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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
ASSETS	1	Cash — non-interest-bearing		214,963.	75,001.	75,001.
	2	Savings and temporary cash investments		1,418,213.	1,009,059.	1,009,059.
	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 (attach schedule) (see the instructions)				
	7	Other notes and loans receivable (attach sch)				
		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 (attach schedule)				
	b	Investments — corporate stock (attach schedule)				
	c	Investments — corporate bonds (attach schedule)				
	11	Investments — land, buildings, and equipment basis				
	Less: accumulated depreciation (attach schedule)					
12	Investments — mortgage loans					
13	Investments — other (attach schedule) L-13 Stmt			24,008,156.	25,793,442.	25,793,442.
14	Land, buildings, and equipment basis					
	Less: accumulated depreciation (attach schedule)					
15	Other assets (describe)					
16	Total assets (to be completed by all filers — see instructions. Also, see page 1, item I)			25,641,332.	26,877,502.	26,877,502.
LIABILITIES	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)				
	23	Total liabilities (add lines 17 through 22)				
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds		25,641,332.	26,877,502.	
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see the instructions)		25,641,332.	26,877,502.	
	31	Total liabilities and net assets/fund balances (see the instructions)		25,641,332.	26,877,502.	

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	25,641,332.
2	Enter amount from Part I, line 27a	2	-363,634.
3	Other increases not included in line 2 (itemize) <input type="checkbox"/> See Other Increases Stmt	3	1,599,804.
4	Add lines 1, 2, and 3	4	26,877,502.
5	Decreases not included in line 2 (itemize) <input type="checkbox"/>	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	26,877,502.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a 250000 shares of Barclays Bren GSCI Oil	P	02/02/09	08/05/10
b 250000 shares of Barclays Bren S&P GSCI	P	06/12/09	08/11/10
c 500000 shares of HSBC Asia Basket	P	09/25/09	10/14/10
d 500000 shares of CS RTY Note	P	03/11/10	11/15/10
e See Columns (a) thru (d)			

(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 362,775.		250,000.	112,775.
b 258,125.		250,000.	8,125.
c 602,000.		500,000.	102,000.
d 535,000.		500,000.	35,000.
e See Columns (e) thru (h)		1,469,225.	392,734.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			112,775.
b			8,125.
c			102,000.
d			35,000.
e See Columns (i) thru (l)	0.	0.	392,734.

2 Capital gain net income or (net capital loss).	<div style="border: 1px solid black; padding: 2px; display: inline-block;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>	2	650,634.
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) (see the instructions) If (loss), enter -0- in Part I, line 8	<div style="border: 1px solid black; padding: 2px; display: inline-block;"> If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0- in Part I, line 8 </div>	3	

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 the 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 (column (b) divided by column (c))
2009	1,820,838.	23,134,888.	0.078705
2008	2,007,916.	27,414,930.	0.073242
2007	2,330,389.	31,596,312.	0.073755
2006	2,182,393.	29,802,757.	0.073228
2005	1,822,085.	28,315,310.	0.064350

2 Total of line 1, column (d)	2	0.363280
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	0.072656
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	25,492,156.
5 Multiply line 4 by line 3	5	1,852,158.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	8,971.
7 Add lines 5 and 6	7	1,861,129.
8 Enter qualifying distributions from Part XII, line 4	8	2,017,800.

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 the instructions)

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary – see instr.)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	8,971.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	8,971.
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	8,971.
6 Credits/Payments:			
a 2010 estimated tax pmts and 2009 overpayment credited to 2010	6a	29,520.	
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	0.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	29,520.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	20,549.	
11 Enter the amount of line 10 to be Credited to 2011 estimated tax	11	20,549.	Refunded

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>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</i>		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 <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities.</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a 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? <i>If 'Yes,' attach the statement required by General Instruction T</i>		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? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) MD - Maryland		
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? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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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? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>Rosemore Professional Services Inc.</u> Telephone no <u>(410) 347-7066</u> Located at <u>One N Charles St, 22nd Fl Balt., MD</u> ZIP + 4 <u>21201</u>			
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 <u>15</u>			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country <u></u>	16	Yes	No X

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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	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 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
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 the instructions)	2b	X
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.)	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

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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)? (see instructions)

☐ 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)?**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?☐ 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**

If 'Yes' to 6b, file Form 8870

X

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?**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 (see instructions).

(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 Attached		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1— see instructions). 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	None			
0				
0				
0				
0				

Total number of other employees paid over \$50,000

None

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Rosemore Professional Services, Inc. One N. Charles St Baltimore MD 21201	Financial Services	63,000.

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

None

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 N/A Administration of Grants is only activity.	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 None	0.
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	None

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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	25,037,608.
b Average of monthly cash balances	1b	842,753.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	25,880,361.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Subtract line 2 from line 1d	3	25,880,361.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	388,205.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	25,492,156.
6 Minimum investment return. Enter 5% of line 5	6	1,274,608.

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	1,274,608.
2a Tax on investment income for 2010 from Part VI, line 5	2a	8,971.	
b Income tax for 2010 (This does not include the tax from Part VI)	2b		
c Add lines 2a and 2b		2c	8,971.
3 Distributable amount before adjustments. Subtract line 2c from line 1		3	1,265,637.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	1,265,637.
6 Deduction from distributable amount (see instructions)		6	
7 Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	1,265,637.

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	2,017,800.
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	2,017,800.
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 (see instructions)	5	8,971.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,008,829.

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				1,265,637.
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only				
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2010:				
a From 2005	457,976.			
b From 2006	729,377.			
c From 2007	787,665.			
d From 2008	646,370.			
e From 2009	671,461.			
f Total of lines 3a through e	3,292,849.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 2,017,800.				
a Applied to 2009, but not more than line 2a				
b Applied to undistributed income of prior years (Election required — see instructions)				
c Treated as distributions out of corpus (Election required — see instructions)				
d Applied to 2010 distributable amount				
e Remaining amount distributed out of corpus	2,017,800.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	1,265,637.			1,265,637.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	4,045,012.			
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				
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 instructions			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) (see instructions)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	4,045,012.			
10 Analysis of line 9:				
a Excess from 2006	0.			
b Excess from 2007	709,381.			
c Excess from 2008	646,370.			
d Excess from 2009	671,461.			
e Excess from 2010	2,017,800.			

N/A

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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 Schedule Attached		501(c)3	Unrestricted Gift	1,878,300.
Total			3a	1,878,300.
b Approved for future payment See Schedule Attached		501(c)(3)	Unrestricted Gift	1,735,800.
Total			3b	1,735,800.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (see the instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion 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			14	359,875.	
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					
8 Gain or (loss) from sales of assets other than inventory			18	650,634.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a Partnership K-1's	532420	9,066.	14	-1,087.	
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)		9,066.		1,009,422.	
13 Total. Add line 12, columns (b), (d), and (e)					13 1,018,488.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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		X
(2) Other assets		X
b Other transactions		
(1) Sales of assets to a noncharitable exempt organization		X
(2) Purchases of assets from a noncharitable exempt organization		X
(3) Rental of facilities, equipment, or other assets		X
(4) Reimbursement arrangements		X
(5) Loans or loan guarantees		X
(6) Performance of services or membership or fundraising solicitations		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees		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.

[illegible]

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

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.

**Sign
Here**

Signature of officer or trustee

Date _____

President

Title

Print/Type preparer's name

Preparer's signature

Date	
------	--

Check if ☐ if
self-employed

PTIN

P00165970

**Paid
Preparer
Use Only**

Firm's name **Rosemore Professional Services, Inc.**

One N. Charles St., 22nd Floor

Firm's address **Baltimore MD 21201**

Firm's EIN ▶ 52-2358116

Phone no (410) 347-7066

BAA

Form 990-PF (2010)

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

► **Attach to Form 990, 990-EZ, or 990-PF**

OMB No 1545-0047

2010

Name of the organization

The Henry and Ruth Blaustein Rosenberg Foundation, Inc.

Employer identification number

52-6038384

Organization type (check one)

Filers of:

Form 990 or 990-EZ

Section:

- ☐ 501(c)() (enter number) organization
☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
☐ 527 political organization

Form 990-PF

- ☒ 501(c)(3) exempt private foundation
☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. (Complete Parts I and II.)

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ, that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ, that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ, that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ► \$ _____

Caution: An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF) but it **must** answer 'No' on Part IV, line 2 of their Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2010)

Name of organization

Employer identification number

The Henry and Ruth Blaustein Rosenberg Foundation, Inc.

52-6038384

Part I Contributors (see instructions)

(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	Henry A. Rosenberg, Jr 5 High Green Lane Stevenson MD 21153	\$ 297,448.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	Ruth R. Marder Roland Park Place 830 W. 40th St # 408 Baltimore MD 21211	\$ 257,440.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
3	Judith R. Hoffberger 5110 San Felipe, Apt. 164W Houston TX 77056	\$ 193,080.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

THE HENRY AND RUTH BLAUSTEIN ROSENBERG FOUNDATION, INC.
ONE NORTH CHARLES STREET, 22ND FLOOR
BALTIMORE, MARYLAND 21201
52-6038384

Page 6, Part VIII, Item 1 – Name, address and title of officers, directors and trustees

<u>Name and Address</u>	<u>Position</u>
Henry A. Rosenberg, Jr. Stevenson, Maryland	Trustee and President
Ruth R. Marder Lutherville, Maryland	Trustee and Vice President
Judith R. Hoffberger Houston, Texas	Trustee and Vice President
Robert A. Delp Ellicott City, Maryland	Treasurer
Betsy F. Ringel Baltimore, Maryland	Secretary
Dale E. Maxson Woodbine, Maryland	Assistant Treasurer and Assistant Secretary

THE HENRY AND RUTH BLAUSTEIN ROSENBERG FOUNDATION, INC.
10 EAST BALTIMORE STREET, SUITE 1111, BALTIMORE, MARYLAND 21202
FORM 990-PF FOR CALENDAR YEAR 2010
52-6038384

Page 10, Part XV, Line 3a – Contributions, gifts, grants, etc., paid during the year

Organization Name	City, State	Amount
Abilities Network	Towson, MD	\$15,000
American Cancer Society	Baltimore, MD	15,000
American Red Cross, National Headquarters	Washington, DC	50,000
Arts Education in Maryland Schools, Inc.	Baltimore, MD	10,000
The Associated Jewish Community Federation of Baltimore, Inc.	Baltimore, MD	25,000
The Associated Jewish Community Federation of Baltimore, Inc.	Baltimore, MD	530,000
The Association of Baltimore Area Grantmakers	Baltimore, MD	4,500
The B & O Railroad Museum, Inc.	Baltimore, MD	12,500
Baltimore Choral Arts Society, Inc.	Baltimore, MD	7,500
Baltimore Hebrew Congregation	Baltimore, MD	15,000
The Baltimore Museum of Art	Baltimore, MD	2,500
Baltimore Museum of Industry	Baltimore, MD	500
Baltimore Office of Promotion & the Arts	Baltimore, MD	15,000
Baltimore School for the Arts Foundation, Inc.	Baltimore, MD	35,000
The Baltimore Symphony Orchestra	Baltimore, MD	75,000
Bon Secours of Maryland Foundation	Baltimore, MD	7,500
Bryn Mawr School for Girls of Baltimore City	Baltimore, MD	9,000
Cal Ripken, Sr. Foundation	Baltimore, MD	20,000
CollegeBound Foundation	Baltimore, MD	3,000
Concert Artists of Baltimore, Inc.	Baltimore, MD	25,000
Concert Artists of Baltimore, Inc.	Baltimore, MD	15,000
Concert Artists of Baltimore, Inc.	Baltimore, MD	20,000
Cristo Rey Jesuit High School	Baltimore, MD	5,000
Dyslexia Tutoring Program, Inc.	Baltimore, MD	20,000
Enterprise Community Partners	Baltimore, MD	1,500
The Everyman Theatre, Inc.	Baltimore, MD	10,000
The Everyman Theatre, Inc.	Baltimore, MD	35,000
Gilman School	Baltimore, MD	50,000
Goucher College	Baltimore, MD	110,000
Greater Homewood Community Corporation	Baltimore, MD	7,500
Health Care for the Homeless, Inc.	Baltimore, MD	20,000
Heifetz International Music Institute, Inc.	Ellicott City, MD	15,000
HopeWell Cancer Support	Brooklandville, MD	7,500
Johns Hopkins Hospital	Baltimore, MD	70,000
Johns Hopkins University-Peabody Institute	Baltimore, MD	25,000
Junior Achievement of Central Maryland, Inc.	Owings Mills, MD	7,500
Kennedy Krieger Institute, Inc.	Baltimore, MD	100,000
LifeBridge Health	Baltimore, MD	62,500
LifeBridge Health	Baltimore, MD	6,000
Marine Mammal Stranding Center	Brigantine, NJ	15,000
Maryland Citizens for the Arts Foundation, Inc.	Baltimore, MD	3,300
Maryland Family Network, Inc.	Baltimore, MD	5,000
Maryland Food Bank, Inc.	Baltimore, MD	15,000

THE HENRY AND RUTH BLAUSTEIN ROSENBERG FOUNDATION, INC.
10 EAST BALTIMORE STREET, SUITE 1111, BALTIMORE, MARYLAND 21202
FORM 990-PF FOR CALENDAR YEAR 2010
52-6038384

Page 10, Part XV, Line 3a – Contributions, gifts, grants, etc., paid during the year

Organization Name	City, State	Amount
National Aquarium in Baltimore, Inc.	Baltimore, MD	\$12,500
National Boy Scouts of America Foundation	Irving, TX	80,000
National Boy Scouts of America Foundation	Irving, TX	80,000
Network for Teaching Entrepreneurship	New York, NY	10,000
Parks & People Foundation for Baltimore Recreation & Parks	Baltimore, MD	5,000
Planned Parenthood of Maryland, Inc.	Baltimore, MD	20,000
Planned Parenthood of the Columbia/Willamette	Portland, OR	5,000
Pride of Baltimore, Inc.	Baltimore, MD	5,000
Rhode Island Sports Heroes	Coventry, RI	12,500
The Sheppard and Enoch Pratt Foundation, Inc.	Baltimore, MD	13,000
South Baltimore Learning Center	Baltimore, MD	7,500
Saint Agnes Hospital Foundation	Baltimore, MD	15,000
The Star Spangled Banner Flag House Association, Inc.	Baltimore, MD	2,500
Surfrider Foundation	San Clemente, CA	10,000
Thomas A. Edison High School	Portland, OR	15,000
University of Baltimore Educational Foundation	Baltimore, MD	30,000
The Walters Art Museum	Baltimore, MD	25,000
Wolf Trap Foundation for the Performing Arts	Vienna, VA	10,000
The Women's Housing Coalition	Baltimore, MD	10,000
Young Audiences of Maryland, Inc.	Baltimore, MD	7,500
TOTAL		\$1,878,300

All grants or contributions are made to qualified 501(c)(3) organizations.

Purpose of grants or contributions listed above: Unrestricted gift for charitable purpose

THE HENRY AND RUTH BLAUSTEIN ROSENBERG FOUNDATION, INC.
10 EAST BALTIMORE STREET, SUITE 1111, BALTIMORE, MARYLAND 21202
FORM 990-PF FOR CALENDAR YEAR 2010
52-6038384

Page 10, Part XV, Line 3b – Grants and Contributions Approved for Future Payments

Organization Name	City, State	Balance
American Visionary Art Museum, Inc.	Baltimore, MD	\$15,000
Arts Education in Maryland Schools, Inc.	Baltimore, MD	10,000
The Associated Jewish Community Federation of Baltimore, Inc.	Baltimore, MD	25,000
The B & O Railroad Museum, Inc.	Baltimore, MD	12,500
Baltimore Chesapeake Bay Outward Bound Center	Baltimore, MD	10,000
Baltimore Choral Arts Society, Inc.	Baltimore, MD	7,500
Baltimore Urban Debate League	Baltimore, MD	15,000
Big Brothers & Big Sisters of Central Maryland, Inc.	Baltimore, MD	15,000
Bon Secours of Maryland Foundation	Baltimore, MD	7,500
Cal Ripken, Sr. Foundation	Baltimore, MD	80,000
Concert Artists of Baltimore, Inc.	Baltimore, MD	25,000
Concert Artists of Baltimore, Inc.	Baltimore, MD	40,000
Dyslexia Tutoring Program, Inc.	Baltimore, MD	20,000
The Everyman Theatre, Inc.	Baltimore, MD	10,000
The Everyman Theatre, Inc.	Baltimore, MD	140,000
The Family Tree	Baltimore, MD	40,000
Greater Baltimore Youth Orchestra Association	Timonium, MD	2,500
Greater Homewood Community Corporation	Baltimore, MD	7,500
Health Care for the Homeless, Inc.	Baltimore, MD	40,000
The Jewish Museum of Maryland	Baltimore, MD	12,500
Johns Hopkins Hospital	Baltimore, MD	140,000
Johns Hopkins University-Peabody Institute	Baltimore, MD	25,000
Junior Achievement of Central Maryland, Inc.	Owings Mills, MD	7,500
Kennedy Krieger Institute, Inc.	Baltimore, MD	100,000
LifeBridge Health	Baltimore, MD	187,500
Maryland Citizens for the Arts Foundation, Inc.	Baltimore, MD	3,300
National Aquarium in Baltimore, Inc.	Baltimore, MD	12,500
National Boy Scouts of America Foundation	Irving, TX	240,000
National Boy Scouts of America Foundation	Irving, TX	320,000
Parks & People Foundation for Baltimore Recreation & Parks	Baltimore, MD	5,000
Planned Parenthood of Maryland, Inc.	Baltimore, MD	20,000
Pride of Baltimore, Inc.	Baltimore, MD	5,000
South Baltimore Learning Center	Baltimore, MD	7,500
The Star Spangled Banner Flag House Association, Inc.	Baltimore, MD	2,500
William S. Baer School Partnership Board, Inc.	Baltimore, MD	20,000
Wolf Trap Foundation for the Performing Arts	Vienna, VA	10,000
The Women's Housing Coalition	Baltimore, MD	10,000
YMCA of Central Maryland, Inc.	Baltimore, MD	75,000
Your Public Radio Corporation	Baltimore, MD	10,000
TOTAL		\$1,735,800

All grants or contributions are made to qualified 501(c)(3) organizations.

Purpose of grants or contributions listed above – Unrestricted gift for charitable purpose.

Form 990-PF, Page 1, Part I, Line 11

Line 11 Stmt

Other income:	Rev/Exp Book	Net Inv Inc	Adj Net Inc
Atel k-1	9,066.	0.	
Rockefeller k-1	-1,087.	-1,087.	
Total	<u>7,979.</u>	<u>-1,087.</u>	

Form 990-PF, Page 2, Part III, Line 3

Other Increases Stmt

Net unrealized gains 2010	1,599,803.
Rounding Error	1.
Total	<u>1,599,804.</u>

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Columns (a) thru (d)

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
500000 shares of GS SPX Bren	P	10/30/09	11/17/10
79249.19 shares of JP Core Bond Fund	P	03/31/08	03/10/10
9956.83 shares of JP Core Bond Fund	P	03/01/10	03/10/10
Emerald Advisor Litigation	P	Various	Various
Rockefeller Global Equity from K-1	P	Various	Various
Atel Capital Equipment Fund	P	Various	Various

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Columns (e) thru (h)

(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)
569,100.		500,000.	69,100.
888,384.		858,704.	29,680.
111,616.		110,521.	1,095.
34.		0.	34.
292,894.		0.	292,894.
-69.		0.	-69.
Total		<u>1,469,225.</u>	<u>392,734.</u>

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Columns (i) thru (l)

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

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (column (h) gain minus column (k), but not less than -0-) or losses (from column (h))
			69,100.
			29,680.
			1,095.
0.	0.	0.	34.
0.	0.	0.	292,894.
			-69.
Total	0.	0.	392,734.

Form 990-PF, Page 10, Part XV, Line 1a

Information Regarding Foundation Managers

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).)

Ruth R. Marder

Judith R. Hoffberger

Form 990-PF, Page 1, Part I

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Rosemore Professiona	Tax and Investing	63,000.	25,200.		37,800.
Total		63,000.	25,200.		37,800.

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Aurora Fund	Portfolio/Investment E	5,278.	5,278.		
LC Growth	Portfolio/Investment E	19,259.	19,259.		
Rockefeller	Portfolio/Investment E	50,137.	50,137.		
Total		74,674.	74,674.		

Form 990-PF, Page 2, Part II, Line 13

L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
JP Morgan Short term Bond Fund	2,819,937.	2,819,937.
JP Morgan Bond Fund	2,263,307.	2,263,307.
State of Israel Bond 03/01/15	50,000.	50,000.
State of Israel Bond 05/01/15	75,000.	75,000.
Rockefeller Global Equity	5,514,346.	5,514,346.
Ishares Russell 2000	586,800.	586,800.
T Rowe Price New Asia	827,319.	827,319.
Russell Midcap Index Fund	647,130.	647,130.
Artio International Fund	732,941.	732,941.
DF Dent Premier Growth Fund	599,579.	599,579.
Eaton Vance	1,043,409.	1,043,409.
Managers AMG Timesquare	600,000.	600,000.
Atel Capital Equipment Fund IX	34,232.	34,232.
Franklin Street Property	807,049.	807,049.
Highbridge Hedge Fund	1,455,515.	1,455,515.
Aurora Offshore II - Hedge Fund	2,198,137.	2,198,137.
JP Corporate Fin Private Inv III	1,263,879.	1,263,879.
Avenue Int'l Hedge Fund	648,570.	648,570.
Coatue Int'l Hedge Fund	559,690.	559,690.
Goldentree Hedge Fund	628,390.	628,390.
NB Select Access Fund	440,496.	440,496.
Galleon Offshore Hedge Fund	1,574.	1,574.
Blackstone Real Estate	449,779.	449,779.
Global Access Hedge Fund	527,449.	527,449.
DB BREN SPX	513,164.	513,164.
BARC WTI QRN	505,750.	505,750.
Total	<u>25,793,442.</u>	<u>25,793,442.</u>

Supporting Statement of:**Form 990-PF, p1/Line 4(b)**

Description	Amount
Atel Capital Equipment	650.
State of Israel Bonds	4,746.
JP Money Market Fund	20.
JP Morgan Bond Funds	145,053.
JP Morgan Large Cap Dividends/Interest	56,465.
Franklin St Properties	43,043.
Goldman Fund	10.
Rockefeller Global Equity	109,888.
Total	<u>359,875.</u>

Supporting Statement of:**Form 990-PF, p1/Line 18(a)-1**

Description	Amount
Rockefller	10,126.
Artio Int'l Fund	958.
T Rowe Price New Asia Fund	1,332.
Total	<u>12,416.</u>