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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 APR 1, 2010 , and ending MAR 31, 2011

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: LEGG MASON CHARITABLE FOUNDATION, INC.

A Employer identification number: 31-1738146

Number and street (or P O box number if mail is not delivered to street address): 100 INTERNATIONAL DRIVE | Room/suite

B Telephone number: (410) 539-0000

City or town, state, and ZIP code: BALTIMORE, MD 21202

C If exemption application is pending, check here ▶☐

D 1. Foreign organizations, check here ▶☐

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 8,040,972.

J Accounting method: ☐ Cash [X] 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	0.		N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	16,530.	16,530.		
	4 Dividends and interest from securities				
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		0.		
	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	3,214.	0.		STATEMENT 1
	12 **Total.** Add lines 1 through 11	19,744.	16,530.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees				
	17 Interest				
	18 Taxes				
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 2	8,764.	8,764.		0.
	24 **Total operating and administrative expenses** Add lines 13 through 23	8,764.	8,764.		0.
	25 Contributions, gifts, grants paid	1,717,969.			1,545,487.
	26 **Total expenses and disbursements.** Add lines 24 and 25	1,726,733.	8,764.		1,545,487.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<1,706,989.>			
	b **Net investment income** (if negative, enter -0-)		7,766.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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18210627 769024 LEG100 2010.04000 LEGG MASON CHARITABLE FOUND LEG100_1

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	275,153.	165,634.	165,634.
	2 Savings and temporary cash investments	9,300,000.	7,874,294.	7,874,294.
	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			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ ACCRUED INTEREST)	327.	1,044.	1,044.
	16 **Total assets** (to be completed by all filers)	9,575,480.	8,040,972.	8,040,972.
Liabilities	17 Accounts payable and accrued expenses		41,914.	
	18 Grants payable	480,938.	611,505.	
	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)	480,938.	653,419.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	9,094,542.	7,387,553.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances**	9,094,542.	7,387,553.	
	31 **Total liabilities and net assets/fund balances**	9,575,480.	8,040,972.	

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	9,094,542.
2	Enter amount from Part I, line 27a	2	<1,706,989.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	7,387,553.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	7,387,553.

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				
b	NONE			
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				
b				
c				
d				
e				

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

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	1,420,432.	10,265,829.	.138365
2008	1,511,057.	10,869,790.	.139014
2007	1,085,304.	9,496,888.	.114280
2006	1,399,795.	7,999,183.	.174992
2005	1,306,268.	7,408,444.	.176322

2	**Total** of line 1, column (d)	2	.742973
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	.148595
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	8,784,372.
5	Multiply line 4 by line 3	5	1,305,314.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	78.
7	Add lines 5 and 6	7	1,305,392.
8	Enter qualifying distributions from Part XII, line 4	8	1,545,487.

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	78.
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	78.
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	78.
6	Credits/Payments:			
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a 500.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	500.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	422.
11	Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶ 422. **Refunded** ▶		11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? *If the answer is "Yes" to* **1a** *or* **1b**, *attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*	1b		X
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? N/A	4b		
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)*

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 ▶ N/A

14 The books are in care of ▶ CHERYL YATES Telephone no. ▶ 410-~~539-0000~~ 454-2914

Located at ▶ 100 INTERNATIONAL DRIVE, BALTIMORE, MD ZIP+4 ▶ 21202-1476

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
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 3		0.	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 N/A	
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	0.
b	Average of monthly cash balances		1b	8,918,144.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	8,918,144.
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	8,918,144.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	133,772.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	8,784,372.
6	**Minimum investment return.** Enter 5% of line 5		6	439,219.

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	439,219.
2a	Tax on investment income for 2010 from Part VI, line 5	2a 78.		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	78.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	439,141.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	439,141.
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	439,141.

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	1,545,487.
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	1,545,487.
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	78.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,545,409.

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				439,141.
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 939,813.				
b From 2006 1,006,626.				
c From 2007 620,199.				
d From 2008 971,209.				
e From 2009 907,359.				
f **Total** of lines 3a through e	4,445,206.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 1,545,487.				
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				439,141.
e Remaining amount distributed out of corpus	1,106,346.			
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	5,551,552.			
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	939,813.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	4,611,739.			
10 Analysis of line 9:				
a Excess from 2006 1,006,626.				
b Excess from 2007 620,199.				
c Excess from 2008 971,209.				
d Excess from 2009 907,359.				
e Excess from 2010 1,106,346.				

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 4

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 ATTACHED STATEMENT				
Total			▶ 3a	1,545,487.
b *Approved for future payment*				
Total SEE ATTACHED STATEMENT(S)			▶ 3b	352,500.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	16,530.	
4 Dividends and interest from securities					
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					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a INCOME TAX REFUND			01	3,214.	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		19,744.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	19,744.

(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).

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 8/10/11 | ▶ Title VP & Treasurer

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
LORI S. BURGHAUSER	LORI S. BURGHAUSE	06/27/11		

Firm's name ▶ SC&H TAX & ADVISORY SERVICES, LLC | Firm's EIN ▶

Firm's address ▶ 910 RIDGEBROOK ROAD SPARKS, MD 21152 | Phone no. (410) 403-1500

FORM 990-PF OTHER INCOME STATEMENT 1

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
INCOME TAX REFUND	3,214.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	3,214.	0.	

FORM 990-PF OTHER EXPENSES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES	8,764.	8,764.		0.
TO FORM 990-PF, PG 1, LN 23	8,764.	8,764.		0.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 3

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JOSEPH A. SULLIVAN 100 INTERNATIONAL DRIVE BALTIMORE, MD 21202	PRESIDENT 1.00	0.	0.	0.
MICHAEL P. MCCALISTER 100 INTERNATIONAL DRIVE BALTIMORE, MD 21202	VICE-PRESIDENT 1.00	0.	0.	0.
PETER H. NACHTWEY 100 INTERNATIONAL DRIVE BALTIMORE, MD 21202	VICE-PRESIDENT & TREASURER (PART YEAR) 1.00	0.	0.	0.
CHARLES J. DALEY, JR. 100 INTERNATIONAL DRIVE BALTIMORE, MD 21202	VICE-PRESIDENT & TREASURER (PART YEAR) 1.00	0.	0.	0.
THOMAS C. MERCHANT 100 INTERNATIONAL DRIVE BALTIMORE, MD 21202	SECRETARY 1.00	0.	0.	0.
ELISABETH F. CRAIG 100 INTERNATIONAL DRIVE BALTIMORE, MD 21202	ASSISTANT SECRETARY (PART YEAR) 1.00	0.	0.	0.
ERIN L. CLARK 100 INTERNATIONAL DRIVE BALTIMORE, MD 21202	ASSISTANT SECRETARY (PART YEAR) 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 4
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

KELLY SPILMAN
100 INTERNATIONAL DRIVE
BALTIMORE, MD 21202

TELEPHONE NUMBER

410-454-4416

FORM AND CONTENT OF APPLICATIONS

REQUESTS ARE MADE VERBALLY AND A WRITTEN CONFIRMATION OF THE VERBAL AGREEMENT IS PROVIDED BY THE DONEE TO THE DONOR.

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE

GENERAL EXPLANATION STATEMENT 5

LEGG MASON, INC. PAYS ALL OF THE OPERATING EXPENSES OF THE FOUNDATION. THE OPERATING EXPENSES INCLUDE ALL EXPENSES ATTRIBUTABLE TO ITS OPERATIONS INCLUDING LEGAL FEES, PROFESSIONAL SERVICES AND PAYROLL. THE PAYMENT OF THESE EXPENSES HAS NOT BEEN REFLECTED IN THE RETURN.

LEGG MASON CHARITABLE FOUNDATION, INC
EIN 31-1738146
2011 FORM 990-PF, PART XV, GRANTS AND CONTRIBUTIONS PAID
DURING THE YEAR OR APPROVED FOR FUTURE PAYMENT

NAME OF CHARITY	501c(3) or PF	ADDRESS	ADDRESS	PURPOSE OF GRANT	RECIPIENT RELATIONSHIP	CONTRIBUTIONS
Advocates for Children and Youth	501c(3)	8 Market Place	Baltimore, MD 21202	general purpose grants/contributions	n/a	4,650 00
Alzheimer's Association	501c(3)	1850 York Road Suite D	Lutherville-Timonium 21093	general purpose grants/contributions	n/a	3,250 00
American Heart Association	501c(3)	4217 Park Place Court	Glen Allen, VA 23060	general purpose grants/contributions	n/a	5,000 00
American Heart Association	501c(3)	Mid-Atlantic Affiliate 4218 Park Place Court	Glen Allen, VA 23060	general purpose grants/contributions	n/a	1,000 00
Archdiocese of Baltimore Gala	501c(3)	320 Cathedral Street	Baltimore, MD 21201	general purpose grants/contributions	n/a	9,000 00
Associated Catholic Charities, Inc	501c(3)	320 Cathedral Street	Baltimore, MD 21201	general purpose grants/contributions	n/a	73,000 00
Babe Ruth Museum	501c(3)	C/O Mary Henneman 216 Emory Street	Baltimore, MD 21230	general purpose grants/contributions	n/a	2,500 00
Baltimore Child Abuse Center	501c(3)	2300 North Charles Street Suite 401	Baltimore, MD 21218	general purpose grants/contributions	n/a	5,000 00
Baltimore City Foundation	501c(3)	10 N Calvert Street Suite 915	Baltimore, MD 21202	general purpose grants/contributions	n/a	25,000 00
Baltimore City Foundation	501c(3)	1001 E Fayette Street	Baltimore, MD 21202	general purpose grants/contributions	n/a	17,828 50
Baltimore Community Foundation	501c(3)	2 E Read Street-9th Floor	Baltimore, MD 21202	general purpose grants/contributions	n/a	116,500 00
Baltimore Curriculum Project	501c(3)	2707 E Fayette Street	Baltimore, MD 21204	general purpose grants/contributions	n/a	14,000 00
Baltimore Educational Scholarship Trust, Inc	501c(3)	808 N Charles Street	Baltimore, MD 21201	general purpose grants/contributions	n/a	11,000 00
Baltimore Harbor Watershed Association	501c(3)	2700 Lighthouse Point East 501	Baltimore, MD 21224	general purpose grants/contributions	n/a	1,000 00
Baltimore Outreach Services Inc	501c(3)	701 S Charles Street	Baltimore, MD 21230	general purpose grants/contributions	n/a	6,000 00
Baltimore School for the Arts Foundation	501c(3)	712 Cathedral Street	Baltimore, MD 21201	general purpose grants/contributions	n/a	42,750 00
Baltimore Squash Wise, Inc	501c(3)	3600 Clipper Mill Road, Suite 107	Baltimore, MD 21211	general purpose grants/contributions	n/a	2,500 00
Baltimore Symphony Orchestra, Inc	501c(3)	1212 Cathedral Street	Baltimore, MD 21201	general purpose grants/contributions	n/a	44,500 00
Be The Match Foundation	501c(3)	C/O Join for Joe P O Box 731	Riderwood, MD 21139-0731	general purpose grants/contributions	n/a	5,000 00
Big Brothers Big Sisters of Central Maryland	501c(3)	3600 Clipper Mill Road, Suite 250	Baltimore, MD 21211	general purpose grants/contributions	n/a	29,550 00
Big Brothers Big Sisters of New York City	501c(3)	245 Fifth Avenue, Suite 702	New York, NY 10016	general purpose grants/contributions	n/a	17,750 00
Blue Hill Troupe, LTD	501c(3)	P O Box 286800	New York, NY 10128	general purpose grants/contributions	n/a	10,000 00
Boy Scouts of America Council	501c(3)	701 Wyman Park Drive	Baltimore, MD 21211	general purpose grants/contributions	n/a	440 00
Boys Hope Girls Hope	501c(3)	300 E Lombard Street, Ste 111	Baltimore, MD 21202	general purpose grants/contributions	n/a	2,000 00
Business Council For Peace	501c(3)	5 E 22nd Street, Suite 9J	New York, NY 10010	general purpose grants/contributions	n/a	1,000 00
Cal Ripken Sr Foundation	501c(3)	1427 Clarkview Road, Suite 100	Baltimore, MD 21209	general purpose grants/contributions	n/a	50,000 00
Center for Urban Families	501c(3)	2201 N Monroe Street	Baltimore, MD 21217	general purpose grants/contributions	n/a	6,000 00
Centerstage	501c(3)	700 North Calvert Street	Baltimore, MD 21202	general purpose grants/contributions	n/a	14,050 00
Central Connecticut Coast YMCA	501c(3)	1240 Chapel Street	New Haven, CT 06511	general purpose grants/contributions	n/a	1,000 00
Ceres	501c(3)	99 Chauncey Street, 6th Floor	Boston, MA 02111	general purpose grants/contributions	n/a	1,000 00
Charities Aid Foundation	501c(3)	King Street Station 1800 Diagonal Road, Suite 150	Alexandria, VA 22314	general purpose grants/contributions	n/a	10,000 00
Chesapeake Bay Foundation	501c(3)	6 Herndon Avenue	Annapolis, MD 21403	general purpose grants/contributions	n/a	25,000 00
Childcare Learning Centers, Inc	501c(3)	64 Palmer's Hill Road	Stamford, CT	general purpose grants/contributions	n/a	20,000 00
Children's National Medical Center	501c(3)	301 Anderson Avenue	Rockville, MD 20850	general purpose grants/contributions	n/a	3,950 00
Children's Scholarship Fund	501c(3)	2300 N Charles Street 2	Baltimore, MD 21218	general purpose grants/contributions	n/a	9,500 00
Chimes Foundation	501c(3)	4815 Seton Drive	Baltimore, MD 21215	general purpose grants/contributions	n/a	1,000 00
City Year New York	501c(3)	20W 33nd Street 3rd Floor	New York, NY 10010	general purpose grants/contributions	n/a	5,000 00
Civil War Preservation Trust	501c(3)	1331 H Street, NW Suite 1001	Washington, DC 20005	general purpose grants/contributions	n/a	2,500 00
Collegebound Foundation, Inc	501c(3)	300 Water St , 3rd Floor	Baltimore, MD 21202	general purpose grants/contributions	n/a	10,000 00
Concert Artists of Baltimore	501c(3)	1114 St Paul Street	Baltimore, MD 21202	general purpose grants/contributions	n/a	1,000 00
Conservation International	501c(3)	2011 Crystal Drive, Suite 500	Arlington, VA 22202	general purpose grants/contributions	n/a	800 00
Council on Economic Education in Maryland	501c(3)	8000 York Road	Towson, MD 21252	general purpose grants/contributions	n/a	5,000 00
Cystic Fibrosis Foundation	501c(3)	10155 York Road, Ste 101	Cockeysville, MD 21030	general purpose grants/contributions	n/a	4,260 00
DonorsChoose org	501c(3)	213 W 35th Street 2nd Floor East	New York, NY 10001	general purpose grants/contributions	n/a	4,000 00
Enoch Free Library	501c(3)	400 Cathedral Street	Baltimore, MD 21201	general purpose grants/contributions	n/a	4,750 00
Episcopal Community Services of Maryland, Inc	501c(3)	4 E University Pkwy	Baltimore, MD 21218	general purpose grants/contributions	n/a	5,000 00
Family League of Baltimore City, Inc	501c(3)	2305 North Charles Street Suite 200	Baltimore, MD 21216	general purpose grants/contributions	n/a	25,000 00
Family Tree, Inc	501c(3)	2108 North Charles Street	Baltimore, MD 21218	general purpose grants/contributions	n/a	5,900 00
Food Bank For New York City	501c(3)	39 Broadway, 10th Floor	New York, NY 10006	general purpose grants/contributions	n/a	1,000 00
Food Bank of Lower Fairfield County	501c(3)	461 Glen Brook Road Michael Sandifer	Stamford, CT 06906	general purpose grants/contributions	n/a	1,000 00
Foundation Fighting Blindness	501c(3)	7168 Columbia Gateway Drive	Columbia, MD 21046	general purpose grants/contributions	n/a	2,150 00
Franciscan Center Inc	501c(3)	101 W 23rd Street	Baltimore, MD 21218	general purpose grants/contributions	n/a	6,000 00
Fund For Educational Excellence	501c(3)	800 N Charles Street	Baltimore, MD 21201	general purpose grants/contributions	n/a	5,000 00
Gilchrist Hospice Care	501c(3)	11311 McCormick Road Suite 350	Hunt Valley, MD 21031	general purpose grants/contributions	n/a	3,500 00
Greater NYC Affiliate of Susan G Komen for the Cure	501c(3)	341 West 38th Street, 10th Floor	New York, NY 10018	general purpose grants/contributions	n/a	5,000 00
Habitat for Humanity of Coastal Fairfield County	501c(3)	1470 Barnum Avenue	Bridgeport, CT 06610	general purpose grants/contributions	n/a	5,500 00
Habitat For Humanity of the Chesapeake	501c(3)	3741 Commerce Drive, Suite 309	Baltimore, MD 21227	general purpose grants/contributions	n/a	4,750 00
Habitat for Humanity-New York City	501c(3)	111 John Street-23rd Floor	New York, NY 10038	general purpose grants/contributions	n/a	5,000 00
Harlem RBI	501c(3)	333 east 100th Street, Ground Floor	New York, NY 10029	general purpose grants/contributions	n/a	7,735 00
Hippodrome Foundation, Inc	501c(3)	416 W Baltimore Street	Baltimore, MD 21201	general purpose grants/contributions	n/a	3,800 00
I Have A Dream Foundation	501c(3)	330 7th Avenue, 20th Floor	New York, NY 10001	general purpose grants/contributions	n/a	8,380 00
Independent College Fund of Maryland	501c(3)	3225 Ellersie Avenue, Suite C-160	Baltimore, MD 21218	general purpose grants/contributions	n/a	15,000 00
International Relief Teams	501c(3)	4560 Alvarado Canyon Road, Ste 2G	San Diego, CA 92120	general purpose grants/contributions	n/a	325 00
John Hopkins Children's Center	501c(3)	600 N Wolfe Street	Baltimore, MD 21205	general purpose grants/contributions	n/a	1,000 00

Johns Hopkins Carey Business School	501c(3)	100 North Charles Street, 7th Floor	Baltimore, MD 21201	general purpose grants/contributions	n/a	12,500 00
Kennedy Krieger Institute Inc	501c(3)	707 N Broadway	Baltimore, MD 21205	general purpose grants/contributions	n/a	28,500 00
Kids Campaign, Inc	501c(3)	3800 Hooper Avenue	Baltimore, MD 21211	general purpose grants/contributions	n/a	1,000 00
Learning, Inc	501c(3)	1234 W 36th Street	Baltimore, MD 21211	general purpose grants/contributions	n/a	2,500 00
Living Classroom Foundation	501c(3)	802 South Caroline Street	Baltimore, MD 21231	general purpose grants/contributions	n/a	28,900 00
Living Classrooms Foundation	501c(3)	1417 Thames Street	Baltimore, MD 21231	general purpose grants/contributions	n/a	3,315 00
Loyola University of Maryland Inc	501c(3)	4501 North Charles Street	Baltimore, MD 21210	general purpose grants/contributions	n/a	62,900 00
Maryland Charter Schools Network	501c(3)	4639 Falls Road, Suite 2	Baltimore, MD 21209	general purpose grants/contributions	n/a	5,000 00
Maryland Family Network	501c(3)	1001 Eastern Avenue, 2nd Floor	Baltimore, MD 21202-4364	general purpose grants/contributions	n/a	3,940 00
Maryland Food Bank	501c(3)	2200 Halethorpe Farms Road	Baltimore, MD 21227	general purpose grants/contributions	n/a	6,000 00
Maryland Healthcare Education Institute	501c(3)	6820 Deerparth Road	Elkridge, MD 21075	general purpose grants/contributions	n/a	12,500 00
Maryland Science Center	501c(3)	601 Light Street	Baltimore, MD 21230	general purpose grants/contributions	n/a	50,000 00
Mercy High School	501c(3)	1300 E Northern Parkway	Baltimore, MD 21239	general purpose grants/contributions	n/a	5,000 00
Mercy Medical Center, Inc	501c(3)	301 St Paul Place	Baltimore, MD 21202	general purpose grants/contributions	n/a	14,268 00
Mill River Collaborative, Inc	501c(3)	C/o Land Use Bureau, 7th Floor 888 Washington Boulevard	Stamford, CT 06904-2152	general purpose grants/contributions	n/a	1,000 00
Mount Saint Mary's University	501c(3)	16300 Old Emmitsburg Road	Emmitsburg, MD 21727	general purpose grants/contributions	n/a	1,000 00
Mount Vernon Place Conservancy Inc	501c(3)	PO Box 26285 Jane McConell	Baltimore, MD 21210	general purpose grants/contributions	n/a	5,000 00
Mutual Funds Against Cancer	501c(3)	6 Quail Run	Highham, MA 02043	general purpose grants/contributions	n/a	15,000 00
National Aquarium in Baltimore, Inc	501c(3)	Pier 3/501 E Pratt Street	Baltimore, MD 21202	general purpose grants/contributions	n/a	15,000 00
National Kidney Foundation	501c(3)	1107 Kenilworth Drive, Suite 202	Towson, MD 21204	general purpose grants/contributions	n/a	2,500 00
Oceana	501c(3)	1350 Connecticut Ave NW, 5th Floor	Washington, DC 20036	general purpose grants/contributions	n/a	2,600 00
Our Daily Bread	501c(3)	725 Fallsway	Baltimore, MD 21202	general purpose grants/contributions	n/a	25,000 00
Outward Bound	501c(3)	1900 Eagle Drive	Baltimore, MD 21207	general purpose grants/contributions	n/a	4,250 00
Outward Bound, Inc	501c(3)	100 Mystery Point Road	Garrison, NY 10524	general purpose grants/contributions	n/a	5,000 00
Parks & People Foundation	501c(3)	800 Wyman Park Drive, Suite 010	Baltimore, MD 21211	general purpose grants/contributions	n/a	20,000 00
Pride of Baltimore, Inc	501c(3)	1801 S Clinton Street, # 250	Baltimore, MD 21224	general purpose grants/contributions	n/a	900 00
Rainforest Alliance	501c(3)	665 Broadway Suite 500	New York, NY 10012	general purpose grants/contributions	n/a	1,200 00
Ravens Act Foundation	501c(3)	1 Winning Drive	Owings Mills, MD 21117	general purpose grants/contributions	n/a	1,000 00
Roundabout Theatre Company	501c(3)	231 W 39th Street, Ste 1200	New York, NY 10018	general purpose grants/contributions	n/a	22,500 00
Save the Children	501c(3)	54 Wilton Road	Westport, CT 06880	general purpose grants/contributions	n/a	15,000 00
SEED School of Maryland	501c(3)	200 Font Hill Avenue	Baltimore, MD 21223	general purpose grants/contributions	n/a	15,000 00
Stocks in the Future	501c(3)	3003 North Charles Street Suite 200	Baltimore, MD 21218	general purpose grants/contributions	n/a	5,000 00
Susan G Komen Breast Cancer Foundation-MD Affiliate	501c(3)	200 East Joppa Road, Suite 407 Attention Marcie Clark	Towson, MD 21286	general purpose grants/contributions	n/a	4,930 00
Susan G Komen for the Cure (CT Chapter)	501c(3)	350 Church Street Lobby Level	Hartford, CT 06103	general purpose grants/contributions	n/a	1,000 00
Susan G Komen for the Cure Miami/Ft Lauderdale Affiliate	501c(3)	12350 SW 132ND Court Suite 104	Miami, Fl	general purpose grants/contributions	n/a	2,500 00
Swim Across America, Inc	501c(3)	One International Place Suite 4600	Boston, MA 02111	general purpose grants/contributions	n/a	960 00
Teach For America	501c(3)	2601 N Howard Street Suite 300	Baltimore, MD 21218	general purpose grants/contributions	n/a	50,000 00
The Baltimore Museum of Art	501c(3)	Attn Development Office 10 Art Museum Drive	Baltimore, MD 21218	general purpose grants/contributions	n/a	14,275 00
The Land Preservation Trust	501c(3)	P O Box 433	Lutherville-Timonium 21094-0433	general purpose grants/contributions	n/a	11,700 00
The Nature Conservancy	501c(3)	4245 N Fairfax Drive, Suite 100	Arlington, VA 22203	general purpose grants/contributions	n/a	1,900 00
The Oriole Advocate Chantable Foundation	501c(3)	P O Box 2295	Baltimore, MD 21203	general purpose grants/contributions	n/a	20,000 00
The United Way of Central Maryland	501c(3)	100 South Charles Street	Baltimore, MD 21201	general purpose grants/contributions	n/a	175,000 00
The Woman's Industrial Exchange	501c(3)	333 North Charles Street	Baltimore, MD 21201	general purpose grants/contributions	n/a	1,000 00
The William H G Fitzgerald Tennis Center	501c(3)	16th Kennedy Street, NW	Washington, DC 20011	general purpose grants/contributions	n/a	25,000 00
Tuerk House, Inc	501c(3)	730 Ashburton Street	Baltimore, MD 21216	general purpose grants/contributions	n/a	1,000 00
United Way of New York City	501c(3)	2 Park Avenue, 2nd Floor	New York, NY 10016	general purpose grants/contributions	n/a	10,000 00
United Way of Western Connecticut Inc	501c(3)	85 West Street	Danbury, CT 06810	general purpose grants/contributions	n/a	10,000 00
Valleys Planning Council	501c(3)	P O Box 5402	Towson, MD 21285	general purpose grants/contributions	n/a	2,000 00
Walter's Art Museum	501c(3)	600 North Charles Street	Baltimore, MD 21201	general purpose grants/contributions	n/a	15,000 00
Washington's Area Women's Foundation	501c(3)	Attn Stacey Miller 1411 K Street, NW Suite 800	Washington, DC 20005	general purpose grants/contributions	n/a	4,350 00
Waterfront Partnership of Baltimore, Inc	501c(3)	901 S Bond Street #400	Baltimore, MD 21231	general purpose grants/contributions	n/a	50,000 00
World Trade Center Institute	501c(3)	401 East Pratt Street Suite 232	Baltimore, MD 21202	general purpose grants/contributions	n/a	2,320 00
World Wildlife Fund, Inc	501c(3)	1250 24th Street NW	Washington, DC 20037	general purpose grants/contributions	n/a	3,500 00
Young Audiences of Maryland Inc	501c(3)	2601 N Howard Street, Suite 320	Baltimore, MD 21218	general purpose grants/contributions	n/a	4,210 00
Young Victorian Theatre Company	501c(3)	901 Dulaney Valley Road, Ste 400	Towson, MD 21204	general purpose grants/contributions	n/a	1,500 00
						1,545,486 50

LEGG MASON CHARITABLE FOUNDATION, INC
EIN 31-1738146
2010 FORM 990-PF, PART XV, GRANTS AND CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

NAME OF CHARITY	501c(3) or PF	ADDRESS	ADDRESS	PURPOSE OF GRANT	RECIPIENT RELATIONSHIP	CONTRIBUTIONS
Cal Ripken Sr Foundation	501c(3) public charity	1427 Clarkview Road, Suite 100	Baltimore, MD 21209	general purpose grants/contributions	none	100,000 00
Loyola Gift Agreement	501c(3) public charity	4501 North Charles Street	Baltimore, MD 21210	general purpose grants/contributions	none	240,000 00
Johns Hopkins Carey Business School	501c(3) public charity	100 North Charles Street, 7th Floor	Baltimore, MD 21201	general purpose grants/contributions	none	12,500 00
						$ 352,500 00