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Return of Private Foundation
or Section 4947(a)(1) Trust Treated as Private FoundationDepartment of the Treasury
Internal Revenue Service► Do not enter Social Security numbers on this form as it may be made public.
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2013

Open to Public Inspection

For calendar year 2013 or tax year beginning		December 1	, 2013, and ending	November 30	, 2014
Name of foundation		A Employer identification number 52-1907797			
The Walter M. Meinhardt, Sr. Family Foundation, Inc.		B Telephone number (see instructions) 301-372-2943			
Number and street (or P O box number if mail is not delivered to street address) 14145 Brandywine Road		C If exemption application is pending, check here ► <input type="checkbox"/>			
City or town, state or province, country, and ZIP or foreign postal code Brandywine, Maryland 20613		D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>			
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>			
H Check type of organization <input type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>			
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 710141	J Accounting method. <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	(Part I, column (d) must be on cash basis)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	4	4	4	
	4 Dividends and interest from securities	5325	5325	5325	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	28313			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		28313		
	8 Net short-term capital gain			2667	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less. Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	33642	33642	7996		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	700	700		
	c Other professional fees (attach schedule)	7013	7013		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	934	934		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	8647	8647		
25 Contributions, gifts, grants paid	51200			51200	
26 Total expenses and disbursements. Add lines 24 and 25	59847	59847		51200	
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements	(26205)				
b Net investment income (if negative, enter -0-)		24995			
c Adjusted net income (if negative, enter -0-)			7996		

For Paperwork Reduction Act Notice, see instructions.

Cat No 11289X

Form 990-PF (2013)

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	61924	4669	4669
	2	Savings and temporary cash investments	5058	19553	19553
	3	Accounts receivable ►			
		Less: allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less: allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ►			
		Less: allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U.S. and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	473884	490439	685919
	c	Investments—corporate bonds (attach schedule)			
Liabilities	11	Investments—land, buildings, and equipment basis ►			
		Less accumulated depreciation (attach schedule) ►			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ►			
		Less accumulated depreciation (attach schedule) ►			
	15	Other assets (describe ►)			
	16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	540866	514661	710141
	17	Accounts payable and accrued expenses			
	18	Grants payable			
Net Assets or Fund Balances	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ►)			
	23	Total liabilities (add lines 17 through 22)			
		Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	540866	514661	
	30	Total net assets or fund balances (see instructions)	540866	514661	
	31	Total liabilities and net assets/fund balances (see instructions)	540866	514661	

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	540866
2	Enter amount from Part I, line 27a	2	-26205
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	514661
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	514661

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 Tamerl / Sun Trust Short Term Sales - See Statement 3		P	Various	Various
b Tamerl / Sun Trust Long Term Sales - See Statement 3		P	Various	Various
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 151388		148721	2667	
b 102703		77057	25646	
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	28313
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	2667

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	43085	623776	6.90712692
2011	74350	591690	12.56570163
2010	30525	636814	4.79339336
2009	31628	617697	5.1203098
2008	33110	529577	6.2521597

2 Total of line 1, column (d) **2 35.63952052%**

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 7.12790410%**

4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5 **4 676072**

5 Multiply line 4 by line 3 **5 48190**

6 Enter 1% of net investment income (1% of Part I, line 27b) **6 250**

7 Add lines 5 and 6 **7 48440**

8 Enter qualifying distributions from Part XII, line 4 **8 51200**

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ► and enter "N/A" on line 1. Date of ruling or determination letter. _____ (attach copy of letter if necessary—see instructions)

1 250

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► and enter 1% of Part I, line 27b

2

c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)

3

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments.

a 2013 estimated tax payments and 2012 overpayment credited to 2013 6a 700

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 7 700

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 0

10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ► 10 450

11 Enter the amount of line 10 to be **Credited to 2014 estimated tax** ► 250 Refunded ► 11 200

Part VII-A Statements 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 ✓

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? 1b ✓

If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities

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

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:
(1) On the foundation. ► \$ _____ (2) On foundation managers ► \$ _____

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

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

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

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes* 3 ✓

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

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?
If "Yes," attach the statement required by General Instruction T. 5 ✓

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 ✓

7 Did the foundation have at least \$5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV* 7 ✓

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►
Maryland
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G*? *If "No," attach explanation* 8b ✓

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV* 9 ✓

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	✓
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ►	13	✓
14	The books are in care of ► Kathy Goldsmith Located at ► 14145 Brandywine Road, Brandywine, Maryland	Telephone no. ► 301-372-2943 ZIP+4 ► 20613	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ► <input type="checkbox"/> 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? See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If "Yes," enter the name of the foreign country ►	16	Yes ✓

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

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

1a	During the year did the foundation (either directly or indirectly):	Yes	No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	
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	✓
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 ► 20____, 20____, 20____, 20____	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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.)	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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	✓
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	✓

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:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>			5b
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input type="checkbox"/> Yes <input type="checkbox"/> No		
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870</i>			6b
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?			7b

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Walter M. Meinhardt, Sr. Key Largo, Florida 33037	President / 2	-0-		
Kay L. Meinhardt Key Largo, Florida 33037	Vice-President / 2	-0-		
Dorothy E. Crecelius Brandywine, Maryland 20613	Secretary / 1	-0-		
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Total number of other employees paid over \$50,000				► NONE

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation

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

NONE

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		
2		N/A
3		
4		

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 instructions		
3	
Total. Add lines 1 through 3 ►		

All other program-related investments See instructions

3

Total Add lines 1 through 3

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	645454
b	Average of monthly cash balances	1b	40914
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	686368
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	686368
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	10296
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	676072
6	Minimum investment return. Enter 5% of line 5	6	33804

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	33804
2a	Tax on investment income for 2013 from Part VI, line 5	2a	250
b	Income tax for 2013 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	250
3	Distributable amount before adjustments Subtract line 2c from line 1	3	33554
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	33554
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	33554

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	51200
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:	3a	
a	Suitability test (prior IRS approval required)	3b	
b	Cash distribution test (attach the required schedule)	4	51200
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	5	250
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)	6	50950
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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				33554
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	43256			
e From 2012	12841			
f Total of lines 3a through e	56097			
4 Qualifying distributions for 2013 from Part XII, line 4. ► \$ 51200				33554
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	17646			
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:	73743			
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	73743			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011	43256			
d Excess from 2012	12841			
e Excess from 2013	17646			

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 foundation is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)			
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed			
b	85% of line 2a			
c	Qualifying distributions from Part XII, line 4 for each year listed			
d	Amounts included in line 2c not used directly for active conduct of exempt activities			
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c			
3	Complete 3a, b, or c for the alternative test relied upon.			
a	"Assets" alternative test—enter (1) Value of all assets (2) Value of assets qualifying under section 4942(j)(3)(B)(i)			
b	"Endowment" alternative test—enter $\frac{2}{3}$ of minimum investment return shown in Part X, line 6 for each year listed			
c	"Support" alternative test—enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii) (3) Largest amount of support from an exempt organization (4) Gross investment income			

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
See Statement				51200
Total				► 3a 51200
<i>b Approved for future payment</i>				
Total				► 3b NONE

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					4
4	Dividends and interest from securities					
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory					28313
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue. a					
b						
c						
d						
e						
12	Subtotal Add columns (b), (d), and (e)					33642
13	Total. Add line 12, columns (b), (d), and (e)					33642

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

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

**Sign
Here**

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

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input checked="" type="checkbox"/> if self-employed	PTIN
	Paul H Bookstein,CPA	<i>Paul H Bookstein CPA</i>	2/10/15		P01485044
	Firm's name ► Paul H. Bookstein	Firm's EIN ►			
Firm's address ► 625 Woodsman's Way, Crownsville, MD 21032	Phone no			410-849-7093	

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

52-1907797

FYE: 11/30/14

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

Line 16B Accounting Fees for annual return and consulting \$ 700

Line 16C - Other Professional Fees

Investment Management Consulting \$ 7,013

Total Line 16C **\$ 7,013**

Line 18 - Taxes

Foregin Taxes withheld from dividends \$ 4

2012 Form 990-PF estimated taxes \$ 230

2013 Form 990-PF estimated taxes \$ 700

Total Line 18 **\$ 934**

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

Portfolio Holdings

November 30, 2014

Statement 2 - Part 11 - Line 10b

<u>Quantity</u>	<u>Security</u>	<u>Unit Cost</u>	<u>Total Cost</u>	<u>Price</u>	<u>Market Value</u>	<u>Gain/Loss</u>
40	Allergan, Inc.	\$ 93.77	\$ 3,751	\$ 213.89	\$ 8,556	\$ 4,805
70	Amazon.com Inc.	234.54	\$16,418	338.64	\$ 23,705	\$ 7,287
369	American Airlines Group, Inc.	17.94	\$6,621	48.53	\$ 17,908	\$ 11,287
151	American Express Co.	57.78	\$8,725	92.42	13,955	\$ 5,230
289	American International Group Inc.	35.30	\$10,203	54.80	15,837	\$ 5,634
156	American Tower Corporation	72.32	\$11,282	105.01	16,382	\$ 5,100
52	Baidu Inc. INTL	161.90	8,419	245.11	12,746	\$ 4,327
420	Bank of the Ozarks	21.58	9,064	36.20	15,204	\$ 6,140
108	Berkshire Hathaway Inc. (Class B)	85.64	9,249	148.69	16,059	\$ 6,809
98	Boeing Co	78.83	7,725	134.36	13,167	\$ 5,442
256	CarMax Inc	36.38	9,314	56.98	14,587	\$ 5,273
49	CF Industries Holdings Inc.	199	9,729	268	13,139	\$ 3,411
209	Chicago Bridge & Iron Co. INTL	43.93	9,181	50.03	10,456	\$ 1,275
186	Cintas Corp.	41.39	7,699	73.15	13,606	\$ 5,907
517	Cisco Systems, Inc.	22.98	11,879	27.64	14,290	\$ 2,410
272	Citigroup Inc.	51.73	14,070	53.97	14,680	\$ 610
331	Coca Cola, Inc.	44.12	14,602	44.83	14,839	\$ 236
194	Colfax Corp.	31.17	6,047	51.53	9,997	\$ 3,950
153	Constellation Brands, Inc.	82.01	12,548	96.40	14,749	\$ 2,201
200	Continental Resources Inc	54.37	10,875	40.98	8,196	\$ (2,679)
145	Danaher Corp.	54.24	7,864	83.56	12,116	\$ 4,252
174	DaVita Healthcare Partners, Inc.	45.09	7,845	76.53	13,316	\$ 5,471
320	Dexcom	34.39	11,003	51.46	16,467	\$ 5,464
129	Edwards Lifesciences Corp.	66.43	8,569	129.68	16,729	\$ 8,159
177	Express Scripts Holding Co.	57.22	10,128	83.15	14,718	\$ 4,590
224	Facebook Inc.	47.53	10,647	77.70	17,405	\$ 6,758
243	Gilead Sciences	72.84	17,700	100.32	24,378	\$ 6,678
13	Google Inc. - Class A	373.36	4,854	549.08	7,138	\$ 2,284
13	Google Inc. - Class C	374.33	4,866	541.83	7,044	\$ 2,177
115	Grand Canyon Education, Inc.	43.31	4,980	45.67	5,252	\$ 272
340	Hewlett-Packard Company	24.90	8,464	39.06	13,280	\$ 4,816
113	Home Depot Inc.	51.14	5,779	99.40	11,232	\$ 5,453
21	Intuitive Surgical Inc.	370.72	7,785	517.70	10,873	\$ 3,088
100	Johnson & Johnson	65.93	6,593	108.25	10,825	\$ 4,232
89	Keurig Green Mountain, Inc.	117.25	10,435	142.14	12,650	\$ 2,215
192	Kinder Morgan Inc.	33.91	6,511	41.35	7,939	\$ 1,428
451	Live Nation Entertainment Inc.	24.76	11,169	26.80	12,087	\$ 918
184	Macy's Inc.	39.41	7,252	64.91	11,943	\$ 4,692
123	The Middleby Corporation	72.76	8,950	95.64	11,764	\$ 2,814
83	Monsanto Company	77.38	6,423	119.91	9,953	\$ 3,530
196	Nu Skin Enterprises, Inc.	48.42	9,490	41.80	8,193	\$ (1,297)

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

Portfolio Holdings

November 30, 2014

Statement 2 - Part 11 - Line 10b

<u>Quantity</u>	<u>Security</u>	<u>Unit Cost</u>	<u>Total Cost</u>	<u>Price</u>	<u>Market Value</u>	<u>Gain/Loss</u>
5	NVR, Inc.	1,184.24	5,921	1,258.67	6,293	\$ 372
133	Qualcomm Inc.	58.47	7,777	72.90	9,696	\$ 1,919
227	Pandora Media, Inc.	30.95	7,027	19.66	4,463	\$ (2,564)
95	Phillips 66	32.70	3,107	73.02	6,937	\$ 3,830
203	PRA Group, Inc.	41.99	8,523	58.52	11,880	\$ 3,357
206	Range Resources Corp.	61.54	12,677	65.65	13,524	\$ 847
145	Red Robin Gourmet Burgers, Inc.	69.28	10,045	67.35	9,766	\$ (280)
101	Royal Gold Inc.	70.19	7,089	63.68	6,432	\$ (658)
223	Seagate Technology INTL	36.52	8,144	66.11	14,743	\$ 6,598
177	Spirit Airlines Inc.	66.53	11,777	82.69	14,636	\$ 2,860
175	Sysco Corporation	36.08	6,314	40.26	7,046	\$ 732
218	United Natural Foods Inc.	48.64	10,603	75.19	16,391	\$ 5,789
169	Walgreen Co.	34.28	5,793	68.61	11,595	\$ 5,802
293	Yahoo, Inc.	37.32	10,934	51.74	15,160	\$ 4,226
		<u>\$ 490,439</u>			<u>685,919</u>	<u>195.481</u>

Walter M. Meinhardt, Sr. Family Foundation, Inc. 52-1907797
Portfolio Holdings
November 30, 2013
Statement 2 - Part II - Line 10b

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

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

Portfolio Holdings

November 30, 2013

Statement 2 - Part II - Line 10b

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

Walter M. Meinhardt, Sr. Family Foundation
' Schedule of Capital Gains
For the Year Ended December 1, 2013 - November 30, 2014

Statement 3

	<u>Shares</u>	<u>Date of Sale</u>	<u>Cost Basis</u>	<u>Gross Proceeds</u>	<u>Realized Gains</u>
Short-Term Sales:					
CH Robinson Worldwide, Inc	74	12/3/2013	\$ 4,300 49	\$ 4,336 32	\$ 35 35
Safeway, Inc	179	12/3/2013	4,647 14	6,194 79	1,547 65
ITAU Unibanco Holding	470	12/20/2013	6,193 26	6,286 75	93 49
ITAU Unibanco Holding	363	12/26/2013	4,783 30	4,821 38	38 08
Best Buy Company, Inc	102	1/9/2014	2,819 09	3,985 63	1,166 54
Foster Wheeler AG	118	1/21/2014	3,601 94	3,602 38	0 44
Arcos Dorados Holdings Inc - A	237	1/21/2014	2,821 75	2,550 57	(271 18)
Coach Inc	32	1/22/2014	1,694 86	1,674 53	(20 33)
Foster Wheeler AG	78	1/22/2014	2,380 94	2,362 19	(18 75)
Catamaran Corporation	139	1/27/2014	7,419 13	6,832 37	(586 76)
Catamaran Corporation	64	2/4/2014	3,416 01	3,152 00	(264 01)
Coach Inc	28	2/7/2014	1,483 00	1,278 94	(204 06)
American Airlines Group, Inc	83	2/11/2014	1,361 91	2,816 71	1,454 80
Coach Inc	92	2/14/2014	4,872 70	4,345 17	(527 53)
Skyworks Solutions, Inc	64	3/4/2014	1,663 06	2,225 86	562 80
Ocwen Financial Corporation	36	3/6/2014	1,935 81	1,346 66	(589 15)
Citigroup Inc	73	3/21/2014	3,776 06	3,493 93	(282 13)
Micros Systems Inc	51	3/21/2014	2,586 31	2,751 78	165 47
Best Buy Company, Inc	416	4/4/2014	11,413 55	10,876 53	(537 02)
Skyworks Solutions, Inc	28	4/8/2014	727 59	1,057 34	329 75
Continental Resources Inc	11	4/11/2014	1,196 20	1,366 86	170 66
Ultra Petroleum Corporation	35	4/22/2014	694 80	1,009 26	314 46
Micros Systems Inc	60	4/14/2014	3,042 72	3,078 63	35 91
Middleby Corporation	3	4/14/2014	654 85	772 72	117 87
Edwards Lifesciences Corporation	35	4/17/2014	2,325 01	2,915 58	590 57
Continental Resources Inc	5	5/5/2014	543 73	673 06	129 33
Skyworks Solutions, Inc	61	5/12/2014	1,585 10	2,567 95	982 85
Middleby Corporation	7	5/15/2014	1,527 99	1,521 70	(6 29)
Auxilium Pharmaceuticals	19	7/1/2014	467 35	463 07	(4 28)
Auxilium Pharmaceuticals	17	7/1/2014	418 15	360 71	(57 44)
Facebook Inc	34	7/8/2014	1,616 09	2,300 08	683 99
Auxilium Pharmaceuticals	62	7/8/2014	1,525 02	1,254 96	(270 06)
Auxilium Pharmaceuticals	191	7/8/2014	4,698 06	3,861 53	(836 53)
Auxilium Pharmaceuticals	198	7/9/2014	4,870 23	4,021 92	(848 31)
Auxilium Pharmaceuticals	32	7/10/2014	787 11	644 64	(142 47)
Gilead Sciences, Inc	13	8/7/2014	946 89	1,200 01	253 12
Baidu Inc	21	8/8/2014	3,399 81	4,583 93	1,184 12
Facebook Inc	26	8/22/2014	1,235 84	1,951 53	715 69
Firstmerit Corporation	68	8/20/2014	1,534 86	1,169 33	(365 53)
Skyworks Solutions, Inc	6	8/20/2014	311 79	653 07	341 28
Firstmerit Corporation	47	8/22/2014	1,060 86	822 37	(238 49)
Ultra Petroleum Corporation	313	9/15/2014	6,213 56	8,005 76	1,792 21
Ocwen Financial Corporation	369	10/10/2014	16,688 82	9,218 30	(7,470 52)
Skyworks Solutions, Inc	184	10/16/2014	4,781 29	8,968 00	4,186 71
Mondelez	90	10/22/2014	2,516 20	2,943 17	426 97
Advisory Board Company	125	11/18/2014	6,059 80	5,523 43	(536 37)
Advisory Board Company	58	11/19/2014	2,811 74	2,431 41	(380 33)
Advisory Board Company	27	11/20/2014	1,308 92	1,113 29	(195 63)
Total Short Sales			\$ 148,720 69	\$ 151,388 10	\$ 2,666 94

Walter M. Meinhardt, Sr. Family Foundation
 ' Schedule of Capital Gains
 For the Year Ended December 1, 2013 - November 30, 2014

Statement 3

Long-Term Sales:

CH Robinson Worldwide, Inc	26	12/3/2013	\$ 1,510.99	\$ 1,523.58	\$ 13.07
Walgreen Company	60	12/30/2013	2,056.80	3,461.76	1,404.96
Bed Bath & Beyond, Inc	68	1/16/2014	4,415.86	4,682.56	266.70
Bed Bath & Beyond, Inc	92	1/22/2014	5,974.39	6,125.74	151.35
Mondelez International Inc	80	1/24/2014	2,236.63	2,749.53	512.90
Johnson & Johnson	18	1/24/2014	1,186.82	1,679.44	492.62
GNC Holdings Inc	129	2/14/2014	4,721.34	6,627.35	1,906.01
Kinder Morgan Inc	117	3/4/2014	3,949.90	3,755.21	(194.69)
Portfolio Recovery Assoc Inc	40	3/6/2014	1,679.43	2,150.22	470.79
Monsanto Company	16	3/19/2014	1,238.15	1,805.15	567.00
American Tower Corp REIT	21	3/19/2014	1,518.73	1,687.52	168.79
American Airlines Group Inc	38	4/8/2014	623.52	1,407.74	784.22
Chicago Bridge & Iron Company	20	4/8/2014	836.68	1,744.56	907.88
Colfax Corporation	21	4/8/2014	654.55	1,504.73	850.18
Chicago Bridge & Iron Company	12	4/11/2014	502.01	998.16	496.15
Colfax Corporation	12	4/11/2014	374.03	810.42	436.39
American Airlines Group Inc	37	4/11/2014	607.11	1,281.60	674.49
Allergan Inc	6	4/11/2014	562.61	709.65	147.04
Davita Healthcare Partners, Inc	16	4/11/2014	721.43	1,089.75	368.32
Seagate Technology PLC	27	4/14/2014	986.08	1,492.50	506.42
Davita Healthcare Partners, Inc	14	4/16/2014	631.25	942.12	310.87
Allergan Inc	28	4/28/2014	2,625.49	4,577.77	1,952.28
Athenahealth Inc	53	5/2/2014	3,749.96	6,638.82	2,888.86
Allergan Inc	5	5/5/2014	656.37	1,153.82	497.45
Allergan Inc	5	5/7/2014	468.84	825.54	356.70
Allergan Inc	13	6/9/2014	1,218.98	2,157.42	938.44
American Airlines Group Inc	58	7/8/2014	951.69	2,442.15	1,490.46
Allergan Inc	13	7/9/2014	1,218.98	2,214.15	995.17
Firstmerit Corporation	248	8/14/2014	5,597.72	4,362.62	(1,235.10)
Firstmerit Corporation	86	8/20/2014	1,941.14	1,478.86	(462.28)
Skyworks Solutions, Inc	85	8/20/2014	2,208.76	4,626.19	2,417.43
Firstmerit Corporation	26	8/21/2014	1,670.28	1,283.80	(386.48)
Firstmerit Corporation	5	8/22/2014	112.86	87.49	(25.37)
Firstmerit Corporation	119	9/15/2014	2,362.34	3,043.73	681.39
Mondelez	188	10/22/2014	5,256.07	6,147.97	891.90
Edwards Lifesciences	18	10/29/2014	1,195.72	2,084.56	888.84
Occidental Petroleum Corporation	64	11/4/2014	5,373.63	5,427.53	53.90
Qualcomm Inc	38	11/5/2014	2,221.85	2,932.77	710.92
American Airlines Group Inc	69	11/10/2014	1,237.98	2,988.18	1,750.20
Total Long-Term Sales			77,056.97	102,702.66	\$ 25,646.17
Combined Sales Totals			\$ 225,777.66	\$ 254,090.76	\$ 28,313.11

Walter M. Meinhardt, Sr. Family Foundation
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For the Year Ended December 1, 2013 - November 30, 2014
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	<u>Date</u>	<u>Foundation Status</u>	<u>Amount</u>
The Wounded Warrior Project To provide assistance and support to the veterans and their families	12/2/2013	501(c)(3)	\$ 100 00
Brookfield United Methodist Church To assist with the upkeep of the Church and its' grounds	12/2/2013	501(c)(3)	\$ 100 00
Community Support Systems, Inc. To assist with the aid in food, shelter and clothing for the community	12/19/2013	501(c)(3)	\$ 10,000 00
Friends of the Baden Library To assist with the funds to purchase special equipment, materials and programs to supplement the Baden Branch of the Prince George's County Library System	12/27/2013	501(c)(3)	\$ 1,500 00
Navy Seal Museum To assist with the preservation of weapons, equipment, artifacts and history of the National Navy UDT- SEAL Museum and Memorial	2/24/2014	501(c)(3)	\$ 5,000 00
Hospice of St. Mary's To assist the terminally ill patients and their families	3/19/2014	501(c)(3)	\$ 100 00
The Craig Walden Classic To assist with the support of the Children's National Medical Hospital	5/5/2014	501(c)(3)	\$ 500 00
Community Support Systems, Inc. To assist with the aid in food, shelter and clothing for the community	5/15/2014	501(c)(3)	\$ 20,000 00
St. Francis Xavier Manor House Restoration Fund To assist with the maintenance and upkeep of the Manor House	6/10/2014	501(c)(3)	\$ 100 00
Hospice of St. Mary's To assist the terminally ill patients and their families	9/9/2014	501(c)(3)	\$ 100 00
Hospice of the Chesapeake To assist the terminally ill patients and their families	9/16/2014	501(c)(3)	\$ 100 00
American Diabetes Association To assist with the medical research in diabetes	9/18/2014	501(c)(3)	\$ 100 00
Friends of the Baden Library To assist with the funds to purchase special equipment, materials and programs to supplement the Baden Branch of the Prince George's County Library System	11/6/2014	501(c)(3)	\$ 1,500 00
Community Support Systems, Inc. To assist with the aid in food, shelter and clothing for the community	11/6/2014	501(c)(3)	\$ 10,000 00
Baden VFD Ladies' Auxiliary To assist with the upkeep of the fire department	11/6/2014	501(c)(3)	\$ 2,000 00
Total Contributions		\$ 51,200.00	