Form 990-PF

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning , and ending

Name of foundation: THE ABELL FOUNDATION, INC

A Employer identification number: 52-6036106

Number and street (or P O box number if mail is not delivered to street address): 111 S. CALVERT ST — Room/suite: 2300

B Telephone number: 410-547-1300

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

C If exemption application is pending, check here ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1 Foreign organizations, check here ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ☐

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 306,430,012.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	5,287,689.	6,522,334.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	18,679,335.			STATEMENT 1
	b Gross sales price for all assets on line 6a 52,103,827.				
	7 Capital gain net income (from Part IV, line 2)		2,095,830.		
	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	<722,775.>	26,061,245.		STATEMENT 2
	12 Total. Add lines 1 through 11	23,244,249.	34,679,409.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	547,231.	0.		544,964.
	14 Other employee salaries and wages	863,854.	0.		865,351.
	15 Pension plans, employee benefits	592,877.	0.		515,275.
	16a Legal fees STMT 3	279,137.	0.		175,260.
	b Accounting fees STMT 4	43,075.	0.		66,685.
	c Other professional fees STMT 5	113,416.	0.		113,736.
	17 Interest				
	18 Taxes STMT 6	391,272.	0.		0.
	19 Depreciation and depletion	27,868.	0.		
	20 Occupancy	210,981.	0.		210,981.
	21 Travel, conferences, and meetings	16,623.	0.		16,623.
	22 Printing and publications	55,712.	0.		55,712.
	23 Other expenses STMT 7	1,605,807.	1,207,317.		403,677.
	24 Total operating and administrative expenses. Add lines 13 through 23	4,747,853.	1,207,317.		2,968,264.
	25 Contributions, gifts, grants paid	16,816,405.			11,960,694.
	26 Total expenses and disbursements Add lines 24 and 25	21,564,258.	1,207,317.		14,928,958.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	1,679,991.			
	b Net investment income (if negative, enter -0-)		33,472,092.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	17,716,902.	3,254,697.	3,254,697.
	3 Accounts receivable ▶ 109,466.			
	Less: allowance for doubtful accounts ▶	330,120.	109,466.	109,466.
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 8	27,202,834.	52,289,189.	52,289,189.
	b Investments - corporate stock STMT 9	207,041,380.	188,608,143.	188,608,143.
	c Investments - corporate bonds STMT 10	19,409,407.	23,047,679.	23,047,679.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 11	40,418,731.	34,751,469.	34,751,469.
	14 Land, buildings, and equipment: basis ▶ 779,166.			
	Less accumulated depreciation STMT 12▶ 705,331.	74,383.	73,835.	73,835.
	15 Other assets (describe ▶ STATEMENT 13)	31,125,852.	4,295,534.	4,295,534.
	16 **Total assets** (to be completed by all filers)	343,319,609.	306,430,012.	306,430,012.
Liabilities	17 Accounts payable and accrued expenses	31,717,896.	30,816,895.	
	18 Grants payable	2,160,500.	4,604,185.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	33,878,396.	35,421,080.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ [X] **and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	309,441,213.	271,008,932.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] **and complete lines 27 through 31.**			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances**	309,441,213.	271,008,932.	
	31 **Total liabilities and net assets/fund balances**	343,319,609.	306,430,012.	

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	309,441,213.
2	Enter amount from Part I, line 27a	2	1,679,991.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	311,121,204.
5	Decreases not included in line 2 (itemize) ▶ UNREALIZED DECREASE ON INVESTMENTS	5	40,112,272.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	271,008,932.

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	VARIOUS	P		
b				
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	52,103,827.		50,007,997.	2,095,830.
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				2,095,830.
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 } — 2 — 2,095,830.

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	14,865,411.	231,084,850.	.064329
2009	11,185,805.	161,530,771.	.069249
2008	12,009,496.	189,967,146.	.063219
2007	13,569,141.	222,107,813.	.061093
2006	11,210,416.	219,622,473.	.051044

		Line	Amount
2	**Total** of line 1, column (d)	2	.308934
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	.061787
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	314,810,061.
5	Multiply line 4 by line 3	5	19,451,169.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	334,721.
7	Add lines 5 and 6	7	19,785,890.
8	Enter qualifying distributions from Part XII, line 4	8	20,913,721.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b			1	334,721.
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	334,721.
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	334,721.
6 Credits/Payments:				
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	482,073.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	482,073.
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	147,352.
11 Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶	100,000.	**Refunded** ▶	11	47,352.

Part VII-A | Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6		X
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MD			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) STATEMENT 14 STMT 15	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?	13	X	

Website address ▶ WWW.ABELL.ORG

14 The books are in care of ▶ THE ABELL FOUNDATION, INC. Telephone no. ▶ 410-547-1300
Located at ▶ 111 S. CALVERT STREET, SUITE 2300, BALTIMORE, MD ZIP+4 ▶ 21202-6174

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☒ Yes ☐ No			
b	If "Yes," did it have excess business holdings in 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.)*	3b		X
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)*

			Yes	No
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)?		5b	X	
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? SEE STATEMENT 17	☒ 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 16		945,239.	87,865.	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
KATHLEEN LARKIN - 111 S. CALVERT ST., STE 2300, BALTIMORE, MD 21202	ASSISTANT TREASURER 32.00	98,767.	9,877.	0.
BONNIE LEGRO - 111 S. CALVERT ST., STE 2300, BALTIMORE, MD 21202	PROGRAM OFFICER 40.00	96,827.	9,683.	0.
ELIZABETH HARBER - 111 S. CALVERT ST., STE 2300, BALTIMORE, MD 21202	PROGRAM OFFICER 40.00	92,551.	9,255.	0.
MELANIE STYLES - 111 S. CALVERT ST., STE 2300, BALTIMORE, MD 21202	PROGRAM OFFICER 40.00	92,363.	9,236.	0.
THERESE STAUDENMAIER - 111 S. CALVERT ST., STE 2300, BALTIMORE, MD	PROGRAM OFFICER 40.00	86,861.	8,686.	0.

Total number of other employees paid over $50,000 ▶ 11

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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
HOGAN & HARTSON LLP - 100 INTERNATIONAL DR, STE 2000, BALTIMORE, MD 21202	LEGAL & INVESTMENT SERVICES	1297856.
KOREAN EXPORT CONSULTING GROUP - 103-1103 YONGSAN PARK TOWER, 24-1 YONGSAN-DONG 5KA,	INVESTMENT SERVICES	260,278.
FISH & RICHARDSON, PC PO BOX 3295, BOSTON, MA 02241-3295	LEGAL & INVESTMENT SERVICES	198,915.
MCGLADREY LLP - 100 INTERNATIONAL DR, STE 1400, BALTIMORE, MD 21202	ACCOUNTING & AUDITING SERVICES	58,610.

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 BCPSS/NATIONAL ACADEMIC LEAGUE - A SCHOLASTIC EXTRACURRICULAR ACTIVITY TO BOOST STUDENT ACHIEVEMENT IN 28 BALTIMORE CITY MIDDLE SCHOOLS.	127,917.
2 SEE STATEMENT 19	58,738.
3 SEE STATEMENT 20	9,578.
4 JOHNS HOPKINS BLOOMBERG SCHOOL OF PUBLIC HEALTH - FOR EXPENSES RELATED TO A RAT STERILANT EVALUATION.	6,620.

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 SEE STATEMENT 21	3,284,763.
2	
All other program-related investments. See instructions.	
3 SEE STATEMENT 18	2,700,000.
Total. Add lines 1 through 3 ▶	5,984,763.

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	315,836,762.
b	Average of monthly cash balances	1b	<278,913.>
c	Fair market value of all other assets	1c	4,046,274.
d	**Total** (add lines 1a, b, and c)	1d	319,604,123.
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	319,604,123.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	4,794,062.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	314,810,061.
6	**Minimum investment return.** Enter 5% of line 5	6	15,740,503.

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	15,740,503.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	334,721.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	334,721.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	15,405,782.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	15,405,782.
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	15,405,782.

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	14,928,958.
b	Program-related investments - total from Part IX-B	1b	5,984,763.
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	20,913,721.
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	334,721.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	20,579,000.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				15,405,782.
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 559,272.				
b From 2007 2,891,794.				
c From 2008 2,672,575.				
d From 2009 3,352,532.				
e From 2010 5,643,022.				
f **Total** of lines 3a through e	15,119,195.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 20,913,721.				
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				15,405,782.
e Remaining amount distributed out of corpus	5,507,939.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	20,627,134.			
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	559,272.			
9 **Excess distributions carryover to 2012** Subtract lines 7 and 8 from line 6a	20,067,862.			
10 Analysis of line 9:				
a Excess from 2007 2,891,794.				
b Excess from 2008 2,672,575.				
c Excess from 2009 3,352,532.				
d Excess from 2010 5,643,022.				
e Excess from 2011 5,507,939.				

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)

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

ROBERT C. EMBRY, JR., PRESIDENT, THE ABELL FOUNDATION, INC., 410-547-1300
111 SOUTH CALVERT STREET, SUITE 2300, BALTIMORE, MD 21202-6174

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

SEE ATTACHED STATEMENT #24

c Any submission deadlines:

SEE ATTACHED STATEMENT #24

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

SEE ATTACHED STATEMENT #24

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHED STATEMENT #22				11,960,694.
Total			▶ 3a	11,960,694.
b *Approved for future payment*				
SEE ATTACHED STATEMENT #23				4,604,185.
Total			▶ 3b	4,604,185.

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

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	5,287,689.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income	900000	<1,523,150.>	14	800,375.	
8 Gain or (loss) from sales of assets other than inventory			18	18,679,335.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		<1,523,150.>		24,767,399.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 23,244,249.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee | Date 11-14-12 | 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
JAMES P. SWEENEY	CPA	11/1/12		P01263012
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	

123622
12-02-11

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
VARIOUS	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
52,103,827.	33,424,492.	0.	0.	18,679,335.

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	18,679,335.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME - PARTNERSHIPS	0.	<1,436,958.>	
OTHER INCOME AND GUARANTY FEES	0.	26,667,613.	
OTHER INCOME - PARTNERSHIPS	<722,775.>	<722,775.>	
PARTNERSHIP AT RISK BASIS ADD BACK	0.	30,215.	
UBIT - NOL BOOK TAX DIFFERNCE	0.	1,523,150.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<722,775.>	26,061,245.	

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	279,137.	0.		175,260.
TO FM 990-PF, PG 1, LN 16A	279,137.	0.		175,260.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	43,075.	0.		66,685.
TO FORM 990-PF, PG 1, LN 16B	43,075.	0.		66,685.

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
CONSULTANTS-PROGRAM ADMINISTRATION	113,416.	0.		113,736.
TO FORM 990-PF, PG 1, LN 16C	113,416.	0.		113,736.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES	391,272.	0.		0.
TO FORM 990-PF, PG 1, LN 18	391,272.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	16,491.	0.		16,491.
TELEPHONE	12,916.	0.		12,916.
POSTAGE & DELIVERY	5,483.	0.		5,483.
OFFICE SUPPLIES	19,543.	0.		19,543.
EQUIPMENT MAINTENANCE	58,631.	0.		58,631.
MISCELLANEOUS	26,385.	0.		21,759.

DIRECT CHARITABLE ACTIVITIES	268,854.	0.		268,854.
INVESTMENT FEES	1,131,520.	1,131,520.		0.
PARTNERSHIP EXPENSES	65,984.	75,797.		0.
TO FORM 990-PF, PG 1, LN 23	1,605,807.	1,207,317.		403,677.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 8

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
GOVERNMENT OBLIGATIONS	X		52,289,189.	52,289,189.
TOTAL U.S. GOVERNMENT OBLIGATIONS			52,289,189.	52,289,189.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			52,289,189.	52,289,189.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MARKETABLE EQUITY SECURITIES	188,608,143.	188,608,143.
TOTAL TO FORM 990-PF, PART II, LINE 10B	188,608,143.	188,608,143.

FORM 990-PF CORPORATE BONDS STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE & OTHER BONDS	23,047,679.	23,047,679.
TOTAL TO FORM 990-PF, PART II, LINE 10C	23,047,679.	23,047,679.

FORM 990-PF OTHER INVESTMENTS STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ABELL VENTURE FUND	COST	7,956,535.	7,956,535.
DIRECT INVESTMENTS	COST	14,606,876.	14,606,876.
PROGRAM RELATED & MISSION INVESTMENTS	COST	12,188,058.	12,188,058.
TOTAL TO FORM 990-PF, PART II, LINE 13		34,751,469.	34,751,469.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 12

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
LEASEHOLD IMPROVEMENTS	196,858.	187,514.	9,344.
FURNITURE & FIXTURES	297,057.	284,096.	12,961.
COMPUTER EQUIPMENT	248,378.	196,955.	51,423.
TELEPHONE EQUIPMENT	36,873.	36,766.	107.
TOTAL TO FM 990-PF, PART II, LN 14	779,166.	705,331.	73,835.

FORM 990-PF OTHER ASSETS STATEMENT 13

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED DIVIDENDS AND INTEREST RECEIVABLE	798,520.	544,097.	544,097.
BOOK PUBLICATION	11,617.	11,525.	11,525.
OFFICER'S LIFE INSURANCE	2,907,528.	3,057,350.	3,057,350.
GUARANTY ASSETS - IMPUTED VALUE	493,899.	432,562.	432,562.
REFUND DUE FROM MD BIOTECH TAX CREDIT	250,000.	250,000.	250,000.
OTHER NONTRADE RECEIVABLES	26,664,288.	0.	0.
TO FORM 990-PF, PART II, LINE 15	31,125,852.	4,295,534.	4,295,534.

FORM 990-PF TRANSFERS TO CONTROLLED ENTITIES STATEMENT 14
PART VII-A, LINE 11

NAME OF CONTROLLED ENTITY	EMPLOYER ID NO
PROJECT INDEPENDENCE HOLDING, INC.	45-4618259

ADDRESS

111 SOUTH CALVERT STREET, SUITE 2300
BALTIMORE , MD 21202

DESCRIPTION OF TRANSFER

EXCHANGE FOR STOCK/PRI INVESTMENT.

AMOUNT OF TRANSFER
2,280,820.

NAME OF CONTROLLED ENTITY	EMPLOYER ID NO
PROJECT INDEPENDENCE, INC.	45-2109065

ADDRESS

111 SOUTH CALVERT STREET, SUITE 2300
BALTIMORE, MD 21202

DESCRIPTION OF TRANSFER

NO TRANSACTIONS/INDIRECT CONTROL/DIRECTLY 100% OWNED BY PROJECT INDEPENDENCE HOLDING, INC.

AMOUNT OF TRANSFER
0.

TOTAL AMOUNT OF TRANSFERS TO CONTROLLED ENTITIES	2,280,820.

FORM 990-PF	LIST OF CONTROLLED ENTITIES PART VII-A, LINE 11	STATEMENT 15

NAME OF CONTROLLED ENTITY	EMPLOYER ID NO
PROJECT INDEPENDENCE HOLDING, INC.	45-4618259

ADDRESS

111 SOUTH CALVERT STREET, SUITE 2300
BALTIMORE , MD 21202

NAME OF CONTROLLED ENTITY	EMPLOYER ID NO
PROJECT INDEPENDENCE, INC.	45-2109065

ADDRESS

111 SOUTH CALVERT STREET, SUITE 2300
BALTIMORE, MD 21202

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 16

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
GARY BLACK, JR. 111 S. CALVERT ST., STE 2300 BALTIMORE, MD 21202	CHAIRMAN 2.00	0.	0.	0.
ROBERT C. EMBRY, JR. 111 S. CALVERT ST., STE 2300 BALTIMORE, MD 21202	PRESIDENT 40.00	311,602.	24,500.	0.
W. SHEPHERDSON ABELL 111 S. CALVERT ST., STE 2300 BALTIMORE, MD 21202	TRUSTEE 2.00	0.	0.	0.
GEORGE L. BUNTING, JR. 111 S. CALVERT ST., STE 2300 BALTIMORE, MD 21202	TRUSTEE 2.00	0.	0.	0.
ROBERT GARRETT 111 S. CALVERT ST., STE 2300 BALTIMORE, MD 21202	TRUSTEE 2.00	0.	0.	0.
JACQUELINE HRABOWSKI 111 S. CALVERT ST., STE 2300 BALTIMORE, MD 21202	TRUSTEE 2.00	0.	0.	0.
SALLY MICHEL 111 S. CALVERT ST., STE 2300 BALTIMORE, MD 21202	TRUSTEE 2.00	0.	0.	0.
ANNE LAFARGE CULMAN 111 S. CALVERT ST., STE 2300 BALTIMORE, MD 21202	VICE PRESIDENT 40.00	140,575.	14,058.	0.
ESTHEL M. SUMMERFIELD 111 S. CALVERT ST., STE 2300 BALTIMORE, MD 21202	SECRETARY 40.00	72,760.	7,276.	0.
FRANCES M. KEENAN 111 S. CALVERT ST., STE 2300 BALTIMORE, MD 21202	VP FOR FINANCE 40.00	224,437.	22,444.	0.
EILEEN M. O'ROURKE 111 S. CALVERT ST., STE 2300 BALTIMORE, MD 21202	TREASURER 38.00	195,865.	19,587.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		945,239.	87,865.	0.

FORM 990-PF EXPENDITURE RESPONSIBILITY STATEMENT STATEMENT 17
PART VII-B, LINE 5C

GRANTEE'S NAME

PROJECT INDEPENDENCE HOLDING, INC.

GRANTEE'S ADDRESS

111 SOUTH CALVERT STREET, STE 2300
BALTIMORE, MD 21202

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED	VERIFICATION DATE
2,280,820.	07/31/11	2,280,820.	12/31/11

PURPOSE OF GRANT

THE PURPOSE OF THE GRANT IN THE FORM OF AN INVESTMENT IN AN ENTITY FORMED TO DEVELOP, CONSTRUCT AND OPERATE A FIRST-OF-ITS-KIND BIOREFINERY AND CONSIDERED A PROGRAM RELATED INVESTMENT.

DATES OF REPORTS BY GRANTEE

REPORT DATES: 10/11/11; 11/9/11; 12/7/11; 1/5/12

ANY DIVERSION BY GRANTEE

BASED ON REPORTS, ALL AMOUNTS USED FOR INTENDED PURPOSES.

RESULTS OF VERIFICATION

THE ABELL FOUNDATION REVIEWED THE GRANT REPORTS NOTED ABOVE AS TO THEIR ACCURACY AND RELIABILITY.

FORM 990-PF	OTHER PROGRAM-RELATED INVESTMENTS	STATEMENT 18

DESCRIPTION	AMOUNT
SECOND CHANCE - LOAN TO PURCHASE A NEW WAREHOUSE FOR AN ORGANIZATION THAT PROVIDES JOBS AND JOB TRAINING TO DISPLACED AND UNEMPLOYED WORKERS.	1,500,000.

DESCRIPTION	AMOUNT
VOLUNTEERS OF AMERICA - CHESAPEAKE	1,200,000.

TOTAL TO FORM 990-PF, PART IX-B, LINE 3	2,700,000.

FORM 990-PF	SUMMARY OF DIRECT CHARITABLE ACTIVITIES	STATEMENT 19

ACTIVITY TWO

BCPSS/SUMMERREADS - FOR SUPPORT OF THE 2011 SUMMERREADS BOOK DISTRIBUTION PROGRAM AND ITS EVALUATION OF SECOND AND THIRD GRADE STUDENTS IN NINE HIGH-POVERTY, LOW-PERFORMING BALTIMORE CITY PUBLIC SCHOOLS.

	EXPENSES
TO FORM 990-PF, PART IX-A, LINE 2	58,738.

FORM 990-PF	SUMMARY OF DIRECT CHARITABLE ACTIVITIES	STATEMENT 20

ACTIVITY THREE

NORTHEAST YOUTH ASSOCIATION - TO SUPPORT OPERATING COSTS AND TRAVEL FOR THE NORTHEAST FOOTBALL LEAGUE, SERVING AT-RISK YOUTH, AGES 5-15, TO PARTICIPATE IN THE NATIONAL POP WARNER FOOTBALL CHAMPIONSHIP.

	EXPENSES
TO FORM 990-PF, PART IX-A, LINE 3	9,578.

FORM 990-PF	SUMMARY OF PROGRAM-RELATED INVESTMENTS	STATEMENT 21

DESCRIPTION

BALTIMORE BEHAVIORAL HEALTH - PURCHASE OF TWO BUILDINGS AND A PARKING LOT FORMERLY OWNED BY A SUBSTANCE ABUSE CENTER TO ENSURE THAT THE FACILITY WILL REMAIN OPEN TO SERVE AN UNDERSERVED POPULATION OF BALTIMORE CITY.

	AMOUNT
TO FORM 990-PF, PART IX-B, LINE 1	3,284,763.

1ya 8/22/11

THE ABELL FOUNDATION, INC.
52-6036106
STATEMENT NO. 22
CONTRIBUTIONS FOR THE YEAR ENDED DECEMBER 31, 2011

	Purpose	Amount
1000 Friends of Maryland Baltimore, MD	Planning	5,000
1000 Friends of Maryland Baltimore, MD	Programming	30,000
A Step Forward Baltimore, MD	Special Project	26,500
ACLU Foundation of Maryland, Inc. Baltimore, MD	General Support	50,000
ACLU Foundation of Maryland, Inc. Baltimore, MD	General Support	150,000
Action In Maturity Baltimore, MD	Capital Equipment	27,000
Adonai Ministries Baltimore, MD	Capital Equipment	5,000
Adoptions Together, Inc. Silver Spring, MD	Programming	214,835
Advocates for Children and Youth Baltimore, MD	Programming	50,000
Agape Family Empowerment Center Baltimore, MD	Programming	5,000
Alternative Directions, Inc. Baltimore, MD	Programming	35,500
Alternative Directions, Inc. Baltimore, MD	Programming	56,000
American Farmland Trust Washington, DC	Programming	65,000
The Answer, Inc Baltimore, MD	General Support	5,000
The Answer, Inc. Baltimore, MD	General Support	25,000
Art on Purpose Baltimore, MD	Programming	5,000
Art With a Heart Baltimore, MD	Programming	30,000
Arts Education in Maryland Schools Alliance Baltimore, MD	General Support	10,000
Arts Every Day Baltimore, MD	Programming	25,000
Association of Baltimore Area Grantmakers	Programming	120,000

THE ABELL FOUNDATION, INC.
52-6036106
STATEMENT NO. 22
CONTRIBUTIONS FOR THE YEAR ENDED DECEMBER 31, 2011

	Purpose	Amount
Baltimore, MD		
Association of Baltimore Area Grantmakers Baltimore, MD	Programming	50,000
Association of Baltimore Area Grantmakers Baltimore, MD	Programming	5,000
Association of Baltimore Area Grantmakers Baltimore, MD	Special Project	15,000
Audubon Maryland-DC Baltimore, MD	Programming	25,000
Baltimore Alliance for Careers in Healthcare, Inc. Baltimore, MD	Programming	90,000
Baltimore Browns Football and Cheer Program Baltimore, MD	Programming	1,155
Baltimore Child First Authority, Inc. Baltimore, MD	Programming	5,000
Baltimore City Department of Housing and Community Development Baltimore, MD	Programming	118,500
Baltimore City Department of Housing and Community Development Baltimore, MD	Programming	75,000
Baltimore City Department of Planning Baltimore, MD	Programming	95,680
Baltimore City Department of Planning Baltimore, MD	Study/Evaluation	5,000
Baltimore City Health Department Baltimore, MD	Programming	47,000
Baltimore City Health Department Baltimore, MD	Programming	84,500
Baltimore City Public Schools/Carver Vocational-Technical High School Baltimore, MD	Programming	5,000
Baltimore City Public Schools/National Academic League Baltimore, MD	Programming	30,484
BCPS/National Academic League Baltimore, MD	Programming	20,335
Baltimore City Public Schools/National Academy Foundation High School Baltimore, MD	Programming	5,000
Baltimore City Public Schools/Southwest Baltimore	Programming	23,600

THE ABELL FOUNDATION, INC.
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STATEMENT NO. 22
CONTRIBUTIONS FOR THE YEAR ENDED DECEMBER 31, 2011

	Purpose	Amount
Charter School Baltimore, MD		
Baltimore City Public Schools/SummerREADS Program Baltimore, MD	Programming	2,800
Baltimore Clayworks Baltimore, MD	Programming	5,000
Baltimore Clayworks Baltimore, MD	Programming	5,000
Baltimore Community Foundation Baltimore, MD	Programming	5,000
Baltimore Community Toolbank Baltimore, MD	Seed	35,000
Baltimore Development Corporation Baltimore, MD	Programming	2,640
Baltimore Development Corporation Baltimore, MD	Special Project	120,000
Baltimore Efficiency & Economy Foundation, Inc. Baltimore, MD	Study/Evaluation	25,000
Baltimore Green Space Baltimore, MD	Programming	5,000
Baltimore Kids Chess League Baltimore, MD	Programming	31,835
Baltimore Kids Chess League Baltimore, MD	Programming	31,835
Baltimore Neighborhoods, Inc. Baltimore, MD	Special Project	2,500
Baltimore Neighborhood Collaborative/ABAG Baltimore, MD	Programming	60,000
Baltimore Neighborhood Collaborative/ABAG Baltimore, MD	Study/Evaluation	5,000
Baltimore Office of Promotion and the Arts Baltimore, MD	Programming	25,000
Baltimore Office of Promotion and the Arts Baltimore, MD	Special Project	5,000
Baltimore Outreach Services, Inc. Baltimore, MD	Capital Improvements	30,000

THE ABELL FOUNDATION, INC.
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STATEMENT NO. 22
CONTRIBUTIONS FOR THE YEAR ENDED DECEMBER 31, 2011

	Purpose	Amount
Baltimore Outreach Services, Inc. Baltimore, MD	Programming	25,000
Baltimore Police Foundation Baltimore, MD	Programming	2,500
Baltimore Police Foundation Baltimore, MD	Programming	223,474
Baltimore Reads, Inc. Baltimore, MD	General Support	25,000
Baltimore Rowing Club Baltimore, MD	Programming	10,000
Baltimore Stallions Youth Program/AYF Baltimore, MD	Programming	5,000
Baltimore Stars Coalition/AAU Baltimore, MD	General Support	40,000
Baltimore Tree Trust Baltimore, MD	Special Project	5,000
Banner Neighborhoods Community Corporation Baltimore, MD	Programming	25,000
Be More, Inc. Baltimore, MD	Programming	2,112
Beginning Effective Recovery Together Baltimore, MD	Capital Equipment	5,000
Belair-Edison Neighborhoods, Inc. Baltimore, MD	Programming	35,000
Bernie's Place Baltimore, MD	General Support	4,942
Big Brothers Big Sisters and the Maryland Mentoring Partnership Baltimore, MD	Programming	15,000
BioTechnical Institute of Maryland, Inc. Baltimore, MD	Programming	75,000
Blessings Bestowed Restoration Support Program Baltimore, MD	Capital Equipment	4,960
Blue Water Baltimore Baltimore, MD	General Support	30,000
Blue Water Baltimore Baltimore, MD	Special Project	5,000
Blue Water Baltimore Baltimore, MD	Study/Evaluation	85,000

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CONTRIBUTIONS FOR THE YEAR ENDED DECEMBER 31, 2011

	Purpose	Amount
Bon Secours of Maryland Foundation Baltimore, MD	Capital Equipment	39,746
Boys Hope Girls Hope Baltimore, MD	General Support	66,495
Business Volunteers Unlimited Maryland Baltimore, MD	Programming	2,500
BWI Community Development Foundation Linthicum, MD	Programming	77,500
Calvert Education Services Hunt Valley, MD	Programming	5,000
Calvert Institute for Policy Research, Inc. Baltimore, MD	Special Project	2,500
Carnegie Institution for Science Baltimore, MD	Programming	15,000
CASA de Maryland, Inc. Hyattsville, MD	Programming	85,000
Catholic Charities Baltimore, MD	Programming	30,000
Catholic Charities Baltimore, MD	Programming	45,890
Catholic Charities Baltimore, MD	Programming	5,000
Center for Urban Families Baltimore, MD	Programming	450,000
Center for Watershed Protection, Inc. Ellicott City, MD	Programming	78,700
Central Baltimore Partnership, Inc. Baltimore, MD	Programming	4,860
Central Scholarship Bureau, Inc. Baltimore, MD	Programming	350,000
Charles Street Development Corporation Baltimore, MD	General Support	3,000
Charles Village Community Foundation, Inc. Baltimore, MD	Programming	20,000
Chesapeake Bay Foundation Annapolis, MD	Special Project	5,000
Chesapeake Climate Action Network Takoma Park, MD	Programming	50,000
Chesapeake Legal Alliance	Programming	25,000

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CONTRIBUTIONS FOR THE YEAR ENDED DECEMBER 31, 2011

	Purpose	Amount
Annapolis, MD		
Chesapeake Media Service, Inc. Seven Valleys, PA	Programming	5,000
Chesapeake Regional Information System for Our Patients Columbia, MD	General Support	5,000
Civic Works Baltimore, MD	General Support	5,000
Civic Works Baltimore, MD	Programming	4,950
Civic Works Baltimore, MD	Programming	275,000
Civic Works Baltimore, MD	Programming	324,280
Civic Works Baltimore, MD	Programming	25,000
Clean Water Fund Washington, DC	General Support	3,500
CollegeBound Foundation Baltimore, MD	Programming	87,920
CollegeBound Foundation Baltimore, MD	Programming	500
Community Health Integrated Partnership, Inc. Glen Burnie, MD	Programming	40,474
Community Law Center Baltimore, MD	Programming	60,000
The Community School Baltimore, MD	Programming	10,750
Comprehensive Housing Assistance Baltimore, MD	Programming	32,500
Covenant Community Association Baltimore, MD	Capital Improvements	5,000
Cristo Rey Jesuit High School Baltimore, MD	Scholarship	5,000
Cristo Rey Jesuit High School Baltimore, MD	Scholarship	10,716
Dayspring Programs Baltimore, MD	Capital	250,000
Deborah's Place Baltimore, MD	Capital Improvements	5,000

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CONTRIBUTIONS FOR THE YEAR ENDED DECEMBER 31, 2011

	Purpose	Amount
Deborah's Place Baltimore, MD	Capital Improvements	4,600
Digit All Systems, Inc. Baltimore, MD	Programming	20,000
Downtown Baltimore Family Alliance Baltimore, MD	General Support	5,000
Downtown Partnership of Baltimore Baltimore, MD	Programming	5,000
Downtown Partnership of Baltimore Baltimore, MD	Special Project	23,000
Downtown Partnership of Baltimore Baltimore, MD	Special Project	400
Druid Heights Community Development Corporation Baltimore, MD	Capital	25,000
Druid Heights Community Development Corporation Baltimore, MD	Capital	75,000
Druid Heights Community Development Corporation Baltimore, MD	Special Project	2,515
Emerging Technology Centers, Inc. Baltimore, MD	Planning	10,000
Family League of Baltimore City, Inc. Baltimore, MD	Programming	4,997
Feeding the People, Inc. Baltimore, MD	Programming	5,000
Food Research & Action Center Washington, DC	Programming	5,000
Food Research & Action Center Washington, DC	Programming	75,000
Food Research & Action Center Washington, DC	Programming	20,000
The Foundation Center New York, NY	General Support	1,500
Franciscan Center Baltimore, MD	Programming	200,000
Free State Legal Project Baltimore, MD	Programming	5,000
Friends of Patterson Park Baltimore, MD	Programming	20,000

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CONTRIBUTIONS FOR THE YEAR ENDED DECEMBER 31, 2011

	Purpose	Amount
Friends Research Institute, Inc. Baltimore, MD	Study/Evaluation	29,029
Fund for Educational Excellence Baltimore, MD	Planning	75,000
Fund for Educational Excellence Baltimore, MD	Programming	100,000
Fund for Educational Excellence Baltimore, MD	Programming	196,065
Fund for Educational Excellence Baltimore, MD	Programming	20,000
Fund for Educational Excellence/Tuition Guarantee Baltimore, MD	Scholarship	7,953
Fusion Partnerships, Inc. Baltimore, MD	Special Project	15,000
Future Harvest CASA Fairplay, MD	Programming	5,000
Govans Ecumenical Development Corporation Baltimore, MD	Programming	40,156
Greater Baltimore Committee Baltimore, MD	Special Project	15,000
Greater Baltimore Tennis Patrons Association, Inc. Baltimore, MD	Programming	15,000
Greektown Community Development Corporation Baltimore, MD	Programming	5,000
Health Care for the Homeless Baltimore, MD	Programming	5,000
Health Care for the Homeless Baltimore, MD	Programming	5,000
HealthCare Access Maryland Baltimore, MD	Programming	66,611
Healthy Neighborhoods, Inc. Baltimore, MD	General Support	125,000
High Zero Foundation Baltimore, MD	Special Project	5,000
Historic East Baltimore Community Action Coalition Baltimore, MD	Capital	50,000
Historic East Baltimore Community Action Coalition Baltimore, MD	Capital	50,000
Historic East Baltimore Community Action Coalition	Capital	100,000

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CONTRIBUTIONS FOR THE YEAR ENDED DECEMBER 31, 2011

	Purpose	Amount
Baltimore, MD		
Historic East Baltimore Community Action Coalition, Inc. Baltimore, MD	Programming	37,500
Historic East Baltimore Community Action Coalition Baltimore, MD	Programming	35,000
Homeless Persons Representation Project, Inc. Baltimore, MD	Programming	75,000
Homes for America Annapolis, MD	Staffing	20,000
House of Change Baltimore, MD	Capital Equipment	4,897
House of New Beginnings, Inc. Baltimore, MD	Capital Improvements	5,000
House of Ruth Maryland Baltimore, MD	General Support	340,000
Housing Authority of Baltimore City Baltimore, MD	Programming	137,500
Incentive Mentoring Program Baltimore, MD	Programming	150,000
Ingenuity Project Baltimore, MD	Programming	455,800
Ingenuity Project Baltimore, MD	Special Project	500
Innovation Alliance, Inc. Baltimore, MD	Study/Evaluation	37,500
Institute of Notre Dame Baltimore, MD	Scholarship	125,000
Jacob France Institute/University of Baltimore Baltimore, MD	Special Project	500
James Mosher Baseball League Baltimore, MD	Capital Improvements	30,000
Job Opportunities Task Force Baltimore, MD	Capital	125,000
Job Opportunities Task Force Baltimore, MD	Programming	75,000
Jobs, Housing and Recovery Baltimore, MD	Capital Equipment	5,000
Johns Hopkins Bloomberg School of Public Health Baltimore, MD	Special Project	420

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	Purpose	Amount
Johns Hopkins Bloomberg School of Public Health Baltimore, MD	Special Project	5,000
Johns Hopkins Bloomberg School of Public Health Baltimore, MD	Study/Evaluation	71,746
Johns Hopkins Children's Center - refund Baltimore, MD	Programming	(256)
Johns Hopkins Institute for Policy Studies Baltimore, MD	Programming	2,600
Johns Hopkins University - refund Baltimore, MD	Programming	(3,981)
Johns Hopkins University Center for Social Concern Baltimore, MD	Seed	35,000
Johns Hopkins University/Center for Social Organization of Schools - refund Baltimore, MD	General Support	(14)
Johns Hopkins University Center for Social Organization of Schools Baltimore, MD	Study/Evaluation	114,948
Johns Hopkins University Center for Social Organization of Schools - refund Baltimore, MD	Study/Evaluation	(3,000)
Johns Hopkins University Baltimore, MD	Seed	110,000
Jubilee Baltimore, Inc. Baltimore, MD	Planning	25,000
The Justice Policy Institute Washington, DC	Special Project	5,000
The Justice Policy Institute Washington, DC	Study/Evaluation	24,443
KaBOOM! Washington, DC	Programming	75,000
KIPP Baltimore, Inc. Baltimore, MD	Programming	75,000
Koinonia Baptist Church Baltimore, MD	Capital Equipment	25,000
Last Step Housing Association, Inc. Baltimore, MD	General Support	4,450
Learning and Leadership in Families Washington, DC	Programming	35,000

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CONTRIBUTIONS FOR THE YEAR ENDED DECEMBER 31, 2011

	Purpose	Amount
The Light of Truth Center, Inc. Baltimore, MD	Capital Improvements	76,058
Live Baltimore Home Center Baltimore, MD	Programming	25,000
Living Classrooms Foundation Baltimore, MD	Programming	80,000
Loving Arms Baltimore, MD	Capital Equipment	5,000
Loving Arms Baltimore, MD	General Support	100,000
Loving Arms Baltimore, MD	General Support	23,250
Lyric Opera Baltimore Baltimore, MD	Programming	5,000
Lyric Opera Baltimore Baltimore, MD	Special Project	75,000
Maryland Addictions Directors Council Towson, MD	Programming	18,250
Maryland Citizens for the Arts Foundation Baltimore, MD	Programming	5,000
Maryland Citizens' Health Initiative Education Fund, Inc. Baltimore, MD	Special Project	5,000
Maryland Community Health Initiatives, Inc. Baltimore, MD	Programming	219,838
Maryland Consumer Rights Coalition, Inc. Baltimore, MD	Study/Evaluation	32,000
Maryland Department of Public Safety and Correctional Services Towson, MD	Programming	45,326
Maryland Environmental Trust Crownsville, MD	Special Project	1,000
Maryland Food Bank Baltimore, MD	Capital	100,000

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CONTRIBUTIONS FOR THE YEAR ENDED DECEMBER 31, 2011

	Purpose	Amount
Maryland Food Bank Baltimore, MD	Programming	25,000
Maryland Food Bank Baltimore, MD	Programming	25,000
Maryland Foster Youth Resource Center Baltimore, MD	Programming	50,000
Maryland Foundation of Dentistry for the Handicapped Columbia, MD	Programming	10,000
Maryland Housing Counselors Network, Inc. Baltimore, MD	Programming	20,000
Maryland Institute College of Art Baltimore, MD	Programming	5,000
Maryland Institute College of Art Baltimore, MD	Programming	5,000
Maryland Institute College of Art Baltimore, MD	Scholarship	19,210
Maryland Institute College of Art Baltimore, MD	Scholarship	406
Maryland Institute College of Art Baltimore, MD	Scholarship	1,500
Maryland Institute College of Art Baltimore, MD	Scholarship	7,317
Maryland League of Conservation Voters Education Fund Annapolis, MD	Programming	10,000
Maryland PIRG Foundation Baltimore, MD	Study/Evaluation	30,000
The Maryland Zoo in Baltimore Baltimore, MD	Programming	24,971
Meals on Wheels of Central Maryland, Inc. Baltimore, MD	Programming	21,483
The Men and Families Center, Inc. Baltimore, MD	Capital Improvements	5,000
Metropolitan Baltimore PWFC/Pop Warner . Baltimore, MD	Seed	5,000
Mi Casa, Inc. Washington, DC	Seed	25,000
Michele's Haven, Inc. Baltimore, MD	General Support	5,000
Mosaic Community Services	Programming	68,338

	Purpose	Amount
Timonium, MD		
Mount Vernon Place Conservancy Baltimore, MD	Planning	5,000
Mt. Washington Pediatric Hospital, Inc. Baltimore, MD	Programming	35,000
Moveable Feast, Inc. Baltimore, MD	Programming	25,000
Museum of Ceramic Art Baltimore, MD	Programming	36,000
National Center for Smart Growth Research and Education College Park, MD	Programming	8,000
National Center for Smart Growth Research & Education College Park, MD	Study/Evaluation	5,000
National Council on Teacher Quality Washington, DC	Study/Evaluation	22,500
National Wildlife Federation Annapolis, MD	Study/Evaluation	7,500
NCADD-Maryland Baltimore, MD	Special Project	5,000
Neighborhood Housing Services of Baltimore, Inc. Baltimore, MD	Programming	20,000
A New Faith Community Baltimore, MD	Capital Improvements	2,000
A New Faith Community Baltimore, MD	Programming	11,273
New Leaders Baltimore Baltimore, MD	Programming	150,000
New Vision House of Hope, Inc. Baltimore, MD	General Support	5,000
No Turning Back Randallstown, MD	General Support	5,000
No Turning Back/A Step Forward Randallstown, MD	Capital	45,000
The Northeast Youth Association, Inc. Baltimore, MD	Programming	3,650
Northwest Bulldogs Youth Football Baltimore, MD	Seed	5,000
Nu Direction/LEAP Baltimore, MD	Seed	4,992

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CONTRIBUTIONS FOR THE YEAR ENDED DECEMBER 31, 2011

	Purpose	Amount
Office of the State's Attorney for Baltimore City Baltimore, MD	Programming	63,991
1 Baltimore, Inc. Baltimore, MD	Special Project	5,000
One House at a Time, Inc. Baltimore, MD	Programming	5,000
Out for Justice/Alternative Directions Baltimore, MD	General Support	12,500
Parks & People Foundation Baltimore, MD	Programming	80,000
Parks & People Foundation Baltimore, MD	Programming	150,000
Parks & People Foundation Baltimore, MD	Special Project	1,575
Parkside Warriors Baltimore, MD	Programming	5,000
Patuxent Tidewater Land Trust Wynnewood, PA	Planning	3,500
Paul's Place Baltimore, MD	Programming	125,000
Peabody Institute of the Johns Hopkins University Baltimore, MD	Programming	35,000
Pimlico Road Youth Program Baltimore, MD	Programming	16,750
The Piney Woods School Piney Woods, MS	Special Project	48,202
The Piney Woods School Piney Woods, MS	Special Project	23,294
Poverty & Race Research Action Council Washington, DC	Study/Evaluation	40,000
Progressive Maryland Education Fund Silver Spring, MD	Programming	25,000
Project HEALTH Baltimore Baltimore, MD	Programming	22,500
Public Health Solutions New York, NY	Special Project	3,900
Public Justice Center Baltimore, MD	Programming	80,000

THE ABELL FOUNDATION, INC.
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CONTRIBUTIONS FOR THE YEAR ENDED DECEMBER 31, 2011

	Purpose	Amount
Public Justice Center Baltimore, MD	Special Project	1,200
Ready at Five Baltimore, MD	Special Project	5,000
A Reason to Recover, Inc. Baltimore, MD	General Support	5,000
A Reason to Recover, Inc. Baltimore, MD	General Support	5,000
Rebuilding Together Baltimore Baltimore, MD	Programming	84,100
Rose Street Community Center Baltimore, MD	Programming	274,121
The Salvation Army Baltimore, MD	General Support	5,000
The Samaritan Community Baltimore, MD	Programming	15,000
Sandi's Learning Center Baltimore, MD	Programming	25,000
Santa Claus Anonymous Baltimore, MD	General Support	5,000
Santa's Helpers Anonymous, Inc. Phoenix, MD	General Support	5,000
Seedco New York, NY	Seed	75,000
The Shepherd's Clinic Baltimore, MD	General Support	37,500
The Sierra Club Foundation/Maryland Chapter San Francisco, CA	Programming	15,000
Sista 4 Sista Road 2 Recovery, Inc. Baltimore, MD	Capital Equipment	5,000
Sisters Academy of Baltimore Baltimore, MD	Capital Equipment	11,150
Skatepark of Baltimore, Inc. Baltimore, MD	Planning	7,702
South Baltimore Emergency Relief, Inc. Baltimore, MD	General Support	12,000
Southeast Community Development Corporation Baltimore, MD	Capital Improvements	100,000
St. Ambrose Housing Aid Center	Special Project	50,000

THE ABELL FOUNDATION, INC.
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	Purpose	Amount
Baltimore, MD		
St. Ambrose Housing Aid Center Baltimore, MD	Capital Improvements	49,840
St. Frances Academy Baltimore, MD	Planning	3,000
St. Frances Academy Baltimore, MD	Programming	5,000
St. Francis Neighborhood Center Baltimore, MD	Programming	25,000
St. Vincent de Paul of Baltimore Baltimore, MD	Programming	80,000
Stocks in the Future Foundation, Inc. Baltimore, MD	Programming	25,000
Supportive Housing Group, Inc. - refund Baltimore, MD	Programming	(17,881)
Take Back The City, Inc. Baltimore, MD	Programming	11,980
TAEL Enterprise, Inc. Baltimore, MD	Capital Equipment	5,000
Talitha Cumi Safe Haven Baltimore, MD	Capital Improvements	5,000
Teach for America - Baltimore Baltimore, MD	Programming	250,000
Theodore House, Inc. Baltimore, MD	General Support	5,000
Towson University Foundation Towson, MD	Programming	50,000
Transitioning Lives, Inc. Baltimore, MD	Capital Improvements	5,000
Transitioning Lives, Inc. Baltimore, MD	General Support	4,882
Tuerk House, Inc. Baltimore, MD	Capital Equipment	120,000
TurnAround, Inc. Towson, MD	General Support	245,700
TuTTie's Place Windsor Mill, MD	Capital Equipment	3,950
Ultimate Block Party, Inc. Cockeysville, MD	Programming	5,000

THE ABELL FOUNDATION, INC.
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CONTRIBUTIONS FOR THE YEAR ENDED DECEMBER 31, 2011

	Purpose	Amount
United Ministries, Inc. Baltimore, MD	Programming	12,500
United Way of Central Maryland Baltimore, MD	General Support	100,000
University of Maryland College Park, MD	General Support	62,500
University of Maryland Baltimore County Baltimore, MD	Study/Evaluation	13,084
University of Maryland Baltimore County Baltimore, MD	Study/Evaluation	17,897
University of Maryland School of Medicine Baltimore, MD	Special Project	2,000
University of Maryland Environmental Finance Center College Park, MD	Study/Evaluation	30,000
The Urban Alliance Foundation, Inc. Washington, DC	Programming	12,500
The Urban Alliance Foundation Washington, DC	Staffing	60,000
Urban Teacher Center, Inc. Baltimore, MD	Programming	50,000
Vehicles for Change Baltimore, MD	Programming	25,000
Waterfront Partnership of Baltimore Baltimore, MD	Planning	5,000
Waterfront Partnership of Baltimore Baltimore, MD	Programming	144,920
Waterfront Partnership of Baltimore Baltimore, MD	Programming	31,500
Waverly Main Street Baltimore, MD	General Support	39,200
The Women's Industrial Exchange Baltimore, MD	Capital Improvements	66,000
The WorkFirst Foundation New York, NY	Programming	400,000
Year Up Washington, Inc. Baltimore, MD	Programming	200,000
YMCA of Central Maryland Baltimore, MD	Programming	5,000

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CONTRIBUTIONS FOR THE YEAR ENDED DECEMBER 31, 2011

	Purpose	Amount
YMCA of Central Maryland Baltimore, MD	Special Project	5,000
Young Victorian Theatre Company Towson, MD	General Support	2,000
		14,109,266
Program related expenditures repaid in 2011		(2,397,269)
Matching gifts on behalf of Foundation employees, officers and trustees, various		248,697
		11,960,694

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THE ABELL FOUNDATION, INC.
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STATEMENT NO. 23
CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT - 2011

Name & Address	Purpose	Amount
A Step Forward Baltimore, MD	Special Project	26,500
Advocates for Children & Youth Baltimore, MD	Programming	60,000
Alternative Directions, Inc. Baltimore, MD	Programming	35,500
Baltimore City Health Department Baltimore, MD	Programming	84,500
Baltimore City Public Schools/ City Neighbors Charter School Baltimore, MD	General Support	50,000
Baltimore City Public Schools/ Mt. Washington Elementary School Baltimore, MD	Programming	100,000
Baltimore City Public Schools/ National Academic League Baltimore, MD	Programming	95,029
Baltimore City Public Schools/ Resident Teacher Program Baltimore, MD	Programming	7,500
Baltimore City Public Schools/ SummerREADS Program Baltimore, MD	Programming	34,092
Baltimore Efficiency and Economy Foundation Baltimore, MD	Study/Evaluation	5,000
Baltimore Kids Chess League Baltimore, MD	Programming	31,835
Baltimore Neighborhoods Baltimore, MD	Special Project	3,000
The Baltimore Station Baltimore, MD	Capital Equipment	35,000
CASA de Maryland, Inc. Hyattsville, MD	Programming	85,000

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THE ABELL FOUNDATION, INC.
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STATEMENT NO. 23
CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT - 2011

Name & Address	Purpose	Amount
Catholic Charities Baltimore, MD	Programming	30,000
Chesapeake Legal Alliance Annapolis, MD	Programming	25,000
Civic Works Baltimore, MD	Capital	500,000
Community Law Center Baltimore, MD	Programming	60,000
Cristo Rey Jesuit High School Baltimore, MD	Scholarship	21,426
Destination Imagination Cherry Hill, NJ	Programming	12,000
Digit All Systems, Inc. Baltimore, MD	Programming	20,000
The Door/Baltimore Urban Leadership Foundation Baltimore, MD	Programming	10,000
Emerging Technology Centers, Inc. Baltimore, MD	Planning	100,000
Food Research & Action Center Washington, DC	Programming	75,000
Fund for Educational Excellence Baltimore, MD	Programming	40,000
Fund for Educational Excellence Baltimore, MD	Study/Evaluation	20,000
Fund for Educational Excellence/Tuition Guarantee Baltimore, MD	Scholarship	185,603
Fusion Partnerships, Inc. Baltimore, MD	Special Project	15,000
Greater Baltimore Tennis Patrons Association, Inc. Baltimore, MD	Programming	15,000
Greater Homewood Community Corporation, Inc. Baltimore, MD	Capital	5,000

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CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT - 2011

Name & Address	Purpose	Amount
HealthCare Access Maryland Baltimore, MD	Programming	133,221
Historic East Baltimore Community Action Coalition Baltimore, MD	Capital	50,000
Historic East Baltimore Community Action Coalition Baltimore, MD	Programming	35,000
Incentive Mentoring Program Baltimore, MD	Programming	150,000
Innovation Alliance, Inc. Baltimore, MD	Study/Evaluation	37,500
Institute of Notre Dame Baltimore, MD	Scholarship	375,000
Jacob France Institute/University of Baltimore Baltimore, MD	Planning	9,650
Johns Hopkins School of Education Baltimore, MD	Study/Evaluation	14,797
Johns Hopkins University Baltimore, MD	Special Project	100,000
Johns Hopkins University Baltimore, MD	Study/Evaluation	187,885
Johns Hopkins University Baltimore, MD	Study/Evaluation	9,719
Jubilee Baltimore, Inc. Baltimore, MD	Planning	25,000
The Justice Policy Institute Washington, DC	Study/Evaluation	24,442
Living Classrooms Foundation Baltimore, MD	Programming	160,000
Maryland Addictions Directors Council Towson, MD	Programming	18,250
Maryland Center for Arts and Technology	Programming	80,000

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CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT - 2011

Name & Address	Purpose	Amount
Baltimore, MD		
Maryland Department of Public Safety and Correctional Services Towson, MD	Programming	45,325
Maryland Food Bank Baltimore, MD	Programming	25,000
Maryland Institute College of Art Baltimore, MD	Scholarship	354
Maryland Institute College of Art Baltimore, MD	Scholarship	12,867
Meals on Wheels of Central Maryland, Inc. Baltimore, MD	Programming	21,482
Midtown Community Benefits District Baltimore, MD	Capital Equipment	100,000
Mission Possible Ministries, Inc. Baltimore, MD	Capital Improvements	18,000
Mosaic Community Services Timonium, MD	Programming	68,337
A New Faith Community Baltimore, MD	Programming	11,272
New Vision House of Hope Baltimore, MD	Capital Improvements	25,000
Office of the State's Attorney for Baltimore City Baltimore, MD	Programming	63,991
Out for Justice/Alternative Directions Baltimore, MD	General Support	12,500
Parks & People Foundation Baltimore, MD	Programming	80,000
Paul's Place Baltimore, MD	Programming	125,000
Pimlico Road Youth Program Baltimore, MD	Programming	16,750

THE ABELL FOUNDATION, INC.
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CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT - 2011

Name & Address	Purpose	Amount
The Piney Woods School Piney Woods, MS	Special Project	38,619
Poverty & Race Research Action Council Washington, DC	Study/Evaluation	40,000
Progressive Maryland Education Fund Silver Spring, MD	Programming	25,000
Progressive Maryland Education Fund Baltimore, MD	Study/Evaluation	7,500
Rose Street Community Center Baltimore, MD	Programming	300,000
Rose Street Community Center Baltimore, MD	Programming	9,870
Rose Street Community Center Baltimore, MD	Programming	5,000
Sandi's Learning Center Baltimore, MD	Programming	25,000
The Shepherd's Clinic Baltimore, MD	General Support	37,500
The Sierra Club Foundation/Maryland Chapter San Francisco, CA	Programming	15,000
South Baltimore Emergency Relief, Inc. Baltimore, MD	General Support	12,000
Take Back The City, Inc. Baltimore, MD	Programming	11,980
Upton Planning Committee/Pennsylvania Avenue Redevelopment Collaborative Baltimore, MD	General Support	12,500
The Urban Alliance Foundation, Inc. Washington, DC	Programming	12,500
The Urban Alliance Foundation Washington, DC	Staffing	30,000

THE ABELL FOUNDATION, INC.
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CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT - 2011

Name & Address	Purpose	Amount
Urban Teacher Center, Inc. Baltimore, MD	Programming	50,000
Waterfront Partnership of Baltimore Baltimore, MD	Programming	94,190
Waverly Main Street Baltimore, MD	General Support	54,200
		4,604,185

THE

ABELL

FOUNDATION

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8/22/12

Applications should be sent to: Mr. Robert C. Embry, Jr., President
The Abell Foundation, Inc.
111 South Calvert Street
Suite 2300
Baltimore, MD 21202-6174

Statement #24

111 South Calvert Street Suite 2300
Baltimore, Maryland 21202-6174
Phone 410-547-1300
Fax No. 410-539-6579

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THE

A-B-E-L-L

FOUNDATION

POLICIES AND GUIDELINES

HISTORY

The Abell Foundation traces its origins to The A.S. Abell Company Foundation, Inc., which was established on December 31, 1953 on the initiative of the late Harry C. Black. Mr. Black was then Chairman of the Board of Trustees of the A.S. Abell Company, publishers of The Sunpapers, and a prominent philanthropist. He died in 1956, but left a charge to his successors: "Give something back to the community that would be wise and helpful."

In 1986, with the sale of the A.S. Abell Company to the Los Angeles-based Times Mirror Company, the Foundation's name was changed to The Abell Foundation, Inc. to reflect its new status as a private foundation. The Foundation's assets, at the start over $112,000,000, are a consequence of the financial success of the A.S. Abell Company and the generosity of Mr. Black, who left a portion of his estate to the Foundation. Over 90 percent of The Abell Foundation's assets were made up of A.S. Abell Company stock.

Now administered by the president and staff, the Foundation's activities are overseen by a board of trustees which has determined the current policies and approved a four-pronged approach to its grant-making activities.

CURRENT POLICIES

In recognition of complex interdependent issues affecting the quality of life in Maryland and, in particular, Baltimore City, the trustees of The Abell Foundation dedicate themselves to:

- joining others in seeking solutions to pervasive and stubborn social and economic problems;
- promoting the development of fuller human potential and achievement of self-sufficiency through educational opportunities; and
- strengthening organizations to provide greater access and more effective services.

Special emphasis will be given to the underserved segment within the state and local communities.

In an attempt to be continually responsive to the changing needs of the community, the Foundation will be approaching its grant-making:

- by responding to unsolicited requests initiated by organizations and institutions which demonstrate a high-priority need;

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- by requesting, from time to time, that an organization or institution submit a proposal for a special program if its purpose will further the Foundation's goals;
- by initiating programs addressing key issues which reflect community-wide needs and which show promise of effecting systemic changes and impacting quality of services; and
- by commissioning studies designed to gather information pertaining to particular community needs.

AREAS OF INTEREST

The Foundation will give consideration to:

1. public educational institutions requesting support for efforts aimed at strengthening management skills, promoting professional and faculty development, increasing parental involvement, encouraging higher expectation of and level of motivation, furthering basic skills and enrichment, and encouraging students to pursue higher education;
2. private educational institutions which seek to improve excellence of academic programs and to provide access for the less affluent to pursue educational opportunities;
3. community service organizations seeking to reach the underserved, disadvantaged and "at-risk" populations in order to help them achieve fuller participation as contributing members of the community, with special emphasis given to the issues of hunger and homelessness;
4. economic development activities designed to bring new dollars and job opportunities to the region and to have a major impact on regional revitalization; and
5. cultural organizations that demonstrate strong programming and leadership, a diversified base of support, community outreach and financial stability.

Although with a lesser sense of priority, the Foundation will also consider requests of special importance in the following area:

6. organizations seeking to preserve ecologically significant and endangered natural resources.

The Foundation currently does not fund housing projects or hospital or medical research.

The Foundation will only make grants to tax-exempt 501(c)(3) institutions and organizations.

Grants are usually awarded on a one-time basis. In exceptional circumstances, however, the Foundation may consider multiple-year funding. Grantees should not assume that approval of a grant implies commitment for ongoing future support. In order to stimulate the development of a wider base of support, the Foundation will also encourage requests for challenge grants requiring matching fund contributions.

GUIDELINES

For a formal proposal, each applicant is requested to fill out an application form as well as to submit one copy of the following information:

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1. a copy of the latest IRS determination letter of tax-exempt status under section 501(c)(3) and foundation classification under section 509(a);
2. most recent audited financial statement and copy of current operating budget;
3. projected operating budget for each year in which funding is requested;
4. list of names and professional affiliations of current board; and
5. pertinent supportive materials.

Unless initiated by a Foundation trustee, communications with individual trustees regarding proposals are discouraged and will not be helpful. However, the staff welcomes inquiries regarding the grant-making process and specific questions about individual proposals. A letter or telephone call is the preferred method of initial contact.

A site visit may be requested after the full proposal has been received and acknowledged.

If the Foundation awards a grant, the recipient will be expected to submit post-grant reports which will include a narrative progress report, an accounting of expenditures, and an evaluation of the effectiveness of the grant on overall operations.

Grants will be awarded six times a year. Each applicant will be notified of any action that the trustees may take, usually within a week of the bi-monthly meetings. Please make note of the following deadlines for full proposals:

January 1	for the February meeting
March 1	for the April meeting
May 1	for the June meeting
August 1	for the September meeting
September 1	for the October meeting
November 1	for the December meeting

This deadline schedule is normally the minimum time needed to complete the grant review process before submission of the proposal for trustee consideration.

Types of Grants

The Foundation will consider requests for:

1. *capital grants* in support of new construction, renovation, purchase of property and capital equipment;
2. *seed money grants* for projects encouraging innovative solutions to recalcitrant problems; and
3. *planning grants* for projects which may serve as catalysts for systemic change.

The Foundation prefers not to fund ongoing operational expenses. It does not award grants to individuals, sponsorships, deficit financing, annual sustaining funds, travel or loans.

In essence, the Foundation encourages grant applications that show promise of having a substantial impact on the beneficiaries and the organizations' growth and stability. It also seeks applications for

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grants that provide creative responses to pressing community needs, demonstrate potential for stimulating new sources of financial support, and strengthen the operational base to ensure more effective and efficient delivery of services for those in need.

CRITERIA FOR SELECTION

Preference and selection of requests to be awarded grants are based on the following criteria which include:

1. demonstration of need and clearly-defined objectives;
2. evidence of strong fiscal management and ongoing operational support;
3. extent of benefit to the community;
4. capability of organization and personnel to achieve expected goals;
5. determination that project is nonduplicative;
6. potential ability of the project to enhance quality of services; and
7. availability of other sources of financial support.

The Foundation regrets that its resources are limited and that it will not be able to support all worthy proposals.

Once the grant has been awarded, the Foundation reserves the right to monitor the progress of the project during the grant period and to withhold payments of the grant should the grantee not comply with or fall short of the specified goals and objectives as set forth in the grant request.

The Foundation usually does not release a press announcement on each grant. However, if the recipient wishes to issue its own announcement, the Foundation requests that the recipient review any material with the Foundation prior to distribution.

If a request is funded or declined, the applicant is asked to wait a year before submitting another proposal.

THE ABELL FOUNDATION, INC.
111 S. Calvert Street, Suite 2300
Baltimore, Maryland 21202-6174
(410) 547-1300
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ABELL

FOUNDATION

Application for Funding

Along with this application form please include:

1. A cover letter signed by an authorized representative of your organization.

2. A copy of the latest IRS determination letter of tax-exempt status under section 501(c)(3) and foundation classification under section 509(a).

3. Most recent audited financial statement and copy of current operating budget.

4. A projected operating budget for each year in which funding is requested.

5. List of names and professional affiliations of current board.

6. Pertinent supportive materials.

Completed applications should be sent to the following address:

The Abell Foundation, Inc.
111 South Calvert Street, Suite 2300
Baltimore, MD 21202-6174

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The Abell Foundation
Application for Funding
Section I: Basic information

Date of application:

Name of organization:

Address:

Telephone:

Contact person:

Contact's title:

Organization mission statement:

Description of organizational structure, board, and staff responsibilities: (Include board and committee responsibilities, composition of staff and their responsibilities, and level of volunteer involvement)

Brief history and success of past projects:

Amount requested: $

Total budget for project (include narrative of budgeted items):

Purpose of grant:

Description of project:

Need/problem to be addressed:

Summarize project goals and specific measurable objectives to be achieved during the

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funding period:

How many clients do you serve? Describe your clientele. How will they benefit from the project? What will be the benefits to the community?

Timetable of activities and staffing requirements necessary to implement the project:

Names and qualifications of personnel to be involved in the project:

Is your program considered a pilot project?

If so, why?

What has been the extent of community involvement and cooperation with others in the field? (List affiliations)

Other possible sources of funding:

Cite evidence of ongoing financial viability after grant period and indicate extent of long-range plans to institutionalize program:

Summarize methods of program evaluation:

What are your plans to disseminate the results of theses evaluations to the public?

How will data collected or findings of an evaluation be incorporated into long-range program and budget planning?

How will the project/program effect a measurable change on improved/expanded delivery

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of services?

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Please complete this section if requesting capital funds.
These questions may be deleted or left blank if they are not applicable.

Project cost:

Basis of cost:

If based on appraisal: **Market value:**

Income stream value:

Replacement value:

Time schedule:

If construction project: **Preliminary drawings:**

Construction bids:

Permits:

Groundbreaking:

Anticipated completion:

If acquisition project: **Appraisal date:**

Contract date:

Settlement date:

Project manager:

Qualifications:

Impact on current operating budget:

Pro-forma of operating costs:

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990PF extension thru. 11/15 — mailed 5/9/12

Form **8868**

(Rev. January 2012)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No. 1545-1709

• If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . ▶ ☑

• 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. The Abell Foundation, Inc.	Employer identification number (EIN) or ☑ 52-6036106
	Number, street, and room or suite no. If a P O. box, see instructions. 111 South Calvert Street, Suite 2300	Social security number (SSN) ☐
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. Baltimore, Maryland 21202	

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

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	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 ▶ The Abell Foundation, Inc.

Telephone No. ▶ 410-547-1300 FAX No. ▶ 410-539-6579

• 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 November 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	$ 330,000
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	$ 482,073
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.