

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

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

For calendar year 2006, or tax year beginning 07/01, 2006, and ending 06/30/2007

G Check all that apply: Initial return Final return Amended return Address change Name change

| | | | |
|---|--|---|---|
| Use the IRS label. Otherwise, print or type. See Specific Instructions. | Name of foundation HOWARD AND GERALDINE POLINGER FAMILY FDTN | | A Employer identification number 52-6078041 |
| | Number and street (or P O box number if mail is not delivered to street address) | Room/suite | B Telephone number (see page 11 of the instructions) |
| | 5530 WISCONSIN AVENUE | 1000 | (301) 657-3600 |
| City or town, state, and ZIP code CHEVY CHASE, MD 20815 | | C If exemption application is pending, check here <input type="checkbox"/> D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 25% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/> | |

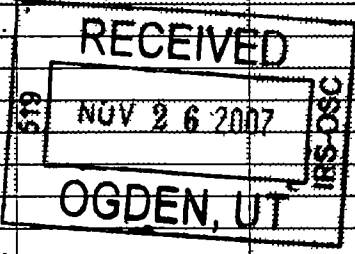
H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 23,631,373.

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) (see page 11 of the instructions))

| | (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 (attach schedule). Check <input type="checkbox"/> if the foundation is not required to attach Sch B | 1,470,075. | | | |
| 3 Interest on savings and temporary cash investments | 194,043. | 194,043. | | STMT 1 |
| 4 Dividends and interest from securities | 660,560. | 660,560. | | STMT 2 |
| 5a Gross rents | | | | |
| b Net rental income or (loss) | | | | |
| 6a Net gain or (loss) from sale of assets not on line 10 | 2,682,763. | | | |
| b Gross sales price for all assets on line 6a | 8,678,291. | | | |
| 7 Capital gain net income (from Part IV, line 2) | | 2,682,763. | | |
| 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) (attach schedule) | | | | |
| 11 Other income (attach schedule) | 4,215. | 4,215. | | STMT 3 |
| 12 Total Add lines 1 through 11 | 5,011,656. | 3,541,581. | | |
| 13 Compensation of officers, directors, trustees, etc. | NONE | | | |
| 14 Other employee salaries and wages | | | | |
| 15 Pension plans, employee benefits | | | | |
| 16a Legal fees (attach schedule) | | | | |
| b Accounting fees (attach schedule) STMT 4 | 8,375. | 2,000. | NONE | 6,375. |
| c Other professional fees (attach schedule) STMT 5 | 149,830. | 44,015. | | 105,815. |
| 17 Interest | | | | |
| 18 Taxes (attach schedule) (see page 14 of the instructions)* | 30,652. | | | |
| 19 Depreciation (attach schedule) and depletion | | | | |
| 20 Occupancy | | | | |
| 21 Travel, conferences, and meetings | 5,044. | | | 5,044. |
| 22 Printing and publications | | | | |
| 23 Other expenses (attach schedule) STMT 7 | 27,134. | 18,266. | | 8,868. |
| 24 Total operating and administrative expenses. Add lines 13 through 23 | 221,035. | 64,281. | NONE | 126,102. |
| 25 Contributions, gifts, grants paid | 900,850. | | | 900,850. |
| 26 Total expenses and disbursements Add lines 24 and 25 | 1,121,885. | 64,281. | NONE | 1,026,952. |
| 27 Subtract line 26 from line 12 | | | | |
| a Excess of revenue over expenses and disbursements | 3,889,771. | | | |
| b Net investment income (if negative, enter -0-) | | 3,477,300. | | |
| c Adjusted net income (if negative, enter -0-) | | | -0- | |



SCANNED BY DEC 10 2007

Operating and Administrative Expenses

| Part II Balance Sheets | | Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions) | | Beginning of year | End of year | |
|------------------------------------|--|--|----------------|-----------------------|-------------|--|
| | | (a) Book Value | (b) Book Value | (c) Fair Market Value | | |
| Assets | 1 | Cash - non-interest-bearing | | | | |
| | 2 | Savings and temporary cash investments | 253,364. | 91,321. | 91,321. | |
| | 3 | Accounts receivable ▶ Less allowance for doubtful accounts ▶ | | | | |
| | 4 | Pledges receivable ▶ Less allowance for doubtful accounts ▶ | | | | |
| | 5 | Grants receivable | | | | |
| | 6 | Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions) | | | | |
| | 7 | Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶ | | | | |
| | 8 | Inventories for sale or use | | | | |
| | 9 | Prepaid expenses and deferred charges | | | | |
| | 10 a | Investments - U S and state government obligations (attach schedule) ** | | 2,881,205. | 2,878,895. | |
| | b | Investments - corporate stock (attach schedule) . STMT 9 . | 12,729,055. | 12,888,311. | 18,548,857. | |
| | c | Investments - corporate bonds (attach schedule) . STMT 10 . | 508,750. | 2,014,375. | 1,998,750. | |
| | 11 | Investments - land, buildings, and equipment basis Less accumulated depreciation ▶ (attach schedule) | | | | |
| | 12 | Investments - mortgage loans | | | | |
| | 13 | Investments - other (attach schedule) STMT 11 . | 607,822. | 113,550. | 113,550. | |
| | 14 | Land, buildings, and equipment basis Less accumulated depreciation ▶ (attach schedule) | | | | |
| 15 | Other assets (describe ▶) | | | | | |
| 16 | Total assets (to be completed by all filers - see page 17 of the instructions Also, see page 1, item I) | 14,098,991. | 17,988,762. | 23,631,373. | | |
| Liabilities | 17 | Accounts payable and accrued expenses | | | | |
| | 18 | Grants payable | | | | |
| | 19 | Deferred revenue | | | | |
| | 20 | Loans from officers, directors, trustees, and other disqualified persons | | | | |
| | 21 | Mortgages and other notes payable (attach schedule) | | | | |
| | 22 | Other liabilities (describe ▶) | | | | |
| | 23 | Total liabilities (add lines 17 through 22) | | | | |
| Net Assets or Fund Balances | Organizations 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 | | | | |
| | Organizations 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 | | | | |
| | 28 | Paid-in or capital surplus, or land, bldg, and equipment fund | | | | |
| | 29 | Retained earnings, accumulated income, endowment, or other funds | 14,098,991. | 17,988,762. | | |
| 30 | Total net assets or fund balances (see page 18 of the instructions) | 14,098,991. | 17,988,762. | | | |
| 31 | Total liabilities and net assets/fund balances (see page 18 of the instructions) | 14,098,991. | 17,988,762. | | | |

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 | 14,098,991. |
| 2 | Enter amount from Part I, line 27a | 2 | 3,889,771. |
| 3 | Other increases not included in line 2 (itemize) ▶ | 3 | |
| 4 | Add lines 1, 2, and 3 | 4 | 17,988,762. |
| 5 | Decreases not included in line 2 (itemize) ▶ | 5 | |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 17,988,762. |

Part IV Capital Gains and Losses for Tax on Investment Income

| (a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co) | | | | (b) How acquired P-Purchase D-Donation | (c) Date acquired (mo., day, yr.) | (d) Date sold (mo., day, yr.) |
|---|---|---|--|--|--------------------------------------|--|
| 1a | "see Attached Schedule" | | | | | |
| b | | | | | | |
| c | | | | | | |
| d | | | | | | |
| e | | | | | | |
| (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) | | | |
| a | | | | | | |
| b | | | | | | |
| c | | | | | | |
| d | | | | | | |
| e | | | | | | |
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | | | | (l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) |
| (i) F M V as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col (j), if any | | | | |
| a | | | | | | |
| b | | | | | | |
| c | | | | | | |
| d | | | | | | |
| e | | | | | | |
| 2 | Capital gain net income or (net capital loss) | | | 2 | | |
| { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 } | | | | | | |
| 3 | Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 18 of the instructions) If (loss), enter -0- in Part I, line 8 | | | 3 | | |
| { If gain, also enter in Part I, line 8, column (c) (see pages 13 and 18 of the instructions) If (loss), enter -0- in Part I, line 8 } | | | | | | |

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 page 19 of 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)) |
| 2005 | 876,206. | 19,914,247. | 0.04399895211 |
| 2004 | 692,273. | 17,724,992. | 0.03905632228 |
| 2003 | 666,394. | 15,279,852. | 0.04361259520 |
| 2002 | 625,533. | 12,971,142. | 0.04822497510 |
| 2001 | 741,124. | 13,393,906. | 0.05533292529 |
| 2 | Total of line 1, column (d) | | 0.23022576998 |
| 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 | | 0.04604515400 |
| 4 | Enter the net value of noncharitable-use assets for 2006 from Part X, line 5 | | 21,444,712. |
| 5 | Multiply line 4 by line 3 | | 987,425. |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b) | | 34,773. |
| 7 | Add lines 5 and 6 | | 1,022,198. |
| 8 | Enter qualifying distributions from Part XII, line 4 | | 1,026,952. |

If line 6 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 on page 19.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 19 of the instructions)

| | | | |
|-----|---|-----|---------|
| 1 a | Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling letter _____ (attach copy of ruling letter if necessary - see instructions) | | |
| 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 | 1 | 34,773. |
| c | All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b) | | |
| 2 | Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) | 2 | |
| 3 | Add lines 1 and 2 | 3 | 34,773. |
| 4 | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) | 4 | NONE |
| 5 | Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- | 5 | 34,773. |
| 6 | Credits/Payments | | |
| a | 2006 estimated tax payments and 2005 overpayment credited to 2006 | 6 a | 26,160. |
| b | Exempt foreign organizations-tax withheld at source | 6 b | NONE |
| c | Tax paid with application for extension of time to file (Form 8868) | 6 c | NONE |
| d | Backup withholding erroneously withheld | 6 d | |
| 7 | Total credits and payments. Add lines 6a through 6d | 7 | 26,160. |
| 8 | Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached | 8 | |
| 9 | Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed | 9 | 8,613. |
| 10 | Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | 10 | |
| 11 | Enter the amount of line 10 to be Credited to 2007 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/> | 11 | |

Part VII-A Statements Regarding Activities

| | Yes | No |
|-----|-----|-----|
| 1 a | | X |
| b | | X |
| c | | X |
| d | | |
| e | | |
| 2 | | X |
| 3 | | X |
| 4 a | | X |
| b | | N/A |
| 5 | | X |
| 6 | X | |
| 7 | X | |
| 8 a | | |
| b | X | |
| 9 | | X |
| 10 | X | |

Part VII-A Statements Regarding Activities *Continued*

| | | | |
|---|-----|-----|---|
| 11a 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) | 11a | | X |
| b If "Yes," did the foundation have a binding written contract in effect on August 17, 2006, covering the interest, rents, royalties, and annuities described in the attachment for line 11a? | 11b | | X |
| 12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract? | 12 | | X |
| 13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>N/A</u> | 13 | N/A | |
| 14 The books are in care of ▶ <u>THE FOUNDATION</u> Telephone no ▶ <u>301-657-3600</u> Located at ▶ <u>5530 WISCONSIN AVE # 1000, CHEVY CHASE, MD</u> ZIP + 4 ▶ <u>20815</u> | | | |
| 15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-F in lieu of Form 1041 - Check here N/A ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrues during the year ▶ <u>15</u> | | | |

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 page 22 of the instructions)? | <input checked="" type="checkbox"/> | 1b | N/A | |
| c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2006? | | 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 2006, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2006? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | |
| 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 page 22 of the instructions) | | 2b | X | |
| 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? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | |
| b If "Yes," did it have excess business holdings in 2006 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 2006) | | 3b | | X |
| 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 2006? | | 4b | | X |

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

- 5 a 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)? (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 page 23 of the instructions)? Yes No
 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)
- 6 a 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 you answered "Yes" to 6b, also file Form 8870
- 7 a 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

| | | |
|----|--|-----|
| | | |
| 5b | | N/A |
| 6b | | X |
| 7b | | X |

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 23 of the instructions).

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (if not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|----------------------|---|---|---|---------------------------------------|
| SEE STATEMENT 12 | | NONE | NONE | NONE |
| | | | | |
| | | | | |
| | | | | |

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 24 of the instructions). If none, enter "NONE."

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

Total number of other employees paid over \$50,000 NONE

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

3 Five highest-paid independent contractors for professional services (see page 24 of the instructions). If none, enter "NONE."

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

Total number of others receiving over \$50,000 for professional services **NONE**

Part IX-A Summary of Direct Charitable Activities

| List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc. | Expenses |
|--|----------|
| 1 <u>N/A</u> | |
| 2 | |
| 3 | |
| 4 | |

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

| Describe the two largest program-related investments made up by the foundation during the tax year on lines 1 and 2 | Amount |
|---|--------|
| 1 <u>N/A</u> | |
| 2 | |
| All other program-related investments See page 25 of the instructions | |

3 NONE

Total. Add lines 1 through 3

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 25 of the 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 | 21,488,062. |
| b | Average of monthly cash balances | 1b | 172,342. |
| c | Fair market value of all other assets (see page 25 of the instructions) | 1c | 110,877. |
| d | Total (add lines 1a, b, and c) | 1d | 21,771,281. |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) | 1e | |
| 2 | Acquisition indebtedness applicable to line 1 assets | 2 | NONE |
| 3 | Subtract line 2 from line 1d | 3 | 21,771,281. |
| 4 | Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 26 of the instructions) | 4 | 326,569. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4 | 5 | 21,444,712. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 1,072,236. |

Part XI Distributable Amount (see page 26 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part)

| | | | |
|----|---|----|------------|
| 1 | Minimum investment return from Part X, line 6 | 1 | 1,072,236. |
| 2a | Tax on investment income for 2006 from Part VI, line 5 | 2a | 34,773. |
| b | Income tax for 2006 (This does not include the tax from Part VI) | 2b | |
| c | Add lines 2a and 2b | 2c | 34,773. |
| 3 | Distributable amount before adjustments Subtract line 2c from line 1 | 3 | 1,037,463. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | |
| 5 | Add lines 3 and 4 | 5 | 1,037,463. |
| 6 | Deduction from distributable amount (see page 26 of the instructions) | 6 | |
| 7 | Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1 | 7 | 1,037,463. |

Part XII Qualifying Distributions (see page 26 of the 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 | 1,026,952. |
| b | Program-related investments - total from Part IX-B | 1b | NONE |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes | 2 | NONE |
| 3 | Amounts set aside for specific charitable projects that satisfy the | | |
| a | Suitability test (prior IRS approval required) | 3a | NONE |
| b | Cash distribution test (attach the required schedule) | 3b | NONE |
| 4 | Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 6, and Part XIII, line 4 | 4 | 1,026,952. |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 27 of the instructions) | 5 | 34,773. |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 992,179. |

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 page 27 of the instructions)

| | (a) Corpus | (b) Years prior to 2005 | (c) 2005 | (d) 2006 |
|--|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2006 from Part XI, line 7 | | | | 1,037,463. |
| 2 Undistributed income, if any, as of the end of 2005 | | | | |
| a Enter amount for 2005 only | | | 957,660. | |
| b Total for prior years | | | | |
| 3 Excess distributions carryover, if any, to 2006 | | | | |
| a From 2001 | | | | |
| b From 2002 | | NONE | | |
| c From 2003 | | NONE | | |
| d From 2004 | | NONE | | |
| e From 2005 | | | | |
| f Total of lines 3a through e | | NONE | | |
| 4 Qualifying distributions for 2006 from Part XII, line 4 ▶ \$ <u>1,026,952.</u> | | | | |
| a Applied to 2005, but not more than line 2a | | | 957,660. | |
| b Applied to undistributed income of prior years (Election required - see page 27 of the instructions) | | | | |
| c Treated as distributions out of corpus (Election required - see page 27 of the instructions) | | | | |
| d Applied to 2006 distributable amount | | | | 69,292. |
| e Remaining amount distributed out of corpus | | | | |
| 5 Excess distributions carryover applied to 2006 (If an amount appears in column (d), the same amount must be shown in column (a)) | | NONE | | NONE |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | | NONE | | |
| b Prior years' undistributed income Subtract line 4b from line 2b | | | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed | | | | |
| d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions | | | | |
| e Undistributed income for 2005 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions | | | | |
| f Undistributed income for 2006 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2007 | | | | 968,171. |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(E) or 4942(g)(3) (see page 28 of the instructions) | | | | |
| 8 Excess distributions carryover from 2001 not applied on line 5 or line 7 (see page 28 of the instructions) | | | | |
| 9 Excess distributions carryover to 2007. Subtract lines 7 and 8 from line 6a | | NONE | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2002 | | | | |
| b Excess from 2003 | | NONE | | |
| c Excess from 2004 | | NONE | | |
| d Excess from 2005 | | | | |
| e Excess from 2006 | | | | |

Part XIV Private Operating Foundations (see page 28 of the instructions and Part VII-A, question 9) **NOT APPLICABLE**

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 2006, 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) 2006 | (b) 2005 | (c) 2004 | (d) 2003 | |
| 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)(ii) | | | | | |
| (3) Largest amount of support from an exempt organization | | | | | |
| (4) Gross investment income | | | | | |

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year - see page 28 of the 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 page 28 of the 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

N/A

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

NO SPECIFIC FORM IS NEEDED TO APPLY FOR A GRANT.

c Any submission deadlines

NONE

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

NONE

Part XV Supplementary Information (continued)

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

| Recipient Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|--|--------------------------------------|-------------------------------------|----------------------|
| a <i>Paid during the year</i> SEE STATEMENT 13 | | | | |
| Total | | | | ▶ 3a 900,850. |
| b <i>Approved for future payment</i> | | | | |
| Total | | | | ▶ 3b |

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Table with 5 columns: (a) Business Code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include Program service revenue, Membership dues and assessments, Interest on savings and temporary cash investments, Dividends and interest from securities, Net rental income from real estate, Net rental income from personal property, Other investment income, Gain or (loss) from sales of assets other than inventory, Net income or (loss) from special events, Gross profit or (loss) from sales of inventory, Other revenue, and Subtotal.

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

Line No. Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of the instructions)

Table with 2 columns: Line No. and explanation. The explanation column contains the text 'NOT APPLICABLE'.

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

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

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

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

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. All rows are empty.

Signature block containing: Under penalties of perjury, I declare that I have examined this return... Signature of officer or trustee: Arnold Polinger, V.P. Date: 11/14/07 Title: V.P. Preparer's signature: Greg Sumner Date: 11-8-07 Check if self-employed: [] Preparer's SSN or PTIN: P00666505 Firm's name: BERLIN, RAMOS & COMPANY, P.A. Address: 11200 ROCKVILLE PIKE STE 115 ROCKVILLE, MD 20852 EIN: 52-1367749 Phone no: 301.589.9000

| | |
|--|---|
| Name of organization HOWARD AND GERALDINE POLINGER FAMILY FDTN | Employer identification number 52-6078041 |
|--|---|

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 organizations filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor (Complete Parts I and II)

Special Rules -

- For a section 501(c)(3) organization filing Form 990, or Form 990-EZ, that met the 33 1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of \$5,000 or 2% of the amount on line 1 of these forms (Complete Parts I and II)
- For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals (Complete Parts I, II, and III)
- For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, some contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not aggregate to 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 Do not complete any of the Parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of \$5,000 or more during the year) ▶ \$ _____

Caution: Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they **must** check the box in the heading of their Form 990, Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization **HOWARD AND GERALDINE POLINGER FAMILY FDTN**

Employer identification number

52-6078041

Part I Contributors (See Specific Instructions.)

| (a) No. | (b) Name, address, and ZIP + 4 | (c) Aggregate contributions | (d) Type of contribution |
|------------|---|--------------------------------|--|
| 1 | <p>GERALDINE POLINGER</p> <p>3302 SHIRLEY LANE</p> <p>CHEVY CHASE, MD 20815</p> | 1,470,075. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| | | | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| | | | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| | | | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| | | | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| | | | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| | | | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |

Name of organization **HOWARD AND GERALDINE POLINGER FAMILY FDTN**

Employer identification number

52-6078041

Part II Noncash Property (See Specific Instructions.)

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
|---------------------|---|--|-------------------|
| 1 | SEE ATTACHED LIST | \$ 1,470,075. | VARIOUS |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |

HOWARD & GERALDINE POLINGER FAMILY FOUNDATION
NONCASH CONTRIBUTIONS
06/30/07
FEDERAL ID# 52-6078041

| Shares | Description | Contribution Amount |
|---------------|---------------------------|--------------------------------|
| 10,000 | Cisco Systems | \$ 154,630 |
| 4,000 | Freddie Mac | 190,900 |
| 5,000 | Fiserv | 182,031 |
| 5,000 | Colgate | 219,230 |
| 5,000 | PepsiCo | 206,950 |
| 20,000 | AES Corp Com | 188,403 |
| 3,000 | Motorola Inc | 40,463 |
| 2,000 | SunTrust Bank | 114,714 |
| 9,000 | The First Marblehead Corp | 172,754 |
| | TOTAL | \$ 1,470,075 |

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

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|--------------------------------|---|-----------------------------|
| INTEREST ON BONDS | 273,489. | 273,489. |
| M & T - MONEY MKT FUNDS | 19,791. | 19,791. |
| INTEREST FROM MUTUAL FUNDS | 1,399. | 1,399. |
| ACCRUED INTEREST PAID ON BONDS | -61,328. | -61,328. |
| EJF CROSSOVER FUNDS | -39,308. | -39,308. |
| TOTAL | 194,043. | 194,043. |

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

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|-----------------|---|-----------------------------|
| STOCK DIVIDENDS | 660,560. | 660,560. |
| TOTAL | 660,560. | 660,560. |

FORM 990PF, PART I - OTHER INCOME

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|--------------|---|-----------------------------|
| OTHER INCOME | 4,215. | 4,215. |
| TOTALS | 4,215. | 4,215. |

FORM 990PF, PART I - ACCOUNTING FEES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME | ADJUSTED NET INCOME | CHARITABLE PURPOSES |
|------------------------|---|-----------------------------|---------------------------|------------------------|
| BERLIN RAMOS & COMPANY | 8,375. | 2,000. | | 6,375. |
| TOTALS | 8,375. | 2,000. | NONE | 6,375. |

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME | CHARITABLE PURPOSES |
|--------------------------------|---|-----------------------------|------------------------|
| INVESTMENT/PORTFOLIO MGMT FEES | 44,015. | 44,015. | |
| CHARITABLE ADVISORY FEES | 105,815. | | 105,815. |
| TOTALS | 149,830. | 44,015. | 105,815. |

FORM 990PF, PART I - TAXES
=====

| DESCRIPTION ----- | REVENUE AND EXPENSES PER BOOKS ----- |
|---------------------------|--|
| FEDERAL ESTIMATED PAYMENT | 30,352. |
| OTHER | 300. |
| | ----- |
| TOTALS | 30,652. |
| | ===== |

FORM 990PF, PART I - OTHER EXPENSES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME | CHARITABLE PURPOSES |
|-------------------------------|---|-----------------------------|------------------------|
| OFFICE EXPENSE | 2,999. | | 2,999. |
| PORTFOLIO DEDUCTIONS-CORE CAP | 18,168. | 18,168. | |
| DUES & MEMBERSHIPS | 5,869. | | 5,869. |
| BANK CHARGES | 98. | | |
| TOTALS | 27,134. | 18,266. | 8,868. |

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

DESCRIPTION

ENDING
BOOK VALUE

ENDING
FMV

SEE ATTACHED STATEMENT

2,881,205.

2,878,895.

US OBLIGATIONS TOTAL

2,881,205.

2,878,895.

FORM 990PF, PART II - CORPORATE STOCK

| DESCRIPTION | ENDING BOOK VALUE | ENDING FMV |
|------------------------|----------------------|---------------|
| SEE ATTACHED STATEMENT | 12,888,311. | 18,548,857. |
| TOTALS | 12,888,311. | 18,548,857. |

**HOWARD & GERALDINE POLINGER FAMILY FOUNDATION
CORPORATE STOCK**

06/30/07

FEDERAL ID# 52-6078041

| Description | Shares | Cost @ 06/30/07 | Fair Market Value @ 06/30/07 |
|--|--------|--------------------|------------------------------------|
| Aflac Incorporated | 5,000 | 264,370 | 257,000 |
| Allstate Corp | 7,000 | 177,170 | 430,570 |
| Allied Capital Corporation New Com | 10,000 | 284,121 | 309,600 |
| American Express Co Com | 7,000 | 194,921 | 428,260 |
| American Financial Realty Trust | 15,000 | 202,585 | 154,800 |
| AmericanCapital Strategies LTD | 6,000 | 209,089 | 255,120 |
| Arlington Tankers Ltd | 10,000 | 229,733 | 286,800 |
| AT&T | 22,600 | 516,084 | 937,900 |
| Automatic Data Processing Inc. | 5,000 | 163,362 | 242,350 |
| Bank of America Corporation | 10,000 | 432,030 | 488,900 |
| BB&T Corp Com | 10,000 | 366,447 | 406,800 |
| Chesapeake Energy Corp Preferred 4.50% | 1,000 | 97,410 | 100,500 |
| Chevron Corp | 4,000 | 286,771 | 336,960 |
| Capital source | 10,000 | 237,229 | 245,900 |
| Chevy Chase PRFD Cap Corp Series A 10.375% | 2,000 | 97,000 | 107,100 |
| Chubb Corp | 4,000 | 174,749 | 216,560 |
| Citigroup Inc Com | 10,000 | 314,555 | 512,900 |
| Conocophillips | 3,000 | 228,990 | 235,500 |
| Colgate Palmolive Co Com | 13,000 | 343,730 | 843,050 |
| Eastgroup Properties Incorporated | 5,000 | 115,900 | 219,100 |
| Freddie Mac | 10,000 | 262,784 | 607,000 |
| General Electric Company | 15,000 | 530,940 | 574,200 |
| Gladstone Capital Corp | 10,000 | 223,202 | 214,600 |
| Gladstone Commercial Corp | 9,000 | 176,439 | 176,400 |
| Health Care Reit Inc | 5,000 | 180,100 | 201,800 |
| Home Depot Inc Com | 5,000 | 264,957 | 196,750 |
| Home Properties Inc REIT | 6,000 | 151,110 | 311,580 |
| IBM Corp | 4,362 | 116,309 | 459,101 |
| Istar Fini inc Com | 6,000 | 236,892 | 265,980 |
| J P Morgan Chase & Co | 16,600 | 412,310 | 804,270 |
| JER Investors Trust | 10,000 | 152,500 | 150,000 |
| JER Investors Trust Reit | 5,000 | 84,112 | 75,000 |
| Johnson & Johnson Com | 6,000 | 63,338 | 369,720 |
| KKR Financial Corp REIT | 15,000 | 311,182 | 373,650 |

**HOWARD & GERALDINE POLINGER FAMILY FOUNDATION
CORPORATE STOCK
06/30/07
FEDERAL ID# 52-6078041**

| Description | Shares | Cost @ 06/30/07 | Fair Market Value @ 06/30/07 |
|--|----------------|----------------------|------------------------------------|
| Kinder Morgan Management LLC | 6,194 | 284,989 | 321,469 |
| Lucent Technologies Capital Trust | 175 | 177,188 | 180,250 |
| Metlife Inc | 10,000 | 266,600 | 323,500 |
| Microsoft Corp | 8,000 | 280,245 | 235,760 |
| Pepsico inc Com | 5,000 | 206,950 | 324,250 |
| Pfizer Inc | 7,000 | 8,193 | 178,990 |
| Procter & Gamble Co Com | 10,875 | 356,584 | 665,441 |
| Simon Property Group Inc 7 89% Series G PRFD | 5,000 | 230,000 | 250,100 |
| SLM Corp Com | 7,500 | 3,279 | 431,850 |
| SunTrust Banks Inc | 4,000 | 296,834 | 342,960 |
| Sysco Corp | 6,000 | 180,540 | 197,940 |
| U S Bancorp Del Com New | 10,000 | 234,603 | 329,500 |
| Verizon Communications Com | 10,000 | 355,480 | 411,700 |
| Vintage Wine Trust Inc - REIT | 20,000 | 200,000 | 200,000 |
| Weingarten Realty Investors REIT | 7,000 | 127,669 | 287,700 |
| Wells Fargo & Co | 26,423 | 396,050 | 929,297 |
| 3M Co | 3,000 | 230,798 | 260,370 |
| TOTAL M&T | 428,729 | \$ 11,938,419 | \$ 17,666,797 |
| EJF CROSSOVER FUND | 4,989 | 460,260 | 405,268 |
| EJF X FUND | 4,883 | 489,632 | 476,791 |
| TOTAL BISYS | 9,872 | 949,892 | 882,059 |
| TOTAL STOCKS | 438,601 | 12,888,311 | 18,548,857 |

FORM 990PF, PART II - CORPORATE BONDS
=====

| DESCRIPTION ----- | ENDING BOOK VALUE ----- | ENDING FMV --- |
|------------------------|-------------------------------|----------------------|
| SEE ATTACHED STATEMENT | 2,014,375. ----- | 1,998,750. ----- |
| TOTALS | 2,014,375. ===== | 1,998,750. ===== |

**HOWARD & GERALDINE POLINGER FAMILY FOUNDATION
GOVERNMENT OBLIGATIONS AND CORPORATE BONDS**

06/30/07

FEDERAL ID# 52-6078041

| Description | Cost 06/30/07 | Fair Market Value 06/30/07 |
|---|--------------------|-------------------------------|
| US AND STATE/CITY GOVERNMENT OBLIGATIONS | | |
| NYC Hsg Dev Corp 4.660% | OTHER GOVT 78,855 | 79,134 |
| Belmont CA Ra 7.750% | OTHER GOVT 101,350 | 102,016 |
| York PA Series A 6.500% | OTHER GOVT 101,050 | 100,584 |
| NYC Ida Civic Fac 6.050% | OTHER GOVT 335,000 | 335,378 |
| Fidelity & Trust Bnk 5.70% | OTHER GOVT 100,000 | 100,000 |
| Florida HFC 7.150% | OTHER GOVT 209,280 | 205,542 |
| Colorado Soba 5.270% | OTHER GOVT 300,000 | 300,000 |
| Fed Natl Mtg Assn 5.00% | OTHER GOVT 198,870 | 199,500 |
| Hutchinson MN MF 6.650% | OTHER GOVT 100,300 | 100,062 |
| Nassau Cnty NY IDA 3.300% | OTHER GOVT 95,000 | 95,000 |
| Fed Natl Mtg Assn 6.00% | OTHER GOVT 350,000 | 348,908 |
| Kansas City MO 7.650% | OTHER GOVT 612,000 | 612,137 |
| Brazos TX Hea 5.280% | OTHER GOVT 100,000 | 100,000 |
| Oakley CA RA 5.390% | OTHER GOVT 98,125 | 99,014 |
| NYS Trans Fin Auth 6.250% | OTHER GOVT 101,375 | 101,620 |
| TOTAL | 2,881,205 | 2,878,895 |
| CORPORATE BONDS | | |
| BF Saul Real Estate 7.50% | 1,009,375 | 1,003,750 |
| Chevy Chase Bank FSB 6.875% | 1,005,000 | 995,000 |
| TOTAL | 2,014,375 | 1,998,750 |

FORM 990PF, PART II - OTHER INVESTMENTS

| DESCRIPTION | ENDING BOOK VALUE | ENDING FMV |
|--|-------------------|------------|
| INVESTMENT - CORE CAPITAL EQUITY MUTUAL FUND-SEE ATTACHE | 113,550. | 113,550. |
| TOTALS | 113,550. | 113,550. |

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

| NAME AND ADDRESS | TITLE AND TIME DEVOTED TO POSITION | COMPENSATION | CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS | EXPENSE ACCT AND OTHER ALLOWANCES |
|---|------------------------------------|--------------|---|-----------------------------------|
| LORRE BETH POLINGER W. NEWTON, MASSACHUSETTS | PRESIDENT | NONE | NONE | NONE |
| ARNOLD POLINGER CHEVY CHASE, MARYLAND | VICE-PRESIDENT | NONE | NONE | NONE |
| DAVID POLINGER CHEVY CHASE, MARYLAND | TREASURER | NONE | NONE | NONE |
| JAN POLINGER CHEVY CHASE, MARYLAND | VICE-PRESIDENT | NONE | NONE | NONE |
| MARGARET SIEGEL CHEVY CHASE, MARYLAND | SECRETARY | NONE | NONE | NONE |
| GRAND TOTALS | | NONE | NONE | NONE |

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

RECIPIENT NAME AND ADDRESS

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

SEE ATTACHED STATEMENT

NONE
501 (C) (3)

DONATION

900,850.

TOTAL CONTRIBUTIONS PAID

900,850.

H and G Polinger Family Foundation
 Contributions
 FYE 06-30-2007

| Addressee | Organization Name | Address 1 | City State Zip | Amount |
|---------------------------------------|--|------------------------------|-----------------------------|-----------|
| Mr Ami Nahshon | Abraham Fund Initiatives | 9 East 45th Street | New York, NY 10001 | \$35,000 |
| Rabbi Bruce Kahn | Amcha for Tzedakah | 9800 Cherry Hill Road | College Park, MD 20740-1210 | \$1,000 |
| Mr Andrew Morse | American Committee for Weizmann Institute of Science | P O Box 19002 | New York, NY 10277-0672 | \$1,000 |
| | American Foundation for Aids Research | 120 Wall Street | New York, NY 10005-3908 | \$200 |
| | American Friends of Extra L'marpeh | 492015th Avenue | Brooklyn, NY 11219 | \$18,550 |
| | American Jewish Committee | 165 East 56th Street | New York, NY 10022 | \$25,000 |
| Mr Russell Stone | American University | 4400 Massachusetts Avenue NW | Washington, DC 20016-8072 | \$25,000 |
| Ms Vera Stern | American-Israel Cultural Foundation, Inc | 51 East 42nd Street | New York, NY 10017 | \$2,000 |
| Mr David Friedman | Anti-Defamation League | 1100 Connecticut Avenue, NW | Washington, DC 20036 | \$10,000 |
| Mr Stephen Richard | Arena Stage | 6th & Maine Street, SW | Washington, DC 20036 | \$2,500 |
| | Association of Small Foundations | 33 Wild Berry Lane | Underhill, VT 05489-0117 | \$1,000 |
| Ms Bonnie Fogel | BAPA-Imagination Stage | 4908 Auburn Avenue | Bethesda, MD 20814 | \$1,500 |
| Ms Bonnie Fogel | BAPA-Imagination Stage | 4908 Auburn Avenue | Bethesda, MD 20814 | \$5,000 |
| Rabbi Stuart Weinblatt | B'nai Tzedek | 10621 South Glen Road | Potomac, MD 20854 | \$40,000 |
| Mr Edmund Fleet, ED | Building Bridges Across the River | 1901 Mississippi Avenue, SE | Washington, DC 20020 | \$1,000 |
| Ms Lynn Brantley | Capital Area Food Bank | 645 Taylor Street, NE | Washington, DC 20017 | \$5,000 |
| | Charles E Smith Jewish Day School | 1901 E Jefferson Street | Rockville, MD 20852 | \$5,000 |
| Ms Susan Ebert | Combined Jewish Philanthropy | 126 High Street | Boston, MA 02110 | \$10,000 |
| Ms Libby Zimmerman | Connected Beginnings c/o Thorn Child and Family Service | 251 West Central Street | Natick, MA 01760 | \$10,000 |
| Ms Varissa McMickens | DC Arts and Humanities Education Collaborative | 2020 Pennsylvania Avenue, NW | Washington, DC 20006 | \$5,000 |
| Ms Arna Meyer Mickelson | DC JCC | 1529 16th Street, NW | Washington, DC 20036 | \$2,500 |
| Ms Arna Meyer Mickelson | DC JCC | 1529 16th Street, NW | Washington, DC 20036 | \$25,000 |
| Ms Arna Meyer Mickelson | DC JCC-Music Festival | 1529 16th Street, NW | Washington, DC 20036 | \$35,000 |
| Mr Irv Hackel | Doctors Without Borders, USA | 333 7th Avenue | New York, NY 10001-5004 | \$1,100 |
| Ms Glenda Fishman | Ezer Mizion | 1281 49th Street | Brooklyn, NY 11219 | \$2,500 |
| Mr David Geffen & Mr Steven Rosenberg | Facing History and Ourselves | 16 Hurd Road | Brookline, MA 02445 | \$2,500 |
| Mr David Geffen & Mr Steven Rosenberg | Friends of Common Denominator | 73-79 141st Place | Flushing, NY 11367 | \$1,800 |
| | Friends of Common Denominator | 73-79 141st Place | Flushing, NY 11367 | \$20,000 |
| | Friends of Yad Sarah | 450 Park Avenue | New York, NY 10022 | \$10,000 |
| Ms Melissa Slaughter | Fund for Johns Hopkins Medicine | 100 North Charles Street | Baltimore, MD 21201 | \$10,000 |
| Ms Melissa Slaughter | Fund for Johns Hopkins Medicine | 100 North Charles Street | Baltimore, MD 21201 | \$10,000 |
| Ms Donna Hoooven Frithsen | Goucher College | 1021 Dulane Valley Road | Baltimore, MD 21204-2794 | \$2,500 |
| Mr Eliot Mathias | Hasbara - Jerusalem Fellowships | 520 8th Avenue | New York, NY 10018 | \$10,000 |
| | Hebrew Home of Greater Washington | 6121 Montrose Road | Rockville, MD 20852 | \$5,000 |
| Ms Susan Moatz | Hebrew Home of Greater Washington-Merican Endowment | 6121 Montrose Road | Rockville, MD 20852 | \$200 |
| | Heifer Project International | 1 World Place | Little Rock, AR | \$40,000 |
| Mr Aaron Goldberg | Hillel The Foundation for Jewish Campus Life | 800 Eighth Street, NW | Washington, DC 20001-3724 | \$50,000 |
| Ms Frankie Blackburn | IMPACT Silver Spring | 13131 East-West Highway | Silver Spring, MD 20910 | \$10,000 |
| Mr David Harris | Israel on Campus Coalition | 800 8th Street, NW | Washington, DC 20001 | \$5,000 |
| Ms Gail Ravinsky-Silbergled | Jewish Coalition Against Domestic Abuse | 1010 Rockville Pike | Rockville, MD 20852 | \$2,500 |
| Ms Judi Kurtis | Jewish Community Center of Greater Washington | 6125 Montrose Road | Rockville, MD 20852 | \$2,500 |
| Ms Nicole Lesser LICSW | Jewish Family and Children's Services | 1430 Main Street | Rockville, MD 20852 | \$2,500 |
| Mr Misha Galperin | Jewish Federation of Greater Washington | 6101 Montrose Road | Rockville, MD 20852 | \$125,000 |
| Mr Misha Galperin | Jewish Federation of Greater Washington-Israel Emergency | 6101 Montrose Road | Rockville, MD 20852 | \$125,000 |
| Mr Misha Galperin | Jewish Federation of Greater Washington-Outreach/Engage | 6101 Montrose Road | Rockville, MD 20852 | \$25,000 |
| Mr Simon Greer | Jewish Funds for Justice | 330 Seventh Avenue | New York, NY 10001 | \$5,000 |
| Mr Russell Robinson | Jewish National Fund | 42 East 69th Street | New York, NY 10021 | \$1,000 |
| Dr Kerry Olitzky | Jewish Outreach Institute | 1270 Broadway | New York, NY 10001 | \$2,500 |

H and G Polinger Family Foundation
 Contributions
 FYE 06-30-2007

| | | | | |
|--------------------|---|------------------------------------|-----------------------------|----------|
| Ms Joan dePontet | Jewish Social Services | 6123 Montrose Road | Rockville, MD 20852 | \$50,000 |
| Ms Joan dePontet | Jewish Social Services Agency | 6123 Montrose Road | Rockville, MD 20852 | \$10,000 |
| | Jewish Women International | 2000 M Street, NW | Washington, DC 20036 | \$300 |
| | Jewish Youth Philanthropy Initiative | 6101 Montrose Raod | Rockville, MD 20852 | \$1,000 |
| Mr Todd Sukol | Koby Mandell Foundation | 7801 Norfolk Avenue | Bethesda, MD 20814 | \$4,000 |
| Ms Judith Mitchell | Kravis Center for the Performing Arts | 701 Okeechobee Boulevard | West Palm Beach, FL 33401 | \$4,000 |
| Ms Sally Smith | Lab School of Washington | 4759 Reservoir Road, NW | Washington, DC 20007 | \$5,000 |
| Mr Peter Jablow | Levine School of Music | 2801 Upton Street, NW | Washington, DC 20008 | \$2,500 |
| Mr Peter Jablow | Levine School of Music | 2801 Upton Street, NW | Washington, DC 20008 | \$5,000 |
| Mr Lou Novick | McLean School of Maryland | 8224 Lochinver Lane | Potomac, MD 20854 | \$10,000 |
| Ms Sharon Freidman | Mental Health Association of Montgomery County | 1000 Twinbrook Parkway | Rockville, MD 20852 | \$2,000 |
| Ms Denise Courshon | Miami City Ballet | 2200 Liberty Avenue | Miami Beach, FL 33139-1641 | \$3,600 |
| | National Foundation for Cancer Research | 4600 East-West Highway | Bethesda, MD 20810 | \$2,500 |
| | National Foundation for Jewish Culture | 330 Seventh Avenue | New York, NY 10001 | \$1,000 |
| | National Philharmonic | 850 Avery Road | Rockville, MD 20851 | \$3,000 |
| | National Symphony Orchestra | J F Kennedy Center | Washington, DC 20566 | |
| | National Symphony Orchestra | J F Kennedy Center | Washington, DC 20566 | |
| | Olney Theatre Center for the Arts | 2001 Sandy Spring Road | Olney, MD 20832 | \$1,000 |
| | Palm Beach Opera | 415 South Olive Avenue | West Palm Beach, FL 33401 | \$1,000 |
| | Panim | 6101 Montrose Road | Rockville, MD 20852 | \$3,600 |
| | Planned Parenthood Federation | 434 West 33rd Street | New York, NY 10001 | \$5,000 |
| | Round House Theater | P O Box 30688 | Bethesda, MD 20824-0688 | \$10,500 |
| | Save Darfur Coalition | 2120 L Street, NW | Washington, DC 20010 | \$2,000 |
| | Sinai House at Temple Sinai | 3100 Military Road, NW | Washington, DC 20015 | \$2,000 |
| | Strathmore | 5301 Tuckerman Lane | Bethesda, MD 20852-3385 | \$2,500 |
| | Studio Theater | 1333 P Street, NW | Washington, DC 20005 | \$6,000 |
| | Temple Sinai | 3100 Military Road, NW | Washington, DC 20015 | \$10,000 |
| | Temple Sinai | 3100 Military Road, NW | Washington, DC 20015 | \$15,000 |
| | Temple Sinai | 3100 Military Road, NW | Washington, DC 20015 | \$2,500 |
| | The Investigative Project on Terrorism Foundation | 5505 Connecticut Avenue, NW | Washington, DC 20015 | \$2,000 |
| | The Israel Project | 2020 K Street, NW | Washington, DC 20006 | \$10,000 |
| | The Montgomery County Community Foundation | 8720 Georgia Avenue | Silver Spring, MD 20910 | \$15,000 |
| | Tufts University | 112 Packard Avenue | Medford, MA 02155 | \$2,500 |
| | U S Holocaust Memorial Museum | 100 Raoul Wallenberg Place, SW | Washington, DC 20024 | \$1,000 |
| | University of Maryland Foundation, Inc | Clance Smith Performing Arts Cente | College Park, MD 20742-1625 | \$2,000 |
| | Washington Ballet | 3515 Wisconsin Avenue, NW | Washington, DC 20016 | \$5,000 |
| | Washington Opera Company | 2600 Virginia Avenue, NW | Washington, DC 20037 | \$2,000 |
| | WETA/The 2691 Club | 2775 S Quincy Street | Arlington, VA 22206-2236 | \$5,000 |
| | World Dance Arts Foundation | 3643 Cortez Road West | Bradenton, FL 34210 | \$5,000 |
| | World Jewish Congress | 501 Madison Avenue | New York, NY 10022 | \$5,000 |
| | Yeshiva of Greater Washington | 2010 Linden Lane | Silver Spring, MD 20910 | \$5,000 |
| | Yeshiva of Greater Washington | 2010 Linden Lane | Silver Spring, MD 20910 | \$5,000 |

Total Donations as of 06/30/07

\$900,850

HOWARD & GERALDINE POLINGER FAMILY FOUNDATION
CAPITAL GAINS & LOSSES
06/30/07
FEDERAL ID# 52-6078041

| Date of Purchase | Date Sold/ Contributed | Description | How Acquired | Shares Sold/ Contributed | Cost | Sale Price | Gain/ (Loss) | |
|---------------------------|------------------------|--------------------------------|--------------|--------------------------|----------------|------------------|------------------|----------------|
| SHORT-TERM | | | | | | | | |
| VARIOUS | VARIOUS | AES Corp Com | P/D | 30,000 | 359,806 | 656,559 | 296,753 | |
| 07/28/06 | 05/25/07 | Altell Corp | P | 600 | 27,871 | 41,351 | 13,480 | |
| VARIOUS | VARIOUS | Amgen Inc Com | P | 3,000 | 216,473 | 198,877 | (17,596) | |
| 12/19/06 | 01/27/07 | Brazos TX Hea 5.29% | P | 100,000 | 100,000 | 100,000 | - | |
| 04/05/07 | 05/25/07 | Broadridge Financial Solution | S | 1,250 | 17,488 | 25,400 | 7,911 | |
| 08/16/06 | 08/22/06 | Chubb Corp | P | 0.80 | 31 | 39 | 8 | |
| 11/22/06 | 12/04/06 | Cisco Sys Inc | D | 10,000 | 154,630 | 270,192 | 115,562 | |
| 12/07/06 | 06/27/07 | Colorado Soba 5.27% | P | 200,000 | 200,000 | 200,000 | - | |
| 12/22/05 | 07/20/06 | Constellation Brands inc | P | 8,000 | 206,409 | 199,181 | (7,228) | |
| 11/22/06 | 12/04/06 | Fiserv inc | D | 5,000 | 182,031 | 256,574 | 74,543 | |
| 11/24/06 | 12/05/06 | Idearc Inc | S | 500 | 14,041 | 13,710 | (331) | |
| 10/11/05 | 09/14/06 | Ishares/ FTSE/ Xinhua China | P | 4,000 | 252,118 | 311,990 | 59,872 | |
| 10/12/05 | 09/14/06 | Ishares/ MSCI Pacific Ex-Japan | P | 2,500 | 247,500 | 273,267 | 25,767 | |
| VARIOUS | VARIOUS | Kinder Morgan Management LLC | P | 1.3350 | 62 | 69 | 7 | |
| VARIOUS | 08/29/06 | Mills Corp 9% | P | 6,000 | 150,420 | 129,476 | (20,944) | |
| 10/16/06 | 12/04/06 | Motorola Inc | D | 3,000 | 40,463 | 65,788 | 25,325 | |
| 08/29/06 | VARIOUS | NYC Hsg Dev Corp 4.66% | P | 20,000 | 20,000 | 20,000 | - | |
| VARIOUS | VARIOUS | St Joe Corp | P | 3,000 | 188,505 | 144,354 | (44,151) | |
| 11/29/05 | 07/20/06 | Sunnse Senior Living inc | P | 6,000 | 205,434 | 160,202 | (45,232) | |
| 04/17/07 | 04/24/07 | The First Marblehead Corp | D | 9,000 | 172,754 | 328,310 | 155,556 | |
| TOTAL SHORT - TERM | | | | | 411,852 | 2,756,036 | 3,395,338 | 639,301 |

LONG-TERM

| | | | | | | | | |
|--------------------------|----------|--------------------------------------|-----|--------|----------------|------------------|------------------|------------------|
| 11/19/03 | 05/25/07 | Alltell Corp | P | 3,000 | 139,356 | 206,757 | 67,401 | |
| 07/16/03 | 07/20/06 | American International Group Inc Com | P | 5,000 | 285,100 | 288,777 | 3,677 | |
| 07/20/01 | 07/20/06 | Apartment Inv't & Mgmt Co | P | 5,000 | 128,210 | 125,000 | (3,210) | |
| 12/05/03 | 07/20/06 | Capital One Financial Corp | D | 5,000 | 162,507 | 414,130 | 251,623 | |
| VARIOUS | 07/20/06 | Cisco System Inc | P | 10,000 | 144,220 | 180,394 | 36,174 | |
| 07/16/03 | 06/27/07 | Clorox Company | P | 3,000 | 129,441 | 188,024 | 58,583 | |
| VARIOUS | 07/20/06 | Coventry health Care inc | P | 4,500 | 160,145 | 252,397 | 92,252 | |
| 04/17/01 | 01/19/07 | Eastgroup Properties Inc | P | 1,000 | 23,180 | 53,701 | 30,521 | |
| 04/09/01 | 07/20/06 | EMC Corp Mass Com | P | 7,000 | 203,090 | 69,368 | (133,722) | |
| VARIOUS | 07/20/06 | Fiserv inc | P | 5,000 | 181,806 | 215,101 | 33,295 | |
| 01/25/99 | 01/19/07 | Home Properties Inc REIT | P | 2,000 | 50,370 | 124,197 | 73,827 | |
| VARIOUS | 07/20/06 | Laboratory Crp of Amer Holding Comp | P/D | 8,000 | 174,046 | 497,658 | 323,612 | |
| VARIOUS | 07/20/06 | Medtronic inc | D | 14,000 | 279,125 | 662,481 | 383,356 | |
| 05/05/03 | 08/25/06 | Mills Corp 8 75% | P | 4,000 | 100,000 | 85,399 | (14,601) | |
| 02/09/99 | 04/23/07 | New Plan Excel Realty Trust 7 8% | P | 5,000 | 237,500 | 251,083 | 13,583 | |
| 08/04/00 | 04/20/07 | SLM Corp Com | P | 7,500 | 3,279 | 418,254 | 414,974 | |
| 02/10/05 | 07/20/06 | Tyco International | D | 10,000 | 211,918 | 258,210 | 46,292 | |
| VARIOUS | 07/20/06 | United Health Group Inc | P/D | 10,000 | 257,694 | 477,868 | 220,175 | |
| VARIOUS | 06/27/07 | Washington Mutual inc Com | P | 6,000 | 251,062 | 256,657 | 5,596 | |
| 03/20/01 | 01/19/07 | Weingarten Realty Investors REIT | P | 2,000 | 39,572 | 96,677 | 57,105 | |
| 12/24/97 | 08/28/06 | Wells Fargo | D | 3,577 | 48,095 | 125,392 | 77,297 | |
| 07/21/06 | 07/28/06 | Windstream Corp | S | 3,101 | 29,776 | 35,429 | 5,653 | |
| TOTAL LONG - TERM | | | | | 123,678 | 3,239,492 | 5,282,954 | 2,043,461 |

GRAND TOTAL

535,530 5,995,529 8,678,291 2,682,763

P - Purchase
D - Donated
S - Splits