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EXTENDED TO NOVEMBER 15, 2016

## Return of Private Foundation

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

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Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

OMB No 1545-0052

2015

Open to Public Inspection

Form 990-PF

Department of the Treasury  
Internal Revenue Service

For calendar year 2015 or tax year beginning

, and ending

Name of foundation <b>THE KAPILOFF FOUNDATION, INC.</b>		A Employer identification number <b>52-1353142</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>5307 NORTH CHARLES STREET</b>	Room/suite	B Telephone number <b>443-438-4700</b>
City or town, state or province, country, and ZIP or foreign postal code <b>BALTIMORE, MD 21210</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input checked="" type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ <b>1,283,150.</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		0.		N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		56,249.	56,249.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		568.			
b Gross sales price for all assets on line 6a		390,496.			
7 Capital gain net income (from Part IV, line 2)			568.		
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		56,817.	56,817.		
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		2,255.	0.		0.
c Other professional fees					
17 Interest					
18 Taxes					
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses					
24 Total operating and administrative expenses. Add lines 13 through 23		2,255.	0.		0.
25 Contributions, gifts, grants paid		59,550.			59,550.
26 Total expenses and disbursements. Add lines 24 and 25		61,805.	0.		59,550.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-4,988.			
b Net investment income (if negative, enter -0-)			56,817.		
c Adjusted net income (if negative, enter -0-)				N/A	

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LHA For Paperwork Reduction Act Notice, see instructions.

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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
<b>Assets</b>	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		189,129.	106,025.	106,025.
	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>STMT 3</b>		142,057.	79,981.	79,524.
	b	Investments - corporate stock <b>STMT 4</b>		171,371.	278,064.	369,216.
	c	Investments - corporate bonds <b>STMT 5</b>		48,807.	48,807.	51,180.
<b>Liabilities</b>	11	Investments - land, buildings, and equipment basis ▶				
		Less accumulated depreciation ▶				
	12	Investments - mortgage loans <b>STMT 6</b>		88,799.	71,875.	64,400.
	13	Investments - other <b>STMT 7</b>		614,350.	666,134.	612,805.
	14	Land, buildings, and equipment: basis ▶				
		Less accumulated depreciation ▶				
	15	Other assets (describe ▶ <b>STATEMENT 8</b> )		3,643.	2,282.	0.
	16	<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I)		1,258,156.	1,253,168.	1,283,150.
	17	Accounts payable and accrued expenses				
	18	Grants payable				
<b>Net Assets or Fund Balances</b>	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
<b>Net Assets or Fund Balances</b>	23	<b>Total liabilities</b> (add lines 17 through 22)		0.	0.	
		Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>				
		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 ▶ <input checked="" type="checkbox"/>				
		and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds		644,103.	644,103.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund		0.	0.	
<b>Net Assets or Fund Balances</b>	29	Retained earnings, accumulated income, endowment, or other funds		614,053.	609,065.	
	30	<b>Total net assets or fund balances</b>		1,258,156.	1,253,168.	
	31	<b>Total liabilities and net assets/fund balances</b>		1,258,156.	1,253,168.	

**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	1,258,156.
2	Enter amount from Part I, line 27a	2	-4,988.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	1,253,168.
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	1,253,168.

**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 SEE ATTACHED MORGAN STANLEY A/C 107514 687	P		
b SEE ATTACHED MORGAN STANLEY A/C 107514 687	P		
c SEE ATTACHED MORGAN STANLEY A/C 107514 687	P		
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 227,508.		224,920.	2,588.
b 67,942.		71,827.	-3,885.
c 91,291.		93,181.	-1,890.
d 3,755.			3,755.
e			

(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			2,588.
b			-3,885.
c			-1,890.
d			3,755.
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	568.
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))
2014	85,427.	1,265,675.	.067495
2013	72,763.	1,283,813.	.056677
2012	52,229.	837,408.	.062370
2011	42,637.	692,498.	.061570
2010	57,899.	630,131.	.091884

2 Total of line 1, column (d)	2	.339996
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	.067999
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	1,295,842.
5 Multiply line 4 by line 3	5	88,116.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	568.
7 Add lines 5 and 6	7	88,684.
8 Enter qualifying distributions from Part XII, line 4	8	59,550.

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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b		1	1,136.
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	1,136.
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	1,136.
6 Credits/Payments:			
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a	992.	
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	992.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	144.	
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2016 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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	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 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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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? Website address ► NONE	13	X
14 The books are in care of ► LYNN KAPILOFF Telephone no. ► 443-438-4700 Located at ► 5307 NORTH CHARLES ST, BALTIMORE, MD ZIP+4 ► 21210		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A
16 At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►	16	X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	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 2015?		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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2015 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 2015.)	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 2015?		4b X

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**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 4945(d)(4)(A)? (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)?

N/A

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?

If "Yes" to 6b, file Form 8870

6b

X

**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
LYNN KAPILOFF	PRESIDENT			
5307 NORTH CHARLES STREET				
BALTIMORE, MD 21210	1.00	0.	0.	0.
BEATRICE HIRSH	DIRECTOR			
5307 NORTH CHARLES STREET				
BALTIMORE, MD 21210	0.50	0.	0.	0.
THEODORE HIRSH	DIRECTOR			
5307 NORTH CHARLES STREET				
BALTIMORE, MD 21210	0.50	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

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

C

0.



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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	1,092,115.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	134,616.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	88,845.
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	1,315,576.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	1,315,576.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	19,734.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	1,295,842.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	64,792.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	64,792.
<b>2a</b>	Tax on investment income for 2015 from Part VI, line 5	<b>2a</b>	1,136.
<b>b</b>	Income tax for 2015. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	1,136.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	63,656.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	63,656.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	63,656.

**Part XII****Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	59,550.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	59,550.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	0.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	59,550.

**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.

Form 990-PF (2015)

**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2014	(c) 2014	(d) 2015
<b>1</b> Distributable amount for 2015 from Part XI, line 7				63,656.
<b>2</b> Undistributed income, if any, as of the end of 2015				
<b>a</b> Enter amount for 2014 only			0.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2015:				
<b>a</b> From 2010				
<b>b</b> From 2011	10,478.			
<b>c</b> From 2012	52,677.			
<b>d</b> From 2013	10,348.			
<b>e</b> From 2014	23,731.			
<b>f</b> Total of lines 3a through e	97,234.			
<b>4</b> Qualifying distributions for 2015 from Part XII, line 4: ▶ \$ 59,550.				
<b>a</b> Applied to 2014, but not more than line 2a			0.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2015 distributable amount				59,550.
<b>e</b> Remaining amount distributed out of corpus	0.			
<b>5</b> Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a))	4,106.			4,106.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	93,128.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<b>c</b> 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.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2014. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
<b>f</b> Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				0.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
<b>8</b> Excess distributions carryover from 2010 not applied on line 5 or line 7	0.			
<b>9</b> Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	93,128.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2011	6,372.			
<b>b</b> Excess from 2012	52,677.			
<b>c</b> Excess from 2013	10,348.			
<b>d</b> Excess from 2014	23,731.			
<b>e</b> Excess from 2015				

N/A

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- ☐ 4942(I)(3) or ☐ 4942(I)(5)

- [illegible]

- (4) Gross investment income

2015.04030 THE KAPILOFF FOUNDATION, IN 11792\_\_1

**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
<b>a Paid during the year</b>				
BALTIMORE MUSEAUM OF ART 10 ART MUSEUM DRIVE BALTIMORE, MD 21218	NONE		SUPPORT MISSION	2,620.
BETH AM SYNAGOGUE 2501 EUTAW PLACE BALTIMORE, MD 21217	NONE		SUPPORT MISSION	2,310.
CHEZUK AMUNO CONGREGATION 8100 STEVENSON ROAD PIKESVILLE, MD 21208	NONE		SUPPORT MISSION	1,310.
CREATIVE ALLIANCE 3134 EASTERN AVENUE BALTIMORE, MD 21224	NONE		SUPPORT MISSION	1,000.
HUMMA 2225 GEORGIA AVE NW WASHINGTON, DC 20059	NONE		SUPPORT MISSION	20,000.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			<b>59,550.</b>
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				<b>0.</b>



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

		Yes	No
<b>1</b>	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?		
<b>a</b>	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash	<b>1a(1)</b>	<b>X</b>
	(2) Other assets	<b>1a(2)</b>	<b>X</b>
<b>b</b>	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization	<b>1b(1)</b>	<b>X</b>
	(2) Purchases of assets from a noncharitable exempt organization	<b>1b(2)</b>	<b>X</b>
	(3) Rental of facilities, equipment, or other assets	<b>1b(3)</b>	<b>X</b>
	(4) Reimbursement arrangements	<b>1b(4)</b>	<b>X</b>
	(5) Loans or loan guarantees	<b>1b(5)</b>	<b>X</b>
	(6) Performance of services or membership or fundraising solicitations	<b>1b(6)</b>	<b>X</b>
<b>c</b>	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	<b>1c</b>	<b>X</b>
<b>d</b>	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		


[illegible]

**2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

**b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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.

**Sign Here**  **11/15/16** **PRESIDENT**

Signature of officer or trustee \_\_\_\_\_ Date \_\_\_\_\_ Title \_\_\_\_\_

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

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	JOYCE A. DRAPER	<i>Joyce A. Draper CPA</i>	11-10-2016		P01231364
	Firm's name ▶ DRAPER & MCGINLEY, P.A.			Firm's EIN ▶ 52-1268363	
	Firm's address ▶ 365 W. PATRICK ST. FREDERICK, MD 21701			Phone no. (301) 694-7411	

**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
TEMPLE MENORAH 1101 CAMINO REAL REDONDO BEACH, CA 90277	NONE		SUPPORT MISSION	1,375.
UJA FEDERATION OF NEW YORK 130 E 59TH STREET NEW YORK, NY 10022	NONE		SUPPORT MISSION	125.
UNIVERSITY OF MARYLAND COLLEGE PARK FOUNDATION 4603 CALVERT ROAD COLLEGE PARK, MD 20740	NONE		SUPPORT MISSION	200.
THE IVYMOUNT FOUNDATION 11614 SEVEN LOCKS ROAD ROCKVILLE, MD 20854	NONE		SUPPORT MISSION	200.
BF WOUNDED WARRIOR TRUST 2275 RESEARCH BLVD ROCKVILLE, MD 20850	NONE		SUPPORT MISSION	550.
HOPEWELL CANCER SUPPORT 10628 FALLS ROAD LUTHERVILLE, MD 21093	NONE		SUPPORT MISSION	50.
BALTIMORE SCHOOL FOR THE ARTS 712 CATHEDRAL STREET BALTIMORE, MD 21201	NONE		SUPPORT MISSION	700.
DUMBARTON CONCERTS 3133 DUMBARTON STREET NW WASHINGTON, DC 20007	NONE		SUPPORT MISSION	175.
SOROKA MEDICAL CENTER PO BOX 184-H SCARSDALE, NY 10583	NONE		SUPPORT MISSION	1,000.
MEIR PANIM 5316 NEW UTRECHT AVENUE BROOKLYN, NY 11219	NONE		SUPPORT MISSION	1,000.
Total from continuation sheets				32,310.

**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

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
BIG BROTHERS BIG SISTERS OF THE GREATER CHESAPEAKE 3600 CLIPPER MILL ROAD STE 250 BALTIMORE, MD 21211	NONE		SUPPORT MISSION	1,000.
GBMC FOUNDATION 6701 NORTH CHARLES STREET BALTIMORE, MD 21204	NONE		SUPPORT MISSION	100.
KENNEDY KRIEGER INSTITUTE 707 NORTH BROADWAY BALTIMORE, MD 21205	NONE		SUPPORT MISSION	250.
ART SEMINAR GROUP PO BOX 10499 BALTIMORE, MD 21209	NONE		SUPPORT MISSION	385.
GUTIERREZ MEMORIAL FUND PO BOX 4773 BALTIMORE, MD 21211	NONE		SUPPORT MISSION	100.
AMERICAN VISIONARY ART MUSEUM (AVAM) 800 KEY HIGHWAY BALTIMORE, MD 21230	NONE		SUPPORT MISSION	1,000.
J FRANKLYN BOURNE SCHOLARSHIP PO BOX 1121 UPPER MARLBORO, MD 20773	NONE		SUPPORT MISSION	2,000.
BACH IN BALTIMORE 701 S CHARLES ST BALTIMORE, MD 21230	NONE		SUPPORT MISSION	1,000.
LEV LALEV FUND PO BOX 1210 MONSEY, NY 10952	NONE			5,000.
JEWISH FEDERATION OF GREATER WASHINGTON 6101 EXECUTIVE BLVD NORTH BETHESDA, MD 20852	NONE			5,000.
Total from continuation sheets				



**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

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
ALS ASSOCIATION 7507 STANDISH PLACE ROCKVILLE, MD 20855	NONE		SUPPORT MISSION	1,100.
SHALVA PO BOX 34449 JERUSALEM, ISRAEL	NONE		SUPPORT MISSION	5,000.
GEORGETOWN PREP 10900 GEORGETOWN PIKE NORTH BETHESDA, MD 20852	NONE		SUPPORT MISSION	1,000.
MAINE ISLAND TRAIL ASSOCIATION 58 FORTE STREET PORTLAND, ME 04101	NONE		SUPPORT MISSION	500.
WEBBER SCHOOL 6751 ROSWELL ROAD ATLANTA, GA 30328	NONE		SUPPORT MISSION	2,500.
FISHER HOUSE FOUNDATION 111 ROCKVILLE PIKE ROCKVILLE, MD 20850	NONE		SUPPORT MISSION	1,000.
Total from continuation sheets				

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
MORGAN STANLEY BOND PREMIUM	53.	0.	53.	53.	
MORGAN STANLEY DIVIDENDS 7514	46,112.	3,755.	42,357.	42,357.	
MORGAN STANLEY INTEREST 7514	5,153.	0.	5,153.	5,153.	
MORGAN STANLEY INTEREST ACCRUED CORP 7514 CORP	1,622.	0.	1,622.	1,622.	
MORGAN STANLEY INTEREST ACCRUED TAXABLE GOVT SECS	114.	0.	114.	114.	
MORGAN STANLEY INTEREST ACCRUED TAXABLE MUNIS 7514	546.	0.	546.	546.	
MORGAN STANLEY REMIC INTEREST 7514 NOT ON 1099	6,404.	0.	6,404.	6,404.	
TO PART I, LINE 4	60,004.	3,755.	56,249.	56,249.	

FORM 990-PF                      ACCOUNTING FEES                      STATEMENT      2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	2,255.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	2,255.	0.		0.

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FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	3
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
STATE AND MUNICIPAL OBLIGATIONS		X	25,032.	25,733.
US GOVERNMENT OBLIGATIONS - AGENCIES	X		54,949.	53,791.
TOTAL U.S. GOVERNMENT OBLIGATIONS			54,949.	53,791.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			25,032.	25,733.
TOTAL TO FORM 990-PF, PART II, LINE 10A			79,981.	79,524.

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FORM 990-PF	CORPORATE STOCK	STATEMENT	4
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
COMMON STOCKS AND ETFS	278,064.	369,216.
TOTAL TO FORM 990-PF, PART II, LINE 10B	278,064.	369,216.

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FORM 990-PF	CORPORATE BONDS	STATEMENT	5
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	48,807.	51,180.
TOTAL TO FORM 990-PF, PART II, LINE 10C	48,807.	51,180.

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FORM 990-PF	MORTGAGE LOANS	STATEMENT	6
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MORTGAGE AND ASSET BACKED SECURITIES	71,875.	64,400.
TOTAL TO FORM 990-PF, PART II, LINE 12	71,875.	64,400.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	7
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
LIMITED PARTNERSHIP - CPA15	COST	88,845.	88,845.
UNIT INVESTMENT TRUSTS	COST	419,220.	387,886.
MUTUAL FUNDS	COST	158,069.	136,074.
TOTAL TO FORM 990-PF, PART II, LINE 13		666,134.	612,805.

FORM 990-PF	OTHER ASSETS	STATEMENT	8
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED INTEREST INCLUDED IN ASSET'S FMV	3,643.	2,282.	0.
TO FORM 990-PF, PART II, LINE 15	3,643.	2,282.	0.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION  
PART XV, LINES 2A THROUGH 2D

STATEMENT 9

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

LYNN KAPILOFF  
5307 NORTH CHARLES STREET  
BALTIMORE, MD 21210

TELEPHONE NUMBER

410-532-7268

FORM AND CONTENT OF APPLICATIONS

PURPOSE OF FUNDS REQUESTED AND BENEFIT ANTICIPATED TO BE DERIVED FROM  
GRANTS.

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE