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Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation THE ABELL FOUNDATION, INC		A Employer identification number 52-6036106
Number and street (or P.O. box number if mail is not delivered to street address) 111 S. CALVERT ST	Room/suite 2300	B Telephone number 410-547-1300
City or town, state or province, country, and ZIP or foreign postal 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 ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 350,433,538.	J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		5,294,700.	6,208,010.		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		9,720,793.			STATEMENT 1
b Gross sales price for all assets on line 6a 65,199,908.					
7 Capital gain net income (from Part IV, line 2)			9,743,506.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		2,770,615.	<3,329,582.>		STATEMENT 2
12 Total. Add lines 1 through 11		12,244,878.	12,621,934.		
13 Compensation of officers, directors, trustees, etc.		588,543.	0.		588,337.
14 Other employee salaries and wages		953,090.	0.		956,702.
15 Pension plans, employee benefits		671,416.	0.		600,613.
16a Legal fees STMT 3		202,762.	0.		199,937.
b Accounting fees STMT 4		46,075.	0.		41,000.
c Other professional fees STMT 5		118,334.	0.		118,334.
17 Interest					
18 Taxes STMT 6		250,000.	0.		0.
19 Depreciation and depletion		31,972.	0.		
20 Occupancy		206,830.	0.		137,098.
21 Travel, conferences, and meetings		18,884.	0.		18,884.
22 Printing and publications		92,448.	0.		91,673.
23 Other expenses STMT 7		1,783,105.	1,394,523.		538,105.
24 Total operating and administrative expenses. Add lines 13 through 23		4,963,459.	1,394,523.		3,290,683.
25 Contributions, gifts, grants paid		10,069,547.			13,084,293.
26 Total expenses and disbursements. Add lines 24 and 25		15,033,006.	1,394,523.		16,374,976.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<2,788,128.>			
b Net investment income (if negative, enter -0-)			11,227,411.		
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		17,289,563.	4,022,501.	4,022,501.
	3	Accounts receivable ▶ 324,667.				
		Less: allowance for doubtful accounts ▶		374,185.	324,667.	324,667.
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations STMT 8		29,361,800.	21,055,182.	21,055,182.
	b	Investments - corporate stock STMT 9		208,958,911.	249,114,474.	249,114,474.
	c	Investments - corporate bonds STMT 10		22,172,194.	18,427,761.	18,427,761.
	11	Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 11		34,361,807.	52,927,356.	52,927,356.	
14	Land, buildings, and equipment: basis ▶ 861,454.					
	Less: accumulated depreciation STMT 12 ▶ 767,149.		103,483.	94,305.	94,305.	
15	Other assets (describe ▶ STATEMENT 13)		4,498,294.	4,467,292.	4,467,292.	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		317,120,237.	350,433,538.	350,433,538.	
Liabilities	17	Accounts payable and accrued expenses		31,118,629.	30,991,609.	
	18	Grants payable		8,307,526.	4,931,161.	
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)		39,426,155.	35,922,770.	
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		277,694,082.	314,510,768.	
	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		277,694,082.	314,510,768.	
	31	Total liabilities and net assets/fund balances		317,120,237.	350,433,538.	

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	277,694,082.
2	Enter amount from Part I, line 27a	2	<2,788,128.>
3	Other increases not included in line 2 (itemize) ▶ UNREALIZED INCREASE ON INVESTMENTS	3	39,604,814.
4	Add lines 1, 2, and 3	4	314,510,768.
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	314,510,768.

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 VARIOUS		P		
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 65,199,908.		55,456,402.	9,743,506.
b			
c			
d			
e			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			9,743,506.
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** **9,743,506.**

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter -0- in Part I, line 8 } **3** **N/A**

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	15,612,576.	306,717,819.	.050902
2011	20,579,000.	314,810,061.	.065370
2010	14,865,411.	231,084,850.	.064329
2009	11,185,805.	161,530,771.	.069249
2008	12,009,496.	189,967,146.	.063219

2 Total of line 1, column (d) **2** **.313069**

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** **.062614**

4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5 **4** **325,433,936.**

5 Multiply line 4 by line 3 **5** **20,376,720.**

6 Enter 1% of net investment income (1% of Part I, line 27b) **6** **112,274.**

7 Add lines 5 and 6 **7** **20,488,994.**

8 Enter qualifying distributions from Part XII, line 4 **8** **16,569,976.**

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)

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	224,548.
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	224,548.
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	224,548.
6	Credits/Payments.		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	203,452.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	46,829.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	250,281.
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	1,496.
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	24,237.
11	Enter the amount of line 10 to be: Credited to 2014 estimated tax ☐ 24,237. Refunded ☐ 0.	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
2 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.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>MD</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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)	STMT 14	11	X	
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)		12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>WWW.ABELL.ORG</u>		13	X	
14	The books are in care of ► <u>THE ABELL FOUNDATION, INC.</u> Telephone no. ► <u>410-547-1300</u> Located at ► <u>111 S. CALVERT STREET, SUITE 2300, BALTIMORE, MD</u> ZIP+4 ► <u>21202-6174</u>				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year		15	N/A	
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►		16	Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ 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)? Organizations relying on a current notice regarding disaster assistance check here	1b	X
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 2013?	1c	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No If "Yes," list the years ►		
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	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
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 2013 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 2013.)	3b	X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

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

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

☐ 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

6b

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

X

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

7b

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

N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 15		919,161.	85,482.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
KATHLEEN LARKIN - 111 S. CALVERT ST., STE 2300, BALTIMORE, MD 21202	ASSISTANT TREASURER 30.00	106,070.	10,607.	0.
BONNIE LEGRO - 111 S. CALVERT ST., STE 2300, BALTIMORE, MD 21202	PROGRAM OFFICER 37.50	102,366.	10,237.	0.
MELANIE STYLES - 111 S. CALVERT ST., STE 2300, BALTIMORE, MD 21202	PROGRAM OFFICER 37.50	99,591.	9,959.	0.
ELIZABETH HARBER - 111 S. CALVERT ST., STE 2300, BALTIMORE, MD 21202	PROGRAM OFFICER 37.50	98,906.	9,891.	0.
THERESE STAUDENMAIER - 111 S. CALVERT ST., STE 2300, BALTIMORE, MD	PROGRAM OFFICER 37.50	92,230.	9,223.	0.

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. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
HOGAN & LOVELLS US LLP - 100 INTERNATIONAL DR, STE 2000, BALTIMORE, MD 21202	LEGAL & INVESTMENT SERVICES	104,126.
FISH & RICHARDSON, PC PO BOX 3295, BOSTON, MA 02241-3295	LEGAL & INVESTMENT SERVICES	79,149.

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 BCPSS/NATIONAL ACADEMIC LEAGUE - A SCHOLASTIC EXTRACURRICULAR ACTIVITY TO BOOST STUDENT ACHIEVEMENT IN 28 BALTIMORE CITY MIDDLE SCHOOLS.	136,370.
2 BCPSS/SUMMERREADS - FOR SUPPORT OF THE 2013 SUMMERREADS BOOK DISTRIBUTION PROGRAM FOR SECOND AND THIRD GRADE STUDENTS ATTENDING BALTIMORE CITY PUBLIC SCHOOLS.	88,777.
3 BALTIMORE CITY COMMUNITY COLLEGE FOUNDATION - FOR SUPPORT OF THE ASPIRING SCHOLARS SCHOLARSHIP PROGRAM.	47,500.
4 COMMUNITY COLLEGE OF BALTIMORE COUNTY COMMUNITY COLLEGE FOUNDATION - FOR SUPPORT OF THE ASPIRING SCHOLARS SCHOLARSHIP PROGRAM.	47,500.

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

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

	Amount
1 SEE STATEMENT 16	195,000.
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3

195,000.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	326,266,632.
b	Average of monthly cash balances	1b	<311,853.>
c	Fair market value of all other assets	1c	4,435,004.
d	Total (add lines 1a, b, and c)	1d	330,389,783.
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	330,389,783.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	4,955,847.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	325,433,936.
6	Minimum investment return. Enter 5% of line 5	6	16,271,697.

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	16,271,697.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	224,548.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	224,548.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	16,047,149.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	16,047,149.
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	16,047,149.

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	16,374,976.
b	Program-related investments - total from Part IX-B	1b	195,000.
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	16,569,976.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	16,569,976.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				16,047,149.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	2,672,575.			
b From 2009	3,352,532.			
c From 2010	5,643,022.			
d From 2011	5,507,939.			
e From 2012	472,756.			
f Total of lines 3a through e	17,648,824.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 16,569,976.				
a Applied to 2012, 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 2013 distributable amount				16,047,149.
e Remaining amount distributed out of corpus	522,827.			
5 Excess distributions carryover applied to 2013 (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	18,171,651.			
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 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	2,672,575.			
9 Excess distributions carryover to 2014 Subtract lines 7 and 8 from line 6a	15,499,076.			
10 Analysis of line 9:				
a Excess from 2009	3,352,532.			
b Excess from 2010	5,643,022.			
c Excess from 2011	5,507,939.			
d Excess from 2012	472,756.			
e Excess from 2013	522,827.			

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 of the 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 | 1a(1) | | | X |
| (2) Other assets | 1a(2) | | | X |
| b Other transactions. | | | | |
| (1) Sales of assets to a noncharitable exempt organization | 1b(1) | | | X |
| (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | | | X |
| (3) Rental of facilities, equipment, or other assets | 1b(3) | | | X |
| (4) Reimbursement arrangements | 1b(4) | | | X |
| (5) Loans or loan guarantees | 1b(5) | | | X |
| (6) Performance of services or membership or fundraising solicitations | 1b(6) | | | X |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | | 1c | 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. | | | | |

[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 |
| N/A | | |
| | | |
| | | |
| | | |
| | | |

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.				May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No	
	Signature of officer or trustee 		Date 11/10/14		Title PRESIDENT	
Paid Preparer Use Only	Print/Type preparer's name JAMES P. SWEENEY		Preparer's signature 		Date 11/2/14	
	Firm's name ▶ MCGLADREY LLP		Check ☐ if self-employed		PTIN P01263012	
	Firm's address ▶ 100 INTERNATIONAL DRIVE, SUITE 1400 BALTIMORE, MD 21202				Firm's EIN ▶ 42-0714325 Phone no. (410) 246-9300	

Form **990-PF** (2013)

FORM 990-PF	GAIN OR (LOSS) FROM SALE OF ASSETS	STATEMENT	1
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(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	(E) DATE ACQUIRED	(F) DATE SOLD
VARIOUS	65,199,908.	55,479,115.	0.		0.	9,720,793.
CAPITAL GAINS DIVIDENDS FROM PART IV						0.
TOTAL TO FORM 990-PF, PART I, LINE 6A						9,720,793.

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME - PARTNERSHIPS	0.	<357,880.>	
OTHER INCOME - TAX CREDIT	0.	<500,000.>	
OTHER INCOME - PARTNERSHIPS	<2,770,615.>	<2,770,615.>	
PARTNERSHIP AT RISK BASIS ADD BACK	0.	25,291.	
UBIT - NOL BOOK TAX DIFFERNCE	0.	273,622.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<2,770,615.>	<3,329,582.>	

FORM 990-PF	LEGAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	202,762.	0.		199,937.
TO FM 990-PF, PG 1, LN 16A	202,762.	0.		199,937.

FORM 990-PF

ACCOUNTING FEES

STATEMENT

4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	46,075.	0.		41,000.
TO FORM 990-PF, PG 1, LN 16B	46,075.	0.		41,000.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT

5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTANTS-PROGRAM ADMINISTRATION	118,334.	0.		118,334.
TO FORM 990-PF, PG 1, LN 16C	118,334.	0.		118,334.

FORM 990-PF

TAXES

STATEMENT

6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES	250,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	250,000.	0.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT

7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	17,490.	0.		17,490.
TELEPHONE	8,236.	0.		8,236.
POSTAGE & DELIVERY	7,626.	0.		7,626.
OFFICE SUPPLIES	26,238.	0.		26,238.
EQUIPMENT MAINTENANCE	6,801.	0.		6,801.
MISCELLANEOUS	38,396.	0.		38,549.

DIRECT CHARITABLE ACTIVITIES	348,586.	0.	348,586.
INVESTMENT FEES	1,097,516.	1,097,516.	0.
PARTNERSHIP EXPENSES	156,075.	297,007.	0.
COMPUTER SOFTWARE & MAINTENANCE	74,719.	0.	83,157.
DOCUMENT STORAGE	1,422.	0.	1,422.
TO FORM 990-PF, PG 1, LN 23	1,783,105.	1,394,523.	538,105.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	8
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
GOVERNMENT OBLIGATIONS	X		21,055,182.	21,055,182.
TOTAL U.S. GOVERNMENT OBLIGATIONS			21,055,182.	21,055,182.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			21,055,182.	21,055,182.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MARKETABLE EQUITY SECURITIES	249,114,474.	249,114,474.
TOTAL TO FORM 990-PF, PART II, LINE 10B	249,114,474.	249,114,474.

FORM 990-PF	CORPORATE BONDS	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE & OTHER BONDS	18,427,761.	18,427,761.
TOTAL TO FORM 990-PF, PART II, LINE 10C	18,427,761.	18,427,761.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 11
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ABELL VENTURE FUND	COST	10,580,796.	10,580,796.
DIRECT INVESTMENTS	COST	32,121,466.	32,121,466.
PROGRAM RELATED & MISSION INVESTMENTS	COST	10,225,094.	10,225,094.
TOTAL TO FORM 990-PF, PART II, LINE 13		52,927,356.	52,927,356.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT 12
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
LEASEHOLD IMPROVEMENTS	196,858.	192,897.	3,961.
FURNITURE & FIXTURES	305,792.	290,374.	15,418.
COMPUTER EQUIPMENT	303,950.	241,612.	62,338.
TELEPHONE EQUIPMENT	54,855.	42,267.	12,588.
TOTAL TO FM 990-PF, PART II, LN 14	861,455.	767,150.	94,305.

FORM 990-PF	OTHER ASSETS	STATEMENT 13
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED DIVIDENDS AND INTEREST RECEIVABLE	497,397.	210,564.	210,564.
BOOK PUBLICATION	11,346.	11,044.	11,044.
OFFICER'S LIFE INSURANCE	3,221,548.	3,393,958.	3,393,958.
GUARANTY ASSETS - IMPUTED VALUE	438,015.	351,726.	351,726.
REFUND DUE FROM MD BIOTECH TAX CREDIT	329,988.	500,000.	500,000.
TO FORM 990-PF, PART II, LINE 15	4,498,294.	4,467,292.	4,467,292.

FORM 990-PF

LIST OF CONTROLLED ENTITIES
PART VII-A, LINE 11

STATEMENT 14

NAME OF CONTROLLED ENTITY

EMPLOYER ID NO

PROJECT INDEPENDENCE HOLDING, INC.

45-4618259

ADDRESS

EXCESS BUSINESS HOLDING [] YES [X] NO

111 SOUTH CALVERT STREET, SUITE 2300
BALTIMORE, MD 21202

NAME OF CONTROLLED ENTITY

EMPLOYER ID NO

PROJECT INDEPENDENCE, INC.

45-2109065

ADDRESS

EXCESS BUSINESS HOLDING [] YES [X] NO

111 SOUTH CALVERT STREET, SUITE 2300
BALTIMORE, MD 21202

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 15

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
GARY BLACK, JR. 111 S. CALVERT ST., STE 2300 BALTIMORE, MD 21202	CHAIRMAN 2.00	0.	0.	0.
ROBERT C. EMBRY, JR. 111 S. CALVERT ST., STE 2300 BALTIMORE, MD 21202	PRESIDENT 40.00	314,338.	25,000.	0.
W. SHEPHERDSON ABELL 111 S. CALVERT ST., STE 2300 BALTIMORE, MD 21202	TRUSTEE 2.00	0.	0.	0.
GEORGE L. BUNTING, JR. 111 S. CALVERT ST., STE 2300 BALTIMORE, MD 21202	TRUSTEE 2.00	0.	0.	0.
ROBERT GARRETT 111 S. CALVERT ST., STE 2300 BALTIMORE, MD 21202	TRUSTEE 2.00	0.	0.	0.
JACQUELINE HRABOWSKI 111 S. CALVERT ST., STE 2300 BALTIMORE, MD 21202	TRUSTEE 2.00	0.	0.	0.
SALLY MICHEL 111 S. CALVERT ST., STE 2300 BALTIMORE, MD 21202	TRUSTEE 2.00	0.	0.	0.
ANNE LAFARGE CULMAN 111 S. CALVERT ST., STE 2300 BALTIMORE, MD 21202	VICE PRESIDENT 40.00	91,937.	9,194.	0.
ESTHEL M. SUMMERFIELD 111 S. CALVERT ST., STE 2300 BALTIMORE, MD 21202	SECRETARY 40.00	78,454.	7,845.	0.
FRANCES M. KEENAN 111 S. CALVERT ST., STE 2300 BALTIMORE, MD 21202	VP FOR FINANCE 40.00	223,422.	22,342.	0.
EILEEN M. O'ROURKE 111 S. CALVERT ST., STE 2300 BALTIMORE, MD 21202	TREASURER 38.00	211,010.	21,101.	0.

STEPHON JACKSON
111 S. CALVERT ST., STE 2300
BALTIMORE, MD 21202

TRUSTEE
2.00

0. 0. 0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

919,161. 85,482. 0.

FORM 990-PF

SUMMARY OF PROGRAM-RELATED INVESTMENTS

STATEMENT 16

DESCRIPTION

BALTIMORE BIOWORKS - FOR START UP COSTS FOR THE CREATION OF
A BIOTECH COMPANY IN BALTIMORE CITY TO PROVIDE QUALITY
MEDICAL PRODUCTS TO UNIVERSITIES, BIOTECHNOLOGY, AND
PHARMACEUTICAL COMPANIES AND TO PROVIDE VOCATIONAL
JOB-TRAINING PROGRAMS.

AMOUNT

TO FORM 990-PF, PART IX-B, LINE 1

195,000.

25

THE ABELL FOUNDATION, INC.

52-6036106

Statement No. 25

CONTRIBUTIONS FOR THE YEAR ENDED DECEMBER 31, 2013

Name & Address	Purpose	Amount	Foundation Status
1000 Friends of Maryland Baltimore, MD	Programming	\$ 100,000	PC
1000 Friends of Maryland Baltimore, MD	Programming	25,000	PC
A Reason to Recover, Inc Baltimore, MD	Capital Equipment	5,000	PC
A Reason to Recover, Inc Baltimore, MD	Capital Equipment	5,000	PC
ACLU Foundation of Maryland, Inc. Baltimore, MD	General Support	100,000	PC
ACLU Foundation of Maryland, Inc. Baltimore, MD	General Support	75,000	PC
ACLU Foundation of Maryland, Inc. Baltimore, MD	Programming	47,500	PC
ACLU Foundation of Maryland, Inc. Baltimore, MD	Programming	371,250	PC
ACLU Foundation of Maryland, Inc. Baltimore, MD	Programming	37,500	PC
ACLU Foundation of Maryland, Inc. Baltimore, MD	Seed Funding	5,000	PC
Adopt A Block Baltimore, MD	Programming	10,000	PC
Adoptions Together Calverton, MD	Programming	149,929	PC
Advocates for Children and Youth Baltimore, MD	Programming	17,500	PC
Advocates for Children and Youth Baltimore, MD	Programming	17,500	PC
Advocates for Children and Youth Baltimore, MD	Programming	25,000	PC
Advocates for Survivors of Torture and Trauma Baltimore, MD	General Support	15,000	PC
Alice Ferguson Foundation Accokeek, MD	Programming	12,500	PC

THE ABELL FOUNDATION, INC.

52-6036106

Statement No. 25

CONTRIBUTIONS FOR THE YEAR ENDED DECEMBER 31, 2013

Name & Address	Purpose	Amount	Foundation Status
American Friends Service Committee Baltimore, MD	Programming	50,000	PC
Art With A Heart Baltimore, MD	Programming	25,000	PC
Art With A Heart Baltimore, MD	Special Project	5,000	PC
Arts Education in Maryland Schools Alliance Baltimore, MD	Programming	5,000	PC
Associated Black Charities Baltimore, MD	General Support	5,000	PC
Association of Baltimore Area Grantmakers Baltimore, MD	Programming	5,000	PC
Association of Baltimore Area Grantmakers Baltimore, MD	Programming	22,500	PC
Association of Baltimore Area Grantmakers Baltimore, MD	Staffing	10,000	PC
B & O Railroad Museum Baltimore, MD	Programming	15,000	PC
Baltimore Browns Football & Cheer Program Baltimore, MD	Programming	5,000	PC
Baltimore City Community College Foundation Baltimore, MD	Programming	60,750	PC
Baltimore City Department of Planning Baltimore, MD	Programming	50,000	PC
Baltimore City Department of Planning Baltimore, MD	Staffing	99,970	PC
Baltimore City Health Department Baltimore, MD	Programming	25,000	PC
Baltimore City Health Department Baltimore, MD	Programming	50,000	PC
Baltimore City Health Department Baltimore, MD	Programming	67,124	PC
Baltimore City Public Schools/ Baltimore City College High School Baltimore, MD	Capital Improvements	115,000	PC

THE ABELL FOUNDATION, INC.

52-6036106

Statement No. 25

CONTRIBUTIONS FOR THE YEAR ENDED DECEMBER 31, 2013

Name & Address	Purpose	Amount	Foundation Status
Baltimore City Public Schools/ Cecil Elementary School Baltimore, MD	Staffing	26,600	PC
Baltimore City Public Schools/ National Academic League Baltimore, MD	Programming	21,410	PC
Baltimore City Public Schools/ National Academic League Baltimore, MD	Programming	20,184	PC
Baltimore City Public Schools/ Roland Park Elementary/Middle School Baltimore, MD	Programming	5,000	PC
Baltimore City Public Schools/ SummerREADS Book Program Baltimore, MD	Programming	4,150	PC
Baltimore Clayworks Baltimore, MD	Programming	4,450	PC
Baltimore Community ToolBank Baltimore, MD	Programming	16,500	PC
Baltimore Composers Forum Westminster, MD	General Support	800	PC
Baltimore Efficiency & Economy Foundation Baltimore, MD	Programming	2,000	PC
Baltimore Green Space Baltimore, MD	Programming	5,000	PC
Baltimore Kids Chess League Baltimore, MD	Programming	32,000	PC
Baltimore Kids Chess League Baltimore, MD	Programming	37,000	PC
Baltimore Leadership for Young Women Baltimore, MD	Programming	75,000	PC
Baltimore Medical System, Inc. Baltimore, MD	Programming	56,833	PC
Baltimore Medical System, Inc Baltimore, MD	Programming	55,000	PC

THE ABELL FOUNDATION, INC.

52-6036106

Statement No. 25

CONTRIBUTIONS FOR THE YEAR ENDED DECEMBER 31, 2013

Name & Address	Purpose	Amount	Foundation Status
Baltimore Museum of Art Baltimore, MD	Special Project	5,000	PC
Baltimore Neighborhood Collaborative/ABAG Baltimore, MD	Programming	30,000	PC
Baltimore Neighborhood Collaborative/ABAG Baltimore, MD	Special Project	50,000	PC
Baltimore Neighborhoods, Inc. Baltimore, MD	Programming	5,000	PC
Baltimore Office of Promotion and the Arts Baltimore, MD	Programming	5,000	PC
Baltimore Office of Promotion and the Arts Baltimore, MD	Special Project	5,000	PC
Baltimore Office of Sustainability Baltimore, MD	Programming	17,500	PC
Baltimore Outreach Services, Inc. Baltimore, MD	Programming	12,500	PC
Baltimore Reads, Inc. Baltimore, MD	Programming	60,000	PC
Baltimore Rowing Club Baltimore, MD	Programming	10,000	PC
Baltimore Teacher Network Baltimore, MD	General Support	5,000	PC
Baltimore Tree Trust Baltimore, MD	Programming	25,000	PC
Baltimore Tree Trust Baltimore, MD	Staffing	5,000	PC
Banner Neighborhoods Community Corporation Baltimore, MD	Capital	50,000	PC
Banner Neighborhoods Community Corporation Baltimore, MD	Programming	30,000	PC
Beginning Effective Recovery Together Baltimore, MD	General Support	5,000	PC
Behavioral Health Leadership Institute, Inc. Baltimore, MD	Study/Evaluation	50,000	PC

THE ABELL FOUNDATION, INC.

52-6036106

Statement No. 25

CONTRIBUTIONS FOR THE YEAR ENDED DECEMBER 31, 2013

Name & Address	Purpose	Amount	Foundation Status
Belair-Edison Neighborhoods, Inc. Baltimore, MD	Programming	35,000	PC
BioTechnical Institute of Maryland, Inc Baltimore, MD	Programming	75,000	PC
Blessings Bestowed Restoration Support Program, Inc. Baltimore, MD	General Support	5,000	PC
Blue Water Baltimore Baltimore, MD	Programming	12,500	PC
The Bridgespan Group, Inc. Boston, MA	Programming	100,000	PC
BWI Community Development Foundation Linthicum Heights, MD	Programming	21,500	PC
BWI Community Development Foundation Linthicum Heights, MD	Programming	12,250	PC
Calvert Institute for Policy Research, Inc. Baltimore, MD	Programming	5,000	PC
Calvert Institute for Policy Research, Inc. Baltimore, MD	Study/Evaluation	5,000	PC
Carnegie Institution for Science Baltimore, MD	Programming	30,000	PC
CASA de Maryland, Inc. Hyattsville, MD	Programming	170,000	PC
Catholic Charities Baltimore, MD	Programming	46,140	PC
Catholic Charities Baltimore, MD	Programming	60,000	PC
Center for Supportive Schools Princeton, NJ	Programming	9,000	PC
Center for Urban Families Baltimore, MD	Programming	350,000	PC
Centro de la Comunidad, Inc. Baltimore, MD	Special Project	500	PC
Charles Village Community Foundation Baltimore, MD	Programming	132,000	PC

THE ABELL FOUNDATION, INC.

52-6036106

Statement No. 25

CONTRIBUTIONS FOR THE YEAR ENDED DECEMBER 31, 2013

Name & Address	Purpose	Amount	Foundation Status
Charles Village Community Foundation Baltimore, MD	Programming	25,000	PC
Charm City Youth Sports Development Randallstown, MD	Programming	5,000	PC
Chesapeake Bay Foundation Annapolis, MD	Programming	5,000	PC
Chesapeake Bay Foundation Annapolis, MD	Programming	5,000	PC
Chesapeake Bay Foundation Annapolis, MD	Special Project	5,000	PC
Chesapeake Climate Action Network Takoma Park, MD	Programming	12,500	PC
Chesapeake Climate Action Network Takoma Park, MD	Programming	25,000	PC
Chesapeake Climate Action Network Takoma Park, MD	Study/Evaluation	5,000	PC
Chesapeake Legal Alliance Annapolis, MD	Staffing	17,500	PC
Chesapeake Shakespeare Company Ellicott City, MD	Capital	125,000	PC
Citizens Planning and Housing Association Baltimore, MD	Programming	45,000	PC
Citizens Planning and Housing Association Baltimore, MD	Programming	50,000	PC
Citizens Planning and Housing Association Baltimore, MD	Study/Evaluation	5,000	PC
Civic Works Baltimore, MD	Capital	500,000	PC
Civic Works Baltimore, MD	Programming	261,173	PC
Civic Works Baltimore, MD	Programming	4,000	PC
Civic Works Baltimore, MD	Programming	148,962	PC

THE ABELL FOUNDATION, INC.

52-6036106

Statement No. 25

CONTRIBUTIONS FOR THE YEAR ENDED DECEMBER 31, 2013

Name & Address	Purpose	Amount	Foundation Status
Civic Works Baltimore, MD	Programming	83,270	PC
Civic Works Baltimore, MD	Staffing	29,524	PC
CollegeBound Foundation Baltimore, MD	Programming	10,000	PC
CollegeBound Foundation Baltimore, MD	Programming	750	PC
Community College of Baltimore County Foundation Baltimore, MD	Programming	60,750	PC
Community Concerts at Second Baltimore, MD	General Support	1,000	PC
Community Health Integrated Partnership, Inc. Glen Burnie, MD	Programming	23,277	PC
Community Law Center Baltimore, MD	Programming	40,000	PC
Community Law Center Baltimore, MD	Programming	80,000	PC
Community Law Center Baltimore, MD	Study/Evaluation	45,000	PC
Community Law Center Baltimore, MD	Study/Evaluation	10,000	PC
Community Mediation Maryland Takoma Park, MD	Study/Evaluation	5,000	PC
The Community School, Inc. Baltimore, MD	Staffing	12,000	PC
Covenant Community Association Baltimore, MD	Programming	4,972	PC
Cristata Cares, Inc. Woodstock, MD	Programming	1,000	PC
Cristo Rey Jesuit High School Baltimore, MD	Scholarships	285	PC
Cristo Rey Jesuit High School Baltimore, MD	Scholarships	14,037	PC

THE ABELL FOUNDATION, INC.

52-6036106

Statement No. 25

CONTRIBUTIONS FOR THE YEAR ENDED DECEMBER 31, 2013

Name & Address	Purpose	Amount	Foundation Status
Curry School of Education Foundation, Inc. Charlottesville, VA	Programming	50,000	PC
Cystic Fibrosis Foundation, Maryland Chapter Cockeysville, MD	Special Project	5,000	PC
Deborah's Place Baltimore, MD	General Support	5,000	PC
Downtown Baltimore Family Alliance Baltimore, MD	Programming	5,000	PC
Downtown Partnership Baltimore, MD	Special Project	5,000	PC
The Downtown Sailing Center Baltimore, MD	Programming	12,500	PC
Druid Heights Community Development Corporation Baltimore, MD	Capital Equipment	3,784	PC
Druid Heights Community Development Corporation Baltimore, MD	Special Project	2,266	PC
East Baltimore Development, Inc. Baltimore, MD	Programming	37,500	PC
Economic Alliance of Greater Baltimore Baltimore, MD	General Support	5,000	PC
Emerging Technology Centers, Inc. Baltimore, MD	Planning	20,000	PC
Emerging Technology Centers, Inc. Baltimore, MD	Planning	150,000	PC
Emerging Technology Centers, Inc. Baltimore, MD	Seed Funding	37,500	PC
Environmental Integrity Project Washington, DC	Staffing	24,375	PC
Environmental Integrity Project Washington, DC	Staffing	75,000	PC
Episcopal Community Services of Maryland Baltimore, MD	Programming	124,800	PC
The Family League of Baltimore City, Inc. Baltimore, MD	Programming	25,000	PC

THE ABELL FOUNDATION, INC.

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Statement No. 25

CONTRIBUTIONS FOR THE YEAR ENDED DECEMBER 31, 2013

Name & Address	Purpose	Amount	Foundation Status
Flower Mart at Mount Vernon, Ltd. Palm City, FL	General Support	1,000	PC
Food Research and Action Center Washington, DC	Programming	39,000	PC
The Foundation Center New York, NY	General Support	1,500	PC
Franciscan Center Baltimore, MD	Capital Improvements	40,000	PC
Franciscan Center Baltimore, MD	Programming	87,500	PC
Franciscan Center Baltimore, MD	Programming	95,500	PC
Free State Legal Project Baltimore, MD	Programming	17,964	PC
Friends of Great Kids Farm Baltimore, MD	Capital Equipment	5,000	PC
Friends of Great Kids Farm Baltimore, MD	Staffing	15,000	PC
Friends of Patterson Park Baltimore, MD	Programming	20,000	PC
Fund for Educational Excellence Baltimore, MD	Planning	75,000	PC
Fund for Educational Excellence Baltimore, MD	Programming	40,000	PC
Fusion Partnerships, Inc. Baltimore, MD	Capital	10,000	PC
Fusion Partnerships, Inc. Baltimore, MD	Capital Equipment	5,000	PC
Fusion Partnerships, Inc. Baltimore, MD	General Support	5,000	PC
Fusion Partnerships, Inc. Baltimore, MD	Programming	10,000	PC
Fusion Partnerships, Inc. Baltimore, MD	Programming	10,000	PC

THE ABELL FOUNDATION, INC.

52-6036106

Statement No. 25

CONTRIBUTIONS FOR THE YEAR ENDED DECEMBER 31, 2013

Name & Address	Purpose	Amount	Foundation Status
Fusion Partnerships, Inc. Baltimore, MD	Staffing	15,000	PC
Future Harvest CASA Cockeysville, MD	Programming	10,000	PC
Gaudenzia Foundation, Inc. Baltimore, MD	Capital	350,000	PC
Gilman School Baltimore, MD	Programming	5,000	PC
GiveCorps Foundation Baltimore, MD	General Support	5,000	PC
Govans Ecumenical Development Corporation Baltimore, MD	Programming	17,500	PC
Greater Baltimore Committee Baltimore, MD	General Support	5,000	PC
Greater Bethesda Missionary Baptist Church Baltimore, MD	Capital Equipment	5,000	PC
Greater Homewood Community Corporation, Inc. Baltimore, MD	Programming	25,000	PC
Greater Homewood Community Corporation, Inc. Baltimore, MD	Programming	20,000	PC
Greater Homewood Community Corporation, Inc. Baltimore, MD	Programming	5,000	PC
Groundswell Washington, DC	Programming	50,000	PC
GROUP Ministries, Inc. Baltimore, MD	Study/Evaluation	4,997	PC
Health Care for the Homeless, Inc. Baltimore, MD	General Support	50,000	PC
HealthCare Access Maryland Baltimore, MD	Programming	50,000	PC
Healthy Neighborhoods, Inc. Baltimore, MD	General Support	75,000	PC
Healthy Neighborhoods, Inc. Baltimore, MD	General Support	75,000	PC

• THE ABELL FOUNDATION, INC.

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Statement No 25

CONTRIBUTIONS FOR THE YEAR ENDED DECEMBER 31, 2013

Name & Address	Purpose	Amount	Foundation Status
High Zero Foundation Baltimore, MD	Special Project	5,000	PC
Holy Rock Christian Community Church Baltimore, MD	General Support	600	PC
HOPE Foundation Randallstown, MD	General Support	2,000	PC
House of Change, Inc. Baltimore, MD	General Support	4,500	PC
Humanim, Inc. Baltimore, MD	Seed Funding	226,153	PC
Humanim, Inc. Baltimore, MD	Special Project	5,000	PC
Incentive Mentoring Program Baltimore, MD	Programming	100,000	PC
The Ingenuity Project Baltimore, MD	Programming	500,000	PC
Innovation Alliance - refund Baltimore, MD	Study/Evaluation	(9,337)	PC
Institute of Notre Dame Baltimore, MD	Scholarships	125,000	PC
Intercultural Counseling Connection Baltimore, MD	Programming	10,000	PC
Irvine Nature Center Owings Mills, MD	General Support	5,000	PC
Job Opportunities Task Force Baltimore, MD	Capital	75,000	PC
Job Opportunities Task Force Baltimore, MD	Capital Equipment	5,000	PC
Job Opportunities Task Force Baltimore, MD	Programming	37,500	PC
Job Opportunities Task Force Baltimore, MD	Programming	62,500	PC
Job Opportunities Task Force Baltimore, MD	Programming	37,500	PC

THE ABELL FOUNDATION, INC.

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Statement No. 25

CONTRIBUTIONS FOR THE YEAR ENDED DECEMBER 31, 2013

Name & Address	Purpose	Amount	Foundation Status
Jobs, Housing and Recovery Baltimore, MD	Staffing	12,500	PC
Johns Hopkins University Baltimore, MD	Special Project	5,000	PC
Johns Hopkins University Baltimore, MD	Study/Evaluation	50,000	PC
Johns Hopkins University Baltimore, MD	Study/Evaluation	15,000	PC
Johns Hopkins University/Center for Social Organization of Schools Baltimore, MD	Study/Evaluation	100,000	PC
Johns Hopkins Institute for Policy Studies Baltimore, MD	Programming	3,000	PC
Johns Hopkins University Bloomberg School of Public Health Baltimore, MD	Programming	74,876	PC
Johns Hopkins University School of Education Baltimore, MD	Programming	30,534	PC
Johns Hopkins University School of Education Baltimore, MD	Study/Evaluation	19,297	PC
Johns Hopkins University School of Medicine Baltimore, MD	Programming	50,000	PC
Johns Hopkins University School of Nursing - refund Baltimore, MD	Programming	(122)	PC
Julie Community Center Baltimore, MD	Capital Equipment	1,375	PC
The Justice Policy Institute Washington, DC	Special Project	5,000	PC
The Justice Policy Institute Washington, DC	Study/Evaluation	24,442	PC
KaBOOM! Washington, DC	Programming	5,000	PC
KIPP Baltimore, Inc Baltimore, MD	Programming	37,500	PC
Learning Is For Tomorrow, Inc. Baltimore, MD	General Support	24,000	PC

THE ABELL FOUNDATION, INC.

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Statement No. 25

CONTRIBUTIONS FOR THE YEAR ENDED DECEMBER 31, 2013

Name & Address	Purpose	Amount	Foundation Status
LET'S GO Boys and Girls, Inc. Annapolis, MD	Programming	50,000	PC
Living Classrooms Foundation Baltimore, MD	Programming	80,000	PC
Loving Arms, Inc. Baltimore, MD	General Support	133,491	PC
Loving Arms, Inc. Baltimore, MD	Staffing	4,950	PC
Lutheran Immigration and Refugee Services Baltimore, MD	General Support	5,000	PC
Manna House, Inc. Baltimore, MD	General Support	50,000	PC
Marian House, Inc. Baltimore, MD	Programming	50,000	PC
Maryland Association for Supportive Housing Baltimore, MD	General Support	5,000	PC
Maryland Center for Adult Training, Inc. Baltimore, MD	Programming	20,000	PC
Maryland Center for Adult Training, Inc. Baltimore, MD	Programming	20,000	PC
Maryland Citizens for the Arts Foundation Baltimore, MD	Programming	5,000	PC
Maryland Citizens' Health Initiative Education Fund, Inc. Baltimore, MD	General Support	50,000	PC
Maryland Citizens' Health Initiative Education Fund, Inc. Baltimore, MD	Seed Funding	5,000	PC
Maryland Consumer Rights Coalition, Inc. Baltimore, MD	Study/Evaluation	32,000	PC
Maryland Department of Public Safety and Correctional Services Towson, MD	Programming	75,000	PC
Maryland Environmental Trust Crownsville, MD	Special Project	2,000	PC
Maryland Food Bank	Programming	50,000	PC

THE ABELL FOUNDATION, INC.

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Statement No. 25

CONTRIBUTIONS FOR THE YEAR ENDED DECEMBER 31, 2013

Name & Address	Purpose	Amount	Foundation Status
Baltimore, MD			
Maryland Foster Youth Resource Center Baltimore, MD	Programming	25,000	PC
Maryland Foundation of Dentistry for the Handicapped Columbia, MD	Programming	10,000	PC
Maryland New Directions Baltimore, MD	Programming	120,000	PC
MarylandReporter Com Columbia, MD	Study/Evaluation	17,500	PC
Mayor's Office of Information Technology Baltimore, MD	Programming	26,600	PC
Meals on Wheels of Central Maryland, Inc. Baltimore, MD	Programming	50,000	PC
Midshore Riverkeeper Conservancy Easton, MD	Programming	20,000	PC
Morgan State University Baltimore, MD	Programming	44,100	PC
Mosaic Community Services Timonium, MD	Programming	68,337	PC
Museum of Ceramic Art Baltimore, MD	Programming	19,000	PC
Museum of Ceramic Art Baltimore, MD	Programming	19,000	PC
National Council on Teacher Quality Washington, DC	Study/Evaluation	5,000	PC
National Council on Teacher Quality Washington, DC	Study/Evaluation	15,700	PC
National Wildlife Federation Annapolis, MD	Programming	10,500	PC
A New Faith Community Baltimore, MD	Capital Improvements	5,000	PC
New Leaders - Baltimore Baltimore, MD	Programming	25,000	PC
New Leaders - Baltimore	Programming	50,000	PC

THE ABELL FOUNDATION, INC.

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Statement No. 25

CONTRIBUTIONS FOR THE YEAR ENDED DECEMBER 31, 2013

Name & Address	Purpose	Amount	Foundation Status
Baltimore, MD			
The Northeast Youth Association, Inc. Baltimore, MD	Programming	3,350	PC
The Northeast Youth Association, Inc. Baltimore, MD	Programming	4,371	PC
Northwest Bulldogs Youth Football Baltimore, MD	Seed Funding	5,000	PC
No Turning Back Randallstown, MD	Capital Equipment	5,000	PC
No Turning Back Randallstown, MD	Capital Equipment	3,800	PC
Nu Direction/LEAP Baltimore, MD	General Support	2,100	PC
Nu Direction/LEAP Baltimore, MD	General Support	5,000	PC
Nu Direction/LEAP Baltimore, MD	Staffing	10,000	PC
Office of the Mayor Baltimore, MD	Programming	5,000	PC
Office of the State's Attorney for Baltimore City Baltimore, MD	Programming	63,991	PC
Office of the State's Attorney for Baltimore City Baltimore, MD	Programming	127,982	PC
Open Society Institute - Baltimore Baltimore, MD	General Support	5,000	PC
Park Heights Renaissance, Inc. Baltimore, MD	Capital Equipment	5,000	PC
Parks & People Foundation Baltimore, MD	Programming	5,000	PC
Parks & People Foundation Baltimore, MD	Programming	56,500	PC
Parks & People Foundation Baltimore, MD	Programming	98,000	PC
Parkside Warriors	Programming	5,000	PC

THE ABELL FOUNDATION, INC.

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Statement No. 25

CONTRIBUTIONS FOR THE YEAR ENDED DECEMBER 31, 2013

Name & Address	Purpose	Amount	Foundation Status
Baltimore, MD			
Parkside Warriors Baltimore, MD	Programming	2,500	PC
Paul's Place Baltimore, MD	Programming	50,000	PC
Pilgrim Temple Church, Inc. Baltimore, MD	Capital Improvements	3,500	PC
Piney Woods School Piney Woods, MS	Staffing	32,667	PC
Piney Woods School Piney Woods, MS	Staffing	4,666	PC
Planned Parenthood of Maryland, Inc. Baltimore, MD	Programming	88,810	PC
Poverty & Race Research Action Council Washington, DC	Study/Evaluation	50,000	PC
Praising Through Recovery, Inc. Baltimore, MD	Capital Equipment	5,000	PC
Praising Through Recovery, Inc. Baltimore, MD	General Support	5,000	PC
Pretrial Justice Institute Washington, DC	Study/Evaluation	15,000	PC
Public Justice Center Baltimore, MD	Programming	5,000	PC
Reach Out and Read Boston, MA	Staffing	25,000	PC
Reading Partners Oakland, CA	Programming	12,500	PC
Reading Partners Oakland, CA	Programming	25,000	PC
Reservoir Hill Improvement Council, Inc. Baltimore, MD	Programming	22,500	PC
Rose Street Community Center Baltimore, MD	Programming	295,810	PC
Rose Street Community Center	Programming	971	PC

THE ABELL FOUNDATION, INC.

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Statement No. 25

CONTRIBUTIONS FOR THE YEAR ENDED DECEMBER 31, 2013

Name & Address	Purpose	Amount	Foundation Status
Baltimore, MD			
Safe House of Hope Baltimore, MD	Programming	23,500	PC
The Salvation Army Baltimore, MD	General Support	5,000	PC
The Samaritan Community Baltimore, MD	Programming	20,000	PC
Santa Claus Anonymous Baltimore, MD	General Support	5,000	PC
Santa's Helpers Anonymous Phoenix, MD	Programming	5,000	PC
Seedco New York, NY	Seed Funding	37,500	PC
Seedco New York, NY	Seed Funding	37,500	PC
The Shepherd's Clinic Baltimore, MD	General Support	100,000	PC
The Sierra Club Foundation San Francisco, CA	General Support	5,000	PC
Single Carrot Theatre Baltimore, MD	Capital	75,000	PC
St. Frances Academy Baltimore, MD	Capital Improvements	5,000	PC
St. Frances Academy Baltimore, MD	Scholarships	160,000	PC
St. Frances Academy Baltimore, MD	Scholarships	57,400	PC
St. Frances Academy Baltimore, MD	Staffing	230,000	PC
St. Mary's Outreach Center Baltimore, MD	Capital Equipment	4,500	PC
St. Vincent de Paul of Baltimore, Inc Baltimore, MD	Programming	80,000	PC
The 6th Branch	Capital	5,000	PC

THE ABELL FOUNDATION, INC.

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Statement No. 25

CONTRIBUTIONS FOR THE YEAR ENDED DECEMBER 31, 2013

Name & Address	Purpose	Amount	Foundation Status
Baltimore, MD	Improvements		
The Star Spangled Banner Flag House Baltimore, MD	General Support	5,000	PC
Success For All Foundation, Inc. Baltimore, MD	Programming	125,000	PC
Sylvan Beach Foundation, Inc. Baltimore, MD	General Support	5,000	PC
Tahirih Justice Center Baltimore, MD	Programming	50,000	PC
Teach for America - Baltimore Baltimore, MD	Programming	200,000	PC
Together We Can II, Inc. Baltimore, MD	Capital Equipment	5,000	PC
Tuerk House, Inc. Baltimore, MD	Planning	5,000	PC
TurnAround, Inc. Towson, MD	General Support	117,500	PC
TurnAround, Inc. Towson, MD	General Support	142,500	PC
TuTTie's Place Windsor Mill, MD	Capital Improvements	5,000	PC
United Ministries, Inc. Baltimore, MD	Programming	25,000	PC
United Way of Central Maryland Baltimore, MD	Programming	91,875	PC
United Way of Central Maryland Baltimore, MD	Special Project	2,500	PC
University of Baltimore Baltimore, MD	Programming	22,400	PC
University of Maryland Baltimore, MD	Study/Evaluation	34,150	PC
University of Maryland School of Law Baltimore, MD	Programming	5,000	PC
University of Maryland School of Medicine	General Support	2,000	PC

THE ABELL FOUNDATION, INC.

52-6036106

Statement No. 25

CONTRIBUTIONS FOR THE YEAR ENDED DECEMBER 31, 2013

Name & Address	Purpose	Amount	Foundation Status
Baltimore, MD			
University of Maryland School of Medicine Baltimore, MD	Programming	5,000	PC
University of Maryland School of Medicine Baltimore, MD	Special Project	2,000	PC
The Urban Alliance Foundation, Inc. Baltimore, MD	Programming	12,500	PC
Urban Teacher Center Baltimore, MD	Programming	75,000	PC
US Green Building Council Baltimore Regional Chapter Hunt Valley, MD	Programming	5,000	PC
Vehicles for Change Baltimore, MD	Capital	50,000	PC
Vehicles for Change Baltimore, MD	Programming	80,500	PC
Venture for America New York, NY	Programming	50,000	PC
Waverly Main Street Baltimore, MD	General Support	85,000	PC
Waverly Main Street Baltimore, MD	General Support	37,400	PC
Waterfront Partnership of Baltimore, Inc. Baltimore, MD	Capital Equipment	25,000	PC
The Work First Foundation New York, NY	Programming	50,000	PC
The Work First Foundation New York, NY	Programming	83,000	PC
Year Up Baltimore Baltimore, MD	Programming	100,000	PC
Young Victorian Theatre Company Towson, MD	General Support	5,000	PC
Matching Gifts on behalf of Foundation employees, trustees and officers-various		244,139	
Program related expenditures repaid during 2013		<u>(327,111)</u>	

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THE ABELL FOUNDATION, INC.

52-6036106

Statement No. 25

CONTRIBUTIONS FOR THE YEAR ENDED DECEMBER 31, 2013

Name & Address	Purpose	Amount	Foundation Status
		<u>\$ 13,084,293</u>	

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THE ABELL FOUNDATION, INC

52-6036106

Statement No 26

CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT - 2013

Name & Address	Purpose	Amount	Foundation Status
Alice Ferguson Foundation Accokeek, MD	Programming	\$ 12,500	PC
ACLU Foundation of Maryland, Inc. Baltimore, MD	General Support	75,000	PC
ACLU Foundation of Maryland, Inc. Baltimore, MD	Programming	47,500	PC
Advocates for Children and Youth Baltimore, MD	Programming	17,500	PC
Advocates for Survivors of Torture and Trauma Baltimore, MD	General Support	15,000	PC
American Institute of Architects, Baltimore Chapter Baltimore, MD	General Support	5,000	PC
Association of Baltimore Area Grantmakers Baltimore, MD	Programming	22,500	PC
Baltimore City Community College Baltimore, MD	Programming	100,000	PC
Baltimore City Department of General Services Baltimore, MD	Planning	15,000	PC
Baltimore City Health Department Baltimore, MD	Programming	84,500	PC
Baltimore City Health Department Baltimore, MD	Programming	25,000	PC
Baltimore City Health Department Baltimore, MD	Programming	50,000	PC
Baltimore City Public Schools/ Cecil Elementary School Baltimore, MD	Staffing	26,600	PC
Baltimore City Public Schools/ Mt. Washington Elementary School Baltimore, MD	Staffing	50,000	PC
Baltimore City Public Schools/ National Academic League Baltimore, MD	Programming	93,809	PC

THE ABELL FOUNDATION, INC.

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Statement No. 26

CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT - 2013

Name & Address	Purpose	Amount	Foundation Status
Baltimore City Public Schools/ Resident Teacher Program Baltimore, MD	Programming	7,500	PC
Baltimore City Public Schools/ SummerREADS Book Program Baltimore, MD	Programming	52,593	PC
Baltimore Medical System, Inc. Baltimore, MD	Programming	56,833	PC
Baltimore Kids Chess League Baltimore, MD	Programming	32,000	PC
Beat the Streets - Baltimore Baltimore, MD	Programming	25,000	PC
Behavioral Health System Baltimore Baltimore, MD	Programming	15,000	PC
Blue Water Baltimore Baltimore, MD	Programming	12,500	PC
Casa de Maryland Baltimore, MD	Programming	100,000	PC
Center for Supportive Schools Princeton, NJ	Programming	9,000	PC
Chesapeake Climate Action Network Takoma Park, MD	Programming	12,500	PC
Chesapeake Legal Alliance Annapolis, MD	Staffing	17,500	PC
Chesapeake Shakespeare Company Ellicott City, MD	Capital	125,000	PC
Citizens Planning and Housing Association Baltimore, MD	Programming	45,000	PC
CollegeBound Foundation Baltimore, MD	Programming	40,000	PC
Community Law Center Baltimore, MD	Programming	40,000	PC

THE ABELL FOUNDATION, INC.

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Statement No 26

CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT - 2013

Name & Address	Purpose	Amount	Foundation Status
Community Law Center Baltimore, MD	Study/Evaluation	45,000	PC
Creative Alliance Baltimore, MD	Capital Equipment	5,000	PC
Cristo Rey Jesuit High School Baltimore, MD	Scholarships	38,678	PC
Curry School of Education Foundation, Inc. Charlottesville, VA	Programming	25,000	PC
The Downtown Sailing Center Baltimore, MD	Programming	12,500	PC
Druid Heights Community Development Corporation Baltimore, MD	Capital Improvements	25,000	PC
Emerging Technology Centers, Inc. Baltimore, MD	Planning	150,000	PC
Environmental Integrity Project Washington, DC	Staffing	73,125	PC
Franciscan Center Baltimore, MD	Programming	87,500	PC
Free State Legal Project Baltimore, MD	Programming	17,963	PC
Fund for Educational Excellence Baltimore, MD	Programming	20,000	PC
Fund for Educational Excellence Baltimore, MD	Programming	30,000	PC
Fund for Educational Excellence Baltimore, MD	Study/Evaluation	20,000	PC
Fund for Educational Excellence/Tuition Guarantee Baltimore, MD	Scholarships	132,872	PC
Fusion Partnerships, Inc. Baltimore, MD	Programming	10,000	PC
Greater Homewood Community Corporation, Inc.	Capital	5,000	PC

THE ABELL FOUNDATION, INC.

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Statement No. 26

CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT - 2013

Name & Address	Purpose	Amount	Foundation Status
Baltimore, MD			
Greater Homewood Community Corporation, Inc. Baltimore, MD	Programming	20,000	PC
Greater Homewood Community Corporation, Inc. Baltimore, MD	Programming	200,000	PC
Health Care for the Homeless, Inc. Baltimore, MD	General Support	100,000	PC
Incentive Mentoring Program Baltimore, MD	Programming	50,000	PC
Institute of Notre Dame Baltimore, MD	Scholarships	250,000	PC
Job Opportunities Task Force Baltimore, MD	Capital	75,000	PC
Job Opportunities Task Force Baltimore, MD	Programming	37,500	PC
Johns Hopkins University Baltimore, MD	Study/Evaluation	9,719	PC
Johns Hopkins University Baltimore, MD	Programming	100,000	PC
Johns Hopkins University Baltimore, MD	Study/Evaluation	14,500	PC
Johns Hopkins University Baltimore, MD	Study/Evaluation	87,885	PC
Johns Hopkins University Bloomberg School of Public Health Baltimore, MD	Study/Evaluation	144,918	PC
Johns Hopkins University School of Education Baltimore, MD	Study/Evaluation	9,509	PC
Johns Hopkins University School of Education Baltimore, MD	Study/Evaluation	442	PC
Maryland Center for Adult Training, Inc. Baltimore, MD	Programming	20,000	PC

THE ABELL FOUNDATION, INC.

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Statement No. 26

CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT - 2013

Name & Address	Purpose	Amount	Foundation Status
Maryland Consumer Rights Coalition, Inc. Baltimore, MD	Study/Evaluation	20,000	PC
Maryland Family Network Baltimore, MD	Programming	25,000	PC
Maryland Foundation of Dentistry for the Handicapped Columbia, MD	Programming	10,000	PC
Maryland League of Conservation Voters Education Fund Annapolis, MD	Study/Evaluation	15,000	PC
Mission Possible Ministries, Inc. Baltimore, MD	Capital Improvements	18,000	PC
Morgan State University Baltimore, MD	Programming	39,900	PC
Museum of Ceramic Art Baltimore, MD	Programming	19,000	PC
National Wildlife Federation Annapolis, MD	Programming	10,000	PC
New Leaders - Baltimore Baltimore, MD	Programming	25,000	PC
Parks & People Foundation Baltimore, MD	Programming	56,500	PC
Project PLASE, Inc. Baltimore, MD	Capital	250,000	PC
Reading Partners Oakland, CA	Programming	25,000	PC
Rose Street Community Center Baltimore, MD	Programming	4,190	PC
Rose Street Community Center Baltimore, MD	Programming	300,000	PC
Rose Street Community Center Baltimore, MD	Programming	5,000	PC
Safe House of Hope	Programming	11,750	PC

THE ABELL FOUNDATION, INC.

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Statement No. 26

CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT - 2013

Name & Address	Purpose	Amount	Foundation Status
Baltimore, MD			
Seedco New York, NY	Seed Funding	37,500	PC
The Shepherd's Clinic Baltimore, MD	General Support	50,000	PC
St. Frances Academy Baltimore, MD	Scholarships	120,000	PC
St. Vincent de Paul of Baltimore Baltimore, MD	Capital Improvements	250,000	PC
Station North Arts and Entertainment District Baltimore, MD	Capital Improvements	7,500	PC
Success For All Foundation, Inc. Baltimore, MD	Programming	125,000	PC
TurnAround, Inc. Towson, MD	General Support	117,500	PC
United Way of Central Maryland Baltimore, MD	Programming	91,875	PC
University of Baltimore Baltimore, MD	General Support	75,000	PC
Urban Teacher Center Baltimore, MD	Programming	25,000	PC
The Work First Foundation New York, NY	Programming	150,000	PC
		<u>\$ 4,931,161</u>	

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8/22/12

THE
ABELL
FOUNDATION

Applications should be sent to: Mr. Robert C. Embry, Jr., President
The Abell Foundation, Inc.
111 South Calvert Street
Suite 2300
Baltimore, MD 21202-6174

111 South Calvert Street Suite 2300
Baltimore, Maryland 21202-6174
Phone 410-547-1300
Fax No. 410-539-8579

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T H E

A B E L L

F O U N D A T I O N

POLICIES AND GUIDELINES

HISTORY

The Abell Foundation traces its origins to The A.S. Abell Company Foundation, Inc., which was established on December 31, 1953 on the initiative of the late Harry C. Black. Mr. Black was then Chairman of the Board of Trustees of the A.S. Abell Company, publishers of The Sunpapers, and a prominent philanthropist. He died in 1956, but left a charge to his successors: "Give something back to the community that would be wise and helpful."

In 1986, with the sale of the A.S. Abell Company to the Los Angeles-based Times Mirror Company, the Foundation's name was changed to The Abell Foundation, Inc. to reflect its new status as a private foundation. The Foundation's assets, at the start over \$112,000,000, are a consequence of the financial success of the A.S. Abell Company and the generosity of Mr. Black, who left a portion of his estate to the Foundation. Over 90 percent of The Abell Foundation's assets were made up of A.S. Abell Company stock.

Now administered by the president and staff, the Foundation's activities are overseen by a board of trustees which has determined the current policies and approved a four-pronged approach to its grant-making activities.

CURRENT POLICIES

In recognition of complex interdependent issues affecting the quality of life in Maryland and, in particular, Baltimore City, the trustees of The Abell Foundation dedicate themselves to:

- joining others in seeking solutions to pervasive and stubborn social and economic problems;
- promoting the development of fuller human potential and achievement of self-sufficiency through educational opportunities; and
- strengthening organizations to provide greater access and more effective services.

Special emphasis will be given to the underserved segment within the state and local communities.

In an attempt to be continually responsive to the changing needs of the community, the Foundation will be approaching its grant-making:

- by responding to unsolicited requests initiated by organizations and institutions which demonstrate a high-priority need;

- by requesting, from time to time, that an organization or institution submit a proposal for a special program if its purpose will further the Foundation's goals;
- by initiating programs addressing key issues which reflect community-wide needs and which show promise of effecting systemic changes and impacting quality of services; and
- by commissioning studies designed to gather information pertaining to particular community needs.

AREAS OF INTEREST

The Foundation will give consideration to:

1. public educational institutions requesting support for efforts aimed at strengthening management skills, promoting professional and faculty development, increasing parental involvement, encouraging higher expectation of and level of motivation, furthering basic skills and enrichment, and encouraging students to pursue higher education;
2. private educational institutions which seek to improve excellence of academic programs and to provide access for the less affluent to pursue educational opportunities;
3. community service organizations seeking to reach the underserved, disadvantaged and "at-risk" populations in order to help them achieve fuller participation as contributing members of the community, with special emphasis given to the issues of hunger and homelessness;
4. economic development activities designed to bring new dollars and job opportunities to the region and to have a major impact on regional revitalization; and
5. cultural organizations that demonstrate strong programming and leadership, a diversified base of support, community outreach and financial stability.

Although with a lesser sense of priority, the Foundation will also consider requests of special importance in the following area:

6. organizations seeking to preserve ecologically significant and endangered natural resources.

The Foundation currently does not fund housing projects or hospital or medical research.

The Foundation will only make grants to tax-exempt 501(c)(3) institutions and organizations.

Grants are usually awarded on a one-time basis. In exceptional circumstances, however, the Foundation may consider multiple-year funding. Grantees should not assume that approval of a grant implies commitment for ongoing future support. In order to stimulate the development of a wider base of support, the Foundation will also encourage requests for challenge grants requiring matching fund contributions.

GUIDELINES

For a formal proposal, each applicant is requested to fill out an application form as well as to submit one copy of the following information:

1. a copy of the latest IRS determination letter of tax-exempt status under section 501(c)(3) and foundation classification under section 509(a),
2. most recent audited financial statement and copy of current operating budget;
3. projected operating budget for each year in which funding is requested;
4. list of names and professional affiliations of current board; and
5. pertinent supportive materials.

Unless initiated by a Foundation trustee, communications with individual trustees regarding proposals are discouraged and will not be helpful. However, the staff welcomes inquiries regarding the grant-making process and specific questions about individual proposals. A letter or telephone call is the preferred method of initial contact.

A site visit may be requested after the full proposal has been received and acknowledged.

If the Foundation awards a grant, the recipient will be expected to submit post-grant reports which will include a narrative progress report, an accounting of expenditures, and an evaluation of the effectiveness of the grant on overall operations.

Grants will be awarded six times a year. Each applicant will be notified of any action that the trustees may take, usually within a week of the bi-monthly meetings. Please make note of the following deadlines for full proposals:

January 1	for the February meeting
March 1	for the April meeting
May 1	for the June meeting
August 1	for the September meeting
September 1	for the October meeting
November 1	for the December meeting

This deadline schedule is normally the minimum time needed to complete the grant review process before submission of the proposal for trustee consideration.

TYPES OF GRANTS

The Foundation will consider requests for:

1. *capital grants* in support of new construction, renovation, purchase of property and capital equipment;
2. *seed money grants* for projects encouraging innovative solutions to recalcitrant problems; and
3. *planning grants* for projects which may serve as catalysts for systemic change.

The Foundation prefers not to fund ongoing operational expenses. It does not award grants to individuals, sponsorships, deficit financing, annual sustaining funds, travel or loans.

In essence, the Foundation encourages grant applications that show promise of having a substantial impact on the beneficiaries and the organizations' growth and stability. It also seeks applications for

grants that provide creative responses to pressing community needs, demonstrate potential for stimulating new sources of financial support, and strengthen the operational base to ensure more effective and efficient delivery of services for those in need.

CRITERIA FOR SELECTION

Preference and selection of requests to be awarded grants are based on the following criteria which include:

1. demonstration of need and clearly-defined objectives;
2. evidence of strong fiscal management and ongoing operational support;
3. extent of benefit to the community;
4. capability of organization and personnel to achieve expected goals;
5. determination that project is nonduplicative;
6. potential ability of the project to enhance quality of services; and
7. availability of other sources of financial support.

The Foundation regrets that its resources are limited and that it will not be able to support all worthy proposals.

Once the grant has been awarded, the Foundation reserves the right to monitor the progress of the project during the grant period and to withhold payments of the grant should the grantee not comply with or fall short of the specified goals and objectives as set forth in the grant request.

The Foundation usually does not release a press announcement on each grant. However, if the recipient wishes to issue its own announcement, the Foundation requests that the recipient review any material with the Foundation prior to distribution.

If a request is funded or declined, the applicant is asked to wait a year before submitting another proposal.

THE ABELL FOUNDATION, INC.

111 S. Calvert Street, Suite 2300

Baltimore, Maryland 21202-6174

(410) 547-1300

Fax (410) 539-6579

T H E
A B E L L
F O U N D A T I O N

Application for Funding

Along with this application form please include:

1. A cover letter signed by an authorized representative of your organization.
2. A copy of the latest IRS determination letter of tax-exempt status under section 501(c)(3) and foundation classification under section 509(a).
3. Most recent audited financial statement and copy of current operating budget.
4. A projected operating budget for each year in which funding is requested.
5. List of names and professional affiliations of current board.
6. Pertinent supportive materials.

Completed applications should be sent to the following address:

The Abell Foundation, Inc.
111 South Calvert Street, Suite 2300
Baltimore, MD 21202-6174

**The Abell Foundation
Application for Funding
Section I: Basic information**

Date of application:

**Name of
organization:**

Address:

Telephone:

Contact person:

Contact's title:

Organization mission statement:

Description of organizational structure, board, and staff responsibilities: (Include board and committee responsibilities, composition of staff and their responsibilities, and level of volunteer involvement)

Brief history and success of past projects:

Amount requested: \$

Total budget for project (include narrative of budgeted items):

Purpose of grant:

Description of project:

Need/problem to be addressed:

Summarize project goals and specific measurable objectives to be achieved during the

funding period:

How many clients do you serve? Describe your clientele. How will they benefit from the project? What will be the benefits to the community?

Timetable of activities and staffing requirements necessary to implement the project:

Names and qualifications of personnel to be involved in the project:

Is your program considered a pilot project?

If so, why?

What has been the extent of community involvement and cooperation with others in the field? (List affiliations)

Other possible sources of funding:

Cite evidence of ongoing financial viability after grant period and indicate extent of long-range plans to institutionalize program:

Summarize methods of program evaluation:

What are your plans to disseminate the results of these evaluations to the public?

How will data collected or findings of an evaluation be incorporated into long-range program and budget planning?

How will the project/program effect a measurable change on improved/expanded delivery

The Abell Foundation: Application for Funding
Section I: Basic information

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of services?

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**The Abell Foundation
Application for Funding
Section II: Capital funds request information**

Please complete this section if requesting capital funds.
These questions may be deleted or left blank if they are not applicable.

Project cost:

Basis of cost:

If based on appraisal: Market value:

Income stream value:

Replacement value:

Time schedule:

**If construction
project:**

Preliminary drawings:

Construction bids:

Permits:

Groundbreaking:

Anticipated completion:

If acquisition project: Appraisal date:

Contract date:

Settlement date:

Project manager:

Qualifications:

**Impact on current
operating budget:**

**Pro-forma of
operating costs:**

Form **8868**

(Rev. January 2014)

Department of the Treasury
Internal Revenue Service**Application for Extension of Time To File an
Exempt Organization Return**

OMB No. 1545-1709

► File a separate application for each return.

► Information about Form 8868 and its instructions is at www.irs.gov/form8868.

- If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box ☐
- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization or other filer, see instructions.		Enter filer's identifying number, see instructions	
	The Abell Foundation, Inc.		Employer identification number (EIN) or	
	Number, street, and room or suite no. If a P.O. box, see instructions.		52-6036106	
	111 South Calvert St, Suite 2300		Social security number (SSN)	
File by the due date for filing your return. See instructions.	City, town or post office, state, and ZIP code. For a foreign address, see instructions.			
	Baltimore, Maryland 21202			

Enter the Return code for the return that this application is for (file a separate application for each return) ☐ 0 ☐ 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► The Abell Foundation, Inc.

Telephone No. ► 410-547-1300 Fax No. ► 410-539-6579

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until August 15, 20 14, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☐ calendar year 20 14 or

► ☐ tax year beginning , 20 14, and ending , 20 14.

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	250,000
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	203,452
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	46,548

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☐ **Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	The Abell Foundation, Inc	52-6036106
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	111 South Calvert St Suite 2300	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	Baltimore, MD 21202	

Enter the Return code for the return that this application is for (file a separate application for each return) ☐ 0 ☐ 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ☒ The Abell Foundation, Inc.

Telephone No. ☒ 410-547-1300 Fax No. ☐

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐ . If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 4 I request an additional 3-month extension of time until November 15, 20 14 .
- 5 For calendar year , or other tax year beginning , 20 , and ending , 20 .
- 6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period
- 7 State in detail why you need the extension Additional time is needed to gather information to file a complete and accurate return.

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	226,637
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	260,000
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ☒ *K. H. H. H.*Title ☒ Assistant TreasurerDate ☒ 7/29/14