

Form **990-PF**
 Department of the Treasury
 Internal Revenue Service

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

OMB No 1545-0052
2016
Open to Public Inspection

▶ 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.

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

Name of foundation JS PLANK & DM DICARLO FAMILY FOUNDATION INC		A Employer identification number 71-1040599
Number and street (or P O box number if mail is not delivered to street address) 100 INTERNATIONAL DR NO 21100	Room/suite	B Telephone number (see instructions) (410) 454-6441
City or town, state or province, country, and ZIP or foreign postal code BALTIMORE, MD 21202		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 11,075,754	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		(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)	16,285			
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	236,138	236,138		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	483,294			
	b Gross sales price for all assets on line 6a	4,908,146			
	7 Capital gain net income (from Part IV, line 2)		483,294		
	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) (attach schedule)					
11 Other income (attach schedule)	-2,089	-2,089			
12 Total. Add lines 1 through 11	733,628	717,343			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	337,651	0		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	11,118	4,049		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	6,407	6,407		0
	24 Total operating and administrative expenses. Add lines 13 through 23	355,176	10,456		0
	25 Contributions, gifts, grants paid	6,295,356			6,295,356
26 Total expenses and disbursements. Add lines 24 and 25	6,650,532	10,456		6,295,356	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-5,916,904				
b Net investment income (if negative, enter -0-)		706,887			
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	196,910	175,530	175,530
	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) ▶ _____ 909,000 Less allowance for doubtful accounts ▶ _____ 0	909,000	909,000	909,000
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)			
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	11,653,660	7,285,526	9,948,386
	14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15 Other assets (describe ▶ _____)	51,610	42,838	42,838	
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	12,811,180	8,412,894	11,075,754	
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 ▶ _____)	0	1,518,618	
	23 Total liabilities (add lines 17 through 22)	0	1,518,618	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	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	12,811,180	6,894,276		
30 Total net assets or fund balances (see instructions)	12,811,180	6,894,276		
31 Total liabilities and net assets/fund balances (see instructions) .	12,811,180	8,412,894		

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	12,811,180
2 Enter amount from Part I, line 27a	2	-5,916,904
3 Other increases not included in line 2 (itemize) ▶ _____	3	0
4 Add lines 1, 2, and 3	4	6,894,276
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	6,894,276

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	GOLDMAN SACHS A/C 2486		2016-01-01	2016-12-31
b	GOLDMAN SACHS A/C 6702		2016-01-01	2016-12-31
c	GOLDMAN SACHS A/C 6702		2001-01-01	2016-12-31
d	GOLDMAN SACHS A/C 6702		2001-01-01	2016-12-31
e	CAPITAL GAINS DIVIDENDS	P		

(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 12			12
b 31,302		33,754	-2,452
c 4,315,577		4,008,305	307,272
d 557,607		382,793	174,814
e 3,648			3,648

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			12
b			-2,452
c			307,272
d			174,814
e			3,648

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	483,294
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	2,197,447	13,966,014	0.157342
2014	2,090,454	12,413,601	0.168400
2013	1,497,244	9,169,700	0.163282
2012	1,362,471	6,649,049	0.204912
2011	751,664	4,785,173	0.157082

2 Total of line 1, column (d)	2	0.851018
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.170204
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	13,348,848
5 Multiply line 4 by line 3	5	2,272,027
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	7,069
7 Add lines 5 and 6	7	2,279,096
8 Enter qualifying distributions from Part XII, line 4	8	6,295,356

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)

Table with 11 rows for excise tax calculations. Includes items like 'Exempt operating foundations', 'Domestic foundations that meet the section 4940(e) requirements', and 'Total credits and payments'. Total amount owed is 34,286.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions like 'During the tax year, did the foundation attempt to influence any national, state, or local legislation?' and 'Has the foundation engaged in any activities that have not previously been reported to the IRS?'. Includes Yes/No columns.

Part VII-A Statements Regarding Activities (continued)

Table with 3 columns: Question, Yes, No. Rows 11-14 regarding controlled entities, donor advised funds, public inspection requirements, and books in care.

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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.

Table with 3 columns: Question, Yes, No. Row 16 regarding interest in foreign countries.

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.

Main table with 3 columns: Question, Yes, No. Rows 1a-4b regarding Form 4720 exceptions and requirements.

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)? Yes No

Organizations relying on a current notice regarding disaster assistance check here. Yes No

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? 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? Yes No

If "Yes" to 6b, file Form 8870

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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

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

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
J SCOTT PLANK 100 INTERNATIONAL DR STE 21100 BALTIMORE, MD 21202	PRESIDENT/TREAS 0 00	0	0	0
DANA M DICARLO 100 INTERNATIONAL DR STE 21100 BALTIMORE, MD 21202	VICE PRESIDENT 0 00	0	0	0
MORRIS L GARTEN 36 S CHARLES ST SUITE 2300 BALTIMORE, MD 21201	SECRETARY 0 00	0	0	0
DAVID A GOLDNER 36 S CHARLES STREET 18TH FL BALTIMORE, MD 21201	TREASURER 0 00	0	0	0

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

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

Total number of other employees paid over \$50,000. Yes No 0

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

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments (see instructions)

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	12,625,982
b	Average of monthly cash balances.	1b	926,148
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	13,552,130
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	13,552,130
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	203,282
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	13,348,848
6	Minimum investment return. Enter 5% of line 5.	6	667,442

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	667,442
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	7,069
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	7,069
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	660,373
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	660,373
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	660,373

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	6,295,356
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	6,295,356
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	7,069
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	6,288,287

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				660,373
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.	550,375			
b From 2012.	1,162,971			
c From 2013.	1,104,037			
d From 2014.	1,575,596			
e From 2015.	1,513,791			
f Total of lines 3a through e.	5,906,770			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ _____ 6,295,356				
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.				660,373
e Remaining amount distributed out of corpus	5,634,983			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))				0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	11,541,753			
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).	550,375			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	10,991,378			
10 Analysis of line 9				
a Excess from 2012.	1,162,971			
b Excess from 2013.	1,104,037			
c Excess from 2014.	1,575,596			
d Excess from 2015.	1,513,791			
e Excess from 2016.	5,634,983			

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))
See Additional Data Table

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

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

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

a The name, address, and telephone number or email address of the person to whom applications should be addressed

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

c Any submission deadlines

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total ▶ 3a				6,295,356
b <i>Approved for future payment</i>				
Total ▶ 3b				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include categories like Program service revenue, Fees and contracts from government agencies, Membership dues and assessments, Interest on savings and temporary cash investments, Dividends and interest from securities, Net rental income or (loss) from real estate, Other investment income, Gain or (loss) from sales of assets other than inventory, Net income or (loss) from special events, Gross profit or (loss) from sales of inventory, and Other revenue.

13 Total. Add line 12, columns (b), (d), and (e). (See worksheet in line 13 instructions to verify calculations)

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

Table with 2 columns: Line No. and 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) (See instructions).

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?
a Transfers from the reporting foundation to a noncharitable exempt organization of
(1) Cash.
(2) Other assets.
b Other transactions
(1) Sales of assets to a noncharitable exempt organization.
(2) Purchases of assets from a noncharitable exempt organization.
(3) Rental of facilities, equipment, or other assets.
(4) Reimbursement arrangements.
(5) Loans or loan guarantees.
(6) Performance of services or membership or fundraising solicitations.
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

Table with 4 columns: (a) Line No, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements

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

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship

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.
Signature of officer or trustee: ***** Date: 2017-11-14 Title: *****

May the IRS discuss this return with the preparer shown below (see instr)? [X] Yes [] No

Paid Preparer Use Only
Print/Type preparer's name: DAVID A GOLDNER
Preparer's Signature
Date: 2017-11-14
Check if self-employed []
PTIN: P00519225
Firm's name: GROSS MENDELSON & ASSOCIATES PA
Firm's EIN: 52-0982413
Firm's address: 36 SOUTH CHARLES ST 18TH FLOOR BALTIMORE, MD 21201
Phone no: (410) 685-5512

Form 990PF Part XV Line 1a - 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).

J SCOTT PLANK

DANA M DICARLO

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>				
ACTS 4 YOUTH PO BOX 11068 BALTIMORE, MD 21212	NONE	PUBLIC	UNRESTRICTED	5,000
ALZHEIMERS ASSOCIATION 1850 YORK RD TIMONIUM, MD 21093	NONE	PUBLIC	UNRESTRICTED	3,000
AMERICAN DIABETES ASSOCIATION 2451 CRYSTAL DRIVE SUITE 900 ARLINGTON, VA 22202	NONE	PUBLIC	UNRESTRICTED	5,187
BALTIMORE CENTER STAGE 700 NORTH CALVERT STREET BALTIMORE, MD 21202	NONE	PUBLIC	UNRESTRICTED	25,000
BALTIMORE DESIGN SCHOOL 1500 BARCLAY ST BALTIMORE, MD 21202	NONE	PUBLIC	UNRESTRICTED	28,000
Total ▶ 3a				6,295,356

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
BALTIMORE MUSEUM OF INDUSTRY 1415 KEY HIGHWAY BALTIMORE, MD 21230	NONE	PUBLIC	UNRESTRICTED	5,000
BALTIMORE POLICE WERSTEN DISTRICT 1034 N MOUNT ST BALTIMORE, MD 21217	NONE	PUBLIC	UNRESTRICTED	443,159
BALTIMORE SCHOOL FOR THE ARTS 712 CATHEDRAL STREET BALTIMORE, MD 21201	NONE	PUBLIC	UNRESTRICTED	38,602
BIG BROTHERS BIG SISTER 3600 CLIPPER MILL RD SUTE 250 BALTIMORE, MD 21211	NONE	PUBLIC	UNRESTRICTED	1,500
BOLTON STREET SYNAGOGUE 212 W COLD SPRING LANE BALTIMORE, MD 21210	NONE	PUBLIC	UNRESTRICTED	245
Total ▶				6,295,356
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>				
BUILDING STEPS FOUNDATION PO BOX 1393 BROOKLANDVILLE, MD 21022	NONE	PUBLIC	UNRESTRICTED	50,000
CALVERT SCHOOL 105 TUSCANY RD BALTIMORE, MD 21210	NONE	PUBLIC	UNRESTRICTED	62,123
CATHERINE PUGH INAUGURAL COMMITTEE INC PO BOX 5684 BALTIMORE, MD 21210	NONE	PUBLIC	UNRESTRICTED	10,000
CHILDREN'S CHORUS OF MARYLAND 100 E PENNSYLVANIA AVE TOWSON, MD 21286	NONE	PUBLIC	UNRESTRICTED	82,913
COMMUNITY HOUSING PARTNERS 448 NE DEPOT STREET CHRISTIANSBURG, VA 24073	NONE	PUBLIC	UNRESTRICTED	2,500
Total ▶ 3a				6,295,356

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>				
CORNELL LAW SCHOOL MYRON TAYLOR HALL ITHACA, NY 14853	NONE	PUBLIC	UNRESTRICTED	25,000
CREATIVE ALLIANCE 3134 EASTERN AVE BALTIMORE, MD 21224	NONE	PUBLIC	UNRESTRICTED	3,063
DE MARILLAC ACADEMY 175 GOLDEN GATE AVE SAN FRANCISCO, CA 94102	NONE	PUBLIC	UNRESTRICTED	2,250
DOWNTOWN BALTIMORE FAMILY ALLIANCE PO BOX 38917 BALTIMORE, MD 21231	NONE	PUBLIC	UNRESTRICTED	6,250
DOWNTOWN SAILING CENTER 1425 KEY HIGHWAY SUITE 110 BALTIMORE, MD 21230	NONE	PUBLIC	UNRESTRICTED	5,000
Total 3a				6,295,356

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>				
EAGLES MERE AMBULANCE ASSOCAITION 49 FERN LANE EAGLES MERE, PA 17731	NONE	PUBLIC	UNRESTRICTED	500
EAGLES MERE ATHLETIC ASSOCIATION PO BOX 308 EAGLES MERE, PA 17731	NONE	PUBLIC	UNRESTRICTED	5,100
EAGLES MERE CONSERVANCY PO BOX 64 EAGLES MERE, PA 17731	NONE	PUBLIC	UNRESTRICTED	1,000
EAGLES MERE MUSEUM 288 EAGLES MERE AVE EAGLES MERE, PA 17731	NONE	PUBLIC	UNRESTRICTED	500
EAGLES MERE FOUNDATION 487 LAKEWOOD AVE EAGLES MERE, PA 17731	NONE	PUBLIC	UNRESTRICTED	500
Total 3a				6,295,356

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>				
EAGLES MERE FRIENDS OF THE ARTS 891 LA PORT AVE EAGLES MERE, PA 17731	NONE	PUBLIC	UNRESTRICTED	1,500
EMERGING ARTS PROFESSIONALS 55 TAYLOR ST SAN FRANCISCO, CA 94102	NONE	PUBLIC	UNRESTRICTED	1,000
EVERYMAN THEATRE BALTIMORE 315 W FAYETTE ST BALTIMORE, MD 21201	NONE	PUBLIC	UNRESTRICTED	4,500
EVERY MOTHER COUNT 180 VARICK ST NEW YORK, NY 10014	NONE	PUBLIC	UNRESTRICTED	1,000
EXPLORATORIUM SAN FRANCISCO BAY TRAIL PIER 14 SAN FRANCISCO, CA 94111	NONE	PUBLIC	UNRESTRICTED	1,000
Total ▶ 3a				6,295,356


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>				
FIGHT FOR CHILDREN 1726 M STREET NW STE 202 WASHINGTON, DC 20036	NONE	PUBLIC	UNRESTRICTED	100,000
FRANCIS SCOTT KEY HIGH SCHOOL 3825 BARK HILL RD UNION BRIDGE, MD 21791	NONE	PUBLIC	UNRESTRICTED	36,801
GLOBAL LIVES PROJECT 145 9TH ST SUITE 220 SAN FRANCISCO, CA 94103	NONE	PUBLIC	UNRESTRICTED	1,000
GREAT KIDS FARMBALTIMORE CITY PUBLIC SCHOOLS 6601 BALTIMORE NATIONAL PIKE CATONSVILLE, MD 21228	NONE	PUBLIC	UNRESTRICTED	5,000
HFWAA INC PO BOX 609 HANCOCK, NY 13783	NONE	PUBLIC	UNRESTRICTED	500
Total ▶ 3a				6,295,356

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>				
HOUSE OF RUTH BALTIMORE INC 2201 ARGONNE DRIVE BALTIMORE, MD 21218	NONE	PUBLIC	UNRESTRICTED	3,000
HOUSING WORKS 727 15TH ST NW 200 WASHINGTON, DC 20005	NONE	PUBLIC	UNRESTRICTED	2,500
HOSPITALITY HOUSE 290 TURK STREET SAN FRANCISCO, CA 94102	NONE	PUBLIC	UNRESTRICTED	2,500
JOHN BURTON FOUNDATION 235 MONTGOMERY ST 1142 SAN FRANCISCO, CA 94104	NONE	PUBLIC	UNRESTRICTED	20,000
JOHNS HOPKINS HOSPITAL 733 N BROADWAY STE G45 BALTIMORE, MD 21205	NONE	PUBLIC	UNRESTRICTED	925
Total ▶ 3a				6,295,356

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>				
JUNIOR LEAGUE OF BALTIMORE 5902 YORK RD BALTIMORE, MD 21212	NONE	PUBLIC	UNRESTRICTED	5,500
LIVING CLASSROOM FOUNDATION 802 S CAROLINE ST BALTIMORE, MD 21231	NONE	PUBLIC	UNRESTRICTED	10,000
MARIPOSA 1500 UNION AVENUE STE 1310 BALTIMORE, MD 21211	NONE	PUBLIC	UNRESTRICTED	20,000
NATIONAL COUNCIL ON EDUCATING BLACK CHILDREN 3737 N MERIDIAN ST INDIANAPOLIS, IN 46208	NONE	PUBLIC	UNRESTRICTED	6,000
NATIONAL MULTIPLE SCLEROSIS SOCIETY 1800 M STREET NW SUITE 750 SOUTH WASHINGTON, DC 20006	NONE	PUBLIC	UNRESTRICTED	2,403
Total 				6,295,356
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>				
NRDC-URBAN SOLUTIONS 40 WEST 20TH STREET 11TH FLOOR NEW YORK, NY 10011	NONE	PUBLIC	UNRESTRICTED	2,250
PEP (PARENT ENCOURAGEMENT PROGRAM) 10100 CONNECTICUT AVENUE KENSINGTON, MD 20895	NONE	PUBLIC	UNRESTRICTED	50,300
PORT DISCOVERY 35 MARKET PLACE BALTIMORE, MD 21202	NONE	PUBLIC	UNRESTRICTED	35,584
ROLAND PARK BASEBALL LEAGUE 4612 ROLAND AVENUE BALTIMORE, MD 21210	NONE	PUBLIC	UNRESTRICTED	20,144
RONALD MCDONALD HOUSE CHARITIES OF BALTIMORE 635 W LEXINGTON STREET BALTIMORE, MD 21201	NONE	PUBLIC	UNRESTRICTED	1,152
Total 3a				6,295,356

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>				
SANIBEL SEA SCHOOL PO BOX 1229 SANIBEL, FL 33957	NONE	PUBLIC	UNRESTRICTED	53,544
SMITH COLLEGE 7 COLLEG LN NORTHAMPTON, MA 01063	NONE	PUBLIC	UNRESTRICTED	100,000
STRATFORD GREEN INC 4200 ST PAUL STREET SUITE 100 BALTIMORE, MD 21218	NONE	PUBLIC	UNRESTRICTED	7,500
STRONG CITY BALTIMORE 3503 N CHARLES ST BALTIMORE, MD 21218	NONE	PUBLIC	UNRESTRICTED	100,000
SUNDANCE INSTITUTE 5900 WILSHIRE BLVD STE 800 LOS ANGELES, CA 90036	NONE	PUBLIC	UNRESTRICTED	30,000
Total ▶ 3a				6,295,356

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>				
SWIM ACROSS AMERICA ONE INTERNATIONAL PLACE BOSTON, MA 02110	NONE	PUBLIC	UNRESTRICTED	7,000
THE FAMILY TREE 2108 N CHARLES ST BALTIMORE, MD 21218	NONE	PUBLIC	UNRESTRICTED	12,280
THE WALDORF SCHOOL 4801 TAMARIND RD BALTIMORE, MD 21209	NONE	PUBLIC	UNRESTRICTED	504,956
UMAR BOXING 1217 W NORTH AVE BALTIMORE, MD 21217	NONE	PUBLIC	UNRESTRICTED	4,000
US CAPITOL PAGE ALUMNI ASSOCIATION PO BOX 15112 WASHINGTON, DC 20003	NONE	PUBLIC	UNRESTRICTED	250
Total ▶ 3a				6,295,356

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>				
WAR HORSE CITIES COMMUNITY DEVELOPMENT CORPORATION INC 100 INTERNATIONAL DR BALTIMORE, MD 21202	NONE	PRIVATE	UNRESTRICTED	4,325,860
WINTER SOLSTICE - TO BENEFIT VICTIMS AND WITNESSES OF CRIME IN BALTIMORE 701 EAST PRATT STREET BALTIMORE, MD 21202	NONE	PUBLIC	UNRESTRICTED	2,500
YERBA BUENA CENTER FOR THE ARTS 701 MISSION ST SAN FRANCISCO, CA 94103	NONE	PUBLIC	UNRESTRICTED	1,000
YOUNG AUDIENCE OF MARYLAND 2600 N HOWARD ST SUITE 1300 BALTIMORE, MD 21218	NONE	PUBLIC	UNRESTRICTED	515
Total ▶				6,295,356
3a				

TY 2016 Investments - Other Schedule

Name: JS PLANK & DM DICARLO FAMILY
FOUNDATION INC

EIN: 71-1040599

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
GOLDMAN SACHS	AT COST	6,612,021	9,274,881
BREATHE BOOKS, LLC	AT COST	35,804	35,804
EVERFI	AT COST	150,000	150,000
AQUA SPARK	AT COST	487,701	487,701

TY 2016 Other Assets Schedule

Name: JS PLANK & DM DICARLO FAMILY
FOUNDATION INC

EIN: 71-1040599

Other Assets Schedule

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
INTEREST AND DIVIDENDS RECEIVABLE	10,270	8,052	8,052
FEDERAL INCOME TAXES RECEIVABLE	41,340	34,286	34,286
DUE TO 1028 MARKET ST	0	500	500

TY 2016 Other Expenses Schedule

Name: JS PLANK & DM DICARLO FAMILY
FOUNDATION INC

EIN: 71-1040599

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MISC EXPENSES	6,857	6,857		0
INSURANCE	-450	-450		0

TY 2016 Other Income Schedule

Name: JS PLANK & DM DICARLO FAMILY
FOUNDATION INC

EIN: 71-1040599

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
AQUA SPARK K-1	-3,862	-3,862	-3,862
BREATHE BOOKS K-1	1,773	1,773	1,773

TY 2016 Other Liabilities Schedule

Name: JS PLANK & DM DICARLO FAMILY
FOUNDATION INC

EIN: 71-1040599

Description	Beginning of Year - Book Value	End of Year - Book Value
DUE TO WAR HORSE	0	1,309,618
BANK OVERDRAFT	0	209,000

TY 2016 Other Professional Fees Schedule

Name: JS PLANK & DM DICARLO FAMILY
FOUNDATION INC

EIN: 71-1040599

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PROFESSIONAL FEES	11,096	0		0
MANAGEMENT FEES	326,555	0		0

TY 2016 Taxes Schedule

Name: JS PLANK & DM DICARLO FAMILY
FOUNDATION INC

EIN: 71-1040599

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL TAX	7,069	0		0
FOREIGN TAXES PAID	4,049	4,049		0