F. Kennedy Center for the Performing Arts 2700 F Street, NW Washington, DC 20566 | None Public Charity | Mariinsky Ballet's Presentation October 2012 | 3,000 |
| The Johns Hopkins University Paul H. Nitze School of Advanced International Studies 1740 Massachusetts Avenue, NW Washington, D.C. 20036 | None Public Charity | Chairman's Discretionary Fund | 10,000 |
| Layalina Productions, Inc 1250 24 th Street, NW, Suite 300 Washington, DC 20037 | None Public Charity | In memory of Richard Fairbanks | 5,000 |
| Mary's Center for Maternal and Child Care, Inc. 2333 Ontario Road, NW Washington, DC 20009 | None Public Charity | Healthy Start Initiative and Healthy Families DC Programs | 1,000 |
| Meadowbrook Foundation, Inc. 8200 Meadowbrook Lane Chevy Chase, MD 20815 | None Public Charity | General Operating Expenses | 1,500 |
| Metropolitan Club Preservation Foundation 1700 H Street, N.W. Washington, D.C. 20006 | None Public Charity | General Operating Expenses | 2,000 |
| National Building Museum 401 F Street, N.W., 4 th Floor Washington, D.C. 20001 | None Public Charity | In memory of Robert W. Duemling | 5,000 |
| National Gallery of Art 2000B South Club Drive Landover, MD 20785 | None | Exhibition level of the Circle Support | 20,000 |

THE LEE AND JULIET FOLGER FUND
September 1, 2012 – August 31, 2013

52-0794388

FORM 990PF, PART XV – GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Page 6

| Recipient Name and Address | Relationship to Substantial Contributor And Foundation Status of Recipient | Purpose of Grant or Contribution | Amount |
|--|--|---|-----------|
| National Gallery of Art 2000B South Club Drive Landover, MD 20785 | None Public Charity | Reissue/Update/Print Dutch Cabinet Gallery | \$ 30,000 |
| National Gallery of Art 2000B South Club Drive Landover, MD 20785 | None Public Charity | Purchase of painting A Still Life with Wild Strawberries/Wan Li Bowl | 600,000 |
| National Geographic Society 1145 17 th Street, NW Washington, DC 20036 | None Public Charity | Fund for Exploration | 250,000 |
| National Geographic Society 1145 17 th Street, NW Washington, DC 20036 | None Public Charity | Gilbert M. Grosvenor Fund Geography Education with iCivics | 20,000 |
| National Geographic Society 1145 17 th Street, N.W. Washington, D.C. 20036 | None Public Charity | Gilbert M. Grosvenor Fund Geography Education Gen. Operating Expenses | 5,000 |
| North Haven Conservation Partners P. O. Box 336 North Haven, ME 04853 | None Public Charity | Ongoing Conservation Projects | 10,000 |
| Opera Camerata of Washington, D.C., Inc. 1819 Shepherd Street, N.W., Suite 100 Washington, D.C. 20011 | None Public Charity | General Operating Expense | 2,500 |
| Peabody Essex Museum, Inc. East India Square Salem, MA 01970 | None Public Charity | Asian Export Department | 10,000 |
| Pentagon Federal Credit Union Foundation 2430 Eisenhower Avenue Alexandria, VA 22314 | None Public Charity | Military Heroes/Soldier Care Program | 2,000 |
| Peter G. Peterson Institute for International Economics 1750 Massachusetts Avenue, N.W. Washington, D.C. 20036 | None Public Charity | Support various Research Programs/Nick Lardy/Assoc. Northeast Asia work | 30,000 |
| The Phillips Collection 1600 21 st Street, N.W. Washington, D.C. 20009 | None Public Charity | General Operating Expenses | 2,000 |

THE LEE AND JULIET FOLGER FUND
September 1, 2012 – August 31, 2013

52-0794388

FORM 990PF, PART XV – GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Page 7

| Recipient Name and Address | Relationship to Substantial Contributor And Foundation Status of Recipient | Purpose of Grant or Contribution | Amount |
|--|--|--|------------|
| Protestant Episcopal Cathedral Foundation Washington National Cathedral 3101 Wisconsin Avenue, N.W. Washington, D.C. 20016 | None Public Charity | Cathedral Age Magazine Project for 2013 | \$ 100,000 |
| Quarryhill Botanical Garden P.O. Box 232 Glen Ellen, CA 95442 | None Public Charity | 25 th Anniversary | 1,500 |
| Robert E. Lee Memorial Association 483 Great House Road Stratford, VA 22558 | None Public Charity | Stratford Hall Capital Campaign Support | 1,000 |
| St. Albans School Protestant Episcopal Cathedral Foundation Mount St. Alban Washington, D.C. 20016 | None Public Charity | Annual Giving Program 2012 – 2013 | 15,000 |
| St. Ann's Center for Children, Youth and Families 4901 Eastern Avenue Hyattsville, MD 20782 | None Public Charity | Mother-Baby Program | 1,000 |
| St. John's Church, Lafayette Square 1525 H Street, N.W. Washington, D.C. 20005 | None Public Charity | Annual Giving Program | 15,000 |
| St. Mark's School 25 Marlboro Road Southborough, MA 01772 | None Public Charity | Annual Giving Program | 15,000 |
| St. Mark's School 25 Marlboro Road Southborough, MA 01772 | None Public Charity | Program to Landscape the Sundial Quad. | 150,000 |
| St. Mark's School 25 Marlboro Road Southborough, MA 01772 | None Public Charity | Program to Landscape the Sundial Quad. | 150,000 |
| Sibley Memorial Hospital Foundation 5255 Loughboro Road, N.W. Washington, D.C. 20016 | None Public Charity | Hope and Progress Program for Oncology | 25,000 |
| Smithsonian Institution, Freer Gallery of Art And Arthur M. Sackler Gallery 1050 Independence Avenue, S.W. Washington, D.C. 20013 | None Public Charity | 25 th Anniversary Gala | 50,000 |

THE LEE AND JULIET FOLGER FUND
September 1, 2012 – August 31, 2013

52-0794388

FORM 990PF, PART XV – GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Page 8

| Recipient Name and Address | Relationship to Substantial Contributor And Foundation Status of Recipient | Purpose of Grant or Contribution | Amount |
|---|--|---|----------|
| Society of the Four Arts 2 Four Arts Plaza Palm Beach, FL 33480 | None Public Charity | General Operating Program | \$ 2,500 |
| Sustainable Development Institute 3121 South Street, NW Washington, DC 20007 | None Public Charity | General Operating Expense | 1,000 |
| The Trustees of Reservations 572 Essex Street Beverly, MA 01915 | None Public Charity | Essex River Estuary Preservation Program | 5,000 |
| Tudor Place Foundation, Inc. 1644 31 st Street, N.W. Washington, D.C. 20007 | None Public Charity | Support of General Program | 1,000 |
| The University of Arizona Foundation 1111 North Cherry Avenue Tucson, AZ 85721 | None Public Charity | Univ of Arizona Cancer Center in honor of Nancy and Craig Berge | 25,000 |
| University of Miami Miller School of Medicine 1150 N.W. 14 th Street, Suite 310 Miami, FL 33136 | None Public Charity | Executive Medicine Program | 25,000 |
| University of Texas MD Anderson Cancer Center P.O. Box 4470 Houston, TX 77210 | None Public Charity | General Support Cancer Center | 10,000 |
| University of Virginia McIntire School of Commerce P.O. Box 400173, 125 Ruppel Drive Charlottesville, VA 22904 | None Public Charity | General Operating Expense | 1,000 |
| The Vincent Club 71 Brimmer Street Boston, MA 02108 | None Public Charity | General Operating Exoense | 5,000 |
| Wild Entrust International 2601 40 th Avenue West Seattle, WA 98199 | None Public Charity | General Operating Expesnes | 60,000 |

THE LEE AND JULIET FOLGER FUND
September 1, 2012 – August 31, 2013

52-0794388

FORM 990PF, PART XV – GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Page 9

| Recipient Name and Address | Relationship to Substantial Contributor And Foundation Status of Recipient | Purpose of Grant or Contribution | Amount |
|---|--|-------------------------------------|--------|
| Windemere Island Foundation, Inc c/o Leonard & Company 77 Kercheval Avenue Grosse Pointe Farms, MI 48236 | None Public Charity | General Operating Expense | 1,000 |
| World Affairs Council of Washington, DC 1200 18 th Street, NW, Suite 902 Washington, DC 20036 | None Public Charity | Dinner Program | 5,000 |

Total Grants and Contributions Paid \$ 2,393,450.00

THE LEE AND JULIET FOLGER FUND
September 1, 2012 – August 31, 2013

52-0794388

FORM 990PF, PART XV – GRANTS AND CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

Page 1

| <u>Recipient Name and Address</u> | <u>Relationship to Substantial Contributor And Foundation Status of Recipient</u> | <u>Purpose of Grant or Contribution</u> | <u>Amount</u> |
|---|---|---|---------------|
| American University Washington College of Law 4801 Massachusetts Avenue, N.W. Washington, D.C. 20016 | None Public Charity | Energy and Natural Resources Scholarship Fund | \$ 10,000 |
| Asia Society 725 Park Avenue New York, NY 10021 | None Public Charity | General Operations | 25,000 |
| The Brookings Institution 1775 Massachusetts Avenue, N.W. Washington, D.C. 20006 | None Public Charity | Northeast Asia Project | 100,000 |
| Center for Strategic and International Studies 1899 K Street, N.W. Washington, DC. 20006 | None Public Charity | General Operations | 30,000 |
| Corcoran Gallery of Art 500 17 th Street, N.W. Washington, D.C. 20006 | None Public Charity | General Program and Photography School | 20,000 |
| Folger Shakespeare Library 201 East Capitol Street, S.E. Washington, D.C. 20003 | None Public Charity | General Operations | 50,000 |
| Georgetown University 37 th and O Streets, N.W. Washington, D.C. 20007 | None Public Charity | Medical Center Support | 50,000 |
| Harvard University 1737 Cambridge Street Cambridge, MA 01238 | None Public Charity | Asia Center | 100,000 |
| JFK Center for the Performing Arts 2700 F Street, N.W. Washington, D.C. 20566 | None Public Charity | General Operations | 10,000 |
| Johns Hopkins University 100 North Charles Street Baltimore, MD | None Public Charity | Fund for Medicine General Operations | 25,000 |
| National Gallery of Art 2000B South Club Drive Landover, MD 20785 | None Public Charity | Exhibit Support | 100,000 |

THE LEE AND JULIET FOLGER FUND
September 1, 2012 – August 31, 2013

52-0794388

FORM 990PF, PART XV – GRANTS AND CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

Page 2

| Recipient Name and Address | Relationship to Substantial Contributor And Foundation Status of Recipient | Purpose of Grant or Contribution | Amount |
|---|--|--------------------------------------|------------------|
| National Geographic Society 1145 17 th Street, N.W. Washington, D.C. 20036 | None Public Charity | Education and Animal Conservation | \$100,000 |
| Peabody Essex Museum East India Square Salem, MA 01970 | None Public Charity | Works on Paper Project | 10,000 |
| Protestant Episcopal Cathedral Foundation Mount Saint Albans Washington, D.C. 20036 | None Public Charity | General Operations | 50,000 |
| St. Albans School Mount Saint Albans Washington, D.C. 20036 | None Public Charity | General Operations | 20,000 |
| Sibley Memorial Hospital 5255 Loughboro Road, N.W. Washington, D.C. 20016 | None Public Charity | Progress and Hope Oconology | 25,000 |
| Smithsonian Institution 1000 Jefferson Drive, N.W. Washington, D.C. | None Public Charity | Exhibit Support | 20,000 |
| Washington Hospital Center 110 Irving Street, N.W. Washington, D.C.. 20010 | None Public Charity | General Support | 50,000 |
| Washington National Opera 2600 Virginia Avenue, N.W., suite 301 Washington, D.C.. 20037 | None Public Charity | General Operating Expenses | 15,000 |
| Total Contributions Approved for Future Payment | | | <u>\$810,000</u> |

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

► Attach to Form 1041, Form 5227, or Form 990-T.
► Information about Schedule D (Form 1041) and its separate instructions is at
www.irs.gov/form1041.

OMB No 1545-0092

2012

Name of estate or trust

THE LEE AND JULIET FOLGER FUND

Employer identification number

52-0794388

Note: Form 5227 filers need to complete **only** Parts I and II

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

| (a) Description of property (Example 100 shares 7% preferred of "Z" Co) | (b) Date acquired (mo., day, yr.) | (c) Date sold (mo., day, yr.) | (d) Sales price | (e) Cost or other basis (see instructions) | (f) Gain or (loss) for the entire year Subtract (e) from (d) |
|--|--------------------------------------|----------------------------------|-----------------|---|--|
| 1a | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |

| | | |
|---|-----------|---------|
| b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b | 1b | 622. |
| 2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 | 2 | |
| 3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts | 3 | 16,436. |
| 4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet | 4 | () |
| 5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back | 5 | 17,058. |

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

| (a) Description of property (Example 100 shares 7% preferred of "Z" Co) | (b) Date acquired (mo., day, yr.) | (c) Date sold (mo., day, yr.) | (d) Sales price | (e) Cost or other basis (see instructions) | (f) Gain or (loss) for the entire year Subtract (e) from (d) |
|--|--------------------------------------|----------------------------------|-----------------|---|--|
| 6a LONG-TERM CAPITAL GAIN DIVIDENDS | | | ATCH 1 | | 13,400. |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |

| | | |
|---|-----------|----------|
| b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b | 6b | 922,418. |
| 7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 | 7 | |
| 8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts | 8 | -3,590. |
| 9 Capital gain distributions | 9 | |
| 10 Gain from Form 4797, Part I | 10 | |
| 11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet | 11 | () |
| 12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back | 12 | 932,228. |

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2012

Part III Summary of Parts I and II**Caution: Read the instructions before completing this part**

| | (1) Beneficiaries' (see instr.) | (2) Estate's or trust's | (3) Total |
|--|---------------------------------|-------------------------|-----------|
| 13 Net short-term gain or (loss) | 13 | | 17,058. |
| 14 Net long-term gain or (loss): | | | |
| a Total for year | 14a | | 932,228. |
| b Unrecaptured section 1250 gain (see line 18 of the wrkst) | 14b | | |
| c 28% rate gain | 14c | | |
| 15 Total net gain or (loss). Combine lines 13 and 14a | 15 | | 949,286. |

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

| | | |
|---|-----------|-----|
| 16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of | 16 | () |
| a The loss on line 15, column (3) or b \$3,000 | | |

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if

- Either line 14b, col (2) or line 14c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero.

| | | | |
|---|-----------|--|--|
| 17 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) | 17 | | |
| 18 Enter the smaller of line 14a or 15 in column (2) but not less than zero | 18 | | |
| 19 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) | 19 | | |
| 20 Add lines 18 and 19 | 20 | | |
| 21 If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- | 21 | | |
| 22 Subtract line 21 from line 20. If zero or less, enter -0- | 22 | | |
| 23 Subtract line 22 from line 17. If zero or less, enter -0- | 23 | | |
| 24 Enter the smaller of the amount on line 17 or \$2,400 | 24 | | |
| 25 Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26, go to line 27 and check the "No" box <input type="checkbox"/> No. Enter the amount from line 23 | 25 | | |
| 26 Subtract line 25 from line 24 | 26 | | |
| 27 Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22 | 27 | | |
| 28 Enter the amount from line 26 (If line 26 is blank, enter -0-) | 28 | | |
| 29 Subtract line 28 from line 27 | 29 | | |
| 30 Multiply line 29 by 15% (15) | 30 | | |
| 31 Figure the tax on the amount on line 23. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) | 31 | | |
| 32 Add lines 30 and 31 | 32 | | |
| 33 Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) | 33 | | |
| 34 Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) | 34 | | |

Schedule D (Form 1041) 2012

**Continuation Sheet for Schedule D
(Form 1041)**

OMB No. 1545-0092

2012

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

► Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041.

Name of estate or trust

THE LEE AND JULIET FOLGER FUND

Employer identification number

52-0794388

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less[illegible]

| | |
|--|------|
| 1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b | 622. |
|--|------|

For Paperwork Reduction Act Notice, see the Instructions for Form 1041

Schedule D-1 (Form 1041) 2012

JSA

2F 1221 2 000

54H05Z N174

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

| (a) Description of property (Example 100 sh 7% preferred of "Z" Co) | (b) Date acquired (mo, day, yr) | (c) Date sold (mo, day, yr) | (d) Sales price | (e) Cost or other basis (see instructions) | (f) Gain or (loss) Subtract (e) from (d) |
|--|---------------------------------------|--------------------------------|-----------------|---|---|
| 6a | | | | | |
| 500 3M COMPANY (MMM) | | 11/14/2012 | 43,631. | 38,580. | 5,051. |
| 500 ABBOTT LABORATORIES (ABT) | | 12/06/2012 | 32,057. | 22,512. | 9,545. |
| 500 AMAZON COM INC (AMZN) | | | 125,660. | 18,471. | 107,189. |
| 600 AMERICAN EXPRESS CO (AXP) | 02/04/1957 | | 35,195. | 73. | 34,137. |
| 200 APPLE COMPUTER INC (AAPL) | | | 98,799. | 10,000. | 88,799. |
| 6000 ARCH COAL INC (ACI) | | | 35,348. | 163,594. | -128,246. |
| 800 BIOTECH HOLDERS TRUST ETF (BBHYL) | | | 120,350. | 71,522. | 48,828. |
| 200 BOSTON PPTYS INC (BXP) | 08/06/1998 | 02/28/2013 | 20,691. | 5,506. | 15,185. |
| 300 CHEVRON CORP (CVX) | 11/05/2010 | 11/26/2012 | 31,337. | 25,470. | 5,867. |
| 800 CONOCOPHILLIPS (COP) | | | 45,168. | 15,702. | 29,466. |
| 1100 COSTCO WHOLESALE CORP (COST) | | | 107,170. | 45,669. | 61,501. |
| .3333 CST BRANDS INC (CST) | 05/24/2005 | 05/02/2013 | 10. | 8. | 2. |
| 1100 CVS CAREMARK CORP (CVS) | | | 53,204. | 21,261. | 31,943. |
| 3000 DELL INC (DELL) | | 11/26/2012 | 29,338. | 102,175. | -72,837. |
| 700 EXXON MOBIL CORP (XOM) | | | 61,633. | 4,837. | 56,796. |
| 200 FEDEX CORP (FDX) | 02/14/2000 | 02/28/2013 | 20,995. | 7,924. | 13,071. |
| 650 FISERV INC (FISV) | | 11/14/2012 | 47,092. | 24,498. | 22,594. |
| 900 FRANKLIN RESOURCES INC (BEN) | | | 117,163. | 38,275. | 78,888. |
| 3000 HEWLETT PACKARD CO (HPQ) | | 11/26/2012 | 37,863. | 62,319. | -24,456. |
| 1000 HOME DEPOT INC (HD) | | | 65,344. | 36,241. | 29,103. |
| 650 INFOSYS LTD (INFY) | | 04/30/2013 | 26,849. | 34,676. | -7,827. |
| 3200 INTEL CORP (INTC) | 05/12/1994 | 11/27/2012 | 63,818. | 12,057. | 51,761. |
| 300 INTERNATIONAL BUSINESS MACH (IBM) | | | 58,980. | 27,825. | 31,155. |
| 200 JOHNSON & JOHNSON (JNJ) | 05/31/2002 | 12/06/2012 | 13,924. | 12,395. | 1,529. |
| .6667 KRAFT FOODS GROUP INC CL A (KRFT) | 11/05/2010 | 10/02/2012 | 30. | 22. | 8. |

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b

Schedule D-1 (Form 1041) 2012

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

| (a) Description of property (Example 100 sh 7% preferred of "Z" Co) | (b) Date acquired (mo., day, yr.) | (c) Date sold (mo., day, yr.) | (d) Sales price | (e) Cost or other basis (see instructions) | (f) Gain or (loss) Subtract (e) from (d) |
|--|---|----------------------------------|-----------------|---|---|
| 6a | | | | | |
| 3500 LOWES COS INC (LOW) | | | 123,152. | 34,535. | 88,617. |
| 100 NIKE INC CL B (NKE) | 03/08/2006 | 12/06/2012 | 9,760. | 4,274. | 5,486. |
| 800 NOVARTIS AG SPONS ADR (NVS) | | 04/30/2013 | 58,856. | 43,157. | 15,699. |
| 700 ORACLE CORP (ORCL) | | | 23,239. | 9,260. | 13,979. |
| 500 PEPSICO INC (PEP) | | | 36,466. | 17,726. | 18,740. |
| 350 PFIZER INC (PFE) | 02/08/1988 | 12/06/2012 | 8,894. | 750. | 8,144. |
| 250 PHILLIPS 66 (PSX) | | 11/14/2012 | 11,393. | 3,095. | 8,298. |
| 1500 PROCTER & GAMBLE CO (PG) | 10/27/1980 | | 105,593. | 3,315. | 102,278. |
| 400 RALPH LAUREN CORP (RL) | | | 65,262. | 31,374. | 33,888. |
| 6000 STAPLES INC (SPLS) | | | 75,022. | 60,488. | 14,534. |
| 700 SIMON PROPERTY GROUP INC (SPG) | | | 105,642. | 17,674. | 87,968. |
| 1200 STRYKER CORP (SYK) | | 04/30/2013 | 78,229. | 59,385. | 18,844. |
| 700 TARGET CORP (TGT) | | | 43,641. | 19,849. | 23,792. |
| 200 TEVA PHARMACEUTICAL INDUSTR (TEVA) | | 07/15/2013 | 7,792. | 12,745. | -4,953. |
| 200 TIME WARNER CABLE INC (TWC) | | 04/05/2013 | 19,350. | 21,661. | -2,311. |
| 2200 TIME WARNER INC (TWX) | | | 126,932. | 192,412. | -65,480. |
| 1000 TRAVELERS COS IN (TRV) | | 11/14/2012 | 67,849. | 42,023. | 25,826. |
| 200 UNION PAC CORP (UNP) | 04/21/2006 | 02/28/2013 | 27,400. | 9,674. | 17,726. |
| 300 UNITED PARCEL SERVICE INC C (UPS) | | 02/28/2013 | 24,727. | 16,923. | 7,804. |
| 300 UNITED TECH CORP (UTX) | | 02/28/2013 | 27,088. | 11,288. | 15,800. |
| 1100 VORNADO REALTY TRUST (VNO) | | 08/12/2013 | 91,563. | 52,658. | 38,905. |
| 900 WAL-MART STORES INC (WMT) | | | 64,012. | 27,956. | 36,056. |
| 1200 WEATHERFORD INTERNATIONAL L (WFT) | | 10/18/2012 | 14,726. | 23,239. | -8,513. |
| 916.4765 WIPRO LTD ADR (WIT) | | | 7,174. | 9,199. | -2,025. |
| 2000 YAHOO INC (YHOO) | | 11/26/2012 | 37,267. | 103,563. | -66,296. |

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b

Schedule D-1 (Form 1041) 2012

Employer identification number

[illegible]

| | |
|---|----------|
| 6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b | 922,418. |
|---|----------|

FEDERAL CAPITAL GAIN DIVIDENDS

ATTACHMENT 1

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

FOLGER NOLAN

13,400.

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS

13,400.

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS

13,400.

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number, see instructions

| | | |
|--|---|---|
| Type or print File by the due date for filing your return. See instructions. | Name of exempt organization or other filer, see instructions | Employer identification number (EIN) or |
| | THE LEE AND JULIET FOLGER FUND | 52-0794388 |
| | Number, street, and room or suite no. If a P.O. box, see instructions | Social security number (SSN) |
| | C/O ANNE L. STONE & ASSOCIATES, LLC | |
| | City, town or post office, state, and ZIP code. For a foreign address, see instructions | |
| | MCLEAN, VA 22101 | |

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

| Application Is For | Return Code | Application Is For | Return Code |
|--|-------------|--------------------------|-------------|
| Form 990 or Form 990-EZ | 01 | Form 990-T (corporation) | 07 |
| Form 990-BL | 02 | Form 1041-A | 08 |
| Form 4720- (individual) | 03 | Form 4720 | 09 |
| Form 990-PF | 04 | Form 5227 | 10 |
| Form 990-T (sec. 401(a) or 408(a) trust) | 05 | Form 6069 | 11 |
| Form 990-T (trust other than above) | 06 | Form 8870 | 12 |

- The books are in the care of ► ANNE L. STONE & ASSOCIATES, LLC

Telephone No ► 703 847-1350

FAX No ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 04/15, 20 14, to file the exempt organization return for the organization named above. The extension is for the organization's return for
► ☐ calendar year 20 ____ or
► ☒ tax year beginning 09/01, 20 12, and ending 08/31, 20 13

2 If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return
☐ Change in accounting period

| | | |
|---|-------|----------|
| 3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions. | 3a \$ | 136,861. |
| b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit. | 3b \$ | 61,861. |
| c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions. | 3c \$ | 75,000. |

Caution If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see Instructions

Form **8868** (Rev. 1-2013)