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Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

▶ The organization may have to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0047

2009

Open to Public Inspection

A For the 2009 calendar year, or tax year beginning , 2009, and ending , 20

B Check if applicable: ☐ Address change ☐ Name change ☐ Initial return ☐ Terminated ☐ Amended return ☐ Application pending

Please use IRS label or print or type See Specific Instructions.

C Name of organization VENABLE FOUNDATION, INC.

Doing Business As

Number and street (or P O box if mail is not delivered to street address) 750 E. PRATT STREET, Room/suite 900

City or town, state or country, and ZIP + 4 BALTIMORE, MD 21202

D Employer identification number 52-1283255

E Telephone number (410) 244-7400

G Gross receipts $ 2,059,725.

F Name and address of principal officer BENJAMIN CIVILETTI
750 E. PRATT STREET, SUITE 900 BALTIMORE, MD 21202

H(a) Is this a group return for affiliates? ☐ Yes ☒ No

H(b) Are all affiliates included? ☐ Yes ☒ No

If "No," attach a list (see instructions)

H(c) Group exemption number ▶

I Tax-exempt status: ☒ 501(c) (3) ◀ (insert no) ☐ 4947(a)(1) or ☐ 527

J Website: ▶ VENABLE.COM/SOCIALRESPONSIBILITY/FOUNDATION

K Form of organization: ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶

L Year of formation 1983 **M** State of legal domicile MD

Part I Summary

1 Briefly describe the organization's mission or most significant activities
THE FOUNDATION SUPPORTS A WIDE RANGE OF CIVIC, CULTURAL AND CHARITABLE ENDEAVORS AS WELL AS PUBLIC INTEREST LAW AND LEGAL EDUCATION, WITH A CENTRAL FOCUS ON LEGAL ASSISTANCE AND LEGAL EDUCATION PROGRAMS.

2 Check this box ▶ ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets

3 Number of voting members of the governing body (Part VI, line 1a)	3	3
4 Number of independent voting members of the governing body (Part VI, line 1b)	4	0
5 Total number of employees (Part V, line 2a)	5	0
6 Total number of volunteers (estimate if necessary)	6	0
7a Total gross unrelated business revenue from Part VIII, column (C), line 12	7a	0.
b Net unrelated business taxable income from Form 990-T, line 34	7b	0.

		Prior Year	Current Year
Revenue	8 Contributions and grants (Part VIII, line 1h)	1,972,000.	2,058,000.
	9 Program service revenue (Part VIII, line 2g)	0.	0.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	935.	475.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	7,500.	1,250.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	1,980,435.	2,059,725.
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	1,961,950.	2,043,150.
	14 Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	0.	0.
	16 a Professional fundraising fees (Part IX, column (A), line 11e)	0.	0.
	b Total fundraising expenses, Part IX, column (D), line 25) ▶		
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	195.	5.
	18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	1,962,145.	2,043,155.
	19 Revenue less expenses Subtract line 18 from line 12	18,290.	16,570.

		Beginning of Year	End of Year
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	175,935.	192,505.
	21 Total liabilities (Part X, line 26)		
	22 Net assets or fund balances Subtract line 21 from line 20	175,935.	192,505.

Part II Signature Block

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 officer) is based on all information of which preparer has any knowledge

Sign Here

▶ Signature of officer — Date 11/12/10

▶ Type or print name and title

Paid Preparer's Use Only

Preparer's signature ▶ Gene Radousis — Date 11/10/2010 — Check if self-employed ▶ ☐ — Preparer's identifying number (see instructions) P00365441

Firm's name (or yours if self-employed), address, and ZIP + 4 ▶ PRICEWATERHOUSECOOPERS LLP, 100 E. PRATT STREET BALTIMORE, MD 21202-1096 — EIN ▶ 13-4008324 — Phone no ▶ 410-783-7600

May the IRS discuss this return with the preparer shown above? (see instructions) ☒ Yes ☐ No

For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions. * Form **990** (2009)

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Part III Statement of Program Service Accomplishments

1 Briefly describe the organization's mission:
ATTACHMENT 2

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? . . . . . ☐ Yes ☒ No
If "Yes," describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? . . . . . ☐ Yes ☒ No
If "Yes," describe these changes on Schedule O.

4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code _____) (Expenses $ 2,043,155. including grants of $ 2,058,000.) (Revenue $ 2,059,725)
THE FOUNDATION WAS ORGANIZED AS A PUBLIC CHARITY EXCLUSIVELY FOR CHARITABLE PURPOSES. THE FOUNDATION PROVIDES SUPPORT TO VARIOUS TAX-EXEMPT ORGANIZATIONS WHO FOSTER AND PROMOTE CHARITABLE, RELIGIOUS, SCIENTIFIC, OR EDUCATIONAL SERVICES TO THE GENERAL PUBLIC.

4b (Code _____) (Expenses $ _____ including grants of $ _____) (Revenue $ _____)

4c (Code. _____) (Expenses $ _____ including grants of $ _____) (Revenue $ _____)

4d Other program services. (Describe in Schedule O)
(Expenses $ _____ including grants of $ _____) (Revenue $ _____)

4e Total program service expenses ▶ 2,043,155.

Part IV Checklist of Required Schedules

			Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? *If "Yes," complete Schedule A*	1	X	
2	Is the organization required to complete Schedule B, Schedule of Contributors?	2	X	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? *If "Yes," complete Schedule C, Part I*	3		X
4	**Section 501(c)(3) organizations.** Did the organization engage in lobbying activities? *If "Yes," complete Schedule C, Part II*	4		X
5	**Sections 501(c)(4), 501(c)(5), and 501(c)(6) organizations.** Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? *If "Yes," complete Schedule C, Part III*	5		
6	Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? *If "Yes," complete Schedule D, Part I*	6		X
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? *If "Yes," complete Schedule D, Part II*	7		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*	8		X
9	Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? *If "Yes," complete Schedule D, Part IV*	9		X
10	Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? *If" Yes, "complete Schedule D, Part V*	10		X
11	Is the organization's answer to any of the following questions "Yes"? *If so, complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable*	11		X
	• Did the organization report an amount for land, buildings, and equipment in Part X, line 10? *If "Yes," complete Schedule D, Part VI*			
	• Did the organization report an amount for investments—other-securitiesin Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VII*			
	• Did the organization report an amount for investments-program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VIII*			
	• Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part IX*			
	• Did the organization report an amount for other liabilities in Part X, line 25? *If "Yes," complete Schedule D, Part X*			
	• Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48? *If "Yes," complete Schedule D, Part X*			
12	Did the organization obtain separate, independent audited financial statements for the tax year? *If "Yes," complete Schedule D, Parts XI, XII, and XIII*	12		X
12 A	Was the organization included in consolidated, independent audited financial statement for the tax year? *If "Yes," completing Schedule D, Parts XI, XII, and XIII is optional*	12A		X
13	Is the organization a school described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E.*	13		X
14 a	Did the organization maintain an office, employees, or agents outside of the United States?	14a		X
b	Did the organization have aggregate revenues or expenses of more than $10,000 from grantmaking, fundraising, business, and program service activities outside the United States? *If "Yes," complete Schedule F, Part I*	14b		X
15	Did the organization report on Part IX, column (A), line 3, more than $5,000 of grants or assistance to any organization or entity located outside the United States? *If "Yes," complete Schedule F, Part II.*	15		X
16	Did the organization report on Part IX, column (A), line 3, more than $5,000 of aggregate grants or assistance to individuals located outside the United States? *If "Yes," complete Schedule F, Part III*	16		X
17	Did the organization report a total of more than $15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? *If "Yes," complete Schedule G, Part I*	17		X
18	Did the organization report more than $15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? *If "Yes," complete Schedule G, Part II*	18		X
19	Did the organization report more than $15,000 of gross income from gaming activities on Part VIII, line 9a? *If "Yes," complete Schedule G, Part III*	19		X
20	Did the organization operate one or more hospitals? *If "Yes," complete Schedule H*	20		X

Part IV Checklist of Required Schedules *(continued)*

			Yes	No
21	Did the organization report more than $5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? *If "Yes," complete Schedule I, Parts I and II*	21	X	
22	Did the organization report more than $5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? *If "Yes," complete Schedule I, Parts I and III*	22		X
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? *If "Yes," complete Schedule J*	23		X
24 a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than $100,000 as of the last day of the year, that was issued after December 31, 2002? *If "Yes," answer lines 24b through 24d and complete Schedule K If "No," go to question 25*	24a		X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25 a	**Section 501(c)(3) and 501(c)(4) organizations.** Did the organization engage in an excess benefit transaction with a disqualified person during the year? *If "Yes," complete Schedule L, Part I*	25a		X
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? *If "Yes," complete Schedule L, Part I*	25b		X
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? *If "Yes," complete Schedule L, Part II*	26		X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? *If "Yes," complete Schedule L, Part III*	27		X
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):			
a	A current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	28a		X
b	A family member of a current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	28b		X
c	An entity of which a current or former officer, director, trustee, or key employee of the organization (or a family member) was an officer, director, trustee, or direct or indirect owner? *If "Yes," complete Schedule L, Part IV*	28c		X
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	29		X
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	30		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	31		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	32		X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301 7701-2 and 301 7701-3? *If "Yes," complete Schedule R, Part I*	33		X
34	Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1*	34	X	
35	Is any related organization a controlled entity within the meaning of section 512(b)(13)? *If "Yes," complete Schedule R, Part V, line 2*	35		X
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If "Yes," complete Schedule R, Part V, line 2*	36		X
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? *If "Yes," complete Schedule R, Part VI*	37		X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? **Note.** All Form 990 filers are required to complete Schedule O	38	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

			Yes	No
1a	Enter the number reported in Box 3 of Form 1096, Annual Summary and Transmittal of U S Information Returns. Enter -0- if not applicable	1a 0		
b	Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable	1b 0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	N/A	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a 0		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? **Note.** If the sum of lines 1a and 2a is greater than 250, you may be required to *e-file* this return (see instructions)	2b		
3a	Did the organization have unrelated business gross income of $1,000 or more during the year covered by this return?	3a		X
b	If "Yes," has it filed a Form 990-T for this year? *If "No," provide an explanation in Schedule O*	3b		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a		X
b	If "Yes," enter the name of the foreign country ▶ _____ See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts			
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b		X
c	If "Yes," to question 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?	5c		
6a	Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible?	6a		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b		
7	**Organizations that may receive deductible contributions under section 170(c).**			
a	Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?	7a		X
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c		X
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d		
e	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e		X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f		X
g	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?	7g		
h	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?	7h		
8	**Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.** Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8		X
9	**Sponsoring organizations maintaining donor advised funds.**			
a	Did the organization make any taxable distributions under section 4966?	9a	N/A	
b	Did the organization make a distribution to a donor, donor advisor, or related person?	9b	N/A	
10	**Section 501(c)(7) organizations.** Enter			
a	Initiation fees and capital contributions included on Part VIII, line 12	10a		
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b		
11	**Section 501(c)(12) organizations.** Enter:			
a	Gross income from members or shareholders	11a		
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	11b		
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?	12a		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b		

Part VI Governance, Management, and Disclosure *For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.*

Section A. Governing Body and Management

				Yes	No
1a	Enter the number of voting members of the governing body	1a	3		
b	Enter the number of voting members that are independent	1b	0		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2		X	
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3			X
4	Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?	4			X
5	Did the organization become aware during the year of a material diversion of the organization's assets?	5			X
6	Does the organization have members or stockholders?	6			X
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?	7a			X
b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons?	7b			X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following				
a	The governing body?	8a		X	
b	Each committee with authority to act on behalf of the governing body?	8b			X
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? *If "Yes," provide the names and addresses in Schedule O*	9a			X

Section B. Policies *(This Section B requests information about policies not required by the Internal Revenue Code.)*

			Yes	No
10a	Does the organization have local chapters, branches, or affiliates?	10a		X
b	If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?	10b		
11	Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	11	X	
11A	Describe in Schedule O the process, if any, used by the organization to review this Form 990			
12a	Does the organization have a written conflict of interest policy? *If "No," go to line 13*	12a		X
b	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b		
c	Does the organization regularly and consistently monitor and enforce compliance with the policy? *If "Yes," describe in Schedule O how this is done*	12c		
13	Does the organization have a written whistleblower policy?	13		X
14	Does the organization have a written document retention and destruction policy?	14		X
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?			
a	The organization's CEO, Executive Director, or top management official	15a		X
b	Other officers or key employees of the organization	15b		X
	If "Yes" to line 15a or 15b, describe the process in Schedule O (See instructions.)			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a		X
b	If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?	16b		

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ▶ MD,

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection Indicate how you make these available Check all that apply

☐ Own website ☐ Another's website ☒ Upon request

19 Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization. ▶ VERONICA FRANCK 750 E. PRATT STREET, SUITE 900, BALTIMORE, MD 21202
410-244-7760

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed Report compensation for the calendar year ending with or within the organization's tax year Use Schedule J-2 if additional space is needed

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees See instructions for definition of "key employee "
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than $100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than $100,000 of reportable compensation from the organization and any related organizations
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than $10,000 of reportable compensation from the organization and any related organizations

List persons in the following order. individual trustees or directors, institutional trustees; officers; key employees; highest compensated employees, and former such persons

[X] Check this box if the organization did not compensate any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
BENJAMIN R. CIVILETTI PRESIDENT/DIRECTOR		X		X				NONE	NONE	NONE
DAVID RUTSTEIN VP/DIRECTOR		X		X				NONE	NONE	NONE
ROBERT L. WALDMAN SEC/TREAS/DIRECTOR		X		X				NONE	NONE	NONE

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees *(continued)*

(A) Name and title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
1b Total ▶								0.	0.	0.

2 Total number of individuals (including but not limited to those listed above) who received more than $100,000 in reportable compensation from the organization ▶ 0

		Yes	No
3	Did the organization list any **former** officer, director or trustee, key employee, or highest compensated employee on line 1a? *If "Yes," complete Schedule J for such individual*		X
4	For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than $150,000? *If "Yes," complete Schedule J for such individual*		X
5	Did any person listed on line 1a receive or accrue compensation from any unrelated organization for services rendered to the organization? *If "Yes," complete Schedule J for such person*		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than $100,000 of compensation from the organization

(A) Name and business address	(B) Description of services	(C) Compensation
NONE		

2 Total number of independent contractors (including but not limited to those listed above) who received more than $100,000 in compensation from the organization ▶ 0

Part VIII Statement of Revenue 52-1283255

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, gifts, grants and other similar amounts	1a Federated campaigns	1a				
	b Membership dues	1b				
	c Fundraising events	1c				
	d Related organizations	1d	2,058,000			
	e Government grants (contributions)	1e				
	f All other contributions, gifts, grants, and similar amounts not included above	1f	0			
	g Noncash contributions included in lines 1a-1f $					
	h **Total.** Add lines 1a-1f		2,058,000			
Program Service Revenue		**Business Code**				
	2a					
	b					
	c					
	d					
	e					
	f All other program service revenue					
	g **Total.** Add lines 2a-2f		0			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts) ATTACHMENT 3		475			475
	4 Income from investment of tax-exempt bond proceeds		0			
	5 Royalties		0			
		(i) Real	(ii) Personal			
	6a Gross Rents					
	b Less rental expenses					
	c Rental income or (loss)					
	d Net rental income or (loss)		0			
		(i) Securities	(ii) Other			
	7a Gross amount from sales of assets other than inventory					
	b Less cost or other basis and sales expenses					
	c Gain or (loss)					
	d Net gain or (loss)		0			
	8a Gross income from fundraising events (not including $ _____ of contributions reported on line 1c) See Part IV, line 18 a					
	b Less direct expenses b					
	c Net income or (loss) from fundraising events		0			
	9a Gross income from gaming activities See Part IV, line 19 a					
	b Less direct expenses b					
	c Net income or (loss) from gaming activities		0			
	10a Gross sales of inventory, less returns and allowances a					
	b Less cost of goods sold b					
	c Net income or (loss) from sales of inventory		0			
	Miscellaneous Revenue	**Business Code**				
	11a VOIDED CHECK DISBURSEMENT		1,250			1,250
	b					
	c					
	d All other revenue					
	e **Total.** Add lines 11a-11d		1,250.			
	12 **Total Revenue.** See instructions		2,059,725			1,725

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.
All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U S See Part IV, line 21	2,043,150.	2,043,150.		
2 Grants and other assistance to individuals in the U S See Part IV, line 22	0.			
3 Grants and other assistance to governments, organizations, and individuals outside the U S See Part IV, lines 15 and 16	0.			
4 Benefits paid to or for members	0.			
5 Compensation of current officers, directors, trustees, and key employees	0.			
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0.			
7 Other salaries and wages	0.			
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	0.			
9 Other employee benefits	0.			
10 Payroll taxes	0.			
11 Fees for services (non-employees)				
a Management	0.			
b Legal	0.			
c Accounting	0.			
d Lobbying	0.			
e Professional fundraising services See Part IV, line 17	0.			
f Investment management fees	0.			
g Other	0.			
12 Advertising and promotion	0.			
13 Office expenses	0.			
14 Information technology	0.			
15 Royalties	0.			
16 Occupancy	0.			
17 Travel	0.			
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0.			
19 Conferences, conventions, and meetings	0.			
20 Interest	0.			
21 Payments to affiliates	0.			
22 Depreciation, depletion, and amortization	0.			
23 Insurance	0.			
24 Other expenses Itemize expenses not covered above (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below)				
a BANK SERVICE FEES	5.	5.		
b				
c				
d				
e				
f All other expenses				
25 **Total functional expenses** Add lines 1 through 24f	2,043,155.	2,043,155.		
26 **Joint Costs.** Check here ▶ ☐ If following SOP 98-2 Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

			(A) Beginning of year		(B) End of year
Assets	1	Cash - non-interest-bearing		1	
	2	Savings and temporary cash investments	175,935.	2	192,505.
	3	Pledges and grants receivable, net		3	
	4	Accounts receivable, net		4	
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L		6	
	7	Notes and loans receivable, net		7	
	8	Inventories for sale or use		8	
	9	Prepaid expenses and deferred charges		9	
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D — 10a			
	b	Less accumulated depreciation — 10b		10c	
	11	Investments - publicly traded securities		11	
	12	Investments - other securities See Part IV, line 11		12	
	13	Investments - program-related See Part IV, line 11		13	
	14	Intangible assets		14	
	15	Other assets See Part IV, line 11		15	
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)	175,935.	16	192,505.
Liabilities	17	Accounts payable and accrued expenses		17	
	18	Grants payable		18	
	19	Deferred revenue		19	
	20	Tax-exempt bond liabilities		20	
	21	Escrow or custodial account liability Complete Part IV of Schedule D		21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L		22	
	23	Secured mortgages and notes payable to unrelated third parties		23	
	24	Unsecured notes and loans payable to unrelated third parties		24	
	25	Other liabilities Complete Part X of Schedule D		25	
	26	**Total liabilities.** Add lines 17 through 25		26	
Net Assets or Fund Balances		**Organizations that follow SFAS 117, check here ▶ ☐ and complete lines 27 through 29, and lines 33 and 34.**			
	27	Unrestricted net assets		27	
	28	Temporarily restricted net assets		28	
	29	Permanently restricted net assets		29	
		Organizations that do not follow SFAS 117, check here ▶ ☒ and complete lines 30 through 34.			
	30	Capital stock or trust principal, or current funds		30	
	31	Paid-in or capital surplus, or land, building, or equipment fund		31	
	32	Retained earnings, endowment, accumulated income, or other funds	175,935.	32	192,505.
	33	Total net assets or fund balances	175,935.	33	192,505.
	34	Total liabilities and net assets/fund balances	175,935.	34	192,505.

Part XI Financial Statements and Reporting

			Yes	No
1	Accounting method used to prepare the Form 990 [X] Cash [ ] Accrual [ ] Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?	2a		X
b	Were the organization's financial statements audited by an independent accountant?	2b		X
c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	2c		
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a consolidated basis, separate basis, or both. [ ] Separate basis [ ] Consolidated basis [ ] Both consolidated and separate basis			
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a		X
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	3b		

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ **Attach to Form 990 or Form 990-EZ.** ▶ **See separate instructions.**

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization	**Employer identification number**
VENABLE FOUNDATION, INC.	52-1283255

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is (For lines 1 through 11, check only one box.)

1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**

2 ☐ A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E)

3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**

4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state _____

5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II)

6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**

7 ☒ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II.)

8 ☐ A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II)

9 ☐ An organization that normally receives: (1) more than 33 1/3 % of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2).** (Complete Part III)

10 ☐ An organization organized and operated exclusively to test for public safety See **section 509(a)(4).**

11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h

a ☐ Type I b ☐ Type II c ☐ Type III - Functionally integrated d ☐ Type III - Other

e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)

f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box . . . . . ☐

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

		Yes	No
(i)	A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?	11g(i)	X
(ii)	A family member of a person described in (i) above?	11g(ii)	X
(iii)	A 35% controlled entity of a person described in (i) or (ii) above?	11g(iii)	X

h Provide the following information about the supported organization(s)

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U S ?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
Total									

Part II **Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)** (Complete only if you checked the box on line 5, 7, or 8 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")	1,293,422.	1,438,000	1,678,500	1,972,000	2,058,000	8,439,922
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 **Total.** Add lines 1 through 3	1,293,422	1,438,000	1,678,500	1,972,000	2,058,000	8,439,922
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						59,606
6 **Public support.** Subtract line 5 from line 4						8,380,316

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
7 Amounts from line 4	1,293,422	1,438,000	1,678,500	1,972,000	2,058,000	8,439,922.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	216	215	278	935	475	2,119
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
11 **Total support.** Add lines 7 through 10						8,442,041

12 Gross receipts from related activities, etc (see instructions) 12

13 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** . . . . . ▶ ☐

Section C. Computation of Public Support Percentage

14	Public support percentage for 2009 (line 6, column (f) divided by line 11, column (f))	14 99.27 %
15	Public support percentage from 2008 Schedule A, Part II, line 14	15 99.25 %

16a **33 1/3 % support test - 2009.** If the organization did not check the box on line 13, and line 14 is 33 1/3 % or more, check this box and **stop here.** The organization qualifies as a publicly supported organization . . . . . ▶ ☒

b **33 1/3 % support test - 2008.** If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3 % or more, check this box and **stop here.** The organization qualifies as a publicly supported organization . . . . . ▶ ☐

17a **10%-facts-and-circumstances test - 2009.** If the organization did not check a box on line 13, 16a or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization . . . . . ▶ ☐

b **10%-facts-and-circumstances test - 2008.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization . . . . . ▶ ☐

18 **Private foundation.** If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions . . . . . ▶ ☐

JSA

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Part III Support Schedule for Organizations Described in Section 509(a)(2)
(Complete only if you checked the box on line 9 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants ")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 **Total.** Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of $5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 **Public support** (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
9 Amounts from line 6						
10 a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 **Total support.** (Add lines 9, 10c, 11, and 12)						

14 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ▶ ☐

Section C. Computation of Public Support Percentage

15	Public support percentage for 2009 (line 8, column (f) divided by line 13, column (f))	15	%
16	Public support percentage from 2008 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17	Investment income percentage for **2009** (line 10c, column (f) divided by line 13, column (f))	17	%
18	Investment income percentage from **2008** Schedule A, Part III, line 17	18	%

19 a **33 1/3 % support tests - 2009.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3 %, and line 17 is not more than 33 1/3 %, check this box and **stop here** The organization qualifies as a publicly supported organization ▶ ☐

b **33 1/3 % support tests - 2008.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3 %, and line 18 is not more than 33 1/3 %, check this box and **stop here** The organization qualifies as a publicly supported organization ▶ ☐

20 **Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ▶ ☐

Part IV **Supplemental Information.** Complete this part to provide the explanation required by Part II, line 10; Part II, line 17a or 17b; or Part III, line 12. Provide any other additional information. See instructions

SCHEDULE I (Form 990)

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations, Governments, and Individuals in the United States

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.

▶ **Attach to Form 990.**

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization

VENABLE FOUNDATION, INC.

Employer identification number

52-1283255

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? . . . . . [X] Yes [ ] No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Governments and Organizations in the United States.

Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than $5,000. Check this box if no one recipient received more than $5,000. Use Part IV and Schedule I-1 (Form 990) if additional space is needed . . . . . ▶ [ ]

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
SEE ATTACHMENT			1,315,000.				

2 Enter total number of section 501(c)(3) and government organizations . . . . . ▶ 101

3 Enter total number of other organizations . . . . . ▶ 0

Part III **Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" on Form 990, Part IV, line 22. Use Part IV and Schedule I-1 (Form 990) if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance

Part IV **Supplemental Information.** Complete this part to provide the information required in Part I, line 2, and any other additional information.

SCHEDULE I

PART I, LINE 2

THE FOUNDATION PERIODICALLY CONDUCTS RANDOM REVIEWS AND INQUIRIES FOR MONITORING THE USE OF GRANT FUNDS IN THE UNITED STATES.

Venable Foundation, Inc.
Tax Year Ended: 12/31/2009
EIN: 52-1283255

Name and address of organization or government	EIN	IRC section (if applicable)	Amount of cash grant	Amount of non-cash assistance	Method of Valuation (book, FMV, appraisal, other)	Description of non-cash assistance	Purpose of grant or assistance
ABA Fund for Justice and Education Judicial Intern Opportunity Program 321 North Clark Stret Chicago, IL 60610	36-6110299	501(c)(3)	10,000	N/A	N/A	N/A	N/A
ACLU of Maryland 3600 Clipper Mill Road, Suite 350 Baltimore, MD 21211	23-7209538	501(c)(3)	10,000	N/A	N/A	N/A	N/A
AHC, Inc. 2230 North Fairfax Drive, Suite 100 Arlington, VA 22201	Various	501(c)(3)	10,000	N/A	N/A	N/A	N/A
Alzheimer's Association 1850 York Road, Suite D Timonium, MD 21093	52-1219428	501(c)(3)	10,000	N/A	N/A	N/A	N/A
American Red Cross of Nat'l Capital Area 8550 Arlington Boulevard Fairfax, VA 22031	53-0196605	501(c)(3)	10,000	N/A	N/A	N/A	N/A
American Red Cross of Central MD 4800 Mount Hope Dr Baltimore, MD 21215-3212	53-0196595	501(c)(3)	10,000	N/A	N/A	N/A	N/A
Arlington Free Clinic 2921 11th Street South Arlington, VA 22204	54-1671883	501(c)(3)	20,000	N/A	N/A	N/A	N/A
Arlington Sreet People's Assistance 2708-B South Nelson Street Arlington, VA 22206	54-1615993	501(c)(3)	10,000	N/A	N/A	N/A	N/A
Ayuda. Inc. 1707 Kalorama Rd NW Washington, DC 20009	52-0971440	501(c)(3)	7,000	N/A	N/A	N/A	N/A

Venable Foundation, Inc.
Tax Year Ended· 12/31/2009
EIN: 52-1283255

Name and address of organization or government	EIN	IRC section (if applicable)	Amount of cash grant	Amount of non-cash assistance	Method of Valuation (book, FMV, appraisal, other)	Description of non-cash assistance	Purpose of grant or assistance
Baltimore Community Foundation 2 East Read Street, 9th Floor Baltimore, MD 21202	23-7180620	501(c)(3)	15,000	N/A	N/A	N/A	N/A
Baltimore Homeless Services 210 Guilford Avenue, 2nd Floor Baltimore, MD 21202	27-0101043	501(c)(3)	10,000	N/A	N/A	N/A	N/A
Baltimore Museum of Art 10 Art Museum Drive Baltimore, MD 21218	52-6000162	501(c)(3)	10,000	N/A	N/A	N/A	N/A
Baltimore School for the Arts 712 Cathedral Street Baltimore, MD 21201	52-1174284	501(c)(3)	15,000	N/A	N/A	N/A	N/A
Baltimore Station PO Box 27144 Baltimore, MD 21230	52-1594258	501(c)(3)	15,000	N/A	N/A	N/A	N/A
Baltimore Symphony Orchestra 1212 Cathedral St Baltimore, MD 21201	52-0629696	501(c)(3)	15,000	N/A	N/A	N/A	N/A
Bet Tzedek Legal Services 145 South Fairfax Ave Los Angeles, CA 90036	23-7304205	501(c)(3)	6,000	N/A	N/A	N/A	N/A
Big Brothers/Sisters Nat'l Capital Area 10210 Greenbelt Road, Suite 900 Lanham, MD 20706	53-0190849	501(c)(3)	15,000	N/A	N/A	N/A	N/A
Boys & Girls Clubs of Greater Washington 8380 Colesville Road, Suite 600 Silver Spring, MD 20910	53-0236759	501(c)(3)	25,000	N/A	N/A	N/A	N/A

Venable Foundation, Inc.
Tax Year Ended. 12/31/2009
EIN: 52-1283255

Name and address of organization or government	EIN	IRC section (if applicable)	Amount of cash grant	Amount of non-cash assistance	Method of Valuation (book, FMV, appraisal, other)	Description of non-cash assistance	Purpose of grant or assistance
Bread for the City 1525 Seventh St NW Washington, DC 20001	52-1138207	501(c)(3)	25,000	N/A	N/A	N/A	N/A
Bright Beginnings 128 M Street, NW Washington, DC 20001	52-1697917	501(c)(3)	10,000	N/A	N/A	N/A	N/A
Capital Area Community Food Bank 645 Taylor St NE Washington, DC 20017	52-1167581	501(c)(3)	30,000	N/A	N/A	N/A	N/A
Carpenter's Shelter 930 N. Henry St Alexandria, VA 22314	54-1571849	501(c)(3)	10,000	N/A	N/A	N/A	N/A
Center for Adoption Support and Education 4000 Blackburn Lane, Suite 260 Burtonsville, MD 20866	52-2100734	501(c)(3)	7,000	N/A	N/A	N/A	N/A
Center for Empowerment & Employment PO Box 90803 Washington, DC 20091	52-2238394	501(c)(3)	10,000	N/A	N/A	N/A	N/A
Chesapeake Bay Foundation Phillip Merrill Environmental Center 6 Herndon Avenue Annapolis, MD 21403	52-6065757	501(c)(3)	10,000	N/A	N/A	N/A	N/A
Chesapeake Habitat for Humanity 3326 Keswick Rd Baltimore, MD 21211	52-1226188	501(c)(3)	10,000	N/A	N/A	N/A	N/A
Children's Law Center 616 H Street, NW Washington, DC 20001	52-1961588	501(c)(3)	7,500	N/A	N/A	N/A	N/A

Venable Foundation, Inc.
Tax Year Ended. 12/31/2009
EIN: 52-1283255

Name and address of organization or government	EIN	IRC section (if applicable)	Amount of cash grant	Amount of non-cash assistance	Method of Valuation (book, FMV, appraisal, other)	Description of non-cash assistance	Purpose of grant or assistance
College Bound, Inc. 128 M Street, NW Washington, DC 20001	52-1761312	501(c)(3)	7,500	N/A	N/A	N/A	N/A
CollegeBound Foundation 300 Water Street, Suite 300 Baltimore, MD 21202	52-1598921	501(c)(3)	10,000	N/A	N/A	N/A	N/A
Community Capital Corporation 1100 Harvard Street, NW Washington, DC 20009	52-2332161	501(c)(3)	20,000	N/A	N/A	N/A	N/A
Community Residences 14160 Newbrook Drive Chantilly, VA 20151	54-1004092	501(c)(3)	10,000	N/A	N/A	N/A	N/A
Council for Court Excellence 1111 14th St NW Washington, DC 20005	52-1241825	501(c)(3)	7,500	N/A	N/A	N/A	N/A
D.C. Bar Pro Bono Program 1101 K Street Nw, Second Floor Washington, DC 20005	52-1574217	501(c)(3)	15,000	N/A	N/A	N/A	N/A
D.C. Central Kitchen 425 Second Street, NW Washington, DC 20001	52-1584936	501(c)(3)	25,000	N/A	N/A	N/A	N/A
DC Rape Crisis Center PO Box 34125 Washington, DC 20043	23-7377193	501(c)(3)	10,000	N/A	N/A	N/A	N/A
Doorways for Women & Families P. O. Box 100185 Arlington, VA 22210	54-1087829	501(c)(3)	15,000	N/A	N/A	N/A	N/A
Emmaus Services for the Aging	52-1219781	501(c)(3)	7,500	N/A	N/A	N/A	N/A

Venable Foundation, Inc.
Tax Year Ended: 12/31/2009
EIN: 52-1283255

Name and address of organization or government	EIN	IRC section (if applicable)	Amount of cash grant	Amount of non-cash assistance	Method of Valuation (book, FMV, appraisal, other)	Description of non-cash assistance	Purpose of grant or assistance
1426 9th Street, NW Washington, DC 20001-3344							
Everyman Theatre 1727 N Charles St Baltimore, MD 21201	52-1593239	501(c)(3)	10,000	N/A	N/A	N/A	N/A
Family Tree 2108 North Charles St Baltimore, MD 21218	52-1110645	501(c)(3)	10,000	N/A	N/A	N/A	N/A
Food Bank of New York City 355 Food Center Dr Bronx, NY 10474	13-3179546	501(c)(3)	6,000	N/A	N/A	N/A	N/A
Fuel Fund of Maryland 305 W Chesapeake Ave Baltimore, MD 21204	52-1204629	501(c)(3)	20,000	N/A	N/A	N/A	N/A
George Mason University Foundation 4400 University Dr Fairfax, VA 22030	54-1603842	501(c)(3)	10,000	N/A	N/A	N/A	N/A
GHCC Experience Corps 3503 N Charles St Baltimore, MD 21218	52-0897806	501(c)(3)	6,000	N/A	N/A	N/A	N/A
Goodwill of Greater Washington 2200 South Dakota Ave, NE Washington, DC 20018	53-0196588	501(c)(3)	10,000	N/A	N/A	N/A	N/A
Green Door 1623 16th St NW Washington, DC 20009	52-1066168	501(c)(3)	10,000	N/A	N/A	N/A	N/A
Health Care for the Homeless 111 Park Avenue	52-1576404	501(c)(3)	20,000	N/A	N/A	N/A	N/A

Venable Foundation, Inc.
Tax Year Ended: 12/31/2009
EIN: 52-1283255

Name and address of organization or government	EIN	IRC section (if applicable)	Amount of cash grant	Amount of non-cash assistance	Method of Valuation (book, FMV, appraisal, other)	Description of non-cash assistance	Purpose of grant or assistance
Baltimore, MD 21201							
Hope for Henry PO Box 39133 Washington, DC 20016	20-0244173	501(c)(3)	10,000	N/A	N/A	N/A	N/A
HopeWell Cancer Support PO Box 755 Brooklandville, MD 21022	52-1742315	501(c)(3)	12,500	N/A	N/A	N/A	N/A
Horizons Foundation 870 Market Street San Francisco, CA 94102	94-2686530	501(c)(3)	10,000	N/A	N/A	N/A	N/A
Horton's Kids 110 Maryland Ave., NE, Suite 207 Washington, DC 20002	52-1755403	501(c)(3)	10,000	N/A	N/A	N/A	N/A
Latin American Youth Center 1419 Columbia Rd NW Washington, DC 20009	52-1023074	501(c)(3)	10,000	N/A	N/A	N/A	N/A
League for People with Disabilites 1111 E Cold Spring Ln, Baltimore, MD 21239	52-0591579	501(c)(3)	15,000	N/A	N/A	N/A	N/A
Legal Aid Bureau, Inc. 500 E Lexington St Baltimore, MD 21202	52-0591621	501(c)(3)	46,000	N/A	N/A	N/A	N/A
Legal Aid Society of DC 1331 H Street, NW Washington, DC 20005	53-0196600	501(c)(3)	10,000	N/A	N/A	N/A	N/A
Legal Services of Northern Virginia 6066 Leesburg Pike Falls Church, VA 22041	54-1137931	501(c)(3)	10,000	N/A	N/A	N/A	N/A

Venable Foundation, Inc.
Tax Year Ended: 12/31/2009
EIN: 52-1283255

Name and address of organization or government	EIN	IRC section (if applicable)	Amount of cash grant	Amount of non-cash assistance	Method of Valuation (book, FMV, appraisal, other)	Description of non-cash assistance	Purpose of grant or assistance
Living Classrooms Foundation 802 S. Caroline Street Baltimore, MD 21231	91-2026597	501(c)(3)	25,000	N/A	N/A	N/A	N/A
Los Angeles Regional Food Bank 1734 E 41st Street Los Angeles, CA 90058	95-3135649	501(c)(3)	6,000	N/A	N/A	N/A	N/A
Manna Food Center 614 Lofstrand Ln Rockville, MD 20850	52-1289203	501(c)(3)	15,000	N/A	N/A	N/A	N/A
Martha's Table 2114 14th Street, NW Washington, DC 20009	52-1186071	501(c)(3)	15,000	N/A	N/A	N/A	N/A
Maryland Disabilities Law Center 1800 N. Charles St, Ste 400 Baltimore, MD 21201	51-0215570	501(c)(3)	10,000	N/A	N/A	N/A	N/A
Maryland Food Bank 2200 Halethorpe Farms Road Baltimore, MD 21227	52-1135690	501(c)(3)	20,000	N/A	N/A	N/A	N/A
Maryland Zoo in Baltimore 1676 Mansion House Drive Druid Hill Park Baltimore MD, 21217-9973	52-0996352	501(c)(3)	10,000	N/A	N/A	N/A	N/A
Mary's Center for Maternal and Child Care 2333 Ontario Rd NW Washington, DC 20009	52-1594116	501(c)(3)	15,000	N/A	N/A	N/A	N/A
Meals on Wheels of Central Maryland 515 S Haven St, Baltimore, MD 21224	52-6074723	501(c)(3)	7,500	N/A	N/A	N/A	N/A

Venable Foundation, Inc.
Tax Year Ended: 12/31/2009
EIN: 52-1283255

Name and address of organization or government	EIN	IRC section (if applicable)	Amount of cash grant	Amount of non-cash assistance	Method of Valuation (book, FMV, appraisal, other)	Description of non-cash assistance	Purpose of grant or assistance
Meals on Wheels West 1823 A Michigan Ave Santa Monica, CA 90404	95-4613280	501(c)(3)	6,000	N/A	N/A	N/A	N/A
Mentor's Inc. 1012 14th St NW Washington, DC 20005	52-1547224	501(c)(3)	10,000	N/A	N/A	N/A	N/A
Miriam's Kitchen 2401 Virginia Avenue NW Washington, DC 20037	52-1331552	501(c)(3)	15,000	N/A	N/A	N/A	N/A
Motion Picture and Television Fund 23388 Mulholland Drive Woodland Hills, CA 91364	95-1652916	501(c)(3)	6,000	N/A	N/A	N/A	N/A
My Sister's Place P. O. Box 29596 Washington, DC 20017	52-1263256	501(c)(3)	11,000	N/A	N/A	N/A	N/A
NAACP 4805 Mount Hope Dr Baltimore, MD 21215	13-1084135	501(c)(3)	10,000	N/A	N/A	N/A	N/A
National Center for State Courts 300 Newport Avenue Williamsburg, VA 23185-4147	52-0914250	501(c)(3)	10,000	N/A	N/A	N/A	N/A
Neighbor's Consejo 3118 16th Street, NW Washington, DC 20010	52-1942418	501(c)(3)	15,000	N/A	N/A	N/A	N/A
NLADA 1140 Connecticut Avenue, NW, Suite 900 Washington, DC 20036	36-2337880	501(c)(3)	10,000	N/A	N/A	N/A	N/A

Venable Foundation, Inc.
Tax Year Ended: 12/31/2009
EIN: 52-1283255

Name and address of organization or government	EIN	IRC section (if applicable)	Amount of cash grant	Amount of non-cash assistance	Method of Valuation (book, FMV, appraisal, other)	Description of non-cash assistance	Purpose of grant or assistance
Paul's Place 1118 Ward Street Baltimore, MD 21230	52-1372359	501(c)(3)	20,000	N/A	N/A	N/A	N/A
Pimlico Road Youth Program 4330 B Pimlico Rd Baltimore, MD 21215	51-0564067	501(c)(3)	15,000	N/A	N/A	N/A	N/A
Pro Bono Partnership, Inc. 237 Mamaroneck Ave White Plains, NY 10605	06-1264823	501(c)(3)	25,000	N/A	N/A	N/A	N/A
Public Counsel 610 S Ardmore Ave Los Angeles, CA 90005	23-7105149	501(c)(3)	6,000	N/A	N/A	N/A	N/A
Reginald F. Lewis Museum of Maryland 830 E Pratt St Baltimore, MD 21202	86-1136394	501(c)(3)	10,000	N/A	N/A	N/A	N/A
Saban Free Clinic 8405 Beverly Blvd Los Angeles, CA 90048	95-2539105	501(c)(3)	6,000	N/A	N/A	N/A	N/A
Samaritan Inns 2523 14th St NW Washington, DC 20009	52-1474935	501(c)(3)	10,000	N/A	N/A	N/A	N/A
See Forever Maya Angelou Charter School 1436 U Street, NW, Suite 203 Washington, DC 20009	52-1942257	501(c)(3)	10,000	N/A	N/A	N/A	N/A
Shakespeare Theatre Education Foundation 516 8th Street SE Washington, DC 20003-2834	52-1405988	501(c)(3)	15,000	N/A	N/A	N/A	N/A
South Baltimore Learning Center	52-1745263	501(c)(3)	7,500	N/A	N/A	N/A	N/A

Venable Foundation, Inc.
Tax Year Ended: 12/31/2009
EIN: 52-1283255

Name and address of organization or government	EIN	IRC section (if applicable)	Amount of cash grant	Amount of non-cash assistance	Method of Valuation (book, FMV, appraisal, other)	Description of non-cash assistance	Purpose of grant or assistance
28 E Ostend St, Baltimore, MD 21230							
Stepping Stones Shelter P. O. Box 712 Rockville, MD 20848	52-1281647	501(c)(3)	10,000	N/A	N/A	N/A	N/A
Teach for America 315 West 36th Street New York, NY 10018	13-3541913	501(c)(3)	10,000	N/A	N/A	N/A	N/A
TurnAround, Inc. 401 Washington Ave Towson, MD 21204	52-1159135	501(c)(3)	10,000	N/A	N/A	N/A	N/A
Tuttie's Place 7133 Rutherford Rd, Ste 106 Baltimore, MD 21244	52-1957722	501(c)(3)	15,000	N/A	N/A	N/A	N/A
UMBC Foundation 620 W. Lexington Street, 2nd Floor Baltimore, MD 21201	31-1678679	501(c)(3)	10,000	N/A	N/A	N/A	N/A
United Negro College Fund 8260 Willow Oaks Corporate Dr P. O. Box 10444 Fairfax, VA 22031	13-1624241	501(c)(3)	20,000	N/A	N/A	N/A	N/A
United Way of Central Maryland PO Box 1576 Baltimore, MD 21203	52-0591543	501(c)(3)	25,000	N/A	N/A	N/A	N/A
United Way of National Capital Area 1725 I Street, NW Washington, DC 20006	53-0234290	501(c)(3)	25,000	N/A	N/A	N/A	N/A
University of Baltimore Law School	23-7036780	501(c)(3)	10,000	N/A	N/A	N/A	N/A

Venable Foundation, Inc.
Tax Year Ended: 12/31/2009
EIN: 52-1283255

Name and address of organization or government	EIN	IRC section (if applicable)	Amount of cash grant	Amount of non-cash assistance	Method of Valuation (book, FMV, appraisal, other)	Description of non-cash assistance	Purpose of grant or assistance
1130 N. Charles St Baltimore, MD 21201							
University of MD Baltimore Foundation 515 W Lombard St Baltimore, MD 21201	31-1678679	501(c)(3)	30,000	N/A	N/A	N/A	N/A
Urban Alliance Foundation, Inc. 1327 14th St, NW Washington, DC 20005	52-1938443	501(c)(3)	10,000	N/A	N/A	N/A	N/A
Venice Family Clinic 604 Rose Ave Venice, CA 90291	95-2769432	501(c)(3)	6,000	N/A	N/A	N/A	N/A
Washington Legal Clinic for Homeless 1200 U St NW Washington, DC 20009	52-1545522	501(c)(3)	10,000	N/A	N/A	N/A	N/A
Wendt Center for Loss and Healing 4201 Connecticut Avenue, NW, Washington, DC 20008	52-1095105	501(c)(3)	7,500	N/A	N/A	N/A	N/A
Wesley Housing Development Corporation 5515 Cherokee Ave Alexandria, VA 22312	51-0155779	501(c)(3)	25,000	N/A	N/A	N/A	N/A
Whitman-Walker Clinic 1407 S St Nw Washington, DC 20009	52-1122122	501(c)(3)	25,000	N/A	N/A	N/A	N/A
Wolf Trap Foundation 1645 Trap Rd Vienna, VA 22182	23-7011544	501(c)(3)	10,000	N/A	N/A	N/A	N/A
Woodbourne Charitable Trust 1301 Woodbourne Ave	52-7218778	501(c)(3)	10,000	N/A	N/A	N/A	N/A

Venable Foundation, Inc.
Tax Year Ended: 12/31/2009
EIN: 52-1283255

Name and address of organization or government	EIN	IRC section (if applicable)	Amount of cash grant	Amount of non-cash assistance	Method of Valuation (book, FMV, appraisal, other)	Description of non-cash assistance	Purpose of grant or assistance
Baltimore, MD 21239							
Total:			1,315,000				

SCHEDULE O (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

Complete to provide information for responses to specific questions on Form 990 or to provide any additional information.
▶ Attach to Form 990.

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization

VENABLE FOUNDATION, INC.

Employer identification number

52-1283255

ATTACHMENT 1

PART VI, LINE 2

THE VENABLE FOUNATION IS FUNDED EXCLUSIVELY BY PARTNERS IN THE LAW FIRM OF VENABLE LLP, A MARYLAND LIMITED LIABILITY PARTNERHSIP. INDIVIDUALS WHO SERVE AS OFFICERS/DIRECTORS OF THE VENABLE FOUNDATION ARE OWNER PARTNERS OR EMPLOYEES OF VENABLE LLP AND ARE COMPENSATED SOLELY BY THE PARTNERSHIP, AND NOT THROUGH THE FOUNDATION.

PART VI

LINE 8B

THE FOUNDATION DOES NOT HAVE SEPARATE COMMITTEES.

PART VI

LINE 10

THE TAX RETURN FOR VENABLE FOUNDATION IS PREPARED BY A PUBLIC ACCOUNTING FIRM. THE PUBLIC ACCOUNTING FIRM PROVIDES THE OFFICERS WITH A COMPLETED RETURN, PRIOR TO THE DUE DATE, WHICH IS THEN REVIEWED AND SIGNED BY A DIRECTOR BEFORE SUBMISSION.

PART VI

LINE 19

THE FOUNDATION MAKES ITS GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND FINANCIAL STATEMENTS AVAILABLE TO THE PUBLIC UPON REQUEST.

ATTACHMENT 2

Name of the organization: VENABLE FOUNDATION, INC.

Employer identification number: 52-1283255

ATTACHMENT 2 (CONT'D)

FORM 990, PART III, LINE 1 - ORGANIZATION'S MISSION

THE VENABLE FOUNDATION WORKS TO PROMOTE THE HEALTH AND WELL-BEING OF THE COMMUNITIES WHERE VENABLE'S CLIENTS AND ATTORNEYS WORK AND LIVE. THE FOUNDATION SUPPORTS A WIDE RANGE OF CIVIC, CULTURAL AND CHARITABLE ENDEAVORS AS WELL AS PUBLIC INTEREST LAW AND LEGAL EDUCATION, WITH A CENTRAL FOCUS ON LEGAL ASSISTANCE AND LEGAL EDUCATION PROGRAMS.

ATTACHMENT 3

FORM 990, PART VIII - INVESTMENT INCOME

DESCRIPTION	(A) TOTAL REVENUE	(B) RELATED OR EXEMPT REVENUE	(C) UNRELATED BUSINESS REV.	(D) EXCLUDED REVENUE
PNC BANK SAVINGS ACCOUNT INTEREST INCOME	475			475
TOTALS	475.			475.

SCHEDULE R (Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36 or 37.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization
VENABLE FOUNDATION, INC.

Employer identification number
52-1283255

Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" on Form 990, Part IV, line 33.)

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity

Part III **Identification of Related Organizations Taxable as a Partnership**(Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations? Yes	(h) No	(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) No
VENABLE LLP 52-0517250 750 E PRATT STREET, STE 900	LEGAL PRACTICE	MD	N/A	N/A							

Part IV **Identification of Related Organizations Taxable as a Corporation or Trust**(Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership

Part V **Transactions With Related Organizations** (Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35, or 36.)

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

			Yes	No
1	During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II–IV?			
a	Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity	1a		X
b	Gift, grant, or capital contribution to other organization(s)	1b		X
c	Gift, grant, or capital contribution from other organization(s)	1c	X	
d	Loans or loan guarantees to or for other organization(s)	1d		X
e	Loans or loan guarantees by other organization(s)	1e		X
f	Sale of assets to other organization(s)	1f		X
g	Purchase of assets from other organization(s)	1g		X
h	Exchange of assets	1h		X
i	Lease of facilities, equipment, or other assets to other organization(s)	1i		X
j	Lease of facilities, equipment, or other assets from other organization(s)	1j		X
k	Performance of services or membership or fundraising solicitations for other organization(s)	1k		X
l	Performance of services or membership or fundraising solicitations by other organization(s)	1l		X
m	Sharing of facilities, equipment, mailing lists, or other assets	1m	X	
n	Sharing of paid employees	1n	X	
o	Reimbursement paid to other organization for expenses	1o		X
p	Reimbursement paid by other organization for expenses	1p		X
q	Other transfer of cash or property to other organization(s)	1q		X
r	Other transfer of cash or property from other organization(s)	1r		X

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

	(a) Name of other organization	(b) Transaction type (a–r)	(c) Amount involved
(1)	VENABLE LLP	C	2,058,000.
(2)	VENABLE LLP	M	0.
(3)	VENABLE LLP	N	0.
(4)			
(5)			
(6)			

Part VI **Unrelated Organizations Taxable as a Partnership** (Complete if the organization answered "Yes" on Form 990, Part IV, line 37.)

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Are all partners section 501(c)(3) organizations?		(e) Share of end-of-year assets	(f) Disproportionate allocations?		(g) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(h) General or managing partner?	
			Yes	No		Yes	No		Yes	No

Form **8868**
(Rev April 2009)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

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

OMB No 1545-1709

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

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only . . . . . ▶ ☐

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

Electronic Filing (*e-file*). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits.*

Type or print	Name of Exempt Organization	**Employer identification number**
File by the due date for filing your return See instructions	VENABLE FOUNDATION, INC.	52-1283255
	Number, street, and room or suite no. If a P.O box, see instructions.	
	750 E. PRATT STREET, SUITE 900	
	City, town or post office, state, and ZIP code For a foreign address, see instructions	
	BALTIMORE, MD 21202	

Check type of return to be filed (file a separate application for each return):

☒ Form 990	☐ Form 990-T (corporation)	☐ Form 4720
☐ Form 990-BL	☐ Form 990-T (sec. 401(a) or 408(a) trust)	☐ Form 5227
☐ Form 990-EZ	☐ Form 990-T (trust other than above)	☐ Form 6069
☐ Form 990-PF	☐ Form 1041-A	☐ Form 8870

- The books are in the care of ▶ VERONICA FRANCK

Telephone No. ▶ 410-244-7760 FAX No. ▶

- If the organization does not have an office or place of business in the United States, check this box . . . . . ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN)_____. If this is for the whole group, check this box . . . . . ▶ ☐. If it is for part of the group, check this box . . . . . ▶ ☐ and attach a list with the names and EINs of all members the extension will cover

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 2010, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ ☒ calendar year 2009 or
▶ ☐ tax year beginning _____, 20____, and ending _____, 20____.

2 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ NONE
b	If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ NONE
c	**Balance Due.** Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ NONE

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

For Privacy Act and Paperwork Reduction Act Notice, see Instructions. Form **8868** (Rev 4-2009)

ISA

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box . . . . . ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1)

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

Type or print	Name of Exempt Organization		Employer identification number
File by the extended due date for filing the return See instructions	VENABLE FOUNDATION, INC.		52-1283255
	Number, street, and room or suite no If a P O box, see instructions 750 E. PRATT STREET		For IRS use only
	City, town or post office, state, and ZIP code For a foreign address, see instructions BALTIMORE, MD 21202		

Check type of return to be filed (File a separate application for each return)

[X] Form 990	[ ] Form 990-PF	[ ] Form 1041-A	[ ] Form 6069
[ ] Form 990-BL	[ ] Form 990-T (sec 401(a) or 408(a) trust)	[ ] Form 4720	[ ] Form 8870
[ ] Form 990-EZ	[ ] Form 990-T (trust other than above)	[ ] Form 5227	

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

- The books are in the care of ▶ VERONICA FRANCK
  Telephone No ▶ 410 244-7760 FAX No ▶
- If the organization does not have an office or place of business in the United States, check this box . . . . . ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box . . . ▶ [ ] If it is for part of the group, check this box . . . ▶ [ ] and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until 11/15/2010

5 For calendar year 2009 , or other tax year beginning _____, and ending _____

6 If this tax year is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension ADDITIONAL TIME IS NEEDED TO FILE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	8a	$	NONE
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	$	NONE
c	**Balance Due.** Subtract line 8b from line 8a Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	$	NONE

Signature and Verification

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

Signature ▶ Renee Padovais Title ▶ CPA Date ▶ 08/03/2010

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