



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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. By law, the IRS cannot redact the information on the form.

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 04-01-2013 , and ending 03-31-2014

Name of foundation LEGG MASON CHARITABLE FOUNDATION INC		A Employer identification number 31-1738146	
Number and street (or P O box number if mail is not delivered to street address) 100 INTERNATIONAL DRIVE		B Telephone number (see instructions) (410) 539-0000	
City or town, state 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) ☒ \$ 5,849,887		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	0			
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	1,636	1,636		
	4 Dividends and interest from securities.				
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a _____				
	7 Capital gain net income (from Part IV , line 2)		0		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	1,636	1,636		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	4,747	4,747		0
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	4,747	4,747		0
	25 Contributions, gifts, grants paid	1,363,788			1,457,679
	26 Total expenses and disbursements. Add lines 24 and 25	1,368,535	4,747		1,457,679
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-1,366,899			
	b Net investment income (if negative, enter -0-)		0		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	3,193,031	5,849,887	5,849,887
	2	Savings and temporary cash investments	4,117,351		
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule).			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)	293	0	0	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	7,310,675	5,849,887	5,849,887	
Liabilities	17	Accounts payable and accrued expenses	14,998	63,323	
	18	Grants payable	379,745	237,531	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	394,743	300,854	
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	6,915,932	5,549,033	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions)	6,915,932	5,549,033	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	7,310,675	5,849,887		

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	6,915,932
2	Enter amount from Part I, line 27a	2	-1,366,899
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	5,549,033
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	5,549,033

Part IV

Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)	
1a					
(e) Gross sales price		(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale		(h) Gain or (loss) (e) plus (f) minus (g)
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a					
b					
c					
d					
e					
2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }				2
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }				3

Part V

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))		
2012	1,280,503	7,737,119	0 165501		
2011	1,419,246	7,810,475	0 181711		
2010	1,545,409	8,784,372	0 175927		
2009	1,420,432	10,265,829	0 138365		
2008	1,511,057	10,869,790	0 139014		
2 Total of line 1, column (d).				2	0 800518
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years				3	0 160104
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.				4	6,483,574
5 Multiply line 4 by line 3.				5	1,038,046
6 Enter 1% of net investment income (1% of Part I, line 27b).				6	0
7 Add lines 5 and 6.				7	1,038,046
8 Enter qualifying distributions from Part XII, line 4.				8	1,457,679

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 page 18 of the instructions)		
1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1		
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	0
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3 Add lines 1 and 2.	3	0
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	0
6 Credits/Payments		
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	422
b Exempt foreign organizations—tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c	
d Backup withholding erroneously withheld	6d	
7 Total credits and payments. Add lines 6a through 6d.	7	422
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	422
11 Enter the amount of line 10 to be Credited to 2014 estimated tax 422 Refunded	11	0

Part VII-A Statements Regarding Activities

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	Yes	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>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.</i>	1b		No
c Did the foundation file Form 1120-POL for this year?.	1c		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ 0 (2) On foundation managers ☐ \$ 0			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2		No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5		No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ MD			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>	8b	Yes	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶CHANEL MASON Telephone no ▶(410) 539-0000 Located at ▶100 INTERNATIONAL DRIVE BALTIMORE MD ZIP +4 ▶212021476			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 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	Yes	No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. ☐ Yes ☒ No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?.	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 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 ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a

During the year did the foundation pay or incur any amount to

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

Yes

No

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

Yes

No

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

Yes

No

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

Yes

No

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

Yes

No

b

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

5b

Organizations relying on a current notice regarding disaster assistance check here.

c

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

Yes

No

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

6a

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

Yes

No

b

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

6b

No

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

7a

At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

Yes

No

b

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

7b

Part VIII

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

1

List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				

2

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

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

Total

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

0

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

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

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions	
3	
Total. Add lines 1 through 3	0

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	0
b	Average of monthly cash balances.	1b	6,582,309
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	6,582,309
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	6,582,309
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	98,735
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,483,574
6	Minimum investment return. Enter 5% of line 5.	6	324,179

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	324,179
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	0
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	324,179
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	324,179
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	324,179

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	1,457,679
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	1,457,679
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,457,679
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				324,179
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.	971,209			
b From 2009.	907,359			
c From 2010.	1,106,346			
d From 2011.	1,028,722			
e From 2012.	893,647			
f Total of lines 3a through e.	4,907,283			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 1,457,679				
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.				324,179
e Remaining amount distributed out of corpus	1,133,500			
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	6,040,783			
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 instructions			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) (see instructions).	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . . .	971,209			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	5,069,574			
10 Analysis of line 9				
a Excess from 2009. . . .	907,359			
b Excess from 2010. . . .	1,106,346			
c Excess from 2011. . . .	1,028,722			
d Excess from 2012. . . .	893,647			
e Excess from 2013. . . .	1,133,500			

Part XIVPrivate Operating Foundations (see instructions and Part VII-A, question 9)

1a

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

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Part XVSupplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1

Information Regarding Foundation Managers:

a

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

b

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

2

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

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

a

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

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

b

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

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

c

Any submission deadlines

NONE

d

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

NONE

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	1,457,677
b Approved for future payment SAINT IGNATIUS LOYOLA ACADEMY 740 N CALVERT STREET BALTIMORE, MD 21202	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	250,000
Total			3b	250,000

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

Part XVII

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

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.

2

Other assets.

b

Other transactions

1

Sales of assets to a noncharitable exempt organization.

2

Purchases of assets from a noncharitable exempt organization.

3

Rental of facilities, equipment, or other assets.

4

Reimbursement arrangements.

5

Loans or loan guarantees.

6

Performance of services or membership or fundraising solicitations.

c

Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

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.

Yes

No

1a(1)

No

1a(2)

No

1b(1)

No

1b(2)

No

1b(3)

No

1b(4)

No

1b(5)

No

1b(6)

No

1c

No

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

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

1

If "Yes," complete the following schedule

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

Sign Here

2014-08-06

Signature of officer or trustee

Date

Title

May the IRS discuss this return with the preparer shown below (see instr.)?

Yes

No

Paid Preparer Use Only

Print/Type preparer's name

LORI S BURGHAUSER

Preparer's Signature

Date

2014-08-06

Check if self-employed

PTIN

P00370694

Firm's name

SC&H TAX & ADVISORY SERVICES LLC

Firm's EIN

20-5991824

Firm's address

910 RIDGEBROOK ROAD SPARKS, MD 21152

Phone no

(410) 403-1500

Form 990-PF (2013)

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JOSEPH A SULLIVAN	PRESIDENT 1 00	0	0	0
100 INTERNATIONAL DRIVE BALTIMORE,MD 21202				
PETER H NACHTWEY	VP & TREASURER 1 00	0	0	0
100 INTERNATIONAL DRIVE BALTIMORE,MD 21202				
AUBURN BELL	VICE PRESIDENT 1 00	0	0	0
100 INTERNATIONAL DRIVE BALTIMORE,MD 21202				
GREGG D GORMAN	VICE PRESIDENT 1 00	0	0	0
100 INTERNATIONAL DRIVE BALTIMORE,MD 21202				
MICHAEL P MCALLISTER	VICE PRESIDENT 1 00	0	0	0
100 INTERNATIONAL DRIVE BALTIMORE,MD 21202				
KELLY SPILMAN	VICE PRESIDENT 1 00	0	0	0
100 INTERNATIONAL DRIVE BALTIMORE,MD 21202				
THOMAS C MERCHANT	SECRETARY 1 00	0	0	0
100 INTERNATIONAL DRIVE BALTIMORE,MD 21202				
ELISABETH F CRAIG	ASST SECRETARY 1 00	0	0	0
100 INTERNATIONAL DRIVE BALTIMORE,MD 21202				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ALI FORNEY CENTER 224 WEST 35TH STREET NEWYORK,NY 10001	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	500
AMERICAN DIABETES ASSOCIATION 1701 N BEAUREGARD STREET ALEXANDRIA,VA 22311	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	2,500
AMERICAN HEART ASSOCIATION INC 7272 GREENVILLE AVENUE DALLAS,TX 75231	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	10,000
AMERICAN NATIONAL RED CROSS 2025 E STREET WASHINGTON,DC 20006	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	5,000
AMERICARES 88 HAMILTON AVENUE STAMFORD,CT 06902	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	165
AMERICARES FREE CLINIC INC 88 HAMILTON AVENUE STAMFORD,CT 06902	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	10,000
ARCHDIOCESE OF BALTIMORE CHANCERY 320 CATHEDRAL STREET SUITE 208 BALTIMORE,MD 21201	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	50,000
ASSOCIATED CATHOLIC CHARITIES INC 320 CATHEDRAL STREET BALTIMORE,MD 21201	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	1,000
ASSOCIATION OF BALTIMORE AREA GRANTMAKERS INC 2 EAST READ STREET 2ND FLOOR BALTIMORE,MD 21202	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	1,000
BALTIMORE CHILD ABUSE CENTER INC 2300 NORTH CHARLES STREET SUITE 401 BALTIMORE,MD 21218	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	2,000
BALTIMORE COMMUNITY FOUNDATION INC 2 EAST READ STREET 9TH FLOOR BALTIMORE,MD 21202	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	107,000
BALTIMORE CURRICULUM PROJECT INC 2707 E FAYETTE STREET BALTIMORE,MD 21224	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	37,000
BALTIMORE EDUCATIONAL SCHOLARSHIP TRUST INC 808 NORTH CHARLES STREET BALTIMORE,MD 21201	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	10,000
BALTIMORE EFFICIENCY AND ECONOMY FOUNDATION INC PO BOX 16281 BALTIMORE,MD 21210	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	5,000
BALTIMORE MUSEUM OF ART INC 10 ART MUSEUM DRIVE BALTIMORE,MD 21218	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	37,500
Total  3a				1,457,677

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
BALTIMORE SCHOOL FOR THE ARTS 712 CATHEDRAL ST BALTIMORE,MD 21201	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	10,000
BIG BROTHERS BIG SISTERS OF NEW YORK CITY INC 223 E 30TH ST NEW YORK,NY 10016	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	16,250
BIG BROTHERS BIG SISTERS OF THE GREATER CHESAPEAKE INC 3600 CLIPPER MILL ROAD SUITE 250 BALTIMORE,MD 21211	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	20,000
BLUE WATER BALTIMORE 3545 BELAIR ROAD BALTIMORE,MD 21213	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	1,000
BOOKS FOR KIDS FOUNDATION 240 WEST 37TH STREET SUITE 309 NEW YORK,NY 10018	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	10,610
BOTTOM LINE INC 26 COURT STREET SUITE 1303 BROOKLYN,NY 11241	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	500
BOTTOM LINE INC 500 ARMORY STREET SUITE 2 JAMAICA PLAIN,MA 02130	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	500
BOYS HOPE GIRLS HOPE 3700 E NORTHERN PARKWAY 2ND FLOOR BALTIMORE,MD 21206	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	11,730
BRIDGEPORT HOSPITAL FOUNDATION 267 GRANT STREET BRIDGEPORT,CT 06610	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	1,000
BUILDON INC PO BOX 16741 STAMFORD,CT 06905	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	10,000
CAMP AMERKIDS 88 HAMILTON AVENUE STNAMFORD,CT 06902	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	500
CAROLINE CENTER INC 12061 SCHOOL STREET RIDGELY,MD 21660	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	1,000
CATHEDRAL HIGH SCHOOL 350 E 56TH STREET NEW YORK,NY 10022	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	1,000
CATHOLIC CHARITIES OF BALTIMORE 320 CATHEDRAL STREET BALTIMORE,MD 21201	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	20,000
CENTRAL SCHOLARSHIP BUREAU INC 6 PARK CENTER COURT SUITE 211 OWINGS MILLS,MD 21117	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	10,000
Total  3a				1,457,677

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
CHESAPEAKE BAY FOUNDATION INC 6 HERNDON AVENUE ANNAPOLIS,MD 21403	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	50,000
CHESAPEAKE CENTER FOR YOUTH DEVELOPMENT INC 301 EAST PATAPSCO AVE BALTIMORE,MD 21225	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	1,000
CHESAPEAKE SHAKESPEARE COMPANY 8510 HIGH RIDGE ROAD ELLCOTT CITY,MD 21043	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	2,500
CHILDCARE LEARNING CENTERS INC 64 PALMERS HILL RD STAMFORD,CT 06902	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	15,500
CHILDRENS SCHOLARSHIP FUND BALTIMORE 1000 ST PAUL STREET BALTIMORE,MD 21202	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	10,000
CHRISTOPHER NEWPORT UNIVERSITY EDUCATIONAL FOUNDATION INC 1 UNIVERSITY PL NEWPORT,VA 23606	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	500
CITY PARKS FOUNDATION 830 FIFTH AVENUE NEWYORK,NY 10065	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	2,000
COLLEGEBOUND FOUNDATION INC 300 WATER STREET SUITE 300 BALTIMORE,MD 21202	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	15,000
COMMUNITY COLLEGE OF BALTIMORE COUNTY FOUNDATION INC 7200 SOLLERS POINT ROAD BALTIMORE,MD 21222	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	2,500
COOL KIDS CAMPAIGN FOUNDATION INC 8422 BELLONA LANE SUITE 102 TOWSON,MD 21204	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	5,000
DRESS FOR SUCCESS 528 22ND STREET BALTIMORE,MD 21218	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	1,000
ENOCH PRATT FREE LIBRARY OF BALTIMORE CITY 400 CATHEDRAL STREET BALTIMORE,MD 21201	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	10,000
FAMILY CENTERS INC PO BOX 7550 GREENWICH,CT 06836	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	11,000
FAMILY TREE INC 2109 N CHARLES ST BALTIMORE,MD 21218	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	1,000
FRANCISCAN CENTER INC 101 W 23RD STREET BALTIMORE,MD 21218	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	6,000
Total  3a				1,457,677

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
FREESTATE LEGAL PROJECT INC 1111 NORTH CHARLES STREET BALTIMORE,MD 21201	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	500
FRIENDSHIP OUTREACH CENTER 7109 HARFORD ROAD PARKVILLE,MD 21234	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	500
FUND FOR EDUCATIONAL EXCELLENCE 800 NORTH CHARLES STREET BALTIMORE,MD 21201	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	20,000
FUND FOR THE CITY OF NEW YORK INC 121 SIXTH AVENUE 6TH FLOOR NEW YORK,NY 10013	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	1,500
GB CHARITIES INC PO BOX 4594 BALTIMORE,MD 21094	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	7,500
GBC LEADERSHIP 111 SOUTH CALVERT STREET BALTIMORE,MD 21202	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	2,000
GIRL SCOUTS OF CONNECTICUT INC 340 WASHINGTON ST HARTFORD,CT 06106	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	500
GOLDHEART GOLDEN RETRIEVERS RESCUE INC PO BOX 522 OWINGS MILLS,MD 21117	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	2,000
HIPPODROME FOUNDATION INC 416 WEST BALTIMORE STREET BALTIMORE,MD 21201	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	5,000
INDEPENDENT COLLEGE FUND OF MARYLAND INC 3225 ELLERSLIE AVE SUITE C-160 BALTIMORE,MD 21218	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	10,000
JOHNS HOPKINS UNIVERSITY 3910 KESWICK ROAD N4327B BALTIMORE,MD 21211	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	6,000
JOHNS HOPKINS UNIVERSITY 100 N CHARLES STREET SUITE 316 BALTIMORE,MD 21201	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	15,000
JUNIOR ACHEIVEMENT OF CENTRAL MARYLAND 10711 RED RUN BLVD SUITE 110 OWINGS MILLS,MD 21117	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	10,000
KIDS CAMPAIGN INC 3800 HOOPER AVE BALTIMORE,MD 21211	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	1,000
LEARNING INC 1234 W 36TH STREET BALTIMORE,MD 21211	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	1,000
Total  3a				1,457,677

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
LIBERATION PROGRAMS INC 4 ELMCREST TERRACE NORWALK,CT 06850	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	1,000
LIVING CLASSROOMS FOUNDATION 802 SOUTH CAROLINE STREET BALTIMORE,MD 21231	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	20,000
LOYOLA UNIVERSITY MARYLAND INC 4501 N CHARLES STREET BALTIMORE,MD 21210	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	140,000
MARYLAND COUNCIL ON ECONOMIC EDUCATION TOWSON UNIVERSITY 8000 YORK ROAD TOWSON,MD 21252	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	5,000
MARYLAND FAMILY NETWORK 1001 EASTERN AVE 2ND FLOOR BALTIMORE,MD 21202	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	10,000
MARYLAND FOOD BANK INC 2200 HALETHORPE FARMS RD BALTIMORE,MD 21227	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	5,000
MARYLAND HISTORICAL SOCIETY 201 W MONUMENT ST BALTIMORE,MD 21201	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	7,000
MARYLAND SCHOOL FOR THE BLIND 3501 TAYLOR AVE BALTIMORE,MD 21236	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	1,000
MARYLAND SCIENCE CENTER 601 LIGHT STREET BALTIMORE,MD 21230	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	50,000
MARYLAND SPCA OF BALTIMORE CITY INC 3300 FALLS ROAD BALTIMORE,MD 21211	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	5,000
MERCY MEDICIAL CENTER 301 ST PAUL PLACE BALTIMORE,MD 21202	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	42,858
MILL RIVER COLLABORATIVE INC PO BOX 10152 STAMFORD,CT 06904	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	1,000
NATIONAL AUDUBON SOCIETY INC PATTERSON PARK AUDUBON CENTER 2901 EAST BALTIMORE STREET BOX 2 BALTIMORE,MD 21224	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	3,500
NATURE CONSERVANCY INC 4245 N FAIRFAX DR SUITE 100 ARLINGTON,VA 22203	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	2,500
NEW LEADERS 30 WEST 26TH STREET 2ND FLOOR NEW YORK,NY 10010	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	20,000
Total  3a				1,457,677

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
NEW PATHWAYS INC 110 WEST RD STE 430 TOWSON,MD 21204	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	2,500
OGDEN FOUNDATION 14 CORRAL DE TIERRA PLACE HENDERSON,NV 89052	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	15,000
OMEGA CARES OF NASSAU COUNTY INC 311 RANDALL AVENUE FREEPORT,NY 11520	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	1,000
OPERATION HOPE INC 707 WILSHIRE BLVD STE 3030 LOS ANGELES,CA 90017	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	500
PARKS AND PEOPLE FOUNDATION 800 WYMAN PARK DRIVE SUITE 010 BALTIMORE,MD 21211	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	1,000
PAUL'S PLACE INC 1118 WARD ST BALTIMORE,MD 21230	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	5,000
PECK PLACE SCHOOL TEACHER ORGANIZATION INC 500 PECK LN ORANGE,CT 06477	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	1,000
PUSHING PINK ELEPHANTS 2952 RAKING LEAF DR ABINGDON,MD 21009	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	1,000
ROAD RECOVERY FOUNDATION PO BOX 1680 RADIO CITY STATION NEW YORK,NY 10101	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	1,000
SAINT IGNATIUS LOYOLA ACADEMY 740 NORTH CALVERT ST BALTIMORE,MD 21202	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	30,000
SAMUEL READY SCHOLARSHIPS INC C/O PNC BANK 620 LIBERTY AVENUE PITTSBURG,PA 15222	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	10,500
SANDY HOOK PROMISE FOUNDATION PO BOX 3489 NEWTOWN,CT 06470	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	5,000
SAVE THE CHILDREN 54 WILTON ROAD WESTPORT,CT 06880	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	10,000
SIXTH BRANCH INC 2400 BOSTON ST STE 102 BALTIMORE,MD 21224	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	1,500
SOUTH BALTIMORE LEARNING CORP INC 28 OSTEND STREET BALTIMORE,MD 21230	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	1,000
Total  3a				1,457,677

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ST IGNATIUS LOYOLA ACADEMY 740 N CALVERT STREET BALTIMORE,MD 21202	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	65
ST IGNATIUS LOYOLA ACADEMY 300 EAST GITTINGS STREET BALTIMORE,MD 21230	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	50,000
STAMFORD PUBLIC EDUCATION FOUNDATION INC 733 SUMMER STREET SUITE 203 STAMFORD,CT 06901	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	500
STAR-SPANGLED 200 INC 401 EAST PRATT ST BALTIMORE,MD 21202	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	45,000
STOCKS IN THE FUTURE FOUNDATION 2403 STILL FOREST ROAD BALTIMORE,MD 21208	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	10,000
SUNSHINE FOUNDATION 1041 MILL CREEK DRIVE FEASTERVILLE,PA 19053	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	1,000
TEACH FOR AMERICA 315 WEST 36TH STREET 7TH FLOOR NEW YORK,NY 10018	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	50,000
THE JOHNS HOPKINS HOSPITAL 3910 KESWICK ROAD SOUTH BUILDING 4TH FLOOR BALTIMORE,MD 21211	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	5,000
THE WOMEN'S LAW CENTER OF MARYLAND INC 305 W CHESAPEAKE AVE STE 201 TOWSON,MD 21204	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	1,000
THOMAS DELITTO & SONS SCHOLARSHIP FUND 38 EDINBURG LN TRUBULL,CT 06611	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	500
TOWSON UNIVERSITY FOUNDATION INC 7720 YORK ROAD TOWSON,MD 21204	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	2,500
TRIANGLE COMMUNITY CENTER INC 618 WEST AVE NORWALK,CT 06850	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	500
UNITED WAY OF CENTRAL MARYLAND 100 SOUTH CHARLES STREET BALTIMORE,MD 21201	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	255,499
VERITANS CLUB 625 LAFAYETTE AVE HAWTHORNE,NJ 07506	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	1,000
VOLUNTEER CENTER OF BERGEN COUNTY INC 64 PASSAIC STREET HACKENSACK,NJ 07601	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	1,000
Total  3a				1,457,677

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
WALTERS ART MUSEUM FOUNDATION INC 600 NORTH CHARLES ST BALTIMORE,MD 21201	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	5,000
WATERFRONT PARTNERSHIP OF BALTIMORE INC 650 S EXETER ST STE 200 BALTIMORE,MD 21202	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	10,000
WEST-RHODE ROVERKEEPER INC 4800 ATWELL ROAD UNIT 6 SHADY SIDE,MD 20764	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	1,000
YMCA OF CENTRAL MARYLAND INC 303 W CHESAPEAKE AVE BALTIMORE,MD 21204	N/A	PC	GENERAL PURPOSE GRANTS/CONTRIBUTIONS	10,000
Total ▶ 3a				1,457,677

TY 2013 General Explanation Attachment**Name:** LEGG MASON CHARITABLE FOUNDATION INC**EIN:** 31-1738146

Identifier	Return Reference	Explanation
	FORM 990-PF, PART 1, LINES 13- 23	LEGG MASON, INC PAYS ALL OF THE OPERATING EXPENSES OF THE FOUNDATION THE OPERATING EXPENSES INCLUDE ALL EXPENSES ATTRIBUTABLE TO ITS OPERATIONS INCLUDING LEGAL FEES, PROFESSIONAL SERVICES AND PAYROLL THE PAYMENT OF THESE EXPENSES HAS NOT BEEN REFLECTED IN THE RETURN

TY 2013 Other Assets Schedule

Name: LEGG MASON CHARITABLE FOUNDATION INC

EIN: 31-1738146

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ACCRUED INTEREST	293	0	0

TY 2013 Other Expenses Schedule

Name: LEGG MASON CHARITABLE FOUNDATION INC

EIN: 31-1738146

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK FEES	4,747	4,747		0