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 , and ending

Name of foundation: BEN & ESTHER ROSENBLOOM FOUNDATION, INC.

A Employer identification number: 52-1258672

Number and street (or P O box number if mail is not delivered to street address): 8 RESERVOIR CIRCLE — Room/suite: 202

B Telephone number: 410-653-0239

City or town, state, and ZIP code: BALTIMORE, MD 21208

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 31852282.

J Accounting method: [X] 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))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	731975.	731975.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	500069.			
	b Gross sales price for all assets on line 6a 10505502.				
	7 Capital gain net income (from Part IV, line 2)		500069.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	10902.	10902.		STATEMENT 2
	12 **Total.** Add lines 1 through 11	1242946.	1242946.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	208240.	31235.		177005.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	5085.	763.		4322.
	16a Legal fees STMT 3	3025.	3025.		0.
	b Accounting fees STMT 4	25200.	3780.		21420.
	c Other professional fees STMT 5	181345.	181345.		0.
	17 Interest	4804.	4804.		0.
	18 Taxes STMT 6	55700.	15423.		13550.
	19 Depreciation and depletion	1691.	0.		
	20 Occupancy	17513.	2627.		14886.
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	96268.	0.		96268.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	598871.	243002.		327451.
	25 Contributions, gifts, grants paid	1142656.			1142656.
	26 **Total expenses and disbursements** Add lines 24 and 25	1741527.	243002.		1470107.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-498581.			
	b **Net investment income** (if negative, enter -0-)		999944.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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

		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	62166.	73633.	73633.
	2 Savings and temporary cash investments	1523123.	1009657.	1009657.
	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			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 9	2253109.	2246665.	2327234.
	b Investments - corporate stock STMT 10	6558498.	4697077.	5048732.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 11	17792069.	19973362.	23388208.
	14 Land, buildings, and equipment: basis ▶ 14443.			
	Less accumulated depreciation STMT 8 ▶ 11245.	4889.	3198.	3198.
	15 Other assets (describe ▶ STATEMENT 12)	302792.	1620.	1620.
	16 **Total assets** (to be completed by all filers)	28496646.	28005212.	31852282.
Liabilities	17 Accounts payable and accrued expenses		3800.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 13)	1237.	4584.	
	23 **Total liabilities** (add lines 17 through 22)	1237.	8384.	
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 ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	28495409.	27996828.	
	30 **Total net assets or fund balances**	28495409.	27996828.	
	31 **Total liabilities and net assets/fund balances**	28496646.	28005212.	

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	28495409.
2	Enter amount from Part I, line 27a	2	-498581.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	27996828.
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	27996828.

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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	SEE ATTACHED STATEMENTS			
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				
b				
c				
d				
e	10505502.		10005433.	500069.

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				
b				
c				
d				
e				500069.

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 — 500069.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter -0- in Part I, line 8 — 3 — N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see 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	1399617.	31115997.	.044981
2010	956808.	28548302.	.033515
2009	1208922.	25645157.	.047140
2008	2267493.	33079282.	.068547
2007	2274036.	37686480.	.060341

2	**Total** of line 1, column (d)	2	.254524
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	.050905
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	30528242.
5	Multiply line 4 by line 3	5	1554040.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	9999.
7	Add lines 5 and 6	7	1564039.
8	Enter qualifying distributions from Part XII, line 4	8	1470107.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	19999.
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	19999.
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	19999.
6	Credits/Payments:				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	14652.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	2000.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	16652.
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** SEE STATEMENT 14 ▶			9	3347.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MD			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (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

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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 ▶ N/A

14 The books are in care of ▶ HOWARD ROSENBLOOM Telephone no. ▶ 410-653-0239

Located at ▶ 8 RESERVOIR CIRCLE, SUITE 202, BALTIMORE, MD ZIP+4 ▶ 21218

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 | N/A

			Yes	No
16	At any time during calendar year 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		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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	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 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 ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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.)* N/A	3b		
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 2012?	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)? ☐ 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)? N/A | 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? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b |

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 17		208240.	5085.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
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 THE FOUNDATION AWARDS GRANTS AND CONTRIBUTIONS TO OTHER SECTION 501(C)(3) ORGANIZATIONS. SEE ATTACHED LIST.	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

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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	29849290.
b	Average of monthly cash balances	1b	1143301.
c	Fair market value of all other assets	1c	548.
d	**Total** (add lines 1a, b, and c)	1d	30993139.
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	30993139.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	464897.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	30528242.
6	**Minimum investment return.** Enter 5% of line 5	6	1526412.

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	1526412.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 19999.		
b	Income tax for 2012. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	19999.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1506413.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1506413.
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	1506413.

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	1470107.
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	1470107.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1470107.

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				1506413.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007 450012.				
b From 2008 623803.				
c From 2009				
d From 2010				
e From 2011				
f **Total** of lines 3a through e	1073815.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 1470107.				
a Applied to 2011, 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 2012 distributable amount				1470107.
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).)	36306.			36306.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1037509.			
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 instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	413706.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	623803.			
10 Analysis of line 9:				
a Excess from 2008 623803.				
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) 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 2012, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

SEE STATEMENT 18

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

c Any submission deadlines:

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

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 SCHEDULE	NONE	PUBLIC	SEE ATTACHED SCHEDULE FOR PURPOSE	1142656.
Total			▶ **3a**	1142656.
b *Approved for future payment*				
NONE				
Total			▶ **3b**	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	731975.	
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			16	10902.	
8 Gain or (loss) from sales of assets other than inventory			18	500069.	
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.		1242946.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 1242946.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Harold Rosenbloom | 11/14/2013 | PRESIDENT

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
BENJAMIN A. BERGER		11/1-13		P00287311
Firm's name ▶ MCGLADREY LLP			Firm's EIN ▶ 42-0714325	
Firm's address ▶ 100 INTERNATIONAL DRIVE, SUITE 1400 BALTIMORE, MD 21202			Phone no. (410)246-9300	

Form 990-PF (2012)

223622
12-05-12

12591106 758923 6309267 2012.04040 BEN & ESTHER ROSENBLOOM FOU 63092672

Form **8868** (Rev. January 2013) Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No 1545-1709

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

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

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Type or print		
File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions BEN & ESTHER ROSENBLOOM FOUNDATION, INC.	Employer identification number (EIN) or 52-1258672
	Number, street, and room or suite no If a P O box, see instructions. 8 RESERVOIR CIRCLE, No. 202	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions. BALTIMORE, MD 21208	

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

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ HOWARD ROSENBLOOM 8 RESERVOIR CIRCLE, SUITE 202 - BALTIMORE, MD 21218
  Telephone No ▶ 410-653-0239 FAX No ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until August 15, 2013 , to file the exempt organization return for the organization named above The extension is for the organization's return for
▶ [X] calendar year 2012 or
▶ [ ] tax year beginning ______ , and ending ______

2 If the tax year entered in line 1 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	$ 16652.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$ 14652.
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$ 2000.

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

LHA **For Privacy Act and Paperwork Reduction Act Notice, see instructions.** Form **8868** (Rev 1-2013)

223841
01-21-13

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1)

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

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
File by the due date for filing your return See instructions	BEN & ESTHER ROSENBLOOM FOUNDATION, INC.	52-1258672
	Number, street, and room or suite no If a P O box, see instructions 8 RESERVOIR CIRCLE, No. 202	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions BALTIMORE, MD 21208	

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

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ HOWARD ROSENBLOOM
8 RESERVOIR CIRCLE, SUITE 202 - BALTIMORE, MD 21218

Telephone No ▶ 410-653-0239 FAX No ▶

- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ____ If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until November 15, 2013

5 For calendar year 2012 , or other tax year beginning ________ , and ending ________

6 If the tax year entered in line 5 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS REQUIRED TO GATHER INFORMATION TO FILE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	8a	$ 16652.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	$ 16652.
c	**Balance due.** Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Title ▶ PRESIDENT Date ▶

223842
01-21-13

08430808 758923 6309267 2012.03050 BEN & ESTHER ROSENBLOOM FOU 63092671

Ben & Esther Rosenbloom Foundation, Inc.
EIN: 52-1258672
Schedule of Grants and Contributions Paid
Form 990PF, Page 11, Part XV, Line 3(a)

Recipient Name	Location	Relationship	Foundation Status	Purpose of Grant	Amount
ACHARAI	Baltimore	None	Public	Unrestricted	1,000
ACHIM	New York	None	Public	Unrestricted	1,800
AICE	Maryland	None	Public	Unrestricted	25,000
AJC	Florida	None	Public	Unrestricted	2,000
Aleph Society	New York	None	Public	Unrestricted	2,200
Ariel Jewish Center Baltimore	Baltimore	None	Public	Unrestricted	25
American Friends of Melitz	Isreal	None	Public	Unrestricted	25,000
American Technion Society	Baltimore	None	Public	Unrestricted	56,000
Associated Jewish Federation	Baltimore	None	Public	Unrestricted	323,609
Baltimore Museum of Art	Baltimore	None	Public	Unrestricted	2,500
Baltimore Symphony Orchestra	Baltimore	None	Public	Unrestricted	15,000
BATYA Friends of United Hatzalah	New York	None	Public	Unrestricted	5,000
Boys Town Jerusalem (David Herman)	Israel	None	Public	Unrestricted	3,000
Cardin School	Baltimore	None	Public	Unrestricted	2,400
Central Scholarship Bureau	Maryland	None	Public	Unrestricted	7,500
Central Fund for Isreal	Isreal	None	Public	Unrestricted	5,000
Chaim Charities Inc	Isreal	None	Public	Unrestricted	2,500
Chizuk Amuno	Baltimore	None	Public	Unrestricted	70,000
Education Access Strategies	Maryland	None	Public	Unrestricted	5,000
Elijah Commings Yorth Program in Isreal	Isreal	None	Public	Unrestricted	1 000
Friends of Merczhatorah Foundation	IL	None	Public	Unrestricted	3,600
Friends of the Israel Defense Forces	Israel	None	Public	Unrestricted	27,500
Friends of the Daniel Center	New York	None	Public	Unrestricted	5,000
Hadassah	Israel	None	Public	Unrestricted	75,000
Hebrew @ the Center	Massachusetts	None	Public	Unrestricted	50,000
Hillel	Baltimore	None	Public	Unrestricted	105,000
ICJS	Baltimore	None	Public	Unrestricted	11,000
Jewish Causes of Choice, Inc	Massachusetts	None	Public	Unrestricted	35,000
JCC	Baltimore	None	Public	Unrestricted	43,869
Jewish Council of Public Affairs	New York	None	Public	Unrestricted	5,000
Jewish Funders Network	Baltimore	None	Public	Unrestricted	25,000
Jewish Theological Seminary	New York	None	Public	Unrestricted	1,000
Jewish Reconstruction Federation	New York	None	Public	Unrestricted	75,675
Jews for Judaism	Baltimore	None	Public	Unrestricted	6,000
Kulanu	New York	None	Public	Unrestricted	5,000
Kayam Farm at Pearlstone	Baltimore	None	Public	Unrestricted	2,500
Lyric Opera of Baltimore	Baltimore	None	Public	Unrestricted	10,000
Living Classrooms Foundation	Baltimore	None	Public	Unrestricted	1,500
Maryland Society for SisUT	Baltimore	None	Public	Unrestricted	5,000
Middle East Forum	Philadelphia	None	Public	Unrestricted	10,000
Maimonides Education	Ny	None	Public	Unrestricted	25
National Council of Young Isreal	New York	None	Public	Unrestricted	1,000
National Yiddish Book Center	Massachusetts	None	Public	Unrestricted	54
National Aquarium in Baltimore	Baltimore	None	Public	Unrestricted	3,000
OHR Torah Stone	New York	None	Public	Unrestricted	7,500
Shoshana S Cardin School	Baltimore	None	Public	Unrestricted	6,874
Project Genesis - Tora	Baltimore	None	Public	Unrestricted	25
Temple Israel of Hollywood	Baltimore	None	Public	Unrestricted	30,000
The League of People	Baltimore	None	Public	Unrestricted	2,500
The Investigative Project	Washington DC	None	Public	Unrestricted	5,000
Tofte Lake Center	Ely, MN	None	Public	Unrestricted	2,500
USHMM Membership	Washington DC	None	Public	Unrestricted	2,500
Washington & Lee University	Virginia	None	Public	Unrestricted	1,000
Yeshiva Lubavitch of Baltimore	Baltimore	None	Public	Unrestricted	20,000
Young Advisors of Maryland	Baltimore	None	Public	Unrestricted	2,500
					1,142,656

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	PUBLICLY TRADED SECURITIES UBS ACCT# 11594	P	VARIOUS	VARIOUS
b	PUBLICLY TRADED SECURITIES UBS ACCT# 11594	P	VARIOUS	VARIOUS
c	PUBLICLY TRADED SECURITIES ACCT# 13986	P	VARIOUS	VARIOUS
d	PUBLICLY TRADED SECURITIES UBS ACCT# 12973	P	VARIOUS	VARIOUS
e	PUBLICLY TRADED SECURITIES UBS ACCT# 11793	P	VARIOUS	VARIOUS
f	PUBLICLY TRADED SECURITIES UBS ACCT# 11793	P	VARIOUS	VARIOUS
g	PUBLICLY TRADED SECURITIES UBS ACCT# 11752	P	VARIOUS	VARIOUS
h	PUBLICLY TRADED SECURITIES UBS ACCT# 11737	P	VARIOUS	VARIOUS
i	PUBLICLY TRADED SECURITIES UBS ACCT# 11601	P	VARIOUS	VARIOUS
j	PUBLICLY TRADED SECURITIES UBS ACCT# 11601	P	VARIOUS	VARIOUS
k	PUBLICLY TRADED SECURITIES UBS ACCT# 11600	P	VARIOUS	VARIOUS
l	PUBLICLY TRADED SECURITIES UBS ACCT# 11600	P	VARIOUS	VARIOUS
m	PUBLICLY TRADED SECURITIES UBS ACCT# 11599	P	VARIOUS	VARIOUS
n	PUBLICLY TRADED SECURITIES UBS ACCT# 11599	P	VARIOUS	VARIOUS
o	PUBLICLY TRADED SECURITIES UBS ACCT# 11598	P	VARIOUS	VARIOUS

	(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	813541.		824010.	-10469.
b	965598.		971882.	-6284.
c	63733.		39830.	23903.
d	199796.		167851.	31945.
e	293167.		292460.	707.
f	486753.		504004.	-17251.
g	1053668.		1048665.	5003.
h	300012.		362620.	-62608.
i	110268.		110061.	207.
j	989292.		817831.	171461.
k	26665.		44160.	-17495.
l	286770.		177942.	108828.
m	619318.		576517.	42801.
n	208456.		154807.	53649.
o	1574879.		1553555.	21324.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				-10469.
b				-6284.
c				23903.
d				31945.
e				707.
f				-17251.
g				5003.
h				-62608.
i				207.
j				171461.
k				-17495.
l				108828.
m				42801.
n				53649.
o				21324.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter "-0-" in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

223591
05-01-12

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	PUBLICLY TRADED SECURITIES UBS ACCT# 11598	P	VARIOUS	VARIOUS
b	EAST SIDE CAPITAL L.P	P	VARIOUS	VARIOUS
c	EAST SIDE CAPITAL L.P	P	VARIOUS	VARIOUS
d	TEEKAY LNG PARTNERS LP	P	VARIOUS	VARIOUS
e	WILLIAMS PARTNER LP	P	VARIOUS	VARIOUS
f	ACL ALTERNATIVE FUND SAC LIMITED	P	VARIOUS	VARIOUS
g	ACL ALTERNATIVE FUND SAC LIMITED	P	VARIOUS	VARIOUS
h	PUBLICLY TRADED SECURITIES UBS ACCT# 19586	P	VARIOUS	VARIOUS
i	PUBLICLY TRADED SECURITIES UBS ACCT# 19586	P	VARIOUS	VARIOUS
j	SIDE INVESTORS 2 LLC	P	VARIOUS	VARIOUS
k	SIDE INVESTORS 2 LLC	P	VARIOUS	VARIOUS
l	SIDE INVESTORS 2 LLC	P	VARIOUS	VARIOUS
m	SIDE INVESTORS 2 LLC	P	VARIOUS	VARIOUS
n	PUBLICLY TRADED SECURITIES MORGAN STANLEY	P	VARIOUS	VARIOUS
o	TEEKAY LNG PARTNERS LP	P	VARIOUS	VARIOUS

	(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	473559.		409907.	63652.
b			53215.	-53215.
c	101502.			101502.
d	1092.			1092.
e	1.			1.
f			10070.	-10070.
g			15105.	-15105.
h	853401.		900705.	-47304.
i	1080692.		968616.	112076.
j			14.	-14.
k			895.	-895.
l			6.	-6.
m	251.			251.
n			36.	-36.
o			669.	-669.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				63652.
b				-53215.
c				101502.
d				1092.
e				1.
f				-10070.
g				-15105.
h				-47304.
i				112076.
j				-14.
k				-895.
l				-6.
m				251.
n				-36.
o				-669.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

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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	WILLIAMS PARTNER LP	P	VARIOUS	VARIOUS
b	ENERGY TRANSFER PARTNERS	P	VARIOUS	VARIOUS
c	MARTIN MIDSTREAM	P	VARIOUS	VARIOUS
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(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	1413.			1413.
b	691.			691.
c	984.			984.
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				1413.
b				691.
c				984.
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

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	500069.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

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FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ACL ALTERNATIVE FUND SAC LIMITED	338.	0.	338.
EAST SIDE CAPITAL LP	84955.	0.	84955.
ENERGY TRANSFER PARTNERS	62.	0.	62.
OCELOT ENERGY RESOURCES LLC	-1.	0.	-1.
SIDE INVESTORS 2 LLC	319.	0.	319.
TEEKAY LNG PARTNERS	65.	0.	65.
UBS ACCT#11591	50.	0.	50.
UBS ACCT#11594	108806.	0.	108806.
UBS ACCT#11598	21931.	0.	21931.
UBS ACCT#11599	41065.	0.	41065.
UBS ACCT#11600	6197.	0.	6197.
UBS ACCT#11601	40862.	0.	40862.
UBS ACCT#11737	72436.	0.	72436.
UBS ACCT#11752	43.	0.	43.
UBS ACCT#11790	83066.	0.	83066.
UBS ACCT#11793	121348.	0.	121348.
UBS ACCT#11804	60978.	0.	60978.
UBS ACCT#13986	30275.	0.	30275.
UBS ACCT#18064	43764.	0.	43764.
UBS ACCT#18900	2890.	0.	2890.
UBS ACCT#19586	12525.	0.	12525.
WILLIAMS PARTNERS LP	1.	0.	1.
TOTAL TO FM 990-PF, PART I, LN 4	731975.	0.	731975.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
OTHER PORTFOLIO INCOME	16622.	16622.	
ORDINARY INCOME/LOSS FROM PARTNERSHIPS	-5791.	-5791.	
RENTAL INCOME - SIDE INVESTORS	71.	71.	
TOTAL TO FORM 990-PF, PART I, LINE 11	10902.	10902.	

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	3025.	3025.		0.
TO FM 990-PF, PG 1, LN 16A	3025.	3025.		0.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
REVIEW AND TAX PREPARATION FEES	25200.	3780.		21420.
TO FORM 990-PF, PG 1, LN 16B	25200.	3780.		21420.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PARTNERSHIP INVESTMENT MGT FEES	67869.	67869.		0.
INVESTMENT MGT FEES UBS INSTITUTIONAL C	113476.	113476.		0.
TO FORM 990-PF, PG 1, LN 16C	181345.	181345.		0.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	15941.	2391.		13550.
EXCISE TAX	26727.	0.		0.
EAST SIDE LP FOREIGN TAXES	6832.	6832.		0.
FOREIGN TAXES - UBS	6200.	6200.		0.
TO FORM 990-PF, PG 1, LN 18	55700.	15423.		13550.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MEALS AND ENTERTAINMENT	56367.	0.		56367.
DUES AND SUBSCRIPTIONS	814.	0.		814.
OFFICE EXPENSES	5844.	0.		5844.
OTHER EXPENSES	6019.	0.		6019.
HEALTH INSURANCE	27224.	0.		27224.
TO FORM 990-PF, PG 1, LN 23	96268.	0.		96268.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 8

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE	FAIR MARKET VALUE
FURNITURE & EQUIPMENT	14443.	11245.	3198.	3198.
TO 990-PF, PART II, LN 14	14443.	11245.	3198.	3198.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 9

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
UBS INSTITUTIONAL CONSULTING US OBLIGATIONS	X		2246665.	2327234.
TOTAL U.S. GOVERNMENT OBLIGATIONS			2246665.	2327234.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			2246665.	2327234.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
UBS INSTITUTIONAL CONSULTING CORPORATE STOCK	4697077.	5048732.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4697077.	5048732.

FORM 990-PF OTHER INVESTMENTS STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ISREAL BONDS	COST	200000.	200000.
PARTNERSHIP INVESTMENTS	COST	5623994.	3001383.
AURORA OFFSHORES III	COST	500000.	500000.
SIDE INVESTORS 2 , LLC	COST	1731.	1731.
CRTI EQUITY INVESTMENTS	COST	7524.	7524.
HARRIS AURORA OFFSHORES II	COST	3000000.	3675119.
UBS INSTITUTIONAL CONSULTING MUTUAL FUNDS	COST	10637241.	15999579.
OTHER INVESTMENTS	COST	2872.	2872.
TOTAL TO FORM 990-PF, PART II, LINE 13		19973362.	23388208.

FORM 990-PF OTHER ASSETS STATEMENT 12

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
SECURITY DEPOSITS	1620.	1620.	1620.
EXCISE TAX RECEIVABLE	1017.	0.	0.
DISTRIBUTION RECEIVABLE	300155.	0.	0.
TO FORM 990-PF, PART II, LINE 15	302792.	1620.	1620.

FORM 990-PF OTHER LIABILITIES STATEMENT 13

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DUE TO RELATED PARTY	1237.	1237.
EXCISE TAX PAYABLE	0.	3347.
TOTAL TO FORM 990-PF, PART II, LINE 22	1237.	4584.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 17

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
HOWARD ROSENBLOOM 8 RESERVOIR CIRCLE BALTIMORE, MD 21208	PRESIDENT/TREASURER 40.00	122000.	3660.	0.
MICHELLE ROSENBLOOM 8 RESERVOIR CIRCLE BALTIMORE, MD 21208	TRUSTEE 2.00	18750.	0.	0.
KEITH ROSENBLOOM 8 RESERVOIR CIRCLE BALTIMORE, MD 21208	TRUSTEE 2.00	0.	0.	0.
ROBERT M. ROSENBLOOM 8 RESERVOIR CIRCLE BALTIMORE, MD 21208	TRUSTEE 2.00	20000.	0.	0.
SANFORD ROSENBLOOM 8 RESERVOIR CIRCLE BALTIMORE, MD 21208	VICE PRESIDENT 16.00	47490.	1425.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		208240.	5085.	0.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 18
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

HOWARD ROSENBLOOM
8 RESERVOIR CIRCLE, SUITE 202
BALTIMORE, MD 21208

TELEPHONE NUMBER

410-653-0239

FORM AND CONTENT OF APPLICATIONS

CALL THE FOUNDATION OFFICE TO RECEIVE INFORMATION ON THE SUBMISSION PROCESS AND REQUIRED DOCUMENTATION

ANY SUBMISSION DEADLINES

NO DEADLINES EXIST - APPLICATIONS ARE REVIEWED AS RECEIVED.

RESTRICTIONS AND LIMITATIONS ON AWARDS

APPLICATIONS ARE LIMITED TO CORPORATIONS THAT QUALIFY UNDER SECTION 501(C)(3).

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FORM 990-PF PAGE 1

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Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	FURNITURE & EQUIPMENT	VARIES		.000	16	14443.			14443.	9554.		1691.
	* TOTAL 990-PF PG 1 DEPR					14443.		0.	14443.	9554.	0.	1691.

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(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction