



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form

990**Return of Organization Exempt From Income Tax**

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

OMB No 1545-0047

2011

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

The organization may have to use a copy of this return to satisfy state reporting requirements.

A For the 2011 calendar year, or tax year beginning , 2011, and ending , 20**B Check if applicable**

☐	Address change
☐	Name change
☐	Initial return
☐	Terminated
☐	Amended return
☐	Application pending

C Name of organization

VENABLE FOUNDATION, INC.

Doing Business As

Number and street (or P.O. box if mail is not delivered to street address)

750 E. PRATT STREET

Room/suite

900

City or town, state or country, and ZIP + 4

BALTIMORE, MD 21202

F Name and address of principal officer

BENJAMIN CIVILETTI

750 E. PRATT STREET, SUITE 900 BALTIMORE, MD 21202

D Employer identification number

52-1283255

E Telephone number

(410) 244-7400

G Gross receipts \$ 2,150,640.**H(a) Is this a group return for affiliates?** Yes ☐ No ☒**H(b) Are all affiliates included?** Yes ☐ No ☒

If "No," attach a list (see instructions)

H(c) Group exemption number**I Tax-exempt status** ☒ 501(c)(3) ☐ 501(c) () (insert no) ☐ 4947(a)(1) or ☐ 527**J Website:** VENABLE.COM/SOCIALRESPONSIBILITY/FOUNDATION**K Form of organization** ☒ Corporation ☐ Trust ☐ Association ☐ Other**L Year of formation** 1983 **M State of legal domicile** MD**Part I Summary****1 Briefly describe the organization's mission or most significant activities**

THE FOUNDATION SUPPORTS A WIDE RANGE OF CIVIC, CULTURAL AND CHARITABLE ENDEAVORS AS WELL AS PUBLIC INTEREST LAW AND LEGAL EDUCATION, WITH A CENTRAL FOCUS ON LEGAL ASSISTANCE AND LEGAL EDUCATION PROGRAMS.

2 Check this box ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets.**3 Number of voting members of the governing body (Part VI, line 1a)**

3 3.

4 Number of independent voting members of the governing body (Part VI, line 1b)

4 0

5 Total number of individuals employed in calendar year 2011 (Part V, line 2a)

5 0

6 Total number of volunteers (estimate if necessary)

6 0

7a Total unrelated business revenue from Part VIII, column (C), line 12

7a 0

b Net unrelated business taxable income from Form 990-T, line 34

7b 0

Revenue**8 Contributions and grants (Part VIII, line 1h)****Prior Year****Current Year**

2,163,000. 2,147,000.

9 Program service revenue (Part VIII, line 2g)

0 0

10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)

559. 640.

11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)

0 3,000.

12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)

2,163,559. 2,150,640.

13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)

2,122,301. 2,162,899.

14 Benefits paid to or for members (Part IX, column (A), line 4)

0 0

15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)

0 0

16a Professional fundraising fees (Part IX, column (A), line 11e)

0 0

b Total fundraising expenses (Part IX, column (D), line 25)

0 0

17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)

290. 0

18 Total expenses - Add lines 13-17 (must equal Part IX, column (A), line 25)

2,122,591. 2,162,899.

19 Revenue less expenses - Subtract line 18 from line 12

40,968. -12,259.

Net Assets or Fund Balances**20 Total assets (Part X, line 16)****Beginning of Current Year****End of Year**

233,473. 221,214.

21 Total liabilities (Part X, line 26)

0 0

22 Net assets or fund balances - Subtract line 21 from line 20

233,473. 221,214.

Part II Signature Block

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

Sign Here

Signature of officer

Date

ROBERT L WALDMAN

11/14/12
11/14/2012**Paid**

Print/Type preparer's name

Preparer's signature

Date 10/30/2012

Check ☐ if self-employed

PTIN

P00097436

Preparer Use Only

Firm's name PRICEWATERHOUSECOOPERS LLP

Firm's EIN 13-4008324

Firm's address 100 E. PRATT STREET BALTIMORE, MD 21202-1096

Phone no 410-783-7600

May the IRS discuss this return with the preparer shown above? (see instructions)

Yes ☐ No ☒

For Paperwork Reduction Act Notice, see the separate instructions.

Form 990 (2011)

Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response to any question in this Part III ☐**1** Briefly describe the organization's mission:

ATTACHMENT 1

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? ☐ Yes ☒ No
If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? ☐ Yes ☒ No
If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code _____) (Expenses \$ 2,162,899. including grants of \$ 2,162,899.) (Revenue \$ 2,150,640.)

THE FOUNDATION WAS ORGANIZED AS A PUBLIC CHARITY
EXCLUSIVELY FOR CHARITABLE PURPOSES. THE FOUNDATION
PROVIDES SUPPORT TO VARIOUS TAX-EXEMPT ORGANIZATIONS
WHO FOSTER AND PROMOTE CHARITABLE, RELIGIOUS, SCIENTIFIC,
OR EDUCATIONAL SERVICES TO THE GENERAL PUBLIC.

4b (Code _____) (Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)

4c (Code: _____) (Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)

4d Other program services (Describe in Schedule O.)

(Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)

4e Total program service expenses **▶** 2,162,899.

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A	1	X
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?	2	X
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I	3	X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II	4	X
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III	5	
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I	6	X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II	7	X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III	8	X
9 Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV	9	X
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V	10	X
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI	11a	X
b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII	11b	X
c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII	11c	X
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX	11d	X
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X	11e	X
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X	11f	X
12 a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII	12a	X
b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional	12b	X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	13	X
14 a Did the organization maintain an office, employees, or agents outside of the United States?	14a	X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV	14b	X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Parts II and IV	15	X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Parts III and IV	16	X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions)	17	X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II	18	X
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III	19	X
20 a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H	20a	X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b	

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II.</i>	21 X	
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III.</i>	22	X
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J.</i>	23	X
24 a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25.</i>	24a	X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b	
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c	
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d	
25 a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I.</i>	25a	X
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I.</i>	25b	X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II.</i>	26	X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III.</i>	27	X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV.</i>	28a	X
b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV.</i>	28b	X
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV.</i>	28c	X
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M.</i>	29	X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M.</i>	30	X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I.</i>	31	X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II.</i>	32	X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I.</i>	33	X
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1.</i>	34 X	
35 a Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a	X
b Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2.</i>	35b	X
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2.</i>	36	X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI.</i>	37	X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O.	38 X	

Form 990 (2011)

Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck if Schedule O contains a response to any question in this Part V. ☐

	Yes	No
1a Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	1a 0	
b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b 0	
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c N/A	
2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a 0	
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	2b	
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	X
b If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	3b	
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a	X
b If "Yes," enter the name of the foreign country. ▶ See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a	X
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	X
c If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	5c	
6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?	6a	X
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b	
7 Organizations that may receive deductible contributions under section 170(c).		
a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a	X
b If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b	
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c	X
d If "Yes," indicate the number of Forms 8282 filed during the year	7d	
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e	X
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f	X
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g	
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h	
8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8	X
9 Sponsoring organizations maintaining donor advised funds.		
a Did the organization make any taxable distributions under section 4966?	9a N/A	
b Did the organization make a distribution to a donor, donor advisor, or related person?	9b N/A	
10 Section 501(c)(7) organizations. Enter		
a Initiation fees and capital contributions included on Part VIII, line 12	10a	
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b	
11 Section 501(c)(12) organizations. Enter:		
a Gross income from members or shareholders	11a	
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b	
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a	
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b	
13 Section 501(c)(29) qualified nonprofit health insurance issuers.		
a Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.	13a	
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b	
c Enter the amount of reserves on hand	13c	
14a Did the organization receive any payments for indoor tanning services during the tax year?	14a	X
b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b	

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response to any question in this Part VI ☒ X

Section A. Governing Body and Management

	Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year. If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O	3	
1b Enter the number of voting members included in line 1a, above, who are independent	0	
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	X	
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?		X
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
5 Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6 Did the organization have members or stockholders?		X
7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?		X
7b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a The governing body?	X	
b Each committee with authority to act on behalf of the governing body?		X
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		X

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

	Yes	No
10a Did the organization have local chapters, branches, or affiliates?		X
10b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?		
11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	X	
11b Describe in Schedule O the process, if any, used by the organization to review this Form 990		
12a Did the organization have a written conflict of interest policy? If "No," go to line 13		X
12b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?		
12c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done		
13 Did the organization have a written whistleblower policy?		X
14 Did the organization have a written document retention and destruction policy?		X
15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a The organization's CEO, Executive Director, or top management official		X
b Other officers or key employees of the organization		X
If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions)		
16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		X
16b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?		

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ▶ MD,

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.

☐ Own website ☐ Another's website ☒ Upon request

19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization ▶ VERONICA FRANCK 750 E. PRATT STREET, SUITE 900, BALTIMORE, MD 21202 410-244-7760

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent ContractorsCheck if Schedule O contains a response to any question in this Part VII ☐**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees**

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former** directors or trustees that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

☒ Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) BENJAMIN R. CIVILETTI PRESIDENT/DIRECTOR	0	X		X				0	0	0
(2) DAVID RUTSTEIN VP/DIRECTOR	0	X		X				0	0	0
(3) ROBERT L. WALDMAN SEC/TREAS/DIRECTOR	0	X		X				0	0	0
(4)										
(5)										
(6)										
(7)										
(8)										
(9)										
(10)										
(11)										
(12)										
(13)										
(14)										

[illegible]

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization ▶ 0

	Yes	No
3		X
4		X
5		X

4		X
---	--	---

姓名	性别	年龄
张某某	男	25

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization ▶ 0	
--	--

Part VIII Statement of Revenue

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns	1a				
	b	Membership dues	1b				
	c	Fundraising events	1c				
	d	Related organizations	1d	2,147,000.			
	e	Government grants (contributions) . .	1e				
	f	All other contributions, gifts, grants, and similar amounts not included above .	1f				
	g	Noncash contributions included in lines 1a-1f \$					
	h	Total. Add lines 1a-1f		2,147,000.			
Program Service Revenue				Business Code			
	2a						
	b						
	c						
	d						
	e						
	f	All other program service revenue					
	g	Total. Add lines 2a-2f		0			
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts) ATTACHMENT 2		640.			640.
	4	Income from investment of tax-exempt bond proceeds		0			
	5	Royalties		0			
		(i) Real	(ii) Personal				
	6a	Gross rents					
	b	Less rental expenses					
	c	Rental income or (loss)					
	d	Net rental income or (loss)		0			
	7a	Gross amount from sales of assets other than inventory					
	b	Less cost or other basis and sales expenses					
	c	Gain or (loss)					
	d	Net gain or (loss)		0			
	8a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18					
	a						
	b	Less direct expenses					
	c	Net income or (loss) from fundraising events		0			
	9a	Gross income from gaming activities. See Part IV, line 19					
	a						
	b	Less direct expenses					
	c	Net income or (loss) from gaming activities		0			
10a	Gross sales of inventory, less returns and allowances						
a							
b	Less cost of goods sold						
c	Net income or (loss) from sales of inventory		0				
Miscellaneous Revenue			Business Code				
11a	VOIDED CHECK DISBURSEMENT			3,000.		3,000.	
b							
c							
d	All other revenue						
e	Total. Add lines 11a-11d			3,000.			
12	Total revenue. See instructions			2,150,640.		3,640.	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Check if Schedule O contains a response to any question in this Part IX ☐

	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.				
1 Grants and other assistance to governments and organizations in the United States See Part IV, line 21	2,162,899.	2,162,899.		
2 Grants and other assistance to individuals in the United States See Part IV, line 22	0			
3 Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16	0			
4 Benefits paid to or for members	0			
5 Compensation of current officers, directors, trustees, and key employees	0			
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0			
7 Other salaries and wages	0			
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	0			
9 Other employee benefits	0			
10 Payroll taxes	0			
11 Fees for services (non-employees).				
a Management	0			
b Legal	0			
c Accounting	0			
d Lobbying	0			
e Professional fundraising services See Part IV, line 17	0			
f Investment management fees	0			
g Other	0			
12 Advertising and promotion	0			
13 Office expenses	0			
14 Information technology	0			
15 Royalties	0			
16 Occupancy	0			
17 Travel	0			
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19 Conferences, conventions, and meetings	0			
20 Interest	0			
21 Payments to affiliates	0			
22 Depreciation, depletion, and amortization	0			
23 Insurance	0			
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a -----				
b -----				
c -----				
d -----				
e All other expenses -----				
25 Total functional expenses. Add lines 1 through 24e	2,162,899.	2,162,899.		
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here ☐ if following SOP 98-2 (ASC 958-720)	0			

Part X Balance Sheet

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	0	1	0
	2 Savings and temporary cash investments	233,473.	2	221,214.
	3 Pledges and grants receivable, net	0	3	0
	4 Accounts receivable, net	0	4	0
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L	0	5	0
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)	0	6	0
	7 Notes and loans receivable, net	0	7	0
	8 Inventories for sale or use	0	8	0
	9 Prepaid expenses and deferred charges	0	9	0
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a		
	b Less accumulated depreciation	10b		
	11 Investments - publicly traded securities	0	11	0
	12 Investments - other securities. See Part IV, line 11	0	12	0
	13 Investments - program-related. See Part IV, line 11	0	13	0
	14 Intangible assets	0	14	0
	15 Other assets. See Part IV, line 11	0	15	0
16 Total assets. Add lines 1 through 15 (must equal line 34)	233,473.	16	221,214.	
Liabilities	17 Accounts payable and accrued expenses	0	17	0
	18 Grants payable	0	18	0
	19 Deferred revenue	0	19	0
	20 Tax-exempt bond liabilities	0	20	0
	21 Escrow or custodial account liability. Complete Part IV of Schedule D	0	21	0
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L	0	22	0
	23 Secured mortgages and notes payable to unrelated third parties	0	23	0
	24 Unsecured notes and loans payable to unrelated third parties	0	24	0
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	0	25	0
	26 Total liabilities. Add lines 17 through 25	0	26	0
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here ☐ and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets		27	
	28 Temporarily restricted net assets		28	
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117, check here ☒ and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds	0	30	0
	31 Paid-in or capital surplus, or land, building, or equipment fund	0	31	0
	32 Retained earnings, endowment, accumulated income, or other funds	233,473.	32	221,214.
	33 Total net assets or fund balances	233,473.	33	221,214.
	34 Total liabilities and net assets/fund balances	233,473.	34	221,214.

Form 990 (2011)

Part XI Reconciliation of Net AssetsCheck if Schedule O contains a response to any question in this Part XI ☐

1	Total revenue (must equal Part VIII, column (A), line 12)	1	2,150,640.
2	Total expenses (must equal Part IX, column (A), line 25)	2	2,162,899.
3	Revenue less expenses. Subtract line 2 from line 1	3	-12,259.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	233,473.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	0
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B)).	6	221,214.

Part XII Financial Statements and ReportingCheck if Schedule O contains a response to any question in this Part XII ☐

		Yes	No
1	Accounting method used to prepare the Form 990 ☒ Cash ☐ Accrual ☐ Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?		X
b	Were the organization's financial statements audited by an independent accountant?		X
c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O		
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both ☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis		
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		X
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

Form **990** (2011)

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ ▶ See separate instructions.

OMB No 1545-0047

2011

Open to Public
Inspection

Name of the organization

VENABLE FOUNDATION, INC.

Employer identification number

52-1283255

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is (For lines 1 through 11, check only one box.)

- 1 ☐ A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i).
- 2 ☐ A school described in section 170(b)(1)(A)(ii). (Attach Schedule E.)
- 3 ☐ A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii).
- 4 ☐ A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state _____
- 5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in section 170(b)(1)(A)(iv). (Complete Part II.)
- 6 ☐ A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v).
- 7 ☒ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi). (Complete Part II.)
- 8 ☐ A community trust described in section 170(b)(1)(A)(vii). (Complete Part II.)
- 9 ☐ An organization that normally receives (1) more than 33 1/3 % of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3 % of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Complete Part III.)
- 10 ☐ An organization organized and operated exclusively to test for public safety. See section 509(a)(4).
- 11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See section 509(a)(3). Check the box that describes the type of supporting organization and complete lines 11e through 11h.
- a ☐ Type I b ☐ Type II c ☐ Type III - Functionally integrated d ☐ Type III - Other
- e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box ☐
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
- (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization? ☐
- (ii) A family member of a person described in (i) above? ☐
- (iii) A 35% controlled entity of a person described in (i) or (ii) above? ☐
- h Provide the following information about the supported organization(s)

	Yes	No
11g(i)		X
11g(ii)		X
11g(iii)		X

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U.S.?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
(A)									
(B)									
(C)									
(D)									
(E)									
Total									

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

Schedule A (Form 990 or 990-EZ) 2011

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
 (Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")	1,678,500.	1,972,000.	2,058,000.	2,163,000.	2,147,000.	10,018,500.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	1,678,500.	1,972,000.	2,058,000.	2,163,000.	2,147,000.	10,018,500.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f).						71,309.
6 Public support. Subtract line 5 from line 4.						9,947,191.

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4	1,678,500.	1,972,000.	2,058,000.	2,163,000.	2,147,000.	10,018,500.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	278.	935.	475.	559.	640.	2,887.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
11 Total support. Add lines 7 through 10						10,021,387.
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						☐

Section C. Computation of Public Support Percentage

14 Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f))	14	99.26 %
15 Public support percentage from 2010 Schedule A, Part II, line 14	15	99.30 %
16a 33 1/3 % support test - 2011. If the organization did not check the box on line 13, and line 14 is 33 1/3 % or more, check this box and stop here. The organization qualifies as a publicly supported organization		☒
b 33 1/3 % support test - 2010. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3 % or more, check this box and stop here. The organization qualifies as a publicly supported organization		☐
17a 10%-facts-and-circumstances test - 2011. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		☐
b 10%-facts-and-circumstances test - 2010. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		☐
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions		☐

Schedule A (Form 990 or 990-EZ) 2011

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II.
If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ► ☐						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2011 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2010 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2011 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2010 Schedule A, Part III, line 17	18	%

19a **33 1/3 % support tests - 2011.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3 %, and line 17 is not more than 33 1/3 %, check this box and stop here. The organization qualifies as a publicly supported organization ► ☐

b **33 1/3 % support tests - 2010.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3 %, and line 18 is not more than 33 1/3 %, check this box and stop here. The organization qualifies as a publicly supported organization ► ☐

20 **Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ► ☐

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

SCHEDULE I
(Form 990)

Department of the Treasury
Internal Revenue Service
Name of the organization

VENABLE FOUNDATION, INC.

Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990.

OMB No. 1545-0047

2011

Open to Public
Inspection

Employer identification number

52-1283255

Part I General Information on Grants and Assistance

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? ☒ Yes ☐ No
- 2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States. ☐

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. ☐

Part II can be duplicated if additional space is needed

1	(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1)	SEE ATTACHMENT			1,319,600.				
(2)								
(3)								
(4)								
(5)								
(6)								
(7)								
(8)								
(9)								
(10)								
(11)								
(12)								

- 2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table 98.
- 3 Enter total number of other organizations listed in the line 1 table

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule I (Form 990) (2011)

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 22.
Part III can be duplicated if additional space is needed

	(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
1						
2						
3						
4						
5						
6						
7						

Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, and any other additional information.

SCHEDULE I

PART I, LINE 2

THE FOUNDATION PERIODICALLY CONDUCTS RANDOM REVIEWS AND INQUIRIES FOR
MONITORING THE USE OF GRANT FUNDS IN THE UNITED STATES.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

OMB No. 1545-0047

2011

Open to Public
Inspection

Name of the organization

VENABLE FOUNDATION, INC.

Employer identification number

52-1283255

PART VI, LINE 2

THE VENABLE FOUNDATION IS FUNDED EXCLUSIVELY BY PARTNERS IN THE LAW FIRM
OF VENABLE LLP, A MARYLAND LIMITED LIABILITY PARTNERHSIP. INDIVIDUALS
WHO SERVE AS OFFICERS/DIRECTORS OF THE VENABLE FOUNDATION ARE OWNER
PARTNERS OR EMPLOYEES OF VENABLE LLP AND ARE COMPENSATED SOLELY BY THE
PARTNERSHIP, AND NOT THROUGH THE FOUNDATION.

PART VI

LINE 8B

THE FOUNDATION DOES NOT HAVE SEPARATE COMMITTEES.

PART VI

LINE 11

THE TAX RETURN FOR VENABLE FOUNDATION IS PREPARED BY A PUBLIC ACCOUNTING
FIRM. THE PUBLIC ACCOUNTING FIRM PROVIDES THE OFFICERS AND BOARD MEMBERS
WITH A COMPLETED RETURN, PRIOR TO THE DUE DATE, WHICH IS THEN REVIEWED
AND SIGNED BY A DIRECTOR BEFORE SUBMISSION.

PART VI

LINE 19

THE FOUNDATION MAKES ITS GOVERNING DOCUMENTS, CONFLICT OF INTEREST
POLICY, AND FINANCIAL STATEMENTS AVAILABLE TO THE PUBLIC UPON REQUEST.

PART VI

Name of the organization

VENABLE FOUNDATION, INC.

Employer identification number

52-1283255

SECTION B

ALTHOUGH THE FOUNDATION DOES NOT HAVE ANY WRITTEN POLICIES THAT HAVE BEEN APPROVED BY THE BOARD PRIOR TO YEAR END, THE FOUNDATION IS IN THE PROCESS OF ADOPTING A CONFLICT OF INTEREST POLICY, WHISTLEBLOWER POLICY, AND A DOCUMENT RETENTION AND DESTRUCTION POLICY

ATTACHMENT 1FORM 990, PART III, LINE 1 - ORGANIZATION'S MISSION

THE VENABLE FOUNDATION WORKS TO PROMOTE THE HEALTH AND WELL-BEING OF THE COMMUNITIES WHERE VENABLE'S CLIENTS AND ATTORNEYS WORK AND LIVE. THE FOUNDATION SUPPORTS A WIDE RANGE OF CIVIC, CULTURAL AND CHARITABLE ENDEAVORS AS WELL AS PUBLIC INTEREST LAW AND LEGAL EDUCATION, WITH A CENTRAL FOCUS ON LEGAL ASSISTANCE AND LEGAL EDUCATION PROGRAMS.

ATTACHMENT 2FORM 990, PART VIII - INVESTMENT INCOME

<u>DESCRIPTION</u>	<u>(A) TOTAL REVENUE</u>	<u>(B) RELATED OR EXEMPT REVENUE</u>	<u>(C) UNRELATED BUSINESS REV.</u>	<u>(D) EXCLUDED REVENUE</u>
PNC BANK SAVINGS ACCOUNT INTEREST INC	640.			640.
TOTALS	<u>640.</u>			<u>640.</u>

SCHEDULE R
(Form 990)Department of the Treasury
Internal Revenue Service

Name of the organization

VENABLE FOUNDATION, INC.

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2011Open to Public
Inspection

Employer identification number

52-1283255

Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" to Form 990, Part IV, line 33.)

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1) _____					
(2) _____					
(3) _____					
(4) _____					
(5) _____					
(6) _____					

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
(1) _____							
(2) _____							
(3) _____							
(4) _____							
(5) _____							
(6) _____							
(7) _____							

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule R (Form 990) 2011

Part III Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1085)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) VENABLE LLP 52-0517250 750 E. PRATT STREET, STE 900	LEGAL PRACTICE	MD	N/A	N/A								
(2) _____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
(3) _____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
(4) _____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
(5) _____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
(6) _____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
(7) _____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____

Part IV Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
(1) _____	_____	_____	_____	_____	_____	_____	_____
(2) _____	_____	_____	_____	_____	_____	_____	_____
(3) _____	_____	_____	_____	_____	_____	_____	_____
(4) _____	_____	_____	_____	_____	_____	_____	_____
(5) _____	_____	_____	_____	_____	_____	_____	_____
(6) _____	_____	_____	_____	_____	_____	_____	_____
(7) _____	_____	_____	_____	_____	_____	_____	_____

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35, 35a, or 36.)

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

- | | | | | |
|---|-----------|-------------------------------------|------------|-----------|
| a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity | 1a | ☒ | Yes | No |
| b Gift, grant, or capital contribution to related organization(s) | 1b | ☒ | | |
| c Gift, grant, or capital contribution from related organization(s) | 1c | ☒ | | |
| d Loans or loan guarantees to or for related organization(s) | 1d | ☒ | | |
| e Loans or loan guarantees by related organization(s) | 1e | ☒ | | |
| f Sale of assets to related organization(s) | 1f | ☒ | | |
| g Purchase of assets from related organization(s) | 1g | ☒ | | |
| h Exchange of assets with related organization(s) | 1h | ☒ | | |
| i Lease of facilities, equipment, or other assets to related organization(s) | 1i | ☒ | | |
| j Lease of facilities, equipment, or other assets from related organization(s) | 1j | ☒ | | |
| k Performance of services or membership or fundraising solicitations for related organization(s) | 1k | ☒ | | |
| l Performance of services or membership or fundraising solicitations by related organization(s) | 1l | ☒ | | |
| m Sharing of facilities, equipment, mailing lists, or other assets with related organization(s) | 1m | ☒ | | |
| n Sharing of paid employees with related organization(s) | 1n | ☒ | | |
| o Reimbursement paid to related organization(s) for expenses | 1o | ☒ | | |
| p Reimbursement paid by related organization(s) for expenses | 1p | ☒ | | |
| q Other transfer of cash or property to related organization(s) | 1q | ☒ | | |
| r Other transfer of cash or property from related organization(s) | 1r | ☒ | | |

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

(a) Name of other organization	(b) Transaction type (a-r)	(c) Amount involved	(d) Method of determining amount involved
(1) VENABLE LLP	C	2,147,000.	
(2) VENABLE LLP	M		
(3) VENABLE LLP	N		
(4)			
(5)			
(6)			

Part VI Unrelated Organizations Taxable as a Partnership (Complete if the organization answered "Yes" on Form 990, Part IV, line 37.)

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under section 512-514)	(e) Are all partners section 501(c)(3) organizations?		(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
				Yes	No			Yes	No		Yes	No	
(1) -----													
(2) -----													
(3) -----													
(4) -----													
(5) -----													
(6) -----													
(7) -----													
(8) -----													
(9) -----													
(10) -----													
(11) -----													
(12) -----													
(13) -----													
(14) -----													
(15) -----													
(16) -----													

Part VII Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule R (see instructions).

Venable Foundation, Inc.
Tax Year Ended: 12/31/2011
EIN: 52-1283255

Name and address of organization or government	EIN	IRC section (if applicable)	Amount of cash grant	Amount of non-cash assistance	Method of Valuation (book, FMV, appraisal, other)	Description of non-cash assistance	Purpose of grant or assistance
ABA Fund for Justice and Education Judicial Intern Opportunity Program 321 North Clark Street Chicago, IL 60610	36-6110299	501(c) (3)	10,000	N/A	N/A	N/A	N/A
ACLU of Maryland 3600 Clipper Mill Road, Suite 350 Baltimore, MD 21211	23-7209538	501(c) (3)	10,000	N/A	N/A	N/A	N/A
American Heart Association 4301 North Fairfax Drive, Suite 530 Arlington, VA 22203	13-5613797	501(c) (3)	10,000	N/A	N/A	N/A	N/A
American Red Cross of Central MD 4800 Mount Hope Dr Baltimore, MD 21215-3212	53-0196595	501(c) (3)	15,000	N/A	N/A	N/A	N/A
Arena Stage, AKA Washington Drama Society Inc 1101 6th Street SW Washington, DC 20024	53-0246894	501(c) (3)	15,000	N/A	N/A	N/A	N/A
Arlington Free Clinic 2921 11th Street South Arlington, VA 22204	54-1671883	501(c) (3)	20,000	N/A	N/A	N/A	N/A
Associated Black Charities 1114 Cathedral Street Baltimore, MD 21201	52-1427774	501(c) (3)	10,000	N/A	N/A	N/A	N/A
Baltimore Child Abuse Center 2300 N. Charles Street Baltimore, MD 21218	52-1681279	501(c) (3)	10,000	N/A	N/A	N/A	N/A
Baltimore City Foundation, Inc. 10 N. Calvert Street Baltimore, MD 21202	52-1212473	501(c) (3)	20,000	N/A	N/A	N/A	N/A
Baltimore Community Foundation 2 East Read Street, 9th Floor Baltimore, MD 21202	23-7180620	501(c) (3)	10,000	N/A	N/A	N/A	N/A

Venable Foundation, Inc.
Tax Year Ended: 12/31/2011
EIN: 52-1283255

Name and address of organization or government	EIN	IRC section (if applicable)	Amount of cash grant	Amount of non-cash assistance	Method of Valuation (book, FMV, appraisal, other)	Description of non-cash assistance	Purpose of grant or assistance
Baltimore Museum of Art 10 Art Museum Drive Baltimore, MD 21218	52-6000162	501(c)(3)	10,000	N/A	N/A	N/A	N/A
Baltimore School for the Arts 712 Cathedral Street Baltimore, MD 21201	52-1174284	501(c)(3)	15,000	N/A	N/A	N/A	N/A
Baltimore Station PO Box 27144 Baltimore, MD 21230	52-1594258	501(c)(3)	10,000	N/A	N/A	N/A	N/A
Baltimore Symphony Orchestra 1212 Cathedral Street Baltimore, MD 21201	52-0629696	501(c)(3)	7,500	N/A	N/A	N/A	N/A
Big Brothers/Sisters of Natl Capital Area 1763 Columbia Road Washington, DC 20009	53-0190849	501(c)(3)	20,000	N/A	N/A	N/A	N/A
Boys & Girls Clubs of Greater Washington 4103 Benning Road, NE Washington, DC 20019	53-0236759	501(c)(3)	25,000	N/A	N/A	N/A	N/A
Bread for the City 1525 Seventh St NW Washington, DC 20001	52-1138207	501(c)(3)	25,000	N/A	N/A	N/A	N/A
Bright Beginnings 128 M Street, NW Washington, DC 20001	52-1697917	501(c)(3)	15,000	N/A	N/A	N/A	N/A
Capital Area Food Bank 645 Taylor St NE Washington, DC 20017	52-1167581	501(c)(3)	30,000	N/A	N/A	N/A	N/A
Center for Empowerment/Employment 600 W Street, NE Washington, DC 20091	52-2238394	501(c)(3)	10,000	N/A	N/A	N/A	N/A

Venable Foundation, Inc.
Tax Year Ended: 12/31/2011
EIN: 52-1283255

Name and address of organization or government	EIN	IRC section (if applicable)	Amount of cash grant	Amount of non-cash assistance	Method of Valuation (book, FMV, appraisal, other)	Description of non-cash assistance	Purpose of grant or assistance
Chesapeake Bay Foundation Phillip Merrill Environmental Center 6 Herndon Avenue Annapolis, MD 21403	52-6065757	501(c) (3)	10,000	N/A	N/A	N/A	N/A
Children's Guild 6802 McClean Boulevard Baltimore, MD 21234-7260	52-0634411	501(c) (3)	10,000	N/A	N/A	N/A	N/A
Children's Law Center 616 H Street, NW Washington, DC 20001	52-1961588	501(c) (3)	7,500	N/A	N/A	N/A	N/A
College Bound, Inc. 128 M Street, NW Washington, DC 20001	52-1761312	501(c) (3)	7,500	N/A	N/A	N/A	N/A
CollegeBound Foundation 300 Water Street, Suite 300 Baltimore, MD 21202	52-1598921	501(c) (3)	15,000	N/A	N/A	N/A	N/A
Community Capital Corporation 1100 Harvard Street, NW Washington, DC 20009	52-2332161	501(c) (3)	20,000	N/A	N/A	N/A	N/A
Community Council for the Homeless 4713 Wisconsin Ave, NW Washington, DC 20016	52-1753716	501(c) (3)	8,000	N/A	N/A	N/A	N/A
Community Residences 14160 Newbrook Drive Chantilly, VA 20151	54-1004092	501(c) (3)	15,000	N/A	N/A	N/A	N/A
Council for Court Excellence 1111 14th St NW Washington, DC 20005	52-1241825	501(c) (3)	8,000	N/A	N/A	N/A	N/A
D.C. Rape Crisis Center PO Box 34125 Washington, DC 20043	23-7377193	501(c) (3)	12,000	N/A	N/A	N/A	N/A

Venable Foundation, Inc.
Tax Year Ended: 12/31/2011
EIN: 52-1283255

Name and address of organization or government	EIN	IRC section (if applicable)	Amount of cash grant	Amount of non-cash assistance	Method of Valuation (book, FMV, appraisal, other)	Description of non-cash assistance	Purpose of grant or assistance
DC Access College Program 1029 Vermont Ave NW Washington, DC 20005	52-2132835	501(c) (3)	10,000	N/A	N/A	N/A	N/A
DC Bar Pro Bono Program 1101 K Street, NW Second Floor Washington, DC 20005	52-1574217	501(c) (3)	10,000	N/A	N/A	N/A	N/A
DC Central Kitchen 425 Second Street, NW Washington, DC 20001	52-1584936	501(c) (3)	25,000	N/A	N/A	N/A	N/A
DC Scores 1224 M Streetm NW Washington, DC 20005	52-2230721	501(c) (3)	5,600	N/A	N/A	N/A	N/A
Doorways for Women and Families P. O. Box 100185 Arlington, VA 22210	54-1087829	501(c) (3)	15,000	N/A	N/A	N/A	N/A
Emmas Services for the Aging 1426 9th Street, NW Washington, DC 20001-3344	52-1219781	501(c) (3)	7,500	N/A	N/A	N/A	N/A
Enoch Pratt Free Library 400 Cathedral Street Baltimore, MD 21201	52-6001143	501(c) (3)	12,500	N/A	N/A	N/A	N/A
Everyman Theatre 1727 N Charles St Baltimore, MD 21201	52-1593239	501(c) (3)	10,000	N/A	N/A	N/A	N/A
Friendship House Charter School 220 Q Street, NE, Suite 200 Washington, DC 20002	53-0196540	501(c) (3)	10,000	N/A	N/A	N/A	N/A
Fuel Fund of Maryland 1500 Union Ave, Suite 2400	52-1204629	501(c) (3)	20,000	N/A	N/A	N/A	N/A

Venable Foundation, Inc.
Tax Year Ended: 12/31/2011
EIN: 52-1283255

Name and address of organization or government	EIN	IRC section (if applicable)	Amount of cash grant	Amount of non-cash assistance	Method of Valuation (book, FMV, appraisal, other)	Description of non-cash assistance	Purpose of grant or assistance
Baltimore, MD 21211							
George Mason University Foundation 4400 University Dr Fairfax, VA 22030	54-1603842	501(c) (3)	10,000	N/A	N/A	N/A	N/A
GHCC Experience Corps 3503 N Charles St Baltimore, MD 21218	52-0897806	501(c) (3)	6,000	N/A	N/A	N/A	N/A
Goodwill of Greater Washington 2200 South Dakota Ave, NE Washington, DC 20018	53-0196588	501(c) (3)	10,000	N/A	N/A	N/A	N/A
Green Door 1221 Taylor Street, NW Washington, DC 20011	52-1066168	501(c) (3)	10,000	N/A	N/A	N/A	N/A
Health Care for the Homeless 111 Park Avenue Baltimore, MD 21201	52-1576404	501(c) (3)	20,000	N/A	N/A	N/A	N/A
Joseph Ritchey Hospice 838 North Eutaw Street Baltimore, MD 21201	52-1184960	501(c) (3)	10,000	N/A	N/A	N/A	N/A
Keswick Multi-Care Center 700 West 40th Street Baltimore, MD 21211	52-0591485	501(c) (3)	10,000	N/A	N/A	N/A	N/A
Latin American Youth Center 1419 Columbia Rd NW Washington, DC 20009	52-1023074	501(c) (3)	12,500	N/A	N/A	N/A	N/A
League for People with Disabilities 1111 E Cold Spring Ln, Baltimore, MD 21239	52-0591579	501(c) (3)	15,000	N/A	N/A	N/A	N/A
Legal Aid Bureau, Inc. 500 E Lexington St	52-0591621	501(c) (3)	46,000	N/A	N/A	N/A	N/A

Venable Foundation, Inc.
Tax Year Ended: 12/31/2011
EIN: 52-1283255

Name and address of organization or government	EIN	IRC section (if applicable)	Amount of cash grant	Amount of non-cash assistance	Method of Valuation (book, FMV, appraisal, other)	Description of non-cash assistance	Purpose of grant or assistance
Baltimore, MD 21202							
Legal Aid Society of DC 1331 H Street, NW Washington, DC 20005	53-0196600	501(c) (3)	15,000	N/A	N/A	N/A	N/A
Legal Services of Northern Virginia 6066 Leesburg Pike Falls Church, VA 22041	54-1137931	501(c) (3)	11,000	N/A	N/A	N/A	N/A
Life Pieces to Masterpieces 5001 Hayes Street, NE Washington, DC 20019	52-2076894	501(c) (3)	7,500	N/A	N/A	N/A	N/A
Living Classrooms Foundation 802 S. Caroline Street Baltimore, MD 21231	91-2026597	501(c) (3)	20,000	N/A	N/A	N/A	N/A
Manna Food Center 9311 Gaither Road Gaithersburg, MD 20877	52-1289203	501(c) (3)	15,000	N/A	N/A	N/A	N/A
Martha's Table 2114 14th Street, NW Washington, DC 20009	52-1186071	501(c) (3)	20,000	N/A	N/A	N/A	N/A
Maryland Disability Law Center 1800 N. Charles St, Ste 400 Baltimore, MD 21201	51-0215570	501(c) (3)	10,000	N/A	N/A	N/A	N/A
Maryland Food Bank 2200 Halethorpe Farms Road Baltimore, MD 21227	52-1135690	501(c) (3)	25,000	N/A	N/A	N/A	N/A
Maryland Institute College of Art 1300 West Mount Royal Ave Baltimore, MD 21217	52-0591661	501(c) (3)	10,000	N/A	N/A	N/A	N/A
Maryland New Directions	52-1021365	501(c) (3)	7,500	N/A	N/A	N/A	N/A

Venable Foundation, Inc.
Tax Year Ended: 12/31/2011
EIN: 52-1283255

Name and address of organization or government	EIN	IRC section (if applicable)	Amount of cash grant	Amount of non-cash assistance	Method of Valuation (book, FMV, appraisal, other)	Description of non-cash assistance	Purpose of grant or assistance
611 Park Avenue Baltimore, MD 21201							
Maryland Zoo in Baltimore 1876 Mansion House Drive Druid Hill Park Baltimore MD, 21217-9973	52-0996352	501(c) (3)	10,000	N/A	N/A	N/A	N/A
Mary's Center 2333 Ontario Rd NW Washington, DC 20009	52-1594116	501(c) (3)	20,000	N/A	N/A	N/A	N/A
Mentor's Inc. 1012 14th St NW Washington, DC 20005	52-1547224	501(c) (3)	12,000	N/A	N/A	N/A	N/A
Miriam's Kitchen 2401 Virginia Avenue NW Washington, DC 20037	52-1331552	501(c) (3)	15,000	N/A	N/A	N/A	N/A
Motion Picture and Television Fund 23388 Mulholland Drive Woodland Hills, CA 91364	95-1652916	501(c) (3)	6,000	N/A	N/A	N/A	N/A
N Street Village 1333 N Street NW Washington, DC 20005	52-1007373	501(c) (3)	7,500	N/A	N/A	N/A	N/A
National Legal Aid & Defender Association 1140 Connecticut Ave, NW, Suite 900 Washington, DC 20036	36-2337880	501(c) (3)	10,000	N/A	N/A	N/A	N/A
Patricia M. Sitar Center for the Arts 1700 Kalorama Road NW Washington, DC 20009	52-2113471	501(c) (3)	7,000	N/A	N/A	N/A	N/A
Paul's Place, Inc. 1118 Ward Street Baltimore, MD 21230	52-1372359	501(c) (3)	22,000	N/A	N/A	N/A	N/A

Venable Foundation, Inc.
Tax Year Ended: 12/31/2011
EIN: 52-1283255

Name and address of organization or government	EIN	IRC section (if applicable)	Amount of cash grant	Amount of non-cash assistance	Method of Valuation (book, FMV, appraisal, other)	Description of non-cash assistance	Purpose of grant or assistance
Pimlico Road Youth Program 4236 Pimlico Road Baltimore, MD 21215	51-0564067	501(c) (3)	15,000	N/A	N/A	N/A	N/A
Pro Bono Institute 1025 Connecticut Avenue, NW, Suite 205 Washington, DC 20036	52-1991509	501(c) (3)	10,000	N/A	N/A	N/A	N/A
Public Justice Center One N. Charles Street, Suite 200 Baltimore, MD 21201	52-1412226	501(c) (3)	10,000	N/A	N/A	N/A	N/A
Rockville Holiday Drive One Exchange Plaza 35 Broadway, Suite 302 New York, NY 10006	52-6001573	501(c) (3)	6,000	N/A	N/A	N/A	N/A
Safe Shores-DC Children's Advocacy Ctr 300 E. Street, NW Washington, DC 20001	52-1888617	501(c) (3)	7,500	N/A	N/A	N/A	N/A
Samaritan Inns 2523 14th St NW Washington, DC 20009	52-1474935	501(c) (3)	10,000	N/A	N/A	N/A	N/A
See Forever Foundation/MAPCS School 1436 U Street, NW, Suite 203 Washington, DC 20009	52-1942257	501(c) (3)	10,000	N/A	N/A	N/A	N/A
SEED School 4300 C Street, SE Washington, DC 20019	52-2099612	501(c) (3)	7,500	N/A	N/A	N/A	N/A
Shakespeare Theatre Education Foundation 450 7th Street, NW Washington, DC 20004	52-1405988	501(c) (3)	15,000	N/A	N/A	N/A	N/A
South Baltimore Learning Center 28 E Ostend St, Baltimore, MD 21230	52-1745263	501(c) (3)	7,500	N/A	N/A	N/A	N/A

Venable Foundation, Inc.
Tax Year Ended: 12/31/2011
EIN: 52-1283255

Name and address of organization or government	EIN	IRC section (if applicable)	Amount of cash grant	Amount of non-cash assistance	Method of Valuation (book, FMV, appraisal, other)	Description of non-cash assistance	Purpose of grant or assistance
St. Coletta of Greater Washington 1901 Independence Ave SE Washington, DC 20003	54-0968224	501(c)(3)	10,000	N/A	N/A	N/A	N/A
Stepping Stones Shelter P. O. Box 712 Rockville, MD 20848	52-1281647	501(c)(3)	10,000	N/A	N/A	N/A	N/A
Tahrir Justice Center 6402 Arlington Blvd, Suite 300 Falls Church, VA 22042	54-1858176	501(c)(3)	5,500	N/A	N/A	N/A	N/A
Teach for America 315 West 36th Street New York, NY 10018	13-3541913	501(c)(3)	27,000	N/A	N/A	N/A	N/A
Turn Around, Inc. 401 Washington Ave Towson, MD 21204	52-1159135	501(c)(3)	10,000	N/A	N/A	N/A	N/A
Turning the Page 1010 Vermont Avenue, NW Washington, DC 20005	52-2081934	501(c)(3)	6,000	N/A	N/A	N/A	N/A
Tuttie's Place 3000 Chelsea Terrace Baltimore, MD 21216	52-1957722	501(c)(3)	22,000	N/A	N/A	N/A	N/A
United Negro College Fund 8260 Willow Oaks Corporate Dr P. O. Box 10444 Fairfax, VA 22031	13-1624241	501(c)(3)	20,000	N/A	N/A	N/A	N/A
United Way of Central Maryland 100 South Charles Street, Suite 500 Baltimore, MD 20201	52-0591543	501(c)(3)	25,000	N/A	N/A	N/A	N/A
United Way of National Capital Area 8391 Old Courthouse Road, Suite 200	53-0234290	501(c)(3)	25,000	N/A	N/A	N/A	N/A

Venable Foundation, Inc.
Tax Year Ended: 12/31/2011
EIN: 52-1283255

Name and address of organization or government	EIN	IRC section (if applicable)	Amount of cash grant	Amount of non-cash assistance	Method of Valuation (book, FMV, appraisal, other)	Description of non-cash assistance	Purpose of grant or assistance
Vienna, VA 22182							
University of Baltimore Foundation 1130 N Charles St Baltimore, MD 21201	23-7036780	501(c)(3)	10,000	N/A	N/A	N/A	N/A
University of MD Baltimore Foundation 500 West Baltimore Street Baltimore, MD 21201	31-1678679	501(c)(3)	40,000	N/A	N/A	N/A	N/A
Urban Alliance Foundation, Inc. 1327 14th Street, NW Washington, DC 20005	52-1938443	501(c)(3)	19,000	N/A	N/A	N/A	N/A
Volunteers of America Chesapeake, Inc. 7901 Annapolis Road Lanham, MD 20706	52-0610547	501(c)(3)	7,500	N/A	N/A	N/A	N/A
Washington Legal Clinic for Homeless 1200 U St NW Washington, DC 20009	52-1545522	501(c)(3)	10,000	N/A	N/A	N/A	N/A
Wendt Center for Loss and Healing 4201 Connecticut Avenue, NW, Washington, DC 20008	52-1095105	501(c)(3)	10,000	N/A	N/A	N/A	N/A
Wesley Housing Development Corporation 5515 Cherokee Ave Alexandria, VA 22312	51-0155779	501(c)(3)	15,000	N/A	N/A	N/A	N/A
Whitman-Walker Clinic 1701 14th Street, NW Washington, DC 20009	52-1122122	501(c)(3)	13,000	N/A	N/A	N/A	N/A
Total:			<u>1,319,600</u>				

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

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

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

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

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.

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

VENABLE FOUNDATION, INC.

☒ 52-1283255

Number, street, and room or suite no. If a P O box, see instructions.

Social security number (SSN)

750 E. PRATT STREET

City, town or post office, state, and ZIP code. For a foreign address, see instructions

BALTIMORE, MD 21202

Enter the Return code for the return that this application is for (file a separate application for each return) ☐ 0 ☒ 1

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

- The books are in the care of ► VERONICA FRANCK

Telephone No ► 410 244-7760

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 08/15, 20 12, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☒ calendar year 20 11 or
- ☐ tax year beginning , 20 , and ending , 20 .

- 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 \$	0.
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 \$	0.
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 \$	0.

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

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 ☒ **X**.
Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

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

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions.	Enter filer's identifying number, see instructions. Employer identification number (EIN) or	
	VENABLE FOUNDATION, INC.	☒	52-1283255
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)	
	750 E. PRATT STREET	☐	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.		
	BALTIMORE, MD 21202		

Enter the Return code for the return that this application is for (file a separate application for each return) ☐ 0 ☒ 1

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.

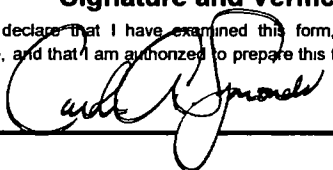
- The books are in the care of VERONICA FRANCK
Telephone No. 410 244-7760 FAX No.
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for 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.

- I request an additional 3-month extension of time until 11/15, 2012.
- For calendar year 2011, or other tax year beginning , 20 , and ending , 20 .
- If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period
- State in detail why you need the extension ADDITIONAL TIME IS NEEDED 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 \$	0
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 \$	0
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 P00097436 Date 07/26/2012

Form 8868 (Rev. 1-2012)