EXTENDED TO NOVEMBER 15, 2017

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.

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

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning , **and ending**

Name of foundation
THE BUNTING FAMILY FOUNDATION
C/O KNOLLWOOD INVESTMENT ADVISORY

A Employer identification number
52-1724988

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
217 INTERNATIONAL CIRCLE

B Telephone number
(443) 541-2447

City or town, state or province, country, and ZIP or foreign postal code
HUNT VALLEY, MD 21030

C If exemption application is pending, check here ▶ [ ]

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [ ] Address change [ ] Name change

D 1 Foreign organizations, check here ▶ [ ]

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation
[ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 62,907,974.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) *(Part I, column (d) must be on cash basis)*

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	4,705,057.		N/A	
	2 Check ▶ [ ] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	126,294.	125,468.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	3,131,639.			
	b Gross sales price for all assets on line 6a 10,147,207.				
	7 Capital gain net income (from Part IV, line 2)		3,131,639.		
	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	195,144.	196,860.		STATEMENT 2
	12 **Total.** Add lines 1 through 11	8,158,134.	3,453,967.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	40,000.	0.		40,000.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees STMT 3	200,000.	100,000.		100,000.
	17 Interest	15,122.	15,122.		0.
	18 Taxes STMT 4	52,250.	1,909.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	141,962.	134,038.		7,478.
	24 **Total operating and administrative expenses** Add lines 13 through 23	449,334.	251,069.		147,478.
	25 Contributions, gifts, grants paid	2,908,100.			2,908,100.
	26 **Total expenses and disbursements** Add lines 24 and 25	3,357,434.	251,069.		3,055,578.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	4,800,700.			
	b **Net investment income** (if negative, enter -0-)		3,202,898.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

RECEIVED
B003 NOV 21 2017 IRS-OSC
OGDEN, UT

SCANNED NOV 2 ... 2017

624

Part II Balance Sheets (Attached schedules and amounts in the description column should be for end-of-year amounts only)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	17,462,331.	6,130,237.	6,130,237.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 6	37,884,069.	53,577,013.	56,277,737.
	14 Land, buildings, and equipment. basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 7)	0.	500,000.	500,000.
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	55,346,400.	60,207,250.	62,907,974.
Liabilities	17 Accounts payable and accrued expenses	100,493.	100,493.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	100,493.	100,493.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	1,315,280.	1,315,280.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	53,930,627.	58,791,477.	
	30 **Total net assets or fund balances**	55,245,907.	60,106,757.	
	31 **Total liabilities and net assets/fund balances**	55,346,400.	60,207,250.	

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	55,245,907.
2	Enter amount from Part I, line 27a	2	4,800,700.
3	Other increases not included in line 2 (itemize) ▶ ADJUSTMENT TO BEGINNING BALANCE	3	60,150.
4	Add lines 1, 2, and 3	4	60,106,757.
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	60,106,757.

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	FROM K-1 - BUNTING FAMILY FOUNDATION TE, LLC	P		
b	FROM K-1 - BUNTING FAMILY FOUNDATION TE, LLC	P		
c	SALE FROM INVESTMENT IN OKABENA SPECIAL			
d	OPPORTUNITIES FUND	P		
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	1,055,519.			1,055,519.
b			336,376.	-336,376.
c				
d	9,091,688.		6,679,192.	2,412,496.
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				1,055,519.
b				-336,376.
c				
d				2,412,496.
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** 3,131,639.

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))
2015	2,772,612.	54,100,806.	.051249
2014	2,352,550.	52,215,467.	.045055
2013	1,611,500.	45,090,707.	.035739
2012	1,814,558.	35,116,016.	.051673
2011	1,513,400.	34,047,261.	.044450

2	Total of line 1, column (d)	2	.228166
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	.045633
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	54,087,781.
5	Multiply line 4 by line 3	5	2,468,188.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	32,029.
7	Add lines 5 and 6	7	2,500,217.
8	Enter qualifying distributions from Part XII, line 4	8	3,055,578.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ **(attach copy of letter if necessary-see instructions)**				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	32,029.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	32,029.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	32,029.
6 Credits/Payments:				
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	19,917.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	35,000.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	54,917.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	336.
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	22,552.
11 Enter the amount of line 10 to be: **Credited to 2017 estimated tax** ▶ 22,552. **Refunded** ▶			11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
*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*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MD			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ KNOLLWOOD INVESTMENT ADVISORY Telephone no. ▶ (443) 541-2447
Located at ▶ 217 INTERNATIONAL CIRCLE, HUNT VALLEY, MD ZIP+4 ▶ 21030

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 | N/A

			Yes	No
16	At any time during calendar year 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		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ Yes ☒ No If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
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.)* 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 2016?	4b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 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)? | 5b | | X

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? SEE STATEMENT 9 ☒ Yes ☐ No

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

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

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

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

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 8		40,000.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
KNOLLWOOD INVESTMENT ADVISORY - 217 INTERNATIONAL CIRCLE, HUNT VALLEY, MD 21030	PROFESSIONAL SERVICES	200,000.

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	0.
2	
All other program-related investments. See instructions. 3 NONE	0.
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	0.
b	Average of monthly cash balances		1b	13,016,617.
c	Fair market value of all other assets		1c	41,894,836.
d	**Total** (add lines 1a, b, and c)		1d	54,911,453.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	54,911,453.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	823,672.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	54,087,781.
6	**Minimum investment return** Enter 5% of line 5		6	2,704,389.

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	2,704,389.
2a	Tax on investment income for 2016 from Part VI, line 5	2a 32,029.		
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	32,029.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	2,672,360.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	2,672,360.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	2,672,360.

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	3,055,578.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,055,578.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	32,029.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	3,023,549.

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				2,672,360.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			0.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012 67,522.				
c From 2013				
d From 2014				
e From 2015 176,348.				
f **Total** of lines 3a through e	243,870.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ $ 3,055,578.				
a Applied to 2015, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2016 distributable amount				2,672,360.
e Remaining amount distributed out of corpus	383,218.			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	627,088.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			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)	0.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2017** Subtract lines 7 and 8 from line 6a	627,088.			
10 Analysis of line 9:				
a Excess from 2012 67,522.				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015 176,348.				
e Excess from 2016 383,218.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

SEE STATEMENT 10

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED STATEMENT		PC	GENERAL SUPPORT.	2,785,100.
SEE ATTACHED STATEMENT		PF	GENERAL SUPPORT.	60,000.
SEE ATTACHED STATEMENT		NC	GENERAL SUPPORT.	20,000.
SEE ATTACHED STATEMENT		POF	GENERAL SUPPORT.	43,000.
Total			▶ 3a	2,908,100.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	126,294.	
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	523000	-1,716.	14	196,860.	
8 Gain or (loss) from sales of assets other than inventory			18	3,131,639.	
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)		-1,716.		3,454,793.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 3,453,077.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
	NOT APPLICABLE

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

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

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

b If "Yes," complete the following schedule.

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

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

▶ Mary Catherine Bunting 11/14/17 ▶ DIRECTOR

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
ARTHUR J. YONOWITZ		11/13/17		P00739560
Firm's name ▶ RSM US LLP			Firm's EIN ▶ 42-0714325	
Firm's address ▶ 100 INTERNATIONAL DRIVE, SUITE 1400 BALTIMORE, MD 21202			Phone no. (410)246-9300	

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

Schedule of Contributors

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

OMB No 1545-0047

2016

Name of the organization	Employer identification number
THE BUNTING FAMILY FOUNDATION C/O KNOLLWOOD INVESTMENT ADVISORY	52-1724988

Organization type (check one)

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

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

General Rule

[X] 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 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 33 1/3% 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 Don't 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 isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization
THE BUNTING FAMILY FOUNDATION
C/O KNOLLWOOD INVESTMENT ADVISORY

Employer identification number
52-1724988

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	DOROTHY W. BUNTING CHARITABLE TRUST 217 INTERNATIONAL CIRCLE HUNT VALLEY, MD 21030	$ 4,705,057.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

Name of organization	Employer identification number
THE BUNTING FAMILY FOUNDATION C/O KNOLLWOOD INVESTMENT ADVISORY	52-1724988

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

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

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

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

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

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

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

Name of organization	Employer identification number
THE BUNTING FAMILY FOUNDATION C/O KNOLLWOOD INVESTMENT ADVISORY	52-1724988

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 info once) ▶ $

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
FROM K-1 - BUNTING FAMILY FOUNDATION TE LLC	126,062.	0.	126,062.	125,236.	
NORTHERN TRUST	232.	0.	232.	232.	
TO PART I, LINE 4	126,294.	0.	126,294.	125,468.	

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
FROM K-1 - BUNTING FAMILY FOUNDATION TE LLC	195,144.	196,860.	
TOTAL TO FORM 990-PF, PART I, LINE 11	195,144.	196,860.	

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
KWIA MANAGEMENT FEES	200,000.	100,000.		100,000.
TO FORM 990-PF, PG 1, LN 16C	200,000.	100,000.		100,000.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAX LIABILITY	50,341.	0.		0.
FROM K-1 - BUNTING FAMILY FOUNDATION TE LLC	1,909.	1,909.		0.
TO FORM 990-PF, PG 1, LN 18	52,250.	1,909.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FROM K-1 - BUNTING FAMILY FOUNDATION TE LLC	133,983.	133,983.		0.
FROM K-1 - BUNTING FAMILY FOUNDATION TE LLC	446.	0.		0.
FROM K-1 - BUNTING FAMILY FOUNDATION TE LLC	55.	55.		0.
DUES & LICENSES	7,315.	0.		7,315.
OFFICE SUPPLIES	163.	0.		163.
TO FORM 990-PF, PG 1, LN 23	141,962.	134,038.		7,478.

FORM 990-PF OTHER INVESTMENTS STATEMENT 6

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OKABENA SPECIAL OPPORTUNITIES FUND, LLC	COST	0.	0.
BUNTING FAMILY FOUNDATION TE LLC	COST	53,577,013.	56,277,737.
TOTAL TO FORM 990-PF, PART II, LINE 13		53,577,013.	56,277,737.

FORM 990-PF | OTHER ASSETS | STATEMENT 7

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DUE FROM INVESTMENTS	0.	500,000.	500,000.
TO FORM 990-PF, PART II, LINE 15	0.	500,000.	500,000.

FORM 990-PF | PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS | STATEMENT 8

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
GEORGE L. BUNTING, JR. 217 INTERNATIONAL CIRCLE HUNT VALLEY, MD 21030	DIRECTOR 0.30	0.	0.	0.
MARY CATHERINE BUNTING 217 INTERNATIONAL CIRCLE HUNT VALLEY, MD 21030	DIRECTOR 0.30	0.	0.	0.
JEFFREY G. BUNTING 217 INTERNATIONAL CIRCLE HUNT VALLEY, MD 21030	DIRECTOR 1.50	10,000.	0.	0.
MARC G. BUNTING 217 INTERNATIONAL CIRCLE HUNT VALLEY, MD 21030	DIRECTOR 1.50	10,000.	0.	0.
CHRISTOPHER L. BUNTING 217 INTERNATIONAL CIRCLE HUNT VALLEY, MD 21030	PRESIDENT & CEO 1.50	10,000.	0.	0.
MARY ELLEN KRANZLIN 217 INTERNATIONAL CIRCLE HUNT VALLEY, MD 21030	DIRECTOR 1.50	10,000.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		40,000.	0.	0.

FORM 990-PF EXPENDITURE RESPONSIBILITY STATEMENT PART VII-B, LINE 5C STATEMENT 9

GRANTEE'S NAME

NORTHERN KENYA FUND

GRANTEE'S ADDRESS

217 INTERNATIONAL CIRCLE
HUNT VALLEY, MD 21030

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED
50,000.	11/19/15	50,000.

PURPOSE OF GRANT

A GRANT WAS MADE TO NORTHERN KENYA FUND WHO IN TURN MADE A DONATION TO CHALBI SCHOLARS ORGANIZATION, A KENYAN SCHOLARSHIP FUND THAT PROVIDES SCHOLARSHIPS FOR SECONDARY AND UNIVERSITY EDUCATION TO HIGH ACHIEVING AND DESERVING STUDENTS EACH YEAR IN KENYA'S MARSABIT DISTRICT.

DATES OF REPORTS BY GRANTEE

3/31/16

ANY DIVERSION BY GRANTEE

NO

RESULTS OF VERIFICATION

THE FUNDS EXPENDED BY THE ORGANIZATION WERE USED FOR THEIR INTENDED PURPOSE.

FORM 990-PF | PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS | STATEMENT 10

NAME OF MANAGER
GEORGE L. BUNTING, JR.
MARY CATHERINE BUNTING

Bunting Family Foundation
List of Charitable Grants 2016

Supplement to Form 990-PF Part XV

Organization	Address	City	State	Zip	2016 Amount Granted	Purpose
American Red Cross of Central Maryland	4800 Mount Hope Drive	Baltimore	MD	21215	10 000	General
American Rivers	1101 14th Street, NW Suite 1400	Washington	DC	20005	34 000	General
American Visionary Arts Museum	800 Key Highway	Baltimore	MD	21230	15 000	General
AmeriCares Free Clinics	88 Hamilton Avenue	Stamford	CT	6902	29 000	General
Arts Every Day	1800 North Charles Street #1800	Baltimore	MD	21201	10 000	General
Baltimore Chesapeake Bay Outward Bound Center	Leakin Park 1900 Eagle Drive	Baltimore	MD	21207	23 000	General
Baltimore Community Foundation	2 East Read Street 9th Floor	Baltimore	MD	21202	55 000	General
Baltimore Education Scholarship Trust	808 North Charles Street Suite 200 C	Baltimore	MD	21201	20 000	General
Baltimore Festival of the Arts	10440 Falls Road	Baltimore	MD	21093	50 000	General
Baltimore Museum of Art	10 Art Museum Drive	Baltimore	MD	21218	20 000	General
Baltimore Museum of Industry	1415 Key Highway	Baltimore	MD	21230	20 000	General
Baltimore School for the Arts Foundation	712 Cathedral Street	Baltimore	MD	21201	28 000	General
Baltimore Station	140 W West Street 2nd Floor	Baltimore	MD	12130	2 000	General
Baltimore Symphony Orchestra	1212 Cathedral Street	Baltimore	MD	21201	121,300	General
Baltimore Tree Trust	P O Box 26202	Baltimore	MD	21210	5 000	General
Benedictine Sisters of Baltimore	2229 West Joppa Road	Lutherville	MD	21093	5 000	General
Big Brothers Big Sisters & The MD Mentoring Partner	3600 Clipper Mill Road, Suite 250	Baltimore	MD	21211	25 000	General
Bloomberg School of Neighborhood Leadership Pledge	615 N Wolfe Street, E2132	Baltimore	MD	21205	100 000	General
Blue Water Baltimore	3545 Belair Rd	Baltimore	MD	21213	20 000	General
Bon Secours of Maryland Foundation	26 N Fulton Avenue	Baltimore	MD	21223	80 000	General
Bridgeport Hospital Foundation	267 Grant Street	Bridgeport	CT	06610	30 000	General
Catholic Charities Baltimore	320 Cathedral Street	Baltimore	MD	21201	122 000	General
Catholic Relief Services	228 West Lexington Street	Baltimore	MD	21201	25 000	General
Carmelite Sisters of Baltimore	1318 Dulaney Valley Road	Baltimore	MD	21286	6 000	General
Casa of Baltimore Inc	511 E Baltimore Street	Baltimore	MD	21202	2 000	General
Casa of Baltimore Inc (County)	305 W Chesapeake Ave Suite 117	Baltimore	MD	21204	2 000	General
Center for Large Landscape Conservation	303 W Mendenhall Suite 4	Bozeman	MT	59715	30 000	General
Center Stage	700 N Calvert Street	Baltimore	MD	21202	30 000	General
Chesapeake Bay Foundation	6 Herndon Avenue	Annapolis	MD	21403	55 000	General
Chesapeake Conservancy	716 Giddings Ave	Annapolis	MD	21403	25 000	General
Children's Scholarship Fund Baltimore	1000 St Paul Street	Baltimore	MD	21202	15 000	General
Christian Appalachian Project	2610 Palumbo Drive	Lexington	KY	40509	13 000	General
Civic Works	2701 St Lo Drive	Baltimore	MD	21213	94 500	General
Community Mediation Program	3333 Greenmount Avenue	Baltimore	MD	21218	5 000	General
Cristo Rey Jesuit High School	420 S Chester Street	Baltimore	MD	21231	50 000	General
Doctors Without Borders	333 Seventh Avenue 2nd Floor	New York	NY	10001	50 000	General
Earthjustice	416 17th Street, 6th Floor	Oakland	CA	94612	84 000	General
Enoch Pratt Free Library	400 Cathedral Street	Baltimore	MD	21201	55 000	General
Everyman Theatre	1727 N Charles Street	Baltimore	MD	21201	10 000	General
Feeding America	35 East Wacker Drive Suite 2000	Chicago	IL	60601	28 000	General
Franciscan Center	101 West 23rd Street	Baltimore	MD	21218	5 000	General
Friends of Aliança Da Terra	5711 Old Harding Road, Ste 6	Nashville	TN	37205	30 000	General
Garden Harvest Inc	14045 Mantua Mill Road	Reisterstown	MD	21136	1 000	General
Goucher Prison Education Partnership	1021 Dulaney Valley Road	Baltimore	MD	21204	5 000	General
Habitat for Humanity of the Chesapeake	3741 Commerce Drive Suite 309	Baltimore	MD	21227	20 000	General
Hampden Family Center	800 West 36th Street	Baltimore	MD	21211	48 000	General
Healthcare for the Homeless	421 The Fallsway	Baltimore	MD	21202	20 000	General
Healthy Neighborhoods	2 E Read Street	Baltimore	MD	21202	10 000	General
Historic East Baltimore Community Action Coalition	1212 N Wolfe Street	Baltimore	MD	21213	25 000	General
Horizon Day Camp Baltimore	8 Market Place Suite 331	Baltimore	MD	21202	5 000	General
House of Ruth Maryland	2201 Argonne Drive	Baltimore	MD	21218	5 000	General
Independent College Fund of Maryland	3225 Ellerslie Avenue Suite C 160	Baltimore	MD	21218	25 000	General
Institute for Islamic Christian & Jewish Studies	956 Dulaney Valley Road	Baltimore	MD	21204	10 000	General
Irvine Nature Center	11201 Garrison Forest Road	Owings Mills	MD	21117	23 000	General
Johns Hopkins Hospital Sr Pediatric Endowment Fund	3400 North Charles St	Baltimore	MD	21218	300 000	General
Kennedy Krieger Institute	707 North Broadway	Baltimore	MD	21205	45 000	General
Maryland Art Place	218 W Saratoga Street	Baltimore	MD	21201	15 000	General
Maryland Film Festival	5 West North Avenue	Baltimore	MD	21201	100 000	General
Maryland Food Bank, Inc	2200 Halethorpe Farms Road	Baltimore	MD	21227	70 000	General
Maryland Historical Society	201 West Monument Street	Baltimore	MD	21201	10 000	General
Maryland Nature Conservancy	5410 Grosvenor Lane Suite 100	Bethesda	MD	20814	10 000	General
Maryland Science Center	601 Light Street	Baltimore	MD	21230	10 000	General
Maryland Zoo In Baltimore	1876 Mansion House Drive Druid Hill Park	Baltimore	MD	21217	5 000	General
Mount Vernon Place Conservatory	1221 N Calvert Street	Baltimore	MD	21201	10 000	General
Moveable Feast	901 North Milton Avenue	Baltimore	MD	21205	5 000	General
NAMI Metropolitan Baltimore Inc	6600 York Road, Suite 204	Baltimore	MD	21212	5 000	General
National Aquarium in Baltimore	Pier 3 501 East Pratt Street	Baltimore	MD	21202	76 500	General
Next One Up Foundation	P O Box 22503	Baltimore	MD	21203	12 000	General
Northern Rockies Conservation Cooperative	185 Center St Ste C/D	Jackson	WY	83001	30 000	General
Open Society Institute Baltimore	201 North Charles Street Suite 1300	Baltimore	MD	21201	55 000	General
Parks & People Foundation	800 Wyman Park Drive Suite 010	Baltimore	MD	21211	5 000	General
Promise Heights Initiative	525 West Redwood Street	Baltimore	MD	21201	5 000	General
Santa's Helpers Anonymous	14411 Cooper Road	Phoenix	MD	21131	1 000	General
Shepherd's Clinic	2800 Kirk Avenue	Baltimore	MD	21218	10 000	General
Sisters Academy of Baltimore	139 First Avenue	Baltimore	MD	21227	6 000	General
Soundkeeper	PO Box 4058	Norwalk	CT	6855	30 000	General
St Ambrose Housing Aid Center	321 East 25th Street	Baltimore	MD	21218	4 000	General
St Vincent de Paul of Baltimore- Beans & Bread Prg	2305 N Charles Street Suite 300	Baltimore	MD	21218	5 000	General
St Vincent de Paul of Baltimore Camp St Vincent	2305 N Charles Street Suite 300	Baltimore	MD	21218	5 000	General
Teach for America	2601 N Howard St #300	Baltimore	MD	21218	5 000	General
The Conservation Fund	1655 North Fort Myer Drive Suite 1300	Arlington	VA	22209	30 000	General
The Fund for Johns Hopkins Medicine	750 East Pratt Street 17th Floor	Baltimore	MD	21202	50 000	General
The Land Institute	2440 E Water Well Road	Salina	KS	67401	15 000	General
The Loading Dock Inc	2 N Kresson St	Baltimore	MD	21224	1 000	General
The Ocean Conservancy	1300 19th St NW 8th Floor	Washington	DC	20036	30 000	General
The Samaritan Women	602 South Chapel Gate Lane	Baltimore	MD	21229	10 000	General
Thread Mentoring	P O Box 1584	Baltimore	MD	21203	10 000	General
Towson YMCA	600 W Chesapeake Ave	Towson	MD	21204	30 000	General
Trash Free Maryland	3002 Laurel Avenue	Cheverly	MD	20785	22 000	General
Trust for Public Land	101 Montgomery St Suite 900	San Francisco	CA	59935	25 000	General
UNICEF	3 United Nations Plaza	New York	NY	10017	1 300	General
United Way Of Central Maryland	100 South Charles Street	Baltimore	MD	21201	10 000	General
Urban Teachers	1500 Union Avenue Suite 2200	Baltimore	MD	21211	25 000	General
Walters Art Museum	600 North Charles Street	Baltimore	MD	21201	20 000	General
Wilderness Society	1615 M Street NW	Washington	DC	20036	11 500	General
Yaak Valley Forest Council	265 Riverview Drive	Troy	MT	59935	24 000	General
Yellowstone to Yukon Conservation Initiative	P O Box 157	Bozeman	MT	59771	20 000	General
					2 785 100	

CASH CONTRIBUTIONS - PRIVATE FOUNDATIONS

Northern Kenya Fund	217 International Circle	Hunt Valley	MD	21030	60 000	General
					60 000	

CASH CONTRIBUTIONS - NON U S CHARITIES

Yukon Conservation	302 Hawkins St Whitehorse	Yukon	Canada	Y1A1X6	20 000	General
					20 000	

CASH CONTRIBUTIONS - PRIVATE OPERATING FOUNDATIONS

Thrive Inc	PO Box 5339	Ketchum	ID	83340	43 000	General
					43 000	

GRAND TOTAL CONTRIBUTIONS ***2,908 100***