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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

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

|                                                                                                                                                                                                                                                                                                                                      |                                                                                                                                                       |                                                                                                                                                                              |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Name of foundation<br><b>REMBRANDT FOUNDATION, INC.</b>                                                                                                                                                                                                                                                                              |                                                                                                                                                       | A Employer identification number<br><b>52-1452037</b>                                                                                                                        |
| Number and street (or P.O. box number if mail is not delivered to street address)<br><b>100 CONSTELLATION WAY</b>                                                                                                                                                                                                                    | Room/suite<br><b>1800P</b>                                                                                                                            | B Telephone number<br><b>410-470-5624</b>                                                                                                                                    |
| City or town, state, and ZIP code<br><b>BALTIMORE, MD 21202</b>                                                                                                                                                                                                                                                                      |                                                                                                                                                       | C If exemption application is pending, check here <input type="checkbox"/>                                                                                                   |
| G Check all that apply<br><input type="checkbox"/> Initial return<br><input type="checkbox"/> Final return<br><input checked="" type="checkbox"/> Address change<br><input type="checkbox"/> Initial return of a former public charity<br><input type="checkbox"/> Amended return<br><input checked="" type="checkbox"/> Name change |                                                                                                                                                       | D 1. Foreign organizations, check here <input type="checkbox"/><br>2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |
| H Check type of organization<br><input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation<br><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust<br><input type="checkbox"/> Other taxable private foundation                                                                               |                                                                                                                                                       | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>                                                                |
| I Fair market value of all assets at end of year<br>(from Part II, col. (c), line 16)<br><b>\$ 24,331,164.</b> (Part I, column (d) must be on cash basis.)                                                                                                                                                                           | J Accounting method<br><input type="checkbox"/> Cash<br><input checked="" type="checkbox"/> Accrual<br><input type="checkbox"/> Other (specify) _____ | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>                                                             |

| Part I Analysis of Revenue and Expenses<br>(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) |
|----------------------------------------------------------------------------------------------------------------------------------------------------|--|------------------------------------|---------------------------|-------------------------|-------------------------------------------------------------|
| 1 Contributions, gifts, grants, etc., received                                                                                                     |  | 0.                                 |                           | N/A                     |                                                             |
| 2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B                                                     |  |                                    |                           |                         |                                                             |
| 3 Interest on savings and temporary cash investments                                                                                               |  | 96,249.                            | 96,249.                   |                         | STATEMENT 1                                                 |
| 4 Dividends and interest from securities                                                                                                           |  | 388.                               | 388.                      |                         | STATEMENT 2                                                 |
| 5a Gross rents                                                                                                                                     |  |                                    |                           |                         |                                                             |
| b Net rental income or (loss)                                                                                                                      |  |                                    |                           |                         |                                                             |
| 6a Net gain or (loss) from sale of assets not on line 10                                                                                           |  | 26,966.                            |                           |                         |                                                             |
| b Gross sales price for all assets on line 6a                                                                                                      |  | 3,841,290.                         |                           |                         |                                                             |
| 7 Capital gain net income (from Part IV, line 2)                                                                                                   |  |                                    | 26,966.                   |                         |                                                             |
| 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                                                                                                                                    |  |                                    |                           |                         |                                                             |
| 12 Total. Add lines 1 through 11                                                                                                                   |  | 123,603.                           | 123,603.                  |                         |                                                             |
| 13 Compensation of officers, directors, trustees, etc.                                                                                             |  | 0.                                 | 0.                        |                         | 0.                                                          |
| 14 Other employee salaries and wages                                                                                                               |  |                                    |                           |                         |                                                             |
| 15 Pension plans, employee benefits                                                                                                                |  |                                    |                           |                         |                                                             |
| 16a Legal fees                                                                                                                                     |  |                                    |                           |                         |                                                             |
| b Accounting fees                                                                                                                                  |  | 1,875.                             | 0.                        |                         | 0.                                                          |
| c Other professional fees                                                                                                                          |  | 6,354.                             | 0.                        |                         | 0.                                                          |
| 17 Interest                                                                                                                                        |  |                                    |                           |                         |                                                             |
| 18 Taxes                                                                                                                                           |  | 14,399.                            | 0.                        |                         | 0.                                                          |
| 19 Depreciation and depletion                                                                                                                      |  |                                    |                           |                         |                                                             |
| 20 Occupancy                                                                                                                                       |  |                                    |                           |                         |                                                             |
| 21 Travel, conferences, and meetings                                                                                                               |  |                                    |                           |                         |                                                             |
| 22 Printing and publications                                                                                                                       |  |                                    |                           |                         |                                                             |
| 23 Other expenses                                                                                                                                  |  | 7,681.                             | 0.                        |                         | 0.                                                          |
| 24 Total operating and administrative expenses. Add lines 13 through 23                                                                            |  | 30,309.                            | 0.                        |                         | 0.                                                          |
| 25 Contributions, gifts, grants paid                                                                                                               |  | 5,383,022.                         |                           |                         | 4,400,438.                                                  |
| 26 Total expenses and disbursements. Add lines 24 and 25                                                                                           |  | 5,413,331.                         | 0.                        |                         | 4,400,438.                                                  |
| 27 Subtract line 26 from line 12                                                                                                                   |  | -5,289,728.                        |                           |                         |                                                             |
| a Excess of revenue over expenses and disbursements                                                                                                |  |                                    |                           |                         |                                                             |
| b Net investment income (if negative, enter -0-)                                                                                                   |  |                                    | 123,603.                  |                         |                                                             |
| c Adjusted net income (if negative, enter -0-)                                                                                                     |  |                                    |                           | N/A                     |                                                             |

| Part II Balance Sheets                                              |                                                                                           | Attached schedules and amounts in the description column should be for end-of-year amounts only |                |                       |
|---------------------------------------------------------------------|-------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------|----------------|-----------------------|
|                                                                     |                                                                                           | Beginning of year                                                                               | End of year    |                       |
|                                                                     |                                                                                           | (a) Book Value                                                                                  | (b) Book Value | (c) Fair Market Value |
| Assets                                                              | 1 Cash - non-interest-bearing                                                             | 139,694.                                                                                        | 296,271.       | 296,271.              |
|                                                                     | 2 Savings and temporary cash investments                                                  | 27,655,636.                                                                                     | 23,196,517.    | 23,234,893.           |
|                                                                     | 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                                    |                                                                                                 |                |                       |
|                                                                     | b Investments - corporate stock                                                           |                                                                                                 |                |                       |
|                                                                     | c Investments - corporate bonds                                                           |                                                                                                 |                |                       |
| 11 Investments - land, buildings, and equipment basis ▶ 1,340,000.  |                                                                                           |                                                                                                 |                |                       |
| Less accumulated depreciation ▶                                     | 1,340,000.                                                                                | 1,340,000.                                                                                      | 800,000.       |                       |
| 12 Investments - mortgage loans                                     |                                                                                           |                                                                                                 |                |                       |
| 13 Investments - other                                              |                                                                                           |                                                                                                 |                |                       |
| 14 Land, buildings, and equipment basis ▶                           |                                                                                           |                                                                                                 |                |                       |
| Less accumulated depreciation ▶                                     |                                                                                           |                                                                                                 |                |                       |
| 15 Other assets (describe ▶ )                                       |                                                                                           |                                                                                                 |                |                       |
| 16 Total assets (to be completed by all filers)                     | 29,135,330.                                                                               | 24,832,788.                                                                                     | 24,331,164.    |                       |
| Liabilities                                                         | 17 Accounts payable and accrued expenses                                                  |                                                                                                 |                |                       |
|                                                                     | 18 Grants payable                                                                         | 2,134,950.                                                                                      | 982,584.       |                       |
|                                                                     | 19 Deferred revenue                                                                       |                                                                                                 |                |                       |
|                                                                     | 20 Loans from officers, directors, trustees, and other disqualified persons               |                                                                                                 |                |                       |
|                                                                     | 21 Mortgages and other notes payable                                                      |                                                                                                 |                |                       |
|                                                                     | 22 Other liabilities (describe ▶ SALE ESCROW )                                            | 0.                                                                                              | 80,000.        |                       |
|                                                                     | 23 Total liabilities (add lines 17 through 22)                                            | 2,134,950.                                                                                      | 1,062,584.     |                       |
| Net Assets or Fund Balances                                         | Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>                   |                                                                                                 |                |                       |
|                                                                     | 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 ▶ <input checked="" type="checkbox"/> |                                                                                                 |                |                       |
|                                                                     | 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 | 27,000,380.                                                                               | 23,770,204.                                                                                     |                |                       |
| 30 Total net assets or fund balances                                | 27,000,380.                                                                               | 23,770,204.                                                                                     |                |                       |
| 31 Total liabilities and net assets/fund balances                   | 29,135,330.                                                                               | 24,832,788.                                                                                     |                |                       |

## 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<br>(must agree with end-of-year figure reported on prior year's return) | 1 | 27,000,380. |
| 2 Enter amount from Part I, line 27a                                                                                                                            | 2 | -5,289,728. |
| 3 Other increases not included in line 2 (itemize) ▶ PRIOR PERIOD ADJUSTMENTS                                                                                   | 3 | 2,059,552.  |
| 4 Add lines 1, 2, and 3                                                                                                                                         | 4 | 23,770,204. |
| 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 | 23,770,204. |

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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<br>P - Purchase<br>D - Donation | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|-----------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------|--------------------------------------|----------------------------------|
| <b>1a CHARLES SCHWAB CORP</b>                                                                                                     | P                                                | 08/24/12                             | 12/21/12                         |
| <b>b US TREASURY N/B</b>                                                                                                          | P                                                | 08/13/10                             | 12/04/12                         |
| <b>c US TREASURY N/B</b>                                                                                                          | P                                                | 08/13/10                             | 12/05/12                         |
| <b>d US TREASURY N/B</b>                                                                                                          | P                                                | 09/20/11                             | 12/21/12                         |
| <b>e</b>                                                                                                                          |                                                  |                                      |                                  |

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| <b>a 531,105.</b>     |                                            | <b>513,531.</b>                                 | <b>17,574.</b>                               |
| <b>b 1,005,114.</b>   |                                            | <b>1,001,334.</b>                               | <b>3,780.</b>                                |
| <b>c 1,005,075.</b>   |                                            | <b>1,001,334.</b>                               | <b>3,741.</b>                                |
| <b>d 1,299,996.</b>   |                                            | <b>1,298,125.</b>                               | <b>1,871.</b>                                |
| <b>e</b>              |                                            |                                                 |                                              |

| (i) FMV as of 12/31/69 | (j) Adjusted basis<br>as of 12/31/69 | (k) Excess of col (i)<br>over col (j), if any | (l) Gains (Col (h) gain minus<br>col. (k), but not less than -0-) or<br>Losses (from col. (h)) |
|------------------------|--------------------------------------|-----------------------------------------------|------------------------------------------------------------------------------------------------|
| <b>a</b>               |                                      |                                               | <b>17,574.</b>                                                                                 |
| <b>b</b>               |                                      |                                               | <b>3,780.</b>                                                                                  |
| <b>c</b>               |                                      |                                               | <b>3,741.</b>                                                                                  |
| <b>d</b>               |                                      |                                               | <b>1,871.</b>                                                                                  |
| <b>e</b>               |                                      |                                               |                                                                                                |

|                                                                                                                                                                                      |          |                |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|----------------|
| <b>2 Capital gain net income or (net capital loss)</b> <span style="float: right;">{ If gain, also enter in Part I, line 7<br/>If (loss), enter -0- in Part I, line 7 }</span>       | <b>2</b> | <b>26,966.</b> |
| <b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)</b><br>If gain, also enter in Part I, line 8, column (c)<br>If (loss), enter -0- in Part I, line 8 | <b>3</b> | <b>N/A</b>     |

**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<br>Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio<br>(col (b) divided by col (c)) |
|-------------------------------------------------------------------|---------------------------------------|-------------------------------------------|--------------------------------------------------------|
| 2011                                                              | 7,479,906.                            | 33,692,916.                               | .222002                                                |
| 2010                                                              | 4,784,267.                            | 39,344,604.                               | .121599                                                |
| 2009                                                              | 3,621,889.                            | 12,579,495.                               | .287920                                                |
| 2008                                                              | 3,264,887.                            | 11,560,824.                               | .282410                                                |
| 2007                                                              | 3,137,380.                            | 14,164,360.                               | .221498                                                |

|                                                                                                                                                                                       |          |                    |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|--------------------|
| <b>2 Total of line 1, column (d)</b>                                                                                                                                                  | <b>2</b> | <b>1.135429</b>    |
| <b>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</b> | <b>3</b> | <b>.227086</b>     |
| <b>4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5</b>                                                                                                 | <b>4</b> | <b>26,027,482.</b> |
| <b>5 Multiply line 4 by line 3</b>                                                                                                                                                    | <b>5</b> | <b>5,910,477.</b>  |
| <b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>                                                                                                                   | <b>6</b> | <b>1,236.</b>      |
| <b>7 Add lines 5 and 6</b>                                                                                                                                                            | <b>7</b> | <b>5,911,713.</b>  |
| <b>8 Enter qualifying distributions from Part XII, line 4</b>                                                                                                                         | <b>8</b> | <b>4,400,438.</b>  |

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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b | 1  | 2,472. |
| 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  | 2,472. |
| 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  | 2,472. |
| 6  | Credits/Payments                                                                                                                                |    |        |
| a  | 2012 estimated tax payments and 2011 overpayment credited to 2012                                                                               | 6a | 4,948. |
| b  | Exempt foreign organizations - tax withheld at source                                                                                           | 6b |        |
| c  | Tax paid with application for extension of time to file (Form 8868)                                                                             | 6c |        |
| d  | Backup withholding erroneously withheld                                                                                                         | 6d |        |
| 7  | Total credits and payments. Add lines 6a through 6d                                                                                             | 7  | 4,948. |
| 8  | Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached                               | 8  | 5.     |
| 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 | 2,471. |
| 11 | Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 2,471. Refunded <input type="checkbox"/>              | 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?                                                                                                                                                                 |     | X  |
| 1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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. |     | X  |
| 1c Did the foundation file Form 1120-POL for this year?                                                                                                                                                                                                                                                                                 |     | X  |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:<br>(1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.                                                                                                                  |     |    |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 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.                                                                                                                                                                            |     | 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                                                                                                            |     | X  |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?                                                                                                                                                                                                                                          |     | X  |
| b If "Yes," has it filed a tax return on Form 990-T for this year?                                                                                                                                                                                                                                                                      |     |    |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.                                                                                                                                                                      |     | X  |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:<br>• By language in the governing instrument, or<br>• 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?    | 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.                                                                                                                                                                                                    | X   |    |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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                                                                                                                           | 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                                                                                  |     | X  |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses                                                                                                                                                                                                   |     | X  |

N/A

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

|    |                                                                                                                                                                                                                                                                                                                                  |    |     |         |
|----|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|-----|---------|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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?<br>Website address ► N/A                                                                                                                                                                                     | 13 | X   |         |
| 14 | The books are in care of ► WILMINGTON TRUST SP SERVICES, INC. Telephone no ► 302-651-8300<br>Located at ► 1105 N. MARKET STREET, SUITE 1300, WILMINGTON, DE ZIP+4 ► 19801                                                                                                                                                        |    |     |         |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here<br>and enter the amount of tax-exempt interest received or accrued during the year                                                                                                                                           | 15 | N/A |         |
| 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?<br>See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ► | 16 | Yes | No<br>X |

**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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                          |     |      |
| (2) | Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                  |     |      |
| (3) | Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                      |     |      |
| (4) | Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?<br>Organizations relying on a current notice regarding disaster assistance check here                                                                                                                                                                                      | N/A | 1b   |
| c   | Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>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<br>►                                                                                                                                                                                                                                                                                                                                                                            |     |      |
| 3a  | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 |

Form 990-PF (2012)

**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 |
|-----------------------------------------------------------|-----------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------|---------------------------------------|
| M.A. SHATTUCK III<br>P.O. BOX 1475<br>BALTIMORE, MD 21203 | CHAIRMAN/PRESIDENT/DIRECTOR                               | 1.00                                      | 0.                                                                    | 0.                                    |
| C.A. BERARDESCO<br>P.O. BOX 1475<br>BALTIMORE, MD 21203   | VICE PRESIDENT/SECRETARY/DIRECTOR                         | 1.00                                      | 0.                                                                    | 0.                                    |
| S.M. ULLRICH<br>P.O. BOX 1475<br>BALTIMORE, MD 21203      | VICE PRESIDENT/ASSISTANT SECRETARY                        | 1.00                                      | 0.                                                                    | 0.                                    |
| J.L. CONNAUGHTON<br>P.O. BOX 1475<br>BALTIMORE, MD 21203  | DIRECTOR                                                  | 1.00                                      | 0.                                                                    | 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

Form 990-PF (2012)



**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 | 0.          |
| b | Average of monthly cash balances                                                                           | 1b | 25,623,840. |
| c | Fair market value of all other assets                                                                      | 1c | 800,000.    |
| d | Total (add lines 1a, b, and c)                                                                             | 1d | 26,423,840. |
| 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  | 26,423,840. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)  | 4  | 396,358.    |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4       | 5  | 26,027,482. |
| 6 | Minimum investment return. Enter 5% of line 5                                                              | 6  | 1,301,374.  |

**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  | 1,301,374. |
| 2a | Tax on investment income for 2012 from Part VI, line 5                                             | 2a | 2,472.     |
| b  | Income tax for 2012 (This does not include the tax from Part VI)                                   | 2b |            |
| c  | Add lines 2a and 2b                                                                                | 2c | 2,472.     |
| 3  | Distributable amount before adjustments. Subtract line 2c from line 1                              | 3  | 1,298,902. |
| 4  | Recoveries of amounts treated as qualifying distributions                                          | 4  | 0.         |
| 5  | Add lines 3 and 4                                                                                  | 5  | 1,298,902. |
| 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  | 1,298,902. |

**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 | 4,400,438. |
| 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  | 4,400,438. |
| 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  | 4,400,438. |

**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.

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**Part XIII** Undistributed Income (see instructions)

|                                                                                                                                                                            | (a)<br>Corpus | (b)<br>Years prior to 2011 | (c)<br>2011 | (d)<br>2012 |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2012 from Part XI, line 7                                                                                                                       |               |                            |             | 1,298,902.  |
| 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                                                                                                                                                                | 2,442,148.    |                            |             |             |
| b From 2008                                                                                                                                                                | 2,691,856.    |                            |             |             |
| c From 2009                                                                                                                                                                | 3,004,545.    |                            |             |             |
| d From 2010                                                                                                                                                                | 2,818,847.    |                            |             |             |
| e From 2011                                                                                                                                                                | 5,798,592.    |                            |             |             |
| f Total of lines 3a through e                                                                                                                                              | 16,755,988.   |                            |             |             |
| 4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$                                                                                                             | 4,400,438.    |                            |             |             |
| 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                                                                                                                                     |               |                            |             | 1,298,902.  |
| e Remaining amount distributed out of corpus                                                                                                                               | 3,101,536.    |                            |             |             |
| 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                                                                                                                          | 19,857,524.   |                            |             |             |
| 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                                                                                                 | 2,442,148.    |                            |             |             |
| 9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a                                                                                              | 17,415,376.   |                            |             |             |
| 10 Analysis of line 9                                                                                                                                                      |               |                            |             |             |
| a Excess from 2008                                                                                                                                                         | 2,691,856.    |                            |             |             |
| b Excess from 2009                                                                                                                                                         | 3,004,545.    |                            |             |             |
| c Excess from 2010                                                                                                                                                         | 2,818,847.    |                            |             |             |
| d Excess from 2011                                                                                                                                                         | 5,798,592.    |                            |             |             |
| e Excess from 2012                                                                                                                                                         | 3,101,536.    |                            |             |             |

N/A

- 

☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income**

[illegible]

N/A

**Part XV** **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

| Recipient<br>Name and address (home or business) | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount     |
|--------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|------------|
| <b>a Paid during the year</b>                    |                                                                                                                    |                                      |                                     |            |
| SEE ATTACHED                                     | NONE                                                                                                               | PUBLIC                               | VARIOUS                             | 4,400,438. |
|                                                  |                                                                                                                    |                                      |                                     |            |
|                                                  |                                                                                                                    |                                      |                                     |            |
|                                                  |                                                                                                                    |                                      |                                     |            |
|                                                  |                                                                                                                    |                                      |                                     |            |
| <b>Total</b>                                     |                                                                                                                    |                                      | <b>3a</b>                           | 4,400,438. |
| <b>b Approved for future payment</b>             |                                                                                                                    |                                      |                                     |            |
| SEE ATTACHED                                     | NONE                                                                                                               | PUBLIC                               | VARIOUS                             | 982,584.   |
|                                                  |                                                                                                                    |                                      |                                     |            |
|                                                  |                                                                                                                    |                                      |                                     |            |
| <b>Total</b>                                     |                                                                                                                    |                                      | <b>3b</b>                           | 982,584.   |



## 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. |       |    |

[illegible]

- 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                      |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |

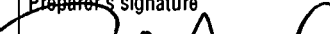
and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

**Sign Here**      

Signature of officer or trustee Date Title

may the IRS discuss this return with the preparer shown below (see instr 1)?

☒ Yes ☐ No

|                                       |                                                                |                                                                                                             |                        |                                                 |                          |
|---------------------------------------|----------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|------------------------|-------------------------------------------------|--------------------------|
| <b>Paid<br/>Preparer<br/>Use Only</b> | Print/Type preparer's name<br><b>DONALD R MCLAMB, JR</b>       | Preparer's signature<br> | Date<br><b>11/5/13</b> | Check <input type="checkbox"/> if self-employed | PTIN<br><b>P00657027</b> |
|                                       | Firm's name ▶ <b>WILMINGTON TRUST SP SERVICES, INC.</b>        |                                                                                                             |                        | Firm's EIN ▶ <b>51-0312742</b>                  |                          |
|                                       | Firm's address ▶ <b>P.O. BOX 8985<br/>WILMINGTON, DE 19801</b> |                                                                                                             |                        | Phone no <b>302-651-8300</b>                    |                          |

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FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

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| SOURCE                                         | AMOUNT  |
|------------------------------------------------|---------|
| INTEREST INCOME                                | 96,249. |
| TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A | 96,249. |

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FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

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| SOURCE                           | GROSS AMOUNT | CAPITAL GAINS<br>DIVIDENDS | COLUMN (A)<br>AMOUNT |
|----------------------------------|--------------|----------------------------|----------------------|
| DIVIDEND INCOME                  | 388.         | 0.                         | 388.                 |
| TOTAL TO FM 990-PF, PART I, LN 4 | 388.         | 0.                         | 388.                 |

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FORM 990-PF ACCOUNTING FEES STATEMENT 3

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| DESCRIPTION                         | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|-------------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| ADMINISTRATIVE & ACCOUNTING<br>FEES | 1,875.                       | 0.                                |                               | 0.                            |
| TO FORM 990-PF, PG 1, LN 16B        | 1,875.                       | 0.                                |                               | 0.                            |

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FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

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| DESCRIPTION                  | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| INVESTMENT ADVISORY FEES     | 6,354.                       | 0.                                |                               | 0.                            |
| TO FORM 990-PF, PG 1, LN 16C | 6,354.                       | 0.                                |                               | 0.                            |

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| FORM 990-PF                        | TAXES                        |                                   |                               | STATEMENT                     | 5 |
|------------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| DESCRIPTION                        | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |   |
| EXCISE TAX ON INVESTMENT<br>INCOME | 1,800.                       | 0.                                |                               | 0.                            |   |
| REAL ESTATE TAXES                  | 12,599.                      | 0.                                |                               | 0.                            |   |
| TO FORM 990-PF, PG 1, LN 18        | 14,399.                      | 0.                                |                               | 0.                            |   |

| FORM 990-PF                         | OTHER EXPENSES               |                                   |                               | STATEMENT                     | 6 |
|-------------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| DESCRIPTION                         | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |   |
| BANK FEES                           | 3,956.                       | 0.                                |                               | 0.                            |   |
| MISCELLANEOUS OPERATING<br>EXPENSES | 3,725.                       | 0.                                |                               | 0.                            |   |
| TO FORM 990-PF, PG 1, LN 23         | 7,681.                       | 0.                                |                               | 0.                            |   |

|                                                                                                                         |                              |                                       |                                                           |                     |
|-------------------------------------------------------------------------------------------------------------------------|------------------------------|---------------------------------------|-----------------------------------------------------------|---------------------|
| NAME: REMBRANDT FOUNDATION, INC.                                                                                        |                              | EIN: 52-1452037                       | TAX YEAR: 2012                                            |                     |
|                                                                                                                         |                              |                                       |                                                           |                     |
|                                                                                                                         |                              |                                       |                                                           |                     |
| <b>Form 990-PF, Part XV, Line 3a, Page 11 - Grants and Contributions Paid During the Year</b>                           |                              |                                       |                                                           |                     |
|                                                                                                                         |                              |                                       |                                                           |                     |
| <b>Donee Name and Address</b>                                                                                           | <b>Relationship to Donee</b> | <b>Foundation Status of Recipient</b> | <b>Purpose of Grant</b>                                   | <b>Grant Amount</b> |
| A Little Taste Of Everything<br>3451 Walnut St<br>Annex Suite P-117A<br>Philadelphia, PA 19104                          | None                         | Public                                | Mill Creek Farm                                           | \$5,000             |
| Actors Theatre of Louisville Inc<br>316 West Main Street<br>Louisville, KY 40202                                        | None                         | Public                                | CE Board Retiree Recognition                              | \$5,000             |
| Aiken County SPCA<br>401 Wire Road<br>Aiken, SC 29801                                                                   | None                         | Public                                | CE Board Retiree Recognition                              | \$25,000            |
| Albemarle Area United Way, Inc<br>Elizabeth City, NC                                                                    | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00 | \$10                |
| Allegany County United Way, Inc.<br>112 Park Avenue<br>Wellsville, NY 14895                                             | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00 | \$162               |
| American Association of Zookeepers, Greater Baltimore<br>Druid Hill Park<br>Baltimore, MD 21217                         | None                         | Public                                | 2011 Angelpoint Volunteer Rewards (10-20 hr)              | \$100               |
| American Cancer Society - New England Division, Inc<br>30 Speen Street<br>Framingham, MA 01701                          | None                         | Public                                | 2011 Angelpoint Volunteer Rewards (10-20 hr)              | \$100               |
| American Cancer Society<br>6725 Lyons Street<br>East Syracuse, NY 13057                                                 | None                         | Public                                | 2011 Angelpoint Volunteer Rewards (10-20 hr)              | \$500               |
| American Cancer Society, East Central Div<br>Route 422 & Sipe Avenue<br>Hershey, PA 17033                               | None                         | Public                                | 2011 Angelpoint Volunteer Rewards (10-20 hr)              | \$100               |
| American Lung Association Of The Southwest Inc<br>5600 Greenwood Plaza Blvd<br>Suite 100<br>Greenwood Village, CO 80111 | None                         | Public                                | Clean Air for Schools. Engines Off! (CASEO)               | \$5,000             |
| American Red Cross - Dallas Area Chapter<br>4800 Harry Hines Boulevard<br>Dallas, TX 75235                              | None                         | Public                                | 2011 Angelpoint Volunteer Rewards (40 hr)                 | \$400               |
| American Red Cross Central Maryland Chapter<br>4800 Mt. Hope Drive<br>Baltimore, MD 21215                               | None                         | Public                                | 2011 Volunteer Achievement Award - Karen Ives             | \$1,250             |
| American Red Cross of Central New York<br>220 Herald Place<br>Syracuse, NY 13202                                        | None                         | Public                                | support for Heroes for the Red Cross                      | \$7,500             |
| Animal Rescue Inc.<br>2 Hentage Farm Drive<br>New Freedom, PA 17349                                                     | None                         | Public                                | 2011 Angelpoint Volunteer Rewards (10-20 hr)              | \$300               |
| Appalachian Service Project (ASP)<br>8416 Brewerton Road<br>P.O. Box 1087<br>Cicero, NY 13039                           | None                         | Public                                | 2011 Angelpoint Volunteer Rewards (40 hr)                 | \$700               |
| Archdiocese of Baltimore<br>320 Cathedral Street<br>Baltimore, MD 21201                                                 | None                         | Public                                | support for the 'Edward A. Crooke Scholarship Fund'       | \$60,000            |

| <u>Donee Name and Address</u>                                                                      | <u>Relationship to Donee</u> | <u>Foundation Status of Recipient</u> | <u>Purpose of Grant</u>                                                                             | <u>Grant Amount</u> |
|----------------------------------------------------------------------------------------------------|------------------------------|---------------------------------------|-----------------------------------------------------------------------------------------------------|---------------------|
| Arts Education in MD Schools<br>175 West Ostend Street, Suite A-3<br>Baltimore, MD 21230           | None                         | Public                                | general operations support --<br>Imagination, Creativity,<br>Innovation: Extending the<br>Continuum | \$7,500             |
| Association of Baltimore Area Grantmakers<br>2 E Read Street, 8th Floor<br>Baltimore, MD 21202     | None                         | Public                                | 2012 Membership Renewal                                                                             | \$7,500             |
| B&O Railroad Museum<br>901 W. Pratt Street<br>Baltimore, MD 21223                                  | None                         | Public                                | support for the Special Exhibit<br>'The War Came By Train'                                          | \$8,333             |
| Baltimore Community Foundation<br>2 East Read Street, 9th Floor<br>Baltimore, MD 21202             | None                         | Public                                | Sustainable Schools Challenge                                                                       | \$15,800            |
| Baltimore Community Foundation<br>2 East Read Street, 9th Floor<br>Baltimore, MD 21202             | None                         | Public                                | Endowment & Challenge Match<br>for Pierce's Park                                                    | \$50,000            |
| Baltimore Community Foundation<br>2 East Read Street, 9th Floor<br>Baltimore, MD 21202             | None                         | Public                                | Sustainable Schools Challenge                                                                       | \$9,200             |
| Baltimore Community Foundation<br>2 East Read Street, 9th Floor<br>Baltimore, MD 21202             | None                         | Public                                | support for the Baltimore<br>Sustainability Challenge                                               | \$50,000            |
| Baltimore Outreach Services<br>701 S. Charles Street<br>Baltimore, MD 21230                        | None                         | Public                                | sponsorship of the annual New<br>Beginnings Gala on April 28,<br>2012                               | \$2,500             |
| Baltimore Rowing Club<br>3301 Waterview Avenue<br>Baltimore, MD 21230                              | None                         | Public                                | 2011 Volunteer Achievement<br>Award - Ann Couwenhoven                                               | \$5,000             |
| Baltimore Woods Nature Center, Inc.<br>4007 Bishop Hill Road, Box 133<br>Marcellus, NY 13108       | None                         | Public                                | Baltimore Woods Nature in the<br>City Program in Syracuse, NY                                       | \$5,000             |
| Bartlesville Regional United Way<br>415 SE Silas Street<br>Bartlesville, OK 74003                  | None                         | Public                                | 2011-12 campaign corporate<br>employee match of \$.50/\$1.00                                        | \$416               |
| Batavia Community Chest/United Way<br>P.O. Box 372<br>Batavia, IL 60510                            | None                         | Public                                | 2011-12 campaign corporate<br>employee match of \$.50/\$1.00                                        | \$65                |
| Berkshire United Way<br>Pittsfield, MA                                                             | None                         | Public                                | 2011-12 campaign corporate<br>employee match of \$.50/\$1.00                                        | \$130               |
| Big River United Way<br>Keokuk, IA                                                                 | None                         | Public                                | 2011-12 campaign corporate<br>employee match of \$.50/\$1.00                                        | \$130               |
| Blind & Vision Rehabilitation Services of<br>Pittsburgh<br>1800 West Street<br>Homestead, PA 15120 | None                         | Public                                | 2012 CESPC Charitable<br>Obligation (Championship<br>Challenge - Steelers)                          | \$5,000             |
| Boston Project Ministries Inc<br>15 Elmhurst Street<br>Dorchester, MA 02124                        | None                         | Public                                | Park Patrol - Children's<br>Community Learning Garden                                               | \$5,000             |
| Boys & Girls Club Of Truckee Meadows<br>2680 East 9th Street<br>Reno, Nevada 89512                 | None                         | Public                                | Neil Road Community Garden                                                                          | \$5,000             |
| Boys Farm Inc<br>P. O. Box 713<br>Newberry, SC 29108                                               | None                         | Public                                | CE Board Retiree Recognition                                                                        | \$20,000            |
| Cape & Islands United Way, Inc<br>749 Main Street<br>Hyannis, MA 02601                             | None                         | Public                                | 2011-12 campaign corporate<br>employee match of \$.50/\$1.00                                        | \$325               |

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| Carolinas HealthCare Foundation Inc<br>P.O. Box 32861<br>Charlotte, NC 28232                                 | None                         | Public                                | CE Board Retiree Recognition                                                | \$30,000            |
| CASA Baltimore<br>P.O. Box 13004<br>Baltimore, MD 21203                                                      | None                         | Public                                | 2011 Volunteer Achievement Award - Jessica Baker                            | \$10,000            |
| Catholic Charities<br>320 Cathedral Street<br>Baltimore, MD 21201                                            | None                         | Public                                | Platinum sponsorship of the 2012 Dragon Boat Race                           | \$50,000            |
| Catholic Charities<br>320 Cathedral Street<br>Baltimore, MD 21201                                            | None                         | Public                                | Challenge Match: 1:1 Our Daily Bread Employment Center                      | \$15,000            |
| Catholic Community Foundation of the Archdiocese of Baltimore<br>320 Cathedral Street<br>Baltimore, MD 21201 | None                         | Public                                | CE Board Retiree Recognition                                                | \$100,000           |
| Caves Valley Golf Club Foundation, Inc<br>2910 Blendon Road<br>Owings Mills, MD 21117                        | None                         | Public                                | Operating Expenses                                                          | \$10,000            |
| Center for Neighborhood Technology<br>2125 West North Ave<br>Chicago, IL 60640                               | None                         | Public                                | 1741 - Green Urban Office Renovation                                        | \$5,000             |
| Chenango United Way Inc<br>27 West Main Street<br>Norwich, NY 13815                                          | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00                   | \$507               |
| Chewonki Foundation<br>485 Chewonki Neck Road<br>Wiscasset, ME 04578                                         | None                         | Public                                | Teaching Maine Students to Conduct Energy Audits and Electricity Monitoring | \$5,000             |
| Chicago Lights<br>126 E Chestnut Street<br>Chicago, Illinois 60611                                           | None                         | Public                                | Children Achieving Maximum Potential (CHAMP)                                | \$5,000             |
| Children At Risk<br>2900 Wesleyan Suite 400<br>Houston, TX 77027                                             | None                         | Public                                | 2011 Angelpoint Volunteer Rewards (10-20 hr)                                | \$100               |
| Childrens Museum Of Denver Inc<br>2121 Children's Museum Drive<br>Denver, CO 80211                           | None                         | Public                                | Planet Earth Month                                                          | \$3,000             |
| Christmas In April - Calvert County<br>P. O. Box 2761<br>Prince Frederick, MD 20678                          | None                         | Public                                | support for the Annual Workday                                              | \$2,500             |
| Christmas In April - Calvert County<br>P. O. Box 2761<br>Prince Frederick, MD 20678                          | None                         | Public                                | 2011 Volunteer Achievement Award - Steven Sanders                           | \$5,000             |
| Christmas in April - St. Mary's County<br>P.O. Box 705<br>Hollywood, MD 20636                                | None                         | Public                                | sponsorship of the Annual 'National Rebuilding Day' on April 28, 2012       | \$2,500             |
| Cincinnati Nature Center Association<br>4949 Tealtown Road<br>Milford, OH 45150                              | None                         | Public                                | Grassland Habitat Restoration Project                                       | \$5,000             |
| City Parks Foundation<br>830 Fifth Avenue<br>New York, NY 10065                                              | None                         | Public                                | Learning Gardens                                                            | \$5,000             |
| citywild<br>P.O. Box 883<br>Denver, CO 80201-0833<br>Denver, Colorado 80201-0833                             | None                         | Public                                | cityWILD's Tree Planting Project                                            | \$3,500             |

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|---------------------------------------------------------------------------------------------------|------------------------------|---------------------------------------|---------------------------------------------------------------------------------------------------------|---------------------|
| Clean Air Partners<br>777 North Capitol St, NE<br>Suite 300<br>Washington, DC 20002               | None                         | Public                                | support for the Clean Air Partners 2012 Media Campaign                                                  | \$20,000            |
| CollegeBound Foundation<br>300 Water Street, Suite 300<br>Baltimore, MD 21202                     | None                         | Public                                | support for the Constellation Energy Scholars Project for five scholars                                 | \$12,500            |
| Colorado Watershed Assembly<br>PO Box 211729<br>Denver, CO 80221                                  | None                         | Public                                | Colorado River Watch Summer 2012 Training                                                               | \$5,000             |
| Community Center And Library Association<br>1220 Powers Run Road<br>Pittsburgh, PA 15238          | None                         | Public                                | 2012 CESPC Charitable Obligation                                                                        | \$20,000            |
| Community Energy Project Inc<br>422 NE Alberta Street<br>Portland, OR 97211                       | None                         | Public                                | Master of Energy Efficiency Program                                                                     | \$5,000             |
| Conservation Corps North Bay (CCNB)<br>27 Larkspur Street<br>San Rafael, CA 94901                 | None                         | Public                                | Project ReGeneration                                                                                    | \$5,000             |
| Council on Competitiveness<br>1500 K Street NW, Suite 850<br>Washington, DC 20005                 | None                         | Public                                | 2012 National Competitiveness Forum Sponsorship (\$25K) and 2013 Annual Membership Contribution (\$25K) | \$50,000            |
| Cromwell Valley Park Council Inc.<br>2002 Cromwell Bridge Road<br>Parkville, MD 21234             | None                         | Public                                | 2011 Angelpoint Volunteer Rewards (10-20 hr)                                                            | \$200               |
| Cumberland Trails United Way<br>P. O. Box 2092<br>Middlesboro, KY 40965                           | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00                                               | \$91                |
| Cystic Fibrosis Foundation, MD Chapter, Inc.<br>10626 York Road, Ste. A<br>Cockeysville, MD 21030 | None                         | Public                                | support for the Spring Swing                                                                            | \$4,000             |
| Danen United Way & Community Council<br>701 Boston Post Road<br>Danen, CT 06820                   | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00                                               | \$158               |
| Daughter of Imani Mentoring<br>154 Winters Lane<br>Catonsville, MD 21228                          | None                         | Public                                | 2011 Angelpoint Volunteer Rewards (40 hr)                                                               | \$400               |
| Delaware Valley Green Building Council<br>1617 JFK Blvd, Suite 999<br>Philadelphia, PA 19103      | None                         | Public                                | School District of Philadelphia Student Energy Efficiency Team Pilot                                    | \$5,000             |
| Dollars for Doers<br>104 Morgan Lane<br>Plainsboro, NJ 08636                                      | None                         | Public                                | 2011 Angelpoints (JK Group disbursement)                                                                | \$81,450            |
| Downtown Development Corporation<br>401 West Main Street, Suite 1702<br>Louisville, KY 40202      | None                         | Public                                | CE Retiree Board Recognition                                                                            | \$15,000            |
| Enoch Pratt Free Library<br>400 Cathedral Street<br>Baltimore, MD 21201                           | None                         | Public                                | support for capital campaign                                                                            | \$50,000            |
| Environmental Learning For Kids<br>14460 E 50th Avenue<br>Denver, CO 80239                        | None                         | Public                                | Denver Youth Naturally - Environmental Education through Community Stewardship                          | \$5,000             |
| Evanston United Way/Community Service<br>Chicago, IL                                              | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00                                               | \$124               |

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|-----------------------------------------------------------------------------------------------------------|------------------------------|---------------------------------------|-------------------------------------------------------------------------------------------------------|---------------------|
| First Tee Baltimore<br>8508 Loch Raven Boulevard, Suite J<br>Baltimore, MD 21286                          | None                         | Public                                | 2012 - capital campaign                                                                               | \$100,000           |
| Freedom Hills Therapeutic Riding Program, Inc.<br>55 Rolling Hills Ranch Lane<br>Port Deposit, MD 21904   | None                         | Public                                | 2011 Angelpoint Volunteer Rewards (10-20 hr)                                                          | \$300               |
| Friends of Calvert Cliffs State Park<br>P.O. Box 1042<br>Lusby, MD 20657                                  | None                         | Public                                | 2011 Angelpoint Volunteer Rewards (10-20 hr)                                                          | \$100               |
| Friends of the Cobscook Bay Watershed<br>51 Sewall Street<br>Augusta, Maine 04330                         | None                         | Public                                | FOCW ~ Watershed Science Field Experiences                                                            | \$3,500             |
| Friends Of The Rappahannock Inc<br>3219 Fall Hill Avenue<br>Fredericksburg, VA 22401                      | None                         | Public                                | Mobile RainScape Retrofits: A New Model for Mitigating Pollution from Existing Residential Properties | \$4,200             |
| Friends Of The Urban Forest (FUF)<br>1007 General Kennedy Ave., Suite 1<br>San Francisco, CA 94129        | None                         | Public                                | Community Tree Planting Program                                                                       | \$5,000             |
| Fund for Educational Excellence<br>800 N. Charles St., Suite 400<br>Baltimore, MD 21201                   | None                         | Public                                | general support for the Fund for Educational Excellence                                               | \$50,000            |
| Garfield Park Conservatory Alliance<br>300 North Central Park Avenue<br>Chicago, IL 60624-1945            | None                         | Public                                | Garfield Park Community Garden Network                                                                | \$5,000             |
| George Washington University Law School<br>2000 H Street, NW<br>Washington, DC 20052                      | None                         | Public                                | support for the Energy Law and Policy Initiative at the George Washington University Law School       | \$150,000           |
| Girl Scouts Of Northern Illinois<br>12N124 Coombs Road<br>Elgin, IL 60124                                 | None                         | Public                                | Wetlands Restoration at Camp Dean                                                                     | \$5,000             |
| Girl Scouts of NYPENN Pathways, Inc<br>300 Rt 318<br>Phelps, NY 14532                                     | None                         | Public                                | 2011 Angelpoint Volunteer Rewards (40 hr)                                                             | \$400               |
| Greater Baldwinsville Ambulance Corps<br>P. O. Box 744, 11 Albert Palmer Lane<br>Baldwinsville, NY 13027  | None                         | Public                                | 2011 Volunteer Achievement Award - Brian McInnis                                                      | \$2,500             |
| Green Schools Inc<br>P O Box 323<br>Mansfield, MA 02048                                                   | None                         | Public                                | 200 Green Schools Ambassadors for Good                                                                | \$5,000             |
| Grid Alternatives<br>950 Dovlen Place, Suite B<br>Carson, CA 90746                                        | None                         | Public                                | Re-Energizing Communities in Need                                                                     | \$5,000             |
| Habitat For Humanity International Inc<br>560 Naches Ave SW Suite 110<br>Renton, WA 98057                 | None                         | Public                                | House of the Future Education & Outreach                                                              | \$5,000             |
| Habitat for Humanity of the Chesapeake<br>3741 Commerce Drive, Suite 309<br>Baltimore, MD 21227           | None                         | Public                                | pledge for the development of 100 homes in East Baltimore                                             | \$100,000           |
| Habitat for Humanity of the Greater Harrisburg Area<br>900 South Arlington Avenue<br>Harrisburg, PA 17109 | None                         | Public                                | support for the 2012 Environmental Summit                                                             | \$3,600             |
| Hanover Area YMCA<br>500 George Street<br>Hanover, PA 17331                                               | None                         | Public                                | 2011 Angelpoint Volunteer Rewards (10-20 hr)                                                          | \$300               |

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| Health Care for the Homeless<br>421 Fallsway<br>Baltimore, MD 21202                                      | None                         | Public                                | 2011 Angelpoint Volunteer Rewards (10-20 hr)                                | \$100               |
| Heart of America United Way<br>801 W 47th Street<br>Suite 500<br>Kansas City, MO 64112                   | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00                   | \$143               |
| Heart of Florida United Way<br>1940 Trolley Boulevard<br>Orlando, FL 32804                               | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00                   | \$315               |
| Heart of Kentucky United Way<br>Danville, KY                                                             | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00                   | \$32                |
| Henderson County United Way<br>Athens, TX                                                                | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00                   | \$39                |
| Hertage United Way<br>Manchester, NH                                                                     | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00                   | \$25                |
| Highmark Caring Place<br>620 Stanwix Street<br>Pittsburgh, PA 15222                                      | None                         | Public                                | 2012 CESPC Charitable Obligation                                            | \$75,000            |
| Humanum, Inc.<br>6355 Woodside Court<br>Columbia, MD 21046                                               | None                         | Public                                | 2011 Volunteer Achievement Award - Stephen Woerner                          | \$5,000             |
| Insulindependence, Inc.<br>7770 Regents Road, # 113390<br>San Diego, CA 92122                            | None                         | Public                                | 2011 Volunteer Achievement Award - Emily Tibeno                             | \$2,500             |
| Iona College<br>715 North Avenue<br>New Rochelle, NY 10801                                               | None                         | Public                                | CE Board Retiree Recognition                                                | \$50,000            |
| Isles Inc<br>10 Wood Street<br>Trenton, NJ 08618                                                         | None                         | Public                                | Isles' Urban Agriculture Project                                            | \$5,000             |
| Jewish Community Services, Inc.<br>5750 Park Heights Avenue<br>Baltimore, MD 21215                       | None                         | Public                                | 2011 Angelpoint Volunteer Rewards (10-20 hr)                                | \$100               |
| Jewish Community Services, Inc.<br>5750 Park Heights Avenue<br>Baltimore, MD 21215                       | None                         | Public                                | 2011 Volunteer Achievement Award - Robin Nathankern                         | \$5,000             |
| Joe Andruzzi Foundation<br>130 Brown Avenue<br>Mansfield, MA 02048                                       | None                         | Public                                | 2011 Angelpoint Volunteer Rewards (10-20 hr)                                | \$100               |
| Johns Hopkins Children's Center<br>100 N. Charles St., Ste. 200<br>Baltimore, MD 21201                   | None                         | Public                                | capital campaign support for Children's Tower of the Johns Hopkins Hospital | \$200,000           |
| Junior Achievement of Central Maryland, Inc.<br>10711 Red Run Blvd., Suite 110<br>Owings Mills, MD 21117 | None                         | Public                                | support for JA BizTown                                                      | \$7,500             |
| Just Food<br>Just Food<br>1155 Avenue of the Americas, 3rd Floor<br>New York, New York 10036             | None                         | Public                                | City Farms Community Workshop Series                                        | \$5,000             |
| Keep Indianapolis Beautiful Inc<br>1029 Fletcher Avenue<br>Suite 100<br>Indianapolis, Indiana 46203      | None                         | Public                                | Living Well Pocket Park                                                     | \$5,000             |

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|-----------------------------------------------------------------------------------------------|------------------------------|---------------------------------------|---------------------------------------------------------------------------------------|---------------------|
| Keep Northern Illinois Beautiful Inc<br>5417 N. Second Street<br>Loves Park, IL 61111         | None                         | Public                                | Medication Collection                                                                 | \$2,500             |
| Kentucky Museum of Art and Craft<br>715 West Main Street<br>Louisville, KY 40202              | None                         | Public                                | CE Retiree Board Recognition                                                          | \$5,000             |
| Kentucky Natural Lands Trust Inc<br>433 Chestnut Street<br>Berea, KY 40403                    | None                         | Public                                | CE Retiree Board Recognition                                                          | \$10,000            |
| Kentucky Women Writers Conference Inc<br>232 East Maxwell Street<br>Lexington, KY 40506       | None                         | Public                                | CE Retiree Board Recognition                                                          | \$10,000            |
| Kilowatt Ours<br>PO Box 60322<br>Nashville, TN 37206                                          | None                         | Public                                | Good Energy Stewards                                                                  | \$5,000             |
| LA Conservation Corps<br>605 W Olympic Boulevard<br>Los Angeles, CA 90015                     | None                         | Public                                | Los Angeles Conservation Corps College Football Game Recycling Project                | \$5,000             |
| Lake Martin Area United Way, Inc.<br>Alexander Ctry, AL                                       | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00                             | \$3,639             |
| Lake Shore Volunteer Fire Company<br>4498 Mountain Road<br>Pasadena, MD 21122                 | None                         | Public                                | 2011 Angelpoint Volunteer Rewards (10-20 hr)                                          | \$300               |
| Lakes Region United Way, Inc.<br>Laconia, NH                                                  | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00                             | \$260               |
| Lexington Habitat for Humanity<br>700 E Loudon Ave<br>Lexington, KY 40505                     | None                         | Public                                | Paint Recycling and Household Hazardous Waste Disposal                                | \$4,778             |
| Living Classrooms Foundation<br>515 M Street, SE<br>Suite 222<br>Washington, DC 20003         | None                         | Public                                | Shipboard Education-Potomac River Back-to-school Clean Up Month                       | \$5,000             |
| Louisville Free Public Library Foundation<br>301 York Street<br>Louisville, KY 40203          | None                         | Public                                | CE Board Retiree Recognition                                                          | \$5,000             |
| Louisville Visual Art Association Inc<br>3005 River Road<br>Louisville, KY 40207              | None                         | Public                                | CE Board Retiree Recognition                                                          | \$5,000             |
| Love and Joy Personal Care Home<br>11626 Cullen, Suite B<br>Houston, TX 77047                 | None                         | Public                                | 2011 Angelpoint Volunteer Rewards (40 hr)                                             | \$400               |
| Mainland Communities United Way<br>Texas Ctry, TX                                             | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00                             | \$569               |
| Marian House<br>949 Gorsuch Avenue<br>Baltimore, MD 21218                                     | None                         | Public                                | general operating support for the Marian House                                        | \$1,000             |
| Marquette University<br>P.O. Box 1881<br>Milwaukee, WI 53201-1881                             | None                         | Public                                | support for the Michael J. Wallace Endowed Faculty Scholars Fund in Energy Leadership | \$150,000           |
| Maryland Business Roundtable for Education<br>5520 Research Park Drive<br>Baltimore, MD 21228 | None                         | Public                                | Membership in the Maryland Business Roundtable for Education                          | \$20,000            |
| Maryland Humanities Council<br>108 West Centre Street<br>Baltimore, MD 21201                  | None                         | Public                                | One Maryland One Book 2012                                                            | \$10,000            |

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| Maryland Ravens, Inc.<br>1413 Glendale Road<br>Baltimore, MD 21239                                        | None                         | Public                                | support for the Abilities Awareness Project                                | \$300               |
| Maryland Sings<br>P.O. Box 254<br>Owings Mills, MD 21117                                                  | None                         | Public                                | 2011 Angelpoint Volunteer Rewards (10-20 hr)                               | \$100               |
| Massachusetts Avenue Project Inc<br>Massachusetts Avenue Project<br>271 Grant Street<br>Buffalo, NY 14213 | None                         | Public                                | Growing Green                                                              | \$5,000             |
| Matching Gifts for Employees<br>104 Morgan Lane<br>Plainsboro, NJ 08536                                   | None                         | Public                                | FY11 Q4 Employee Matching Gifts - Economic Development/Cultural - 54 gifts | \$8,400             |
| Matching Gifts for Employees<br>104 Morgan Lane<br>Plainsboro, NJ 08536                                   | None                         | Public                                | FY11 Q4 Employee Matching Gifts - Education - 64 gifts                     | \$21,596            |
| Matching Gifts for Employees<br>104 Morgan Lane<br>Plainsboro, NJ 08536                                   | None                         | Public                                | FY11 Q4 Employee Matching Gifts - Environment - 3 gifts                    | \$627               |
| Matching Gifts for Employees<br>104 Morgan Lane<br>Plainsboro, NJ 08536                                   | None                         | Public                                | FY11 Q4 Employee Matching Gifts - Health, welfare Other - 112 gifts        | \$21,211            |
| Matching Gifts for Employees<br>104 Morgan Lane<br>Plainsboro, NJ 08536                                   | None                         | Public                                | FY12 Q1 Employee Matching Gifts - Arts & Culture - 1 gifts                 | \$100               |
| Matching Gifts for Employees<br>104 Morgan Lane<br>Plainsboro, NJ 08536                                   | None                         | Public                                | FY12 Q1 Employee Matching Gifts - Economic Development/Cultural - 40 gifts | \$8,370             |
| Matching Gifts for Employees<br>104 Morgan Lane<br>Plainsboro, NJ 08536                                   | None                         | Public                                | FY12 Q1 Employee Matching Gifts - Education - 65 gifts                     | \$22,958            |
| Matching Gifts for Employees<br>104 Morgan Lane<br>Plainsboro, NJ 08536                                   | None                         | Public                                | FY12 Q1 Employee Matching Gifts - Environmental - 14 gifts                 | \$1,132             |
| Matching Gifts for Employees<br>104 Morgan Lane<br>Plainsboro, NJ 08536                                   | None                         | Public                                | FY12 Q1 Employee Matching Gifts - Health, Welfare Other - 104 gifts        | \$13,865            |
| Matching Gifts for Employees<br>104 Morgan Lane<br>Plainsboro, NJ 08536                                   | None                         | Public                                | FY12 Q2 Employee Matching Gifts - Economic Development/Cultural - 58 gifts | \$18,442            |
| Matching Gifts for Employees<br>104 Morgan Lane<br>Plainsboro, NJ 08536                                   | None                         | Public                                | FY12 Q2 Employee Matching Gifts - Education - 42 gifts                     | \$25,350            |
| Matching Gifts for Employees<br>104 Morgan Lane<br>Plainsboro, NJ 08536                                   | None                         | Public                                | FY12 Q2 Employee Matching Gifts - Environment - 6 gifts                    | \$275               |
| Matching Gifts for Employees<br>104 Morgan Lane<br>Plainsboro, NJ 08536                                   | None                         | Public                                | FY12 Q2 Employee Matching Gifts - HWO - 166 gifts                          | \$44,981            |
| Matching Gifts for Executives<br>104 Morgan Lane<br>Plainsboro, NJ 08536                                  | None                         | Public                                | 2012 CE PAC Match -- Simmons College -- Mayo Shattuck - 1 gift             | \$5,000             |
| Matching Gifts for Executives<br>104 Morgan Lane<br>Plainsboro, NJ 08536                                  | None                         | Public                                | 2012 CE PAC Match -- Boys Farm Inc -- John Skolds                          | \$2,500             |

| <u>Donee Name and Address</u>                                               | <u>Relationship to Donee</u> | <u>Foundation Status of Recipient</u> | <u>Purpose of Grant</u>                                                          | <u>Grant Amount</u> |
|-----------------------------------------------------------------------------|------------------------------|---------------------------------------|----------------------------------------------------------------------------------|---------------------|
| Matching Gifts for Executives<br>104 Morgan Lane<br>Plainsboro, NJ 08536    | None                         | Public                                | 2012 CE PAC Match -<br>University of Chicago -- Ann<br>Berzin                    | \$5,000             |
| Matching Gifts for Executives<br>104 Morgan Lane<br>Plainsboro, NJ 08536    | None                         | Public                                | FY11 Q4 Executive Matching<br>Gifts - Economic<br>Development/Cultural - 2 gifts | \$10,000            |
| Matching Gifts for Executives<br>104 Morgan Lane<br>Plainsboro, NJ 08536    | None                         | Public                                | FY11 Q4 Employee Matching<br>Gifts - Education - 3 gifts                         | \$6,250             |
| Matching Gifts for Executives<br>104 Morgan Lane<br>Plainsboro, NJ 08536    | None                         | Public                                | FY11 Q4 Executive Matching<br>Gifts - Health, Welfare Other -<br>3 gifts         | \$700               |
| Matching Gifts for Executives<br>104 Morgan Lane<br>Plainsboro, NJ 08536    | None                         | Public                                | FY12 Q1 Executive Matching<br>Gifts - Economic<br>Development/Cultural - 2 gifts | \$5,250             |
| Matching Gifts for Executives<br>104 Morgan Lane<br>Plainsboro, NJ 08536    | None                         | Public                                | FY12 Q1 Executive Matching<br>Gifts - Education - 11 gifts                       | \$62,400            |
| Matching Gifts for Executives<br>104 Morgan Lane<br>Plainsboro, NJ 08536    | None                         | Public                                | FY12 Q1 Executive Matching<br>Gifts - Environment - 2 gifts                      | \$10,000            |
| Matching Gifts for Executives<br>104 Morgan Lane<br>Plainsboro, NJ 08536    | None                         | Public                                | FY12 Q1 Executive Matching<br>Gifts - Health, Welfare Other -<br>8 gifts         | \$9,525             |
| Matching Gifts for Executives<br>104 Morgan Lane<br>Plainsboro, NJ 08536    | None                         | Public                                | FY12 Q2 Executive Matching<br>Gifts - Economic<br>Development/Cultural - 3 gifts | \$7,775             |
| Matching Gifts for Executives<br>104 Morgan Lane<br>Plainsboro, NJ 08536    | None                         | Public                                | FY12 Q2 Executive Matching<br>Gifts - Environment - 2 gifts                      | \$10,000            |
| Matching Gifts for Executives<br>104 Morgan Lane<br>Plainsboro, NJ 08536    | None                         | Public                                | FY12 Q2 Executive Matching<br>Gifts - Education - 3 gifts                        | \$30,000            |
| Matching Gifts for Executives<br>104 Morgan Lane<br>Plainsboro, NJ 08536    | None                         | Public                                | FY12 Q2 Executive Matching<br>Gifts - HWO - 9 gifts                              | \$19,420            |
| McGaw YMCA<br>1000 Grove Street<br>Evanston, IL 60201                       | None                         | Public                                | 2011 Angelpoint Volunteer<br>Rewards (10-20 hr)                                  | \$100               |
| Meadowbrook Bird Sanctuary<br>1366 Revelation Road<br>Meadowbrook, PA 19046 | None                         | Public                                | Rain Barrel the Town                                                             | \$4,800             |
| Medwish International<br>17325 Euclid Ave<br>Cleveland, OH 44112            | None                         | Public                                | Green Hospital Recovery<br>Program                                               | \$5,000             |
| Mercy Medical Center<br>301 St. Paul Place<br>Baltimore, MD 21202           | None                         | Public                                | support for capital campaign                                                     | \$75,000            |
| Metro United Way<br>P O Box 4488<br>Louisville, KY 40204-0488               | None                         | Public                                | 2011-12 campaign corporate<br>employee match of \$.50/\$1.00                     | \$3,240             |
| Metro United Way<br>P.O. Box 4488<br>Louisville, KY 40204-0488              | None                         | Public                                | CE Board Retiree Recognition -<br>\$5K Salvation Army/\$5K<br>Metro United Way   | \$10,000            |

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|-----------------------------------------------------------------------------------------------------------------|------------------------------|---------------------------------------|-------------------------------------------------------------------------|---------------------|
| Metro United Way<br>P.O. Box 4488<br>Louisville, KY 40204-0488                                                  | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00               | \$3,240             |
| Middlesex United Way, Inc.<br>Middletown, CT                                                                    | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00               | \$26                |
| Mile High United Way, Inc.<br>Denver, CO                                                                        | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00               | \$260               |
| Montgomery Area United Way<br>Montgomery, AL                                                                    | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00               | \$403               |
| Montgomery County United Way<br>The Woodlands, TX                                                               | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00               | \$1,635             |
| MPT Foundation, Inc.<br>11767 Owings Mills Blvd.<br>Owings Mills, MD 21117-1499                                 | None                         | Public                                | sponsorship of the 2012 production of Outdoors Maryland                 | \$14,000            |
| Multiple Myeloma Research Foundation<br>383 Main Avenue<br>5th Floor<br>Norwalk, CT 06851                       | None                         | Public                                | 2011 Angelpoint Volunteer Rewards (10-20 hr)                            | \$100               |
| Network for Teaching Entrepreneurship - Chicago Division<br>222 S. Morgan Street, Suite 4D<br>Chicago, IL 60607 | None                         | Public                                | 2011 Angelpoint Volunteer Rewards (10-20 hr)                            | \$100               |
| New Jersey Academy For Aquatic Sciences Inc<br>1 Riverside Drive<br>Camden, NJ 08103-1037                       | None                         | Public                                | CLUES (Communities of Learning for Urban Environments and Science)      | \$5,000             |
| New Jersey Tree Foundation Inc<br>576 Leesville Road<br>Jackson, NJ 08527                                       | None                         | Public                                | Newark Renaissance Trees Program                                        | \$5,000             |
| Nonprofit & Community Assistance Center (NCAC) (D.B.A.)<br>1151 Oak Street<br>Pittston, PA 18640-3726           | None                         | Public                                | Pennsylvania Energy Partnership - Energy Education (E2) Workshop Series | \$5,000             |
| North Jersey R C & D Area Inc<br>P.O. Box 5113<br>Clinton, NJ 08809                                             | None                         | Public                                | Musconetcong River Riparian Restoraton                                  | \$5,000             |
| North Shore United Way<br>Beverly, MA                                                                           | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00               | \$161               |
| Northeast Parent And Child Society Inc<br>530 Franklin Street, 3rd Floor<br>Schenectady, New York 12305         | None                         | Public                                | 'The Northeast LEED Compliant Green Home' through career services       | \$5,000             |
| Northern Berkshire United Way<br>North Adams, MA                                                                | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00               | \$224               |
| Northern Cambria Library Association<br>1030 Philadelphia Avenue<br>Northern Cambria, PA 15714                  | None                         | Public                                | 2011 Volunteer Achievement Award - William Lantzy                       | \$2,500             |
| Open Society Institute<br>201 North Charles Street, Ste. 1300<br>Baltimore, MD 21201                            | None                         | Public                                | support for the Every Child in School Every Day program                 | \$25,000            |
| Orange County's United Way<br>Irvine, CA                                                                        | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00               | \$600               |

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|---------------------------------------------------------------------------------------------------------------|------------------------------|---------------------------------------|----------------------------------------------------------------------|---------------------|
| Palmetto Bluff Foundation, Inc.<br>15 Village Park Square<br>Bluffton, SC 29910                               | None                         | Public                                | CE Board Retiree Recognition                                         | \$25,000            |
| Parkville Recreation and Parks Council Inc<br>8601 Harford Road<br>Baltimore, MD 21234                        | None                         | Public                                | 2011 Angelpoint Volunteer Rewards (40 hr)                            | \$700               |
| Parkville Recreation and Parks Council Inc<br>8601 Harford Road<br>Baltimore, MD 21234                        | None                         | Public                                | 2011 Volunteer Achievement Award - Kevin Marron                      | \$10,000            |
| Paul's Place<br>1118 Ward Street<br>Baltimore, MD 21230                                                       | None                         | Public                                | The Campaign for Paul's Place                                        | \$50,000            |
| Paws in the City<br>3506 Cedar Springs<br>Dallas, TX 75219                                                    | None                         | Public                                | 2011 Angelpoint Volunteer Rewards (10-20 hr)                         | \$100               |
| PBS Foundation<br>2100 Crystal Drive<br>Arlington, VA 22202                                                   | None                         | Public                                | 2011 Angelpoint Volunteer Rewards (10-20 hr)                         | \$100               |
| Pennsylvania Resources Council<br>64 S. 14th Street<br>Pittsburgh, Pennsylvania 15203                         | None                         | Public                                | 2012 HHW, Pharmaceutical and Hard to Recycle Collections             | \$5,000             |
| Peoples Community Services<br>420 Leigh<br>Detroit, MI 48209                                                  | None                         | Public                                | Hamtown Farms                                                        | \$3,993             |
| Pirates Charities<br>PNC Park, 115 Federal Street<br>Pittsburgh, PA 15212                                     | None                         | Public                                | 2012 CESPC Charitable Obligation (Championship Challenge - Pirates)  | \$5,000             |
| Pittsburgh Botanic Garden<br>850 Poplar Street<br>Pittsburgh, PA 15220                                        | None                         | Public                                | Woodlands Restoration                                                | \$5,000             |
| Pittsburgh Penguins Alumni Association<br>1778 McMillan Road<br>Pittsburgh, PA 15241                          | None                         | Public                                | 2012 CESPC Charitable Obligation (Championship Challenge - Penguins) | \$5,000             |
| Planned Parenthood Gulf Coast, Inc.<br>4600 Gulf Freeway<br>Houston, TX 77023                                 | None                         | Public                                | 2011 Angelpoint Volunteer Rewards (10-20 hr)                         | \$100               |
| Pocono Environmental Education Center - PEEC<br>538 Emery Road<br>Dingmans Ferry, PA 18328                    | None                         | Public                                | PEEC Two Ponds Trail Restoration                                     | \$5,000             |
| Port Discovery Children's Museum of Baltimore<br>35 Market Place<br>Baltimore, MD 21202                       | None                         | Public                                | STEM programming support                                             | \$25,000            |
| Portland Museum Inc<br>2308 Portland Avenue<br>Louisville, KY 40212                                           | None                         | Public                                | CE Board Retiree Recognition                                         | \$5,000             |
| Pratt Institute<br>200 Willoughby Avenue<br>Brooklyn, NY 11205                                                | None                         | Public                                | Retrofit Block By Block                                              | \$5,000             |
| Prince Frederick Volunteer Fire Department<br>Box 976, 450 Solomons Island Road<br>Prince Frederick, MD 20678 | None                         | Public                                | 2011 Angelpoint Volunteer Rewards (40 hr)                            | \$1,300             |
| Prince Frederick Volunteer Fire Department<br>Box 976, 450 Solomons Island Road<br>Prince Frederick, MD 20678 | None                         | Public                                | 2011 Volunteer Achievement Award - Brian Ficke                       | \$5,000             |

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|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|---------------------------------------|---------------------------------------------------------------------------------------------------------|---------------------|
| PRT Reach Foundation Inc<br>5850 Waterloo Road<br>Suite 140<br>Columbia, MD 21045                                                                                                                 | None                         | Public                                | Annual Fundraising - support PRT REACH Foundation                                                       | \$5,000             |
| Rappahannock United Way, Inc.<br>Fredericksburg, VA                                                                                                                                               | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00                                               | \$100               |
| Rescue Mission Alliance of Syracuse NY<br>155 Gifford Avenue<br>Syracuse, NY 13202                                                                                                                | None                         | Public                                | 2011 Angelpoint Volunteer Rewards (10-20 hr)                                                            | \$100               |
| Rio Bravo Wildlife Institute<br>1474 W. Price Rd, Ste. 7, Box 146<br>Brownsville, TX 78520                                                                                                        | None                         | Public                                | Trail Warriors: Getting Kids on Trails                                                                  | \$5,000             |
| Rising Sun Energy Center<br>1900 Addison Street<br>Suite 100<br>Berkeley, CA 94704                                                                                                                | None                         | Public                                | California Youth Energy Services (CYES)                                                                 | \$5,000             |
| River Relief Inc (dba Missouri River Relief)<br>PO Box 463<br>Columbia, MO 65205                                                                                                                  | None                         | Public                                | Big Muddy Clean Sweep in Omaha and Council Bluffs                                                       | \$5,000             |
| Riverbend Environmental Education Center<br>1950 Spring Mill Road<br>Gladwyne, PA 19035                                                                                                           | None                         | Public                                | Habitat Restoration                                                                                     | \$3,528             |
| Roscommon County United Way<br>Roscommon, MI                                                                                                                                                      | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00                                               | \$81                |
| Rural & Migrant Ministry of Oswego County<br>15 Stewart Street, P.O. Box 192<br>Rochland, NY 13144                                                                                                | None                         | Public                                | 2011 Angelpoint Volunteer Rewards (10-20 hr)                                                            | \$300               |
| Sandtown Habitat For Humanity<br>1300 North Fulton Avenue<br>Baltimore, MD 21217                                                                                                                  | None                         | Public                                | 2011 Angelpoint Volunteer Rewards (40 hr)                                                               | \$400               |
| Schuylkill United Way<br>Pottsville, PA                                                                                                                                                           | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00                                               | \$46                |
| Signal 13 Foundation<br>P. O. Box 24801<br>Baltimore, MD 21220                                                                                                                                    | None                         | Public                                | support for the Signal 13 Foundation                                                                    | \$7,500             |
| Somerset County United Way<br>Somerville, NJ                                                                                                                                                      | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00                                               | \$65                |
| South Bay Fire Department, Inc<br>8819 Cicero Center Rd.<br>Cicero, NY 13039                                                                                                                      | None                         | Public                                | 2011 Volunteer Achievement Award - David VanNamee                                                       | \$2,500             |
| Southern Appalachian Highlands Conservancy<br>34 Wall Street, Suite 502<br>Asheville, NC 28801                                                                                                    | None                         | Public                                | Rare Plant and Wildlife Habitat Restoration on the High-elevation Grassy Balds of the Highlands of Roan | \$5,000             |
| Spalding University<br>845 South 3rd Street<br>Louisville, KY 40203                                                                                                                               | None                         | Public                                | CE Retiree Board Recognition - MFA in Writing Scholarship Fund for Kentucky Teachers                    | \$10,000            |
| St. Louis HELP<br>Office. 1640 Andrew Drive, St. Louis, MO 63122-1706<br>Warehouse. 9709 Dielman Rock Island Drive, St. Louis, MO 63132 (4,200 sq.ft. ADA compliant space)<br>St. Louis, MO 63122 | None                         | Public                                | St. Louis Health Equipment Lending Program, dba St. Louis HELP                                          | \$5,000             |

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|------------------------------------------------------------------------------------------------------------------------|------------------------------|---------------------------------------|----------------------------------------------------------------------------------------------------------|---------------------|
| Star of Hope Mission<br>6897 Ardmore<br>Houston, TX 77054                                                              | None                         | Public                                | 2011 Angelpoint Volunteer Rewards (10-20 hr)                                                             | \$100               |
| Stateline United Way<br>Beloit, WI                                                                                     | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00                                                | \$260               |
| Stevenson University<br>1525 Greenspring Valley Rd<br>Stevenson, MD 21153                                              | None                         | Public                                | CE Board Retiree Recognition                                                                             | \$50,000            |
| Susan G Komen Breast Cancer, Louisville Affiliate<br>2301 Hurstbourne Village Drive, Suite 700<br>Louisville, KY 40299 | None                         | Public                                | 2011 Angelpoint Volunteer Rewards (10-20 hr)                                                             | \$100               |
| Susan G. Komen Breast Cancer Fdn - Houston Affiliate<br>5433 Westheimer Road, Suite 325<br>Houston, TX 77056           | None                         | Public                                | 2011 Angelpoint Volunteer Rewards (10-20 hr)                                                             | \$100               |
| The American Chestnut Foundation<br>160 Zillicoa Street, Suite D<br>Asheville, NC 28801                                | None                         | Public                                | American Chestnut Restoration in Kentucky                                                                | \$3,405             |
| The Children's Guild<br>6802 McClean Blvd.<br>Baltimore, MD 21234                                                      | None                         | Public                                | sponsorship of the 2012 Cabaret for Kids Gala on April 14, 2012                                          | \$10,000            |
| The Environmental Institute for Golf<br>1421 Research Park Drive<br>Lawrence, KS 66049                                 | None                         | Public                                | 2012 CESPC Charitable Obligation                                                                         | \$10,000            |
| The First Tee - National<br>World Golf Village<br>425 S. Legacy Trail<br>St. Augustine, FL 32092                       | None                         | Public                                | Constellation Foundation - First Tee Commitment                                                          | \$500,000           |
| The First Tee of Pittsburgh<br>5370 Schenley Drive<br>Pittsburgh, PA 15217                                             | None                         | Public                                | 2012 CESPC Charitable Obligation -- First Tee Commitment (Deacon Palmer Endowment)                       | \$150,000           |
| The First Tee of Pittsburgh<br>5370 Schenley Drive<br>Pittsburgh, PA 15217                                             | None                         | Public                                | 2012 CESPC Charitable Obligation -- First Tee Commitment (Girls Mentoring Program-Executive Women's Day) | \$10,000            |
| The Garrett Engineering and Robotics Society<br>P. O. Box 277<br>McHenry, MD 21541                                     | None                         | Public                                | support for GEARS, county-wide robotics club                                                             | \$1,500             |
| The Greg Hill Foundation<br>P O. Box 1371<br>Sterling, MA 01564                                                        | None                         | Public                                | 2011 Volunteer Achievement Award - Brett Feldman                                                         | \$2,500             |
| The Keystone Center<br>1628 Sts. John Road<br>Keystone, CO 80435                                                       | None                         | Public                                | CSI: Climate Status Investigations                                                                       | \$4,000             |
| The National Great Blacks in Wax Museum<br>1601-03 East North Avenue<br>Baltimore, MD 21213                            | None                         | Public                                | CE Board Retiree Recognition                                                                             | \$25,000            |
| The Nature Conservancy<br>1048 University Avenue<br>Rochester, New York 14607                                          | None                         | Public                                | Eldridge Wilderness Revitalization Project                                                               | \$5,000             |
| The Nature Conservancy<br>5410 Grosvenor Lane, Suite 100<br>Bethesda, MD 20720                                         | None                         | Public                                | Alliance for Water Stewardship                                                                           | \$15,000            |

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|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|---------------------------------------|---------------------------------------------------------------------------------------------|---------------------|
| The Nature Consortium<br>4408 Delridge Way SW # 107<br>Seattle, WA 98106                                                                                              | None                         | Public                                | Urban Forest Restoration Project                                                            | \$5,000             |
| The Ocean Foundation<br>PO Box 34103<br>San Diego, CA 92163                                                                                                           | None                         | Public                                | Ocean Connectors                                                                            | \$5,000             |
| The ORPHANetwork<br>1500 N. Great Neck Road<br>Virginia Beach, VA 23454                                                                                               | None                         | Public                                | 2011 Volunteer Achievement Award - Melissa Allen                                            | \$5,000             |
| The Pittsburgh Promise<br>1901 Centre Avenue<br>Suite 204<br>Pittsburgh, PA 15219                                                                                     | None                         | Public                                | 2012 CESPC Chantable Obligation                                                             | \$55,000            |
| The United Way of Butler County<br>Butler, PA                                                                                                                         | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00                                   | \$102               |
| The Wetlands Initiative (TWI)<br>53 W. Jackson Blvd., Suite 1015<br>Chicago, IL 60604                                                                                 | None                         | Public                                | Restoring Wet Meadow at a Wetland of International Importance                               | \$5,000             |
| The Young Mens Christian Association Of Greater Seattle<br>Metrocenter YMCA<br>909 Fourth Avenue<br>Seattle, WA 98104                                                 | None                         | Public                                | YMCA Earth Service Corps. Teens Restoring the Puget Sound through Environmental Stewardship | \$4,000             |
| Thomas Alva Edison Foundation<br>701 Pennsylvania Ave, NW<br>Washington, DC 20004                                                                                     | None                         | Public                                | 2012 contribution to the Thomas Alva Edison Foundation                                      | \$30,000            |
| Titusville Area United Way<br>Titusville, PA                                                                                                                          | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00                                   | \$502               |
| Towson University Foundation<br>8000 York Road<br>Baltimore, MD 21252                                                                                                 | None                         | Public                                | support for the Robert L. Ehrlich Jr. Collection for Public Leadership Studies              | \$25,000            |
| Triangle United Way<br>P.O. Box 110387<br>Research Triangle Park, NC 27709-5387                                                                                       | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00                                   | \$805               |
| Tri-City Community Action Program Inc<br>110 Pleasant Street<br>Malden, MA 02148                                                                                      | None                         | Public                                | Clean a Neighborhood Clean the River                                                        | \$5,000             |
| Trout Unlimited<br>1300 North 17th Street, Suite 500<br>Arlington, Virginia 22209                                                                                     | None                         | Public                                | Trout in the Classroom - Trout Release Field Days                                           | \$5,000             |
| Twin County United Way<br>Galax, VA                                                                                                                                   | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00                                   | \$26                |
| US Marne Hospital Foundation<br>2215 Portland Avenue<br>Louisville, KY 40212                                                                                          | None                         | Public                                | CE Retiree Board Recognition                                                                | \$15,000            |
| UM-Dearborn, College of Engineering & Computer Science, Dept of Mechanical Engineering<br>3003 South State Street<br>1st Floor Wolverine Tower<br>Ann Arbor, MI 48109 | None                         | Public                                | Treating Food Waste in the Classroom with Worms                                             | \$5,000             |
| United States Naval Academy Foundation<br>291 Wood Road, Beach Hall<br>Annapolis, MD 21402                                                                            | None                         | Public                                | CE Retiree Board Recognition                                                                | \$30,000            |

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|----------------------------------------------------------------------------------------------------|------------------------------|---------------------------------------|--------------------------------------------------------------|---------------------|
| United Way - Fort Mill - Rock Hill - Tega Cay<br>Rock Hill, SC                                     | None                         | Public                                | 2011-12 campaign corporate<br>employee match of \$.50/\$1.00 | \$130               |
| United Way - Selma & Dallas County<br>Selma, AL                                                    | None                         | Public                                | 2011-12 campaign corporate<br>employee match of \$.50/\$1.00 | \$104               |
| United Way & Volunteer Center of Clare County<br>106 West 7th street<br>Clare, MI 48617            | None                         | Public                                | 2011-12 campaign corporate<br>employee match of \$.50/\$1.00 | \$507               |
| United Way California Capital Region<br>8912 Volunteer Lane, Ste. 200<br>Sacramento, CA 95826-3224 | None                         | Public                                | 2011-12 campaign corporate<br>employee match of \$.50/\$1.00 | \$617               |
| United Way Capital Area<br>Austin, TX                                                              | None                         | Public                                | 2011-12 campaign corporate<br>employee match of \$.50/\$1.00 | \$507               |
| United Way Community Services<br>Detroit, MI                                                       | None                         | Public                                | 2011-12 campaign corporate<br>employee match of \$.50/\$1.00 | \$595               |
| United Way for the Greater New Orleans Area<br>New Orleans, LA                                     | None                         | Public                                | 2011-12 campaign corporate<br>employee match of \$.50/\$1.00 | \$30                |
| United Way in Waukesha County<br>Waukesha, WI                                                      | None                         | Public                                | 2011-12 campaign corporate<br>employee match of \$.50/\$1.00 | \$1,211             |
| United Way of Adams County<br>Decatur, IN                                                          | None                         | Public                                | 2011-12 campaign corporate<br>employee match of \$.50/\$1.00 | \$1,419             |
| United Way of Aiken County, SC<br>P.O. Box 699<br>Aiken, SC 29802-0699                             | None                         | Public                                | 2011-12 campaign corporate<br>employee match of \$.50/\$1.00 | \$1,859             |
| United Way of Allegheny County<br>Pittsburgh, PA                                                   | None                         | Public                                | 2011-12 campaign corporate<br>employee match of \$.50/\$1.00 | \$425               |
| United Way of Baytown Area<br>Baytown, TX                                                          | None                         | Public                                | 2011-12 campaign corporate<br>employee match of \$.50/\$1.00 | \$80                |
| United Way of Beaver County<br>Monaca, PA                                                          | None                         | Public                                | 2011-12 campaign corporate<br>employee match of \$.50/\$1.00 | \$205               |
| United Way of Benton County, Inc<br>Bentonville, AR                                                | None                         | Public                                | 2011-12 campaign corporate<br>employee match of \$.50/\$1.00 | \$104               |
| United Way of Bergen County<br>Oradell, NJ                                                         | None                         | Public                                | 2011-12 campaign corporate<br>employee match of \$.50/\$1.00 | \$78                |
| United Way of Berkeley & Morgan Counties, WV,<br>Inc.<br>Martinsburg, WV                           | None                         | Public                                | 2011-12 campaign corporate<br>employee match of \$.50/\$1.00 | \$66                |
| United Way of Blair County<br>1216 Pleasant Valley Boulevard, Ste. C<br>Altoona, PA 16602          | None                         | Public                                | 2011-12 campaign corporate<br>employee match of \$.50/\$1.00 | \$104               |
| United Way of Boone County<br>Belvidere, IL                                                        | None                         | Public                                | 2011-12 campaign corporate<br>employee match of \$.50/\$1.00 | \$50                |
| United Way of Bourbon County<br>Fort Scot, KS                                                      | None                         | Public                                | 2011-12 campaign corporate<br>employee match of \$.50/\$1.00 | \$65                |

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|-------------------------------------------------------------------------------------------|------------------------------|---------------------------------------|--------------------------------------------------------------|---------------------|
| United Way of Brazoria County<br>Angleton, TX                                             | None                         | Public                                | 2011-12 campaign corporate<br>employee match of \$.50/\$1.00 | \$250               |
| United Way of Broward County<br>Fort Lauderdale, FL                                       | None                         | Public                                | 2011-12 campaign corporate<br>employee match of \$.50/\$1.00 | \$120               |
| United Way of Bucks County<br>Fairless Hills, PA                                          | None                         | Public                                | 2011-12 campaign corporate<br>employee match of \$.50/\$1.00 | \$128               |
| United Way of Buffalo & Erie County<br>742 Delaware Avenue<br>Buffalo, NY 14209           | None                         | Public                                | 2011-12 campaign corporate<br>employee match of \$.50/\$1.00 | \$1,469             |
| United Way of Burlington County<br>Rancocas, NJ                                           | None                         | Public                                | 2011-12 campaign corporate<br>employee match of \$.50/\$1.00 | \$325               |
| United Way of Camden County<br>Camden, NJ                                                 | None                         | Public                                | 2011-12 campaign corporate<br>employee match of \$.50/\$1.00 | \$507               |
| United Way of Carbon County<br>Lehighton, PA                                              | None                         | Public                                | 2011-12 campaign corporate<br>employee match of \$.50/\$1.00 | \$195               |
| United Way of Carlisle & Cumberland County<br>Carlisle, PA                                | None                         | Public                                | 2011-12 campaign corporate<br>employee match of \$.50/\$1.00 | \$125               |
| United Way of Carlton County<br>Cloquet, MN                                               | None                         | Public                                | 2011-12 campaign corporate<br>employee match of \$.50/\$1.00 | \$65                |
| United Way of Carroll, Inc.<br>Carroll, IA                                                | None                         | Public                                | 2011-12 campaign corporate<br>employee match of \$.50/\$1.00 | \$46                |
| United Way of Cayuga County, Inc.<br>Auburn, NY                                           | None                         | Public                                | 2011-12 campaign corporate<br>employee match of \$.50/\$1.00 | \$1,915             |
| United Way of Central Carolinas, Inc.<br>Charlotte, NC                                    | None                         | Public                                | 2011-12 campaign corporate<br>employee match of \$.50/\$1.00 | \$3,009             |
| United Way of Central Jersey<br>Milltown, NJ                                              | None                         | Public                                | 2011-12 campaign corporate<br>employee match of \$.50/\$1.00 | \$98                |
| United Way of Central Massachusetts<br>Worcester, MA                                      | None                         | Public                                | 2011-12 campaign corporate<br>employee match of \$.50/\$1.00 | \$297               |
| United Way of Central Missouri<br>Jefferson City, MO                                      | None                         | Public                                | 2011-12 campaign corporate<br>employee match of \$.50/\$1.00 | \$78                |
| United Way of Central New York<br>P.O. Box 2120<br>518 James Street<br>Syracuse, NY 13220 | None                         | Public                                | 2011-12 campaign corporate<br>employee match of \$.50/\$1.00 | \$4,675             |
| United Way of Central New York<br>P.O. Box 2120<br>518 James Street<br>Syracuse, NY 13220 | None                         | Public                                | 2011-12 campaign corporate<br>employee match of \$.50/\$1.00 | \$4,675             |
| United Way of Central Virginia, Inc.<br>Lynchburg, VA                                     | None                         | Public                                | 2011-12 campaign corporate<br>employee match of \$.50/\$1.00 | \$526               |
| United Way of Central West Virginia<br>Charleston, WV                                     | None                         | Public                                | 2011-12 campaign corporate<br>employee match of \$.50/\$1.00 | \$52                |

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|--------------------------------------------------------------------------------------------------|------------------------------|---------------------------------------|-----------------------------------------------------------|---------------------|
| United Way of Chatham County, Inc.<br>Pittsboro, NC                                              | None                         | Public                                | 2011-12 campaign corporate employee match of \$ 50/\$1 00 | \$250               |
| United Way of Clinton & Essex Co , Inv<br>Plattsburgh, NY                                        | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00 | \$10                |
| United Way of Coastal Carolina, Inc<br>New Bern, NC                                              | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00 | \$1,286             |
| United Way of Decatur & Mid-Illinois<br>202 E. Eldorado, Suite B<br>Decatur, IL 62523            | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1 00 | \$780               |
| United Way of Delaware, Inc.<br>Linden Bldg 3rd flr/625 N Orange St<br>Wilmington, DE 19801-2296 | None                         | Public                                | 2011-12 campaign corporate employee match of \$ 50/\$1.00 | \$4,933             |
| United Way of Dickson County<br>Dickson, TN                                                      | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00 | \$26                |
| United Way of Dodge County<br>Beaver Dam, WI                                                     | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00 | \$39                |
| United Way of Douglas County<br>Lawrence, KS                                                     | None                         | Public                                | 2011-12 campaign corporate employee match of \$ 50/\$1.00 | \$143               |
| United Way of Dutchess County<br>Poughkeepsie, NY                                                | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00 | \$275               |
| United Way of Eastern Kentucky, Inc.<br>Prestonburg, KY                                          | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00 | \$32                |
| United Way of Effingham County<br>P.O. Box 2/1108 S. Willow St.<br>Effingham, IL 62401-0002      | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00 | \$507               |
| United Way of Erie County<br>420 West 6th Street<br>Erie, PA 16507                               | None                         | Public                                | 2011-12 campaign corporate employee match of \$ 50/\$1 00 | \$52                |
| United Way of Faulkner County, Inc.<br>Conway, AR                                                | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1 00 | \$130               |
| United Way of Frederick County, Inc.<br>P.O. Box 307<br>Frederick, MD 21705                      | None                         | Public                                | 2011 Angelpoint Volunteer Rewards (10-20 hr)              | \$200               |
| United Way of Freeborn County Inc.<br>Albert Lea, MN                                             | None                         | Public                                | 2011-12 campaign corporate employee match of \$ 50/\$1.00 | \$1,145             |
| United Way of Fresno County, CA<br>P.O. Box 5177<br>Fresno, CA 93755-5177                        | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00 | \$845               |
| United Way of Galveston, Inc.<br>Galveston, TX                                                   | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1 00 | \$65                |
| United Way of Gloucester County, Inc<br>Thorofare, NJ                                            | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00 | \$85                |
| United Way of Greater Battle Creek, Inc.<br>Battle Creek, MI                                     | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00 | \$50                |

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|--------------------------------------------------------------------------------------------------|------------------------------|---------------------------------------|-----------------------------------------------------------|---------------------|
| United Way of Greater Cincinnati<br>Cincinnati, OH                                               | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00 | \$98                |
| United Way of Greater Fall River, Inc.<br>Fall River, MA                                         | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00 | \$39                |
| United Way of Greater Hazleton, Inc.<br>Hazleton, PA                                             | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00 | \$130               |
| United Way of Greater Mercer County, Inc.<br>Lawrenceville, NJ                                   | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00 | \$420               |
| United Way of Greater Milwaukee<br>Milwaukee, WI                                                 | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00 | \$810               |
| United Way of Greater Nashua<br>Nashua NH                                                        | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00 | \$72                |
| United Way of Greater New Bedford<br>New Bedford, MA                                             | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00 | \$52                |
| United Way of Greater Oneida, Inc.<br>Oneida, NY                                                 | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00 | \$260               |
| United Way of Greater Oswego County NY<br>1 South First Street<br>Fulton, NY 13069-1704          | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00 | \$16,174            |
| United Way of Greater Oswego County NY<br>1 South First Street<br>Fulton, NY 13069-1704          | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00 | \$16,174            |
| United Way of Greater Plymouth County<br>Brockton, MA                                            | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00 | \$1,248             |
| United Way of Greater Rochester, Inc.<br>Rochester, NY                                           | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00 | \$15,330            |
| United Way of Greater Rochester, Inc.<br>Rochester, NY                                           | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00 | \$15,330            |
| United Way of Greater Waterbury<br>Waterbury, CT                                                 | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00 | \$532               |
| United Way of Greater Williamsburg<br>Williamsburg, VA                                           | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00 | \$130               |
| United Way of Harrisonburg and Rockingham Co., Inc.<br>Harrisonburg, VA                          | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00 | \$250               |
| United Way of Horry County<br>Conway, SC                                                         | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00 | \$10                |
| United Way of Hudson County<br>Jersey City, NJ                                                   | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00 | \$78                |
| United Way of Indian Wells Valley<br>350 East Ridgecrest Blvd., Ste. 110<br>Ridgecrest, CA 93555 | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00 | \$916               |

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|-------------------------------------------------------------------------------|------------------------------|---------------------------------------|------------------------------------------------------------|---------------------|
| United Way of Kankakee County<br>Kankakee, IL                                 | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00  | \$124               |
| United Way of Kern County, CA<br>P.O. Box 997<br>Bakersfield, CA 93302-0997   | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00  | \$572               |
| United Way of King County<br>Seattle, WA                                      | None                         | Public                                | 2011-12 campaign corporate employee match of \$ .50/\$1.00 | \$1,895             |
| United Way of Lancaster County<br>Lancaster, PA                               | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00  | \$690               |
| United Way of Laurel County<br>London, KY                                     | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00  | \$13                |
| United Way of Lawrence County<br>New Castle, PA                               | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00  | \$130               |
| United Way of Lee County<br>Auburn, AL                                        | None                         | Public                                | 2011-12 campaign corporate employee match of \$ .50/\$1.00 | \$65                |
| United Way of Lee County, Inc.<br>Fort Myers, FL                              | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00  | \$73                |
| United Way of Long Island<br>Deer Park, NY                                    | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00  | \$211               |
| United Way of Manatee County, Inc.<br>Bradenton, FL                           | None                         | Public                                | 2011-12 campaign corporate employee match of \$ .50/\$1.00 | \$254               |
| United Way of Martin County, Inc<br>Stuart, FL                                | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00  | \$68                |
| United Way of Massachusetts Bay, Inc.<br>P. O. Box 51381<br>Boston, MA 02205  | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00  | \$2,563             |
| United Way of Massachusetts Bay, Inc.<br>P. O. Box 51381<br>Boston, MA 02205  | None                         | Public                                | 2011-12 campaign corporate employee match of \$ .50/\$1.00 | \$2,563             |
| United Way of Merrimack County<br>46 S. Main Street<br>Concord, NH 03301-4855 | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00  | \$637               |
| United Way of Merrimack Valley, Inc<br>Ward Hill, MA                          | None                         | Public                                | 2011-12 campaign corporate employee match of \$ .50/\$1.00 | \$1,008             |
| United Way of Mesa County<br>Grand Junction, CO                               | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00  | \$65                |
| United Way of Metropolitan Atlanta<br>Atlanta, GA                             | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00  | \$1,464             |
| United Way of Metropolitan Chicago<br>Chicago, IL                             | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00  | \$1,909             |
| United Way of Metropolitan Chicago<br>Chicago, IL                             | None                         | Public                                | 2011-12 campaign corporate employee match of \$ .50/\$1.00 | \$1,909             |

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|-------------------------------------------------------------------------------|------------------------------|---------------------------------------|-----------------------------------------------------------|---------------------|
| United Way of Metropolitan Dallas, Inc.<br>Dallas, TX                         | None                         | Public                                | 2011-12 campaign corporate employee match of \$ 50/\$1 00 | \$595               |
| United Way of Metropolitan Nashville<br>Nashville, TN                         | None                         | Public                                | 2011-12 campaign corporate employee match of \$ 50/\$1.00 | \$308               |
| United Way of Metropolitan Tarrant County<br>Fort Worth, TX                   | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00 | \$130               |
| United Way of Milford, Inc.<br>Milford, CT                                    | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00 | \$15                |
| United Way of Millburn-Short Hills<br>Millburn, NJ                            | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00 | \$204               |
| United Way of Missoula County<br>Missoula, MT                                 | None                         | Public                                | 2011-12 campaign corporate employee match of \$ 50/\$1 00 | \$2,600             |
| United Way of Mon Valley<br>Monessen, PA                                      | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00 | \$260               |
| United Way of Monmouth County<br>Farmungdale, NJ                              | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00 | \$585               |
| United Way of Monongalia & Preston Counties<br>Morgantown, WV                 | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1 00 | \$52                |
| United Way of Montgomery/Radford & Floyd<br>Christiansburg, VA                | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00 | \$65                |
| United Way of Morris County<br>Mornstown, NJ                                  | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1 00 | \$39                |
| United Way of Nelson County<br>Bardstown, KY                                  | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00 | \$13                |
| United Way of New York Cty<br>2 Park Avenue, Fl 2<br>New York, NY 10016-5605  | None                         | Public                                | 2011-12 campaign corporate employee match of \$ 50/\$1.00 | \$1,395             |
| United Way of New York Cty<br>2 Park Avenue, Fl. 2<br>New York, NY 10016-5605 | None                         | Public                                | 2011-12 campaign corporate employee match of \$ 50/\$1.00 | \$1,395             |
| United Way of North Central Mass., Inc.<br>Fitchburg, MA                      | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00 | \$26                |
| United Way of North Essex<br>Montclair, NJ                                    | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00 | \$416               |
| United Way of North Yates County Inc<br>Penn Yan, NY                          | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1 00 | \$50                |
| United Way of Northeast Florida, Inc.<br>Jacksonville, FL                     | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00 | \$3,489             |
| United Way of Northeast Louisiana<br>Monroe, LA                               | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00 | \$50                |

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|-----------------------------------------------------------------------------------|------------------------------|---------------------------------------|--------------------------------------------------------------|---------------------|
| United Way of Northeast Mississippi<br>Tupelo, MS                                 | None                         | Public                                | 2011-12 campaign corporate<br>employee match of \$.50/\$1.00 | \$40                |
| United Way of Northeastern New York, Inc<br>Albany, NY                            | None                         | Public                                | 2011-12 campaign corporate<br>employee match of \$.50/\$1.00 | \$3,053             |
| United Way of Northern Chautauqua County<br>Dunkirk, NY                           | None                         | Public                                | 2011-12 campaign corporate<br>employee match of \$.50/\$1.00 | \$162               |
| United Way of Northern Fairfield County<br>Danbury, CT                            | None                         | Public                                | 2011-12 campaign corporate<br>employee match of \$.50/\$1.00 | \$856               |
| United Way of Northern Nevada & the Sierra<br>P O Box 2730<br>Reno, NV 89505-2730 | None                         | Public                                | 2011-12 campaign corporate<br>employee match of \$.50/\$1.00 | \$130               |
| United Way of Northern NY, Inc<br>Watertown, NY                                   | None                         | Public                                | 2011-12 campaign corporate<br>employee match of \$.50/\$1.00 | \$46                |
| United Way of Northwest Connecticut, Inc.<br>Torringdon, CT                       | None                         | Public                                | 2011-12 campaign corporate<br>employee match of \$.50/\$1.00 | \$516               |
| United Way of Norwalk & Wilton, Inc.<br>Norwalk, CT                               | None                         | Public                                | 2011-12 campaign corporate<br>employee match of \$.50/\$1.00 | \$65                |
| United Way of Oconee County<br>P O. Box 1694<br>Seneca, SC 29679-1694             | None                         | Public                                | 2011-12 campaign corporate<br>employee match of \$.50/\$1.00 | \$450               |
| United Way of Palm Beach County<br>Boynton Beach, FL                              | None                         | Public                                | 2011-12 campaign corporate<br>employee match of \$.50/\$1.00 | \$38                |
| United Way of Prince Edward County<br>Farmville, VA                               | None                         | Public                                | 2011-12 campaign corporate<br>employee match of \$.50/\$1.00 | \$351               |
| United Way of Pulaski County<br>Little Rock, AR                                   | None                         | Public                                | 2011-12 campaign corporate<br>employee match of \$.50/\$1.00 | \$1,909             |
| United Way of Putnam County<br>Cookeville, TN                                     | None                         | Public                                | 2011-12 campaign corporate<br>employee match of \$.50/\$1.00 | \$65                |
| United Way of Randolph County, Inc.<br>Asheboro, NC                               | None                         | Public                                | 2011-12 campaign corporate<br>employee match of \$.50/\$1.00 | \$286               |
| United Way of Rhode Island<br>Providence, RI                                      | None                         | Public                                | 2011-12 campaign corporate<br>employee match of \$.50/\$1.00 | \$145               |
| United Way of Riley County<br>Manhattan, KS                                       | None                         | Public                                | 2011-12 campaign corporate<br>employee match of \$.50/\$1.00 | \$500               |
| United Way of Rome & Western Oneida Co., Inc.<br>Rome, NY                         | None                         | Public                                | 2011-12 campaign corporate<br>employee match of \$.50/\$1.00 | \$208               |
| United Way of Rutherford County<br>Murfreesboro, TN                               | None                         | Public                                | 2011-12 campaign corporate<br>employee match of \$.50/\$1.00 | \$103               |
| United Way of San Antonio & Bexar County<br>San Antonio, TX                       | None                         | Public                                | 2011-12 campaign corporate<br>employee match of \$.50/\$1.00 | \$637               |

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|-----------------------------------------------------------------------------------------------------|------------------------------|---------------------------------------|-----------------------------------------------------------|---------------------|
| United Way of San Diego County<br>San Diego, CA                                                     | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00 | \$380               |
| United Way of Seneca County, Inc.<br>Seneca Falls, NY                                               | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00 | \$12                |
| United Way of Siouxland<br>Sioux City, IA                                                           | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00 | \$130               |
| United Way of South Hampton Roads<br>Norfolk, VA                                                    | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00 | \$738               |
| United Way of South Sarasota County Inc<br>Venice, FL                                               | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00 | \$2,500             |
| United Way of Southeastern Connecticut<br>Gales Ferry, CT                                           | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00 | \$351               |
| United Way of Southeastern Pennsylvania<br>1709 Benjamin Franklin Parkway<br>Philadelphia, PA 19103 | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00 | \$1,636             |
| United Way of Southeastern Pennsylvania<br>1709 Benjamin Franklin Parkway<br>Philadelphia, PA 19103 | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00 | \$1,636             |
| United Way of Southeastern Utah<br>45 South Carbon Avenue, Suite 1<br>Price, UT 84501               | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00 | \$195               |
| United Way of Southern Chautauqua County<br>Jamestown, NY                                           | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00 | \$162               |
| United Way of Southern Chester County<br>Kennett Square, PA                                         | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00 | \$1,845             |
| United Way of Southern Nevada<br>Las Vegas, NV                                                      | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00 | \$50                |
| United Way of Southern West Virginia, Inc.<br>Beckley, WV                                           | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00 | \$86                |
| United Way of Southwest Michigan<br>Benton Harbor, MI                                               | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00 | \$500               |
| United Way of Southwestern Indiana Inc.<br>Evansville, IN                                           | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00 | \$65                |
| United Way of St. Claire County<br>723 Military Street<br>Port Huron, MI 48060                      | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00 | \$169               |
| United Way of Stamford<br>Stamford, CT                                                              | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00 | \$180               |
| United Way of Stanislaus County, Inc.<br>Modesto, CA                                                | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00 | \$760               |
| United Way of Sumner County<br>Hendersonville, TN                                                   | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00 | \$351               |

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|------------------------------------------------------------------------------------------------------|------------------------------|---------------------------------------|-----------------------------------------------------------|---------------------|
| United Way of Tampa Bay, Inc.<br>Tampa, FL                                                           | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00 | \$958               |
| United Way of the Aurora Area<br>Aurora, IL                                                          | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00 | \$247               |
| United Way of the Bay Area<br>221 Main Street, Ste. 300<br>San Francisco, CA 94105                   | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00 | \$1,350             |
| United Way of the Capital Area, Inc.<br>30 Laurel Street<br>Harford, CT 06106-1374                   | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00 | \$507               |
| United Way of the Capital Region<br>Enola, PA                                                        | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00 | \$174               |
| United Way of the Columbia-Willamette<br>Portland, OR                                                | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00 | \$130               |
| United Way of the DuPage Area<br>Chicago, IL                                                         | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00 | \$65                |
| United Way of the Greater Lehigh Valley<br>Bethlehem, PA                                             | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00 | \$754               |
| United Way of the Greater Utica Area<br>Utica, NY                                                    | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00 | \$116               |
| United Way of the Laurel Highlands, Inc.<br>111 Walnut Street<br>Johnstown, PA 15901-1610            | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00 | \$462               |
| United Way of the Midlands<br>Columbia, SC                                                           | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00 | \$747               |
| United Way of the Mid-South<br>Memphis, TN                                                           | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00 | \$2,367             |
| United Way of the National Capital Area<br>8391 Old Courthouse Road<br>Suite 200<br>Vienna, VA 22182 | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00 | \$13,855            |
| United Way of the National Capital Area<br>8391 Old Courthouse Road<br>Suite 200<br>Vienna, VA 22182 | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00 | \$13,855            |
| United Way of the Navajo Nation<br>Window Rock, AZ                                                   | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00 | \$39                |
| United Way of the Ohio Valley<br>Owensboro, KY                                                       | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00 | \$13                |
| United Way of the Texas Gulf Coast<br>P.O. Box 3247<br>Houston, TX 77253                             | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00 | \$8,373             |
| United Way of the Texas Gulf Coast<br>P.O. Box 3247<br>Houston, TX 77253                             | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00 | \$8,373             |
| United Way of the Virginia Peninsula<br>Newport News, VA                                             | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00 | \$193               |

| <u>Donee Name and Address</u>                                                         | <u>Relationship to Donee</u> | <u>Foundation Status of Recipient</u> | <u>Purpose of Grant</u>                                   | <u>Grant Amount</u> |
|---------------------------------------------------------------------------------------|------------------------------|---------------------------------------|-----------------------------------------------------------|---------------------|
| United Way of Tr-County, Inc.<br>Framingham, MA                                       | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00 | \$474               |
| United Way of Trumbull County<br>Warren, OH                                           | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00 | \$26                |
| United Way of Volusia-Flagler Co., Inc<br>Daytona Beach, FL                           | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00 | \$20                |
| United Way of Washington County<br>Brenham, TX                                        | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00 | \$195               |
| United Way of Washington County<br>Washington, PA                                     | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00 | \$247               |
| United Way of West Central Connecticut<br>Bristol, CT                                 | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00 | \$260               |
| United Way of Westchester & Putnam, Inc.<br>White Plains, NY                          | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00 | \$547               |
| United Way of Western Crawford County<br>Meadville, PA                                | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00 | \$500               |
| United Way of Westmoreland County<br>Greensburg, PA                                   | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00 | \$10                |
| United Way of Westport-Weston, Inc.<br>Westport, CT                                   | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00 | \$65                |
| United Way of Wyandotte County, Inc.<br>Kansas City, KS                               | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00 | \$143               |
| United Way of York County<br>York, PA                                                 | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00 | \$2,145             |
| United Way of York County<br>York, PA                                                 | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00 | \$2,145             |
| United Way Services<br>Cleveland<br>Cleveland, OH                                     | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00 | \$364               |
| United Way Services<br>Richmond, VA                                                   | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00 | \$1,183             |
| United Way, Inc.<br>Los Angeles, CA                                                   | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00 | \$2,727             |
| United Way, Inc.<br>Los Angeles, CA                                                   | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00 | \$2,727             |
| University of Colorado Foundation<br>4740 Walnut Street<br>Boulder, CO 80301          | None                         | Public                                | 2011 Angelpoint Volunteer Rewards (10-20 hr)              | \$400               |
| University of Maryland Baltimore County<br>1000 Hilltop Circle<br>Baltimore, MD 21250 | None                         | Public                                | CE Board Retiree Recognition                              | \$75,000            |

| <u>Donee Name and Address</u>                                                                                                                | <u>Relationship to Donee</u> | <u>Foundation Status of Recipient</u> | <u>Purpose of Grant</u>                                                | <u>Grant Amount</u> |
|----------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|---------------------------------------|------------------------------------------------------------------------|---------------------|
| University of Maryland Baltimore County<br>1000 Hilltop Circle<br>Baltimore, MD 21250                                                        | None                         | Public                                | establishment of the 'Constellation Energy Scholars Program Endowment' | \$200,000           |
| University of Nebraska Foundation<br>P.O. Box 830902<br>1010 Lincoln Mall, Suite 300<br>Lincoln, NE 68508                                    | None                         | Public                                | CE Board Retiree Recognition                                           | \$25,000            |
| University of Oklahoma Foundation, Inc.,<br>100 Timberdell Road<br>Norman, OK 73019                                                          | None                         | Public                                | 2011 Angelpoint Volunteer Rewards (10-20 hr)                           | \$200               |
| University of Pittsburgh and UPMC Medical & Health Sciences Fdn<br>3600 Forbes Avenue at Meyran Avenue<br>Suite 8084<br>Pittsburgh, PA 15213 | None                         | Public                                | 2012 CESPC Charitable Obligation (Championship Challenge - Steelers)   | \$5,000             |
| University of South Carolina Educational Foundation<br>1600 Hampton Street, Suite 814<br>Columbia, SC 29208                                  | None                         | Public                                | CE Board Retiree Recognition                                           | \$20,000            |
| Urban Ecology Institute Inc<br>3 Phillips Place<br>Cambridge, MA 02138                                                                       | None                         | Public                                | CityRoots Community Education and Action in Allston                    | \$5,000             |
| Valley of the Sun United Way<br>Phoenix, AZ                                                                                                  | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00              | \$416               |
| Victoria County United Way<br>Victoria, TX                                                                                                   | None                         | Public                                | 2011-12 campaign corporate employee match of \$.50/\$1.00              | \$26                |
| Waterfront Partnership of Baltimore, Inc.<br>650 South Exeter Street, Suite 200<br>Baltimore, MD 21202                                       | None                         | Public                                | Healthy Harbor Implementation Strategy                                 | \$50,000            |
| Watershed Center Grand Traverse Bay<br>13272 S. West Bay Shore Dr<br>Traverse City, MI 49684                                                 | None                         | Public                                | Watershed Forestry Initiative                                          | \$5,000             |
| Western Virginia Foundation For The Arts And Sciences<br>20 East Church Ave ,<br>2nd Floor<br>Roanoke, Virginia 24011                        | None                         | Public                                | Center in the Square Environmental Sustainability Education Project    | \$5,000             |
| World Wildlife Fund, Inc.<br>1250 24th Street, NW<br>Washington, DC 20037                                                                    | None                         | Public                                | 2011 Volunteer Achievement Award - Karen Ives                          | \$1,250             |
| Wounded Warrior Project<br>7002 A C Skunner Parkway<br>Jacksonville, FL 32256                                                                | None                         | Public                                | CE Board Retiree Recognition                                           | \$25,000            |
| Yew Dell Botanical Gardens<br>P. O. Box 1334, 6220 Old LaGrange Rd<br>Crestwood, KY 40014                                                    | None                         | Public                                | CE Board Retiree Recognition                                           | \$5,000             |
| YMCA of Greater Pittsburgh<br>420 Fort Duquesne Boulevard<br>Suite 625<br>Pittsburgh, PA 15222                                               | None                         | Public                                | 2012 CESPC Charitable Obligation                                       | \$110,000           |
| Young Audiences of Maryland<br>2601 N. Howard Street, Suite 320<br>Baltimore, MD 21218                                                       | None                         | Public                                | Program Support -- Arts Programs to Enhance Academic Success           | \$5,000             |

| <u>Donee Name and Address</u>                                                                                  | <u>Relationship to Donee</u> | <u>Foundation Status of Recipient</u> | <u>Purpose of Grant</u>                                                 | <u>Grant Amount</u> |
|----------------------------------------------------------------------------------------------------------------|------------------------------|---------------------------------------|-------------------------------------------------------------------------|---------------------|
| Youngstown Neighborhood Development Corporation<br>201 E. Commerce Street, Suite 140<br>Youngstown, Ohio 44503 | None                         | Public                                | Mineral Springs Avenue Demonstration Block                              | \$5,000             |
| Youth Dreamers, Inc<br>1300 Gorsuch Ave<br>Baltimore, MD 21218                                                 | None                         | Public                                | support for the Youth Dreamers After School Programs at the Dream House | \$2,500             |
|                                                                                                                |                              |                                       | Total                                                                   | \$4,400,438         |
|                                                                                                                |                              |                                       |                                                                         |                     |

|                                                                                                   |                            |                 |                |  |
|---------------------------------------------------------------------------------------------------|----------------------------|-----------------|----------------|--|
| NAME: REMBRANDT FOUNDATION, INC.                                                                  |                            | EIN: 52-1452037 | TAX YEAR: 2012 |  |
|                                                                                                   |                            |                 |                |  |
|                                                                                                   |                            |                 |                |  |
| <b>Form 990-PF, Part XV, Line 3a, Page 11 - Grants and Contributions Paid During the Year</b>     |                            |                 |                |  |
| <b><i>FY11 Q4 Matching Gifts Detail:</i></b>                                                      |                            |                 |                |  |
|                                                                                                   |                            |                 |                |  |
| <b><u>Organization Name</u></b>                                                                   | <b><u>Match Amount</u></b> |                 |                |  |
| Access Fund - Boulder, CO                                                                         | \$35                       |                 |                |  |
| Alliance for Lupus Research - New York, NY                                                        | \$125                      |                 |                |  |
| Almost Heaven Golden Retriever Rescue and Sanctuary Inc - Delray, WV                              | \$50                       |                 |                |  |
| Alzheimers Disease and Related Disorders Association - Fairfax, VA                                | \$50                       |                 |                |  |
| Alzheimers Disease and Related Disorders Association, Inc. - Chicago, IL                          | \$100                      |                 |                |  |
| American Cancer Society Inc - Atlanta, GA                                                         | \$260                      |                 |                |  |
| American Cancer Society Inc - East Syracuse, NY                                                   | \$100                      |                 |                |  |
| American Cancer Society Inc - Oklahoma City, OK                                                   | \$700                      |                 |                |  |
| American Diabetes Association Inc - American Diabetes Association of Phoenix, AZ - Alexandria, VA | \$50                       |                 |                |  |
| American Heart Association Inc - Dallas, TX                                                       | \$25                       |                 |                |  |
| American Heart Association Inc - The American Heart Association - Chicago, IL                     | \$100                      |                 |                |  |
| American Museum of Natural History - New York, NY                                                 | \$75                       |                 |                |  |
| American National Red Cross - American Red Cross National Headquarters - Washington, DC           | \$500                      |                 |                |  |
| American Society for the Prevention of Cruelty To Animals - New York, NY                          | \$50                       |                 |                |  |
| Amyotrophic Lateral Sclerosis Association - New York, NY                                          | \$65                       |                 |                |  |
| Appalachian Mountain Club - Boston, MA                                                            | \$42                       |                 |                |  |
| Archdiocese of Washington Chancery - Archbishop's Appeal - Washington, DC                         | \$150                      |                 |                |  |
| Arthritis Foundation Inc - Arthritis Foundation Mid-Atlantic Region - Charlotte, NC               | \$160                      |                 |                |  |
| Autism Speaks Inc - Los Angeles, CA                                                               | \$250                      |                 |                |  |
| Becker College - Worcester, MA                                                                    | \$50                       |                 |                |  |
| Big Cat Rescue Corp - Tampa, FL                                                                   | \$50                       |                 |                |  |
| Board of Trustees for the University of Alabama - Tuscaloosa, AL                                  | \$200                      |                 |                |  |
| Boston College Trustees - Chestnut Hill, MA                                                       | \$250                      |                 |                |  |
| Boy Scouts of America - Lincoln Trails Council - Decatur, IL                                      | \$500                      |                 |                |  |
| Brooklyn Botanic Garden - Brooklyn, NY                                                            | \$133                      |                 |                |  |
| Brooklyn Institute of Arts and Sciences - Brooklyn Museum - Brooklyn, NY                          | \$85                       |                 |                |  |

| <u>Organization Name</u>                                                                        | <u>Match Amount</u> |  |  |  |
|-------------------------------------------------------------------------------------------------|---------------------|--|--|--|
| Bucknell University - Lewisburg, PA                                                             | \$150               |  |  |  |
| Busters Friends Inc - Houston, TX                                                               | \$83                |  |  |  |
| Canton College Foundation Inc - Canton, NY                                                      | \$50                |  |  |  |
| Capital Area Food Bank - Washington, DC                                                         | \$100               |  |  |  |
| Carnegie Mellon University - Pittsburgh, PA                                                     | \$180               |  |  |  |
| Chesnut Hill College of the Sisters of St Joseph - Chestnut Hill College - Philadelphia, PA     | \$100               |  |  |  |
| Childhood Cancer Family Alliance Inc - Houston, TX                                              | \$25                |  |  |  |
| Childrens Hospital Foundation - Washington, DC                                                  | \$100               |  |  |  |
| Childrens Miracle Network - Salt Lake City, UT                                                  | \$370               |  |  |  |
| City Wide Club of Clubs - Houston, TX                                                           | \$25                |  |  |  |
| College of William and Mary - The College of William & Mary - Williamsburg, VA                  | \$525               |  |  |  |
| Colleges of the Seneca Hobart & Wm Smith Colleges - Geneva, NY                                  | \$250               |  |  |  |
| Cornell University Foundation - Ithaca, NY                                                      | \$200               |  |  |  |
| Crohns & Colitis Foundation of America - Crohn's & Colitis Foundation of America - New York, NY | \$150               |  |  |  |
| Dana Farber Cancer Institute Inc Steven Connolly - Boston, MA                                   | \$410               |  |  |  |
| Davidson College - Davidson, NC                                                                 | \$100               |  |  |  |
| Dedication and Everlasting Love To Animals - Glendale, CA                                       | \$30                |  |  |  |
| Dominican House of Studies-College of Immaculate Conception - Washington, DC                    | \$600               |  |  |  |
| Duke University - Durham, NC                                                                    | \$5,000             |  |  |  |
| Duke University - Durham, NC                                                                    | \$1,500             |  |  |  |
| Electronic Frontier Foundation Inc - Electronic Frontier Foundation, Inc. - San Francisco, CA   | \$200               |  |  |  |
| F O O D Inc-Community Food Bank - Fresno, CA                                                    | \$1,500             |  |  |  |
| Fair Chance - Washington, DC                                                                    | \$500               |  |  |  |
| Father Flanagans Boys Home - Boys Town, NE                                                      | \$100               |  |  |  |
| Federal City Performing Arts Association Inc - Washington, DC                                   | \$5,000             |  |  |  |
| Food & Friends Inc - Food and Friends, Inc. - Washington, DC                                    | \$200               |  |  |  |
| Food for the Poor Inc - Coconut Creek, FL                                                       | \$2,200             |  |  |  |
| Friends of the National Arboretum Inc - Washington, DC                                          | \$50                |  |  |  |
| Georgia Tech Foundation Inc - Georgia Institute of Technology - Atlanta, GA                     | \$150               |  |  |  |
| Habitat for Horses Inc - Hitchcock, TX                                                          | \$110               |  |  |  |
| Habitat for Humanity International - Americus, GA                                               | \$500               |  |  |  |
| Heifer Project International - Little Rock, AR                                                  | \$290               |  |  |  |
| Higher Achievement Program Inc - Washington, DC                                                 | \$2,000             |  |  |  |

| <u>Organization Name</u>                                                                                                                | <u>Match Amount</u> |  |  |  |
|-----------------------------------------------------------------------------------------------------------------------------------------|---------------------|--|--|--|
| Hope Clinic for Women - Nashville, TN                                                                                                   | \$100               |  |  |  |
| Houston Food Bank - Houston, TX                                                                                                         | \$2,500             |  |  |  |
| Houston Humane Society - Houston, TX                                                                                                    | \$50                |  |  |  |
| Human Rights Campaign Foundation - Washington, DC                                                                                       | \$5,000             |  |  |  |
| Juvenile Diabetes Research Foundation International - Englewood Cliffs, NJ                                                              | \$100               |  |  |  |
| Juvenile Diabetes Research Foundation International - Juvenile Diabetes Research Foundation - Triangle/Eastern NC Chapter - Raleigh, NC | \$100               |  |  |  |
| Legacy Community Health Services Inc - Houston, TX                                                                                      | \$2,500             |  |  |  |
| Lehigh University - Bethlehem, PA                                                                                                       | \$1,600             |  |  |  |
| Leukemia & Lymphoma Society Inc - Shawnee, KS                                                                                           | \$75                |  |  |  |
| Leukemia & Lymphoma Society Inc - The Leukemia & Lymphoma Society - Amherst, NY                                                         | \$50                |  |  |  |
| Lifetime Assistance Foundation Inc - Lifetime Assistance, Inc. - Rochester, NY                                                          | \$1,025             |  |  |  |
| Make-A-Wish Foundation of Massachusetts and Rhode Island Inc - Boston, MA                                                               | \$500               |  |  |  |
| Make-A-Wish Foundation of Michigan - Brighton, MI                                                                                       | \$150               |  |  |  |
| Marine Toys for Tots Foundation - Triangle, VA                                                                                          | \$100               |  |  |  |
| Mary Baldwin College - Staunton, VA                                                                                                     | \$200               |  |  |  |
| Massachusetts Bicycle Coalition Incorporated - Boston, MA                                                                               | \$30                |  |  |  |
| Massachusetts Institute of Technology - Cambridge, MA                                                                                   | \$60                |  |  |  |
| Michaels Place - Traverse City, MI                                                                                                      | \$250               |  |  |  |
| Ministry of Caring Inc - Wilmington, DE                                                                                                 | \$50                |  |  |  |
| Museum of Fine Arts - Boston, MA                                                                                                        | \$75                |  |  |  |
| Museum of Modern Art - New York, NY                                                                                                     | \$60                |  |  |  |
| Museum of Science - Boston, MA                                                                                                          | \$80                |  |  |  |
| National Multiple Sclerosis Society - Philadelphia, PA                                                                                  | \$50                |  |  |  |
| Northeastern University - Boston, MA                                                                                                    | \$25                |  |  |  |
| Northern Essex Community College Foundation Inc - Haverhill, MA                                                                         | \$250               |  |  |  |
| Northwestern University - Evanston, IL                                                                                                  | \$1,000             |  |  |  |
| Oakland University - Rochester, MI                                                                                                      | \$250               |  |  |  |
| Operation Smile Foundation Inc - Norfolk, VA                                                                                            | \$50                |  |  |  |
| Oswego College Foundation Inc - Oswego State University of New York - Oswego, NY                                                        | \$350               |  |  |  |
| Oswego County Animal Welfare League Inc - Fulton, NY                                                                                    | \$45                |  |  |  |
| Oxfam-America Inc - Boston, MA                                                                                                          | \$35                |  |  |  |
| Pan Massachusetts Challenge Trust - Needham, MA                                                                                         | \$350               |  |  |  |
| Pan Massachusetts Challenge Trust - The Jimmy Fund - Brookline, MA                                                                      | \$60                |  |  |  |

| <u>Organization Name</u>                                                                                              | <u>Match Amount</u> |  |  |  |
|-----------------------------------------------------------------------------------------------------------------------|---------------------|--|--|--|
| Pediatric Low Grade Astrocytoma Foundation Inc -<br>Pediatric Low Grade Astrocytoma Foundation Inc -<br>Chappaqua, NY | \$50                |  |  |  |
| Pennsylvania State University - University Park, PA                                                                   | \$235               |  |  |  |
| Performing Animal Welfare Society - Galt, CA                                                                          | \$110               |  |  |  |
| Philabundance - Philadelphia, PA                                                                                      | \$35                |  |  |  |
| Pines of Peace Inc - Pines Of Peace, Inc. - Ontario, NY                                                               | \$1,000             |  |  |  |
| Planned Parenthood Federation of - New York, NY                                                                       | \$200               |  |  |  |
| Princess Margaret Hospital Foundation - Toronto, ON                                                                   | \$1,000             |  |  |  |
| Rabbi Israel Meyer Hachohen Rabbinical Seminary of<br>America - Flushing, NY                                          | \$50                |  |  |  |
| Radford University Foundation Inc - Radford, VA                                                                       | \$50                |  |  |  |
| Rensselaer Polytechnic Institute - Boston, MA                                                                         | \$75                |  |  |  |
| Rescue Mission Alliance of Syracuse NY - Syracuse, NY                                                                 | \$400               |  |  |  |
| Rochester Institute of Technology - Rochester, NY                                                                     | \$1,000             |  |  |  |
| Rural and Migrant Ministries of Oswego County -<br>Richland, NY                                                       | \$75                |  |  |  |
| Sacred Heart University- WSHU - Fairfield, CT                                                                         | \$104               |  |  |  |
| Salvation Army National Corp - Alexandria, VA                                                                         | \$500               |  |  |  |
| Smile Train Inc - Smile Train, Inc. - New York, NY                                                                    | \$250               |  |  |  |
| South Carolina Autism Society Inc - W Columbia, SC                                                                    | \$1,250             |  |  |  |
| Southern Connecticut State University Foundation Inc -<br>New Haven, CT                                               | \$75                |  |  |  |
| Spelman College - Atlanta, GA                                                                                         | \$211               |  |  |  |
| Sportsgrants Inc - The Sportsgrants Foundation - Hood<br>River, OR                                                    | \$25                |  |  |  |
| St Baldricks Foundation Inc - The St. Baldrick's<br>Foundation - Monrovia, CA                                         | \$100               |  |  |  |
| St Jude Childrens Research Hospital Inc - St. Jude<br>Children's Research Hospital - Memphis, TN                      | \$500               |  |  |  |
| St Jude Childrens Research Hospital Inc - St. Jude<br>Children's Research Hospital - Memphis, TN                      | \$1,110             |  |  |  |
| Stevens Institute of Technology Trustees - Hoboken, NJ                                                                | \$150               |  |  |  |
| Sunrise Manor - Sioux City, IA                                                                                        | \$250               |  |  |  |
| Susan G Komen Breast Cancer Foundation - Chicago, IL                                                                  | \$1,790             |  |  |  |
| Susan G Komen Breast Cancer Foundation - Houston<br>Affiliates Susan G Komen for the Cure - Houston, TX               | \$330               |  |  |  |
| Susan G Komen Breast Cancer Foundation - Miami, FL                                                                    | \$25                |  |  |  |

| <u>Organization Name</u>                                                                                         | <u>Match Amount</u> |  |  |  |
|------------------------------------------------------------------------------------------------------------------|---------------------|--|--|--|
| Susan G Komen Breast Cancer Foundation - Milwaukee, WI                                                           | \$745               |  |  |  |
| Susan G Komen Breast Cancer Foundation - Susan G Komen for the Cure, The Greater Atlanta Affiliate - Atlanta, GA | \$50                |  |  |  |
| Syracuse University - Syracuse, NY                                                                               | \$75                |  |  |  |
| Texas A&M Foundation - Texas A&M University - College Station, TX                                                | \$100               |  |  |  |
| The Carter Center Inc - Atlanta, GA                                                                              | \$50                |  |  |  |
| The George Washington University - Washington, DC                                                                | \$300               |  |  |  |
| The Monarch School Inc - Houston, TX                                                                             | \$1,000             |  |  |  |
| Theatre Under the Stars Inc - Houston, TX                                                                        | \$400               |  |  |  |
| United Mitochondrial Disease Foundation Inc - Pittsburgh, PA                                                     | \$100               |  |  |  |
| United Way of Massachusetts Bay, Inc. - Boston, MA                                                               | \$100               |  |  |  |
| University of Chicago-Chicago Booth School of Business - Chicago, IL                                             | \$5,000             |  |  |  |
| University of Colorado Foundation - Boulder, CO                                                                  | \$150               |  |  |  |
| University of Connecticut Foundation Incorporated - University of Connecticut - Storrs, CT                       | \$50                |  |  |  |
| University of Delaware - Newark, DE                                                                              | \$325               |  |  |  |
| University of Florida Foundation Inc - Gainesville, FL                                                           | \$350               |  |  |  |
| University of North Carolina at Chapel Hill - Chapel Hill, NC                                                    | \$400               |  |  |  |
| University of Pittsburgh Office of the Comptroller - Pittsburgh, PA                                              | \$50                |  |  |  |
| Urban Peaks Foundation - Everett, MA                                                                             | \$100               |  |  |  |
| Vanderbilt University - Nashville, TN                                                                            | \$500               |  |  |  |
| Virginia Tech Foundation Inc - Blacksburg, VA                                                                    | \$250               |  |  |  |
| Virginia Tech Foundation Inc - Virginia Polytechnic Institute - Blacksburg, VA                                   | \$275               |  |  |  |
| Washington D C Martin Luther King Jr National Mem Project Foundation Inc - Washington, DC                        | \$100               |  |  |  |
| Washington DC Alumnae Foundation Delta Sigma Theta Inc - Washington, DC                                          | \$175               |  |  |  |
| Wayne State University - Detroit, MI                                                                             | \$250               |  |  |  |
| Webb Institute of Naval Architecture - Glen Cove, NY                                                             | \$1,000             |  |  |  |
| Wichita State University Foundation - Wichita, KS                                                                | \$35                |  |  |  |
| Worcester Polytechnic Institute - Worcester, MA                                                                  | \$375               |  |  |  |
| World Vision - Federal Way, WA                                                                                   | \$326               |  |  |  |
| World Wildlife Fund Inc - Washington, DC                                                                         | \$550               |  |  |  |
| Yeshiva and Mesiva Torah Temimah Incorporated-Torah Temimah Talmudical Seminary - Brooklyn, NY                   | \$550               |  |  |  |
| <b>Total</b>                                                                                                     | <b>\$68,704</b>     |  |  |  |
|                                                                                                                  |                     |  |  |  |

|                                                                                                                   |                            |                |
|-------------------------------------------------------------------------------------------------------------------|----------------------------|----------------|
| NAME: REMBRANDT FOUNDATION, INC.                                                                                  | EIN: 52-1452037            | TAX YEAR: 2012 |
|                                                                                                                   |                            |                |
| <b>Form 990-PF, Part XV, Line 3a, Page 11 - Grants and Contributions Paid During the Year</b>                     |                            |                |
| <b><i>FY12 Q1 Matching Gifts Detail:</i></b>                                                                      |                            |                |
|                                                                                                                   |                            |                |
| <b><u>Organization Name</u></b>                                                                                   | <b><u>Match Amount</u></b> |                |
| Marine Toys for Tots Foundation - Triangle, VA                                                                    | \$250                      |                |
| YMCA Of The Brandywine Valley - West Chester, PA                                                                  | \$5,000                    |                |
| College of William and Mary - The College of William & Mary - Williamsburg, VA                                    | \$5,000                    |                |
| Loyola University of Chicago - Loyola University Chicago - Chicago, IL                                            | \$2,500                    |                |
| Northwestern University - Evanston, IL                                                                            | \$2,000                    |                |
| Pennsylvania State University - University Park, PA                                                               | \$250                      |                |
| President & Fellows of Middlebury - Middlebury, VT                                                                | \$14,850                   |                |
| Swarthmore College - Swarthmore, PA                                                                               | \$10,000                   |                |
| Trustees of Dartmouth College - Hanover, NH                                                                       | \$2,700                    |                |
| University of Chicago - Chicago, IL                                                                               | \$15,000                   |                |
| University of Delaware - Newark, DE                                                                               | \$10,000                   |                |
| University of Illinois Foundation - University of Illinois - Urbana, IL                                           | \$100                      |                |
| Environmental Law Institute Inc - Washington, DC                                                                  | \$5,000                    |                |
| Natural Resources Defense Council Inc - New York, NY                                                              | \$5,000                    |                |
| Greater Houston Community Foundation - The Dr. Marnie Rose Foundation Funding Brain Cancer Research - Houston, TX | \$100                      |                |
| O Connor House Inc - Carmel, IN                                                                                   | \$5,000                    |                |
| Planned Parenthood Federation of - New York, NY                                                                   | \$3,000                    |                |
| Siloam - Philadelphia, PA                                                                                         | \$250                      |                |
| St Baldricks Foundation Inc - The St. Baldrick's Foundation - Monrovia, CA                                        | \$150                      |                |
| St Jude Childrens Research Hospital Inc - St. Jude Children's Research Hospital - Memphis, TN                     | \$25                       |                |
| United Service Organizations Inc - Arlington, VA                                                                  | \$1,000                    |                |
| Frank Lloyd Wright Foundation - Scottsdale, AZ                                                                    | \$100                      |                |
| Aims India Foundation - Herndon, VA                                                                               | \$240                      |                |
| Berkshire Community Action Council Inc - Berkshire Immigrant Center - Pittsfield, MA                              | \$50                       |                |
| Best Friends Animal Society - Kanab, UT                                                                           | \$50                       |                |
| Big Brothers Big Sisters of NorthCentral Wisconsin - Wausau, WI                                                   | \$50                       |                |
| Boy Scouts of America - Long House Council, Inc. - Syracuse, NY                                                   | \$125                      |                |

| <u>Organization Name</u>                                                                                      | <u>Match Amount</u> |  |  |
|---------------------------------------------------------------------------------------------------------------|---------------------|--|--|
| Bullmastiff Rescuers - Franklin, TN                                                                           | \$300               |  |  |
| The Carter Center Inc - Atlanta, GA                                                                           | \$500               |  |  |
| Common Dreams Inc - Portland, ME                                                                              | \$25                |  |  |
| Community Connections of Jacksonville Inc - Community<br>Connections of Jacksonville, Inc. - Jacksonville, FL | \$300               |  |  |
| Crawford County Humane Society - Meadville, PA                                                                | \$250               |  |  |
| Farm Sanctuary Inc - Watkins Glen, NY                                                                         | \$60                |  |  |
| Focus on the Family - Colorado Springs, CO                                                                    | \$360               |  |  |
| Foundation for National Progress - San Francisco, CA                                                          | \$25                |  |  |
| Friends of the High Line Inc - New York, NY                                                                   | \$40                |  |  |
| Hooved Animal Humane Society - Woodstock, IL                                                                  | \$50                |  |  |
| Houston Friends of Chamber Music Inc - Houston, TX                                                            | \$50                |  |  |
| Houston Zoo Inc - Houston, TX                                                                                 | \$1,000             |  |  |
| Humane Society of the United States - Washington, DC                                                          | \$50                |  |  |
| International Fund for Animal Welfare Inc - Yarmouth<br>Port, MA                                              | \$240               |  |  |
| Junior Achievement of Northern New England - Waltham,<br>MA                                                   | \$250               |  |  |
| Lets Get Ready Inc - New York, NY                                                                             | \$2,000             |  |  |
| Lymes Youth Service Bureau Inc - Old Lyme, CT                                                                 | \$150               |  |  |
| Martin House Incorporated - Martin House, Inc -<br>Norwich, CT                                                | \$250               |  |  |
| Mid-Atlantic English Springer Spaniel Rescue Inc -<br>Richmond, VA                                            | \$100               |  |  |
| Museum of Fine Arts - Boston, MA                                                                              | \$125               |  |  |
| Museum of Fine Arts Houston - The Museum of Fine<br>Arts, Houston - Houston, TX                               | \$50                |  |  |
| Negro Leagues Baseball Museum Inc - Kansas City, MO                                                           | \$250               |  |  |
| One Israel Fund Ltd - Hewlett, NY                                                                             | \$75                |  |  |
| Rescue Mission Alliance of Syracuse N Y - Syracuse, NY                                                        | \$200               |  |  |
| Theatre Under the Stars Inc - Houston, TX                                                                     | \$100               |  |  |
| University of Houston System - Houston Public Radio -<br>KUHF Houston Public Radio - Houston, TX              | \$60                |  |  |
| Washington D C Martin Luther King Jr National Mem<br>Project Foundation Inc - Washington, DC                  | \$100               |  |  |
| WHYY Inc - Philadelphia, PA                                                                                   | \$60                |  |  |
| Yad L Achim Peylei Israel - Brooklyn, NY                                                                      | \$180               |  |  |
| Arizona State University Foundation - Tempe, AZ                                                               | \$200               |  |  |
| Barnard College - New York, NY                                                                                | \$75                |  |  |

| <u>Organization Name</u>                                                              | <u>Match Amount</u> |  |  |
|---------------------------------------------------------------------------------------|---------------------|--|--|
| Bucknell University - Lewisburg, PA                                                   | \$250               |  |  |
| Canton College Foundation Inc - Canton, NY                                            | \$50                |  |  |
| Carnegie Mellon University - Pittsburgh, PA                                           | \$671               |  |  |
| Clarkson University - Potsdam, NY                                                     | \$100               |  |  |
| Clemson University Foundation - Clemson, SC                                           | \$50                |  |  |
| College of the Holy Cross Trustees - Worcester, MA                                    | \$1,000             |  |  |
| Colorado Christian University - Lakewood, CO                                          | \$250               |  |  |
| Colorado State University Foundation - Fort Collins, CO                               | \$100               |  |  |
| Corporation of Saint Marys College Notre Dame - Saint Mary's College - Notre Dame, IN | \$300               |  |  |
| Duke University - Durham, NC                                                          | \$100               |  |  |
| Eastern Illinois University Foundation - Charleston, IL                               | \$510               |  |  |
| Gannon University - Erie, PA                                                          | \$200               |  |  |
| Georgia Tech Foundation Inc - Georgia Institute of Technology - Atlanta, GA           | \$3,100             |  |  |
| Juniata College - Huntingdon, PA                                                      | \$100               |  |  |
| Le Moyne College - Syracuse, NY                                                       | \$200               |  |  |
| Manhattan College - Riverdale, NY                                                     | \$100               |  |  |
| Massachusetts Institute of Technology - Cambridge, MA                                 | \$200               |  |  |
| Meredith College - Raleigh, NC                                                        | \$300               |  |  |
| Pennsylvania State University - University Park, PA                                   | \$500               |  |  |
| Potsdam College Foundation Inc - Potsdam College Foundation, Inc. - Potsdam, NY       | \$50                |  |  |
| Preservation & Trustees of Bates College - Lewiston, ME                               | \$500               |  |  |
| President & Trustees of Colby College - Waterville, ME                                | \$150               |  |  |
| President and Fellows of Harvard College - Harvard University - Cambridge, MA         | \$100               |  |  |
| Providence College - Providence, RI                                                   | \$150               |  |  |
| Regents of the University of Michigan - Palatine, IL                                  | \$150               |  |  |
| Rensselaer Polytechnic Institute - Boston, MA                                         | \$75                |  |  |
| South Dakota School of Mines and Technology Foundation - Rapid City, SD               | \$50                |  |  |
| Spelman College - Atlanta, GA                                                         | \$150               |  |  |
| Stanford University Board of Trustees of the Leland Stanford Ju - Stanford, CA        | \$750               |  |  |
| Syracuse University - Syracuse, NY                                                    | \$100               |  |  |
| Tabor College Inc - Hillsboro, KS                                                     | \$100               |  |  |
| Trustees of Hamilton College - Clinton, NY                                            | \$250               |  |  |
| Trustees of Princeton University - Princeton, NJ                                      | \$105               |  |  |

| <u>Organization Name</u>                                                                          | <u>Match Amount</u> |  |  |
|---------------------------------------------------------------------------------------------------|---------------------|--|--|
| Trustess of Columbia University In the City of New York - New York, NY                            | \$150               |  |  |
| U.S. Catholic Conference- Saint Vincent College - Latrobe, PA                                     | \$100               |  |  |
| University of Chicago - Chicago, IL                                                               | \$5,000             |  |  |
| University of Delaware - Newark, DE                                                               | \$150               |  |  |
| University of Florida Foundation Inc - Gainesville, FL                                            | \$100               |  |  |
| University of Illinois Foundation - University of Illinois - Urbana, IL                           | \$25                |  |  |
| University of North Carolina at Chapel Hill - Chapel Hill, NC                                     | \$350               |  |  |
| University of Notre Dame Du Lac - Notre Dame, IN                                                  | \$825               |  |  |
| University of South Carolina Educational Foundation - Columbia, SC                                | \$25                |  |  |
| University of Virginia Alumni Association - Charlottesville, VA                                   | \$50                |  |  |
| University of Virginia Law School Foundation - Charlottesville, VA                                | \$2,197             |  |  |
| Villanova University - Villanova, PA                                                              | \$500               |  |  |
| Widener University - Chester, PA                                                                  | \$100               |  |  |
| William Marsh Rice University - Houston, TX                                                       | \$1,600             |  |  |
| Higher Achievement Program Inc - Washington, DC                                                   | \$250               |  |  |
| Appalachian Trail Conservancy - Appalachian Trail Conference - Harpers Ferry, WV                  | \$100               |  |  |
| Audubon Society of New Hampshire - Concord, NH                                                    | \$100               |  |  |
| The Conservation Fund - Arlington, VA                                                             | \$75                |  |  |
| Maine Island Trail Association - Portland, ME                                                     | \$100               |  |  |
| National Parks Conservation Association - National Park Conservation Association - Washington, DC | \$30                |  |  |
| National Wildlife Federation - Reston, VA                                                         | \$200               |  |  |
| Natural Resources Defense Council Inc - New York, NY                                              | \$100               |  |  |
| Nature Conservancy - Arlington, VA                                                                | \$100               |  |  |
| Peaceful Valley Donkey Rescue Inc - Tehachapi, CA                                                 | \$100               |  |  |
| Trustees of Reservations - Beverly, MA                                                            | \$67                |  |  |
| World Wildlife Fund Inc - Washington, DC                                                          | \$160               |  |  |
| ALS In the Heartland Inc - Omaha, NE                                                              | \$165               |  |  |
| Alzheimers Disease and Related Disorders Association, Inc. - Chicago, IL                          | \$110               |  |  |
| American Cancer Society Inc - Atlanta, GA                                                         | \$365               |  |  |
| American Cancer Society Inc - New Castle, DE                                                      | \$380               |  |  |
| American Diabetes Association Inc - Rochester, NY                                                 | \$220               |  |  |
| American Heart Association Inc - Dallas, TX                                                       | \$510               |  |  |
| American Heart Association Inc - Glen Allen, VA                                                   | \$250               |  |  |

| <b>Organization Name</b>                                                                                              | <b>Match Amount</b> |  |  |
|-----------------------------------------------------------------------------------------------------------------------|---------------------|--|--|
| American Heart Association Inc - Milwaukee, WI                                                                        | \$225               |  |  |
| American National Red Cross - Jeffersonville, IN                                                                      | \$50                |  |  |
| Arthritis Foundation Inc - Arthritis Foundation Mid-Atlantic Region - Charlotte, NC                                   | \$35                |  |  |
| Association of Graduates of the United States Military Academy - West Point Association of Graduates - West Point, NY | \$400               |  |  |
| Breakthrough Urban Ministries Inc - Chicago, IL                                                                       | \$1,000             |  |  |
| Cabrini-Green Legal Aid Clinic Inc - Chicago, IL                                                                      | \$250               |  |  |
| Capital Area United Way Inc - Pierre, SD                                                                              | \$50                |  |  |
| Childrens Hospital Corporation - Boston, MA                                                                           | \$255               |  |  |
| Compassion International Incorporated - Colorado Springs, CO                                                          | \$114               |  |  |
| Cooperative Extension Association In the State of N Y - Newark, NY                                                    | \$150               |  |  |
| Crisis Control Ministry Inc - Winston Salem, NC                                                                       | \$100               |  |  |
| Dana Farber Cancer Institute Inc Steven Connolly - Boston, MA                                                         | \$200               |  |  |
| Doctors Without Borders USA Inc - New York, NY                                                                        | \$1,210             |  |  |
| Dystonia Medical Research Foundation - Chicago, IL                                                                    | \$250               |  |  |
| Family Life Education Inc - Hartford, CT                                                                              | \$1,150             |  |  |
| Food for the Hungry Inc - Phoenix, AZ                                                                                 | \$384               |  |  |
| Greater Houston Community Foundation - The Dr. Marnie Rose Foundation Funding Brain Cancer Research - Houston, TX     | \$350               |  |  |
| Habitat for Humanity International - Americus, GA                                                                     | \$100               |  |  |
| Habitat for Humanity International Inc - Fitchburg, MA                                                                | \$100               |  |  |
| Heifer Project International - Little Rock, AR                                                                        | \$180               |  |  |
| Horace Mann Educational Associates Inc - Franklin, MA                                                                 | \$75                |  |  |
| Human Rights Watch Inc - New York, NY                                                                                 | \$100               |  |  |
| International Campaign for Tibet - Washington, DC                                                                     | \$100               |  |  |
| International Campaign To Ban Landmines Inc - Washington, DC                                                          | \$100               |  |  |
| John Wayne Cancer Institute - Santa Monica, CA                                                                        | \$160               |  |  |
| Jon Bon Jovi Soul Foundation - Philadelphia, PA                                                                       | \$100               |  |  |
| Leukemia & Lymphoma Society Inc - The Leukemia & Lymphoma Society - Amherst, NY                                       | \$35                |  |  |
| Leukemia & Lymphoma Society Inc - San Francisco, CA                                                                   | \$250               |  |  |
| March of Dimes - Northeast Division - Bethlehem, PA                                                                   | \$40                |  |  |
| National Multiple Sclerosis Society - Houston, TX                                                                     | \$225               |  |  |

| <u>Organization Name</u>                                                                      | <u>Match Amount</u> |  |  |
|-----------------------------------------------------------------------------------------------|---------------------|--|--|
| Pan Massachusetts Challenge Trust - The Jimmy Fund - Brookline, MA                            | \$100               |  |  |
| Pancreatic Cancer Action Network Inc - Manhattan Beach, CA                                    | \$500               |  |  |
| Partner for Surgery Inc - Mclean, VA                                                          | \$35                |  |  |
| Partners Healthcare System Inc - Brigham & Womens Hospital Inc - Boston, MA                   | \$50                |  |  |
| Perkins School for the Blind - Watertown, MA                                                  | \$100               |  |  |
| The Red Sox Foundation Inc - Boston, MA                                                       | \$250               |  |  |
| Rett Syndrome Association of Massachusetts Inc - Waltham, MA                                  | \$100               |  |  |
| Smile Train Inc - Smile Train, Inc. - New York, NY                                            | \$250               |  |  |
| South Carolina Autism Society Inc - W Columbia, SC                                            | \$225               |  |  |
| St Baldricks Foundation Inc - The St. Baldrick's Foundation - Monrovia, CA                    | \$230               |  |  |
| St Jude Childrens Research Hospital Inc - St. Jude Children's Research Hospital - Memphis, TN | \$675               |  |  |
| Susan G Komen Breast Cancer Foundation - NATIONAL OFFICE - Dallas, TX                         | \$50                |  |  |
| United Service Organizations Inc - Arlington, VA                                              | \$100               |  |  |
| United States Fund for UNICEF - New York, NY                                                  | \$100               |  |  |
| World Vision - Federal Way, WA                                                                | \$1,312             |  |  |
| Wounded Warrior Project Inc. - Jacksonville, FL                                               | \$50                |  |  |
| <b>Total</b>                                                                                  | <b>\$132,445</b>    |  |  |
|                                                                                               |                     |  |  |

|                                                                                        |                     |                |
|----------------------------------------------------------------------------------------|---------------------|----------------|
| NAME: REMBRANDT FOUNDATION, INC.                                                       | EIN: 52-1452037     | TAX YEAR: 2012 |
| Form 990-PF, Part XV, Line 3a, Page 11 - Grants and Contributions Paid During the Year |                     |                |
| FY12 Q2 Matching Gifts Detail:                                                         |                     |                |
|                                                                                        |                     |                |
| <b>Organization Name</b>                                                               | <b>Match Amount</b> |                |
| 2 Million Dogs 2 Miles - Memphis, TN; ID: 017834                                       | \$50                |                |
| Adopt A Boxer Rescue - Dickson City, PA; ID: 020408                                    | \$100               |                |
| Aims India Foundation - Herndon, VA; ID: 017353                                        | \$105               |                |
| Alfred University - Alfred, NY; ID: 011153                                             | \$200               |                |
| ALS In the Heartland Inc - Omaha, NE; ID: 017586                                       | \$54                |                |
| Alzheimers Disease and Related Disorders Association, Inc. - Chicago, IL; ID: 016381   | \$50                |                |
| American Cancer Society Inc - Amherst, NY; ID: 020400                                  | \$100               |                |
| American Cancer Society Inc - Atlanta, GA; ID: 016914                                  | \$820               |                |
| American Cancer Society Inc - East Syracuse, NY; ID: 016323                            | \$1,057             |                |
| American Cancer Society Inc - Houston, TX; ID: 016697                                  | \$125               |                |
| American Cancer Society Inc - New Castle, DE; ID: 017836                               | \$100               |                |
| American Cancer Society Inc - New Castle, DE; ID: 020461                               | \$50                |                |
| American Cancer Society Inc - Oklahoma City, OK; ID: 016996                            | \$50                |                |
| American Cancer Society Inc - Tampa, FL; ID: 017173                                    | \$25                |                |
| American Diabetes Association Inc - Alexandria, VA; ID: 016715                         | \$50                |                |
| American Diabetes Association Inc - Rochester, NY; ID: 016483                          | \$155               |                |
| American Diabetes Association Inc - Syracuse, NY; ID: 016176                           | \$1,035             |                |
| American Friends of Yeshivath Kerem Byavneh Inc - Brooklyn, NY; ID: 020092             | \$200               |                |
| American Heart Association Inc - Glen Allen, VA; ID: 013216                            | \$105               |                |
| American Heart Association Inc - Topeka, KS; ID: 020471                                | \$25                |                |
| American Society for the Prevention of Cruelty To Animals - New York, NY; ID: 015908   | \$120               |                |
| Amyotrophic Lateral Sclerosis Association - New York, NY; ID: 017726                   | \$75                |                |

| <u>Organization Name</u>                                                                 | <u>Match Amount</u> |  |  |
|------------------------------------------------------------------------------------------|---------------------|--|--|
| Amyotrophic Lateral Sclerosis Association - Norwood, MA; ID: 016843                      | \$50                |  |  |
| Arthritis Foundation Inc - Charlotte, NC; ID: 013696                                     | \$25                |  |  |
| Arthritis Foundation Inc - Hilliard, OH; ID: 016081                                      | \$25                |  |  |
| Arthritis Foundation Inc - Rochester, NY; ID: 017826                                     | \$25                |  |  |
| Autism Speaks Inc - Princeton, NJ; ID: 016714                                            | \$90                |  |  |
| Back on My Feet - Philadelphia, PA; ID: 017140                                           | \$100               |  |  |
| Best Friends Animal Society - Kanab, UT; ID: 016524                                      | \$2,000             |  |  |
| Bethlehem House - Omaha, NE; ID: 020389                                                  | \$25                |  |  |
| Big Brothers Big Sisters of Siouxland - Sioux City, IA; ID: 020391                       | \$50                |  |  |
| Birthright of Ontario - Ontario, NY; ID: 016212                                          | \$200               |  |  |
| Boy Scouts of America - Long House Council, Inc. - Syracuse, NY; ID: 013214              | \$500               |  |  |
| Brown University - Providence, RI; ID: 011955                                            | \$505               |  |  |
| CASA De Esperanza De Los Ninos Incorporated - Houston, TX; ID: 020403                    | \$1,000             |  |  |
| Catawba College - Salisbury, NC; ID: 011165                                              | \$100               |  |  |
| Cato Institute - Washington, DC; ID: 016894                                              | \$500               |  |  |
| Charity Global Inc - New York, NY; ID: 020392                                            | \$36                |  |  |
| Childrens Hospital Corporation - Boston, MA; ID: 017811                                  | \$730               |  |  |
| China Aid Association Inc - Midland, TX; ID: 020410                                      | \$25                |  |  |
| Clarkson University - Potsdam, NY; ID: 015347                                            | \$550               |  |  |
| College Foundation at Delhi Inc - Delhi, NY; ID: 009743                                  | \$25                |  |  |
| College of William and Mary - Williamsburg, VA; ID: 010418                               | \$500               |  |  |
| Colonial Williamsburg Foundation - Williamsburg, VA; ID: 011316                          | \$100               |  |  |
| Common Dreams Inc - Portland, ME; ID: 020004                                             | \$50                |  |  |
| Compassion International Incorporated - Colorado Springs, CO; ID: 017525                 | \$228               |  |  |
| Convoy of Hope - Springfield, MO; ID: 017752                                             | \$250               |  |  |
| Crohns & Colitis Foundation of America - New York, NY; ID: 017302                        | \$100               |  |  |
| Cystic Fibrosis Foundation Headquarters - Washington, DC; ID: 016143                     | \$975               |  |  |
| Diabetessisters - Durham, NC; ID: 020394                                                 | \$100               |  |  |
| Dominican House of Studies-College of Immaculate Conception - Washington, DC; ID: 016351 | \$600               |  |  |
| Duke University - Durham, NC; ID: 009562                                                 | \$500               |  |  |
| Duke University - Durham, NC; ID: 009562                                                 | \$10,000            |  |  |
| Eastern Illinois University Foundation - Charleston, IL; ID: 016404                      | \$500               |  |  |

| <u>Organization Name</u>                                                                                            | <u>Match Amount</u> |  |  |
|---------------------------------------------------------------------------------------------------------------------|---------------------|--|--|
| Electronic Frontier Foundation Inc - San Francisco, CA; ID: 016283                                                  | \$65                |  |  |
| Environmental Law Institute Inc - Washington, DC; ID: 017016                                                        | \$5,000             |  |  |
| Find-A-Pet, Inc. DBA Paws In the City - Dallas, TX; ID: 020194                                                      | \$200               |  |  |
| Fitness Challenge - Calabasas, CA; ID: 020052                                                                       | \$1,000             |  |  |
| Foundation for National Progress - San Francisco, CA; ID: 020005                                                    | \$50                |  |  |
| Gay Mens Health Crisis Inc - New York, NY; ID: 016804                                                               | \$50                |  |  |
| Georgetown University - Washington, DC; ID: 015626                                                                  | \$250               |  |  |
| Georgia Tech Foundation Inc - Atlanta, GA; ID: 014051                                                               | \$550               |  |  |
| Girls Incorporated of Greater Houston - Houston, TX; ID: 017803                                                     | \$500               |  |  |
| Give Kids the World Inc - Kissimmee, FL; ID: 020393                                                                 | \$125               |  |  |
| Global Organization of People of Indian Origin Inc - Stamford, CT; ID: 017700                                       | \$251               |  |  |
| Harlem United Community AIDS Center Inc - New York, NY; ID: 017801                                                  | \$50                |  |  |
| Harlem United Community AIDS Center Inc - New York, NY; ID: 017801                                                  | \$1,200             |  |  |
| Health Science Center Foundation at Syracuse Inc - Upstate Medical University Foundation - Syracuse, NY; ID: 009822 | \$25                |  |  |
| Houston Humane Society - Houston, TX; ID: 016834                                                                    | \$50                |  |  |
| Human Rights Watch Inc - New York, NY; ID: 020007                                                                   | \$100               |  |  |
| Humane Society of the United States - Washington, DC; ID: 016712                                                    | \$50                |  |  |
| Injured Marine Semper Fi Fund - Camp Pendleton, CA; ID: 017850                                                      | \$100               |  |  |
| International Myeloma Foundation - North Hollywood, CA; ID: 017781                                                  | \$500               |  |  |
| Juvenile Diabetes Research Foundation International - Brentwood, TN; ID: 017741                                     | \$25                |  |  |
| K-9 Angels Rescue - Houston, TX; ID: 020425                                                                         | \$50                |  |  |
| Kansas State University Foundation - Manhattan, KS; ID: 010479                                                      | \$500               |  |  |
| Lee University - Cleveland, TN; ID: 016342                                                                          | \$25                |  |  |
| Legacy Community Health Services Inc - Houston, TX; ID: 016827                                                      | \$2,500             |  |  |

| <u>Organization Name</u>                                                                              | <u>Match Amount</u> |  |  |
|-------------------------------------------------------------------------------------------------------|---------------------|--|--|
| Leukemia & Lymphoma Society Inc - Natick, MA; ID: 017882                                              | \$100               |  |  |
| Leukemia & Lymphoma Society Inc - Natick, MA; ID: 017882                                              | \$2,100             |  |  |
| Leukemia & Lymphoma Society Inc - Orange, CA; ID: 016525                                              | \$100               |  |  |
| Lone Star Boxer Rescue - Houston, TX; ID: 017831                                                      | \$740               |  |  |
| Lupus Foundation of America Philadelphia Tri-State Chapter Inc - Jenkintown, PA; ID: 020422           | \$75                |  |  |
| Make- A- Wish Foundation of America - Phoenix, AZ; ID: 017727                                         | \$786               |  |  |
| March of Dimes Birth Defects Foundation                                                               | \$25                |  |  |
| March of Dimes Foundation - March of Dimes, Northeast Florida Division - Jacksonville, FL; ID: 017587 | \$220               |  |  |
| Marine Toys for Tots Foundation - Triangle, VA; ID: 016396                                            | \$200               |  |  |
| Menil Foundation Inc - Houston, TX; ID: 017687                                                        | \$100               |  |  |
| Millikin University - Decatur, IL; ID: 017075                                                         | \$250               |  |  |
| Milwaukee Rescue Mission - Milwaukee, WI; ID: 020098                                                  | \$130               |  |  |
| Mothers Against Drunk Driving - Raleigh, NC; ID: 017605                                               | \$250               |  |  |
| Movember Inc - Venice, CA; ID: 017804                                                                 | \$955               |  |  |
| Muscular Dystrophy Association - Nashville, TN; ID: 020473                                            | \$100               |  |  |
| Muscular Dystrophy Association - Tucson, AZ; ID: 017784                                               | \$380               |  |  |
| National Arbor Day Foundation - Lincoln, NE; ID: 020399                                               | \$50                |  |  |
| National Fragile X Foundation - Walnut Creek, CA; ID: 020067                                          | \$100               |  |  |
| National Kidney Foundation Inc - New York, NY; ID: 016649                                             | \$225               |  |  |
| National Multiple Sclerosis Society - Houston, TX; ID: 011338                                         | \$2,750             |  |  |
| National Multiple Sclerosis Society - Houston, TX; ID: 020289                                         | \$40                |  |  |
| National Multiple Sclerosis Society - Houston, TX; ID: 020390                                         | \$225               |  |  |
| National Multiple Sclerosis Society - New York, NY; ID: 017147                                        | \$50                |  |  |
| National Multiple Sclerosis Society - Salt Lake City, UT; ID: 017603                                  | \$150               |  |  |
| National Multiple Sclerosis Society - Waltham, MA; ID: 017457                                         | \$201               |  |  |

| <u>Organization Name</u>                                                                    | <u>Match Amount</u> |  |  |
|---------------------------------------------------------------------------------------------|---------------------|--|--|
| National Multiple Sclerosis Society - Washington, DC; ID: 013328                            | \$250               |  |  |
| National Transplant Assistance Fund Inc - Radnor, PA; ID: 017765                            | \$120               |  |  |
| Natural Resources Defense Council Inc - New York, NY; ID: 016626                            | \$5,000             |  |  |
| Nature Conservancy - Albert Lea, MN; ID: 016633                                             | \$25                |  |  |
| Nature Conservancy - Arlington, VA; ID: 016606                                              | \$50                |  |  |
| Naval Historical Foundation - Washington, DC; ID: 012170                                    | \$5,675             |  |  |
| New Mexico State University Foundation Inc - Las Cruces, NM; ID: 020420                     | \$150               |  |  |
| New York Center for Autism Research and Education Inc - New York, NY; ID: 020049            | \$15,000            |  |  |
| Oklahoma State University Foundation - Stillwater, OK; ID: 015564                           | \$5,000             |  |  |
| One Israel Fund Ltd - Hewlett, NY; ID: 020068                                               | \$65                |  |  |
| Orphanage Outreach Inc - Glendale, AZ; ID: 020397                                           | \$206               |  |  |
| Oswego County Animal Welfare League Inc - Fulton, NY; ID: 016175                            | \$140               |  |  |
| Pan Massachusetts Challenge Trust - The Jimmy Fund - Brookline, MA; ID: 017276              | \$150               |  |  |
| Parkinsons Unity Walk Inc - Kingston, NJ; ID: 020406                                        | \$75                |  |  |
| Peaceful Valley Donkey Rescue Inc - Tehachapi, CA; ID: 017884                               | \$100               |  |  |
| Pediatric Brain Tumor Foundation of the United States Inc - Asheville, NC; ID: 016955       | \$500               |  |  |
| Pediatric Low Grade Astrocytoma Foundation Inc - Chappaqua, NY; ID: 017643                  | \$5,000             |  |  |
| Pennsylvania State University - Penn State Dance Marathon - University Park, PA; ID: 020077 | \$100               |  |  |
| Pennsylvania State University - University Park, PA; ID: 014586                             | \$25                |  |  |
| Performing Animal Welfare Society - Galt, CA; ID: 017869                                    | \$50                |  |  |
| Philadelphia Futures - Philadelphia, PA; ID: 017746                                         | \$250               |  |  |
| Planned Parenthood Gulf Coast Inc - Houston, TX; ID: 017707                                 | \$1,560             |  |  |
| Police Unity Tour Inc - Florham Park, NJ; ID: 017627                                        | \$100               |  |  |
| Prevent Human Trafficking Inc - Washington, DC; ID: 017339                                  | \$5,000             |  |  |
| Princess Margaret Hospital Foundation - Toronto, ON; ID: 017431                             | \$4,050             |  |  |
| Pro-Vision Inc - Houston, TX; ID: 017805                                                    | \$5,000             |  |  |

| <u>Organization Name</u>                                                                         | <u>Match Amount</u> |  |  |
|--------------------------------------------------------------------------------------------------|---------------------|--|--|
| Rape Abuse and Incest National Network Inc - Washington, DC; ID: 020099                          | \$100               |  |  |
| Reins of Life Inc - Eastanollee, GA; ID: 017779                                                  | \$600               |  |  |
| Rensselaer Polytechnic Institute - Boston, MA; ID: 013110                                        | \$2,000             |  |  |
| Roanoke College - Salem, VA; ID: 015374                                                          | \$100               |  |  |
| Rutgers University Foundation - New Brunswick, NJ; ID: 009662                                    | \$500               |  |  |
| Sandy Rollman Ovarian Cancer Foundation Inc - Havertown, PA; ID: 017621                          | \$50                |  |  |
| Shaw University - Raleigh, NC; ID: 017735                                                        | \$50                |  |  |
| Sierra Foothills San Joaquin Valley Law Dogs Police K9 Association - Angels Camp, CA; ID: 017758 | \$5,000             |  |  |
| Simmons College - Boston, MA; ID: 020089                                                         | \$15,000            |  |  |
| South Dakota School of Mines and Technology Foundation - Rapid City, SD; ID: 016941              | \$100               |  |  |
| Southern Poverty Law Center, Inc. - Montgomery, AL; ID: 016423                                   | \$50                |  |  |
| Southside Fire Truck Park Fund - Houston, TX; ID: 017702                                         | \$6,850             |  |  |
| Special Olympics Virginia Inc - Richmond, VA; ID: 020062                                         | \$56                |  |  |
| Spelman College - Atlanta, GA; ID: 013036                                                        | \$150               |  |  |
| St Baldricks Foundation Inc - Monrovia, CA; ID: 016999                                           | \$4,045             |  |  |
| St Baldricks Foundation Inc - Monrovia, CA; ID: 016999                                           | \$100               |  |  |
| St Jude Childrens Research Hospital Inc - Memphis, TN; ID: 016251                                | \$400               |  |  |
| Stars and Stripes Honor Flight Inc - Port Washington, WI; ID: 017749                             | \$550               |  |  |
| Susan G Komen Breast Cancer Foundation - Chicago, IL; ID: 017567                                 | \$50                |  |  |
| Susan G Komen Breast Cancer Foundation - East Syracuse, NY; ID: 017576                           | \$25                |  |  |
| Syracuse University - Syracuse, NY; ID: 014617                                                   | \$100               |  |  |
| The Carter Center Inc - Atlanta, GA; ID: 017297                                                  | \$25                |  |  |
| The George Washington University - Washington, DC; ID: 011927                                    | \$400               |  |  |
| The George Washington University - Washington, DC; ID: 011927                                    | \$5,000             |  |  |
| The James Dick Foundation for the Performing Arts - Round Top, TX; ID: 017579                    | \$150               |  |  |
| The Tau Beta Pi Association Inc - Knoxville, TN; ID: 016598                                      | \$100               |  |  |
| Torah Relief Society Inc - New York, NY; ID: 020432                                              | \$50                |  |  |

| <u>Organization Name</u>                                                                            | <u>Match Amount</u> |  |  |
|-----------------------------------------------------------------------------------------------------|---------------------|--|--|
| Trustees of Boston University - Boston, MA; ID: 014601                                              | \$120               |  |  |
| Trustees of Hamilton College - Clinton, NY; ID: 012035                                              | \$5,000             |  |  |
| Trustees of Princeton University - Princeton, NJ; ID: 014585                                        | \$500               |  |  |
| University of Chicago - Chicago, IL; ID: 010425                                                     | \$500               |  |  |
| University of Delaware - Newark, DE; ID: 014600                                                     | \$1,000             |  |  |
| University of Houston System - Houston Public Radio - Houston, TX; ID: 017600                       | \$250               |  |  |
| University of Massachusetts at Amherst - Amherst, MA; ID: 016954                                    | \$2,720             |  |  |
| University of Texas Foundation - Austin, TX; ID: 020402                                             | \$200               |  |  |
| University of Virginia - Charlottesville, VA; ID: 016393                                            | \$200               |  |  |
| Us Catholic Conference - Brother Rice High School - Chicago, IL; ID: 017650                         | \$500               |  |  |
| V M I Foundation Incorporated - Lexington, VA; ID: 015391                                           | \$1,000             |  |  |
| William Marsh Rice University - Houston, TX; ID: 013280                                             | \$25                |  |  |
| World Wildlife Fund Inc - Washington, DC; ID: 016908                                                | \$50                |  |  |
| Wounded Warrior Project Inc. - Jacksonville, FL; ID: 017019                                         | \$183               |  |  |
| Yale University - New Haven, CT; ID: 013037                                                         | \$200               |  |  |
| Young Mens Christian Association - Decatur, IL; ID: 017385                                          | \$500               |  |  |
| Young Survival Coalition Inc - New York, NY; ID: 020102                                             | \$50                |  |  |
| Zachary and Elizabeth M Fisher Center for Alzheimers Research Foundation - New York, NY; ID: 020009 | \$50                |  |  |
| <b>Total</b>                                                                                        | <b>\$156,924</b>    |  |  |
|                                                                                                     |                     |  |  |

| NAME: REMBRANDT FOUNDATION, INC.                                                                         |                       | EIN: 52-1452037                | TAX YEAR: 2012                                                                        |              |
|----------------------------------------------------------------------------------------------------------|-----------------------|--------------------------------|---------------------------------------------------------------------------------------|--------------|
| Form 990-PF, Part XV, Line 3b, Page 11 - Grants and Contributions Approved for Future Payment            |                       |                                |                                                                                       |              |
| Donee Name and Address                                                                                   | Relationship to Donee | Foundation Status of Recipient | Purpose of Grant                                                                      | Grant Amount |
| Alzheimer's Association, Inc , Greater Maryland Chapter<br>1850 York Road, Suite D<br>Timonium, MD 21093 | None                  | Public                         | sponsorship of the 2013 Memory Ball 'Dancing Stars'                                   | \$1,000      |
| B&O Railroad Museum<br>901 W Pratt Street<br>Baltimore, MD 21223                                         | None                  | Public                         | support for the Special Exhibit 'The War Came By Train'                               | \$8,334      |
| CollegeBound Foundation<br>300 Water Street, Suite 300<br>Baltimore, MD 21202                            | None                  | Public                         | support for the Constellation Energy Scholars Project for five scholars               | \$11,250     |
| Cystic Fibrosis Foundation, MD Chapter, Inc.<br>10626 York Road, Ste. A<br>Cockeysville, MD 21030        | None                  | Public                         | sponsorship of the Spring Fling (return tickets)                                      | \$3,500      |
| Enoch Pratt Free Library<br>400 Cathedral Street<br>Baltimore, MD 21201                                  | None                  | Public                         | support for capital campaign                                                          | \$50,000     |
| First Tee Baltimore<br>8508 Loch Raven Boulevard, Suite J<br>Baltimore, MD 21286                         | None                  | Public                         | support operating expenses                                                            | \$50,000     |
| George Washington University Law School<br>2000 H Street, NW<br>Washington, DC 20052                     | None                  | Public                         | support for the Energy Law and Policy Initiative                                      | \$150,000    |
| John F. Kennedy Center for the Performing Arts<br>P. O. Box 101510<br>Arlington, VA 22210                | None                  | Public                         | Support for the Corporate Fund 100 Club                                               | \$33,500     |
| Johns Hopkins Children's Center<br>100 N. Charles St , Ste 200<br>Baltimore, MD 21201                    | None                  | Public                         | expanding the Harriet Lane Clinic Health and Education Model to schools               | \$200,000    |
| Marquette University<br>P.O Box 1881<br>Milwaukee, WI 53201-1881                                         | None                  | Public                         | support for the Michael J. Wallace Endowed Faculty Scholars Fund in Energy Leadership | \$150,000    |
| Mercy Medical Center<br>301 St. Paul Place<br>Baltimore, MD 21202                                        | None                  | Public                         | support for capital campaignpaperwork filed in 6/2/10 archive                         | \$75,000     |
| University of Maryland Baltimore County<br>1000 Hilltop Circle<br>Baltimore, MD 21250                    | None                  | Public                         | establishment of the 'Constellation Energy Scholars Program Endowment'                | \$200,000    |
| Waterfront Partnership of Baltimore, Inc.<br>650 South Exeter Street, Suite 200<br>Baltimore, MD 21202   | None                  | Public                         | Healthy Harbor Implementation Strategy                                                | \$50,000     |
|                                                                                                          |                       |                                | Total                                                                                 | \$982,584    |

# Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► **File a separate application for each return.**

- 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](http://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<br><br>File by the due date for filing your return. See instructions. | Name of exempt organization or other filer, see instructions.<br><b>CONSTELLATION ENERGY GROUP FOUNDATION, INC.</b>    | Employer identification number (EIN) or<br><br><b>52-1452037</b> |
|                                                                                     | Number, street, and room or suite no. If a P.O. box, see instructions.<br><b>100 CONSTELLATION WAY, NO. 600P</b>       | Social security number (SSN)                                     |
|                                                                                     | City, town or post office, state, and ZIP code. For a foreign address, see instructions.<br><b>BALTIMORE, MD 21202</b> |                                                                  |

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

**04**

| 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          |

**WILMINGTON TRUST SP SERVICES, INC., ATTN: WILLIAM LANGAN**

- The books are in the care of ► **1105 N. MARKET STREET, SUITE 1300 - WILMINGTON, DE 19890**  
Telephone No. ► **302-651-8371** FAX No. ► **302-651-8425**
- 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:  
► ☒ 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 | \$ | <b>4,072.</b> |
| 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 | \$ | <b>4,948.</b> |
| c <b>Balance due.</b> 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 | \$ | <b>0.</b>     |

**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)

• 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<br><br>File by the due date for filing your return. See instructions. | Name of exempt organization or other filer, see instructions<br><b>CONSTELLATION ENERGY GROUP FOUNDATION, INC.</b>     | Employer identification number (EIN) or<br><br><b>52-1452037</b> |
|                                                                                     | Number, street, and room or suite no. If a P.O. box, see instructions.<br><b>100 CONSTELLATION WAY, NO. 600P</b>       | Social security number (SSN)                                     |
|                                                                                     | City, town or post office, state, and ZIP code. For a foreign address, see instructions.<br><b>BALTIMORE, MD 21202</b> |                                                                  |

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.**

**WILMINGTON TRUST SP SERVICES, INC.**

• The books are in the care of **1105 N. MARKET STREET, SUITE 1300 - WILMINGTON, DE 19801**  
Telephone No. **302-651-8300** FAX No. **302-651-8425**

• 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 NEEDED TO PREPARE 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 | \$ | <b>4,072.</b> |
| 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 | \$ | <b>4,948.</b> |
| c <b>Balance due.</b> 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 | \$ | <b>0.</b>     |

**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 **[Signature]** Title **CPA** Date **8/6/2013**

Form 8868 (Rev. 1-2013)

| Account | Product | Preparer            | Return ID     | Name                                       | Federal Status | Federal Date |
|---------|---------|---------------------|---------------|--------------------------------------------|----------------|--------------|
| 139450  | 8868    | DONALD R MCLAMB, JR | 12X-208033 V1 | CONSTELLATION ENERGY GROUP FOUNDATION, INC | Accepted       | 5/13/2013    |