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

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

For calendar year 2012 or tax year beginning December 1, 2012, and ending November 30, 2013

Name of foundation The Walter M. Meinhardt, Sr. Family Foundation, Inc.		A Employer identification number 52-1907797	
Number and street (or P O box number if mail is not delivered to street address) 14145 Brandywine Road		B Telephone number (see instructions) 301-372-2943	
City or town, state, and ZIP code Brandywine, Maryland 20613		C If exemption application is pending, check here ► <input type="checkbox"/>	
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <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) ► \$ 670,215 (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 type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	3	3	3	
	4 Dividends and interest from securities	7852	7852	7852	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	32798			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		32798		
	8 Net short-term capital gain			666	
	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)					
12 Total. Add lines 1 through 11	40655	40655			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) # /	850	850		
	c Other professional fees (attach schedule) # /	8041	8041		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) # /	273	273		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy RECEIVED				
	21 Travel, conferences, and meetings				
	22 Printing and publications SC				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses.				
Add lines 13 through 23	9164	9164			
25 Contributions, gifts, grants paid	43400			43400	
26 Total expenses and disbursements. Add lines 24 and 25	52564	9164		43400	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	(11909)				
b Net investment income (if negative, enter -0-)		31491			
c Adjusted net income (if negative, enter -0-)					

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	60274	61924	61924
	2	Savings and temporary cash investments	5656	5058	5058
	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			
	10a	Investments—U.S. and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	486845	473884	603233
	c	Investments—corporate bonds (attach schedule)			
Liabilities	11	Investments—land, buildings, and equipment: basis ►			
		Less accumulated depreciation (attach schedule) ►			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	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)	552775	540866	670215
	17	Accounts payable and accrued expenses			
	18	Grants payable			
Net Assets or Fund Balances	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)			
		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 ► <input type="checkbox"/>			
		and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	552775	540866	
	30	Total net assets or fund balances (see instructions)	552775	540866	
	31	Total liabilities and net assets/fund balances (see instructions)	552775	540866	

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	552775
2	Enter amount from Part I, line 27a	2	(11909)
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	540866
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	540866

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 Tamero / Sun Trust Short Term Sales - See Statement 3		P	Various	Various
b Tamero / Sun Trust Long Term Sales - See Statement 3		P	Various	Various
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 270593		269927	666	
b 230398		198266	32132	
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2	32798
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	

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.

 Yes No

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

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	74350	591690	12.56570163
2010	30525	636814	4.79339336
2009	31628	617697	5.1203098
2008	33110	529577	6.2521597
2007	27770	749824	3.6945097
2 Total of line 1, column (d)			2 32.42654458
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 6.48530892
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 623776
5 Multiply line 4 by line 3			5 40454
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 315
7 Add lines 5 and 6			7 40769
8 Enter qualifying distributions from Part XII, line 4			8 40251
If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			

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

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)	1	630
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		
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	630
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	630
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	150
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	150
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	480
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax ► <input type="checkbox"/> Refunded ► <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Y	Yes	No
1a		✓	
1b		✓	
1c		✓	
2		✓	
3		✓	
4a		✓	
4b			
5		✓	
6		✓	
7		✓	
8b		✓	
9		✓	
10		✓	

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?

1b 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.

1c Did the foundation file Form 1120-POL for this year?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

(1) On the foundation. ► \$ _____ (2) On foundation managers. ► \$ _____

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

If "Yes," attach a detailed description of the activities.

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

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

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.

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?

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

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

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

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

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

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	✓
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	✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ►	13	✓
14	The books are in care of ► Kathy Goldsmith Located at ► 14145 Brandywine Road, Brandywine, Maryland	Telephone no. ► 3013722943 ZIP+4 ► 20613	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If "Yes," enter the name of the foreign country ►	16	Yes ✓

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 type="checkbox"/> Yes	<input checked="" 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)? . . .		
	Organizations relying on a current notice regarding disaster assistance check here ►		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? . . .		
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 ► 20 , 20 , 20 , 20		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.) . . .		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20 , 20 , 20 , 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . .	<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.) . . .		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
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?		

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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
(2)	Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
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?	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

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
Walter M. Meinhardt, Sr.				
Key Largo, Florida 33037	President / 2	-0-		
Kay L. Meinhardt				
Key Largo, Florida 33037	Vice_President / 2	-0-		
Dorothy E. Crecelius				
Brandywine, Maryland 20613	Secretary / 1	-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				NONE

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Part IX A Summary of Direct Charitable Activities

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.	
1
2
3
4
	Expenses N/A

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

Description of program-related investments (See instructions)		Amount
Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2		
1	
2	
All other program-related investments. See instructions		
3	
Total. Add lines 1 through 3		► NONE

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	565311
b	Average of monthly cash balances	1b	67964
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	633275
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	633275
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	9499
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	623776
6	Minimum investment return. Enter 5% of line 5	6	31189

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	31189
2a	Tax on investment income for 2012 from Part VI, line 5	2a	630
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	630
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	30559
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	30559
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	30559

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	43400
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	43400
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	315
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	43085

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				30559
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only				
b Total for prior years: 20 ____ ,20 ____ ,20 ____				
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011	43256			
f Total of lines 3a through e	43256			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 43400				
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				30559
e Remaining amount distributed out of corpus	12841			
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:	56097			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount—see instructions				
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount—see instructions				
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) .				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) .				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	56097			
10 Analysis of line 9.				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011	43256			
e Excess from 2012	12841			

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

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ►			
b	Check box to indicate whether the foundation is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)			
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed			
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 $\frac{2}{3}$ of minimum investment return shown in Part X, line 6 for each year listed			
c	"Support" alternative test—enter:			
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)			
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii)			
(3)	Largest amount of support from an exempt organization			
(4)	Gross investment income			

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

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

NONE

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

NONE**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

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

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

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
See Statement 4				43400
Total			► 3a	43400
<i>b Approved for future payment</i>				
Total			► 3b	NONE

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
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				3
4	Dividends and interest from securities				
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				
8	Gain or (loss) from sales of assets other than inventory				32798
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)				
13	Total. Add line 12, columns (b), (d), and (e)				13 40655

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
N/A	

Part XVII **Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?	Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
(1)	Cash	1a(1)	✓
(2)	Other assets	1a(2)	✓
b	Other transactions:		
(1)	Sales of assets to a noncharitable exempt organization	1b(1)	✓
(2)	Purchases of assets from a noncharitable exempt organization	1b(2)	✓
(3)	Rental of facilities, equipment, or other assets	1b(3)	✓
(4)	Reimbursement arrangements	1b(4)	✓
(5)	Loans or loan guarantees	1b(5)	✓
(6)	Performance of services or membership or fundraising solicitations	1b(6)	✓
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	✓
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.		

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

b If "Yes," complete the following schedule.

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

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

 **Alvin Cuccia** ✓ **14-14-14** ✓ **Secretary**

Signature of officer or trustee Date Title

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

Signature of officer or trustee

Date _____ Title _____

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input checked="" type="checkbox"/> if self-employed	PTIN
	Paul H. Bookstein, CPA	<i>Paul H. Bookstein CPA</i>	4/18/14		P01485044
	Firm's name ► Paul H. Bookstein	Firm's EIN ►			
Firm's address ► 625 Woodsmans Way, Crownsville, MD 21032	Phone no			410-849-7093	

The Walter M. Meinhardt, Sr. Family Foundation, Inc.

52-1907797

FYE: 11/30/13

Statement 1 - Formm 990-PF, Part I, Lines 16B, 16C and 18

Line 16B Accounting Fees for annual return and consulting \$ 850

Line 16C - Other Professional Fees

Investment Management Consulting	\$	8,041
Postage to transfer funds between managers	\$	-
Total Line 16C	\$	8,041

Line 18 - Taxes

Foregin Taxes withheld from dividends	\$	23
2012 Form 990-PF estimated taxes	\$	250
Total Line 18	\$	273

Walter M. Meinhardt, Sr. Family Foundation, Inc. 52-1907797

Portfolio Holdings

November 30, 2013

Statement 2 - Part II - Line 10b

Quantity	Security	Unit Cost	Total Cost	Price	Market Value
112	Allergan, Inc.	\$ 93.62	\$ 10,504.97	\$ 97.05	\$ 10,869.60
48	Amazon.com Inc.	\$ 189.35	\$ 9,089.00	\$ 393.62	\$ 18,894.00
151	American Express Co.	\$ 57.78	\$ 8,725.00	\$ 85.80	\$ 12,955.80
289	American International Group Inc.	\$ 35.80	\$ 10,203.00	\$ 49.75	\$ 14,377.75
177	American Tower Corporation	\$ 72.38	\$ 12,801.00	\$ 77.77	\$ 13,765.29
237	Arcos Dorados holdings Inc.	\$ 11.91	\$ 2,822.00	\$ 12.20	\$ 2,891.40
53	Athenahealth Inc.	\$ 69.69	\$ 3,750.00	\$ 131.17	\$ 6,952.01
73	Baidu Inc. INTL	\$ 161.90	\$ 11,818.00	\$ 166.57	\$ 12,159.61
172	Bank of the Ozarks	\$ 38.84	\$ 6,681.00	\$ 56.15	\$ 9,657.80
160	Bed Bath & Beyond Inc.	\$ 64.73	\$ 10,390.00	\$ 78.03	\$ 12,484.80
419	Best Buy Co. Inc.	\$ 27.64	\$ 11,580.00	\$ 40.55	\$ 16,990.45
96	Berkshire Hathaway Inc. (Class B)	\$ 79.53	\$ 7,635.00	\$ 116.53	\$ 11,186.88
87	Boeing Co.	\$ 73.49	\$ 6,384.00	\$ 134.25	\$ 11,679.75
225	CarMax Inc	\$ 34.76	\$ 7,820.00	\$ 50.35	\$ 11,328.75
203	Catamaran Corporation	\$ 53.38	\$ 10,835.00	\$ 45.63	\$ 9,262.89
49	CF Industries Holdings Inc.	\$ 198.56	\$ 9,728.00	\$ 217.38	\$ 10,651.62
100	CH Robinson Worldwide Inc.	\$ 58.11	\$ 5,811.00	\$ 58.65	\$ 5,865.00
204	Chicago Bridge & Iron Co. INTL	\$ 42.48	\$ 8,534.00	\$ 76.68	\$ 15,642.72
164	Cintas Corp.	\$ 39.75	\$ 6,453.00	\$ 55.50	\$ 9,102.00
302	Citigroup Inc.	\$ 51.27	\$ 15,485.00	\$ 52.92	\$ 15,981.84
152	Coach Inc.	\$ 53.99	\$ 8,050.00	\$ 57.90	\$ 8,800.80
227	Colfax Corp.	\$ 30.63	\$ 7,075.00	\$ 58.08	\$ 13,184.16
116	Continental Resources Inc.	\$ 108.75	\$ 12,614.00	\$ 107.51	\$ 12,471.16
145	Danaher Corp.	\$ 54.24	\$ 7,864.00	\$ 74.80	\$ 10,846.00
204	DaVita Healthcare Partners, Inc.	\$ 45.09	\$ 9,198.00	\$ 59.55	\$ 12,148.20
162	Edwards Lifesciences Corp.	\$ 65.81	\$ 10,641.00	\$ 65.53	\$ 10,615.86
177	Express Scripts Holding Co.	\$ 57.28	\$ 10,128.00	\$ 67.35	\$ 11,920.95
284	Facebook Inc.	\$ 47.53	\$ 13,499.00	\$ 47.01	\$ 13,350.84
528	FirstMerit Corporation	\$ 22.57	\$ 11,918.00	\$ 22.96	\$ 12,122.88
114	Gilead Sciences	\$ 70.38	\$ 8,024.00	\$ 74.81	\$ 8,528.34
129	GNC Holdings Inc.	\$ 37.32	\$ 4,721.00	\$ 60.18	\$ 7,763.22
13	Google Inc.	\$ 751.29	\$ 9,720.00	\$ 1,059.59	\$ 13,774.67
269	Hewlett-Packard Company	\$ 25.00	\$ 6,541.00	\$ 27.35	\$ 7,357.15
113	Home Depot Inc.	\$ 51.14	\$ 5,779.00	\$ 80.67	\$ 9,115.71
833	Itau Unibanco Holings S. A. INT	\$ 13.18	\$ 10,977.00	\$ 14.07	\$ 11,720.31
118	Johnson & Johnson	\$ 66.96	\$ 7,780.00	\$ 94.66	\$ 11,169.88
237	Kinder Morgan Inc.	\$ 33.76	\$ 8,001.00	\$ 35.54	\$ 8,422.98
184	Macy's Inc.	\$ 38.91	\$ 7,252.00	\$ 53.26	\$ 9,799.84
111	MICROS Systems Inc.	\$ 50.71	\$ 5,629.00	\$ 53.72	\$ 5,962.92
51	The Middleby Corporation	\$ 218.28	\$ 11,132.00	\$ 220.84	\$ 11,262.84
268	Mondelez International Inc.	\$ 35.12	\$ 6,970.00	\$ 33.53	\$ 8,986.04
99	Monsanto Company	\$ 77.36	\$ 7,661.00	\$ 113.33	\$ 11,219.67
64	Occidental Petroleum Corp.	\$ 84.12	\$ 5,374.00	\$ 94.96	\$ 6,077.44
155	Ocwen Financial Corporation	\$ 56.98	\$ 8,832.00	\$ 56.66	\$ 8,782.30
171	Qualcomm Inc.	\$ 58.98	\$ 9,998.00	\$ 73.58	\$ 12,582.18
95	Phillips 66	\$ 34.50	\$ 3,107.00	\$ 69.61	\$ 6,612.95
141	Portfolio Recovery Associates	\$ 37.06	\$ 5,054.00	\$ 58.40	\$ 8,234.40
154	Range Resources Corp.	\$ 57.00	\$ 8,787.00	\$ 77.65	\$ 11,958.10
116	Red Robin Gourmet Burgers, Inc.	\$ 70.18	\$ 8,141.00	\$ 79.71	\$ 9,246.36

Walter M. Meinhardt, Sr. Family Foundation, Inc. 52-1907797

Portfolio Holdings

November 30, 2013

Statement 2 - Part II - Line 10b

179	Safeway Inc.	\$ 47.68	\$ 4,647.14	\$ 34.97	\$ 6,259.63
250	Seagate Technology INTL	\$ 37.27	\$ 9,130.00	\$ 49.04	\$ 12,260.00
238	Skyworks Solutions inc.	\$ 23.61	\$ 5,620.00	\$ 26.59	\$ 6,328.42
467	Ultra Petroleum Corp.	\$ 20.07	\$ 9,271.00	\$ 20.47	\$ 9,559.49
205	United Natural Foods Inc.	\$ 47.80	\$ 9,775.00	\$ 68.85	\$ 14,114.25
614	US Airways Group Inc.	\$ 16.46	\$ 10,075.00	\$ 23.48	\$ 14,416.72
229	Walgreen Co.	\$ 35.22	\$ 7,850.00	\$ 59.20	\$ 13,556.80
Totals		\$ 473,884.11		\$ 603,233.42	

Walter M. Meinhardt, Sr. Family Foundation, Inc.

52-1907797

For the Year Ended December 1, 2011 - November 30, 2012

Statement 2

List of Securities

Stock	Number of Shares	Purchase Price	Value at		Gain/Loss
			11/30/2012		
EOG Resources Inc.	62	\$ 6,456.68	\$ 7,292.44		\$ 835.76
Exxon Mobil Corporation	106	8,866.19	9,342.84		476.65
Kinder Morgan, Inc.	229	7,682.49	7,742.49		60.00
Phillips 66	234	7,652.33	12,254.58		4,602.25
Range Resources Corporaiton	155	8,723.40	9,923.10		1,199.70
Southwestern Energy Company	229	6,573.80	7,948.59		1,374.79
Monsanto Company	119	9,208.74	10,899.21		1,690.47
Royal Gold, Inc.	120	9,245.69	9,691.20		445.51
Advisory Board Company	223	9,587.88	10,090.75		502.87
Boeing Company	135	9,906.84	10,027.80		120.96
C H robinson Worldwide Inc.	115	6,598.18	7,100.10		501.92
Chicago Bridge & Iron NV	202	7,553.45	8,207.26		653.81
Cintas Corporation	255	9,828.52	10,567.20		738.68
Colfax Corporation	289	9,007.86	11,268.11		2,260.25
Danaher Corporation	194	10,521.73	10,470.18		(51.55)
Fluor Corporation	108	6,386.45	5,732.64		(653.81)
Amazon.Com Inc.	71	13,443.85	17,895.55		4,451.70
Bed Bath & Beyond, Inc.	177	11,494.21	10,393.44		(1,100.77)
Carmax, Inc.	333	10,479.51	12,074.58		1,595.07
GNC Holdings, Inc.	274	10,028.26	9,625.62		(402.64)
Home Depot Inc.	202	10,330.14	13,144.14		2,814.00
Macy's Inc.	311	12,257.11	12,035.70		(221.41)
Tempur-Pedic Intl Inc.	123	4,735.24	3,277.95		(1,457.29)
Toll Bros Inc.	338	8,025.07	10,761.92		2,736.85
Kraft Foods Group Inc.	232	10,071.88	10,495.68		423.80
McCormick & Company, Inc.	170	9,164.70	10,975.20		1,810.50
Mondelez Intl Inc.	292	7,204.68	7,559.88		355.20
Philip Morris Intl Inc.	117	10,361.52	10,515.96		154.44
United Natural Foods Inc.	182	8,469.55	9,422.14		952.59
Walgreen Company	255	8,646.05	8,647.05		1.00
Allergan Inc.	97	9,207.24	8,996.75		(210.49)
Athenahealth Inc.	119	8,419.71	7,579.11		(840.60)
Davita Healthcare Partners, Inc.	106	9,122.36	11,448.00		2,325.64
Express Scripts Holding Company	168	9,687.39	9,046.80		(640.59)
HMS Holdings Company	319	8,249.50	7,391.23		(858.27)
Johnson & Johnson	156	10,017.08	10,877.88		860.80
Teva Pharmaceutical Inds Ltd.	232	10,205.68	9,361.20		(844.48)
American Express Company	185	10,690.10	10,341.50		(348.60)
American Tower Corporaiton	88	6,399.36	6,593.84		194.48
Berkshire Hathaway Inc.	122	9,702.66	10,745.76		1,043.10
Franklin Res Inc.	72	8,858.88	9,505.44		646.56
Iberiabank Corp	164	8,460.37	7,995.00		(465.37)
JP Morgan Chase & Company	219	9,407.83	8,996.52		(411.31)
Metlife Inc.	247	8,681.56	8,197.93		(483.63)
Portfolio Recovery Assocs Inc	76	6,802.11	7,510.32		708.21
Price T Rowe Group Inc.	142	8,879.78	9,183.14		303.36
Raymond James Financial Inc.	264	9,327.12	9,966.00		638.88
Apple Inc.	49	29,674.99	28,678.72		(996.27)
Factset Resh Sys Inc.	90	8,910.90	8,315.10		(595.80)
Google Inc.	9	5,662.35	6,285.33		622.98
Microchip Technology Inc.	189	6,114.88	5,749.38		(365.50)
Qualcomm Corporaiton	165	9,291.57	10,497.30		1,205.73
Seagate Technology	94	2,664.91	2,359.40		(305.51)
Yahoo Inc.	233	3,895.06	4,373.41		478.35
		\$ 486,845.39	\$ 515,378.36		\$ 28,532.97

Walter M. Meinhardt, Sr. Family Foundation

Form 990-PF - #52-1907707

For the Year Ended December 1, 2012 - November 30, 2013

Statement 3 - Part IV

TAMRO/SunTrust	Shares	Cost Basis	Gross Proceeds	Realized Gains
Short-Term Sales:				
United Natural Foods Inc.	32	\$ 1,489.15	\$ 1,660.17	\$ 171.02
EOG Resources Inc.	40	\$ 4,165.60	\$ 4,695.09	\$ 529.49
Iberiabank Corp	164	\$ 8,460.37	\$ 7,793.43	\$ (666.94)
EOG Resources Inc.	22	\$ 2,291.08	\$ 2,613.18	\$ 322.10
Cintas Corp	37	\$ 1,426.10	\$ 1,558.39	\$ 132.29
Phillips 66	26	\$ 850.26	\$ 1,385.07	\$ 534.81
TEVA Pharmaceutical Inds Ltd.	68	\$ 2,991.32	\$ 2,709.04	\$ (282.28)
McCormick & Co., Inc.	21	\$ 1,132.11	\$ 1,363.21	\$ 231.10
Metlife Inc.	43	\$ 1,511.37	\$ 1,374.65	\$ (136.72)
Philip Morris Int'l Inc.	13	\$ 1,151.28	\$ 1,147.41	\$ (3.87)
Home Depot Inc.	32	\$ 1,636.46	\$ 1,999.55	\$ 363.09
McCormick & Co., Inc.	5	\$ 269.55	\$ 319.97	\$ 50.42
TEVA Pharmaceutical Inds Ltd.	24	\$ 1,055.76	\$ 904.79	\$ (150.97)
Apple Inc.	21	\$ 12,529.18	\$ 9,699.75	\$ (2,829.43)
Southwestern Energy Co.	229	\$ 6,573.80	\$ 7,344.89	\$ 771.09
Monsanto Co.	11	\$ 851.23	\$ 1,126.06	\$ 274.83
Royal Gold Inc.	28	\$ 2,175.82	\$ 2,102.79	\$ (73.03)
Royal Gold Inc.	15	\$ 1,165.62	\$ 1,116.19	\$ (49.43)
Portfolio Recovery Assoc. Inc.	25	\$ 2,237.53	\$ 2,767.93	\$ 530.40
Cliffs Natural Resources Inc.	272	\$ 8,886.71	\$ 8,309.46	\$ (577.25)
Royal Gold Inc.	94	\$ 7,304.52	\$ 6,422.74	\$ (881.78)
Carmax, Inc.	47	\$ 1,479.09	\$ 1,899.44	\$ 420.35
Fluor Corp	86	\$ 5,151.89	\$ 5,540.49	\$ 388.60
Philip Morris Int'l Inc.	19	\$ 1,682.64	\$ 1,730.95	\$ 48.31
Iberiabank Corp	134	\$ 6,983.30	\$ 6,666.43	\$ (316.87)
Philip Morris Int'l Inc.	85	\$ 7,527.60	\$ 7,808.29	\$ 280.69
TEVA Pharmaceutical Inds Ltd.	140	\$ 6,158.60	\$ 5,296.82	\$ (861.78)
Yahoo Inc.	78	\$ 1,345.68	\$ 1,730.78	\$ 385.10
Walgreen Company	40	\$ 1,371.21	\$ 1,839.55	\$ 468.34
Carnival Corporation Panama	285	\$ 11,040.28	\$ 9,343.94	\$ (1,696.34)
Phillips 66	52	\$ 1,700.52	\$ 3,204.15	\$ 1,503.63
Fluor Corp	45	\$ 2,695.75	\$ 2,549.41	\$ (146.34)
Metlife Inc.	269	\$ 9,602.81	\$ 9,562.54	\$ (40.27)
GNC Holdings Inc.	40	\$ 1,463.98	\$ 1,670.64	\$ 206.66
Royal Gold Inc.	54	\$ 2,791.02	\$ 2,731.44	\$ (59.58)
Yahoo Inc.	254	\$ 4,987.18	\$ 6,607.21	\$ 1,620.03
Portfolio Recovery Assoc. Inc.	9	\$ 805.52	\$ 1,338.01	\$ 532.49
Apple Inc.	9	\$ 4,530.31	\$ 3,903.05	\$ (627.26)
HMS Holdings Corporation	294	\$ 7,555.90	\$ 6,714.69	\$ (841.21)
C H Robinson Worldwide Inc.	33	\$ 1,930.41	\$ 1,857.85	\$ (72.56)
Apple Inc.	27	\$ 14,531.72	\$ 10,845.42	\$ (3,686.30)
American Intl Group	35	\$ 1,235.63	\$ 1,584.16	\$ 348.53
American Tower Corp	10	\$ 736.19	\$ 724.70	\$ (11.49)
Bank of the Ozarks	17	\$ 660.35	\$ 755.67	\$ 95.32
Bed Bath & Beyond, Inc.	17	\$ 1,103.96	\$ 1,226.56	\$ 122.60

Walter M. Meinhardt, Sr. Family Foundation

Form 990-PF - #52-1907707

For the Year Ended December 1, 2012 - November 30, 2013

Statement 3 - Part IV

TAMRO/SunTrust	Shares	Cost Basis	Gross Proceeds	Realized Gains
Best Buy Company Inc.	40	\$ 1,105.53	\$ 1,156.47	\$ 50.94
C H Robinson Worldwide Inc.	11	\$ 643.47	\$ 620.52	\$ (22.95)
Catamaran Corporation	1	\$ 603.06	\$ 528.24	\$ (74.82)
CF Industries Holdings Inc.	4	\$ 783.29	\$ 688.43	\$ (94.86)
Chicago Bridge & Iron Company	18	\$ 673.08	\$ 1,087.40	\$ 414.32
Coach Inc.	18	\$ 953.81	\$ 1,028.36	\$ 74.55
Edwards Lifesciences Corp	15	\$ 985.23	\$ 989.87	\$ 4.64
EMC Corp Mass	40	\$ 978.10	\$ 947.28	\$ (30.82)
Express Scripts Holdings	17	\$ 972.74	\$ 1,061.50	\$ 88.76
Kinder Morgan	19	\$ 637.41	\$ 732.86	\$ 95.45
Occidental Pete Corp.	5	\$ 419.81	\$ 455.05	\$ 35.24
Portfolio Recovery Assoc. Inc.	4	\$ 358.00	\$ 636.75	\$ 278.75
Qualcomm Inc.	18	\$ 1,052.46	\$ 1,098.56	\$ 46.10
Redwood Trust Inc.	35	\$ 725.31	\$ 605.05	\$ (120.26)
Safeway Inc.	27	\$ 702.39	\$ 641.30	\$ (61.09)
Seagate Technology	23	\$ 839.99	\$ 1,039.64	\$ 199.65
Ultra Petroleum Corp	37	\$ 807.16	\$ 737.11	\$ (70.05)
US Airways Group	57	\$ 931.36	\$ 948.03	\$ 16.67
Walgreen Company	21	\$ 719.88	\$ 931.38	\$ 211.50
Kraft Foods Group Inc.	23	\$ 1,208.03	\$ 1,299.70	\$ 91.67
American International Group	82	\$ 2,894.91	\$ 3,806.28	\$ 911.37
JP Morgan Chase & Company	164	\$ 8,625.13	\$ 8,817.74	\$ 192.61
Kraft Foods Group Inc.	18	\$ 781.44	\$ 1,009.78	\$ 228.34
Kraft Foods Group Inc.	120	\$ 5,209.59	\$ 6,280.19	\$ 1,070.60
Toll Brothers Inc.	148	\$ 4,194.98	\$ 4,687.71	\$ 492.73
Microchip Technology, Inc.	143	\$ 4,940.15	\$ 5,756.14	\$ 815.99
EMC Corp Mass	95	\$ 2,322.97	\$ 2,449.74	\$ 126.77
Ultra Petroleum Corp	212	\$ 4,624.81	\$ 4,332.29	\$ (292.52)
Raymond James Financial Inc.	227	\$ 9,494.51	\$ 9,593.49	\$ 98.98
ADT Corp	63	\$ 2,679.28	\$ 2,528.71	\$ (150.57)
Safeway Inc.	139	\$ 3,608.68	\$ 4,419.30	\$ 810.62
Coach Inc.	51	\$ 2,701.18	\$ 2,792.23	\$ 91.05
ADT Corp	71	\$ 3,019.51	\$ 2,835.48	\$ (184.03)
Tempur Sealy International, Inc.	171	\$ 6,689.55	\$ 6,564.30	\$ (125.25)
EMC Corp Mass	61	\$ 1,491.59	\$ 1,468.14	\$ (23.45)
EMC Corp Mass	57	\$ 1,393.79	\$ 1,400.44	\$ 6.65
Redwood Trust Inc.	52	\$ 1,063.00	\$ 917.28	\$ (145.72)
Redwood Trust Inc.	31	\$ 633.71	\$ 546.52	\$ (87.19)
EMC Corp Mass	237	\$ 5,795.21	\$ 5,700.51	\$ (94.70)
Redwood Trust Inc.	90	\$ 1,839.80	\$ 1,574.06	\$ (265.74)
Redwood Trust Inc.	401	\$ 8,197.34	\$ 7,117.74	\$ (1,079.60)
US Airways Group	45	\$ 738.38	\$ 1,084.91	\$ 346.53
Safeway Inc.	64	\$ 1,661.55	\$ 2,130.99	\$ 469.44
Total Short Sales		\$ 269,927.53	\$ 270,593.42	\$ 665.89
Long-Term Sales:				

Walter M. Meinhardt, Sr. Family Foundation

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For the Year Ended December 1, 2012 - November 30, 2013

Statement 3 - Part IV

TAMRO/SunTrust	Shares	Cost Basis	Gross Proceeds	Realized Gains
Davita Healthcare Partners	15	\$ 1,290.90	\$ 1,867.85	\$ 576.95
Factset Resh Sys Inc.	90	\$ 8,910.90	\$ 8,240.62	\$ (670.28)
Franklin Res Inc.	7	\$ 861.28	\$ 1,074.05	\$ 212.77
Macy's Inc.	37	\$ 1,458.24	\$ 1,624.68	\$ 166.44
McCormick & Co., Inc.	23	\$ 1,239.93	\$ 1,655.49	\$ 415.56
Metlife Inc.	38	\$ 1,362.01	\$ 1,351.95	\$ (10.06)
Metlife Inc.	269	\$ 9,601.33	\$ 9,562.54	\$ (38.79)
Amazon.Com	14	\$ 2,650.90	\$ 3,553.72	\$ 902.82
Apple Inc.	10	\$ 5,382.13	\$ 4,225.87	\$ (1,156.26)
Apple Inc.	5	\$ 2,691.06	\$ 2,182.80	\$ (508.26)
Athenahealth.Inc.	20	\$ 1,415.08	\$ 1,814.74	\$ 399.66
Boeing Company	18	\$ 1,320.91	\$ 1,659.38	\$ 338.47
Boeing Company	22	\$ 1,614.45	\$ 2,077.83	\$ 463.38
Advisory Board Company	87	\$ 3,740.56	\$ 4,481.56	\$ 741.00
Advisory Board Company	136	\$ 5,847.32	\$ 6,984.34	\$ 1,137.02
Apple Inc.	9	\$ 4,216.67	\$ 3,903.05	\$ (313.62)
Carmax Inc.	83	\$ 2,612.01	\$ 3,545.73	\$ 933.72
GNC Holdings Inc.	66	\$ 2,415.56	\$ 2,906.86	\$ 491.30
HMS Holdings Corporation	57	\$ 1,474.32	\$ 1,292.30	\$ (182.02)
HMS Holdings Corporation	294	\$ 6,763.10	\$ 6,714.69	\$ (48.41)
Home Depot Inc.	28	\$ 1,431.90	\$ 2,180.36	\$ 748.46
Johnson & Johnson	31	\$ 2,043.97	\$ 2,621.59	\$ 577.62
Kraft Foods Group Inc.	27	\$ 1,172.16	\$ 1,508.37	\$ 336.21
Kraft Foods Group Inc.	28	\$ 1,215.57	\$ 1,490.65	\$ 275.08
Mondelez Intl Inc.	50	\$ 1,233.68	\$ 1,458.47	\$ 224.79
Allergan Inc.	14	\$ 1,312.75	\$ 1,177.96	\$ (134.79)
Amazon.Com	4	\$ 757.40	\$ 1,142.71	\$ 385.31
American Express Co.	15	\$ 866.76	\$ 1,128.62	\$ 261.86
Athenahealth.Inc.	9	\$ 636.78	\$ 761.49	\$ 124.71
Berkshire Hathaway Inc.	12	\$ 954.36	\$ 1,355.40	\$ 401.04
Boeing Company	8	\$ 587.07	\$ 813.92	\$ 226.85
Carmax Inc.	16	\$ 503.52	\$ 750.42	\$ 246.90
Cintas Corp	22	\$ 865.62	\$ 1,003.89	\$ 138.27
Colfax Corp	23	\$ 716.89	\$ 1,210.75	\$ 493.86
Danaher Corp	17	\$ 922.01	\$ 1,085.30	\$ 163.29
Davita Healthcare Partners	8	\$ 688.48	\$ 925.12	\$ 236.64
Exxonmobile Corp	9	\$ 752.79	\$ 817.92	\$ 65.13
Franklin Res Inc.	6	\$ 738.24	\$ 832.55	\$ 94.31
GNC Holdings Inc.	14	\$ 512.39	\$ 645.83	\$ 133.44
Google Inc. Class A	1	\$ 675.93	\$ 884.97	\$ 209.04
Home Depot Inc.	14	\$ 715.95	\$ 1,086.55	\$ 370.60
Johnson & Johnson	12	\$ 791.22	\$ 1,040.17	\$ 248.95
JP Morgan Chase & Company	22	\$ 959.85	\$ 1,169.76	\$ 209.91
Kraft Foods Group Inc.	16	\$ 694.62	\$ 893.46	\$ 198.84
Macy's Inc.	22	\$ 867.06	\$ 1,066.59	\$ 199.53
McCormick & Co., Inc.	10	\$ 539.10	\$ 700.20	\$ 161.10

Walter M. Meinhardt, Sr. Family Foundation

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For the Year Ended December 1, 2012 - November 30, 2013

Statement 3 - Part IV

TAMRO/SunTrust	Shares	Cost Basis	Gross Proceeds	Realized Gains
Microchip Technology, Inc.	26	\$ 889.79	\$ 978.94	\$ 89.15
Modelez Intl Inc.	20	\$ 493.47	\$ 578.23	\$ 84.76
Monsanto Co.	9	\$ 696.46	\$ 882.63	\$ 186.17
Phillips 66	12	\$ 392.42	\$ 693.13	\$ 300.71
Range Resources Corp	16	\$ 912.91	\$ 1,265.13	\$ 352.22
Raymond James Financial Inc.	22	\$ 784.60	\$ 953.07	\$ 168.47
T Rowe Price Group Inc.	12	\$ 750.40	\$ 887.41	\$ 137.01
Tempur-Pedic Intl	13	\$ 522.07	\$ 579.55	\$ 57.48
Toll Brothes Inc.	36	\$ 915.72	\$ 1,172.94	\$ 257.22
United Nat Foods Inc.	20	\$ 953.68	\$ 1,092.43	\$ 138.75
Colfax Corp	39	\$ 1,215.59	\$ 1,993.75	\$ 778.16
Danaher Corp	14	\$ 759.30	\$ 953.27	\$ 193.97
Johnson & Johnson	11	\$ 725.28	\$ 986.49	\$ 261.21
American Express Co.	19	\$ 1,097.90	\$ 1,404.62	\$ 306.72
Athenahealth.Inc.	24	\$ 1,698.09	\$ 2,670.47	\$ 972.38
Raymond James Financial Inc.	30	\$ 1,069.91	\$ 1,309.98	\$ 240.07
Kraft Foods Group Inc.	23	\$ 1,090.17	\$ 1,299.70	\$ 209.53
T Rowe Price Group Inc.	73	\$ 4,564.96	\$ 5,536.02	\$ 971.06
T Rowe Price Group Inc.	57	\$ 3,564.42	\$ 4,313.00	\$ 748.58
Berkshire Hathaway Inc.	14	\$ 1,113.42	\$ 1,629.88	\$ 516.46
Macy's Inc.	21	\$ 827.65	\$ 1,014.99	\$ 187.34
Phillips 66	49	\$ 1,602.41	\$ 2,867.86	\$ 1,265.45
Danaher Corp	18	\$ 976.24	\$ 1,214.08	\$ 237.84
GNC Holdings Inc.	25	\$ 914.99	\$ 1,309.91	\$ 394.92
JP Morgan Chase & Company	52	\$ 2,268.74	\$ 2,850.54	\$ 581.80
Home Depot Inc.	15	\$ 767.09	\$ 1,187.83	\$ 420.74
JP Morgan Chase & Company	164	\$ 7,347.86	\$ 8,817.74	\$ 1,469.88
Cintas Corp	60	\$ 2,360.79	\$ 2,927.62	\$ 566.83
McCormick & Co., Inc.	49	\$ 2,641.59	\$ 3,452.91	\$ 811.32
McCormick & Co., Inc.	62	\$ 3,342.42	\$ 4,375.38	\$ 1,032.96
Toll Brothers Inc.	76	\$ 1,933.18	\$ 2,316.57	\$ 383.39
Toll Brothers Inc.	121	\$ 3,077.83	\$ 3,637.67	\$ 559.84
Franklin Resources Inc.	55	\$ 2,255.73	\$ 2,550.42	\$ 294.69
Toll Brothers Inc.	36	\$ 915.71	\$ 1,095.10	\$ 179.39
Franklin Resources Inc.	122	\$ 5,003.63	\$ 5,737.27	\$ 733.64
Toll Brothers Inc.	148	\$ 4,257.35	\$ 4,687.71	\$ 430.36
Microchip Technology, Inc.	147	\$ 4,972.68	\$ 5,850.00	\$ 877.32
Microchip Technology, Inc.	143	\$ 5,653.34	\$ 5,756.14	\$ 102.80
Athenahealth.Inc.	7	\$ 495.28	\$ 746.87	\$ 251.59
Macy's Inc.	47	\$ 1,852.37	\$ 2,038.19	\$ 185.82
Athenahealth.Inc.	6	\$ 424.52	\$ 638.48	\$ 213.96
Exxonmobile Corp	51	\$ 4,265.81	\$ 4,429.88	\$ 164.07
Raymond James Financial Inc.	227	\$ 8,194.62	\$ 9,593.49	\$ 1,398.87
Exxonmobile Corp	46	\$ 3,847.59	\$ 3,967.29	\$ 119.70
Tempur Sealy International, Inc.	38	\$ 1,506.82	\$ 1,556.27	\$ 49.45
Tempur Sealy International, Inc.	171	\$ 6,655.40	\$ 6,564.30	\$ (91.10)

Walter M. Meinhardt, Sr. Family Foundation**Form 990-PF - #52-1907707****For the Year Ended December 1, 2012 - November 30, 2013****Statement 3 - Part IV**

TAMRO/SunTrust	Shares	Cost Basis	Gross Proceeds	Realized Gains
Qualcomm Inc.	22	\$ 1,286.34	\$ 1,511.15	\$ 224.81
C. H. Robinson Worldwide	44	\$ 2,557.05	\$ 2,622.13	\$ 65.08
Amazon.Com Inc.	5	\$ 946.75	\$ 1,826.45	\$ 879.70
Chicago Bridge & Iron Company	21	\$ 878.52	\$ 1,599.98	\$ 721.46
Total Long-Term Sales		\$ 198,265.59	\$ 230,397.93	\$ 32,132.34
TOTALS		\$ 468,193.12	\$ 500,991.35	\$ 32,798.23

Walter M. Meinhardt, Sr. Family Foundation
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For the Year Ended December 1, 2012 - November 30, 2013
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	<u>Date</u>	<u>Foundation Status</u>	<u>Amount</u>
St. Thomas Parish To assist with the upkeep of the Church.	12/3/2012	501(c) (3)	\$ 200.00
Community Support Systems, Inc. To assist with the aid in food, shelter and clothing for the community.	4/25/2013	501(c) (3)	\$ 20,000.00
Christ Episcopal Church To assist with the upkeep of the Church.	4/30/2013	501(c) (3)	\$ 500.00
The Craig Walden Foundation To assist with the support of the Children's National Medical Hospital	4/25/2012	501(c) (3)	\$ 500.00
Hospice of Charles County To assist the terminally ill patients and their families.	7/29/2013	501(c) (3)	\$ 100.00
Community Support Systems, Inc. To assist with the aid in food, shelter and clothing for the community.	7/29/2013	501(c) (3)	\$ 20,000.00
Baden Volunteer Fire Department To assist with the upkeep of the department's vehicles and building .	9/24/2013	501(c) (3)	\$ 2,000.00
American Heart Association To assist with the medical research of heart disease	11/15/2013	501(c) (3)	\$ 100.00
Total Contributions			<u>\$ 43,400.00</u>