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Department of the Treasury Internal Revenue Service

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Open to Public Inspection

For calendar year 2014 or tax year beginning , 2014, and ending , 20

Name of foundation: CLARK-WINCHCOLE FOUNDATION. Employer identification number: 52-6058340. Telephone number: (301) 654-3607. City: BETHESDA, MD 20814-5358.

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).)

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12) and Operating and Administrative Expenses (13-27).

SCANNED NOV 9 2015

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	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	245,354.	137,501.	137,501.		
	2	Savings and temporary cash investments	7,237,563.	2,677,391.	2,677,391.		
	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)	1,471,050.	4,972,319.	4,972,319.		
	b	Investments - corporate stock (attach schedule) ATCH 10	108,776,387.	110,586,185.	110,586,185.		
	c	Investments - corporate bonds (attach schedule) ATCH 11	3,445,649.	5,996,431.	5,996,431.		
	11	Investments - land, buildings, and equipment: basis Less: accumulated depreciation (attach schedule)					
12	Investments - mortgage loans						
13	Investments - other (attach schedule) ATCH 12	3,937,034.	5,950,871.	5,950,871.			
14	Land, buildings, and equipment: basis Less: accumulated depreciation (attach schedule)	98,035. 74,407.	20,510.	23,628.	23,628.	ATCH 13	
15	Other assets (describe ATCH 14)	14,423.	11,625.	11,625.			
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	125,147,970.	130,355,951.	130,355,951.			
Liabilities	17	Accounts payable and accrued expenses					
	18	Grants payable					
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable (attach schedule)					
	22	Other liabilities (describe)					
23	Total liabilities (add lines 17 through 22)		0	0			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.						
	24	Unrestricted	125,147,970.	130,355,951.			
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.						
	27	Capital stock, trust principal, or current funds					
	28	Paid-in or capital surplus, or land, bldg, and equipment fund					
	29	Retained earnings, accumulated income, endowment, or other funds					
30	Total net assets or fund balances (see instructions)	125,147,970.	130,355,951.				
31	Total liabilities and net assets/fund balances (see instructions)	125,147,970.	130,355,951.				

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	125,147,970.
2	Enter amount from Part I, line 27a	2	857,627.
3	Other increases not included in line 2 (itemize) ATCH 15	3	4,350,354.
4	Add lines 1, 2, and 3	4	130,355,951.
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	130,355,951.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) 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				
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	5,243,844.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3	0

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2013	4,813,453.	113,709,859.	0.042331
2012	4,613,708.	101,095,143.	0.045637
2011	5,539,407.	99,283,108.	0.055794
2010	5,102,447.	92,052,598.	0.055430
2009	5,303,094.	83,061,409.	0.063845
2 Total of line 1, column (d)			2 0.263037
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 0.052607
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5			4 124,497,789.
5 Multiply line 4 by line 3			5 6,549,455.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 67,883.
7 Add lines 5 and 6			7 6,617,338.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 5,803,550.

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

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits and payments. Total tax due is 94,170.

Part VII-A Statements Regarding Activities

Table with 10 rows of activity statements and a Yes/No column. Includes questions about political influence, unrelated business income, and substantial contributors.

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).
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address NONE
14 The books are in care of THE FOUNDATION Telephone no. 301-654-3607 Located at 3 BETHESDA METRO CTR STE 550 BETHESDA, MD ZIP+4 20814-5358
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here
16 At any time during calendar year 2014, 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?

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

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

1a During the year did the foundation (either directly or indirectly):
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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.)
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
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 2014?
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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?
b If "Yes," did it have excess business holdings in 2014 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 2014.)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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 2014?

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 4945(d)(4)(A)? (see instructions). Yes No
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? 5b
Organizations relying on a current notice regarding disaster assistance check here
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
If "Yes," attach the statement required by Regulations section 53.4945-5(d)
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 6b X
If "Yes" to 6b, file Form 8870.
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? 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).

Table with 5 columns: (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. Row 1: ATCH 17, 250,000, 0, 0.

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

Table with 5 columns: (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. Row 1: ATCH 18, 103,333, 0, 0.

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATCH 19		827,712.

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

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 N/A	-----	

2	-----	

3	-----	

4	-----	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1 NONE	-----	

2	-----	

All other program-related investments See instructions		
3 N/A	-----	

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	121,025,409.
b	Average of monthly cash balances	1b	5,356,660.
c	Fair market value of all other assets (see instructions).	1c	11,625.
d	Total (add lines 1a, b, and c)	1d	126,393,694.
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	126,393,694.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	1,895,905.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	124,497,789.
6	Minimum investment return. Enter 5% of line 5	6	6,224,889.

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	6,224,889.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	135,766.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	135,766.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	6,089,123.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4.	5	6,089,123.
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	6,089,123.

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	5,803,550.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	5,803,550.
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	5,803,550.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				6,089,123.
2 Undistributed income, if any, as of the end of 2014:				
a Enter amount for 2013 only				
b Total for prior years. 20 <u>12</u> , 20 <u>11</u> , 20 <u>10</u>				
3 Excess distributions carryover, if any, to 2014:				
a From 2009				1,105,266.
b From 2010				565,403.
c From 2011				609,582.
d From 2012				
e From 2013				
f Total of lines 3a through e	2,280,251.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ \$ <u>5,803,550.</u>				
a Applied to 2013, 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 2014 distributable amount				5,803,550.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))	285,573.			285,573.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5	1,994,678.			
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 2013. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)	819,693.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	1,174,985.			
10 Analysis of line 9:				
a Excess from 2010				565,403.
b Excess from 2011				609,582.
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

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

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling

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

Table with 5 columns: (a) 2014, (b) 2013, (c) 2012, (d) 2011, (e) Total. Rows include 2a-2e (Qualifying distributions) and 3a-3d (Alternative tests).

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

1 Information Regarding Foundation Managers:

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

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.

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

ATCH 20

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

SEE FEDERAL FOOTNOTE ATTACHMENT 20

c Any submission deadlines:

SEE FEDERAL FOOTNOTE ATTACHMENT 20

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

SEE FEDERAL FOOTNOTE ATTACHMENT 20

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> ATCH 21				
Total ▶ 3a				5,452,446.
b <i>Approved for future payment</i>				
Total ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include: 1 Program service revenue (a-f), 2 Membership dues and assessments, 3 Interest on savings and temporary cash investments (14, 1,008), 4 Dividends and interest from securities (14, 2,541,981), 5 Net rental income or (loss) from real estate (a-b), 6 Net rental income or (loss) from personal property, 7 Other investment income, 8 Gain or (loss) from sales of assets other than inventory (18, 5,243,844), 9 Net income or (loss) from special events, 10 Gross profit or (loss) from sales of inventory, 11 Other revenue (a-e, 14, 18,768), 12 Subtotal (7,805,601), 13 Total (7,805,601).

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

Table with 2 columns: 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.)

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

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code... [] Yes [X] No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Row 1 contains 'N/A'.

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 [Signature] 10/22/15 Chairman

Paid Preparer Use Only Print/Type preparer's name W. CRAIG THOMPSON Preparer's signature [Signature] Date 10/18/15 Check [] if self-employed PTIN P00295094 Firm's name RUSSELL, EVANS & THOMPSON, PLLC Firm's address 299 HERNDON PARKWAY, SUITE 206 HERNDON, VA 20170-4467 Phone no 703-478-0320 Firm's EIN 54-1341318

FORM 990-PF - PART IV

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					-16,005.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					38,340.	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					230,130.	
14122073.		ST GAIN FROM PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES 13780894.				P	VARIOUS 341,179.	VARIOUS
17073428.		LT GAIN FROM PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES 12423228.				P	VARIOUS 4,650,200.	VARIOUS
TOTAL GAIN (LOSS)							<u>5,243,844.</u>	

ATTACHMENT 1

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
TAXABLE INTEREST	1,008.	1,008.
TOTAL	<u>1,008.</u>	<u>1,008.</u>

ATTACHMENT 2

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INTEREST AND DIVIDENDS, ALL ACCOUNTS	2,520,914.	2,520,914.
TAX EXEMPT INTEREST AND DIVIDENDS	21,067.	
TOTAL	<u>2,541,981.</u>	<u>2,520,914.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
OTHER INVESTMENT INCOME	18,768.	18,768.
TOTALS	<u>18,768.</u>	<u>18,768.</u>

ATTACHMENT 4

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
SCRIBNER, HALL & THOMPSON, LLP (SEE ATTCH 17)	9,750.	4,875.		4,875.
TOTALS	<u>9,750.</u>	<u>4,875.</u>		<u>4,875.</u>

ATTACHMENT 5

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
RUSSELL, EVANS & THOMPSON, PLLC (SEE ATTCH 17)	85,617.	42,808.		42,809.
TOTALS	<u>85,617.</u>	<u>42,808.</u>		<u>42,809.</u>

ATTACHMENT 6

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT ADVISOR FEES	742,095.	742,095.
CUSTODY FEES	35,672.	35,672.
TOTALS	<u>777,767.</u>	<u>777,767.</u>

ATTACHMENT 7

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
PAYROLL TAXES	7,905.		7,905.
FOREIGN TAXES WITHHELD	31,797.	31,797.	
EXCISE TAX ON INVESTMENT	147,024.		
STATE TAX - UBTI	13.		
TOTALS	<u>186,739.</u>	<u>31,797.</u>	<u>7,905.</u>

ATTACHMENT 8

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
COPIER LEASE	898.	449.	449.
OFFICE SUPPLIES	2,493.	1,247.	1,246.
PARKING	3,460.		3,460.
TELEPHONE	4,970.	2,485.	2,485.
COMPUTER REPAIR & MAINTENANCE	350.	175.	175.
INSURANCE	8,393.	4,197.	4,196.
POSTAGE	600.	300.	300.
MISCELLANEOUS	365.	183.	182.
BANK SERVICE CHARGES	235.	235.	
BIANNUAL REPORT	80.	40.	40.
OTHER EXPENSES	25.	13.	12.
NONDEDUCTIBLE EXPENSES	13.		
TOTALS	<u>21,882.</u>	<u>9,324.</u>	<u>12,545.</u>

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

ATTACHMENT 9

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
U.S. GOVERNMENT OBLIGATIONS	619,389.	619,389.
US OBLIGATIONS TOTAL	<u>619,389.</u>	<u>619,389.</u>
STATE/MUNICIPAL OBLIGATIONS	4,352,930.	4,352,930.
STATE OBLIGATIONS TOTAL	<u>4,352,930.</u>	<u>4,352,930.</u>
US AND STATE OBLIGATIONS TOTAL	<u>4,972,319.</u>	<u>4,972,319.</u>

ATTACHMENT 10

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE ATTACHED	110,586,185.	110,586,185.
TOTALS	<u>110,586,185.</u>	<u>110,586,185.</u>

CLARK-WINCHCOLE FOUNDATION

ATTACHMENT 11

FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE ATTACHED	5,996,431.	5,996,431.
TOTALS	<u>5,996,431.</u>	<u>5,996,431.</u>

EIN: 52-6058340

CLARK-WINCHCOLE FOUNDATION
INVESTMENT SCHEDULE ATTACHMENTS
FORM 990-PF PART II, BALANCE SHEETS, LINES 10b AND 10c
DECEMBER 31, 2014

SCHEDULE	STOCKS (ATCH 10)	BONDS (ATCH 11)	TOTAL SECURITIES
1	16,564,536	2,968,680	19,533,216
2	36,077,380	2,550,750	38,628,130
3	32,563,731	-	32,563,731
4	10,749,331	477,001	11,226,332
5	2,005,043	-	2,005,043
6	2,481,296	-	2,481,296
7	3,822,605	-	3,822,605
8	3,524,587	-	3,524,587
9	2,797,674	-	2,797,674
TOTAL	110,586,185	5,996,431	116,582,615

PART II, LINE

10b

10c

Clark-Winchcole Foundation
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<i>Description</i>	<i>Quantity</i>	<i>Market Value</i>
<i>Equities</i>		
<i>Consumer Discretionary</i>		
Amazon Com Inc CUSIP: 023135106	550.00	\$170,692.50
Johnson Ctls Inc CUSIP: 478366107	7,550.00	\$364,967.00
Marriott International Inc CUSIP: 571903202	3,500.00	\$273,105.00
Starbucks Corp CUSIP: 855244109	4,500.00	\$369,225.00
TJX Companies CUSIP: 872540109	2,335.00	\$160,134.30
V F Corp Com CUSIP: 918204108	5,500.00	\$411,950.00
Vince Holding Corp. CUSIP: 92719W108	4,700.00	\$122,858.00
Walt Disney Company CUSIP: 254687106	4,500.00	\$423,855.00
		<u>\$2,296,786.80</u>

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<i>Description</i>	<i>Quantity</i>	<i>Market Value</i>
<i>Consumer Staples</i>		
Colgate-Palmolive CUSIP: 194162103	5,000.00	\$345,950.00
Costco Whsl Corp New CUSIP: 22160K105	2,500.00	\$354,375.00
CVS Health Corp CUSIP: 126650100	4,250.00	\$409,317.50
Nestle SA SPONS Adrs CUSIP: 641069406	3,975.00	\$289,976.25
Pepsico Inc CUSIP: 713448108	3,750.00	\$354,600.00
		<hr/>
		\$1,754,218.75
<i>Energy</i>		
Chevron Corporation CUSIP: 166764100	2,500.00	\$280,450.00
National-Oilwell Inc CUSIP: 637071101	3,100.00	\$203,143.00
Range Resources Corp CUSIP: 75281A109	905.00	\$48,372.25
Schlumberger LTD CUSIP: 806857108	2,500.00	\$213,525.00
		<hr/>
		\$745,490.25
<i>Financials</i>		
American International Group CUSIP: 026874784	3,500.00	\$196,035.00

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<i>Description</i>	<i>Quantity</i>	<i>Market Value</i>
Banco Latinoamericano DE Comercio Exterior, S.A. CUSIP: P16994132	9,500.00	\$285,950.00
Berkshire Hathaway Inc-CI B CUSIP: 084670702	2,750.00	\$412,912.50
Charles Schwab Corp CUSIP: 808513105	12,500.00	\$377,375.00
Discover Finl Svcs CUSIP: 254709108	3,920.00	\$256,720.80
Lazard LTD Class A CUSIP: G54050102	4,625.00	\$231,388.75
Starwood Property Trust Inc Real Estate Investment Trust CUSIP: 85571B105	12,500.00	\$290,500.00
Travelers Companies Inc CUSIP: 89417E109	2,345.00	\$248,218.25
US Bancorp CUSIP: 902973304	7,750.00	\$348,362.50
Visa Inc CUSIP: 92826C839	1,600.00	\$419,520.00
		\$3,066,982.80
<i>Healthcare</i>		
Illumina Inc CUSIP: 452327109	1,680.00	\$310,094.40
Johnson & Johnson CUSIP: 478160104	2,750.00	\$287,567.50

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<i>Description</i>	<i>Quantity</i>	<i>Market Value</i>
Quintiles Transnational Holdings Inc CUSIP: 74876Y101	4,900.00	\$288,463.00
Roche Hldg LTD Sponsored American Depository Receipt CUSIP: 771195104	7,500.00	\$254,925.00
Sigma Aldrich Corp CUSIP: 826552101	2,575.00	\$353,470.25
SPDR S&P Biotech ETF CUSIP: 78464A870	1,450.00	\$270,367.00
Stryker Corp Com CUSIP: 863667101	3,400.00	\$320,722.00
UnitedHealth Group Inc CUSIP: 91324P102	1,638.00	\$165,585.42
Varian Medical System Inc CUSIP: 92220P105	3,400.00	\$294,134.00
		\$2,545,328.57
<i>Industrials</i>		
Danaher Corp CUSIP: 235851102	3,700.00	\$317,127.00
Emerson Electric CUSIP: 291011104	4,500.00	\$277,785.00
Kuka AG CUSIP: 5529191	3,200.00	\$229,587.91
Roper Inds Inc New CUSIP: 776696106	2,000.00	\$312,700.00
Valmont Industries CUSIP: 920253101	1,900.00	\$241,300.00

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<i>Description</i>	<i>Quantity</i>	<i>Market Value</i>
3M Co CUSIP: 88579Y101	2,075.00	\$340,964.00
<hr/>		
<i>Information Technology</i>		
Apple Computer CUSIP: 037833100	4,750.00	\$524,305.00
Cisco Systems Inc CUSIP: 17275R102	14,000.00	\$389,410.00
Google Inc Class C CUSIP: 38259P706	325.00	\$171,080.00
Google INC-CL A CUSIP: 38259P508	325.00	\$172,464.50
Iac Interactivecorp CUSIP: 44919P508	4,000.00	\$243,160.00
Microsoft Corp CUSIP: 594918104	10,000.00	\$464,500.00
NVIDIA Corp CUSIP: 67066G104	19,000.00	\$380,950.00
Red Hat Inc Com CUSIP: 756577102	2,576.00	\$178,104.64
Sandisk Corp Com CUSIP: 80004C101	3,250.00	\$318,435.00

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<i>Description</i>	<i>Quantity</i>	<i>Market Value</i>
Sap SE Sponsored American Depository Receipt CUSIP: 803054204	4,500.00	\$313,425.00
<hr/>		
<i>Materials</i>		
Ecolab Inc CUSIP: 278865100	2,000.00	\$209,040.00
Monsanto Co New CUSIP: 61166W101	1,750.00	\$209,072.50
<hr/>		
<i>Utilities</i>		
American Elec Power CUSIP: 025537101	4,250.00	\$258,060.00
NextEra Energy Inc CUSIP: 65339F101	2,250.00	\$239,152.50
<hr/>		
<i>Other Eq Mult Fds & ETFs</i>		
iShares Core S&P Small-Cap ETF CUSIP: 464287804	3,201.00	\$365,106.06
<hr/>		
Total Equities		\$16,564,536.28

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Description	Quantity	Market Value
Corporates/CDs		
Anheuser-Busch InBev Worldwide DTD 10/16/2009 4.125% 01/15/2015 Non Callable CUSIP: 03523TAM0	100,000 00	\$100,093.00
JPMorgan Chase & Co DTD 02/25/2005 4.750% 03/01/2015 Non Callable CUSIP: 46625HCE8	100,000 00	\$100,572.00
Gaix Corp DTD 02/05/2010 4.750% 05/15/2015 Non Callable CUSIP: 361448AJ2	100,000.00	\$101,433.00
Celgene Corp DTD 10/07/2010 2.450% 10/15/2015 Non Callable CUSIP: 151020AD6	100,000.00	\$100,981.00

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<i>Description</i>	<i>Quantity</i>	<i>Market Value</i>
Bank of America Corporation DTD 08/14/2006 5.750% 08/15/2016 Non Callable CUSIP: 060505CL6	100,000.00	\$106,459.00
Borgwarner Inc DTD 11/01/2006 5.750% 11/01/2016 Non Callable CUSIP: 099724AE6	150,000.00	\$161,281.50
MetLife Inc DTD 09/15/2014 Var Cpn 12/15/2017 Non Callable CUSIP: 59156RBK3	150,000.00	\$150,342.00
General Elec Cap Corp Medium Term Note DTD 01/14/2014 2.300% 01/14/2019 Non Callable CUSIP: 36962G7G3	150,000.00	\$152,394.00
Goldman Sachs Group Inc Medium Term Note DTD 02/05/2009 7.500% 02/15/2019 Non Callable CUSIP: 38141EA25	100,000.00	\$118,946.00
Verizon Communications DTD 03/27/2009 6.350% 04/01/2019 Non Callable CUSIP: 92343VAV6	100,000.00	\$115,876.00

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<i>Description</i>	<i>Quantity</i>	<i>Market Value</i>
Valmont Industries DTD 04/12/2010 6.625% 04/20/2020 Non Callable CUSIP: 920253AD3	26,000.00	\$30,514.38
Borgwarner Inc DTD 09/16/2010 4.625% 09/15/2020 Non Callable CUSIP: 099724AG1	150,000.00	\$164,178.00
Plains Exploration & Pro DTD 10/26/2012 6.500% 11/15/2020 Callable CUSIP: 726505AN0	150,000.00	\$162,370.50
Tupperware Corp DTD 12/01/2011 4.750% 06/01/2021 Callable CUSIP: 899896AC8	75,000.00	\$80,283.00
eBay Inc DTD 07/28/2014 2.875% 08/01/2021 Callable CUSIP: 278642AK9	150,000 00	\$148,480 50
Amazon.Com Inc DTD 12/05/2014 3.300% 12/05/2021 Callable CUSIP: 023135AM8	150,000.00	\$152,053 50
George Washington University DTD 03/27/2012 3.485% 09/15/2022 Non Callable CUSIP: 372546AQ4	150,000 00	\$154,191 00

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<i>Description</i>	<i>Quantity</i>	<i>Market Value</i>
Venzon Communications DTD 09/18/2013 5.150% 09/15/2023 Non Callable CUSIP: 92343VBR4	150,000.00	\$165,634.50
CSX Corp DTD 07/21/2014 3.400% 08/01/2024 Callable CUSIP: 126408HB2	150,000.00	\$151,932.00
CVS Caremark Corp DTD 08/12/2014 3.375% 08/12/2024 Callable CUSIP: 126650CF5	150,000.00	\$151,455.00
Gilead Sciences Inc DTD 11/17/2014 3.500% 02/01/2025 Callable CUSIP: 375558AZ6	150,000.00	\$153,960.00
		<hr/>
		\$2,723,429.88
<i>Convertible Bds/Preferred Stock</i>		
US Bancorp 3.500% Preferred Series A Callable CUSIP: 902973866	300.00	\$245,250.00
		<hr/>
		\$245,250.00
TOTAL BONDS		\$2,968,680.00

Clark-Winchcole Foundation
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MARKET VALUE
 AS OF 12/31/14

QUANTITY

ASSET DESCRIPTION

CORPORATE OBLIGATIONS		
GOLDMAN SCSHS CAPITAL II	1,500,000.000	\$1,102,500.00
DTD 05/15/07 06/01/2043		
CUSIP: 381427AA1		
MOODY'S RATING: BAZ		
STANDARD & POOR'S RATING BB		
WACHOVIA CAPITAL TRUST I	1,500,000.000	1,448,250.00
DTD 02/01/06 03/29/2049		
CUSIP: 92978AAA0		
MOODY'S RATING: BAA3		
STANDARD & POOR'S RATING BBB		
Total Corporate Obligations		\$2,550,750.00
Total Fixed Income		\$2,550,750.00

Clark-Winchcole Foundation
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ASSET DESCRIPTION	QUANTITY	MARKET VALUE AS OF 12/31/14
Equities		
CONSUMER DISCRETIONARY		
LOWES COS INC SYMBOL: LOW CUSIP: 548661107	25,000,000	\$1,720,000.00
MCDONALDS CORP SYMBOL: MCD CUSIP: 580135101	10,000,000	937,000.00
Total Consumer Discretionary		\$2,657,000.00
CONSUMER STAPLES		
COCA COLA CO SYMBOL: KO CUSIP: 191216100	36,000,000	\$1,519,920.00
CVS HEALTH CORPORATION SYMBOL: CVS CUSIP: 126650100	17,000,000	1,637,270.00
DR PEPPER SNAPPLE GROUP INC SYMBOL: DPS CUSIP: 26138E109	21,000,000	1,505,280.00
PROCTER & GAMBLE CO SYMBOL: PG CUSIP: 742718109	17,000,000	1,548,530.00
SYSCO CORP SYMBOL: SYY CUSIP: 871829107	34,000,000	1,349,460.00
Total Consumer Staples		\$7,560,460.00
ENERGY		
CHEVRON CORP SYMBOL: CVX CUSIP: 166764100	10,000,000	\$1,121,800.00
EXXON MOBIL CORPORATION SYMBOL: XOM CUSIP: 30231G102	11,000,000	1,016,950.00
Total Energy		\$2,138,750.00
FINANCIALS		
US BANCORP DEL NEW SYMBOL: USB CUSIP: 902973304	30,000,000	\$1,348,500.00
Total Financials		\$1,348,500.00

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ASSET DESCRIPTION	QUANTITY	MARKET VALUE AS OF 12/31/14
Equities (continued)		
HEALTH CARE		
BRISTOL MYERS SQUIBB CO SYMBOL: BMY CUSIP: 110122108	23,000,000	\$1,357,690.00
JOHNSON & JOHNSON SYMBOL: JNJ CUSIP: 478160104	16,000,000	1,673,120.00
PFIZER INC SYMBOL: PFE CUSIP: 717081103	37,500,000	1,168,125.00
Total Health Care		\$4,198,935.00
INDUSTRIALS		
DEERE & CO SYMBOL: DE CUSIP: 244199105	12,500,000	\$1,105,875.00
NORFOLK SOUTHERN CORP SYMBOL: NSC CUSIP: 655844108	13,000,000	1,424,930.00
UNITED PARCEL SERVICE-CL B SYMBOL: UPS CUSIP: 911312106	15,000,000	1,667,550.00
3M CO COM	11,000,000	1,807,520.00
SYMBOL: MMM CUSIP: 88579Y101		
Total Industrials		\$6,005,875.00
INFORMATION TECHNOLOGY		
APPLE INC SYMBOL: AAPL CUSIP: 037833100	15,000,000	\$1,655,700.00
INTEL CORP COMM	41,000,000	1,487,890.00
SYMBOL: INTC CUSIP: 458140100		
INTERNATIONAL BUSINESS MACHS CORP		
COM SYMBOL: IBM CUSIP: 459200101	6,000,000	962,640.00
MICROSOFT CORP SYMBOL: MSFT CUSIP: 594918104	27,000,000	1,254,150.00
Total Information Technology		\$5,360,380.00

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ASSET DESCRIPTION	QUANTITY	MARKET VALUE AS OF 12/31/14
Equities (continued)		
TELECOMMUNICATION SERVICES		
VERIZON COMMUNICATIONS SYMBOL: VZ CUSIP: 92343V104	23,000,000	\$1,075,940.00
Total Telecommunication Services		\$1,075,940.00
INTERNATIONAL EQUITIES		
ACCENTURE PLC CUSIP: G1151C101	14,000,000	\$1,250,340.00
SCHLUMBERGER LTD CUSIP: 806857108	14,000,000	1,195,740.00
Total International Equities		\$2,446,080.00
Total Equities		\$32,791,920.00

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ASSET DESCRIPTION

Real Assets

REAL ESTATE INVESTMENT TRUSTS (REITS)

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/14
BRANDYWINE RLTY TR BD SYMBOL: BDN CUSIP: 105368203	60,000,000	\$15.980	\$958,800.00
WASHINGTON REAL ESTATE INV TR SH BEN INT SYMBOL: WRE CUSIP: 939653101	40,000,000	27.660	1,106,400.00
WEYERHAEUSER CO SYMBOL: WY CUSIP: 962166104	34,000,000	35.890	1,220,260.00

Total Real Estate Investment Trusts (Reits)

\$3,285,460.00

Total Real Assets

\$3,285,460.00

Grand Total, Stocks

\$36,077,380.00

ACCOUNT VALUE
AS OF 12/31/14

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<u>PAR VALUE OR SHARES</u>	<u>ASSET DESCRIPTION</u>	<u>MARKET VALUE</u>
<u>COMMON EQUITY SECURITIES</u>		
21,980.0000	ABBOTT LABS INC	989,539.60
11,905.0000	ACCENTURE PLC CL A	1,063,235.55
9,340.0000	CHEVRON CORPORATION	1,047,761.20
18,050.0000	COGNIZANT TECHNOLOGY SOLUTIONS CORP CL A	950,513.00
14,450.0000	CVS HEALTH CORP	1,391,679.50
13,315.0000	DANAHER CORP	1,141,228.65
14,850.0000	DONALDSON INC	573,655.50
8,065.0000	EXXON MOBIL CORPORATION	745,609.25

Clark-Winchcole Foundation

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Schedule 3

<u>PAR VALUE OR SHARES</u>	<u>ASSET DESCRIPTION</u>	<u>MARKET VALUE</u>
6,725.0000	FEDEX CORPORATION	1,167,863.50
5,125.0000	GOLDMAN SACHS GROUP INC	993,378.75
1,135.0000	GOOGLE INC CLASS C	597,464.00
1,035.0000	GOOGLE INC-CL A	549,233.10
9,300.0000	INTUIT	857,367.00
12,305.0000	JOHNSON & JOHNSON	1,286,733.85
11,475.0000	JP MORGAN CHASE & CO	718,105.50
15,440.0000	LOWES COS INC COM	1,062,272.00
18,875.0000	MEDTRONIC	1,362,775.00
21,390.0000	MICROSOFT CORP	993,565.50

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<u>PAR VALUE OR SHARES</u>	<u>ASSET DESCRIPTION</u>	<u>MARKET VALUE</u>
4,790.0000	MONSANTO CO NEW	572,261.30
4,050.0000	O'REILLY AUTOMOTIVE INC	780,111.00
22,320.0000	PATTERSON COS INC	1,073,592.00
11,920.0000	PEPSICO INC	1,127,155.20
4,200.0000	PERRIGO CO PLC	702,072.00
11,025.0000	PNC FINANCIAL SERVICES GROUP	1,005,810.75
10,850.0000	PROCTER & GAMBLE COMPANY	988,326.50
12,095.0000	QUALCOMM INC	899,021.35
9,750.0000	ROCKWELL COLLINS	823,680.00
10,170.0000	SCHLUMBERGER LTD	868,619.70

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<u>PAR VALUE OR SHARES</u>	<u>ASSET DESCRIPTION</u>	<u>MARKET VALUE</u>
11,795.0000	STRYKER CORP COM	1,112,622.35
10,550.0000	UNITED NAT FOODS INC	815,778.75
8,600.0000	UNITED TECHNOLOGIES CORP	989,000.00
4,150.0000	VALMONT INDUSTRIES	527,050.00
10,870.0000	WALMART STORES INC	933,515.60
23,100.0000	WHOLE FOODS MKT INC COM	1,164,702.00
9,450.0000	YUMI BRANDS INC	688,432.50
TOTAL COMMON EQUITY SECURITIES		<u>32,563,731.45</u>

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ASSET DETAIL

Security Description	Shares/Face Amt	Market Value
Taxable Bonds		
Fixed Income Funds		
Blackrock GIL S Credit Ins - BGCIX #1833	45,998 160	477,000 92
Total Fixed Income Funds		\$477,000.92
Total Taxable Bonds		\$477,000.92

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ASSET DETAIL (continued)

Security Description	Shares/Face Amt	Market Value
Stocks		
Common Stocks		
Avalonbay Cmnty Inc - AVB	760 000	124,176.40
Federal Rlty Invt Tr - FRT Sh Ben Int New	920 000	122,783.20
Government Properties Income - GOV	4,300 000	98,943.00
Total Common Stocks		\$345,902.60
Equity Funds		
Brown Advisory Emg Mkts Ins - BAFQX #2006	100,099 112	950,941.56

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ASSET DETAIL (continued)

Security Description	Shares/Face Amt	Market Value
Brown Advisory Sm Cp Fundamental Val - BIAUX #1290	116,720 636	2,754,607 01
Ishares Russell 1000 Value Index Etf - IWD	20,700 000	2,161,080 00
Ishares S&p Global Energy Etf - IXC	13,090 000	486,817.10
Neuberger Berman Long Sh Ins - NLSIX	234,020 854	3,035,250 48
Oakmark Intl Small Cap Cl I - OAKEX #811	68,609 319	1,014,731 83
Total Equity Funds		\$10,403,427.98
Total Stocks		\$10,749,330.58

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ASSET DETAIL

Security Description	Shares/Face Amt	Market Value
Stocks		
Common Stocks		
Acceleron Pharma Inc - XLRN	223,000	8,688.08
Advisory Board Co - ABCO	661,000	32,375.78
Ann Inc - ANIN	195,000	7,113.60
Applied Micro Circuits Corp - AMCC	1,625,000	10,595.00

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ASSET DETAIL (continued)

Security Description	Shares/Face Amt	Market Value
Aruba Networks Inc - ARUN	2,011.000	36,559.98
Ascent Capital Group Inc A - ASCMA	608.000	32,181.44
Blackbaud Inc - BLKB	689.000	29,806.14
Bright Horizons Family Solut - BFAM	893.000	41,979.93
Broadndge Financial Solutions Inc - BR	1,727.000	79,752.86
Broadsoft Inc - BSFT	1,263.000	36,652.26
Cardiovascular Systems Inc - CSII	214.000	6,437.12
Cavium Inc - CAVM	421.000	26,026.22
Charles River Laboratories - CRL	678.000	43,147.92
City Natl Corp - CYN	650.000	52,526.50
Coherus Biosciences Inc - CHRS	288.000	4,700.16
Colfax Corp - CFX	314.000	16,192.98
Commvault Systems Inc - CVLT	209.000	10,803.21

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ASSET DETAIL (continued)

Security Description	Shares/Face Amt	Market Value
Connectone Bancorp Inc - CNOB	790.000	15,010.00
Corelogic Inc - CLGX	1,619.000	51,144.21
Corporate Executive Brd Co - CEB	673.000	48,812.69
Costar Group Inc - CSGP	173.000	31,767.99
Covance Inc - CVD	366.000	38,005.44
Cvent Inc - 23247G109	127.000	3,535.68
Digitalglobe Inc - DGI	791.000	24,497.27
Dyax Corp - DYAX	923.000	12,977.38
E S O Technologies Inc - ESE	572.000	21,106.80
Endologix Inc - ELGX	296.000	4,525.84
E2Open Inc Com - EOPN	1,034.000	9,936.74
Fair Isaac Corporation - FICO	901.000	65,142.30
Global Payments Inc - GPN	139.000	11,221.47

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ASSET DETAIL (continued)

Security Description	Shares/Face Amt	Market Value
Harman International - HAR	177 000	18,887.67
Healthcare Svcs Group Inc - HCSSG	464.000	14,351.52
Heico Corp - HEI	853.000	51,521.20
Helix Energy Solutions Group Inc - HLX	1,831.000	39,732.70
Hexcel Corp New - HXL	933.000	38,710.17
Homeaway Inc - AWAY	2,178 000	64,860 84
IDEX Corp - IEX	548.000	42,656.32
Idexx Labs Inc - IDXX	276 000	40,922.52
Incyte Corp Com - INCY	306.000	22,371.66
Informatica Corp - INFA	862 000	32,872.37
Interactive Intelligence Gro - ININ	1,360.000	65,144.00
Knight Transn Inc - KNX	1,459.000	49,109.94
Krispy Kreme Doughnuts Inc - KKD	1,006 000	19,858.44

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ASSET DETAIL (continued)

Security Description	Shares/Face Amt	Market Value
Landstar Sys Inc - LSTR	617.000	44,751.01
Maximus Inc - MMS	1,111.000	60,927.24
Omeros Corporation - OMER	223.000	5,525.94
Pegsystems Inc - PEGA	1,910.000	39,670.70
Price Smart Inc - PSMT	182.000	16,602.04
Pros Holdings Inc - PRO	524.000	14,399.52
Prosperity Bancshares Inc - PB	888.000	49,159.68
Receptos Inc - RCPT	148.000	18,131.48
Riverbed Technology Inc - RVBD	306.000	6,245.46
Roadrunner Transportation Sy - RRTS	839.000	19,590.65
Rockwood Hldgs Inc - ROC	521.000	41,054.80
Sapient Corp - SAPE	1,433.000	35,653.04
Schein Henry Inc - HSIC	346.000	47,107.90

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ASSET DETAIL (continued)

Security Description	Shares/Face Amt	Market Value
Synchronoss Technologies Inc - SNCR	573.000	23,985.78
Team Inc - TISI	568.000	22,981.28
Treehouse Foods Inc - THS	262.000	22,408.86
Ultimate Software Group Inc - ULTI	268.000	39,346.42
Ultragenyx Pharmaceutical In - RARE	116.000	5,090.08
Waste Connections Inc - WCN	1,585.000	69,724.15
Wex Inc - WEX	173.000	17,113.16
Woodward Inc - WWD	474.000	23,335.02
Xoom Corp - XOOM	1,012.000	17,720.12
Total Common Stocks		\$1,954,746.67
Foreign Stocks		
Exfo Inc - EXFO	1,888.000	6,513.60
Genpact Limited - G	1,653.000	31,291.29

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ASSET DETAIL (continued)

Security Description	Shares/Face Amt	Market Value
Wuxi Pharmatech Inc A D R - WX Repstg 8 Ord Shs	371 000	12,491.57
Total Foreign Stocks		\$50,296.46
Total Stocks		\$2,005,043.13
Total Assets		\$2,005,043.13

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ASSET DETAIL

Security Description	Shares/Face Amt	Market Value
Stocks		
Common Stocks		
Aci Worldwide Inc - ACIW	3,500,000	70,595 00
Atmel Corp - ATML	4,300,000	36,098 50
Babcock Wilcox Company - BWC	900,000	27,270 00
Belden Inc - BDC	250 000	19,702.50

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ASSET DETAIL (continued)

Security Description	Shares/Face Amt	Market Value
Bgc Partners Inc Cl A - BGCP	2,200,000	20,130.00
Boingo Wireless Inc - WIFI	1,753,000	13,445.51
Bonanza Creek Energy Inc - BCEI	1,000,000	24,000.00
Calavo Growers Inc - CVGW	400,000	18,920.00
Cardinal Finl Corp - CFNL	1,500,000	29,745.00
Cash Amerca Intl Inc - CSH	1,100,000	24,882.00
Cbiz Inc - CBZ	6,880,000	58,892.80
Cinemark Hldgs Inc - CNK	900,000	32,022.00
Columbia Banking System Inc - COLB	1,600,000	44,176.00
Convergys Corp - CVG	3,200,000	65,184.00
Del Friscos Restaurant Group - DFRG	1,200,000	28,488.00
Epr Properties - EPR	700,000	40,341.00
Gentherm Inc - THRM	200,000	7,324.00

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ASSET DETAIL (continued)

Security Description	Shares/Face Amt	Market Value
Globus Med Inc A - GMED	1,900,000	45,163.00
Golub Capital Bdc Inc - GBDC	1,600,000	28,688.00
Hercules Technology Growth - HTGC	2,200,000	32,736.00
Hersha Hospitality Trust - HT	7,200,000	50,616.00
Howard Hughes Corp - HHC	550,000	71,731.00
Iac Interactivecorp - IACI	800,000	48,632.00
Innospec Inc - IOSP	1,000,000	42,700.00
Interdigital Inc - IDCC	1,200,000	63,480.00
J2 Global Inc - JCOM	820,000	50,840.00
Kaman Corp - KAMN	1,700,000	68,153.00
Kar Auction Services Inc - KAR	2,700,000	93,555.00
Knowles Corp - KN	1,200,000	28,260.00
Krispy Kreme Doughnuts Inc - KKD	2,000,000	39,480.00

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ASSET DETAIL (continued)

Security Description	Shares/Face Amt	Market Value
Ligand Pharmaceuticals Cl B - LGND	1,500,000	79,815.00
Media General Inc - MEG	1,350,100	22,587.17
Medical Properties Trust Inc - MPW	5,000,000	68,900.00
Motorcar Parts & Accessories Inc - MPAA	1,200,000	37,308.00
Netnet Inc Cl A - NNI	530,000	24,554.90
Omnicell Inc - OMCL	500,000	16,560.00
Pacwest Bancorp - PACW	1,903,000	86,510.38
Pdf Solutions Inc - PDFS	3,100,000	46,066.00
Popeyes Louisiana Kitchen Inc - PLKI	200,000	11,254.00
Progress Software Corp - PRGS	1,700,000	45,934.00
Roadrunner Transportation Sy - RRTS	2,900,000	67,715.00
Silgan Hldgs Inc - SLGN	1,700,000	91,120.00
Six Flags Entertainment - SIX	1,550,000	66,882.50

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ASSET DETAIL (continued)

Security Description	Shares/Face Amt	Market Value
Starwood Property Trust Inc - STWD	1,300,000	30,212.00
Starwood Waypoint Reside W I - SWAY	1,020,000	26,897.40
Synaptics Inc - SYNA	300,000	20,652.00
Techtarget Inc - TTGT	1,200,000	13,644.00
Teledyne Technologies Inc - TDY	696,000	71,507.04
Two Harbors Investment Corp - TWO	5,200,000	52,104.00
United Financial Bancorp Inc - UBNK	3,864,000	55,487.04
United States Antimony - UAMY Common Stock	11,450,000	8,015.00
Winthrop Realty Trust - FUR	5,351,000	83,422.09
World Fuel Svcs Corp - INT	1,700,000	79,781.00
Total Common Stocks		\$2,332,178.83
Foreign Stocks		
Mdc Partners Inc CIA - MDCA	3,755,000	85,313.60

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ASSET DETAIL (continued)

Security Description	Shares/Face Amt	Market Value
Performance Sports Group Ltd - PSG	1,600,000	28,784.00
Trinity Biotech Plc Spon A D R - TRIB Repstg 4 Ord Shrs	2,000,000	35,020.00
Total Foreign Stocks		\$149,117.60
Total Stocks		\$2,481,296.43

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ASSET DETAIL

Security Description	Shares/Face Amt	Market Value
Stocks		
Common Stocks		
Amphenol Corp Cl A - APH	2,294 000	123,440 14
Ansys Inc - ANSS	851 000	69,782 00
Apple Inc - AAPL	1,260.000	139,078 80
Bristol Myers Squibb Co - BMY	1,283 000	75,735 49

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ASSET DETAIL (continued)

Security Description	Shares/Face Amt	Market Value
Cognizant Tech Solutions Cl A - CTSH	1,609,000	84,729.94
Collfax Corp - CFX	536,000	27,641.52
Costco Whsl Corp - COST	693,000	98,232.75
Covance Inc - CVD	582,000	60,434.88
Danaher Corp - DHR	1,664,000	142,621.44
Davita Healthcare Partners Inc - DVA	1,518,000	114,973.32
Discovery Communications C - DISCK	1,805,000	60,864.60
Discovery Communications Inc Cl A - DISCA	1,207,000	41,581.15
Ecolab Inc - ECL	1,110,000	116,017.20
Express Scripts Hldgs C - ESRX	2,216,000	187,628.72
Fastenal Co - FAST	2,441,000	116,093.96
Fmc Technologies Inc - FTI	2,353,000	110,214.52
Fossil Group Inc - FOSL	289,000	32,003.86

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ASSET DETAIL (continued)

Security Description	Shares/Face Amt	Market Value
Gilead Sciences Inc - GILD	1,380,000	130,078.80
Google Inc Cl A - GOOGL	142,000	75,353.72
Google Inc Cl C - GOOG	142,000	74,748.80
Intuitive Surgical Inc - ISRG	300,000	158,682.00
Lauder Estee Cos Inc Cl A - EL	1,637,000	124,739.40
Mead Johnson Nutrition Co - MJN	1,395,000	140,253.30
National Instrs Corp - NATI	1,975,000	61,402.75
Netsuite Inc - N	540,000	58,951.80
Qualcomm Inc - QCOM	1,831,000	136,098.23
Salesforce Com Inc - CRM	1,885,000	111,799.35
Schwab Charles Corp - SCHW	5,890,000	177,819.10
Starbucks Corp - SBUX	1,785,000	146,459.25
Stericycle Inc - SRCL	1,080,000	141,566.40

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ASSET DETAIL (continued)

Security Description	Shares/Face Amt	Market Value
Tripadvisor Inc - TRIP	769.000	57,413.54
Visa Inc - V	678.000	177,771.60
Whole Foods Mkt Inc - WFM	3,063.000	154,436.46
Total Common Stocks		\$3,528,648.79
Foreign Stocks		
Core Laboratornes N V - CLB	718.000	86,404.12
Genpact Limited - G	4,431.000	83,878.83
Schlumberger Ltd - SLB	1,448.000	123,673.68
Total Foreign Stocks		\$293,956.63
Total Stocks		\$3,822,605.42

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ASSET DETAIL

Security Description	Shares/Face Amt	Market Value
Common Stocks		
Abbvie Inc - ABBV	1,324.000	86,642.56
Altra Group Inc - MO	3,141.000	154,757.07
Apple Inc - AAPL	688.000	75,941.44
Automatic Data Processing - ADP	1,360.000	113,383.20

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ASSET DETAIL (continued)

Security Description	Shares/Face Amt	Market Value
Best Buy Co Inc - BBY	2,030,000	79,129.40
Cincinnati Finl Corp - CINF	1,193,000	61,833.19
Coca Cola Company - KO	1,306,000	55,139.32
Erie Indemnity Co - ERIE CI A	831,000	75,429.87
Gamestop Corp CI A - GME	2,263,000	76,489.40
Healthcare Svcs Group Inc - HCSSG	2,292,000	70,891.56
J P Morgan Chase Co - JPM	1,472,000	92,117.76
Johnson Johnson - JNJ	869,000	90,871.33
Kinder Morgan Inc - KMI	3,803,000	160,904.93
M T Bank Corp - MTB	601,000	75,497.62
McDonalds Corp - MCD	589,000	55,189.30
Merck and Co Inc - MRK	1,342,000	76,212.18
Microsoft Corp - MSFT	2,735,000	127,040.75

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ASSET DETAIL (continued)

Security Description	Shares/Face Amt	Market Value
Occidental Petroleum Corporation - OXY	1,077.000	86,816.97
Paccar Inc - PCAR	1,036.000	70,458.36
Philip Morris Intl - PM	1,102.000	89,757.90
Plains Gp Holdings LP Cl A - PAGP	3,748.000	96,248.64
Plum Creek Timber Co Inc - PCL	2,037.000	87,163.23
Praxair Inc - PX	381.000	49,362.36
Qualcomm Inc - QCOM	1,230.000	91,425.90
Redwood Trust Inc - RWT	3,437.000	67,708.90
T Rowe Price Group Inc - TROW	471.000	40,440.06
Target Corp - TGT	1,009.000	76,593.19
Time Warner Cable Inc - TWC	403.000	61,280.18
United Technologies Corp - UTX	804.000	92,460.00
V F Corp - VFC	1,347.000	100,890.30

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ASSET DETAIL (continued)

Security Description	Shares/Face Amt	Market Value
Wells Fargo Co - WFC	1,302,000	71,375.64
Wp Carey Inc - WPC	1,293,000	90,639.30
Total Common Stocks		\$2,700,091.81
Preferred Stocks		
Public Storage - 74460W206 5.90% Pfd	3,256,000	82,311.68
Public Storage - PSA.PO 6.875% Pfd	1,578,000	41,012.22
Total Preferred Stocks		\$123,323.90
Foreign Stocks		
Accenture Plc Cl A - ACN	769,000	68,679.39
Copa Holdings Sa Cl A - CPA	407,000	42,181.48
Enesco Plc Cl A - ESV	1,304,000	39,054.80
Garmin Ltd - GRMN	1,738,000	91,818.54
Nielsen Nv - NLSN	957,000	42,806.61

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ASSET DETAIL (continued)

Security Description	Shares/Face Amt	Market Value
Novartis Ag A D R - NVS Repstg 1 Ord Sh	1,255,000	116,288.30
Onebeacon Insurance Group Lt Cl A - OB	2,538,000	41,115.60
Rogers Communications Inc Cl B - RCI	970,000	37,694.20
Teva Pharmaceutical Inds Ltd A D R - TEVA Repstg 1 Ord Sh	1,693,000	97,364.43
Total Sa Spon A D R - TOT Repstg 1 Ord Sh	631,000	32,307.20
Unilever N V A D R - UN Rpstg 1 Ord Sh	2,353,000	91,861.12
Total Foreign Stocks		\$701,171.67
Total Stocks		\$3,524,587.38

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ASSET DETAIL

Stocks	Shares/Face Amount	Market Value
Common Stocks		
Apple Inc - AAPL	810.000	89,407.80
Baxter International Inc - BAX	1,015.000	74,389.35
Best Buy Co Inc - BBY	1,934.000	75,387.32
Cisco Systems Inc - CSCO	3,292.000	91,566.98

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ASSET DETAIL (continued)

Security Description	Shares/Face Amt	Market Value
City Natl Corp - CYN	1,308.000	105,699.48
Coach Inc - COH	1,975.000	74,181.00
Commscope Hldg Co Inc - COMM	1,885.000	43,034.55
E Bay Inc - EBAY	820.000	46,018.40
Gamestop Corp Cl A - GME	2,008.000	67,870.40
Hologic Inc - HOLX	2,935.000	78,481.90
Infomatica Corp - INFA	1,360.000	51,863.60
J P Morgan Chase Co - JPM	1,686.000	105,509.88
Joy Global Inc - JOY	1,899.000	88,341.48
M T Bank Corp - MTB	402.000	50,499.24
Merck and Co Inc - MRK	737.000	41,854.23
Microchip Technology Inc - MCHP	773.000	34,870.03
Microsoft Corp - MSFT	1,205.000	55,972.25

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ASSET DETAIL (continued)

Security Description	Shares/Face Amt	Market Value
National Oilwell Varco Inc - NOV	1,012,000	66,316.36
Netapp Inc - NTAP	1,945,000	80,620.25
Northern Tr Corp - NTRS	1,422,000	95,842.80
Occidental Petroleum Corporation - OXY	856,000	69,002.16
Oceaneering International Inc - Oil	1,088,000	63,985.28
Paccar Inc - PCAR	851,000	57,876.51
Plains Gp Holdings LP Cl A - PAGP	1,807,000	46,403.76
Qualcomm Inc - QCOM	1,382,000	102,724.06
Regions Finl Corp - RF	8,715,000	92,030.40
Schwab Charles Corp - SCHW	2,839,000	85,709.41
Suntrust Bks Inc - STI	2,609,000	109,317.10
Synovus Financial Corp - SNV	2,690,000	72,872.10
Total Common Stocks		\$2,117,648.08

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ASSET DETAIL (continued)

Security Description	Shares/Face Amt	Market Value
Foreign Stocks		
Check Point Software Tech Ltd - CHKP	707.000	55,548.99
Enesco Plc Cl A - ESV	1,570.000	47,021.50
Garmin Ltd - GRMN	1,171.000	61,863.93
Novartis Ag A D R - NVS Repstg 1 Ord Sh	748 000	69,309.68
Potash Corp Of Saskatchewan - POT	2,576 000	90,984.32
Sanofi A D R - SNY Repstg 0.5 Ord Sh	1,500.000	68,415.00
Schlumberger Ltd - SLB	715.000	61,068.15
Suncor Energy Inc - SU	1,912 000	60,763.36
Teva Pharmaceutical Inds Ltd A D R - TEVA Repstg 1 Ord Sh	1,627.000	93,568.77

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ASSET DETAIL (continued)

Security Description	Shares/Face Amt	Market Value
Unilever N V A D R - UN Rpstg 1 Ord Sh	1,831,000	71,482.24
Total Foreign Stocks		\$680,025.94
Total Stocks		\$2,797,674.02

ATTACHMENT 12

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION

ENDING BOOK VALUE ENDING FMV

SILCHESTER INTERNATIONAL	4,003,027.	4,003,027.
INVESTORS VALUE EQUITY FUND	1,947,844.	1,947,844.
EDGBASTON ASIAN EQTY TRUST		
TOTALS	<u>5,950,871.</u>	<u>5,950,871.</u>

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENT

ATTACHMENT 13

ACCUMULATED DEPRECIATION DETAIL

FIXED ASSET DETAIL

ASSET DESCRIPTION	METHOD/ CLASS	FIXED ASSET DETAIL				ACCUMULATED DEPRECIATION DETAIL			
		BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE
IBM TYPEWRITER	SL	790.			790.	790.			790.
FURN. & FIXTURES	SL	10,781.			10,781.	10,781.			10,781.
FURNITURE	SL	796.			796.	796.			796.
HP LASERJET 6P	SL	925.			925.	925.			925.
PRINTER	SL	1,329.			1,329.	1,329.			1,329.
REFRIGERATOR	SL	105.			105.	105.			105.
SOUNDSTAT CONF TEL	SL	539.			539.	539.			539.
LEASEHOLD IMP.	SL	5,705.			5,705.	1,959.	146.		2,105.
FURNITURE	SL	9,306.			9,306.	9,306.			9,306.
LEASEHOLD IMP.	SL	13,207.			13,207.	4,407.	339.		4,746.
TELEPHONE EQUIP.	SL	3,848.			3,848.	3,848.			3,848.
LINES FURNITURE-1	SL	12,471.			12,471.	12,471.			12,471.
LINES FURNITURE-2	SL	742.			742.	742.			742.
TELEPHONE EQUIP.	SL	4,227.			4,227.	4,227.			4,227.
SUPPLY CABINET	SL	314.			314.	314.			314.
LEASEHOLD IMP.	SL	11,878.			11,878.	3,914.	305.		4,219.
DELL LAPTOP	SL	2,920.			2,920.	2,920.			2,920.
DELL COMPUTER	SL	1,153.			1,153.	1,153.			1,153.

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENT

ATTACHMENT 13 (CONT'D)

ACCUMULATED DEPRECIATION DETAIL

FIXED ASSET DETAIL

ASSET DESCRIPTION	METHOD/ CLASS	FIXED ASSET DETAIL			ACCUMULATED DEPRECIATION DETAIL				
		BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE
1300 LASERJET PRIN	SL	460.			460.	460.			460.
LATERAL FILE CAB	SL	822.			822.	822.			822.
DELL COMPUTER	SL	1,551.			1,551.	1,551.			1,551.
HP LSRJET 3030 FAX	SL	558.			558.	558.			558.
TOSHIBA COPIER	SL	6,376.			6,376.	6,376.			6,376.
DELL COMPUTER	SL	2,950.			2,950.	2,950.			2,950.
PRINTER	SL		339.		339.		45.		45.
DELL COMPUTERS	SL		3,943.		3,943.		329.		329.
TOTALS		<u>93,753.</u>		<u>98,035.</u>	<u>73,243.</u>			<u>74,407.</u>	

ATTACHMENT 14

FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
DEPOSIT - MD UNEMPLOYMENT INS DUE FROM BROKER	1,526.	1,526.
UNCOLLECTED PURCHASED INTEREST	6,491.	6,491.
	3,608.	3,608.
TOTALS	<u>11,625.</u>	<u>11,625.</u>

ATTACHMENT 15FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
NET UNREALIZED GAIN ON INVESTMENTS	4,350,354.
TOTAL	<u>4,350,354.</u>

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

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

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

ARTICLE I

Name, Seal, and Offices

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

ARTICLE II

Object

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

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

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

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

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

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

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

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

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

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

ARTICLE III

Members

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

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

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

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

ARTICLE IV

Meetings

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

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

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

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

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

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

ARTICLE V

Trustees

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

ARTICLE VI

Officers

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

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

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

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

ARTICLE VII

Voting Upon Stock of Other Corporations

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

ARTICLE VIII

Fiscal Year

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

ARTICLE IX

Prohibition Against Sharing in Corporate Earnings

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

ARTICLE X

Investments

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

ARTICLE XI

Personal Liability

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

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

ARTICLE XII

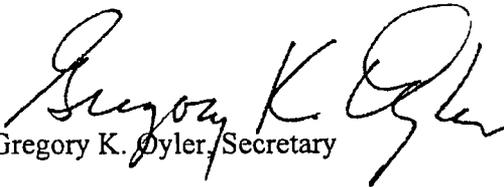
Amendments

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

* * * * *

The undersigned officer of the Clark-Winchcole Foundation certifies that the foregoing is a complete and accurate copy of the By-Laws of the Foundation, as last amended on May 15, 2014.

October 19, 2015


Gregory K. Oyler, Secretary

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

ATTACHMENT 17

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
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VINCENT C. BURKE, III 3 BETHESDA METRO CENTER SUITE 550 BETHESDA, MD 20814-5358	CHAIRMAN/PRESIDENT 5.00	50,000.	0	0
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THOMAS C. THOMPSON, JR. 3 BETHESDA METRO CENTER SUITE 550 BETHESDA, MD 20814-5358	VICE PRESIDENT 5.00	50,000.	0	0
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GROVER B. RUSSELL RUSSELL, EVANS & THOMPSON, PLLC 299 HERNDON PARKWAY, #206 HERNDON, VA 20170	VICE PRESIDENT 5.00	50,000.	0	0
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GROVER B. RUSSELL IS A MEMBER OF THE FIRM RUSSELL, EVANS & THOMPSON, PLLC. THE FIRM PROVIDES ACCOUNTING AND TAX SERVICES FOR THE FOUNDATION. THE FEES CHARGED ARE REASONABLE AND COMMENSURATE WITH THE SERVICES PROVIDED. SEE ATTACHMENT 5.

W. CRAIG THOMPSON RUSSELL, EVANS & THOMPSON, PLLC 299 HERNDON PARKWAY, #206 HERNDON, VA 20170	TREASURER 5.00	50,000.	0	0
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W. CRAIG THOMPSON IS A MEMBER OF THE FIRM RUSSELL, EVANS & THOMPSON, PLLC. THE FIRM PROVIDES ACCOUNTING AND TAX SERVICES FOR THE FOUNDATION. THE FEES CHARGED ARE REASONABLE AND COMMENSURATE WITH THE SERVICES PROVIDED. SEE ATTACHMENT 5.

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

ATTACHMENT 17 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
GREGORY OYLER SCRIBNER, HALL & THOMPSON, LLP 1030 15TH STREET, NW STE 700 EAST WASHINGTON, DC 20005 GREGORY OYLER IS A MEMBER OF THE FIRM SCRIBNER, HALL & THOMPSON, LLP. THE FIRM PROVIDES LEGAL SERVICES FOR THE FOUNDATION. THE FEES CHARGED ARE REASONABLE AND COMMENSURATE WITH THE SERVICES PROVIDED. SEE ATTACHMENT 4.	SECRETARY 5.00	50,000.	0	0
GRAND TOTALS		250,000.	0	0

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

ATTACHMENT 18

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS EXPENSE ACCT TO EMPLOYEE BENEFIT PLANS ALLOWANCES</u>
BRIDGET HARTMAN 3 BETHESDA METRO CENTER SUITE 550 BETHESDA, MD 20814-5358	GRANT ADMINISTRATOR 40.00	103,333.	0
TOTAL COMPENSATION		103,333.	0

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 19

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
FARR, MILLER & WASHINGTON LLC 1020 19TH STREET, NW, STE 200 WASHINGTON, DC 20036	INVESTMENT SERVICES	391,413.
BROWN ADVISORY 901 SOUTH BOND STREET, STE 400 BALTIMORE, MD 21231	INVESTMENT SERVICES	196,185.
RUSSELL EVANS & THOMPSON 299 HERNDON PKWY, SUITE 206 HERNDON, VA 20170	ACCOUNTING AND TAX	85,617.
CHEVY CHASE TRUST INVESTMENT ADVISORS 7501 WISCONSIN AVENUE STE 1500W BETHESDA, MD 20814	INVESTMENT SERVICES	154,497.
	TOTAL COMPENSATION	<u>827,712.</u>

FEDERAL FOOTNOTES

ATTACHMENT 20

PART XV-SUPPLEMENTARY INFORMATION:

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

TELEPHONE: (301) 654-3607

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

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

LINE 2(D): GRANTS ARE MADE PRIMARILY TO CHARITABLE ORGANIZATIONS IN THE WASHINGTON, DC AREA. GRANTS ARE MADE ONLY TO PUBLIC CHARITIES; THEY ARE NOT MADE TO SUPPORTING ORGANIZATIONS, PRIVATE FOUNDATIONS OR INDIVIDUALS. GRANTS MUST BE USED SOLELY FOR CHARITABLE OR SIMILAR PURPOSES AND MAY NOT BE USED FOR ANY LOBBYING, ELECTION CAMPAIGN ACTIVITY OR VOTER REGISTRATION DRIVE. PRIOR TO MAKING A GRANT, THE FOUNDATION INSISTS ON AN IRS DETERMINATION LETTER SHOWING THAT THE APPLICANT IS A PUBLICLY SUPPORTED ORGANIZATION AND NOT A PRIVATE FOUNDATION. IN ADDITION, THE APPLICANT'S CURRENT PUBLIC CHARITY TAX STATUS IS CHECKED AGAINST THE CURRENT PUBLICATION 78 DATA ON THE IRS WEBSITE "EXEMPT ORGANIZATIONS SELECT CHECK TOOL".

ATTACHMENT 20

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

GRANT PROGRAM APPLICATION

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

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

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

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

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

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

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

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

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

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

Verify that the IRS letter shows the organization —

- is exempt under section 501(c)(3) of the Internal Revenue Code, and
- is not a private foundation.

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

 (Signature) (Title) (Date)

CLARK-WINCHOLE FOUNDATION

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

GRANTS PROGRAM POLICIES

Eligibility Requirements

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

Grant Restrictions

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

Information to Be Provided with the Application

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

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

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

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

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

ATTACHMENT 21

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

RECIPIENT NAME AND ADDRESS

SEE ATTACHMENT 21A

NO GRANTS ARE MADE TO INDIVIDUALS. CHARITIES ALL
PC

SEE ATTACHMENT 21A

5,452,446.

TOTAL CONTRIBUTIONS PAID

5,452,446.

<u>Recipient Name & Address</u>	<u>Status of Recipient</u>	<u>Purpose of Grant</u>	<u>Amount</u>
501cTECH, Inc. 2001 S Street, NW, Suite 630 Washington, DC 20009	509(a)(1) or (2) Public Charity	General Operating Support	\$ 5,000.00
A Wider Circle, Inc. 4808 Moorland Lane, Suite 802 Bethesda, MD 20814	509(a)(1) or (2) Public Charity	Neighbor-to-Neighbor Program	\$ 25,000.00
Adventure Theatre, Inc. 7300 MacArthur Boulevard Glen Echo, MD 20812	509(a)(1) or (2) Public Charity	General Operating Support	\$ 5,000.00
AHC, Inc. 2230 North Fairfax Drive, Suite 100 Arlington, VA 22201	509(a)(1) or (2) Public Charity	Resident Services Program	\$ 15,000.00
ALIVE! Inc 2723 King Street Alexandria, VA 22302	509(a)(1) or (2) Public Charity	Family and Food Emergency Program	\$ 10,000.00
Alzheimer's Family Day Center 2812 Old Lee Highway, Suite 210 Fairfax, VA 22031	509(a)(1) or (2) Public Charity	General Operating Support	\$ 40,000.00
American Diabetes Association, Inc , fbo National Capital Area 1400 16th Street, NW, Suite 410 Washington, DC 20036	509(a)(1) or (2) Public Charity	Train the Trainer Program	\$ 5,000.00
Amherst College Trustees fbo Folger Shakespeare Library 201 East Capitol Street, SE Washington, DC 20003	509(a)(1) or (2) Public Charity	Shakespeare Steps Out Children's Program	\$ 10,000.00
Amyotrophic Lateral Sclerosis Association DC/MD/VA Chapter 7507 Standish Place Rockville, MD 20855	509(a)(1) or (2) Public Charity	Patient and Family Services Program	\$ 25,000.00
AppleTree Institute for Education Innovation, Inc. 415 Michigan Avenue, NE Washington, DC 20017	509(a)(1) or (2) Public Charity	General Operating Support	\$ 20,000.00

<u>Recipient Name & Address</u>	<u>Status of Recipient</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Arlington Food Assistance Center 2708 South Nelson Street Arlington, VA 22206	509(a)(1) or (2) Public Charity	Food Purchase for the Food Distribution Services	\$ 60,000.00
Arlington Free Clinic, Inc. 2921 11th Street South Arlington, VA 22204	509(a)(1) or (2) Public Charity	General Operating Support	\$ 20,000.00
Arlington Pediatric Center, Inc. 601 South Carlin Springs Road Arlington, VA 22204	509(a)(1) or (2) Public Charity	General Operating Support	\$ 20,000.00
Arlington Thrive, Inc. P O. Box 7429 Arlington, VA 22207	509(a)(1) or (2) Public Charity	Daily Emergency Fund	\$ 15,000.00
Art Enables 2204 Rhode Island Avenue, NE Washington, DC 20018	509(a)(1) or (2) Public Charity	General Operating Support	\$ 15,000.00
Arts Council of Fairfax County, Inc. 10604 Judicial Drive Fairfax, VA 22030	509(a)(1) or (2) Public Charity	Artistic Residency Program	\$ 6,500.00
Arts for the Aging - Maryland, Inc. 12320 Parklawn Drive Rockville, MD 20852	509(a)(1) or (2) Public Charity	General Operating Support	\$ 20,000.00
ArtStream, Inc. 620 Pershing Drive Silver Spring, MD 20910	509(a)(1) or (2) Public Charity	General Operating Support	\$ 10,000.00
Asian American LEAD: Empowerment and Development for Youth & Family 2100 New Hampshire Avenue, NW Washington, DC 20009	509(a)(1) or (2) Public Charity	General Operating Support	\$ 5,000.00
Atlas Performing Arts Center 1333 H Street, NE Washington, DC 20002	509(a)(1) or (2) Public Charity	General Operating Support	\$ 25,000.00

<u>Recipient Name & Address</u>	<u>Status of Recipient</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Baltimore Symphony Orchestra, Inc. 5301 North Tuckerman Lane North Bethesda, MD 20852	509(a)(1) or (2) Public Charity	General Operating Support	\$ 5,000.00
Barker Foundation, Inc. 7979 Old Georgetown Road, 1st Floor Bethesda, MD 20814	509(a)(1) or (2) Public Charity	Crisis Pregnancy Program	\$ 20,000.00
Beacon House Community Ministry, Inc. 601 Edgewood Street, NE, Suite 15 Washington, DC 20017	509(a)(1) or (2) Public Charity	Youth Programs in the Edgewood Terrace Neighborhood of Washington, DC	\$ 10,000.00
Bethesda Cares, Inc. 7728 Woodmont Avenue Bethesda, MD 20814	509(a)(1) or (2) Public Charity	Mental Health Services Program	\$ 15,000.00
Big Apple Circus, Ltd. One Metrotech Center - North, 3rd Floor Brooklyn, NY 11201-3949	509(a)(1) or (2) Public Charity	Clown Care Program at Children's National Medical Center	\$ 15,000.00
The Bishop John T. Walker School for Boys 3640 Martin Luther King, Jr., Avenue, SE Washington, DC 20032	509(a)(1) or (2) Public Charity	General Operating Support	\$ 15,000.00
Bishop McNamara High School 6800 Marlboro Pike Forestville, MD 20747	509(a)(1) or (2) Public Charity	Project Pride Program	\$ 10,000.00
Boys & Girls Clubs of Greater Washington, Inc. 4103 Benning Road, NE Washington, DC 20019	509(a)(1) or (2) Public Charity	Summer Camps in the Washington Metro Area and the FBR Branch @ THEARC	\$ 100,000.00
Bread for the City, Inc. 1525 7th Street, NW Washington, DC 20001	509(a)(1) or (2) Public Charity	General Operating Support	\$ 35,000.00
Breast Care for Washington 3047 Hawthorne Drive, NE Washington, DC 20017	509(a)(1) or (2) Public Charity	General Operating Support	\$ 40,000.00

<u>Recipient Name & Address</u>	<u>Status of Recipient</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Bright Beginnings, Inc. 128 M Street, NW Washington, DC 20001	509(a)(1) or (2) Public Charity	General Operating Support	\$ 20,000.00
Byte Back 815 Monroe Street, NE Washington, DC 20017	509(a)(1) or (2) Public Charity	General Operating Support	\$ 5,000.00
Calvary Women's Services, Inc. 1217 Good Hope Road, SE Washington, DC 20020	509(a)(1) or (2) Public Charity	General Operating Support	\$ 20,000.00
Capital Area Food Bank 4900 Puerto Rico Avenue, NE Washington, DC 20017	509(a)(1) or (2) Public Charity	General Operating Support	\$ 10,000.00
Capital City Symphony 1333 H Street, NE Washington, DC 20002	509(a)(1) or (2) Public Charity	General Operating Support	\$ 2,500.00
Capital Hospice 2900 Telestar Court Falls Church, VA 22042	509(a)(1) or (2) Public Charity	Patient Care Program	\$ 40,000.00
Capital Partners for Education 1413 K Street, NW, 2nd Floor Washington, DC 20005	509(a)(1) or (2) Public Charity	General Operating Support	\$ 15,000.00
Capitol Hill Arts Workshop 545 7th Street, SE Washington, DC 20003	509(a)(1) or (2) Public Charity	General Operating Support	\$ 35,000.00
The CareerCatcher, Inc. 8720 Georgia Avenue, Suite 205 Silver Spring, MD 20910	509(a)(1) or (2) Public Charity	General Operating Support	\$ 10,000.00
The Cathedral Choral Society of Washington, D.C. 3101 Wisconsin Avenue, NW Washington, DC 20016-5098	509(a)(1) or (2) Public Charity	Artistic, Outreach and Educational Programs	\$ 5,000.00

Clark Winchloe Foundation

Form 990PF, Part XV Supplemental Information

Line 3a Grants and Contributions Paid During the Year Ended December 31, 2014

EIN: 52-6058340

<u>Recipient Name & Address</u>	<u>Status of Recipient</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Catholic Charities of the Archdiocese of Washington, Inc. 924 G Street, NW Washington, DC 20001	509(a)(1) or (2) Public Charity	Immigration Legal Services and New Truck for Dinner Program	\$ 60,000.00
Catholic University of America 620 Michigan Avenue, NE Washington, DC 20064	509(a)(1) or (2) Public Charity	Spanish Healthcare Certificate Program	\$ 50,000.00
Center for Inspired Teaching 1436 U Street, NW, Suite 400 Washington, DC 20009	509(a)(1) or (2) Public Charity	Washington DC Teacher Training Programs	\$ 7,500.00
Chamber Dance Project, Inc. 700 12th Street, NW, Suite 700 Washington, DC 20005	509(a)(1) or (2) Public Charity	Open Rehearsals for Students and Family Matinee Performances	\$ 5,000.00
Chesapeake Bay Foundation, Inc. 6 Herndon Avenue Annapolis, MD 21403	509(a)(1) or (2) Public Charity	Environmental Education Programs for Washington Metro Area Youth	\$ 10,000.00
Child Center and Adult Services, Inc. 16220 Frederick Road, Suite 502 Gaithersburg, MD 20877	509(a)(1) or (2) Public Charity	Healthy Mothers, Healthy Babies Program	\$ 10,000.00
Children's Inn at NIH, Inc. 7 West Drive Bethesda, MD 20814	509(a)(1) or (2) Public Charity	Education and Instructional Support Program for Children and Siblings	\$ 25,000.00
Children's Law Center Incorporated 616 H Street, NW, Suite 300 Washington, DC 20001	509(a)(1) or (2) Public Charity	General Operating Support	\$ 30,000.00
Choral Arts Society of Washington 5225 Wisconsin Avenue, NW, Suite 603 Washington, DC 20015	509(a)(1) or (2) Public Charity	Concert Season and Outreach Program	\$ 5,000.00
Christ Episcopal School 22 West Jefferson Street Rockville, MD 20850	509(a)(1) or (2) Public Charity	Financial Assistance to Disadvantaged Youth	\$ 10,000.00

<u>Recipient Name & Address</u>	<u>Status of Recipient</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Christ House 1717 Columbia Road, NW Washington, DC 20009-2803	509(a)(1) or (2) Public Charity	General Operating Support	\$ 10,000.00
Church of St. Stephen and the Incarnation 1525 Newton Street, NW Washington, DC 20010	501(a)(1) or (2) Public Charity	Loaves and Fishes Program	\$ 15,000.00
CityDance Ensemble, Inc. 1111 16th Street, Suite 300 Washington, DC 20036	509(a)(1) or (2) Public Charity	General Operating Support	\$ 7,500.00
CollegeTracks 5126 Manning Drive Bethesda, MD 20814	509(a)(1) or (2) Public Charity	General Operating Support	\$ 5,000.00
Columbia Lighthouse for the Blind 1825 K Street, NW, Suite 1103 Washington, DC 20006	509(a)(1) or (2) Public Charity	Camp Lighthouse 2014	\$ 15,000.00
Common Good City Farm P.O. Box 26030 Washington, DC 20001	509(a)(1) or (2) Public Charity	General Operating Support	\$ 7,500.00
Community Family Life Services, Inc. 305 E Street, NW Washington, DC 20001	509(a)(1) or (2) Public Charity	General Operating Support	\$ 5,000.00
Consortium of Catholic Academies of the Archdiocese of Washington, Inc. 5001 Eastern Avenue, Suite 207 Hyattsville, MD 20782	509(a)(1) or (2) Public Charity	Tuition Assistance to Schools in the Consortium	\$ 200,000.00
Cornerstone Community, DC, Inc. 4800 Arkansas Avenue, NW Washington, DC 20011	509(a)(1) or (2) Public Charity	General Operating Support	\$ 12,500.00
Critical Exposure, Inc. 1816 12th Street, NW, 3rd Floor Washington, DC 20009	509(a)(1) or (2) Public Charity	General Operating Support	\$ 10,000.00

<u>Recipient Name & Address</u>	<u>Status of Recipient</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Dance Institute of Washington, Inc. 3400 14th Street, NW Washington, DC 20010	509(a)(1) or (2) Public Charity	Positive Directions Through Dance Program and the Studio Dance School	\$ 5,000.00
DanceMakers, Inc. 9901 Business Parkway, Suite L Lanham, MD 20706	509(a)(1) or (2) Public Charity	One Step Forward Enrichment Program	\$ 10,000.00
Davis Memorial Goodwill Industries dba Goodwill of Greater Washington 2200 South Dakota Avenue, NE Washington, DC 20018	509(a)(1) or (2) Public Charity	Workforce Development Program	\$ 7,500.00
D C. Central Kitchen, Inc. 425 2nd Street, NW Washington, DC 20001	509(a)(1) or (2) Public Charity	General Operating Support	\$ 60,000.00
D C. Creative Writing Workshop, Inc. 601 Mississippi Avenue, SE Washington, DC 20032	509(a)(1) or (2) Public Charity	General Operating Support	\$ 15,000.00
DC Volunteer Lawyers Project 5335 Wisconsin Avenue, NW, Suite 440 Washington, DC 20015	509(a)(1) or (2) Public Charity	General Operating Support	\$ 15,000.00
DC Wheel Productions, Inc., dba Dance Place 3225 8th Street, NE Washington, DC 20017	509(a)(1) or (2) Public Charity	General Operating Support	\$ 25,000.00
DC Youth Orchestra Program 1700 East Capitol Street, NE Washington, DC 20003	509(a)(1) or (2) Public Charity	General Operating Support	\$ 10,000.00
The District of Columbia Children's Advocacy Center 429 O Street, NW Washington, DC 20001	509(a)(1) or (2) Public Charity	General Operating Support	\$ 10,000.00
Don Bosco Cristo Rey High School of the Archdiocese of Washington P O Box 56481 Washington, DC 20040	509(a)(1) or (2) Public Charity	Financial Assistance to Disadvantaged Youth	\$ 25,000.00

<u>Recipient Name & Address</u>	<u>Status of Recipient</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Doorways for Women and Families, Inc. P.O. Box 100185 Arlington, VA 22210	509(a)(1) or (2) Public Charity	Children's Services Program	\$ 20,000.00
Downtown Cluster of Congregations, Inc. 1313 New York Avenue, NW Washington, DC 20005	509(a)(1) or (2) Public Charity	Homeless Services Unit	\$ 10,000.00
Dumbarton Concerts, Inc. 3133 Dumbarton Street, NW Washington, DC 20007	509(a)(1) or (2) Public Charity	Inner City Inner Child Literacy Program	\$ 10,000.00
Dwelling Place, Inc. 620 East Diamond Avenue, Suite K Gaithersburg, MD 20877	509(a)(1) or (2) Public Charity	Family Social Services and Support Programs	\$ 15,000.00
Elizabeth Seton High School 5715 Emerson Street Bladensburg, MD 20710-1844	509(a)(1) or (2) Public Charity	Financial Assistance to Disadvantaged Youth	\$ 20,000.00
Ellington Fund 3500 R Street, NW Washington, DC 20007	509(a)(1) or (2) Public Charity	Shepherding Program	\$ 10,000.00
FACETS Cares, Inc. 10640 Page Avenue, Suite 300 Fairfax, VA 22030	509(a)(1) or (2) Public Charity	General Operating Support	\$ 15,000.00
The Family Place Incorporated 3309 16th Street, NW Washington, DC 20010	509(a)(1) or (2) Public Charity	General Operating Support	\$ 10,000.00
Family Services, Inc. 610 East Diamond Avenue, Suite 100 Gaithersburg, MD 20877	509(a)(1) or (2) Public Charity	Healthy Families Montgomery Program	\$ 5,000.00
Father McKenna Center, Inc. 19 Eye Street, NW Washington, DC 20001	509(a)(1) or (2) Public Charity	General Operating Support	\$ 25,000.00

<u>Recipient Name & Address</u>	<u>Status of Recipient</u>	<u>Purpose of Grant</u>	<u>Amount</u>
The First Tee of Greater Washington 2020 Pennsylvania Avenue, NW, Suite 106 Washington, DC 20006	509(a)(1) or (2) Public Charity	General Operating Support	\$ 10,000.00
Fishing School, Inc. 4737 Meade Street, NE Washington, DC 20019	509(a)(1) or (2) Public Charity	General Operating Support	\$ 25,000.00
FLOC For Love of Children 1763 Columbia Road, NW Washington, DC 20009	509(a)(1) or (2) Public Charity	Neighborhood Tutoring Program	\$ 7,500.00
Florence Crittenton Services of Greater Washington 815 Silver Spring Avenue Silver Spring, MD 20910	509(a)(1) or (2) Public Charity	General Operating Support	\$ 10,000.00
Food & Friends, Inc. 219 Riggs Road, NE Washington, DC 20011	509(a)(1) or (2) Public Charity	General Operating Support	\$ 20,000.00
The Foundation Schools 6000 Executive Boulevard, Suite 605 Rockville, MD 20852	509(a)(1) or (2) Public Charity	Foundation Links Program and Music Enrichment Program	\$ 25,000.00
Free Minds Book Club & Writing Workshop 2201 P Street, NW Washington, DC 20037	509(a)(1) or (2) Public Charity	General Operating Support	\$ 5,000.00
Freedom Forum Diversity Institute, Inc., fbo Newseum, Inc. 555 Pennsylvania Avenue, NW Washington, DC 20001	509(a)(1) or (2) Public Charity	Your Voice, Your Stories Program	\$ 15,000.00
Friends of Fort Dupont Ice Arena, Inc. 3779 Ely Place, SE Washington, DC 20019	509(a)(1) or (2) Public Charity	Kids on Ice Program	\$ 20,000.00
Friends of Peirce Mill, Inc. 2930 Brandywine Street, NW Washington, DC 20010	509(a)(1) or (2) Public Charity	Educational Programs	\$ 5,000.00

<u>Recipient Name & Address</u>	<u>Status of Recipient</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Friends of the National Arboretum, Inc. 3501 New York Avenue, NE Washington, DC 20002-1958	509(a)(1) or (2) Public Charity	Washington Youth Garden Programs	\$ 10,000.00
Friendship Place 4713 Wisconsin Avenue, NW Washington, DC 20016	509(a)(1) or (2) Public Charity	General Operating Support	\$ 25,000.00
Gallaudet University 800 Florida Avenue, NE Washington, DC 20002	509(a)(1) or (2) Public Charity	Scholarship Assistance to Students in the Washington Metropolitan Area	\$ 10,000.00
George Washington University School of Medicine and Health Sciences 2030 M Street, NW, Suite 4034 Washington, DC 20036	509(a)(1) or (2) Public Charity	Patient Navigation Services at the Katzen Cancer Research Center	\$ 30,000.00
Georgetown University Lombardi Comprehensive Cancer Center 3300 Whitehaven Street, NW, Suite 4000 Washington, DC 20007	509(a)(1) or (2) Public Charity	Capital Breast Care Center	\$ 25,000.00
Germantown Cultural Arts Center, Inc., t/a BlackRock Center for the Arts 12901 Town Commons Drive Germantown, MD 20874	509(a)(1) or (2) Public Charity	General Operating Support	\$ 5,000.00
Girl Scout Council of the Nation's Capital 4301 Connecticut Ave, NW , Suite M-2 Washington, DC 20008	509(a)(1) or (2) Public Charity	Financial Assistance for Young Women from Low-Income Families in the Washington Metro Area	\$ 25,000.00
Gonzaga College High School 19 Eye Street, NW Washington, DC 20001	509(a)(1) or (2) Public Charity	Vincent C. Burke, Jr , Endowed Scholarship Fund	\$ 40,000.00
Good Shepherd Housing and Family Services, Inc. P O. Box 15096 Alexandria, VA 22309	509(a)(1) or (2) Public Charity	General Operating Support	\$ 20,000.00
Greater Washington Educational Telecommunications Association, Inc., WETA 3939 Campbell Avenue Arlington, VA 22206	509(a)(1) or (2) Public Charity	Where Literacy Begins	\$ 10,000.00

<u>Recipient Name & Address</u>	<u>Status of Recipient</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Greater Washington Jewish Coalition Against Domestic Abuse P.O. Box 2266 Rockville, MD 20847	509(a)(1) or (2) Public Charity	General Operating Support	\$ 10,000.00
Habitat for Humanity International, Inc., fbo Habitat for Humanity Montgomery, Inc. 9110 Gaither Road Gaithersburg, MD 20877	509(a)(1) or (2) Public Charity	Weatherization and Repair Programs	\$ 15,000.00
The Heights, Inc. 10400 Seven Locks Road Potomac, MD 20854	509(a)(1) or (2) Public Charity	Scholarship Assistance to TAP Students	\$ 25,000.00
HEROES, Inc. 1200 29th Street, NW Washington, DC 20007	509(a)(1) or (2) Public Charity	General Operating Support	\$ 100,000.00
Higher Achievement Program, Inc. 317 8th Street, NE Washington, DC 20002-6107	509(a)(1) or (2) Public Charity	General Operating Support	\$ 15,000.00
Holy Trinity School 1325 36th Street, NW Washington, DC 20007	509(a)(1) or (2) Public Charity	Scholarship Assistance for the Gavigan Program	\$ 25,000.00
Homeless Children's Playtime Project, Inc. 1525 Newton Street, NW Washington, DC 20001	509(a)(1) or (2) Public Charity	General Operating Support	\$ 15,000.00
Hope and a Home, Inc. 1439 R Street, NW Washington, DC 20009	509(a)(1) or (2) Public Charity	General Operating Support	\$ 10,000.00
Hope Connections for Cancer Support, Inc. 9560 Rockville Pike Bethesda, MD 20814	509(a)(1) or (2) Public Charity	General Operating Support	\$ 10,000.00
Hope House P O. Box 60682 Washington, DC 20039	509(a)(1) or (2) Public Charity	General Operating Support	\$ 10,000.00

<u>Recipient Name & Address</u>	<u>Status of Recipient</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Hopkins House - A Center for Children and Their Families 5904 Richmond Highway, Suite 525 Alexandria, VA 22303	509(a)(1) or (2) Public Charity	Financial Assistance to Disadvantaged Youth and the Basic Needs Program for Families	\$ 40,000.00
Horton's Kids, Inc. 110 Maryland Avenue, NE, Suite 207 Washington, DC 20002	509(a)(1) or (2) Public Charity	General Operating Support	\$ 25,000.00
Hospice Caring, Inc. 518 South Frederick Avenue Gaithersburg, MD 20877	509(a)(1) or (2) Public Charity	General Operating Support	\$ 20,000.00
Housing Unlimited, Inc. 1398 Lambertson Drive, Suite G-1 Silver Spring, MD 20902	509(a)(1) or (2) Public Charity	General Operating Support	\$ 20,000.00
Identity, Inc. 414 East Diamond Avenue Gaithersburg, MD 20877	509(a)(1) or (2) Public Charity	General Operating Support	\$ 20,000.00
Ignatian Volunteer Corps 801 St. Paul Street Baltimore, MD 21202	509(a)(1) or (2) Public Charity	Washington Metropolitan Area Volunteer Program	\$ 20,000.00
Imagination Stage, Inc. 4908 Auburn Avenue Bethesda, MD 20814	509(a)(1) or (2) Public Charity	General Operating Support	\$ 10,000.00
Interfaith Works, Inc. 114 West Montgomery Avenue Rockville, MD 20850	509(a)(1) or (2) Public Charity	General Operating Support	\$ 20,000.00
Iona Senior Services 4125 Albemarle Street, NW Washington, DC 20016	509(a)(1) or (2) Public Charity	General Operating Support	\$ 25,000.00
Ivymount School, Inc. 11614 Seven Locks Road Rockville, MD 20854	509(a)(1) or (2) Public Charity	Project SEARCH	\$ 15,000.00

<u>Recipient Name & Address</u>	<u>Status of Recipient</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Jewish Council for the Aging of Greater Washington, Inc. 12320 Parklawn Drive Rockville, MD 20852	509(a)(1) or (2) Public Charity	Heyman Interages Center General Operating Support	\$ 10,000.00
Jewish Council for the Aging of Greater Washington, Inc. 12320 Parklawn Drive Rockville, MD 20852	509(a)(1) or (2) Public Charity	Heyman Interages Center General Operating Support	\$ 10,000.00
Jewish Foundation for Group Homes 1500 East Jefferson Street Rockville, MD 20852	509(a)(1) or (2) Public Charity	General Operating Support	\$ 10,000.00
Jewish Social Service Agency 200 Wood Hill Road Rockville, MD 20850	509(a)(1) or (2) Public Charity	Chronic Care Program for Low-Income Elderly Persons	\$ 20,000.00
Jill's House, Inc. P.O. Box 9104 McLean, VA 22102	509(a)(1) or (2) Public Charity	Weeknight School Program	\$ 12,000.00
John F. Kennedy Center for Performing Arts 2700 F Street, NW Washington, DC 20566	509(a)(1) or (2) Public Charity	Kennedy Center and National Symphony Education Programs, Washington National Opera	\$ 30,000.00
Joseph's House, Inc. 1730 Lanier Place, NW Washington, DC 20009	509(a)(1) or (2) Public Charity	Compassionate Companions Volunteer Program	\$ 30,000.00
Joy of Motion Dance Center, Inc. 1333 H Street, NE Washington, DC 20002	509(a)(1) or (2) Public Charity	Motion Express	\$ 5,000.00
Jubilee Housing, Inc. 1640 Columbia Road, NW, 2nd Floor Washington, DC 20009	509(a)(1) or (2) Public Charity	General Operating Support	\$ 20,000.00
Jubilee Jobs, Inc. 2712 Ontario Road, NW Washington, DC 20009-2154	509(a)(1) or (2) Public Charity	Jubilee Jobs Programs	\$ 15,000.00

<u>Recipient Name & Address</u>	<u>Status of Recipient</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Jubilee JumpStart, Inc. 2525 Ontario Road, NW , Suite B Washington, DC 20009	509(a)(1) or (2) Public Charity	General Operating Support	\$ 20,000.00
Lab School of Washington 4759 Reservoir Road, NW Washington, DC 2007	509(a)(1) or (2) Public Charity	General Operating Support	\$ 7,500.00
L'Arche, Inc. P.O. Box 21471 Washington, DC 20009	509(a)(1) or (2) Public Charity	General Operating Support	\$ 15,000.00
Latin American Youth Center, Inc. 1419 Columbia Road, NW Washington, DC 20009	509(a)(1) or (2) Public Charity	General Operating Support	\$ 30,000.00
Literacy Council of Northern Virginia, Inc. 2855 Annandale Road Falls Church, VA 22042	509(a)(1) or (2) Public Charity	General Operating Support	\$ 10,000.00
Little Lights Urban Ministries 760 7th Street, SE Washington, DC 20003	509(a)(1) or (2) Public Charity	General Operating Support	\$ 10,000.00
Little Sisters of the Poor of Washington, DC 4200 Harewood Road, NE Washington, DC 20017	509(a)(1) or (2) Public Charity	Renovations and Repairs to the Jeanne Jagan Residence	\$ 35,000 00
Little Sisters of the Poor of Washington, DC 4200 Harewood Road, NE Washington, DC 20017	509(a)(1) or (2) Public Charity	Phase II of the Building Together on Sacred Ground Campaign	\$ 85,000 00
Live It Learn It 735 8th Street, SE, Suite 300 Washington, DC 20003	509(a)(1) or (2) Public Charity	General Operating Support	\$ 25,000 00
Lutheran Social Services of the National Capital Area, Inc. 4406 Georgia Avenue, NW Washington, DC 20011	509(a)(1) or (2) Public Charity	Youth Haven Camps and Senior Caregiver Project	\$ 50,000 00

<u>Recipient Name & Address</u>	<u>Status of Recipient</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Main Street Child Development Center, Incorporated 4401 Sideburn Road Fairfax, VA 22030	509(a)(1) or (2) Public Charity	General Operating Support	\$ 15,000.00
Maret School, Inc. 3000 Cathedral Avenue, NW Washington, DC 20008-3498	509(a)(1) or (2) Public Charity	Scholarship Assistance to Disadvantaged Youth	\$ 5,000.00
Martha's Table 2114 14th Street, NW Washington, DC 20009	509(a)(1) or (2) Public Charity	Children, Youth and Families Learning Programs	\$ 35,000.00
Mary House, Inc. 4303 13th Street, NE Washington, DC 20017	509(a)(1) or (2) Public Charity	General Operating Support	\$ 25,000.00
Maryland Classic Youth Orchestras, Inc. 5301 Tuckerman Lane North Bethesda, MD 20852	509(a)(1) or (2) Public Charity	Scholarship Assistance to Disadvantaged Youth	\$ 5,000.00
McClendon Center 1338 North Capitol Street, NW Washington, DC 20002	509(a)(1) or (2) Public Charity	General Operating Support	\$ 20,000.00
Medstar-Georgetown Medical Center, Inc. Department of Pediatrics 3800 Reservoir Road, NW, 2 PHC Washington, DC 20007	509(a)(1) or (2) Public Charity	Community Pediatrics Program and Studio G	\$ 40,000.00
Mental Health Association of Montgomery County, MD., Inc. 1000 Twinbrook Parkway Rockville, MD 20851	509(a)(1) or (2) Public Charity	General Operating Support	\$ 20,000.00
Mentoring to Manhood, Incorporated 3262 Superior Lane, Suite 225 Bowie, MD 20715	509(a)(1) or (2) Public Charity	General Operating Support	\$ 5,000.00
Metropolitan Washington Ear, Inc. 12061 Tech Road Silver Spring, MD 20904	509(a)(1) or (2) Public Charity	General Operating Support	\$ 20,000.00

<u>Recipient Name & Address</u>	<u>Status of Recipient</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Miriam's Kitchen 2401 Virginia Avenue, NW Washington, DC 20037-2637	509(a)(1) or (2) Public Charity	General Operating Support	\$ 40,000.00
Mobile Medical Care, Inc. 9309 Old Georgetown Road Bethesda, MD 20814	509(a)(1) or (2) Public Charity	Specialty Care Services	\$ 10,000.00
Montgomery College Foundation, Inc. 40 West Gude Drive , Suite 220 Rockville, MD 20850	509(a)(1) or (2) Public Charity	ACES Program	\$ 10,000 00
Montgomery County Coalition for the Homeless, Inc. 600-B East Gude Drive Rockville, MD 20850	509(a)(1) or (2) Public Charity	Safe Havens Housing Program	\$ 15,000 00
Montgomery County Historical Society, Inc. 111 West Montgomery Avenue Rockville, MD 20850-4212	509(a)(1) or (2) Public Charity	General Operating Support	\$ 5,000.00
Montgomery Hospice, Inc. 1355 Piccard Drive, Suite 100 Rockville, MD 20850	509(a)(1) or (2) Public Charity	Bereavement Care Programs for Children and High School Grief Education Program	\$ 20,000 00
Montpelier Foundation P.O. Box 911, Orange, VA 22960	509(a)(1) or (2) Public Charity	DC-area Teacher and Police Officer Training Programs	\$ 20,000.00
Mount Saint Mary's University 16300 Old Emmitsburg Road Emmitsburg, MD 21727	509(a)(1) or (2) Public Charity	Third Century Scholars Program	\$ 40,000.00
N Street Village, Inc. 1333 N Street, NW Washington, DC 20005	509(a)(1) or (2) Public Charity	General Operating Support	\$ 30,000.00
National Building Museum 401 F Street, NW Washington, DC 20001	509(a)(1) or (2) Public Charity	School and Outreach Programs	\$ 7,500.00

<u>Recipient Name & Address</u>	<u>Status of Recipient</u>	<u>Purpose of Grant</u>	<u>Amount</u>
National Capital B'nai B'rith Assisted Housing Corporation 14508 Homecrest Road Silver Spring, MD 20906	509(a)(1) or (2) Public Charity	Linked Senior Kiosks	\$ 15,846.00
National Center for Children and Families 6301 Greentree Road Bethesda, MD 20817	509(a)(1) or (2) Public Charity	Neediest Kids Program	\$ 5,000.00
National Maritime Heritage Foundation, Inc., dba DC Sail 236 Massachusetts Avenue, NE , Suite 410 Washington, DC 20002	509(a)(1) or (2) Public Charity	General Operating Support	\$ 7,500.00
National Museum of Woman in the Arts 1250 New York Avenue, NW Washington, DC 20005	509(a)(1) or (2) Public Charity	Picturing Mary: Woman, Mother, Idea Exhibit	\$ 25,000.00
National Philharmonic Orchestra & Chorale of Montgomery County, Inc. 5301 Tuckerman Lane North Bethesda, MD 20852	509(a)(1) or (2) Public Charity	General Operating Support	\$ 7,500.00
National Rehabilitation Hospital, Inc. 102 Irving Street, NW Washington, DC 20010-2949	509(a)(1) or (2) Public Charity	Center for Brain Injury & Stroke Rehabilitation and Research, the Fellowship Fund, Center for the Study of Brain Plasticity and Recovery	\$ 40,000.00
National Theatre Corporation 1321 Pennsylvania Avenue, NW Washington, DC 20004-1799	509(a)(1) or (2) Public Charity	Community Outreach Programs	\$ 20,000.00
Network for Teaching Entrepreneurship 1660 L Street, NW, Suite 510 Washington, DC 20036	509(a)(1) or (2) Public Charity	General Operating Support for the Greater Washington Office	\$ 10,000.00
New Community for Children, Inc 1722 6th Street, NW Washington, DC 20001	509(a)(1) or (2) Public Charity	General Operating Support	\$ 10,000.00
Nick's Place 4604 W. Caroline Avenue Beltsville, MD 20705	509(a)(1) or (2) Public Charity	General Operating Support	\$ 10,000.00

<u>Recipient Name & Address</u>	<u>Status of Recipient</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Northern Virginia Family Service 10455 White Granite Drive , Suite 100 Oakton, VA 22124	509(a)(1) or (2) Public Charity	Training Futures Program in Fairfax, VA	\$ 15,000.00
Olney HELP P.O. Box 430 Olney, MD 20830-0430	509(a)(1) or (2) Public Charity	General Operating Support	\$ 10,000.00
Our Lady of Good Counsel High School 17301 Old Vic Boulevard Olney, MD 20832	509(a)(1) or (2) Public Charity	St. Francis Xavier Scholarship Program	\$ 15,000.00
Our Military Kids, Inc. 6861 Elm Street, Suite 2A McLean, VA 22101	509(a)(1) or (2) Public Charity	Grant Program for Military Children in the Washington Metropolitan Area	\$ 5,000.00
Parkmont School 4842 16th Street, NW Washington, DC 20011	509(a)(1) or (2) Public Charity	Financial Assistance to Disadvantaged Youth	\$ 10,000.00
Passion for Learning, Inc. 1210 Woodside Parkway Silver Spring, MD 20910	509(a)(1) or (2) Public Charity	After-School Writing Workshops	\$ 10,000.00
Pathways to Housing DC 101 Q Street, NE, Suite G Washington, DC 20002	509(a)(1) or (2) Public Charity	General Operating Support	\$ 15,000.00
Patricia M. Sitar Center for the Arts 1700 Kalorama Road, NW, Suite 101 Washington, DC 20009	509(a)(1) or (2) Public Charity	General Operating Support	\$ 25,000.00
The Phillips Collection 1600 21st Street, NW Washington, DC 20009	509(a)(1) or (2) Public Charity	Education Programs for Disadvantaged and At-Risk Communities in Washington, DC	\$ 20,000.00
Playworks Education Energized 600 Pennsylvania Avenue, SE, Suite 100 Washington, DC 20003	509(a)(1) or (2) Public Charity	District of Columbia Programs	\$ 10,000.00

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

<u>Recipient Name & Address</u>	<u>Status of Recipient</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Poor Robert's Charities, Inc. 3900-B Watson Place, NW, Apt. G2A Washington, DC 20016	509(a)(1) or (2) Public Charity	Van Purchases for Nonprofit Organizations in the Washington Metro Area	\$ 40,000.00
Potomac Community Resources, Inc. 9200 Kentsdale Drive Potomac, MD 20854	509(a)(1) or (2) Public Charity	Respite Care Programs	\$ 40,000.00
Potomac School 1301 Potomac School Road McLean, VA 22101	509(a)(1) or (2) Public Charity	Scholarship Assistance to Disadvantaged Youth	\$ 15,000.00
Primary Care Coalition of Montgomery County, MD, Inc. 8757 Georgia Avenue, 10th Floor Silver Spring, MD 20910	509(a)(1) or (2) Public Charity	Project Access and Specialty Medical Care	\$ 10,000.00
Providence Hospital 1150 Varnum Street, NE Washington, DC 20017	509(a)(1) or (2) Public Charity	Emergency Department Renovation Work	\$ 50,000.00
Quest: Arts for Everyone, Incorporated 7414 Newburg Drive Lanham, MD 20706	509(a)(1) or (2) Public Charity	Washington Metropolitan Area Programs	\$ 10,000.00
Rebuilding Together Alexandria 700 Princess Street, Suite 206 Alexandria, VA 22314	509(a)(1) or (2) Public Charity	Safe and Healthy Homes Program	\$ 15,000.00
Red Wiggler Foundation, Inc., t/a Red Wiggler Community Farm P.O. Box 968 Clarksburg, MD 20871	509(a)(1) or (2) Public Charity	General Operating Support	\$ 20,000.00
Resources for Inner City Children P O. Box 15231 Washington, DC 20003	509(a)(1) or (2) Public Charity	Educational Tutoring Programs	\$ 5,000.00
Retired Scientists Engineers and Technicians P O Box 9400 Washington, DC 20016	509(a)(1) or (2) Public Charity	General Operating Support	\$ 10,000.00

Clark Winchole Foundation
 Form 990PF, Part XV Supplemental Information
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<u>Recipient Name & Address</u>	<u>Status of Recipient</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Ronald McDonald House Charities of Greater Washington, DC, Inc. 3727 14th Street, NE Washington, DC 20017	509(a)(1) or (2) Public Charity	Ronald McDonald Family Room at Children's National Medical Center	\$ 10,000.00
Rosemount Center 2000 Rosemount Avenue, NW Washington, DC 20010	509(a)(1) or (2) Public Charity	General Operating Support	\$ 15,000.00
Round House Theatre, Inc. 4545 East-West Highway Bethesda, MD 20814	509(a)(1) or (2) Public Charity	Educational Outreach Programs	\$ 10,000.00
Saint Luke Institute, Inc. 8901 New Hampshire Avenue Silver Spring, MD 20903	509(a)(1) or (2) Public Charity	General Operating Support	\$ 50,000.00
Saint Luke Institute, Inc. 8901 New Hampshire Avenue Silver Spring, MD 20903	509(a)(1) or (2) Public Charity	SLIconnect	\$ 50,000.00
The Salvation Army fbo National Capital Area Command 2626 Pennsylvania Avenue, NW Washington, DC 20037	509(a)(1) or (2) Public Charity	Emergency Assistance Fund	\$ 50,000.00
Samaritan Inns, Inc. 2523 14th Street, NW Washington, DC 20009	509(a)(1) or (2) Public Charity	General Operating Support	\$ 30,000.00
San Miguel School, Inc. 7705 Georgia Avenue, NW Washington, DC 20012-1618	509(a)(1) or (2) Public Charity	General Operating Support	\$ 15,000.00
Sarah's Circle, Inc. 2551 17th Street, NW, Suite 103 Washington, DC 20009	509(a)(1) or (2) Public Charity	General Operating Support	\$ 20,000.00
Seabury Resources for Aging P.O. Box 29643 Washington, DC 20017	509(a)(1) or (2) Public Charity	Home First Residences and Age-in-Place Program	\$ 10,000.00

<u>Recipient Name & Address</u>	<u>Status of Recipient</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Shakespeare Theatre 516 8th Street, SE Washington, DC 20003-2834	509(a)(1) or (2) Public Charity	District Shakespeare	\$ 10,000.00
Shepherd Foundation, Ltd. P.O. Box 50 Kensington, MD 20895	509(a)(1) or (2) Public Charity	Financial Assistance to Disadvantaged Youth	\$ 20,000.00
The Shepherd's Table, Inc. 8210 Dixon Avenue Silver Spring, MD 20910	509(a)(1) or (2) Public Charity	Bilingual Counseling Services Program	\$ 7,500.00
Sheppard Pratt Health System, Inc. 6501 North Charles Street Baltimore, MD 21204	509(a)(1) or (2) Public Charity	Media Center Modernization at Frost School	\$ 25,000.00
Sibley Memorial Hospital Foundation 5255 Loughboro Road, NW Washington, DC 20016	509(a)(1) or (2) Public Charity	Oncology Navigator Program	\$ 75,000.00
Signature Theatre, Inc. 4200 Campbell Avenue Arlington, VA 22206	509(a)(1) or (2) Public Charity	General Operating Support	\$ 15,000.00
Sinai Assisted Housing Foundation, Inc. 3100 Military Road, NW Washington, DC 20015	509(a)(1) or (2) Public Charity	Transitional Housing Program	\$ 15,000.00
Smithsonian Institution Independence Avenue at Seventh Street, NW Washington, DC 20013-7012	509(a)(1) or (2) Public Charity	Hirshhorn Museum and Sculpture Garden's Digital Learning Programs/ARTLAB+	\$ 15,000.00
SOME, Inc., - So Others Might Eat 71 O Street, NW Washington, DC 20001	509(a)(1) or (2) Public Charity	Family Services Programs	\$ 50,000.00
Special Olympics District of Columbia, Inc. 900 Second Street, NE, Suite 200 Washington, DC 20002	509(a)(1) or (2) Public Charity	General Operating Support	\$ 20,000.00

<u>Recipient Name & Address</u>	<u>Status of Recipient</u>	<u>Purpose of Grant</u>	<u>Amount</u>
St. Andrew's Episcopal School, Inc. 8804 Postoak Road Potomac, MD 20854	509(a)(1) or (2) Public Charity	Financial Assistance to Disadvantaged Youth	\$ 20,000.00
St Ann's Center for Children, Youth and Families 4901 Eastern Avenue Hyattsville, MD 20782-3301	509(a)(1) or (2) Public Charity	General Operating Support	\$ 60,000.00
St. Augustine School 1419 V Street, NW Washington, DC 20009	509(a)(1) or (2) Public Charity	Financial Assistance to Disadvantaged Youth	\$ 20,000.00
St. Columba's Episcopal Church 4201 Albemarle Street, NW Washington, DC 20016	509(a)(1) or (2) Public Charity	Water Ministry Program	\$ 18,000.00
St Gabriel Church 26 Grant Circle, NW Washington, DC 20011	509(a)(1) or (2) Public Charity	Petworth Youth Program	\$ 20,000.00
St. Margaret's Episcopal Church 1830 Connecticut Avenue, NW Washington, DC 20009	509(a)(1) or (2) Public Charity	Charlie's Place	\$ 15,000.00
Student Conservation Association, Inc. 4245 North Fairfax Drive , Suite 825 Arlington, VA 22203	509(a)(1) or (2) Public Charity	National Capital Region Community Programs	\$ 10,000.00
Student Conservation Association, Inc. 4245 North Fairfax Drive , Suite 825 Arlington, VA 22203	509(a)(1) or (2) Public Charity	National Capital Region Community Programs	\$ 10,000.00
Studio Theatre, Inc. 1501 14th Street, NW Washington, DC 20005	509(a)(1) or (2) Public Charity	Youth Education Programs	\$ 5,000.00
Support Our Aging Religious, Inc. 3025 4th Street, NE , Suite 14 Washington, DC 20017	509(a)(1) or (2) Public Charity	Capital Needs in Washington, Maryland and Virginia	\$ 24,100.00

Clark Winchole Foundation

Form 990PF, Part XV Supplemental Information

Line 3a Grants and Contributions Paid During the Year Ended December 31, 2014

EIN: 52-6058340

<u>Recipient Name & Address</u>	<u>Status of Recipient</u>	<u>Purpose of Grant</u>	<u>Amount</u>
The Supreme Court Historical Society 224 East Capitol Street, NE Washington, DC 20003	509(a)(1) or (2) Public Charity	History of the Federal Judiciary, the Summer Institut and the Collection Digitization	\$ 45,000.00
Theatre Lab 733 8th Street, NW Washington, DC 20001	509(a)(1) or (2) Public Charity	Life Stories Program	\$ 10,000.00
The Thomas Circle Singers 5 Thomas Circle, NW, Box 24 Washington, DC 20005	509(a)(1) or (2) Public Charity	General Operating Support	\$ 5,000.00
Thrive DC 1525 Newton Street, NW, Suite G-1 Washington, DC 20010	509(a)(1) or (2) Public Charity	Links Program	\$ 25,000.00
TLC - The Treatment & Learning Centers, Inc. 2092 Gaither Road, Suite 100 Rockville, MD 20850	509(a)(1) or (2) Public Charity	Scholarship Assistance for Students Attending the Katherine Thomas School	\$ 7,500.00
Top Banana Home Delivered Groceries, Inc. 14100 Brandywine Road Brandywine, MD 20613	509(a)(1) or (2) Public Charity	General Operating Support	\$ 20,000.00
Tudor Place Foundation, Inc. 1644 31st Street, NW Washington, DC 20007	509(a)(1) or (2) Public Charity	Conservation and Restoration Efforts	\$ 30,000.00
United Community Ministries, Inc. 7511 Fordson Road Alexandria, VA 22306	509(a)(1) or (2) Public Charity	General Operating Support	\$ 15,000.00
United States Capitol Historical Society 200 Maryland Avenue, NE Washington, DC 20002	509(a)(1) or (2) Public Charity	We, the People Constitution Program	\$ 20,000.00
Unity Health Care, Inc. 1220 12th Street, SE, Suite 120 Washington, DC 20003	509(a)(1) or (2) Public Charity	General Operating Support for the Columbia Road Health Services Clinic	\$ 10,000.00

<u>Recipient Name & Address</u>	<u>Status of Recipient</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Unity Health Care, Inc. 1220 12th Street, SE, Suite 120 Washington, DC 20003	509(a)(1) or (2) Public Charity	General Operating Support for the Columbia Road Health Services Clinic	\$ 10,000.00
Virginia Foundation for Independent Colleges 8010 Ridge Road, Suite B Richmond, VA 23229	509(a)(1) or (2) Public Charity	Bright Futures Signature Program for Washington Metropolitan Area Students	\$ 15,000.00
Virginia Hospital Center Arlington 1701 North George Mason Drive Arlington, VA 22205	509(a)(1) or (2) Public Charity	Cancer Survivorship Program	\$ 50,000.00
Volunteer Center of Fairfax County, Inc., dba Volunteer Fairfax 10530 Page Avenue Fairfax, VA 22930	509(a)(1) or (2) Public Charity	General Operating Support	\$ 5,000.00
Washington Architectural Foundation 421 7th Street, NW Washington, DC 20004	509(a)(1) or (2) Public Charity	General Operating Support	\$ 15,000.00
The Washington Chorus, Inc. 2801 Upton Street, NW Washington, DC 20008	509(a)(1) or (2) Public Charity	General Operating Support	\$ 25,000.00
Washington DC Police Foundation 1156 15th Street, NW, Suite 600 Washington, DC 20005	509(a)(1) or (2) Public Charity	Metropolitan Police Department's District Community Outreach Programs	\$ 100,000.00
Washington Drama Society, Inc., dba Arena Stage 1101 6th Street, SW Washington, DC 20024	509(a)(1) or (2) Public Charity	General Operating Support	\$ 5,000.00
Washington English Center 2200 California Street, NW Washington, DC 20008	509(a)(1) or (2) Public Charity	General Operating Support	\$ 7,500.00
Washington Episcopal Day School, Inc. 5600 Little Falls Parkway Bethesda, MD 20816	509(a)(1) or (2) Public Charity	Financial Assistance to Disadvantaged Youth	\$ 7,500.00

<u>Recipient Name & Address</u>	<u>Status of Recipient</u>	<u>Purpose of Grant</u>	<u>Amount</u>
The Washington Home 3720 Upton Street, NW Washington, DC 20016	509(a)(1) or (2) Public Charity	Hospice Caregiver's Relief Program	\$ 50,000.00
Washington Inner City Lacrosse Foundation 1200 18th Street, NW, Suite 700 Washington, DC 20036	509(a)(1) or (2) Public Charity	General Operating Support	\$ 13,000.00
Washington Jesuit Academy 900 Varnum Street, NE Washington, DC 20017	509(a)(1) or (2) Public Charity	General Operating Support	\$ 50,000.00
Washington Middle School for Girls 1901 Mississippi Avenue, SE Washington, DC 20020	509(a)(1) or (2) Public Charity	General Operating Support	\$ 30,000.00
Washington Nationals Youth Baseball Academy 3675 Ely Place, SE Washington, DC 20019	509(a)(1) or (2) Public Charity	General Operating Support	\$ 50,000.00
Washington Performing Arts Society 2000 L Street, NW, Suite 510 Washington, DC 20036	509(a)(1) or (2) Public Charity	Community Outreach Programs	\$ 15,000.00
Washington Shakespeare Company of Arlington County, Inc. 3700 South Four Mile Run Drive Arlington, VA 22206	509(a)(1) or (2) Public Charity	General Operating Support	\$ 5,000.00
Washington Tennis & Education Foundation, Inc. William HG FitzGerald Tennis Center , 16th Street and Kennedy Street, NW Washington, DC 20011	509(a)(1) or (2) Public Charity	Arthur Ashe Children's Program	\$ 5,000.00
Wesley Theological Seminary of the United Methodist Church 4500 Massachusetts Avenue, NW Washington, DC 20016-5690	509(a)(1) or (2) Public Charity	Urban Ministry Program and Scholarship Support	\$ 110,000.00
Wilderness Leadership and Learning, Inc. 1758 Park Road, NW Washington, DC 20010-2105	509(a)(1) or (2) Public Charity	General Operating Support	\$ 12,500.00

<u>Recipient Name & Address</u>	<u>Status of Recipient</u>	<u>Purpose of Grant</u>	<u>Amount</u>
William Wendt Center for Loss and Healing 4201 Connecticut Avenue, NW, Suite 300 Washington, DC 20008	509(a)(1) or (2) Public Charity	General Operating Support	\$ 25,000.00
Wolf Trap Foundation for Performing Arts 1645 Trap Road Vienna, VA 22182	509(a)(1) or (2) Public Charity	Institute for Early Learning through the Arts, Wolf Trap Opera Company and Wolf Trap Internships	\$ 140,000.00
World Arts Focus 3309 Bunker Hill Road Mount Rainier, MD 20712	509(a)(1) or (2) Public Charity	General Operating Support	\$ 15,000.00
Young Men's Christian Association of Metropolitan Washington fbo Youth and Family Services 9601 Colesville Road Silver Spring, MD 20901	509(a)(1) or (2) Public Charity	Northwest Park Community Center General Operating Support	\$ 28,000.00
Young Playwrights' Theatre, Inc. 2437 15th Street, NW Washington, DC 20009	509(a)(1) or (2) Public Charity	General Operating Support	\$ 5,000.00
Youth for Tomorrow 11835 Hazel Circle Drive Bristow, VA 20136	509(a)(1) or (2) Public Charity	Girls on a Journey Program	\$ 20,000.00
TOTAL			<u>\$ 5,452,446.00</u>