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Form 990-PF

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011, or tax year beginning 04-01-2011 , and ending 03-31-2012

G Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

Name of foundation
LEGG MASON CHARITABLE FOUNDATION INC

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

Room/suite

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

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

A Employer identification number
31-1738146

B Telephone number (see page 10 of the instructions)
(410) 539-0000

C If exemption application is pending, check here

D 1. Foreign organizations, check here

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

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

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

H Check type of organization

☒ Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust

☐ Other taxable private foundation

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

J Accounting method

\$ 8,125,504

Cash

Accrual

Other (specify)

(Part I, column (d) must be on cash basis.)

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) (see page 11 of the instructions))		(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 (attach schedule)	1,504,000		
	2	Check ☐ if the foundation is not required to attach Sch B			
	3	Interest on savings and temporary cash investments	5,188	5,188	
	4	Dividends and interest from securities.			
	5a	Gross rents			
	b	Net rental income or (loss) _____			
	6a	Net gain or (loss) from sale of assets not on line 10			
	b	Gross sales price for all assets on line 6a _____			
	7	Capital gain net income (from Part IV , line 2)		0	
	8	Net short-term capital gain			
	9	Income modifications			
	10a	Gross sales less returns and allowances			
Operating and Administrative Expenses	b	Less Cost of goods sold			
	c	Gross profit or (loss) (attach schedule)			
	11	Other income (attach schedule)			
	12	Total. Add lines 1 through 11	1,509,188	5,188	
	13	Compensation of officers, directors, trustees, etc	0	0	0
	14	Other employee salaries and wages			
	15	Pension plans, employee benefits			
	16a	Legal fees (attach schedule)			
	b	Accounting fees (attach schedule)			
	c	Other professional fees (attach schedule)			
	17	Interest			
	18	Taxes (attach schedule) (see page 14 of the instructions)			
	19	Depreciation (attach schedule) and depletion			
	20	Occupancy			
	21	Travel, conferences, and meetings			
	22	Printing and publications			
	23	Other expenses (attach schedule)	5,410	5,410	0
	24	Total operating and administrative expenses. Add lines 13 through 23	5,410	5,410	0
	25	Contributions, gifts, grants paid	1,403,787		1,419,246
	26	Total expenses and disbursements. Add lines 24 and 25	1,409,197	5,410	1,419,246
	27	Subtract line 26 from line 12			
	a	Excess of revenue over expenses and disbursements	99,991		
	b	Net investment income (if negative, enter -0-)		0	
	c	Adjusted net income (if negative, enter -0-)			

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

Cat No 11289X

Form 990-PF (2011)

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	165,634	4,011,823	4,011,823
	2	Savings and temporary cash investments	7,874,294	4,113,199	4,113,199
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule).			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	15	Other assets (describe ▶ _____)	1,044	482	482
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	8,040,972	8,125,504	8,125,504

Liabilities	17	Accounts payable and accrued expenses	41,914	15,315	
	18	Grants payable	611,505	622,645	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	653,419	637,960	

Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted	7,387,553	7,487,544	
	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 (see page 17 of the instructions)	7,387,553	7,487,544	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	8,040,972	8,125,504	

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	7,387,553
2	Enter amount from Part I, line 27a	2	99,991
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	7,487,544
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	7,487,544

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				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				
b				
c				
d				
e				
2	Capital gain net income or (net capital loss) If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	1,545,409	8,784,372	0 175927
2009	1,420,432	10,265,829	0 138365
2008	1,511,057	10,869,790	0 139014
2007	1,085,304	9,496,888	0 114280
2006	1,399,795	7,999,183	0 174992
2 Total of line 1, column (d).			2 0 742578
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0 148516
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.			4 7,810,475
5 Multiply line 4 by line 3.			5 1,159,981
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 0
7 Add lines 5 and 6.			7 1,159,981
8 Enter qualifying distributions from Part XII, line 4.			8 1,419,246
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 on page 18			

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	0
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	0
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	0
6		Credits/Payments			
a		2011 estimated tax payments and 2010 overpayment credited to 2011	6a	422	
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	422
8		Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	422
11		Enter the amount of line 10 to be Credited to 2012 estimated tax 422	Refunded	11	0

Part VII-AStatements Regarding Activities

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?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	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		No
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		No
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		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	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		No
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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the 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	Yes	
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 on page 27)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of CHERYL YATES Telephone no (410) 539-0000 Located at 100 INTERNATIONAL DRIVE BALTIMORE MD ZIP+4 212021476			
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.			
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?	15		
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country	16	Yes	No

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? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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).			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		No
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? If "Yes," list the years 20 , 20 , 20 , 20			
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 page 20 of the instructions).	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 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?			
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		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes	☒ No	
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes	☒ No	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes	☒ No	
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions).	☐ Yes	☒ No	
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes	☒ No	
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	5b		
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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870.</i>	6b		No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				
2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	0

Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	0
b	Average of monthly cash balances.	1b	7,929,416
c	Fair market value of all other assets (see page 24 of the instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	7,929,416
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	7,929,416
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	118,941
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	7,810,475
6	Minimum investment return. Enter 5% of line 5.	6	390,524

Part XI

Distributable Amount (see page 25 of the 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	390,524
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	
b	Income tax for 2011 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	0
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	390,524
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	390,524
6	Deduction from distributable amount (see page 25 of the instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	390,524

Part XII

Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	1,419,246
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,419,246
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,419,246
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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				390,524
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006.				1,006,626
b From 2007.				620,199
c From 2008.				971,209
d From 2009.				907,359
e From 2010.				1,106,346
f Total of lines 3a through e.	4,611,739			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 1,419,246				
a Applied to 2010, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .	0			
d Applied to 2011 distributable amount.				390,524
e Remaining amount distributed out of corpus	1,028,722			
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	5,640,461			
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 page 27 of the instructions . . .		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions).	0			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions).	1,006,626			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	4,633,835			
10 Analysis of line 9				
a Excess from 2007. . . .				620,199
b Excess from 2008. . . .				971,209
c Excess from 2009. . . .				907,359
d Excess from 2010. . . .				1,106,346
e Excess from 2011. . . .				1,028,722

Part XIVPrivate Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a

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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Part XVSupplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 27 of the instructions.)

1

Information Regarding Foundation Managers:

a

List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

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

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 page 28 of the 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

KELLY SPILMAN
100 INTERNATIONAL DRIVE
BALTIMORE, MD 21202
(410) 454-4416

b

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

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

c

Any submission deadlines

NONE

d

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

NONE

Form 990-PF (2011)

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

Form **990-PF** (2011)

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments. . . .					
3	Interest on savings and temporary cash investments			14	5,188	
4	Dividends and interest from securities. . . .					
5	Net rental income or (loss) from real estate					
a	Debt-financed property.					
b	Not debt-financed property.					
6	Net rental income or (loss) from personal property					
7	Other investment income.					
8	Gain or (loss) from sales of assets other than inventory					
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory. .					
11	Other revenue a _____					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal Add columns (b), (d), and (e). .		0		5,188	0
13	Total. Add line 12, columns (b), (d), and (e).			13		5,188

[illegible]

Part XVII

1

(a)

2.

1

4.

Schedule B

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2011

Name of organization LEGG MASON CHARITABLE FOUNDATION INC	Employer identification number 31-1738146
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Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)() (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule—

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ, that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

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

Name of organization LEGG MASON CHARITABLE FOUNDATION INC	Employer identification number 31-1738146
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Part I

Contributors (see Instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	LEGG MASON INC 100 INTERNATIONAL DRIVE BALTIMORE, MD 21202 	\$ 1,504,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization LEGG MASON CHARITABLE FOUNDATION INC	Employer identification number 31-1738146
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Part II Noncash Property (see Instructions) Use duplicate copies of Part II if additional space is needed			
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
—		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
—		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
—		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
—		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
—		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
—		\$	

Name of organization LEGG MASON CHARITABLE FOUNDATION INC	Employer identification number 31-1738146
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Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. (Complete columns (a) through (e) and the following line entry)

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **\$1,000 or less** for the year (Enter this information once See instructions) ➤ \$

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee

Additional Data

Software ID:

Software Version:

EIN: 31-1738146

Name: LEGG MASON CHARITABLE FOUNDATION INC

Form 990PF - Special Condition Description:

Special Condition Description

Form 990PF Part VIII Line 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
JOSEPH A SULLIVAN	PRESIDENT 1 00	0	0	0
100 INTERNATIONAL DRIVE BALTIMORE,MD 21202				
MICHAEL P MCALLISTER	VICE-PRESIDENT 1 00	0	0	0
100 INTERNATIONAL DRIVE BALTIMORE,MD 21202				
PETER H NACHTWEY	VICE-PRESIDENT & TREASURER 1 00	0	0	0
100 INTERNATIONAL DRIVE BALTIMORE,MD 21202				
THOMAS C MERCHANT	SECRETARY 1 00	0	0	0
100 INTERNATIONAL DRIVE BALTIMORE,MD 21202				
ELISABETH F CRAIG	ASSISTANT SECRETARY (PART 1 00	0	0	0
100 INTERNATIONAL DRIVE BALTIMORE,MD 21202				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a Paid during the year				
ADVOCATES FOR CHILDREN & YOUTH INC8 MARKET PLACE SUITE 500 BALTIMORE,MD 21202	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	4,650
AIDS INTERFAITH RESIDENTIAL SERVICES1800 N CHARLES STREET SUITE 700 BALTIMORE,MD 21201	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	2,000
ALZHEIMER'S DISEASE AND RELATED DISORDERS ASSOCIATION225 N MICHIGAN AVE 17TH FLOOR CHICAGO,IL 60601	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	3,250
AMERICAN BREAST CANCER FOUNDATION1220B E JOPPA ROAD SUITE 332 TOWSON,MD 21286	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	1,000
AMERICAN DIABETES ASSOCIATION INCPOOLE AND HUNT BUILDING 2002 CLIPPER PARK ROAD SUITE 110 BALTIMORE,MD 21211	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	3,000
AMERICAN HEART ASSOCIATION ATTN ANGIE HARRISON 122 EAST 42ND STREET 18TH FLOOR NEW YORK,NY 10168	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	10,000
AMERICAN HEART ASSOCIATION MID-ATLANTIC AFFILIATE4217 PARK PLACE COURT GLEN ALLEN,VA 23060	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	5,100
AMERICAN NATIONAL RED CROSSNATIONAL HEADQUARTERS PO BOX 37243 WASHINGTON,DC 20013	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	50,000
ARCHDIOCESE OF BALTIMORE 320 CATHEDRAL STREET SUITE 208 BALTIMORE,MD 21201	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	73,750
ARTS EDUCATION IN MARYLAND SCHOOLS ALLIANCE INC175 W OSTEN STREET STE A3 BALTIMORE,MD 21230	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	4,000
ASSOCIATED BLACK CHARITIES 1114 CATHEDRAL STREET BALTIMORE,MD 21201	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	815
BABE RUTH MUSEUMATTN WHITNEY EDMONDS 216 EMORY STREET BALTIMORE,MD 21230	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	4,440
BALTIMORE CATHOLIC LEAGUE INC9050A FREDERICK ROAD ATTNJOHN E DEGELE JR ELLICOTT CITY,MD 21042	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	870
BALTIMORE COMMUNITY FOUNDATION2 E READ STREET 9TH FLOOR BALTIMORE,MD 21202	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	94,000
BALTIMORE CURRICULUM PROJECT2707 E FAYETTE STREET BALTIMORE,MD 21224	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	14,920
BALTIMORE EFFICIENCY AND ECONOMY FOUNDATION INCPO BOX 16281 BALTIMORE,MD 21210	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	5,000
BALTIMORE SCHOOL FOR THE ARTSATTN DEVELOPMENT OFFICE 712 CATHEDRAL STREET BALTIMORE,MD 21201	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	33,250
BALTIMORE SYMPHONY ORCHESTRA1212 CATHEDRAL STREET BALTIMORE,MD 21201	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	44,500
BIG BROTHERS BIG SISTERS OF NEW YORK CITY223 E 30TH STREET NEW YORK,NY 10016	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	17,750
BIKE MARYLAND INC1209 N CALVERT STREET BALTIMORE,MD 21202	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	900
BOOKS FOR KIDS FOUNDATION 240 WEST 37TH STREET SUITE 309 NEW YORK,NY 10018	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	600
BOY SCOUTS OF AMERICA701 WYMAN PARK DRIVE BALTIMORE,MD 21211	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	1,000
BOYS HOPE GIRLS HOPE3700 E NORTHERN PARKWAY 2ND FLOOR BALTIMORE,MD 21206	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	2,000
CAL RIPKEN SR FOUNDATION 1427 CLARKVIEW ROAD SUITE 100 BALTIMORE,MD 21209	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	50,000
CASA OF HARFORD COUNTY INC 101 SOUTH MAIN STREET SUITE 303 BEL AIR,MD 21014	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	1,000
CATHOLIC CHARITIES320 CATHEDRAL STREET BALTIMORE,MD 21201	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	1,000
CENTERSTAGEATTN DEVELOPMENT 700 NORTH CALVERT STREET BALTIMORE,MD 21202	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	13,785
CENTRAL CONNECTICUT COAST 1240 CHAPEL STREET NEW HAVEN,CT 06511	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	1,000
CHARITIES AID FOUNDATION AMERICA1800 DIAGONAL ROAD STE 150 ALEXANDRIA,VA 22314	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	10,000
CHESAPEAKE BAY FOUNDATION INCPHILIP MERRILL ENVIRONMENTAL CENTER 6 HERNDON AVENUE ANNAPOLIS,MD 21403	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	25,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a Paid during the year				
CHILDCARE LEARNING CENTERS INC64 PALMERS HILL ROAD STAMFORD,CT 06902	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	10,000
CHILDREN'S AID SOCIETY105 E 22ND STREET NEWYORK,NY 10010	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	2,000
CHILDREN'S NATIONAL MEDICAL CENTER111 MICHIGAN AVENUE NW WASHINGTON,DC 20010	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	3,350
CHILDREN'S SCHOLARSHIP FUND BALTIMORE1000 ST PAUL STREET BALTIMORE,MD 21202	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	4,500
CHILDREN'S SCHOLARSHIP FUND BALTIMORE2300 N CHARLES STREET STE 2 BALTIMORE,MD 21218	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	10,000
CITY HARVEST575 EIGHT AVE 4TH FLOOR NEWYORK,NY 10018	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	1,000
CITY YEAR NEWYORK20 WEST 22ND STREET 3RD FLOOR NEWYORK,NY 10010	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	5,000
CIVIC WORKS INC2701 ST LO DRIVE BALTIMORE,MD 21213	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	1,000
COLLEGEBOUND FOUNDATION 300 WATER STREET STE 300 BALTIMORE,MD 21202	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	10,000
COMMUNITY CONCERTS AT SECOND4220 ST PAUL STREET BALTIMORE,MD 21218	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	2,500
CONSERVATION INTERNATIONAL FOUNDATION2011 CRYSTAL DRIVE STE 500 ARLINGTON,VA 22202	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	500
COOL KIDS CAMPAIGN FOUNDATION INC9711 MONROE STREET COCKEYSVILLE,MD 21030	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	5,000
COPPIN STATE COLLEGE DEVELOPMENT FOUNDATION INC ATTN DR HAMMOND 2500 W NORTH AVENUE BALTIMORE,MD 21216	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	1,000
CYSTIC FIBROSIS FOUNDATION 10626 YORK ROAD COCKEYSVILLE,MD 21030	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	3,020
DONORSCHOOSEORG213 WEST 35TH STREET 2ND FLOOR EAST NEWYORK,NY 10001	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	5,000
ENOCH PRATT FREE LIBRARY OF BALTIMORE CITY400 CATHEDRAL STREET BALTIMORE,MD 21201	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	5,000
EXPECT MIRACLES FOUNDATION 6 QUAIL RUN HINGHAM,MA 02043	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	22,500
FAMILY CENTERS INCPO BOX 7550 GREENWICH,CT 06836	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	1,000
FOODSHARE450 WOODLAND AVENUE BLOOMFIELD,CT 06002	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	1,000
FRANCISCAN CENTER INC101 W 23RD STREET BALTIMORE,MD 21218	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	6,000
FUND FOR EDUCATIONAL EXCELLENCE800 N CHARLES STREET BALTIMORE,MD 21201	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	11,000
HARLEM RBI INCORPORATED333 EAST 100TH STREET GROUND FLOOR NEWYORK,NY 10029	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	2,500
HOUSE OF RUTH MARYLAND INC 2201 ARGONNE DRIVE BALTIMORE,MD 21218	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	1,500
I HAVE A DREAM FOUNDATION 330 SEVENTH AVENUE 20TH FLOOR NEWYORK,NY 10001	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	8,290
INDEPENDENT COLLEGE FUND OF MARYLAND INC3225 ELLERSLIE AVENUE SUITE C-160 BALTIMORE,MD 21218	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	10,000
IRVINE NATURE CENTER11201 GARRISON FOREST ROAD OWINGS MILLS,MD 21117	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	5,000
JEWISH VOLUNTEER CONNECTION5700 PARK HEIGHTS AVENUE ATTN DAYNA LEDER BALTIMORE,MD 21215	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	1,000
JOHNS HOPKINS UNIVERSITY 1101 E 33RD STREET SUITE C020 BALTIMORE,MD 21218	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	3,000
JUNIOR ACHIEVEMENT OF CENTRAL MARYLAND INC10711 RED RUN BLVD STE 110 OWINGS MILLS,MD 21117	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	8,000
KENNEDY KRIEGER INSTITUTE INC707 N BROADWAY BALTIMORE,MD 21205	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	8,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a Paid during the year				
LAND PRESERVATION TRUST INC PO BOX 433 LUTHERVILLETIMONIUM, MD 21094	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	14,100
LEARNING CIRCUS INC1234 W 36TH STREET BALTIMORE, MD 21211	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	1,000
LIVING CLASSROOMS FOUNDATION802 SOUTH CAROLINE STREET BALTIMORE, MD 21231	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	7,700
LOYOLA UNIVERSITY OF MARYLAND INC4501 NORTH CHARLES STREET BALTIMORE, MD 21210	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	62,900
LYRIC FOUNDATION INC110 W MOUNT ROYAL AVE BALTIMORE, MD 21201	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	5,000
MARYLAND BUSINESS ROUNDTABLE FOR EDUCATION 5520 RESEARCH PARK DRIVE CATONSVILLE, MD 21228	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	1,000
MARYLAND FAMILY NETWORK1001 EASTERN AVENUE 2ND FLOOR BALTIMORE, MD 21202	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	5,000
MARYLAND FOOD BANK INC2200 HALETHORPE FARMS ROAD BALTIMORE, MD 21227	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	6,000
MARYLAND SCHOOL FOR THE BLIND3501 TAYLOR AVENUE BALTIMORE, MD 21236	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	2,500
MARYLAND SCIENCE CENTER601 LIGHT STREET BALTIMORE, MD 21230	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	50,000
MARYLAND SPCA INC3300 FALLS ROAD BALTIMORE, MD 21211	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	1,000
MERCY MEDICAL CENTER INC301 ST PAUL PLACE BALTIMORE, MD 21202	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	15,416
MILL RIVER COLLABORATIVE INC PO BOX 10152 STAMFORD, CT 06904	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	1,000
MOUNT SAINT MARY'S UNIVERSITY16300 OLD EMMITSBURG ROAD EMMITSBURG, MD 21727	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	1,000
MOUNT VERNON PLACE CONSERVANCY INCATTN JANE MCCONELL PO BOX 26285 BALTIMORE, MD 21210	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	5,000
NATURE CONSERVANCY INC4245 N FAIRFAX DRIVE STE 100 ARLINGTON, VA 22203	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	2,000
NETWORK 2000C/O VIRCITY 2400 BOSTON STREET SUITE 102 BALTIMORE, MD 21224	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	5,610
NEW PATHWAYS INC540 E BELVEDERE AVE SUITE 201 BALTIMORE, MD 21212	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	1,000
NEW YORK FOUNDLING CHARITABLE CORP590 AVENUE OF AMERICAS NEW YORK, NY 10011	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	1,000
OCEANA INC1350 CONNECTICUT AVE NW 5TH FLOOR WASHINGTON, DC 20036	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	3,400
OFFICE OF DEVELOPMENTATTN CASEY DAVIS 100 N CHARLES STREET 7TH FLOOR BALTIMORE, MD 21201	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	12,500
ORIOLE ADVOCATE CHARITABLE FOUNDATION INCPO BOX 2295 BALTIMORE, MD 21203	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	20,000
OUR DAILY BREAD725 FALLSWAY BALTIMORE, MD 21202	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	25,000
PARKS & PEOPLE FOUNDATION 800 WYMAN PARK DRIVE SUITE 011 BALTIMORE, MD 21211	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	21,920
PAUL'S PLACE INC1118 WARD STREET BALTIMORE, MD 21230	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	1,000
RAINFOREST ALLIANCE INC665 BROADWAY SUITE 500 NEW YORK, NY 10012	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	1,100
RAVENS ALL COMMUNITY TEAM FOUNDATION1 WINNING DRIVE OWINGS MILLS, MD 21117	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	1,200
ROCKEFELLER PHILANTHROPY ADVISORSATTN ROBERT CARRARO CDP C/O RPA 6 WEST 48TH STREET 10TH FLOOR NEW YORK, NY 10036	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	5,000
RONALD MCDONALD HOUSE CHARITIES OF BALTIMORE INC 635 W LEXINGTON STREET BALTIMORE, MD 21201	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	860
ROUNABOUT THEATRE COMPANY INC231 WEST 39TH STREET SUITE 1200 NEW YORK, NY 10018	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	12,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a Paid during the year				
SIMON WIESENTHAL CENTER INC SIMON WIESENTHAL CENTER DINNER HEADQUARTERS 845 THIRD AVENUE 6TH F NEW YORK,NY 10022	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	22,500
SOUTH BALTIMORE LEARNING CORP INC28 E OSTEND STREET BALTIMORE,MD 21230	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	1,000
ST VINCENT DE PAUL OF BALTIMORE2305 N CHARLES STREET SUITE 300 BALTIMORE,MD 21218	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	3,650
STAR SPANGLED 200 INC MARYLAND STATE ARTS COUNCIL MARYLAND DEPT OF BUSINESS ECONOMIC BALTIMORE,MD 21230	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	5,000
STAR-SPANGLED 200 INC401 E PRATT STREET 14TH FLOOR BALTIMORE,MD 21202	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	110,000
STOCKS IN THE FUTURE FOUNDATION INC2403 SILL FOREST ROAD BALTIMORE,MD 21208	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	5,000
SUSAN G KOMEN BREAST CANCER FOUNDATIONATTN MARCIE CLARK 200 E JOPPA ROAD SUITE 407 TOWSON,MD 21286	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	4,930
SUSAN G KOMEN BREAST CANCER FOUNDATIONATTN SHERRI MARTENS-CURTIS 12347 SW 132ND COURT MIAMI,FL 33186	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	2,500
SUSAN G KOMEN BREAST CANCER FOUNDATIONGREATER NEW YORK CITY AFFILIATE 470 SEVENTH AVENUE 7TH FLOOR NEW YORK,NY 10018	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	3,500
SWIM ACROSS AMERICA INCONE INTERNATIONAL PLACE STE 4600 BOSTON,MA 02110	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	1,000
TEACH FOR AMERICA2601 N HOWARD STREET SUITE 300 BALTIMORE,MD 21218	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	50,000
THE ASSOCIATEDJEWISH COMMUNITY FEDERATION OF BALTIMORE101 W MOUNT ROYAL AVENUE BALTIMORE,MD 21201	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	1,000
THE BALTIMORE CITY FOUNDATION INC10 N CALVERT STREET SUITE 915 BALTIMORE,MD 21202	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	100,000
THE FAMILY TREE2108 N CHARLES STREET BALTIMORE,MD 21218	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	1,000
THE FOOD BANK OF LOWER FAIRFIELD COUNTY461 GLENBROOK ROAD ATTN MICHAEL SANDIFER STAMFORD,CT 06906	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	1,000
THE HEARING AND SPEECH AGENCYATTN DEVELOPMENT OFFICE 5900 METRO DRIVE BALTIMORE,MD 21215	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	800
THE JOHNS HOPKINS HOSPITAL 1101 E 33RD STREET TERRACE LEVEL STE E0 BALTIMORE,MD 21218	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	2,500
THE SALVATION ARMY814 LIGHT STREET BALTIMORE,MD 21230	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	1,000
THE UNITED WAY OF CENTRAL MARYLAND INC100 SOUTH CHARLES STREET BALTIMORE,MD 21201	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	133,350
THE UNITED WAY OF NEWYORK CITY2 PARK AVENUE 2ND FLOOR NEW YORK,NY 10016	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	5,000
THE UNITED WAY OF WESTERN CONNECTICUT INC85 WEST STREET DANBURY,CT 06810	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	5,000
TORREY SMITH FOUNDATION INC 602 NW 38TH CIRCLE BOCA RATON,FL 33431	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	1,500
TOWSON UNIVERSITY FOUNDATION INC7720 YORK ROAD TOWSON,MD 21204	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	1,000
UNCHAINED TALENT4026 DEEPWOOD ROAD BALTIMORE,MD 21218	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	1,000
UNITED MINISTRIES INCEARLS PLACE TRANSITIONAL HOUSING PROGRAM 1400 E LOMBARD STREET BALTIMORE,MD 21231	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	1,000
WASHINGTON AREA WOMEN'S FOUNDATION INC1411 K STREET NW STE 800 WASHINGTON,DC 20005	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	4,500
WASHINGTON TENNIS & EDUCATION FOUNDATION INC WILLIAM HG FITZGERALD TENNIS CENTER 16TH KENNEDY STREETS NW WASHINGTON,DC 20011	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	7,250
WEST-RHODE RIVERKEEPER INC 4800 ATWELL ROAD UNIT 6 ROBERT GALLAGHER SHADY SIDE,MD 20764	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	1,000
WOODROW WILSON INTERNATIONAL CENTER FOR SCHOLARSONE WOODROW WILSON PLAZA 1300 PENNSYLVANIA AVE NW WASHINGTON,DC 20004	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	4,820
WORLD WILDLIFE FUND INC1250 24TH STREET WASHINGTON,DC 20037	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	3,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
YMCA20 S CHARLES STREET 6TH FLOOR BALTIMORE,MD 21201	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	1,000
YMCA OF GREATER NEWYORK5 WEST 63RD STREET 6TH FLOOR NEWYORK,NY 10023	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	1,000
YORKVILLE COMMON PANTRY8 EAST 109TH STREET NEWYORK,NY 10029	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	1,000
YOUNG AUDIENCES OF MARYLAND INC2601 NORTH HOWARD STREET SUITE 320 BALTIMORE,MD 21218	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	1,000
YOUNG VICTORIAN THEATRE COMPANY901 DULANEY VALLEY ROAD SUITE 400 TOWSON,MD 21204	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	1,500
Total  3a				1,419,246

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
b <i>Approved for future payment</i>				
CHESAPEAKE BAY FOUNDATION INCPHILIP MERRILL ENVIRONMENTAL CENTER 6 HERNDON AVENUE ANNAPOLIS,MD 21403	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	75,000
STAR SPANGLED 200 INC401 E PRATT STREET 14TH FLOOR BALTIMORE,MD 21202	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	30,000
STAR SPANGLED 200 INC (MVPC) 401 E PRATT STREET 14TH FLOOR BALTIMORE,MD 21202	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	40,000
TEACH FOR AMERICA2601 N HOWARD STREET SUITE 300 BALTIMORE,MD 21218	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	50,000
WATERFRONT PARTNERSHIP (PIERCE PARK)650 S EXETER STREET SUITE 200 BALTIMORE,MD 21202	N/A	501C(3)	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	12,500
Total  3b				207,500

TY 2011 General Explanation Attachment**Name:** LEGG MASON CHARITABLE FOUNDATION INC**EIN:** 31-1738146

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

TY 2011 Other Assets Schedule

Name: LEGG MASON CHARITABLE FOUNDATION INC

EIN: 31-1738146

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ACCRUED INTEREST	1,044	482	482

TY 2011 Other Expenses Schedule

Name: LEGG MASON CHARITABLE FOUNDATION INC

EIN: 31-1738146

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK FEES	5,410	5,410		0