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CSE 946

EXTENDED TO NOVEMBER 15, 2018

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.

OMB No 1545-0052

2017

Open to Public Inspection

For calendar year 2017 or tax year beginning , and ending

Name of foundation: ALAN & AMY MELTZER FAMILY FOUNDATION,INC

A Employer identification number: 52-2069235

Number and street (or P O box number if mail is not delivered to street address): R PHILIPSON & CO 8601 GA AVE — Room/suite: 1001

B Telephone number: (301)608-3900

City or town, state or province, country, and ZIP or foreign postal code: SILVER SPRING, MD 20910

C If exemption application is pending, check here ▶ ☐ 6

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

D 1. Foreign organizations, check here ▶ ☐

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

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

04

03/04

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) ▶$ 6,469,297.

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

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

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

	Line		(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	996,782.			
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	18,605.	18,365.		STATEMENT 1
	4	Dividends and interest from securities	45,012.	45,008.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	2,818,238.			
	b	Gross sales price for all assets on line 6a 3,825,074.				
	7	Capital gain net income (from Part IV, line 2)		2,818,238.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income	60,614.	60,614.	0.	STATEMENT 3
	12	**Total** Add lines 1 through 11	3,939,251.	2,942,225.	0.	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees STMT 4	19,000.	14,250.	0.	4,750.
	c	Other professional fees STMT 5	14,608.	12,331.	0.	2,277.
	17	Interest	786.	786.	0.	0.
	18	Taxes STMT 6	586.	586.	0.	0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 7	149,245.	127,355.	0.	0.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	184,225.	155,308.	0.	7,027.
	25	Contributions, gifts, grants paid	2,938,351.			2,938,351.
	26	**Total expenses and disbursements.** Add lines 24 and 25	3,122,576.	155,308.	0.	2,945,378.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	816,675.			
	b	**Net investment income** (if negative, enter -0-)		2,786,917.		
	c	**Adjusted net income** (if negative, enter -0-)			0.	

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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	18,174.	94,343.	94,343.
	2	Savings and temporary cash investments	164,570.	13,369.	13,368.
	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	1,500.		
	7	Other notes and loans receivable ▶ 429,624.			
		Less: allowance for doubtful accounts ▶ 0.	297,630.	429,624.	429,624.
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock STMT 10	2,125,536.	1,575,776.	2,960,579.
	c	Investments - corporate bonds STMT 11	0.	0.	2,238.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 12	1,643,098.	3,038,936.	2,967,327.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶ STATEMENT 13)	2,462.	1,818.	1,818.
	16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	4,252,970.	5,153,866.	6,469,297.
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		300,000.	STATEMENT 14
	22	Other liabilities (describe ▶ STATEMENT 15)	296,564.	358,147.	
	23	**Total liabilities** (add lines 17 through 22)	296,564.	658,147.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26, and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	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	3,956,406.	4,495,719.	
	30	**Total net assets or fund balances**	3,956,406.	4,495,719.	
	31	**Total liabilities and net assets/fund balances**	4,252,970.	5,153,866.	

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	3,956,406.
2	Enter amount from Part I, line 27a	2	816,675.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	505,729.
4	Add lines 1, 2, and 3	4	5,278,810.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	783,091.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,495,719.

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	SCHWAB CAPITAL GAINS	D		
b	SCHWAB CAPITAL GAINS			
c	CAPITAL GAINS DIVIDENDS			
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	3,452,961.		816,293.	2,636,668.
b	370,360.		190,543.	179,817.
c	1,753.			1,753.
d				
e				

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

	(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				2,636,668.
b				179,817.
c				1,753.
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	2,818,238.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation 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	1,186,354.	3,154,068.	.376135
2015	326,300.	2,586,636.	.126148
2014	287,863.	2,807,635.	.102529
2013	212,938.	2,742,785.	.077636
2012	422,457.	2,417,711.	.174734

2	**Total** of line 1, column (d)	2	.857182
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	.171436
4	Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	6,484,779.
5	Multiply line 4 by line 3	5	1,111,725.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	27,869.
7	Add lines 5 and 6	7	1,139,594.
8	Enter qualifying distributions from Part XII, line 4	8	2,945,378.

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	27,869.
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	27,869.
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	27,869.
6 Credits/Payments:				
a 2017 estimated tax payments and 2016 overpayment credited to 2017	6a	2,881.		
b Exempt foreign organizations - tax withheld at source	6b	0.		
c Tax paid with application for extension of time to file (Form 8868)	6c	40,000.		
d Backup withholding erroneously withheld	6d	0.		
7 Total credits and payments. Add lines 6a through 6d			7	42,881.
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	15,012.
11 Enter the amount of line 10 to be: **Credited to 2018 estimated tax** ▶		15,012. **Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition	1b		X
If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by *General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	7	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions. ▶ MD			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G*? If "No," attach explanation	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses STMT 16	10	X	

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

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

Website address ▶ N/A

14 The books are in care of ▶ THE ORGANIZATION Telephone no. ▶ 301-608-3900

Located at ▶ R PHILIPSON & CO 8601 GA AVE, SILVER SPRING, MD ZIP+4 ▶ 20910

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

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

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

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

			Yes	No
1a During the year, did the foundation (either directly or indirectly):				
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☒ Yes ☐ No			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions		1b	X	
Organizations relying on a current notice regarding disaster assistance, check here	▶ ☐			
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017?		1c	X	
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017?	☐ Yes ☒ No			
If "Yes," list the years ▶ ______ , ______ , ______ , ______				
b Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______ , ______ , ______ , ______				
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b If "Yes," did it have excess business holdings in 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	3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?		4b		X

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

		Yes	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 N/A	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? 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?	6b		X
If "Yes" to 6b, file Form 8870.			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A	7b		

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

1 List all officers, directors, trustees, 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
ALAN MELTZER 3230 W. COMMERCIAL BLVD, SUITE 360 FT. LAUDERDALE, FL 33309	PRESIDENT 1.00	0.	0.	0.
AMY MELTZER 6500 ROCK SPRING DRIVE #500 BETHESDA, MD 20817	VICE PRES/TREASURER/SEC'Y 0.00	0.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
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	
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.

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	3,650,288.
b	Average of monthly cash balances	1b	180,914.
c	Fair market value of all other assets	1c	2,752,330.
d	**Total** (add lines 1a, b, and c)	1d	6,583,532.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) SEE STATEMENT 17 — 1e: 305,814.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	6,583,532.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	98,753.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,484,779.
6	**Minimum investment return** Enter 5% of line 5	6	324,239.

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	324,239.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	27,869.		
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	27,869.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	296,370.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	296,370.
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	296,370.

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	2,945,378.
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	2,945,378.
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	27,869.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	2,917,509.

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				296,370.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			0.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2017:				
a From 2012 302,599.				
b From 2013 77,015.				
c From 2014 147,481.				
d From 2015 198,618.				
e From 2016 1,031,439.				
f **Total** of lines 3a through e	1,757,152.			
4 Qualifying distributions for 2017 from Part XII, line 4: ▶ $ 2,945,378.				
a Applied to 2016, 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 2017 distributable amount				296,370.
e Remaining amount distributed out of corpus	2,649,008.			
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	4,406,160.			
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				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 2012 not applied on line 5 or line 7	302,599.			
9 **Excess distributions carryover to 2018.** Subtract lines 7 and 8 from line 6a	4,103,561.			
10 Analysis of line 9:				
a Excess from 2013 77,015.				
b Excess from 2014 147,481.				
c Excess from 2015 198,618.				
d Excess from 2016 1,031,439.				
e Excess from 2017 2,649,008.				

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 ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

ALAN MELTZER

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.

ALAN MELTZER

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

Check here ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc., 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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
A WIDER CIRCLE 4808 MOORLAND CIRCLE SUITE 802 BETHESDA, MD 20814	NONE	PUBLIC CHARITY	CHARITABLE	5,000.
ADOPTIONS TOGETHER 4061 POWDER MILL ROAD, SUITE 320 CALVERTON, MD 20705	NONE	PUBLIC CHARITY	CHARITABLE	2,150.
ADVENTURE THEATRE 7300 MACARTHUR BLVD. GLEN ECHO, MD 20812	NONE	PUBLIC CHARITY	CHARITABLE	1,000.
ALEF BET SCHOOL 11418 OLD GEORGETOWN ROAD BETHESDA, MD 20852	NONE	PUBLIC CHARITY	EDUCATIONAL	19,000.
ALL THAT ART 801 CHASE STREET ANNAPOLIS, MD 21401	NONE	PUBLIC CHARITY	CHARITABLE	3,500.
Total SEE CONTINUATION SHEET(S)			▶ 3a	2,938,351.
b Approved for future payment NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	18,605.	
4 Dividends and interest from securities			14	45,012.	
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			16	60,614.	
8 Gain or (loss) from sales of assets other than inventory			18	2,818,238.	
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.		2,942,469.	0.

13 **Total**. Add line 12, columns (b), (d), and (e) 13 2,942,469.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee | Date: 11/12/2018 | Title: PRESIDENT

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
RICHARD PHILIPSON		NOV 14 2018		P00169171

Firm's name ▶ ROBERT PHILIPSON & CO. P00169171 | Firm's EIN ▶ 53-0126010

Firm's address ▶ 8601 GEORGIA AVE. STE 1001 SILVER SPRING, MD 20910 | Phone no. 301-608-3900

SCANNED FEB 26 2019

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

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Go to www.irs.gov/Form990 for the latest information.

OMB No 1545-0047

2017

Name of the organization	Employer identification number
ALAN & AMY MELTZER FAMILY FOUNDATION, INC	52-2069235

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 property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** $5,000, or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h; or (ii) Form 990-EZ, line 1 Complete Parts I and II

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

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

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

Name of organization	Employer identification number
ALAN & AMY MELTZER FAMILY FOUNDATION, INC	52-2069235

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	ALAN AND AMY MELTZER 3230 W. COMMERCIAL BLVD, SUITE 360 FT. LAUDERDALE, FL 33309	$ 981,669.	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)

Name of organization	Employer identification number
ALAN & AMY MELTZER FAMILY FOUNDATION, INC	52-2069235

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
1	16,630 SHS EAGLE BANCORP INC MD	$ 981,669.	12/28/17

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

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

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

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

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

Name of organization	Employer identification number
ALAN & AMY MELTZER FAMILY FOUNDATION, INC	52-2069235

Part III *Exclusively* religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than $1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of $1,000 or less for the year (Enter this info. once.) ▶ $

Use duplicate copies of Part III if additional space is needed

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
AFFORDABLE MINI STORAGE OF GREENBELT LLC	68.	68.	68.
BLUE WATER FUNDING LLC	325.	325.	325.
CHARLES SCHWAB	77.	77.	77.
CLEANTECH MARYLAND INVESTORS, LLC	36.	36.	36.
COCO OCHO LLC	43.	43.	43.
DOUBLE EDGE SWORD PARTNERS	63.	63.	63.
FRIENDS I LLC	26.	26.	26.
FRIENDS ORLO, LLC	14.	14.	14.
FRIENDS V LLC	10.	10.	10.
FRIENDS XV, LLC	10.	10.	10.
FRIENDS XX, LLC	549.	549.	549.
FRIENDS XXV, LLC	95.	95.	95.
FRIENDS XXVI LLC	93.	93.	93.
FRIENDS XXX, LLC	103.	103.	103.
JASON FEITELBERG	75.	75.	75.
PENNY LANE PARTNERS	255.	15.	255.
ROLLINS MRP I LLC	3.	3.	3.
ROSENTHAL PROPERTIES INVESTMENT FUND, LLC	16.	16.	16.
SCUDDER BAY CAPITAL LLC	129.	129.	129.
SECURITY DEVICES INTERNATIONAL	17,178.	17,178.	17,178.
STATE OF ISRAEL - PRIOR YEARS OVERSTATED	-563.	-563.	-563.
TOTAL TO PART I, LINE 3	18,605.	18,365.	18,605.

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
CHARLES SCHWAB	28,390.	1,753.	26,637.	26,498.	26,637.
CHARLES SCHWAB - PY ADJ TO BASIS	-161.	0.	-161.	0.	-161.
COCO OCHO LLC	144.	0.	144.	144.	144.
FRIENDS I LLC	16.	0.	16.	16.	16.
FRIENDS V LLC	14.	0.	14.	14.	14.
FRIENDS XV LLC	41.	0.	41.	41.	41.
FRIENDS XX, LLC	85.	0.	85.	85.	85.
FRIENDS XXVI, LLC	507.	0.	507.	481.	507.

MERRILL LYNCH ESCROW PAYMENTS	5,932.	0.	5,932.	5,932.	5,932.
NAV OPPORTUNITIES FUND II LP	2,330.	0.	2,330.	2,330.	2,330.
PENNY LANE PARTNERS	11.	0.	11.	11.	11.
UNITED BANK	9,456.	0.	9,456.	9,456.	9,456.
TO PART I, LINE 4	46,765.	1,753.	45,012.	45,008.	45,012.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
FRIENDS I LLC	1,303.	1,303.	0.
SCUDDER BAY CAPITAL LLC	1,423.	1,423.	0.
FRIENDS V LLC	-342.	-342.	0.
AFFORDABLE MINI STORAGE OF GREENBELT, LLC	6,495.	6,495.	0.
FRIENDS XV, LLC	3,015.	3,015.	0.
FRIENDS XX, LLC	-2,588.	-2,588.	0.
GARDEN OF EDEN LLC	8,500.	8,500.	0.
SILVER OAK INVESTORS LLC	-2,441.	-2,441.	0.
CLEANTECH MARYLAND INVESTORS, LLC	2,746.	2,746.	0.
FRIENDS XXV, LLC	18,158.	18,158.	0.
DOUBLE EDGE SWORD PARTNERS	2,341.	2,341.	0.
FRIENDS XXVI LLC	29,286.	29,286.	0.
COCO OCHO LLC	7,289.	7,289.	0.
ROSENTHAL PROPERTIES INVESTMENT FUND, LLC	2,976.	2,976.	0.
PENNY LANE PARTNERS	29,230.	29,230.	0.
FRIENDS XXX, LLC	0.	0.	0.
ROLLINS MRP I LLC	-18,443.	-18,443.	0.
PRUDENT CAPITAL EQUITIES	-8,630.	-8,630.	0.
LECKNER FORD TWO, LLC	-1,471.	-1,471.	0.
LECKNER FORD THREE, LLC	4,394.	4,394.	0.
LECKNER NISSAN THREE, LLC	20,000.	20,000.	0.
DIAMOND STATE HOTEL XXXIX INVESTORS LLC	-40,977.	-40,977.	0.
HILLTOP PLAZA HOLDINGS LLC	-8,095.	-8,095.	0.
NAV OPPORTUNITIES FUND II LP	4,137.	4,137.	0.
RMC - H STREET, LLC	-294.	-294.	0.
BSV CROMWELL PARENT LLC	8,000.	8,000.	0.
FRIENDS ORLO, LLC	-5,398.	-5,398.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	60,614.	60,614.	0.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	19,000.	14,250.	0.	4,750.
TO FORM 990-PF, PG 1, LN 16B	19,000.	14,250.	0.	4,750.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	5,498.	5,498.	0.	0.
CONSULTING FEES	9,110.	6,833.	0.	2,277.
TO FORM 990-PF, PG 1, LN 16C	14,608.	12,331.	0.	2,277.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STATE TAXES WITHHELD FROM PASS-THROUGH ENTITIES	369.	369.	0.	0.
FOREIGN TAXES	217.	217.	0.	0.
TO FORM 990-PF, PG 1, LN 18	586.	586.	0.	0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	847.	847.	0.	0.
LIFE INSURANCE PREMIUM	21,890.	0.	0.	0.
OTHER DEDUCTIONS	59.	59.	0.	0.
DEDUCTIONS RELATED TO PORTFOLIO INCOME	15,850.	15,850.	0.	0.
BAD DEBTS	110,599.	110,599.	0.	0.
TO FORM 990-PF, PG 1, LN 23	149,245.	127,355.	0.	0.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 8

DESCRIPTION	AMOUNT
APPRECIATION ON STOCK DONATED TO CHARITABLE ORGANIZATION	503,061.
PRIOR YEAR ADJUSTMENTS	168.
OTHER NON-TAXABLE INCOME	2,500.
TOTAL TO FORM 990-PF, PART III, LINE 3	505,729.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 9

DESCRIPTION	AMOUNT
NON-DEDUCTIBLE EXPENSES FROM PASS-THROUGH ENTITIES	402.
FAIR MARKET VALUE OF STOCK CONTRIBUTIONS RECEIVED IN EXCESS OF DONOR'S BASIS	656,323.
OTHER NON-DEDUCTIBLE EXPENSES	320.
BASIS ADJUSTMENT - EAGLE	80,110.
SUSPENDED LOSSES FROM PARTNERSHIPS DUE TO AT RISK LIMITATIONS	45,936.
TOTAL TO FORM 990-PF, PART III, LINE 5	783,091.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ALTABA INC, (FKA YAHOO INC)	13,674.	40,024.
FIRST HORIZON NATIONAL CORP (FKA CAPITAL BANK)	93,040.	238,932.
IPSIDY	50,000.	96,154.
SCHWAB - SECURITIES	1,101,891.	2,049,681.
SECURITY DEVICES INTERNATIONAL	217,178.	286,839.
UNITED BANKSHARES (FKA BANK OF GEORGETOWN)	99,993.	248,949.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,575,776.	2,960,579.

FORM 990-PF CORPORATE BONDS STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MERRILL LYNCH	0.	2,238.
TOTAL TO FORM 990-PF, PART II, LINE 10C	0.	2,238.

FORM 990-PF OTHER INVESTMENTS STATEMENT 12

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
AFFORDABLE MINI STORAGE	COST	38,395.	38,395.
BSV CROMWELL PARENT LLC	COST	150,000.	150,000.
CB TWIN CEDARS, LLC	COST	37,199.	37,199.
CLEANTECH MARYLAND INVESTOR	COST	55,188.	55,188.
COCO OCHO LLC	COST	79,075.	79,075.
DIAMOND STATE HOTEL XXXIX INVESTORS LLC	COST	59,008.	59,008.
DOUBLE EDGE SWORD PARTNERS	COST	42,741.	42,741.
FRIENDS ORLO LLC	COST	91,354.	91,354.
FRIENDS V, LLC	COST	15,985.	15,985.
FRIENDS XV LLC	COST	11,102.	11,102.
FRIENDS XX, LLC	COST	56,079.	56,079.
FRIENDS XXV, LLC	COST	57,230.	57,230.
FRIENDS XXVI, LLC	COST	132,977.	132,977.
FRIENDS XXXVII	COST	150,000.	150,000.
GARDEN OF EDEN LLC	COST	85,000.	85,000.
HILLTOP OUTPARCEL, LLC	COST	5,991.	5,991.
HILLTOP PLAZA HOLDINGS, LLC	COST	230,548.	230,549.

LECKNER FORD THREE, LLC	COST	65,850.	68,208.
LECKNER FORD TWO, LLC	COST	68,961.	72,216.
LECKNER NISSAN THREE, LLC	COST	99,284.	99,459.
NAV OPPORTUNITY FUND II LP	COST	59,312.	59,294.
PENNY LANE PARTNERS	COST	148,099.	151,615.
PENNY LANE PARTNERS (BAKKEN)	COST	3,500.	0.
PRUDENT CAPITAL EQUITIES VI	COST	18,848.	18,848.
RMC-H STREET, LLC	COST	249,705.	249,705.
ROLLINS MRP I LLC	COST	78,898.	74,518.
ROSENTHAL PROPERTY INVESTMENTS	COST	96,056.	97,156.
SCUDDER BAY CAPITAL, LLC	COST	297,551.	223,435.
STATE OF ISRAEL BOND	COST	5,000.	5,000.
WATCHES	COST	550,000.	550,000.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,038,936.	2,967,327.

FORM 990-PF OTHER ASSETS STATEMENT 13

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
INVESTMENT INCOME RECEIVABLE	931.	368.	368.
PARTNERSHIP DISTRIBUTIONS RECEIVABLE	1,531.	1,450.	1,450.
TO FORM 990-PF, PART II, LINE 15	2,462.	1,818.	1,818.

FORM 990-PF	OTHER NOTES AND LOANS PAYABLE	STATEMENT 14

LENDER'S NAME	TERMS OF REPAYMENT	SECURITY PROVIDED BY BORROWER
EAGLE BANK	ON DEMAND	

DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	INTEREST RATE	PURPOSE OF LOAN
		0.	4.50%	CASH FLOW FOR CONTRIBUTIONS

RELATIONSHIP OF LENDER
BANK

DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION	BALANCE DUE
CASH	300,000.	300,000.
TOTAL TO FORM 990-PF, PART II, LINE 21, COLUMN B		300,000.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 15

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
COCO OCHO LLC	10,000.	14,000.
DUE TO FRIENDS XXV	0.	325.
DUE TO LECKNER FORD II, LLC	730.	6,777.
DUE TO LECKNER FORD THREE, LLC	134.	3,238.
FRIENDS I LLC	7,224.	6,994.
FRIENDS XXX, LLC	258,650.	301,671.
SILVER OAK INVESTORS	19,826.	25,142.
TOTAL TO FORM 990-PF, PART II, LINE 22	296,564.	358,147.

FORM 990-PF LIST OF SUBSTANTIAL CONTRIBUTORS STATEMENT 16
PART VII-A, LINE 10

NAME OF CONTRIBUTOR	ADDRESS
ALAN L. MELTZER	3230 W. COMMERCIAL BLVD, SUITE 360 FT. LAUDERDALE, FL 33309

FORM 990-PF | REDUCTION EXPLANATION PART X, LINE 1E | STATEMENT 17

EXPLANATION FOR REDUCTION CLAIMED FOR BLOCKAGE OR OTHER FACTORS

PARTNERSHIP, LIMITED LIABILITY COMPANIES AND NOTES RECEIVABLE REPORTED AS OTHER INVESTMENTS ON THE RETURN THAT ARE PRIVATELY HELD AND NOT READILY MARKETABLE.

FAIR MARKET VALUE BEFORE REDUCTION: $3,058,144

AMOUNT OF REDUCTION IS 10% OF THE VALUE OR $305,814.