

Form 990-PF

Department of the Treasury  
Internal Revenue Service

## Return of Private Foundation

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

Do not enter social security numbers on this form as it may be made public.  
Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No 1545-0052

2017

Open to Public Inspection

For calendar year 2017 or tax year beginning , and ending

Name of foundation

ROCKING MOON FOUNDATION  
C/O ELLEN SUDOW

A Employer identification number

05-0545520

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

5630 WISCONSIN AVENUE

Room/suite

1201

B Telephone number

202-630-7630

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

CHEVY CHASE, MD 20815

C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

G Check all that apply.

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

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at end of year

(from Part II, col. (c), line 16)

\$ 14,298,983.

J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis)

## Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

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

1 Contributions, gifts, grants, etc., received

338,932.

N/A

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

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

314,857.

314,857.

STATEMENT 1

5a Gross rents

15,910.

15,910.

STATEMENT 2

b Net rental income or (loss)

-62,798.

STATEMENT 3

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

778,728.

b Gross sales price for all assets on line 6a

1,750,418.

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

778,728.

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns and allowances

b Less Cost of goods sold

c Gross profit or (loss)

11 Other income

12 Total Add lines 1 through 11

1,448,427.

1,109,495.

13 Compensation of officers, directors, trustees, etc

0.

0.

14 Other employee salaries and wages

11,538.

11,538.

15 Pension plans, employee benefits

16a Legal fees

STMT 4

1,700.

1,700.

0.

b Accounting fees

STMT 5

11,041.

11,041.

0.

c Other professional fees

STMT 6

17,064.

17,064.

0.

17 Interest

18 Taxes

STMT 7

16,756.

16,756.

0.

19 Depreciation and depletion

7,048.

7,048.

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses

STMT 8

85,515.

85,515.

0.

24 Total operating and administrative expenses Add lines 13 through 23

150,662.

150,662.

0.

25 Contributions, gifts, grants paid

1,201,750.

1,201,750.

26 Total expenses and disbursements Add lines 24 and 25

1,352,412.

150,662.

1,201,750.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

96,015.

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

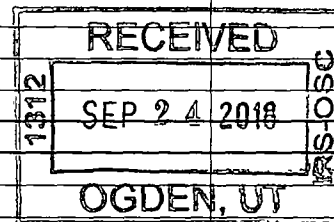
958,833.

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

N/A

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		149,160.	187,499.	187,499.
	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				
	c	Investments - corporate bonds				
	11	Investments - land, buildings, and equipment basis ▶ 636,217.				
	Less: accumulated depreciation STMT 9 ▶ 7,048.		470,124.	629,169.	629,169.	
12	Investments - mortgage loans					
13	Investments - other STMT 10	10,509,653.	10,396,246.	13,480,058.		
14	Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶ SECURITY DEPOSITS )	2,257.	2,257.	2,257.		
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	11,131,194.	11,215,171.	14,298,983.		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶ STATEMENT 11)	12,185.	486.		
	23	Total liabilities (add lines 17 through 22)	12,185.	486.		
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	11,119,009.	11,214,685.		
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
	29	Retained earnings, accumulated income, endowment, or other funds	0.	0.		
30	Total net assets or fund balances	11,119,009.	11,214,685.			
31	Total liabilities and net assets/fund balances	11,131,194.	11,215,171.			

## Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	11,119,009.
2	Enter amount from Part I, line 27a	2	96,015.
3	Other increases not included in line 2 (itemize) ▶	3	-339.
4	Add lines 1, 2, and 3	4	11,214,685.
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	11,214,685.

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**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a			
b SEE ATTACHED STATEMENT			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))
a			
b			
c			
d			
e 1,750,418.		971,690.	778,728.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			778,728.

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	778,728.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		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 doesn't qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2016	878,458.	11,874,519.	.073978
2015	858,659.	12,511,236.	.068631
2014	893,252.	13,972,076.	.063931
2013	898,600.	12,534,175.	.071692
2012	701,828.	11,480,974.	.061130

2 Total of line 1, column (d)	2	.339362
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	.067872
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	12,572,496.
5 Multiply line 4 by line 3	5	853,320.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	9,588.
7 Add lines 5 and 6	7	862,908.
8 Enter qualifying distributions from Part XII, line 4	8	1,301,750.

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

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**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. Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)	1	9,588.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	2	0.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col (b)	3	9,588.
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)	4	0.
3	Add lines 1 and 2	5	9,588.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)	6a	6,411.
5	<b>Tax based on investment income</b> Subtract line 4 from line 3. If zero or less, enter -0-	6b	0.
6	Credits/Payments.	6c	25,000.
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6d	0.
b	Exempt foreign organizations - tax withheld at source	7	31,411.
c	Tax paid with application for extension of time to file (Form 8868)	8	0.
d	Backup withholding erroneously withheld	9	
7	Total credits and payments. Add lines 6a through 6d	10	21,823.
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	11	0.
9	<b>Tax due</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>		
10	<b>Overpayment</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>		
11	Enter the amount of line 10 to be <b>Credited to 2018 estimated tax</b> <input checked="" type="checkbox"/> <b>Refunded</b> <input checked="" type="checkbox"/>		

**Part VII-A Statements Regarding Activities**

	Yes	No
1a		X
1b		X
1c		X
d		
(1)		
(2)		
e		
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

N/A

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**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? Website address <b>N/A</b>	13	X
14 The books are in care of <b>ELLEN L. SUDOW</b> Telephone no <b>202-630-7630</b> Located at <b>5630 WISCONSIN AVENUE, CHEVY CHASE, MD</b> ZIP+4 <b>20815</b>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here and enter the amount of tax-exempt interest received or accrued during the year <b>15</b> <b>N/A</b>		
16 At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country <b>N/A</b>	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) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception: Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions. Organizations relying on a current notice regarding disaster assistance, check here <b>N/A</b>	1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017?	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)) a At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <b>N/A</b> 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.) <b>N/A</b> c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <b>N/A</b>	2b	
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No b If "Yes," did it have excess business holdings in 2017 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 2017.) <b>N/A</b>	3b	
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 2017?	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

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

6b

X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

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

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		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 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	12,529,177.
b	Average of monthly cash balances	1b	234,778.
c	Fair market value of all other assets	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	12,763,955.
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	12,763,955.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	191,459.
5	<b>Net value of noncharitable-use assets</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	12,572,496.
6	<b>Minimum investment return</b> Enter 5% of line 5	6	628,625.

**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	628,625.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	9,588.
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	9,588.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	619,037.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	619,037.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount as adjusted</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	619,037.

**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	1,201,750.
b	Program-related investments - total from Part IX-B	1b	100,000.
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	<b>Qualifying distributions</b> Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4	4	1,301,750.
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	9,588.
6	<b>Adjusted qualifying distributions</b> Subtract line 5 from line 4	6	1,292,162.

**Note.** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

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

	(a) Corpus	(b) Years prior to 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				619,037.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			0.	
b Total for prior years.		0.		
3 Excess distributions carryover, if any, to 2017:				
a From 2012	133,123.			
b From 2013	281,691.			
c From 2014	214,144.			
d From 2015	250,779.			
e From 2016	297,816.			
f Total of lines 3a through e	1,177,553.			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$	1,301,750.			
a Applied to 2016, 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 2017 distributable amount				619,037.
e Remaining amount distributed out of corpus	682,713.			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below.				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	1,860,266.			
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 2016. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				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 2012 not applied on line 5 or line 7	133,123.			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	1,727,143.			
10 Analysis of line 9.				
a Excess from 2013	281,691.			
b Excess from 2014	214,144.			
c Excess from 2015	250,779.			
d Excess from 2016	297,816.			
e Excess from 2017	682,713.			

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, enter the date of the ruling

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

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

e Qualifying distributions made directly for active conduct of exempt activities

Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test - enter:

(1) Value of all assets

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

b "Endowment" alternative test - enter 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

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

### 1 Information Regarding Foundation Managers:

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

### SEE STATEMENT 13

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., to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or email 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.

## ROCKING MOON FOUNDATION

Form 990-PF (2017)

C/O ELLEN SUDOW

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution * *	Amount
Name and address (home or business)				
a Paid during the year				
ACLU OF MAINE 121 MIDDLE STREET PORTLAND, ME 04101	NONE	501(C)(3)	PROGRAM SUPPORT - WE BELONG HERE REPORT	45,000.
ADVOCATES FOR YOUTH 1325 G STREET N.W. WASHINGTON, DC 20005	NONE	501(C)(3)	PROGRAM SUPPORT - MUSLIM & LGBT YOUTH LEADERSHIP (YEAR 1 OF 2)	60,000.
ALI FORNEY CENTER 224 WEST 35TH STREET NEW YORK, NY 10001	NONE	501(C)(3)	CAPACITY BUILDING SUPPORT - DEVELOPMENT CAPACITY (YEAR 3 OF 3)	120,000.
AMERICAN CIVIL LIBERTIES UNION FOUNDATION 125 BROAD STREET NEW YORK, NY 10004	NONE	501(C)(3)	PROGRAM SUPPORT - LGBT PROGRAM	70,000.
AREA INTERFAITH OUTREACH 70 THOMASTON STREET ROCKLAND, ME 04841	NONE	501(C)(3)	PROGRAM SUPPORT - KNOX COUNTY BACKPACK PROGRAM	10,000.
Total			SEE CONTINUATION SHEET(S)	1,201,750.
b Approved for future payment				
ADVOCATES FOR YOUTH 1325 G STREET N.W. WASHINGTON, DC 20005	NONE	501(C)(3)	PROGRAM SUPPORT - MUSLIM AND LGBT YOUTH LEADERSHIP (YEAR 2 OF 2)	80,000.
IMMIGRATION LEGAL ADVOCACY PROGRAM P O BOX 17917 PORTLAND, ME 04112	NONE	501(C)(3)	CAPACITY BUILDING SUPPORT - OUTREACH AND LEGAL SERVICES (YEARS 2 AND 3 OF 3)	160,000.
KNOX COUNTY HOMELESS COALITION P O BOX 1696 ROCKLAND, ME 04841	NONE	501(C)(3)	PROGRAM SUPPORT - THE LANDING PLACE (YEARS 2 THROUGH 5)	240,000.
Total			SEE CONTINUATION SHEET(S)	690,000.

Form 990-PF (2017)

723811 01-03-18

\*\* SEE PURPOSE OF GRANT CONTINUATIONS

11

13280907 758104 34570

2017.03050 ROCKING MOON FOUNDATION C/O 34570\_\_1





**Part IV** Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	CAPITAL INCOME BUILDER	P		
b	GROWTH FUND OF AMERICA	P		
c	FUNDAMENTAL INVESTORS	P		
d	CAPITAL WORLD GROWTH FUND	P		
e	TERRA ALPHA FUND			
f	TERRA ALPHA FUND	P		
g	CAPITAL GAINS DIVIDENDS			
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price		(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	300,000.		281,621.	18,379.
b	498,530.		376,832.	121,698.
c	100,000.		61,889.	38,111.
d	350,000.		247,347.	102,653.
e			4,001.	-4,001.
f	8,196.			8,196.
g	493,692.			493,692.
h				
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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			18,379.
b			121,698.
c			38,111.
d			102,653.
e			-4,001.
f			8,196.
g			493,692.
h			
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 If (loss), enter "-0-" in Part I, line 7 }	2	778,728.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

ROCKING MOON FOUNDATION  
C/O ELLEN SUDOW

05-0545520

**Part XV** Supplementary Information

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BRIGHT BEGINNINGS 128 M STREET N W WASHINGTON, DC 20003	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	50,000.
CHILDHOOD BRAIN TUMOR FOUNDATION 20312 WATKINS MEADOW DRIVE GERMANTOWN, MD 20876	NONE	501(C)(3)	PROGRAM SUPPORT - CONFERENCES AND PUBLICATIONS	30,000.
COMMUNITY FOUNDATION OF THE VIRGIN ISLANDS P O BOX 11790 ST THOMAS, VI 00801	NONE	501(C)(3)	HURRICANE RELIEF	100,000.
CYSTIC FIBROSIS FOUNDATION 4550 MONTGOMERY AVENUE BETHESDA, MD 20814	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	50,000.
IMMIGRATION LEGAL ADVOCACY PROGRAM P O BOX 17917 PORTLAND, ME 04112	NONE	501(C)(3)	CAPACITY BUILDING SUPPORT - OUTREACH AND LEGAL SERVICES (YEAR 1 OF 3)	80,000.
ISLAND INSTITUTE 386 MAIN STREET ROCKLAND, ME 04841	NONE	501(C)(3)	PROGRAM SUPPORT - THRIVING COMMUNITIES, THRIVING COAST	60,000.
KATARZYNA FUND P O BOX 4512 PORTLAND, ME 04112	NONE	501(C)(3)	SEED FUNDING - ASYLUM SEEKER LEGAL AID ACCESS SEED FUNDING - ASYLUM SEEKER LEGAL AID	10,000.
KNOX COUNTY HOMELESS COALITION P O BOX 1696 ROCKLAND, ME 04841	NONE	501(C)(3)	PROGRAM SUPPORT - THE LANDING PLACE (YEAR 1 OF 5)	60,000.
LEGAL AID JUSTICE CENTER 1000 PRESTON AVENUE CHARLOTTESVILLE, VA 22903	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	10,000.
MAINE INITIATIVES 56 NORTH STREET PORTLAND, ME 04101	NONE	501(C)(3)	PROGRAM SUPPORT - REFUGEE AND IMMIGRANT FUNDERS COLLABORATIVE	500.
Total from continuation sheets				897,500.

ROCKING MOON FOUNDATION  
C/O ELLEN SUDOW

05-0545520

**Part XV** Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NATIONAL IMMIGRATION LAW CENTER 3450 WILTSHIRE BLVD LOS ANGELES, CA 90010	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	20,000.
NATIONAL WOMEN'S LAW CENTER 11 DUPONT CIRCLE N W WASHINGTON, DC 20036	NONE	501(C)(3)	PROGRAM SUPPORT - ESTABLISHING A PRO-BONO LEGAL NETWORK TO SUPPORT WOMEN FACING SEXUAL	50,000.
OPEN CITY ADVOCATES 4202 BENNING ROAD N E WASHINGTON, DC 20019	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	50,000.
OPPORTUNITY NETWORK 85 BROAD STREET NEW YORK, NY 10004	NONE	501(C)(3)	GENERAL OPERATING SUPPORT AND SCHOLARSHIPS (YEAR 1 OF 3)	70,000.
OUT MAINE P O BOX 1723 ROCKLAND, ME 04841	NONE	501(C)(3)	CAPACITY BUILDING SUPPORT - DEVELOPMENT CAPACITY (YEAR 2 OF 3)	50,000.
OXFAM AMERICA 226 CAUSEWAY STREET BOSTON, MA 02114	NONE	501(C)(3)	HURRICANE RELIEF	75,000.
POPE MEMORIAL HUMANE SOCIETY OF KNOX COUNTY 25 BUTTERMILK LANE THOMASTON, ME 04861	NONE	501(C)(3)	PROGRAM SUPPORT - K-9 CORRECTIONS PROGRAM	6,250.
RAICES 5121 CRESTWAY DRIVE SAN ANTONIO, TX 78212	NONE	501(C)(3)	HURRICANE RELIEF	25,000.
SHAPE COMMUNITY CENTER P O BOX 8428 HOUSTON, TX 77288	NONE	501(C)(3)	HURRICANE RELIEF	25,000.
TENNESSEE IMMIGRANT AND REFUGEE RIGHTS COALITION 2195 NOLENSVILLE ROAD NASHVILLE, TN 37211	NONE	501(C)(3)	GENERAL OPERATING SUPPORT	10,000.
Total from continuation sheets				



05-0545520

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

Total from continuation sheets	
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05-0545520

## 3 Grants and Contributions Approved for Future Payment (Continuation)

**Total from continuation sheets**

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

- ▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.  
▶ Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for the latest information.

OMB No. 1545-0047

**2017**

Name of the organization

ROCKING MOON FOUNDATION  
C/O ELLEN SUDOW

Employer identification number

05-0545520

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

- ☐ 501(c)( ) (enter number) organization
- ☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- ☐ 527 political organization

Form 990-PF

- ☒ 501(c)(3) exempt private foundation
- ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
- ☐ 501(c)(3) taxable private foundation

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

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

**Special Rules**

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000, or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$ \_\_\_\_\_

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

LHA For Paperwork Reduction Act Notice, see the instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2017)

## Name of organization

ROCKING MOON FOUNDATION  
C/O ELLEN SUDOW

## Employer identification number

05-0545520

**Part I Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	JOSEPH HIGDON AND ELLEN SUDOW 128 STATES POINT ROAD ST GEORGE, ME 04860	\$ 115,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
2	JOSEPH HIGDON AND ELLEN SUDOW 128 STATES POINT ROAD ST GEORGE, ME 04860	\$ 93,185.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
3	JOSEPH HIGDON AND ELLEN SUDOW 128 STATES POINT ROAD ST GEORGE, ME 04860	\$ 5,299.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
4	JOSEPH HIGDON AND ELLEN SUDOW 128 STATES POINT ROAD ST GEORGE, ME 04860	\$ 14,909.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
5	JOSEPH HIGDON AND ELLEN SUDOW 128 STATES POINT ROAD ST GEORGE, ME 04860	\$ 554.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
6	JOSEPH HIGDON AND ELLEN SUDOW 128 STATES POINT ROAD ST GEORGE, ME 04860	\$ 109,985.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization

ROCKING MOON FOUNDATION  
C/O ELLEN SUDOW

Employer identification number

05-0545520

**Part II Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
2	ABBOTT LABS - 266 SHARES; ALTABA - 7 SHARES; ABAXIS - 201 SHARES CISCO - 1,797 SHARES;	\$ 93,185.	12/21/17
3	CORNING - 114 SHARES; EBAY - 14 SHARES; FINISAR - 7 SHARES FLEX - 43 SHARES; HARMONIC - 100 SHARES;	\$ 5,299.	12/21/17
4	JUNIPER NETWORKS - 437 SHARES; MELLANOX - 20 SHARES; QUICKLOGIC - 207 SHARES; OMNICELL - 22 SHARES	\$ 14,909.	12/21/17
5	PERRIGO - 7 SHARES	\$ 554.	12/21/17
6	UNITED HEALTH - 280 SHARES NETAPP - 1,346 SHARES	\$ 109,985.	08/14/17
		\$	

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CAPITAL INCOME BUILDER	147,483.	38,196.	109,287.	109,287.	
CAPITAL WORLD GROWTH AND INCOME FUND	269,439.	193,355.	76,084.	76,084.	
CARD BANK CD	8,053.	0.	8,053.	8,053.	
CARD BANK STOCK	35,098.	0.	35,098.	35,098.	
FUNDAMENTAL INVESTORS	323,805.	262,141.	61,664.	61,664.	
TERRA ALPHA	23,755.	0.	23,755.	23,755.	
U S GOVERNMENT MONEY MARKET FUND	916.	0.	916.	916.	
TO PART I, LINE 4	808,549.	493,692.	314,857.	314,857.	

FORM 990-PF	RENTAL INCOME	STATEMENT	2
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KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
LAND AND BUILDING-ROCKLAND ME	1	15,910.
TOTAL TO FORM 990-PF, PART I, LINE 5A		15,910.

FORM 990-PF

RENTAL EXPENSES

STATEMENT 3

DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
DEPRECIATION		7,048.	
INSURANCE		3,320.	
UTILITIES		7,848.	
ACCOUNTING AND CONSULTING		2,541.	
PROPERTY TAX		7,966.	
MAINTENANCE		2,635.	
MANAGEMENT FEE		12,000.	
OTHER EXPENSE		5,115.	
OTHER COSTS - THE LANDING PLACE		30,235.	
- SUBTOTAL -	1		78,708.
TOTAL RENTAL EXPENSES			78,708.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B			-62,798.



FORM 990-PF	LEGAL FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BRANN & ISAACSON	1,700.	1,700.		0.
TO FM 990-PF, PG 1, LN 16A	1,700.	1,700.		0.

FORM 990-PF

ACCOUNTING FEES

STATEMENT

5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DEMBO JONES HEALY				
PENNINGTON & MARSHALL	8,500.	8,500.		0.
ACCOUNTING AND CONSULTING	2,541.	2,541.		0.
TO FORM 990-PF, PG 1, LN 16B	11,041.	11,041.		0.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT

6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ERIN CINELLI - GRANT MAKING CONSULTANT	17,064.	17,064.		0.
TO FORM 990-PF, PG 1, LN 16C	17,064.	17,064.		0.

FORM 990-PF

TAXES

STATEMENT

7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES ON DIVIDENDS	5,386.	5,386.		0.
FOREIGN TAXES ON DIVIDENDS-TERRA ALPHA	2,521.	2,521.		0.
PAYROLL TAX	883.	883.		0.
PROPERTY TAX	7,966.	7,966.		0.
TO FORM 990-PF, PG 1, LN 18	16,756.	16,756.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT

8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER EXPENSES	4,435.	4,435.		0.
TERRA ALPHA - PORTFOLIO				
EXPENSES	19,281.	19,281.		0.
TERRA ALPHA - OTHER EXPENSES	646.	646.		0.
INSURANCE	3,320.	3,320.		0.
UTILITIES	7,848.	7,848.		0.
MAINTENANCE	2,635.	2,635.		0.
MANAGEMENT FEE	12,000.	12,000.		0.
OTHER EXPENSE	5,115.	5,115.		0.
OTHER COSTS - THE LANDING PLACE	30,235.	30,235.		0.
TO FORM 990-PF, PG 1, LN 23	85,515.	85,515.		0.

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FORM 990-PF      DEPRECIATION OF ASSETS HELD FOR INVESTMENT      STATEMENT      9

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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE	FAIR MARKET VALUE
BUILDING	285,000.	3,563.	281,437.	281,437.
LAND	72,388.	0.	72,388.	72,388.
IMPROVEMENTS	278,829.	3,485.	275,344.	275,344.
TO 990-PF, PART II, LN 11	636,217.	7,048.	629,169.	629,169.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
AMERICAN FUNDS	COST	8,816,484.	11,664,018.
CARD BANK-CD-PROGRAM RELATED INVESTMENT	COST	182,124.	182,124.
NOTE RECEIVABLE-ISLAND INSTITUTE	COST	100,000.	100,000.
NOTE RECEIVABLE-COASTAL ENTERPRISE, INC	COST	115,363.	115,363.
CARD BANK-PROGRAM RELATED INVESTMENT	COST	100,000.	100,000.
TERRA ALPHA FUND	COST	982,275.	1,218,553.
NOTE RECEIVABLE-GENESIS-PROGRAM RELATED INVESTMENT	COST	100,000.	100,000.
TOTAL TO FORM 990-PF, PART II, LINE 13		10,396,246.	13,480,058.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	11
DESCRIPTION	BOY AMOUNT	EOY AMOUNT	
OUTSTANDING CHECKS	10,000.	0.	
ACCOUNTS PAYABLE AND DEPOSITS	2,185.	486.	
TOTAL TO FORM 990-PF, PART II, LINE 22	12,185.	486.	



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

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JOSEPH R. HIGDON 5630 WISCONSIN AVENUE #1201 CHEVY CHASE, MD 20815	PRESIDENT, DIRECTOR 0.00	0.	0.	0.
ELLEN L. SUDOW 5630 WISCONSIN AVENUE #1201 CHEVY CHASE, MD 20815	VP, SEC, TREAS, DIRECTOR 0.00	0.	0.	0.
ROBERT J. HIGDON 5630 WISCONSIN AVENUE #1201 CHEVY CHASE, MD 20815	DIRECTOR 0.00	0.	0.	0.
SARAH HIGDON-SUDOW 5630 WISCONSIN AVENUE #1201 CHEVY CHASE, MD 20815	DIRECTOR 0.00	0.	0.	0.
WILLIAM J. HIGDON-SUDOW 5630 WISCONSIN AVENUE #1201 CHEVY CHASE, MD 20815	DIRECTOR 0.00	0.	0.	0.
JESSE K. GILLESPIE 5630 WISCONSIN AVENUE #1201 CHEVY CHASE, MD 20815	DIRECTOR 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF

PART XV - LINE 1A  
LIST OF FOUNDATION MANAGERS

STATEMENT 13

## NAME OF MANAGER

JOSEPH R. HIGDON  
ELLEN L. SUDOW