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Return of Private Foundation

OMB No 1545-0052

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

2009

Department of the Treasury
Internal Revenue Service

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

For calendar year 2009, or tax year beginning

, and ending

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeUse 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)

6225 SMITH AVENUE

Room/suite

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 ☐E If private foundation status was terminated
under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ☐

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationI Fair market value of all assets at end of year
(from Part II, col. (c), line 16)

\$ 57,316,023. (Part I, column (d) must be on cash basis.)

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify)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

Operating and Administrative Expenses

1 Contributions, gifts, grants, etc., received

2 Check ☒ if the foundation is not required to attach Sch B3 Interest on savings and temporary
cash investments

4 Dividends and interest from securities

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

b Gross sales price for all
assets on line 6a 88,184.

7 Capital gain net income (from Part IV, line 2)

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

12 Total Add lines 1 through 11

13 Compensation of officers, directors, trustees, etc.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees STMT 3

b Accounting fees STMT 4

c Other professional fees STMT 5

17 Interest

18 Taxes STMT 6

19 Depreciation and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses STMT 7

24 Total operating and administrative
expenses. Add lines 13 through 23

25 Contributions, gifts, grants paid

26 Total expenses and disbursements.

Add lines 24 and 25

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter -0-)

c Adjusted net income (if negative, enter -0-)

N/A

210,000.

210,000.

STATEMENT 1

9,422.

9,422.

1,967,649.

1,879,354.

STATEMENT 2

2,187,071.

2,098,776.

36,250.

0.

36,250.

18,178.

0.

18,178.

7,755.

3,755.

4,000.

49,639.

49,639.

0.

40,000.

0.

0.

7,063.

0.

7,063.

158,885.

53,394.

65,491.

2,078,694.

2,078,694.

2,237,579.

53,394.

2,144,185.

-50,508.

2,045,382.

N/A

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

52-1755504

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	17.	17.	17.
	2 Savings and temporary cash investments	3,341,803.	2,772,669.	2,772,669.
	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 9	30,900,416.	31,343,224.	54,523,318.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 10)	60.	20,019.	20,019.
	16 Total assets (to be completed by all filers)	34,242,296.	34,135,929.	57,316,023.
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 ▶ ☒ 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	34,242,296.	34,135,929.	
	30 Total net assets or fund balances	34,242,296.	34,135,929.	
	31 Total liabilities and net assets/fund balances	34,242,296.	34,135,929.	

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	34,242,296.
2 Enter amount from Part I, line 27a	2	-50,508.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	34,191,788.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	55,859.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	34,135,929.

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 LYONS MILLS NO 2, LLLP	D	VARIOUS	VARIOUS
b ASSOCIATED CONSOLIDATED INVESTMENT FUND		VARIOUS	VARIOUS
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 88,184.			88,184.
b		78,762.	-78,762.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			88,184.
b			-78,762.
c			
d			
e			

2 Capital gain net income or (net capital loss)	2	9,422.
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))
2008	3,007,765.	57,385,818.	.052413
2007	2,724,218.	60,021,745.	.045387
2006	2,063,720.	56,296,025.	.036658
2005	2,797,115.	41,896,516.	.066762
2004	3,133,833.	36,886,573.	.084959

2 Total of line 1, column (d)	2	.286179
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	.057236
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	59,740,842.
5 Multiply line 4 by line 3	5	3,419,327.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	20,454.
7 Add lines 5 and 6	7	3,439,781.
8 Enter qualifying distributions from Part XII, line 4	8	2,144,185.

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 or determination letter: _____ (attach copy of 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	40,908.
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	40,908.
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	40,908.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	52,683.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	52,683.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	28.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	11,747.	
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax ☐ 11,747. Refunded ☐	11	0.	

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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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		X
c Did the foundation file Form 1120-POL for this year?		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? If "Yes," attach a detailed description of the activities.		X
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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>MD</u>		
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	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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► THECRANEFOUNDATION.ORG

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.

	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 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
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 2009?		1c
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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes ☒ No	
If "Yes," list the years ► _____ , _____ , _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see 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 2009 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 2009.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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 2009?		4b

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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

X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

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 11		36,250.	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

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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.	0.
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.

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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	12,525,483.
b	Average of monthly cash balances	1b	2,647,118.
c	Fair market value of all other assets	1c	45,478,000.
d	Total (add lines 1a, b, and c)	1d	60,650,601.
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	60,650,601.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	909,759.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	59,740,842.
6	Minimum investment return. Enter 5% of line 5	6	2,987,042.

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	2,987,042.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	40,908.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	40,908.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,946,134.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,946,134.
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	2,946,134.

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	2,144,185.
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	2,144,185.
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	2,144,185.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				2,946,134.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004	1,357,828.			
b From 2005	772,677.			
c From 2006				
d From 2007				
e From 2008	177,000.			
f Total of lines 3a through e	2,307,505.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$	2,144,185.			
a Applied to 2008, 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 2009 distributable amount				2,144,185.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	801,949.			801,949.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,505,556.			
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 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				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 2004 not applied on line 5 or line 7	555,879.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	949,677.			
10 Analysis of line 9:				
a Excess from 2005	772,677.			
b Excess from 2006				
c Excess from 2007				
d Excess from 2008	177,000.			
e Excess from 2009				

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income

[illegible]

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

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
8835 PARTNERSHIP, LLP	460.	0.	460.
ASSOCIATED CONSOLIDATED INVESTMENT FUND	154,702.	0.	154,702.
BELAIR BELTWAY PARTNERSHIP, LLP	2,723.	0.	2,723.
CHESTERHAVEN BEACH PARTNERSHIP	9.	0.	9.
DLA PIPER RUDNICK LLP	449.	0.	449.
HARBOR PARTNERSHIP, LLP	142.	0.	142.
LEWAL PARTNERSHIP, LLP	742.	0.	742.
LYONS LAKE, LTD.	1.	0.	1.
LYONS MILL NO 2, LLLP	16,535.	0.	16,535.
LYONS MILLS PARTNERSHIP, LLP	21,337.	0.	21,337.
ST. CHARLES AT OLDE COURT PARTNERSHIP, LLP	8,688.	0.	8,688.
WALBERT PARTNERSHIP, LLP	380.	0.	380.
WHITEMARSH INDUSTRIAL PARK PARTNERSHIP	3,832.	0.	3,832.
TOTAL TO FM 990-PF, PART I, LN 4	210,000.	0.	210,000.

FORM 990-PF	OTHER INCOME	STATEMENT	2
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
8835 PARTNERSHIP, LLP PTR INCOME	60,603.	60,603.	
BELAIR BELTWAY PRSHP, LLP (UBIT)	427,262.	89,298.	
HARBOR PARTNERSHIP, LLP PTRSHP INCOME	60,389.	60,389.	
LYONS MILLS PARTNERSHIP LLP PTRSP (UBIT)	646,721.	646,721.	
ST CHARLES AT OLDE COURT PTRSHP LLP	795,245.	795,245.	
WALBERT PARTNERSHIP, LLP PTRSHP INCOME	88,856.	88,856.	
LYONS LAKE, LTD (UBIT)	-238,315.	0.	
LYONS MILL NO 2, LLLP PTRSHP (UBTI)	-31,354.	0.	
WHITEMARSH INDUSTRIAL PARK PARTNERSHIP	138,242.	138,242.	
FEDERAL TAX REFUND	20,000.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,967,649.	1,879,354.	

FORM 990-PF	LEGAL FEES			STATEMENT 3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	18,178.	0.		18,178.
TO FM 990-PF, PG 1, LN 16A	18,178.	0.		18,178.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX RETURN PREP AND CONSULTING	7,755.	3,755.		4,000.
TO FORM 990-PF, PG 1, LN 16B	7,755.	3,755.		4,000.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	41,689.	41,689.		0.
ADMINISTRATIVE FEES INVESTMENT FUND	7,950.	7,950.		0.
TO FORM 990-PF, PG 1, LN 16C	49,639.	49,639.		0.

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
EXCISE TAX PAYMENTS	40,000.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	40,000.	0.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ABAG MEMBERSHIP FEES	6,118.	0.		6,118.	
OTHER EXPENSE	945.	0.		945.	
TO FORM 990-PF, PG 1, LN 23	7,063.	0.		7,063.	

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES			STATEMENT	8
DESCRIPTION					AMOUNT
NONDEDUCTIBLE PREM. ON LIFE INS POLICY					55,859.
TOTAL TO FORM 990-PF, PART III, LINE 5					55,859.

FORM 990-PF	OTHER INVESTMENTS		STATEMENT	9
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
8835 PTRSHP, LLP 37.5% INT	COST	1,232,687.	1,226,000.	
BELAIR BELTWAY PTRSHP, 37.5% INT	COST	3,756,787.	3,725,000.	
CHESTERHAVEN BEACH PTRSHP, 75%	COST	2,308,772.	1,595,000.	
HARBOR PTRSHP, 25% INT	COST	186,973.	476,000.	
LEWAL PTRSHP, 37.5% INT	COST	220,425.	195,000.	
LYONS MILLS PTRSHP, 55% INT	COST	5,374,467.	9,920,000.	
ST CHARLES AT OLD CT PTRSHP,	COST	5,453,163.	9,508,000.	
WALBERT PTRSHP, 37.5% INT	COST	643,345.	1,212,000.	
WHITEMARSH IND PK PTRSHP, 75%	COST	1,816,599.	4,381,000.	

THE CHARLES CRANE FAMILY FOUNDATION, INC

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LYONS MILL NO 2, 50% INT	COST	-516,376.	4,144,000.
ASSOCIATED CONSOLIDATED INV.	COST	10,712,592.	14,433,318.
LYONS LAKE, LTD	COST	153,790.	3,708,000.
TOTAL TO FORM 990-PF, PART II, LINE 13		31,343,224.	54,523,318.

FORM 990-PF OTHER ASSETS STATEMENT 10

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
INTEREST RECEIVABLE	60.	19.	19.
INCOME TAX RECEIVABLE	0.	20,000.	20,000.
TO FORM 990-PF, PART II, LINE 15	60.	20,019.	20,019.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
LAURENCE M. KATZ 6225 SMITH AVENUE BALTIMORE, MD 21209	PRESIDENT 40.00	36,250.	0.	0.
SHALE D. STILLER 6225 SMITH AVENUE BALTIMORE, MD 21209	VICE PRESIDENT 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.
DARRELL D. FRIEDMAN 6225 SMITH AVENUE BALTIMORE, MD 21209	SECRETARY 0.00	0.	0.	0.
BENJAMIN GREENWALD 6225 SMITH AVENUE BALTIMORE, MD 21209	DIRECTOR 0.00	0.	0.	0.

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HINDA DUBIN DIRECTOR
6225 SMITH AVENUE 0.00
BALTIMORE, MD 21209

0. 0. 0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

36,250. 0. 0.

FORM 990-PF	GRANT APPLICATION SUBMISSION INFORMATION	STATEMENT 12
	PART XV, LINES 2A THROUGH 2D	

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

CHARLES CRANE FAMILY FOUNDATION
6225 SMITH AVENUE
BALTIMORE, MD 212093600

TELEPHONE NUMBER

FORM AND CONTENT OF APPLICATIONS

EIGHT COPIES OF THE GRANT PROPOSAL SHOULD BE SENT WITH REQUEST.

ANY SUBMISSION DEADLINES

NO SUBMISSION DEADLINES

RESTRICTIONS AND LIMITATIONS ON AWARDS

FOUNDATION PRIMARILY SUPPORTS ORGANIZATIONS THAT ENCOURAGE VIOLENCE
PREVENTION PROGRAMS WHICH BENEFIT YOUTH IN BALTIMORE CITY AND MARYLAND, AND
JEWISH EDUCATION IN THE GREATER BALTIMORE AREA.

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 13

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ACHIM 2434 FOREST GREEN ROAD BALTIMORE, MD 21209	NONE UNRESTRICTED	PUBLIC	15,000.
ACTS FOR YOUTH	NONE UNRESTRICTED	PUBLIC	5,000.
BAIS YAAKOV SCHOOL FOR GIRLS	NONE UNRESTRICTED	PUBLIC	5,000.
BALTIMORE CHESAPEAKE BAY OUTWARD BOUND 1900 EAGLE DRIVE BALTIMORE, MD 21207	NONE UNRESTRICTED	PUBLIC	10,000.
BALTIMORE COMMUNITY KOLLEL 3800 LABYRINTH ROAD BALTIMORE, MD 21215	NONE TUTORIAL & MONITORING SERVICES	PUBLIC	30,000.
BALTIMORE YOUTH ALLIANCE 6101 LOCH RAVEN BLVD APT 408 BALTIMORE, MD 21239	NONE SUMMER ACADEMIC CAMP	PUBLIC	20,000.
BIG BROTHERS, BIG SISTERS 3600 CLIPPER MILL ROAD #250 BALTIMORE, MD 21211	NONE UNRESTRICTED	PUBLIC	100,000.
CENTRAL SCHOLARSHIP BUREAU P.O. BOX 37064 BALTIMORE, MD 21297	NONE UNRESTRICTED	PUBLIC	50,000.

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CHAI LIFELINE 151 WEST 30TH STREET NEW YORK, NY 10001	NONE UNRESTRICTED	PUBLIC	5,000.
CITY OF BALTIMORE HEALTH DEPARTMENT	NONE UNRESTRICTED	PUBLIC	100,000.
CRISTO REY JESUIT HIGH SCHOOL 420 S. CHESTER STREET BALTIMORE, MD 21231	NONE UNRESTRICTED	PUBLIC	1,000.
DARRELL D. FRIEDMAN INSTITUTE	NONE UNRESTRICTED	PUBLIC	25,000.
ETZ CHAIM 3702 FORDS LANE BALTIMORE, MD 21215	NONE UNRESTRICTED	PUBLIC	25,000.
EVERYMAN THEATRE 1727 N. CHARLES STREET BALTIMORE, MD 21201	NONE UNRESTRICTED	PUBLIC	1,000.
HEWBREW IMMIGRANT AID SOCIETY	NONE UNRESTRICTED	PUBLIC	10,000.
HILLEL OF GREATER BALTIMORE 5950 PARK HEIGHTS AVE BALTIMORE, MD 21215	NONE UNRESTRICTED	PUBLIC	80,000.
INSTITUTE FOR CHRISTIAN & JEWISH STUDIES 956 DULANEY VALLEY ROAD BALTIMORE, MD 21204	NONE UNRESTRICTED	PUBLIC	100,000.
JEWISH CARING NETWORK	NONE UNRESTRICTED	PUBLIC	2,500.

JEWES FOR JUDAISM	NONE UNRESTRICTED	PUBLIC	12,000.
LIVING CLASSROOMS FOUNDATION 1417 THAMES STREET BALTIMORE, MD 21231	NONE UNRESTRICTED	PUBLIC	5,000.
MAALOT BALTIMORE 6602 PARK HEIGHTS AVENUE BALTIMORE, MD 21215	NONE UNRESTRICTED	PUBLIC	35,000.
MERCY HEALTH SERVICE CAPITAL CAMPAIGN 301 ST. PAUL PLACE BALTIMORE, MD 21202	NONE UNRESTRICTED	PUBLIC	370,000.
MESIVTA N'EIMUS HATORAH	NONE UNRESTRICTED	PUBLIC	20,000.
NAMI METROPOLITAN BALTIMORE 804 LANDMARK DR GLEN BURNIE, MD 21061	NONE UNRESTRICTED	PUBLIC	25,000.
NORTH BALTIMORE CENTER	NONE UNRESTRICTED	PUBLIC	15,000.
PARKS & PEOPLE FOUNDATION, INC.	NONE UNRESTRICTED	PUBLIC	1,000.
PEARLSTONE CENTER 5425 MOUNT GILEAD ROAD REISTERSTOWN, MD 21136	NONE UNRESTRICTED	PUBLIC	18,000.
PROFESSIONAL DEVELOPMENT & TRAINING	NONE UNRESTRICTED	PUBLIC	30,000.

THE CHARLES CRANE FAMILY FOUNDATION, INC

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SOVEYA	NONE UNRESTRICTED	PUBLIC	20,000.
STOCKS IN THE FUTURE 3003 N. CHARLES ST, SUITE 200 BALTIMORE, MD 21218	NONE UNRESTRICTED	PUBLIC	25,000.
TALMUDICAL ACADEMY	NONE UNRESTRICTED	PUBLIC	1,000.
THE ASSOCIATED JEWISH COMMUNITY FEDERATION 101 W. MT. ROYAL AVENUE BALTIMORE, MD 21201	NONE CAPITAL CAMPAIGN, DAY SCHOOLS & CENTER FOR JEWISH EDU	PUBLIC	678,500.
UMBF, INC.	NONE UNRESTRICTED	PUBLIC	100,000.
UNIVERSITY OF BALTIMORE EDUCATIONAL FOUNDATION 1420 N. CHARLES STREET BALTIMORE, MD 21201	NONE CENTER FOR FAMILIES, CHILDREN & COURTS	PUBLIC	111,894.
YESHIVAS ATERES 3305 SEVEN MILE LANE BALTIMORE, MD 21208	NONE UNRESTRICTED	PUBLIC	16,800.
YOUNG AUDIENCES ARTS FOR LEARNING	NONE UNRESTRICTED	PUBLIC	10,000.

TOTAL TO FORM 990-PF, PART XV, LINE 3A

2,078,694.

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

OMB No. 1545-1709

▶ File a separate application for each return

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- 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 File by the due date for filing your return. See instructions.	Name of Exempt Organization THE CHARLES CRANE FAMILY FOUNDATION, INC C/O DLA PIPER RUDNICK, LLP	Employer identification number 52-1755504
	Number, street, and room or suite no. If a P.O. box, see instructions. 6225 SMITH AVENUE	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. BALTIMORE, MD 21209-3600	

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 |

CAROLYN MCCULLY

- The books are in the care of ▶ **6225 SMITH AVENUE - BALTIMORE, MD 21209**

Telephone No ▶ **410-580-4410**FAX No. ▶ **N/A**

- 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 **AUGUST 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 _____, and ending _____.

- 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	\$ 31,306.
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	\$ 52,683.
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	\$ 0.

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

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

Form **8868** (Rev. 4-2009)

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

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 File by the extended due date for filing the return. See instructions.	Name of Exempt Organization		Employer identification number
	THE CHARLES CRANE FAMILY FOUNDATION, INC C/O DLA PIPER RUDNICK, LLP		52-1755504
	Number, street, and room or suite no. If a P.O. box, see instructions.		For IRS use only
	6225 SMITH AVENUE		
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.		
	BALTIMORE, MD 21209-3600		

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

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

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

CAROLYN MCCULLY

- The books are in the care of ☒ **6225 SMITH AVENUE - BALTIMORE, MD 21209**

Telephone No. ☒ **410-580-4410**

FAX No. ☒ **N/A**

- 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 **NOVEMBER 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 REQUIRED TO COLLECT INFORMATION 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	\$	44,240.
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	\$	52,683.
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	\$	0.

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 ☒ **Lisa M. Stz** Title ☒ **CPA** Date ☒ **8/5/2010**

Form 8868 (Rev. 4-2009)