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OMB No 1545-0052

2017

Open to Public Inspection

Form 990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

Go to www.irs.gov/Form990PF for instructions and the latest information.

For calendar year 2017 or tax year beginning

, and ending

Name of foundation THE MARION I. & HENRY J. KNOTT FOUNDATION, INC.		A Employer identification number 52-1517876
Number and street (or P.O. box number if mail is not delivered to street address) 3904 HICKORY AVENUE		Room/suite
City or town, state or province, country, and ZIP or foreign postal code BALTIMORE, MD 21211		B. Telephone number (410) 235-7068
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		C If exemption application is pending, check here ☐ b 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) \$ 59,566,544.		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 Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received				
	2 Check ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	13,256.	13,256.		STATEMENT 1
	4 Dividends and interest from securities	1,673,609.	1,673,609.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)	-41,883.			
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a	3,357,100.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain			100,000.	
	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)				
	11 Other income	374,745.	659,263.	0.	STATEMENT 3
	12 Total. Add lines 1 through 11	2,019,727.	2,346,128.	100,000.	
	13 Compensation of officers, directors, trustees, etc	120,500.	12,050.	0.	108,450.
	14 Other employee salaries and wages	168,800.	28,805.	0.	139,995.
	15 Pension plans, employee benefits	55,650.	9,610.	0.	46,040.
	16a Legal fees STMT 4	150.	75.	0.	75.
	b Accounting fees STMT 5	34,640.	23,093.	0.	11,547.
	c Other professional fees STMT 6	259,998.	255,878.	0.	4,120.
	17 Interest				
	18 Taxes STMT 7	42,497.	3,441.	0.	19,072.
	19 Depreciation and depletion	29,320.	4,141.	0.	
	20 Occupancy				
	21 Travel, conferences, and meetings	11,311.	0.	0.	11,311.
	22 Printing and publications	192.	28.	0.	164.
	23 Other expenses STMT 8	77,289.	10,604.	0.	63,134.
	24 Total operating and administrative expenses. Add lines 13 through 23	800,347.	347,725.	0.	403,908.
	25 Contributions, gifts, grants paid	2,929,440.			2,692,373.
	26 Total expenses and disbursements. Add lines 24 and 25	3,729,787.	347,725.	0.	3,096,281.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-1,710,060.			
	b Net investment income (if negative, enter -0-)		1,998,403.		
	c Adjusted net income (if negative, enter -0-)			100,000.	

723501 01-03-18 LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2017)

11331019 147227 0020853-0020853.99PF 2017.05000 THE MARION I. & HENRY J. 00208531

**THE MARION I. & HENRY J. KNOTT
FOUNDATION, INC.**

52-1517876

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing	79,068.	63,968.	63,968.	
	2 Savings and temporary cash investments				
	3 Accounts receivable ▶ 242,466.				
	Less: allowance for doubtful accounts ▶	254,001.	242,466.	242,466.	
	4 Pledges receivable ▶				
	Less: allowance for doubtful accounts ▶				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	7 Other notes and loans receivable ▶				
	Less: allowance for doubtful accounts ▶				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges	12,578.	5,257.	5,257.	
	10a Investments - U.S. and state government obligations				
	b Investments - corporate stock				
	c Investments - corporate bonds				
		11 Investments - land, buildings, and equipment basis ▶			
Less: accumulated depreciation ▶					
12 Investments - mortgage loans					
13 Investments - other STMT 10		54,261,524.	58,773,165.	58,773,165.	
14 Land, buildings, and equipment: basis ▶ 737,613.					
Less: accumulated depreciation ▶ 255,925.		503,725.	481,688.	481,688.	
15 Other assets (describe ▶)					
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		55,110,896.	59,566,544.	59,566,544.	
Liabilities		17 Accounts payable and accrued expenses	37,346.	40,897.	
		18 Grants payable	70.	237,137.	
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ▶)				
	23 Total liabilities (add lines 17 through 22)	37,416.	278,034.		
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	55,073,480.	59,288,510.		
	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				
	28 Paid-in or capital surplus, or land, bldg., and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds				
	30 Total net assets or fund balances	55,073,480.	59,288,510.		
	31 Total liabilities and net assets/fund balances	55,110,896.	59,566,544.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	55,073,480.
2 Enter amount from Part I, line 27a	2	-1,710,060.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	5,925,090.
4 Add lines 1, 2, and 3	4	59,288,510.
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	59,288,510.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a GROUND RENT - SEE ATTACHMENT	P		
b DEUTSCHE BANK - SEE ATTACHMENT	P		
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 43,100.		16,483.	26,617.
b 3,314,000.		3,382,500.	-68,500.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/60.

(i) FMV 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			26,617.
b			-68,500.
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	-41,883.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):	If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	0.

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 doesn't qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2016	2,886,296.	54,761,656.	.052707
2015	2,585,906.	56,868,010.	.045472
2014	2,612,590.	57,335,719.	.045567
2013	2,639,610.	53,650,617.	.049200
2012	2,324,055.	50,471,891.	.046047

2 Total of line 1, column (d)	2	.238993
3 Average distribution ratio for the 5 year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	.047799
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	58,371,057.
5 Multiply line 4 by line 3	5	2,790,078.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	19,984.
7 Add lines 5 and 6	7	2,810,062.
8 Enter qualifying distributions from Part XII, line 4	8	3,096,281.

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.

THE MARION I. & HENRY J. KNOTT
FOUNDATION, INC.

Form 990-PF (2017)

52-1517876

Page 4

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 19,984.
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 19,984.
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 19,984.
6	Credits/Payments	
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a 198,012.
b	Exempt foreign organizations - tax withheld at source	6b 0.
c	Tax paid with application for extension of time to file (Form 8868)	6c 150,000.
d	Backup withholding erroneously withheld	6d 0.
7	Total credits and payments. Add lines 6a through 6d	7 348,012.
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8 0.
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	10 328,028.
11	Enter the amount of line 10 to be Credited to 2018 estimated tax ☒ 150,000. Refunded ☐	11 178,028.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition. If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
4b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions. <u>MD</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Form 990-PF (2017)

**THE MARION I. & HENRY J. KNOTT
FOUNDATION, INC.**

52-1517876

Page 5

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW.KNOTTFOUNDATION.ORG	X	
14 The books are in care of THE ORGANIZATION Telephone no. (410) 235-7068 Located at 3904 HICKORY AVENUE, BALTIMORE, MD ZIP+4 21211		
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		
16 At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required
File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year, did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ 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		X
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 2017?		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? If "Yes," list the years	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2017 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 2017.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?		X

Form 990-PF (2017)

**THE MARION I. & HENRY J. KNOTT
FOUNDATION, INC.**

Form 990-PF (2017)

52-1517876

Page 6

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 4953); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
 - (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
 - (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions ☐ Yes ☒ No
 - (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No
- b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions N/A
- Organizations relying on a current notice regarding disaster assistance, check here ▶ ☐
- c If the answer is "Yes" to question 5a(1), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No
- If "Yes," attach the statement required by Regulations section 53.4945-5(d).
- 6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No
- b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ 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? N/A

	Yes	No
5a		
5b		
6a		
6b		X
7a		
7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		120,500.	14,891.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
CAROL HOFFMAN - 3904 HICKORY AVENUE, BALTIMORE, MD 21211	EXECUTIVE MANAGER 40.00	82,300.	23,203.	0.
KATHLEEN MCCARTHY - 3904 HICKORY AVENUE, BALTIMORE, MD 21211	GRANTS & IT MANAGER 40.00	86,500.	16,367.	0.

Total number of other employees paid over \$50,000

▶ 0

Form 990-PF (2017)

THE MARION I. & HENRY J. KNOTT
FOUNDATION, INC.

Form 990-PF (2017)

52-1517876

Page 7

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
HIRTLE CALLAGHAN & CO. - 300 BARR HARBOR DR. SUITE 500, WEST CONSHOHOCKEN, PA 19428	INVESTMENT MGMT	216,085.

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	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3

0.

Form 990-PF (2017)

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	57,453,305.
b	Average of monthly cash balances	1b	67,271.
c	Fair market value of all other assets	1c	1,739,380.
d	Total (add lines 1a, b, and c)	1d	59,259,956.
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	59,259,956.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	888,899.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	58,371,057.
6	Minimum investment return. Enter 5% of line 5	6	2,918,553.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations, check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	2,918,553.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	19,984.
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	19,984.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,898,569.
4	Recoveries of amounts treated as qualifying distributions	4	100,000.
5	Add lines 3 and 4	5	2,998,569.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,998,569.

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	3,096,281.
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	3,096,281.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	19,984.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,076,297.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Form 990-PF (2017)

Part XIII

Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				2,998,569.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			580,176.	
b Total for prior years:				
2015, 2014, 2013		0.		
3 Excess distributions carryover, if any, to 2017.				
a From 2012				
b From 2013				
c From 2014				
d From 2015				
e From 2016				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2017 from Part XII, line 4: ► \$ 3,096,281.				
a Applied to 2016, but not more than line 2a			580,176.	
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 2017 distributable amount				2,516,105.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2017 (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	0.			
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 2016. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				482,464.
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 2012 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2013				
b Excess from 2014				
c Excess from 2015				
d Excess from 2016				
e Excess from 2017				

**THE MARION I. & HENRY J. KNOTT
FOUNDATION, INC.**

Form 990-PF (2017)

52-1517876

Page 10

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4042(j)(3) or ☐ 4042(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities.

Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon:

a "Assets" alternative test - enter:

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter:

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

Check here ☐ 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., 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:

**KELLY MEDINGER, EXECUTIVE DIRECTOR, 410-235-7068
3904 HICKORY AVENUE, BALTIMORE, MD 21211**

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

N/A

c Any submission deadlines:

FEBRUARY, JUNE, AND OCTOBER OF EACH YEAR.

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

SEE ATTACHMENT FOR ELIGIBILITY GUIDELINES

THE MARION I. & HENRY J. KNOTT
FOUNDATION, INC.

Form 990-PF (2017)

52-1517876 Page 11

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 Paid during the year				
SEE ATTACHMENT 3904 HICKORY AVENUE BALTIMORE, MD 21211	NONE	NC	OPERATIONS	2,692,373.
Total			3a	2,692,373.
b Approved for future payment				
SEE ATTACHMENT 3904 HICKORY AVENUE BALTIMORE, MD 21211	NONE	NC	OPERATIONS	237,137.
Total			3b	237,137.

Form 990-PF (2017)

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52-1517876 Page 13

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
INTEREST INCOME	950.	950.	0.
MONEY MARKET INTEREST INCOME	12,306.	12,306.	0.
TOTAL TO PART I, LINE 3	13,256.	13,256.	0.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDEND INCOME	1,673,609.	0.	1,673,609.	1,673,609.	0.
TO PART I, LINE 4	1,673,609.	0.	1,673,609.	1,673,609.	0.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
GROUND RENT INCOME	168,440.	168,440.	0.
INVESTMENT-ORIOLES	170,234.	454,752.	0.
GROUND RENT BRING-BACK	16,311.	16,311.	0.
MISCELLANEOUS INCOME	21,089.	21,089.	0.
INVESTMENT CLASS ACTION SUIT	10.	10.	0.
GROUND RENT WRITE-OFF	-1,339.	-1,339.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	374,745.	659,263.	0.

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	150.	75.	0.	75.
TO FM 990-PF, PG 1, LN 16A	150.	75.	0.	75.

FORM 990-PF

ACCOUNTING FEES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	34,640.	23,093.	0.	11,547.
TO FORM 990-PF, PG 1, LN 16B	34,640.	23,093.	0.	11,547.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CUSTODY FEES	35,677.	35,677.	0.	0.
COMPUTER CONSULTANT	8,241.	4,121.	0.	4,120.
INVESTMENT MANAGEMENT FEES	216,080.	216,080.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	259,998.	255,878.	0.	4,120.

FORM 990-PF

TAXES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	22,208.	3,136.	0.	19,072.
PERSONAL PROPERTY TAX	305.	305.	0.	0.
EXCISE TAX EXPENSE	19,984.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	42,497.	3,441.	0.	19,072.

FORM 990-PF

OTHER EXPENSES

STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	3,548.	0.	0.	3,548.
OFFICE SUPPLIES	7,726.	1,111.	0.	3,064.
COMMUNICATION	3,878.	558.	0.	3,320.
POSTAGE	2,381.	342.	0.	2,039.
BANK SERVICE CHARGE	269.	39.	0.	230.
TELEPHONE	4,998.	719.	0.	4,279.
UTILITIES - BUILDING	6,413.	922.	0.	5,491.
GRANT MANAGEMENT	15,600.	2,243.	0.	13,357.
SUBSCRIPTIONS	251.	36.	0.	215.
BUILDING MAINTENANCE	3,988.	573.	0.	3,415.
CLEANING	1,920.	276.	0.	1,644.
COMPUTER HARDWARE	380.	55.	0.	325.
EDUCATIONAL & TRAINING	6,591.	948.	0.	5,643.
WEBSITE & SOFTWARE				
MAINTENANCE	4,481.	644.	0.	3,837.
MISCELLANEOUS	992.	143.	0.	849.
COPIER LEASE PAYMENTS	2,343.	337.	0.	2,006.
PAYROLL PROCESSING EXPENSE	131.	19.	0.	112.
MEMBERSHIP DUES	11,259.	1,619.	0.	9,640.
BUILDING IMPROVEMENT	140.	20.	0.	120.
TO FORM 990-PF, PG 1, LN 23	77,289.	10,604.	0.	63,134.

FORM 990-PF

OTHER INCREASES IN NET ASSETS OR FUND BALANCES

STATEMENT 9

DESCRIPTION	AMOUNT
UNREALIZED GAIN/LOSS ON SECURITIES	5,804,883.
RETURNED GRANTS	100,000.
2016 EXCISE TAX ADJUSTMENT	20,207.
TOTAL TO FORM 990-PF, PART III, LINE 3	5,925,090.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ABR CHESAPEAKE III	FMV	171,740.	171,740.
COMMONFUND CAPITAL	FMV	271,523.	271,523.
DEUTSCHE BANK	FMV	46,375,179.	46,375,179.
GOLUB CAPITAL	FMV	51,919.	51,919.
GREENSPRING ASSOCIATES	FMV	733,709.	733,709.
GROUND RENTS	COST	1,287,997.	1,287,997.
HIRTLE CALLAGHAN	FMV	5,913,379.	5,913,379.
HIRTLE P.E. OFFSHORE X	FMV	995,015.	995,015.
ORIOLES	FMV	800,000.	800,000.
SIGULER GULF DISTRESS	FMV	420,412.	420,412.
SILVER CREEK	FMV	125,043.	125,043.
TOUCHSTONE OPP III	FMV	22,921.	22,921.
VALSTONE	FMV	1,426,441.	1,426,441.
VALUATION	FMV	104,757.	104,757.
TACONIC EUROPEAN	FMV	71,623.	71,623.
U.S. GOVERNMENT PROPERTIES INCOME & GROWTH	FMV	1,507.	1,507.
TOTAL TO FORM 990-PF, PART II, LINE 13		58,773,165.	58,773,165.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JOHN C. SMYTH 3904 HICKORY AVENUE BALTIMORE, MD 21211	MEMBER 1.00	0.	0.	0.
LINDSAY R. GALLAGHER 3904 HICKORY AVENUE BALTIMORE, MD 21211	VICE PRESIDENT 1.00	0.	0.	0.
TERESA A. KNOTT 3904 HICKORY AVENUE BALTIMORE, MD 21211	MEMBER 1.00	0.	0.	0.
KELLY L. HARRIS 3904 HICKORY AVENUE BALTIMORE, MD 21211	MEMBER 1.00	0.	0.	0.
THOMAS K. HARRIS 3904 HICKORY AVENUE BALTIMORE, MD 21211	MEMBER 1.00	0.	0.	0.
MARTIN G. KNOTT, JR 3904 HICKORY AVENUE BALTIMORE, MD 21211	MEMBER 1.00	0.	0.	0.
MARTIN G. KNOTT, SR 3904 HICKORY AVENUE BALTIMORE, MD 21211	TREASURER 1.00	0.	0.	0.
GERALYNN D. SMYTH 3904 HICKORY AVENUE BALTIMORE, MD 21211	SECRETARY 1.00	0.	0.	0.
DAVID L. PORTER 3904 HICKORY AVENUE BALTIMORE, MD 21211	MEMBER 1.00	0.	0.	0.
JOANNA O. PORTER 3904 HICKORY AVENUE BALTIMORE, MD 21211	MEMBER 1.00	0.	0.	0.

THE MARION I. & HENRY J. KNOTT FOUNDATIO

52-1517876

MARTIN F. PORTER 3904 HICKORY AVENUE BALTIMORE, MD 21211	MEMBER 1.00	0.	0.	0.
CARLISLE HASHIM 3904 HICKORY AVENUE BALTIMORE, MD 21211	MEMBER 1.00	0.	0.	0.
ERIN C. KNOTT 3904 HICKORY AVENUE BALTIMORE, MD 21211	MEMBER 1.00	0.	0.	0.
OWEN M. KNOTT 3904 HICKORY AVENUE BALTIMORE, MD 21211	MEMBER 1.00	0.	0.	0.
PETER R. MCGILL 3904 HICKORY AVENUE BALTIMORE, MD 21211	MEMBER AT LARGE 1.00	0.	0.	0.
MARGIE M. RIEHL 3904 HICKORY AVENUE BALTIMORE, MD 21211	MEMBER 1.00	0.	0.	0.
MARION I. KNOTT 3904 HICKORY AVENUE BALTIMORE, MD 21211	MEMBER 1.00	0.	0.	0.
BROOKE RODGERS 3904 HICKORY AVENUE BALTIMORE, MD 21211	MEMBER 1.00	0.	0.	0.
PATRICK RODGERS 3904 HICKORY AVENUE BALTIMORE, MD 21211	PRESIDENT 1.00	0.	0.	0.
DANIEL GALLAGHER 3904 HICKORY AVENUE BALTIMORE, MD 21211	MEMBER 1.00	0.	0.	0.
E. B. HARRIS 3904 HICKORY AVENUE BALTIMORE, MD 21211	MEMBER 1.00	0.	0.	0.
BRIAN MCDONALD 3904 HICKORY AVENUE BALTIMORE, MD 21211	MEMBER 1.00	0.	0.	0.

THE MARION I. & HENRY J. KNOTT FOUNDATIO

52-1517876

MEGHAN MCDONALD 3904 HICKORY AVENUE BALTIMORE, MD 21211	MEMBER 1.00	0.	0.	0.
MICHAEL RIEHL 3904 HICKORY AVENUE BALTIMORE, MD 21211	MEMBER 1.00	0.	0.	0.
EMMETT VOELKEL 3904 HICKORY AVENUE BALTIMORE, MD 21211	MEMBER 1.00	0.	0.	0.
KELLY MEDINGER 3904 HICKORY AVENUE BALTIMORE, MD 21211	EXECUTIVE DIRECTOR 40.00	120,500.	14,891.	0.
LAUREL PORTER 3904 HICKORY AVENUE BALTIMORE, MD 21211	MEMBER 1.00	0.	0.	0.
DAVID GALLAGHER 3904 HICKORY AVENUE BALTIMORE, MD 21211	MEMBER 1.00	0.	0.	0.
JOHN RIEHL 3904 HICKORY AVENUE BALTIMORE, MD 21211	MEMBER 1.00	0.	0.	0.
RYAN VOELKEL 3904 HICKORY AVENUE BALTIMORE, MD 21211	MEMBER 1.00	0.	0.	0.
MICHAEL RODGERS 3904 HICKORY AVENUE BALTIMORE, MD 21211	MEMBER 1.00	0.	0.	0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

120,500.	14,891.	0.
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