Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation
THE LOIS AND RICHARD ENGLAND FOUNDATION, INC., C/O RICHARD ENGLAND, JR.

A Employer identification number
52-1691418

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
P.O. BOX 34-1107

B Telephone number
(301)657-7737

City or town, state or province, country, and ZIP or foreign postal code
WEST BETHESDA, MD 20827

C If exemption application is pending, check here ▶ [ ]

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [ ] Address change [ ] Name change

D 1. Foreign organizations, check here ▶ [ ]
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation
[ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 26,277,241.

J Accounting method: [X] Cash [ ] Accrual [ ] 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 ▶ [ ]

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))

		(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			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	10,594.	10,594.		STATEMENT 1
	4 Dividends and interest from securities	390,910.	390,910.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,575,719.			
	b Gross sales price for all assets on line 6a 3,365,325.				
	7 Capital gain net income (from Part IV, line 2)		1,575,719.		
	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)				
	11 Other income	122,953.	123,223.		STATEMENT 3
	12 **Total.** Add lines 1 through 11	2,100,176.	2,100,446.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 4	9,852.	3,963.		5,889.
	c Other professional fees STMT 5	289,606.	148,671.		140,935.
	17 Interest				
	18 Taxes STMT 6	20,017.	814.		0.
	19 Depreciation and depletion				
	20 Occupancy	56,550.	0.		56,550.
	21 Travel, conferences, and meetings	968.	0.		968.
	22 Printing and publications				
	23 Other expenses STMT 7	22,161.	242.		21,895.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	399,154.	153,690.		226,237.
	25 Contributions, gifts, grants paid	2,438,529.			2,664,029.
	26 **Total expenses and disbursements.** Add lines 24 and 25	2,837,683.	153,690.		2,890,266.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<737,507.>			
	b **Net investment income** (if negative, enter -0-)		1,946,756.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	219,476.	114,567.	114,567.
	2 Savings and temporary cash investments	90,880.	321,148.	321,143.
	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			
	7 Other notes and loans receivable ▶			
	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			
	b Investments - corporate stock STMT 8	14,816,815.	13,911,692.	23,129,174.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 9)	2,014,164.	2,056,421.	2,712,357.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	17,141,335.	16,403,828.	26,277,241.
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			
	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 ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	17,141,335.	16,403,828.	
	30 Total net assets or fund balances	17,141,335.	16,403,828.	
	31 Total liabilities and net assets/fund balances	17,141,335.	16,403,828.	

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	17,141,335.
2	Enter amount from Part I, line 27a	2	<737,507.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	16,403,828.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	16,403,828.

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				
b	SEE ATTACHED STATEMENT			
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	3,365,325.		1,789,606.	1,575,719.

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				1,575,719.

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 1,575,719.

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).
If (loss), enter -0- in Part I, line 8 } 3 N/A

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))
2012	2,395,742.	23,014,161.	.104099
2011	2,775,437.	21,469,107.	.129276
2010	1,571,388.	16,767,821.	.093715
2009	1,081,128.	15,222,401.	.071022
2008	1,089,894.	19,985,407.	.054534

2	Total of line 1, column (d)	2	.452646
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	.090529
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	21,167,569.
5	Multiply line 4 by line 3	5	1,916,279.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	19,468.
7	Add lines 5 and 6	7	1,935,747.
8	Enter qualifying distributions from Part XII, line 4	8	2,890,266.

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 ▶ [ ] 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 ▶ [X] and enter 1% of Part I, line 27b		1	19,468.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	19,468.
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	19,468.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a 17,749.		
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	17,749.
8 Enter any **penalty** for underpayment of estimated tax. Check here [X] 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** SEE STATEMENT 10 ▶		9	1,719.
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 2014 estimated tax** ▶	**Refunded** ▶	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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		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*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	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*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MD			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

		Line	Yes	No
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 ▶ WWW.FDNCENTER.ORG/GRANTMAKER/ENGLAND

14 The books are in care of ▶ THE ORGANIZATION Telephone no. ▶ (301)657-7737

Located at ▶ P.O. BOX 34-1107, WEST BETHESDA, MD ZIP+4 ▶ 20827

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 N/A

		Line	Yes	No
16	At any time during calendar year 2013, 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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	N/A	1b		
	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 2013?		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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______				
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.)	N/A	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. ▶ ______, ______, ______, ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 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 2013.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?		4b		X

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

5a During the year did the foundation pay or incur any amount to:			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?	☐ 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)?	N/A	5b	
Organizations relying on a current notice regarding disaster assistance check here	▶ ☐		
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	☐ 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	X
If "Yes" to 6b, file Form 8870			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b	

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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 ▶ 0

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

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

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

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	21,163,982.
b	Average of monthly cash balances		1b	285,936.
c	Fair market value of all other assets		1c	40,000.
d	**Total** (add lines 1a, b, and c)		1d	21,489,918.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	21,489,918.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	322,349.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	21,167,569.
6	**Minimum investment return.** Enter 5% of line 5		6	1,058,378.

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	1,058,378.
2a	Tax on investment income for 2013 from Part VI, line 5	2a 19,468.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	19,468.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	1,038,910.
4	Recoveries of amounts treated as qualifying distributions		4	2,500.
5	Add lines 3 and 4		5	1,041,410.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	1,041,410.

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	2,890,266.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
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	2,890,266.
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	5	19,468.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,870,798.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				1,041,410.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years: ___ , ___ , ___		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008 95,684.				
b From 2009 323,552.				
c From 2010 755,394.				
d From 2011 1,732,034.				
e From 2012 1,255,536.				
f **Total** of lines 3a through e	4,162,200.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 2,890,266.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				1,041,410.
e Remaining amount distributed out of corpus	1,848,856.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	6,011,056.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
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		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	95,684.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	5,915,372.			
10 Analysis of line 9:				
a Excess from 2009 323,552.				
b Excess from 2010 755,394.				
c Excess from 2011 1,732,034.				
d Excess from 2012 1,255,536.				
e Excess from 2013 1,848,856.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV | Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see instructions.)

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

Check here ▶ [X] 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 address of the person to whom applications should be addressed:

SEE STATEMENT 13

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

Recipient Name and address (home or business)	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 Paid during the year				
BOYS AND GIRLS CLUB 4103 BENNING ROAD NW WASHINGTON, DC 20019	NONE		GENERAL OPERATIONS	250,000.
WASHINGTON BALLET 3515 WISCONSIN AVENUE NW WASHINGTON, DC 20016	NONE		GENERAL OPERATIONS	250,000.
MCIP BELL MULTICULTURAL 3101 16TH STREET NW WASHINGTON, DC 20010	NONE		GENERAL MISSION	250,000.
INOVA 15020 SHADY GROVE RD ROCKVILLE, MD 20850	NONE		GENERAL MISSION	250,000.
JEWISH FEDERATION 610 MONTROSE RD ROCKVILLE, MD 20852	NONE		GENERAL MISSION	250,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	2,664,029.
b Approved for future payment NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income
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	10,594.	
4 Dividends and interest from securities			14	390,910.	
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	900000	<270.>	14	111,453.	
8 Gain or (loss) from sales of assets other than inventory			18	1,575,719.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a SUBLEASE INCOME			16	11,770.	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		<270.>		2,100,446.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 2,100,176.

(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).

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

			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.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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
N/A		

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

▶ Richard England, Jr. — 11/13/2014 ▶ Treasurer / Trustee

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
FRANK H. SMITH	Frank H. Smith	11/12/14		P00639053

Firm's name ▶ FRANK H. SMITH — Firm's EIN ▶ 52-1511275

Firm's address ▶ 1899 L STREET NW #900 WASHINGTON, DC 20036 — Phone no. 202-822-5000

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	CHARLES SCHWAB # 2561	P		
b	CHARLES SCHWAB # 2561	P		
c	CHARLES SCHWAB # 1810	P		
d	CHARLES SCHWAB # 1810	P		
e	DF DENT	P		
f	DF DENT	P		
g	UBS- O'CONNOR FUND	P		
h	CAPITAL GAINS DIVIDENDS			
i				
j				
k				
l				
m				
n				
o				

	(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	337,234.		400,000.	<62,766.>
b	65,000.		65,676.	<676.>
c	37,883.		25,812.	12,071.
d	343,249.		193,615.	149,634.
e	89,928.		57,884.	32,044.
f	1,932,491.		1,046,619.	885,872.
g	66,560.			66,560.
h	492,980.			492,980.
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				<62,766.>
b				<676.>
c				12,071.
d				149,634.
e				32,044.
f				885,872.
g				66,560.
h				492,980.
i				
j				
k				
l				
m				
n				
o				

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	1,575,719.
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). If (loss), enter "-0-" in Part I, line 8	3	N/A

323591
05-01-13

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	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
GALLAUDET UNIVERSITY 800 FLORIDA AVE NW WASHINGTON, DC 20002	NONE		GENERAL MISSION DONATED STOCK 3000 SHS 3 D SYSTEMS $ 131,700 DONATED STOCK 2025 SHS FASTENAL CO.$ 92,725	224,425.
CHESS CHALLENGE DC 5185 MACARTHUR BLVD. #620 WASHINGTON, DC 20016	NONE		GENERAL MISSION DONATED STOCKS 2,642.346 SHS OF AMERICAN FUNDS $ 117,114	117,114.
SEE ATTACHED STATEMENT	NONE		GENERAL MISSION	1,072,490.
Total from continuation sheets				1,414,029.

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05-01-13

2013 Discretionary Grants

The Barker Foundation Marilyn C. Regier 7979 Old Georgetown Road First Floor Bethesda, MD 20814 http.//www.barkerfoundation.org/contact-us	$25,000
Brady Center to Prevent Gun Violence Dan Gross 840 First Street, NE, Suite 400 Washington, DC 20002 http://www.bradycampaign.org	$5,000
Cohen Foundation 3 Bethesda Metro Center Suite 325 Bethesda, MD 20814	$2,500
Community Foundation for the National Capital Region Terri Lee Freeman 1201 15th Street NW, Suite 420 Washington, DC 20005 http://www.thecommunityfoundation.org	$10,000
Dana Faber Cancer Institute 450 Brookline Avenue Boston, MA 02215 http://www.dana-farber.org	$1,800
deCordova Sculpture Park and Museum 51 Sandy Pond Road Lincoln, MA http://www.decordova.org/	$40,000
George Washington University 2121 Eye Street, NW Washington, D.C., WA, D.C. 20052 http://www.gwu.edu/faculty-staff	$3,000
Green Acres 11701 Danville Drive North Bethesda, MD 20852 http://www.greenacres.org/	$5,000

Higher Achievement Erin Hodge-Williams 317 8th Street, NE Washington, DC 20002 http://www.higherachievement.org	$15,000
Hope Connection Paula Rothenberg 9650 Rockville Pike Bethesda, MD 20814 http://hopeconnectionsforcancer.org	$1,000
Latin America Youth Center Lori Kaplan 1419 Columbia Road, NW Washington, DC 20009 http://www.layc-dc.org	$10,000
Lowell School 1640 Kalmia Road NW Washington, DC 20012 http://www.lowellschool.org	$1,000
Lymphoma Research Foundation 115 Broadway, Suite 1301 New York, NY 10006 http://www.lymphoma.org	$50,000
McLean School Of Maryland Michael Saxenian 8224 Lochinver Lane Potomac, MD 20854 http://www.mcleanschool.org	$9,500
Michael J. Fox Foundation The Michael J. Fox Foundation for Parkinson's Research Todd Sherer, PhD Grand Central Station P.O. Box 4777 New York, NY 10163-4777 https://www.michaeljfox.org	$40,000
Montgomery Hospice Ann Mitchell 1355 Piccard Dr Rockville, MD 20850 http://www.montgomeryhospice.org	$1,700

Photographic Resource Center $22,500
832 Commonwealth Avenue
Boston, Massachusetts 02215
http://www.bu.edu/prc

Sidwell Friends School $3,500
3825 Wisconsin Ave., NW
Washington, D.C., 20016
http://www.sidwell.edu

Sistar Arts Center $2,490
1700 Kalorama Rd NW
Suite 101
Washington, DC 20009
http://sitarartscenter.org

SOS Children's Village $25,000
Richard Pichler
1001 Connecticut Ave NW
Suite 1250
Washington, DC 20036
http://www.sos-childrensvillages.org

St. Andrew's School $15,000
8804 Postoak Rd
Potomac, MD 20854
8804 Postoak Rd, Potomac, MD 20854

University Of Maryland Fund For Medicine-Movement $4,500
3140 Tydings Hall
College Park, MD 20742

University Of Maryland Fund For Medicine-Orthopedics $1,000
4321 Hartwick Rd
Stuie 101
College Park, MD 20740

Washington Regional Assoc. of Grantmakers $2,500
1400 16th Street, NW
Suite 740
Washington, DC 20036

$296,990

2013 Spring Grantees

Beacon House **$20,000**
PO Box 29629
601 Edgewood Street NE, Suite 15
Washington, DC 20017
202-529-7376
Gerald Kittner
GKittner@beaconhousedc.org

Latin American Youth Center **$25,000**
1419 Columbia Road NW
Washington, DC 20009
202-319-8642
Lori Kaplan
lori@layc-dc.org

The Washington Ballet **$25,000**
3515 Wisconsin Avenue NW
Washington, DC 20016
202.362.3606
Arthus Espinoza
aespinoza@washingtonballet.org

Building Bridges Across the River – THEARC **$10,000**
1901 Mississippi Avenue, SE
Washington, DC 20020
202-889-5901
Janet Stone
jstone@thearcdc.org

Bell Multicultural HS – MCIP **$15,000**
3101 16th Street NW
Washington, DC 20010
202-939-7700
Maria Tukeva
maria.tukeva@dc.gov

Words Beats and Life **$10,000**
1525 Newton St NW
Washington D.C., DC 20010
202-667-1192
Mazi Mutafa
mazi@wblinc.org

DC SCORES $30,000
1224 M Street NW Suite 200
Washington, DC 20005
202-393-6999
Amy Nakamoto
anakamoto@americascores.org

College Success Foundation $10,000
1805 7th Street NW Suite 500
Washington, DC 20001-3722
202-207-1800
Herb Tillery
htillery@collegesuccessfoundation.org

Boys & Girls Clubs of Greater Washington $25,000
4103 Benning Road NE
Washington, DC 20019
202-540-2300
Pandit F. Wright
pwright@bgcgw.org

Kid Power Inc $15,000
755 8th Street NW
Washington, DC 20001
202-383-4543
Andria Hollis
andriana@kidpowerdc org

Young Playwrights' Theatre $5,000
2437 15th St. NW
Washington, DC 20009
202-387-9173
Brigitte Moore
bpribnow@yptdc.org

Fair Chance $25,000
2001 S St., NW Suite 310
Washington, DC 20009
202-338-8206
Gretchen Van der Veer
gvanderveer@fairchancedc.org

DC Promise Neighborhood Initiative $50,000
3701 Hayes Street NE
Washington, DC 20019
202-531-4053
Ayris Scales
ayris scales@dcpni.org

Higher Achievement $40,500
317 8th Street NE
Washington, DC 20002
202-544-3633
Katherine Roboff
kroboff@higherachievement.org

Life Pieces to Masterpieces $25,000
5600 Eads Street, NE
Washington, DC 20019
202-399-7703
Mary Brown

The Barker Foundation $15,000
7979 Old Georgetown Road First Floor
Bethesda, MD 20814
301-664-9664
Marilyn Regier
mregier@barkerfoundation.org

Center for Inspired Teaching $10,000
1436 U Street, NW, Suite 400
Washington, DC 20009
202-462-1956
Aleta Margolis
aleta@inspiredteaching.org

The DC Alliance of Youth Advocates $20,000
1012 14th Street, NW 587-0Suite 610 A
Washington, DC 20001
202-587-0616
Margaret Riden
maggie@dc-aya.org

Chess Challenge $25,000
5185 MacArthur Blvd. #620
Washington, DC 20016
202-363-2008
Suzy Hirsch
Suzy.hirsch@chesschallengeindc.org

Network for Teaching Entrepreneurship $10,000
1660 L Street NW, Suite 510
Washington, DC
202-467-6383
Tricia Granata
Tricia.granata@nfte.com

Jewish Community Life Fall Cycle 2013

American Jewish World Service (international) $20,000
Ruth Messinger
45 West 36th Street
New Yourk, NY 10018

Avodah - Jewish Service Corps (local) $10,000
Miriam Surdan
1816 12th Street NW
3rd Floor
Washington, DC 20009

Bend the Arc (national) $15,000
Alan van Capelle
330 Seventh Avenue
New York, NY 10001

DC Jewish Community Center $22,500
Carol Zawatsky
1529 16th Street NW
Washington, DC 20036

Jews United for Justice (local) $7,500
Jacob Feinspan
1633 Connecticut Avenue NW
Washington, DC 20009

Religious Action Center of Reform Judaism (national) $15,000
Rabbi David Saperstein
2027 Massachusetts Avenue NW
Washington, DC 20036

American Jewish Committee (local) $15,000
Alan Ronkin
1156 15th Street NW
Washington, DC 20005

Moishe House $7,500
David Cygielman
2121 Commonwealth Avenue
Charlotte, NC 28205

Sixth & I (local) $7,500
Esther Foer
600 I Street NW
Washington, DC 20001

Anti-Defamation League David Friedman 1100 Connecticut Avenue NW Washington, DC 20036	(local) $15,000
Jewish Social Services Agency Ken Kozloff	$30,000
The Abraham Fund Ami Nahshon 9 East 45th Street New York, NY	$15,000
Agenda-Hasdera Paz Cohen 159 Yigal Street Tel Aviv	$10,000
Association for Civil Rights in Israel Hagai El-Ad 75 Nahlat Binyamin Street Tel Aviv	$20,000
Ir Amim Yudith Oppenheimber 27 King George Street Jerusalem	$10,000
Israel Religious Action Center Anat Hoffman 13 King David Street Jerusalem	$20,000
Israeli Arab Task Force Michal Steinman 711 Third Avenue Ney York, NY 10017	$7,500
New Israel Fund Daniel Sokatch 2100 M Street NW Washington, DC 20037	$62,500
Sikkuy Jabir Asaqla 17 HaMoreshet Rachel Street Jerusalem	$15,000

Yedid Sari Revkin 28 Pierre Koenig Street Jerusalem	$15,000
Economic Empowerment for Women Khawla Rihani PO Box 9148 Haifa Israel	$10,000
Kav Mashve Yael Kohn-Sharon 29 Hamered Street Tel Aviv	$10,000
Jasmine Herzliya Pituach	$10,000

TOTAL GRANTS 2013 $ 175,500

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
ISRAEL BONDS	4,990.	4,990.	
MONEY MARKET ACCOUNTS	5,204.	5,204.	
TZEDEC ECONOMIC	400.	400.	
TOTAL TO PART I, LINE 3	10,594.	10,594.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CARLYLE FUND LLC (UBS)	106,508.	105,564.	944.	944.	
CARYLE FUND 2	24,359.	15,476.	8,883.	8,883.	
DF DENT	55,926.	0.	55,926.	55,926.	
HILLSON	74,356.	44,584.	29,772.	29,772.	
LOOMIS SAYLES INVESTMENT GRADE	108,202.	23,301.	84,901.	84,901.	
NEW PERSPECTIVE FUND	30,850.	26,340.	4,510.	4,510.	
SCHWAB	17,443.	0.	17,443.	17,443.	
SCHWAB CHESS	147,911.	119,871.	28,040.	28,040.	
SCHWAB RAFI	106,160.	12,296.	93,864.	93,864.	
TIFF REAL ESTATE	25,384.	23,904.	1,480.	1,480.	
TWEEDY, BROWN GLOBAL VALUE FUND	89,026.	64,842.	24,184.	24,184.	
WASHINGTON MUTUAL INVESTOR FUND	97,765.	56,802.	40,963.	40,963.	
TO PART I, LINE 4	883,890.	492,980.	390,910.	390,910.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
OTHER TAXABLE INCOME	111,453.	111,453.	
UBI INVESTMENT INCOME	<270.>	0.	
SUBLEASE INCOME	11,770.	11,770.	
TOTAL TO FORM 990-PF, PART I, LINE 11	122,953.	123,223.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	9,852.	3,963.		5,889.
TO FORM 990-PF, PG 1, LN 16B	9,852.	3,963.		5,889.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	148,671.	148,671.		0.
CONSULTING FEE	140,935.	0.		140,935.
TO FORM 990-PF, PG 1, LN 16C	289,606.	148,671.		140,935.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAXES	19,203.	0.		0.
FOREIGN TAXES	814.	814.		0.
TO FORM 990-PF, PG 1, LN 18	20,017.	814.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	242.	242.		0.
SUBSCRIPTIONS	980.	0.		980.
MEMBERSHIP DUES	9,050.	0.		9,050.
POSTAGE	870.	0.		870.
SUPPLIES	3,930.	0.		3,930.
TELEPHONE, FAX, DSL LINES	2,791.	0.		2,791.
PARKING	3,360.	0.		3,360.
INSURANCE	914.	0.		914.
OTHER K-1 ITEMS	24.	0.		0.
TO FORM 990-PF, PG 1, LN 23	22,161.	242.		21,895.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
DF DENT	3,528,807.	7,387,703.
LOOMIS SAYLES INVESTMENT GRADE FIF	1,809,907.	1,944,913.
TWEEDY, BROWN GLOBAL VALUE FUND	1,107,053.	2,100,964.
WASHINGTON MUTUAL INVESTOR FUND	1,441,957.	1,931,648.
NEW PERSPECTIVE FUND	425,142.	595,785.
TIFF ABSOLUTE CLASS B	53,947.	1,360,391.
SCHWAB #2561	3,317,054.	4,068,938.
SCHWAB #1810	842,806.	1,451,204.
SCHWAB CHESS #5336	1,385,019.	2,287,628.
TOTAL TO FORM 990-PF, PART II, LINE 10B	13,911,692.	23,129,174.

FORM 990-PF	OTHER ASSETS		STATEMENT 9
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
HILLSON PARTNERS LP	703,577.	761,823.	1,196,052.
TZEDEC CHALLENGE POOL	40,000.	40,000.	40,000.
CARLYLE FUND LLC (UBS)	200,526.	168,220.	251,343.
TIFF REAL ESTATE PARTNERS	176,050.	165,424.	156,840.
ISRAEL BONDS	300,000.	300,000.	300,000.
CARLYLE FUND 2	344,011.	370,954.	465,555.
TIFF ABSOLULTE CLASS C	250,000.	250,000.	302,567.
TO FORM 990-PF, PART II, LINE 15	2,014,164.	2,056,421.	2,712,357.

FORM 990-PF	INTEREST AND PENALTIES	STATEMENT 10
TAX DUE FROM FORM 990-PF, PART VI		1,719.
LATE PAYMENT INTEREST		26.
TOTAL AMOUNT DUE		1,745.

FORM 990-PF		LATE PAYMENT INTEREST				STATEMENT 11
DESCRIPTION	DATE	AMOUNT	BALANCE	RATE	DAYS	INTEREST
TAX DUE	05/15/14	1,719.	1,719.	.0300	184	26.
DATE FILED	11/15/14		1,745.			
TOTAL LATE PAYMENT INTEREST						26.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
RICHARD ENGLAND- DECEASED 4/1 P.O. BOX 34-1107 WEST BETHESDA, MD 20827	PRESIDENT*IN LOVING MEMORY 10.00	0.	0.	0.
LOIS H. ENGLAND P.O. BOX 34-1107 WEST BETHESDA, MD 20827	VICE-PRESIDENT 10.00	0.	0.	0.
RICHARD ENGLAND, JR P.O. BOX 34-1107 WEST BETHESDA, MD 20827	TREASURER/SECRETARY 10.00	0.	0.	0.
CATHY ENGLAND P.O. BOX 34-1107 WEST BETHESDA, MD 20827	CHAIRMAN 10.00	0.	0.	0.
NONIE AKMAN P.O. BOX 34-1107 WEST BETHESDA, MD 20827	BOARD MEMBER 2.00	0.	0.	0.
LARRY AKMAN P.O. BOX 34-1107 WEST BETHESDA, MD 20827	BOARD MEMBER 2.00	0.	0.	0.
DIANA ENGLAND P.O. BOX 34-1107 WEST BETHESDA, MD 20827	BOARD MEMBER 2.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 13
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

MAGGIE HUDAK, PROGRAM ADMINISTRATOR
PO BOX 34-1107
WEST BETHESDA, MD 20827

TELEPHONE NUMBER

301-657-7737

FORM AND CONTENT OF APPLICATIONS

IN WRITING; INCLUDE AN ANNUAL REPORT, A COPY OF THE IRS DETERMINATION LETTER AND ANY OTHER LITERATURE/INFORMATION RELATED TO THE ORGANIZATION.

ANY SUBMISSION DEADLINES

FALL AND SPRING

RESTRICTIONS AND LIMITATIONS ON AWARDS

THE FOUNDATION IS ORGANIZED AND OPERATED EXCLUSIVELY FOR CHARITABLE, SCIENTIFIC, LITERARY AND EDUCATIONAL TAX-EXEMPT PURPOSES; THE ORGANIZATION MUST BE ORGANIZED IN THE US OR ANY OF ITS POSSESSIONS, AND ANY GRANTS OR GIFTS TO THE ORGANIZATON MUST BE USED WITHIN THE US OR ANY OF ITS POSSESSIONS.