

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

Name of foundation The Alvin and Fanny B Thalheimer Foundation Inc		A Employer identification number 52-6038383	
Number and street (or P O box number if mail is not delivered to street address) 6225 Smith Ave Suite B-100		Room/suite	B Telephone number (see instructions) (410) 415-7660
City or town, state or province, country, and ZIP or foreign postal code Baltimore, MD 21209		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 22,775,565		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	140,000			
	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 . . .	171,028	171,028		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	527,625			
	b Gross sales price for all assets on line 6a _____ 527,625				
	7 Capital gain net income (from Part IV, line 2) . . .		527,625		
	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)	280,849	280,849		
	12 Total. Add lines 1 through 11	1,119,502	979,502		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages	27,586	27,586		0
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	365	0		0
	b Accounting fees (attach schedule)	3,925	3,925		0
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) . . .	61,030	23,530		0
	19 Depreciation (attach schedule) and depletion . . .	556	556		
	20 Occupancy				
	21 Travel, conferences, and meetings	1,278	1,278		0
	22 Printing and publications				
	23 Other expenses (attach schedule)	201,664	201,664		0
	24 Total operating and administrative expenses. Add lines 13 through 23	296,404	258,539		0
	25 Contributions, gifts, grants paid	3,458,009			3,458,009
	26 Total expenses and disbursements. Add lines 24 and 25	3,754,413	258,539		3,458,009
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-2,634,911			
	b Net investment income (if negative, enter -0-)		720,963		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	821,173	513,894	513,894
	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 ▶ _____ 2,781 Less accumulated depreciation (attach schedule) ▶ _____ 1,900	1,437	881	881
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	20,307,975	17,980,899	22,260,790
	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)	21,130,585	18,495,674	22,775,565	
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 ▶ ☐ 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 ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0	0	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0	0	
	29 Retained earnings, accumulated income, endowment, or other funds	21,130,585	18,495,674	
30 Total net assets or fund balances (see instructions)	21,130,585	18,495,674		
31 Total liabilities and net assets/fund balances (see instructions) .	21,130,585	18,495,674		

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	21,130,585
2 Enter amount from Part I, line 27a	2	-2,634,911
3 Other increases not included in line 2 (itemize) ▶ _____	3	0
4 Add lines 1, 2, and 3	4	18,495,674
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	18,495,674

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)
1 a FROM PASS THROUGH ENTITIES	P		
b			
c			
d			
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 527,625			527,625
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			527,625
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	2	527,625
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	3,395,738	25,817,670	0 131528
2014	1,125,000	25,071,524	0 044872
2013	1,599,811	23,057,673	0 069383
2012	907,819	20,724,586	0 043804
2011	978,617	20,649,100	0 047393

2 Total of line 1, column (d)	0 336980
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	0 067396
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	23,022,324
5 Multiply line 4 by line 3	1,551,613
6 Enter 1% of net investment income (1% of Part I, line 27b)	7,210
7 Add lines 5 and 6	1,558,823
8 Enter qualifying distributions from Part XII, line 4	3,458,009

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	7,210
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	7,210
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	7,210
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	96,213
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	96,213
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	89,003
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ☐ 89,003 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	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 ☐ \$ 0 (2) On foundation managers ☐ \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	2	No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ MD		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i> .	8b	Yes
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 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	Yes

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 www Thalheimerfoundation.org	13	Yes	
14	The books are in care of Juliet A Eurich Executive Dir Telephone no (410) 415-7660			

Located at **6225 Smith Ave Suite B-100 Baltimore MD** ZIP+4 **21209**

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year 15			
16	At any time during calendar year 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? 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 ▶	16	Yes	No

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? ☐ 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)? ☐ Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	1b		No
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		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? ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions). ☐	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☒ Yes ☐ No			
b	If "Yes," did it have excess business holdings in 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). ☐	3b		No
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

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)?	☐ Yes ☒ No	5b	
	Organizations relying on a current notice regarding disaster assistance check here.	☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes ☐ No		
	<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?	☐ Yes ☒ No		
	b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	☐ Yes ☒ No	6b	No
	<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?	☐ Yes ☒ No		
	b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	☐ Yes ☒ No	7b	

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

[illegible]

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

Total number of other employees paid over \$50,000.	0
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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)
3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	0
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 None	0
2	
All other program-related investments. See instructions.	
3 	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	20,833,526
b	Average of monthly cash balances.	1b	2,539,392
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	23,372,918
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	23,372,918
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	350,594
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	23,022,324
6	Minimum investment return. Enter 5% of line 5.	6	1,151,116

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	1,151,116
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	7,210
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	7,210
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	1,143,906
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	1,143,906
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	1,143,906

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	3,458,009
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	3,458,009
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	7,210
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	3,450,799

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				1,143,906
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2016				
a From 2011.				
b From 2012.				
c From 2013.				
d From 2014.				
e From 2015.				2,131,378
f Total of lines 3a through e.	2,131,378			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>3,458,009</u>				
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.				1,143,906
e Remaining amount distributed out of corpus	2,314,103			
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	4,445,481			
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 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).	0			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	4,445,481			
10 Analysis of line 9				
a Excess from 2012.				
b Excess from 2013.				
c Excess from 2014.				
d Excess from 2015.				2,131,378
e Excess from 2016.				2,314,103

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 ☐ 4942(j)(3) or ☐ 4942(j)(5)					
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
	(a) 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 e-mail address of the person to whom applications should be addressed Juliet A Eurich Executive Dir 6225 Smith Ave Suite B-100 Baltimore, MD 21209 (410) 415-7660	
b The form in which applications should be submitted and information and materials they should include By letter with relevant data	
c Any submission deadlines None	
d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors The Foundation does not make grants or gifts to individuals	

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				3,458,009
b <i>Approved for future payment</i> See Additional Data Table				
Total ▶ 3b				852,500

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					
4 Dividends and interest from securities.			14	171,028	
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.			18	280,849	
8 Gain or (loss) from sales of assets other than inventory			18	527,625	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e).		0		979,502	0
13 Total. Add line 12, columns (b), (d), and (e).			13		979,502

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Part XVII

- | | Yes | No |
|-------|-----|----|
| 1a(1) | | No |
| 1a(2) | | No |
| 1b(1) | | No |
| 1b(2) | | No |
| 1b(3) | | No |
| 1b(4) | | No |
| 1b(5) | | No |
| 1b(6) | | No |
| 1c | | No |

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

**Sign
Here**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
	Firm's name ▶				Firm's EIN ▶
	Firm's address ▶				Phone no

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
Louis B Thalheimer 6225 Smith Ave Suite B-100 Baltimore, MD 21209	President / Director 1 00	0	0	0
Marjorie T Coleman 6225 Smith Ave Suite B-100 Baltimore, MD 21209				
Juliet A Eurich 6225 Smith Ave Suite B-100 Baltimore, MD 21209	Vice President / Director 1 00	0	0	0
Deborah T Long 6225 Smith Ave Suite B-100 Baltimore, MD 21209				
Joshua Wachs 6225 Smith Ave Suite B-100 Baltimore, MD 21209	Executive Director / Secretary 30 00	0	0	0
Rebekah T Coleman 6225 Smith Ave Suite B-100 Baltimore, MD 21209				
Rebekah T Coleman 6225 Smith Ave Suite B-100 Baltimore, MD 21209	Director 1 00	0	0	0

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>				
70 FACES MEDIA 24 WEST 30TH STREET 4TH FLOOR NEW YORK, NY 10001	NONE	EXEMPT	PROGRAM GRANT	15,000
ACLU FOUNDATION OF MARYLAND INC 3600 CLIPPER MILL ROAD SUITE 350 BALTIMORE, MD 21211	NONE	EXEMPT	PROGRAM GRANT	25,000
ADAS ISRAEL CONGREGATION 2850 QUEBEC STREET NW WASHINGTON, DC 20008	NONE	EXEMPT	PROGRAM GRANT	10,000
ADELANTE LATINA INC 2907 WEST STRATHMORE AVENUE BALTIMORE, MD 21209	NONE	EXEMPT	GENERAL SUPPORT	15,000
ASSOCIATION OF BALTIMORE AREA GRANTMAKERS 2 EAST READ STREET 2ND FLOOR BALTIMORE, MD 212022470	NONE	EXEMPT	GENERAL SUPPORT	5,509
Total ► 3a				3,458,009

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>				
AVODAH 45 WEST 36TH STREET 8TH FLOOR NEW YORK, NY 10018	NONE	EXEMPT	GENERAL SUPPORT FOR WASHINGTON, D C	15,000
BALTIMORE URBAN DEBATE LEAGUE 2601 NORTH HOWARD STREET SUITE 150 BALTIMORE, MD 21218	NONE	EXEMPT	PROGRAM GRANT	20,000
BARD COLLEGE OFFICE OF INSTITUTIONAL AFFAIRS PO BOX 5000 ANNANDALEONHUDSON, NY 12504	NONE	EXEMPT	GENERAL SUPPORT FOR BALTIMORE	20,000
BEND THE ARC A JEWISH PARTNERSHIP FOR JUSTICE 330 7TH AVENUE NEW YORK, NY 10001	NONE	EXEMPT	GENERAL SUPPORT	20,000
BIOTECHNICAL INSTITUTE OF MARYLAND INC 1101 WEST PRATT STREET SUITE 302 BALTIMORE, MD 21223	NONE	EXEMPT	GENERAL SUPPORT	25,000
Total ► 3a				3,458,009

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>				
BIRTHRIGHT ISRAEL FOUNDATION INC 33 EAST 33RD STREET 7TH FLOOR NEW YORK, NY 10016	NONE	EXEMPT	GENERAL SUPPORT	5,000
BREAKTHROUGH AUSTIN 1050 EAST 11TH STREET SUITE 350 AUSTIN, TX 78702	NONE	EXEMPT	GENERAL SUPPORT	5,000
BROOKLYN COMMUNITY HOUSING AND SERVICES 25 CHAPEL STREET SUITE 1200 BROOKLYN, NY 11201	NONE	EXEMPT	GENERAL SUPPORT	5,000
BUILDING STEPS PO BOX 1393 BROOKLANDVILLE, MD 210221393	NONE	EXEMPT	GENERAL SUPPORT	37,500
CAROL S PETREA YOUTH GOLF FOUNDATION INC PO BOX 1820 SHALLOTTE, NC 28459	NONE	EXEMPT	GENERAL SUPPORT	12,500
Total 				3,458,009
3a				

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>				
CAROLINE CENTER 900 SOMERSET STREET BALTIMORE, MD 21202	NONE	EXEMPT	PROGRAM GRANT	25,000
CENTER FOR URBAN FAMILIES 2201 NORTH MONROE STREET BALTIMORE, MD 21217	NONE	EXEMPT	PROGRAM GRANT	20,000
CENTRAL SCHOLARSHIP BUREAU 6 PARK CENTER SUITE 211 OWINGS MILLS, MD 21117	NONE	EXEMPT	PROGRAM GRANT	10,000
CIVIC WORKS INC 2701 SAINT LO DRIVE BALTIMORE, MD 21213	NONE	EXEMPT	PROGRAM GRANT	25,000
COLLEGEBOUND FOUNDATION 300 WATER STREET SUITE 300 BALTIMORE, MD 21202	NONE	EXEMPT	PROGRAM GRANT	20,000
Total ▶ 3a				3,458,009

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>				
COMMUNITY HELP IN PARK SLOPE 200 FOURTH AVENUE BROOKLYN, NY 11217	NONE	EXEMPT	GENERAL SUPPORT	7,500
EQUAL JUSTICE INITIATIVE 122 COMMERCE STREET MONTGOMERY, AL 36104	NONE	EXEMPT	GENERAL SUPPORT	5,000
FIRST TEE OF BALTIMORE INC 8508 LOCH RAVEN BOULEVARD SUITE J BALTIMORE, MD 21286	NONE	EXEMPT	GENERAL SUPPORT	12,500
FOOTSTEPS INC 114 JOHN STREET 930 NEW YORK, NY 10272	NONE	EXEMPT	GENERAL SUPPORT	15,000
FRANCISCAN CENTER 101 WEST 23RD STREET BALTIMORE, MD 21218	NONE	EXEMPT	GENERAL SUPPORT	25,000
Total ▶ 3a				3,458,009

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>				
FRIENDSHIP PLACE 4713 WISCONSIN AVENUE NW WASHINGTON, DC 200164609	NONE	EXEMPT	GENERAL SUPPORT	2,500
FUND FOR EDUCATIONAL EXCELLENCE 800 NORTH CHARLES STREET SUITE 400 BALTIMORE, MD 21201	NONE	EXEMPT	GENERAL SUPPORT AND PROGRAM GRANT	25,000
GOUCHER COLLEGE 1021 DULANEY VALLEY ROAD BALTIMORE, MD 21204	NONE	EXEMPT	PROGRAM GRANT	25,000
GREEN EARTH POETS CAFE 521 ST MARKS AVENUE SUITE 7C BROOKLYN, NY 11238	NONE	EXEMPT	PROGRAM GRANT	2,500
HEALTH CARE FOR THE HOMELESS INC 421 FALLSWAY BALTIMORE, MD 21202	NONE	EXEMPT	GENERAL SUPPORT	25,000
Total 				3,458,009
3a				

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>				
HIGHER ACHIEVEMENT BALTIMORE 1500 UNION AVENUE THE UNION MILL SUITE 2600 BALTIMORE, MD 21211	NONE	EXEMPT	GENERAL SUPPORT FOR BALTIMORE	25,000
HILLEL-INTERNATIONAL ARTHUR & ROCHELLE BELFER BUILDING 800 EIGHTH STREET NW WASHINGTON, DC 200013724	NONE	EXEMPT	PROGRAM GRANT	100,000
JEWS UNITED FOR JUSTICE 1100 H STREET NW SUITE 630 WASHINGTON, DC 20005	NONE	EXEMPT	GENERAL SUPPORT FOR BALTIMORE	15,000
JOB OPPORTUNITIES TASK FORCE INC 217 EAST REDWOOD STREET SUITE 1500 BALTIMORE, MD 21202	NONE	EXEMPT	GENERAL SUPPORT	20,000
KIPP BALTIMORE 4701 GREENSPRING AVENUE ROOM 115 BALTIMORE, MD 21209	NONE	EXEMPT	PROGRAM GRANT	15,000
Total ▶ 3a				3,458,009

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>				
LEGAL AID BUREAU INC 500 EAST LEXINGTON STREET BALTIMORE, MD 21202	NONE	EXEMPT	PROGRAM GRANT	10,000
LIFT INC 128 M STREET NW SUITE 335 WASHINGTON, DC 20001	NONE	EXEMPT	GENERAL SUPPORT	2,500
MAINE FARMLAND TRUST 97 MAIN STREET BELFAST, ME 04915	NONE	EXEMPT	GENERAL SUPPORT	2,000
MAINE ORGANIC FARMERS AND GARDENERS ASSOCIATION PO BOX 170 294 CROSBY BROOK ROAD UNITY, ME 04988	NONE	EXEMPT	GENERAL SUPPORT	8,000
MARYLAND HUMANITIES COUNCIL INC 108 WEST CENTRE STREET BALTIMORE, MD 212014565	NONE	EXEMPT	PROGRAM GRANT	15,000
Total 				3,458,009
3a				

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>				
MARYLAND INSTITUTE COLLEGE OF ART 1300 WEST MOUNT ROYAL AVENUE BALTIMORE, MD 212174191	NONE	EXEMPT	ENDOWMENT GRANT	100,000
MARYLAND NEW DIRECTIONS INC 2700 NORTH CHARLES STREET SUITE 200 BALTIMORE, MD 21218	NONE	EXEMPT	GENERAL SUPPORT	20,000
MOISHE HOUSE 5007 PROVIDENCE ROAD SUITE E216 CHARLOTTE, NC 28226	NONE	EXEMPT	PROGRAM GRANT	25,000
NATIONAL AQUARIUM IN BALTIMORE INC 501 EAST PRATT STREET PIER 3 BALTIMORE, MD 212023194	NONE	EXEMPT	PROGRAM GRANT	10,000
NEW LEADERS NATIONAL & NEW YORK PROGRAM OFFICE 30 WEST 26TH STREET 2ND FLOOR NEW YORK, NY 10010	NONE	EXEMPT	GENERAL SUPPORT FOR BALTIMORE	25,000
Total ▶ 3a				3,458,009

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>				
PLANNED PARENTHOOD FEDERATION OF AMERICA 123 WILLIAM STREET NEW YORK, NY 10038	NONE	EXEMPT	GENERAL SUPPORT	10,000
PLANNED PARENTHOOD OF GREATER TEXAS INC 7424 GREENVILLE AVENUE SUITE 206 DALLAS, TX 75231	NONE	EXEMPT	GENERAL SUPPORT	20,000
PROJECT KESHER 600 MAMARONECK AVENUE SUITE 400 HARRISON, NY 10528	NONE	EXEMPT	PROGRAM GRANT	35,000
PROJECT MORRY 350 EXECUTIVE BOULEVARD SUITE 125 ELMSFORD, NJ 10523	NONE	EXEMPT	GENERAL SUPPORT	10,000
PUPPET WORKS INC PO BOX 150562 BROOKLYN, NY 11215	NONE	EXEMPT	PROGRAM GRANT	5,000
Total ▶ 3a				3,458,009

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>				
RAISING A READER 330 TWIN DOLPHIN DRIVE SUITE 147 REDWOOD CITY, CA 94065	NONE	EXEMPT	GENERAL SUPPORT FOR BALTIMORE	20,000
READING PARTNERS 841 EAST FORT AVENUE 233 BALTIMORE, MD 21230	NONE	EXEMPT	GENERAL SUPPORT FOR BALTIMORE	25,000
RED HOOK INITIATIVE INC 767 HICKS STREET BROOKLYN, NY 11231	NONE	EXEMPT	GENERAL SUPPORT	10,000
RIDING TO THE TOP THERAPEUTIC RIDING CENTER 14 LILAC DRIVE WINDHAM, ME 04062	NONE	EXEMPT	GENERAL SUPPORT	5,000
SECOND CHANCE INC 1700 RIDGELY STREET BALTIMORE, MD 21230	NONE	EXEMPT	PROGRAM GRANT	20,000
Total 				3,458,009
3a				

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>				
SHEPHERD'S CLINIC 2800 KIRK AVENUE BALTIMORE, MD 21218	NONE	EXEMPT	GENERAL SUPPORT	20,000
SIXTH & I SYNAGOGUE INC 600 I STREET NW WASHINGTON, DC 20001	NONE	EXEMPT	GENERAL SUPPORT	10,000
SOUTH BALTIMORE LEARNING CENTER 28 EAST OSTEND STREET BALTIMORE, MD 212304209	NONE	EXEMPT	GENERAL SUPPORT	15,000
ST MARY'S REGIONAL MEDICAL CENTER PO BOX 7291 LEWISTON, ME 04243	NONE	EXEMPT	GENERAL SUPPORT	5,000
ST VINCENT DE PAUL OF BALTIMORE 2305 NORTH CHARLES STREET BALTIMORE, MD 21218	NONE	EXEMPT	PROGRAM GRANT	5,000
Total ▶				3,458,009
3a				

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>				
STRONG CITY BALTIMORE 3503 NORTH CHARLES STREET BALTIMORE, MD 21218	NONE	EXEMPT	PROGRAM GRANT	20,000
TEACH FOR AMERICA INC 2601 NORTH HOWARD STREET SUITE 300 BALTIMORE, MD 212184666	NONE	EXEMPT	GENERAL SUPPORT FOR BALTIMORE	40,000
THE BELL FOUNDATION INC 1500 UNION AVENUE SUITE 117 BALTIMORE, MD 21211	NONE	EXEMPT	GENERAL SUPPORT FOR BALTIMORE	15,000
THE DIGITAL HARBOR FOUNDATION 1045 LIGHT STREET BALTIMORE, MD 21230	NONE	EXEMPT	GENERAL SUPPORT	10,000
THE FRESH AIR FUND 633 THIRD AVENUE 14TH FLOOR NEW YORK, NY 10017	NONE	EXEMPT	PROGRAM GRANT	10,000
Total ▶ 3a				3,458,009

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>				
THE HOPE PROGRAM ONE SMITH STREET 4TH FLOOR BROOKLYN, NY 11201	NONE	EXEMPT	GENERAL SUPPORT	5,000
THE INGENUITY PROJECT INC BALTIMORE POLYTECHNIC INSTITUTE 1400 WEST COLD SPRING LANE BALTIMORE, MD 21209	NONE	EXEMPT	PROGRAM GRANT	15,000
THE INNOCENCE PROJECT 40 WORTH STREET SUITE 701 NEW YORK, NY 10013	NONE	EXEMPT	GENERAL SUPPORT	10,000
THE JOHNS HOPKINS UNIVERSITY 242 GARLAND HALL 3400 NORTH CHARLES STREET BALTIMORE, MD 212182688	NONE	EXEMPT	ENDOWMENT GRANT	2,000,000
THE SCHECHTER INSTITUTES INC BOX 3566 PO BOX 8500 PHILADELPHIA, PA 191783566	NONE	EXEMPT	PROGRAM GRANTS	50,000
Total ▶ 3a				3,458,009

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>				
THE VILLAGE LEARNING PLACE INC 2521 SAINT PAUL STREET BALTIMORE, MD 21218	NONE	EXEMPT	PROGRAM GRANT	10,000
THREAD INC PO BOX 1584 BALTIMORE, MD 212031584	NONE	EXEMPT	GENERAL SUPPORT	15,000
UNITED WAY OF CENTRAL MARYLAND MONTGOMERY PARK 1800 WASHINGTON BOULEVARD SUITE 340 BALTIMORE, MD 21230	NONE	EXEMPT	PROGRAM GRANT	25,000
URBAN TEACHERS 1500 UNION AVENUE SUITE 2200 BALTIMORE, MD 21211	NONE	EXEMPT	GENERAL SUPPORT FOR BALTIMORE	35,000
WORLD UNION FOR PROGRESSIVE JUDAISM LTD 633 THIRD AVENUE NEW YORK, NY 100176778	NONE	EXEMPT	PROGRAM GRANTS	95,000
Total ▶ 3a				3,458,009

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
YOUNG AUDIENCES OF MARYLAND INC 2600 NORTH HOWARD STREET SUITE 1300 BALTIMORE, MD 21218	NONE	EXEMPT	PROGRAM GRANT	15,000
Total ▶ 3a				3,458,009

TY 2016 Accounting Fees Schedule

Name: The Alvin and Fanny B Thalheimer
Foundation Inc

EIN: 52-6038383

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	3,925	3,925		0

TY 2016 All Other Program Related Investments Schedule

Name: The Alvin and Fanny B Thalheimer
Foundation Inc

EIN: 52-6038383

Category	Amount
None	0

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 Alvin and Fanny B Thalheimer
Foundation Inc

EIN: 52-6038383

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
COMPUTER EQUIPMENT	2013-08-12	2,781	1,344	SL	5 000000000000	556	556		

TY 2016 Investments - Land Schedule

Name: The Alvin and Fanny B Thalheimer
Foundation Inc

EIN: 52-6038383

Category/ Item	Cost/Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
COMPUTER EQUIPMENT	2,781	1,900	881	881

TY 2016 Investments - Other Schedule

Name: The Alvin and Fanny B Thalheimer
Foundation Inc

EIN: 52-6038383

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
BLACKSTONE PARTNERS FUND, LTD	AT COST	6,532,075	7,011,924
ASSOCIATED JEWISH CHARITIES INVESTMENT FUND	AT COST	4,959,204	6,550,359
ROCKEFELLER GLOBAL EQUITY FUND	AT COST	5,294,120	7,503,007
MORGAN STANLEY	AT COST	0	0
WELLS FARGO ADVISORS	AT COST	1,195,500	1,195,500

TY 2016 Legal Fees Schedule

Name: The Alvin and Fanny B Thalheimer
Foundation Inc

EIN: 52-6038383

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	365	0		0

TY 2016 Other Expenses Schedule

Name: The Alvin and Fanny B Thalheimer
Foundation Inc

EIN: 52-6038383

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PORTFOLIO DEDUCTIONS FROM K-1S	186,746	186,746		0
SOFTWARE SUPPORT	8,298	8,298		0
BANK FEES	30	30		0
POSTAGE AND DELIVERY	830	830		0
OFFICE SUPPLIES	1,222	1,222		0
TELE-CONFERENCE FEES	274	274		0
MEMBERSHIP FEES	1,700	1,700		0
INSURANCE- CORPORATE	2,029	2,029		0
INSURANCE- WORKERS' COMPENSATION	535	535		0

TY 2016 Other Income Schedule

Name: The Alvin and Fanny B Thalheimer
Foundation Inc

EIN: 52-6038383

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
FROM K-1 INVESTMENTS-OTHER PORTFOLIO	280,849	280,849	280,849

TY 2016 Substantial Contributors Schedule

Name: The Alvin and Fanny B Thalheimer
Foundation Inc

EIN: 52-6038383

Name	Address
Lord Baltimore Capital Corporation	6225 Smith Ave Suite B-100 Baltimore, MD 21209

TY 2016 Taxes Schedule

Name: The Alvin and Fanny B Thalheimer
Foundation Inc

EIN: 52-6038383

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES PD FROM K-1S	19,831	19,831		0
FEDERAL TAXES PAID	37,500	0		0
EMPLOYEE PAYROLL TAXES AND FEES	3,699	3,699		0

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	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 www.irs.gov/form990	OMB No 1545-0047 2016
	Name of the organization The Alvin and Fanny B Thalheimer Foundation Inc	Employer identification number 52-6038383

Organization type (check one)

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

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

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, 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 Alvin and Fanny B Thalheimer Foundation Inc	Employer identification number 52-6038383
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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	LORD BALTIMORE CAPITAL CORPORATION 6225 SMITH AVENUE SUITE B-100 BALTIMORE, MD 21209	\$ 140,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	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)

Employer identification number

52-6038383

Part II	Noncash Property
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Schedule B (Form 990, 990-EZ, or 990-PF) (2016)

Name of organization The Alvin and Fanny B Thalheimer Foundation Inc	Employer identification number 52-6038383
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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
	(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