

Exempt Organization Business Income Tax Return
(and proxy tax under section 6033(e))

2008

Department of the Treasury
Internal Revenue Service

For calendar year 2008 or other tax year beginning **JUL 1, 2008**, and ending **JUN 30, 2009**

Open to Public Inspection for
501(c)(3) Organizations Only

<p>A <input type="checkbox"/> Check box if address changed</p> <p>B Exempt under section <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 408(e) <input type="checkbox"/> 220(e) <input type="checkbox"/> 408A <input type="checkbox"/> 530(a) <input type="checkbox"/> 529(a)</p> <p>C Book value of all assets at end of year 213358921.</p>	<p>F Group exemption number (See instructions for Block F.) ▶</p> <p>G Check organization type ▶ <input checked="" type="checkbox"/> 501(c) corporation <input type="checkbox"/> 501(c) trust <input type="checkbox"/> 401(a) trust <input type="checkbox"/> Other trust</p>	<p>Name of organization (<input type="checkbox"/> Check box if name changed and see instructions.) GEORGE MASON UNIVERSITY FOUNDATION, INC.</p> <p>Number, street, and room or suite no. If a P.O. box, see page 9 of instructions. 4400 UNIVERSITY DRIVE, MASON HALL, NO. D201</p> <p>City or town, state, and ZIP code FAIRFAX, VA 22030-4444</p>	<p>D Employer identification number (Employees' trust, see instructions for Block D on page 9.) 54-1603842</p> <p>E Unrelated business activity codes (See instructions for Block E on page 9.) 531110</p>
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H Describe the organization's primary unrelated business activity. ▶ **RENTAL OF DEBT-FINANCED REAL ESTATE**

I During the tax year, was the corporation a subsidiary in an affiliated group or a parent-subsidiary controlled group? Yes No
 If "Yes," enter the name and identifying number of the parent corporation. ▶

J The books are in care of ▶ **DAVID ROE** Telephone number ▶ **703-993-8850**

Part I Unrelated Trade or Business Income	(A) Income	(B) Expenses	(C) Net
1 a Gross receipts or sales			
b Less returns and allowances			
c Balance	1c		
2 Cost of goods sold (Schedule A, line 7)	2		
3 Gross profit. Subtract line 2 from line 1c	3		
4 a Capital gain net income (attach Schedule D)	4a		
b Net gain (loss) (Form 4797, Part II, line 17) (attach Form 4797)	4b		
c Capital loss deduction for trusts	4c		
5 Income (loss) from partnerships and S corporations (attach statement)	5	-3,720.	STMT 1
6 Rent income (Schedule C)	6		
7 Unrelated debt-financed income (Schedule E)	7	9,040,169.	9,626,698.
8 Interest, annuities, royalties, and rents from controlled organizations (Sch. F)...	8		
9 Investment income of a section 501(c)(7), (9), or (17) organization (Schedule G)	9		
10 Exploited exempt activity income (Schedule I)	10		
11 Advertising income (Schedule J)	11		
12 Other income (See instructions; attach schedule.)	12		
13 Total. Combine lines 3 through 12	13	9,036,449.	9,626,698.
			-590,249.

Part II Deductions Not Taken Elsewhere (see instructions for limitations on deductions.)
 (Except for contributions, deductions must be directly connected with the unrelated business income.)

14 Compensation of officers, directors, and trustees (Schedule K)	14	
15 Salaries and wages	15	
16 Repairs and maintenance	16	
17 Bad debts	17	
18 Interest (attach schedule)	18	
19 Taxes and licenses	19	
20 Charitable contributions (See instructions for limitation rules.)	20	
21 Depreciation (attach Form 4562)	21	
22 Less depreciation claimed on Schedule A and elsewhere on return	22a	
23 Depletion	23	
24 Contributions to deferred compensation plans	24	
25 Employee benefit programs	25	
26 Excess exempt expenses (Schedule I)	26	
27 Excess readership costs (Schedule J)	27	
28 Other deductions (attach schedule)	28	
29 Total deductions. Add lines 14 through 28	29	0.
30 Unrelated business taxable income before net operating loss deduction. Subtract line 29 from line 13	30	-590,249.
31 Net operating loss deduction (limited to the amount on line 30)	31	0.
32 Unrelated business taxable income before specific deduction. Subtract line 31 from line 30	32	-590,249.
33 Specific deduction (Generally \$1,000, but see instructions for exceptions)	33	1,000.
34 Unrelated business taxable income. Subtract line 33 from line 32. If line 33 is greater than line 32, enter the smaller of zero or line 32	34	-590,249.

Part III Tax Computation

35 Organizations Taxable as Corporations. See instructions for tax computation. Controlled group members (sections 1561 and 1563) check here... 36 Trusts Taxable at Trust Rates... 37 Proxy tax... 38 Alternative minimum tax... 39 Total. Add lines 37 and 38 to line 35c or 36, whichever applies.

Part IV Tax and Payments

40a Foreign tax credit (corporations attach Form 1118; trusts attach Form 1116)... 41 Subtract line 40e from line 39... 42 Other taxes. Check if from: Form 4255, Form 8611, Form 8697, Form 8866, Other... 43 Total tax. Add lines 41 and 42... 44a Payments: A 2007 overpayment credited to 2008... 45 Total payments. Add lines 44a through 44f... 46 Estimated tax penalty... 47 Tax due. If line 45 is less than the total of lines 43 and 46, enter amount owed... 48 Overpayment. If line 45 is larger than the total of lines 43 and 46, enter amount overpaid... 49 Enter the amount of line 48 you want credited to 2009 estimated tax.

Part V Statements Regarding Certain Activities and Other Information (See instructions on page 18)

1 At any time during the 2008 calendar year, did the organization have an interest in or a signature or other authority over a financial account (bank, securities, or other) in a foreign country? If YES, the organization may have to file Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts. If YES, enter the name of the foreign country here: VARIOUS... 2 During the tax year, did the organization receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? If YES, see page 5 of the instructions for other forms the organization may have to file... 3 Enter the amount of tax-exempt interest received or accrued during the tax year: \$.

Schedule A - Cost of Goods Sold. Enter method of inventory valuation

N/A

1 Inventory at beginning of year... 2 Purchases... 3 Cost of labor... 4a Additional section 263A costs... 4b Other costs (attach schedule)... 5 Total. Add lines 1 through 4b... 6 Inventory at end of year... 7 Cost of goods sold. Subtract line 6 from line 5. Enter here and in Part I, line 2... 8 Do the rules of section 263A (with respect to property produced or acquired for resale) apply to the organization? Yes No X

Sign Here: Under penalties of perjury, I declare that I have prepared 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. Signature of officer: [Signature] Date: 3/12/09 Title: PRESIDENT... Preparer's signature: [Signature] Date: 3/12/09... Firm's name (or yours if self-employed), address, and ZIP code: FITZGERALD & CO. CPAS, P.C., 7900 WESTPARK DRIVE, SUITE T600, MCLEAN, VIRGINIA 22102... EIN: 54-1588999 Phone no.: (703) 847-4600

Schedule C - Rent Income (From Real Property and Personal Property Leased With Real Property) (see instr. on pg 19)

1 Description of property

(1)		
(2)		
(3)		
(4)		

2 Rent received or accrued		3(a) Deductions directly connected with the income in columns 2(a) and 2(b) (attach schedule)
(a) From personal property (if the percentage of rent for personal property is more than 10% but not more than 50%)	(b) From real and personal property (if the percentage of rent for personal property exceeds 50% or if the rent is based on profit or income)	
(1)		
(2)		
(3)		
(4)		
Total	0.	Total 0.

(c) Total income. Add totals of columns 2(a) and 2(b). Enter here and on page 1, Part I, line 6, column (A) **0.** (b) Total deductions. Enter here and on page 1, Part I, line 6, column (B) **0.**

Schedule E - Unrelated Debt-Financed Income (See instructions on page 19)

1 Description of debt-financed property	2 Gross income from or allocable to debt-financed property	3 Deductions directly connected with or allocable to debt-financed property	
		(a) Straight line depreciation (attach schedule)	(b) Other deductions (attach schedule)
		STATEMENT 2	STATEMENT 3
(1) ARLINGTON CAMPUS	9,040,169.	1,696,675.	7,930,023.
(2)			
(3)			
(4)			

4 Amount of average acquisition debt on or allocable to debt-financed property (attach schedule)	5 Average adjusted basis of or allocable to debt-financed property (attach schedule)	6 Column 4 divided by column 5	7 Gross income reportable (column 2 x column 6)	8 Allocable deductions (column 8 x total of columns 3(a) and 3(b))
(1) 74,889,353.	73,076,792.	100.00%	9,040,169.	9,626,698.
(2)		%		
(3)		%		
(4)		%		

Totals **9,040,169.** **9,626,698.**
 Total dividends-received deductions included in column 8 **0.**

Schedule F - Interest, Annuities, Royalties, and Rents From Controlled Organizations (See instructions on page 20)

1 Name of controlled organization	2 Employer identification number	Exempt Controlled Organizations			
		3 Net unrelated income (loss) (see instructions)	4 Total of specified payments made	5 Part of column 4 that is included in the controlling organization's gross income	6 Deductions directly connected with income in column 5
(1)					
(2)					
(3)					
(4)					

Nonexempt Controlled Organizations

7 Taxable income	8 Net unrelated income (loss) (see instructions)	9 Total of specified payments made	10 Part of column 9 that is included in the controlling organization's gross income	11 Deductions directly connected with income in column 10
(1)				
(2)				
(3)				
(4)				

Add columns 5 and 10. Enter here and on page 1, Part I, line 8, column (A). **0.**
 Add columns 6 and 11. Enter here and on page 1, Part I, line 8, column (B). **0.**

Totals

Schedule G - Investment Income of a Section 501(c)(7), (9), or (17) Organization

(see instructions on page 21)

Table with 5 columns: 1 Description of income, 2 Amount of income, 3 Deductions directly connected, 4 Set-asides, 5 Total deductions and set-asides. Totals: 0.

Schedule I - Exploited Exempt Activity Income, Other Than Advertising Income

(see instructions on page 21)

Table with 7 columns: 1 Description of exploited activity, 2 Gross unrelated business income, 3 Expenses directly connected, 4 Net income (loss), 5 Gross income from activity, 6 Expenses attributable, 7 Excess exempt expenses. Totals: 0.

Schedule J - Advertising Income (see instructions on page 21)

Part I Income From Periodicals Reported on a Consolidated Basis

Table with 7 columns: 1 Name of periodical, 2 Gross advertising income, 3 Direct advertising costs, 4 Advertising gain or (loss), 5 Circulation income, 6 Readership costs, 7 Excess readership costs. Totals: 0.

Part II Income From Periodicals Reported on a Separate Basis (For each periodical listed in Part II, fill in columns 2 through 7 on a line-by-line basis.)

Table with 7 columns: 1 Name of periodical, 2 Gross advertising income, 3 Direct advertising costs, 4 Advertising gain or (loss), 5 Circulation income, 6 Readership costs, 7 Excess readership costs. Totals: 0.

Schedule K - Compensation of Officers, Directors, and Trustees (see instructions on page 22)

Table with 4 columns: 1 Name, 2 Title, 3 Percent of time devoted to business, 4 Compensation attributable to unrelated business. Total: 0.

FORM 990-T	INCOME (LOSS) FROM PARTNERSHIPS	STATEMENT	1
DESCRIPTION		AMOUNT	
CMS STRATEGIES/BARLOW LONG-SHORT EQUITY FUND, LLC		-3,720.	
TOTAL TO FORM 990-T, PAGE 1, LINE 5		-3,720.	

FORM 990-T	SCHEDULE E - DEPRECIATION DEDUCTION	STATEMENT	2
DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
DEPRECIATION		1,696,675.	
- SUBTOTAL -	1		1,696,675.
TOTAL OF FORM 990-T, SCHEDULE E, COLUMN 3(A)			1,696,675.

FORM 990-T	SCHEDULE E - OTHER DEDUCTIONS	STATEMENT	3
DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
INTEREST		4,567,754.	
UTILITIES		572,595.	
ACCOUNTING AND LEGAL		10,780.	
INSURANCE		101,275.	
GENERAL AND ADMINSTRATIVE		384,206.	
CLEANING		237,206.	
REPAIRS AND MAINTENANCE		741,918.	
ROADS/GROUNDS/SECURITY		177,539.	
TAXES		741,232.	
AMORTIZATION		395,518.	
- SUBTOTAL -	1		7,930,023.
TOTAL OF FORM 990-T, SCHEDULE E, COLUMN 3(B)			7,930,023.