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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. By law, the IRS cannot redact the information on the form.

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 07-01-2013 , and ending 06-30-2014

Name of foundation Commonweal Foundation Inc		A Employer identification number 23-7000192	
Number and street (or P O box number if mail is not delivered to street address) 10770 Columbia Pike No 150		B Telephone number (see instructions) (240) 450-0000	
City or town, state or province, country, and ZIP or foreign postal code Silver Spring, MD 20901		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16)▶\$ 232,633,152		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
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) (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)	3,108,593			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	10,540	10,540	10,540	
	4 Dividends and interest from securities.	2,795,509	2,795,509	2,795,509	
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	34,542,856			
	b Gross sales price for all assets on line 6a 84,083,002				
	7 Capital gain net income (from Part IV , line 2) . . .		83,131,051		
	8 Net short-term capital gain			332,007	
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	 75,640	75,640	75,640	
	12 Total. Add lines 1 through 11	40,533,138	86,012,740	3,213,696	
	13 Compensation of officers, directors, trustees, etc	502,103	28,627	28,627	473,475
	14 Other employee salaries and wages	4,242,524	101,913	101,913	4,145,307
	15 Pension plans, employee benefits	757,948	23,891	23,891	714,734
	16a Legal fees (attach schedule)	 74,783	33,667	33,667	30,901
	b Accounting fees (attach schedule)	 66,685	0	0	83,644
	c Other professional fees (attach schedule)	 1,187,944	150,033	150,033	1,091,064
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	 595,524	0	0	1,470,000
	19 Depreciation (attach schedule) and depletion . . .	141,331	0	0	
	20 Occupancy	190,908	0	0	216,319
	21 Travel, conferences, and meetings	184,430	13	13	190,770
	22 Printing and publications	31,949	0	0	34,394
	23 Other expenses (attach schedule)	 3,530,026	152,617	152,617	3,359,098
	24 Total operating and administrative expenses. Add lines 13 through 23	11,506,155	490,761	490,761	11,809,706
	25 Contributions, gifts, grants paid	4,531,024			7,665,266
	26 Total expenses and disbursements. Add lines 24 and 25	16,037,179	490,761	490,761	19,474,972
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	24,495,959			
	b Net investment income (if negative, enter -0-)		85,521,979		
	c Adjusted net income (if negative, enter -0-)			2,722,935	

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			7,443,996	3,095,884	3,095,884
	2	Savings and temporary cash investments			63,285,598	98,849,880	98,849,880
	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			219,720	194,761	194,761
	10a	Investments—U S and state government obligations (attach schedule)					
	b	Investments—corporate stock (attach schedule)			107,186,209	 47,035,799	47,035,799
	c	Investments—corporate bonds (attach schedule).			2,230,110	 2,180,850	2,180,850
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			874,057		
	12	Investments—mortgage loans					
	13	Investments—other (attach schedule)			38,218,899	 79,705,329	79,705,329
	14	Land, buildings, and equipment basis ▶ _____ 1,817,451 Less accumulated depreciation (attach schedule) ▶ _____ 584,000			367,415	 1,233,451	1,233,451
Liabilities	15	Other assets (describe ▶ _____)			 755,711	 337,198	 337,198
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)			220,581,715	232,633,152	232,633,152
	17	Accounts payable and accrued expenses			1,050,869	963,539	
	18	Grants payable			5,814,806	2,680,564	
	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 ▶ _____)			 1,725,325	 713,502	
Net Assets or Fund Balances	23	Total liabilities (add lines 17 through 22)			8,591,000	4,357,605	
		Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted			123,113,451	142,804,593	
	25	Temporarily restricted			88,877,264	85,470,954	
	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 (see page 17 of the instructions)			211,990,715	228,275,547	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)			220,581,715	232,633,152	

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	211,990,715
2	Enter amount from Part I, line 27a	2	24,495,959
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	236,486,674
5	Decreases not included in line 2 (itemize) ▶ _____ 	5	8,211,127
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	228,275,547

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)
1 a	Publicly traded securities	P		
b	Publicly traded securities	P		
c	Allen Global Partners K-1 ST	P		
d	Allen Global Partners K-1 LT	P		
e	1,808,963 Shs Choice Hotels Intl Inc	D		

(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 1,105,000		1,093,856	11,144
b 307,410		277,007	30,403
c			301,604
d			130,320
e 82,670,592		13,012	82,657,580

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			11,144
b			30,403
c			301,604
d			130,320
e			82,657,580

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	83,131,051
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	332,007

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 page 18 of 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	15,853,223	202,742,739	0 078194
2011	10,547,557	163,528,737	0 064500
2010	9,031,105	85,297,944	0 105877
2009	10,518,515	84,356,533	0 124691
2008	11,952,232	87,130,579	0 137176

2 Total of line 1, column (d).	2	0 510438
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 102088
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	225,884,753
5 Multiply line 4 by line 3.	5	23,060,123
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	855,220
7 Add lines 5 and 6.	7	23,915,343
8 Enter qualifying distributions from Part XII, line 4.	8	19,608,282

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See
the Part VI instructions

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the 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	1,710,440
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	1,710,440
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	1,710,440
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1,786,790
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	1,786,790
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	76,350
11	Enter the amount of line 10 to be Credited to 2014 estimated tax ☐ 76,350 Refunded ☐	11	0

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	<i>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.</i>			
c	Did the foundation file Form 1120-POL for this year?.	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☐ \$ _____ 0 (2) On foundation managers ☐ \$ _____ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2		No
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? <i>If "Yes," attach a conformed copy of the changes</i>	3	Yes	
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ DC, MD _____			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>	8b	Yes	
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)? <i>If "Yes," complete Part XIV</i>	9	Yes	
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address  www.cweal.org				
14	The books are in care of  The Foundation Telephone no  (240) 450-0000			
	Located at  10770 Columbia Pike Ste 150 Silver Spring MD ZIP +4  20901			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here  			
	and enter the amount of tax-exempt interest received or accrued during the year 	15		
16	At any time during calendar year 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
	See 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.			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 page 20 of the instructions)?  	1b		No
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		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?  Yes  No			
	If "Yes," list the years  20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	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  20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?  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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>)	3b		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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

5b

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)?

No

6a

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

No

6b

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

No

7a

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

No

7b

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

Part VIII

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

1

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

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

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
Noel Bravo 10770 Columbia Pike Silver Spring, MD 20901	Sr Dir of Eval & M 40 00	140,891	17,789	0
Andrew F Pepito 10770 Columbia Pike Silver Spring, MD 20901	Dir of Finance & IT 40 00	151,790	4,895	0
Katarzyna Hlavaty 10770 Columbia Pike Silver Spring, MD 20901	Controller 40 00	127,849	16,808	0
David Daniels 10770 Columbia Pike Silver Spring, MD 20901	Program Dir 40 00	123,486	15,887	0
Christopher Thorn 10770 Columbia Pike Silver Spring, MD 20901	IT Director 40 00	129,088	10,234	0
Total number of other employees paid over \$50,000.				22

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Betsy Cox Productions LLC 2785 Southern Hills Drive North Garden, VA 22959	Video Production	163,521
The Brand Consultancy LLC PO Box 1590 Wrightsville Beach, NC 28480		
Spencer Stuart 353 N Clark Suite 2400 Chicago, IL 60654	Executive Recruiting	97,392
Child Trends 7315 Wisconsin Avenue Suite 1200 W Bethesda, MD 20814	Program Evaluation	91,837
Brenda E McCartney 131 N 2nd Street Oakland, MD 21550	Consulting	79,200
Total number of others receiving over \$50,000 for professional services.		2

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 Under the Pathways to Success umbrella, the Boarding and Day School Programs (BDSP), consist of Student Support Services (SSS), School Enhancement Program (SEP), and Seventh-day Adventist Initiative (SDAI) SSS offers comprehensive direct services and grants to BDSP scholars and partner schools through scholarships and academic preparation, career and workforce preparation, civic and social engagement opportunities and mental wellness services. For the year ended June 30, 2014, a total of 491 students were awarded financial assistance under the SSS program.	4,070,442
2 Some BDSP partner schools do not have systems and faculty in place to meet the Foundation's requirements to provide appropriate services BDSP scholars. The Foundation offers School Enhancement Program (SEP) service contracts to help partner schools fully implement the BDSP. The purpose of the SEP is to provide qualifying BDSP partner schools training and technical assistance that equip them with the knowledge, skills and processes to improve student achievement. Since student achievement is closely linked to college and workforce readiness, SEP uses Continuous School Improvement (CSI) the Foundation's evidence-based program model. CSI is centered on building the capacity of partner schools to develop a vision with which to align all of their processes and continuously use data to evaluate whether the partner school's instructions, curriculum, assessment and processes improve learning outcomes for students.	972,778
3 Seventh-day Adventist Initiative (SDAI) offers comprehensive support to Seventh-day Adventist schools to build their organizational effectiveness in the areas of board governance, instruction, and curriculum, and, infrastructure and finance. Support for SDAI is provided through grants, service contracts, and technical assistance provided by Foundation staff. For the year ended June 30, 2014, a total of 1,243 students were served by schools funded through SDAI.	1,450,242
4 Also operating under the Pathways to Success umbrella, After School Programs (ASP) are designed to offer academic support to children living in underserved communities within the Washington, DC metropolitan area. Specifically, this program provides tutoring in reading, writing, and math to qualifying students in grades K-12. A signature component of the program is that student retain the books they read with their groups. For the year ended June 30, 2014, a total of 1,594 students were served by the ASP.	3,133,885

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	0

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	113,204,590
b	Average of monthly cash balances.	1b	88,524,890
c	Fair market value of all other assets (see instructions).	1c	27,595,142
d	Total (add lines 1a, b, and c).	1d	229,324,622
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 	1e	7,579,459
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	229,324,622
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	3,439,869
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	225,884,753
6	Minimum investment return. Enter 5% of line 5.	6	11,294,238

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

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	19,474,972
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	133,310
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	19,608,282
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	19,608,282
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			
2	Undistributed income, if any, as of the end of 2013			
a	Enter amount for 2012 only.			
b	Total for prior years 20____, 20____, 20____			
3	Excess distributions carryover, if any, to 2013			
a	From 2008.			
b	From 2009.			
c	From 2010.			
d	From 2011.			
e	From 2012.			
f	Total of lines 3a through e.			
4	Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ _____			
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.			
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).)			
6	Enter the net total of each column as indicated below:			
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5			
b	Prior years' undistributed income Subtract line 4b from line 2b.			
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.			
d	Subtract line 6c from line 6b Taxable amount—see instructions.			
e	Undistributed income for 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.			
10	Analysis of line 9			
a	Excess from 2009.			
b	Excess from 2010.			
c	Excess from 2011.			
d	Excess from 2012.			
e	Excess from 2013.			

Part XIV

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

1a

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

b

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

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years				(e) Total
		(a) 2013	(b) 2012	(c) 2011	(d) 2010		
		2,722,935	10,137,137	4,419,593	3,777,818		21,057,483
b	85% of line 2a	2,314,495	8,616,566	3,756,654	3,211,145		17,898,861
c	Qualifying distributions from Part XII, line 4 for each year listed	19,608,282	15,853,223	10,547,557	9,031,105		55,040,167
d	Amounts included in line 2c not used directly for active conduct of exempt activities	7,665,266	5,480,108	2,251,169	526,067		15,922,610
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	11,943,016	10,373,115	8,296,388	8,505,038		39,117,557
3	Complete 3a, b, or c for the alternative test relied upon						
a	"Assets" alternative test—enter						
	(1) Value of all assets						0
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)						0
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . .	7,529,492	6,758,091	5,450,958	2,843,265		22,581,806
c	"Support" alternative test—enter						
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).						0
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).						0
	(3) Largest amount of support from an exempt organization						0
	(4) Gross investment income						0

Part XV

Supplementary Information (Complete this part only if the organization 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))

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

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

The Commonweal Foundation
10770 Columbia PikeSuite 150
Silver Spring,MD 20901
(240) 450-0000

b

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

The Commonweal Foundation requires applicants to complete an online grant application The application can be accessed at www.cweal.org If organizations are unable to complete the online application they should contact the Grants Department staff by emailing grants@cweal.org before applying Applicants must attach the current budget for entire organization and for specific project, the current 990 and recent independent audit report, and addresses for all current program site locations

c

Any submission deadlines

February 1 and August 1

d

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

The following guidelines help to direct the Foundation's funding decisions within the Community Assistance Grants Program The Foundation will only consider requests that address the education needs of disadvantaged children and youth We are particularly interested in helping organizations that implement strategies that foster partnership building We consider request for General Operating and Project specific support Priority will be given to funding programs located in Washington, DC and Maryland The organization's Annual Operating Budget may not exceed \$2,500,000 All programs must have a 501 (c) (3) private /public non-profit tax exempt status with the IRS The maximum grant award under this program is \$50,000 Organizations may submit a proposal for only one deadline within a 12 month period Generally organizations that have received recent funding for 3 consecutive years must skip a year before re-applying

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 See Additional Data Table				
Total			3a	7,665,266
b Approved for future payment See Additional Data Table				
Total			3b	2,680,564

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

Form 990PF Part VIII Line 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
Barbara Bainum	Chair/President/CEO 40 00	286,270	27,445	0
10770 Columbia Pike 150 Silver Spring, MD 20901				
Rozita Lagorce Green	Vice President/CSO 40 00	175,833	19,334	0
10770 Columbia Pike 150 Silver Spring, MD 20901				
Stewart Bainum	Vice Chair(Passed away 2/2014) 1 00	0	0	0
10770 Columbia Pike 150 Silver Spring, MD 20901				
Bruce Bainum	Director 1 00	0	0	0
10770 Columbia Pike 150 Silver Spring, MD 20901				
Alexander Froom	Director 1 00	0	0	0
10770 Columbia Pike 150 Silver Spring, MD 20901				
Charles A Ledsinger	Director 1 00	0	0	0
10770 Columbia Pike 150 Silver Spring, MD 20901				
James Mac Cutcheon	Director (Thru 5/2014) 1 00	0	0	0
10770 Columbia Pike 150 Silver Spring, MD 20901				
Bruce Haase	Director (Thru 4/2014) 1 00	40,000	0	0
10770 Columbia Pike 150 Silver Spring, MD 20901				
Scott Renschler	Director 1 00	0	0	0
10770 Columbia Pike 150 Silver Spring, MD 20901				
Steve Bumbaugh	Director 1 00	0	0	0
10770 Columbia Pike 150 silver Spring, MD 20901				
Chrstine Shreve	Audit Comm Chair 1 00	0	0	0
10770 Columbia Pike 150 Silver Spring, MD 20901				

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
Access Art Inc 2446 Washington Blvd Baltimore, MD 21230		501c3	General Operating/Mission	10,000
Alexandria Seaport Foundation PO Box 25036 Alexandria, VA 22313		501c3	General Operating/Mission	15,000
Allegheny East Conference 767 Douglass Dr Boyertown, PA 19512		501c3	Baltimore Junior Academy Renovation	328,478
Alumni Achievement Awards 7201 Shallowford Rd Suite 200 Chattanooga, TN 37421		501c3	General Operating/Mission	54,576
Alumni Achievement Awards 7201 Shallowford Rd Suite 200 Chattanooga, TN 37421		501c3	General Operating/Mission	49,580
American Showcase Theatre Co Inc 1201 North Royal St Alexandria, VA 22314		501c3	General Operating/Mission	2,500
Asian Aid USA LTD PO Box 2258 College Dale, TN 37315		501c3	General Operating/Mission	3,000
Asian Aid USA LTD PO Box 2258 College Dale, TN 37315		501c3	General Operating/Mission	3,000
Barrie School 13500 Layhill Rd Silver Spring, MD 20906		501c3	General Operating/Mission	250
Baystate Health Foundation Inc 280 Chestnut St Springfield, MA 01199		501c3	General Operating/Mission	50
Beacon House Community Ministry Inc PO Box 29629 Washington, DC 20017		501c3	General Operating/Mission	25,000
Beacon House Community Ministry Inc PO Box 29629 Washington, DC 20017		501c3	General Operating/Mission	15,000
Beacon House Community Ministry Inc PO Box 29629 Washington, DC 20017		501c3	General Operating/Mission	3,333
Beltsville Adventist School 4230 Ammendale Rd Beltsville, MD 20705		501c3	Data Collection and Analysis	3,500
Benedictine Academy 840 North Broad St Elizabeth, NJ 07208		501c3	Summer Programs	2,700
Total  3a				7,665,266

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
Bowdoin College 4100 College Station Brunswick, ME 04011		501c3	General Operating/Mission	62,500
Brainfood 1525 Newton St NW Washington, DC 20010		501c3	General Operating/Mission	25,000
Brainfood 1525 Newton St NW Washington, DC 20010		501c3	Summer programs	14,549
Campion Academy 300 42nd St SW Loveland, CO 80537		501c3	Professional Development/Princeton Review	6,000
Campion Academy 300 42nd St SW Loveland, CO 80537		501c3	Mission Trip to Belize and Puerto Rico	34,196
Capital Area Food Bank 4900 Puerto Rico Ave NE Washington, DC 20017		501c3	General Operating/Mission	30,000
Celebrate Life Ministries 14900 Ridge Farm Ct Bowie, MD 20715		501c3	General Operating/Mission	1,000
Center for Self Discovery 2121 K St NW Washington, DC 20037		501c3	General Operating/Mission	50
Chess Challenge in DC 5185 MacArthur Blvd NW Suite 620 Washington, DC 20016		501c3	General Operating/Mission	10,000
Child Start Inc 439 Devlin Rd Napa, CA 94558		501c3	General Operating/Mission	25,000
Childhaven 316 Broadway Seattle, WA 98122		501c3	General Operating/Mission	35,000
Children's Hospital Foundation 801 Roeder Rd Suite 300 Silver Spring, MD 20910		501c3	General Operating/Mission	2,500
Children's Hospital Foundation 801 Roeder Rd Suite 300 Silver Spring, MD 20910		501c3	General Operating/Mission	1,250
Children's Hospital Foundation 801 Roeder Rd Suite 300 Silver Spring, MD 20910		501c3	General Operating/Mission	1,250
Chillum Youth Project PO Box 57 Hyattsville, MD 20781		501c3	General Operating/Mission	12,000
Total  3a				7,665,266

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
Chillum Youth Project PO Box 57 Hyattsville, MD 20781		501c3	General Operating/Mission	11,500
City Dance Ensemble Inc 1111 16th St NW Suite 300 Washington, DC 20036		501c3	Summer Programs	92,262
City Dance Ensemble Inc 1111 16th St NW Suite 300 Washington, DC 20036		501c3	General Operating/Mission	25,000
City Dance Ensemble Inc 1111 16th St NW Suite 300 Washington, DC 20036		501c3	General Operating/Mission	5,000
Class Act Arts Inc 8720 Georgia Ave Suite 303 Silver Spring, MD 20910		501c3	Summer Programs	167,584
Collective Heritage Institute 1607 Paseo De Peralta Suite 3 Santa Fe, NM 87501		501c3	General Operating/Mission	2,000
Collegiate Directions Inc 4833 Rugby Ave Suite 301 Bethesda, MD 20814		501c3	General Operating/Mission	2,500
Community School 337 West 30th St Baltimore, MD 21211		501c3	General Operating/Mission	12,500
Community School 337 West 30th St Baltimore, MD 21211		501c3	General Operating/Mission	12,500
Compass Housing Alliance 77 S Washington St 5th Floor Seattle, WA 98104		501c3	General Operating/Mission	300
Crisis Clinic 9725 3rd Ave NE Suite 300 Seattle, WA 98115		501c3	General Operating/Mission	5,000
Cristo Rey Jesuit HS Baltimore 420 South Chester St Baltimore, MD 21231		501c3	Professional Development	150
Cristo Rey Jesuit HS Baltimore 420 South Chester St Baltimore, MD 21231		501c3	Professional Development/Princeton Review	6,000
Cristo Rey Jesuit HS Minneapolis 2924 4th Ave South Minneapolis, MN 55408		501c3	Professional Development/Princeton Review	6,000
Critical Exposure Inc 1816 12th St NW 3rd Floor Washington, DC 20009		501c3	General Operating/Mission	20,000
Total ▶ 3a				7,665,266

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
Dakota Adventist Academy 15905 Shenenne Circle Bismarck,ND 58503		501c3	General Operating/Mission	25
DC Central Kitchen Inc 425 Second St NW Washington,DC 20001		501c3	General Operating/Mission	75,000
DC Creative Writing Workshop Inc 601 Mississippi Ave SE Washington,DC 20032		501c3	General Operating/Mission	2,850
DC Creative Writing Workshop Inc 601 Mississippi Ave SE Washington,DC 20032		501c3	General Operating/Mission	17,000
DC Creative Writing Workshop Inc 601 Mississippi Ave SE Washington,DC 20032		501c3	General Operating/Mission	10,000
DC SCORES 1224 M St Washington,DC 20005		501c3	General Operating/Mission	17,000
Dominion Church Of Washington DC 5335 1st PI NE Washington,DC 20011		501c3	General Operating/Mission	650
Don Bosco Cristo Rey Jesuit HS 1010 Larch Ave Takoma Park,MD 20912		501c3	Professional Development	3,273
DuPont Park Adventist School 3942 Alabama Ave SE Washington,DC 20020		501c3	Data Collection and Analysis	5,500
Elephant Sanctuary PO Box 393 Hohenwald,TN 38462		501c3	Data Collection and Analysis	500
Enormous Changes Inc 1520 Lyon St San Francisco,CA 94115		501c3	General Operating/Mission	6,250
Enormous Changes Inc 1520 Lyon St San Francisco,CA 94115		501c3	General Operating/Mission	3,750
Enormous Changes Inc 1520 Lyon St San Francisco,CA 94115		501c3	General Operating/Mission	2,500
Episcopal Church in Navajoland PO Box 720 Farmington,MN 87499		501c3	General Operating/Mission	5,000
Fair Chance 2001 S St NW Suite 310 Washington,DC 20009		501c3	General Operating/Mission	25,000
Total  3a				7,665,266

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
Family Works 1501 N 45th St Seattle, WA 98103		501c3	General Operating/Mission	2,000
Farm Sanctuary Inc PO Box 150 Watkins Glen, NY 14891		501c3	General Operating/Mission	500
Fishing School Inc 4737 Meade St NE Washington, DC 20019		501c3	General Operating/Mission	16,000
Fishing School Inc 4737 Meade St NE Washington, DC 20019		501c3	General Operating/Mission	7,000
Fishing School Inc 4737 Meade St NE Washington, DC 20019		501c3	General Operating/Mission	2,637
Fletcher Academy PO Box 5440 FletcherHendersonvill, NC 28732		501c3	Mission Trip to Panama and Belize	33,288
Fletcher Academy PO Box 5440 FletcherHendersonvill, NC 28732		501c3	Professional Development/Princeton Review	6,000
Florida Hospital SDA Church 2800 N Orange Ave Orlando, FL 32804		501c3	General Operating/Mission	2,000
Food Research and Action Center Inc 1875 Connecticut Ave NW Suite 540 Washington, DC 20009		501c3	General Operating/Mission	60,000
Forest Lake Education Center 1275 Learning Loop Longwood, FL 32779		501c3	General Operating/Mission	15,000
Forest Lake SDA Church 515 Harley Lester Ln Apopka, FL 32703		501c3	General Operating/Mission	17,000
Forest Lake SDA Church 515 Harley Lester Ln Apopka, FL 32703		501c3	General Operating/Mission	500
Fox Swim Club II 448 W South St Frederick, MD 21701		501c3	Summer Programs	20,250
Free Minds Book Club & Writing Workshop 2201 P St NW Washington, DC 20037		501c3	General Operating/Mission	15,000
Free Minds Book Club & Writing Workshop 2201 P St NW Washington, DC 20037		501c3	General Operating/Mission	7,500
Total  3a				7,665,266

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
Gaithersburg Sports Association 10 Brookes Ave Gaithersburg, MD 20877		501c3	General Operating/Mission	5,000
George E Peters School 6303 Riggs Rd Hyattsville, MD 20783		501c3	Data Collection and Analysis	8,500
Georgia Cumberland Academy 397 Academy Dr SW Calhoun, GA 30701		501c3	Mission Trip to Nicaragua	26,571
Georgia Cumberland Academy 397 Academy Dr SW Calhoun, GA 30701		501c3	Professional Development/Princeton Review	6,000
Global Fund For Children (GFC) 1101 14th St NW Suite 420 Washington, DC 20005		501c3	General Operating/Mission	17,100
Global Fund For Children (GFC) 1101 14th St NW Suite 420 Washington, DC 20005		501c3	General Operating/Mission	17,100
HHH Heroes Helping Heroes Inc 4900 Mercantile Rd 43574 Baltimore, MD 21236		501c3	General Operating/Mission	17,500
Higher Achievement Program Inc 317 8th St NE Washington, DC 20002		501c3	General Operating/Mission	875
Higher Achievement Program Inc 317 8th St NE Washington, DC 20002		501c3	General Operating/Mission	250
Homeless Prenatal Program Inc 2500 18th St San Francisco, CA 94110		501c3	General Operating/Mission	50,000
Hope House DC PO Box 60682 Washington, DC 20039		501c3	General Operating/Mission	24,000
Hope House DC PO Box 60682 Washington, DC 20039		501c3	General Operating/Mission	20,000
Hope House DC PO Box 60682 Washington, DC 20039		501c3	General Operating/Mission	2,500
Horizons Greater Washington Inc 3000 Cathedral Ave NW Washington, DC 20008		501c3	General Operating/Mission	25,000
Horizons Greater Washington Inc 3000 Cathedral Ave NW Washington, DC 20008		501c3	General Operating/Mission	7,500
Total  3a				7,665,266

Form 990PF Part XV Line 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				
Horizons Greater Washington Inc 3000 Cathedral Ave NW Washington, DC 20008		501c3	General Operating/Mission	2,500
Horizons Greater Washington Inc 3000 Cathedral Ave NW Washington, DC 20008		501c3	General Operating/Mission	2,000
Horton's Kids Inc 110 Maryland Ave NE Suite 207 Washington, DC 20002		501c3	General Operating/Mission	25,000
International Franchise Association Educational Foundation 1501 K St NW Suite 350 Washington, DC 20005		501c3	General Operating/Mission	6,250
International Franchise Association Educational Foundation 1501 K St NW Suite 350 Washington, DC 20005		501c3	General Operating/Mission	6,250
International Franchise Association Educational Foundation 1501 K St NW Suite 350 Washington, DC 20005		501c3	General Operating/Mission	6,250
International Franchise Association Educational Foundation 1501 K St NW Suite 350 Washington, DC 20005		501c3	General Operating/Mission	2,500
International Franchise Association Educational Foundation 1501 K St NW Suite 350 Washington, DC 20005		501c3	General Operating/Mission	2,500
International Franchise Association Educational Foundation 1501 K St NW Suite 350 Washington, DC 20005		501c3	General Operating/Mission	2,500
International Franchise Association Educational Foundation 1501 K St NW Suite 350 Washington, DC 20005		501c3	General Operating/Mission	2,500
Jan's Tutoring House 1529 Pennsylvania Ave SE Washington, DC 20003		501c3	General Operating/Mission	10,000
Journey Through Hallowed Ground PO Box 77 Waterford, VA 20197		501c3	General Operating/Mission	5,000
Joy of Motion Dance Center 1333 H St NE Washington, DC 20002		501c3	General Operating/Mission	10,000
Joy of Motion Dance Center 1333 H St NE Washington, DC 20002		501c3	Summer Programs	17,336
Joy of Motion Dance Center 1334 H St NE Washington, DC 20002		501c3	General Operating/Mission	2,500
Kakenya Center for Excellence 2100 Pennsylvania Ave NW Suite 525 Washington, DC 20037		501c3	General Operating/Mission	5,000
Total  3a				7,665,266

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
Kakenya Center for Excellence 2100 Pennsylvania Ave NW Suite 525 Washington, DC 20037		501c3	General Operating/Mission	5,000
Kid Power Inc 755 8th St NW Washington, DC 20001		501c3	General Operating/Mission	25,000
Knox County Career Center 306 Martinsburg Rd Mount Vernon, OH 43050		501c3	General Operating/Mission	13,626
Latin American Youth Center 1419 Columbia Rd NW Washington, DC 20009		501c3	General Operating/Mission	1,000
Latino Student Fund PO Box 5403 Washington, DC 20016		501c3	General Operating/Mission	15,000
Lead4Life Inc PO Box 306 O Iney, MD 20830		501c3	General Operating/Mission	25,000
Liberty's Promise Inc 1010 Pendleton St Alexandria, VA 22314		501c3	General Operating/Mission	20,000
Lighthouse Central Florida Inc 215 E New Hampshire St Orlando, FL 32804		501c3	General Operating/Mission	1,000
Lighthouse Central Florida Inc 215 E New Hampshire St Orlando, FL 32804		501c3	General Operating/Mission	3,125
Little Lights Urban Ministries 760 7th St SE Washington, DC 20003		501c3	General Operating/Mission	25,000
Live It Learn It (LILI) 735 8th St SE Suite 300 Washington, DC 20003		501c3	General Operating/Mission	20,000
Los Angeles Ballet Inc 11755 Exposition Blvd Los Angeles, CA 90064		501c3	General Operating/Mission	10,000
Los Angeles Ballet Inc 11755 Exposition Blvd Los Angeles, CA 90064		501c3	General Operating/Mission	10,000
Lowell School Inc 1640 Kalima Rd Washington, DC 20012		501c3	General Operating/Mission	1,000
Loyola High School 15325 Pinehurst Detroit, MI 48238		501c3	Professional Development	28,200
Total  3a				7,665,266

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
Loyola High School 15325 Pinehurst Detroit, MI 48238		501c3	Mission Trip to Manistique, MI	10,668
Loyola High School 15325 Pinehurst Detroit, MI 48238		501c3	Professional Development	6,000
MAHI International PO Box 338 Rancho Cucamonga, CA 91729		501c3	General Operating/Mission	2,000
Maranatha 900 Reserve Dr Suite 100 Roseville, CA 95678		501c3	OIney Adventist Preparatory School - Project 1	1,511,446
Maranatha 900 Reserve Dr Suite 100 Roseville, CA 95678		501c3	EEC Buildings - Project 5	1,352,000
Maranatha 900 Reserve Dr Suite 100 Roseville, CA 95678		501c3	EEC Buildings - Project 2	490,000
Mentoring Today 4302 Benning Rd NE 2 Washington, DC 20019		501c3	General Operating/Mission	25,000
Mercy Health Clinic Inc 7 Metropolitan Court Suite 1 Gaithersburg, MD 20878		501c3	General Operating/Mission	40,000
Mockingbird Society 2100 24th Ave S Suite 240 Seattle, WA 98144		501c3	General Operating/Mission	2,000
Montgomery County Dept of Recreation 4010 Randolph Rd Room 101 SIilver Spring, MD 20902		501c3	Summer Programs	5,000
Montrose Baptist Church 5100 Randolph Rd Rockville, MD 20852		501c3	General Operating/Mission	1,000
Mount Michael Benedictine School 22520 Mount Michael Rd Elkhorn, NE 68022		501c3	Mission Trip to Mexico	6,273
Mount Michael Benedictine School 22520 Mount Michael Rd Elkhorn, NE 68022		501c3	Professional Development	1,537
Napa Valley Performing Arts Center PO Box 2675 Yountville, CA 94599		501c3	General Operating/Mission	60,000
NapaLearns 2121 Imola Ave Napa, CA 94559		501c3	General Operating/Mission	50,000
Total  3a				7,665,266

Form 990PF Part XV Line 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				
National MS Society 1212 Scripps Summit Dr Suite 190 San Diego,CA 92131		501c3	General Operating/Mission	1,000
Neighborhood Farm Initiative 6808 Laurel St NW Washington,DC 20012		501c3	General Operating/Mission	2,500
New Community For Children Inc 1722 6th St NW Washington,DC 20001		501c3	General Operating/Mission	25,000
New Community For Children Inc 1722 6th St NW Washington,DC 20001		501c3	General Operating/Mission	21,500
NewSchools Venture Fund 1970 Broadway Suite 350 Oakland,CA 94612		501c3	General Operating/Mission	50,000
NewSchools Venture Fund 1970 Broadway Suite 350 Oakland,CA 94612		501c3	General Operating/Mission	100,000
Nurse Family Partnership 1900 Grant St Suite 400 Denver,CO 80203		501c3	General Operating/Mission	25,000
O Iney Adventist Prep School 4100 O Iney-Laytonsville Rd O Iney,MD 20832		501c3	Data Collection and Analysis	8,500
O Iney Adventist Prep School 4100 O Iney-Laytonsville Rd O Iney,MD 20832		501c3	Data Collection and Analysis	58,500
O ne Life Institute 6114 Lasalle Ave Suite 759 Oakland,CA 94611		501c3	General Operating/Mission	2,500
O ne Life Institute 6114 Lasalle Ave Suite 759 Oakland,CA 94611		501c3	General Operating/Mission	2,500
Only Make Believe Inc 121 West 27th St Suite 1002 New York,NY 10001		501c3	General Operating/Mission	3,500
O rlando Central SDA Church 624 N Broadway Ave Orlando,FL 32803		501c3	General Operating/Mission	1,000
Pacific Union College 1 Angwin Ave Angwin,CA 94508		501c3	General Operating/Mission	1,500
Pacific Union College Church PO Box 297 Angwin,CA 94508		501c3	General Operating/Mission	16,382
Total ▶ 3a				7,665,266

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
Pacific Union College Church PO Box 297 Angwin, CA 94508		501c3	General Operating/Mission	16,382
Passion for Learning Inc 1210 Woodside Parkway Silver Spring, MD 20910		501c3	Summer Programs	46,650
Pathways LA 3550 W 6th St Suite 500 Los Angeles, CA 90020		501c3	General Operating/Mission	50,000
Patricia Sitar Center for the Arts 1700 Kalorama Rd NW Suite 101 Washington, DC 20009		501c3	General Operating/Mission	10,000
People Animals Love 731 8th St SE Suite 301 Washington, DC 20003		501c3	General Operating/Mission	25,000
Plymouth Housing Group 2113 3rd Ave Seattle, WA 98121		501c3	General Operating/Mission	250
Positive Resource Center 785 Market St 10th Floor San Francisco, CA 94103		501c3	General Operating/Mission	2,500
Potomac Conference of SDA 606 Greenville Ave Staunton, VA 24401		501c3	Math Specialist	78,967
Potomac Conference of SDA 606 Greenville Ave Staunton, VA 24401		501c3	Cluster Liaison Position	75,524
Potomac Conference of SDA 606 Greenville Ave Staunton, VA 24401		501c3	Instructional Framework	15,000
Potomac Conference of SDA 606 Greenville Ave Staunton, VA 24401		501c3	Instructional Coaching K-8	4,000
Potomac Conference of SDA 606 Greenville Ave Staunton, VA 24401		501c3	Strategic Planning	30,473
Potomac Conference of SDA 606 Greenville Ave Staunton, VA 24401		501c3	Takoma Academy Cluster Renovation - Project #2	105,303
Powerful Voices 1620 18th Ave Suite 100 Seattle, WA 98122		501c3	General Operating/Mission	2,500
Pride Foundation 1122 E Pike St PMB 1001 Seattle, WA 98122		501c3	General Operating/Mission	6,250
Total  3a				7,665,266

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
Pride Foundation 1122 E Pike St PMB 1001 Seattle, WA 98122		501c3	General Operating/Mission	2,500
Pro Bono Counseling Project Inc 110 West Rd Suite 202 Baltimore, MD 21204		501c3	General Operating/Mission	17,500
Professional Develop & Training Center 520 West Fayette St 4th Fl Baltimore, MD 21201		501c3	General Operating/Mission	25,000
Professional Develop & Training Center 520 West Fayette St 4th Fl Baltimore, MD 21201		501c3	General Operating/Mission	20,000
Project Create 2401 Virginia Ave NW Washington, DC 20037		501c3	General Operating/Mission	13,000
Reach Education Inc 218 D St SE Washington, DC 20003		501c3	General Operating/Mission	20,000
Reading Connection Inc 4001 N 9th St Suite 226 Arlington, VA 22203		501c3	General Operating/Mission	20,000
Refugee Transitions 870 Market St Suite 718 San Francisco, CA 94102		501c3	General Operating/Mission	2,500
ReSET (Retired Scientists Engineers & Technicians) PO Box 9400 Washington, DC 20016		501c3	General Operating/Mission	10,000
Resources for Inner City Children PO Box 15231 Washington, DC 20003		501c3	General Operating/Mission	5,000
Resources for Inner City Children 1431 Howard Rd SE Washington, DC 20020		501c3	General Operating/Mission	25,000
Resources for Inner City Children 1431 Howard Rd SE Washington, DC 20020		501c3	General Operating/Mission	15,000
Resources for Inner City Children 1431 Howard Rd SE Washington, DC 20020		501c3	General Operating/Mission	5,000
REZ Refuge Ministries PO Box 2016 Fort Defiance, AZ 86504		501c3	General Operating/Mission	1,000
REZ Refuge Ministries PO Box 2016 Fort Defiance, AZ 86504		501c3	General Operating/Mission	3,125
Total  3a				7,665,266

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
REZ Refuge Ministries PO Box 2016 Fort Defiance,AZ 86504		501c3	General Operating/Mission	2,500
REZ Refuge Ministries PO Box 2016 Fort Defiance,AZ 86504		501c3	General Operating/Mission	6,250
Rio Lindo 3200 Rio Lindo Ave Healdsburg,CA 95448		501c3	Mission Trip to Mexico	19,000
Sacred Place Community Church PO Box 1001 NE Washington,DC 20013		501c3	General Operating/Mission	1,000
Saint Helena Family Center Inc 1440 Spring St Saint Helena,CA 94574		501c3	General Operating/Mission	40,000
Saint Joseph's Indian School PO Box Chamberlain,SD 57326		501c3	General Operating/Mission	350
Sandy Spring Friends School 16923 Norwood Rd Sandy Spring,MD 20860		501c3	General Operating/Mission	1,000
Seattle Humane Society 13212 SE Eastgate Way Bellevue,WA 98005		501c3	General Operating/Mission	200
Servants of the Lord 28 15th St SE Washington,DC 20003		501c3	General Operating/Mission	950
Shaw Community Ministry Inc 1726 7th St NW Washington,DC 20001		501c3	General Operating/Mission	25,000
Shenandoah Valley Academy 234 West Lee Highway New Market,VA 22844		501c3	Professional Development	160,000
Shenandoah Valley Academy 234 West Lee Highway New Market,VA 22844		501c3	Mission Trip to Brazil	51,910
Shenandoah Valley Academy 234 West Lee Highway New Market,VA 22844		501c3	Professional Development	6,000
Shining Hope For Communities Inc 175 Varick St 6th Fl New York,NY 10014		501c3	Professional Development	12,500
Shining Hope For Communities Inc 175 Varick St 6th Fl New York,NY 10014		501c3	General Operating/Mission	12,500
Total  3a				7,665,266

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
Signature Theatre Inc 4200 Campbell Ave Arlington, VA 22206		501c3	General Operating/Mission	5,000
Somerville Community Corporation Inc 337 Somerville Ave Second Floor Somerville, MA 02143		501c3	General Operating/Mission	2,250
Saint Francis Neighborhood Center Corp 2405 Linden Ave Baltimore, MD 21217		501c3	General Operating/Mission	7,500
Saint Francis Neighborhood Center Corp 2405 Linden Ave Baltimore, MD 21217		501c3	General Operating/Mission	7,500
Saint Gabriel Church 26 Grant Circle NW Washington, DC 20011		501c3	General Operating/Mission	1,000
Saint Jude Children's Research Hospital PO Box 50 Memphis, TN 38105		501c3	General Operating/Mission	1,000
Saint Martin de Porres School 61111 Lausche Ave Cleveland, OH 44103		501c3	Mission Trip to New Orleans	10,465
Saint Michael Indian School PO Box 650 Saint Michael, AZ 86511		501c3	General Operating/Mission	2,000
Support Our Scholars PO Box 1985 Winter Park, FL 32790		501c3	General Operating/Mission	10,000
Takoma Academy 8120 Carroll Ave Takoma Park, MD 20912		501c3	Professional Development	28,300
Takoma Academy 8120 Carroll Ave Takoma Park, MD 20912		501c3	Professional Development	38,625
Takoma Academy 8120 Carroll Ave Takoma Park, MD 20912		501c3	Professional Development	6,000
Takoma Academy 8120 Carroll Ave Takoma Park, MD 20912		501c3	General Operating/Mission	1,150
Takoma Academy 8120 Carroll Ave Takoma Park, MD 20912		501c3	General Operating/Mission	1,000
Teen Feed 4740-B University Way NE Seattle, WA 98105		501c3	General Operating/Mission	2,250
Total  3a				7,665,266

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
The Community Foundation for Montgomery County 8720 Georgia Ave Suite 202 Silver Spring, MD 20910		501c3	General Operating/Mission	1,250
The Community Foundation for Montgomery County 8720 Georgia Ave Suite 202 Silver Spring, MD 20910		501c3	General Operating/Mission	1,250
The Fregenet Foundation 901 S Flower St Unit 411 Los Angeles, CA 90015		501c3	General Operating/Mission	1,500
The Fregenet Foundation 901 S Flower St Unit 411 Los Angeles, CA 90015		501c3	General Operating/Mission	1,500
The George B Thomas Learning Academy 7210 Hidden Creek Rd Bethesda, MD 20817		501c3	General Operating/Mission	1,000
The House DC Inc PO Box 30958 Washington, DC 20030		501c3	General Operating/Mission	25,000
The House DC Inc PO Box 30958 Washington, DC 20030		501c3	General Operating/Mission	5,000
The National Academies 500 Fifth St NW Washington, DC 20001		501c3	Summer Programs	41,400
The Young Women's Project 1328 Florida Ave NW Suite 2000 Washington, DC 20009		501c3	General Operating/Mission	10,000
The Young Women's Project 1328 Florida Ave NW Suite 2000 Washington, DC 20009		501c3	General Operating/Mission	10,000
Trauma Center at Justice Resource Institute 1269 Beacon St Brookline, MA 02446		501c3	General Operating/Mission	35,000
Turning the Page 1625 K St NW Suite 102 Washington, DC 20008		501c3	General Operating/Mission	25,000
Turning the Page 1625 K St NW Suite 102 Washington, DC 20008		501c3	General Operating/Mission	20,000
Turning the Page 1625 K St NW Suite 102 Washington, DC 20008		501c3	General Operating/Mission	2,500
Turning the Page 1625 K St NW Suite 102 Washington, DC 20008		501c3	General Operating/Mission	7,500
Total ▶ 3a				7,665,266

Form 990PF Part XV Line 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				
Union College 3800 48th St Lincoln, NE 68506		501c3	General Operating/Mission	50
UNIQUE Learning Center (One Ministries) PO Box 26089 Washington, DC 20001		501c3	General Operating/Mission	20,000
Upper Columbia 3025 E Spangle-Waverly Rd Spangle, WA 99031		501c3	Cafeteria Renovation	25,000
Upper Columbia 3025 E Spangle-Waverly Rd Spangle, WA 99031		501c3	Professional Development	24,200
Upper Seneca Baptist Church 23401 Davis Mill Rd Germantown, MD 20876		501c3	General Operating/Mission	1,000
Urban Ed Inc 2041 MKL Jr Ave SE Suite M-2 Washington, DC 20020		501c3	General Operating/Mission	25,000
Wallingford Community Senior Center 4649 Sunnyside Ave Suite 140 Seattle, WA 98103		501c3	General Operating/Mission	250
Washington Architectural Foundation 421 7th St NW Washington, DC 20004		501c3	Summer Programs	16,580
Washington Architectural Foundation 421 7th St NW Washington, DC 20004		501c3	General Operating/Mission	15,000
Washington Nationals Dream Foundation 1500 S Capitol St SE Washington, DC 20003		501c3	General Operating/Mission	6,250
Washington Nationals Dream Foundation 1500 S Capitol St SE Washington, DC 20003		501c3	General Operating/Mission	2,500
West Virginia University Foundation PO Box 1650 Morgantown, WV 26507		501c3	General Operating/Mission	1,500
World Arts Focus (Joe's Movement Emporium) 3309 Bunker Hill Rd Mount Rainer, MD 20712		501c3	General Operating/Mission	22,000
World Wide Word 24162 Rochester Ln Aldie, VA 20105		501c3	General Operating/Mission	6,250
World Wide Word 24162 Rochester Ln Aldie, VA 20105		501c3	General Operating/Mission	6,250
Total  3a				7,665,266

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
World Wide Word 24162 Rochester Ln Aldie, VA 20105		501c3	General Operating/Mission	2,500
World Wide Word 24162 Rochester Ln Aldie, VA 20105		501c3	General Operating/Mission	2,500
World Wide Word 24162 Rochester Ln Aldie, VA 20105		501c3	General Operating/Mission	25,000
Young Playwright's Theater 2437 15th St NW 3rd Floor Washington, DC 20009		501c3	Summer Programs	169,142
Young Playwright's Theater 2437 15th St NW 3rd Floor Washington, DC 20009		501c3	General Operating/Mission	25,000
Youth Professional Development Inc 9500 Annapolis Rd Suite C3 Lanham, MD 20706		501c3	General Operating/Mission	22,500
Total  3a				7,665,266

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Name of the organization Commonweal Foundation Inc	Employer identification number 23-7000192
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Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)() (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer “No” on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization Commonweal Foundation Inc	Employer identification number 23-7000192
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Part I	Contributors (see instructions) Use duplicate copies of Part I if additional space is needed		
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u>	Roberta Bainum 10770 Columbia Pike 150 Silver Spring, MD 20901	\$ 1,000,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
<u>2</u>	Rose-Marie and Jack R Anderson Fnd 16475 Dallas Parkway 735 Addison, TX 75001	\$ 40,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
<u>3</u>	Stewart and Jane Bainum 10770 Columbia Pike 150 Silver Spring, MD 20901	\$ 2,000,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
<u>4</u>	Choice Hotels International 1 Choice Hotels Circle Rockville, MD 20850	\$ 65,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
<u> </u>	 	\$ 	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
<u> </u>	 	\$ 	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization Commonweal Foundation Inc	Employer identification number 23-7000192
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Part II	Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed		
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____

Name of organization Commonweal Foundation Inc	Employer identification number 23-7000192
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Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **\$1,000 or less** for the year (Enter this information once See instructions) ▶ \$

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee

TY 2013 Accounting Fees Schedule

Name: Commonweal Foundation Inc

EIN: 23-7000192

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Accounting	66,685	0	0	83,644

TY 2013 General Explanation Attachment**Name:** Commonweal Foundation Inc**EIN:** 23-7000192

Identifier	Return Reference	Explanation
Transactions qualifying for self-dealing exception	Form 990-PF, Part VIII-B	During the year ended June 30, 2014, the Foundation was involved in certain transactions which qualify under the self-dealing exceptions described in Treasury Regulation 53.4941(d)-3. During Fiscal year 2014, the Foundation paid \$75,831 for accounting professional services of Realty Investment Company, Inc., (Realty), a corporation controlled by the Principal Sponsors and their family. This is conducted under a cost sharing arrangement as allowed under current tax regulations. The Foundation also paid a Director, Bruce Haase \$40,000 for services related to improvements in the Foundation's internal processes.

Identifier	Return Reference	Explanation
Reduction Explanation Statement	Part X, Line 1e	The Principal Sponsors and their descendants (Family) own a controlling interest in Choice Hotels International (CHH). Given the Family's history with the company, their 44% ownership interest in CHH, and the fact that the CEO and several Directors of the Foundation are affiliates of CHH for Securities and Exchange Commission (SEC) Rule 144 purposes, the Foundation has also been treated as an affiliate and, as a result, is subject to limits on the timing and manner of sale of the shares. Accordingly, as of June 30, 2014 and 2013, the fair value of the CHH stock is based on the quoted closing market price with an adjustment for marketability. An independent appraisal of the 3,000,000 shares donated to the Foundation in 2011 was performed as of June 22, 2011 and the appraiser opined that the adjustment applicable to the 3,000,000 shares of CHH was 7.5%. An updated independent appraisal was performed as of June 30, 2013 in which the appraiser opined that the appropriate adjustment applicable to the remaining 2,441,000 shares of CHH owned as of that date was 9.7%. As of June 30, 2014 the Foundation owned a total of 633,237 shares of CHH stock. Considering the significant reduction in and remaining number of shares, a discount of 9% was used for the purpose of calculating the average monthly fair market value of CHH stock included in line 1a of Part X.

TY 2013 Investments Corporate Bonds Schedule

Name: Commonweal Foundation Inc

EIN: 23-7000192

Name of Bond	End of Year Book Value	End of Year Fair Market Value
Corporate fixed income	2,180,850	2,180,850

**TY 2013 Investments Corporate
Stock Schedule****Name:** Commonweal Foundation Inc**EIN:** 23-7000192

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Choice Hotels International CHH stock	27,339,849	27,339,849
Preferred Stock	19,695,950	19,695,950

TY 2013 Investments - Other Schedule**Name:** Commonweal Foundation Inc**EIN:** 23-7000192

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
Investment in limited partnership	FMV	28,966,854	28,966,854
Certificate of deposits	FMV	0	0
Mutual funds	FMV	50,738,475	50,738,475

TY 2013 Land, Etc. Schedule**Name:** Commonweal Foundation Inc**EIN:** 23-7000192

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Computer hardware	230,505	167,185	63,320	63,320
Furniture and equipment	88,271	74,404	13,867	13,867
Telephone system	30,004	9,646	20,358	20,358
Computer software	498,244	248,813	249,431	249,431
Office expansion	96,370	83,952	12,418	12,418
Naples Land	874,057	0	874,057	874,057

TY 2013 Legal Fees Schedule

Name: Commonweal Foundation Inc

EIN: 23-7000192

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Legal	74,783	33,667	33,667	30,901

TY 2013 Other Assets Schedule

Name: Commonweal Foundation Inc

EIN: 23-7000192

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
Accrued interest/dividend receivable	618,363	337,198	337,198
Federal excise tax receivable	137,348	0	0

TY 2013 Other Decreases Schedule

Name: Commonweal Foundation Inc

EIN: 23-7000192

Description	Amount
Unrealized loss on investments	8,211,127

TY 2013 Other Expenses Schedule

Name: Commonweal Foundation Inc

EIN: 23-7000192

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Bank fees	13,406	11,571	11,571	1,835
Equipment and maintenance	40,396	0	0	34,575
Dues and subscription	93,779	0	0	88,146
Staff recruiting	136,995	0	0	137,034
Insurance	37,515	0	0	45,623
Office move	15,983	0	0	15,983
Office supplies	37,721	0	0	40,502
Postage and delivery	5,025	15	15	3,221
Student expenses	100,391	0	0	83,590
Telehpone	18,326	0	0	18,413
School Enhancement Contracts	502,279	0	0	346,291
Scholarships	2,523,757	0	0	2,681,061
Micellaneous	4,453	0	0	3,855
Allocated Corporate General and Admin	0	141,031	141,031	-141,031

TY 2013 Other Income Schedule

Name: Commonweal Foundation Inc

EIN: 23-7000192

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Allen Global Partners K-1	75,640	75,640	75,640

TY 2013 Other Liabilities Schedule**Name:** Commonweal Foundation Inc**EIN:** 23-7000192

Description	Beginning of Year - Book Value	End of Year - Book Value
Deferred federal excise tax payable	1,725,325	589,852
Federal excise tax payable	0	123,650

TY 2013 Other Professional Fees Schedule

Name: Commonweal Foundation Inc

EIN: 23-7000192

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Other professional fees	1,187,944	150,033	150,033	1,091,064

TY 2013 Reduction Explanation Statement

Name: Commonweal Foundation Inc

EIN: 23-7000192

Explanation: See Statement 25

TY 2013 Taxes Schedule**Name:** Commonweal Foundation Inc**EIN:** 23-7000192

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Federal excise tax	595,524	0	0	1,470,000