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Form 990-PF

Department of the Treasury  
Internal Revenue ServiceReturn of Private Foundation  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation

MERRILL FOUNDATION, INC.  
C/O WILBERT H. SIROTA

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

111 SOUTH CALVERT STREET

Room/suite

2000

City or town, state, and ZIP code

BALTIMORE MD 21202

G Check all that apply

 Initial return Initial return of a former public charity Final return Amended return Address change Name changeH Check type of organization  Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust  Other taxable private foundation

I Fair market value of all assets at

J Accounting method

 Cash Accrual Other (specify)

end of year (from Part II, col. (c),

line 16) ► \$ 20,752,064 (Part I, column (d) must be on cash basis)

A Employer identification number

52-1490571

B Telephone number (see instructions)

410-949-2913

C If exemption application is pending, check here ► D 1. Foreign organizations, check here ► 2 Foreign organizations meeting the 85% test, check here and attach computation ► E If private foundation status was terminated under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► 

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1 Contributions, gifts, grants, etc., received (attach schedule)	700,000		
2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch. B			
3 Interest on savings and temporary cash investments	961	961	
4 Dividends and interest from securities	337,134	337,134	
5a Gross rents			
b Net rental income or (loss)			
6a Net gain or (loss) from sales of assets not on line 10	563,408		
b Gross sales price for all assets on line 6a	1,476,203		
7 Capital gain net income (from Part IV, line 2)	563,408		
8 Net short-term capital gain		0	
9 Income modifications			
10a Gross sales less returns and allowances			
b Less Cost of goods sold			
c Gross profit or (loss) (attach schedule)			
11 Other income (attach schedule)	3,972	3,972	
12 Total. Add lines 1 through 11	1,605,475	905,475	0
13 Compensation of officers, directors, trustees, etc	0		
14 Other employee salaries and wages			
15 Pension plans, employee benefits			
16a Legal fees (attach schedule) See Stmt 2	1,390	1,390	
b Accounting fees (attach schedule) Stmt 3	3,050	1,525	1,525
c Other professional fees (attach schedule) Stmt 4	142,514	142,514	
17 Interest Stmt 5	25,268	20,058	
18 Taxes (attach schedule) (see instructions) Stmt 5			
19 Depreciation (attach schedule) and depletion Stmt 5			
20 Occupancy Stmt 6			
21 Travel, conferences, and meetings Stmt 6			
22 Printing and publications Stmt 6			
23 Other expenses (att sch) Stmt 6	504		
24 Total operating and administrative expenses.	172,726	165,487	0 1,525
Add lines 13 through 23	1,083,815		1,083,815
25 Contributions, gifts, grants paid	1,256,541	165,487	0 1,085,340
26 Total expenses and disbursements. Add lines 24 and 25			
27 Subtract line 26 from line 12:			
a Excess of revenue over expenses and disbursements	348,934		
b Net investment income (if negative, enter -0-)		739,988	
c Adjusted net income (if negative, enter -0-)			0

For Paperwork Reduction Act Notice, see instructions.

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DAA

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a

<b>Part II</b>	<b>Balance Sheets</b>	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions )	<b>Beginning of year</b>	<b>End of year</b>	
			<b>(a) Book Value</b>	<b>(b) Book Value</b>	<b>(c) Fair Market Value</b>
<b>Assets</b>	1 Cash – non-interest-bearing		150,147	927,706	927,706
	2 Savings and temporary cash investments				
	3 Accounts receivable ►	5,000			
	Less. allowance for doubtful accounts ►		5,000	5,000	5,000
	4 Pledges receivable ►				
	Less allowance for doubtful accounts ►				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7 Other notes and loans receivable (att. schedule) ►	0			
	Less allowance for doubtful accounts ►				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments – U S and state government obligations (attach schedule)	Stmt 7	1,449,674	399,746	399,968
	b Investments – corporate stock (attach schedule)	See Stmt 8	10,158,987	10,780,294	15,000,545
	c Investments – corporate bonds (attach schedule)				
<b>Liabilities</b>	11 Investments – land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach sch ) ►				
	12 Investments – mortgage loans				
	13 Investments – other (attach schedule)	See Statement 9	2,000,000	2,000,000	4,418,845
	14 Land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach sch ) ►				
<b>Net Assets or Fund Balances</b>	15 Other assets (describe ►				
	16 Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)	)	13,763,808	14,112,746	20,752,064
	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
<b>Liabilities</b>	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe ►	)	0	0	
	23 Total liabilities (add lines 17 through 22)				
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.	► <input type="checkbox"/>			
<b>Net Assets or Fund Balances</b>	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	► <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds				
	28 Paid-in or capital surplus, or land, bldg , and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds	13,763,808	14,112,746		
	30 Total net assets or fund balances (see instructions)	13,763,808	14,112,746		
	31 Total liabilities and net assets/fund balances (see instructions)	13,763,808	14,112,746		

**Part III** | **Analysis of Changes in Net Assets or Fund Balances**

1 Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	13,763,808
2 Enter amount from Part I, line 27a	2	348,934
3 Other increases not included in line 2 (itemize) ► See Statement 10	3	4
4 Add lines 1, 2, and 3	4	14,112,746
5 Decreases not included in line 2 (itemize) ►	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	14,112,746

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## Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a PUBLICLY TRADED SECURITIES</b>			<b>P</b>		
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale		(h) Gain or (loss) (e) plus (f) minus (g)	
<b>a 1,476,203</b>			<b>912,795</b>	<b>563,408</b>	
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a				<b>563,408</b>	
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7			2	<b>563,408</b>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8				3	<b>563,408</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 Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	<b>1,450,568</b>	<b>20,880,951</b>	<b>0.069468</b>
2010	<b>1,153,533</b>	<b>17,010,437</b>	<b>0.067813</b>
2009	<b>1,189,869</b>	<b>13,664,872</b>	<b>0.087075</b>
2008	<b>1,136,350</b>	<b>15,001,257</b>	<b>0.075750</b>
2007	<b>8,063,686</b>	<b>22,260,691</b>	<b>0.362239</b>

2 Total of line 1, column (d)

2 **0.662345**

3 Average distribution ratio for the 5-year base period – divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years

3 **0.132469**

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5

4 **19,266,843**

5 Multiply line 4 by line 3

5 **2,552,259**

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 **7,400**

7 Add lines 5 and 6

7 **2,559,659**

8 Enter qualifying distributions from Part XII, line 4

8 **1,085,340**

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ►  and enter "N/A" on line 1.  
 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)

1 14,800

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ►  and enter 1% of Part I, line 27b

2 0

c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)

3 14,800

4 0

5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-

6 Credits/Payments

a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 3,700
b Exempt foreign organizations – tax withheld at source	6b
c Tax paid with application for extension of time to file (Form 8868)	6c 12,000
d Backup withholding erroneously withheld	6d

7 Total credits and payments. Add lines 6a through 6d 15,700

8 Enter any penalty for underpayment of estimated tax Check here  if Form 2220 is attached 235

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 10 665

11 Enter the amount of line 10 to be Credited to 2013 estimated tax ► 665 Refunded 11

**Part VII-A** **Statements Regarding Activities**

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? 1a Yes X

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? 1b Yes X

If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities 1c Yes X

c Did the foundation file Form 1120-POL for this year? 2 Yes X

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:  
 (1) On the foundation. ► \$ \_\_\_\_\_ (2) On foundation managers. ► \$ \_\_\_\_\_

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ \_\_\_\_\_ 3 Yes X

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 4a Yes 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 4b Yes X

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? 5 Yes X

b If "Yes," has it filed a tax return on Form 990-T for this year? 6 Yes X

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? 7 Yes X

If "Yes," attach the statement required by General Instruction T 8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► MD

b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation See Stmt 11 8b Yes X

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV 9 Yes X

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses 10 Yes X

**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

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

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► **N/A** 13

14 The books are in care of ► **WILBERT H. SIROTA, ESQ.**  
111 SOUTH CALVERT ST.

Telephone no ► **410-949-2913**Located at ► **BALTIMORE****MD****ZIP+4 ► 21202**

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here and enter the amount of tax-exempt interest received or accrued during the year ►

16 At any time during calendar year 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?

► **15**

See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►

	<b>Yes</b>	<b>No</b>
16	<input checked="" type="checkbox"/>	<input type="checkbox"/>

**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.

1a During the year did the foundation (either directly or indirectly)

(1) Engage in the sale or exchange, or leasing of property with a disqualified person?  Yes  No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?  Yes  No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?  Yes  No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?  Yes  No

(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?  Yes  No

(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)  Yes  No

b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?

**N/A**► 

Organizations relying on a current notice regarding disaster assistance check here

c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?

**1b**► 

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))

**1c**► 

a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?

 Yes  NoIf "Yes," list the years ► **20 20 20 20**

b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement – see instructions )

**N/A**► 

c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► **20 20 20 20**

**2b**► 

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?

 Yes  No

b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012 )

**3b**► 

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?

**N/A**► 

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**►

**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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here	<b>N/A</b>	<input type="checkbox"/>	
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? If "Yes," attach the statement required by Regulations section 53.4945–5(d)	<b>N/A</b>	<input type="checkbox"/> Yes <input type="checkbox"/> No	
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870.	<b>6b</b>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<b>X</b>
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<b>N/A</b>		<b>7b</b>

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 12				

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

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

Total number of other employees paid over \$50,000

 0

**Part VIII** **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)****3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

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

**Part IX-A** **Summary of Direct Charitable Activities**

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

Expenses

1 **NONE**

2

3

4

**Part IX-B** **Summary of Program-Related Investments (see instructions)**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1 **N/A**

2

All other program-related investments See instructions

3

**Total. Add lines 1 through 3**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	19,143,243
b	Average of monthly cash balances	1b	417,004
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	19,560,247
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	19,560,247
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)	4	293,404
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	19,266,843
6	Minimum investment return. Enter 5% of line 5	6	963,342

**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	963,342
2a	Tax on investment income for 2012 from Part VI, line 5	2a	14,800
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	14,800
3	Distributable amount before adjustments Subtract line 2c from line 1	3	948,542
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	948,542
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	948,542

**Part XII** Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc – total from Part I, column (d), line 26	1a	1,085,340
b	Program-related investments – total from Part IX-B	1b	
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:	3a	
a	Suitability test (prior IRS approval required)	3b	
b	Cash distribution test (attach the required schedule)	4	1,085,340
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	5	0
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	6	1,085,340
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

## Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				948,542
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years: 20 ____ , 20 ____ , 20 ____				
3 Excess distributions carryover, if any, to 2012.				
a From 2007	6,990,849			
b From 2008	393,466			
c From 2009	511,766			
d From 2010	327,101			
e From 2011	420,951			
f Total of lines 3a through e	8,644,133			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 1,085,340				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2012 distributable amount				948,542
e Remaining amount distributed out of corpus	136,798			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a) )				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	8,780,931			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount – see instructions				
e Undistributed income for 2011. Subtract line 4a from line 2a Taxable amount – see instructions				
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) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2008	393,466			
b Excess from 2009	511,766			
c Excess from 2010	327,101			
d Excess from 2011	420,951			
e Excess from 2012	136,798			

**Part XIV.] Private Operating Foundations (see instructions and Part VII-A, question 9)**

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

## 1 Information Regarding Foundation Managers:

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

## ELEANOR MERRILL

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

**N/A**

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

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

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

N/A

b The form in which applications should be submitted and information and materials they should include  
**N/A**

N/A

### **c Any submission deadlines**

N/A

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

N/A

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year <b>SEE ATTACHED SCHEDULE</b>				<b>1,083,815</b>
<b>Total</b>			► 3a	<b>1,083,815</b>
b Approved for future payment <b>N/A</b>				
<b>Total</b>			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	(e) Related or exempt function income (See instructions )
<b>1</b> Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
<b>2</b> Membership dues and assessments					
<b>3</b> Interest on savings and temporary cash investments				<b>14</b>	<b>961</b>
<b>4</b> Dividends and interest from securities				<b>14</b>	<b>337,134</b>
<b>5</b> Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
<b>6</b> Net rental income or (loss) from personal property					
<b>7</b> Other investment income					
<b>8</b> Gain or (loss) from sales of assets other than inventory				<b>18</b>	<b>563,408</b>
<b>9</b> Net income or (loss) from special events					
<b>10</b> Gross profit or (loss) from sales of inventory					
<b>11</b> Other revenue a					
b <b>Class Action Settle NetBank</b>				<b>18</b>	<b>3,972</b>
c					
d					
e					
<b>12</b> Subtotal Add columns (b), (d), and (e)		0		<b>905,475</b>	0
<b>13</b> Total. Add line 12, columns (b), (d), and (e)				<b>13</b>	<b>905,475</b>
(See instructions for additional information.)					

#### **Part VI: Relationship of Activities to the Accomplishment of Exempt Purposes**

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

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
- (2) Other assets

- b Other transactions**
  - (1) Sales of assets to a noncharitable exempt organization
  - (2) Purchases of assets from a noncharitable exempt organization
  - (3) Rental of facilities, equipment, or other assets
  - (4) Reimbursement arrangements
  - (5) Loans or loan guarantees
  - (6) Performance of services or membership or fundraising solicitations
- c Sharing of facilities, equipment, mailing lists, other assets, or paid staff

**c Sharing of facilities, equipment, mailing lists, other assets, or paid employees**

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

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes  No

**b** If "Yes," complete the following schedule

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

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

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

Sign  
Here

*Wint*

---

**Signature of officer or trustee**

Date \_\_\_\_\_

---

**Title**

## Secretary

<b>Paid Preparer Use Only</b>	Print/Type preparer's name  <b>George E. Cowperthwaite, Jr., CPA</b>	Preparer's signature  <i>George E. Cowperthwaite Jr.</i>	Date  <b>10/22/13</b>	Check <input checked="" type="checkbox"/> if self-employed
	Firm's name ► <b>George E. Cowperthwaite, Jr., CPA, LLC</b>		EIN  <b>P00173413</b>	
	Firm's address ► <b>30 W Patrick St Ste 504 Frederick, MD 21701-5696</b>		Firms EIN ► <b>86-1108733</b>	
			Phone no  <b>301-694-0144</b>	

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

## Schedule of Contributors

OMB No. 1545-0047

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

**2012**

Name of the organization

**MERRILL FOUNDATION, INC.**  
**C/O WILBERT H. SIROTA**

Employer identification number

**52-1490571**

Organization type (check one)

Filers of:

Form 990 or 990-EZ

Section:

- 501(c)( ) (enter number) organization
- 4947(a)(1) nonexempt charitable trust not treated as a private foundation
- 527 political organization

Form 990-PF

- 501(c)(3) exempt private foundation
- 4947(a)(1) nonexempt charitable trust treated as a private foundation
- 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

**General Rule**

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

**Special Rules**

- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 $\frac{1}{3}$  % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use exclusively for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000 If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year

► \$

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

## Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Page **1** of **1** of Part I

Name of organization

**MERRILL FOUNDATION, INC.**

Employer identification number

**52-1490571****Part I** **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	PHILIP MERRILL CHARITABLE LEAD TRUST 312 RUGBY COVE ROAD  ARNOLD MD 21012	\$ 700,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

132500 MERRILL FOUNDATION, INC.  
52-1490571  
FYE: 12/31/2012

**Federal Statements**

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**Statement 1 - Form 990-PF, Part I, Line 11 - Other Income**

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
Class Action Settle NetBank	\$ 3,972	\$ 3,972	\$ 0
Total	\$ 3,972	\$ 3,972	\$ 0

**Statement 2 - Form 990-PF, Part I, Line 16a - Legal Fees**

Description	Total	Net Investment	Adjusted Net
LEGAL FEES	\$ 1,390	\$ 1,390	\$ 0
Total	\$ 1,390	\$ 1,390	\$ 0

**Statement 3 - Form 990-PF, Part I, Line 16b - Accounting Fees**

Description	Total	Net Investment	Adjusted Net
ACCOUNTING FEES	\$ 3,050	\$ 1,525	\$ 0
Total	\$ 3,050	\$ 1,525	\$ 0

**Statement 4 - Form 990-PF, Part I, Line 16c - Other Professional Fees**

Description	Total	Net Investment	Adjusted Net
INVESTMENT ADVISORY FEES	\$ 141,376	\$ 141,376	\$ 0
MISCELLANEOUS FEES	\$ 1,138	\$ 1,138	\$ 0
Total	\$ 142,514	\$ 142,514	\$ 0

132500 MERRILL FOUNDATION, INC.  
52-1490571  
FYE: 12/31/2012

**Federal Statements**

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**Statement 5 - Form 990-PF, Part I, Line 18 - Taxes**

<u>Description</u>	<u>Total</u>	<u>Net Investment</u>	<u>Adjusted Net</u>	<u>Charitable Purpose</u>
FOREIGN TAXES	\$ 20,058	\$ 20,058	\$	\$
EXCISE TAX ON INVESTMENT INCOME	\$ 5,210	\$	\$	\$
<b>Total</b>	<b>\$ 25,268</b>	<b>\$ 20,058</b>	<b>\$ 0</b>	<b>\$ 0</b>

**Statement 6 - Form 990-PF, Part I, Line 23 - Other Expenses**

<u>Description</u>	<u>Total</u>	<u>Net Investment</u>	<u>Adjusted Net</u>	<u>Charitable Purpose</u>
Expenses	\$	\$	\$	\$
Non deductible penalty	\$ 504	\$	\$	\$
<b>Total</b>	<b>\$ 504</b>	<b>\$ 0</b>	<b>\$ 0</b>	<b>\$ 0</b>

132500 MERRILL FOUNDATION, INC.  
52-1490571  
FYE: 12/31/2012

**Federal Statements**

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**Statement 7 - Form 990-PF, Part II, Line 10a - US and State Government Investments**

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
BILLS	\$ 1,449,674	\$ 399,746	Cost	\$ 399,968
Total	\$ 1,449,674	\$ 399,746		\$ 399,968

**Statement 8 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments**

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
FIRST MANHATTAN-SEE SCHEDULE	\$ 10,158,987	\$ 10,769,799	Cost	\$ 14,985,904
FIRST MANHATTAN-SEE SCHEDULE		10,495	Cost	14,641
Total	\$ 10,158,987	\$ 10,780,294		\$ 15,000,545

**Statement 9 - Form 990-PF, Part II, Line 13 - Other Investments**

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
FIRST HEALTH LTD	\$ 1,000,000	\$ 1,000,000	Cost	\$ 2,173,782
FIRST BIOMED	\$ 1,000,000	\$ 1,000,000	Cost	\$ 2,245,063
Total	\$ 2,000,000	\$ 2,000,000		\$ 4,418,845

132500 MERRILL FOUNDATION, INC.

52-1490571

FYE: 12/31/2012

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## Federal Statements

### Statement 10 - Form 990-PF, Part III, Line 3 - Other Increases

Description	Amount
Rounding	\$ 4
Total	\$ 4

## Federal Statements

### Statement 11 - Form 990-PF, Part VII-A, Line 8b - Not Filing with Attorney General Explanation

#### Description

THE MARYLAND STATE ATTORNEY GENERAL DOES NOT REQUIRE A COPY OF FORM 990-PF FROM A FOUNDATION THAT DOES NOT SOLICIT CONTRIBUTIONS WITHIN THE STATE.

132500 MERRILL FOUNDATION, INC.  
52-1490571  
FYE: 12/31/2012

**Federal Statements**

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**Statement 12 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees,**

<u>Name and Address</u>	<u>Title</u>	<u>Average Hours</u>	<u>Compensation</u>	<u>Benefits</u>	<u>Expenses</u>
<u>Etc.</u>					
ELEANOR MERRILL 312 RUGBY COVE RD. ARNOLD MD 21012	CHAIRMAN	1.00	0	0	0
NANCY MERRILL 913 MELVIN ROAD ANNAPOLIS MD 21403	PRESIDENT	10.00	0	0	0
WIL SIROTA 111 SOUTH CALVERT STREET BALTIMORE MD 21202	SECRETARY AN	1.00	0	0	0
CATHERINE MERRILL WILLIAMS 2323 WYOMING STREET, NW WASHINGTON DC 20008	DIRECTOR	5.00	0	0	0
DOUGLAS MERRILL 16 SPINNAKER LANE SHELBOURNE VT 05482	DIRECTOR	5.00	0	0	0

132500 MERRILL FOUNDATION, INC.  
52-1490571  
FYE: 12/31/2012

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## Federal Statements

### Form 990-PF, Part XV, Line 1a - Managers Who Contributed Over 2% or \$5,000

Name of Manager	Amount
ELEANOR MERRILL	\$
Total	\$ 0

**Merrill Foundation, Inc.**

EIN 52-1490571

Tax Year: December 31, 2012

**Form 990PF, Attachment to Statement 8****Cost and Fair Market Value****Corporate Stocks at First Manhattan**

Shares	Name	Cost	Fair Market Value
10,400	Erste Bank Der Oesterreichisch	\$ 556,385.00	\$ 329,365.00
14,300	Reckitt Benckiser Group, PLC	224,825.00	901,548.00
2,063	Pentair Ltd	58,045.00	101,396.00
8,600	Tyco Intl Ltd	150,224.00	251,550.00
16,200	Sanvik AB	180,700.00	257,821.00
25,000	SKF Fruher AB Svenska	445,774.00	627,373.00
33,800	Ameren Corp	968,675.00	1,038,336.00
19,000	Approch Res Inc	326,854.00	475,190.00
27,000	Brookfield Asset Management Inc	536,762.00	989,550.00
11,800	Canadian Natural Res Ltd	298,238.00	340,666.00
7,100	Chubb Corporation	281,184.00	534,772.00
8,800	Conoco Philips	469,588.00	510,312.00
13,000	Discovery Communications Inc	467,851.00	760,500.00
7,400	Gilead Sciences Inc	267,611.00	543,530.00
9,700	Glaxo Smith Kline	428,393.00	421,659.00
6,600	Greif Bros Corp	363,757.00	293,700.00
10,800	Liberty Global Inc Com Ser A	233,992.00	679,968.00
4,791	Lowe's Companies Inc	127,793.00	170,182.00
26,750	Nestle SA-Sponsored ADR	659,234.00	1,743,298.00
5,700	Novartis AG-Sponsored ADR	320,341.00	360,810.00
58,185	Old Republic International	994,961.00	619,674.00
10,800	Range Res Corp	456,454.00	678,564.00
5,300	Scripps Networks Interactive	216,447.00	306,976.00
23,800	Ultra Pete Corp	794,841.00	431,494.00
9,400	Wabco Holdings Inc	121,774.00	612,786.00
9,400	Weight Watchers Intl Inc	450,915.00	492,184.00
15,000	Wells Fargo & Co	368,169.00	512,700.00
785	First Clover Leaf Finl Corp	3,421.00	4,891.00
849	Main Street Bank	3,387.00	4,500.00
567	Wayne Svgs Bancshares Inc.	3,687.00	5,250.00
Unlocated Difference		12.00	
		<hr/>	<hr/>
		\$ 10,780,294.00	\$ 15,000,545.00
		<hr/>	<hr/>

**Merrill Foundation****EIN 52-1490571****Tax Year: December 31, 2012****Part XV-Line 3 - Other Contributions, Gifts and Grants**

<u>Recipient Name and Address</u>	<u>Recipient Status</u>	<u>Purpose of Grant</u>	<u>Recipient Relationship</u>	<u>Amount</u>
Johns Hopkins University SAIS 1740 Massachusetts Ave, NW Washington, DC 20036	Charitable	Medical	None	425,000.00
Chesapeake Bay Foundation 6 Herndon Avenue Annapolis, MD 21403	Charitable	Environmental	None	250,000.00
Cornell University 300 Daily Hall Ithaca, NY 14853	Charitable	Educational	None	102,765.00
Dickinson College Carlisle, PA 17013	Charitable	Educational	None	50,000.00
University of Maryland Plus Merrill Presidential Scholars 1101 Main Administration Bldg College Park, MD 20742	Charitable	Educational	None	35,600.00
The Conservation Fund 1800 N Kent St, #1120 Arlington, VA 22209	Charitable	Environmental	None	25,000.00
American Council of Trustees & Alumni 1726 M Street NW, #800 Washington, DC 20036	Charitable	Educational	None	25,000.00
The SEED Foundation 1776 Massachusetts Ave, NW, Ste 600 Washington, DC 20036	Charitable	Educational	None	15,000.00
The Shakespeare Theatre 450 7th Street NW Washington, DC 20004	Charitable	Support for the Arts	None	15,000.00
Teach for America DC Region 1411 K Street NW 9th and 12th Floor Washington, DC 20005	Charitable	Educational	None	10,000.00

<u>Recipient Name and Address</u>	<u>Recipient Status</u>	<u>Purpose of Grant</u>	<u>Recipient Relationship</u>	<u>Amount</u>
The Aspen Institute 1 Dupont Circle NW, #700 Washington, DC 20036	Charitable	Environmental	None	10,000.00
Ford's Theatre 511 10th Street, NW Washington, DC 20004	Charitable	Support for the Arts	None	10,000.00
Anne Arundel Medical Center 2001 Medical Parkway Annapolis, MD 21401	Charitable	Medical	None	10,000.00
Starlight Children's Foundation 2020 K Street, NW Washington, DC 20006	Charitable	Medical	None	7,500.00
Meridian International Center 1630 Crescent Place NW Washington, DC 20009	Charitable	Educational	None	7,500.00
George Washington University 2121 1 Street NW Washington, DC 20052	Charitable	Educational	None	6,200.00
Anne Arundel Community College 101 College Parkway Arnold, MD 21012	Charitable	Educational	None	5,000.00
Foundation for the National Archives 700 Pennsylvania Ave NW, Rm G-12 Washington, DC 20408	Charitable	Historical	None	5,000.00
Newseum 555 Pennsylvania Ave NW Washington, DC 20001	Charitable	Educational	None	5,000.00
Maret School 3000 Cathedral Ave NW Washington, DC 20008	Charitable	Educational	None	5,000.00
Yellow Ribbon Fund 7200 Wisconsin Avenue, Suite 310 Bethesda, Maryland 20814	Charitable	Educational	None	5,000.00

<u>Recipient Name and Address</u>	<u>Recipient- Status</u>	<u>Purpose of Grant</u>	<u>Recipient Relationship</u>	<u>Amount</u>
Sibley Memorial Hospital 5255 Loughboro Road, NW Washington, D C. 20016	Charitable	Medical	None	5,000.00
Severn School 201 Water Street Severna Park, MD 21146	Charitable	Educational	None	5,000.00
National Gallery of Art 4th and Constitution Ave NW Washington, DC 20565	Charitable	Support for the Arts	None	5,000.00
Barker Foundation 7979 Old Georgetown Rd, 1st Floor Bethesda, MD 20814	Charitable	Medical	None	5,000.00
Chesapeake Conservancy 410 Severan Avenue, Suite 405 Annapolis, MD 21403	Charitable	Environmental	None	5,000.00
National Rehabilitation Hospital 102 Irving Street, NW Washington, DC 20010	Charitable	Medical	None	3,000.00
St. John's College 60 College Avenue Annapolis, MD 21401	Charitable	Educational	None	3,000.00
Samaritan House 2610 Green Briar Lane Annapolis, MD 21401	Charitable	Medical	None	3,000.00
Columbia Lighthouse 1120 20th Street, NW, Suite 750 South Washington, DC 20036	Charitable	Medical	None	2,500.00
Shelburne Farms 1611 Harbor Road Shelburne, VT 05482	Charitable	Environmental	None	2,500.00
Friends of the Rappahannock P.O. Box 7254 Fredericksburg, VA 22404	Charitable	Environmental	None	2,000.00

<u>Recipient Name and Address</u>	<u>Recipient Status</u>	<u>Purpose of Grant</u>	<u>Recipient Relationship</u>	<u>Amount</u>
Green Mountain Council Camp Sunrise Boat House Fund P.O. Box 557 Waterbury, VT 05676-0557	Charitable	Educational	None	2,000.00
Salvation Army 351 Hilltop Lane Annapolis, MD 21403	Charitable	Social Welfare	None	1,500.00
Anne Arundel County Public Library Found 5 Harry S. Truman Parkway Annapolis, MD 21401	Charitable	Educational	None	1,500.00
The River School 4880 MacArthur Blvd, NW Washington, DC 20007	Charitable	Educational	None	1,000.00
Friends of Mitchell Park, DC 2401 Tracy Pl Nw Washington, DC 20008-1628	Charitable	Environmental	None	1,000.00
YMCA Camp Letts 4003 Camp Letts Road Edgewaer, MD 21037	Charitable	Educational	None	500.00
Philanthropy Roundtable 1150 17th Street NW Washington, DC	Charitable	Educational	None	250.00
Severn River Association 2128 Renard Street Annapolis, MD 21401	Charitable	Environmental	None	250.00
Chesapeake Bay Maritime Museum 213 N. Talbot Street St. Michaels, MD 21663	Charitable	Environmental	None	250.00
<b>Total 2012 Merrill Foundation Grants</b>				<b>\$ 1,078,815.00</b>
Plus adjustment for check #1591 issued in 2011 to Anne Arundel Medical Center in the of \$10,000 but was incorrectly recorded for \$5,000				<u>5,000.00</u>
<b>Total</b>				<b><u>\$ 1,083,815.00</u></b>

- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II and check this box
- 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  File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. <b>MERRILL FOUNDATION, INC.</b> <b>C/O WILBERT H. SIROTA</b>	Employer identification number (EIN) or <b>52-1490571</b>
	Number, street, and room or suite no. If a P.O. box, see instructions. <b>111 SOUTH CALVERT STREET</b> 2000	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>BALTIMORE</b> MD 21202	

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

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

- The books are in the care of ► **Mr. Wil Sirota**  
Telephone No. ► **410-949-2913** FAX No. ►
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN)  If this is for the whole group, check this box  If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **11/15/13**.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

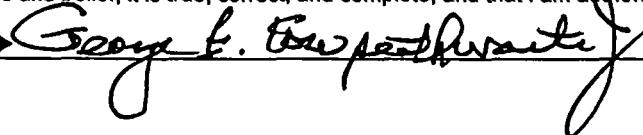
7 State in detail why you need the extension

**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>7,311</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>15,700</b>
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$

**Signature and Verification must be completed for Part II only.**

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

Signature ►  Title ► **George E. Cowperthwaite** CPA Date ► **08/07/13**  
Form 8868 (Rev. 1-2013)