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For calendar year 2016, or tax year beginning 01-01-2016, and ending 12-31-2016

| | | | |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| Name of foundation THE DLA PIPER FOUNDATION | | A Employer identification number 33-0967136 | |
| Number and street (or P O box number if mail is not delivered to street address) 6225 SMITH AVENUE | | B Telephone number (see instructions) (410) 580-4041 | |
| City or town, state or province, country, and ZIP or foreign postal code BALTIMORE, MD 212093600 | | C If exemption application is pending, check here <input type="checkbox"/> | |
| G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <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 checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input 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) \$ 156,321 | J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis) | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <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) (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) | 317,839 | | | |
| | 2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B | | | | |
| | 3 Interest on savings and temporary cash investments | 26 | 26 | 0 | |
| | 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 | 317,865 | 26 | 0 | |
| | 13 Compensation of officers, directors, trustees, etc | 0 | | | |
| | 14 Other employee salaries and wages | | | | |
| | 15 Pension plans, employee benefits | | | | |
| | 16a Legal fees (attach schedule) | | | | |
| | b Accounting fees (attach schedule) | 16,340 | 0 | 0 | 16,340 |
| | 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) | 1,951 | 452 | 0 | 1,499 |
| | 24 Total operating and administrative expenses. Add lines 13 through 23 | 18,291 | 452 | 0 | 17,839 |
| | 25 Contributions, gifts, grants paid | 325,000 | | | 325,000 |
| | 26 Total expenses and disbursements. Add lines 24 and 25 | 343,291 | 452 | 0 | 342,839 |
| | 27 Subtract line 26 from line 12 | | | | |
| | a Excess of revenue over expenses and disbursements | -25,426 | | | |
| | b Net investment income (if negative, enter -0-) | | 0 | | |
| | c Adjusted net income (if negative, enter -0-) | | | 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 | 181,747 | 156,321 | 156,321 | | |
| | 2 | Savings and temporary cash investments | | | | | |
| | 3 | Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____ | | | | | |
| | 4 | Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____ | | | | | |
| | 5 | Grants receivable | | | | | |
| | 6 | Receivables due from officers, directors, trustees, and other disqualified persons (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 ▶ _____) | | | | | | |
| 16 | Total assets (to be completed by all filers—see the instructions Also, see page 1, item I) | 181,747 | 156,321 | 156,321 | | | |
| Liabilities | 17 | Accounts payable and accrued expenses | | | | | |
| | 18 | Grants payable | | | | | |
| | 19 | Deferred revenue | | | | | |
| | 20 | Loans from officers, directors, trustees, and other disqualified persons | | | | | |
| | 21 | Mortgages and other notes payable (attach schedule) | | | | | |
| | 22 | Other liabilities (describe ▶ _____) | | | | | |
| | 23 | Total liabilities (add lines 17 through 22) | 0 | 0 | | | |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31. | | | | | | |
| | 24 | Unrestricted | 181,747 | 156,321 | | | |
| | 25 | Temporarily restricted | | | | | |
| | 26 | Permanently restricted | | | | | |
| | Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> 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 instructions) | 181,747 | 156,321 | | | |
| 31 | Total liabilities and net assets/fund balances (see instructions) . | 181,747 | 156,321 | | | | |

| 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 | 181,747 |
| 2 | Enter amount from Part I, line 27a | 2 | -25,426 |
| 3 | Other increases not included in line 2 (itemize) ▶ _____ | 3 | |
| 4 | Add lines 1, 2, and 3 | 4 | 156,321 |
| 5 | Decreases not included in line 2 (itemize) ▶ _____ | 5 | |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . | 6 | 156,321 |

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 | | | (l) 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 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)) | | |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------|----------------------------------------------|-----------------------------------------------------------|----------|----------|
| 2015 | 347,059 | 256,233 | | | 1 354466 |
| 2014 | 448,742 | 337,588 | | | 1 329259 |
| 2013 | 650,077 | 394,079 | | | 1 649611 |
| 2012 | 340,507 | 384,774 | | | 0 884953 |
| 2011 | 494,139 | 381,627 | | | 1 294822 |
| 2 Total of line 1, column (d) | | | | 2 | 6 513111 |
| 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 | 1 302622 |
| 4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5 | | | | 4 | 284,830 |
| 5 Multiply line 4 by line 3 | | | | 5 | 371,026 |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | | | | 6 | 0 |
| 7 Add lines 5 and 6 | | | | 7 | 371,026 |
| 8 Enter qualifying distributions from Part XII, line 4 | | | | 8 | 342,839 |

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 | 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 | |
| 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 | |
| 5 | Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-. | 5 | 0 |
| 6 | Credits/Payments | | |
| a | 2016 estimated tax payments and 2015 overpayment credited to 2016 | 6a | |
| 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 | 0 |
| 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 | 0 |
| 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 2017 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? | 1a | No |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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 <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____ | | |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____ | | |
| 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) <input type="checkbox"/> AZ, CA, DC, FL, GA, IL, MD, MA, MN, NJ, NY, NC, PA, VA, WA | | |
| 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 2016 or the taxable year beginning in 2016 (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? Website address N/A | 13 | Yes | |
| 14 | The books are in care of KALI DEL PIZZO Telephone no (410) 580-4041 | | | |

Located at **6225 SMITH AVE BALTIMORE MD** ZIP+4 **212093600**

| | | | | |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|------------|-----------|
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> | 15 | | |
| 16 | At any time during calendar year 2016, 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 FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) 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.

| | | | | |
|-----------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|------------|-----------|
| 1a | During the year did the foundation (either directly or indirectly) | | Yes | No |
| (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)? <input type="checkbox"/> | 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 2016? <input type="checkbox"/> | 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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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). <input type="checkbox"/> | 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | |
| b | If "Yes," did it have excess business holdings in 2016 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 2016). <input type="checkbox"/> | 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 2016? | 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 <ul style="list-style-type: none"> (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/> | 5b | | No |
| 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? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i> | | | |
| 6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | 6b | | No |
| b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> <i>If "Yes" to 6b, file Form 8870</i> | | | |
| 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | 7b | | |
| b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> | | | |

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 | Title, and average hours per week (b) devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | Expense account, (e) 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 | Title, and average hours per week (b) devoted to position | (c) Compensation | (d) Contributions to employee benefit plans and deferred compensation | Expense account, (e) other allowances |
| | | | | |
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| | | | | |
| Total number of other employees paid over \$50,000. ▶ | | | | |

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 |
|--------------------------------------------------------------------------------------------|---------------------|------------------|
| | | |
| | | |
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| | | |
| | | |
| | | |
| Total number of others receiving over \$50,000 for professional services. ► | | |

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 instructions. | |
| | |
| | |
| Total. Add lines 1 through 3 ► | |

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 | 289,168 |
| c | Fair market value of all other assets (see instructions). | 1c | 0 |
| d | Total (add lines 1a, b, and c). | 1d | 289,168 |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). | 1e | |
| 2 | Acquisition indebtedness applicable to line 1 assets. | 2 | 0 |
| 3 | Subtract line 2 from line 1d. | 3 | 289,168 |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions). | 4 | 4,338 |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4. | 5 | 284,830 |
| 6 | Minimum investment return. Enter 5% of line 5. | 6 | 14,242 |

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 | 14,242 |
| 2a | Tax on investment income for 2016 from Part VI, line 5. | 2a | 0 |
| b | Income tax for 2016 (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 | 14,242 |
| 4 | Recoveries of amounts treated as qualifying distributions. | 4 | |
| 5 | Add lines 3 and 4. | 5 | 14,242 |
| 6 | Deduction from distributable amount (see instructions). | 6 | |
| 7 | Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1. | 7 | 14,242 |

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 | 342,839 |
| 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 | 0 |
| 3 | Amounts set aside for specific charitable projects that satisfy the | | |
| a | Suitability test (prior IRS approval required). | 3a | 0 |
| b | Cash distribution test (attach the required schedule). | 3b | 0 |
| 4 | Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4. | 4 | 342,839 |
| 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 | |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4. | 6 | 342,839 |

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 2015 | (c) 2015 | (d) 2016 |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2016 from Part XI, line 7 | | | | 14,242 |
| 2 Undistributed income, if any, as of the end of 2016 | | | | |
| a Enter amount for 2015 only. | | | 0 | |
| b Total for prior years 2014, 2013, 2012 | | 0 | | |
| 3 Excess distributions carryover, if any, to 2016 | | | | |
| a From 2011. | 494,139 | | | |
| b From 2012. | 321,268 | | | |
| c From 2013. | 630,373 | | | |
| d From 2014. | 431,863 | | | |
| e From 2015. | 334,247 | | | |
| f Total of lines 3a through e. | 2,211,890 | | | |
| 4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>342,839</u> | | | | |
| a Applied to 2015, but not more than line 2a | | | 0 | |
| b Applied to undistributed income of prior years (Election required—see instructions). | | | | |
| c Treated as distributions out of corpus (Election required—see instructions). | | | | |
| d Applied to 2016 distributable amount. | | | | 14,242 |
| e Remaining amount distributed out of corpus | 328,597 | | | |
| 5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a)) | | | | |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | 2,540,487 | | | |
| 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. | | | | |
| d Subtract line 6c from line 6b Taxable amount—see instructions. | | 0 | | |
| e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions. | | | 0 | |
| f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017. | | | | 0 |
| 7 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). | | | | |
| 8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions). . . . | 494,139 | | | |
| 9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a. | 2,046,348 | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2012. . . . | 321,268 | | | |
| b Excess from 2013. . . . | 630,373 | | | |
| c Excess from 2014. . . . | 431,863 | | | |
| d Excess from 2015. . . . | 334,247 | | | |
| e Excess from 2016. . . . | 328,597 | | | |

Part XIV Private 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 2016, enter the date of the ruling. ▶ | | | | | |
| b Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 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) 2016 | (b) 2015 | (c) 2014 | (d) 2013 | |
| b 85% of line 2a | | | | | |
| c Qualifying distributions from Part XII, line 4 for each year listed | | | | | |
| d Amounts included in line 2c not used directly for active conduct of exempt activities | | | | | |
| e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c | | | | | |
| 3 Complete 3a, b, or c for the alternative test relied upon | | | | | |
| a "Assets" alternative test—enter | | | | | |
| (1) Value of all assets | | | | | |
| (2) Value of assets qualifying under section 4942(j)(3)(B)(i) | | | | | |
| b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . | | | | | |
| c "Support" alternative test—enter | | | | | |
| (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) | | | | | |
| (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . . | | | | | |
| (3) Largest amount of support from an exempt organization | | | | | |
| (4) Gross investment income | | | | | |

Part XV Supplementary Information (Complete this part only if the 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 email address of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|--------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|---------|
| Name and address (home or business) | | | | |
| a <i>Paid during the year</i> See Additional Data Table | | | | |
| Total | | | 3a | 325,000 |
| b <i>Approved for future payment</i> | | | | |
| THREAD INC PO BOX 1584 BALTIMORE, MD 21203 | NONE | PC | General Fund | 10,000 |
| GLOBAL FOODBANKING NETWORK 203 N LASALLE STREET 1900 CHICAGO, IL 60601 | NONE | PC | GENERAL FUND | 25,000 |
| NATIONAL VETERANS LEGAL SERVICE PROGRAM 1600 K STREET NW SUITE 500 WASHINGTON, DC 20006 | NONE | PC | GENERAL FUND | 15,000 |
| Total | | | 3b | 50,000 |

Enter gross amounts unless otherwise indicated

| Enter gross amounts unless otherwise indicated | Unrelated business income | | Excluded by section 512, 513, or 514 | | (e) Related or exempt function income (See instructions) |
|--------------------------------------------------------------------------------|---------------------------|---------------|--------------------------------------|---------------|--------------------------------------------------------------------|
| | (a) Business code | (b) Amount | (c) Exclusion code | (d) Amount | |
| 1 Program service revenue | | | | | |
| a _____ | | | | | |
| b _____ | | | | | |
| c _____ | | | | | |
| d _____ | | | | | |
| e _____ | | | | | |
| f _____ | | | | | |
| g Fees and contracts from government agencies | | | | | |
| 2 Membership dues and assessments. | | | | | |
| 3 Interest on savings and temporary cash investments | | | 14 | 26 | |
| 4 Dividends and interest from securities. | | | | | |
| 5 Net rental income or (loss) from real estate | | | | | |
| a Debt-financed property. | | | | | |
| b Not debt-financed property. | | | | | |
| 6 Net rental income or (loss) from personal property | | | | | |
| 7 Other investment income. | | | | | |
| 8 Gain or (loss) from sales of assets other than inventory | | | | | |
| 9 Net income or (loss) from special events | | | | | |
| 10 Gross profit or (loss) from sales of inventory | | | | | |
| 11 Other revenue a _____ | | | | | |
| b _____ | | | | | |
| c _____ | | | | | |
| d _____ | | | | | |
| e _____ | | | | | |
| 12 Subtotal Add columns (b), (d), and (e). | | | | 26 | |
| 13 Total. Add line 12, columns (b), (d), and (e). | | | | | |

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

| | | | |
|--|--|------------|-----------|
| | | Yes | No |
|--|--|------------|-----------|

| | |
|-------|----|
| 1a(1) | No |
|-------|----|

| | | |
|--------------|--|-----------|
| 1a(1) | | No |
| 1a(2) | | No |

| | | |
|--------------|--|-----------|
| 1b(1) | | No |
|--------------|--|-----------|

| | |
|--------------|-----------|
| 1b(1) | No |
|--------------|-----------|

| | | |
|--------------|--|-----------|
| 1b(2) | | No |
|--------------|--|-----------|

| | | |
|--------------|--|-----------|
| 1b(3) | | No |
|--------------|--|-----------|

| | | |
|--------------|--|-----------|
| 1b(4) | | No |
|--------------|--|-----------|

| | | |
|--------------|--|-----------|
| 1b(5) | | No |
|--------------|--|-----------|

| | | |
|--------------|--|-----------|
| 1b(6) | | No |
|--------------|--|-----------|

| | | |
|-----------|--|-----------|
| 1c | | No |
|-----------|--|-----------|

[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

☐ Yes ☒ No

[illegible]

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

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| | | |

Under penalties of perjury, 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.

***** 2017-08-28 *****
 Signature of officer or trustee Date Title
 (see instr. 12) ☒ Yes ☐ No

[illegible]

| | | | |
|----------------------------|----------------------|------|------|
| Print/Type preparer's name | Preparer's Signature | Date | PTIN |
|----------------------------|----------------------|------|------|

| | | | | | |
|--|--|--|--|--------------------------|-----------|
| | | | | Check if self- | P00234543 |
| | | | | <input type="checkbox"/> | |

| | |
|-------------------|-------------------------------------|
| JEFFREY J SCHRAGG | employed ▶ <input type="checkbox"/> |
|-------------------|-------------------------------------|

| | | | | | |
|-------------|--|--|--|--|--|
| Paid | | | | | |
|-------------|--|--|--|--|--|

| | | |
|-----------------|---------------------------|--------|
| Preparer | Firm's name ▶ BDO USA LLP | 5 of 5 |
|-----------------|---------------------------|--------|

| | | |
|-----------------|--|--------------|
| Use Only | | Firm's EIN ▶ |
|-----------------|--|--------------|

| | |
|------------------|---------------------------------|
| Firm's address ▶ | 8401 GREENSBORO DRIVE 8TH FLOOR |
|------------------|---------------------------------|

| | |
|-----------------|-------------------------|
| MCLEAN VA 22102 | Phone no (703) 893-0600 |
|-----------------|-------------------------|

| Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation | | | | |
|------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------|---------------------------------------|
| (a) Name and address | Title, and average hours per week (b) devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | Expense account, (e) other allowances |
| LEE I MILLER | CHAIRMAN OF THE BOARD 0 5 | 0 | 0 | 0 |
| 203 NORTH LASALLE ST SUITE 1900 CHICAGO, IL 606011293 | | | | |
| SHALE STILLER | PRESIDENT/CO-CHAIR 1 0 | 0 | 0 | 0 |
| 6225 SMITH AVENUE BALTIMORE, MD 212093600 | | | | |
| LISA DEWEY | CFO/CO-CHAIR 1 0 | 0 | 0 | 0 |
| 500 EIGHTH ST NW WASHINGTON, DC 20004 | | | | |
| LEE SELLER | DIRECTOR/GENERAL COUNSEL 1 0 | 0 | 0 | 0 |
| 6225 SMITH AVENUE BALTIMORE, MD 212093600 | | | | |
| FRANK BURCH | MEMBER 0 5 | 0 | 0 | 0 |
| 6225 SMITH AVENUE BALTIMORE, MD 212093600 | | | | |
| ALLEN J GINSBURG | MEMBER 0 5 | 0 | 0 | 0 |
| 203 NORTH LASALLE ST SUITE 1900 CHICAGO, IL 606011293 | | | | |
| CHARLES B SCHEELER | MEMBER 0 5 | 0 | 0 | 0 |
| 6225 SMITH AVENUE BALTIMORE, MD 212093600 | | | | |
| MICHAEL TRACY | MEMBER 0 5 | 0 | 0 | 0 |
| 401 B STREET SUITE 1700 SAN DIEGO, CA 92101 | | | | |
| J TERENCE O'MALLEY | MEMBER 0 5 | 0 | 0 | 0 |
| 401 B STREET SUITE 1700 SAN DIEGO, CA 92101 | | | | |

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

| <div>Recipient</div> <div>Name and address (home or business)</div> | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|-------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|---------|
| a <i>Paid during the year</i> | | | | |
| The Law Project 100 N LASALLE STREET CHICAGO, IL 60602 | NONE | PC | GENERAL FUND | 25,000 |
| Global FoodBanking Network 203 N LaSalle Street 1900 Chicago, IL 60601 | none | PC | GENERAL FUND | 25,000 |
| Lawyers Alliance for New York 171 Madison Avenue Corner of 33rd 6th Floor new york, NY 10016 | none | PC | GENERAL FUND | 25,000 |
| Ayuda inc 6925 B Willow Street NW Washington, DC 20012 | none | PC | GENERAL FUND | 10,000 |
| LAF 120 South LaSalle Street CHICAGO, IL 60603 | none | PC | GENERAL FUND | 49,000 |
| Total ▶ 3a | | | | 325,000 |

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

| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|-----------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|---------|
| Name and address (home or business) | | | | |
| a <i>Paid during the year</i> | | | | |
| DC Appleseed Center for Law & Justice 1111 Fourteenth Street NW Suite 5 Washington, DC 20005 | none | PC | GENERAL FUND | 5,000 |
| House of Ruth Maryland 2201 Argonne Drive Baltimore, MD 21218 | none | PC | GENERAL FUND | 10,000 |
| Atlanta Volunteer Lawyers Foundation Inc 235 Peachtree Street NE Suite 1750 North Tower Atlanta, GA 30303 | none | PC | GENERAL FUND | 5,500 |
| Bread for the City 1525 Seventh Street NW WASHINGTON, DC 20001 | NONE | PC | GENERAL FUND | 10,000 |
| DC Affordable Law Firm 1717 K Street NW Washington, DC 20006 | NONE | PC | GENERAL FUND | 50,000 |
| Total ► 3a | | | | 325,000 |

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

| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|--------------------------------|----------------------------------|---------|
| Name and address (home or business) | | | | |
| a <i>Paid during the year</i> | | | | |
| Greater Boston Legal Services (GBLS) 197 FRIEND STREET BOSTON, MA 02114 | NOne | PC | GENERAL FUND | 17,500 |
| DC Access To Justice Commission 575 7TH STREET NW ROOM 5047W WASHINGTON, DC 60602 | NOne | PC | GENERAL FUND | 15,000 |
| Bridges Across Borders Southeast Asia Community 319 ADELPHI STREET BROOKLYN, NY 11205 | NOne | PC | GENERAL FUND | 20,000 |
| Maryland Legal Aid 500 East Lexington Street Baltimore, MD 21202 | NOne | PC | GENERAL FUND | 25,000 |
| Communtiy Legal Services in East Palo Alto 1861 Bay Road East Palo Alto, CA 94303 | NOne | PC | GENERAL FUND | 3,000 |
| Total ► 3a | | | | 325,000 |

| Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment | | | | |
|----------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|--------------------------------|----------------------------------|---------|
| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
| Name and address (home or business) | | | | |
| a <i>Paid during the year</i> | | | | |
| Leap Innovations 222 West Merchandise Mart No 1212 CHICAGO, IL 60654 | NOne | PC | GENERAL FUND | 25,000 |
| HOMELESS ADVOCACY PROJECT 1429 WALNUT STREET PROJECT 15TH FLOOR PHILADELPHIA, PA 19102 | NONE | PC | GENERAL FUND | 5,000 |
| Total ▶ 3a | | | | 325,000 |

TY 2016 Accounting Fees Schedule**Name:** THE DLA PIPER FOUNDATION**EIN:** 33-0967136

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|-----------------|---------------|----------------------------------|--------------------------------|------------------------------------------------------|
| ACCOUNTING FEES | 16,340 | 0 | 0 | 16,340 |

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2016 Depreciation Schedule

Name: THE DLA PIPER FOUNDATION

EIN: 33-0967136

TY 2016 Other Expenses Schedule**Name:** THE DLA PIPER FOUNDATION**EIN:** 33-0967136**Other Expenses Schedule**

| Description | Revenue and Expenses per Books | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|--------------------------------|--------------------------------------|--------------------------|------------------------|---------------------------------------------|
| BANK FEES | 452 | 452 | 0 | 0 |
| ANNUAL STATE REGISTRATION FEES | 1,499 | 0 | 0 | 1,499 |

| | | |
|------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------|
| Schedule B (Form 990, 990-EZ, or 990-PF) <small>Department of the Treasury Internal Revenue Service</small> | Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at <u>www.irs.gov/form990</u> | OMB No 1545-0047 2016 |
| | Name of the organization THE DLA PIPER FOUNDATION | Employer identification number 33-0967136 |

Organization type (check one)

| | |
|--------------------|-----------------------------------------------------------------------------------------------------------|
| Filers of: | Section: |
| Form 990 or 990-EZ | <input type="checkbox"/> 501(c)() (enter number) organization |
| | <input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation |
| | <input type="checkbox"/> 527 political organization |
| Form 990-PF | <input checked="" type="checkbox"/> 501(c)(3) exempt private foundation |
| | <input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation |
| | <input type="checkbox"/> 501(c)(3) taxable private foundation |

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

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or other property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

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

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$ _____

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

| | |
|---------------------------------------------------------|-----------------------------------------------------|
| Name of organization THE DLA PIPER FOUNDATION | Employer identification number 33-0967136 |
|---------------------------------------------------------|-----------------------------------------------------|

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

| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
|------------|------------------------------------------------------------------|----------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1 | DLA PIPER LLP US 6225 SMITH AVENUE BALTIMORE, MD 21209 | \$ 317,839 | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| - | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| - | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| - | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| - | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| - | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| - | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| - | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |
| - | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions) |

Employer identification number

33-0967136

| | |
|----------------|-------------------------|
| Part II | Noncash Property |
|----------------|-------------------------|

Schedule B (Form 990, 990-EZ, or 990-PF) (2016)

| | |
|---------------------------------------------------------|-----------------------------------------------------|
| Name of organization THE DLA PIPER FOUNDATION | Employer identification number 33-0967136 |
|---------------------------------------------------------|-----------------------------------------------------|

| | |
|-----------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Part III | Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ► \$ _____ Use duplicate copies of Part III if additional space is needed |
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| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|------------------------|---------------------------------------|------------------------------------------|-------------------------------------|
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| | (e) Transfer of gift | | |
| | Transferee's name, address, and ZIP 4 | Relationship of transferor to transferee | |
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| | (e) Transfer of gift | | |
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| | (e) Transfer of gift | | |
| | Transferee's name, address, and ZIP 4 | Relationship of transferor to transferee | |

The DLA Piper Foundation
6225 Smith Avenue
Baltimore, MD 21209
FEIN: 33-0967136

2016 IRS Form 990-PF
Part VII-B Question 5a(4) Statement

Name and Address of Grantee: Fundacion Appleseed de Mexico A.C.
Rio Duero #31
Mexico D.F 06500
Mexico

Date of Grant and Amount: \$38,000 paid in September 2015.

Purpose of Grant: To help support Mexico Appleseed's Pro Bono Network and Clearinghouse, to fund a Pro Bono Network Coordinator and an Administrative Clerk, as well as to develop and manage courses on access to justice, pro bono and legal services clinics.

A report on the use of the full amount of the \$38,000 grant was provided by the grantee to the grantor on May 25, 2016. As of that date, the grantee had expended \$19,046.40 of the original funds for the purposes of the grant described above. The remaining \$18,953.60 will be used in support of the Pro Bono Network and Clearinghouse, development of pro bono courses, legal services clinics and administrative staff. The grantee verified that the funds have not been diverted from the purpose of the grant.

A report on the use of the remaining \$18,953.60 was provided by the grantee on June 19, 2017. As of that date, the grantee had expended 100% of the remaining balance.

The total grant amount of \$38,000 has been expended. The grantee verified that the funds have not been diverted from the purpose of the grant.

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6225 Smith Avenue
Baltimore, MD 21209
FEIN: 33-0967136

2016 IRS Form 990-PF
Part VII-B Question 5a(4) Statement

Name and Address of Grantee: Instituto Pro Bono, FGV Law
Av. Paulista 575 – 19º andar
conj. 1901 – Bela Vista
São Paulo – SP. CEP: 01311-911

Date of Grant and Amount: \$10,000 paid in 2015

Purpose of Grant: To support a training course on pro bono, as well as to support the work of the organization generally to convene thought leaders around pro bono.

A report on the use of the full amount of the \$10,000 grant was provided by the grantee to the grantor on May 11, 2016. As of that date, the grantee had expended \$9,809 for the purposes of the grant described above. The remaining \$191 will be used to support the Instituto Pro Bono's work promoting pro bono in Brazil. The grantee verified that the funds have not been diverted from the purpose of the grant.

A report on the use of the remaining \$191 was provided by the grantee on June 26, 2017. As of that date, the grantee had expended 100% of the remaining balance.

The total grant amount of \$10,000 has been expended. The grantee verified that the funds have not been diverted from the purpose of the grant.

The DLA Piper Foundation
6225 Smith Avenue
Baltimore, MD 21209
FEIN: 33-0967136

2016 IRS Form 990-PF
Part VII-B Question 5a(4) Statement

Name and Address of Grantee: The University of Zambia (UNZA) School of Law
Central Administration Block
Great E. Road Campus
P.O. Box 32379
Lusaka, Zambia

Date of Grant and Amount: \$25,000 approved in January 2014.

In 2014, Grantor paid directly to Grantee \$25,000 (ZMW 159,462.50) to purchase electronic equipment, specifically 20 desktop computers and one photocopier/network printer/scanner. The Grantee spent \$3,607.31 (ZMW 23,007.44) for the photocopier/network/scanner based on the report submitted March 23, 2015.

On May 8, 2015, the Grantee received approval from the Board of Directors of the DLA Piper Foundation to change the purpose of the grant and to use the remaining funds to help construct a legal resource center that will house a legal clinic and computer lab.

A report on the use of the remaining ZMW 136,455.06 was provided by the Grantee on July 15, 2016. During 2015, a total of \$487.00 (ZMW 5,000.00) was spent for architectural work for the UNZA legal clinic. The estimated date for completion of the resource center is January 31, 2017.

In addition, during 2015, a total of \$543.97 (ZMW 5,585.00) was spent for educational purposes by the Grantee, but such purposes were outside of the purposes of the grant. The Grantee was confused about the limits of the grant, but has recognized its error in expending the \$543.97 and has reimbursed the grant for the \$543.97 (ZMW 5,585.00)

As of the end of ZMW's 2016 fiscal year, the remaining balance of ZMW 131,455.06 was intended to be used to continue construction of the legal clinic.

A report on the remaining balance of ZMW 131,455.06 (\$14,737.40) was provided by the grantee on August 1, 2017. As of that date, none of the remaining grant funds had been expended due to the inability to obtain additional architectural drawings and meet planning authority requirements for building the offsite legal clinic.

Grantor and Grantee are currently in discussions on how the remaining funds should be used in a manner consistent with the charitable purposes of the Grantor and the Grantee.

The figures reflect the effect in fluctuations of currency exchange rates.

The DLA Piper Foundation
6225 Smith Avenue
Baltimore, MD 21209
FEIN: 33-0967136

2016 IRS Form 990-PF
Part VII-B Question 5a(4) Statement

Name and Address of Grantee: Addis Ababa University Faculty of Law
P.O. Box 1176
Addis Ababa, Ethiopia, Africa

Date of Grant and Amount: \$100,000 pursuant to a grant letter dated September 29, 2008.

Purpose of Grant: The purposes of this grant are (i) to provide funding for a conference on law and economic development (30%), (ii) to provide funding for the creation of a research center on law and economic development (40%), and (iii) to provide funding for the acquisition of research materials on law and economic development (30%).

As of December 31, 2008, \$25,504.15 of the grant had been paid directly by grantor for the benefit of the grantee for the purposes of funding the conference on law and economics held in Fall, 2008. As of December 31, 2010, \$74,495.85 of the grant still remained to be funded.

During 2011, the entire amount of the original grant was paid to, or on behalf, of Grantee as follows:

In 2011, Grantor (i) paid \$25,516.61 directly to the vendor for the purchase of computers, printers and projectors for use in the research center on law and economic development and (ii) expended \$16,892.25 to purchase and ship to grantee books and research materials for the research center on law and economic development.

In 2011, Grantor paid to Grantee (i) \$4,500 to fund research to be conducted by Professor Taddese, (ii) \$1,935 to fund research to be conducted by Professor Muradu and (iii) \$1,875 to fund research to be conducted by Professor Seyoum, in support of the research center on law and economic development.

A report on the grant funds used to fund the research of Professor Taddese, Professor Muradu and Professor Seyoum was provided on August 8, 2014. As of that date, 100% of the funds had been expended.

In 2011, Grantor paid directly to Grantee the sum of \$23,776 (438,613.82 Birr) to support the publication of the *Journal of Ethiopian Law*. The amount expended by the Grantee towards the accomplishment of this purpose is \$4,475.50 (89,330 Birr) based on the report dated August 8, 2014 from the Grantee. The remaining unexpended grant funds for the publication of the *Journal of Ethiopian Law* are \$17,505.20 (349,283.82 birr). The figures stated take into account the effects of currency exchange changes.

A report on the use of the \$17,505.20 (349,283.82 birr) in unexpended grants funds used to publish the *Journal of Ethiopian Law* was received from the Grantee on June 23, 2015. As of that date, the Grantee expended \$1,299 (26,274 birr) to publish the *Journal*. The remaining balance of \$16,206.20 (323,009.82 birr) will be used to publish the *Journal of Ethiopian Law* over the course of the next two years. The figures stated take into account the effects of currency exchange changes.

On October 14, 2016, the Grantor received a report from the Grantee on the use of the grant funds during 2015. In March 2015, \$842.70 (18,979 birr) was spent for educational purposes by the Grantee, but such purposes were outside of the purposes of the grant. The personnel at the School of Law changes frequently which may cause confusion about the correct use of the grant. The Grantor will be communicating with the new administration at the Addis Ababa School of Law to explain the proper use of the grant funds and request that the misused funds be refunded to the Foundation.

During the Grantor's 2016 tax year the Grantee did not provide a report concerning the use of unexpended grants funds used during calendar year 2016. Therefore, pursuant to Treasury Regulation Section 53.4945-5(d)(4), the Grantor is not reporting on this disclosure form about the use of funds by the Grantee during 2016. The Grantor will report about the use of grant funds during 2016 on the Grantor's 2017 Form 990-PF.

The DLA Piper Foundation will continue to monitor the use of the grant funds.

The Grantor has not undertaken an investigation of the Grantee's reports because the Grantor has no reason to believe that those reports are of dubious accuracy or reliability.