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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 04-01-2012 , and ending 03-31-2013

Name of foundation LEGG MASON CHARITABLE FOUNDATION INC		A Employer identification number 31-1738146	
Number and street (or P O box number if mail is not delivered to street address) 100 INTERNATIONAL DRIVE		B Telephone number (see instructions) (410) 539-0000	
City or town, state, and ZIP code BALTIMORE, MD 21202		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		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 ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 7,310,675		J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) (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)	467,967			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	3,963	3,963		
	4 Dividends and interest from securities.				
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (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)		0		
	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)				
	12 Total. Add lines 1 through 11	471,930	3,963		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	6,256	6,256		0
	24 Total operating and administrative expenses. Add lines 13 through 23	6,256	6,256		0
	25 Contributions, gifts, grants paid	1,037,286			1,280,503
	26 Total expenses and disbursements. Add lines 24 and 25	1,043,542	6,256		1,280,503
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-571,612			
	b Net investment income (if negative, enter -0-)		0		
	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	4,011,823	3,193,031	3,193,031
	2	Savings and temporary cash investments	4,113,199	4,117,351	4,117,351
	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 page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ 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)			
	c	Investments—corporate bonds (attach schedule).			
	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 ▶ _____)	482	293	293	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	8,125,504	7,310,675	7,310,675	
Liabilities	17	Accounts payable and accrued expenses	15,315	14,998	
	18	Grants payable	622,645	379,745	
	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)	637,960	394,743	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	7,487,544	6,915,932	
	25	Temporarily restricted			
	26	Permanently restricted			
	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, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions)	7,487,544	6,915,932	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	8,125,504	7,310,675	

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	7,487,544
2	Enter amount from Part I, line 27a	2	-571,612
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	6,915,932
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	6,915,932

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				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				
b				
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	
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	1,419,246	7,810,475	0 181711
2010	1,545,409	8,784,372	0 175927
2009	1,420,432	10,265,829	0 138365
2008	1,511,057	10,869,790	0 139014
2007	1,085,304	9,496,888	0 114280
2 Total of line 1, column (d).			2 0 749297
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 149859
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.			4 7,737,119
5 Multiply line 4 by line 3.			5 1,159,477
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 0
7 Add lines 5 and 6.			7 1,159,477
8 Enter qualifying distributions from Part XII, line 4.			8 1,280,503

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 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 ☐ 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 ☒ and enter 1% of Part I, line 27b		1	0
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	0
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	0
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	422	
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	422
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	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	422
11		Enter the amount of line 10 to be Credited to 2013 estimated tax ☒ 422	Refunded ☐	11	0

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 ☒ \$ 0 (2) On foundation managers ☒ \$ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☒ \$ 0			
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		No
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		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		No
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) ☒ 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 ▶CHERYL YATES Telephone no ▶(410) 539-0000 Located at ▶100 INTERNATIONAL DRIVE BALTIMORE MD ZIP +4 ▶212021476			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	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? ☐ 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 page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?.	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?. ☐ Yes ☒ 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?. ☐ 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? (<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))?	☐ 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		
	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).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	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?	☐ 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
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

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	0
b	Average of monthly cash balances.	1b	7,854,943
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	7,854,943
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	7,854,943
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	117,824
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	7,737,119
6	Minimum investment return. Enter 5% of line 5.	6	386,856

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	386,856
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	0
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	386,856
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	386,856
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	386,856

Part XII

Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	1,280,503
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	1,280,503
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	1,280,503
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				386,856
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____		0		
3	Excess distributions carryover, if any, to 2012				
a	From 2007.				620,199
b	From 2008.				971,209
c	From 2009.				907,359
d	From 2010.				1,106,346
e	From 2011.				1,028,722
f	Total of lines 3a through e.	4,633,835			
4	Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 1,280,503				
a	Applied to 2011, but not more than line 2a			0	
b	Applied to undistributed income of prior years (Election required—see instructions).		0		
c	Treated as distributions out of corpus (Election required—see instructions).	0			
d	Applied to 2012 distributable amount.				386,856
e	Remaining amount distributed out of corpus	893,647			
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	5,527,482			
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.				0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . . .	620,199			
9	Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	4,907,283			
10	Analysis of line 9				
a	Excess from 2008. . . .				971,209
b	Excess from 2009. . . .				907,359
c	Excess from 2010. . . .				1,106,346
d	Excess from 2011. . . .				1,028,722
e	Excess from 2012. . . .				893,647

Part XIVPrivate 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 XVSupplementary 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 or e-mail of the person to whom applications should be addressed

KELLY SPILMAN
100 INTERNATIONAL DRIVE
BALTIMORE, MD 21202
(410) 454-4416

b

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

REQUESTS ARE MADE VERBALLY AND A WRITTEN CONFIRMATION OF THE VERBAL AGREEMENT IS PROVIDED BY THE DONEE TO THE DONOR

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

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 <i>Paid during the year</i> See Additional Data Table				
Total			3a	1,280,503
b <i>Approved for future payment</i> BALTIMORE MUSEUM OF ART INC 10 ART MUSEUM OF ART BALTIMORE, MD 21218	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	37,500
SAINT IGNATIUS LOYOLA ACADEMY 740 NORTH CALVERT STREET BALTIMORE, MD 21202	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	30,000
Total			3b	67,500

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments. . . .					
3	Interest on savings and temporary cash investments			14	3,963	
4	Dividends and interest from securities. . . .					
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					
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory. .					
11	Other revenue a _____					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal. Add columns (b), (d), and (e). .		0		3,963	0
13	Total. Add line 12, columns (b), (d), and (e).			13		3,963

[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.

*****	2013-08-13	*****	May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ 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 ☒	PTIN P00370694
	LORI S BURGHAUSER	LORI S BURGHAUSER	2013-08-13		
	Firm's name ☐	SC&H TAX & ADVISORY SERVICES LLC		Firm's EIN ☐ 20-5991824	
		910 RIDGEBROOK ROAD			
	Firm's address ☐	SPARKS, MD 21152		Phone no (410) 403-1500	

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
JOSEPH A SULLIVAN	PRESIDENT 1 00	0	0	0
100 INTERNATIONAL DRIVE BALTIMORE,MD 21202				
PETER H NACHTWEY	VP & TREASURER 1 00	0	0	0
100 INTERNATIONAL DRIVE BALTIMORE,MD 21202				
AUBURN BELL	VICE PRESIDENT 1 00	0	0	0
100 INTERNATIONAL DRIVE BALTIMORE,MD 21202				
GREGG D GORMAN	VICE PRESIDENT 1 00	0	0	0
100 INTERNATIONAL DRIVE BALTIMORE,MD 21202				
MICHAEL P MCALLISTER	VICE PRESIDENT 1 00	0	0	0
100 INTERNATIONAL DRIVE BALTIMORE,MD 21202				
KELLY SPILMAN	VICE PRESIDENT 1 00	0	0	0
100 INTERNATIONAL DRIVE BALTIMORE,MD 21202				
THOMAS C MERCHANT	SECRETARY 1 00	0	0	0
100 INTERNATIONAL DRIVE BALTIMORE,MD 21202				
ELISABETH F CRAIG	ASST SECRETARY 1 00	0	0	0
100 INTERNATIONAL DRIVE BALTIMORE,MD 21202				

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>				
CHILDREN'S SCHOLARSHIP FUND BALTIMORE 1000 ST PAUL STREET BALTIMORE,MD 21202	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	10,000
THE JOHNS HOPKINS HOSPITAL 1101 E 33RD STREET TERRACE LEVEL STE E0 BALTIMORE,MD 21218	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	2,500
CHILDREN'S NATIONAL MEDICAL CENTER 111 MICHIGAN AVENUE NW WASHINGTON,DC 20010	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	1,650
IRVINE NATURE CENTER 11201 GARRISON FOREST ROAD OWINGS MILLS,MD 21117	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	5,000
BALTIMORE SYMPHONY ORCHESTRA 1212 CATHEDRAL STREET BALTIMORE,MD 21201	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	25,000
WORLD WILDLIFE FUND INC 1250 24TH STREET WASHINGTON,DC 20037	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	2,540
CHARITIES AID FOUNDATION AMERICA 1800 DIAGONAL ROAD STE 150 ALEXANDRIA,VA 22314	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	15,000
BALTIMORE COMMUNITY FOUNDATION 2 E READ STREET 9TH FLOOR BALTIMORE,MD 21202	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	76,500
CITY YEAR NEW YORK 20 WEST 22ND STREET 3RD FLOOR NEW YORK,NY 10010	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	5,000
BOOKS FOR KIDS FOUNDATION 240 WEST 37TH STREET SUITE 309 NEW YORK,NY 10018	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	10,000
STOCKS IN THE FUTURE FOUNDATION INC 2403 SILL FOREST ROAD BALTIMORE,MD 21208	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	5,000
TEACH FOR AMERICA 2601 N HOWARD STREET SUITE 300 BALTIMORE,MD 21218	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	50,000
INDEPENDENT COLLEGE FUND OF MARYLAND INC 3225 ELLERSLIE AVENUE SUITE C-160 BALTIMORE,MD 21218	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	15,000
MARYLAND SPCA INC 3300 FALLS ROAD BALTIMORE,MD 21211	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	2,000
MARYLAND SCHOOL FOR THE BLIND 3501 TAYLOR AVENUE BALTIMORE,MD 21236	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	2,000

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>				
BOYS HOPE GIRLS HOPE 3700 E NORTHERN PARKWAY 2ND FLOOR BALTIMORE,MD 21206	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	5,000
ENOCH PRATT FREE LIBRARY OF BALTIMORE CITY 400 CATHEDRAL STREET BALTIMORE,MD 21201	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	10,000
NATURE CONSERVANCY INC 4245 N FAIRFAX DRIVE STE 100 ARLINGTON,VA 22203	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	2,500
NEW PATHWAYS INC 540 E BELVEDERE AVE SUITE 201 BALTIMORE,MD 21212	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	2,500
MARYLAND SCIENCE CENTER 601 LIGHT STREET BALTIMORE,MD 21230	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	50,000
BOY SCOUTS OF AMERICA 701 WYMAN PARK DRIVE BALTIMORE,MD 21211	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	2,500
COOL KIDS CAMPAIGN FOUNDATION INC 9711 MONROE STREET COCKEYSVILLE,MD 21030	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	5,000
AMERICAN HEART ASSOCIATION ATTN ANGIE HARRISON 122 EAST 42ND STREET 18TH FLOOR NEW YORK,NY 10168	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	1,000
STAR SPANGLED 200 INC MARYLAND STATE ARTS COUNCIL MARYLAND DEPT OF BUSINESS ECONOMIC BALTIMORE,MD 21230	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	25,000
CHESAPEAKE BAY FOUNDATION INC PHILIP MERRILL ENVIRONMENTAL CENTER 6 HERNDON AVENUE ANNAPOLIS,MD 21403	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	25,000
WASHINGTON TENNIS & EDUCATION FOUNDATION INC WILLIAM HG FITZGERALD TENNIS CENTER 16TH KENNEDY STREETS NW WASHINGTON,DC 20011	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	15,000
ALLIANCE FOR LUPUS RESEARCH INC 28 W 44TH STREET SUITE 501 NEW YORK,NY 10036	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	5,000
AMERICAN DIABETES ASSOCIATION POOLE AND HUNT BUILDING 2002 CLIPPER PARK ROAD SUITE 110 BALTIMORE,MD 21211	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	1,000
AMERICARES 88 HAMILTON AVENUE STAMFORD,CT 06902	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	2,500
APPALACHIAN TRAIL CONSERVANCY 799 WASHINGTON STREET PO BOX 807 HARPERS FERRY,WV 25425	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	5,000

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>				
ARCHDIOCESE OF BALTIMORE CHANCERY 320 CATHEDRAL STREET SUITE 208 BALTIMORE,MD 21201	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	55,000
ARTS EDUCATIONS IN MARYLAND SCHOOLS ALLIANCE (AEMS) 175 WOSTEN STREET STE A3 BALTIMORE,MD 21230	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	3,000
ASSOCIATED SULPICIAN OF THE US 5408 ROLAND AVENUE BALTIMORE,MD 21210	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	1,000
ASSOCIATION OF BALTIMORE AREA GRANTMAKERS INC 2 EAST READ STREET 2ND FLOOR BALTIMORE,MD 21202	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	2,500
BALTIMORE CHESAPEAKE BAY OUTWARD BOUND CENTER INC 1900 EAGLE DRIVE BALTIMORE,MD 21207	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	5,000
BALTIMORE CHILD ABUSE CENTER INC 2300 N CHARLES ST SUITE 401 BALTIMORE,MD 21218	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	1,000
BALTIMORE CITY FOUNDATION 10 N CALVERT STREET SUITE 915 BALTIMORE,MD 21202	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	75,000
BALTIMORE CURRICULUM PROJECT INC 2707 E FAYETTE STREET BALTIMORE,MD 21224	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	44,000
BALTIMORE EDUCATIONAL SCHOLARSHIP TRUST INC 808 NORTH CHARLES STREET BALTIMORE,MD 21201	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	10,000
BALTIMORE EFFICIENCY AND ECONOMY FOUNDATION INC PO BOX 16281 BALTIMORE,MD 21210	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	2,500
BALTIMORE MUSEUM OF ART INC 10 ART MUSEUM OF ART BALTIMORE,MD 21218	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	12,500
BALTIMORE READS INC 31 SOUTH CALVERT STREET 4TH FLOOR BALTIMORE,MD 21202	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	2,500
BIG APPLE PERFORMING ARTS INC 676A 9TH AVENUE SUITE 405 NEW YORK,NY 10036	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	1,000
BIG BROTHERS BIG SISTERS OF NEW YORK CITY INC 223 E 30TH STREET NEW YORK,NY 10016	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	17,750
BIG BROTHERS BIG SISTERS OF THE GREATER CHESAPEAKE 3600 CLIPPER MILL ROAD SUITE 250 BALTIMORE,MD 21211	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	26,000

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>				
BUSINESS COUNCIL FOR PEACE INC 5 E 22ND ST SUITE 9J NEW YORK,NY 10010	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	1,000
CAL RIPKEN SR FOUNDATION INC 1427 CLARKVIEW ROAD SUITE 100 BALTIMORE,MD 21209	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	50,000
CAMP FARTHEST OUT 1325 MADISON AVENUE BALTIMORE,MD 21217	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	1,000
CAROLINE CENTER INC 900 SOMERSET STREET BALTIMORE,MD 21202	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	1,000
CATHOLIC CHARITIES 320 CATHEDRAL STREET BALTIMORE,MD 21201	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	1,000
CHESAPEAKE SHAKESPEARE COMPANY 8510 HIGH RIDGE ROAD ELLICOTT CITY,MD 21043	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	10,000
CHILDCARE LEARNING CENTERS INC 64 PALMERS HILL ROAD STANFORD,CT 06902	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	10,000
CHILDREN'S BRAIN TUMOR FOUNDATION INC 274 MADISON AVE SUITE 1004 NEW YORK,NY 10016	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	1,000
CHILDREN'S VILLAGE INC WETMORE HALL ECHO HILLS ROAD DOBBS FERRY,NY 10522	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	1,000
CITY HARVEST INC 575 EIGHT AVE 4TH FLOOR NEW YORK,NY 10018	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	1,000
COLLEGEBOUND FOUNDATION INC 300 WATER STREET STE 300 BALTIMORE,MD 21202	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	10,000
COMMUNITY COLLEGE OF BALTIMORE COUNTY FOUNDATION 7200 SOLLERS POINT ROAD BALTIMORE,MD 21222	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	2,500
FAUNA & FLORA INTERNATIONAL INC 1720 N STREET NW WASHINGTON,DC 20036	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	950
FIDELITY INVESTMENTS CHARITABLE GIFT FUND 1 WINNING DRIVE OWINGS MILLS,MD 21117	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	7,000
FOOD BANK OF LOWER FAIRFIELD COUNTY INC 461 GLENBROOK ROAD STAMFORD,CT 06906	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	1,000

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>				
FRANCISCAN CENTER INC 101 W 23RD STREET BALTIMORE,MD 21218	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	1,000
FRANCISCAN YOUTH CENTER 3725 ELLERSLIE AVENUE BALTIMORE,MD 21218	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	1,000
FUND FOR EDUCATIONAL EXCELLENCE INC 800 N CHARLES STREET BALTIMORE,MD 21201	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	35,000
FUND FOR THE CITY OF NEW YORK INC 121 SIXTH AVENUE 6TH FLOOR NEWYORK,NY 10013	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	1,000
GREAT NEWYORK CITY AFFILIATE OF THE SUSAN G KOMEN BREAST CANCER FOUNDATION 470 SEVENTH AVENUE 7TH FLOOR NEWYORK,NY 10018	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	3,500
GREATER BALTIMORE COMMITTEE FOUNDATION 111 S CALVERT STREET SUITE 1700 BALTIMORE,MD 21202	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	5,000
HABITAT FOR HUMANITY OF COASTAL FAIRFIELD COUNTY 1407 BARNUM AVENUE BRIDGEPORT,CT 06610	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	6,000
HIPPODROME FOUNDATION INC 416 W BALTIMORE STREET BALTIMORE,MD 21201	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	5,000
HISPANIC SCHOLARSHIP FUND 55 SECOND STREET SUITE 1500 SAN FRANCISCO,CA 94105	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	1,000
JUNIOR ACHIEVEMENT OF CENTRAL MARYLAND 10711 RED RUN BLVD STE 110 OWINGS MILLS,MD 21117	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	9,000
KIDS CAMPAIGN INC 3800 HOOPER AVENUE BALTIMORE,MD 21211	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	1,000
LARDARIUS WEBB FOUNDATION 3813 TABOR ROAD OWINGS MILLS,MD 21117	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	4,000
LITERACY VOLUNTEERS OF AMERICA 141 FRANKLIN STREET STAMFORD,CT 06901	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	1,000
LIVING CLASSROOMS FOUNDATION INC 802 SOUTH CAROLINE STREET BALTIMORE,MD 21231	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	25,000
LOYOLA UNIVERSITY MARYLAND 4501 NORTH CHARLES STREET BALTIMORE,MD 21210	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	70,000

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>				
MARYLAND BUSINESS ROUNDTABLE FOR EDUCATION INC 5520 RESEARCH PARK DRIVE CATONSVILLE,MD 21228	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	1,000
MARYLAND COUNCIL ON ECONOMIC EDUCATION 8000 YORK ROAD BALTIMORE,MD 21252	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	4,000
MARYLAND FAMILY NETWORK INC 1001 EASTERN AVENUE 2ND FLOOR BALTIMORE,MD 21202	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	5,000
MARYLAND FOOD BANK 2200 HALETHORPE FARMS ROAD BALTIMORE,MD 21227	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	11,000
MARYLAND ZOOLOGICAL SOCIETY 1876 MANSION HOUSE DRIVE DRUID HILL PARK BALTIMORE,MD 21217	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	5,000
MERCY MEDICAL CENTER 301 ST PAUL PLACE BALTIMORE,MD 21202	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	14,286
MILL RIVER COLLABORATIVE PO BOX 10152 STAMFORD,CT 06904	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	1,000
MUTUAL HOUSING ASSOCIATION OF SOUTHWESTERN CT 63 STILLWATER AVENUE STAMFORD,CT 06902	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	1,000
NATIONAL AQUARIUM IN BALTIMORE INC 501 EAST PRATT STREET BALTIMORE,MD 21202	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	10,000
NEW YORK FOUNDLING CHARITABLE CORPORATION 590 AVENUE OF AMERICAS NEW YORK,NY 10011	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	2,500
OCEANA INC 1350 CONNECTICUT AVE NW 5TH FLOOR WASHINGTON,DC 20036	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	4,130
OPENING ACT INC PO BOX 20178 GREELEY SQUARE STATION NEW YORK,NY 10001	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	1,000
PARKS AND PEOPLE FOUNDATION 800 WYMAN PARK DRIVE SUITE 011 BALTIMORE,MD 21211	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	20,000
PLAYERS' PHILANTHROPY FUND 1122 KENILWORTH DRIVE SUITE 115 BALTIMORE,MD 21204	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	6,000
PLAYWORKS 380 WASHINGTON STREET OAKLAND,CA 94607	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	2,150

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>				
PROVIDENCE HOUSE INC 703 LEXINGTON AVENUE BROOKLYN,NY 11221	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	1,000
PTSA CONNECTICUT CONGRESS 500 PECK LANE ORANGE,CT 06477	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	1,000
RAINFOREST ALLIANCE INC 665 BROADWAY SUITE 500 NEWYORK,NY 10012	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	2,380
RETT SYNDROME RESEARCH TRUST INC 67 UNDER CLIFF ROAD TRUMBULL,CT 06611	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	500
RUSSIAN CHILDREN'S WELFARE SOCIETY INC 200 PARK AVENUE SOUTH SUITE 1508 NEWYORK,NY 10003	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	1,000
SAINT IGNATIUS LOYOLA ACADEMY 740 NORTH CALVERT STREET BALTIMORE,MD 21202	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	15,000
SAMUEL READY SCHOLARSHIPS INC 620 LIBERTY AVENUE 10TH FLOOR PITTSBURGH,PA 15222	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	5,000
SANTA'S HELPERS ANONYMOUS 14411 COOPER ROAD PHOENIX,MD 21131	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	5,000
SAVE THE CHILDREN 54 WILTON ROAD WESTPORT,CT 06610	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	15,000
SIMON WIESENTHAL CENTER SIMON WIESENTHAL CENTER DINNER HEADQUARTERS 845 THIRD AVENUE 6TH F NEWYORK,NY 10022	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	13,667
SOUTH BALTIMORE LEARNING CORP INC 28 E OSTEND STREET BALTIMORE,MD 21230	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	1,000
SOUTHWEST BALTIMORE CHARTER SCHOOL INC 1300 HERKIMER STREET BALTIMORE,MD 21223	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	5,000
SUSAN G KOMEN FOR THE CURE 200 E JOPPA ROAD SUITE 407 TOWSON,MD 21286	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	2,500
SUSAN G KOMEN FOR THE CURE MIAMI 12347 SW 132 COURT MIAMI,FL 33186	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	2,500
SWIM ACROSS AMERICA ONE INTERNATIONAL PLACE STE 4600 BOSTON,MA 02110	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	1,000

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>				
THE ASSOCIATED JEWISH COMMUNITY FEDERATION OF BALTIMORE 101 W MOUNT ROYAL AVENUE BALTIMORE,MD 21218	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	1,000
THE ORIOLE ADVOCATES CHARITABLE FOUNDATION INC PO BOX 2295 BALTIMORE,MD 21203	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	17,500
THE SEED SCHOOL OF MARYLAND 200 FONT HILL BALTIMORE,MD 21223	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	10,000
THE SIXTH BRANCH 2400 BOSTON STREET SUITE 102 BALTIMORE,MD 21224	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	1,500
THE WOMEN'S LAW CENTER OF MARYLAND INC 305 W CHESAPEAKE AVENUE SUITE 201 TOWSON,MD 21204	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	1,000
TUERK HOUSE INC 730 N ASHBURTON STREET BALTIMORE,MD 21216	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	1,000
UNCHAINED TALENT INC 4026 DEEPWOOD ROAD BALTIMORE,MD 21218	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	1,000
UNITED WAY OF CENTRAL MARYLAND INC 100 SOUTH CHARLES STREET BALTIMORE,MD 21201	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	125,000
UNITED WAY OF NEW YORK CITY 2 PARK AVENUE 2ND FLOOR NEW YORK,NY 10016	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	5,000
UNITED WAY OF WESTERN CONNECTICUT INC 85 WEST STREET DANBURY,CT 06810	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	10,000
UNIVERSITY OF MARYLAND COLLEGE PARK FOUNDATION INC 1131 MARTIN HALL UNIVERSITY OF MARYLAND COLLEGE PARK,MD 20742	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	10,000
VALLEYS PLANNING COUNCIL INC 118 W PENN AVENUE TOWSON,MD 21204	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	1,000
VOLUNTEER CENTER OF BERGEN COUNTY INC 64 PASSAIC STREET HACKENSACK,NJ 07601	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	1,000
WATERFRONT PARTNERSHIP OF BALTIMORE 650 S EXETER STREET SUITE 200 BALTIMORE,MD 21202	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	25,000
WEST-RHODE RIVERKEEPER INC 4800 ATWELL ROAD UNIT 6 ROBERT GALLAGHER SHADY SIDE,MD 20764	N/A	501C(3)	GENERAL PURPOSE GRANT/CONTRIBUTION	1,000
Total  3a				1,280,503

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization LEGG MASON CHARITABLE FOUNDATION INC	Employer identification number 31-1738146
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Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)() (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than \$1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of \$5,000 or more during the year ▶ \$ _____

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

Name of organization LEGG MASON CHARITABLE FOUNDATION INC	Employer identification number 31-1738146
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Part I	Contributors (see instructions) Use duplicate copies of Part I if additional space is needed		
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	LEGG MASON INC 100 INTERNATIONAL DRIVE BALTIMORE, MD 21202	\$ 467,967	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization LEGG MASON CHARITABLE FOUNDATION INC	Employer identification number 31-1738146
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Part II	Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed		
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____

Name of organization LEGG MASON CHARITABLE FOUNDATION INC	Employer identification number 31-1738146
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Part III	Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry For organizations completing Part III, enter the total of <i>exclusively</i> religious, charitable, etc , contributions of \$1,000 or less for the year (Enter this information once See instructions) ▶ \$ Use duplicate copies of Part III if additional space is needed
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(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee

TY 2012 General Explanation Attachment**Name:** LEGG MASON CHARITABLE FOUNDATION INC**EIN:** 31-1738146

Identifier	Return Reference	Explanation
		LEGG MASON, INC PAYS ALL OF THE OPERATING EXPENSES OF THE FOUNDATION THE OPERATING EXPENSES INCLUDE ALL EXPENSES ATTRIBUTABLE TO ITS OPERATIONS INCLUDING LEGAL FEES, PROFESSIONAL SERVICES AND PAYROLL THE PAYMENT OF THESE EXPENSES HAS NOT BEEN REFLECTED IN THE RETURN

TY 2012 Other Assets Schedule

Name: LEGG MASON CHARITABLE FOUNDATION INC

EIN: 31-1738146

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ACCRUED INTEREST	482	293	293

TY 2012 Other Expenses Schedule

Name: LEGG MASON CHARITABLE FOUNDATION INC

EIN: 31-1738146

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK FEES	6,256	6,256		0