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

For calendar year 2012, or tax year beginning Feb 1 **, 2012, and ending** Jan 31 **, 2013**

Name of foundation: Thomas Wilson Sanitarium for Children of Baltimore City

Number and street (or P O box number if mail is not delivered to street address): P O Box 3418 — Room/suite:

City or town: Baltimore — State: MD — ZIP code: 21225

A Employer identification number: 52-6044885

B Telephone number (see the instructions): (410) 360-9510

C If exemption application is pending, check here ☐

D 1 Foreign organizations, check here ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ☐

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

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

G Check all that apply: ☐ Initial return ☐ Initial Return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, column (c), line 16) ► $ 11,747,942.

J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)

SCANNED JUN 26 2013

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 (att sch)				
2 Ck ► ☒ if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	231,235.	231,235.	231,235.	
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a				
7 Capital gain net income (from Part IV, line 2)		498,607.		
8 Net short-term capital gain			498,607.	
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule)				
Grants returned unused	13,860.			
12 **Total.** Add lines 1 through 11	245,095.	729,842.	729,842.	
OPERATING AND ADMINISTRATIVE EXPENSES				
13 Compensation of officers, directors, trustees, etc				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach sch) L-16b Stmt	6,500.			
c Other prof fees (attach sch) L-16c Stmt	71,326.	71,326.		
17 Interest				
18 Taxes (attach schedule)(see instrs) Foreign taxes wit	4,597.	4,597.		
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)				
Telephone	311.			
24 **Total operating and administrative expenses.** Add lines 13 through 23	82,734.	75,923.		
25 Contributions, gifts, grants paid	494,688.			494,688.
26 **Total expenses and disbursements.** Add lines 24 and 25	577,422.	75,923.		494,688.
27 Subtract line 26 from line 12:				
a **Excess of revenue over expenses and disbursements**	-332,327.			
b **Net investment income** (if negative, enter -0-)		653,919.		
c **Adjusted net income** (if negative, enter -0-)			729,842.	

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20 G/4

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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
ASSETS 1	Cash — non-interest-bearing	35,658.	145,284.	145,284.
2	Savings and temporary cash investments	770,548.	803,379.	803,379.
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 (attach sch) ►			
	Less: allowance for doubtful accounts ►			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments — U.S. and state government obligations (attach schedule)			
b	Investments — corporate stock (attach schedule) L-10b Stmt	6,434,851.	6,433,224.	9,369,799.
c	Investments — corporate bonds (attach schedule) L-10c Stmt	1,431,829.	1,457,267.	1,429,480.
11	Investments — land, buildings, and equipment: basis ►			
	Less: accumulated depreciation (attach schedule) ►			
12	Investments — mortgage loans			
13	Investments — other (attach schedule)			
14	Land, buildings, and equipment: basis ►			
	Less: accumulated depreciation (attach schedule) ►			
15	Other assets (describe ► L-15 Stmt)	7,572.	0.	0.
16	Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)	8,680,458.	8,839,154.	11,747,942.
LIABILITIES 17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, & other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ► Excise tax payable)	0.	6,678.	
23	**Total liabilities** (add lines 17 through 22)	0.	6,678.	
NET ASSETS OR FUND BALANCES	**Foundations that follow SFAS 117, check here** ► X **and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted	8,160,778.	8,312,796.	
25	Temporarily restricted	19,680.	19,680.	
26	Permanently restricted	500,000.	500,000.	
	Foundations that do not follow SFAS 117, check here ► ☐ **and complete lines 27 through 31.**			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, building, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see instructions)	8,680,458.	8,832,476.	
31	**Total liabilities and net assets/fund balances** (see instructions)	8,680,458.	8,839,154.	

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	8,680,458.
2	Enter amount from Part I, line 27a	2	-332,327.
3	Other increases not included in line 2 (itemize) ► See Other Increases Stmt	3	498,607.
4	Add lines 1, 2, and 3	4	8,846,738.
5	Decreases not included in line 2 (itemize) ► Book vs tax basis adjustment	5	14,262.
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	8,832,476.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	Detailed schedule is attached	P	01/31/13	01/31/13
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	3,900,556.		3,401,949.	498,607.
b				
c				
d				
e				

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				498,607.
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	498,607.
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	498,607.

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 (column (b) divided by column (c))
2011	482,324.	10,530,412.	0.045803
2010	522,389.	9,792,547.	0.053346
2009	471,961.	8,433,508.	0.055963
2008	600,240.	9,467,777.	0.063398
2007	580,882.	12,787,504.	0.045426

2	**Total** of line 1, column (d)	2	0.263936
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	0.052787
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	10,059,072.
5	Multiply line 4 by line 3	5	530,988.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	6,539.
7	Add lines 5 and 6	7	537,527.
8	Enter qualifying distributions from Part XII, line 4	8	494,688.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ► ☐ and enter 'N/A' on line 1. Date of ruling or determination letter: ________ **(attach copy of letter if necessary — see instrs)**			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☐ and enter 1% of Part I, line 27b		1	13,078.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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	13,078.
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	13,078.
6 Credits/Payments:			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6a 7,719.		
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	7,719.
8 Enter any **penalty** for underpayment of estimated tax Check here ☐ 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	5,359.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►		10	0.
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ► 0. **Refunded** ►		11	

Part VII-A Statements Regarding Activities

		Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
*If the answer is 'Yes' to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c Did the foundation file **Form 1120-POL** for this year?	1c		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*	2		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*	3		X
4 a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b		X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T.*	5		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?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ► ______			
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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

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

			Yes	No
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?	13	X	

Website address ► N/A

14 The books are in care of ► Millie Campion Telephone no. ► (410) 360-9510

Located at ► P O Box 3418 Baltimore MD ZIP + 4 ► 21225

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 |

			Yes	No
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		X
	See the 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
1 a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1 b		
	Organizations relying on a current notice regarding disaster assistance check here ► ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1 c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__	☐ Yes ☒ 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.)		2 b		X
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__				
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If 'Yes,' did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*		3 b		X
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4 a		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?		4 b		X

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

5 a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **5b** X

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? ☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d).

6 a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X

If 'Yes' to 6b, file Form 8870

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

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? **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
Kinloch N. Yellott, III 6630 Quad Avenue Baltimore MD 21237	President 2.00	0.	0.	0.
Dr. Kenneth Schuberth 324 Taplow Road Baltimore MD 21212	Vice Pres. 2.00	0.	0.	0.
Perry Bolton 8301 Greenspring Ave Brooklandville MD 21022	Sect/Treasurer 2.00	0.	0.	0.
See Information about Officers, Directors, Trustees, Etc.		0.	0.	0.

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 ► None

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	N/A	
Total number of others receiving over $50,000 for professional services		None

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 The Foundation funded 44 applications totaling $494,688 during the year ended January 31, 2013. These grants were directly for the care and development of the children of Baltimore City.	494,688.
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 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	10,045,000.
b	Average of monthly cash balances	1b	167,256.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	10,212,256.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	10,212,256.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	153,184.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,059,072.
6	**Minimum investment return.** Enter 5% of line 5	6	502,954.

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	502,954.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	13,078.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	13,078.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	489,876.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	489,876.
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	489,876.

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	494,688.
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	494,688.
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	494,688.

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				489,876.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			0.	
b Total for prior years 20 ___, 20 ___, 20 ___				
3 Excess distributions carryover, if any, to 2012:				
a From 2007 — 580,882.				
b From 2008 — 591,915.				
c From 2009 — 471,961.				
d From 2010 — 522,389.				
e From 2011 — 494,228.				
f **Total** of lines 3a through e	2,661,375.			
4 Qualifying distributions for 2012 from Part XII, line 4 ► $ 494,688.				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2012 distributable amount				
e Remaining amount distributed out of corpus	494,688.			
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	3,156,063.			
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				
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				489,876.
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)	580,882.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	2,575,181.			
10 Analysis of line 9:				
a Excess from 2008 — 591,915.				
b Excess from 2009 — 471,961.				
c Excess from 2010 — 522,389.				
d Excess from 2011 — 494,228.				
e Excess from 2012 — 494,688.				

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

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

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

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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).)

None

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

None

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

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

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

Kinloch N. Yellott
P O Box 3418
Baltimore MD 21225 (410) 360-9510

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

Letter form stating the entity to be benefited and services to be rendered.

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:

Grants must benefit the children of Baltimore City, Maryland.

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
***a** Paid during the year*				
Schedule attached a a MD 21225	Attached	N/A	Attached	494,688.
Total ► 3a				494,688.
***b** Approved for future payment*				
Total ► 3b				

Part XVI-A Analysis of Income-Producing Activities

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		231,235.
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					498,607.
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)					729,842.
13 **Total.** Add line 12, columns (b), (d), and (e)				13	729,842.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions.)
4,8	Investment income and realized gains are used to fund grants.

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash	1 a (1)		X
(2) Other assets	1 a (2)		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1 b (1)		X
(2) Purchases of assets from a noncharitable exempt organization	1 b (2)		X
(3) Rental of facilities, equipment, or other assets	1 b (3)		X
(4) Reimbursement arrangements	1 b (4)		X
(5) Loans or loan guarantees	1 b (5)		X
(6) Performance of services or membership or fundraising solicitations	1 b (6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c		X

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

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

2 a 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) is based on all information of which preparer has any knowledge

Signature of officer or trustee: [signature] Date: 03/30/13 Title: President

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Michael D. Sisk, Sr CPA	Michael D. Sisk, Sr CPA	04/26/13		P00175012

Firm's name ► MICHAEL D. SISK AND COMPANY PC Firm's EIN ► 52-1857374

Firm's address ► 575 S CHARLES ST STE 400 BALTIMORE MD 21201-2484 Phone no (410) 727-3122

TEEA0503 03/14/13

Form 990-PF, Page 2, Part III, Line 3
Other Increases Stmt

Capital gains	498,607.
Total	498,607.

Form 990-PF, Page 6, Part VIII, Line 1
Information about Officers, Directors, Trustees, Etc.

(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
Person [X] Business [ ] Dr. Lauren Bogue P O Box 1202 Brooklandville MD 21022	Trustee 2.00	0.	0.	0.
Person [X] Business [ ] Susan Dunn 7306 Brightside Road Baltimore MD 21212	Trustee 2.00	0.	0.	0.
Person [X] Business [ ] Robert D. Hopkins 901 S. Bond Street Baltimore MD 21231	Trustee 2.00	0.	0.	0.
Person [X] Business [ ] Michael J. McCarthy 25 Schilling Road Hunt Valley MD 21031	Trustee 2.00	0.	0.	0.
Person [X] Business [ ] J. Ronald Walcher, M.D. 8101 Rider Ave Towson MD 21204	Trustee 2.00	0.	0.	0.
Person [X] Business [ ] Christopher R. West 25 S. Charles Street Baltimore MD 21201	Trustee 2.00	0.	0.	0.
Total		0.	0.	0.

Form 990-PF, Page 1, Part I
Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Michael D. Sisk & Co	Audit and tax preparat	6,500.			
Total		6,500.			

Form 990-PF, Page 1, Part I
Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment councel	Investment advice	58,326.			
Administrative fees	Administrative fees	13,000.			
Total		71,326.			

Form 990-PF, Page 2, Part II, Line 10b
L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year Book Value	End of Year Fair Market Value
Schedule attached Brown Advisory	6,433,224.	9,369,799.
Total	6,433,224.	9,369,799.

Form 990-PF, Page 2, Part II, Line 10c
L- 10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year Book Value	End of Year Fair Market Value
Schedule attached	1,457,267.	1,429,480.
Total	1,457,267.	1,429,480.

Form 990-PF, Page 2, Part II, Line 15
Other Assets Stmt

Line 15 - Other Assets:	Beginning Year Book Value	End of Year Book Value	End of Year Fair Market Value
Excise tax overpayment	7,572.	0.	0.
Total	7,572.	0.	0.

THOMAS WILSON SANITARIUM FOR CHILDREN OF BALTIMORE CITY
2012 GRANT AWARDS

MEDICAL - Pediatric Research

Johns Hopkins University, School of Medicine
Attn: Marissa Pio Roda, Grants Associate
733 North Broadway, Suite 117
Baltimore, MD 21205
RE: -Does Combination Antiobic Therapy Improve the Outcomes of Children with Gram-negative Bacteremia **12,500**
-Maternal Magnesium Sulfate and Cord Blood Magnesium **15,000**

MEDICAL - Medical Care & Health Services

Johns Hopkins University, School of Medicine
Attn: Marissa Pio Roda, Grants Associate
733 North Broadway, Suite 117
Baltimore, MD 21205
RE: Improving Access to Pulmonary Care in Children with Sickle Cell **15,000**

Johns Hopkins University School of Medicine-
Attn: Suzette Morgan, Grants Associate, ORA
733 North Broadway, Suite 117
Baltimore, MD 21205
RE: Outreach to Adolescents at High Risk for Depression /Suicidal Behaviors **15,000**

Kennedy Krieger Institute
Attn: Ms. Sarah W. Oettel
Director of Corporate & Foundation Relations
707 North Broadway
Baltimore, MD 21205
RE: LEAP Playground **10,000**

Mt. Washington Pediatric Hospital
Attn: Ms. Brigid D. Kernan, Dir. of Dev.
1708 West Rogers Avenue
Baltimore, MD 21209
RE: Renovation and Expansion of the CNTC **10,000**

UMMS Foundation for
University of MD Hospital for Children
Attn: Beth Miller Ryan, Senior Associate Director
110 South Paca Street - 9th Floor
Baltimore, MD 21201
RE: University of MD Hospital for Children Breathmobile **10,000**

Health Care for the Homeless
Attn: Keiren Havens, Director of Development
421 Fallsway
Baltimore, MD 21202
RE: Pediatric nd Adolescent Clinic for Homeless Children and Families **15,000**

Maryland Society for Sight
Attn: Audrey E. Novak, Executive Director
1313 West Old Cold Spring Lane
Baltimore, MD 21209
RE: Pediatric Vision Screening in Baltimore City **15,000**

2012 GRANT AWARDS

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Maryland Society for Sight
Attn: Audrey E. Novak, Executive Director
1313 West Old Cold Spring Lane
Baltimore, MD 21209
RE: Pediatric Vision Screening in Baltimore City **15,000**

PACT: Helping Children with Special Needs
Attn: Audrey Leviton, Exec. Director
7000 Tudsbury Road
Baltimore, MD 21244
RE: Community-Based Medical Home Model **20,000**

The Hearing and Speech Agency
of Metropolitan Baltimore, Inc.
Attn: Susan H. Glasgow, Executive Director
5900 Metro Drive
Baltimore, MD 21215
RE: Financial Support of the Auditory-Oral Center **10,000**

Socials - Camps and Summer Programs

Muscular Dystrophy Association Baltimore
Attn: Laurel Gaffney, Health Care Services Co-ord
8501 LaSalle Road, Suite 106
Towson, MD 21286
RE: *Go for the Gold!* MDA Summer Camp 2012 **6,400**

Saint Ignatius Loyola Academy
Attn: Deborah M. Morris, CFRE
740 North Calvert Street
Baltimore, MD 21202
RE: Summer Term **15,000**

Boys and Girls Clubs of Metropolitan Baltimore
Attn: Kenneth R. Darden, President/CEO
11 West Mount Vernon Place
Baltimore, MD 21201
RE: Be Great Summer Club Program **10,000**

Gilman School
Attn: Kate Ratcliffe Hoch, Dir. Of Dev.
5407 Roland Avenue
Baltimore, MD 21210
RE: Baltimore Independent School Learning Camp **30,000**

St. Paul's School
Attn: Rob Paymer, Director of Bridges
11152 Falls Road
P.O. Box 8100
Brooklandville, MD 21022
RE: Bridges: Academic and Cultural Enrichment Project **15,000**

St. Vincent dePaul of Baltimore
Attn: Annie Nguyen
2305 North Charles Street, Suite 300
Baltimore, MD 21218
RE: Camp St. Vincent **19,200**

Woodberry Crossing, Inc.
Attn: Elizabeth A. Bryant
925 Stablersville Road
Parkton, MD 21120
RE: Camp Crossing 2011 - "Pathways to Peace **6,500**

Socials - Education Support

Baltimore Academies, Inc.
National Academy Foundation Prep School
Attn: Ms. Lauren DeResta
601 North Central Avenue
Baltimore, MD 21202
RE: Middle School Academic Achievement **2,588**

Brown Memorial Tutoring Program
Attn: Martha D. Socolar
1316 Park Avenue
Baltimore, MD 21217
RE: Tutoring Program **5,000**

Children's Scholarship Fund Baltimore
Attn: Mr. Paul Ellis, Executive Director
2300 North Charles Street
Baltimore, MD 21218
RE: Tuition Assistance for Low Income Baltimore City Children **25,000**

Dyslexia Tutoring Program
Attn: Marcy K. Kolodny, Executive Director
The Rotunda
711 West. 40th Street - Suite 310
Baltimore, MD 21211
RE: Summer Camp Program **7,500**

Enoch Pratt Free Library
Attn: Ms. Jamie Caplis, Director
Institutional Advancement
400 Cathedral Street
Baltimore, MD 21201
RE: Child and Teen Literacy **7,500**

Garrison Forest School
Attn: Ms. Deanna Druer, Dir. of Dev.
300 Garrison Forest Road
Owings Mills, MD 21117
RE: Middle Grades Partnership **5,000**

Irvine Natural Science Center, Inc.
Attn: Janet Harvey, Director of Development
11201 Garrison Forest Road
Owings Mills, MD 21117
RE: Nature in the Classroom **7,500**

Maryland Historical Society
Attn: Mr. Burton K. Kummerow, President
201 West Monument Street
Baltimore, MD 21201
RE: Teaching the Past to Build the Future **1,500**

Maryland Institute College of Art
Attn: Ms. C. Brandt
1300 West Mount Royal Avenue
Baltimore, MD 21218
RE: Young People's Studios Program **10,000**

Middle Grades Partnership
Attn: Ms. Beth Drummond Casey, Exe Dir
800 Wyman Park Drive, Suite 110
Baltimore, MD 21211
RE: Middle Grades Partnership **35,000**

Sisters Academy of Baltimore, Inc.
Attn: Sister Delia Dowling, SSND, President
139 First Avenue
Baltimore, MD 21227-3002
RE: Summer Enrichment Program **5,000**

The GreenMount School, Inc.
Attn: Ms. Jill Goodman, Dir. Of Dev.
501 West 30th Street
Baltimore, MD 21211
RE: Window to the World Project **2,500**

The Ingenuity Project, Inc.
Attn: Dolores Costello, Executive Director
1400 West Coldspring Lane
Baltimore, MD 21209
RE: Ingenuity Middle School Project **15,000**

The Woodbourne Center
Attn: Ms. Meg Fairfax Fielding
1301 Woodbourne Avenue
Baltimore, MD 21239
RE: Summer Activities for Boys & Girls in Residence **5,000**

Socials - General Health & Welfare

Achievement Services, Inc.
Attn: Brenda C. Wade, MSW, CSSW
6100 Frederick Avenue, Suite 2
Baltimore, MD 21228
RE: Camp Achieve Reading Acceleration Program **6,000**

American Friends Service Committee
Attn: Ms. Brooke McDonald, Regional Director
3600 Clipper Mill Road - Suite 212
Baltimore, MD 21211
RE: Baltimore Youth Empowerment **2,500**

Baltimore Outreach Services, Inc.
Attn: Donna L. Rich
701 South Charles Street
Baltimore, MD 21230
RE: Programs and Services for Homeless Children in Baltimore City **10,000**

Banner Neighborhoods Community Corp.
Attn: Jolyn Rodemacher Tracy
2900 East Fayette Street
Baltimore, MD 21224
RE: Neighborhood Youth Programs **2,500**

Big Brothers Big Sisters of Central Maryland Attn: Robin Tomechko, President & CEO 3600 Clipper Mill Road, Suite 250 Baltimore, MD 21211 **RE: B'Mentors: The Baltimore City Mentoring Initiative**	**10,000**
Boys Hope Girls Hope of Baltimore Attn: Kristy Norbert, Acting Executive Director 3700 East Northern Parkway - 2nd Floor Baltimore, MD 21202 **RE: BHGH Lay Volunteer Project**	**13,500**
Creative Alliance, Inc. Attn: Margaret Footner, Executive Director 3134 Eastern Avenue Baltimore, MD 21234 **RE: Arts Education for Southeast and East Baltimore City Youth**	**5,500**
Family and Children Services of Central Maryland Attn: Ms. Gwendolyn G. Rooks, Director 4623 Falls Road Baltimore, MD 21209 **RE: After School AKAdemy**	**7,500**
Franciscan Youth Center Attn: Derryck Fletcher, Director of Development 3725 Ellerslie Avenue Baltimore, MD 21218 **RE: FYC Summer Extended Learning Programs**	**25,000**
Hampden Family Center Attn: Elisa H. Ghinger 1104 West 36th Street Baltimore, MD 21211 **RE: After School and Summer Enrichment Children's Programs**	**7,500**
Socials - Sport Programs	
Baltimore Youth Hockey Club, Inc. Attn: Charles Kaplan, BYH Board President 6101 Hillen Road Baltimore, MD 21239 **RE: Patterson Park Stars Ice Hockey Program**	**1,000**
Greater Baltimore Tennis Patrons Association, Inc. Attn: Clinton Kelly, President 1107 Kenilworth Drive - Suite 320 Baltimore, MD 21204 **RE: Community-Based Programs for Low-Income City Youth**	**10,000**
The Living Classrooms Foundation Attn: James Piper Bond, President 802 South Caroline Street Baltimore, MD 21231 **RE: Carmelo Anthony Youth Development Center**	**10,000**
2012 Total Funding	**494,688**