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EXTENDED TO NOVEMBER 15, 2016

## Return of Private Foundation

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

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Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

OMB No 1545-0052

2015

Open to Public Inspection

Form 990-PF

Department of the Treasury  
Internal Revenue Service

For calendar year 2015 or tax year beginning

, and ending

|                                                                                                                                                                                                                                                                                                                 |                                                                                                                                                  |                                                                                                                                                                              |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Name of foundation<br><b>THE LOIS AND RICHARD ENGLAND FOUNDATION, INC., C/O RICHARD ENGLAND, JR.</b>                                                                                                                                                                                                            |                                                                                                                                                  | A Employer identification number<br><b>52-1691418</b>                                                                                                                        |
| Number and street (or P.O. box number if mail is not delivered to street address)<br><b>P.O. BOX 34-1107</b>                                                                                                                                                                                                    | Room/suite                                                                                                                                       | B Telephone number<br><b>(301) 657-7737</b>                                                                                                                                  |
| City or town, state or province, country, and ZIP or foreign postal code<br><b>WEST BETHESDA, MD 20827</b>                                                                                                                                                                                                      |                                                                                                                                                  | C If exemption application is pending, check here <input type="checkbox"/>                                                                                                   |
| G Check all that apply:<br><input type="checkbox"/> Initial return<br><input type="checkbox"/> Final return<br><input type="checkbox"/> Address change<br><input type="checkbox"/> Initial return of a former public charity<br><input type="checkbox"/> Amended return<br><input type="checkbox"/> Name change |                                                                                                                                                  | D 1. Foreign organizations, check here <input type="checkbox"/><br>2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |
| H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation<br><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation                                                               |                                                                                                                                                  | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>                                                                |
| I Fair market value of all assets at end of year (from Part II, col (c), line 16)<br><b>\$ 25,401,354.</b>                                                                                                                                                                                                      | J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual<br><input type="checkbox"/> Other (specify) _____ | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>                                                             |

| Part I Analysis of Revenue and Expenses<br>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).) |  | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|-----------------------------------------------------------------------------------------------------------------------------------------------------|--|------------------------------------|---------------------------|-------------------------|-------------------------------------------------------------|
| 1 Contributions, gifts, grants, etc., received                                                                                                      |  |                                    |                           | N/A                     |                                                             |
| 2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B                                                       |  |                                    |                           |                         |                                                             |
| 3 Interest on savings and temporary cash investments                                                                                                |  | 5,750.                             | 5,750.                    |                         | STATEMENT 1                                                 |
| 4 Dividends and interest from securities                                                                                                            |  | 337,792.                           | 337,643.                  |                         | STATEMENT 2                                                 |
| 5a Gross rents                                                                                                                                      |  |                                    |                           |                         |                                                             |
| b Net rental income or (loss)                                                                                                                       |  |                                    |                           |                         |                                                             |
| 6a Net gain or (loss) from sale of assets not on line 10                                                                                            |  | 2,675,267.                         |                           |                         |                                                             |
| b Gross sales price for all assets on line 6a <b>9,246,223.</b>                                                                                     |  |                                    |                           |                         |                                                             |
| 7 Capital gain net income (from Part IV, line 2)                                                                                                    |  |                                    | 2,675,267.                |                         |                                                             |
| 8 Net short-term capital gain                                                                                                                       |  |                                    |                           |                         |                                                             |
| 9 Income modifications                                                                                                                              |  |                                    |                           |                         |                                                             |
| 10a Gross sales less returns and allowances                                                                                                         |  |                                    |                           |                         |                                                             |
| b Less Cost of goods sold                                                                                                                           |  |                                    |                           |                         |                                                             |
| c Gross profit or (loss)                                                                                                                            |  |                                    |                           |                         |                                                             |
| 11 Other income                                                                                                                                     |  | 34,456.                            | 33,609.                   |                         | STATEMENT 3                                                 |
| 12 Total. Add lines 1 through 11                                                                                                                    |  | 3,053,265.                         | 3,052,269.                |                         |                                                             |
| 13 Compensation of officers, directors, trustees, etc                                                                                               |  | 0.                                 | 0.                        |                         | 0.                                                          |
| 14 Other employee salaries and wages                                                                                                                |  |                                    |                           |                         |                                                             |
| 15 Pension plans, employee benefits                                                                                                                 |  |                                    |                           |                         |                                                             |
| 16a Legal fees                                                                                                                                      |  |                                    |                           |                         |                                                             |
| b Accounting fees STMT 4                                                                                                                            |  | 9,722.                             | 4,861.                    |                         | 4,861.                                                      |
| c Other professional fees STMT 5                                                                                                                    |  | 323,194.                           | 149,397.                  |                         | 173,797.                                                    |
| 17 Interest                                                                                                                                         |  |                                    |                           |                         |                                                             |
| 18 Taxes STMT 6                                                                                                                                     |  | 15,480.                            | 2,700.                    |                         | 0.                                                          |
| 19 Depreciation and depletion                                                                                                                       |  |                                    |                           |                         |                                                             |
| 20 Occupancy                                                                                                                                        |  | 56,243.                            | 0.                        |                         | 56,243.                                                     |
| 21 Travel, conferences, and meetings                                                                                                                |  | 3,485.                             | 0.                        |                         | 3,485.                                                      |
| 22 Printing and publications                                                                                                                        |  |                                    |                           |                         |                                                             |
| 23 Other expenses STMT 7                                                                                                                            |  | 22,316.                            | 255.                      |                         | 22,061.                                                     |
| 24 Total operating and administrative expenses. Add lines 13 through 23                                                                             |  | 430,440.                           | 157,213.                  |                         | 260,447.                                                    |
| 25 Contributions, gifts, grants paid                                                                                                                |  | 805,940.                           |                           |                         | 863,695.                                                    |
| 26 Total expenses and disbursements. Add lines 24 and 25                                                                                            |  | 1,236,380.                         | 157,213.                  |                         | 1,124,142.                                                  |
| 27 Subtract line 26 from line 12:                                                                                                                   |  |                                    |                           |                         |                                                             |
| a Excess of revenue over expenses and disbursements                                                                                                 |  | 1,816,885.                         |                           |                         |                                                             |
| b Net investment income (if negative, enter -0-)                                                                                                    |  |                                    | 2,895,056.                |                         |                                                             |
| c Adjusted net income (if negative, enter -0-)                                                                                                      |  |                                    |                           | N/A                     |                                                             |

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LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2015)

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**THE LOIS AND RICHARD ENGLAND FOUNDATION,  
INC., C/O RICHARD ENGLAND, JR.**

52-1691418

Page 2

| Part II Balance Sheets      |                                                                                           | Attached schedules and amounts in the description column should be for end-of-year amounts only |                                                       | Beginning of year | End of year    |                       |  |
|-----------------------------|-------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------|-------------------------------------------------------|-------------------|----------------|-----------------------|--|
|                             |                                                                                           |                                                                                                 |                                                       | (a) Book Value    | (b) Book Value | (c) Fair Market Value |  |
| Assets                      | 1                                                                                         | Cash - non-interest-bearing                                                                     |                                                       | 20,693.           | 127,059.       | 127,059.              |  |
|                             | 2                                                                                         | Savings and temporary cash investments                                                          |                                                       | 375,688.          | 455,961.       | 455,961.              |  |
|                             | 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              |                                                       |                   |                |                       |  |
|                             | 7                                                                                         | Other notes and loans receivable ▶                                                              |                                                       |                   |                |                       |  |
|                             |                                                                                           | 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                                             |                                                       |                   |                |                       |  |
|                             | b                                                                                         | Investments - corporate stock                                                                   | STMT 8                                                | 14,587,622.       | 16,308,929.    | 22,643,875.           |  |
|                             | c                                                                                         | Investments - corporate bonds                                                                   |                                                       |                   |                |                       |  |
|                             | Liabilities                                                                               | 11                                                                                              | Investments - land, buildings, and equipment: basis ▶ |                   |                |                       |  |
|                             |                                                                                           | Less: accumulated depreciation ▶                                                                |                                                       |                   |                |                       |  |
| 12                          |                                                                                           | Investments - mortgage loans                                                                    |                                                       |                   |                |                       |  |
| 13                          |                                                                                           | Investments - other                                                                             |                                                       |                   |                |                       |  |
| 14                          |                                                                                           | Land, buildings, and equipment: basis ▶                                                         |                                                       |                   |                |                       |  |
|                             |                                                                                           | Less: accumulated depreciation ▶                                                                |                                                       |                   |                |                       |  |
| 15                          |                                                                                           | Other assets (describe ▶ STATEMENT 9 )                                                          | 2,188,500.                                            | 2,097,439.        | 2,174,459.     |                       |  |
| 16                          |                                                                                           | Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)   | 17,172,503.                                           | 18,989,388.       | 25,401,354.    |                       |  |
| Net Assets or Fund Balances |                                                                                           | 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                                                               |                                                       |                   |                |                       |  |
|                             | 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 type="checkbox"/>                   |                                                                                                 |                                                       |                   |                |                       |  |
|                             | and complete lines 24 through 26 and lines 30 and 31.                                     |                                                                                                 |                                                       |                   |                |                       |  |
|                             | 24                                                                                        | Unrestricted                                                                                    |                                                       |                   |                |                       |  |
|                             | 25                                                                                        | Temporarily restricted                                                                          |                                                       |                   |                |                       |  |
|                             | 26                                                                                        | Permanently restricted                                                                          |                                                       |                   |                |                       |  |
|                             | Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> |                                                                                                 |                                                       |                   |                |                       |  |
|                             | and complete lines 27 through 31.                                                         |                                                                                                 |                                                       |                   |                |                       |  |
|                             | 27                                                                                        | Capital stock, trust principal, or current funds                                                | 0.                                                    | 0.                |                |                       |  |
|                             | 28                                                                                        | Paid-in or capital surplus, or land, bldg., and equipment fund                                  | 0.                                                    | 0.                |                |                       |  |
|                             | 29                                                                                        | Retained earnings, accumulated income, endowment, or other funds                                | 17,172,503.                                           | 18,989,388.       |                |                       |  |
| 30                          | Total net assets or fund balances                                                         | 17,172,503.                                                                                     | 18,989,388.                                           |                   |                |                       |  |
| 31                          | Total liabilities and net assets/fund balances                                            | 17,172,503.                                                                                     | 18,989,388.                                           |                   |                |                       |  |

**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<br>(must agree with end-of-year figure reported on prior year's return) | 1 | 17,172,503. |
| 2 | Enter amount from Part I, line 27a                                                                                                                            | 2 | 1,816,885.  |
| 3 | Other increases not included in line 2 (itemize) ▶                                                                                                            | 3 | 0.          |
| 4 | Add lines 1, 2, and 3                                                                                                                                         | 4 | 18,989,388. |
| 5 | Decreases not included in line 2 (itemize) ▶                                                                                                                  | 5 | 0.          |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30                                                         | 6 | 18,989,388. |

**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<br>P - Purchase<br>D - Donation | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------|--------------------------------------|----------------------------------|
| 1a                                                                                                                                 |                                                  |                                      |                                  |
| b SEE ATTACHED STATEMENT                                                                                                           |                                                  |                                      |                                  |
| c                                                                                                                                  |                                                  |                                      |                                  |
| d                                                                                                                                  |                                                  |                                      |                                  |
| e                                                                                                                                  |                                                  |                                      |                                  |

  

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| a                     |                                            |                                                 |                                              |
| b                     |                                            |                                                 |                                              |
| c                     |                                            |                                                 |                                              |
| d                     |                                            |                                                 |                                              |
| e 9,246,223.          |                                            | 6,603,437.                                      | 2,675,267.                                   |

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

| (i) F.M.V. as of 12/31/69 | (j) Adjusted basis<br>as of 12/31/69 | (k) Excess of col. (i)<br>over col. (j), if any | (l) Gains (Col. (h) gain minus<br>col. (k), but not less than -0-) or<br>Losses (from col. (h)) |
|---------------------------|--------------------------------------|-------------------------------------------------|-------------------------------------------------------------------------------------------------|
| a                         |                                      |                                                 |                                                                                                 |
| b                         |                                      |                                                 |                                                                                                 |
| c                         |                                      |                                                 |                                                                                                 |
| d                         |                                      |                                                 |                                                                                                 |
| e                         |                                      |                                                 | 2,675,267.                                                                                      |

  

|                                                                                                                                                                                 |                                                                                   |   |            |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------|---|------------|
| 2 Capital gain net income or (net capital loss)                                                                                                                                 | { If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7 | 2 | 2,675,267. |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):<br>If gain, also enter in Part I, line 8, column (c).<br>If (loss), enter -0- in Part I, line 8 |                                                                                   | 3 | N/A        |

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

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

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

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

☐ Yes ☒ No

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

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

| (a)<br>Base period years<br>Calendar year (or tax year beginning in) | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col. (b) divided by col. (c)) |
|----------------------------------------------------------------------|------------------------------------------|----------------------------------------------|-------------------------------------------------------------|
| 2014                                                                 | 1,375,531.                               | 22,333,854.                                  | .061590                                                     |
| 2013                                                                 | 2,870,798.                               | 21,167,569.                                  | .135622                                                     |
| 2012                                                                 | 2,395,742.                               | 23,014,161.                                  | .104099                                                     |
| 2011                                                                 | 2,775,437.                               | 21,469,107.                                  | .129276                                                     |
| 2010                                                                 | 1,571,388.                               | 16,767,821.                                  | .093715                                                     |

|                                                                                                                                                                                                                         |   |             |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|-------------|
| 2 Total of line 1, column (d)                                                                                                                                                                                           | 2 | .524302     |
| 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 | .104860     |
| 4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5                                                                                                                                          | 4 | 25,201,660. |
| 5 Multiply line 4 by line 3                                                                                                                                                                                             | 5 | 2,642,646.  |
| 6 Enter 1% of net investment income (1% of Part I, line 27b)                                                                                                                                                            | 6 | 28,951.     |
| 7 Add lines 5 and 6                                                                                                                                                                                                     | 7 | 2,671,597.  |
| 8 Enter qualifying distributions from Part XII, line 4<br>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.<br>See the Part VI instructions. | 8 | 1,124,142.  |

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

|                                                                                                                                                                                                                                          |    |         |         |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|---------|---------|
| 1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1.<br>Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instructions) |    |         |         |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b                                                                                        |    | 1       | 57,901. |
| c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).                                                                                                               |    |         |         |
| 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)                                                                                                                              |    | 2       | 0.      |
| 3 Add lines 1 and 2                                                                                                                                                                                                                      |    | 3       | 57,901. |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)                                                                                                                            |    | 4       | 0.      |
| 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-                                                                                                                                                |    | 5       | 57,901. |
| 6 Credits/Payments:                                                                                                                                                                                                                      |    |         |         |
| a 2015 estimated tax payments and 2014 overpayment credited to 2015                                                                                                                                                                      | 6a | 35,000. |         |
| b Exempt foreign organizations - tax withheld at source                                                                                                                                                                                  | 6b |         |         |
| c Tax paid with application for extension of time to file (Form 8868)                                                                                                                                                                    | 6c |         |         |
| d Backup withholding erroneously withheld                                                                                                                                                                                                | 6d |         |         |
| 7 Total credits and payments. Add lines 6a through 6d                                                                                                                                                                                    | 7  | 35,000. |         |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached                                                                                                           | 8  | 973.    |         |
| 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed                                                                                                                                                          | 9  | 23,874. |         |
| 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid                                                                                                                                             | 10 |         |         |
| 11 Enter the amount of line 10 to be. Credited to 2016 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>                                                                                                          | 11 |         |         |

**Part VII-A Statements Regarding Activities**

|                                                                                                                                                                                                                                                                                                                                              | Yes | No |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?                                                                                                                                                                      |     | X  |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?<br>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities |     | X  |
| c Did the foundation file Form 1120-POL for this year?                                                                                                                                                                                                                                                                                       |     | X  |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:<br>(1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.                                                                                                                     |     |    |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.                                                                                                                                                                       |     |    |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS?<br>If "Yes," attach a detailed description of the activities                                                                                                                                                                               | 2   | X  |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes                                                                                                                 | 3   | X  |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?                                                                                                                                                                                                                                               | 4a  | X  |
| b If "Yes," has it filed a tax return on Form 990-T for this year?                                                                                                                                                                                                                                                                           | 4b  |    |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?<br>If "Yes," attach the statement required by General Instruction T                                                                                                                                                                         | 5   | X  |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:<br>• By language in the governing instrument, or<br>• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?         | 6   | X  |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV                                                                                                                                                                                                           | 7   | X  |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> MD                                                                                                                                                                                                            |     |    |
| b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation                                                                                                                                | 8b  | X  |
| 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? If "Yes," complete Part XIV                                                                                       | 9   | X  |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses                                                                                                                                                                                                        | 10  | X  |

N/A

**Part VII-A Statements Regarding Activities** (continued)

|                                                                                                                                                                                                                                                                                                                                    | Yes | No  |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|-----|
| 11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)                                                                                                                                         | 11  | X   |
| 12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)                                                                                                                                        | 12  | X   |
| 13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?<br>Website address ► <u>WWW.FDNCENTER.ORG/GRANTMAKER/ENGLAND</u>                                                                                                                                            | 13  | X   |
| 14 The books are in care of ► <u>THE ORGANIZATION</u> Telephone no. ► <u>(301) 657-7737</u><br>Located at ► <u>P.O. BOX 34-1107, WEST BETHESDA, MD</u> ZIP+4 ► <u>20827</u>                                                                                                                                                        |     |     |
| 15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here<br>and enter the amount of tax-exempt interest received or accrued during the year                                                                                                                                          | 15  | N/A |
| 16 At any time during calendar year 2015, 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?<br>See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ► | 16  | X   |

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

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

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | Yes | No  |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|-----|
| 1a During the year did the foundation (either directly or indirectly):<br>(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |     |     |
| b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?<br>Organizations relying on a current notice regarding disaster assistance check here                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | 1b  | N/A |
| 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 2015?                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | 1c  | X   |
| 2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):<br>a At the end of tax year 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>If "Yes," list the years ► _____, _____, _____<br>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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.<br>► _____, _____, _____                                                                                                                                                                                                                                                                                                      | 2b  | N/A |
| 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>b If "Yes," did it have excess business holdings in 2015 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 2015)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | 3b  | N/A |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | 4a  | X   |
| b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015?                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | 4b  | X   |

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**Part VII-B** Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 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)?

N/A

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?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

6b

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

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

7b

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

N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation.

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|----------------------|-----------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------|---------------------------------------|
| SEE STATEMENT 10     |                                                           | 0.                                        | 0.                                                                    | 0.                                    |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |

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

| (a) Name and address of each employee paid more than \$50,000 | (b) Title, and average hours per week devoted to position | (c) Compensation | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---------------------------------------------------------------|-----------------------------------------------------------|------------------|-----------------------------------------------------------------------|---------------------------------------|
| NONE                                                          |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |

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

0

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**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
|-------------------------------------------------------------|---------------------|------------------|
| NONE                                                        |                     |                  |
|                                                             |                     |                  |
|                                                             |                     |                  |
|                                                             |                     |                  |
|                                                             |                     |                  |
|                                                             |                     |                  |
|                                                             |                     |                  |
|                                                             |                     |                  |
|                                                             |                     |                  |

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

0

**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

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

|                                                          | Amount |
|----------------------------------------------------------|--------|
| 1 N/A                                                    |        |
|                                                          |        |
| 2                                                        |        |
|                                                          |        |
| All other program-related investments. See instructions. |        |
| 3                                                        |        |
|                                                          |        |
|                                                          |        |
| <b>Total.</b> Add lines 1 through 3                      | 0.     |

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

|                                                                                                               |                                                                                                           |    |             |
|---------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|----|-------------|
| 1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes: |                                                                                                           |    |             |
| a                                                                                                             | Average monthly fair market value of securities                                                           | 1a | 25,032,044. |
| b                                                                                                             | Average of monthly cash balances                                                                          | 1b | 553,398.    |
| c                                                                                                             | Fair market value of all other assets                                                                     | 1c |             |
| d                                                                                                             | Total (add lines 1a, b, and c)                                                                            | 1d | 25,585,442. |
| e                                                                                                             | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) | 1e | 0.          |
| 2                                                                                                             | Acquisition indebtedness applicable to line 1 assets                                                      | 2  | 0.          |
| 3                                                                                                             | Subtract line 2 from line 1d                                                                              | 3  | 25,585,442. |
| 4                                                                                                             | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4  | 383,782.    |
| 5                                                                                                             | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4      | 5  | 25,201,660. |
| 6                                                                                                             | Minimum investment return. Enter 5% of line 5                                                             | 6  | 1,260,083.  |

**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  | 1,260,083. |
| 2a | Tax on investment income for 2015 from Part VI, line 5                                             | 2a | 57,901.    |
| b  | Income tax for 2015. (This does not include the tax from Part VI.)                                 | 2b |            |
| c  | Add lines 2a and 2b                                                                                | 2c | 57,901.    |
| 3  | Distributable amount before adjustments. Subtract line 2c from line 1                              | 3  | 1,202,182. |
| 4  | Recoveries of amounts treated as qualifying distributions                                          | 4  | 0.         |
| 5  | Add lines 3 and 4                                                                                  | 5  | 1,202,182. |
| 6  | Deduction from distributable amount (see instructions)                                             | 6  | 0.         |
| 7  | Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7  | 1,202,182. |

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

|                                                                                              |                                                                                                                                   |    |            |
|----------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------|----|------------|
| 1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes: |                                                                                                                                   |    |            |
| a                                                                                            | Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26                                                     | 1a | 1,124,142. |
| b                                                                                            | Program-related investments - total from Part IX-B                                                                                | 1b | 0.         |
| 2                                                                                            | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes                         | 2  |            |
| 3                                                                                            | Amounts set aside for specific charitable projects that satisfy the:                                                              |    |            |
| a                                                                                            | Suitability test (prior IRS approval required)                                                                                    | 3a |            |
| b                                                                                            | Cash distribution test (attach the required schedule)                                                                             | 3b |            |
| 4                                                                                            | Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4                        | 4  | 1,124,142. |
| 5                                                                                            | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b | 5  | 0.         |
| 6                                                                                            | Adjusted qualifying distributions. Subtract line 5 from line 4                                                                    | 6  | 1,124,142. |

**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.

THE LOIS AND RICHARD ENGLAND FOUNDATION,  
INC., C/O RICHARD ENGLAND, JR.

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**Part XIII** Undistributed Income (see instructions)

|                                                                                                                                                                            | (a)<br>Corpus | (b)<br>Years prior to 2014 | (c)<br>2014 | (d)<br>2015 |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2015 from Part XI, line 7                                                                                                                       |               |                            |             | 1,202,182.  |
| 2 Undistributed income, if any, as of the end of 2015                                                                                                                      |               |                            |             |             |
| a Enter amount for 2014 only                                                                                                                                               |               |                            | 0.          |             |
| b Total for prior years:                                                                                                                                                   |               | 0.                         |             |             |
| 3 Excess distributions carryover, if any, to 2015:                                                                                                                         |               |                            |             |             |
| a From 2010                                                                                                                                                                | 755,394.      |                            |             |             |
| b From 2011                                                                                                                                                                | 1,732,034.    |                            |             |             |
| c From 2012                                                                                                                                                                | 1,255,536.    |                            |             |             |
| d From 2013                                                                                                                                                                | 1,848,856.    |                            |             |             |
| e From 2014                                                                                                                                                                | 297,874.      |                            |             |             |
| f Total of lines 3a through e                                                                                                                                              | 5,889,694.    |                            |             |             |
| 4 Qualifying distributions for 2015 from Part XII, line 4: ▶ \$                                                                                                            | 1,124,142.    |                            |             |             |
| a Applied to 2014, but not more than line 2a                                                                                                                               |               |                            | 0.          |             |
| b Applied to undistributed income of prior years (Election required - see instructions)                                                                                    |               | 0.                         |             |             |
| c Treated as distributions out of corpus (Election required - see instructions)                                                                                            | 0.            |                            |             |             |
| d Applied to 2015 distributable amount                                                                                                                                     |               |                            |             | 1,124,142.  |
| e Remaining amount distributed out of corpus                                                                                                                               | 0.            |                            |             |             |
| 5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a))                                         | 78,040.       |                            |             | 78,040.     |
| 6 Enter the net total of each column as indicated below:                                                                                                                   | 5,811,654.    |                            |             |             |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5                                                                                                                          |               |                            |             |             |
| b Prior years' undistributed income. Subtract line 4b from line 2b                                                                                                         |               | 0.                         |             |             |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed |               | 0.                         |             |             |
| d Subtract line 6c from line 6b. Taxable amount - see instructions                                                                                                         |               | 0.                         |             |             |
| e Undistributed income for 2014. Subtract line 4a from line 2a. Taxable amount - see instr.                                                                                |               |                            | 0.          |             |
| f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016                                                              |               |                            |             | 0.          |
| 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)       | 0.            |                            |             |             |
| 8 Excess distributions carryover from 2010 not applied on line 5 or line 7                                                                                                 | 677,354.      |                            |             |             |
| 9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a                                                                                              | 5,134,300.    |                            |             |             |
| 10 Analysis of line 9:                                                                                                                                                     |               |                            |             |             |
| a Excess from 2011                                                                                                                                                         | 1,732,034.    |                            |             |             |
| b Excess from 2012                                                                                                                                                         | 1,255,536.    |                            |             |             |
| c Excess from 2013                                                                                                                                                         | 1,848,856.    |                            |             |             |
| d Excess from 2014                                                                                                                                                         | 297,874.      |                            |             |             |
| e Excess from 2015                                                                                                                                                         |               |                            |             |             |

N/A

**b** Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

**b 85% of line 2a**

**d** Amounts included in line 2c not used directly for active conduct of exempt activities

Subtract line 2d from line 2c

a "Assets" alternative test - enter:  
(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

**b** "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter:

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

### 1 Information Regarding Foundation Managers:

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

**NONE**

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

NONE

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

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

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

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

c Any submission deadlines:

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

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

| Recipient<br>Name and address (home or business)                                             | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount          |
|----------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|-----------------|
| <b>a Paid during the year</b>                                                                |                                                                                                                    |                                      |                                     |                 |
| CHESSE CHALLENGE DC<br>5185 MACARTHUR BLVD. #620<br>WASHINGTON, DC 20016                     | NONE                                                                                                               |                                      | GENERAL MISSION                     | 103,695.        |
| COLLEGE SUCCESS FOUNDATION - DC<br>1805 7TH STREET NW SUITE 500<br>WASHINGTON, DC 20001-3722 | NONE                                                                                                               |                                      | GENERAL MISSION                     | 20,000.         |
| MULTICULTURAL CAREER CENTER/CHEC<br>3101 16TH STREET NW<br>WASHINGTON, DC 20010              | NONE                                                                                                               |                                      | GENERAL MISSION                     | 15,000.         |
| HIGHER ACHIEVEMENT<br>317 8TH STREET NE<br>WASHINGTON, DC 20002                              | NONE                                                                                                               |                                      | GENERAL MISSION                     | 35,000.         |
| ONE WORLD EDUCATION<br>1525 NEWTON ST. NW<br>WASHINGTON, DC 20010                            | NONE                                                                                                               |                                      | GENERAL MISSION                     | 20,000.         |
| <b>Total</b>                                                                                 | <b>SEE CONTINUATION SHEET(S)</b>                                                                                   |                                      |                                     | <b>863,695.</b> |
| <b>b Approved for future payment</b>                                                         |                                                                                                                    |                                      |                                     |                 |
| NONE                                                                                         |                                                                                                                    |                                      |                                     |                 |
|                                                                                              |                                                                                                                    |                                      |                                     |                 |
|                                                                                              |                                                                                                                    |                                      |                                     |                 |
|                                                                                              |                                                                                                                    |                                      |                                     |                 |
| <b>Total</b>                                                                                 |                                                                                                                    |                                      |                                     | <b>0.</b>       |

**Part XVI-A Analysis of Income-Producing Activities**

~~Enter gross amounts unless otherwise indicated.~~

| Enter gross amounts unless otherwise indicated.               |                         | Unrelated business income |                               | Excluded by section 512, 513, or 514 |    | (e)                                  |
|---------------------------------------------------------------|-------------------------|---------------------------|-------------------------------|--------------------------------------|----|--------------------------------------|
|                                                               | (a)<br>Business<br>code | (b)<br>Amount             | (c)<br>Exclu-<br>sion<br>code | (d)<br>Amount                        |    | Related or exempt<br>function income |
| 1 Program service revenue:                                    |                         |                           |                               |                                      |    |                                      |
| a _____                                                       |                         |                           |                               |                                      |    |                                      |
| b _____                                                       |                         |                           |                               |                                      |    |                                      |
| c _____                                                       |                         |                           |                               |                                      |    |                                      |
| d _____                                                       |                         |                           |                               |                                      |    |                                      |
| e _____                                                       |                         |                           |                               |                                      |    |                                      |
| f _____                                                       |                         |                           |                               |                                      |    |                                      |
| g Fees and contracts from government agencies                 |                         |                           |                               |                                      |    |                                      |
| 2 Membership dues and assessments                             |                         |                           |                               |                                      |    |                                      |
| 3 Interest on savings and temporary cash<br>investments       |                         |                           | 14                            | 5,750.                               |    |                                      |
| 4 Dividends and interest from securities                      |                         |                           | 14                            | 337,792.                             |    |                                      |
| 5 Net rental income or (loss) from real estate:               |                         |                           |                               |                                      |    |                                      |
| a Debt-financed property                                      |                         |                           |                               |                                      |    |                                      |
| b Not debt-financed property                                  |                         |                           |                               |                                      |    |                                      |
| 6 Net rental income or (loss) from personal<br>property       |                         |                           |                               |                                      |    |                                      |
| 7 Other investment income                                     | 900000                  | 847.                      | 14                            | 22,237.                              |    |                                      |
| 8 Gain or (loss) from sales of assets other<br>than inventory |                         |                           | 18                            | 2,675,267.                           |    |                                      |
| 9 Net income or (loss) from special events                    |                         |                           |                               |                                      |    |                                      |
| 10 Gross profit or (loss) from sales of inventory             |                         |                           |                               |                                      |    |                                      |
| 11 Other revenue.                                             |                         |                           |                               |                                      |    |                                      |
| a SUBLEASE INCOME                                             |                         |                           | 16                            | 11,372.                              |    |                                      |
| b _____                                                       |                         |                           |                               |                                      |    |                                      |
| c _____                                                       |                         |                           |                               |                                      |    |                                      |
| d _____                                                       |                         |                           |                               |                                      |    |                                      |
| e _____                                                       |                         |                           |                               |                                      |    |                                      |
| 12 Subtotal. Add columns (b), (d), and (e)                    |                         | 847.                      |                               | 3,052,418.                           |    | 0.                                   |
| 13 Total. Add line 12, columns (b), (d), and (e)              |                         |                           |                               |                                      | 13 | 3,053,265.                           |

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

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

[illegible]

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

| 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? |  | Yes | No |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|-----|----|
| <b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of:                                                                                                                                                           |  |     |    |
| (1) Cash                                                                                                                                                                                                                                              |  |     | X  |
| (2) Other assets                                                                                                                                                                                                                                      |  |     | X  |
| <b>b</b> Other transactions:                                                                                                                                                                                                                          |  |     |    |
| (1) Sales of assets to a noncharitable exempt organization                                                                                                                                                                                            |  |     | X  |
| (2) Purchases of assets from a noncharitable exempt organization                                                                                                                                                                                      |  |     | X  |
| (3) Rental of facilities, equipment, or other assets                                                                                                                                                                                                  |  |     | X  |
| (4) Reimbursement arrangements                                                                                                                                                                                                                        |  |     | X  |
| (5) Loans or loan guarantees                                                                                                                                                                                                                          |  |     | X  |
| (6) Performance of services or membership or fundraising solicitations                                                                                                                                                                                |  |     | X  |
| <b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees                                                                                                                                                             |  |     | X  |

[illegible]

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

**b** If "Yes," complete the following schedule.

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

|                               |                                                                                                                                                                                                                                                                                                                        |  |                                                   |  |                                                                                                                                                    |                                                 |                              |
|-------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|---------------------------------------------------|--|----------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------|------------------------------|
| <b>Sign Here</b>              | Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge. |  |                                                   |  | May the IRS discuss this return with the preparer shown below (see instr.)?<br><input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |                                                 |                              |
|                               | Signature of officer or trustee <i>Richard Engel</i>                                                                                                                                                                                                                                                                   |  | Date <i>11/08/2016</i>                            |  |                                                                                                                                                    | Title <i>President</i>                          |                              |
| <b>Paid Preparer Use Only</b> | Print/Type preparer's name<br><br><b>FRANK H. SMITH</b>                                                                                                                                                                                                                                                                |  | Preparer's signature<br><br><i>Frank H. Smith</i> |  | Date<br><br><b>11/03/16</b>                                                                                                                        | Check <input type="checkbox"/> if self-employed | PTIN<br><br><b>P00639053</b> |
|                               | Firm's name ▶ <b>FRANK H. SMITH</b>                                                                                                                                                                                                                                                                                    |  |                                                   |  |                                                                                                                                                    | Firm's EIN ▶ <b>52-1511275</b>                  |                              |
|                               | Firm's address ▶ <b>1899 L STREET NW #900 WASHINGTON, DC 20036</b>                                                                                                                                                                                                                                                     |  |                                                   |  |                                                                                                                                                    | Phone no. <b>202-822-5000</b>                   |                              |

**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,<br>2-story brick warehouse; or common stock, 200 shs. MLC Co. |                          | (b) How acquired<br>P - Purchase<br>D - Donation | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|--------------------------------------------------------------------------------------------------------------------------------------|--------------------------|--------------------------------------------------|--------------------------------------|----------------------------------|
| 1a                                                                                                                                   | DF DENT                  | P                                                |                                      |                                  |
| b                                                                                                                                    | DF DENT                  | P                                                |                                      |                                  |
| c                                                                                                                                    | CHARLES SCHWAB # 5336    | P                                                |                                      |                                  |
| d                                                                                                                                    | CHARLES SCHWAB # 1810    | P                                                |                                      |                                  |
| e                                                                                                                                    | CHARLES SCHWAB # 2561    | P                                                |                                      |                                  |
| f                                                                                                                                    | CHARLES SCHWAB # 2561    | P                                                |                                      |                                  |
| g                                                                                                                                    | CPG CARLYLE PRIVATE FUND |                                                  |                                      |                                  |
| h                                                                                                                                    | CAPITAL GAINS DIVIDENDS  |                                                  |                                      |                                  |
| i                                                                                                                                    |                          |                                                  |                                      |                                  |
| j                                                                                                                                    |                          |                                                  |                                      |                                  |
| k                                                                                                                                    |                          |                                                  |                                      |                                  |
| l                                                                                                                                    |                          |                                                  |                                      |                                  |
| m                                                                                                                                    |                          |                                                  |                                      |                                  |
| n                                                                                                                                    |                          |                                                  |                                      |                                  |
| o                                                                                                                                    |                          |                                                  |                                      |                                  |

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| a                     | 232,092.                                   | 320,744.                                        | <88,652.>                                    |
| b                     | 1,514,488.                                 | 769,815.                                        | 744,673.                                     |
| c                     | 151,200.                                   | 167,000.                                        | <15,800.>                                    |
| d                     | 539,107.                                   | 382,281.                                        | 156,826.                                     |
| e                     | 1,818,348.                                 | 1,858,768.                                      | <40,420.>                                    |
| f                     | 4,563,208.                                 | 3,104,829.                                      | 1,458,379.                                   |
| g                     |                                            |                                                 | 32,481.                                      |
| h                     | 427,780.                                   |                                                 | 427,780.                                     |
| i                     |                                            |                                                 |                                              |
| j                     |                                            |                                                 |                                              |
| k                     |                                            |                                                 |                                              |
| l                     |                                            |                                                 |                                              |
| m                     |                                            |                                                 |                                              |
| n                     |                                            |                                                 |                                              |
| o                     |                                            |                                                 |                                              |

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 |                                      |                                                 | (l) Losses (from col. (h))<br>Gains (excess of col. (h) gain over col. (k),<br>but not less than "-0-") |
|---------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------------------|---------------------------------------------------------------------------------------------------------|
| (i) F.M.V. as of 12/31/69                                                                   | (j) Adjusted basis<br>as of 12/31/69 | (k) Excess of col. (i)<br>over col. (j), if any |                                                                                                         |
| a                                                                                           |                                      |                                                 | <88,652.>                                                                                               |
| b                                                                                           |                                      |                                                 | 744,673.                                                                                                |
| c                                                                                           |                                      |                                                 | <15,800.>                                                                                               |
| d                                                                                           |                                      |                                                 | 156,826.                                                                                                |
| e                                                                                           |                                      |                                                 | <40,420.>                                                                                               |
| f                                                                                           |                                      |                                                 | 1,458,379.                                                                                              |
| g                                                                                           |                                      |                                                 | 32,481.                                                                                                 |
| h                                                                                           |                                      |                                                 | 427,780.                                                                                                |
| i                                                                                           |                                      |                                                 |                                                                                                         |
| j                                                                                           |                                      |                                                 |                                                                                                         |
| k                                                                                           |                                      |                                                 |                                                                                                         |
| l                                                                                           |                                      |                                                 |                                                                                                         |
| m                                                                                           |                                      |                                                 |                                                                                                         |
| n                                                                                           |                                      |                                                 |                                                                                                         |
| o                                                                                           |                                      |                                                 |                                                                                                         |

|                                                                                                                                                                                     |   |            |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|------------|
| 2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7<br>If (loss), enter "-0-" in Part I, line 7 }                                               | 2 | 2,675,267. |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):<br>If gain, also enter in Part I, line 8, column (c).<br>If (loss), enter "-0-" in Part I, line 8 } | 3 | N/A        |

THE LOIS AND RICHARD ENGLAND FOUNDATION,  
INC., C/O RICHARD ENGLAND, JR.

52-1691418

**Part XV Supplementary Information**

**3 Grants and Contributions Paid During the Year (Continuation)**

| Recipient<br>Name and address (home or business)                                            | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount   |
|---------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|----------|
| BEACON HOUSE<br>601 EDGEWOOD ST., N.E SUITE 15<br>WASHINGTON, DC 20017                      | NONE                                                                                                               |                                      | GENERAL MISSION                     | 15,000.  |
| BOYS & GIRLS CLUBS OF GREATER<br>WASHINGTON<br>4103 BENNING ROAD NE<br>WASHINGTON, DC 20019 | NONE                                                                                                               |                                      | GENERAL MISSION                     | 25,000.  |
| KID POWER, INC.<br>755 8TH NW<br>WASHINGTON, DC 20001                                       | NONE                                                                                                               |                                      | GENERAL MISSION                     | 15,000.  |
| LATIN AMERICA YOUTH CENTER<br>1419 COLUMBIA ROAD, NW<br>WASHINGTON, DC 20009                | NONE                                                                                                               |                                      | GENERAL MISSION                     | 25,000.  |
| LIFE PIECES TO MASTERPIECES<br>5600 EADS STREET, NE<br>WASHINGTON, DC 20019                 | NONE                                                                                                               |                                      | GENERAL MISSION                     | 25,000.  |
| CHESSE CHALLENGE<br>5185 MACARTHUR BLVD. #620<br>WASHINGTON, DC 20016                       | NONE                                                                                                               |                                      | GENERAL MISSION                     | 15,000.  |
| DC SCORES<br>1224 M STREET NW SUITE 200<br>WASHINGTON, DC 20005                             | NONE                                                                                                               |                                      | GENERAL MISSION                     | 30,000.  |
| THE WASHINGTON BALLET<br>3515 WISCONSIN AVENUE NW<br>WASHINGTON, DC 20016                   | NONE                                                                                                               |                                      | GENERAL MISSION                     | 25,000.  |
| DC PROMISE NEIGHBORHOOD<br>1300 44TH STREET NE ROOM 311<br>WASHINGTON, DC 20019             | NONE                                                                                                               |                                      | GENERAL MISSION                     | 25,000.  |
| DC ALLIANCE OF YOUTH ADVOCATES<br>1220 L STREET, NW SUITE 605<br>WASHINGTON, DC 20005       | NONE                                                                                                               |                                      | GENERAL MISSION                     | 25,000.  |
| Total from continuation sheets                                                              |                                                                                                                    |                                      |                                     | 670,000. |

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THE LOIS AND RICHARD ENGLAND FOUNDATION,  
INC., C/O RICHARD ENGLAND, JR.

52-1691418

**Part XV Supplementary Information**

**3 Grants and Contributions Paid During the Year (Continuation)**

| Recipient<br>Name and address (home or business)                                                     | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount  |
|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|---------|
| FAIR CHANCE<br>2001 S STREET, NW SUITE 301<br>WASHINGTON, DC 20009                                   | NONE                                                                                                               |                                      | GENERAL MISSION                     | 25,000. |
| BUILDING BRIDGES/THEARC<br>1901 MISSISSIPPI AVENUE, SE<br>WASHINGTON, DC 20020                       | NONE                                                                                                               |                                      | GENERAL MISSION                     | 15,000. |
| BARKER ADOPTION FOUNDATION<br>7979 OLD GEORGETOWN ROAD 1ST FLOOR<br>BETHESDA, MD 20814               | NONE                                                                                                               |                                      | GENERAL MISSION                     | 15,000. |
| AMERICAN JEWISH WORLD SERVICE<br>45 WEST 36TH STREET<br>NEW YORK, NY 10018                           | NONE                                                                                                               |                                      | GENERAL MISSION                     | 15,000. |
| AVODAH<br>45 WEST 36TH STREET 8TH FLOOR<br>NEW YORK, NY 10018                                        | NONE                                                                                                               |                                      | GENERAL MISSION                     | 15,000. |
| BEND THE ARC<br>330 SEVENTH AVENUE<br>NEW YORK, NY 10001                                             | NONE                                                                                                               |                                      | GENERAL MISSION                     | 15,000. |
| DC JEWISH COMMUNITY CENTER<br>1529 16TH STREET NW<br>WASHINGTON, DC 20016                            | NONE                                                                                                               |                                      | GENERAL MISSION                     | 15,000. |
| JEWS UNITED FOR JUSTICE<br>1633 CONNECTICUT AVENUE<br>WASHINGTON, DC 20009                           | NONE                                                                                                               |                                      | GENERAL MISSION                     | 15,000. |
| RELIGIOUS ACTION CENTER OF REFORM<br>JUDIASM<br>2027 MASSACHUSETTS AVENUE NW<br>WASHINGTON, DC 20036 | NONE                                                                                                               |                                      | GENERAL MISSION                     | 15,000. |
| AMERICAN JEWISH COMMITTEE<br>1156 15TH STREET NW<br>WASHINGTON, DC 20005                             | NONE                                                                                                               |                                      | GENERAL MISSION                     | 20,000. |
| Total from continuation sheets                                                                       |                                                                                                                    |                                      |                                     |         |

THE LOIS AND RICHARD ENGLAND FOUNDATION,  
INC., C/O RICHARD ENGLAND, JR.

52-1691418

**Part XV Supplementary Information**

**3 Grants and Contributions Paid During the Year (Continuation)**

| Recipient<br>Name and address (home or business)                                                   | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount  |
|----------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|---------|
| MOISHE HOUSE<br>2121 COMMONWEALTH AVENUE<br>CHARLOTTE, NC 28205                                    | NONE                                                                                                               |                                      | GENERAL MISSION                     | 10,000. |
| SIXTH AND I HISTORIC SYNAGAGUE<br>600I STREET NW<br>WASHINGTON, DC 20001                           | NONE                                                                                                               |                                      | GENERAL MISSION                     | 10,000. |
| ANTI-DEFAMATION LEAGUE<br>1100 CONNECTICUT AVENUE NW<br>WASHINGTON, DC 20036                       | NONE                                                                                                               |                                      | GENERAL MISSION                     | 15,000. |
| JEWISH SOCIAL SERVICES AGENCY<br>200 WOOD HILL ROAD<br>ROCKVILLE, MD 20850                         | NONE                                                                                                               |                                      | GENERAL MISSION                     | 30,000. |
| ASSOCIATION OF CIVIL RIGHTS IN ISRAEL<br>75 NAHLAT BINYAMIN STREET<br>JERUSALEM, JERUSALEM, ISRAEL | NONE                                                                                                               |                                      | GENERAL MISSION                     | 20,000. |
| ANU<br>159 YIGAL STREET<br>TEL AVIV, TEL AVIV, ISRAEL                                              | NONE                                                                                                               |                                      | GENERAL MISSION                     | 10,000. |
| IR AMIM<br>27 KING GEORGE STREET<br>JERUSALEM, JERUSALEM, ISRAEL                                   | NONE                                                                                                               |                                      | GENERAL MISSION                     | 10,000. |
| ISRAEL RELEGIOUS ACTION CENTER<br>13 KING DAVID STREET<br>JERUSALEM, JERUSALEM, ISRAEL             | NONE                                                                                                               |                                      | GENERAL MISSION                     | 20,000. |
| ISRAEIL ARAB TASK FORCE<br>711 THIRD AVENUE<br>NEW YORK, NY 10017                                  | NONE                                                                                                               |                                      | GENERAL MISSION                     | 5,000.  |
| NEW ISRAEL FUND<br>2100 M STREET NW<br>WASHINGTON, DC 20037                                        | NONE                                                                                                               |                                      | GENERAL MISSION                     | 30,000. |
| Total from continuation sheets                                                                     |                                                                                                                    |                                      |                                     |         |

THE LOIS AND RICHARD ENGLAND FOUNDATION,  
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52-1691418

**Part XV** Supplementary Information

**3 Grants and Contributions Paid During the Year (Continuation)**

| Recipient<br>Name and address (home or business)                                     | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount  |
|--------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|---------|
| SIKKUY<br>17 HAMORESHET RACHEL STREET<br>JERUSALEM, JERUSALEM, ISRAEL                | NONE                                                                                                               |                                      | GENERAL MISSION                     | 20,000. |
| THE ABRAHAM FUND FOR ISRAEL<br>9 EAST 45TH STREET<br>NEW YORK, NY 10017              | NONE                                                                                                               |                                      | GENERAL MISSION                     | 15,000. |
| YEDID<br>28 PIERRE KOENIG STREET<br>JERUSALEM, JERUSALEM, ISRAEL                     | NONE                                                                                                               |                                      | GENERAL MISSION                     | 15,000. |
| ECONOMIC EMPOWERMENT FOR WOMEN<br>PO BOX 9148<br>HAIFA ISRAEL, HAILFA ISRAEL, ISRAEL | NONE                                                                                                               |                                      | GENERAL MISSION                     | 10,000. |
| JASMINE<br>MP MENASHE 37850<br>GIVAT HAVIVA , GIVAT HAVIVA, ISRAEL                   | NONE                                                                                                               |                                      | GENERAL MISSION                     | 10,000. |
| KAV MASHVE<br>29 HAMMEREDSTREET<br>TEL AVIV, TEL AVIV, ISRAEL                        | NONE                                                                                                               |                                      | GENERAL MISSION                     | 10,000. |
| TSOFEN<br>PO BOX 50696<br>NAZARETH , NAZARETH, ISRAEL                                | NONE                                                                                                               |                                      | GENERAL MISSION                     | 10,000. |
| YACHAD<br>1666 CONNECTICUT AVENUE NW SUITE 500<br>WASHINGTON, DC 20009               | NONE                                                                                                               |                                      | GENERAL MISSION                     | 10,000. |
| DECORDOVA MUSEUM<br>51 SANDY POND RD<br>LINCOLN, MA 01773                            | NONE                                                                                                               |                                      | GENERAL MISSION                     | 20,000. |
|                                                                                      |                                                                                                                    |                                      |                                     |         |
| Total from continuation sheets                                                       |                                                                                                                    |                                      |                                     |         |

## FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

| SOURCE                  | (A)<br>REVENUE<br>PER BOOKS | (B)<br>NET INVESTMENT<br>INCOME | (C)<br>ADJUSTED<br>NET INCOME |
|-------------------------|-----------------------------|---------------------------------|-------------------------------|
| ISRAEL BONDS            | 5,550.                      | 5,550.                          |                               |
| TZEDEC ECONOMIC         | 200.                        | 200.                            |                               |
| TOTAL TO PART I, LINE 3 | 5,750.                      | 5,750.                          |                               |

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

| SOURCE                                                       | GROSS<br>AMOUNT | CAPITAL<br>GAINS<br>DIVIDENDS | (A)<br>REVENUE<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME |
|--------------------------------------------------------------|-----------------|-------------------------------|-----------------------------|-----------------------------------|-------------------------------|
| CARLYLE FUND LLC<br>(UBS)                                    | 17,921.         | 17,812.                       | 109.                        | 109.                              |                               |
| CARYLE FUND 2                                                | 84,215.         | 82,855.                       | 1,360.                      | 1,360.                            |                               |
| DF DENT                                                      | 51,896.         | 1,081.                        | 50,815.                     | 50,815.                           |                               |
| HILLSON                                                      | 97,867.         | 63,955.                       | 33,912.                     | 33,763.                           |                               |
| LOOMIS SAYLES<br>INVESTMENT GRADE<br>NEW PERSPECTIVE<br>FUND | 72,413.         | 18,259.                       | 54,154.                     | 54,154.                           |                               |
| SCHWAB                                                       | 37,468.         | 0.                            | 37,468.                     | 37,468.                           |                               |
| SCHWAB CHESSE                                                | 126,544.        | 33,638.                       | 92,906.                     | 92,906.                           |                               |
| SCHWAB RAFI                                                  | 107,133.        | 86,489.                       | 20,644.                     | 20,644.                           |                               |
| TIFF REAL ESTATE                                             | 36,248.         | 0.                            | 36,248.                     | 36,248.                           |                               |
| WASHINGTON MUTUAL<br>INVESTOR FUND                           | 6,429.          | 6,272.                        | 157.                        | 157.                              |                               |
| TO PART I, LINE 4                                            | 127,438.        | 117,419.                      | 10,019.                     | 10,019.                           |                               |
|                                                              | 765,572.        | 427,780.                      | 337,792.                    | 337,643.                          |                               |

## FORM 990-PF OTHER INCOME STATEMENT 3

| DESCRIPTION                           | (A)<br>REVENUE<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME |
|---------------------------------------|-----------------------------|-----------------------------------|-------------------------------|
| OTHER TAXABLE INCOME                  | 22,237.                     | 22,237.                           |                               |
| UBI INVESTMENT INCOME                 | 847.                        | 0.                                |                               |
| SUBLEASE INCOME                       | 11,372.                     | 11,372.                           |                               |
| TOTAL TO FORM 990-PF, PART I, LINE 11 | 34,456.                     | 33,609.                           |                               |

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|             |                 |           |   |
|-------------|-----------------|-----------|---|
| FORM 990-PF | ACCOUNTING FEES | STATEMENT | 4 |
|-------------|-----------------|-----------|---|

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| DESCRIPTION                  | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| ACCOUNTING FEES              | 9,722.                       | 4,861.                            |                               | 4,861.                        |
| TO FORM 990-PF, PG 1, LN 16B | 9,722.                       | 4,861.                            |                               | 4,861.                        |

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|             |                         |           |   |
|-------------|-------------------------|-----------|---|
| FORM 990-PF | OTHER PROFESSIONAL FEES | STATEMENT | 5 |
|-------------|-------------------------|-----------|---|

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| DESCRIPTION                  | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| INVESTMENT MANAGEMENT FEES   | 149,397.                     | 149,397.                          |                               | 0.                            |
| CONSULTING FEE               | 172,578.                     | 0.                                |                               | 172,578.                      |
| OTHER PROFESSIONAL FEES      | 1,219.                       | 0.                                |                               | 1,219.                        |
| TO FORM 990-PF, PG 1, LN 16C | 323,194.                     | 149,397.                          |                               | 173,797.                      |

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|             |       |           |   |
|-------------|-------|-----------|---|
| FORM 990-PF | TAXES | STATEMENT | 6 |
|-------------|-------|-----------|---|

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| DESCRIPTION                 | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| FEDERAL EXCISE TAXES        | 12,780.                      | 0.                                |                               | 0.                            |
| FOREIGN TAXES               | 2,700.                       | 2,700.                            |                               | 0.                            |
| TO FORM 990-PF, PG 1, LN 18 | 15,480.                      | 2,700.                            |                               | 0.                            |

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|             |                |           |   |
|-------------|----------------|-----------|---|
| FORM 990-PF | OTHER EXPENSES | STATEMENT | 7 |
|-------------|----------------|-----------|---|

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| DESCRIPTION                 | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| BANK CHARGES                | 255.                         | 255.                              |                               | 0.                            |
| SUBSCRIPTIONS               | 336.                         | 0.                                |                               | 336.                          |
| MEMBERSHIP DUES             | 10,445.                      | 0.                                |                               | 10,445.                       |
| POSTAGE                     | 435.                         | 0.                                |                               | 435.                          |
| SUPPLIES                    | 1,850.                       | 0.                                |                               | 1,850.                        |
| TELEPHONE, FAX, DSL LINES   | 4,633.                       | 0.                                |                               | 4,633.                        |
| PARKING                     | 3,190.                       | 0.                                |                               | 3,190.                        |
| INSURANCE                   | 914.                         | 0.                                |                               | 914.                          |
| MISCELLANEOUS               | 258.                         | 0.                                |                               | 258.                          |
| TO FORM 990-PF, PG 1, LN 23 | 22,316.                      | 255.                              |                               | 22,061.                       |

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|             |                 |           |   |
|-------------|-----------------|-----------|---|
| FORM 990-PF | CORPORATE STOCK | STATEMENT | 8 |
|-------------|-----------------|-----------|---|

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| DESCRIPTION                             | BOOK VALUE  | FAIR MARKET<br>VALUE |
|-----------------------------------------|-------------|----------------------|
| DF DENT                                 | 3,077,788.  | 5,868,101.           |
| LOOMIS SAYLES INVESTMENT GRADE FIF      | 1,982,707.  | 1,941,539.           |
| WASHINGTON MUTUAL INVESTOR FUND         | 1,712,303.  | 2,144,832.           |
| NEW PERSPECTIVE FUND                    | 502,583.    | 647,893.             |
| TIFF ABSOLUTE CLASS B                   | 282,415.    | 1,404,955.           |
| SCHWAB #2561                            | 5,085,333.  | 5,982,218.           |
| SCHWAB #1810                            | 1,191,500.  | 1,560,396.           |
| SCHWAB CHESS #5336                      | 1,441,819.  | 2,145,454.           |
| CPG ALTERNATIVE STRATEGIES              | 250,000.    | 236,831.             |
| CPG ACTIVIST FUND                       | 250,000.    | 221,681.             |
| CPG CARLYLE PRIVATE FUND                | 532,481.    | 489,975.             |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | 16,308,929. | 22,643,875.          |

|             |              |           |   |
|-------------|--------------|-----------|---|
| FORM 990-PF | OTHER ASSETS | STATEMENT | 9 |
|-------------|--------------|-----------|---|

| DESCRIPTION                      | BEGINNING OF<br>YR BOOK VALUE | END OF YEAR<br>BOOK VALUE | FAIR MARKET<br>VALUE |
|----------------------------------|-------------------------------|---------------------------|----------------------|
| HILLSON PARTNERS LP              | 911,177.                      | 995,950.                  | 1,022,700.           |
| TZEDEC CHALLENGE POOL            | 40,000.                       | 40,000.                   | 40,000.              |
| CARLYLE FUND LLC (UBS)           | 97,534.                       | 44,410.                   | 49,374.              |
| TIFF REAL ESTATE PARTNERS        | 137,941.                      | 82,729.                   | 38,750.              |
| ISRAEL BONDS                     | 400,000.                      | 400,000.                  | 400,000.             |
| CARLYLE FUND 2                   | 294,211.                      | 226,713.                  | 310,830.             |
| TIFF ABSOLULTE CLASS C SERIES 1  | 307,637.                      | 307,637.                  | 312,805.             |
| TO FORM 990-PF, PART II, LINE 15 | 2,188,500.                    | 2,097,439.                | 2,174,459.           |

|             |                                                                             |           |    |
|-------------|-----------------------------------------------------------------------------|-----------|----|
| FORM 990-PF | PART VIII - LIST OF OFFICERS, DIRECTORS<br>TRUSTEES AND FOUNDATION MANAGERS | STATEMENT | 10 |
|-------------|-----------------------------------------------------------------------------|-----------|----|

| NAME AND ADDRESS                                                   | TITLE AND<br>AVRG HRS/WK             | COMPEN-<br>SATION | EMPLOYEE<br>BEN PLAN CONTRIB | EXPENSE<br>ACCOUNT |
|--------------------------------------------------------------------|--------------------------------------|-------------------|------------------------------|--------------------|
| LOIS H. ENGLAND<br>P.O. BOX 34-1107<br>WEST BETHESDA, MD 20827     | VICE-PRESIDENT<br>10.00              | 0.                | 0.                           | 0.                 |
| RICHARD ENGLAND, JR<br>P.O. BOX 34-1107<br>WEST BETHESDA, MD 20827 | TREASURER/SECRETARY<br>10.00         | 0.                | 0.                           | 0.                 |
| CATHY ENGLAND<br>P.O. BOX 34-1107<br>WEST BETHESDA, MD 20827       | CHAIRMAN- DECEASED 11-28-15<br>10.00 | 0.                | 0.                           | 0.                 |
| NONIE AKMAN<br>P.O. BOX 34-1107<br>WEST BETHESDA, MD 20827         | BOARD MEMBER<br>2.00                 | 0.                | 0.                           | 0.                 |
| LARRY AKMAN<br>P.O. BOX 34-1107<br>WEST BETHESDA, MD 20827         | BOARD MEMBER<br>2.00                 | 0.                | 0.                           | 0.                 |
| DIANA ENGLAND<br>P.O. BOX 34-1107<br>WEST BETHESDA, MD 20827       | BOARD MEMBER<br>2.00                 | 0.                | 0.                           | 0.                 |
| TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII                       |                                      | 0.                | 0.                           | 0.                 |

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION  
PART XV, LINES 2A THROUGH 2D

STATEMENT 11

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

MAGGIE HUDAK, PROGRAM ADMINISTRATOR  
PO BOX 34-1107  
WEST BETHESDA, MD 20827

TELEPHONE NUMBER

301-657-7737

FORM AND CONTENT OF APPLICATIONS

IN WRITING; INCLUDE AN ANNUAL REPORT, A COPY OF THE IRS DETERMINATION  
LETTER AND ANY OTHER LITERATURE/INFORMATION RELATED TO THE ORGANIZATION.

ANY SUBMISSION DEADLINES

FALL AND SPRING

RESTRICTIONS AND LIMITATIONS ON AWARDS

THE FOUNDATION IS ORGANIZED AND OPERATED EXCLUSIVELY FOR CHARITABLE,  
SCIENTIFIC, LITERARY AND EDUCATIONAL TAX-EXEMPT PURPOSES; THE ORGANIZATION  
MUST BE ORGANIZED IN THE US OR ANY OF ITS POSSESSIONS, AND ANY GRANTS OR  
GIFTS TO THE ORGANIZATON MUST BE USED WITHIN THE US OR ANY OF ITS  
POSSESSIONS.