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Form **990-PF**

Return 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

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

Department of the Treasury
Internal Revenue Service

For calendar year 2012 or tax year beginning

, and ending

Name of foundation

A Employer identification number

FRIEDMAN CHARITABLE FOUNDATION, INC**52-1953450**

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

Room/suite

B Telephone number (see instructions)

409 WASHINGTON AVENUE, SUITE 900**410-494-0100**

City or town, state, and ZIP code

TOWSON**MD 21204**

C If exemption application is pending, check here

Check all that apply

Initial return

Initial return of a former public charity

Final return

Amended return

Address change

Name change

D 1 Foreign organizations, check here

2 Foreign organizations meeting the

85% test, check here and attach computation

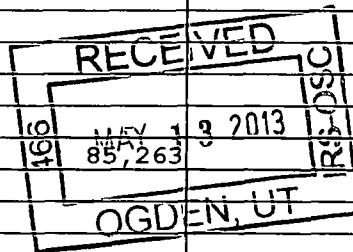
E If private foundation status was terminated under section 507(b)(1)(A), check here

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col (c), line 16) **\$ 3,353,472**
J Accounting method ☒ Cash ☐ Accrual
Other (specify)

(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	400,814			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	8	8		
	4 Dividends and interest from securities	68,082	68,082		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	17,173			
	b Gross sales price for all assets on line 6a	146,156			
	7 Capital gain net income (from Part IV, line 2)		17,173		
	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)					
12 Total. Add lines 1 through 11	486,077	85,263	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule) STMT #1	7,073	7,073		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT #1	1,149	749		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (att. sch) STMT #1	17	17		
	24 Total operating and administrative expenses. Add lines 13 through 23	8,239	7,839	0	0
	25 Contributions, gifts, grants paid	180,750			180,750
26 Total expenses and disbursements. Add lines 24 and 25	188,989	7,839	0	180,750	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	297,088				
b Net investment income (if negative, enter -0-)		77,424			
c Adjusted net income (if negative, enter -0-)			0		



For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2012)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash – non-interest-bearing			
	2	Savings and temporary cash investments	103,555	190,269	190,269
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (att schedule) ▶ Less allowance for doubtful accounts ▶	0		
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – U S and state government obligations (attach schedule)			
	b	Investments – corporate stock (attach schedule) SEE STMT #2	1,963,518	2,173,892	3,163,203
	c	Investments – corporate bonds (attach schedule)			
	11	Investments – land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶			
	15	Other assets (describe ▶)			
	16	Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)	2,067,073	2,364,161	3,353,472
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>			
	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	2,067,073	2,364,161	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	2,067,073	2,364,161	
	31	Total liabilities and net assets/fund balances (see instructions)	2,067,073	2,364,161	

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	2,067,073
2	Enter amount from Part I, line 27a	2	297,088
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,364,161
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	2,364,161

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)		(b) How acquired P – Purchase D – Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES				
b CAPITAL GAIN DISTRIBUTIONS				
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 127,909		128,983	-1,074
b 18,247			18,247
c			
d			
e			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			-1,074
b			18,247
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	17,173
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	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

Yes ☐ No ☒

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

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	84,750	2,599,721	0.032600
2010	142,108	2,172,238	0.065420
2009	99,066	1,686,879	0.058727
2008	81,763	1,919,581	0.042594
2007	65,750	2,142,849	0.030683

2 Total of line 1, column (d)	2	0.230024
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	0.046005
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	2,883,901
5 Multiply line 4 by line 3	5	132,674
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	774
7 Add lines 5 and 6	7	133,448
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	180,750

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	774
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	774
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	774
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,300
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	1,300
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	526
11	Enter the amount of line 10 to be Credited to 2013 estimated tax 526 Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

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

STMT #1

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 ► N/A	13	X	
14	The books are in care of ► LOUIS F. FRIEDMAN 409 WASHINGTON AVE, SUITE 900 Located at ► TOWSON MD ZIP+4 ► 21204 Telephone no ► 410-494-0100			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15			
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
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 X No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes X 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 X 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 X 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)? Organizations relying on a current notice regarding disaster assistance check here ► N/A	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? N/A	1c	
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ► 20 , 20 , 20 , 20 Yes X No		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement – see instructions) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20 , 20 , 20 , 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes X No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to			
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	Yes	<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?	Yes	<input checked="" type="checkbox"/> No	
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	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)	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?	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)?	N/A		5b
	Organizations relying on a current notice regarding disaster assistance check here	▶		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	N/A	Yes No	
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	Yes	<input checked="" type="checkbox"/> No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			6b
	If "Yes" to 6b, file Form 8870			<input checked="" type="checkbox"/>
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	Yes	<input checked="" type="checkbox"/> No	
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A		7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (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
LOUIS F. FRIEDMAN 409 WASHINGTON AVENUE, SUITE 900 TOWSON MD 21204	PRES /DIR. 2.00	0	0	0
PHYLLIS C. FRIEDMAN 409 WASHINGTON AVENUE, SUITE 900 TOWSON MD 21204	SEC. /DIR. 2.00	0	0	0
SAMUEL H. FRIEDMAN 409 WASHINGTON AVENUE, SUITE 900 TOWSON MD 21204	V.P. /DIR. 0.00	0	0	0
ROBERT A. FULD 409 WASHINGTON AVENUE, SUITE 900 TOWSON MD 21204	DIRECTOR 0.00	0	0	0

2 - Compensation of five highest-paid employees (other than those included on line 4 see instructions). If none, enter "NONE."

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

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

▶ 0

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

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

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

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	2,845,567
b	Average of monthly cash balances	1b	82,251
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	2,927,818
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	2,927,818
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	43,917
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,883,901
6	Minimum investment return. Enter 5% of line 5	6	144,195

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	144,195
2a	Tax on investment income for 2012 from Part VI, line 5	2a	774
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	774
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	143,421
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	143,421
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	143,421

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	180,750
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		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	180,750
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	774
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	179,976

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				143,421
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			87,935	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e				
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 180,750				
a Applied to 2011, but not more than line 2a			87,935	
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				92,815
e Remaining amount distributed out of corpus				
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				
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				50,606
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				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

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

N/A

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year

Prior 3 years

(a) 2012

(b) 2011

(c) 2010

(d) 2009

(e) Total

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities
Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test – enter

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test – enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year – see instructions.)**1 Information Regarding Foundation Managers:**

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

SEE STATEMENT 1

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

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

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

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 SEE ATTACHED STATEMENT #3				180,750
Total			▶ 3a	180,750
b Approved for future payment SEE ATTACHED STATEMENT #3				15,000
Total			▶ 3b	15,000

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	8	
4	Dividends and interest from securities			14	68,082	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	17,173	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a					
b						
c						
d						
e						
12	Subtotal Add columns (b), (d), and (e)		0		85,263	0
13	Total. Add line 12, columns (b), (d), and (e)				13 85,263	

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

Schedule of Contributors

OMB No 1545-0047

2012

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

Name of the organization

Employer identification number

FRIEDMAN CHARITABLE FOUNDATION, INC

52-1953450

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

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 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).

For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

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

Name of organization FRIEDMAN CHARITABLE FOUNDATION, INC	Employer identification number 52-1953450
--	---

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	LOUIS & PHYLLIS FRIEDMAN 409 WASHINGTON AVENUE, SUITE 900 TOWSON MD 21204	\$ 350,814	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	MIRIAM S. FRIEDMAN REVOCABLE TRUST 409 WASHINGTON AVENUE, SUITE 900 TOWSON MD 21204	\$ 50,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

FRIEDMAN CHARITABLE FOUNDATION, INC

Employer identification number

52-1953450

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	500 SHS AMERICAN TOWER CORP. NYSE, CUSIP #03027X100	\$ 37,570	11/30/12
1	6000 SHS SEACUBE CONTRAINER LEASING, NYSE, CUSIP #G79978105	\$ 109,800	11/30/12
1	700 SHS SOVRAN SELF STORAGE, INC NYSE, CUSIP #84610H108	\$ 42,301	12/14/12
1	2000 SHS TAL INTERNATIONAL GROUP NYSE, CUSIP #874083108	\$ 69,370	12/17/12
		\$	
		\$	

FRIEDMAN CHARITABLE FOUNDATION, INC
52-1953450
FOR THE YEAR ENDED DECEMBER 31, 2012
2012 FORM 990-PF

SUPPORTING SCHEDULE

	COL (a)	COL (b)
PAGE 1, PART 1, LINE 16c - OTHER PROFESSIONAL FEES		
T ROWE PRICE - INVESTMENT ADVISORY & MGMT FEES	7,073.14	7,073.14
TOTAL OTHER PROFESSIONAL FEES	7,073.14	7,073.14
PAGE 1, PART I, LINE 18 - TAXES		
2012 FORM 990-PF (ESTIMATED TAX PAYMENT)	400.00	0.00
FOREIGN TAXES PAID ON DIVIDENDS	748.74	748.74
TOTAL TAXES	1,148.74	748.74
PAGE 1, PART I, LINE 23 - OTHER EXPENSES		
FOREIGN INVESTMENT FEES	17.40	17.40
TOTAL OTHER EXPENSES	17.40	17.40

PAGE 4, PART VII-A, LINE 10 - PERSON WHO BECAME SUBSTANTIAL CONTRIBUTORS DURING TAX YEAR

MIRIAM S. FRIEDMAN REVOCABLE TRUST
409 WASHINGTON AVENUE, SUITE 900, TOWSON, MD 21204

PAGE 10, PART XV, LINE 1a - INFORMATION REGARDING FOUNDATION MANAGERS

LOUIS F. & PHYLLIS C. FRIEDMAN

Friedman Charitable Foundation, Inc., E.I.N.: 52-1953450

For the Year Ended 12/31/2012

Form 990-PF, Page 2, Part II - Corporate Stock/Mutual Funds

<u># of Shares</u>	<u>Description</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Common Stocks - Janney Montgomery Scott			
500	American Tower Corp	25,340.00	38,635.00
200	American Water Works Company, Inc	4,682.00	7,426.00
11,364	Anglo American PLC	90,545.95	177,392.04
20,000	Big Yellow Group PLC	61,653.83	112,860.00
1,000	Extra Space Storage, Inc	6,717.00	36,390.00
2,000	General Electric Company	21,802.00	41,980.00
1,500	Hess Corporation	32,356.00	79,440.00
984	Public Storage Inc	56,306.97	142,640.64
8,000	Seacube Container Leasing, Ltd	120,305.02	150,800.00
1,500	Sovran Self Storage, Inc	43,946.49	93,150.00
7,000	Tal International Group, Inc	130,057.22	254,660.00
		<hr/>	<hr/>
		593,712.48	1,135,373.68
Common Stocks - BNY/T Rowe Price			
400	AON PLC	19,632.00	22,244.00
450	Accenture PLC	18,368.06	29,925.00
150	Amazon Com, Inc	10,933.48	37,630.50
400	American Express Company	15,032.24	22,992.00
500	American Tower Corp	19,208.26	38,635.00
300	Amgen, Inc	18,371.38	25,860.00
125	Apple, Inc	27,708.95	66,521.63
500	Automatic Data Processing, Inc	21,091.19	28,465.00
550	Broadcom Corp., Cl A	18,506.07	18,265.50
500	CVS Caremark Corp	15,263.81	24,175.00
300	Chevron Corp	15,432.67	32,442.00
800	Coca-Cola Company	21,624.33	29,000.00
200	Colgate-Palmolive Company	15,467.00	20,908.00
600	Danaher Corporation	21,792.33	33,540.00
600	Walt Disney Company	22,128.24	29,874.00
300	Ecolab, Inc.	21,218.52	21,570.00
450	Emerson Electric Co.	23,847.96	23,832.00
500	Expeditors International of Washington, Inc.	17,362.49	19,775.00
400	Express Scripts Holding Company	19,285.36	21,600.00
350	Exxon Mobil Corporation	25,690.60	30,292.50
200	Franklin Resources, Inc.	19,927.13	25,140.00
500	General Mills, Inc	17,151.70	20,210.00
400	Gilead Sciences, Inc	18,074.77	29,380.00
200	Goldman Sachs Group, Inc.	27,564.03	25,512.00
65	Google, Inc.	27,611.21	45,979.70
500	Home Depot, Inc.	16,743.05	30,925.00
100	International Business Machines Corp.	11,930.53	19,155.00
600	JPMorgan Chase & Co.	20,560.04	26,381.46
400	Johnson & Johnson	26,951.88	28,040.00
1,200	Juniper Networks, Inc.	24,607.76	23,604.00
400	Kohls Corp	21,050.72	17,192.00
75	Mastercard Inc., Cl A	18,755.50	36,846.00
300	McDonald's Corporation	26,356.36	26,463.00

Friedman Charitable Foundation, Inc., E.I.N.: 52-1953450**For the Year Ended 12/31/2012****Form 990-PF, Page 2, Part II - Corporate Stock/Mutual Funds**

<u># of Shares</u>	<u>Description</u>	<u>Book Value</u>	<u>Fair Market Value</u>
750	Marriott International, Inc.	19,680.36	27,952.50
400	Medtronic, Inc	20,439.24	16,408.00
600	Merck & Co , Inc.	21,597.00	24,564.00
1,000	Microsoft Corp	25,131.19	26,709.70
250	Monsanto Co.	9,120.41	23,662.50
450	Northern Trust Corporation	27,534.89	22,572.00
800	Nuance Communications, Inc	21,211.84	17,856.00
500	Omnicom Group, Inc.	20,213.52	24,980.00
500	PepsiCo, Inc.	31,260.75	34,215.00
200	Praxair, Inc	16,907.72	21,890.00
40	Priceline Com, Inc	18,769.91	24,815.60
500	Procter & Gamble Company	30,862.37	33,945.00
400	Roche Holdings Ltd	16,281.88	20,200.00
350	Schlumberger Limited	28,614.13	24,254.51
700	Spectra Energy Corp	19,808.62	19,166.00
400	Starbucks Corporation	21,377.56	21,452.00
300	Stryker Corporation	14,785.00	16,446.00
250	3M Company	18,662.38	23,212.50
200	Union Pacific Corp.	18,412.26	25,144.00
200	United Parcel Service, Inc	12,834.00	14,746.00
300	United Technologies Corporation	18,627.75	24,603.00
400	Unitedhealth Group, Inc	18,248.44	21,696.00
400	Wal-Mart Stores, Inc.	21,583.60	27,292.00
600	Wells Fargo & Company	15,236.50	20,508.00
500	Xilinx, Inc.	12,344.25	17,930.50
		<u>1,164,795.19</u>	<u>1,508,596.10</u>
Mutual Funds - T. Rowe Price			
1,639.569	T. Rowe Price Mid-Cap Growth Fund	59,471.31	92,586.46
3,415.333	T. Rowe Price Mid-Cap Value Fund	60,522.06	82,104.61
3,144.456	T. Rowe Price New Horizons Fund	83,060.66	104,301.61
2,352.232	T. Rowe Price Small-Cap Value Fund	74,635.56	92,136.93
13,525.408	T. Rowe Price Spectrum International Fund	137,694.39	148,103.22
		<u>415,383.98</u>	<u>519,232.83</u>
		<u><u>2,173,891.65</u></u>	<u><u>3,163,202.61</u></u>

FRIEDMAN CHARITABLE FOUNDATION, INC
52-1953450
FOR THE YEAR ENDED DECEMBER 31, 2012
2012 FORM 990-PF

PAGE 11, PART XV, LINE 3a - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

#	Name & Address	Relationship	Status	Purpose	Amount
1)	Assistance Center of Towson Churches 120 W Pennsylvania Avenue Towson, MD 21204	None	Public	Emergency Services Programs	\$ 2,500 00
2)	The Associated Jewish Charities 101 W Mt Royal Avenue Baltimore, MD 21201	None	Public	Operations (unrestricted)	\$ 10,000 00
3)	The Boys' Latin School of Maryland 822 West Lake Avenue Baltimore, MD 21210	None	Public	Annual Fund Program	\$ 2,500 00
4)	Carson Scholars Fund 305 W Chesapeake Avenue, Suite 310 Towson, MD 21204	None	Public	a) 2012 Banquet Sponsorship	\$ 10,000 00
				b) Pledge - Pikesville Middle School Reading Room	\$ 5,000 00
5)	Chizuk Amuno Congregation 8100 Stevenson Road Baltimore, MD 21208	None	Public	a) Operations (unrestricted)	\$ 5,000 00
				b) 2012 Scholar in Residence Program	\$ 10,000 00
6)	Friends of Lubavitch, Inc 6701 Old Pimlico Road Baltimore, MD 21209	None	Public	Adult Jewish Center for Learning	\$ 5,000 00
7)	Goucher College 1021 Dulaney Valley Road Towson, MD 21204	None	Public	Operations (unrestricted)	\$ 1,250 00
8)	Johns Hopkins Kimmel Cancer Center One Charles Center 100 N Charles Street, Ste 234 Baltimore, MD 21201	None	Public	a) Pledge - Furnish Pediatric Oncology Child Life Playrooms	\$ 10,000 00
				b) Pediatric Oncology L&P Friedman Fund	\$ 5,000 00
9)	Living Classrooms Foundation 802 South Caroline Street Baltimore, MD 21231	None	Public	Operations (unrestricted)	\$ 1,000 00
10)	Sinai Hospital of Baltimore, Inc 2401 West Belvedere Avenue Baltimore, MD 21215	None	Public	a) H&W Samuelson Children's Hospital Expansion Project	\$ 12,500 00
				b) Neurological Rehab Center	\$ 100,000 00
11)	University of Maryland Baltimore Foundation, Inc 620 West Lexington Street Baltimore, MD 21201	None	Public	School of Law Annual Fund	\$ 1,000.00
TOTAL					<u>\$ 180,750 00</u>

FRIEDMAN CHARITABLE FOUNDATION, INC
52-1953450
FOR THE YEAR ENDED DECEMBER 31, 2012
2012 FORM 990-PF

PAGE 11, PART XV, LINE 3b - GRANTS AND CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

#	Name & Address	Relationship	Status	Purpose	Amount
1)	Friends of Lubavitch, Inc 6701 Old Pimlico Road Baltimore, MD 21209	None	Public	Adult Jewish Center for Learning	\$ 5,000 00
2)	Johns Hopkins Kimmel Cancer Center One Charles Center 100 N Charles Street, Ste 234 Baltimore, MD 21201	None	Public	Pledge - Furnish Pediatric Oncology Child Life Playrooms	\$ 10,000 00
TOTAL					<u>\$ 15,000 00</u>