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**Return of Private Foundation  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation**

Department of the Treasury  
Internal Revenue Service

**Note.** The foundation may be able to use a copy of this return to satisfy state reporting requirements.

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation <b>HARRY L. GLADDING FOUNDATION, INC. C/O VENABLE/ND BORDEN</b>		A Employer identification number <b>52-1672857</b>
Number and street (or P O box number if mail is not delivered to street address) <b>750 EAST PRATT STREET SUITE 900</b>	Room/suite	B Telephone number <b>410-244-7400</b>
City or town, state, and ZIP code <b>BALTIMORE, MD 21202</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <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 (from Part II, col. (c), line 16) <b>\$ 1,271,630.</b> (Part I, column (d) must be on cash basis.)	J Accounting method: <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input checked="" type="checkbox"/> Other (specify) <b>MODIFIED CASH</b>	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 <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>	(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			<b>N/A</b>	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	<b>47,849.</b>	<b>47,849.</b>		<b>STATEMENT 1</b>
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	<b>-126,191.</b>			
b Gross sales price for all assets on line 6a <b>456,561.</b>				
7 Capital gain net income (from Part IV, line 2)		<b>0.</b>		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and advances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income				
12 <b>Total.</b> Add lines 1 through 11	<b>-78,342.</b>	<b>47,849.</b>		
13 Compensation of officers, directors, trustees, etc	<b>0.</b>	<b>0.</b>		<b>0.</b>
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees <b>STMT 2</b>	<b>1,589.</b>	<b>795.</b>		<b>794.</b>
b Accounting fees <b>STMT 3</b>	<b>4,400.</b>	<b>2,200.</b>		<b>2,200.</b>
c Other professional fees <b>STMT 4</b>	<b>14,896.</b>	<b>14,896.</b>		<b>0.</b>
17 Interest				
18 Taxes <b>STMT 5</b>	<b>1,512.</b>	<b>1,236.</b>		<b>0.</b>
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses <b>STMT 6</b>	<b>2,196.</b>	<b>1,098.</b>		<b>1,098.</b>
24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23	<b>24,593.</b>	<b>20,225.</b>		<b>4,092.</b>
25 Contributions, gifts, grants paid	<b>267,500.</b>			<b>120,000.</b>
26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	<b>292,093.</b>	<b>20,225.</b>		<b>124,092.</b>
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	<b>-370,435.</b>			
b <b>Net investment income</b> (if negative, enter -0-)		<b>27,624.</b>		
c <b>Adjusted net income</b> (if negative, enter -0-)			<b>N/A</b>	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		105,298.	24,631.	24,631.
	2	Savings and temporary cash investments				
	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 STMT 8		966,492.	614,673.	614,673.
	c	Investments - corporate bonds				
11	Investments - land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 9		173,245.	631,563.	631,563.	
14	Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶ STATEMENT 10)		10,039.	763.	763.	
16	<b>Total assets</b> (to be completed by all filers)		1,255,074.	1,271,630.	1,271,630.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable		89,500.	237,000.	
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
23	<b>Total liabilities</b> (add lines 17 through 22)		89,500.	237,000.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted		1,165,574.	1,034,630.	
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.					
	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					
30	<b>Total net assets or fund balances</b>		1,165,574.	1,034,630.		
31	<b>Total liabilities and net assets/fund balances</b>		1,255,074.	1,271,630.		

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	1,165,574.
2	Enter amount from Part I, line 27a	2	-370,435.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	239,491.
4	Add lines 1, 2, and 3	4	1,034,630.
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	1,034,630.

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

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e	<b>456,561.</b>	<b>582,752.</b>	<b>-126,191.</b>

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			<b>-126,191.</b>

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>-126,191.</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). If (loss), enter -0- in Part I, line 8		3	<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 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>115,625.</b>	<b>1,398,993.</b>	<b>.082649</b>
2010	<b>71,906.</b>	<b>1,373,482.</b>	<b>.052353</b>
2009	<b>129,901.</b>	<b>1,299,236.</b>	<b>.099983</b>
2008	<b>155,845.</b>	<b>1,738,969.</b>	<b>.089619</b>
2007	<b>207,369.</b>	<b>2,122,563.</b>	<b>.097697</b>

2 Total of line 1, column (d)	2	<b>.422301</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	3	<b>.084460</b>
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	<b>1,268,743.</b>
5 Multiply line 4 by line 3	5	<b>107,158.</b>
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	<b>276.</b>
7 Add lines 5 and 6	7	<b>107,434.</b>
8 Enter qualifying distributions from Part XII, line 4 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.	8	<b>124,092.</b>

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**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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	276.
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	276.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	5	276.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,039.
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	1,039.
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	9	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	10	763.
11	Enter the amount of line 10 to be: <b>Credited to 2013 estimated tax</b> <input checked="" type="checkbox"/> <b>763.</b> Refunded <input checked="" type="checkbox"/>	11	0.

**Part VII-A Statements Regarding Activities**

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		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? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>NEAL D. BORDEN, ESQ</u> Telephone no. ► <u>410-244-7400</u> Located at ► <u>750 EAST PRATT STREET SUITE 900, BALTIMORE, MD</u> ZIP+4 ► <u>21201-2911</u>			
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 ► <u>15</u> <u>N/A</u>			
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? 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 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
<b>1a</b> 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>b</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)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
<b>c</b> 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
<b>2</b> 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)):		
<b>a</b> 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 If "Yes," list the years ► _____, _____, _____		
<b>b</b> Are there any years listed in 2a for which the foundation is <b>not</b> 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.) <u>N/A</u>	2b	
<b>c</b> If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____		
<b>3a</b> 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>b</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) <u>N/A</u>	3b	
<b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
<b>b</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

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**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)?  Yes  No  
 Organizations relying on a current notice regarding disaster assistance check here  N/A

**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No  
 If "Yes," attach the statement required by Regulations section 53.4945-5(d).  N/A

**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?  Yes  No  
 If "Yes" to 6b, file Form 8870

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

**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No

**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
NEAL D. BORDEN, ESQ 750 EAST PRATT STREET SUITE 900 BALTIMORE, MD 21202	TRUSTEE 2.50	0.	0.	0.
WINIFRED BORDEN 750 EAST PRATT STREET SUITE 900 BALTIMORE, MD 21202	TRUSTEE 1.00	0.	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

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**Part VIII**

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ▶ **0**

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

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

1	Expenses
N/A	
2	
3	
4	

**Part IX-B Summary of Program-Related Investments**

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

1	Amount
N/A	
2	
3	
All other program-related investments. See instructions.	

Total. Add lines 1 through 3 ▶ **0.**

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,202,152.
b	Average of monthly cash balances	1b	85,912.
c	Fair market value of all other assets	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	1,288,064.
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	1,288,064.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	19,321.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,268,743.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	63,437.

**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	63,437.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	276.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	276.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	63,161.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	63,161.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	63,161.

**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	124,092.
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	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	124,092.
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	276.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	123,816.

**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) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				63,161.
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	104,363.			
b From 2008	69,633.			
c From 2009	65,297.			
d From 2010	3,624.			
e From 2011	46,244.			
f Total of lines 3a through e	289,161.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$	124,092.			
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				63,161.
e Remaining amount distributed out of corpus	60,931.			
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	350,092.			
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	104,363.			
9 Excess distributions carryover to 2013 Subtract lines 7 and 8 from line 6a	245,729.			
10 Analysis of line 9:				
a Excess from 2008	69,633.			
b Excess from 2009	65,297.			
c Excess from 2010	3,624.			
d Excess from 2011	46,244.			
e Excess from 2012	60,931.			

HARRY L. GLADDING FOUNDATION, INC.

Form 990-PF (2012)

C/O VENABLE/ND BORDEN

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

**1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

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

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

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

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

**NONE**

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

**NONE**

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**  
 Check here  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

**NEAL D. BORDEN, ESQ., 410-244-7400**  
**750 EAST PRATT STREET SUITE 900, BALTIMORE, MD 21202**

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

**NO FORMAL APPLICATION. REQUESTS SHOULD BE IN WRITING**

**c** Any submission deadlines:

**NONE**

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

**EMPHASIS ON GRANTS TO ARTS AND CULTURAL INSTITUTIONS IN THE BALTIMORE METROPOLITAN AREA**

HARRY L. GLADDING FOUNDATION, INC.

Form 990-PF (2012)

C/O VENABLE/ND BORDEN

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**Part XV** Supplementary Information (continued)

**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a Paid during the year</b>				
ARTSCAPE BALTIMORE 10 E. BALTIMORE STREET, 10TH FLOOR BALTIMORE, MD 21202	NONE	OTHER PUBLIC CHARITY	SUPPORT CURRENT OPERATIONS	500.
ASSOCIATION OF BALTIMORE AREA GRANTMAKERS 2 E. READ STREET, 2ND FLOOR BALTIMORE, MD 21202	NONE	OTHER PUBLIC CHARITY	SUPPORT CURRENT OPERATIONS	2,000.
BALTIMORE CLAYWORKS 5707 SMITH AVENUE BALTIMORE, MD 21209	NONE	OTHER PUBLIC CHARITY	SUPPORT CURRENT OPERATIONS	2,000.
BALTIMORE COMMUNITY FOUNDATION 2 E. READ STREET, 9TH FLOOR BALTIMORE, MD 21202	NONE	OTHER PUBLIC CHARITY	SUPPORT CURRENT OPERATIONS	1,000.
BALTIMORE COMMUNITY FOUNDATION 2 E. READ STREET, 9TH FLOOR BALTIMORE, MD 21202	NONE	OTHER PUBLIC CHARITY	SUPPORT CURRENT OPERATIONS	500.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>		<b>▶ 3a</b>	<b>120,000.</b>
<b>b Approved for future payment</b>				
CREATIVE ALLIANCE 3134 EASTERN AVENUE BALTIMORE, MD 21224	NONE	CREATIVE ALLIANCE	SUPPORT CURRENT OPERATIONS	6,000.
NATIONAL AQUARIUM IN BALTIMORE PIER 3, 501 EAST PRATT STREET BALTIMORE, MD 21202	NONE	OTHER PUBLIC CHARITY	SUPPORT CURRENT OPERATIONS	100,000.
WALTERS ART MUSEUM 600 NORTH CHARLES STREET BALTIMORE, MD 212015185	NONE	OTHER PUBLIC CHARITY	SUPPORT CURRENT OPERATIONS	80,000.
<b>Total</b>	<b>▶ 3b</b>	<b>186,000.</b>		

HARRY L. GLADDING FOUNDATION, INC.  
C/O VENABLE/ND BORDEN

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**Part XV** Supplementary Information

**3** Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BALTIMORE MUSEUM OF ART 10 ART MUSEUM DRIVE BALTIMORE, MD 21218	NONE	OTHER PUBLIC CHARITY	SUPPORT CURRENT OPERATIONS	2,250.
BALTIMORE MUSEUM OF INDUSTRY 1415 KEY HIGHWAY BALTIMORE, MD 21230	NONE	OTHER PUBLIC CHARITY	SUPPORT CURRENT OPERATIONS	500.
BALTIMORE SYMPHONY ORCHESTRA 1212 CATHEDRAL STREET BALTIMORE, MD 212015545	NONE	OTHER PUBLIC CHARITY	SUPPORT CURRENT OPERATIONS	2,500.
BALTIMORE ZOO DRUID HILL PARK BALTIMORE, MD 21217	NONE	OTHER PUBLIC CHARITY	SUPPORT CURRENT OPERATIONS	1,000.
CENTER STAGE 700 NORTH CALVERT STREET BALTIMORE, MD 21202	NONE	OTHER PUBLIC CHARITY	SUPPORT CURRENT OPERATIONS	4,250.
CENTRAL SCHOLARSHIP BUREAU 1700 REISTERSTOWN ROAD, SUITE#220 BALTIMORE, MD 21208	NONE	OTHER PUBLIC CHARITY	SUPPORT CURRENT OPERATIONS	2,000.
CREATIVE ALLIANCE 3134 EASTERN AVENUE BALTIMORE, MD 21224	NONE	OTHER PUBLIC CHARITY	SUPPORT CURRENT OPERATIONS	2,000.
ENOCH PRATT FREE LIBRARY 400 CATHEDRAL STREET BALTIMORE, MD 212014484	NONE	OTHER PUBLIC CHARITY	SUPPORT CURRENT OPERATIONS	10,000.
EVERYMAN THEATRE 1727 N. CHARLES STREET BALTIMORE, MD 21201	NONE	OTHER PUBLIC CHARITY	SUPPORT CURRENT OPERATIONS	10,000.
EVERYMAN THEATRE 1727 N. CHARLES STREET BALTIMORE, MD 21201	NONE	OTHER PUBLIC CHARITY	SUPPORT CURRENT OPERATIONS	1,000.
<b>Total from continuation sheets</b>				<b>114,000.</b>

HARRY L. GLADDING FOUNDATION, INC.  
C/O VENABLE/ND BORDEN

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**Part XV** Supplementary Information

**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FORMSTONE FOUNDATION, INC. 333 EAST BELVEDERE AVENUE BALTIMORE, MD 21212	NONE	OTHER PUBLIC CHARITY	SUPPORT CURRENT OPERATIONS	2,500.
GARRETT JACOBS MANSION ENDOWMENT, INC. 11 WEST MT. VERNON PLACE BALTIMORE, MD 21201	NONE	OTHER PUBLIC CHARITY	SUPPORT CURRENT OPERATIONS	7,500.
HANDEL CHOIR OF BALTIMORE 3600 CLIPPER MILL ROAD #150 BALTIMORE, MD 21211	NONE	OTHER PUBLIC CHARITY	SUPPORT CURRENT OPERATIONS	1,000.
MARYLAND INSTITUTE COLLEGE OF ART 1300 W. MOUNT ROYAL AVE. BALTIMORE, MD 21217	NONE	PUBLIC CHARITY - SCHOOL	SUPPORT CURRENT OPERATIONS	5,000.
MARYLAND NEW DIRECTIONS 2700 N. CHARLES ST, STE 200 BALTIMORE, MD 21218	NONE	OTHER PUBLIC CHARITY	SUPPORT CURRENT OPERATIONS	1,500.
NATIONAL AQUARIUM IN BALTIMORE PIER 3, 501 EAST PRATT STREET BALTIMORE, MD 21202	NONE	OTHER PUBLIC CHARITY	SUPPORT CURRENT OPERATIONS	4,000.
PORT DISCOVERY: THE CHILDRENS' MUSEUM IN BALTIMORE, MD 35 MARKET PLACE BALTIMORE, MD 212024002	NONE	OTHER PUBLIC CHARITY	SUPPORT CURRENT OPERATIONS	2,500.
PORT DISCOVERY: THE CHILDRENS' MUSEUM IN BALTIMORE, MD 35 MARKET PLACE BALTIMORE, MD 212015545	NONE	OTHER PUBLIC CHARITY	SUPPORT CURRENT OPERATIONS	5,000.
WALTERS ART MUSEUM 600 NORTH CHARLES STREET BALTIMORE, MD 212015185	NONE	OTHER PUBLIC CHARITY	SUPPORT CURRENT OPERATIONS	20,000.
WALTERS ART MUSEUM 600 NORTH CHARLES STREET BALTIMORE, MD 212015185	NONE	OTHER PUBLIC CHARITY	SUPPORT CURRENT OPERATIONS	20,000.
<b>Total from continuation sheets</b>				







**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	(c) Date acquired	(d) Date sold
		P - Purchase D - Donation	(mo., day, yr.)	(mo., day, yr.)
1a	PUBLICLY TRADED SECURITIES - MORGAN STANLEY A/C E			
b	PUBLICLY TRADED SECURITIES - MORGAN STANLEY A/C E			
c	PUBLICLY TRADED SECURITIES - MORGAN STANLEY A/C E			
d	PUBLICLY TRADED SECURITIES - MORGAN STANLEY A/C E			
e	PUBLICLY TRADED SECURITIES - MORGAN STANLEY A/C E			
f	PUBLICLY TRADED SECURITIES - MORGAN STANLEY A/C E			
g	PUBLICLY TRADED SECURITIES - MORGAN STANLEY A/C E			
h	PUBLICLY TRADED SECURITIES - MORGAN STANLEY A/C E			
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	7,764.		44,712.	-36,948.
b	16,153.		17,161.	-1,008.
c	6,362.		4,411.	1,951.
d	288,508.		371,861.	-83,353.
e	34,074.		29,582.	4,492.
f	11,874.		9,208.	2,666.
g	91,805.		105,796.	-13,991.
h	21.		21.	0.
i				
j				
k				
l				
m				
n				
o				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			-36,948.
b			-1,008.
c			1,951.
d			-83,353.
e			4,492.
f			2,666.
g			-13,991.
h			0.
i			
j			
k			
l			
m			
n			
o			

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	-126,191.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MORGAN STANLEY	47,849.	0.	47,849.
TOTAL TO FM 990-PF, PART I, LN 4	47,849.	0.	47,849.

FORM 990-PF LEGAL FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	1,589.	795.		794.
TO FM 990-PF, PG 1, LN 16A	1,589.	795.		794.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	4,400.	2,200.		2,200.
TO FORM 990-PF, PG 1, LN 16B	4,400.	2,200.		2,200.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	14,896.	14,896.		0.
TO FORM 990-PF, PG 1, LN 16C	14,896.	14,896.		0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	276.	0.		0.
FOREIGN TAXES	1,236.	1,236.		0.
TO FORM 990-PF, PG 1, LN 18	1,512.	1,236.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISCELLANEOUS	2,196.	1,098.		1,098.
TO FORM 990-PF, PG 1, LN 23	2,196.	1,098.		1,098.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 7

DESCRIPTION	AMOUNT
MARKETABLE SECURITIES APPRECIATION	239,491.
TOTAL TO FORM 990-PF, PART III, LINE 3	239,491.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK - SEE ATTACHED	614,673.	614,673.
TOTAL TO FORM 990-PF, PART II, LINE 10B	614,673.	614,673.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ISHARES MSCI EMERGING MKTS INDEX FD	FMV	172,965.	172,965.
KAYNE ANDERSON ENERGY DEV CO	FMV	92,598.	92,598.
VANGUARD INTL EQUITY INDEX FUND	FMV	366,000.	366,000.
TOTAL TO FORM 990-PF, PART II, LINE 13		631,563.	631,563.

FORM 990-PF OTHER ASSETS STATEMENT 10

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
REFUNDABLE EXCISE TAX	39.	763.	763.
OTHER RECEIVABLE	10,000.	0.	0.
TO FORM 990-PF, PART II, LINE 15	10,039.	763.	763.

HARRY L. GLADDING FOUNDATION, INC. 52-1672857  
ATTACHMENT TO 990 PF  
PAGE 2 PART II LINES 10b & 13  
INVESTMENTS - CORPORATE STOCK & OTHER  
12/31/12

<u>SHARES</u>	<u>DESCRIPTION</u>	<u>CURRENT PRICE</u>	<u>MARKET VALUE 12/31/2012</u>
160 000	AGILENT TECHNOLOGIES	\$ 40 94	\$ 6,550 40
54 000	AIR PROD & CHEM INC	84 02	4,537 08
13 000	ALLEGHANY CP DELAWARE	335 42	4,360 46
335 000	AMERICAN EXPRESS CO	57 48	19,255 80
92 000	AMERIPRISE FINCL INC	62 63	5,761 96
1,000 000	AT&T INC	33 71	33,710 00
645 000	BANK OF NEW YORK MELLON CORP	25 70	16,576 50
170 000	BED BATH & BEYOND INC	55 91	9,504 70
207 000	BERKSHIRE HATHAWAY - CLASS B	89 70	18,567 90
285 000	CANADIAN NATURAL RESOURCES	28 87	8,227 95
140 000	COCA COLA CO	36 25	5,075 00
229 000	COSTCO WHOLESALE CORP	98 73	22,609 17
388 000	CVS CAREMARK CORP	48 35	18,759 80
140 000	DEVON ENERGY CORP	52 04	7,285 60
102 000	DIAGEO PLC SPON ADR	116 58	11,891 16
333 000	DUKE ENERGY CORP	63 80	21,245 40
171 000	EOG RESOURCES INC	120 79	20,655 09
119 000	EXPRESS SCRIPTS HOLDING CO	54 00	6,426 00
1,000 000	EXXON MOBIL CORP	86 55	86,550 00
1,000 000	GENERAL ELECTRIC CO	20 99	20,990 00
10 000	GOOGLE INC - CLASS A	707 38	7,073 80
196 000	HARLEY DAVIDSON INC	48 83	9,570 68
95 000	HEWLETT PACKARD	14 25	1,353 75
277 000	IRON MOUNTAIN INC	31 05	8,600 85
1,000 000	JOHNSON & JOHNSON	70 10	70,100 00
335 000	LOEWS CORPORATION	40 75	13,651 25
1,000 000	MERCK & CO INC	40 94	40,940 00
155 000	MICROSOFT CORP	26 71	4,140 00
72 000	MONSANTO CO	94 65	6,814 80
170 000	OCCIDENTAL PETROLEUM CORP DE	76 61	13,023 70
90 000	ORACLE CORP	33 32	2,998 80
175 000	PFIZER INC	25 08	4,388 87
70 000	PHILIP MORRIS INTL INC	83 64	5,854 80
85 000	POTASH CP OF SASKATCHEWAN INC	40 69	3,458 65
462 000	PROGRESSIVE CORP OHIO	21 10	9,748 20
250 000	TEXAS INSTRUMENTS	30 89	7,722 50
27 000	TRANSOCEAN LTD	44 66	1,205 82
143 000	WALT DISNEY CO HOLDING CO	49 79	7,119 97
1,000 000	WASH REAL ESTATE INVESTMENT TRUST MARYLAND	26 15	26,150 00
650 000	WELLS FARGO & CO	34 18	22,217 00
	<b>TOTAL - PAGE 2 PART II LINE 10b</b>		<b>\$ 614,673 41</b>
3,900 000	ISHARES MSCI EMERGING MKTS	44 35	\$ 172,965 00
3,788 793	KAYNE ANDERSON ENERGY DEV CO	24 44	92,598 10
8,000 000	VANGUARD INTL EQUITY INDEX FUND	45 75	366,000 00
	<b>TOTAL - PAGE 2 PART II LINE 13</b>		<b>\$ 631,563 10</b>

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

▶ **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
- 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

<b>Type or print</b>	Name of exempt organization or other filer, see instructions <b>HARRY L. GLADDING FOUNDATION, INC. C/O VENABLE/ND BORDEN</b>	Employer identification number (EIN) or <b>52-1672857</b>
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P O. box, see instructions <b>750 EAST PRATT STREET SUITE 900</b>	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <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-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

**NEAL D. BORDEN, ESQ - 750 EAST PRATT STREET SUITE 900 -**

- The books are in the care of ▶ **BALTIMORE, MD 21201-2911**  
Telephone No ▶ **410-244-7400** FAX No. ▶ \_\_\_\_\_
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ If this is for the whole group, check this box ▶  If it is for part of the group, check this box ▶  and attach a list with the names and EINs of all members the extension is for.

**1** I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for  
▶  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

<b>3a</b> 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	<b>3a</b>	\$	<b>538.</b>
<b>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	<b>3b</b>	\$	<b>1,039.</b>
<b>c 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	<b>3c</b>	\$	<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.