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 9/1/2011 **, and ending** 8/31/2012

Name of foundation
BROWN ADVISORY CHARITABLE FOUNDATION INC

A Employer identification number
01-0912891

Number and street (or P O box number if mail is not delivered to street address)
901 BOND ST

Room/suite
400

B Telephone number (see instructions)

City or town, state, and ZIP code
BALTIMORE MD 21231

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: ☒ 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)* ▶ $ 3,739

J Accounting method ☐ Cash ☒ 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) (see 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)	552,221			
	2	Check ▶☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	38	38		
	4	Dividends and interest from securities		0		
	5 a	Gross rents		0		
	b	Net rental income or (loss) 0				
	6 a	Net gain or (loss) from sale of assets not on line 10	0			
	b	Gross sales price for all assets on line 6a 0				
	7	Capital gain net income (from Part IV, line 2)		0		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10 a	Gross sales less returns and allowances 0				
	b	Less Cost of goods sold 0				
	c	Gross profit or (loss) (attach schedule)	0			
	11	Other income (attach schedule)	200	0	0	
	12	**Total.** Add lines 1 through 11	552,459	38	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	3,829			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16 a	Legal fees (attach schedule)	0	0	0	0
	b	Accounting fees (attach schedule)	1,833	0	0	0
	c	Other professional fees (attach schedule)	0	0	0	0
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	578	0	0	0
	19	Depreciation (attach schedule) and depletion	0	0	0	
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	40	0	0	0
	24	**Total operating and administrative expenses.** Add lines 13 through 23	6,280	0	0	0
	25	Contributions, gifts, grants paid	550,058			550,058
	26	**Total expenses and disbursements.** Add lines 24 and 25	556,338	0	0	550,058
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-3,879			
	b	**Net investment income** (if negative, enter -0-)		38		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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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	7,619	3,739	3,739
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ 0			
		Less allowance for doubtful accounts ▶ 0	0	0	0
	4	Pledges receivable ▶ 0			
		Less allowance for doubtful accounts ▶ 0	0	0	0
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)	0	0	0
	7	Other notes and loans receivable (attach schedule) ▶ 0			
		Less allowance for doubtful accounts ▶ 0	0	0	0
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments—U S and state government obligations (attach schedule)	0	0	0
	b	Investments—corporate stock (attach schedule)	0	0	0
	c	Investments—corporate bonds (attach schedule)	0	0	0
	11	Investments—land, buildings, and equipment basis ▶ 0			
		Less accumulated depreciation (attach schedule) ▶ 0	0	0	0
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	0	0	0
	14	Land, buildings, and equipment basis ▶ 0			
		Less accumulated depreciation (attach schedule) ▶ 0	0	0	0
	15	Other assets (describe ▶)	0	0	0
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	7,619	3,739	3,739
Liabilities	17	Accounts payable and accrued expenses	66	65	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21	Mortgages and other notes payable (attach schedule)	0	0	
	22	Other liabilities (describe ▶)	0	0	
	23	**Total liabilities** (add lines 17 through 22)	66	65	
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			
	25	Temporarily restricted	7,553	3,674	
	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		0	
	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 instructions)	7,553	3,674	
	31	**Total liabilities and net assets/fund balances** (see instructions)	7,619	3,739	

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	7,553
2	Enter amount from Part I, line 27a	2	-3,879
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	3,674
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	3,674

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a				
b				
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	0	0	0	0
b	0	0	0	0
c	0	0	0	0
d	0	0	0	0
e	0	0	0	0

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

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

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	0
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 instructions) If (loss), enter -0- in Part I, line 8	3	0

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 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			0 000000
2009			0.000000
2008			0 000000
2007			0.000000
2006			0.000000

2	**Total** of line 1, column (d)	2	0.000000
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	0.000000
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	0
5	Multiply line 4 by line 3	5	0
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	0
7	Add lines 5 and 6	7	0
8	Enter qualifying distributions from Part XII, line 4	8	0

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)

1 a	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	
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: 0		
b	Exempt foreign organizations—tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 0		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	0
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	0
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	0
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	0
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 0 Refunded ▶	11	0

Part VII-A Statements Regarding Activities

			Yes	No
1 a	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 page 19 of the 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 ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
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
4 a	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?	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	
8 a	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)	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 ▶

14 The books are in care of ▶ ALISA STESCH Telephone no. ▶ (410) 537-5503
Located at ▶ 901 BOND STREET BALTIMORE MD ZIP+4 ▶ 21231

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

			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	N/A	
	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 ▶ 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 instructions)	2b	N/A	
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? ☐ 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	N/A	
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

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 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 instructions)? **5b** N/A

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? ☐ 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** No: 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? **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 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
IRENE ALISA STESCH 901 BOND STREET BALTIMORE MD 21231	SECRETARY 4.00	3,829	0	0
	.00	0	0	0
	.00	0	0	0
	00	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see 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 ▶

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 instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		0
		0
		0
		0
		0
Total number of others receiving over $50,000 for professional services ▶		

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 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 instructions 3	0
Total. Add lines 1 through 3 ▶	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	0
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	0
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	0
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	0
6	**Minimum investment return.** Enter 5% of line 5	6	0

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

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	550,058
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	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	550,058
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 instructions)	5	0
6	***Adjusted qualifying distributions.*** Subtract line 5 from line 4	6	550,058

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					0
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	0				
b	From 2007	0				
c	From 2008	0				
d	From 2009	377,943				
e	From 2010	388,869				
f	**Total** of lines 3a through e		766,812			
4	Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 550,058					
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					0
e	Remaining amount distributed out of corpus		550,058			
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		1,316,870			
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					
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 instructions				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) (see instructions)					
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)		0			
9	**Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		1,316,870			
10	Analysis of line 9					
a	Excess from 2007	0				
b	Excess from 2008	0				
c	Excess from 2009	377,943				
d	Excess from 2010	388,869				
e	Excess from 2011	550,058				

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 (a) 2011	Prior 3 years (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	0				0
b 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed	0				0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	0	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter: (1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	0				0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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))

BROWN ADVISORY LLC

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 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

IRENE ~~ALISA~~ STESCH 901 BOND STREET BALTIMORE MD 21231 (410) 537-5503

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

NAME, ADDRESS AND PURPOSE FOR WHICH FUNDS ARE REQUESTED

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

GEOGRAPHICAL

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 LIST				550,058
Total . . . . ▶ 3a				550,058
b *Approved for future payment*				
Total . . . . ▶ 3b				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1 Program service revenue					
a		0		0	0
b		0		0	0
c		0		0	0
d		0		0	0
e		0		0	0
f		0		0	0
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments	900099	38			
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				0	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a		0		0	0
b		0		0	0
c		0		0	0
d		0		0	0
e		0		0	0
12 Subtotal Add columns (b), (d), and (e)		38		0	0

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 38

(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) (See instructions)

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
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		

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

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

▶ Thos Schweizer 3/12/13 ▶ Partner

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
WILSON BOUNDS	CPA	2/20/2013		P01596675
Firm's name ▶ BOUNDS ACCOUNTING AND TAX SERVICES, LLC			Firm's EIN ▶ 45-4030117	
Firm's address ▶ 441 E BALTIMORE STREET, TANEYTOWN, MD 21787			Phone no (410) 756-6305	

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2011

Name of the organization	**Employer identification number**
BROWN ADVISORY CHARITABLE FOUNDATION INC	01-0912891

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 33 1/3% 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, total 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 total 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 on line H of its Form 990-EZ or on Part I, 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	Employer identification number
BROWN ADVISORY CHARITABLE FOUNDATION INC	01-0912891

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) Total contributions	(d) Type of contribution
1	BROWN ADVISORY SECURITIES 901 SOUTH BOND STREET BALTIMORE MD 21231 Foreign State or Province Foreign Country	$ 552,221	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
2	Foreign State or Province Foreign Country.	$ 0	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
3	Foreign State or Province Foreign Country	$ 0	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
4	Foreign State or Province Foreign Country	$ 0	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
5	Foreign State or Province Foreign Country	$ 0	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
6	Foreign State or Province Foreign Country	$ 0	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Name of organization	Employer identification number
BROWN ADVISORY CHARITABLE FOUNDATION INC	01-0912891

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
		$ 0	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$ 0	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$ 0	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$ 0	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$ 0	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$ 0	

Name of organization	Employer identification number
BROWN ADVISORY CHARITABLE FOUNDATION INC	01-0912891

Part III *Exclusively* **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations total 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) ▶ $ 0
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
For Prov Country	

(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
For Prov. Country	

(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
For Prov Country	

(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
For Prov Country	

	Date of Gift	Check Number	Name	Amount of Gift	Balance
1	08-Sep-11	417076	Perry Center, Inc.	5,000.00	5,000.00
3	08-Sep-11	417074	St. Elizabeth School	1,520.00	6,520.00
4	09-Sep-11	417080	Boys Hope Girls Hope Baltimore	2,500.00	9,020.00
5	12-Sep-11	417104	Valleys Planning Council	125.00	9,145.00
6	13-Sep-11	417108	UMMS Foundation/KGT	2,000.00	11,145.00
7	13-Sep-11	417107	Franciscan Foundation for the Holy Land	1,000.00	12,145.00
9	15-Sep-11	417126	The Journey Home	10,000.00	22,145.00
10	15-Sep-11	417127	Masonic Charities of Maryland	1,000.00	23,145.00
	15-Sep-11	417129	Stephen J. Ponzillo, Jr. Memorial Library and Museum of the	1,000.00	
11			Grand Lodge		24,145.00
12	19-Sep-11	417144	US Lacrosse Foundation	5,000.00	29,145.00
13	19-Sep-11	417145	American Visionary Art Museum, Inc.	5,000.00	34,145.00
14	26-Sep-11	417166	Palisades Parks Conservancy	5,000.00	39,145.00
15	26-Sep-11	417167	First and Franklin Street Presbyterian Church	500.00	39,645.00
	26-Sep-11	------	Wire to Henry Van Straubenzee Memorial Fund in UK	389.68	40,034.68
16	30-Sep-11	417192	DES PTA	100.00	40,134.68
	30-Sep-11	417191		2,500.00	
17			The Community Foundation for the National Capital Region		42,634.68
18	03-Oct-11	417194	Fair Chance	2,500.00	45,134.68
19	06-Oct-11	417248	DES PTA	100.00	45,234.68
20	06-Oct-11	417247	Sibley Memorial Hospital Foundation	10,000.00	55,234.68
21	17-Oct-11	417298	ALS Association Massachusetts Chapter	125.00	55,359.68
22	17-Oct-11	417299	Historical Society of Talbot County	1,000.00	56,359.68
23	18-Oct-11	417300	Preservation Maryland Inc.	2,500.00	58,859.68
24	20-Oct-11	417313	Arrow Child and Family Ministries	500.00	59,359.68
25	21-Oct-11	417320	University of Baltimore Foundation	1,500.00	60,859.68
26	24-Oct-11	417344	Trinity Lutheran Church	250.00	61,109.68
27	02-Nov-11	417359	Columbia Ravens Football, Inc.	250.00	61,359.68
28	04-Nov-11	417364	Alex's Lemonade Stand Foundation	1,000.00	62,359.68
29	07-Nov-11	100002398	FOREIGN DRAFT payable to: Friends of Roy Kinnear	162.57	62,522.25
30	10-Nov-11	417402	Friends of Woodburn, Inc.	5,000.00	67,522.25
31	10-Nov-11	417400	Civic Works, Inc.	500.00	68,022.25
32	10-Nov-11	417401	Community Foundation of Frederick County	2,000.00	70,022.25
35	23-Nov-11	417466	Back on My Feet	3,600.00	73,622.25
36	12-Dec-11	417566	Walters Art Museum	6,500.00	80,122.25
37	08-Dec-11	417550	Maryland SPCA	500.00	80,622.25
38	08-Dec-11	417542	Woodbourne Charitable Trust	500.00	81,122.25
39	15-Dec-11	417601	UMBC Foundation	15,000.00	96,122.25

40	19-Dec-11	417613	NCADD-Maryland	1,000.00	97,122.25
41	10-Jan-12	417834	Teach for America - Baltimore	12,500.00	109,622.25
42	10-Jan-12	417835	Auxiliary of FCS	2,500.00	112,122.25
43	10-Jan-12	417839	Upper Chesapeake Health Foundation, Inc.	680.00	112,802.25
44	11-Jan-12	417843	Baltimore Educational Scholarship Trust (B.E.S.T.)	2,500.00	115,302.25
45	11-Jan-12	417845	St. Jude Children's Research Hospital	2,500.00	117,802.25
46	11-Jan-12	417844	Baltimore Choral Arts Society	1,000.00	118,802.25
47	11-Jan-12	417848	NAMI Metropolitan Baltimore	500.00	119,302.25
48	11-Jan-12	417849	UMH Foundation	2,500.00	121,802.25
49	12-Jan-12	417873	Star-Spangled Banner Flag House	1,000.00	122,802.25
50	24-Jan-12	417916	Ellington Fund	2,500.00	125,302.25
51	25-Jan-11	417922	Learning Inc.	1,000.00	126,302.25
52	31-Jan-12	417939	United Jewish Appeal of MetroWest NJ	1,000.00	127,302.25
53	31-Jan-12	417940	Catholic Charities	2,500.00	129,802.25
54	31-Jan-12	417941	National Kidney Foundation of Maryland	5,000.00	134,802.25
55	01-Feb-12	417944	Arts Education in Maryland Schools Alliance	1,500.00	136,302.25
56	01-Feb-12	417943	House of Ruth Maryland	5,000.00	141,302.25
57	01-Feb-12	417942	Saint Agnes Foundation	5,000.00	146,302.25
58	06-Feb-12	417962	Washington Jesuit Academy	3,500.00	149,802.25
59	08-Feb-12	417976	Big Brothers Big Sisters of Central Maryland	5,000.00	154,802.25
60	08-Feb-12	417977	CENTERSTAGE	5,000.00	159,802.25
61	08-Feb-12	417978	Baltimore Heritage	500.00	160,302.25
62	08-Feb-12	417975	Baltimore Chamber Orchestra	1,000.00	161,302.25
63	15-Feb-12	418009	National Museum of Racing	500.00	161,802.25
64	15-Feb-12	418010	EAMSC	600.00	162,402.25
65	15-Feb-12	418011	Sheppart Pratt Health System, Inc.	1,000.00	163,402.25
66	15-Feb-12	418012	Johns Hopkins University	8,333.00	171,735.25
67	15-Feb-12	418013	9/11 Memorial of Maryland	5,000.00	176,735.25
68	23-Feb-12	418031	St. Patrick's Center, Inc.	1,000.00	177,735.25
69	24-Feb-12	418036	Georgetown Visitation	7,500.00	185,235.25
70	24-Feb-12	418037	Middleburg Spring Race	5,000.00	190,235.25
71	06-Mar-12	418087	The Hampden Family Center Inc	2,500.00	192,735.25
72	06-Mar-12	418088	Cool Kids Campaign	2,500.00	195,235.25
73	06-Mar-12	418089	UMMS Foundation/Shock Trauma Gala	6,000.00	201,235.25
74	08-Mar-12	418097	Mission Helpers of the Sacred Heart	1,000.00	202,235.25
75	08-Mar-12	418096	Canine Partners for Life	2,500.00	204,735.25
76	08-Mar-12	418095	The Women's Journey Board of Johns Hopkins Hospital	2,000.00	206,735.25
77	09-Mar-12	418103	Rett Syndrome Research Trust	1,000.00	207,735.25
78	13-Mar-12	418116	FCA	1,000.00	208,735.25

79	14-Mar-12	418125	Contemporary Museum	1,000.00	209,735.25
80	23-Mar-12	418179	Kennedy Krieger Institute	1,000.00	210,735.25
81	02-Apr-12	418273	Baltimore Outreach Services	1,000.00	211,735.25
82	02-Apr-12	418284	Good Samaritan Hospital Foundation	1,500.00	213,235.25
83	02-Apr-12	418285	GBMC Foundation	5,000.00	218,235.25
84	02-Apr-12	418286	Youth for Christ	1,000.00	219,235.25
85	02-Apr-12	418283	UMBF Inc.	1,500.00	220,735.25
86	02-Apr-12	418282	Mercy Health Foundation	2,500.00	223,235.25
87	02-Apr-12	418281	Christ Church Episcopal Preschool	1,000.00	224,235.25
88	02-Apr-12	418278	The Nature Conservancy	7,500.00	231,735.25
89	02-Apr-12	418275	ACT for Alexandria	3,500.00	235,235.25
90	02-Apr-12	418276	Center for a New American Security, Inc. (CNAS)	25,000.00	260,235.25
91	02-Apr-12	418274	Tudor Place	5,000.00	265,235.25
92	02-Apr-12	418277	Baltimore School for the Arts	20,000.00	285,235.25
93	05-Apr-12	418314	American Heart Association	10,000.00	295,235.25
94	12-Apr-12	418366	Boys Hope Girls Hope	1,750.00	296,985.25
95	13-Apr-12	418404	Goodwill Industries of the Chesapeake	1,250.00	298,235.25
96	13-Apr-12	418405	Race for Hope - DC	1,500.00	299,735.25
97	13-Apr-12	418406	Baltimore Squashwise	2,500.00	302,235.25
98	13-Apr-12	418407	The SEED School of Maryland	2,500.00	304,735.25
99	13-Apr-12	41808	The Baltimore Station	500.00	305,235.25
100	13-Apr-12	418409	BAC, BSA	2,000.00	307,235.25
101	13-Apr-12	418410	Greater Baltimore Community	800.00	308,035.25
102	13-Apr-12	418411	Chesapeake Bay Foundation	5,000.00	313,035.25
103	13-Apr-12	418412	CCYD	1,000.00	314,035.25
104	19-Apr-12	418452	Seabury Resources for Aging	4,000.00	318,035.25
105	26-Apr-12	418483	Hillwood Estate, Museum and Gardens	3,000.00	321,035.25
106	27-Apr-12	418490	Baltimore School for the Arts	30,000.00	351,035.25
107	01-May-12	418507	The Kreeger Museum	2,500.00	353,535.25
108	31-May-12	418660	MDA Party for a Cure	800.00	354,335.25
109	04-Jun-12	418684	Sisters Academy of Baltimore	5,000.00	359,335.25
110	04-Jun-12	418686	Mercy Health Foundation	10,000.00	369,335.25
111	04-Jun-12	418685	MHEI Who Will Care	5,000.00	374,335.25
112	05-Jun-12	418694	B&O Railroad Museum	8,333.00	382,668.25
113	05-Jun-12	418695	Beth Tfiloh Dahan Community School	25,000.00	407,668.25
114	05-Jun-12	418696	Paul's Place Inc.	350.00	408,018.25
115	05-Jun-12	418697	Paul's Place Inc.	2,500.00	410,518.25
116	05-Jun-12	418698	Associated Black Charities	10,000.00	420,518.25
117	05-Jun-12	418699	Outward Bound Baltimore	10,000.00	430,518.25

118	05-Jun-12	418700	Maryland Historical Society	25,000.00	455,518.25
119	05-Jun-12	418701	Juvenile Diabetes Research Foundation	1,750.00	457,268.25
120	05-Jun-12	418702	National Kidney Foundation of Maryland	3,000.00	460,268.25
121	06-Jun-12	418713	KSDS	250.00	460,518.25
122	06-Jun-12	418712	STA of Baltimore Charity Legacy, Inc. (Steamship)	5,000.00	465,518.25
123	06-Jun-12	418711	Keystone Partnership	1,250.00	466,768.25
124	11-Jun-12	418735	Shriver Hall Concert Series, Inc.	570.00	467,338.25
125	11-Jun-12	418739	Stella Maris, Inc.	1,000.00	468,338.25
126	11-Jun-12	418738	Johns Hopkins University School of Nursing	5,000.00	473,338.25
127	20-Jul-12	418948	Walters Art Museum	6,500.00	479,838.25
128	20-Jul-12	418949	US Lacrosse Foundation	5,000.00	484,838.25
129	20-Jul-12	418950	Ronald McDonald House of Baltimore	3,700.00	488,538.25
130	20-Jul-12	418946	United Way of Central Maryland	1,000.00	489,538.25
131	20-Jul-12	418951	FreeState Legal Project	2,500.00	492,038.25
132	24-Jul-12	418975	Teen Challenge of Baltimore	500.00	492,538.25
133	24-Jul-12	418976	Maryland Family Network, Inc.	2,500.00	495,038.25
134	27-Jul-12	418988	RSI, Inc. Golf Tournament	400.00	495,438.25
135	09-Aug-12	419071	The Marshall University Foundation, Inc.	1,000.00	496,438.25
136	10-Aug-12	419076	Mikva Challenge Grant Foundation	250.00	496,688.25
137	15-Aug-12	419097	Palisades Parks Conservancy	1,000.00	497,688.25
138	17-Aug-12	419103	Big Brothers Big Sisters National Capital Area	5,000.00	502,688.25
139	17-Aug-12	419105	Catholic Charities Foundation	3,000.00	505,688.25
140	23-Aug-12	419134	The Babe Ruth Musuem	2,500.00	508,188.25
141	23-Aug-12	419135	Fair Chance	7,500.00	515,688.25
142	23-Aug-12	419137	Fair Hill International, Inc.	1,000.00	516,688.25
143	23-Aug-12	419136	Civic Works, Inc.	10,000.00	526,688.25
144	23-Aug-12	419138	Children's Scholarship Fund Baltimore	10,000.00	536,688.25
145	23-Aug-12	419139	Board of Child Care	2,500.00	539,188.25
146	23-Aug-12	419140	Mission Helpers of the Sacred Heart	1,000.00	540,188.25
147	23-Aug-12	419141	St. Elizabeth School	1,520.00	541,708.25
148	23-Aug-12	419142	826DC	2,500.00	544,208.25
149	23-Aug-12	419143	Franciscan Center	1,000.00	545,208.25
150	31-Aug-12	419188	Historical Society of Talbot County	1,000.00	546,208.25
151	31-Aug-12	419187	UMMS Foundation/Kernan Golf	2,000.00	548,208.25
152	31-Aug-12	419189	Baltimore Clayworks	1,850.00	550,058.25
TOTAL				**550,058.25**	