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

2011

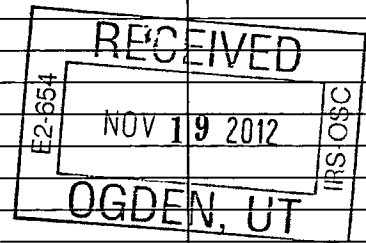
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2011 or tax year beginning

, and ending

Name of foundation BEN & ESTHER ROSENBLOOM FOUNDATION, INC.		A Employer identification number 52-1258672
Number and street (or P O box number if mail is not delivered to street address) 8 RESERVOIR CIRCLE	Room/suite 202	B Telephone number 410-653-0239
City or town, state, and ZIP code BALTIMORE, MD 21208		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ Foreign organizations meeting the 85% test, 2. check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 33374446. (Part I, column (d) must be on cash basis.)	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	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)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		722769.	722769.		Statement 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		282902.			
b Gross sales price for all assets on line 6a 10241505.					
7 Capital gain net income (from Part IV, line 2)			282902.		
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		913.	913.		Statement 2
12 Total. Add lines 1 through 11		1006584.	1006584.		
13 Compensation of officers, directors, trustees, etc		184490.	27673.		156817.
14 Other employee salaries and wages					
15 Pension plans, employee benefits		5096.	764.		4332.
16a Legal fees Stmt 3		6778.	6778.		0.
b Accounting fees Stmt 4		27358.	4104.		23254.
c Other professional fees Stmt 5		207657.	207657.		0.
17 Interest		4341.	4341.		0.
18 Taxes Stmt 6		37724.	20254.		11672.
19 Depreciation and depletion		1691.	0.		
20 Occupancy		16235.	2436.		13799.
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses Stmt 7		59748.	0.		59538.
24 Total operating and administrative expenses. Add lines 13 through 23		551118.	274007.		269412.
25 Contributions, gifts, grants paid		1130205.			1130205.
26 Total expenses and disbursements. Add lines 24 and 25		1681323.	274007.		1399617.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-674739.			
b Net investment income (if negative, enter -0-)			732577.		
c Adjusted net income (if negative, enter -0-)				N/A	



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	39278.	62163.	62163.	
	2 Savings and temporary cash investments	1479535.	1523124.	1523124.	
	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 ▶	19769.	0.	0.	
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U.S. and state government obligations Stmt 9	2573558.	2253109.	2351882.	
	b Investments - corporate stock Stmt 10	8275540.	6558498.	7151809.	
	c Investments - corporate bonds				
Liabilities	11 Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶				
	12 Investments - mortgage loans				
	13 Investments - other Stmt 11	16757743.	17792069.	21977787.	
	14 Land, buildings, and equipment: basis ▶ 14443.				
	Less: accumulated depreciation Stmt 8 ▶ 9554.	6580.	4889.	4889.	
	15 Other assets (describe ▶ Statement 12)	19380.	302792.	302792.	
	16 Total assets (to be completed by all filers)	29171383.	28496644.	33374446.	
	17 Accounts payable and accrued expenses				
	18 Grants payable				
Net Assets or Fund Balances	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ▶ Statement 13)	1237.	1237.		
23 Total liabilities (add lines 17 through 22)	1237.	1237.			
Foundations that follow SFAS 117, check here ▶ ☐	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☒	27 Capital stock, trust principal, or current funds	0.	0.	
		28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
		29 Retained earnings, accumulated income, endowment, or other funds	29170146.	28495407.	
		30 Total net assets or fund balances	29170146.	28495407.	
	31 Total liabilities and net assets/fund balances	29171383.	28496644.		

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	29170146.
2 Enter amount from Part I, line 27a	2	-674739.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	28495407.
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	28495407.

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 See Attached Statements			
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 10241505.		9958603.	282902.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			282902.

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	282902.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 }	3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	956808.	28548302.	.033515
2009	1208922.	25645157.	.047140
2008	2267493.	33079282.	.068547
2007	2274036.	37686480.	.060341
2006	2170837.	35758527.	.060708

2 Total of line 1, column (d)	2	.270251
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	.054050
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	31115997.
5 Multiply line 4 by line 3	5	1681820.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	7326.
7 Add lines 5 and 6	7	1689146.
8 Enter qualifying distributions from Part XII, line 4	8	1399617.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.
See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	14652.
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	14652.
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	14652.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	11169.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	4500.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	15669.	
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	1017.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ☐ 1017. Refunded ☐	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ 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	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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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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 make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	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>HOWARD ROSENBLOOM</u> Telephone no. ► <u>410-653-0239</u> Located at ► <u>8 RESERVOIR CIRCLE, SUITE 202, BALTIMORE, MD</u> ZIP+4 ► <u>21218</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	15	N/A	
16	At any time during calendar year 2011, 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 ►	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? ☐ 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 instructions)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	X
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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ 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.) <u>N/A</u>	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 2011 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 2011.) <u>N/A</u>	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 2011?	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)?

☐ 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 14		184490.	5096.	0.

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

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

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

0

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 THE FOUNDATION AWARDS GRANTS AND CONTRIBUTIONS TO OTHER SECTION 501(C)(3) ORGANIZATIONS. SEE ATTACHED LIST.	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	29990143.
b	Average of monthly cash balances	1b	1589670.
c	Fair market value of all other assets	1c	10032.
d	Total (add lines 1a, b, and c)	1d	31589845.
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	31589845.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	473848.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	31115997.
6	Minimum investment return. Enter 5% of line 5	6	1555800.

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	1555800.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	14652.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	1433.
c	Add lines 2a and 2b	2c	16085.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1539715.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1539715.
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	1539715.

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	1399617.
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	1399617.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1399617.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				1539715.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	468599.			
b From 2007	450012.			
c From 2008	623803.			
d From 2009				
e From 2010				
f Total of lines 3a through e	1542414.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$	1399617.			
a Applied to 2010, 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 2011 distributable amount				1399617.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	140098.			140098.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	1402316.			
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 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				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 2006 not applied on line 5 or line 7	328501.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	1073815.			
10 Analysis of line 9:				
a Excess from 2007	450012.			
b Excess from 2008	623803.			
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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 2011, 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)

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

Tax year	Prior 3 years			(e) Total
(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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 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 15

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 SCHEDULE	NONE	PUBLIC	UNRESTRICTED	1130205.
Total			3a	1130205.
b Approved for future payment				
None				
Total			3b	0.

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. | | | |

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

Signature of officer or trustee: [Signature] Date: Nov 6, 2012 Title: PRESIDENT

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	DAVID F. GONANO	<i>David F. Gonano</i>	11-5-13		P00025401
	Firm's name ▶ McGladrey LLP			Firm's EIN ▶ 42-0714325	
	Firm's address ▶ 100 INTERNATIONAL DRIVE, SUITE 1400 BALTIMORE, MD 21202			Phone no. (410) 246-9300	

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	INVESTMENT GAIN/LOSS- UBS 11599	P	Various	Various
b	INVESTMENT GAIN/LOSS- UBS 11599	P	Various	Various
c	INVESTMENT GAIN/LOSS- UBS 11598	P	Various	Various
d	INVESTMENT GAIN/LOSS- UBS 11598	P	Various	Various
e	INVESTMENT GAIN/LOSS- UBS 11594	P	Various	Various
f	INVESTMENT GAIN/LOSS- UBS 11594	P	Various	Various
g	INVESTMENT GAIN/LOSS- UBS 11596	P	Various	Various
h	INVESTMENT GAIN/LOSS- UBS 11596	P	Various	Various
i	INVESTMENT GAIN/LOSS- UBS 11600	P	Various	Various
j	INVESTMENT GAIN/LOSS- UBS 11600	P	Various	Various
k	INVESTMENT GAIN/LOSS- UBS 11601	P	Various	Various
l	INVESTMENT GAIN/LOSS- UBS 11601	P	Various	Various
m	INVESTMENT GAIN/LOSS- UBS 11752	P	Various	Various
n	INVESTMENT GAIN/LOSS- UBS 11793	P	Various	Various
o	INVESTMENT GAIN/LOSS- UBS 11793	P	Various	Various

(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	168192.	188991.	-20799.
b	653306.	773717.	-120411.
c	417836.	500927.	-83091.
d	1163129.	1297265.	-134136.
e	720000.	734554.	-14554.
f	900000.	906981.	-6981.
g	1570258.	1678296.	-108038.
h	1044942.	889829.	155113.
i	32084.	21749.	10335.
j	238125.	139864.	98261.
k	331560.	312454.	19106.
l	438863.	410628.	28235.
m	351964.	348472.	3492.
n	318907.	333632.	-14725.
o	769533.	769399.	134.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-20799.
b			-120411.
c			-83091.
d			-134136.
e			-14554.
f			-6981.
g			-108038.
h			155113.
i			10335.
j			98261.
k			19106.
l			28235.
m			3492.
n			-14725.
o			134.

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 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	INVESTMENT GAIN/LOSS- UBS 11804	P	Various	Various
b	INVESTMENT GAIN/LOSS- UBS 11804	P	Various	Various
c	INVESTMENT GAIN/LOSS- UBS 12973	P	Various	Various
d	GEMINI U.S. LIMITED PARTNERSHIP	P	Various	Various
e	EAST SIDE CAPITAL LP	P	Various	Various
f	CARE MARKET NEUTRAL FUND	P	Various	Various
g	ACL ALTERNATIVE FUND	P	Various	Various
h	EAST SIDE CAPITAL LP	P	Various	Various
i	ACL ALTERNATIVE FUND	P	Various	Various
j	ENERGY TRANSFER PARTNERS	P	Various	Various
k				
l				
m				
n				
o				

(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	42815.	44870.	-2055.
b	406312.	369818.	36494.
c	200008.	153024.	46984.
d		10160.	-10160.
e	370114.		370114.
f	103165.		103165.
g		19191.	-19191.
h		41826.	-41826.
i		12956.	-12956.
j	392.		392.
k			
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-2055.
b			36494.
c			46984.
d			-10160.
e			370114.
f			103165.
g			-19191.
h			-41826.
i			-12956.
j			392.
k			
l			
m			
n			
o			

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	282902.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

2011 DEPRECIATION AND AMORTIZATION REPORT

Form 990-PF Page 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	FURNITURE & EQUIPMENT	Varies		.000	16	14443.			14443.	7863.		1691.
	* Total 990-PF Pg 1 Depr					14443.		0.	14443.	7863.	0.	1691.

Form 990-PF	Dividends and Interest from Securities	Statement	1
Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
ACL ALTERNATIVE FUND	311.	0.	311.
CRTI EXEMPT INVESTORS I, LLC	349.	0.	349.
EAST SIDE CAPITAL LP	89835.	0.	89835.
ENERGY TRANSFER PARTNERS	7.	0.	7.
OCELOT ENERGY RESOURCES LLC	1.	0.	1.
UBS INSTITUTIONAL CONSULTING 11591	88.	0.	88.
UBS INSTITUTIONAL CONSULTING 11594	112079.	0.	112079.
UBS INSTITUTIONAL CONSULTING 11596	15812.	0.	15812.
UBS INSTITUTIONAL CONSULTING 11598	65794.	0.	65794.
UBS INSTITUTIONAL CONSULTING 11599	29847.	0.	29847.
UBS INSTITUTIONAL CONSULTING 11600	3258.	0.	3258.
UBS INSTITUTIONAL CONSULTING 11601	37733.	0.	37733.
ubs INSTITUTIONAL CONSULTING 11737	70311.	0.	70311.
UBS INSTITUTIONAL CONSULTING 11752	5.	0.	5.
UBS INSTITUTIONAL CONSULTING 11790	54377.	0.	54377.
UBS INSTITUTIONAL CONSULTING 11793	132993.	0.	132993.
UBS INSTITUTIONAL CONSULTING 11804	80351.	0.	80351.
UBS INSTITUTIONAL CONSULTING 13986	29618.	0.	29618.
Total to Fm 990-PF, Part I, ln 4	722769.	0.	722769.

Form 990-PF	Other Income		Statement	2
Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	
OTHER PORTFOLIO INCOME	706.	706.		
ORDINARY INCOME FROM PARTNERSHIPS	207.	207.		
Total to Form 990-PF, Part I, line 11	913.	913.		

Form 990-PF	Legal Fees		Statement	3
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
LEGAL FEES	6778.	6778.		0.
To Fm 990-PF, Pg 1, ln 16a	6778.	6778.		0.

Form 990-PF	Accounting Fees		Statement	4
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
REVIEW AND TAX PREPARATION FEES	27358.	4104.		23254.
To Form 990-PF, Pg 1, ln 16b	27358.	4104.		23254.

Form 990-PF	Other Professional Fees		Statement	5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
PARTNERSHIP INVESTMENT MGT FEES	75019.	75019.		0.
INVESTMENT MGT FEES UBS INSTITUTIONAL CONSULTING	132638.	132638.		0.
To Form 990-PF, Pg 1, ln 16c	207657.	207657.		0.

Form 990-PF	Taxes			Statement	6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
PAYROLL TAXES	13732.	2060.		11672.	
EAST SIDE LP FOREIGN TAXES	6815.	6815.		0.	
FOREIGN TAXES - UBS	11379.	11379.		0.	
EXCISE TAX	5798.	0.		0.	
To Form 990-PF, Pg 1, ln 18	37724.	20254.		11672.	

Form 990-PF	Other Expenses			Statement	7
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
MEALS AND ENTERTAINMENT	37479.	0.		37479.	
DUES AND SUBSCRIPTIONS	40.	0.		40.	
OFFICE EXPENSES	1486.	0.		1486.	
OTHER EXPENSES	1555.	0.		1555.	
HEALTH INSURANCE	18978.	0.		18978.	
PENALTIES	210.	0.		0.	
To Form 990-PF, Pg 1, ln 23	59748.	0.		59538.	

Form 990-PF	Depreciation of Assets Not Held for Investment			Statement	8
Description	Cost or Other Basis	Accumulated Depreciation	Book Value	Fair Market Value	
FURNITURE & EQUIPMENT	14443.	9554.	4889.	4889.	
To 990-PF, Part II, ln 14	14443.	9554.	4889.	4889.	

Form 990-PF	U.S. and State/City Government Obligations	Statement	9
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Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value
UBS INSTITUTIONAL CONSULTING US OBLIGATIONS	X		2253109.	2351882.
Total U.S. Government Obligations			2253109.	2351882.
Total State and Municipal Government Obligations				
Total to Form 990-PF, Part II, line 10a			2253109.	2351882.

Form 990-PF	Corporate Stock	Statement	10
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Description	Book Value	Fair Market Value
UBS INSTITUTIONAL CONSULTING CORPORATE STOCK	6558498.	7151809.
Total to Form 990-PF, Part II, line 10b	6558498.	7151809.

Form 990-PF	Other Investments	Statement	11
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Description	Valuation Method	Book Value	Fair Market Value
UBS INSTITUTIONAL CONSULTING MUTUAL FUNDS	COST	8456560.	12505995.
ISRAEL BONDS	COST	280000.	280000.
PARTNERSHIP INVESTMENTS	COST	5534795.	5671078.
OTHER INVESTMENTS	COST	4115.	4115.
CRTI EQUITY INVESTMENTS	COST	11404.	11404.
HARRIS AURORA OFFSHORES II	COST	3000000.	3000000.
AURORA OFFSHORES III	COST	500000.	500000.
SIDE INVESTORS 2, LLC	COST	5195.	5195.
Total to Form 990-PF, Part II, line 13		17792069.	21977787.

Form 990-PF	Other Assets		Statement 12
Description	Beginning of Yr Book Value	End of Year Book Value	Fair Market Value
SECURITY DEPOSIT	1620.	1620.	1620.
EXCISE TAX RECEIVABLE	17760.	1017.	1017.
DISTRIBUTION RECEIVABLE	0.	300155.	300155.
To Form 990-PF, Part II, line 15	19380.	302792.	302792.

Form 990-PF	Other Liabilities		Statement 13
Description	BOY Amount	EOY Amount	
DUE TO RELATED PARTY	1237.	1237.	
Total to Form 990-PF, Part II, line 22	1237.	1237.	

Form 990-PF Part VIII - List of Officers, Directors Statement 14
Trustees and Foundation Managers

Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Expense Contrib Account	
HOWARD ROSENBLOOM 8 RESERVOIR CIRCLE BALTIMORE, MD 21208	PRESIDENT/TREASURER 40.00	122000.	3660.	0.
MICHELLE ROSENBLOOM 8 RESERVOIR CIRCLE BALTIMORE, MD 21208	TRUSTEE 2.00	0.	0.	0.
KEITH ROSENBLOOM 8 RESERVOIR CIRCLE BALTIMORE, MD 21208	TRUSTEE 2.00	0.	0.	0.
ROBERT M. ROSENBLOOM 8 RESERVOIR CIRCLE BALTIMORE, MD 21208	TRUSTEE 2.00	15000.	0.	0.
SANFORD ROSENBLOOM 8 RESERVOIR CIRCLE BALTIMORE, MD 21208	VICE PRESIDENT 16.00	47490.	1436.	0.
Totals included on 990-PF, Page 6, Part VIII		184490.	5096.	0.

Form 990-PF	Grant Application Submission Information	Statement 15
	Part XV, Lines 2a through 2d	

Name and Address of Person to Whom Applications Should be Submitted

HOWARD ROSENBLOOM
8 RESERVOIR CIRCLE, SUITE 202
BALTIMORE, MD 21208

Telephone Number

410-653-0239

Form and Content of Applications

CALL THE FOUNDATION OFFICE TO RECEIVE INFORMATION ON THE SUBMISSION PROCESS
AND REQUIRED DOCUMENTATION

Any Submission Deadlines

NO DEADLINES EXIST - APPLICATIONS ARE REVIEWED AS RECEIVED.

Restrictions and Limitations on Awards

APPLICATIONS ARE LIMITED TO CORPORATIONS THAT QUALIFY UNDER SECTION
501(C)(3).

Ben & Esther Rosenbloom Foundation, Inc.

EIN: 52-1258672

**Schedule of Grants and Contributions Paid
Form 990PF, Page 11, Part XV, Line 3(a)**

Recipient Name	Location	Relationship	Foundation Status	Purpose of Grant	Amount
AICE	Maryland	None	Public	Unrestricted	25,000
Aleph Society	New York	None	Public	Unrestricted	5,000
American Jewish Committee	New York	None	Public	Unrestricted	2,500
American Technion Society	Baltimore	None	Public	Unrestricted	50,000
American University	Washington DC	None	Public	Unrestricted	9,000
American Visionary Art Museum	Baltimore	None	Public	Unrestricted	1,000
Associated Jewish Federation	Baltimore	None	Public	Unrestricted	107,538
Baltimore Museum of Art	Baltimore	None	Public	Unrestricted	2,500
Baltimore Symphony Orchestra	Baltimore	None	Public	Unrestricted	5,000
BATYA Friends of United Hatzalah	New York	None	Public	Unrestricted	15,000
Boys Town Jerusalem (David Herman)	Israel	None	Public	Unrestricted	3,000
BSO	Baltimore	None	Public	Unrestricted	15,000
Center Stage	Richmond	None	Public	Unrestricted	1,500
Chizuk Amuno	Baltimore	None	Public	Unrestricted	75,000
Cylburn Arboretum Association	Baltimore	None	Public	Unrestricted	1,000
EMET	New York	None	Public	Unrestricted	1,000
Everyman Theatre	Baltimore	None	Public	Unrestricted	4,000
FESWA	Baltimore	None	Public	Unrestricted	1,000
Flame	Baltimore	None	Public	Unrestricted	2,500
Friends of the Israel Defense Forces	Israel	None	Public	Unrestricted	5,500
GEDCO	Baltimore	None	Public	Unrestricted	1,800
Hadassah	Israel	None	Public	Unrestricted	1,000
Harold Grinspoon Foundation	Israel	None	Public	Unrestricted	10,000
Hillel	Baltimore	None	Public	Unrestricted	105,000
ICJS	Baltimore	None	Public	Unrestricted	60,000
JCC	Baltimore	None	Public	Unrestricted	9,610
Jewish Funders Network	Baltimore	None	Public	Unrestricted	180,675
Jewish National Fund	Israel	None	Public	Unrestricted	50,000
Jewish Review of Books	Denville	None	Public	Unrestricted	20
Jews for Judaism	Baltimore	None	Public	Unrestricted	1,500
Kayam Farm at Pearlstone	Baltimore	None	Public	Unrestricted	2,500
Living Classrooms Foundation	Baltimore	None	Public	Unrestricted	1,500
Maryland Society for SisUT	Baltimore	None	Public	Unrestricted	2,500
Melitz (Capital Campaign)	Israel	None	Public	Unrestricted	25,000
MESHI Children's Rehabilitate	Jerusalem	None	Public	Unrestricted	1,800
Michael Mendelzon	Israel	None	Public	Unrestricted	150
Middle East Forum	Philadelphia	None	Public	Unrestricted	10,000
My Jewish Learning	New York	None	Public	Unrestricted	10,000
Ngo Monitor	Israel	None	Public	Unrestricted	15,000
National Aquarium in Baltimore	Baltimore	None	Public	Unrestricted	8,000
OHR Torah Stone	New York	None	Public	Unrestricted	15,000
Opportunity, Inc	Virginia	None	Public	Unrestricted	1,500
PELIE	New York	None	Public	Unrestricted	50,000
Presentense GP, Inc	New York	None	Public	Unrestricted	15,000
RAVSAK	New York	None	Public	Unrestricted	1,000
Shoshana S Cardin School	Baltimore	None	Public	Unrestricted	39,612
Sinai Hospital	Baltimore	None	Public	Unrestricted	10,000
Stand With Us	New York	None	Public	Unrestricted	1,000
Temple Emanuel	Baltimore	None	Public	Unrestricted	100
Temple Israel of Hollywood	Baltimore	None	Public	Unrestricted	30,000
The Investigative Project	Washington DC	None	Public	Unrestricted	20,000
Tofte Lake Center	Ely	None	Public	Unrestricted	2,500
Torah Inst of Baltimore	Baltimore	None	Public	Unrestricted	10,000
Towson Univ Fdn, Inc	Towson	None	Public	Unrestricted	30,000

Ben & Esther Rosenbloom Foundation, Inc.
EIN: 52-1258672
Schedule of Grants and Contributions Paid
Form 990PF, Page 11, Part XV, Line 3(a)

Recipient Name	Location	Relationship	Foundation Status	Purpose of Grant	Amount
United with Israel	Israel	None	Public	Unrestricted	1,800
Washington Insititute	Washington DC	None	Public	Unrestricted	41,000
Woodrow Wilson Fdn	Princeton	None	Public	Unrestricted	5,000
Yeshiva Lubavitch of Baltimore	Baltimore	None	Public	Unrestricted	20,000
Young Advisors of Maryland	Baltimore	None	Public	Unrestricted	8,600
					1,130,205

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

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

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

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

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

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

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

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. BEN & ESTHER ROSENBLUM FOUNDATION, INC.	Employer identification number (EIN) or ☒ 52-1258672
	Number, street, and room or suite no. If a P.O. box, see instructions. 8 RESERVOIR CIRCLE, No. 202	Social security number (SSN) ☐
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. BALTIMORE, MD 21208	

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

04

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

HOWARD ROSENBLUM

- The books are in the care of ► **8 RESERVOIR CIRCLE, SUITE 202 - BALTIMORE, MD 21218**

Telephone No. ► **410-653-0239**

FAX No. ►

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

- 1** I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **August 15, 2012**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year **2011** or
► ☐ tax year beginning _____, and ending _____

- 2** If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	15669.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	11169.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	4500.

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

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

Form **8868** (Rev. 1-2012)

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

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

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

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	BEN & ESTHER ROSENBLOOM FOUNDATION, INC.	☒ 52-1258672
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	8 RESERVOIR CIRCLE, No. 202	☐
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	BALTIMORE, MD 21208	

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

04

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

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

HOWARD ROSENBLOOM

- The books are in the care of **8 RESERVOIR CIRCLE, SUITE 202 - BALTIMORE, MD 21218**

Telephone No **410-653-0239**

FAX No. ☐

- If the organization does not have an office or place of business in the United States, check this box ☐

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **November 15, 2012**.

5 For calendar year **2011**, or other tax year beginning ☐ , and ending ☐

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return

☐ Change in accounting period

7 State in detail why you need the extension

ADDITIONAL TIME IS REQUIRED TO GATHER INFORMATION TO FILE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	15669.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	15669.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

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

Signature ☐

Title **PRESIDENT**

Date ☐