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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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







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

OMB No 1545-0052

2012
Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation THE JOSEPH MEYERHOFF FUND INC		A Employer identification number 52-6035997	
Number and street (or P O box number if mail is not delivered to street address) 1 SOUTH STREET NO 1000		B Telephone number (see instructions) (410) 727-3200	
City or town, state, and ZIP code BALTIMORE, MD 21202		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		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"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 70,215,246		J Accounting method <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input checked="" type="checkbox"/> Other (specify) <u>Modified Cash</u> (Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	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.	1,048,748	1,048,748		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	1,585,556			
	b Gross sales price for all assets on line 6a _____ 1,604,016				
	7 Capital gain net income (from Part IV, line 2)		1,585,556		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	 462,649	449,243		
	12 Total. Add lines 1 through 11	3,096,953	3,083,547		
	13 Compensation of officers, directors, trustees, etc	67,071	24,268		42,803
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	 19,370	15,496		3,874
	b Accounting fees (attach schedule)	 26,389	21,111		5,278
	c Other professional fees (attach schedule)	 330,508	330,508		0
	17 Interest	495	495		0
	18 Taxes (attach schedule) (see instructions)	 114,750	19,863		0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	 311,158	249,327		61,831
	24 Total operating and administrative expenses. Add lines 13 through 23	869,741	661,068		113,786
	25 Contributions, gifts, grants paid	2,902,609			2,902,609
	26 Total expenses and disbursements. Add lines 24 and 25	3,772,350	661,068		3,016,395
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-675,397			
	b Net investment income (if negative, enter -0-)		2,422,479		
	c Adjusted net income (if negative, enter -0-)				

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	86,304	61,885	61,885
	2	Savings and temporary cash investments	10,895,047	11,899,288	11,899,288
	3	Accounts receivable ▶ <u>29,239</u>			
		Less allowance for doubtful accounts ▶ _____	87,800	29,239	29,239
	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 page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____			
		Less allowance for doubtful accounts ▶ _____	25,000	0	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)	9,808,178	<input checked="" type="checkbox"/> 5,460,524	3,873,018
	c	Investments—corporate bonds (attach schedule).	125,000	<input checked="" type="checkbox"/> 125,000	125,000
	11	Investments—land, buildings, and equipment basis ▶ _____			
	Less accumulated depreciation (attach schedule) ▶ _____				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)	35,876,699	<input checked="" type="checkbox"/> 38,652,695	54,226,816	
14	Land, buildings, and equipment basis ▶ _____				
	Less accumulated depreciation (attach schedule) ▶ _____				
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	56,904,028	56,228,631	70,215,246	
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 ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.		
24		Unrestricted			
25		Temporarily restricted			
26		Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
27		Capital stock, trust principal, or current funds	0	0	
28		Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
29		Retained earnings, accumulated income, endowment, or other funds	56,904,028	56,228,631	
30		Total net assets or fund balances (see page 17 of the instructions)	56,904,028	56,228,631	
31		Total liabilities and net assets/fund balances (see page 17 of the instructions)	56,904,028	56,228,631	

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	56,904,028
2	Enter amount from Part I, line 27a	2	-675,397
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	56,228,631
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	56,228,631

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	See Additional Data Table			
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 See Additional Data Table			
b			
c			
d			
e			

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 See Additional Data Table			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	1,585,556
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	

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 page 18 of 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	2,987,732	66,158,151	0 045160
2010	3,080,441	66,704,512	0 046180
2009	2,940,765	60,383,817	0 048701
2008	3,655,400	72,433,969	0 050465
2007	4,182,328	81,565,258	0 051276

2 Total of line 1, column (d).	2	0 241782
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 048356
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	66,893,186
5 Multiply line 4 by line 3.	5	3,234,687
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	24,225
7 Add lines 5 and 6.	7	3,258,912
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	3,016,395

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	48,450
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	48,450
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	48,450
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	40,000	
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	40,000
8		Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	317
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	8,767
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	
11		Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/>	Refunded <input type="checkbox"/>	11	

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?.	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 0 (2) On foundation managers <input type="checkbox"/> \$ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		No
	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a	Yes	
b	If "Yes," has it filed a tax return on Form 990-T for this year?.	4b	Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
	If "Yes," attach the statement required by General Instruction T.			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either			
	• By language in the governing instrument, or			
	• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> MD			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶DONNA FINDLAY Telephone no ▶(410) 727-3200 Located at ▶1 SOUTH STREET SUITE 1000 BALTIMORE MD ZIP +4 ▶21202			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/> 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?	16		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	1b		No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?.	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	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?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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))?

YesNo

(2)

Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

YesNo

(3)

Provide a grant to an individual for travel, study, or other similar purposes?

YesNo

(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).

YesNo

(5)

Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

YesNo

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)?

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?

YesNo

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?

YesNo

b

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

6b

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?

YesNo

b

If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

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
See Additional Data Table				

2

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

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

Total

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

0

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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 (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.		0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
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	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	0

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	67,837,769
b	Average of monthly cash balances.	1b	74,095
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	67,911,864
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	67,911,864
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	1,018,678
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	66,893,186
6	Minimum investment return. Enter 5% of line 5.	6	3,344,659

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	3,344,659
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	48,450
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	48,450
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	3,296,209
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	3,296,209
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	3,296,209

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	3,016,395
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	3,016,395
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	3,016,395
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				3,296,209
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			237,723	
b Total for prior years 20__, 20__, 20__		0		
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.	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 3,016,395				
a Applied to 2011, but not more than line 2a			237,723	
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.				2,778,672
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
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 instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				517,537
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . . .	0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	0			
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.

b

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

☐ 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			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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 organization 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))

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

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 of the person to whom applications should be addressed

See Additional Data Table

b

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

See Additional Data Table

c

Any submission deadlines

See Additional Data Table

d

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

See Additional Data Table

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 Additional Data Table				
Total			3a	2,902,609
b Approved for future payment				
Total			3b	0

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					
4	Dividends and interest from securities. . . .			14	1,048,748	
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.	900000	13,406	01	449,243	
8	Gain or (loss) from sales of assets other than inventory			18	1,585,556	
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). .		13,406		3,083,547	0
13	Total. Add line 12, columns (b), (d), and (e).			13		3,096,953

[illegible]

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

[illegible]

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign
Here**

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

*****	2013-10-28	*****	May the IRS discuss this return with the preparer shown below (see instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Signature of officer or trustee	Date	Title	

May the IRS discuss this return with the preparer shown below (see instr)? ☒ **Yes** ☐ **No**

**Paid
Preparer
Use
Only**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input checked="" type="checkbox"/>	PTIN P00245169
	SUSAN KELLER	SUSAN KELLER			
	Firm's name <input type="checkbox"/>	ELLIN & TUCKER CHARTERED		Firm's EIN <input type="checkbox"/> 52-0959934	
		100 S CHARLES ST SUITE 1300			
	Firm's address <input type="checkbox"/>	BALTIMORE, MD 21201		Phone no (410) 727-5735	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
25307 PARTNERSHIP - PASSTHROUGH	P		
25307 PARTNERSHIP - PASSTHROUGH	P		
25310 STRALEM PARTNERSHIP - PASSTHROUGH	P		
27004 DISCIPLINED PARTNERSHIP - PASSTHROUGH	P		
27004 DISCIPLINED PARTNERSHIP - PASSTHROUGH	P		
274071 LATEEF PARTNERSHIP - PASSTHROUGH	P		
274071 LATEEF PARTNERSHIP - PASSTHROUGH	P		
FRANKLIN TEMPLTON	P		
FRANKLIN TEMPLTON	P		
40153 ANGELO GORDON PARTNERSHIP - PASSTHROUGH	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
102,439			102,439
975,152			975,152
59,130			59,130
2,732			2,732
139,721			139,721
		11,703	-11,703
324,458			324,458
384			384
		4	-4
		6,753	-6,753

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			102,439
			975,152
			59,130
			2,732
			139,721
			-11,703
			324,458
			384
			-4
			-6,753

Form 990PF Part VIII Line 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
JILL M HIERONIMUS 1 SOUTH STREET SUITE 1000 BALTIMORE,MD 21202	PRESIDENT 2 00	0	0	0
JOSEPH MEYERHOFF II 1 SOUTH STREET SUITE 1000 BALTIMORE,MD 21202	V P & TREASURER 3 00	10,000	0	0
ELEANOR KATZ 1 SOUTH STREET SUITE 1000 BALTIMORE,MD 21202	VICE PRESIDENT 0 00	0	0	0
TERRY M RUBENSTEIN 1 SOUTH STREET SUITE 1000 BALTIMORE,MD 21202	V P & SECRETARY 25 00	11,587	1,239	0
MISTY GIBSON 1 SOUTH STREET SUITE 1000 BALTIMORE,MD 21202	ASST SECRETARY 20 00	44,245	0	0

Form 990PF Part XV Line 2a - 2d - Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

a The name, address, and telephone number of the person to whom applications should be addressed

MISTY GIBSON
1 SOUTH STREET SUITE 1000
BALTIMORE, MD 21202
(410) 727-3200

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

LETTER OF INQUIRY/ GRANT APPLICATION/ GRANT REQUEST SUMMARY TO INCLUDE DESCRIPTION OF INSTITUTION (OVERVIEW, MISSION STATEMENT, POPULATION SERVED), DESCRIPTION OF PROGRAM, FINANCIAL INFORMATION (BUDGET, SOURCES OF FUNDS, MAJOR CONTRIBUTIONS AND AMOUNTS, FINANCIAL STATEMENTS, ETC) EVIDENCE OF 501C(3) STATUS AND LIST OF TRUSTEES/BOARD MEMBERS AND OCCUPATIONS

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

NONE

a The name, address, and telephone number of the person to whom applications should be addressed

TERRY RUBENSTEIN
1 SOUTH STREET SUITE 1000
BALTIMORE, MD 21202
(410) 727-3200

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

LETTER OF INQUIRY/ GRANT APPLICATION/ GRANT REQUEST SUMMARY TO INCLUDE DESCRIPTION OF INSTITUTION (OVERVIEW, MISSION STATEMENT, POPULATION SERVED), DESCRIPTION OF PROGRAM, FINANCIAL INFORMATION (BUDGET, SOURCES OF FUNDS, MAJOR CONTRIBUTIONS AND AMOUNTS, FINANCIAL STATEMENTS, ETC) EVIDENCE OF 501C(3) STATUS AND LIST OF TRUSTEES/BOARD MEMBERS AND OCCUPATIONS

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

NONE

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
AMERICAN ASSOCIATES BEN-GURION UNIVERSITY OF THE NEGEV 1430 BROADWAY 8TH FLOOR NEW YORK,NY 10018	NONE	PUBLIC	UNRESTRICTED	150,000
AMERICAN COMMITTEE FOR THE WEIZMANN INSTITUTE OF SCIENCE 633 THIRD AVENUE 20TH FLOOR NEW YORK,NY 10017	NONE	PUBLIC	UNRESTRICTED	25,000
AMERICAN FRIENDS OF MELITZ 5708 PARK HEIGHTS AVE BALTIMORE,MD 21215	NONE	PUBLIC	UNRESTRICTED	33,000
AMERICAN FRIENDS OF THE HEBREW UNIVERSITY 1 BATTERY PARK PLAZA 25TH FLOOR NEW YORK,NY 10004	NONE	PUBLIC	UNRESTRICTED	25,000
AMERICAN JEWISH JOINT DISTRIBUTION COMMITTEE 711 THIRD AVENUE - 10TH FLOOR NEW YORK,NY 10017	NONE	PUBLIC	UNRESTRICTED	20,000
AMERICAN PARDES FOUNDATION INC 5 W 37TH ST 802 NEW YORK,NY 10018	NONE	PUBLIC	UNRESTRICTED	25,000
AMERICAN SOCIETY FOR TECHNION-ISRAEL INSTITUTE OF TECHNOLOGY 55 EAST 59TH STREET NEW YORK,NY 10022	NONE	PUBLIC	UNRESTRICTED	25,000
AMERICAN UNIVERSITY 4400 MASSACHUSETTS AVENUE NW WASHINGTON,DC 20016	NONE	PUBLIC	UNRESTRICTED	15,000
AMERICAN-ISRAELI COOPERATIVE ENTERPRISE 2810 BLAINE DR CHEVY CHASE,MD 20815	NONE	PUBLIC	UNRESTRICTED	25,000
ARCHDIOCESE OF BALTIMORE 320 CATHEDRAL STREET 4TH FLOOR BALTIMORE,MD 21201	NONE	PUBLIC	UNRESTRICTED	15,500
ARTS EDUCATION IN MARYLAND SCHOOLS 175 WOSTEND STREET SUITE A-3 BALTIMORE,MD 21230	NONE	PUBLIC	UNRESTRICTED	2,500
ASSOCIATION OF BALTIMORE AREA GRANTMAKERS 2 EAST READ STREET 2ND FLOOR BALTIMORE,MD 21202	NONE	PUBLIC	UNRESTRICTED	4,500
BALTIMORE AREA REFORM JEWISH EDUCATIONAL CORP 909 BERRYMANS LANE REISTERSTOWN,MD 21136	NONE	PUBLIC	UNRESTRICTED	15,000
BALTIMORE COUNCIL ON FOREIGN AFFAIRS 401 E PRATT ST 1611 BALTIMORE,MD 21202	NONE	PUBLIC	UNRESTRICTED	2,500
BALTIMORE OFFICE OF PROMOTION AND THE ARTS 10 E BALTIMORE ST 10TH FL WILLIAM B GILMORE BALTIMORE,MD 21202	NONE	PUBLIC	UNRESTRICTED	25,000

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
BALTIMORE SYMPHONY ORCHESTRA 1212 CATHEDRAL STREET BALTIMORE,MD 21201	NONE	PUBLIC	UNRESTRICTED	350,000
CITY NEIGHBORS FOUNDATION 4301 RASPE AVENUE BALTIMORE,MD 21206	NONE	PUBLIC	UNRESTRICTED	20,000
CLAL-THE NATIONAL JEWISH CENTER FOR LEARNING & LEADERSHIP 440 PARK AVENUE SOUTH 4TH FLOOR NEWYORK,NY 10016	NONE	PUBLIC	UNRESTRICTED	50,000
EVERYMAN THEATRE 1727 NORTH CHARLES STREET BALTIMORE,MD 21201	NONE	PUBLIC	UNRESTRICTED	15,000
FELLS POINT CREATIVE ALLIANCE INC 3134 EASTERN AVE BALTIMORE,MD 21224	NONE	PUBLIC	UNRESTRICTED	20,000
FJC 520 EIGHTH AVENUE 20TH FLOOR NEWYORK,NY 10018	NONE	PUBLIC	UNRESTRICTED	50,000
FLOWER MART AT MT VERNON LTD 502 S SHARP ST SUITE 1100 BALTIMORE,MD 21201	NONE	PUBLIC	UNRESTRICTED	2,500
FOUNDATION FOR JEWISH CAMPUS LIFE (HILLEL) 800 8TH STREET NW WASHINGTON,DC 20001	NONE	PUBLIC	UNRESTRICTED	50,000
FOUNDATION FOR JEWISH CULTURE PO BOX 489 NEWYORK,NY 10011	NONE	PUBLIC	UNRESTRICTED	25,000
FRIENDS OF PATTERSON PARK 27 SOUTH PATTERSON PARK AVENUE BALTIMORE,MD 21231	NONE	PUBLIC	UNRESTRICTED	20,000
FRIENDS OF YEMIN ORDE 12230 WILKINS AVENUE ROCKVILLE,MD 20852	NONE	PUBLIC	UNRESTRICTED	10,000
HADASSAH MEDICAL ORGANIZATION 50 WEST 58TH STREET NEWYORK,NY 10019	NONE	PUBLIC	UNRESTRICTED	50,000
INSTITUTE OF INTERNATIONAL EDUCATION 809 UNITED NATIONS PLAZA NEWYORK,NY 10017	NONE	PUBLIC	UNRESTRICTED	10,000
INTERFAITH YOUTH CORE 910 W VAN BUREN STREET 4TH FLOOR CHICAGO,IL 60607	NONE	PUBLIC	UNRESTRICTED	25,000
JEWISH COMMUNAL SERVICE ASSOCIATION OF NORTH AMERICA 25 BROADWAY NEWYORK,NY 10004	NONE	PUBLIC	UNRESTRICTED	16,500

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
JEWISH COMMUNITY CENTER OF GREATER BALTIMORE 5700 PARK HTS AVE BALTIMORE,MD 21215	NONE	PUBLIC	UNRESTRICTED	40,000
JEWISH COUNCIL FOR PUBLIC AFFAIRS 116 E 27TH ST 10TH FL NEW YORK,NY 10016	NONE	PUBLIC	UNRESTRICTED	25,000
JOHNS HOPKINS UNIVERSITY SAIS 3400 N CHARLES STREET BALTIMORE,MD 21218	NONE	PUBLIC	UNRESTRICTED	20,000
JOHNS HOPKINS UNIVERSITY-PEABODY INSTITUTE 3400 N CHARLES STREET BALTIMORE,MD 21218	NONE	PUBLIC	UNRESTRICTED	10,000
LEVINDALE HEBREW GERIATRIC CENTER AND HOSPITAL 2434 WEST BELVEDERE AVENUE BALTIMORE,MD 21215	NONE	PUBLIC	UNRESTRICTED	50,000
MARYLAND ACADEMY OF SCIENCES 601 LIGHT STREET BALTIMORE,MD 21230	NONE	PUBLIC	UNRESTRICTED	25,000
MARYLAND FILM FESTIVAL 107 EAST READ STREET BALTIMORE,MD 21202	NONE	PUBLIC	UNRESTRICTED	15,891
MARYLAND INSTITUTE COLLEGE OF ART 1300 MOUNT ROYAL AVENUE BALTIMORE,MD 21217	NONE	PUBLIC	UNRESTRICTED	25,000
MECHON HADAR 190 AMSTERDAM AVENUE NEW YORK,NY 10023	NONE	PUBLIC	UNRESTRICTED	10,000
MOISHE FOUNDATION 1330 BROADWAY SUITE 801 OAKLAND,CA 94612	NONE	PUBLIC	UNRESTRICTED	15,000
MYJEWISHLEARNINGCOM 377 FIFTH AVENUE 2ND FLOOR NEW YORK,NY 10016	NONE	PUBLIC	UNRESTRICTED	30,000
NATIONAL AQUARIUM IN BALTIMORE PIER 3/501 E PRATT ST BALTIMORE,MD 21202	NONE	PUBLIC	UNRESTRICTED	75,000
NEW ISRAEL FUND 1101 14TH STREET NW SIXTH FLOOR WASHINGTON,DC 20005	NONE	PUBLIC	UNRESTRICTED	55,000
OPEN SOCIETY INSTITUTE 201 NORTH CHARLES ST SUITE 1300 BALTIMORE,MD 21201	NONE	PUBLIC	UNRESTRICTED	30,000
PEACEPLAYERS INTERNATIONAL 901 NEW YORK AVENUE NW SUITE 550 EAST WASHINGTON,DC 20001	NONE	PUBLIC	UNRESTRICTED	10,000

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
PEARLSTONE CONFERENCE AND RETREAT CENTER 5424 MT GILEAD ROAD REISTERSTOWN,MD 21136	NONE	PUBLIC	UNRESTRICTED	35,000
PEF ISRAEL ENDOWMENT FUNDS INC 317 MADISON AVE NEWYORK,NY 10017	NONE	PUBLIC	UNRESTRICTED	238,000
REPAIR THE WORLD 555 8TH AVENUE SUITE 1703 NEWYORK,NY 10018	NONE	PUBLIC	UNRESTRICTED	50,000
SESAME WORKSHOP ONE LINCOLN PLAZA NEWYORK,NY 10023	NONE	PUBLIC	UNRESTRICTED	50,000
STAR SPANGLED BANNER FLAG HOUSE 844 EAST PRATT STREET BALTIMORE,MD 21202	NONE	PUBLIC	UNRESTRICTED	1,000
THE BAER PARTNERSHIP BOARD 2001 N WARWICK AVENUE BALTIMORE,MD 21216	NONE	PUBLIC	UNRESTRICTED	5,000
THE CHRISTOPHER O'NEILL FUND 2425 OLD COURT ROAD BALTIMORE,MD 21022	NONE	PUBLIC	UNRESTRICTED	8,391
THE ISRAEL PROJECT INC 2020 K ST NW STE 7600 SHERYL SCHWARTZ WASHINGTON,DC 20006	NONE	PUBLIC	UNRESTRICTED	50,000
THE JEWISH FEDERATIONS OF NORTH AMERICA 111 EIGHTH AVE SUITE 11E NEWYORK,NY 10011	NONE	PUBLIC	UNRESTRICTED	95,000
UNIVERSITY OF MARYLAND BALTIMORE FOUNDATION INC 660 W REDWOOD STREET ROOM 021 BALTIMORE,MD 21201	NONE	PUBLIC	UNRESTRICTED	30,000
YOUNG AUDIENCES OF MARYLAND INC 927 N CALVERT ST BALTIMORE,MD 21202	NONE	PUBLIC	UNRESTRICTED	20,000
911 MEMORIAL OF MARYLAND C/O MD STATE ARTS COUNCIL 175 W OSTEND STREET SUITE E BALTIMORE,MD 21230	NONE	PUBLIC	UNRESTRICTED	5,000
ALLIANCE FOR MIDDLE EAST PEACE 1901 PENNSYLVANIA AVENUE NW SUITE 902 WASHINGTON,DC 20006	NONE	PUBLIC	UNRESTRICTED	10,000
AMERICA-ISRAEL CULTURAL FOUNDATION INC 1140 BROADWAY SUITE 304 NEWYORK,NY 10001	NONE	PUBLIC	UNRESTRICTED	5,000
AMERICAN JEWISH WORLD SERVICE 45 WEST 36TH STREET NEWYORK,NY 10018	NONE	PUBLIC	UNRESTRICTED	25,000


Form 990PF Part XV Line 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 <i>Paid during the year</i>				
BALTIMORE MUSEUM OF ART 10 ART MUSEUM DRIVE BALTIMORE,MD 21218	NONE	PUBLIC	UNRESTRICTED	50,000
BETH AM SYNAGOGUE 2501 EUTAW PLACE BALTIMORE,MD 21217	NONE	PUBLIC	UNRESTRICTED	2,500
BEYOND PESTICIDES 701 E STREET SE SUITE 200 WASHINGTON,DC 20003	NONE	PUBLIC	UNRESTRICTED	10,000
CENTER FOR JEWISH EDUCATION 5708 PARK HEIGHTS AVENUE BALTIMORE,MD 21215	NONE	PUBLIC	UNRESTRICTED	10,000
DAVE THOMAS FOUNDATION FOR ADOPTION 716 MT AIRYSHIRE BLVD SUITE 100 COLUMBUS,OH 43235	NONE	PUBLIC	UNRESTRICTED	1,500
EASTERN MAINE MEDICAL CENTER ONE CUMBERLAND PLACE BANGOR,ME 04401	NONE	PUBLIC	UNRESTRICTED	25,000
ENOCH PRATT FREE LIBRARY INC 400 CATHEDRAL STREET BALTIMORE,MD 21201	NONE	PUBLIC	UNRESTRICTED	46,000
FEDERATION OF JEWISH MEN'S CLUBS INC 475 RIVERSIDE DRIVE SUITE 832 NEWYORK,NY 10115	NONE	PUBLIC	UNRESTRICTED	15,000
FRIENDS OF INTERFAITH ENCOUNTER ASSOCIATION INC 832 LATHROP AVE FOREST PARK,IL 60130	NONE	PUBLIC	UNRESTRICTED	15,000
FUND FOR EDUCATIONAL EXCELLENCE 800 NORTH CHARLES STREET SUITE 400 BALTIMORE,MD 21201	NONE	PUBLIC	UNRESTRICTED	30,000
HAZELDEN FOUNDATION PO BOX 11 15251 PLEASANT VALLEY RD CENTER CITY,MN 55012	NONE	PUBLIC	UNRESTRICTED	100,000
INSTITUTE FOR CHRISTIAN AND JEWISH STUDIES 956 DULANEY VALLEY ROAD BALTIMORE,MD 21204	NONE	PUBLIC	UNRESTRICTED	35,000
IRVINE NATURE CENTER 11201 GARRISON FOREST ROAD OWINGS MILLS,MD 21117	NONE	PUBLIC	UNRESTRICTED	15,000
ISRAEL ON CAMPUS COALITION 800 EIGHT STREET NW WASHINGTON,DC 20001	NONE	PUBLIC	UNRESTRICTED	10,000
ISRAEL STRATEGIC ALTERNATIVE ENERGY FOUNDATION C/O ANDREW FRADKIN 121 STEUART ST SAN FRANCISCO,CA 94105	NONE	PUBLIC	UNRESTRICTED	25,000

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
JEWISH HEART FOR AFRICA 520 8TH AVENUE 4TH FLOOR NEW YORK,NY 10018	NONE	PUBLIC	UNRESTRICTED	10,000
JEWISH TELEGRAPHIC AGENCY INC 330 SEVENTH AVENUE 17TH FLOOR NEW YORK,NY 10001	NONE	PUBLIC	UNRESTRICTED	10,000
JOHNS HOPKINS UNIVERSITY CORPORATE AND FOUNDATION RELATIONS 3400 N CHARLES STREET SAN MARTIN CENTER BALTIMORE,MD 21218	NONE	PUBLIC	UNRESTRICTED	36,100
JUBILEE BALTIMORE INC 1228 N CALVERT STREET BALTIMORE,MD 21201	NONE	PUBLIC	UNRESTRICTED	10,000
KOINONIA BAPTIST CHURCH 5738 BELAIR ROAD BALTIMORE,MD 21206	NONE	PUBLIC	UNRESTRICTED	15,000
LEGAL AID BUREAU INC 500 EAST LEXINGTON BALTIMORE,MD 21202	NONE	PUBLIC	UNRESTRICTED	1,000
LIVING CLASSROOMS FOUNDATION 802 S CAROLINE STREET BALTIMORE,MD 21231	NONE	PUBLIC	UNRESTRICTED	15,000
MARYLAND CITIZENS FOR THE ARTS FOUNDATION INC 3600 CLIPPER MILL RD SUITE 205 BALTIMORE,MD 21211	NONE	PUBLIC	UNRESTRICTED	2,500
MARYLAND NONPROFITS 1500 UNION AVENUE SUITE 2500 BALTIMORE,MD 21211	NONE	PUBLIC	UNRESTRICTED	2,500
MARYLANDCAN 4601 PRESIDENTS DRIVE SUITE 240 LANHAM,MD 20706	NONE	PUBLIC	UNRESTRICTED	15,000
MEET INTERNATIONAL 2440 TAMALPAIS ST MOUNTAIN VIEW,CA 94043	NONE	PUBLIC	UNRESTRICTED	25,000
MORRISTOWN MEMORIAL HEALTH FOUNDATION 475 SOUTH STREET MORRISTOWN,NJ 07960	NONE	PUBLIC	UNRESTRICTED	43,952
NORTH AMERICAN FRIENDS OF ORANIM INC N2205 FOSTER RD S OOSTBURG,WI 53070	NONE	PUBLIC	UNRESTRICTED	25,000
PATTERSON PARK PUBLIC CHARTER SCHOOL 27 N LAKEWOOD AVE BALTIMORE,MD 21224	NONE	PUBLIC	UNRESTRICTED	10,275
SINGLE CARROT THEATRE PO BOX 2334 BALTIMORE,MD 21203	NONE	PUBLIC	UNRESTRICTED	7,500

Form 990PF Part XV Line 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				
THE GIL SANDLER FUND AT THE BALTIMORE COMMUNITY FOUNDATION C/O THE ABELL FOUNDATION 111 SOUTH CALVERT STREET SUITE 2300 BALTIMORE,MD 21202	NONE	PUBLIC	UNRESTRICTED	1,000
THE PARK SCHOOL OF BALTIMORE 2425 OLD COURT ROAD BALTIMORE,MD 21208	NONE	PUBLIC	UNRESTRICTED	20,000
THE WALTERS ART MUSEUM 600 NORTH CHARLES STREET BALTIMORE,MD 21201	NONE	PUBLIC	UNRESTRICTED	5,000
UNITED WAY OF CENTRAL MARYLAND POST OFFICE BOX 1576 BALTIMORE,MD 21203	NONE	PUBLIC	UNRESTRICTED	25,000
UNIVERSITY OF MARYLAND FOUNDATION BALTIMORE COUNTY ADMINISTRATION BUILDING 9TH FLOOR 1000 HILLTOP CIRCLE BALTIMORE,MD 21250	NONE	PUBLIC	UNRESTRICTED	5,000
WYPR 881 FM 2216 NORTH CHARLES STREET BALTIMORE,MD 21218	NONE	PUBLIC	UNRESTRICTED	2,500
YOUNG MEN'S CHRISTIAN ASSOCIATION OF CENTRAL MARYLAND 303 WEST CHESAPEAKE AVENUE BALTIMORE,MD 21204	NONE	PUBLIC	UNRESTRICTED	40,000
Total  3a				2,902,609

TY 2012 Accounting Fees Schedule

Name: THE JOSEPH MEYERHOFF FUND INC

EIN: 52-6035997

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	26,389	21,111		5,278

**TY 2012 Investments Corporate
Bonds Schedule**

Name: THE JOSEPH MEYERHOFF FUND INC
EIN: 52-6035997

Name of Bond	End of Year Book Value	End of Year Fair Market Value
BONDS	125,000	125,000

**TY 2012 Investments Corporate
Stock Schedule****Name:** THE JOSEPH MEYERHOFF FUND INC**EIN:** 52-6035997

Name of Stock	End of Year Book Value	End of Year Fair Market Value
EQUITY FUNDS	5,460,524	3,873,018

TY 2012 Investments - Other Schedule**Name:** THE JOSEPH MEYERHOFF FUND INC**EIN:** 52-6035997

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
25307 INVESTMENT PARTNERSHIP	AT COST	30,649,550	39,597,106
25310 INVESTMENT PARTNERSHIP	AT COST	2,179,281	2,703,953
27001 INVESTMENT PARTNERSHIP	AT COST	3,795,712	8,858,652
27004 INVESTMENT PARTNERSHIP	AT COST	2,019,418	3,060,318
27407-1 INVESTMENT PARTNERSHIP	AT COST	0	0
40153 INVESTMENT PARTNERSHIP	AT COST	8,734	6,787

TY 2012 Legal Fees Schedule

Name: THE JOSEPH MEYERHOFF FUND INC

EIN: 52-6035997

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL	19,370	15,496		3,874

TY 2012 Other Expenses Schedule**Name:** THE JOSEPH MEYERHOFF FUND INC**EIN:** 52-6035997

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MISC EXP	323	323		0
INSURANCE	1,678	1,678		0
ADMINISTRATIVE EXPENSE	309,157	247,326		61,831

TY 2012 Other Income Schedule

Name: THE JOSEPH MEYERHOFF FUND INC

EIN: 52-6035997

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
PASSTHROUGH ORDINARY INCOME	449,243	449,243	449,243
PASSTHROUGH ORDINARY INCOME	13,406	0	13,406

TY 2012 Other Professional Fees Schedule**Name:** THE JOSEPH MEYERHOFF FUND INC**EIN:** 52-6035997

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT	327,591	327,591		0
COMM FEES	2,917	2,917		0

TY 2012 Taxes Schedule**Name:** THE JOSEPH MEYERHOFF FUND INC**EIN:** 52-6035997

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	19,863	19,863		0
STATE TAXES	677	0		0
FEDERAL TAXES	94,210	0		0