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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

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation
HERBERT BEARMAN FOUNDATION

A Employer identification number
31-1602562

Number and street (or P O box number if mail is not delivered to street address) Room/suite
C/O KATZ ABOSCH 9690 DEERECO ROAD
NO 500

B Telephone number (see instructions)
(410) 369-9227

City or town, state, and ZIP code
TIMONIUM, MD 21093

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)* ▶$ 34,576,659

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)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities.	952,252	952,252		
	5a	Gross rents				
	b	Net rental income or (loss) ______				
	6a	Net gain or (loss) from sale of assets not on line 10	1,519,255			
	b	Gross sales price for all assets on line 6a 18,453,113				
	7	Capital gain net income (from Part IV, line 2) . . .		1,519,255		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	57,427	57,689		
	12	**Total.** Add lines 1 through 11	2,528,934	2,529,196		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	111,123	0		111,123
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits	13,285	0		13,285
	16a	Legal fees (attach schedule).	639	0		639
	b	Accounting fees (attach schedule).	13,450	5,380		8,070
	c	Other professional fees (attach schedule)	227,238	227,238		0
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	35,362	9,822		8,540
	19	Depreciation (attach schedule) and depletion . . .				
	20	Occupancy	7,500	0		7,500
	21	Travel, conferences, and meetings	29,912	0		29,912
	22	Printing and publications				
	23	Other expenses (attach schedule)	13,863	0		13,863
	24	**Total operating and administrative expenses.** Add lines 13 through 23	452,372	242,440		192,932
	25	Contributions, gifts, grants paid	1,144,668			1,144,668
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,597,040	242,440		1,337,600
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	931,894			
	b	**Net investment income** (if negative, enter -0-)		2,286,756		
	c	**Adjusted net income** (if negative, enter -0-) . . .				

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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	1,706,836	1,433,218	1,433,218
	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)	0	6,306,829	5,741,867
	b	Investments—corporate stock (attach schedule)	30,006,703	21,288,953	22,961,636
	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)	697,218	3,423,046	4,439,938
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	32,410,757	32,452,046	34,576,659
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	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)	0	0	
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			
	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	34,954,005	34,063,400	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	-2,543,248	-1,611,354	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	32,410,757	32,452,046	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	32,410,757	32,452,046	

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	32,410,757
2	Enter amount from Part I, line 27a	2	931,894
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	33,342,651
5	Decreases not included in line 2 (itemize) ▶	5	890,605
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	32,452,046

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)
1 a	PUBLICLY TRADED SECURITIES	P		
b	CMS PLATINUM FUND	P	2012-12-31	2012-12-31
c	WELLS FARGO K-1'S	P	2012-12-31	2012-12-31
d	CAPITAL GAINS DIVIDENDS	P		
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	18,366,129		16,933,858	1,432,271
b	30,794			30,794
c	36,263			36,263
d	19,927			19,927
e				

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				1,432,271
b				30,794
c				36,263
d				19,927
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	1,519,255
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	

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))
2011	1,790,473	34,157,794	0 052418
2010	1,682,655	33,320,213	0 050500
2009	1,918,783	31,401,957	0 061104
2008	2,005,779	38,050,990	0 052713
2007	2,141,663	44,363,710	0 048275

2	**Total** of line 1, column (d).	2	0 265010
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 053002
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	32,582,743
5	Multiply line 4 by line 3.	5	1,726,951
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	22,868
7	Add lines 5 and 6.	7	1,749,819
8	Enter qualifying distributions from Part XII, line 4.	8	1,337,600

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 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	45,735
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	45,735
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	45,735
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a — 26,268		
b	Exempt foreign organizations—tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c — 28,000		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	54,268
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	8,533
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 8,533 **Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	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)?	1b		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		No
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 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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *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)*

			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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶WWW HERBERTBEARMANFOUNDATION ORG

14 The books are in care of ▶SHELDON BEARMAN Telephone no ▶(410) 369-9227

Located at ▶10525 TERRA LAGO DRIVE WEST PALM BEACH FL ZIP+4 ▶33412

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 2012, 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		No

See 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 page 20 of the instructions)?	1b		No
	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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ **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		
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 2012 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 2012.)*	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 2012?	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 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**

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

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
SHELDON BEARMAN 7546 HAWKS LANDING DRIVE WEST PALM BEACH, FL 33412	PRESIDENT & TREASURER 20 00	0	0	0
ARLENE BEARMAN 7546 HAWKS LANDING DRIVE WEST PALM BEACH, FL 33412	VICE PRESIDENT & SECRETARY 15 00	0	0	0
MARK BEARMAN 3003 MASTERS DRIVE BALTIMORE, MD 21209	CHIEF OPERATING OFFICER 40 00	111,123	0	13,285

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 ▶ 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 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 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 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	31,508,899
b	Average of monthly cash balances		1b	1,570,028
c	Fair market value of all other assets (see instructions)		1c	0
d	**Total** (add lines 1a, b, and c)		1d	33,078,927
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	33,078,927
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	496,184
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	32,582,743
6	**Minimum investment return.** Enter 5% of line 5		6	1,629,137

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	1,629,137
2a	Tax on investment income for 2012 from Part VI, line 5	2a 45,735		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	45,735
3	Distributable amount before adjustments Subtract line 2c from line 1		3	1,583,402
4	Recoveries of amounts treated as qualifying distributions		4	0
5	Add lines 3 and 4		5	1,583,402
6	Deduction from distributable amount (see instructions)		6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	1,583,402

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	1,337,600
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	1,337,600
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	1,337,600

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				1,583,402
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			1,319,332	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.				
f **Total** of lines 3a through e.	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 1,337,600				
a Applied to 2011, but not more than line 2a			1,319,332	
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 2012 distributable amount.				18,268
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2012 *(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	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount —see instructions		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				1,565,134
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .	0			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				
c Excess from 2010. . . .				
d Excess from 2011. . . .				
e Excess from 2012. . . .				

Part XIV **Private Operating Foundations** (see 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 2012, 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)

	Tax year	Prior 3 years			(e) Total
	(a) 2012	**(b)** 2011	**(c)** 2010	**(d)** 2009	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV **Supplementary Information (Complete this part only if the organization 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))

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 or e-mail of the person to whom applications should be addressed

SHELDON BEARMAN
10525 TERRA LAGO DRIVE
WEST PALM BEACH, FL 33412
(410) 369-9227

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

NO SPECIFIC FORMAT

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

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 Additional Data Table				
Total . . . . ▶ **3a**				1,144,668
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) Related or exempt function income (See 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					
4 Dividends and interest from securities			14	952,252	
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			14	57,427	
8 Gain or (loss) from sales of assets other than inventory			18	1,519,255	
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		2,528,934	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 2,528,934

(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)**		No
	(2) Other assets	**1a(2)**		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	**1b(1)**		No
	(2) Purchases of assets from a noncharitable exempt organization	**1b(2)**		No
	(3) Rental of facilities, equipment, or other assets	**1b(3)**		No
	(4) Reimbursement arrangements	**1b(4)**		No
	(5) Loans or loan guarantees	**1b(5)**		No
	(6) Performance of services or membership or fundraising solicitations	**1b(6)**		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	**1c**		No

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

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 or fiduciary) is based on all information of which preparer has any knowledge

****** | 2013-11-11 | ******

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
MICHAEL J AGETSTEIN CPA PFS	MICHAEL J AGETSTEIN CPA PFS	2013-11-11		P00087380

Firm's name ▶ KATZ ABOSCH | Firm's EIN ▶ 52-1003788

Firm's address ▶ 9690 DEERECO RD STE 500 TIMONIUM, MD 21093 | Phone no (410) 828-6432

Form 990PF Part XV Line 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*				
ALPERT JEWISH FAMILY SERVICES 5841 CORPORATE WAY SUITE 200 WEST PALM BEACH, FL 33407	NONE	501(C)(3)	CDMSP TRAINING	20,000
ALPERT JEWISH FAMILY SERVICES 5841 CORPORATE WAY SUITE 200 WEST PALM BEACH, FL 33407	NONE	501(C)(3)	LUNCH SPONSORSHIP	500
AMERICAN ASSOCIATION OF CAREGIVING YOUTH 1515 N FEDERAL HIGHWAY 218 BOCA RATON, FL 33432	NONE	501(C)(3)	GENERAL PURPOSES	5,000
AMERICAN CANCER SOCIETY 250 WILLIAMS STREET NW ATLANTA, GA 30303	NONE	501(C)(3)	GENERAL PURPOSES	100
AMERICAN FRIENDS OF KEREN MALKI 736 GRANGE ROAD TEANECK, NJ 07666	NONE	501(C)(3)	EQUIPMENT FUNDING	3,600
AMERICAN FRIENDS OF MEIR PENIM 5316 NEW UTRECHT AVENUE BROOKLYN, NY 11219	NONE	501(C)(3)	GENERAL PURPOSES	250
AMERICAN FRIENDS OF THE JAFFA INSTITUTE 171-06 76TH AVE FLUSHING, NY 11366	NONE	501(C)(3)	GENERAL PURPOSE	5,000
AMERICAN ISRAEL COOPERATIVE ENTERPRISE 2810 BLAINE DR CHEVY CHASE, MD 20815	NONE	501(C)(3)	GENERAL PURPOSE	10,000
ARTISTS FOR AMY 348 THOMPSON CREEK MALL SUITE 314 STEVENSVILLE, MD 21666	NONE	501(C)(3)	MAY CONCERT SUPPORT	1,000
ASSOCIATED JEWISH CHARITIES 101 WEST MOUNT ROYAL AVENUE BALTIMORE, MD 21201	NONE	501(C)(3)	ANNUAL CAMPAIGN	85,000
ASSOCIATED JEWISH CHARITIES 101 WEST MOUNT ROYAL AVENUE BALTIMORE, MD 21201	NONE	501(C)(3)	STEP UP FOR ISRAEL	5,000
ASSOCIATED JEWISH CHARITIES 101 WEST MOUNT ROYAL AVENUE BALTIMORE, MD 21201	NONE	501(C)(3)	ASHKELON PACT PROGRAM	25,000
ASSOCIATED JEWISH CHARITIES 101 WEST MOUNT ROYAL AVENUE BALTIMORE, MD 21201	NONE	501(C)(3)	WOMENS GIVING FOUNDATION	1,100
ASSOCIATED JEWISH CHARITIES 101 WEST MOUNT ROYAL AVENUE BALTIMORE, MD 21201	NONE	501(C)(3)	HURRICAINE SANDY RELIEF	1,500
ASSOCIATED JEWISH CHARITIES 101 WEST MOUNT ROYAL AVENUE BALTIMORE, MD 21201	NONE	501(C)(3)	ISRAEL 65 SPONSORSHIP	10,000

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a *Paid during the year*				
ASSOCIATED JEWISH CHARITIES 101 WEST MOUNT ROYAL AVENUE BALTIMORE,MD 21201	NONE	501(C)(3)	HERBERT BEARMAN PHILANTHROPIC FUND	150,000
ASSOCIATION OF BALTIMORE AREA GRANT MAKERS 2 EAST READ STREET 2ND FLOOR BALTIMORE,MD 21202	NONE	501(C)(3)	GENERAL PURPOSES	3,500
AUTISM PROJECT OF PALM BEACH COUNTY 5800 CORPORATE WAY WEST PALM BEACH,FL 33407	NONE	501(C)(3)	CAREER TRANSITION PROGRAM	15,000
BALTIMORE COMMUNITY FOUNDATION 2 EAST READ STREET BALTIMORE,MD 21202	NONE	501(C)(3)	BALTIMORE JAZZ EDUCATION PROJECT FUND	2,500
BALTIMORE HEBREW CONGREGATION 7401 PARK HEIGHTS AVE BALTIMORE,MD 21208	NONE	501(C)(3)	ROSH HASHANNA UNDER THE STARS	5,000
BALTIMORE SCHOOL FOR THE ARTS 712 CATHEDRAL STREET BALTIMORE,MD 21201	NONE	501(C)(3)	AFTER SCHOOL PROGRAMS	10,000
BALTIMORE SYMPHONY ORCHESTRA 1212 CATHEDRAL ST BALTIMORE,MD 21201	NONE	501(C)(3)	ORCHKIDS PROGRAM	15,000
BALTIMORE WOMENS GIVING CIRCLE 2 EAST READ STREET 9TH FLOOR BALTIMORE,MD 21202	NONE	501(C)(3)	GENERAL PURPOSE	1,100
BETH EL CONGREGATION 8101 PARK HEIGHTS AVE BALTIMORE,MD 21208	NONE	501(C)(3)	RABBI'S CHARITY FUND	5,000
BETH EL CONGREGATION 8101 PARK HEIGHTS AVE PIKESVILLE,MD 21208	NONE	501(C)(3)	ANNUAL APPEAL	2,500
BETH EL CONGREGATION 8101 PARK HEIGHTS AVE PIKESVILLE,MD 21208	NONE	501(C)(3)	GENERAL PURPOSE	4,000
BOCA HELPING HANDS 1500 NORTHWEST 1ST COURT BOCA RATON,FL 33432	NONE	501(C)(3)	PURCHASE OF EQUIPMENT	17,500
BOYS AND GIRLS CLUBS OF PALM BEACH COUNTY 800 NORTHPOINT PARKWAY SUITE 204 WEST PALM BEACH,FL 33407	NONE	501(C)(3)	MATCHING GRANT	25,000
BRIDGES AT SAINT PAUL'S SCHOOL 11152 FALLS RD BROOKLANDVILLE,MD 21022	NONE	501(C)(3)	HIGH SCHOOL PROGRAM	9,000
CAPITAL AREA FOOD BANK 4900 PUERTO RICO AVENUE NE WASHINGTON,DC 20017	NONE	501(C)(3)	GENERAL PURPOSE	2,000

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

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a *Paid during the year*				
CAPITAL CAMPS 11300 ROCKVILLE PIKE STE 407 ROCKVILLE,MD 20852	NONE	501(C)(3)	PEN PAL SPONSORSHIP	500
CENTER FOR A HEALTHY MARYLAND 1211 CATHEDRAL ST BALTIMORE,MD 21201	NONE	501(C)(3)	GENERAL SUPPORT	500
CHAI 5809 PARK HEIGHTS AVENUE BALTIMORE,MD 21215	NONE	501(C)(3)	AMERICORPS PUBLIC ALLIES PROGRAM	13,500
CHANGE INC 115 STONER AVENUE WESTMINSTER,MD 21157	NONE	501(C)(3)	AQUATIC THERAPY	5,000
CHIMES 4814 SETON DRIVE BALTIMORE,MD 21215	NONE	501(C)(3)	PURCHASE EQUIPMENT	14,750
CONCERT ARTISTS OF BALTIMORE 1114 ST PAUL STREET BALTIMORE,MD 21202	NONE	501(C)(3)	SUPPORT OF THE LYRIC EVENT	10,000
CYSTIC FIBROSIS FOUNDATION OF MARYLAND 6931 ARLINGTON RD 2ND FL BETHESDA,MD 20814	NONE	501(C)(3)	GREAT STRIDES SPONSORSHIP	1,000
CYSTIC FIBROSIS FOUNDATION OF MARYLAND 6931 ARLINGTON RD 2ND FL BETHESDA,MD 20814	NONE	501(C)(3)	HOPKINS TDN CENTER	25,000
DOR YESHORIM 429 WYTHE AVENUE BROOKLYN,MD 11249	NONE	501(C)(3)	GENERAL PURPOSES	5,000
DR BOB'S PLACE 838 N EUTAW STREET BALTIMORE,MD 21201	NONE	501(C)(3)	PURCHASE OF BEDS	10,788
EUTAW PLACE MUSIC 2501 EUTAW PLACE BALTIMORE,MD 21217	NONE	501(C)(3)	EUTAW PLACE MUSIC PROJECT	1,000
FOUNDATION FOR THE DEFENSE OF DEMOCRACIES PO BOX 14425 33249 WASHINGTON,DC 20033	NONE	501(C)(3)	UNRESTRICTED	10,000
FRIENDS OF ISRAEL SPORTS CENTER FOR THE DISABLED PO BOX 667 DEERFIELD,IL 60015	NONE	501(C)(3)	PURCHASE OF WHEEL CHAIRS	10,000
FRIENDS OF THE ISRAEL DEFENSE FORCES 1430 BROADWAY NEW YORK,NY 10018	NONE	501(C)(3)	GALA SPONSORSHIP	1,875
FRIENDS OF THE ISRAEL DEFENSE FORCES 1430 BROADWAY NEW YORK,NY 10018	NONE	501(C)(3)	"STRIDES" SOLDIER SPONSORSHIP	15,000

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a *Paid during the year*				
FRIENDS OF THE ISRAEL DEFENSE FORCES 1430 BROADWAY NEW YORK, NY 10018	NONE	501(C)(3)	GENERAL PURPOSES	5,000
HADASSAH OF GREATER BALTIMORE 3723 OLD COURT ROAD SUITE 205 BALTIMORE, MD 21208	NONE	501(C)(3)	CELL-A-BRATE SUPPORT	500
HANDS ACROSS AMERICA 16 WALLY COURT LUTHERVILLE, MD 21093	NONE	501(C)(3)	2012 PERU MEDICAL MISSION	10,000
HEARING AND SPEECH AGENCY 5900 METRO DRIVE BALTIMORE, MD 21215	NONE	501(C)(3)	PARENT TRAINING	25,000
HILLEL OF BROWARD AND PALM BEACH 777 GLADES RD BLDG LY-3A BOCA RATON, FL 33431	NONE	501(C)(3)	ISRAEL FELLOWS PROGRAM	20,000
HOPEWELL CANCER SUPPORT 10628 FALLS RD LUTHERVILLE, MD 21093	NONE	501(C)(3)	CANCER SUPPORT SERVICES	5,000
INCENTIVE MENTORING PROGRAM PO BOX 1584 BALTIMORE, MD 21203	NONE	501(C)(3)	GENERAL PURPOSES	10,000
INTERNATIONAL RESCUE COMMITTEE 122 E 42ND STREET NEW YORK, NY 10168	NONE	501(C)(3)	SUPPORT YOUTH CASE WORKERS	10,000
ISRAEL GUIDE DOG CENTER FOR THE BLIND 968 EASTON ROAD SUITE H WARRINGTON, PA 18976	NONE	501(C)(3)	GENERAL PURPOSES	15,000
JEWISH COMMUNITY CENTER OF GREATER BALTIMORE 5700 PARK HEIGHTS AVENUE BALTIMORE, MD 21215	NONE	501(C)(3)	INTERACTIVE WEBSITE	13,370
JEWISH COMMUNITY CENTER OF GREATER BALTIMORE 5700 PARK HEIGHTS AVENUE BALTIMORE, MD 21215	NONE	501(C)(3)	ADAPTIVE SENSORY EQUIPMENT	20,000
JEWISH COMMUNITY CENTER OF GREATER BALTIMORE 5700 PARK HEIGHTS AVENUE BALTIMORE, MD 21215	NONE	501(C)(3)	YEAR ROUND KLAL	25,000
JEWISH COMMUNITY SERVICES 5750 PARK HEIGHTS AVENUE BALTIMORE, MD 21215	NONE	501(C)(3)	PSYCHOLOGICAL TESTING EQUIPMENT	7,450
JEWISH COMMUNITY SERVICES 5750 PARK HEIGHTS AVENUE BALTIMORE, MD 21215	NONE	501(C)(3)	CHURCH HILL ALUKITCHEN UPGRADE	7,450
JEWISH FEDERATION OF PALM BEACH CO 4601 COMMUNITY DRIVE WEST PALM BEACH, FL 33417	NONE	501(C)(3)	ISRAEL AT 65 SPONSORSHIP	15,000

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

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a *Paid during the year*				
JEWISH FEDERATION OF PALM BEACH CO 4601 COMMUNITY DRIVE WEST PALM BEACH, FL 33417	NONE	501(C)(3)	ANNUAL CAMPAIGN	5,000
JEWISH FEDERATION OF PALM BEACH CO 4601 COMMUNITY DRIVE WEST PALM BEACH, FL 33417	NONE	501(C)(3)	JEWISH TEEN INITIATIVE MOBILE APP	6,500
JEWISH MUSEUM OF MARYLAND 15 LLOYD ST BALTIMORE, MD 21202	NONE	501(C)(3)	TRAVELING "CHOSEN FOOD"	20,650
JEWISH NATIONAL FUND 42 EAST 69TH STREET NEW YORK, NY 10021	NONE	501(C)(3)	PURCHASE OF 2 JAWS OF LIFE	15,000
JEWISH RECOVERY HOUSES 3723 OLD COURT ROAD SUITE 206 PIKESVILLE, MD 21208	NONE	501(C)(3)	GENERAL PURPOSE	2,500
JEWISH WOMEN FOUNDATION 4601 COMMUNITY DRIVE WEST PALM BEACH, FL 33417	NONE	501(C)(3)	GENERAL PURPOSES	2,000
JOHNS HOPKINS CHILDRENS CENTER 1800 ORLEANS STREET BALTIMORE, MD 21287	NONE	501(C)(3)	HADASSAH/JHU CYSTIC FIBROSIS COLLABORATIVE PROJECT	3,000
JOHNS HOPKINS CHILDRENS CENTER 1800 ORLEANS STREET BALTIMORE, MD 21287	NONE	501(C)(3)	INTEGRATING EXERCISE	19,430
JOHNS HOPKINS UNIVERSITY 3400 N CHARLES STREET BALTIMORE, MD 21218	NONE	501(C)(3)	BEARMAN LECTURESHIP	6,500
KENNEDY KRIEGER INSTITUTE 707 N BROADWAY ST BALTIMORE, MD 21205	NONE	501(C)(3)	LEAP PLAYGROUND	12,500
KEREN OR INC 350 SEVENTH AVENUE SUITE 701 NEW YORK, NY 10001	NONE	501(C)(3)	GENERAL PURPOSES	25,000
KIPP BALTIMORE 4701 GREENSPRING AVE BALTIMORE, MD 21209	NONE	501(C)(3)	THROUGH COLLEGE PROGRAM	15,000
LIVING CLASSROOMS FOUNDATION 1417 THAMES STREET BALTIMORE, MD 21231	NONE	501(C)(3)	TARGET INVESTMENT ZONE	25,000
LIVING CLASSROOMS FOUNDATION 1417 THAMES STREET BALTIMORE, MD 21231	NONE	501(C)(3)	GENERAL PURPOSES	500
LYRIC OPERA OF BALTIMORE 110 W MT ROYAL AVE BALTIMORE, MD 21201	NONE	501(C)(3)	STUDENT OUTREACH PROGRAM	2,500

Form 990PF Part XV Line 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*				
MARYLAND RAVENS INC 1413 GLENDALE RD BALTIMORE,MD 21239	NONE	501(C)(3)	ABILITIES AWARENESS PROJECT	500
MEALS ON WHEELS OF CENTRAL MARYLAND 515 SOUTH HAVEN STREET BALTIMORE,MD 21224	NONE	501(C)(3)	FREEZER UNIT PURCHASE	35,000
MIDDLE EAST MEDIA RESEARCH INSTITUTE PO BOX 27837 WASHINGTON,DC 20038	NONE	501(C)(3)	GENERAL PURPOSES	10,000
MUSCULAR DYSTROPHY ASSOCIATION 3300 E SUNRISE DRIVE TUCSON,AZ 85718	NONE	501(C)(3)	SUMMER CAMPS	9,600
NATIONAL AQUARIUM-BALTIMORE 501 EAST PRATT STREET BALTIMORE,MD 21202	NONE	501(C)(3)	PURCHASE DOLPHIN GATE	12,204
NER TAMID CONGREGATION 6209 LINCOLN AVE BALTIMORE,MD 21209	NONE	501(C)(3)	GENERAL PURPOSES	1,970
OPERATION WARM 1653 BRINTONS BRIDGE ROAD CHADDS FORD,PA 19317	NONE	501(C)(3)	BALTIMORE COAT PROGRAM	2,500
PEF ISRAEL ENDOWMENT FUNDS INC 317 MADISON AVENUE NEW YORK,NY 10017	NONE	501(C)(3)	MATAN-INVESTING IN THE COMMUNITY	5,000
PEF ISRAEL ENDOWMENT FUNDS INC 317 MADISON AVENUE NEW YORK,NY 10017	NONE	501(C)(3)	SDEROT 1ST RESPONSE AND RESCUE	5,000
PALM BEACH COUNTY SHERIFF FOUNDATION PO BOX 6506 WEST PALM BEACH,FL 33405	NONE	501(C)(3)	POCKET GYMNASIUM	1,200
PALM BEACH COUNTY SHERIFF'S OFFICE POLICE ACTIVITY LEAGUE 3228 GUN CLUB ROAD WEST PALM BEACH,FL 33406	NONE	501(C)(3)	MATCHING GRANT	11,000
PARKS AND PEOPLE FOUNDATION 800 WYMAN PARK DRIVE BALTIMORE,MD 21211	NONE	501(C)(3)	GENERAL PURPOSES	1,000
PLAY FOR PINK 175 E 74TH STREET NEW YORK,NY 10021	NONE	501(C)(3)	TOURNAMENT SPONSORSHIP	100
PORT DISCOVERY 35 MARKET PLACE BALTIMORE,MD 21201	NONE	501(C)(3)	ONCE UPON A DOORSTEP	15,000
QUANTUM HOUSE 901 45TH STREET WEST PALM BEACH,FL 33407	NONE	501(C)(3)	GENERAL PURPOSES	10,000

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

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a *Paid during the year*				
SCALE 13089 PEYTON DRIVE SUITE 452 CHINO HILLS,CA 91709	NONE	501(C)(3)	GENERAL PURPOSES	1,100
SEAGULL INDUSTRIES FOR THE DISABLED 3879 WEST INDUSTRIAL WAY WEST PALM BEACH,FL 33404	NONE	501(C)(3)	FURNISHING NEW CHARTER SCHOOL	15,000
SHEPPARD AND ENOCH PRATT HOSPITAL 6501 NORTH CHARLES ST BALTIMORE,MD 21285	NONE	501(C)(3)	VIDEO MODELING EQUIPMENT AND COMMUNICATIONS TECHNOLOGY	19,901
SHOSHANA CARDIN HIGH SCHOOL 7310 PARK HTS AVE BALTIMORE,MD 21208	NONE	501(C)(3)	ATHLETIC FIELD SIGN PURCHASE	4,650
SHOSHANA CARDIN HIGH SCHOOL 7310 PARK HTS AVE BALTIMORE,MD 21208	NONE	501(C)(3)	ANNUAL CONTRIBUTION	2,500
SPECIAL OLYMPICS FLORIDA 1915 DON WICKHAM DRIVE CLERMONT,FL 34711	NONE	501(C)(3)	POLAR PLUNGE	250
TEACH FOR AMERICA 315 W 35TH ST 7TH FL NEW YORK,NY 10018	NONE	501(C)(3)	GENERAL PURPOSES	10,000
THE SAMARITAN COMMUNITY 1407 BOLTON ST BALTIMORE,MD 21217	NONE	501(C)(3)	GENERAL PURPOSES	18,420
TOTAL HEALTH CARE 1501 DIVISION STREET BALTIMORE,MD 21217	NONE	501(C)(3)	REACH OUT AND READ	5,000
UNIVERSITY OF MARYLAND BALTIMORE COUNTY FOUNDATION 1000 HILLTOP CIRCLE BALTIMORE,MD 21250	NONE	501(C)(3)	HROBOWSKI FUND FOR INNOVATION	1,300
UNIVERSITY OF MARYLAND MEDICAL ALUMNI 522 W LOMBARD ST 201 BALTIMORE,MD 21201	NONE	501(C)(3)	JOHN BEALE DAVIDGE ALLIANCE	1,000
VALLEY VIEW SCHOOL PO BOX 338 NORTH BROOKFIELD,MA 01535	NONE	501(C)(3)	TECHNOLOGY NEEDS	26,560
YOUNG AUDIENCES ARTS FOR LEARNING MARYLAND 2601 NORTH HOWARD STREET BALTIMORE,MD 21218	NONE	501(C)(3)	GENERAL PURPOSES	5,000
Total . . . . ▶ **3a**				1,144,668

TY 2012 Accounting Fees Schedule

Name: HERBERT BEARMAN FOUNDATION

EIN: 31-1602562

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	13,450	5,380		8,070

TY 2012 Investments Corporate Stock Schedule

Name: HERBERT BEARMAN FOUNDATION

EIN: 31-1602562

Name of Stock	End of Year Book Value	End of Year Fair Market Value
WELLS FARGO INVESTMENTS - CORPORATE STOCKS	21,288,953	22,961,636

TY 2012 Investments Government Obligations Schedule

Name:	HERBERT BEARMAN FOUNDATION
EIN:	31-1602562
US Government Securities - End of Year Book Value:	6,306,829
US Government Securities - End of Year Fair Market Value:	5,741,867
State & Local Government Securities - End of Year Book Value:	0
State & Local Government Securities - End of Year Fair Market Value:	0

TY 2012 Investments - Other Schedule

Name: HERBERT BEARMAN FOUNDATION

EIN: 31-1602562

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
WELLS FARGO INVESTMENTS - OTHER INVESTMENTS	AT COST	2,698,000	3,714,892
CMS PLATINUM FUND	AT COST	725,046	725,046

TY 2012 Legal Fees Schedule

Name: HERBERT BEARMAN FOUNDATION

EIN: 31-1602562

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	639	0		639

TY 2012 Other Decreases Schedule

Name: HERBERT BEARMAN FOUNDATION

EIN: 31-1602562

Description	Amount
EXCESS FMV OVER COST BASIS	890,605

TY 2012 Other Expenses Schedule

Name: HERBERT BEARMAN FOUNDATION

EIN: 31-1602562

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OFFICE	7,834	0		7,834
DUES AND SUBSCRIPTIONS	1,639	0		1,639
INSURANCE	1,924	0		1,924
BANK CHARGES	477	0		477
COMPUTER EXPENSE	1,989	0		1,989

TY 2012 Other Income Schedule

Name: HERBERT BEARMAN FOUNDATION

EIN: 31-1602562

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
K-1 INVESTMENT INCOME	57,427	57,689	57,427

TY 2012 Other Professional Fees Schedule

Name: HERBERT BEARMAN FOUNDATION

EIN: 31-1602562

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	227,238	227,238		0

TY 2012 Taxes Schedule

Name: HERBERT BEARMAN FOUNDATION

EIN: 31-1602562

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL	8,540	0		8,540
FOREIGN	9,822	9,822		0
FEDERAL TAXES	17,000	0		0