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Form 990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation

THE GEORGE AND CAROL OLMSTED FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

80 EAST JEFFERSON STREET

Room/suite

300B

City or town, state or province, country, and ZIP or foreign postal code

FALLS CHURCH, VA 22046

A Employer identification number

54-6049005

B Telephone number

703-536-3500

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☐ Initial return of a former public charity☐ Final return☐ Amended return☒ Address change☐ 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)

\$ 44,559,872.

J Accounting method:

☐ Cash☒ Accrual☐ 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))

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1 Contributions, gifts, grants, etc., received

2 Check ☒ if the foundation is not required to attach Sch B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

b Gross sales price for all assets on line 6a

7 Capital gain net income (from Part IV, line 2)

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns and allowances

b Less: Cost of goods sold

c Gross profit or (loss)

11 Other income

12 Total Add lines 1 through 11

13 Compensation of officers, directors, trustees, etc.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees

b Accounting fees

c Other professional fees

17 Interest

18 Taxes

19 Depreciation and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses

24 Total operating and administrative expenses Add lines 13 through 23

25 Contributions, gifts, grants paid

26 Total expenses and disbursements Add lines 24 and 25

27 Subtract line 26 from line 12

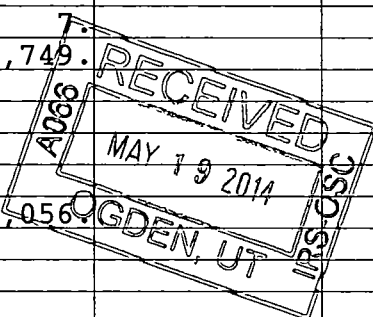
a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter -0-)

c Adjusted net income (if negative, enter -0-)

Revenue

Operating and Administrative Expenses

323501
10-10-13

LHA For Paperwork Reduction Act Notice, see instructions

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Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	2,422,102.	2,474,598.	2,474,598.
	3	Accounts receivable ▶ 45.			
		Less: allowance for doubtful accounts ▶	45.	45.	45.
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges		4,421.	4,421.
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock STMT 6	13,904,064.	15,559,334.	15,559,334.
	c	Investments - corporate bonds STMT 7	3,623,076.	3,124,132.	3,124,132.
	11	Investments - land, buildings, and equipment basis ▶			
Liabilities		Less: accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 8	21,349,181.	23,363,037.	23,363,037.
	14	Land, buildings, and equipment: basis ▶ 80,773.			
		Less: accumulated depreciation STMT 9 ▶ 76,613.	8,261.	4,160.	4,160.
	15	Other assets (describe ▶ STATEMENT 10)	3,000.	30,145.	30,145.
	16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	41,309,729.	44,559,872.	44,559,872.
	17	Accounts payable and accrued expenses	66,117.	63,630.	
	18	Grants payable	858,339.	136,000.	
	19	Deferred revenue			
Net Assets or Fund Balances	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶ STATEMENT 11)	59,852.	878,116.	
	23	Total liabilities (add lines 17 through 22)	984,308.	1,077,746.	
		Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31			
	24	Unrestricted	40,325,421.	43,482,126.	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31			
	27	Capital stock, trust principal, or current funds			
	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	40,325,421.	43,482,126.	
	31	Total liabilities and net assets/fund balances	41,309,729.	44,559,872.	

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	40,325,421.
2	Enter amount from Part I, line 27a	2	-613,508.
3	Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN	3	3,770,213.
4	Add lines 1, 2, and 3	4	43,482,126.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	43,482,126.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES HELD BY BROKERAGE		P		
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 33,303,982.		32,689,926.	614,056.
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			614,056.
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	614,056.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8	If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8 3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	1,793,529.	40,252,019.	.044557
2011	1,873,547.	40,874,268.	.045837
2010	1,961,154.	40,478,015.	.048450
2009	2,076,565.	37,586,774.	.055247
2008	2,766,638.	47,511,686.	.058231

2 Total of line 1, column (d)	2	.252322
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	.050464
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	42,237,367.
5 Multiply line 4 by line 3	5	2,131,466.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	12,914.
7 Add lines 5 and 6	7	2,144,380.
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	1,749,296.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	25,828.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	25,828.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-		5	25,828.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	48,150.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	48,150.	
8 Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8		
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	22,322.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax ☐ Refunded ☐	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
2 Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ VA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>WWW.OLMSTEDFOUNDATION.ORG</u>	13	X	
14	The books are in care of ► <u>JOE MCMANUS</u> Telephone no. ► <u>703-536-3500</u> Located at ► <u>80 EAST JEFFERSON STREET, FALLS CHURCH, VA</u> ZIP+4 ► <u>22046</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here		X
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?		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? If "Yes," list the years ►	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

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

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

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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?

N/A

7b**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		732,500.	26,825.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ANNA HARTMANN C/O ORGANIZATION	OFFICE ADMINISTRATOR 40.00	56,000.	2,800.	0.

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

▶ 0

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	42,331,111.
b Average of monthly cash balances	1b	549,465.
c Fair market value of all other assets	1c	0.
d Total (add lines 1a, b, and c)	1d	42,880,576.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	42,880,576.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	643,209.
5 Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	42,237,367.
6 Minimum investment return Enter 5% of line 5	6	2,111,868.

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

1 Minimum investment return from Part X, line 6	1	2,111,868.
2a Tax on investment income for 2013 from Part VI, line 5	2a	25,828.
b Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	25,828.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	2,086,040.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	2,086,040.
6 Deduction from distributable amount (see instructions)	6	0.
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,086,040.

Part XII**Qualifying Distributions** (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,749,296.
b Program-related investments - total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,749,296.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6 Adjusted qualifying distributions Subtract line 5 from line 4	6	1,749,296.

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.

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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				2,086,040.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	250,089.			
b From 2009	223,312.			
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	473,401.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$	1,749,296.			
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				1,749,296.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	336,744.			336,744.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	136,657.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014 Subtract lines 7 and 8 from line 6a	136,657.			
10 Analysis of line 9.				
a Excess from 2009	136,657.			
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
BESSEY, JAY	NONE		SCHOLARSHIP STUDY AT FOREIGN UNIV. IN A FOREIGN LANG. & RELATED EDU. TRAVEL	1,195.
BUSH, RICHARD	NONE		SCHOLARSHIP STUDY AT FOREIGN UNIV. IN A FOREIGN LANG. & RELATED EDU. TRAVEL	1,226.
DUBOIS, ANDREW	NONE		SCHOLARSHIP STUDY AT FOREIGN UNIV. IN A FOREIGN LANG. & RELATED EDU. TRAVEL	1,048.
HUI, ERIC	NONE		SCHOLARSHIP STUDY AT FOREIGN UNIV. IN A FOREIGN LANG. & RELATED EDU. TRAVEL	3,846.
MONIOT, DARREN	NONE		SCHOLARSHIP STUDY AT FOREIGN UNIV. IN A FOREIGN LANG. & RELATED EDU. TRAVEL	9,529.
Total SEE CONTINUATION SHEET(S) ▶ 3a				829,440.
b Approved for future payment				
U.S. NAVAL ACADEMY	NONE		OVERSEAS TRAVEL PROGRAM	100,000.
U.S. AIR FORCE ACADEMY	NONE		FOREIGN AFFAIRS CONFERENCE	10,000.
U.S. MILITARY ACADEMY	NONE		FOREIGN AFFAIRS CONFERENCE	10,000.
Total SEE CONTINUATION SHEET(S) ▶ 3b				130,000.

Part XVII

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

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

[illegible]

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Signature of officer or trustee: Mr. K. A. [Signature] Date: 15/14/2014 Title: President / CEO

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	DAVID F. GRALING CPA	David F. Graling CPA	5-12-14		P 00366995
	Firm's name ▶ GELMAN, ROSENBERG & FREEDMAN				Firm's EIN ▶ 52-1392008
	Firm's address ▶ 4550 MONTGOMERY AVE SUITE 650N BETHESDA, MD 20814-2930				Phone no (301) 951-9090

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SAINATO, JARED	NONE		SCHOLARSHIP STUDY AT FOREIGN UNIV. IN A FOREIGN LANG. & RELATED EDU. TRAVEL	2,442.
SAUNDERS, DAVID	NONE		SCHOLARSHIP STUDY AT FOREIGN UNIV. IN A FOREIGN LANG. & RELATED EDU. TRAVEL	8,500.
TENOLD, BRYCESON	NONE		SCHOLARSHIP STUDY AT FOREIGN UNIV. IN A FOREIGN LANG. & RELATED EDU. TRAVEL	612.
AHLSTROM, JONATHAN	NONE		SCHOLARSHIP STUDY AT FOREIGN UNIV. IN A FOREIGN LANG. & RELATED EDU. TRAVEL	10,010.
ANDERSON, MARK	NONE		SCHOLARSHIP STUDY AT FOREIGN UNIV. IN A FOREIGN LANG. & RELATED EDU. TRAVEL	12,903.
AVICHAL, SONNY	NONE		SCHOLARSHIP STUDY AT FOREIGN UNIV. IN A FOREIGN LANG. & RELATED EDU. TRAVEL	3,506.
BLANTON, WILLIAM	NONE		SCHOLARSHIP STUDY AT FOREIGN UNIV. IN A FOREIGN LANG. & RELATED EDU. TRAVEL	7,000.
BOWMAN, GEOFFREY	NONE		SCHOLARSHIP STUDY AT FOREIGN UNIV. IN A FOREIGN LANG. & RELATED EDU. TRAVEL	13,293.
FLAMMIA, ROBERTO	NONE		SCHOLARSHIP STUDY AT FOREIGN UNIV. IN A FOREIGN LANG. & RELATED EDU. TRAVEL	8,210.
FRANKLIN, NICHOLAS	NONE		SCHOLARSHIP STUDY AT FOREIGN UNIV. IN A FOREIGN LANG. & RELATED EDU. TRAVEL	8,000.
Total from continuation sheets				812,596.

Part XV Supplementary Information**3** Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
HENRY, CLARIE	NONE		SCHOLARSHIP STUDY AT FOREIGN UNIV. IN A FOREIGN LANG. & RELATED EDU. TRAVEL	9,992.
KIRWAN, BRETT	NONE		SCHOLARSHIP STUDY AT FOREIGN UNIV. IN A FOREIGN LANG. & RELATED EDU. TRAVEL	8,000.
MARTYN, ARI	NONE		SCHOLARSHIP STUDY AT FOREIGN UNIV. IN A FOREIGN LANG. & RELATED EDU. TRAVEL	12,734.
TANNER, MAUREEN	NONE		SCHOLARSHIP STUDY AT FOREIGN UNIV. IN A FOREIGN LANG. & RELATED EDU. TRAVEL	8,839.
REED, WALTER	NONE		SCHOLARSHIP STUDY AT FOREIGN UNIV. IN A FOREIGN LANG. & RELATED EDU. TRAVEL	9,500.
SENKOWSKI, NEIL	NONE		SCHOLARSHIP STUDY AT FOREIGN UNIV. IN A FOREIGN LANG. & RELATED EDU. TRAVEL	11,131.
SHORES, DOUGLAS	NONE		SCHOLARSHIP STUDY AT FOREIGN UNIV. IN A FOREIGN LANG. & RELATED EDU. TRAVEL	12,800.
STEEVES, GEOFFREY	NONE		SCHOLARSHIP STUDY AT FOREIGN UNIV. IN A FOREIGN LANG. & RELATED EDU. TRAVEL	9,000.
THOMAS, SARAH	NONE		SCHOLARSHIP STUDY AT FOREIGN UNIV. IN A FOREIGN LANG. & RELATED EDU. TRAVEL	10,522.
WAINWRIGHT, KENNETH	NONE		SCHOLARSHIP STUDY AT FOREIGN UNIV. IN A FOREIGN LANG. & RELATED EDU. TRAVEL	14,193.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
WALKER, DANIEL	NONE		SCHOLARSHIP STUDY AT FOREIGN UNIV. IN A FOREIGN LANG. & RELATED EDU. TRAVEL	14,184.
WALL, JOSEPH	NONE		SCHOLARSHIP STUDY AT FOREIGN UNIV. IN A FOREIGN LANG. & RELATED EDU. TRAVEL	8,943.
WILLIAMS, DENNIS	NONE		SCHOLARSHIP STUDY AT FOREIGN UNIV. IN A FOREIGN LANG. & RELATED EDU. TRAVEL	8,500.
ANDERSON, MICHAEL	NONE		SCHOLARSHIP STUDY AT FOREIGN UNIV. IN A FOREIGN LANG. & RELATED EDU. TRAVEL	8,000.
BAIRD, MICHAEL	NONE		SCHOLARSHIP STUDY AT FOREIGN UNIV. IN A FOREIGN LANG. & RELATED EDU. TRAVEL	7,000.
CREWS, ARLENE	NONE		SCHOLARSHIP STUDY AT FOREIGN UNIV. IN A FOREIGN LANG. & RELATED EDU. TRAVEL	8,000.
CRUZ, FERNANDO	NONE		SCHOLARSHIP STUDY AT FOREIGN UNIV. IN A FOREIGN LANG. & RELATED EDU. TRAVEL	11,927.
DEGENKOLB, OLIVIA	NONE		SCHOLARSHIP STUDY AT FOREIGN UNIV. IN A FOREIGN LANG. & RELATED EDU. TRAVEL	12,902.
FOARD, MARSHALL	NONE		SCHOLARSHIP STUDY AT FOREIGN UNIV. IN A FOREIGN LANG. & RELATED EDU. TRAVEL	8,500.
GARBERSON, RONALD	NONE		SCHOLARSHIP STUDY AT FOREIGN UNIV. IN A FOREIGN LANG. & RELATED EDU. TRAVEL	1,415.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
HARAN, ALYSHA	NONE		SCHOLARSHIP STUDY AT FOREIGN UNIV. IN A FOREIGN LANG. & RELATED EDU. TRAVEL	8,000.
HICKIE, ELIA	NONE		SCHOLARSHIP STUDY AT FOREIGN UNIV. IN A FOREIGN LANG. & RELATED EDU. TRAVEL	7,500.
HICKIE, MARK	NONE		SCHOLARSHIP STUDY AT FOREIGN UNIV. IN A FOREIGN LANG. & RELATED EDU. TRAVEL	7,000.
HOLTON, EDWARD	NONE		SCHOLARSHIP STUDY AT FOREIGN UNIV. IN A FOREIGN LANG. & RELATED EDU. TRAVEL	11,172.
HUDAK, RONALD	NONE		SCHOLARSHIP STUDY AT FOREIGN UNIV. IN A FOREIGN LANG. & RELATED EDU. TRAVEL	2,261.
KENDALL, MICHAEL	NONE		SCHOLARSHIP STUDY AT FOREIGN UNIV. IN A FOREIGN LANG. & RELATED EDU. TRAVEL	11,725.
MAY, KYLE	NONE		SCHOLARSHIP STUDY AT FOREIGN UNIV. IN A FOREIGN LANG. & RELATED EDU. TRAVEL	21,286.
MOORE, GARRETT	NONE		SCHOLARSHIP STUDY AT FOREIGN UNIV. IN A FOREIGN LANG. & RELATED EDU. TRAVEL	13,363.
PESATURE, ANDREW	NONE		SCHOLARSHIP STUDY AT FOREIGN UNIV. IN A FOREIGN LANG. & RELATED EDU. TRAVEL	10,027.
SULLIVAN, M. - 2013	NONE		SCHOLARSHIP STUDY AT FOREIGN UNIV. IN A FOREIGN LANG. & RELATED EDU. TRAVEL	4,902.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SCHWARZENBERG CARLY	NONE		SCHOLARSHIP STUDY AT FOREIGN UNIV. IN A FOREIGN LANG. & RELATED EDU. TRAVEL	7,000.
WALLACE, SCOTT	NONE		SCHOLARSHIP STUDY AT FOREIGN UNIV. IN A FOREIGN LANG. & RELATED EDU. TRAVEL	7,500.
BLAKE, KARLIE	NONE		SCHOLARSHIP STUDY AT FOREIGN UNIV. IN A FOREIGN LANG. & RELATED EDU. TRAVEL	8,000.
BOSWELL, TIMOTHY	NONE		SCHOLARSHIP STUDY AT FOREIGN UNIV. IN A FOREIGN LANG. & RELATED EDU. TRAVEL	8,000.
FLOYD, JENNIFER	NONE		SCHOLARSHIP STUDY AT FOREIGN UNIV. IN A FOREIGN LANG. & RELATED EDU. TRAVEL	7,000.
HUGHES, SHANE	NONE		SCHOLARSHIP STUDY AT FOREIGN UNIV. IN A FOREIGN LANG. & RELATED EDU. TRAVEL	8,000.
TRAKAS, DALE	NONE		SCHOLARSHIP STUDY AT FOREIGN UNIV. IN A FOREIGN LANG. & RELATED EDU. TRAVEL	7,000.
WILHELM, JARED	NONE		SCHOLARSHIP STUDY AT FOREIGN UNIV. IN A FOREIGN LANG. & RELATED EDU. TRAVEL	8,000.
DUBOIS, ANDREW	NONE		LANGUAGE TRAINING GRANT FOR SPOUSE OF SCHOLAR	393.
FREEMAN, NICHOLAS	NONE		LANGUAGE TRAINING GRANT FOR SPOUSE OF SCHOLAR	272.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
HENSARLING, BRIAN	NONE		LANGUAGE TRAINING GRANT FOR SPOUSE OF SCHOLAR	359.
HUI, ERIC	NONE		LANGUAGE TRAINING GRANT FOR SPOUSE OF SCHOLAR	384.
MONIOT, DARREN	NONE		LANGUAGE TRAINING GRANT FOR SPOUSE OF SCHOLAR	415.
MUSA, JAMIL	NONE		LANGUAGE TRAINING GRANT FOR SPOUSE OF SCHOLAR	683.
TENOLD, BRYCESON	NONE		LANGUAGE TRAINING GRANT FOR SPOUSE OF SCHOLAR	60.
TANNER, MAUREEN	NONE		LANGUAGE TRAINING GRANT FOR SPOUSE OF SCHOLAR	1,105.
ANDERSON, MICHAEL	NONE		LANGUAGE TRAINING GRANT FOR SPOUSE OF SCHOLAR	1,022.
FOARD, MARSHALL	NONE		LANGUAGE TRAINING GRANT FOR SPOUSE OF SCHOLAR	915.
HOLTON, EDWARD	NONE		LANGUAGE TRAINING GRANT FOR SPOUSE OF SCHOLAR	939.
MAY, KYLE	NONE		LANGUAGE TRAINING GRANT FOR SPOUSE OF SCHOLAR	1,650.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MOORE, GARRETT	NONE		LANGUAGE TRAINING GRANT FOR SPOUSE OF SCHOLAR	775.
PESATURE, ANDREW	NONE		LANGUAGE TRAINING GRANT FOR SPOUSE OF SCHOLAR	628.
BRONDER, TIMOTHY	NONE		LANGUAGE TRAINING GRANT FOR SPOUSE OF SCHOLAR	441.
HUGHES, SHANE	NONE		LANGUAGE TRAINING GRANT FOR SPOUSE OF SCHOLAR	2,000.
MURPHY, MATTHEW	NONE		LANGUAGE TRAINING GRANT FOR SPOUSE OF SCHOLAR	1,007.
GARBERSON, RONALD	NONE		SCHOLAR - OVERSEAS LANGUAGE TRAINING GRANT	2,706.
HARAN, ALYSHA	NONE		SCHOLAR - OVERSEAS LANGUAGE TRAINING GRANT	5,000.
HUDAK, RONALD	NONE		SCHOLAR - OVERSEAS LANGUAGE TRAINING GRANT	1,250.
BLAKE, KARLIE	NONE		SCHOLAR - OVERSEAS LANGUAGE TRAINING GRANT	4,323.
FLOYD, JENNIFER	NONE		SCHOLAR - OVERSEAS LANGUAGE TRAINING GRANT	5,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
HUGHES, SHANE	NONE		SCHOLAR - OVERSEAS LANGUAGE TRAINING GRANT	2,400.
MURPHY, MATTHEW	NONE		SCHOLAR - OVERSEAS LANGUAGE TRAINING GRANT	1,981.
TRAKAS, DALE	NONE		SCHOLAR - OVERSEAS LANGUAGE TRAINING GRANT	1,797.
ANDERSON, MICHAEL	NONE		SCHOLAR FAMILIARIZATION TRIP GRANT	4,282.
BAIRD, MICHAEL	NONE		SCHOLAR FAMILIARIZATION TRIP GRANT	1,724.
CREWS, ARLENE	NONE		SCHOLAR FAMILIARIZATION TRIP GRANT	3,641.
CRUZ, FERNANDO	NONE		SCHOLAR FAMILIARIZATION TRIP GRANT	1,943.
FOARD, MARSHALL	NONE		SCHOLAR FAMILIARIZATION TRIP GRANT	3,665.
HICKIE, ELIA	NONE		SCHOLAR FAMILIARIZATION TRIP GRANT	2,092.
HICKIE, MARK	NONE		SCHOLAR FAMILIARIZATION TRIP GRANT	3,028.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
KENDALL, MICHAEL	NONE		SCHOLAR FAMILIARIZATION TRIP GRANT	2,505.
PESATURE, ANDREW	NONE		SCHOLAR FAMILIARIZATION TRIP GRANT	1,123.
WALLACE, SCOTT	NONE		SCHOLAR FAMILIARIZATION TRIP GRANT	1,560.
RYAN, JEFFREY	NONE		SCHOLAR FAMILIARIZATION TRIP GRANT	3,005.
WALSH, THOMAS	NONE		SCHOLAR FAMILIARIZATION TRIP GRANT	3,556.
WILHELM, JARED	NONE		SCHOLAR FAMILIARIZATION TRIP GRANT	4,673.
DEPARTMENT OF THE ARMY WEST POINT, NY	NONE		OVERSEAS TRAVEL PROGRAM & STUDENT CONFERENCE ON U.S. AFFAIRS (SCUSA)	110,000.
DEPARTMENT OF THE NAVY ANNAPOLIS, MD	NONE		OVERSEAS TRAVEL PROGRAM & NAVAL ACADEMY FOREIGN AFFAIRS CONFERENCE (NAFAC)	10,000.
DEPARTMENT OF THE AIR FORCE COLORADO SPRINGS, CO	NONE		OVERSEAS TRAVEL PROGRAM & ACADEMY ASSEMBLY	100,000.
NORWICH UNIVERSITY NORTHFIELD, VT	NONE		OVERSEAS TRAVEL PROGRAM	12,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
VIRGINIA MILITARY INSTITUTE FOUNDATION LEXINGTON, VA	NONE		OVERSEAS TRAVEL PROGRAM	12,000.
VIRGINIA TECH FOUNDATION BLACKSBURG, VA	NONE		OVERSEAS TRAVEL PROGRAM	12,000.
HAMPTON UNIVERSITY HAMPTON, VA	NONE		OVERSEAS TRAVEL PROGRAM	12,000.
NORFOLK STATE UNIVERSITY NORFOLK, VA	NONE		OVERSEAS TRAVEL PROGRAM	6,000.
CYSTIC FIBROSIS FOUNDATION BETHESDA, MD	NONE		DONATION IN HONOR OF GEN VICCELLIO	10,000.
THE SOCIETY OF THE CINCINNATI WASHINGTON, DC	NONE		SUPPORT OF MUSEUM FUNCTIONS AND GENERAL SUPPORT	15,000.
NATIONAL CAPITAL AREA COUNCIL BOY SCOUTS OF AMERICA BETHESDA, MD	NONE		OPERATION AND MAINTENANCE OF CAMP OLMSTED	10,000.
WARRIOR CANINE CONNECTION BROOKEVILLE, MD	NONE		MEMORIAL DONATION-STEVE MURPHY	500.
CAMP KESEM JOHN HOPKINS UNIVERSITY BALTIMORE, MD	NONE		MEMORIAL DONATION-STEVE MURPHY	500.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Approved for Future Payment (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
U.S. NAVAL ACADEMY	NONE		FOREIGN AFFAIRS CONFERENCE	10,000.
Total from continuation sheets				10,000.

FORM 990-PF	OTHER INCOME	STATEMENT	1
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MISCELLANEOUS	67,471.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	67,471.	0.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
AUDIT & BOOKKEEPING	18,445.	9,223.		6,416.	
TO FORM 990-PF, PG 1, LN 16B	18,445.	9,223.		6,416.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT EXPENSES	203,915.	203,915.			0.
TO FORM 990-PF, PG 1, LN 16C	203,915.	203,915.			0.

FORM 990-PF	TAXES		STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAXES	100,943.	0.		0.
PROPERTY TAXES	717.	143.		0.
PAYROLL TAXES	33,211.	3,321.		29,890.
TO FORM 990-PF, PG 1, LN 18	134,871.	3,464.		29,890.

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ANNUAL MEETING & RECEPTION	41,366.	0.		41,366.	
OFFICE EXPENSES	18,563.	3,713.		19,615.	
MISCELLANEOUS	7,241.	1,448.		0.	
BANK FEES	1,750.	350.		0.	
INSURANCE	7,981.	1,596.		6,385.	
REFERENCE MATERIALS	2,100.	0.		2,100.	
ASSEMBLIES/PLANNING	1,701.	0.		1,701.	
SCHOLAR ORIENTATION	32,666.	0.		32,666.	
OVERSEAS VISITS TO SCHOLARS	0.	0.		172.	
PROMOTIONS/PUBLICITY	0.	0.		4,625.	
OSP SERVICES: PROMOTIONS/PUBLICITY	5,608.	0.		0.	
TO FORM 990-PF, PG 1, LN 23	118,976.	7,107.		108,630.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	6
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
COMMON STOCKS	15,559,334.	15,559,334.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	15,559,334.	15,559,334.		

FORM 990-PF	CORPORATE BONDS		STATEMENT	7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
FIXED INCOME	3,124,132.	3,124,132.		
TOTAL TO FORM 990-PF, PART II, LINE 10C	3,124,132.	3,124,132.		

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS	FMV	20,417,470.	20,417,470.
REAL ESTATE INVESTMENT TRUST	FMV	2,945,567.	2,945,567.
TOTAL TO FORM 990-PF, PART II, LINE 13		23,363,037.	23,363,037.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	9
DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
FURNITURE AND EQUIPMENT	80,773.	76,613.	4,160.
TOTAL TO FM 990-PF, PART II, LN 14	80,773.	76,613.	4,160.

FORM 990-PF	OTHER ASSETS	STATEMENT	10
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
SECURITY DEPOSITS	3,000.	7,421.	7,421.
FEDERAL EXCISE TAX RECEIVABLE	0.	22,724.	22,724.
TO FORM 990-PF, PART II, LINE 15	3,000.	30,145.	30,145.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	11
DESCRIPTION	BOY AMOUNT	EOY AMOUNT	
SCHOLAR PROGRAM CONTRIBUTIONS PAYABLE	26,000.	791,777.	
DEFERRED RENT	1,438.	0.	
DEFERRED TAX LIABILITY	10,822.	86,339.	
FEDERAL EXCISE TAX PAYABLE	21,592.	0.	
TOTAL TO FORM 990-PF, PART II, LINE 22	59,852.	878,116.	

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

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ALL IN C/O ORGANIZATION				
BRUCE K. SCOTT	PRESIDENT 40.00	226,000.	11,300.	0.
DAVID G. ESTEP	EXECUTIVE VICE PRESIDENT 40.00	163,000.	8,150.	0.
ROBERT STRATTON	VICE PRESIDENT 40.00	147,500.	7,375.	0.
JOSEPH MCMANUS	SECRETARY/TREASURER 20.00	114,000.	0.	0.
W. DOUGLAS CROWDER	CHAIRMAN 1.00	8,000.	0.	0.
HENRY VICCELLIO, JR.	DIRECTOR 1.00	8,000.	0.	0.
SYLVANUS GILBERT	DIRECTOR 1.00	8,000.	0.	0.
EMERSON N. GARDNER	DIRECTOR 1.00	8,000.	0.	0.
JOHN ABIZAID	DIRECTOR 1.00	8,000.	0.	0.
DEBORAH A. LOEWER	DIRECTOR 1.00	8,000.	0.	0.

THE GEORGE AND CAROL OLMSTED FOUNDATION

54-6049005

GEORGE DONOVAN	DIRECTOR 1.00	8,000.	0.	0.
CHRISTOPHER HOWARD	DIRECTOR 1.00	8,000.	0.	0.
ANGELA SUPLISSON	DIRECTOR 1.00	8,000.	0.	0.
KATHRYN GAUTHIER	DIRECTOR 1.00	2,000.	0.	0.
EDWARD JEEP	DIRECTOR 1.00	8,000.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		<u>732,500.</u>	<u>26,825.</u>	<u>0.</u>

316261
05-01-13 # - Current year section 179 (D) - Asset disposed