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Department of the Treasury
Internal Revenue Service

Section 4947(a)(1) Trust Treated as Private Foundation
Do not enter Social Security numbers on this form as they may be made public.

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

Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation
CLARK-WINCHCOLE FOUNDATION

Number and street (or P.O. box number if mail is not delivered to street address)
3 BETHESDA METRO CENTER

Room/suite
550

City or town, state or province, country, and ZIP or foreign postal code
BETHESDA, MD 20814-5358

A Employer identification number
52-6058340

B Telephone number (see instructions)
(301) 654-3607

C If exemption application is pending, check here

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

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

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

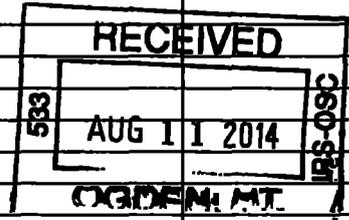
G Check all that apply:
 Initial return
 Final return
 Address change
 Initial return of a former public charity
 Amended return
 Name change

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 125,147,970.**

J Accounting method: Cash Accrue
 Other (specify) _____
 (Part I, column (d) must be on cash basis.)

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	7,058.	482.		ATCH 1
4	Dividends and interest from securities	2,438,941.	2,437,370.		ATCH 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	11,494,878.			
b	Gross sales price for all assets on line 6a	45,279,522.			
7	Capital gain net income (from Part IV, line 2)		11,494,878.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule) ATCH 3	35,011.	25,000.		
12	Total. Add lines 1 through 11	13,975,888.	13,957,730.		
Operating and Administrative Expenses					
13	Compensation of officers, directors, trustees, etc.	250,000.	100,000.		150,000.
14	Other employee salaries and wages	103,250.			103,250.
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule) ATCH 4	5,987.	2,994.		2,993.
b	Accounting fees (attach schedule) ATCH 5	74,734.	37,367.		37,367.
c	Other professional fees (attach schedule) *	681,478.	681,371.		
17	Interest ATCH 7	260.	78.		
18	Taxes (attach schedule) (see instructions) ATCH 8	332,202.	24,285.		7,899.
19	Depreciation (attach schedule) and depletion	790.			
20	Occupancy	56,604.	28,302.		28,302.
21	Travel, conferences, and meetings	1,268.	634.		634.
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 9	24,061.	10,453.		13,608.
24	Total operating and administrative expenses. Add lines 13 through 23	1,530,634.	885,484.		344,053.
25	Contributions, gifts, grants paid	4,469,400.			4,469,400.
26	Total expenses and disbursements. Add lines 24 and 25	6,000,034.	885,484.	0	4,813,453.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	7,975,854.			
b	Net Investment Income (if negative, enter -0-)		13,072,246.		
c	Adjusted net income (if negative, enter -0-)				



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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	129,738.	245,354.	245,354.		
	2	Savings and temporary cash investments	4,239,721.	7,237,563.	7,237,563.		
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶					
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)					
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10 a	Investments - U.S. and state government obligations (attach schedule). **	448,034.	1,471,050.	1,471,050.		
	b	Investments - corporate stock (attach schedule) ATCH 11	93,689,541.	108,776,387.	108,776,387.		
	c	Investments - corporate bonds (attach schedule) ATCH 12	2,884,800.	3,445,649.	3,445,649.		
	11	Investments - land, buildings, and equipment: basis Less: accumulated depreciation (attach schedule)					
	12	Investments - mortgage loans					
	13	Investments - other (attach schedule) ATCH 13	3,014,475.	3,937,034.	3,937,034.		
	14	Land, buildings, and equipment: basis Less: accumulated depreciation (attach schedule)	93,753.				ATCH 14
15	Other assets (describe ▶ ATCH 15)	21,300.	20,510.	20,510.			
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	58,599.	14,423.	14,423.			
17	Accounts payable and accrued expenses	104,486,208.	125,147,970.	125,147,970.			
18	Grants payable						
19	Deferred revenue						
20	Loans from officers, directors, trustees, and other disqualified persons						
21	Mortgages and other notes payable (attach schedule)						
22	Other liabilities (describe ▶)						
23	Total liabilities (add lines 17 through 22)	0	0	0			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.						
	24	Unrestricted	104,486,208.	125,147,970.			
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, . . . ▶ <input type="checkbox"/> check here and complete lines 27 through 31.						
	27	Capital stock, trust principal, or current funds					
	28	Paid-in or capital surplus, or land, bldg., and equipment fund					
29	Retained earnings, accumulated income, endowment, or other funds						
30	Total net assets or fund balances (see instructions)	104,486,208.	125,147,970.				
31	Total liabilities and net assets/fund balances (see instructions)	104,486,208.	125,147,970.				

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)	1 104,486,208.
2	Enter amount from Part I, line 27a	2 7,975,854.
3	Other increases not included in line 2 (itemize) ▶ ATCH 16	3 12,685,908.
4	Add lines 1, 2, and 3	4 125,147,970.
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	6 125,147,970.

**ATCH 10

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)

(b) How acquired
P - Purchase
D - Donation
(c) Date acquired
(mo., day, yr.)
(d) Date sold
(mo., day, yr.)

1a SEE PART IV SCHEDULE			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) 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	11,494,878.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8		3	0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	4,613,708.	101,095,143.	0.045637
2011	5,539,407.	99,283,108.	0.055794
2010	5,102,447.	92,052,598.	0.055430
2009	5,303,094.	83,061,409.	0.063845
2008	6,646,710.	103,182,516.	0.064417

2 Total of line 1, column (d)	2	0.285123
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.057025
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	113,709,859.
5 Multiply line 4 by line 3	5	6,484,305.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	130,722.
7 Add lines 5 and 6	7	6,615,027.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	4,813,453.

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

Table with 11 rows for excise tax calculations. Includes categories like 'Exempt operating foundations', 'Domestic foundations that meet the section 4940(e) requirements', and 'Tax under section 511'. Total tax due is 82,936.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Questions include 'During the tax year, did the foundation attempt to influence any national, state, or local legislation?' and 'Has the foundation engaged in any activities that have not previously been reported to the IRS?'. Includes 'Yes' and 'No' columns.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions). 11 X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 X
Website address NONE
14 The books are in care of THE FOUNDATION Telephone no. 301-654-3607
Located at 3 BETHESDA METRO CTR STE 550 BETHESDA, MD ZIP+4 20814-5358
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here 15
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 Yes No 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.
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 X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X 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 X 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 X 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)? 1b X
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 X 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.) 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 X 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.) 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)? (see instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **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? 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? Yes No
If "Yes" to 6b, file Form 8870. **6b** X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No **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 (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 18		250,000.	0	0

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 19		103,250.	0	0

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

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

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

Table with 3 columns: (a) Name and address of each person paid more than \$50,000, (b) Type of service, (c) Compensation. Row 1: ATCH 20, 654,849.

Part IX-A Summary of Direct Charitable Activities

Table with 2 columns: Description of activities, Expenses. Row 1: 1 N/A.

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

Table with 2 columns: Description of investments, Amount. Row 1: 1 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	109,568,904.
b	Average of monthly cash balances	1b	5,858,154.
c	Fair market value of all other assets (see instructions)	1c	14,423.
d	Total (add lines 1a, b, and c)	1d	115,441,481.
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	115,441,481.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	1,731,622.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	113,709,859.
6	Minimum investment return. Enter 5% of line 5	6	5,685,493.

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	5,685,493.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	261,445.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	261,445.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	5,424,048.
4	Recoveries of amounts treated as qualifying distributions	4	10,000.
5	Add lines 3 and 4	5	5,434,048.
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	5,434,048.

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 28	1a	4,813,453.
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	4,813,453.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,813,453.

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				5,434,048.
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only				
b Total for prior years: 20 11, 20 10, 20 09				
3 Excess distributions carryover, if any, to 2013:				
a From 2008 557,687.				
b From 2009 1,168,174.				
c From 2010 565,403.				
d From 2011 609,582.				
e From 2012				
f Total of lines 3a through e	2,900,846.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 4,813,453.				
a Applied to 2012, 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 2013 distributable amount				4,813,453.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	620,595.			620,595.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	2,280,251.			
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 2012. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				
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 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	2,280,251.			
10 Analysis of line 9:				
a Excess from 2009 1,105,266.				
b Excess from 2010 565,403.				
c Excess from 2011 609,582.				
d Excess from 2012				
e Excess from 2013				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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

Table with 5 columns: (a) 2013, (b) 2012, (c) 2011, (d) 2010, (e) Total. Rows include 2a-2e (Qualifying distributions) and 3a-3d (Alternative tests).

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 address of the person to whom applications should be addressed: ATCH 21

b The form in which applications should be submitted and information and materials they should include: SEE FEDERAL FOOTNOTE ATTACHMENT 21

c Any submission deadlines: SEE FEDERAL FOOTNOTE ATTACHMENT 21

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors: SEE FEDERAL FOOTNOTE ATTACHMENT 21

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
<p>a Paid during the year</p> <p>ATCH 22</p>				
Total				▶ 3a 4,469,400.
<p>b Approved for future payment</p>				
Total				▶ 3b

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

- 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... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash (2) Other assets b Other transactions: (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (a) Line no., (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains '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

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Row 1 contains '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. Signature of officer or trustee, Date 7/29/14, Title, May the IRS discuss this return with the preparer shown below (see instructions)? X Yes No

Paid Preparer Use Only Print/Type preparer's name W. CRAIG THOMPSON Preparer's signature Date 7/29/14 Check self-employed if PTIN P00295094 Firm's name RUSSELL, EVANS & THOMPSON, PLLC Firm's EIN 54-1341318 Firm's address 299 HERNDON PARKWAY, SUITE 206 HERNDON, VA 20170-4467 Phone no. 703-478-0320

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/89	Adj. basis as of 12/31/89	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					18,737.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					168,517.	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					203,470.	
700,544.		ST GAIN FROM PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES 521,481.				P	VARIOUS 179,063.	VARIOUS
6,263,105.		LT GAIN FROM PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES 4,527,657.				P	VARIOUS 1,735,448.	VARIOUS
3,222,076.		ST GAIN FROM PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES 3,208,025.				P	VARIOUS 14,051.	VARIOUS
9,794,978.		ST GAIN FROM PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES 9,517,466.				P	VARIOUS 277,512.	VARIOUS
14044123.		LT GAIN FROM PUBLICLY TRADED SECURITIES 9,213,407.					VARIOUS 4,830,716.	VARIOUS
4,696,118.		LT GAIN FROM PUBLICLY TRADED SECURITIES 3,043,113.					VARIOUS 1,653,005.	VARIOUS
6,167,854.		LT GAIN FROM PUBLICLY TRADED SECURITIES 3,753,495.					VARIOUS 2,414,359.	VARIOUS
TOTAL GAIN (LOSS)							<u>11494878.</u>	

ATTACHMENT 1

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
TAXABLE INTEREST	482.	482.
TAX EXEMPT INTEREST	6,576.	
TOTAL	<u>7,058.</u>	<u>482.</u>

ATTACHMENT 2

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INTEREST AND DIVIDENDS, ALL ACCOUNTS	2,437,370.	2,437,370.
INTEREST AND DIVIDENDS, ALL ACCOUNT-UBTI	1,571.	
TOTAL	<u>2,438,941.</u>	<u>2,437,370.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>
ORDINARY INCOME, K-1 PASS THROUGH
RETURNED GRANT FROM PRIOR YEAR
ORDINARY INCOME, K-1, UBTI

REVENUE AND EXPENSES <u>PER BOOKS</u>	NET INVESTMENT INCOME
25,000.	25,000.
10,000.	
11.	
<u>35,011.</u>	<u>25,000.</u>

TOTALS

ATTACHMENT 4

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
SCRIBNER, HALL & THOMPSON, LLP (SEE ATTCH 18)	5,987.	2,994.		2,993.
TOTALS	<u>5,987.</u>	<u>2,994.</u>		<u>2,993.</u>

ATTACHMENT 5

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
RUSSELL, EVANS & THOMPSON, PLLC (SEE ATTCH 18)	74,734.	37,367.		37,367.
TOTALS	<u>74,734.</u>	<u>37,367.</u>		<u>37,367.</u>

ATTACHMENT 6

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FARR, MILLER INV ADV FEE	397,998.	397,998.
BROWN INVESTMENT ADVISORY	182,117.	182,117.
CHEVY CHASE TRUST ADVISORY FEE	60,840.	60,840.
WELLS FARGO BANK CUSTODY FEES	22,176.	22,176.
US TRUST BANK CUSTODY FEES	7,078.	7,078.
CHEVY CHASE CUSTODY FEES	6,106.	6,106.
INVESTMENT PORTFOLIO EXPENSES	1,643.	1,643.
MGMT & OTHER FEES, K-1 PTE	3,413.	3,413.
MGMT & OTHER FEES-K-1 PTE-UBTI	107.	
TOTALS	<u>681,478.</u>	<u>681,371.</u>

ATTACHMENT 7

FORM 990PF, PART I - INTEREST EXPENSE

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVEST INT, K-1 PASS-THROUGH	78.	78.
INVEST INT, K-1 PTE - UBTI	182.	
TOTALS	<u>260.</u>	<u>78.</u>

ATTACHMENT 8

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
PAYROLL TAXES	7,899.		7,899.
FOREIGN TAXES WITHHELD	24,285.	24,285.	
EXCISE TAX ON INVESTMENT	300,012.		
2012 STATE TAX - UBTI	6.		
TOTALS	<u>332,202.</u>	<u>24,285.</u>	<u>7,899.</u>

ATTACHMENT 9

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
COPIER LEASE	613.	307.	306.
POSTAGE METER LEASE	242.	121.	121.
OFFICE SUPPLIES	2,158.	1,079.	1,079.
PARKING	3,360.		3,360.
TELEPHONE	4,728.	2,364.	2,364.
COMPUTER REPAIR & MAINTENANCE	155.	78.	77.
INSURANCE	8,036.	4,018.	4,018.
POSTAGE	300.	150.	150.
MISCELLANEOUS	4,265.	2,132.	2,133.
BANK SERVICE CHARGES	204.	204.	
TOTALS	<u>24,061.</u>	<u>10,453.</u>	<u>13,608.</u>

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

ATTACHMENT 10

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
U.S. GOVERNMENT OBLIGATIONS	100,527.	100,527.
US OBLIGATIONS TOTAL	<u>100,527.</u>	<u>100,527.</u>
STATE/MUNICIPAL OBLIGATIONS	1,370,523.	1,370,523.
STATE OBLIGATIONS TOTAL	<u>1,370,523.</u>	<u>1,370,523.</u>
US AND STATE OBLIGATIONS TOTAL	<u>1,471,050.</u>	<u>1,471,050.</u>

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 11

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE ATTACHED	108,776,387.	108,776,387.
TOTALS	<u>108,776,387.</u>	<u>108,776,387.</u>

ATTACHMENT 12

FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE ATTACHED	3,445,649.	3,445,649.
TOTALS	<u>3,445,649.</u>	<u>3,445,649.</u>

CLARK-WINCHCOLE FOUNDATION
3 BETHESDA METRO CENTER #550 BETHESDA MD 20814
EIN: 52-6058340
PART II, BALANCE SHEETS, LINES 10b AND 10c
INVESTMENT SUMMARY ATTACHMENTS
DECEMBER 31, 2013

SCHEDULE	STOCKS (ATCH 11)	BONDS (ATCH 12)	TOTAL SECURITIES
1	16,390,897	1,018,649	17,409,546
2	32,980,475	2,427,000	35,407,475
3	29,843,534	-	29,843,534
4	11,667,205	-	11,667,205
5	2,560,043	-	2,560,043
6	1,906,340	-	1,906,340
7	8,114,007	-	8,114,007
8	3,829,262	-	3,829,262
9	1,484,625	-	1,484,625
TOTAL	108,776,387	3,445,649	112,222,036

PART 2 LINE

10b

10c

CLARK-WINGCOLE FOUNDATION

EIN: 52-6058340

December 31, 2013

Form 990-PF Part II Investment Detail
Schedule 1

Description	Quantity	Market Price	Market Value
<i>Equities</i>			
Consumer Discretionary			
Dollar General Corp CUSIP: 256677105	4,667.00	\$60.32	\$281,513.44
Home Depot Inc CUSIP: 437076102	3,500.00	\$82.34	\$288,190.00
Johnson Cos Inc CUSIP: 476366107	6,550.00	\$51.30	\$336,015.00
Starbucks Corp CUSIP: 655244108	3,350.00	\$78.39	\$262,606.50
TJX Companies CUSIP: 672540109	4,675.00	\$63.73	\$297,937.75
V F Corp Com CUSIP: 618204108	5,100.00	\$62.34	\$317,934.00
Walt Disney Company CUSIP: 254697106	3,700.00	\$76.40	\$282,680.00
			\$2,066,876.69
Consumer Staples			
Colgate-Palmolive CUSIP: 194162103	4,400.00	\$65.21	\$288,924.00

CLARK-WINCHCOLE FOUNDATION
EIN: 52-6059340
December 31, 2013
Form 990-PF Part II Investment Detail
Schedule 1

<i>Description</i>	<i>Quantity</i>	<i>Market Price</i>	<i>Market Value</i>
CVS Caremark Corp CUSIP: 126659100	4,050.00	\$71.57	\$289,958.50
Diageo PLC American Depository Receipt CUSIP: 252430205	2,000.00	\$132.42	\$264,840.00
General Mills CUSIP: 370334104	5,600.00	\$49.91	\$279,496.00
Nestle SA Spons Adrs CUSIP: 641069408	3,975.00	\$73.59	\$292,520.25
PepsiCo Inc CUSIP: 713448108	3,000.00	\$82.94	\$248,820.00
			\$1,662,458.75
<i>Energy</i>			
Chevron Corporation CUSIP: 166764100	3,125.00	\$124.91	\$390,343.75
Devon Energy Corporation New Com CUSIP: 26178M103	4,125.00	\$61.67	\$255,218.75
National-Oilwell Inc CUSIP: 637071101	3,750.00	\$79.53	\$298,237.50
Pacific Rubiales Energy Corporation CUSIP: 69480U206	11,750.00	\$17.26	\$202,805.00
Schlumberger LTD CUSIP: 806857108	2,500.00	\$90.11	\$225,275.00
Sunoco Energy Inc CUSIP: 867224107	7,000.00	\$35.05	\$245,350.00
			\$1,617,225.00

CLARK-WINCHOLE FOUNDATION
EIN: 52-6058340
December 31, 2013
Form 990-PF Part II Investment Detail
Schedule 1

Description	Quantity	Market Price	Market Value
Financials			
Banco Latinoamericano DE Comercio Exterior, S.A. CUSIP: P16994132	8,500.00	\$28.02	\$238,170.00
Betshire Hathaway Inc-Cl B CUSIP: 084670702	2,750.00	\$118.56	\$326,040.00
Charles Schwab Corp CUSIP: 808513105	14,000.00	\$28.00	\$392,000.00
Goldman Sachs Group Inc CUSIP: 38141G104	740.00	\$177.26	\$131,172.40
Starwood Property Trust Inc Real Estate Investment Trust CUSIP: 85571B105	8,675.00	\$27.70	\$238,297.50
T Rowe Price Financial Services Fund CUSIP: 77954N103	10,368.07	\$20.57	\$213,271.12
Travelers Companies Inc CUSIP: 89417E109	3,500.00	\$90.54	\$316,890.00
US Bancorp CUSIP: 902873304	7,750.00	\$40.40	\$313,100.00
Visa Inc CUSIP: 92826C839	1,450.00	\$222.68	\$322,895.00
			\$2,465,627.02
Healthcare			
Johnson & Johnson CUSIP: 478160104	2,750.00	\$91.59	\$251,872.50
Pariplo Co PLC CUSIP: G97622103	1,800.00	\$153.46	\$276,228.00

CLARK-WINCHCOLE FOUNDATION

EIN: 52-6058340

December 31, 2013

**Form 990-PF Part II Investment Detail
Schedule 1**

Description	Quantity	Market Price	Market Value
Roche Hldg LTD Sponsored American Depository Receipt CUSIP: 771195104	3,750.00	\$70.20	\$263,250.00
Sigma Ayrich Corp CUSIP: 82652101	2,575.00	\$84.01	\$216,608.50
Sonoma Holding AG CUSIP: 7156038	1,800.00	\$135.36	\$243,648.00
SPDR S&P Biotech ETF CUSIP: 78494A570	1,950.00	\$130.20	\$253,890.00
Stryker Corp Com CUSIP: 863667101	3,400.00	\$75.14	\$255,476.00
Ventri Medical System Inc CUSIP: 92220P105	3,400.00	\$77.59	\$264,146.00
			\$2,023,544.75
Industrials			
Danaher Corp CUSIP: 235851102	3,000.00	\$77.20	\$231,600.00
Emerson Electric CUSIP: 281011104	4,100.00	\$70.18	\$287,739.00
Fluorine Corp CUSIP: 34354P105	3,925.00	\$78.83	\$308,407.75
Illinois Tool Works CUSIP: 452308109	3,300.00	\$84.08	\$277,464.00
Roper Inds Inc New CUSIP: 776866108	1,875.00	\$138.66	\$259,289.00
Valmont Industries CUSIP: 920253101	1,500.00	\$149.12	\$223,680.00

CLARK-WINCHCOLE FOUNDATION
EIN: 52-6058340
December 31, 2013
Form 990-PF Part II Investment Details
Schedule 1

Description	Quantity	Market Price	Market Value
JIM Co CUSIP: 88578Y101	2,075.00	\$140.25	\$291,018.75
<hr/>			
Information Technology			\$1,853,197.50
Apple Computer CUSIP: 037833100	600.00	\$581.02	\$348,612.00
Cisco Systems Inc CUSIP: 17275R102	14,000.00	\$22.43	\$314,020.00
Genalto NV CUSIP: 09MIS0P5	2,147.00	\$110.25	\$236,706.28
Google INC-CL A CUSIP: 38259P508	925.00	\$1,120.71	\$384,230.75
IBM Corporation CUSIP: 458200101	2,000.00	\$187.57	\$375,140.00
Microsoft Corp CUSIP: 594918104	10,000.00	\$37.41	\$374,100.00
Sap Aktiengesellschaft Sponsored American Depository Receipt CUSIP: 803054204	3,975.00	\$87.14	\$346,381.50
XILINX Inc CUSIP: 963919101	6,750.00	\$45.92	\$309,960.00
<hr/>			
Materials			\$2,667,150.53
FMC Corp CUSIP: 302491303	4,250.00	\$78.45	\$320,705.00

CLARK-WINCHOLE FOUNDATION
EIN: 52-6058340
December 31, 2013
Form 990-PF Part II Investment Detail
Schedule 1

Description	Quantity	Market Price	Market Value
Monsanto Co New CUSIP: 81169W101	2,750.00	\$116.55	\$320,512.50
<hr/>			
Utilities			\$641,217.50
American Elec Power CUSIP: 025537101	4,750.00	\$46.74	\$222,015.00
NextEra Energy Inc CUSIP: 65399F101	2,500.00	\$85.62	\$214,050.00
<hr/>			
Other Eq Mutl Fds & ETFs			\$436,065.00
iShares Core S&P Small-Cap ETF CUSIP: 464287804	4,800.00	\$108.13	\$523,824.00
Tortoise MLP Fund CUSIP: 88148B101	7,000.00	\$27.95	\$191,450.00
<hr/>			
			\$715,274.00
<hr/>			
Fixed Inc Mutl Fds - Taxable			
Ridgeworth Sixt Floating Rate High Income Fund CUSIP: 789281878	13,842.75	\$9.08	\$125,416.28
Templeton Global Bond Fund CUSIP: 88020B400	9,874.92	\$13.09	\$128,644.74
<hr/>			
			\$252,060.02
<hr/>			
Total Equities			\$16,390,886.76

CLARK-WINGCOLE FOUNDATION
EIN: 52-6058340
December 31, 2013
Form 990-PF Part II Investment Detail
Schedule 1

Description	Quantity	Market Price	Market Value
Bank of America Corporation DTD 08/14/2008 5.750% 08/15/2016 Non Callable CUSIP: 060505CL6	100,000.00	\$110.28	\$110,281.00
Palcohawk Energy Corp DTD 08/17/2010 7.250% 08/15/2016 Callable CUSIP: 716495AL0	100,000.00	\$107.80	\$107,800.00
Goldman Sachs Group Inc Medium Term Note DTD 02/05/2009 7.500% 02/15/2019 Non Callable CUSIP: 38141EA25	100,000.00	\$121.80	\$121,797.00
Verizon Communications DTD 03/27/2009 6.350% 04/01/2019 Non Callable CUSIP: 92343VAV6	100,000.00	\$117.54	\$117,539.00
Borgwarner Inc DTD 09/16/2010 4.625% 09/15/2020 Non Callable CUSIP: 098724AG1	150,000.00	\$105.71	\$158,563.50

CLARK-WINCHCOLE FOUNDATION

EIN: 52-6058340

December 31, 2013

**Form 990-PF Part II Investment Detail
Schedule 1**

<u>Description</u>	<u>Quantity</u>	<u>Market Price</u>	<u>Market Value</u>
Tupperware Corp DTD 12/01/2011 4.750% 08/01/2021 Callable CUSIP: 698866AC8	75,000.00	\$100.57	\$75,426.75
<hr/>			
Convertible Bids Preferred Stock US Bancorp 3.500% Preferred Series A Callable CUSIP: 902973466	425.00	\$769.98	\$327,241.50
<hr/>			
Total Bonds			\$327,241.50
			\$1,018,648.75

CLARK-WINCHOLE FOUNDATION
 EIN: 52-6058340
 December 31, 2013
 Form 990-PF Part II Investment Detail
 Schedule 2

Asset Description	Par Value	Price	Market Value as of 12/31/13
Fixed Income			
CORPORATE OBLIGATIONS			
GOLDMAN SCSHS CAPITAL II DTD: 05/15/07 06/01/2043 CUSIP: 381427AA1 MOODY'S RATING: BA2 STANDARD & POOR'S RATING: BB+	1,500,000.000	\$70.300	\$1,054,500.00
WACHOVIA CAPITAL TRUST I DTD: 02/01/06 03/29/2049 CUSIP: 92978AAA0 MOODY'S RATING: BAA3 STANDARD & POOR'S RATING: BBB+	1,500,000.000	91.500	1,372,500.00
Total Corporate Obligations			\$2,427,000.00
Total Fixed Income			\$2,427,000.00

CLARK-WINCHCOLE FOUNDATION

EIN: 52-6058340

December 31, 2013

Form 990-PF Part II Investment Detail

Schedule 2

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/13
Equities			
CONSUMER DISCRETIONARY			
LOWES COS INC	25,000,000	\$49.550	\$1,238,750.00
SYMBOL: LOW CUSIP: 548661107			
MCDONALDS CORP	10,000,000	97.030	970,300.00
SYMBOL: MCD CUSIP: 580135101			
Total Consumer Discretionary			\$2,209,050.00
CONSUMER STAPLES			
COCA COLA CO	36,000,000	\$41.310	\$1,487,160.00
SYMBOL: KO CUSIP: 191216100			
CVS/CAREMARK CORPORATION	17,000,000	71.570	1,216,690.00
SYMBOL: CVS CUSIP: 126650100			
DR PEPPER SNAPPLE GROUP INC	21,000,000	48.720	1,023,120.00
SYMBOL: DPS CUSIP: 26138E109			
PROCTER & GAMBLE CO	17,000,000	81.410	1,383,970.00
SYMBOL: PG CUSIP: 742718109			
SYSCO CORP	34,000,000	36.100	1,227,400.00
SYMBOL: SY CUSIP: 871829107			
Total Consumer Staples			\$6,338,340.00
ENERGY			
CHEVRON CORP	10,000,000	\$124.910	\$1,249,100.00
SYMBOL: CVX CUSIP: 166764100			
EXXON MOBIL CORPORATION	11,000,000	101.200	1,113,200.00
SYMBOL: XOM CUSIP: 30231G102			
Total Energy			\$2,362,300.00
FINANCIALS			
US BANCORP DEL NEW	30,000,000	\$40.400	\$1,212,000.00
SYMBOL: USB CUSIP: 902973304			
Total Financials			\$1,212,000.00

CLARK-WINCHOLE FOUNDATION
 EIN: 52-6058340
 December 31, 2013
 Form 990-PF Part II Investment Detail
 Schedule 2

ASSET DETAIL (continued)

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/13
Equities (continued)			
HEALTH CARE			
BRISTOL MYERS SQUIBB CO SYMBOL: BMY CUSIP: 110122108	23,000,000	\$53.150	\$1,222,450.00
JOHNSON & JOHNSON SYMBOL: JNJ CUSIP: 478160104	16,000,000	91.590	1,465,440.00
PFIZER INC SYMBOL: PFE CUSIP: 717081103	37,500,000	30.630	1,148,625.00
Total Health Care			\$3,836,515.00
INDUSTRIALS			
DEERE & CO SYMBOL: DE CUSIP: 244199105	12,500,000	\$91.330	\$1,141,625.00
NORFOLK SOUTHERN CORP SYMBOL: NSC CUSIP: 655844108	13,000,000	92.830	1,206,790.00
UNITED PARCEL SERVICE-CL B SYMBOL: UPS CUSIP: 911312106	15,000,000	105.080	1,576,200.00
3M CO COM SYMBOL: MMM CUSIP: 88579Y101	11,000,000	140.250	1,542,750.00
Total Industrials			\$5,467,365.00
INFORMATION TECHNOLOGY			
APPLE INC SYMBOL: AAPL CUSIP: 037833100	2,500,000	\$561.020	\$1,402,550.00
INTEL CORP COMM SYMBOL: INTC CUSIP: 458140100	41,000,000	25.955	1,064,155.00
INTERNATIONAL BUSINESS MACHS CORP COM SYMBOL: IBM CUSIP: 459200101	6,000,000	187.570	1,125,420.00
MICROSOFT CORP SYMBOL: MSFT CUSIP: 594918104	32,000,000	37.410	1,197,120.00
Total Information Technology			\$4,789,245.00

CLARK-WINCHCOLE FOUNDATION
 EIN: 52-6058340
 December 31, 2013
 Form 990-PF Part II Investment Detail
 Schedule 2

ASSET DETAIL (continued)

ASSET DESCRIPTION	Quantity	Price	MARKET VALUE As of 12/31/13
Equities (continued)			
TELECOMMUNICATION SERVICES			
VERIZON COMMUNICATIONS SYMBOL: VZ CUSIP: 92343V104	23,000,000	\$49.140	\$1,130,220.00
Total Telecommunication Services			\$1,130,220.00
INTERNATIONAL EQUITIES			
ACCENTURE PLC CUSIP: G1151C101	14,000,000	\$82.220	\$1,151,080.00
SCHLUMBERGER LTD CUSIP: 806857108	16,000,000	90.110	1,441,760.00
Total International Equities			\$2,592,840.00
Total Equities			\$29,937,875.00

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ASSET DETAIL (continued)

ASSET DESCRIPTION	Quantity	Price	Market Value as of 12/31/13
Real Assets			
REAL ESTATE INVESTMENT TRUSTS (REITS)			
BRANDYWINE RLTY TR BD SYMBOL: BDW CUSIP: 105368203	60,000.000	\$14.090	\$845,400.00
WASHINGTON REAL ESTATE INV TR SH BEN INT SYMBOL: WRE CUSIP: 939653101	40,000.000	23.360	934,400.00
WEYERHAEUSER CO SYMBOL: WY CUSIP: 962166104	40,000.000	31.570	1,262,800.00
Total Real Estate Investment Trusts (Reits)			\$8,842,600.00
Total Real Assets			\$8,842,600.00

Account Value
as of 12/31/13
\$32,980.475

Grand Total Stocks

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PAR VALUE OR SHARES	ASSET DESCRIPTION	TICKER/ SYMBOL	MARKET VALUE
COMMON EQUITY SECURITIES			
21,980.0000	ABBOTT LABS INC	ABB	842,493.40
7,880.0000	ACCENTURE PLC CL A	ACN	647,893.60
1,675.0000	CELGENE CORP	CELG	283,021.40
6,990.0000	CHEVRON CORPORATION	CVX	873,120.90
12,350.0000	CONSTANT TECHNOLOGY SOLUTIONS CORP CL A	CTSH	1,247,103.00
16,450.0000	CVS CAREMARK CORP	CVS	1,177,326.50
13,315.0000	DANAHER CORP	DNH	1,027,918.00
14,850.0000	DONALDSON INC	DCI	645,381.00

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Schedule 3

<u>PUR VALUE</u> <u>OR SHARES</u>	<u>ASSET DESCRIPTION</u>	<u>TICKER/ SYMB</u>	<u>MARKET VALUE</u>
8,065.0000	XEROX MOBIL CORPORATION	XOM	816,178.00
10,925.0000	FAMILY DLR STORES INC	FDO	709,797.25
7,225.0000	FEDEX CORPORATION	FDX	1,038,738.25
5,125.0000	GOLDMAN SACHS GROUP INC	GS	908,457.50
1,235.0000	GOOGLE INC-CL A	GOOG	1,384,876.85
9,300.0000	INTUIT	INTU	709,776.00
13,305.0000	JOHNSON & JOHNSON	JNJ	1,218,604.95
11,475.0000	JP MORGAN CHASE & CO	JPM	671,058.00
17,440.0000	LOWES COS INC COM	LOW	864,152.00
20,875.0000	MEDTRONIC	MDT	1,198,016.25

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PUR VALUE OR SHARES	ASSET DESCRIPTION	TICKER/ CORP	MARKET VALUE
21,390.0000	MICROSOFT CORP	MSFT	800,199.90
4,790.0000	MONSANTO CO NEW	MON	558,274.50
20,400.0000	NETSCAPE INC	NTAP	839,256.00
4,050.0000	O'REILLY AUTOMOTIVE INC	ORLY	521,275.50
22,320.0000	PATTERSON COS INC	PTCO	919,584.00
11,920.0000	PEPSICO INC	PEP	988,644.00
13,025.0000	PNC FINANCIAL SERVICES GROUP	PNC	1,010,479.50
10,850.0000	PROCTER & GAMBLE COMPANY	PG	883,298.50
12,095.0000	QUALCOMM INC	QCOM	898,053.75
9,750.0000	ROCKWELL COLLINS	COL	720,720.00

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PAR VALUE OR SHARES	ASSET DESCRIPTION	TICKER/ CORP	MARKET VALUE
12,170.0000	SCHUBERGER LTD	SLB	1,096,638.70
11,795.0000	STYKER CORP COM	STK	886,276.30
10,550.0000	UNITED NAT FOODS INC	UNFI	795,364.50
9,600.0000	UNITED TECHNOLOGIES CORP	UTX	1,092,480.00
10,870.0000	WALMART STORES INC	WMT	855,360.30
9,450.0000	YUM! BRANDS INC	YUM	714,514.50
TOTAL COMMON EQUITY SECURITIES			29,843,533.60

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Schedule 4

Security Description	Shares/Face Amt	Price	Market Value	Tax Cost	Unrealized Gain/Loss	Percent of Total Portfolio	Estimated Annual Income	Estimated Current Yield
Taxable Bonds								
Fixed Income Funds								
Delaware High Yld Optm Fd Cl 1 - DHOIX	162,659.036	4.3600	707,566.81					
Doubleline Low Duration Bond Fund - DBLSX	78,803.759	10.1800	781,862.27					
Total Fixed Income Funds			\$1,489,429.08					
Total Taxable Bonds			\$1,489,429.08					
Stocks								
Common Stocks								
Avalonbay Cmnty Inc - AVB	760.000	118.2300	89,854.80					

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Security Description	Shares/Face Amt	Price	Market Value
Federal Rlty Invnt Tr - FRT Sh Ben Int New	820,000	101.4100	83,287.20
Government Properties Income - GOV	4,300,000	24.8500	106,855.00
.....			
Total Common Stocks			\$280,007
Equity Funds			
Brown Adv Strat EUR Eq Ins - BAFHX #2029	77,081.182	10.2100	786,998.97
Brown Advisory Emg Mkts Ins - BAFX #2008	109,038.122	9.6700	1,054,366.64
Brown Advisory Sm Cp Fundamental Val - BIALX #1290	111,189.209	23.4800	2,610,722.63
Ishares S&p Global Energy EF - IXC	20,090.000	43.2200	868,289.80
Neuberger Berman Long Sh Ins - NLSIX	82,835.154	12.7200	1,053,663.16
Oakmark Intl Small Cap C11 - OAKEX #611	47,601.608	17.2800	822,555.79

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Security Description	Shares/Face Amt	Price	Market Value
Wasatch Fds Inc - WAEMX #34	400,475.485	2.6500	1,061,260.04
Total Equity Funds			\$8,257,888.03
Balanced Funds			
Fpa Crescent Portfolio C11 - FPACX	49,450.220	32.9800	1,629,879.25
Total Balanced Funds			\$1,629,879.25
Total Stocks			\$11,667,204.36

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Schedule 5

Security Description	Shares/Face Amt	Price	Market Value
Stocks			
Common Stocks			
Accelays Inc - ACCL	4,238,000	9.5400	40,411.44
Acuity Brands Inc - AVI	266,000	109.3200	29,078.12
Advisory Board Co - ABCO	728,000	63.8700	46,351.76
Ann Inc - ANN	683,000	36.5600	25,338.08

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Security Description	Share/Face Amt	Price	Market Value
Applied Micro Circuits Corp - AMCC	2,018,000	13.3710	26,982.68
Ascent Capital Group Inc A - ASCMA	597,000	85.5900	51,079.32
Bjs Restaurants Inc - BJRI	442,000	31.0800	13,728.52
Broadridge Financial Solutions Inc - BR	2,046,000	39.5200	80,836.96
Broadsoft Inc - BSFT	974,000	27.3200	26,609.68
Cavium Inc - CAVM	566,000	34.5100	19,601.66
Charles River Laboratories - CRL	718,000	53.0400	38,082.72
Colfax Corp - CFX	386,000	63.6900	24,584.34
Commvault Systems Inc - CVLT	540,000	74.8620	40,425.48
Concur Technologies Inc - CNOR	278,000	103.1800	28,684.04
Corelogic Inc - CLGX	2,156,000	35.5300	76,873.74
Corporate Executive Bnd Co - CEB	667,000	77.4300	51,645.81
Costar Group Inc - CSGP	334,000	194.5800	61,849.72

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Schedule 5

Security Description	Shares/Face Amt	Price	Market Value
Ideox Labs Inc - IDXX	328,000	108.3700	34,878.62
Incyte Corp - INCY	840,000	50.6300	42,528.20
Informatica Corp - INFA	1,744,000	41.5000	72,376.00
Interactive Intelligence Gro - ININ	1,722,000	67.3600	115,983.92
Knight Tranan Inc - KNX	2,678,000	18.3400	48,114.52
Landstar Sys Inc - LSTR	724,000	57.4500	41,593.80
Maximus Inc - MMS	1,412,000	43.9900	62,113.88
Pegasystems Inc - PEGA	1,854,000	49.1800	81,343.72
Price Smart Inc - PSMT	478,000	115.5400	55,228.12
Prosperity Bancshares Inc - PB	1,045,000	63.3900	66,242.55
Quiksilver Inc - ZQK	7,827,000	8.7700	68,642.79
Riverbed Technology Inc - RVBD	1,354,000	18.0800	24,480.32
Roadrunner Transportation Sy - RRTS	1,385,000	26.9500	37,325.75

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Schedules**

Security Description	Shares/Face Amt	Price	Market Value
Rockwood Higgs Inc - ROC	681.000	71.9200	47,539.12
Saplent Corp - SAPE	891.000	17.3900	15,467.76
Schein Henry Inc - HSIC	430.000	114.2600	49,131.80
Seattle Genetica Inc /Wa - SGEN	793.000	39.8900	31,632.77
Stage Stores Inc - SSI	951.000	22.2200	21,131.22
Susser Holdings Corp - SUSS	542.000	65.4900	35,495.58
Team Inc - TISI	274.000	42.3400	11,601.16
Ultimate Software Group Inc - ULTI	325.000	153.2200	49,796.50
United Rentals Inc - URI	958.000	77.9500	74,676.10
Volcano Corp - VOLC	1,148.000	21.8500	25,040.10
Waste Connections Inc - WCN	1,843.000	43.6300	80,410.09
Total Common Stocks			\$2,489,651.31

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Schedule 5**

Security Description	Shares/Face Amt	Price	Market Value
Foreign Stocks			
Exfo Inc - EXFO	2,453,000	4.7600	11,676.28
Genpact Limited - G	2,256,000	18.3700	41,479.48
UTL Worldwide Inc - UTLW	2,633,000	17.5900	46,235.48
Total Foreign Stocks			\$99,391.22
Total Stocks			\$2,560,042.53
Total Assets			\$2,560,042.53
Estimated Current Yield			

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Stocks			
Common Stocks			
AcI Worldwide Inc - ACIW	400,000	65,0000	26,000.00
Aerovironment Inc - AVAV	300,000	28,1400	8,742.00
Beiden Inc - BDC	250,000	70,4500	17,612.50
Bgc Partners Inc CIA - BGCP	2,600,000	6,0500	16,940.00

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Security Description	Shares/Face Amt	Price	Market Value
Bob Evans Farms Inc - BOBE	300,000	50.5900	15,177.00
Boingo Wireless Inc - WIFI	1,453,000	6.4100	9,313.73
Bonanza Creek Energy Inc - BCEI	800,000	43.4700	34,776.00
Broadridge Financial Solutions Inc - BR	300,000	39.5200	11,856.00
Celavo Growers Inc - CVGW	800,000	30.2600	24,208.00
CapitaSource Inc - CSE	5,300,000	14.3700	76,161.00
Cardinal Finl Corp - CFNL	900,000	17.9900	16,181.00
Cash America Intl Inc - CSH	1,000,000	36.3000	36,300.00
Cbiz Inc - CBZ	4,860,000	9.1200	44,505.60
Cinemark Hdgs Inc - CNK	600,000	33.3300	19,998.00
Columbia Banking System Inc - COLB	1,100,000	27.4900	30,239.00
Convergys Corp - CVG	2,600,000	21.0500	54,730.00
Epr Properties - EPR	600,000	49.1600	29,496.00

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Security Description	Share/Face Amt	Price	Market Value
Gentherm Inc - THRM	1,500,000	26.8100	40,215.00
Global Cash Access Hlths Inc - GCA	1,580,000	8.8900	15,884.10
Globus Med Inc A - GMED	1,300,000	20.1800	26,234.00
Hercules Technology Growth - HTGC	1,700,000	16.4000	27,880.00
Howard Hughes Corp - HHC	500,000	120.1000	60,050.00
Isc Interactivecorp - IACI	1,000,000	68.6510	68,651.00
Innospec Inc - IOSIP	900,000	46.2200	41,598.00
Interdigital Inc - IDCC	1,000,000	29.4900	29,490.00
J2 Global Inc - JCOM	1,020,000	50.0100	51,010.20
Karman Corp - KAMN	1,400,000	39.7300	55,622.00
Kar Auction Services Inc - KAR	2,300,000	29.5500	67,965.00
Libbey Inc - LBY	800,000	21.0000	16,800.00
Ligand Pharmaceuticals Cl B - LGND	700,000	52.6000	36,820.00

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Security Description	Shares/Face Amt	Price	Market Value
Lin Media LLC A - LIN	1,300,000	28.7100	37,323.00
Liquidity Services Inc - LQDT	900,000	22.6600	20,394.00
Loral Spacs & Communications Inc - LORL	1,100,000	80.9900	89,078.00
Medical Properties Trust Inc - MPW	3,200,000	12.2200	38,104.00
Netnet Inc Cl A - NNI	630,000	42.1400	26,548.20
Nexstar Broadcasting Group A - NXST	400,000	55.7300	22,292.00
Niml Holdings Inc Class A - NIMH	2,200,000	12.7300	28,008.00
Omniceil Inc - OMCL	400,000	25.5300	10,212.00
Pinnacle Foods Inc - PF	400,000	27.4600	10,984.00
Premiere Global Services Inc - PGI	800,000	11.5800	9,272.00
Progress Software Corp - PRGS	1,100,000	25.8300	28,413.00
Regional Management Corporation - RM	900,000	33.9300	30,537.00
Roadrunner Transportation Sy - RRTS	1,900,000	26.9500	51,205.00

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Security Description	Shares/Face Amt	Price	Market Value
Rockville Financial Inc - RCKB	1,000,000	14.2100	14,210.00
Silgan Hldgs Inc - SLGN	1,300,000	48.0200	62,426.00
Six Flags Entertainment - SIX	1,350,000	36.0200	48,707.00
Skyworks Solutions Inc - SWKS	1,150,000	28.5600	32,844.00
Starwood Property Trust Inc - STWD	1,100,000	27.7000	30,470.00
Teledyne Technologies Inc - TDY	698,000	91.8600	63,934.58
Triangle Petroleum Corp - TPLM	2,700,000	8.3200	22,464.00
Two Harbors Investment Corp - TWO	2,100,000	9.2600	19,446.00
United Financial Bancorp Inc - UBNK	758,000	18.8900	14,318.62
United States Antimony - UAMY Common Stock	5,900,000	1.9700	11,623.00
Value Click Inc - VCLK	1,000,000	23.3700	23,370.00
World Fuel Svcs Corp - INT	1,000,000	43.1600	43,160.00
Total Common Stocks			\$1,803,948.61

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Security Description	Shares/Face Amt	Price	Market Value
Foreign Stocks			
Helen Of Toy Corp Ltd - HELE	400.000	49.3800	19,752.00
Mdc Partners Inc Cl A - MDCA	2,455.000	25.5100	62,627.05
Trinity Biotech Pfc Spon A D R - TRIB Repag 4 Ord Shrs	800.000	25.1400	20,112.00
Total Foreign Stocks			\$102,491.05
Total Stocks			\$1,906,339.56

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Schedule 7

Security Description	Share/Face Amt	Price	Market Value
Stocks			
Common Stocks			
Amphenol Corp Cl A - APH	2,762,000	89.1800	246,098.78
Amays Inc - ANSS	1,654,000	87.2000	144,228.80
Apple Inc - AAPL	621,000	551.0200	348,393.42
Cognizant Tech Solutions Cl A - CTSH	1,580,000	100.9800	159,548.40
Costco Whse! Corp - COST	1,805,000	119.0200	214,831.10
Covance Inc - CVD	2,148,000	88.0800	189,152.88
Danaher Corp - DHR	3,774,000	77.2000	291,352.80

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Schedule 7

Security Description	Shares/Face Amt	Price	Market Value
Devita Healthcare Partners Inc - DVA	3,443,000	63.3700	218,182.91
Ecolab Inc - ECL	2,351,000	104.2700	245,138.77
Express Scripts Hldgs C - ESRX	5,024,000	70.2400	352,865.76
Fluor Corp - FLR	4,178,000	80.2900	335,451.62
Fmc Technologies Inc - FTI	4,241,000	52.2100	221,422.61
Fossil Group Inc - FOSL	1,485,000	119.9400	178,110.90
Gilead Sciences Inc - GILD	2,697,000	75.1000	202,544.70
Google Inc Cl A - GOOG	357,000	1,120.7100	400,083.47
Intuitive Surgical Inc - ISRG	732,000	384.0800	281,146.56
Lauder Estes Cos Inc Cl A - EL	3,710,000	75.3200	279,437.20
Mead Johnson Nutrition Co - MJN	3,397,000	83.7800	284,532.72
National Instns Corp - NATI	4,478,000	32.0200	143,385.56
Netapp Inc - NTAP	4,447,000	41.1400	182,949.58

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Security Description	Shares/Face Amt	Price	Market Value
Qualcomm Inc - QCOM	4,427,000	74.2500	328,704.75
Roper Inds Inc - ROP	1,711,000	138.6800	237,281.48
Salesforce Com Inc - CRM	3,942,000	55.1900	217,558.98
Schwab Charles Corp - SCHW	11,746,000	26.0000	305,398.00
Starbucks Corp - SBUX	3,808,000	78.3900	298,587.51
Starcycle Inc - SRCL	2,094,000	116.1700	243,259.98
Visa Inc - V	1,721,000	222.6800	383,232.28
Whole Foods Mid Inc - WFM	4,363,000	57.8300	252,312.29
Total Common Stocks			57,187,221.78
Foreign Stocks			
Accenture Plc Cl A - ACN	2,503,000	82.2200	205,798.68
Core Laboratories N V - CLB	1,351,000	180.9500	257,973.45
Genpact Limited - G	8,321,000	18.3700	152,856.77

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Schedule 7

Security Description	Shares/Face Amt	Price	Market Value
Schlumberger Ltd - SLB	3,442,000	90.1100	310,158.62
Total Foreign Stocks			\$926,765.50
Total Stocks			\$9,114,007.29

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Security Description	Share/Face Amt	Price	Market Value
Stocks			
Common Stocks			
Abbvie Inc - ABBV	1,528,000	52.8100	80,748.48
Atrix Group Inc - MIO	4,025,000	38.3900	154,519.75
Apple Inc - AAPL	182,000	561.0200	102,105.64
Automatic Data Processing - ADP	1,588,000	80.7960	128,308.81

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Security Description	Shares/Face Amt	Price	Market Value
Best Buy Co Inc - BBY	2,781,000	39.8600	110,908.28
Cincinnati Finl Corp - CINF	1,392,000	62.3700	72,899.04
Coca Cola Company - KO	1,528,000	41.3100	63,038.08
Dominion Resources Inc - D	817,000	64.6900	52,851.73
Erie Indemnity Co - ERIE CIA	970,000	73.1200	70,928.40
Fairpoint Corp - FMER	2,536,000	22.2300	56,375.28
Gamestop Corp Cl A - GME	810,000	49.2600	39,900.60
Healthcare Svcs Group Inc - HCSG	2,876,000	28.3700	75,918.12
J P Morgan Chase Co - JPM	1,574,000	58.4800	92,047.52
Johnson Johnson - JNJ	1,008,000	91.5600	92,322.72
Kinder Morgan Inc - KMI	4,437,000	36.0000	159,732.00
Kraft Foods Group Inc - KRFT	1,000,000	53.9100	53,910.00
M T Bank Corp - MTB	785,000	118.4200	91,388.70

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Security Description	Shares/Face Amt	Price	Market Value
McDonalds Corp - MCD	794.000	97.0300	76,071.52
Merck and Co Inc - MRK	1,739.000	50.0500	87,036.95
Microsoft Corp - MSFT	3,837.000	37.4100	143,542.17
Mondelez International WI - MDLZ	1,273.000	35.3000	44,936.90
Occidental Petroleum Corporation - OXY	868.000	95.1000	82,548.90
Paccar Inc - PCAR	1,389.000	59.1700	82,187.13
Pfizer Inc - PFE	2,633.000	30.6300	80,648.79
Philip Morris Intl - PIM	1,096.000	87.1300	94,823.18
Plains Gp Holdings LP Cl A - PAGP	2,215.000	26.7700	59,295.55
Plum Creek Timber Co Inc - PCL	2,375.000	46.5100	110,481.25
Procar Inc - PX	377.000	130.0300	49,021.31
Qualcomm Inc - QCOM	1,232.000	74.2500	91,476.00
Redwood Trust Inc - RWT	3,065.000	19.3700	59,950.15

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Security Description	Shares/Face Amt	Price	Market Value
T Rowe Price Group Inc - TROW	977,000	83.7700	81,843.28
Time Warner Cable Inc - TWC	157,000	135.5000	21,273.50
United Technologies Corp - UTX	853,000	113.8000	97,071.40
V F Corp - VFC	1,924,000	62.3400	119,942.16
Wal Mart Stores Inc - WMT	1,012,000	78.6900	79,834.28
Windstream Holdings Inc - WIN	4,423,000	7.9800	35,285.54
Wp Carey Inc - WPC	843,000	81.3500	57,853.05
Total Common Stocks			\$3,062,810.06
Preferred Stocks			
Public Storage - 74460W206 5.80% Pfd	3,802,000	21.6000	82,123.20
Public Storage - PSA,PO 6.875% Pfd	1,841,000	25.0364	46,082.01
Total Preferred Stocks			\$128,215.21

CLARK-WINCHOLE FOUNDATION
EIN: 52-6058340
December 31, 2013
Form 990-PF Part II Investment Detail
Schedule 8

Security Description	Shares/Face Amt	Price	Market Value
Foreign Stocks			
Accenture Ptc Cl A - ACN	1,269,000	82.2200	104,337.18
Garmin Ltd - GRMN	1,468,000	46.1900	67,806.92
Novartis Ag ADR - NVS Repstg 1 Ord Sh	1,667,000	80.3900	133,993.46
Onebeacon Insurance Group LI Cl A - OB Repstg 0.5 Ord Sh	3,462,000	15.6200	54,768.94
Rogers Communications Inc Cl B - RCI Repstg 0.5 Ord Sh	1,595,000	45.2500	72,173.75
Unilever NV ADR - UN Repstg 1 Ord Sh	1,876,000	61.2700	114,942.52
Total Foreign Stocks			\$648,436.76
Total Stocks			\$3,829,262.02

CLARK-WINCHOLE FOUNDATION
EIN: 52-6058340
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Schedule 9

Stocks			
Common Stocks			
Abercrombie & Fitch Co - ANF CIA	670.000	32.9100	22,049.70
Apple Inc - AAPL	109.000	561.0200	61,151.18
Best Buy Co Inc - BBY	940.000	39.8600	37,467.20

CLARK-WINCHOLE FOUNDATION
 EIN: 52-6058340
 December 31, 2013
 Form 990-PF Part II Investment Detail
 Schedule 9

Security Description	Shares/Face Amt	Price	Market Value	Tax Cost
Cisco Sys Inc - CSCO	2,375.000	22.4300	53,271.25	54,830.68
City Natl Corp - CYN	485.000	79.2200	38,213.90	35,361.53
Du Pont E I De Nemours & Co - DD	340.000	64.9700	22,089.80	20,351.40
Fairmont Corp - FMER	1,450.000	22.2300	32,233.50	32,209.91
Fluor Corp - FLR	510.000	80.2800	40,947.80	35,107.85
Freeport McMoran Copper Gold - FCX	1,105.000	37.7400	41,702.70	37,851.35
Guess Inc - GES	1,050.000	31.0700	32,623.50	33,182.18
Hartford Financial Services Grp Inc - HIG	1,245.000	36.2300	45,106.35	41,380.13
Hologic Inc - HOLX	1,645.000	22.3500	36,785.75	34,412.95
Kennametal Inc - KMT	955.000	52.0700	49,726.85	44,330.25
M T Bank Corp - MTB	390.000	116.4200	45,403.80	44,823.32
Merck and Co Inc - MRK	585.000	50.0500	29,279.75	28,757.10
MetLife Inc - MET	420.000	53.9200	22,646.40	21,067.20

CLARK-WINGCOLE FOUNDATION
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Form 990-PF Part II Investment Detail
Schedule 9

Security Description	Shares/Face Amt	Price	Market Value
Microchip Technology Inc - MCHP	670.000	44.7500	29,882.50
Microsoft Corp - MSFT	850.000	37.4100	31,788.50
National Oilwell Varco Inc - NOV	520.000	79.5300	41,355.60
Netapp Inc - NTAP	950.000	41.1400	39,063.00
Northern Tr Corp - NTRS	545.000	61.8900	33,730.05
Occidental Petroleum Corporation - OXY	390.000	95.1000	37,089.00
Oracle Corporation - ORCL	1,245.000	38.2600	47,633.70
Paccar Inc - PCAR	600.000	59.1700	35,502.00
Qualcomm Inc - QCOM	760.000	74.2500	56,430.00
Regions Fintl Corp - RF	4,885.000	9.8900	48,312.65
Schwab Charles Corp - SCHW	2,250.000	26.0000	58,500.00
Suntrust Bks Inc - STI	1,465.000	36.8100	53,926.65
Terex Corp New - TEX	705.000	41.9900	29,602.95

CLARK-WINGCHOLE FOUNDATION
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December 31, 2013
Form 990-PF Part II Investment Detail
Schedule 9

Security Description	Shares/Face Amt	Price	Market Value
US Bancorp - USB	590,000	40.4000	23,836.00
Total Common Stocks			\$1,178,982.13
Foreign Stocks			
Canadian Natural Resources Ltd - CNQ	1,365,000	33.9400	46,191.60
Check Point Software Tech Ltd - CHKP	395,000	64.4890	25,477.11
Eaton Corp Plc - ETN	210,000	76.1200	15,985.20
Enasco Plc Cl A - ESV	660,000	57.1800	38,882.40
Garmin Ltd - GRMN	750,000	46.1900	34,642.50
Novartis Ag A D R - NVS Repstig 1 Ord Sh	420,000	80.3800	33,759.60
Polish Corp Of Saskatchewan - POT	1,445,000	32.9600	47,527.20

CLARK-WINCHCOLE FOUNDATION
EIN: 52-6056340
December 31, 2013
Form 990-PF Part II Investment Detail
Schedule 9

Security Description	Shares/Face Amt	Price	Market Value
Schlumberger Ltd - SLB	700,000	90.1100	63,077.00
Total Foreign Stocks			\$63,077.00
Total Stocks			\$63,077.00

ATTACHMENT 13

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SILCHESTER INTERNATIONAL INVESTORS VALUE EQUITY FUND	3,937,034.	3,937,034.
TOTALS	<u>3,937,034.</u>	<u>3,937,034.</u>

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENT

ATTACHMENT 14

FIXED ASSET DETAIL

ACCUMULATED DEPRECIATION DETAIL

ASSET DESCRIPTION	METHOD/ CLASS	FIXED ASSET DETAIL			ACCUMULATED DEPRECIATION DETAIL			
		BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE	BEGINNING BALANCE	ADDITIONS	DISPOSALS
IBM TYPEWRITER	SL	790.			790.			790.
FURN. & FIXTURES	SL	10,781.			10,781.			10,781.
FURNITURE	SL	796.			796.			796.
HP LASERJET 6P	SL	925.			925.			925.
PRINTER	SL	1,329.			1,329.			1,329.
REFRIGERATOR	SL	105.			105.			105.
SOUNDSTAT COMP TEL	SL	539.			539.			539.
LEASEHOLD IMP.	SL	5,705.			5,705.	146.		1,959.
FURNITURE	SL	9,306.			9,306.			9,306.
LEASEHOLD IMP.	SL	13,207.			13,207.	339.		4,407.
TELEPHONE EQUIP.	SL	3,848.			3,848.			3,848.
LINES FURNITURE-1	SL	12,471.			12,471.			12,471.
LINES FURNITURE-2	SL	742.			742.			742.
TELEPHONE EQUIP.	SL	4,227.			4,227.			4,227.
SUPPLY CABINET	SL	314.			314.			314.
LEASEHOLD IMP.	SL	11,878.			11,878.	305.		3,914.
DELL LAPTOP	SL	2,920.			2,920.			2,920.
DELL COMPUTER	SL	1,153.			1,153.			1,153.

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENT

ATTACHMENT 14 (CONT'D)

FIXED ASSET DETAIL

ACCUMULATED DEPRECIATION DETAIL

ASSET DESCRIPTION	METHOD/ CLASS	FIXED ASSET DETAIL			ACCUMULATED DEPRECIATION DETAIL		
		BEGINNING BALANCE	ADDITIONS	ENDING BALANCE	BEGINNING BALANCE	ADDITIONS	ENDING BALANCE
1300 LASERJET PRIN	SL	460.		460.	460.		460.
LATERAL FILE CAB	SL	822.		822.	822.		822.
DELL COMPUTER	SL	1,551.		1,551.	1,551.		1,551.
HP LSRJET 3030 FAX	SL	558.		558.	558.		558.
TOSHIBA COPIER	SL	6,376.		6,376.	6,376.		6,376.
DELL COMPUTER	SL	2,950.		2,950.	2,950.		2,950.
TOTALS		<u>93,753.</u>		<u>93,753.</u>	<u>72,453.</u>		<u>73,243.</u>

ATTACHMENT 15

FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
DEPOSIT - MD UNEMPLOYMENT INS	1,526.	1,526.
DUE FROM BROKER	5,524.	5,524.
UNCOLLECTED PURCHASED INTEREST	7,373.	7,373.
TOTALS	<u>14,423.</u>	<u>14,423.</u>

ATTACHMENT 16FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
NET UNREALIZED GAIN ON INVESTMENTS	12,685,908.
TOTAL	<u>12,685,908.</u>

ATTACHMENT 17

FORM 990PF, PART VII-A, LINE 3 - CONFORMED COPY OF THE CHANGES

A CHANGE WAS MADE TO ARTICLE IV, SECTION 3 OF THE BYLAWS WITH RESPECT TO THE NOTICE OF MEETINGS (SEE COPY OF REVISED BYLAWS ATTACHED).

BY-LAWS
OF
CLARK-WINCHCOLE FOUNDATION
(As amended May 15, 2014)

ARTICLE I

Name, Seal, and Offices

1. **Name.** The name of this Corporation is the Clark-Winchcole Foundation.
2. **Seal.** The seal of the Corporation shall have inscribed thereon the name of the Corporation, the year of its organization, and the words "Corporate Seal, District of Columbia".
3. **Offices.** The principal office of the Corporation shall be located in Bethesda, Maryland or such other place as the Board of Trustees may from time to time designate.

ARTICLE II

Object

The purpose or purposes for which the Corporation is organized are to carry into effect the benevolent designs of any persons, corporations, firms, organizations and institutions that may be disposed to make endowments or gifts for and towards the objects mentioned herein; to accept and receive all gifts, bequests and devises and endowments which may, from time to time, be offered to it, and to administer and pay the same, for such purposes and on such terms and conditions as shall not be inconsistent with the objects and purposes of the Corporation, the laws of the United States and the laws of the District of Columbia.

The Corporation is created, organized and shall be operated exclusively for religious, charitable, scientific, literary, or educational purposes, no part of the net earnings of which inures to the benefit of any private member or individual, no substantial part of the activities of which is carrying on propaganda, or otherwise attempting, to influence legislation, and which does not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

To receive and maintain a fund or funds and apply the income and principal thereof in the promotion of religious, charitable, literary, historical, or educational purposes, and to make awards, grant scholarships, and create endowments, for the purpose of promoting or carrying on any of its objects and purposes.

To aid, support, advise and cooperate with historical, charitable, benevolent, correctional, educational or religious corporation, associations, organizations, institutions or other agencies, now or hereafter existing, and to pay them such amounts of its funds, both income as well as principal, which to the Board of Trustees of the Corporation may seem proper.

To solicit, collect and receive moneys from public authorities or private donors, for distribution among agencies of the character above mentioned, or for its own direct corporate objects; to apportion and distribute the same according to the requirements of public authority, or in conformity with the wishes of the donors, as the case may be.

In furtherance of, and not in limitation of the general powers conferred by the laws of the District of Columbia, and the objects and purposes herein set forth, it is expressly provided that this Corporation shall also have the following powers, viz:

Acting through its Board of Trustees, its President and other officers, subject to the powers and restrictions of the Articles of Incorporation, and its By-laws, to do all such acts as are necessary or convenient to the attainment of the objects and purposes herein set forth, and to the same extent and as fully as any natural person might or could do.

To purchase, lease, hold, sell, mortgage, or otherwise acquire or dispose of real or personal property; to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation or association; to do any acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in the Articles of Incorporation and not forbidden by the laws of the District of Columbia.

To have offices and promote and carry on its objects and purposes within or without the District of Columbia or elsewhere.

In general, to carry on any other business connected with or incidental to the foregoing objects and purposes, and to have and exercise all the powers conferred by the laws of the District of Columbia Non-profit Corporation Act.

ARTICLE III

Members

1. Membership. The Membership of the Corporation shall consist of not less than three (3) and not more than six (6) persons. The first Members of the Corporation shall be those persons who are named in the certificate of incorporation as the persons constituting the Board of Trustees. The additional persons shall be elected by the affirmative vote of two-thirds of the full Membership, registered either in person or by proxy, at any annual meeting or at any special meeting called for that purpose.

2. Rights of Members. Each Member shall be entitled to one vote at all meetings of the Members, and the right of a Member to vote and all his right, title, and interest in or to the Corporation shall cease on the termination of his membership. No Member shall be entitled to share in the distribution of the corporate assets on the dissolution of the Corporation.

3. Resignation of Members. Membership in the Corporation is not transferable or assignable, but any Member may resign from the Corporation by delivering a written resignation to the President of the Corporation.

4. Removal of Members, Trustees, or Officers. Any Member, Trustee, or officer may be removed from membership or from office with or without cause by the affirmative vote of two-thirds of the full Membership, registered either in person or by proxy, at any annual meeting or at any special meeting called for that purpose.

ARTICLE IV

Meetings

1. Annual Meeting. The annual meeting of the Corporation shall be held during the month of May, beginning in the year 1978, on such day and at such location as the President may designate.

2. Special Meetings. Special meetings of the Members may be called at any time by a majority vote of the Board of Trustees.

3. Notice of Meetings. Notice of time, place, and purpose or purposes of any meeting shall be served either personally or by mail not less than three (3) days, nor more than 60 days before the meeting upon each person who appears on the books of the Corporation as a Member on the first day of the month in which the meeting is to be held; provided, however, that any Member may waive notice of any meeting.

4. Participation in Meeting by Telephone. A Member may participate in any meeting of the corporation by telephone conference call (or other arrangement by which all Members may simultaneously hear each other during the meeting), requested in advance of the meeting. A Member participating in a meeting by this means is deemed to be present in person at the meeting.

5. Quorum. At any meeting of Members of the Corporation the presence of a majority of the Members in person or by proxy shall constitute a quorum, and the act of a majority of the Members so present at any meeting at which there is a quorum shall be the act of the full Membership.

6. Voting. At every meeting of Members each Member shall be entitled to vote in person or by proxy duly appointed by instrument in writing which is subscribed by such Member.

ARTICLE V

Trustees

1. Election. The business and property of the Corporation shall be managed and controlled by a Board of Trustees who shall be elected annually at each annual meeting of the Members to hold office for a one (1) year term or until the election and qualification of their respective successors. The Trustees need not be Members of the Corporation at the time of election and shall be chosen at such meeting by a majority of the votes of the Members, voting either by person or by proxy.

2. Number. The number of Trustees of the Corporation shall be not less than three (3) and not more than seven (7) persons but such number may be changed by amendment to these By-laws.

3. Resignation. Any Trustee may resign at any time by giving written notice of such resignation to the President.

4. Vacancies. In case any vacancy occurs on the Board of Trustees, a majority of the Members then in office may elect a Trustee to fill such vacancy, and the Trustee so elected shall hold office until the next annual meeting of the Members.

5. Meetings. Immediately after each annual election, the newly elected Trustees shall meet for the purpose of organization, the election of officers, and the transaction of other business, and if a quorum of the Trustees be then present, no prior notice of such meeting shall be required to be given. Special meetings of the Board of Trustees may be called by the President or on the written request of any two members of the Board of Trustees.

6. Participation in Meeting by Telephone. A Trustee may participate in any meeting of the corporation by telephone conference call (or other arrangement by which all Trustees may simultaneously hear each other during the meeting), requested in advance of the meeting. A Trustee participating in a meeting by this means is deemed to be present in person at the meeting.

7. Quorum. At all meetings of the Board of Trustees, a majority of the Trustees shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of a majority of the Trustees who have not recused themselves and are present at any meeting at which there is a quorum shall be the act of the Board of Trustees.

8. Mail Vote. The Board of Trustees may, without meeting together, transact business by mail (including email) by voting upon proposals mailed to them with the approval of the President. If within twenty (20) days after such mailing a majority of the Board of Trustees

shall vote in favor of any such proposal, said proposal shall be deemed to have been adopted. The ballots recording such votes shall be produced at the following meeting of the Board of Trustees before being destroyed.

9. Compensation. Trustees may be provided, by resolution of the Board of Trustees, compensation (including reimbursement of expenses) which is reasonable and not excessive for services they provide which are reasonable and necessary to carry out the exempt purposes of the Corporation. The Board of Trustees also shall have power in its discretion to contract for and to pay to Trustees or Members rendering unusual or exceptional services to the Corporation special compensation appropriate to the value of such services.

10. Powers. There shall be and are hereby vested in and shall be exercised by the Board of Trustees all such powers which are now or hereafter may be conferred by law upon a corporation organized for the purposes set forth in the Articles of Incorporation. The Board of Trustees may delegate to committees, to officers of the Corporation, or to agents, such powers as they may see fit. In general but not in limitation thereof, the Trustees shall have the following powers:

(a) To accept, acquire, receive, take or hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise, for any of the corporate objects and purposes, any property, both real and personal, of whatever kind, nature, or description and wherever situated.

(b) To sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of, any such property, both real and personal, as the objects and purposes of the Corporation may require.

(c) To borrow money and, from time to time, to make, accept, endorse, execute, and issue bonds, debentures, promissory notes, bills of exchange, and other obligations of the Corporation for moneys borrowed or in payment of property acquired or for any of the other purposes of the Corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or other instrument or trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights, or privileges of the Corporation wherever situated, whether now owned or hereafter to be acquired.

(d) To invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages, or in such other securities and property as its Board of Trustees shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift.

(e) To appoint and set the compensation of such agents and employees as it shall deem necessary who shall perform their services for such terms and shall exercise such powers

and perform such duties as shall be determined necessary to carry out any of the corporate objects and purposes.

ARTICLE VI

Officers

1. **Number.** The officers of the Corporation shall be the President, the Vice-President, the Secretary, and the Treasurer, but additional officers may be created and filled at any meeting of the Board of Trustees. The duties of the officers shall be such as usually attach to such offices and, in addition thereto, such further duties as may be designated from time to time by the Board of Trustees.

2. **Election, Term of Office, and Qualifications.** The officers shall be elected annually by the Board of Trustees from among such persons as the Board of Trustees may see fit, at the first meeting of the Board of Trustees after the annual meeting of the Members of the Corporation.

3. **Vacancies.** In case any office of the Corporation becomes vacant, a majority of the Trustees then in office, even though less than a quorum, may elect an officer to fill such vacancy and the officer so elected shall hold office until the election and qualification of his successor.

4. **Removal.** Any officer may be removed from office with or without cause by an affirmative vote of a majority of the Trustees at any annual meeting or at any special meeting called for that purpose.

ARTICLE VII

Voting Upon Stock of Other Corporations

Unless otherwise ordered by the Board of Trustees the President shall have full power and authority on behalf of the Corporation to vote either in person or by proxy at any meeting of stockholders of any corporation in which this Corporation may hold stock, and at any such meeting may possess and exercise all of the rights and powers incident to the ownership of such stock which, as the owner thereof, this Corporation might have possessed and exercised if present.

ARTICLE VIII

Fiscal Year

The fiscal year of the Corporation shall commence on January 1 of each year and end on December 31.

ARTICLE IX

Prohibition Against Sharing in Corporate Earnings

No Member, Trustee, officer, employee, member of a committee of the Corporation, person connected with the Corporation, or any other private individual shall receive at any time any part of the net earnings or any other pecuniary profit from the operations of the Corporation; provided, that this shall not prevent the payment to any such person of fair and reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Board of Trustees; and no such person or persons shall be entitled to share in the distribution of any of the Corporation assets upon the dissolution of the Corporation. In addition, as provided in the Articles of Incorporation of the Corporation, as amended, the Corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Code. Upon dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation then remaining shall be distributed and paid over, consistent with the Articles of Incorporation, to such religious, charitable, scientific, literary or educational institutions, upon such terms and conditions, and in such amounts and proportions as the Board of Trustees may determine, to be used by those institutions for purposes consistent with those of the Corporation, as set forth in the Articles of Incorporation.

ARTICLE X

Investments

The Corporation shall have the right to retain all or any part of any securities or properties acquired by it in whatever manner and to invest and reinvest any funds held by it according to the judgment of the Board of Trustees. The judgment of the Board of Trustees with respect to the foregoing powers shall be exercised without restriction as to the class of investments which a Trustee or a corporation of this nature is or may hereafter be permitted by law to make, without regard to the composition of the Corporation's investment portfolio, and without regard to any law, present or future, or to any rule of court respecting the retention of investments and the investment and reinvestment of funds. Notwithstanding the foregoing, as provided in the Articles of Incorporation of the Corporation, as amended, the Corporation shall not retain any excess business holdings as defined in section 4943(c) of the Code and shall not make any investments in a manner as to subject it to tax under section 4944 of the Code.

ARTICLE XI

Personal Liability

In carrying out the powers and duties granted to and imposed upon them under or by virtue of these By-laws, the Members, Trustees, officers, agents, and employees of the Corporation shall be indemnified against and held harmless from personal liability for any loss or damage arising out of or resulting from their acts or failures to act, except to the extent that such

loss or damage may be occasioned by their gross negligence or willful misconduct, and except to the extent prohibited by statute.

ARTICLE XII

Amendments

The Members shall have the power to make, alter, amend, or repeal the By-laws of the Corporation at any meeting of the Members of the Corporation by a majority vote of all Members, represented either in person or by proxy, provided that the proposed action is included in the notice of such meeting.

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

ATTACHMENT 18

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>
VINCENT C. BURKE, III 3 BETHESDA METRO CENTER SUITE 550 BETHESDA, MD 20814-5358	CHAIRMAN/PRESIDENT 5.00	50,000.
THOMAS C. THOMPSON, JR. 3 BETHESDA METRO CENTER SUITE 550 BETHESDA, MD 20814-5358	VICE PRESIDENT 5.00	50,000.
GROVER B. RUSSELL RUSSELL, EVANS & THOMPSON, PLLC 299 HERNDON PARKWAY, #206 HERNDON, VA 20170 GROVER B. RUSSELL IS A MEMBER OF THE FIRM RUSSELL, EVANS & THOMPSON, PLLC. THE FIRM PROVIDES ACCOUNTING AND TAX SERVICES FOR THE FOUNDATION. THE FEES CHARGED ARE REASONABLE AND COMMENSURATE WITH THE SERVICES PROVIDED. SEE ATTACHMENT 5.	VICE PRESIDENT 5.00	50,000.
W. CRAIG THOMPSON RUSSELL, EVANS & THOMPSON, PLLC 299 HERNDON PARKWAY, #206 HERNDON, VA 20170 W. CRAIG THOMPSON IS A MEMBER OF THE FIRM RUSSELL, EVANS & THOMPSON, PLLC. THE FIRM PROVIDES ACCOUNTING AND TAX SERVICES FOR THE FOUNDATION. THE FEES CHARGED ARE REASONABLE AND COMMENSURATE WITH THE SERVICES PROVIDED. SEE ATTACHMENT 5.	TREASURER 5.00	50,000.

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

ATTACHMENT 18 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>
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GREGORY OYLER SCRIBNER, HALL & THOMPSON, LLP 1030 15TH STREET, NW STE 700 EAST WASHINGTON, DC 20005	SECRETARY 5.00	50,000.
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GREGORY OYLER IS A MEMBER OF THE FIRM SCRIBNER, HALL & THOMPSON, LLP. THE FIRM PROVIDES LEGAL SERVICES FOR THE FOUNDATION. THE FEES CHARGED ARE REASONABLE AND COMMENSURATE WITH THE SERVICES PROVIDED. SEE ATTACHMENT 4.

GRAND TOTALS 250,000.

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

ATTACHMENT 19

CONTRIBUTIONS EXPENSE ACCT
TO EMPLOYEE AND OTHER
BENEFIT PLANS ALLOWANCES

TITLE AND AVERAGE
HOURS PER WEEK
DEVOTED TO POSITION COMPENSATION

GRANT ADMINISTRATOR

BRIDGET HARTMAN 103,250.

3 BETHESDA METRO CENTER 37.00

SUITE 550

BETHESDA, MD 20814-5358

TOTAL COMPENSATION

103,250.

0

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 20

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
FARR, MILLER & WASHINGTON LLC 1020 19TH STREET, NW, STE 200 WASHINGTON, DC 20036	INVESTMENT SERVICES	397,998.
BROWN ADVISORY 5404 WISCONSIN AVENUE, SUITE 1000 CHEVY CHASE, MD 20815	INVESTMENT SERVICES	182,117.
RUSSELL EVANS & THOMPSON 299 HERNDON PKWY, SUITE 206 HERNDON, VA 20170	ACCOUNTING AND TAX	74,734.
	TOTAL COMPENSATION	<u>654,849.</u>

FEDERAL FOOTNOTES

ATTACHMENT 21, PART XV-SUPPLEMENTARY INFORMATION:

LINE 2(A): CLARK-WINCHCOLE FOUNDATION
3 BETHESDA METRO CENTER
SUITE 550 BETHESDA, MD 20814

TELEPHONE: (301) 654-3607

LINE 2(B): A GRANT APPLICATION IS REQUIRED TO BE COMPLETED BY EACH
APPLICANT (SEE COPY ATTACHED).

LINE 2(C): THE FOUNDATION HAS NO APPLICATION DEADLINES.

LINE 2(D):

GRANTS ARE MADE PRIMARILY TO CHARITABLE ORGANIZATIONS IN THE WASHINGTON, DC AREA. GRANTS ARE MADE ONLY TO PUBLIC CHARITIES; THEY ARE NOT MADE TO SUPPORTING ORGANIZATIONS, PRIVATE FOUNDATIONS OR INDIVIDUALS. GRANTS MUST BE USED SOLELY FOR CHARITABLE OR SIMILAR PURPOSES AND MAY NOT BE USED FOR ANY LOBBYING, ELECTION CAMPAIGN ACTIVITY OR VOTER REGISTRATION DRIVE. PRIOR TO MAKING A GRANT, THE FOUNDATION INSISTS ON AN IRS DETERMINATION LETTER SHOWING THAT THE APPLICANT IS A PUBLICLY SUPPORTED ORGANIZATION AND NOT A PRIVATE FOUNDATION. IN ADDITION, THE APPLICANT'S CURRENT PUBLIC CHARITY TAX STATUS IS CHECKED AGAINST THE CURRENT PUBLICATION 78 DATA ON THE IRS WEBSITE "EXEMPT ORGANIZATIONS SELECT CHECK TOOL".

ATTACHMENT 21

CLARK-WINCHCOLE FOUNDATION

3 Bethesda Metro Center, Suite 550, Bethesda Maryland 20814
 (301) 654-3607 fax: (301) 654-3140

GRANT PROGRAM APPLICATION

The Clark-Winchcole Foundation makes grants to public charities operating in the Metropolitan area of Washington, D.C. The Foundation gives priority to organizations which serve residents of the Metropolitan area as their primary mission.

The Clark-Winchcole Foundation does not make grants to supporting organizations, private foundations or individuals. Grants must be used solely for charitable or similar purposes and may not be used for any lobbying or election campaign activity or voter registration drive.

To apply for a grant, the organization must provide the following information:

Name of Organization	Amount of grant requested	
Street Address	City, State and Zip Code	
Main Telephone	Main Fax	
Name and Title of Contact Person	Direct Telephone	Direct Fax

Questions: Will the grant be used solely for charitable, educational or other purposes permitted under section 501(c)(3) of the Internal Revenue Code? Yes

Will any portion of the grant be used to carry on lobbying activities, to attempt to influence legislation or the outcome of any public election, or to carry on any voter registration drive? No

What is the geographic area served by the organization and the constituency groups which are the beneficiaries of the organization's endeavors? (Please answer on a separate page.)

If the grant sought is for a particular project, please fully describe the project and how it will help the organization carry out its exempt purposes. Please also include a budget of the expected cost of the project and a list of committed and expected sources of funding. (Please answer on a separate page.)

Checklist of Additional Information: In addition, attach to this application —

- your current year *operating* budget, including projected income and expenses
 - your current year *program* budget (if applicable)
 - a list of all directors, officers and key employees of your organization
 - a copy of a current IRS ruling letter recognizing your non-private foundation status under Code section 509(a)(1) or (2). (A letter which only concerns the organization's exemption under section 501(c)(3) is not sufficient.)
- Verify that the IRS letter shows the organization —
- is exempt under section 501(c)(3) of the Internal Revenue Code, and
 - is not a private foundation.

I certify that the information provided in this application (including attachments) is true and correct.

(Signature)	(Title)	(Date)
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CLARK-WINCHCOLE FOUNDATION

**3 Bethesda Metro Center, Suite 550
Bethesda Maryland 20814
(301) 654-3607**

GRANTS PROGRAM POLICIES***Eligibility Requirements***

The Clark-Winchcole Foundation makes grants to tax-exempt charitable organizations operating in the Metropolitan area of Washington, D.C. In considering grant requests, the Foundation gives priority to organizations which serve Metropolitan area residents as their primary mission. Because of restrictions imposed by federal income tax law, the Clark-Winchcole Foundation does not make grants to supporting organizations, private foundations or individuals.

Grant Restrictions

Grants must be used solely for charitable and similar purposes prescribed by federal tax law, including education, health care, the well-being of children, the arts, environmental and historic preservation, and community services. No portion of any grant may be used to carry on any lobbying activity or other attempt to influence legislation, to conduct any attempt to influence the outcome of a specific public election, or to carry on any voter registration drive. The amount of any grant funds expended by the recipient for an impermissible purpose must be repaid to the Clark-Winchcole Foundation.

Information to Be Provided with the Application

A request for a grant in a specific amount should be made on the Foundation's "Grant Program Application," which may be requested at the address or telephone number shown above. The Application must include the name, address and telephone number of the applying organization and the name of the person the Foundation should contact concerning the application. The organization must provide responses to certain questions about its tax status and activities. The Application must also include a description of the geographic area which the organization serves and the constituency groups which are the beneficiaries of the organization's endeavors. If funding is sought for a particular project, a description of the project is required, together with a budget and list of other sources of funding.

To assure that the Foundation's eligibility requirements are satisfied, an organization's Application for a grant must be accompanied by a copy of its ruling letter from the Internal Revenue Service that it is not a private foundation under paragraphs (1) or (2) of section 509(a) of the Internal Revenue Code. (An IRS letter which only concerns the organization's exemption under section 501(c)(3) is not sufficient.) The organization must also provide with the Application a current year operating budget, a program budget (if applicable), and a list of all its directors, officers and key employees.

Finally, the Application must be signed and dated by an officer of the organization.

After the Foundation has received a complete Application (with all the required information described above), the grant request will be submitted to the Foundation's Board of Trustees for consideration. *Each applicant will be notified in writing of the Trustees' decision.*

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

ATTACHMENT 22

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

RECIPIENT NAME AND ADDRESS

SEE ATTACHMENT 22A

NO GRANTS ARE MADE TO INDIVIDUALS. CHARITIES ALL
PC

SEE ATTACHMENT 22A

4,469,400.

TOTAL CONTRIBUTIONS PAID

4,469,400.

Recipient Name & Address	Status of Recipient	Purpose of Grant	Amount
A Wider Circle, Inc 4808 Moorland Lane, Suite 802 Bethesda, MD 20814	PC [509(a)(1) or (2) Public Charity]	Neighbor-to-Neighbor Program	\$ 20,000 00
Academy of Hope 601 Edgewood Street, NE, Suite 25 Washington, DC 20017	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 5,000.00
Accokeek Foundation, Inc. 3400 Bryan Point Road Accokeek, MD 20607	PC [509(a)(1) or (2) Public Charity]	Education Programs	\$ 10,000 00
Adventure Theatre, Inc. 7300 MacArthur Boulevard Glen Echo, MD 20812	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 5,000.00
AHC, Inc 2230 N. Fairfax Drive, Suite 100 Arlington, VA 22201	PC [509(a)(1) or (2) Public Charity]	Resident Services Program	\$ 15,000 00
Alexandria Seaport Foundation PO Box 25036 Alexandria, VA 22314	PC [509(a)(1) or (2) Public Charity]	Education, Job Training and Youth Mentoring Programs	\$ 7,500 00
ALIVE! Inc 2723 King Street Alexandria, VA 22302	PC [509(a)(1) or (2) Public Charity]	Family and Food Emergency Program	\$ 7,500 00
Alzheimer's Disease & Related Disorders Association National Capital Area Chapter 3701 Pender Drive, Suite 400 Fairfax, VA 22030	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 30,000.00
Alzheimer's Family Day Center 2812 Old Lee Highway, Suite 210 Fairfax, VA 22031	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 40,000 00
Amherst College Trustees fbo Folger Shakespeare Library 201 East Capitol Street, SE Washington, DC 20003	PC [509(a)(1) or (2) Public Charity]	Shakespeare Steps Out Children's Program	\$ 10,000 00
AppleTree Institute for Education Innovation, Inc 415 Michigan Avenue, NE Washington, DC 20017	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 20,000 00
Arlington Food Assistance Center 2708 South Nelson Street Arlington, VA 22206	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 60,000.00

Recipient Name & Address	Status of Recipient	Purpose of Grant	Amount
Arlington Free Clinic, Inc. 2921 11th Street South Arlington, VA 22204	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 20,000 00
Arlington Pediatric Center, Inc. 601 South Carlin Springs Road Arlington, VA 22204	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 15,000.00
Arlingtonians Meeting Emergency Needs, Inc. PO Box 7429 Arlington, VA 22207	PC [509(a)(1) or (2) Public Charity]	Daily Emergency Fund	\$ 10,000.00
Asian American LEAD: Empowerment and Development for Youth & Family 2100 New Hampshire Avenue, NW Washington, DC 20009	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 7,500.00
Atlas Performing Arts Center 1333 H Street, NE Washington, DC 20002	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 15,000.00
Baltimore Symphony Orchestra, Inc. 5301 North Tuckerman Lane North Bethesda, MD 20852	PC [509(a)(1) or (2) Public Charity]	Education Programs at the Music Center at Strathmore	\$ 7,500.00
Barker Foundation, Inc. 7979 Old Georgetown Road, 1st Floor Bethesda, MD 20814	PC [509(a)(1) or (2) Public Charity]	Crisis Pregnancy Program	\$ 15,000.00
Beacon House Community Ministry, Inc. PO Box 29629 Washington, DC 20017	PC [509(a)(1) or (2) Public Charity]	Youth Programs in the Edgewood Terrace Neighborhood of Washington, DC	\$ 10,000.00
Bethesda Cares, Inc. 7728 Woodmont Avenue Bethesda, MD 20814	PC [509(a)(1) or (2) Public Charity]	Mental Health Services Program	\$ 15,000.00
Big Apple Circus, Ltd. One Metrotech Center, 3rd Floor Brooklyn, NY 11201-3949	PC [509(a)(1) or (2) Public Charity]	Clown Care Program at Children's National Medical Center	\$ 15,000.00
Bowen McCauley Dance, Inc 818 North Quincy Street, Suite 104 Arlington, VA 22203	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 5,000 00
Boys & Girls Clubs of Greater Washington, Inc 4103 Benning Road, NE Washington, DC 20019	PC [509(a)(1) or (2) Public Charity]	Summer Camps in the Washington Metro Area	\$ 100,000 00

Recipient Name & Address	Status of Recipient	Purpose of Grant	Amount
Brain Injury Services 8136 Old Keene Mill Road, B-102 Springfield, VA 22152	PC [509(a)(1) or (2) Public Charity]	Pediatric and Adolescent Program	\$ 15,000.00
Bread for the City, Inc. 1525 Seventh Street, NW Washington, DC 20001	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 35,000.00
Bright Beginnings, Inc. 128 M Street, NW Washington, DC 20001	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 20,000.00
Building Bridges Across the River t/a THEARC 1901 Mississippi Street, SE Washington, DC 20020	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 20,000 00
Byte Back 815 Monroe Street, NE Washington, DC 20017	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 5,000 00
Calvary Women's Services, Inc 1217 Good Hope Road, SE Washington, DC 20020	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 20,000 00
Capital City Symphony c/o The Atlas Performing Arts Center 1333 H Street, NE Washington, DC 20002	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 2,500.00
Capital Hospice 2900 Telestar Court Falls Church, VA 22042	PC [509(a)(1) or (2) Public Charity]	Patient Care Program	\$ 40,000.00
Capital Partners for Education 1413 K Street, NW, 2nd Floor Washington, DC 20005	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 10,000.00
Capitol Hill Arts Workshop 545 7th Street, SE Washington, DC 20003	PC [509(a)(1) or (2) Public Charity]	Financial Assistance to Disadvantaged Youth	\$ 10,000 00
Carpenter's Shelter, Inc. 930 North Henry Street Alexandria, VA 22314	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 10,000 00
Catholic Charities of the Archdiocese of Washington, Inc 924 G Street, NW Washington, DC 20001	PC [509(a)(1) or (2) Public Charity]	Cup of Joe Program and Spanish Catholic Center	\$ 60,000 00

Clark Winchole Foundation
 2013 Form 990PF, Part XV Supplemental Information
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EIN: 52-6058340

Recipient Name & Address	Status of Recipient	Purpose of Grant	Amount
Catholic Charities of the Archdiocese of Washington, Inc , fbo SHARE Food Network 5170 Lawrence Place Hyattsville, MD 20781	PC [509(a)(1) or (2) Public Charity]	Equipment Purchases	\$ 20,000 00
Catholic University of America 620 Michigan Avenue, NE Washington, DC 20064	PC [509(a)(1) or (2) Public Charity]	Financial Assistance to Disadvantaged Students from the Washington Metro Area	\$ 50,000 00
Center for Alexandria's Children, Inc 1900 North Beauregard Street, Suite 200 Alexandria, VA 22311	PC [509(a)(1) or (2) Public Charity]	Learn and PlayGroups Program	\$ 10,000 00
Center for Inspired Teaching 1436 U Street, NW, Suite 400 Washington, DC 20009	PC [509(a)(1) or (2) Public Charity]	Washington DC Teacher Training Programs	\$ 7,500 00
Central Union Mission 1350 R Street, NW Washington, DC 20009	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 20,000.00
Chesapeake Bay Foundation, Inc 6 Herndon Avenue Annapolis, MD 21403	PC [509(a)(1) or (2) Public Charity]	Environmental Education Programs for Washington Metro Area Youth	\$ 10,000 00
Chevy Chase Presbyterian Church 1 Chevy Chase Circle Washington, DC 20015	PC [509(a)(1) or (2) Public Charity]	Transition Assistance Program	\$ 7,000 00
Children's Inn at NIH, Inc 7 West Drive Bethesda, MD 20814	PC [509(a)(1) or (2) Public Charity]	Education and Instructional Support Program for Children and Siblings	\$ 25,000 00
Children's Law Center Incorporated 616 H Street, NW, Suite 300 Washington, DC 20001	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 20,000.00
Choral Arts Society of Washington 5225 Wisconsin Avenue, NW, Suite 603 Washington, DC 20015	PC [509(a)(1) or (2) Public Charity]	Concert Season and Outreach Program	\$ 5,000 00
Christ Child Society 5101 Wisconsin Ave, NW, Suite 304 Washington, DC 20016	PC [509(a)(1) or (2) Public Charity]	School Counseling and Social Work Program	\$ 5,000 00
Christ Episcopal School 22 West Jefferson Street Rockville, MD 20850	PC [509(a)(1) or (2) Public Charity]	Financial Assistance to Disadvantaged Youth	\$ 10,000.00

Recipient Name & Address	Status of Recipient	Purpose of Grant	Amount
Christ House 1717 Columbia Road, NW Washington, DC 20009-2803	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 10,000.00
Church of the Epiphany 1317 G Street, NW Washington, DC 20005	PC [509(a)(1) or (2) Public Charity]	Welcome Table Program	\$ 20,000 00
CityDance Ensemble, Inc. 1111 16th Street, Suite 300 Washington, DC 20036	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 5,000.00
College Bound, Inc. 128 M Street, NW, Suite 220 Washington, DC 20001	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 7,500.00
Columbia Lighthouse for the Blind 1825 K Street, NW, Suite 1103 Washington, DC 20006	PC [509(a)(1) or (2) Public Charity]	Camp Lighthouse 2013	\$ 15,000 00
Common Good City Farm PO Box 26030 Washington, DC 20001	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 5,000 00
Community Family Life Services, Inc. 305 E Street, NW Washington, DC 20001	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 5,000 00
Community Lodgings, Inc 3912 Elbert Avenue, Apt 108 Alexandria, VA 22305	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 30,000.00
Community of Hope, Inc 1717 Massachusetts Avenue, NW, Suite 805 Washington, DC 20036-2010	PC [509(a)(1) or (2) Public Charity]	Health Services Programs	\$ 20,000.00
Companions for Heroes c/o GFC, 9210 Corporate Boulevard, Suite 370 Rockville, MD 20850	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 10,000.00
Cornerstone Community, DC, Inc 4800 Arkansas Avenue, NW Washington, DC 20011	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 20,000 00
Council for Court Excellence 1111 14th Street, NW, Suite 500 Washington, DC 20005	PC [509(a)(1) or (2) Public Charity]	School Jury Education Project	\$ 10,000 00

Recipient Name & Address	Status of Recipient	Purpose of Grant	Amount
CrisisLink 601 South Carlin Springs Road Arlington, VA 22204	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 10,000 00
Crossway Community, Inc 3015 Upton Drive Kensington, MD 20895	PC [509(a)(1) or (2) Public Charity]	Family Leadership Academy	\$ 5,000.00
D C Rape Crisis Center PO Box 34125 Washington, DC 20043	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 10,000 00
Dance Institute of Washington, Inc. 3400 14th Street, NW Washington, DC 20010	PC [509(a)(1) or (2) Public Charity]	Positive Directions Through Dance Program and the Studio Dance School	\$ 5,000 00
DanceMakers, Inc 9901 Business Parkway, Suite L Lanham, MD 20706	PC [509(a)(1) or (2) Public Charity]	One Step Forward Enrichment Program	\$ 7,500.00
Davis Memorial Goodwill Industries 2200 South Dakota Avenue, NE Washington, DC 20018	PC [509(a)(1) or (2) Public Charity]	Workforce Development Programs	\$ 7,500 00
DC Central Kitchen, Inc. 425 2nd Street, NW Washington, DC 20001	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 50,000 00
DC Scores 1224 M Street, NW, Suite 200 Washington, DC 20005	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 7,500 00
DC Wheel Productions, Inc., dba Dance Place 3225 8th Street, NE Washington, DC 20017	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 25,000 00
DC Youth Orchestra Program 1700 E. Capitol Street, NE Washington, DC 20003	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 7,500.00
Diocese of Arlington, Office of Catholic Schools 200 N. Glebe Road, Suite 503 Arlington, VA 22044	PC [509(a)(1) or (2) Public Charity]	Financial Assistance to Disadvantaged Youth	\$ 15,000 00
Don Bosco Cristo Rey High School of the Archdiocese of Washington 1010 Larch Avenue Takoma Park, MD 20912	PC [509(a)(1) or (2) Public Charity]	Financial Assistance to Disadvantaged Youth	\$ 15,000.00

Recipient Name & Address	Status of Recipient	Purpose of Grant	Amount
Don Bosco Cristo Rey High School of the Archdiocese of Washington 1010 Larch Avenue Takoma Park, MD 20912	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 50,000 00
Doorways for Women and Families, Inc. PO Box 100185 Arlington, VA 22210	PC [509(a)(1) or (2) Public Charity]	Children's Services Program	\$ 15,000 00
Downtown Cluster of Congregations, Inc 1313 New York Avenue, NW Washington, DC 20005	PC [509(a)(1) or (2) Public Charity]	Homeless Services Unit	\$ 7,500.00
Dwelling Place, Inc 620 East Diamond Avenue, Suite K Gaithersburg, MD 20877	PC [509(a)(1) or (2) Public Charity]	Social Services and Support Programs for Families	\$ 10,000.00
Easter Seals Greater Washington-Baltimore Region 1420 Spring Street Silver Spring, MD 20910	PC [509(a)(1) or (2) Public Charity]	Columbia Heights Child Development Center	\$ 10,000 00
Eclipse Chamber Orchestra, Inc. 2308 Mount Vernon Avenue, Suite 721 Alexandria, VA 22301	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 2,500 00
Eclipse Chamber Orchestra, Inc 2308 Mount Vernon Avenue, Suite 721 Alexandria, VA 22301	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 2,500 00
Elizabeth Seton High School 5715 Emerson Street Bladensburg, MD 20710-1844	PC [509(a)(1) or (2) Public Charity]	Financial Assistance to Disadvantaged Youth	\$ 15,000 00
Emergence Community Arts Collective 733 Euclid Street, NW Washington, DC 20001	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 5,000 00
Euphemia L. Haynes Public Charter School, Inc 3600 Georgia Avenue, NW Washington, DC 20010	PC [509(a)(1) or (2) Public Charity]	Extended Day Program	\$ 5,000 00
Everybody Wins! D.C., Inc. 1213 K Street, NW Washington, DC 20005	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 10,000.00
FACETS Cares, Inc. 10640 Page Avenue, Suite 300 Fairfax, VA 22030	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 15,000 00

Clark Winchole Foundation
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EIN 52-6058340

Recipient Name & Address	Status of Recipient	Purpose of Grant	Amount
Family Services, Inc 610 East Diamond Avenue, Suite 100 Gaithersburg, MD 20877	PC [509(a)(1) or (2) Public Charity]	Healthy Families Montgomery	\$ 10,000 00
Fishing School, Inc. 4737 Meade Street, NE Washington, DC 20019	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 25,000.00
FLOC For Love of Children 1763 Columbia Road, NW Washington, DC 20009	PC [509(a)(1) or (2) Public Charity]	Neighborhood Tutoring Program	\$ 7,500 00
Florence Crittenton Services of Greater Washington 815 Silver Spring Avenue Silver Spring, MD 20910	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 5,000 00
Food & Friends, Inc. 219 Riggs Road, NE Washington, DC 20011	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 25,000 00
Free Minds Book Club & Writing Workshop 2201 P Street, NW Washington, DC 20037	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 5,000 00
Friends of Fort Dupont Ice Arena, Inc. 3779 Ely Place, SE Washington, DC 20019	PC [509(a)(1) or (2) Public Charity]	Kids on Ice Program	\$ 20,000 00
Friends of Peirce Mill, Inc. 1504 Irving Street, NE Washington, DC 20017	PC [509(a)(1) or (2) Public Charity]	Education Programs	\$ 7,500 00
Friends of the National Arboretum, Inc 3501 New York Avenue, NE Washington, DC 20002-1958	PC [509(a)(1) or (2) Public Charity]	Washington Youth Garden Programs	\$ 10,000.00
Friendship Place 4713 Wisconsin Avenue, NW Washington, DC 20016	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 25,000.00
Georgetown Preparatory School 10900 Rockville Pike North Bethesda, MD 20852	PC [509(a)(1) or (2) Public Charity]	Financial Assistance to Disadvantaged Youth	\$ 25,000 00
Georgetown University Lombardi Comprehensive Cancer Center 3300 Whitehaven Street, NW, Suite 4000 Washington, DC 20007	PC [509(a)(1) or (2) Public Charity]	Capital Breast Care Center	\$ 20,000.00

Recipient Name & Address	Status of Recipient	Purpose of Grant	Amount
Germantown Cultural Arts Center, Inc., t/a BlackRock Center for the Arts 12901 Town Commons Drive Germantown, MD 20874	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 5,000.00
Girl Scout Council of the Nation's Capital 4301 Connecticut Ave, NW, Suite M-2 Washington, DC 20008	PC [509(a)(1) or (2) Public Charity]	Programs for Young Women in Low- Income Communities in the Washington Metro Area	\$ 20,000.00
Gonzaga College High School 19 Eye Street, NW Washington, DC 20001	PC [509(a)(1) or (2) Public Charity]	Vincent C. Burke, Jr., Endowed Scholarship Fund	\$ 50,000.00
Good Shepherd Housing and Family Services, Inc PO Box 15096 Alexandria, VA 22309	PC [509(a)(1) or (2) Public Charity]	A-B-C Rental Program	\$ 20,000.00
Greater Washington Educational Telecommunications Association, Inc , WETA 3939 Campbell Avenue Arlington, VA 22206	PC [509(a)(1) or (2) Public Charity]	Where Literacy Begins Program	\$ 10,000.00
Greater Washington Jewish Coalition Against Domestic Abuse PO Box 2266 Rockville, MD 20847	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 5,000.00
Habitat for Humanity International, Inc , fbo Habitat for Humanity Montgomery, Inc. 9110 Gaither Road Gaithersburg, MD 20877	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 10,000.00
HEROES, Inc. 1200 29th Street, NW Washington, DC 20007	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 50,000.00
Higher Achievement Program, Inc 317 8th Street, NE Washington, DC 20002-6107	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 10,000.00
Holy Cross Hospital of Silver Spring, Inc. 1500 Forest Glen Road Silver Spring, MD 20910	PC [509(a)(1) or (2) Public Charity]	General Operating Support of Holy Cross Health	\$ 20,000.00
Home First 2501 18th Street, NE Washington, DC 20017	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 7,500.00
Hope Connections for Cancer Support, Inc 9560 Rockville Pike Bethesda, MD 20814	PC [509(a)(1) or (2) Public Charity]	Cancer Support Group	\$ 7,500.00

Recipient Name & Address	Status of Recipient	Purpose of Grant	Amount
Hope House PO Box 60682 Washington, DC 20039	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 10,000 00
Hopkins House - A Center for Children and Their Families 5904 Richmond Highway, Suite 525 Alexandria, VA 22303	PC [509(a)(1) or (2) Public Charity]	Financial Assistance to Disadvantaged Youth and the Basic Needs Program for Families	\$ 40,000.00
Horizons Greater Washington, Inc 3000 Cathedral Avenue, NW Washington, DC 20008	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 12,500.00
Horton's Kids, Inc 110 Maryland Avenue, NE, Suite 207 Washington, DC 20002	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 20,000 00
Hospice Caring, Inc. 518 South Frederick Avenue, NW Gaithersburg, MD 20877	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 20,000 00
House DC, Inc. 1606 17th Street, SE Washington, DC 20020	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 20,000 00
Housing Unlimited, Inc 1398 Lambertson Drive, Suite G-1 Silver Spring, MD 20902	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 20,000.00
Identity, Inc 414 East Diamond Avenue Gaithersburg, MD 20877	PC [509(a)(1) or (2) Public Charity]	Youth Opportunity Centers	\$ 10,000 00
Imagination Stage, Inc. 4908 Auburn Avenue Bethesda, MD 20814	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 7,500 00
Interfaith Works, Inc. 114 West Montgomery Avenue Rockville, MD 20850	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 20,000.00
Iona Senior Services 4125 Albemarle Street, NW Washington, DC 20016	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 20,000 00
Ivymount School, Inc. 11614 Seven Locks Road Rockville, MD 20854	PC [509(a)(1) or (2) Public Charity]	Expressive Arts Program	\$ 10,000 00

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 2013 Form 990PF, Part XV Supplemental Information
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EIN. 52-6058340

Recipient Name & Address	Status of Recipient	Purpose of Grant	Amount
Jewish Council for the Aging of Greater Washington, Inc 12320 Parklawn Drive Rockville, MD 20852	PC [509(a)(1) or (2) Public Charity]	Heyman Interages Center General Operating Support	\$ 10,000 00
Jewish Foundation for Group Homes 1500 East Jefferson Street Rockville, MD 20852	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 10,000.00
Jewish Social Service Agency 200 Wood Hill Road Rockville, MD 20850	PC [509(a)(1) or (2) Public Charity]	Chronic Care Program for Low-Income Elderly Persons	\$ 20,000 00
Jill's House, Inc PO Box 9104 McLean, VA 22102	PC [509(a)(1) or (2) Public Charity]	Weeknight School Program	\$ 10,000.00
John F Kennedy Center for Performing Arts 2700 F Street, NW Washington, DC 20566	PC [509(a)(1) or (2) Public Charity]	Kennedy Center Education Programs, National Symphony Education Programs, Washington National Opera	\$ 30,000.00
Joseph's House, Inc. 1730 Lanier Place, NW Washington, DC 20009	PC [509(a)(1) or (2) Public Charity]	Compassionate Companions Volunteer Program	\$ 30,000.00
Joy of Motion Dance Center, Inc. 1333 H Street, NE Washington, DC 20002	PC [509(a)(1) or (2) Public Charity]	Motion Express	\$ 5,000 00
Jubilee Jobs, Inc 2712 Ontario Road, NW Washington, DC 20009-2154	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 10,000 00
Jubilee JumpStart, Inc. 2525 Ontario Road, NW, Suite B Washington, DC 20009	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 15,000 00
Kingsbury Center 5000 14th Street, NW Washington, DC 20011-6926	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 15,000 00
Lab School of Washington 4759 Reservoir Road, NW Washington, DC 20007	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 7,500 00
Language ETC 2200 California Street, NW Washington, DC 20008	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 7,500 00

Recipient Name & Address	Status of Recipient	Purpose of Grant	Amount
L'Arche, Inc. PO Box 21471 Washington, DC 20009	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 7,500 00
Latin American Youth Center, Inc. 1419 Columbia Road, NW Washington, DC 20009	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 25,000.00
Learning Ally, Inc 5225 Wisconsin Avenue, NW, Suite 312 Washington, DC 20015	PC [509(a)(1) or (2) Public Charity]	Washington Metro Studio	\$ 15,000.00
Lowell School, Inc 1640 Kalmia Road, NW Washington, DC 20012	PC [509(a)(1) or (2) Public Charity]	Financial Assistance to Disadvantaged Youth	\$ 7,500.00
Lutheran Social Services of the National Capital Area, Inc. 4406 Georgia Avenue, NW Washington, DC 20011	PC [509(a)(1) or (2) Public Charity]	Youth Haven Camps and Senior Caregiver Project	\$ 20,000.00
Main Street Child Development Center, Inc 4401 Sideburn Road Fairfax, VA 22030	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 15,000 00
Maret School, Inc 3000 Cathedral Avenue, NW Washington, DC 20008-3498	PC [509(a)(1) or (2) Public Charity]	Financial Assistance to Disadvantaged Youth	\$ 5,000 00
Mary's Center for Maternal & Child Care, Inc. 2333 Ontario Road, NW Washington, DC 20009	PC [509(a)(1) or (2) Public Charity]	Healthy Start Healthy Families Program	\$ 15,000 00
Mental Health Association of Montgomery County, MD., Inc 1000 Twinbrook Parkway Rockville, MD 20851	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 20,000 00
Mercy Health Clinic, Inc. 7 Metropolitan Court, Suite 1 Gaithersburg, MD 20878	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 7,500 00
Miriam's Kitchen 2401 Virginia Avenue, NW Washington, DC 20034-2637	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 30,000 00
Montgomery College Foundation, Inc. 40 West Gude Drive, Suite 220 Rockville, MD 20850	PC [509(a)(1) or (2) Public Charity]	Gateway to College Program	\$ 15,000.00

Recipient Name & Address	Status of Recipient	Purpose of Grant	Amount
Montgomery County Coalition for the Homeless, Inc. 600-B East Gude Drive Rockville, MD 20850	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 15,000.00
Montgomery County Historical Society, Inc. 111 West Montgomery Avenue Rockville, MD 20850-4212	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 5,000 00
Montgomery Hospice, Inc 1355 Piccard Drive, Suite 100 Rockville, MD 20850	PC [509(a)(1) or (2) Public Charity]	Bereavement Care Programs for Children and High School Grief Education Program	\$ 20,000 00
N Street Village, Inc. 1333 N Street, NW Washington, DC 20005	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 20,000 00
National Building Museum 401 F Street, NW Washington, DC 20001	PC [509(a)(1) or (2) Public Charity]	School and Outreach Programs	\$ 5,000 00
National Cathedral School for Girls Mount St Alban Washington, DC 20016	PC [509(a)(1) or (2) Public Charity]	Bettie Warner Thompson Scholarship Fund	\$ 100,000.00
National Maritime Heritage Foundation, Inc., dba DC Sail 236 Massachusetts Avenue, NE , Suite 410 Washington, DC 20002	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 7,500 00
National Multiple Sclerosis Society fbo the National Capital Chapter 1800 M Street, NW , Suite 750 South Washington, DC 20036	PC [509(a)(1) or (2) Public Charity]	Emergency Financial Assistance Fund	\$ 7,500.00
National Museum of Women in the Arts 1250 New York Avenue, NW Washington, DC 20005	PC [509(a)(1) or (2) Public Charity]	Picturing Mary. Woman, Mother, Idea Exhibit	\$ 50,000 00
National Philharmonic Orchestra & Chorale of Montgomery County, Inc. 5301 Tuckerman Lane North Bethesda, MD 20852	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 5,000 00
National Rehabilitation Hospital, Inc 102 Irving Street, NW Washington, DC 20010-2949	PC [509(a)(1) or (2) Public Charity]	National Center for Brain Injury and Stroke Rehabilitation and Research, the Fellowship Fund and the Center for the Study of Brain Plasticity and Recovery	\$ 40,000 00
National Theatre Corporation 1321 Pennsylvania Avenue, NW Washington, DC 20004-1799	PC [509(a)(1) or (2) Public Charity]	Community Outreach Programs	\$ 20,000 00

Recipient Name & Address	Status of Recipient	Purpose of Grant	Amount
Network for Teaching Entrepreneurship 1660 L Street, NW, Suite 510 Washington, DC 20036	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 15,000 00
New Community for Children, Inc. 1722 6th Street, NW Washington, DC 20001	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 10,000 00
Nick's Place 4604 W. Caroline Avenue Beltsville, MD 20705	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 5,000.00
Northern Virginia Family Service 10455 White Granite Drive, Suite 100 Oakton, VA 22124	PC [509(a)(1) or (2) Public Charity]	Training Futures Program in Fairfax, VA	\$ 10,000.00
Olney HELP PO Box 430 Olney, MD 20830-0430	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 10,000 00
Our Lady of Good Counsel High School 17301 Old Vic Boulevard Olney, MD 20832	PC [509(a)(1) or (2) Public Charity]	St. Francis Xavier Scholarship Program	\$ 15,000 00
Our Military Kids, Inc. 6861 Elm Street, Suite 2A McLean, VA 22101	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 5,000 00
Parkmont School 4842 16th Street, NW Washington, DC 20011	PC [509(a)(1) or (2) Public Charity]	Financial Assistance to Disadvantaged Youth	\$ 10,000.00
Passion for Learning, Inc. 1210 Woodside Parkway Silver Spring, MD 20910	PC [509(a)(1) or (2) Public Charity]	Middle School Writing Workshops	\$ 10,000 00
Pathway Homes, Inc. 10201 Fairfax Boulevard, Suite 200 Fairfax, VA 22030-2209	PC [509(a)(1) or (2) Public Charity]	Recreational and Other Activity Support for Residents	\$ 10,000 00
Pathways to Housing DC 101 Q Street, NE, Suite G Washington, DC 20002	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 10,000 00
Patricia M. Sitar Center for the Arts 1700 Kalorama Road, NW, Suite 101 Washington, DC 20009	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 20,000.00

Recipient Name & Address	Status of Recipient	Purpose of Grant	Amount
Perry School Community Services Center, Inc 128 M Street, NW, Suite 100 Washington, DC 20001	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 5,000.00
Poor Robert's Charities, Inc. 3900-B Watson Place, NW, Apt. G2A Washington, DC 20016	PC [509(a)(1) or (2) Public Charity]	Van Purchases for Nonprofit Organizations in the Washington Metro Area	\$ 40,000 00
Potomac School 1301 Potomac School Road McLean, VA 22101	PC [509(a)(1) or (2) Public Charity]	Financial Assistance to Disadvantaged Youth	\$ 15,000.00
Primary Care Coalition of Montgomery County, MD, Inc. 8757 Georgia Avenue, 10th Floor Silver Spring, MD 20910	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 10,000 00
Prince George's Child Resource Center, Inc. 9475 Lottsford Road, Suite 202 Largo, MD 20774	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 10,000.00
Rachael's Women's Center 1222 11th Street, NW Washington, DC 20001	PC [509(a)(1) or (2) Public Charity]	Day Shelter Program	\$ 25,000 00
Reading Connection Incorporated 4001 N 9th Street, Suite 226 Arlington, VA 22203	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 12,500 00
Rebuilding Together Alexandria 700 Princess Street, Suite 206 Alexandria, VA 22314	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 10,000.00
Rebuilding Together of Washington, DC, Inc PO Box 40026 Washington, DC 20016-0026	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 5,000 00
Red Wiggler Foundation, Inc , t/a Red Wiggler Community Farm PO Box 968 Clarksburg, MD 20871	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 20,000.00
Reginald S Lourie Center for Infants and Young Children 12301 Academy Way Rockville, MD 20852	PC [509(a)(1) or (2) Public Charity]	Parent-Child Outpatient Clinic	\$ 25,000.00
Retired Scientists Engineers and Technicians PO Box 9400 Washington, DC 20016	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 5,000 00

Recipient Name & Address	Status of Recipient	Purpose of Grant	Amount
Rosemount Center 2000 Rosemount Avenue, NW Washington, DC 20010	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 15,000 00
Round House Theatre, Inc. PO Box 30688 Bethesda, MD 20824	PC [509(a)(1) or (2) Public Charity]	Educational Outreach Programs	\$ 10,000 00
Samaritan Inns, Inc. 2523 14th Street, NW Washington, DC 20009	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 30,000 00
San Miguel School, Inc. 7705 Georgia Avenue, NW Washington, DC 20012-1618	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 20,000 00
Sarah's Circle, Inc. 2551 17th Street, NW, Suite 103 Washington, DC 20009	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 20,000 00
SCAN of Northern Virginia, Inc 1705 Fern Street, 2nd Floor Alexandria, VA 22302	PC [509(a)(1) or (2) Public Charity]	Children's Program	\$ 10,000.00
Second Genesis, Inc. 8611 Second Avenue, Suite 300 Silver Spring, MD 20910	PC [509(a)(1) or (2) Public Charity]	Mellwood Center	\$ 10,000 00
SEEC Corporation 8905 Fairview Road, Suite 300 Silver Spring, MD 20910	PC [509(a)(1) or (2) Public Charity]	Community Living Program and Project SEARCH Program	\$ 10,000.00
Shepherd Foundation, Ltd. 7919 Woodmont Avenue, Suite 1340 Bethesda, MD 20814	PC [509(a)(1) or (2) Public Charity]	Financial Assistance to Disadvantaged Youth	\$ 40,000 00
Sibley Memorial Hospital Foundation 5255 Loughboro Road, NW Washington, DC 20016	PC [509(a)(1) or (2) Public Charity]	Prostate Cancer Navigator Program	\$ 75,000 00
Signature Theatre, Inc. 4200 Campbell Avenue Arlington, VA 22206	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 7,500 00
SOME, Inc , - So Others Might Eat 71 O Street, NW Washington, DC 20001	PC [509(a)(1) or (2) Public Charity]	Center for Employment Training	\$ 25,000 00

Recipient Name & Address	Status of Recipient	Purpose of Grant	Amount
Specially Adapted Resource Clubs 5081 Queens Wood Drive Burke, VA 22015	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 30,000.00
St Andrew's Episcopal School, Inc 8804 Postoak Road Potomac, MD 20854	PC [509(a)(1) or (2) Public Charity]	Financial Assistance to Disadvantaged Youth	\$ 20,000 00
St Ann's Infant and Maternity Home 4901 Eastern Avenue Hyattsville, MD 20782	PC [509(a)(1) or (2) Public Charity]	Purchase of a Van and General Operating Support	\$ 40,000 00
St Augustine School 1419 V Street, NW Washington, DC 20009	PC [509(a)(1) or (2) Public Charity]	Financial Assistance to Disadvantaged Youth	\$ 20,000.00
St. Gabriel Church 26 Grant Circle, NW Washington, DC 20011	PC [509(a)(1) or (2) Public Charity]	Petworth Youth Program	\$ 29,900.00
St. Margaret's Episcopal Church fbo Charlie's Place 1830 Connecticut Avenue, NW Washington, DC 20009	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 10,000 00
Stepping Stones Shelter, Inc PO Box 712 Rockville, MD 20848	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 5,000.00
Student Conservation Association, Inc 4245 N. Fairfax Drive, Suite 825 Arlington, VA 22203	PC [509(a)(1) or (2) Public Charity]	National Capital Region Community Programs	\$ 10,000 00
Studio Theatre, Inc. 1501 14th Street, NW Washington, DC 20005	PC [509(a)(1) or (2) Public Charity]	Youth Education Programs	\$ 5,000 00
Suited for Change 1000 Vermont Avenue, NW, Suite 420 Washington, DC 20005	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 5,000 00
Support Our Aging Religious, Inc. 3025 4th Street, NE, Suite 14 Washington, DC 20017	PC [509(a)(1) or (2) Public Charity]	Capital Needs in Washington, Maryland and Virginia	\$ 20,000 00
The Academy of the Holy Cross, Inc 4920 Strathmore Avenue Kensington, MD 20895	PC [509(a)(1) or (2) Public Charity]	Financial Assistance to Disadvantaged Youth	\$ 7,500.00

Clark Winchole Foundation
 2013 Form 990PF, Part XV Supplemental Information
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EIN 52-6058340

Recipient Name & Address	Status of Recipient	Purpose of Grant	Amount
The Art League, Inc. 105 North Union Street Alexandria, VA 22314	PC [509(a)(1) or (2) Public Charity]	Space of Her Own Program	\$ 5,000.00
The CareerCatchers, Inc. 8720 Georgia Avenue, Suite 205 Silver Spring, MD 20910	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 10,000 00
The Cathedral Choral Society of Washington, D C Massachusetts & Wisconsin Avenues, NW Washington, DC 20016-5098	PC [509(a)(1) or (2) Public Charity]	Artistic, Outreach and Educational Programs	\$ 5,000 00
The District of Columbia Children's Advocacy Center 429 O Street, NW Washington, DC 20001	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 10,000 00
The Family Place Incorporated 3309 16th Street, NW Washington, DC 20010	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 10,000 00
The Father McKenna Center, Inc. 19 Eye Street, NW Washington, DC 20001	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 25,000 00
The First Tee of Greater Washington 2020 Pennsylvania Avenue, NW, Suite 106 Washington, DC 20006	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 7,500 00
The Foundation Schools 6000 Executive Boulevard, Suite 605 Rockville, MD 20852	PC [509(a)(1) or (2) Public Charity]	Foundation Links Program	\$ 15,000.00
The Heights, Inc 10400 Seven Locks Road Potomac, MD 20854	PC [509(a)(1) or (2) Public Charity]	Financial Assistance to Disadvantaged Youth	\$ 25,000 00
The Salvation Army fbo National Capital Area Command 2626 Pennsylvania Avenue, NW Washington, DC 20037	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 50,000 00
The Senior Connection of Montgomery County, Inc. 3950 Ferrara Drive Silver Spring, MD 20906	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 15,000 00
The Shepherd's Table, Inc 8210 Dixon Avenue Silver Spring, MD 20910	PC [509(a)(1) or (2) Public Charity]	Bilingual Counseling Services Program	\$ 5,000 00

Recipient Name & Address	Status of Recipient	Purpose of Grant	Amount
The Supreme Court Historical Society 224 East Capitol Street, NE Washington, DC 20003	PC [509(a)(1) or (2) Public Charity]	Educational Programs for Teachers and Students	\$ 50,000.00
The Thomas Circle Singers 5 Thomas Circle, NW, Box 24 Washington, DC 20005	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 5,000.00
The University of Maryland Foundation, Inc 3300 Metzert Road Adelphi, MD 20783	PC [509(a)(1) or (2) Public Charity]	Scholarship Assistance for University of Maryland University College and Universities at Shady Grove	\$ 20,000.00
The Washington Chorus, Inc. 2801 Upton Street, NW Washington, DC 20008	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 20,000.00
The Washington Home 3720 Upton Street, NW Washington, DC 20016	PC [509(a)(1) or (2) Public Charity]	Hospice Caregiver's Relief Program	\$ 40,000.00
Theatre Lab 733 8th Street, NW Washington, DC 20001	PC [509(a)(1) or (2) Public Charity]	Life Stories Program	\$ 5,000.00
Thrive DC 1525 Newton Street, NW, Suite G-1 Washington, DC 20010	PC [509(a)(1) or (2) Public Charity]	Links Program	\$ 20,000.00
TLC - The Treatment & Learning Centers, Inc. 2092 Gaither Road, Suite 100 Rockville, MD 20850	PC [509(a)(1) or (2) Public Charity]	Scholarship Assistance for Students Attending the Katherine Thomas School	\$ 7,500.00
Travelers Aid International, Inc. 1612 K Street, NW, Suite 206 Washington, DC 20006	PC [509(a)(1) or (2) Public Charity]	Washington, DC Social Services and Emergency Transportation Assistance Program	\$ 15,000.00
United Community Ministries, Inc. 7511 Fordson Road Alexandria, VA 22306	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 10,000.00
United States Capitol Historical Society 200 Maryland Avenue, NE Washington, DC 20002	PC [509(a)(1) or (2) Public Charity]	We, the People Constitution Program	\$ 20,000.00
Virginia Foundation for Independent Colleges 8010 Ridge Road, Suite B Richmond, VA 23229	PC [509(a)(1) or (2) Public Charity]	Bright Futures Signature Program for Washington Metropolitan Area Students	\$ 15,000.00

Recipient Name & Address	Status of Recipient	Purpose of Grant	Amount
Visitors' Services Center, Inc 1422 Massachusetts Avenue, SE Washington, DC 20003	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 5,000.00
Volunteer Center of Fairfax County, Inc., dba Volunteer Fairfax 10530 Page Avenue Fairfax, VA 22930	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 5,000.00
Washington Architectural Foundation 421 7th Street, NW Washington, DC 20004	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 10,000 00
Washington Bach Consort 1010 Vermont Avenue, NW, Suite 202 Washington, DC 20005	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 5,000 00
Washington Cathedral 3101 Wisconsin Avenue, NW Washington, DC 20016-5098	PC [509(a)(1) or (2) Public Charity]	Cathedral Fund and Cathedral Scholars Program	\$ 40,000 00
Washington DC Police Foundation 1156 15th Street, NW, Suite 600 Washington, DC 20005	PC [509(a)(1) or (2) Public Charity]	Metropolitan Police Department's District Community Outreach Programs	\$ 100,000.00
Washington Drama Society, Inc , dba Arena Stage 1101 6th Street, SW Washington, DC 20024	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 5,000 00
Washington Episcopal Day School, Inc. 5600 Little Falls Parkway Bethesda, MD 20816	PC [509(a)(1) or (2) Public Charity]	Financial Assistance to Disadvantaged Youth	\$ 5,000 00
Washington Hospital Center Corporation 110 Irving Street, NW, EB 1001 Washington, DC 20010-2975	PC [509(a)(1) or (2) Public Charity]	Medical House Call Program	\$ 20,000.00
Washington Jesuit Academy 900 Varnum Street, NE Washington, DC 20017	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 50,000 00
Washington Jesuit Academy 900 Varnum Street, NE Washington, DC 20017	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 40,000 00
Washington Middle School for Girls 1901 Mississippi Avenue, SE Washington, DC 20020	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 20,000 00

Clark Winchole Foundation
 2013 Form 990PF, Part XV Supplemental Information
 Line 3a Grants and Contributions Paid During the Year

EIN 52-6058340

Recipient Name & Address	Status of Recipient	Purpose of Grant	Amount
Washington Performing Arts Society 2000 L Street, NW, Suite 510 Washington, DC 20036	PC [509(a)(1) or (2) Public Charity]	Capitol Arts Initiative	\$ 10,000 00
Washington Tennis & Education Foundation, Inc. William HG FitzGerald Tennis Center 16th Street amd Kennedy Street, NW Washington, DC 20011	PC [509(a)(1) or (2) Public Charity]	Arthur Ashe Children's Program	\$ 5,000 00
Wesley Theological Seminary of the United Methodist Church 4500 Massachusetts Avenue, NW Washington, DC 20016-5690	PC [509(a)(1) or (2) Public Charity]	Urban Ministry Program and Scholarship Support	\$ 110,000.00
Wilderness Leadership and Learning, Inc 1758 Park Road, NW Washington, DC 20010-2105	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 12,500 00
William Wendt Center for Loss and Healing 4201 Connecticut Avenue, NW, Suite 300 Washington, DC 20008	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 15,000 00
Wolf Trap Foundation for Performing Arts 1645 Trap Road Vienna, VA 22182	PC [509(a)(1) or (2) Public Charity]	Institute for Early Learning through the Arts, Wolf Trap Opera Company and Wolf Trap Internship Program	\$ 140,000.00
Young Men's Christian Association of Metropolitan Washington fbo Youth and Family Services 9601 Colesville Road Silver Spring, MD 20901	PC [509(a)(1) or (2) Public Charity]	Northwest Park Community Center General Operating Support	\$ 25,000 00
Young Playwrights' Theatre, Inc. 2437 15th Street, NW Washington, DC 20009	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 5,000.00
Youth Leadership Foundation, Inc. 5034 Wisconsin Avenue, NW, Suite 250 Washington, DC 20016	PC [509(a)(1) or (2) Public Charity]	General Operating Support	\$ 10,000 00
Youth Professional Development, Inc. 9500 Annapolis Road, Suite C-3 Lanham, MD 20706	PC [509(a)(1) or (2) Public Charity]	Job Development and Work Experience Project	\$ 5,000 00
TOTAL			<u>\$ 4,469,400 00</u>

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 23

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
ORDINARY INCOME FROM INVESTMENT IN PARTNERSHIP RETURNED GRANT DEDUCTED IN PRIOR YEAR	525990	11.	14	25,000.	10,000.
TOTALS		<u>11.</u>		<u>25,000.</u>	<u>10,000.</u>

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

▶ **File a separate application for each return.**
 ▶ Information about Form 8868 and its instructions is at www.irs.gov/form8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I and check this box
 - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II (on page 2 of this form).
- Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868.

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

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only
 All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns Enter filer's identifying number, see instructions

Type or print <small>File by the due date for filing your return. See instructions.</small>	Name of exempt organization or other filer, see instructions CLARK-WINCHCOLE FOUNDATION	Employer identification number (EIN) or 52-6058340
	Number, street, and room or suite no. If a P.O. box, see instructions. 3 BETHESDA METRO CENTER	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions BETHESDA, MD 20814-5358	

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

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

- The books are in the care of ▶ THE FOUNDATION

Telephone No. ▶ 301 654-3607 FAX No. ▶ _____

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 2014, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
 ▶ calendar year 2013 or
 ▶ tax year beginning _____, 20____, and ending _____, 20____

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a \$ 344,381.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b \$ 294,381.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c \$ 50,000.

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

For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form **8868** (Rev. 1-2014)

JSA

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