

**Return of Private Foundation  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation**

**2011**

Department of the Treasury  
Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

**For calendar year 2011 or tax year beginning** \_\_\_\_\_, **and ending** \_\_\_\_\_

Name of foundation: **Luther I. Replogle Foundation**

Number and street (or P O box number if mail is not delivered to street address): **1720 N Street, NW**

Room/suite: \_\_\_\_\_

City or town, state, and ZIP code: **Washington, DC 20036**

**A Employer identification number**  
36-6141697

**B Telephone number**  
202-679-0677

**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) **\$ 10,194,013.** (Part I, column (d) must be on cash basis.)

**J** Accounting method:  Cash  Accrual  
 Other (specify) \_\_\_\_\_

<b>Part I Analysis of Revenue and Expenses</b> (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		38,371.	38,371.		Statement 1
4 Dividends and interest from securities		194,763.	194,763.		Statement 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		2,658,262.			
b Gross sales price for all assets on line 6a <b>11,449,614.</b>					
7 Capital gain net income (from Part IV, line 2)			2,658,262.		
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		-42,346.	-42,346.		Statement 3
12 Total. Add lines 1 through 11		2,849,050.	2,849,050.		
13 Compensation of officers, directors, trustees, etc		48,238.	0.		48,238.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees Stmt 4		178.	0.		0.
b Accounting fees Stmt 5		6,500.	6,500.		0.
c Other professional fees Stmt 6		48,435.	46,421.		0.
17 Interest					
18 Taxes Stmt 7		15,788.	7,080.		0.
19 Depreciation and depletion					
20 Occupancy		12,027.	0.		0.
21 Travel, conferences, and meetings		10,945.	0.		0.
22 Printing and publications					
23 Other expenses Stmt 8		17,103.	5,778.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		159,214.	65,779.		48,238.
25 Contributions, gifts, grants paid		467,350.			467,350.
26 Total expenses and disbursements. Add lines 24 and 25		626,564.	65,779.		515,588.
27 Subtract line 26 from line 12		2,222,486.			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			2,783,271.		
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	60,266.	1,701,892.	1,701,892.
	2 Savings and temporary cash investments			
	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 Stmt 10	0.	1,026,711.	1,028,427.
	b Investments - corporate stock Stmt 11	5,048,755.	5,364,088.	5,459,927.
	c Investments - corporate bonds Stmt 12	1,889,440.	350,000.	160,350.
11 Investments - land, buildings, and equipment basis				
Less accumulated depreciation				
12 Investments - mortgage loans				
13 Investments - other Stmt 13	745,314.	1,488,987.	1,843,417.	
14 Land, buildings, and equipment basis Stmt 14	24,772.			
Less accumulated depreciation Stmt 14	24,772.			
15 Other assets (describe )				
<b>16 Total assets (to be completed by all filers)</b>	<b>7,743,775.</b>	<b>9,931,678.</b>	<b>10,194,013.</b>	
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 )			
<b>23 Total liabilities (add lines 17 through 22)</b>	<b>0.</b>	<b>0.</b>		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>			
	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	7,743,775.	9,931,678.		
<b>30 Total net assets or fund balances</b>	<b>7,743,775.</b>	<b>9,931,678.</b>		
<b>31 Total liabilities and net assets/fund balances</b>	<b>7,743,775.</b>	<b>9,931,678.</b>		

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	7,743,775.
2 Enter amount from Part I, line 27a	2	2,222,486.
3 Other increases not included in line 2 (itemize)	3	0.
4 Add lines 1, 2, and 3	4	9,966,261.
5 Decreases not included in line 2 (itemize) <b>Prior period tax basis adjustments</b>	5	34,583.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,931,678.

**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			
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 11,449,614.		8,805,247.	2,658,262.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col. (h))
(i) FMV. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			
b			
c			
d			
e			2,658,262.

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	2,658,262.
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 does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see 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))
2010	470,658.	10,213,226.	.046083
2009	478,805.	9,072,026.	.052778
2008	689,378.	11,789,543.	.058474
2007	690,621.	13,428,929.	.051428
2006	662,406.	12,597,399.	.052583

2 Total of line 1, column (d)	2	.261346
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	.052269
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	10,262,486.
5 Multiply line 4 by line 3	5	536,410.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	27,833.
7 Add lines 5 and 6	7	564,243.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	515,588.

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

Table with 11 rows for excise tax calculations. Includes sub-sections 6a-6d for credits and payments. Total tax based on investment income is 6,335.00, with 6,335.00 refunded.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns for Yes/No. Includes questions about political campaigns, unrelated business income, and substantial contributors. Most 'No' boxes are checked (X).

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address www.lirf.org
14 The books are in care of Gwenn Gebhard, Executive Director Telephone no 202-679-0677 Located at 1720 N Street, N.W., Washington, DC ZIP+4 20036
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A
16 At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 16 Yes No 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.

1a During the year did the foundation (either directly or indirectly):
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X Yes No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes No X
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) Yes No X
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 1b X
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 2011? 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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? Yes No X
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) N/A 2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes No X
b If "Yes," did it have excess business holdings in 2011 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 2011.) N/A 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 2011? 4b X

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?  Yes  No
- (3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?  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)?  Yes  No  
 Organizations relying on a current notice regarding disaster assistance check here  N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No  
 If "Yes," attach the statement required by Regulations section 53.4945-5(d). N/A

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?  Yes  No  
 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?  Yes  No N/A

5b		
6b		X
7b		

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

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

(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 15		48,238.	2,500.	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

**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		
<b>Total number of others receiving over \$50,000 for professional services</b>		<b>0</b>

**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.

1	Expenses
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.

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

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	8,663,032.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	641,756.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	1,113,980.
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	10,418,768.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	10,418,768.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	156,282.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	10,262,486.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	513,124.

**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)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	513,124.
<b>2a</b>	Tax on investment income for 2011 from Part VI, line 5	<b>2a</b>	55,665.
<b>b</b>	Income tax for 2011 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	55,665.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	457,459.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	457,459.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	457,459.

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	515,588.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	515,588.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	0.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	515,588.

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

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

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				457,459.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2011.				
a From 2006	10,346.			
b From 2007	35,659.			
c From 2008	104,429.			
d From 2009	27,270.			
e From 2010				
f Total of lines 3a through e	177,704.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$	515,588.			
a Applied to 2010, 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 2011 distributable amount				457,459.
e Remaining amount distributed out of corpus	58,129.			
5 Excess distributions carryover applied to 2011 (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	235,833.			
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 2010 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	10,346.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	225,487.			
10 Analysis of line 9				
a Excess from 2007	35,659.			
b Excess from 2008	104,429.			
c Excess from 2009	27,270.			
d Excess from 2010				
e Excess from 2011	58,129.			

**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 2011, 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)

	Tax year		Prior 3 years		(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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))

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 of the person to whom applications should be addressed

See Statement 16

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 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
<p>a <i>Paid during the year</i></p> <p>See attached schedule</p>				467,350.
<b>Total</b>			▶ <b>3a</b>	467,350.
<p>b <i>Approved for future payment</i></p> <p>None</p>				
<b>Total</b>			▶ <b>3b</b>	0.



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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash (2) Other assets b Other transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule.

Table with columns Yes and No. Rows 1a(1) X, 1a(2) X, 1b(1) X, 1b(2) X, 1b(3) X, 1b(4) X, 1b(5) X, 1b(6) X, 1c X.

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

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

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

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

Paid Preparer Use Only: Print/Type preparer's name Robert C. Gottke, CPA; Preparer's signature Robert C. Gottke; Firm's name Gottke & Blumenauer, P.C.; Firm's address 1495 Chain Bridge Road, McLean, VA 22101.

**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.)
a Northern Trust	P		
b Northern Trust	P		
c Merrill Lynch - 04152	P		
d Merrill Lynch - 04152	P		
e Merrill Lynch - 04201	P		
f Merrill Lynch - 04201	P		
g Merrill Lynch - 04366	P		
h Merrill Lynch - 04366	P		
i Merrill Lynch - 04367	P		
j Merrill Lynch - 04368	P		
k Merrill Lynch - 04368	P		
l Merrill Lynch - 04368	P		
m Partnership K-1 Gains			
n Capital Gains Dividends			
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 143,428.		166,924.	-23,496.
b 1,010,260.		680,116.	330,144.
c 1,419,792.		1,571,086.	-151,294.
d 3,735,830.		2,386,626.	1,349,204.
e 231,040.		245,343.	-14,303.
f 370,031.		133,743.	236,288.
g 240,546.		260,798.	-20,252.
h 723,741.		629,900.	93,841.
i 1,550,205.		1,109,266.	440,939.
j 105,565.		108,740.	-3,175.
k 1,859,001.		1,455,079.	403,922.
l 57,626.		57,626.	0.
m			13,895.
n 2,549.			2,549.
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			-23,496.
b			330,144.
c			-151,294.
d			1,349,204.
e			-14,303.
f			236,288.
g			-20,252.
h			93,841.
i			440,939.
j			-3,175.
k			403,922.
l			0.
m			13,895.
n			2,549.
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	2,658,262.
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



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Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

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Source	Amount
AP Alternative Assets	1,434.
BH Opportunity Fund Partners IX	8,517.
BH Opportunity Fund Partners VIII	2.
Merrill Lynch	12,728.
Northern Trust Money Market	10,481.
The Endowment Fund	1,082.
Westminster Fund VI	405.
Westminster Fund VII	3,722.
<b>Total to Form 990-PF, Part I, line 3, Column A</b>	<b>38,371.</b>

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Form 990-PF Dividends and Interest from Securities Statement 2

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Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
Merrill Lynch - capital gain distributions	407.	407.	0.
Merrill Lynch - domestic dividends	39,035.	0.	39,035.
Merrill Lynch - foreign dividends	8,422.	0.	8,422.
Merrill Lynch - OID	590.	0.	590.
Merrill Lynch - US interest	612.	0.	612.
Merrill Lynch - US OID	505.	0.	505.
Northern Trust - capital gain dividends	2,142.	2,142.	0.
Northern Trust - domestic dividends	92,345.	0.	92,345.
Northern Trust - foreign dividends	53,249.	0.	53,249.
Northern Trust - US interest	5.	0.	5.
<b>Total to Fm 990-PF, Part I, ln 4</b>	<b>197,312.</b>	<b>2,549.</b>	<b>194,763.</b>

Form 990-PF	Other Income	Statement	3
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Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
BH Opportunity Fund Partners VIII, LP	-15,516.	-15,516.	
BH Opportunity Fund Partners IX, LP	-10,667.	-10,667.	
AP Alternative Assets LP	48.	48.	
Westminster Fund VI, LP	-22,463.	-22,463.	
Westminster Fund VII, LP	-9,639.	-9,639.	
The Endowment Fund	2.	2.	
Blackrock Global Horizons	4,443.	4,443.	
US tax refund	5,560.	5,560.	
AP Alternative PFIC income	5,886.	5,886.	
<b>Total to Form 990-PF, Part I, line 11</b>	<b>-42,346.</b>	<b>-42,346.</b>	

Form 990-PF	Legal Fees	Statement	4
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Registered agent	178.	0.		0.
To Fm 990-PF, Pg 1, ln 16a	178.	0.		0.

Form 990-PF	Accounting Fees	Statement	5
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Gottke & Blumenauer	6,500.	6,500.		0.
To Form 990-PF, Pg 1, ln 16b	6,500.	6,500.		0.

Form 990-PF	Other Professional Fees	Statement	6
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Payroll processing fees Gofen & Glossberg investment management fees	2,014.	0.		0.
Northern Trust account management fees	16,733.	16,733.		0.
Merrill Lynch management fees	3,965.	3,965.		0.
	25,723.	25,723.		0.
To Form 990-PF, Pg 1, ln 16c	48,435.	46,421.		0.

Form 990-PF	Taxes	Statement	7
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
US excise tax	5,000.	0.		0.
Payroll taxes	3,708.	0.		0.
Foreign taxes	7,080.	7,080.		0.
To Form 990-PF, Pg 1, ln 18	15,788.	7,080.		0.

Form 990-PF	Other Expenses	Statement	8
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Dues and memberships	6,195.	0.		0.
Partnership K-1 expenses	5,778.	5,778.		0.
Postage and delivery	1,611.	0.		0.
Telephone	842.	0.		0.
Professional development	404.	0.		0.
Miscellaneous	2,273.	0.		0.
To Form 990-PF, Pg 1, ln 23	17,103.	5,778.		0.

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Form 990-PF U.S. and State/City Government Obligations Statement 10

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Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value
Merrill Lynch - US Govt	X		1,026,711.	1,028,427.
Total U.S. Government Obligations			1,026,711.	1,028,427.
Total State and Municipal Government Obligations				
Total to Form 990-PF, Part II, line 10a			1,026,711.	1,028,427.

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Form 990-PF Corporate Stock Statement 11

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Description	Book Value	Fair Market Value
Merrill Lynch - stocks	5,364,088.	5,459,927.
Total to Form 990-PF, Part II, line 10b	5,364,088.	5,459,927.

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Form 990-PF Corporate Bonds Statement 12

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Description	Book Value	Fair Market Value
Merrill Lynch - bonds	350,000.	160,350.
Total to Form 990-PF, Part II, line 10c	350,000.	160,350.

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Form 990-PF Other Investments Statement 13

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Description	Valuation Method	Book Value	Fair Market Value
Partnerships	COST	1,488,987.	1,843,417.
Total to Form 990-PF, Part II, line 13		1,488,987.	1,843,417.

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Form 990-PF      Depreciation of Assets Not Held for Investment      Statement 14

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Description	Cost or Other Basis	Accumulated Depreciation	Book Value
Furniture and fixtures	24,772.	24,772.	0.
Total To Fm 990-PF, Part II, ln 14	24,772.	24,772.	0.

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Form 990-PF      Part VIII - List of Officers, Directors  
Trustees and Foundation Managers      Statement 15

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Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Contrib	Expense Account
Gwenn H.S. Gebhard 1720 N Street, NW Washington, DC 20036	Executive Director 40.00	48,238.	2,500.	0.
Sophia Gebhard Anema 1720 N Street, NW Washington, DC 20036	Director 0.00	0.	0.	0.
Elizabeth Gebhard Dickie 1720 N Street, NW Washington, DC 20036	Treasurer 0.00	0.	0.	0.
Paul R.S. Gebhard 1720 N Street, NW Washington, DC 20036	President 2.00	0.	0.	0.
William McClintic 1720 N Street, NW Washington, DC 20036	Secretary 0.00	0.	0.	0.
David Replogle 1720 N Street, NW Washington, DC 20036	Director 0.00	0.	0.	0.
Anne Witkowsky 1720 N Street, NW Washington, DC 20036	Director 0.00	0.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		48,238.	2,500.	0.

Form 990-PF

Grant Application Submission Information  
Part XV, Lines 2a through 2d

Statement 16

Name and Address of Person to Whom Applications Should be Submitted

Gwenn Gebhard, Executive Director  
1720 N Street, NW  
Washington, DC 20036

Telephone Number

202-679-0677

Form and Content of Applications

Applications should be in writing, outlining the purpose for which the grant is requested. Application forms may be obtained by contacting the Foundation.

Any Submission Deadlines

None

Restrictions and Limitations on Awards

None

## Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

*Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.*  
**Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*.

**Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).**

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only

*All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.*

<b>Type or print</b>	Name of exempt organization or other filer, see instructions.  <b>Luther I. Replogle Foundation</b>	Employer identification number (EIN) or <input checked="" type="checkbox"/> <b>36-6141697</b>
<small>File by the due date for filing your return. See instructions.</small>	Number, street, and room or suite no. If a P.O. box, see instructions. <b>1720 N Street, NW</b>	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>Washington, DC 20036</b>	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**Gwenn Gebhard, Executive Director**

- The books are in the care of ▶ **1720 N Street, N.W. - Washington, DC 20036**  
 Telephone No. ▶ **202-679-0677** FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_. If this is for the whole group, check this box . If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension is for

**1** I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **August 15, 2012**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:  
 ▶  calendar year **2011** or  
 ▶  tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_

**2** If the tax year entered in line 1 is for less than 12 months, check reason:  Initial return  Final return  
 Change in accounting period

<b>3a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>3a</b>	\$	<b>62,000.</b>
<b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	<b>3b</b>	\$	<b>4,000.</b>
<b>c</b> <b>Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>3c</b>	\$	<b>58,000.</b>

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box  **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

**Part II Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

		<b>Enter filer's identifying number, see instructions</b>	
<b>Type or print</b>	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or	
File by the due date for filing your return See instructions	Luther I. Replogle Foundation	<input checked="" type="checkbox"/> 36-6141697	
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)	
	1720 N Street, NW	<input type="checkbox"/>	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.		
	Washington, DC 20036		

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

Gwenn Gebhard, Executive Director

- The books are in the care of  1720 N Street, N.W. - Washington, DC 20036  
Telephone No  202-679-0677 FAX No.
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_. If this is for the whole group, check this box . If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension is for.

- I request an additional 3-month extension of time until November 15, 2012.
- For calendar year 2011, or other tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_.
- If the tax year entered in line 5 is for less than 12 months, check reason:  Initial return  Final return  
 Change in accounting period
- State in detail why you need the extension  
Additional time is requested to obtain information necessary to prepare and file a complete and accurate return.

<b>8a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>8a</b>	\$	62,000.
<b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	<b>8b</b>	\$	62,000.
<b>c Balance due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>8c</b>	\$	0.

**Signature and Verification must be completed for Part II only.**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature  Robert C. Spitzer Title  CPA Date  8/15/12

**Luther I. Replogle Foundation  
Grants Paid**

1/1/2011 through 12/31/2011

<b>Grantee Organization</b>		
AFS-USA, Inc		\$1,000
American Academy In Rome	Broneer Traveling Fellowship 2011-2012	\$27,000
American School Of Classical Studies At Athens		\$5,000
Ascension Place	St Anne's House	\$5,000
Avenues For Homeless Youth		\$10,000
Banyan Community		\$7,500
Bridge For Youth		\$10,000
Bright Beginnings		\$5,000
Brown Unversity	Annual Fund	\$1,000
Brown University	Petra Great Temple Excavations	\$25,000
Central Community Services, Inc	AfterSchool@Central	\$5,000
Chicago Youth Centers	Mentoring Children of Prisoners	\$5,000
Children's Law Center of Minnesota		\$500
Community Council For The Homeless At Friendship Place		\$1,000
Cradle Foundation, The		\$2,500
Critical Exposure		\$5,000
Dads Make A Difference		\$5,000
Dartmouth College	Annual Fund	\$2,500
DC Creative Writing Workshop		\$10,000
DC Rape Crisis Center		\$7,500
Emergency Fund		\$5,000
Family Resource Center		\$2,500
First Presbyterian Church Of Chicago		\$31,250
First Presbyterian Church Of La Grange	In memory of Mary Anne Duffy	\$10,000
First Time Computers		\$10,000
Foster and Adoptive Parent Advocacy Center	Project Clinical Rap Groups	\$5,000
Fourth Presbyterian Church Of Chicago	Lorene Replogle Counseling Center	\$25,000
Franklin Public Library		\$500
Freeport West	Streetworks Collaborative	\$10,000
Friends Of The Fort Dupont Ice Arena		\$5,000
Friends of the Palisades Library		\$1,000
Hope And A Home		\$5,000
Hope Rural School		\$10,000
Imagination Stage		\$1,000
International Institute for Strategic Studies - U S	In memory of Gerald Segal	\$1,000
Jazz Institute of Chicago Endowment Fund, The		\$10,000
Jeanne Jackson (Recipient of Award)	Replogle Award for Management Improvement	\$5,000
Jo Daviess Conservation Foundation		\$6,000
Juvenile Protective Association		\$5,000
Kimbark Revitalization Fund	First Presbyterian Church of Chicago	\$5,000
Little Blue House		\$5,000
Manna Food Center		\$1,500
Manomet Center for Conservation Sciences		\$500
Merit School Of Music	Mary Herron Scholarship	\$12,000
Metropolitan Interfaith Council on Affordable Housing		\$5,000
Minnesota Housing Partnership		\$5,000
New York Avenue Presbyterian Church	Grant for the History Project	\$1,000
North East Performing Arts Group		\$5,000
North House Folk School		\$500
One Ministries	Unique Learning Center	\$5,000
Palisades Community Fund		\$500
Project Exploration		\$5,000
Reach, Inc		\$10,000
Rebuilding Together		\$15,000
Regina Dominican High School		\$5,000
ReSET		\$5,000
Resources For Inner City Children		\$5,000
SAFEChild		\$5,000
Schubert Club		\$7,500
SGA Youth And Family Services		\$1,000
South Shore Art Center		\$1,000
South Shore Hospital Foundation		\$5,000
Southwest Youth Collaborative	Chicago Youth Rowing Club	\$5,600
St Catherine University	Access and Success	\$5,000
St Stephen's Episcopal Church		\$1,000
STRIVE		\$2,000
Studies Abroad for Global Education		\$500
Traveling Players Ensemble		\$1,000
Twin Cities Habitat For Humanity		\$5,000
University Of Chicago	Division of Humanities	\$5,000
University Of Pennsylvania, Trustees Of The	Gordion Project	\$25,000
US Naval Academy	Political Science Department	\$7,500
Washington International School	Annual Fund	\$1,000
Washington Latin Public Charter School		\$2,000
Words, Beats, And Life		\$5,000
Yale University	Annual Fund	\$500
Yale University	Pia Sass Fund - Endowment # 15086	\$1,000
Yale University	Women's Crew - endowment # 00926	\$1,000
<b>TOTAL</b>		<b>\$467,350</b>

To: Mr Robert C. Gottke  
 Gottke & Blumenauer P C  
 1495 Chain Bridge Road, Suite 201  
 Mc Lean, VA 22101

CC:

**FROM 01-01-11 TO 08-25-11 CAPITAL GAINS & LOSSES**

PURCHASE DATE	SALE DATE	QUANTITY	SECURITY DESCRIPTION	COUPON	PURCHASE PRICE	PROCEEDS	CAPITAL GAINS/ (LOSSES)	
10/30/02	01/20/11	400 000 shs	Northrop Grumman		20,687.50	27,845.69	7,158.19	
12/30/02	01/20/11	800.000 shs	Northrop Grumman		38,680.00	55,691.38	17,011.38	
05/07/03	01/20/11	800 000 shs	Northrop Grumman		35,624.00	55,691.38	20,067.38	
04/13/99	01/25/11	1,000.000 shs	Abbott Laboratories		50,031.31	48,079.27	-1,952.04	
05/21/09	01/25/11	4,000 000 shs	Quicksilver Resources		38,400.00	58,338.48	19,938.48	
03/15/04	01/25/11	6,000.000 shs	Quicksilver Resources		38,224.00	87,507.71	49,283.71	
10/26/10	02/07/11	\$ 10,000.000	Deutsche Bk AOS-CP SPY	10/30/15	0.000	100,000.00	102,820.00 [S]	
05/12/08	02/07/11	4,000.000 shs	Great Plains Energy		105,818.00	78,786.88	-27,031.12	
12/28/99	02/07/11	1,000.000 shs	Lockheed Martin		19,756.30	81,429.03	61,672.73	
02/22/10	02/24/11	\$ 100,000.000	CS Partial ProNotes Ser X	05/29/12	0.000	100,000.00	1,140.00	
04/23/96	03/30/11	1,000 000 shs	Johnson & Johnson		19,484.70	59,489.55	40,004.85	
07/12/10	04/18/11	1,000.000 shs	Cree		66,924.00	40,608.31	-26,315.69 [S]	
02/17/04	05/19/11	500.000 shs	Caterpillar		19,969.45	52,522.19	32,552.74	
02/24/00	05/19/11	2,000.000 shs	ConocoPhillips		43,750.05	145,200.20	101,450.15	
11/04/09	05/19/11	500 000 shs	Cummins		22,905.00	54,714.64	31,809.64	
	06/07/11	1.000 shs	Mecury Interactive Litigation		0.00	667.71	667.71 [L]	
05/10/06	06/23/11	1,800 000 shs	iShares MSCI EAFE Index Fd		126,785.70	103,156.19	-23,629.51	
					TOTAL CAPITAL GAINS/(LOSSES)	847,040.01	1,153,688.61	306,648.60
						Short-term	423,495.69	
						Long-term	330,144.29	

[1] Gain represents proceeds from securities litigation  
 [S] Short term - security held one year or less

Note This is a summary of information from Gofen and Glossberg's data base and is not intended for definitive use as a tax schedule. Please have your tax advisor review and confirm the accuracy and completeness of this information.