Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2010

For calendar year 2010, 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 change

Name of foundation: CRANE FAMILY FOUNDATION,INC

A Employer identification number: 52-1755504

Number and street (or P O box number if mail is not delivered to street address): C/O DLA PIPER 6225 SMITH AVENUE

Room/suite

B Telephone number: 410-580-4410

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

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 54,520,861.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	159,932.	159,932.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	842,484.			
	b Gross sales price for all assets on line 6a 842,484.				
	7 Capital gain net income (from Part IV, line 2)		842,484.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	1,930,549.	1,983,707.		STATEMENT 2
	12 **Total** Add lines 1 through 11	2,932,965.	2,986,123.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	40,000.	0.		40,000.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 3	22,610.	0.		22,610.
	b Accounting fees STMT 4	20,220.	18,780.		1,440.
	c Other professional fees STMT 5	83,328.	83,328.		0.
	17 Interest				
	18 Taxes STMT 6	25,490.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	370.	0.		370.
	22 Printing and publications				
	23 Other expenses STMT 7	6,612.	0.		6,612.
	24 **Total operating and administrative expenses** Add lines 13 through 23	198,630.	102,108.		71,032.
	25 Contributions, gifts, grants paid	2,995,559.			2,995,559.
	26 **Total expenses and disbursements.** Add lines 24 and 25	3,194,189.	102,108.		3,066,591.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-261,224.			
	b **Net investment income** (if negative, enter -0-)		2,884,015.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Form **990-PF** (2010)

16531104 758923 6873472 2010.04050 CRANE FAMILY FOUNDATION,INC 68734721

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing	17.	17.	17.
	2 Savings and temporary cash investments	2,772,669.	339,705.	339,705.
	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	31,343,224.	33,475,702.	54,181,138.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 10)	20,019.	1.	1.
	16 **Total assets** (to be completed by all filers)	34,135,929.	33,815,425.	54,520,861.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] **and complete lines 27 through 31.**			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	34,135,929.	33,815,425.	
	30 **Total net assets or fund balances**	34,135,929.	33,815,425.	
	31 **Total liabilities and net assets/fund balances**	34,135,929.	33,815,425.	

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	34,135,929.
2	Enter amount from Part I, line 27a	2	-261,224.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	33,874,705.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	59,280.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	33,815,425.

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	P	VARIOUS	VARIOUS
b	ASSOCIATED CONSOLIDATED INVESTMENT FUND	P	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	29,394.			29,394.
b	813,090.			813,090.
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				29,394.
b				813,090.
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 } **2** 842,484.

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))
2009	2,144,185.	59,740,842.	.035891
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

2	**Total** of line 1, column (d)	2	.237111
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	.047422
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	53,031,050.
5	Multiply line 4 by line 3	5	2,514,838.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	28,840.
7	Add lines 5 and 6	7	2,543,678.
8	Enter qualifying distributions from Part XII, line 4	8	3,066,591.

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 ▶ [X] and enter 1% of Part I, line 27b		1	28,840.
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	28,840.
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	28,840.
6	Credits/Payments:			
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a 1,747.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 30,000.		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	31,747.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	727.
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	2,180.
11	Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶ 2,180. **Refunded** ▶		11	0.

Part VII-A Statements Regarding Activities

		Line	Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6	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*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MD			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
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

			Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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 22 of the instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	☐ 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 2010 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 2010.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?		4b		X

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 (No)

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		40,000.	0.	0.

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

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

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

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

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

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

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

Part IX-A **Summary of Direct Charitable Activities**

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

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	15,443,130.
b	Average of monthly cash balances	1b	1,324,247.
c	Fair market value of all other assets	1c	37,071,252.
d	**Total** (add lines 1a, b, and c)	1d	53,838,629.
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	53,838,629.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	807,579.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	53,031,050.
6	**Minimum investment return** Enter 5% of line 5	6	2,651,553.

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	2,651,553.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	28,840.		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	28,840.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	2,622,713.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	2,622,713.
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	2,622,713.

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	3,066,591.
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	3,066,591.
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	28,840.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	3,037,751.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				2,622,713.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years: ___, ___, ___		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005 772,677.				
b From 2006				
c From 2007				
d From 2008 177,000.				
e From 2009				
f **Total** of lines 3a through e	949,677.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 3,066,591.				
a Applied to 2009, 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 2010 distributable amount				2,622,713.
e Remaining amount distributed out of corpus	443,878.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,393,555.			
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 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				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 2005 not applied on line 5 or line 7	772,677.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	620,878.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008 177,000.				
d Excess from 2009				
e Excess from 2010 443,878.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see the instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed:

SEE STATEMENT 12

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

c Any submission deadlines:

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

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 13				
Total			▶ **3a**	2,995,559.
b *Approved for future payment*				
NONE				
Total			▶ **3b**	0.

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities	531390		14	159,932.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income	531390	668,249.	16	1,252,300.	
8 Gain or (loss) from sales of assets other than inventory			18	842,484.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a FEDERAL TAX REFUND					10,000.
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		668,249.		2,254,716.	10,000.

13 Total. Add line 12, columns (b), (d), and (e) 13 2,932,965.

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

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

Line No ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
	NOT APPLICABLE

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

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

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

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

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

Signature of officer or trustee — Date 11/8/11 — Title TRUSTEE

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JAMES S. MATHENY		11/7/11		P00026063

Firm's name ▶ RSM MCGLADREY, INC. — Firm's EIN ▶ 41-1944416

Firm's address ▶ 100 INTERNATIONAL DRIVE, SUITE 1400 BALTIMORE, MD 21202 — Phone no. (410)246-9300

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
8835 PARTNERSHIP, LLP	325.	0.	325.
ASSOCIATED CONSOLIDATED INVESTMENT FUND	91,756.	0.	91,756.
BELAIR BELTWAY PARTNERSHIP, LLP	4,057.	0.	4,057.
DLA PIPER RUDNICK LLP	115.	0.	115.
HARBOR PARTNERSHIP, LLP	469.	0.	469.
LEWAL PARTNERSHIP, LLP	625.	0.	625.
LYONS MILL NO 2, LLLP	17,330.	0.	17,330.
LYONS MILLS PARTNERSHIP, LLP	28,281.	0.	28,281.
ST. CHARLES AT OLDE COURT PARTNERSHIP, LLP	12,633.	0.	12,633.
WALBERT PARTNERSHIP, LLP	779.	0.	779.
WHITEMARSH INDUSTRIAL PARK PARTNERSHIP	3,562.	0.	3,562.
TOTAL TO FM 990-PF, PART I, LN 4	159,932.	0.	159,932.

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	9,759.	9,759.	
BELAIR BELTWAY PRSHP, LLP (UBIT)	350,803.	73,318.	
HARBOR PARTNERSHIP, LLP PTRSHP INCOME	66,524.	66,524.	
LYONS MILLS PARTNERSHIP LLP PTRSP (UBIT)	822,611.	658,089.	
ST CHARLES AT OLDE COURT PTRSHP LLP	1,048,729.	1,048,729.	
WALBERT PARTNERSHIP, LLP PTRSHP INCOME	-3,916.	-3,916.	
LYONS LAKE, LTD (UBIT)	-602,565.	0.	
LYONS MILL NO 2, LLLP PTRSHP (UBTI)	97,400.	0.	
WHITEMARSH INDUSTRIAL PARK PARTNERSHIP	131,204.	131,204.	
FEDERAL TAX REFUND	10,000.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,930,549.	1,983,707.	

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	22,610.	0.		22,610.
TO FM 990-PF, PG 1, LN 16A	22,610.	0.		22,610.

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	20,220.	18,780.		1,440.
TO FORM 990-PF, PG 1, LN 16B	20,220.	18,780.		1,440.

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	48,358.	48,358.		0.
ADMINISTRATIVE FEES				
INVESTMENT FUND	1,220.	1,220.		0.
APPRAISAL FEES	33,750.	33,750.		0.
	0.	0.		0.
TO FORM 990-PF, PG 1, LN 16C	83,328.	83,328.		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	25,490.	0.		0.
TO FORM 990-PF, PG 1, LN 18	25,490.	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	6,462.	0.		6,462.
OTHER EXPENSE	150.	0.		150.
TO FORM 990-PF, PG 1, LN 23	6,612.	0.		6,612.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 8

DESCRIPTION	AMOUNT
NONDEDUCTIBLE PREM. ON LIFE INS POLICY	59,280.
TOTAL TO FORM 990-PF, PART III, LINE 5	59,280.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
8835 PTRSHP, LLP 37.5% INT	COST	1,305,870.	1,427,213.
BELAIR BELTWAY PTRSHP,37.5%INT	COST	3,764,772.	4,914,788.
CHESTERHAVEN BEACH PTRSHP,75%	COST	2,383,773.	1,145,000.
HARBOR PTRSHP, 25% INT	COST	192,717.	611,438.
LEWAL PTRSHP, 37.5% INT	COST	221,050.	170,000.
LYONS MILLS PTRSHP, 55% INT	COST	5,994,359.	10,560,000.
ST CHARLES AT OLD CT PTRSHP,	COST	5,614,525.	9,733,763.
WALBERT PTRSHP, 37.5% INT	COST	591,458.	949,050.
WHITEMARSH IND PK PTRSHP, 75%	COST	1,767,615.	3,690,000.

LYONS MILL NO 2, 50% INT	COST	-467,255.	3,870,000.
ASSOCIATED CONSOLIDATED INV.	COST	12,119,080.	17,109,886.
LYONS LAKE, LTD	COST	-12,262.	0.
TOTAL TO FORM 990-PF, PART II, LINE 13		33,475,702.	54,181,138.

FORM 990-PF OTHER ASSETS STATEMENT 10

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
INTEREST RECEIVABLE	19.	1.	1.
INCOME TAX RECEIVABLE	20,000.	0.	0.
TO FORM 990-PF, PART II, LINE 15	20,019.	1.	1.

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	40,000.	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.

HINDA DUBIN 6225 SMITH AVENUE BALTIMORE, MD 21209	DIRECTOR 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		40,000.	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 21209-3600

TELEPHONE NUMBER	NAME OF GRANT PROGRAM
410-580-4410	N/A

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	25,000.
ACTS FOR YOUTH P.O. BOX 11068 BALTIMORE, MD 21212	NONE UNRESTRICTED	PUBLIC	8,000.
BAIS YAAKOV SCHOOL FOR GIRLS 11111 PARK HEIGHTS AVE OWINGS MILLS, MD 21117	NONE UNRESTRICTED	PUBLIC	2,000.
BALTIMORE CHESAPEAKE BAY OUTWARD BOUND 1900 EAGLE DRIVE BALTIMORE, MD 21207	NONE UNRESTRICTED	PUBLIC	40,000.
BALTIMORE COMMUNITY KOLLEL 3800 LABYRINTH ROAD BALTIMORE, MD 21215	NONE TUTORIAL & MONITORING SERVICES	PUBLIC	32,000.
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.
CITY OF BALTIMORE HEALTH DEPARTMENT 1001 E. FAYETTE STREET BALTIMORE, MD 21202	NONE UNRESTRICTED	PUBLIC	150,000.

CRISTO REY JESUIT HIGH SCHOOL 420 S. CHESTER STREET BALTIMORE, MD 21231	NONE UNRESTRICTED	PUBLIC	1,500.
DARRELL D. FRIEDMAN INSTITUTE 5806 PARK HEIGHTS AVE BALTIMORE, MD 21215	NONE UNRESTRICTED	PUBLIC	25,000.
ETZ CHAIM 3702 FORDS LANE BALTIMORE, MD 21215	NONE UNRESTRICTED	PUBLIC	25,000.
HEBREW IMMIGRANT AID SOCIETY 333 SEVENTH AVE, 16TH FLOOR NEW YORK, NY 10001	NONE UNRESTRICTED	PUBLIC	10,000.
HILLEL OF GREATER BALTIMORE 5950 PARK HEIGHTS AVE BALTIMORE, MD 21215	NONE UNRESTRICTED	PUBLIC	21,875.
INSTITUTE FOR CHRISTIAN & JEWISH STUDIES 956 DULANEY VALLEY ROAD BALTIMORE, MD 21204	NONE UNRESTRICTED	PUBLIC	50,000.
LIVING CLASSROOMS FOUNDATION 1417 THAMES STREET BALTIMORE, MD 21231	NONE UNRESTRICTED	PUBLIC	5,000.
MERCY HEALTH SERVICE CAPITAL CAMPAIGN 301 ST. PAUL PLACE BALTIMORE, MD 21202	NONE UNRESTRICTED	PUBLIC	308,500.
NAMI METROPOLITAN BALTIMORE 804 LANDMARK DR GLEN BURNIE, MD 21061	NONE UNRESTRICTED	PUBLIC	25,000.
PEARLSTONE CENTER 5425 MOUNT GILEAD ROAD REISTERSTOWN, MD 21136	NONE UNRESTRICTED	PUBLIC	24,000.

PROFESSIONAL DEVELOPMENT & TRAINING	NONE UNRESTRICTED	PUBLIC	30,000.
STOCKS IN THE FUTURE 3003 N. CHARLES ST, SUITE 200 BALTIMORE, MD 21218	NONE UNRESTRICTED	PUBLIC	25,000.
TALMUDICAL ACADEMY 4445 OLD COURT ROAD BALTIMORE, MD 21208	NONE UNRESTRICTED	PUBLIC	2,000.
THE ASSOCIATED JEWISH COMMUNITY FEDERATION 101 W. MT. ROYAL AVENUE BALTIMORE, MD 21201	NONE CAPITAL CAMPAIGN,DAY SCHOOLS & CENTER FOR JEWISH EDU	PUBLIC	1487500.
UNIVERSITY OF BALTIMORE EDUCATIONAL FOUNDATION 1420 N. CHARLES STREET BALTIMORE, MD 21201	NONE CENTER FOR FAMILIES, CHILDREN & COURTS	PUBLIC	82,850.
B'NAI-NI	NONE UNRESTRICTED	PUBLIC	30,000.
BALTIMORE BIKUR CHOLEM 2808 STEELE ROAD BALTIMORE, MD 21209	NONE UNRESTRICTED	PUBLIC	8,000.
ACHARAI - THE SHOSHANA S CARDIN LEADERSHIP INSTITUTE 5806 PARK HEIGHTS AVE BALTIMORE, MD 21215	NONE UNRESTRICTED	PUBLIC	5,000.
PMJ FOUNDATION P.O. BOX 20301 BALTIMORE, MD 21284	NONE UNRESTRICTED	PUBLIC	5,000.
JEWISH STUDENT UNION 149 WESTCHESTER AVE #32 PORT CHESTER, NY 10573	NONE UNRESTRICTED	PUBLIC	20,000.

CHANA 556 CROWN ST BROOKLYN, NY 11213	NONE UNRESTRICTED	PUBLIC	50,000.
AMERICAN FRIENDS OF MELITZ P.O. BOX 10156 JERUSALEM, ISRAEL	NONE UNRESTRICTED	PUBLIC	15,000.
TRILOGY FOUNDATION 1719 CIRCLE ROAD TOWSON, MD 21204	NONE UNRESTRICTED	PUBLIC	10,000.
JOHNS HOPKINS UNIVERSITY CENTER FOR JEWISH EDUCATION 3400 N CHARLES ST BALTIMORE, MD 21218	NONE UNRESTRICTED	PUBLIC	50,000.
MAOR, INC. 3407 PINKNEY ROAD BALTIMORE, MD 21215	NONE UNRESTRICTED	PUBLIC	25,000.
NORTHWEST CITIZENS PATROL P.O. BOX 15126 BALTIMORE, MD 21282	NONE UNRESTRICTED	PUBLIC	25,000.
HOUSE OF RUTH 2201 ARGONNE DRIVE BALTIMORE, MD 21218	NONE UNRESTRICTED	PUBLIC	45,000.
BALTIMORE URBAN DEBATE LEAGUE 2601 N HOWARD ST #150 BALTIMORE, MD 21218	NONE UNRESTRICTED	PUBLIC	15,000.
ENOCH PRATT FREE LIBRARY 400 CATHEDRAL ST BALTIMORE, MD 21201	NONE UNRESTRICTED	PUBLIC	25,000.
BALTIMORE EDUCATIONAL INITIATIVE FOR TEENS OF REFORM JUDAISM 5750 PARK HEIGHTS AVE BALTIMORE, MD 21215	NONE UNRESTRICTED	PUBLIC	30,000.

SHEMESH 5809 PARK HEIGHTS AVE BALTIMORE, MD 21215	NONE UNRESTRICTED	PUBLIC	102,000.
BNOS YISROEL OF BALTIMORE 5713 PARK HEIGHTS AVE BALTIMORE, MD 21215	NONE UNRESTRICTED	PUBLIC	33,334.
GEVURAS YARDEN 122 SLADE AVE PIKESVILLE, MD 21208	NONE UNRESTRICTED	PUBLIC	2,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			2,995,559.

Form **8868**
(Rev. January 2011)
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 ▶ [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.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits*

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

Type or print	Name of exempt organization	Employer identification number
	THE CHARLES CRANE FAMILY FOUNDATION,INC C/O DLA PIPER RUDNICK, LLP	52-1755504
File by the due date for filing your return See instructions	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	

Enter the Return code for the return that this application is for (file a separate application for each return) [0 4]

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

  Telephone No ▶ 410-580-4410 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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2011 , to file the exempt organization return for the organization named above The extension is for the organization's return for

▶ [X] calendar year 2010 or

▶ [ ] tax year beginning ________, and ending ________

2 If the tax year entered in line 1 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	$ 31,747.
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	3b	$ 1,747.
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$ 30,000.

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

● 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
	THE CHARLES CRANE FAMILY FOUNDATION,INC C/O DLA PIPER RUDNICK, LLP	52-1755504
File by the extended due date for filing your return See instructions	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	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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 ▶ CAROLYN MCCULLY 6225 SMITH AVENUE - BALTIMORE, MD 21209

Telephone No. ▶ 410-580-4410 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 November 15, 2011.

5 For calendar year 2010 , or other tax year beginning ______, and ending ______.

6 If the tax year entered in line 5 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 NECESSARY TO PREPARE 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	$ 31747.
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	$ 31747.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, 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 ▶ Title ▶ Date ▶

023842
01-24-11

3520811 758923 6873472 2010.04010 THE CHARLES CRANE FAMILY FO 68734721