Form **990-PF** Department of the Treasury Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.

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

OMB No 1545-0052 **2013** Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation
J.S. PLANK & D.M. DICARLO FAMILY FOUNDATION, INC.

A Employer identification number: 71-1040599

Number and street (or P O box number if mail is not delivered to street address): 100 INTERNATIONAL DR — Room/suite: 21100

B Telephone number: 410-454-6441

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 ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☒ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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) ▶$ 12,490,378.

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

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)
Revenue				
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	257,818.	257,818.		STATEMENT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	3,030,593.			
b Gross sales price for all assets on line 6a 5,740,461.				
7 Capital gain net income (from Part IV, line 2)		3,030,593.		
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				
12 **Total.** Add lines 1 through 11	3,288,411.	3,288,411.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees				
c Other professional fees STMT 2	34,308.	0.		0.
17 Interest				
18 Taxes STMT 3	37,722.	5,083.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 4	19,693.	19,466.		0.
24 **Total operating and administrative expenses.** Add lines 13 through 23	91,723.	24,549.		0.
25 Contributions, gifts, grants paid	1,529,883.			1,529,883.
26 **Total expenses and disbursements.** Add lines 24 and 25	1,621,606.	24,549.		1,529,883.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	1,666,805.			
b **Net investment income** (if negative, enter -0-)		3,263,862.		
c **Adjusted net income** (if negative, enter -0-)			N/A	

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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	210,279.	132,056.	132,056.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	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			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶ 900,000.			
	Less accumulated depreciation ▶		900,000.	900,000.
	12 Investments - mortgage loans			
	13 Investments - other STMT 5	9,508,765.	10,332,570.	11,453,033.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 6)	1,247.	5,289.	5,289.
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	9,720,291.	11,369,915.	12,490,378.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 7)	46,523.	29,342.	
	23 **Total liabilities** (add lines 17 through 22)	46,523.	29,342.	
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			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	9,673,768.	11,340,573.	
	30 **Total net assets or fund balances**	9,673,768.	11,340,573.	
	31 **Total liabilities and net assets/fund balances**	9,720,291.	11,369,915.	

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	9,673,768.
2	Enter amount from Part I, line 27a	2	1,666,805.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	11,340,573.
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	11,340,573.

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	GOLDMAN SACHS #6702		VARIOUS	11/14/13
b	GOLDMAN SACHS #6702		VARIOUS	10/01/13
c	GOLDMAN SACHS #2486 (UA STOCK)	D	07/25/06	12/05/13
d	CAPITAL GAINS DIVIDENDS			
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	476,037.		486,074.	-10,037.
b	2,284,836.		2,223,794.	61,042.
c	2,960,376.			2,960,376.
d	19,212.			19,212.
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				-10,037.
b				61,042.
c				2,960,376.
d				19,212.
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 }	2	3,030,593.
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	1,362,471.	6,649,049.	.204912
2011	751,664.	4,785,173.	.157082
2010	542,735.	3,576,590.	.151746
2009	577,947.	3,671,095.	.157432
2008	508,768.	4,249,153.	.119734

2	**Total** of line 1, column (d)	2	.790906
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	.158181
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	9,169,700.
5	Multiply line 4 by line 3	5	1,450,472.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	32,639.
7	Add lines 5 and 6	7	1,483,111.
8	Enter qualifying distributions from Part XII, line 4	8	1,529,883.

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 ▶ [X] and enter 1% of Part I, line 27b			1	32,639.
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	32,639.
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	32,639.
6	Credits/Payments:				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	3,297.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	35,000.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	38,297.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	5,658.
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ 5,658. **Refunded** ▶			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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? *If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MD			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ VICKIE L. HILDITCH Telephone no. ▶ 443-478-1200

Located at ▶ 100 INTERNATIONAL DR, STE 21100, BALTIMORE, MD ZIP+4 ▶ 21202

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

			Yes	No
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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies. Yes No

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

			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)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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 ▶ ____, ____, ____, ____

			Yes	No
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		

c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here.

▶ ____, ____, ____, ____

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

			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.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 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? N/A ☐ Yes ☐ No

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

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

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

If "Yes" to 6b, file Form 8870.

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b |

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

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

(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
J. SCOTT PLANK 100 INTERNATIONAL DR, STE 21100 BALTIMORE, MD 21202	PRESIDENT/TREAS 0.00	0.	0.	0.
DANA M. DICARLO 100 INTERNATIONAL DR, STE 21100 BALTIMORE, MD 21202	VICE PRESIDENT 0.00	0.	0.	0.
MORRIS L. GARTEN 36 S CHARLES ST, SUITE 2300 BALTIMORE, MD 21201	SECRETARY 0.00	0.	0.	0.
DAVID A. GOLDNER 36 S. CHARLES STREET, 18TH FL. BALTIMORE, MD 21201	TREASURER 0.00	0.	0.	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
NONE				

Total number of other employees paid over $50,000 ▶ 0

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

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 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	9,229,513.
b	Average of monthly cash balances	1b	79,827.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	9,309,340.
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	9,309,340.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	139,640.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,169,700.
6	**Minimum investment return.** Enter 5% of line 5	6	458,485.

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	458,485.
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 32,639.		
b	Income tax for 2013. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	32,639.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	425,846.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	425,846.
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	425,846.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,529,883.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,529,883.
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	32,639.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,497,244.

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				425,846.
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 299,578.				
b From 2009 397,330.				
c From 2010 366,773.				
d From 2011 550,375.				
e From 2012 1,162,971.				
f **Total** of lines 3a through e	2,777,027.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 1,529,883.				
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				425,846.
e Remaining amount distributed out of corpus	1,104,037.			
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	3,881,064.			
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	299,578.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	3,581,486.			
10 Analysis of line 9:				
a Excess from 2009 397,330.				
b Excess from 2010 366,773.				
c Excess from 2011 550,375.				
d Excess from 2012 1,162,971.				
e Excess from 2013 1,104,037.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see instructions.)

1 **Information Regarding Foundation Managers:**

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

SEE STATEMENT 8

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT # 8		PUBLIC	UNRESTRICTED	1,529,883.
Total			▶ 3a	1,529,883.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	257,818.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	3,030,593.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		3,288,411.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) ..... 13 3,288,411.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	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.

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

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

Signature of officer or trustee: [signature] Date: 11/5/14 Title: PRESIDENT/TREAS

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
DAVID A. GOLDNER	DAVID A. GOLDNER	11/04/14		P00519225

Firm's name ▶ GROSS, MENDELSOHN & ASSOCIATES, P.A. Firm's EIN ▶ 52-0982413

Firm's address ▶ 36 SOUTH CHARLES ST., 18TH FLOOR BALTIMORE, MD 21201 Phone no. 410-685-5512

323622
10-10-13

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

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at *www.irs.gov/form990.*

OMB No 1545-0047

2013

Name of the organization
J.S. PLANK & D.M. DICARLO FAMILY FOUNDATION, INC.

Employer identification number
71-1040599

Organization type (check one):

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

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

General Rule

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II.

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

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

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

Name of organization: J.S. PLANK & D.M. DICARLO FAMILY FOUNDATION, INC.

Employer identification number: 71-1040599

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	J. SCOTT PLANK & DANA DICARLO 100 INTERNATIONAL DR, STE 21100 BALTIMORE, MD 21202	$ 2,986,483.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Name of organization	Employer identification number
J.S.. PLANK & D.M. DICARLO FAMILY FOUNDATION, INC.	71-1040599

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	36,617 SHARES OF UNDER ARMOUR CLASS A STOCK	$ 2,986,483.	11/27/13

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization: J.S. PLANK & D.M. DICARLO FAMILY FOUNDATION, INC.

Employer identification number: 71-1040599

Part III *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of $1,000 or less for the year. (Enter this information once) ▶ $ ______

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

FORM 990-PF | DIVIDENDS AND INTEREST FROM SECURITIES | STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
GOLDMAN SACHS #2486	2.	0.	2.	2.	
GOLDMAN SACHS #4995	23.	0.	23.	23.	
GOLDMAN SACHS #6702	276,788.	19,212.	257,576.	257,576.	
IRS INTEREST	217.	0.	217.	217.	
TO PART I, LINE 4	277,030.	19,212.	257,818.	257,818.	

FORM 990-PF | OTHER PROFESSIONAL FEES | STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES	34,308.	0.		0.
TO FORM 990-PF, PG 1, LN 16C	34,308.	0.		0.

FORM 990-PF | TAXES | STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAX	32,639.	0.		0.
FOREIGN TAXES PAID	5,083.	5,083.		0.
TO FORM 990-PF, PG 1, LN 18	37,722.	5,083.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SANIBEL EXPENSES (NET)	1,617.	1,617.		0.
BREATHE BOOKS, LLC DEDUCTION	17,849.	17,849.		0.
FILING FEES	227.	0.		0.
TO FORM 990-PF, PG 1, LN 23	19,693.	19,466.		0.

FORM 990-PF OTHER INVESTMENTS STATEMENT 5

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
GOLDMAN SACHS	COST	10,300,419.	11,420,882.
BREATHE BOOKS, LLC	COST	32,151.	32,151.
TOTAL TO FORM 990-PF, PART II, LINE 13		10,332,570.	11,453,033.

FORM 990-PF OTHER ASSETS STATEMENT 6

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
INTEREST AND DIVIDENDS RECEIVABLE	1,247.	5,289.	5,289.
TO FORM 990-PF, PART II, LINE 15	1,247.	5,289.	5,289.

FORM 990-PF OTHER LIABILITIES STATEMENT 7

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
FEDERAL INCOME TAXES PAYABLE	46,523.	29,342.
TOTAL TO FORM 990-PF, PART II, LINE 22	46,523.	29,342.

FORM 990-PF PART XV - LINE 1A STATEMENT 8

LIST OF FOUNDATION MANAGERS

NAME OF MANAGER

J. SCOTT PLANK
DANA M. DICARLO

	NAMES OF SUPPORTED ORGANIZATIONS	ADDRESS	FOUNDATION STATUS OF RECEIPT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
1	AMERICAN COMMUNITIES TRUST	1040 HULL STREET STE 200 BALTIMORE, MD 21230	PUBLIC	UNRESTRICTED	460,939
2	AMERICAN VISIONARY ARTS MUSEUM	800 KEY HIGHWAY BALTIMORE, MD 21230	PUBLIC	UNRESTRICTED	1,000
3	AVON PRODUCTS FOUNDATION, INC	1 AVON PLAZA RYE, NY 10580	PUBLIC	UNRESTRICTED	250
4	BALTIMORE COMMUNITY FUND	2 EAST READ STREET 9TH FLOOR BALTIMORE, MD 21202	PUBLIC	UNRESTRICTED	2,500
5	BALTIMORE MUSEUM OF INDUSTRY	1415 KEY HIGHWAY BALTIMORE, MD 21230	PUBLIC	UNRESTRICTED	500
6	BALTIMORE POLICE DEPARTMENT	242 W 29TH STREET BALTIMORE, MD 21211	PUBLIC	UNRESTRICTED	87,122
7	BALTIMORE SCHOOL FOR THE ARTS	712 CATHEDRAL STREET BALTIMORE, MD 21201	PUBLIC	UNRESTRICTED	771
8	BALTIMORE YOUTH INITIATIVE - EQUITY MATTERS	4701 YELLOWWOOD AVE BALTIMORE, MD 21209	PUBLIC	UNRESTRICTED	5,000
9	BUILDING STEPS FOUNDATION	P O BOX 1393 BROOKLANDVILLE, MD 21022	PUBLIC	UNRESTRICTED	50,000
10	CALVERT SCHOOL	105 TUSCANY RD BALTIMORE, MD 21210	PUBLIC	UNRESTRICTED	1,890
11	CHILDREN'S CHORUS OF MARYLAND	100 E PENNSYLVANIA AVE TOWSON, MD 21286	PUBLIC	UNRESTRICTED	201,525
12	DING DARLING WILDLIFE SOCIETY	1 WILDLIFE DR, P O BOX 565 SANIBEL ISLAND, FL 33957	PUBLIC	UNRESTRICTED	1,500
13	DOWNTOWN SAILING CENTER	1425 KEY HIGHWAY, SUITE 110 BALTIMORE, MD 21230	PUBLIC	UNRESTRICTED	5,000
14	EAGLES MERE ATHLETIC ASSOCIATION	P O BOX 308 EAGLES MERE, PA 17731	PUBLIC	UNRESTRICTED	9,500
15	EAGLES MERE COLUNTEER AMBULANCE ASSOCIATION	49 FERN LANE EAGLES MERE, PA 17731	PUBLIC	UNRESTRICTED	500
16	EAGLES MERE CONSERVANCY	P O BOX 64 EAGLES MERE, PA 17731	PUBLIC	UNRESTRICTED	1,000
17	EAGLES MERE FOUNDATION, INC	P O BOX 402 EAGLES MERE, PA 17731	PUBLIC	UNRESTRICTED	1,000
18	EAGLES MERE FRIENDS OF THE ARTS	P O BOX 24, EAGLES MERE, PA 17731	PUBLIC	UNRESTRICTED	1,000
19	EAGLES MERE LAPORTE LIONS CLUB	P O BOX 261 LAPORTE, PA 18626	PUBLIC	UNRESTRICTED	200
20	EAGLES MERE MUSEUM & HISTORICAL COMMISSION	P O BOX 440 EAGLES MERE, PA 17731	PUBLIC	UNRESTRICTED	1,000
21	EVERY MAN THEARTRE	1727 N CHARLES ST BALTIMORE, MD 21201	PUBLIC	UNRESTRICTED	5,000
22	FIGHT FOR CHILDREN	1726 M STREET NW STE 202 WASHINGTON, DC 20036	PUBLIC	UNRESTRICTED	100,000
23	FITNESS 4 CHARITY	22647 VENTURA BLVD # 262 WOODLAND HILLS, CA 91364	PUBLIC	UNRESTRICTED	6,778
24	FRANCIS SCOTT KEY MIDDLE SCHOOL	910 SCHINDLER DRIVE SILVER SPRING, MD 20903	PUBLIC	UNRESTRICTED	2,850
25	GRASSROOT SOCCER	P O BOX 712 NORWICH, VT 05055	PUBLIC	UNRESTRICTED	500
26	HAMPDEN FAMILY CENTER	1104 W 36TH STREET BALTIMORE, MD 21211	PUBLIC	UNRESTRICTED	1,000
27	HOUSE OF RUTH BALTIMORE, INC	2201 ARGONNE DRIVE BALTIMORE, MD 21218	PUBLIC	UNRESTRICTED	3,720
28	IRVINE NATURE CENTER	11201 GARRISON FOREST ROAD OWINGS MILLS, MD 21117	PUBLIC	UNRESTRICTED	1,600
29	JOHNS HOPKINS HOSPITAL	733 N BROADWAY STE G45 BALTIMORE, MD 21205	PUBLIC	UNRESTRICTED	2,500
30	KENNEDY KRIEGER	707 N BROADWAY BALTIMORE, MD 21205	PUBLIC	UNRESTRICTED	2,600
31	LATROBE PARK	1599 LATROBE PARK TER BALTIMORE, MD 21230	PUBLIC	UNRESTRICTED	10,500
32	LIVING CLASSROOM FOUNDATION	802 S CAROLINE ST BALTIMORE, MD 21231	PUBLIC	UNRESTRICTED	10,000
33	MARYLAND LACROSSE CLUB INC	201 ABBEY HILL CT LUTHERVILLE, MD 21093	PUBLIC	UNRESTRICTED	1,000
34	MARYLAND THERAPUTIC RIDING	1141 SUNRISE BEACH RD COWNSVILLE, MD 21032	PUBLIC	UNRESTRICTED	518
35	MOVEABLE FEAST	901 N MILTON AVE BALTIMORE, MD 21205	PUBLIC	UNRESTRICTED	1,339
36	NATIONAL AQUIRIUM IN BALTIMORE	501 E PRATT ST BALTIMORE, MD 21202	PUBLIC	UNRESTRICTED	75,436
37	OPEN SOCIETY INSTITUTE	201 NORTH CHARLES STREET BALTIMORE, MD 21201	PUBLIC	UNRESTRICTED	10,000
38	PARKS & PEOPLE FOUNDATION	800 WYMAN PARK DRIVE BALTIMORE, MD 21211	PUBLIC	UNRESTRICTED	10,000
39	PLANETARY SCIENCE INSTITUTE	1700 EAST FORT LOWELL, SUITE 106 TUCSON, AZ 85719	PUBLIC	UNRESTRICTED	1,000
40	PORT DISCOVERY	35 MARKET PLACE BALTIMORE, MD 21202	PUBLIC	UNRESTRICTED	61,000
41	ROLAND PARK BASEBALL LEAGUE	4612 ROLAND AVENUE BALTIMORE, MD 21210	PUBLIC	UNRESTRICTED	1,000
42	SANIBEL SEA SCHOOL	P O BOX 1229 SANIBEL, FL 33957	PUBLIC	UNRESTRICTED	47,328
43	SEED SCHOOL OF MARYLAND	200 FONT HILL AVE BALTIMORE, MD 21223	PUBLIC	UNRESTRICTED	2,000
44	SMITH COLLEGE	7 COLLEG LN NORTHAMPTON, MA 01063	PUBLIC	UNRESTRICTED	500
45	SQUASHWISE	3600 CLIPPER MILL RD STE 107 BALTIMORE, MD 21211	PUBLIC	UNRESTRICTED	2,000
46	STRATFORD GREEN, INC	4200 ST PAUL STREET, SUITE 100 BALTIMORE, MD 21218	PUBLIC	UNRESTRICTED	2,500
47	STUDENT ENVIRONMENTAL DEVELOPMENT PROGRAM	1650 ARCH STREET PHILADELPHIA, PA 19103	PUBLIC	UNRESTRICTED	10,000
48	SWIM ACROSS AMERICA	ONE INTERNATIONAL PLACE BOSTON, MA 02110	PUBLIC	UNRESTRICTED	10,000
49	THE GIVECORPS FOUNDATION INC	218 N CHARLES ST SUITE 400 BALTIMORE, MD 21201	PUBLIC	UNRESTRICTED	500
50	THE WALDORF SCHOOL	4801 TAMARIND RD BALTIMORE, MD 21209	PUBLIC	UNRESTRICTED	299,767
51	UNIVERSITY OF MARYLAND BALTIMORE FOUNDATION, INC	620 WEST LEXINGTON STREET BALTIMORE, MD 21201	PUBLIC	UNRESTRICTED	3,750
52	UPTOWN TENDERLOIN INC	126 HYDE ST SAN FRANCISCO, CA 94102	PUBLIC	UNRESTRICTED	5,000
53	WE ARE FAMILY	1525 NEWTON ST NW WASHINGTON, DC 20010	PUBLIC	UNRESTRICTED	1,000
54	WYPR	2216 N CHARLES ST BALTIMORE, MD 21218	PUBLIC	UNRESTRICTED	5,000
	TOTAL				1,529,883

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

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. J.S. PLANK & D.M. DICARLO FAMILY FOUNDATION, INC.	Employer identification number (EIN) or 71-1040599
	Number, street, and room or suite no. If a P.O. box, see instructions. 100 INTERNATIONAL DR, NO. 21100	Social security number (SSN)
	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 ▶ VICKIE L. HILDITCH

  Telephone No ▶ 443-478-1200 Fax No. ▶ 443-478-1219

- 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, 2014.

5 For calendar year 2013 , or other tax year beginning ________________, and ending ________________

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

TAXPAYER RESPECTFULLY REQUESTS ADDITIONAL TIME TO GATHER INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE TAX 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	$ 35,000.
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 and any amount paid previously with Form 8868	8b	$ 35,000.
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 ▶ Title ▶ Date ▶

323842
12-31-13