Form **990-PF**

Department of the Treasury
Internal Revenue Service (77)

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.*

OMB No 1545-0052

2007

For calendar year 2007, or tax year beginning , and ending

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

Use the IRS label Otherwise, print or type. See Specific Instructions

Name of foundation
THE CHARLES CRANE FAMILY FOUNDATION,INC
C/O DLA PIPER RUDNICK, LLP

Number and street (or P O box number if mail is not delivered to street address) Room/suite
6225 SMITH AVENUE

City or town, state, and ZIP code
BALTIMORE, MD 21209-3600

A Employer identification number
52-1755504

B Telephone number
410-580-4410

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 ▶[ ]

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶[ ]

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 60,534,853.

J Accounting method: [X] Cash [ ] Accrual
[ ] Other (specify)
(Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶[ ]

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	3,000.	3,000.		STATEMENT 1
	4 Dividends and interest from securities	526,189.	526,174.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	827,899.			
	b Gross sales price for all assets on line 6a 827,899.				
	7 Capital gain net income (from Part IV, line 2)		827,899.		
	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	1,032,362.	1,568,769.		STATEMENT 3
	12 **Total.** Add lines 1 through 11	2,389,450.	2,925,842.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	6,250.	0.		6,250.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 4	59,676.	43,142.		16,534.
	b Accounting fees STMT 5	19,835.	9,935.		9,900.
	c Other professional fees STMT 6	64,594.	64,594.		0.
	17 Interest				
	18 Taxes STMT 7	56,981.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 8	7,094.	0.		7,094.
	24 **Total operating and administrative expenses** Add lines 13 through 23	214,430.	117,671.		39,778.
	25 Contributions, gifts, grants paid	2,684,440.			2,684,440.
	26 **Total expenses and disbursements** Add lines 24 and 25	2,898,870.	117,671.		2,724,218.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-509,420.			
	b **Net investment income** (if negative, enter -0-)		2,808,171.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

RECEIVED
OCT 1 2 2010
OGDEN, UT
411
IRS-OSC

SCANNED OCT 2 1 2010

LHA For Privacy Act and Paperwork Reduction Act Notice, see the instructions.

723501
02-20-08

08490914 758923 6873472 2007.07091 THE CHARLES CRANE FAMILY FO 68734722

17

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	19.	17.	17.
	2 Savings and temporary cash investments	5,507,305.	3,938,394.	3,938,394.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 12	30,244,532.	31,516,182.	56,582,326.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 13)	189,216.	14,116.	14,116.
	16 **Total assets** (to be completed by all filers)	35,941,072.	35,468,709.	60,534,853.
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 ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	35,941,072.	35,468,709.	
	30 **Total net assets or fund balances**	35,941,072.	35,468,709.	
	31 **Total liabilities and net assets/fund balances**	35,941,072.	35,468,709.	

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	35,941,072.
2	Enter amount from Part I, line 27a	2	-509,420.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 10	3	57,527.
4	Add lines 1, 2, and 3	4	35,489,179.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 11	5	20,470.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	35,468,709.

Form **990-PF** (2007)

723511
02-20-08

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 ASSOCIATED CONSOLIDATED INVESTMENT FUND	P		
b LYONS MILL NO 2, LLLP	D		
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	798,805.			798,805.
b	29,094.			29,094.
c				
d				
e				

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) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				798,805.
b				29,094.
c				
d				
e				

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	827,899.
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))
2006	2,063,720.	56,296,025.	.036658
2005	2,797,115.	41,896,516.	.066762
2004	3,133,833.	36,886,573.	.084959
2003	2,278,204.	35,019,277.	.065056
2002	1,519,292.	35,797,496.	.042441

2 **Total** of line 1, column (d)	2	.295876
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	.059175
4 Enter the net value of noncharitable-use assets for 2007 from Part X, line 5	4	60,021,745.
5 Multiply line 4 by line 3	5	3,551,787.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	28,082.
7 Add lines 5 and 6	7	3,579,869.
8 Enter qualifying distributions from Part XII, line 4	8	2,724,218.

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.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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 ▶ ☐ and enter 1% of Part I, line 27b			1	56,163.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	56,163.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	56,163.
6 Credits/Payments:				
a 2007 estimated tax payments and 2006 overpayment credited to 2007	6a	61,240.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	25,000.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d O.R. OVERPAYMENT		-35,209.	7	51,031.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ 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	5,132.
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 2008 estimated tax** ▶ **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		X
If "Yes," attach a detailed description of the activities.			
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
If "Yes," attach the statement required by General Instruction T.			
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year?	7	X	
If "Yes," complete Part II, col. (c), and Part XV			
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MD			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2007 or the taxable year beginning in 2007 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

		Line	Yes	No
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? N/A	11b		
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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ CAROLYN MCCULLY Telephone no. ▶ 410-580-4410

Located at ▶ 6225 SMITH AVENUE, BALTIMORE, MD ZIP+4 ▶ 21209

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

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.

			Line	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?	☐ Yes ☒ No			
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ 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			
(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			
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)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
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 2007?		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 2007, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2007? If "Yes," list the years ▶ ______, ______, ______, ______.	☐ Yes ☒ No			
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			
b	If "Yes," did it have excess business holdings in 2007 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 2007.)*	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 2007?		4b		X

Form **990-PF** (2007)

723541
02-20-07

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)? N/A **5b**
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No
If "Yes," attach the statement required by Regulations section 53 4945-5(d).
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X
If you answered "Yes" to 6b, also file Form 8870
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

1 List all officers, directors, trustees, 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 14		6,250.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 THE FOUNDATION MAKES CONTRIBUTIONS TO OTHER SECTION 501(C)(3) ORGANIZATIONS. SEE ATTACHED SCHEDULE.	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	16,224,768.
b	Average of monthly cash balances		1b	4,621,014.
c	Fair market value of all other assets		1c	40,090,000.
d	**Total** (add lines 1a, b, and c)		1d	60,935,782.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	60,935,782.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	914,037.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	60,021,745.
6	**Minimum investment return** Enter 5% of line 5		6	3,001,087.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6		1	3,001,087.
2a	Tax on investment income for 2007 from Part VI, line 5	2a 56,163.		
b	Income tax for 2007. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	56,163.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	2,944,924.
4	Recoveries of amounts treated as qualifying distributions		4	53,214.
5	Add lines 3 and 4		5	2,998,138.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	2,998,138.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	2,724,218.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,724,218.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,724,218.

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 2006	(c) 2006	(d) 2007
1 Distributable amount for 2007 from Part XI, line 7				2,998,138.
2 Undistributed income, if any, as of the end of 2006				
a Enter amount for 2006 only			0.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2007:				
a From 2002				
b From 2003 565,837.				
c From 2004 1,357,828.				
d From 2005 772,677.				
e From 2006				
f **Total** of lines 3a through e	2,696,342.			
4 Qualifying distributions for 2007 from Part XII, line 4: ▶ $ 2,724,218.				
a Applied to 2006, 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 2007 distributable amount				2,724,218.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2007 (If an amount appears in column (d), the same amount must be shown in column (a))	273,920.			273,920.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,422,422.			
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 2006. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2007. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2008				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 2002 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2008.** Subtract lines 7 and 8 from line 6a	2,422,422.			
10 Analysis of line 9:				
a Excess from 2003 291,917.				
b Excess from 2004 1,357,828.				
c Excess from 2005 772,677.				
d Excess from 2006				
e Excess from 2007				

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 2007, 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			
	(a) 2007	(b) 2006	(c) 2005	(d) 2004	(e) Total
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 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 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:

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
a *Paid during the year*				
SEE STATEMENT 15				
Total			▶ 3a	2,684,440.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	3,000.	
4 Dividends and interest from securities	531390	15.	14	526,174.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income	531390	-364,175.	16	1,396,537.	
8 Gain or (loss) from sales of assets other than inventory			18	827,899.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		-364,160.		2,753,610.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 2,389,450.

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

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).
	NOT APPLICABLE

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

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

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		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 (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

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

Sign Here

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 or fiduciary) is based on all information of which preparer has any knowledge.

Signature of officer or trustee 11/07/10 Date President Title

Paid Preparer's Use Only

Preparer's signature Date 9/28/10 Check if self-employed ☐ Preparer's SSN or PTIN P00026063

Firm's name (or yours if self-employed), address, and ZIP code: RSM MCGLADREY INC.
100 INTERNATIONAL DRIVE, SUITE 1400
BALTIMORE, MARYLAND 21202

EIN

Phone no. (410)246-9300

Form **990-PF** (2007)

723622
02-20-08

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

SOURCE	AMOUNT
BELAIR BELTWAY PARTNERSHIP	3,000.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	3,000.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
8835 PARTNERSHIP, LLP	718.	0.	718.
ASSOC CONSOLIDATED INVESTMENT FUND	152,852.	0.	152,852.
BELAIR BELTWAY PARTNERSHIP, LLP	4,359.	0.	4,359.
CHESTERHAVEN BEACH PARTNERSHIP	604.	0.	604.
DLA PIPER RUDNICK LLP	216,919.	0.	216,919.
HARBOR PARTNERSHIP, LLP	289.	0.	289.
LEWAL PARTNERSHIP, LLP	3,653.	0.	3,653.
LYONS LAKE LTD (S CORP UBIT)	15.	0.	15.
LYONS MILL NO 2, LLLP	25,175.	0.	25,175.
LYONS MILLS PARTNERSHIP, LLP	92,607.	0.	92,607.
ST. CHARLES AT OLDE COURT PARTNERSHIP, LLP	13,585.	0.	13,585.
WALBERT PARTNERSHIP, LLP	1,327.	0.	1,327.
WHITEMARSH INDUSTRIAL PARK PARTNERSHIP	14,086.	0.	14,086.
TOTAL TO FM 990-PF, PART I, LN 4	526,189.	0.	526,189.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
8835 PARTNERSHIP, LLP PTR INCOME	114,507.	114,507.	
BELAIR BELTWAY PRSHP, LLP (UBIT)	257,794.	172,232.	
HARBOR PARTNERSHIP, LLP PTRSHP INCOME	53,348.	53,348.	
LYONS MILLS PARTNERSHIP LLP PTRSP (UBIT)	256,603.	256,603.	
ST CHARLES AT OLDE COURT PTRSHP LLP	778,319.	778,319.	
WALBERT PARTNERSHIP, LLP PTRSHP INCOME	72,297.	72,297.	

LYONS LAKE, LTD (UBIT)	-308,604.	0.	
LYONS MILL NO 2, LLLP PTRSHP (UBTI)	-313,365.	0.	
WHITEMARSH INDUSTRIAL PARK PARTNERSHIP	121,463.	121,463.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,032,362.	1,568,769.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	59,676.	43,142.		16,534.
TO FM 990-PF, PG 1, LN 16A	59,676.	43,142.		16,534.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX RETURN PREP AND CONSULTING	19,835.	9,935.		9,900.
TO FORM 990-PF, PG 1, LN 16B	19,835.	9,935.		9,900.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	44,031.	44,031.		0.
ADMINISTRATIVE FEES	7,313.	7,313.		0.
APPRAISAL FEE	13,250.	13,250.		0.
TO FORM 990-PF, PG 1, LN 16C	64,594.	64,594.		0.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX PAYMENTS	56,981.	0.		0.
TO FORM 990-PF, PG 1, LN 18	56,981.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISCELLANEOUS	7,094.	0.		7,094.
TO FORM 990-PF, PG 1, LN 23	7,094.	0.		7,094.

FOOTNOTES STATEMENT 9

THE RETURN IS BEING AMENDED TO PROPERLY REPORT THE AMOUNT OF UNRELATED BUSINESS TAXABLE INCOME (UBTI) FOR THE TAX YEAR. WHEN THE FOUNDATION RECEIVED THE 2007 K-1 FROM LYONS MILLS PARTNERSHIP, LLP, IT REPORTED UBTI OF $318,763. UPON SUBSEQUENT REVIEW OF THE PARTNERSHIP'S BOOKS AND RECORDS, THE PARTNERSHIP'S ACCOUNTANT HAS DETERMINED THAT THE AMOUNT REPORTED WAS INCORRECT, AND THAT THERE WAS NO UBTI GENERATED BY THE PARTNERSHIP FOR THE YEAR. ACCORDINGLY, THE 990PF IS BEING AMENDED TO REFLECT THIS CORRECTION AND TO INCLUDE THIS AMOUNT IN THE CALCULATION OF NET INVESTMENT INCOME. IN ADDITION, THE FOUNDATION WILL BE AMENDING FORM 990T TO REDUCE THE AMOUNT OF UBTI FOR THE YEAR.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 10

DESCRIPTION	AMOUNT
TAX EXEMPT INCOME	4,313.
RECOVERY OF PRIOR YEAR GRANT	53,214.
TOTAL TO FORM 990-PF, PART III, LINE 3	57,527.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 11

DESCRIPTION	AMOUNT
NONDEDUCTIBLE PREM. ON LIFE INS POLICY	20,470.
TOTAL TO FORM 990-PF, PART III, LINE 5	20,470.

FORM 990-PF OTHER INVESTMENTS STATEMENT 12

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
8835 PTRSHP, LLP 37.5% INT	COST	1,298,903.	1,226,000.
BELAIR BELTWAY PTRSHP,37.5%INT	COST	3,859,968.	3,725,000.
CHESTERHAVEN BEACH PTRSHP,75%	COST	1,261,101.	1,595,000.
HARBOR PTRSHP, 25% INT	COST	199,210.	476,000.
LEWAL PTRSHP, 37.5% INT	COST	217,529.	195,000.
LYONS MILLS PTRSHP, 55% INT	COST	5,127,077.	9,920,000.
ST CHARLES AT OLD CT PTRSHP,	COST	5,674,843.	9,508,000.
WALBERT PTRSHP, 37.5% INT	COST	543,527.	1,212,000.
WHITEMARSH IND PK PTRSHP, 75%	COST	2,126,398.	4,381,000.
LYONS MILL NO 2, 50% INT	COST	-419,740.	4,144,000.
ASSOCIATED CONSOLIDATED INV.	COST	11,116,948.	16,492,326.
LYONS LAKE, LTD	COST	510,418.	3,708,000.
TOTAL TO FORM 990-PF, PART II, LINE 13		31,516,182.	56,582,326.

FORM 990-PF OTHER ASSETS STATEMENT 13

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
INTEREST RECEIVABLE	20,253.	14,116.	14,116.
DISTRIBUTION RECEIVABLE	168,963.	0.	0.
TO FORM 990-PF, PART II, LINE 15	189,216.	14,116.	14,116.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 14

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
DEAN LAURENCE M. KATZ 6225 SMITH AVENUE BALTIMORE, MD 21209	PRESIDENT 40.00	6,250.	0.	0.
SHALE D. STILLER 6225 SMITH AVENUE BALTIMORE, MD 21209	VICE PRESIDENT 0.00	0.	0.	0.
DARRELL D. FREIDMAN 6225 SMITH AVENUE BALTIMORE, MD 21209	VP-SEC 0.00	0.	0.	0.
AMY MACHT 6225 SMITH AVENUE BALTIMORE, MD 21209	VICE PRESIDENT 0.00	0.	0.	0.
P. MCEVOY CROMWELL 6225 SMITH AVENUE BALTIMORE, MD 21209	TREASURER 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		6,250.	0.	0.

FORM 990-PF — GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR — STATEMENT 15

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
BON SECOURS FOUNDATION 2000 W. BALTIMORE STREET, BALTIMORE, MD 21223	NONE UNRESTRICTED	PUBLIC	15,000.
CENTER FOR JEWISH EDUCATION 5708 PARK HEIGHTS AVENUE, BALTIMORE, MD 21215	NONE UNRESTRICTED	PUBLIC	740,000.
CONTIBUTION THROUGH LYONS MILLS PTRSHP	NONE UNRESTRICTED	PUBLIC	137.
CONTRIBUTION THROUGH LYONS MILLS NO 2 PTRSHP	NONE UNRESTRICTED	PUBLIC	123.
CONTRIBUTION THROUGH ST. CHARLES AT OLDE COURT PTRSHP	NONE UNRESTRICTED	PUBLIC	28.
HOUSE OF RUTH 2201 ARGONNE DRIVE, BALTIMORE, MD 21218	NONE UNRESTRICTED	PUBLIC	45,000.
JEWISH CAMP & CONFERENCE SERVICE, INC , BALTIMORE, MD	NONE UNRESTRICTED	PUBLIC	150,000.
JOHNS HOPKINS UNIVERSITY 3400 N. CHARLES STREET, BALTIMORE, MD 21218	NONE UNRESTRICTED	PUBLIC	83,334.
MERCY HEALTH SERVICE CAPITAL CAMPAIGN 301 ST. PAUL PLACE, BALTIMORE, MD 21202	NONE UNRESTRICTED	PUBLIC	125,000.

NORTHWEST CITIZENS PATROL , BALTIMORE, MD	NONE UNRESTRICTED	PUBLIC	25,000.
PARKS AND PEOPLE FOUNDATION 800 WYMAN PARK DRIVE, BALTIMORE, MD 21211	NONE UNRESTRICTED	PUBLIC	1,000.
SHEPPARD & ENOCH PRATT FOUNDATION 400 CATHEDRAL STREET, BALTIMORE, MD 21201	NONE UNRESTRICTED	PUBLIC	50,000.
THE ASSOCIATED JEWISH COMMUNITY FEDERATION 101 W. MT. ROYAL AVENUE, BALTIMORE, MD 21201	NONE UNRESTRICTED	PUBLIC	280,000.
UNIVERSITY OF BALTIMORE EDUCATIONAL FOUNDATION 1420 N. CHARLES STREET, BALTIMORE, MD 21201	NONE UNRESTRICTED	PUBLIC	53,000.
UNIVERSTIY OF MARYLAND BALTIMORE FOUNDATION 660 W. REDWOOD STREET, BALTIMORE, MD 21201	NONE UNRESTRICTED	PUBLIC	108,686.
UNIVERSITY OF MARYLAND SCHOOL OF LAW 660 W. REDWOOD STREET, BALTIMORE, MD 21201	NONE UNRESTRICTED	PUBLIC	75,000.
SAFE AND SOUND, BALTIMORE'S CAMPAIGN FOR CHILDREN AND YOUTH 2 EAST READ STREET, BALTIMORE, MD 21202	NONE UNRESTRICTED	PUBLIC	560,000.
TALMUICAL ACADEMY OF BALTIMORE 4445 OLD COURT ROAD, BALTIMORE, MD 21208	NONE UNRESTRICTED	PUBLIC	33,333.
HILLEL OF GREATER BALTIMORE 5950 PARK HEIGHTS AVE, BALTIMORE, MD 21215	NONE UNRESTRICTED	PUBLIC	40,000.

SINAI HOSPITAL 2401 WEST BELVEDERE AVENUE, BALTIMORE, MD 21215	NONE UNRESTRICTED	PUBLIC	25,000.
THE HARRY & JEANNETTE WEINBERG ACADEMY 10712 MARRIOTTSVILLE ROAD, RANDALLSTOWN, MD 21133	NONE UNRESTRICTED	PUBLIC	33,333.
ST. VINCENT'S CENTER 320 CATHEDRAL STREET, BALTIMORE, MD 21201	NONE UNRESTRICTED	PUBLIC	33,333.
SHORESH, INC 2704 BARTOL AVENUE, BALTIMORE, MD 21209	NONE UNRESTRICTED	PUBLIC	100,000.
WOMEN'S INSTITUTE OF TORAH 6602 PARK HEIGHTS AVENUE, BALTIMORE, MD 21215	NONE UNRESTRICTED	PUBLIC	25,000.
AMERICAN FRIENDS OF MELITZ 5708 PARK HEIGHTS AVENUE, BALTIMORE, MD 21215	NONE UNRESTRICTED	PUBLIC	21,333.
YESHIVAS ATERES 3305 SEVEN MILE LANE, BALTIMORE, MD 21208	NONE UNRESTRICTED	PUBLIC	16,800.
AHAVAS YISROEL 6400 CROSS COUNTRY BLVD., BALTIMORE, MD 21215	NONE UNRESTRICTED	PUBLIC	5,000.
CHAI LIFELINE 151 WEST 30TH STREET, NEW YORK, NY 10001	NONE UNRESTRICTED	PUBLIC	5,000.
HEBREW IMMIGRANT AID SOCIETY 333 SEVENTH AVENUE, NEW YORK, NY 10001	NONE UNRESTRICTED	PUBLIC	5,000.

LIVING CLASSROOMS FOUNDATION 1417 THAMES STREET, BALTIMORE, MD 21231	NONE UNRESTRICTED	PUBLIC	5,000.
NAMI 804 LANDMARK DR, GLEN BURNIE, MD 21061	NONE UNRESTRICTED	PUBLIC	25,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			2,684,440.