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

EXTENDED TO NOVEMBER 15, 2018

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			A Employer identification	number
THE HAR-PEARL SPRUILL FOUN	DATION, INC.		52-2327138	<u> </u>
Number and street (or P O box number if mail is not delivered to street a	ddress)	Room/suite	B Telephone number	
PO BOX 3317			410-268-56	86
City or town, state or province, country, and ZIP or foreign p ANNAPOLIS, MD 21403	ostal code		C If exemption application is p	pending, check here
G Check all that apply: Initial return	Initial return of a fo	rmer public charity	D 1. Foreign organization	s, check here
Final return	Amended return	The part of the same	l	,
Address change	Name change		Foreign organizations me check here and attach co	eeting the 85% test,
H Check type of organization: X Section 501(c)(3) ex		066	E If private foundation sta	
	Other taxable private founda	tion	under section 507(b)(1	
I Fair market value of all assets at end of year   J Account		Accrual	F If the foundation is in a	
·   —	ther (specify)		under section 507(b)(1	
\$1,929,828. (Part I, colur		G.)		/(-// cc
Part I Analysis of Revenue and Expenses	(a) Revenue and	(b) Net investment	(c) Adjusted net	(d) Disbursements
(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)	expenses per books	income	income	for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received			N/A	1
2 Check X if the foundation is not required to attach Sch B		<del></del>	1	
Interest on savings and temporary cash investments	1,409.	1,409.	<del>                                     </del>	STATEMENT 1
4 Dividends and interest from securities	22,189.	22,189.		STATEMENT 2
5a Gross rents			<del></del>	D 1111 1111 11 1
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	18,940.			<del> </del>
Gross sales price for all				
Gross sales price for all assets on line 6a  7 Capital gain net income (from Part IV, line 2)		18,940.		<del>                                     </del>
8 Net short-term capital gain		10,540.		<del> </del>
9 Income modifications	<u> </u>			<del> </del>
Gross sales less returns	<del></del>		<del> </del>	<del> </del>
10a and allowances	<del>   </del>			<del> </del>
b Less Cost of goods sold	<del>   </del>		<del>                                     </del>	<del> </del>
c Gross profit or (loss)	477.	0.	<del></del>	STATEMENT 3
11 Other Income	43,015.	42,538.		STATEMENT 3
12 Total. Add lines 1 through 11	3,013.	<u>42,338.</u>	<del> </del>	0.
13 Compensation of officers, directors, trustees, etc	<del>-</del> -	<u> </u>		<del> </del>
14 Other employee salaries and wages	<del></del>	<del></del>		<del> </del>
15 Pension plans, employee benefits				<del></del>
b Accounting fees STMT 4 c Other professional fees STMT 5	3,950.	3,950	DEAEL /F	<del></del>
b Accounting fees STMT 4  c Other professional fees STMT 5	16,481.	16,481	HECE!VE	0.
	10,401.			<u> 0.</u>
of 17 Interest	<del></del>		# MAY 2 9 201	SOS
18 Taxes	<u> </u>		TIME TO THE	
19 Depreciation and depletion			000000	<u> </u>
17 Interest 18 Taxes 19 Depreciation and depletion 20 Occupancy 21 Travel, conferences, and meetings			OGDEN, L	<del>  </del>
	<del></del>			<del></del>
Printing and publications -  3 Other expenses STMT 6  Total operating and administrative expenses. Add lines 13 through 23			<del> </del>	<del> </del>
23 Other expenses STMT 6	236.	0.	<del> </del>	0.
24 Total operating and administrative	20.55	00 404		
expenses. Add lines 13 through 23	20,667.	20,431.	<u> </u>	96,465.
25 Contributions, girts, grants paro	96,465.			96,465.
26 Total expenses and disbursements.	445 456	00 404		0.5.455
Add lines 24 and 25	117,132.	20,431.		96,465.
27 Subtract line 26 from line 12:			]	
<ol><li>Excess of revenue over expenses and disbursements</li></ol>	<74,117.>		ļ	<del> </del>
b Net investment income (if negative, enter -0-)	ļ	22,107.		<del> </del>
c Adjusted net income (if negative, enter -0-)	<u> </u>		N/A	Form <b>990-PF</b> (2017)

Form 990-PF (2017) THE HAR-PEARL SPRUILL FOUNDATION, INC. 52-2327138 Pag						
P	art	Balance Sheets Attached schedules and amounts in the description	End of	<del></del>		
느		column should be for end-of-year amounts only	(a) Book Value	(b) Book Value	(c) Fair Market Value	
	1	Cash - non-interest-bearing	27,574.	7,149.	7,149.	
	2	Savings and temporary cash investments	247,302.	269,813.	269,629.	
	3	Accounts receivable ►				
	•	Less: allowance for doubtful accounts	<del></del>			
	4	Pledges receivable ►				
	ŀ	Less: allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other				
	1	disqualified persons				
	7	Other notes and loans receivable				
		Less: allowance for doubtful accounts				
ħ.	8	Inventories for sale or use				
Assets	9	Prepaid expenses and deferred charges				
⋖	Į.	Investments - U.S. and state government obligations			<del></del>	
		Investments - corporate stock STMT 8	1,554,950.	1,535,537.	1,653,050.	
		Investments - corporate bonds				
	11	Investments - land, buildings, and equipment basis		•		
		Less accumulated depreciation				
		Investments - mortgage loans				
	1	Investments - other				
	14	Land, buildings, and equipment: basis		į.		
		Less accumulated depreciation				
		Other assets (describe		<del></del>		
	16	Total assets (to be completed by all filers - see the	1,829,826.	1,812,499.	1,929,828.	
_	1,7	Instructions. Also, see page 1, item i) Accounts payable and accrued expenses	1,829,820.	1,012,433.	1,323,020.	
		Grants payable				
	19	Deferred revenue				
Liabilities		Loans from officers, drectors, trustees, and other disqualified persons				
Ē		Mortgages and other notes payable				
Ë		Other liabilities (describe >				
	23	Total liabilities (add lines 17 through 22)	0.	0.		
_		Foundations that follow SFAS 117, check here				
		and complete lines 24 through 26, and lines 30 and 31.		Ì		
nces	24	Unrestricted				
anc	25	Temporarily restricted				
Bal	26	Permanently restricted				
þ		Foundations that do not follow SFAS 117, check here				
5	}	and complete lines 27 through 31.	1	1		
ō	27	Capital stock, trust principal, or current funds	0.	0.		
set	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
As	29	Retained earnings, accumulated income, endowment, or other funds	1,829,826.	1,812,499.		
Net Assets or Fund Bala	30	Total net assets or fund balances	1,829,826.	1,812,499.		
_	31	Total liabilities and net assets/fund balances	1,829,826.	1,812,499.		
P	art	III Analysis of Changes in Net Assets or Fund Ba	lances			
=	Tet-	not agget or fund halanges at hagening of uses. Dot II salves ( ) 1.		<del></del>		
1		net assets or fund balances at beginning of year - Part II, column (a), line 3	30		1 020 026	
	•	t agree with end-of-year figure reported on prior year's return) amount from Part I, line 27a		11	1,829,826. <74,117.>	
		r increases not included in line 2 (itemize)	CEF CM	ATEMENT 7 3	57,079.	
-		lines 1, 2, and 3		ATEMENT / 3	1,812,788.	
		eases not included in line 2 (itemize) <b>EXCISE TAX PAIC</b>	1		289.	
		net assets or fund balances at end of year (line 4 minus line 5) - Part II, col		6	1,812,499.	
<u> </u>			1011		Form <b>990-PF</b> (2017)	

	TAK-PEAKT SPRUI			TN	<u>C.</u>			<u> 2 - 232</u>	/138	Page 3
Part IV Capital Gains an	d Losses for Tax on In	vestment	Income							
	kind(s) of property sold (for example stack, 200 about		te,	(b)	low at - Purc	nase i '	c) Date a		(d) Dat (mo., da	e sold
<del></del>	ouse; or common stock, 200 shs	<u>-</u>		<u> </u>	- Don	ation			L	
	LE OF INVESTMENTS - MUTUAL FUNDS LE OF INVESTMENTS - MUTUAL FUNDS			<del> </del>			/ARI(		12/3	
	MIS - MUTUAL FO	פתמט		<del> </del>		<del></del>	WIT	<u> </u>	14/3	<u> </u>
<u>c</u>				<del> </del>						
е	<del></del>			<del>                                     </del>						
(e) Gross sales price	(f) Depreciation allowed (or allowable)		st or other basis expense of sale					un or (loss (f) minus		
a										,748.
b									1	<u>,192.</u>
С										
d										
<u>e</u>		<u> </u>	10101100							
Complete only for assets showing g						(I)	Gains (C	ol. (h) gain ot less tha	minus	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69		cess of col. (1)	ł		oui.	Losses (	from col.	(h))	
		0,01	001. (), 11 ally	$\dashv$	-				17	,748.
<u>a</u>		<del> </del>					<del></del> -			$\frac{,748.}{,192.}$
<u> </u>	<del> </del>									, 1321
d										
e				$\neg$						
	∫ If gain, also ente	r in Part I line	7	╗				_		
2 Capital gain net income or (net capital		)- in Part I, line	7	<i>}</i> [	2	_			18	<u>,940.</u>
3 Net short-term capital gain or (loss)				[						
If gain, also enter in Part I, line 8, col		(0).		31						
If (loss), enter -0- in Part I, line 8	4040/ \	<del>=</del>	<del></del>	Щ	3			N/A	·	
L	ler Section 4940(e) for					ent incoi	ne			
(For optional use by domestic private fo	undations subject to the section 4	4940(a) tax on	net investment in	come.	.)					
If section 4940(d)(2) applies, leave this	part blank.									
Market Anna datas table 455 Abo and a	. 40.40 4									X No
Was the foundation liable for the section if "Yes," the foundation doesn't qualify u			•	100/					Yes	<u>_A</u> _ N0
1 Enter the appropriate amount in each				ntries.						
(a) Base period years	(b)			(c)			T		(d) bution ratio	
Base period years Calendar year (or tax year beginning i		stributions	Net value of no			use assets	<b>,</b>	Distri col. (b) di	bution ratio vided by col.	(c))
2016		8,995.		1	,79	8,293.				77293
2015		5,881.		1	,86	9,253.				56643
2014	10	2,148.		1	,99	7,337.				51142
2013	10	6,939.		2	,06	4,859.				51790
2012	10	9,939.		2	<u>,13</u>	<u>8,328.</u>	<u> </u>		. 0	<u>51414</u>
							]		=	
2 Total of line 1, column (d)							2		2	88282
3 Average distribution ratio for the 5-y	•	on line 2 by 5.0	O, or by the numbe	er of y	ears		1		•	
the foundation has been in existence	ıf less than 5 years						3		.0.	<u>57656</u>
							1.		1 026	062
4 Enter the net value of noncharitable-	use assets for 2017 from Part X,	line 5					4		1,836	,063.
- Mark 1 1 4 h 1 0							_		105	960
5 Multiply line 4 by line 3							5			<u>,860.</u>
C. Enter 19/ of not investment income (	19/ of Dort Line 07h)						_			221.
6 Enter 1% of net investment income (	1 /0 UI FaILI, IINE 2/U)						6			<u>~~1.</u>
7 Add lines 5 and 6							7		106	,081.
, rea into a and a										,
8 Enter qualifying distributions from P.	art XII. line 4						8		96	,465.
If line 8 is equal to or greater than lin	•	a 1h and come	lete that nart usin	n a 1º	% tav :	rate				<u> </u>
See the Part VI instructions.		, .v, and comp					_			
723521 01-03-18									Form <b>990</b> -	<b>PF</b> (2017)

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instruct  1a Exempt operating foundations described in section 4940(d)(2), check here	0. 442. 0. 442.
Date of ruling or determination letter:	0. 442. 0.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here of Part I, line 27b  c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col. (b).  Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)  Add lines 1 and 2  Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)	0. 442. 0.
of Part I, line 27b 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-)  3 Add lines 1 and 2  4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)	0. 442. 0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, cof. (b).  2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)  3 Add lines 1 and 2  4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)	442.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-) 2 Add lines 1 and 2 3 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-) 4	442.
3 Add lines 1 and 2 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-) 4	442.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	7 7 7
	444.
6 Credits/Payments:	
a 2017 estimated tax payments and 2016 overpayment credited to 2017 6a 0.	'
b Exempt foreign organizations - tax withheld at source 6b 0 .	
c Tax paid with application for extension of time to file (Form 8868)  6c  0 •	
d Backup withholding erroneously withheld 6d 0.	
7 Total credits and payments. Add lines 6a through 6d	0.
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	442.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	
11 Enter the amount of line 10 to be: Credited to 2018 estimated tax	
Part VII-A Statements Regarding Activities	
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in	es No
any political campaign?	X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition	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?	x_
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:	
(1) On the foundation. $\blacktriangleright$ \$ 0 . (2) On foundation managers. $\blacktriangleright$ \$ 0 .	
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation	Ì
managers. > \$ 0 .	
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?	Х
If "Yes," attach a detailed description of the activities.	
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or	1
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?  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?	X
If "Yes," attach the statement required by General Instruction T	<del>-  </del>
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either	
By language in the governing instrument, or	Ī
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
	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	
8a Enter the states to which the foundation reports or with which it is registered. See instructions.	1
MD	i
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)	v
of each state as required by General Instruction G? If "No," attach explanation  8b	<u>x</u>
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	v
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 10	PF (2017)

orm	1990++ (2017) THE HAR-PEARL SPRUILL FOUNDATION, INC. 52-2327	T 2 8		Page 5
Pê	rt VII-A Statements Regarding Activities (continued)		V	<u> </u>
			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of	١		7.7
	section 512(b)(13)? If "Yes," attach schedule. See instructions	11		<u> </u>
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges?	ا 🚛 ا		v
40	If "Yes," attach statement. See instructions	12	X	<u> </u>
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13_	_A_	
14	Website address ► N/A The books are in care of ► CLAIR MORRIS  Telephone no. ► 410-26	8 - R	660	
14	Located at PO BOX 3317, ANNAPOLIS, MD	403	000	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here	203	_	$\overline{\Box}$
	and enter the amount of tax-exempt interest received or accrued during the year	N	/A	
16	At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank,		Yes	No
	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	<del></del> -		
	foreign country	}		
Pε	irt 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?			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)			
	a disqualified person? Yes X No	1		1
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	Ì .		
	(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)?			
	(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.)			
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		
	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		Х
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)):			
а	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 X No			
	If "Yes," list the years , , , , , , , , , , , , , , , , , , ,	1		
0	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	ا ۱		
_	statement - see instructions.)  If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.	_2b_		
٠	in the provisions of section 4342(a)(2) are being applied to any of the years listed in 2a, list the years here.	Ì		
32	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time			
36	during the year?			
h	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		İ
42	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
	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		х
_				

orm 990-PF (2017) THE HAR-PEARL SPRUILL FO			<u>52-23271</u>	38	Page 6		
Part VII-B   Statements Regarding Activities for Which F	orm 4720 May Be R	equired (contin	ued)				
5à During the year, did the foundation pay or incur any amount to:				Yes	No		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section	4945(e))?	Y(	s X No	ì	)		
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly,							
any voter registration drive?							
(3) Provide a grant to an individual for travel, study, or other similar purposes?							
(4) Provide a grant to an organization other than a charitable, etc., organization described in section							
4945(d)(4)(A)? See instructions  Yes X No							
(5) Provide for any purpose other than religious, charitable, scientific, literary,	or educational purposes, or f		[ <del>1</del> ]				
the prevention of cruelty to children or animals?			8 X No				
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify und	•	n Regulations	37/3	.			
section 53.4945 or in a current notice regarding disaster assistance? See instru			N/A	<u>ib                                    </u>	<del>├</del> -		
Organizations relying on a current notice regarding disaster assistance, check h					Į		
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption fr							
expenditure responsibility for the grant?	1/	I/A Y	es Ll No	- 1	ŀ		
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 p	day premiums on		s X No				
a personal benefit contract?  b Did the foundation, during the year, pay premiums, directly or indirectly, on a p	aranal bandit andrast?	Y(		.	x		
If "Yes" to 6b, file Form 8870.	ersonal benefit contract?		<del>[-'</del>	<u> </u>	<del>  ^</del>		
7a At any time during the tax year, was the foundation a party to a prohibited tax s	halter transaction?	[ v	s X No				
b If "Yes." did the foundation receive any proceeds or have any net income attribu		L 10	/	7b	+-		
Part VIII Information About Officers, Directors, Truste		agers. Highly	+47.++	<u> </u>			
Paid Employees, and Contractors	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,						
1 List all officers, directors, trustees, and foundation managers and tr	eir compensation.						
	(b) Title, and average	(c) Compensation	(d) Contributions to employee benefit plans and deferred	(e) Ex accoun	pense		
(a) Name and address	hours per week devoted to position	(If not paid, enter -0-)	and deferred compensation	account allowa	t, other inces		
<del></del>		<u> </u>					
<del></del>							
SEE STATEMENT 9		0.	0.		0.		
		1					
	<del></del>						
		1					
	1						
			L				
2 Compensation of five highest-paid employees (other than those incl		enter "NONE."					
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week	(c) Compensation	(d) Contributions to employee benefit plans and deferred	(e) Ex	pense other		
	devoted to position	(C) Compensation	and deterred compensation	allowa	nces		
NONENONE			l				
	·	<u></u>					
		<u> </u>					
		1					
	<del></del>	<b></b> _					
		L					
			- : <del></del>				
	<u></u>	<u>L</u>					
Total number of other employees paid over \$50,000			<b>▶</b>		0		
			Form	990-PF	(2017)		

Paid Employees, and Contractors (continued)  3 Five highest-paid independent contractors for professional services. If none, enter	- "NONE "	<del></del>
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE	(b) Type of Service	(c) companiación
	~-	
<del></del>	_	
Total number of others receiving over \$50,000 for professional services		<b>D</b>
Part IX-A Summary of Direct Charitable Activities		
List the foundation's four largest direct charitable activities during the tax year. Include relevant statis	stical information such as the	Expenses
number of organizations and other beneficiaries served, conferences convened, research papers pro	duced, etc.	
1 <u>N/A</u>		
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 or	lines 1 and 2.	Amount
1N/A		
2		<del></del>
All other program-related investments. See instructions.		
3		
Table Addition of Manager C		0.
Total, Add lines 1 through 3	▶	υ.

Part X Minimum Investment Return (All domestic foundation	ions must complete this part. Foreign foun	dations, s	ee instructions)
.1 Fair market value of assets not used (or held for use) directly in carrying out cl	naritable, etc., purposes:		
a Average monthly fair market value of securities		1a	1,612,797.
b Average of monthly cash balances		1b	1,612,797. 251,226.
c Fair market value of all other assets		1c	
d Total (add lines 1a, b, and c)		1d	1,864,023
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	1,864,023
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater a	mount, see instructions)	4	27,960.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here		5	1,836,063.
6 Minimum investment return. Enter 5% of line 5	and on that v, mo	6	91,803
Part XI Distributable Amount (see instructions) (Section 4942)	1)(3) and (1)(5) private operating foundations an		
foreign organizations, check here  and do not complete th		0 00/10///	
1 Minimum investment return from Part X, line 6		1	91,803
2a Tax on investment income for 2017 from Part VI, line 5	2a   442.		
b Income tax for 2017. (This does not include the tax from Part VI.)	2b	1	
c Add lines 2a and 2b		2c	442.
3 Distributable amount before adjustments. Subtract line 2c from line 1		3	91,361.
Recoveries of amounts treated as qualifying distributions		4	0.
5 Add lines 3 and 4		5	91,361
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	91,361.
Part XII Qualifying Distributions (see instructions)	THE CANALING T	<del></del>	
Amounts paid (including administrative expenses) to accomplish charitable, et	c., purposes:		
a Expenses, contributions, gifts, etc total from Part I, column (d), line 26		1a	96,465.
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 of	haritable, 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, In	ne 8: and Part XIII. line 4	4	96,465
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on n	· ·		
Income. Enter 1% of Part I, line 27b		5	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4		6	96,465
Note: The amount on line 6 will be used in Part V, column (b), in subsequent	l Pears when calculating whether the foundation of		
4040(a) reduction of tax in those years	wars when calculating whether the foundation q	Juilli 69 101	are accuert

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			<u></u>	91,361.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			95,964.	
b Total for prior years:		•		
France distributions community of any to 2017:		0.	<del></del> _	
3 Excess distributions carryover, if any, to 2017	[			
a From 2012				
b From 2013 c From 2014	ļ			1
d From 2015				
e From 2016				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2017 from				
Part XII, line 4. \$ 96, 465.	ì			
a Applied to 2016, but not more than line 2a			95,964.	
b Applied to undistributed income of prior			3373021	
years (Election required - see instructions)		0.		
c Treated as distributions out of corpus				<del></del>
(Election required - see instructions)	0.			
d Applied to 2017 distributable amount				501.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2017	0.			_ 0.
(If an amount appears in column (d), the same amount must be shown in column (a))				
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	Ì			
amount - see instructions		0.		
e Undistributed income for 2016. Subtract line			_	il
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				00 000
be distributed in 2018	<del></del>			90,860.
7 Amounts treated as distributions out of	ľ			
corpus to satisfy requirements imposed by				
section 170(b)(1)(F) or 4942(g)(3) (Election	0.			
may be required - see instructions)				
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	l			
b Excess from 2014	Į			
c Excess from 2015	l			
d Excess from 2016	Į			
e Excess from 2017				

Part XIV Private Operating Fo	oundations (see in			N/A	2/136 Page 10			
<del></del>			-, question 3)	M/A				
1 a If the foundation has received a ruling of					/			
foundation, and the ruling is effective for				4040(3)(0) [] (	0.40(.)(5)			
b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)								
2 a Enter the lesser of the adjusted net	Tax year (a) 2017	(b) 2016	Prior 3 years (c) 2015	(d) 2014	(e) Total			
income from Part I or the minimum	(a) 2017	(0) 2010	(6) 2013	(0) 2014	(6) 10(4)			
investment return from Part X for		,			1/			
each year listed		<del></del>		<del></del>	<del> </del>			
<b>b</b> 85% of line 2a			<del></del>		ļ			
e Qualifying distributions from Part XII,								
line 4 for each year listed					<del> </del> -			
d Amounts included in line 2c not								
used directly for active conduct of								
exempt activities		<u></u> _			<b> </b>			
e Qualifying distributions made directly			,	ĺ	Į.			
for active conduct of exempt activities.			/					
Subtract line 2d from line 2c					Į			
3 Complete 3a, b, or c for the alternative test relied upon:			<i>y y</i>					
a "Assets" alternative test - enter:								
(1) Value of all assets					<u> </u>			
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)		,						
b "Endowment" alternative test - enter		y						
2/3 of minimum investment return shown in Part X, line 6 for each year								
listed								
c "Support" alternative test - enter:		/	· <u> </u>					
(1) Total support other than gross								
investment income (interest,								
dividends, rents, payments on securities loans (section	,	ľ			Ì			
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 Info			the foundation h	ad \$5,000 or mo	re in assets			
at any time during the	he year-see instru	uctions.)						
1 Information Regarding Foundation	n Managers:							
a List any managers of the foundation who	o have contributed more t	than 2% of the total contr	butions received by the fo	oundation before the clos	se of any tax			
year (but only if they have contributed m	iore than \$5,000). (See se	ection 507(d)(2).)	-					
NONE		_						
b List any managers of the foundation who	o own 10% or more of the	stock of a corporation (	or an equally large portion	of the ownership of a pa	artnership or			
other entity) of which the foundation has								
NONE								
2 Information Regarding Contributi	on, Grant, Gift, Loan,	Scholarship, etc., Pro	ograms:	<del></del>	<del></del>			
Check here ► X if the foundation o				it accept unsolicited requ	ests for funds. If			
the foundation makes gifts, grants, etc.,	to individuals or organiza	itions under other condition	ons, complete items 2a, b	, c, and d.				
a The name, address, and telephone numb	per or email address of th	e person to whom applica	itions should be addresse	ed:				
_		_						
<b>b</b> The form in which applications should b	e submitted and informat	ion and materials they sh	ould include.					
c Any submission deadlines:	<del></del>							
		<del></del>						
d Any restrictions or limitations on awards	s, such as by geographica	il areas, charitable fields,	kinds of institutions, or of	ther factors:				

Supplementary Information (continued) Part XV 3 Grants and Contributions Paid During the Year or Approved for Future Payment If recipient is an individual, show any relationship to Recipient Purpose of grant or contribution Foundation Amount any foundation manager or substantial contributor status of Name and address (home or business) recipient a Paid during the year A TRIBUTE TO WOMEN OF COLOR, MT. SCHOLARSHIP FUND PC OLIVE CDC/ATWOC 2 HICKS AVE. ANNAPOLIS, MD 21401 7,000. ALPHA PHI ALPHA FRATERNITY, INC. PC YOUTH MENTORING P.O BOX 6387 PROGRAM ANNAPOLIS, MD 21401 2,300. ASBURY BROADNECK UMC PC SUMMER ENRICHMENT 657 BROADNECK RD. PROGRAM SUMMER ANNAPOLIS, MD 21409 TUTORING AND MENTORING 16,000. DARLENE WASHINGTON, SUMMER ENRICHMENT NONE NC SUMMER ENRICHMENT PROGRAM (SEP) PROGRAM, SUMMER 5308 SWEETWATER DR. TUTORING AND MENTORING WEST RIVER, MD 20778 7,000. FIRST BAPTIST CHURCH PC SUMMER ENRICHMENT 31 WEST WASHINGTON ST. PROGRAM, SUMMER ANNAPOLIS, MD 21401 TUTORING AND MENTORING 16,000. SEE CONTINUATION SHEET(S) 96,465. ▶ 3a Total b Approved for future payment NONE Total **▶** 3b

Part XVI-A Analysis of Income-Producing Activities

Form 990-PF (2017)

Enter gross amounts unless otherwise indicated.	Unrelat	ed business income		by section 512, 513, or 514	(e)
	(a) Business	(b) Amount	Exclu- sion	(d) Amount	Related or exempt function income
1 Program service revenue:	code		code		
a		<del></del>	+		
b			╅┈┢╌		
c			+		
d			┩———		
e	—— <del> </del> ——	<del> </del>			
1		<del> </del>	╂─┼		
g Fees and contracts from government agencies			+-+		
2 Membership dues and assessments		<del></del>	╁╼┾╴		
3 Interest on savings and temporary cash			14	1 400	
Investments	<b>———</b>	<del> </del>	14	1,409. 22,189.	
4 Dividends and interest from securities		<del></del>	1 4	24,103.	<del></del>
5 Net rental income or (loss) from real estate:	ļ		+		
a Debt-financed property	<b> </b>	<del>                                     </del>	++		
b Not debt-financed property	<del></del>	<del></del>	++	<del></del>	
6 Net rental income or (loss) from personal	}	}	1 1		
property	<b>——</b> —	<u> </u>	<b>┼</b> ─├		
7 Other investment income			╂		
8 Gain or (loss) from sales of assets other				10 040	
than inventory	<u> </u>		14	18,940.	<del></del>
9 Net income or (loss) from special events			<del> </del>		
10 Gross profit or (loss) from sales of inventory	<u> </u>	<u> </u>	+		<del></del>
11 Other revenue.					A 17 17
a MISCELLANEOUS	—— <b> </b> ———		+		477.
b			╂		
c			<del>  </del>		
d			<b>┼</b> ─┼┈		
e				10 530	400
12 Subtotal. Add columns (b), (d), and (e)	<u> </u>	0	•	42,538.	477.
13 Total. Add line 12, columns (b), (d), and (e)				13	43,015.
(See worksheet in line 13 instructions to verify calculat		<del></del>			
Part XVI-B Relationship of Activi	ties to the Acco	omplishment of Ex	rempt Pu	urposes	
Line No. Explain below how each activity for wh			A contribute	d importantly to the accomp	olishment of
the foundation's exempt purposes (oth					
11A REIMBURSEMENT RECIE	VED FOR PR	IOR PAYMENT			
			·		
			<u>.</u>		
					<del></del>
	<u></u>				
				<del></del>	

Sign <sup>a</sup> Here	nder penalties of perjury, I declare that I have examined to belief, it is the corresponding complete. Beclaration of the complete of officer or trustee			has any knowledge	May the IRS discuss this return with the preparer shown below? See Instr.  X Yes No
Paid Prepar	Print/Type preparer's name  JOSHUA S. PRICE,  CPA  Firm's name ► HEIMLANTZ C	Prepara's signature  PAS ADVISORS	Date 5/24/18	self- employed	PTIN P01718333 1-4895946
Use Or					0-841-5575
					Form <b>990-PF</b> (2017)

3 Grants and Contributions Paid During the Y	ear (Continuation)			
Recipient	If recipient is an individual, show any relationship to	Foundation	Purpose of grant or	
Name and address (home or business)	any foundation manager or substantial contributor	status of recipient	contribution	Amount
FIRST CHRISTIAN COMMUNITY CHURCH		PC	SUMMER ENRICHMENT	
1800 HALL-BROWN RD.		ļ	PROGRAM, SUMMER	
ANNAPOLIS, MD 21401		<del> </del>	TUTORING AND MENTORING	16,000
FRANKLIN UNITED METHODIST CHURCH		₽C	SUMMER ENRICHMENT	
5635 SHADYSIDE RD.			PROGRAM, SUMMER	
CHURCHTON, MD 20733	<del></del>	<del> </del>	TUTORING AND MENTORING	16,000
T. OLIVE A.M.E CHURCH HICKS AVE.		PC	SUMMER ENRICHMENT	
ANNAPOLIS MD 21401			PROGRAM, SUMMER TUTORING AND MENTORING	16,000
aunionis, and aidoi	<del> </del>	<b> </b>	TOTOKING AND MENTOKING	
ANNAPOLIS FAMILY SUPPORT CENTER		PC	FAMILY SUPPORT NETWORK	
BO WEST STREET, SUITE B			1	
ANNAPOLIS, MD 21401	<del> </del>	<u> </u>	+	165
<del></del>				
		1		
	<del> </del>	<del> </del>		
		}		
<del></del>	<del> </del>		+	
Total from continuation sheets	<del></del>	<u> </u>		48,16

FORM 990-PF INTERE	ST ON SAVI	NGS AND	rempor.	ARY CASH	INVESTMENT	's s	TATEMENT 1	
SOURCE  1ST GLOBAL, CD CFG COMMUNITY BANK, CHECKING			(A) REVENUE PER BOOKS  1,371. 38.  1,409.		(B) INVESTMENT INCOME	7	(C) ADJUSTED NET INCOME	
					38.			
TOTAL TO PART I, LI	OTAL TO PART I, LINE 3							
FORM 990-PF	DIVIDEND	S AND IN	PEREST	FROM SE	CURITIES	s	TATEMENT 2	
SOURCE	GROSS AMOUNT	GAII	NS		E NET INV	EST-	(C) ADJUSTED NET INCOME	
DIVIDENDS	22,189	•	0.	22,1	89. 22,	189.		
TO PART I, LINE 4	22,189	·	0.	22,1	89. 22,	189.		
FORM 990-PF		ОТНЕ	RINCO	Æ		s	TATEMENT 3	
DESCRIPTION			REV		(B) NET INVES MENT INCO	<b>T</b> -		
MISCELLANEOUS				477	•	0.		
TOTAL TO FORM 990-P	F, PART I,	LINE 11		477	·	0.		
FORM 990-PF		ACCOU	TING I	EES		S	TATEMENT 4	
DESCRIPTION		(A) EXPENSES PER BOOK		(B) INVEST			(D) CHARITABLE PURPOSES	
ACCOUNTING FEES	_	3,9!		3,95	0.		0.	
TO FORM 990-PF, PG	 1. LN 16B	3,9!		3,95	 0.		0.	

FORM 990-PF (	OTHER PROFES	SIONAL FEES		STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOM	
PORTFOLIO ADVISORY FEES	16,481.	16,481.		0.
TO FORM 990-PF, PG 1, LN 16C	16,481.	16,481.		0.
FORM 990-PF	OTHER E	XPENSES		STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOM	
PO BOX	236.	0.		0.
TO FORM 990-PF, PG 1, LN 23	236.	0.		
FORM 990-PF OTHER INCREASES				STATEMENT 7
TO FORM 990-PF, PG 1, LN 23  FORM 990-PF OTHER INCREASES  DESCRIPTION  ADJUSTMENT FOR UNREALIZED CARBALANCE	S IN NET ASS	ETS OR FUND E	ALANCES	STATEMENT 7
FORM 990-PF OTHER INCREASES  DESCRIPTION  ADJUSTMENT FOR UNREALIZED CAR	S IN NET ASS	ETS OR FUND E	ALANCES	STATEMENT 7  AMOUNT  57,079.
FORM 990-PF OTHER INCREASES  DESCRIPTION  ADJUSTMENT FOR UNREALIZED CAN BALANCE  TOTAL TO FORM 990-PF, PART II	S IN NET ASS	ETS OR FUND E	ALANCES	STATEMENT 7
FORM 990-PF OTHER INCREASES  DESCRIPTION  ADJUSTMENT FOR UNREALIZED CAR BALANCE	S IN NET ASS	ETS OR FUND E	ALANCES	STATEMENT 7  AMOUNT  57,079.
FORM 990-PF OTHER INCREASES  DESCRIPTION  ADJUSTMENT FOR UNREALIZED CAR BALANCE  TOTAL TO FORM 990-PF, PART II  FORM 990-PF	S IN NET ASS PITAL GAIN I	ETS OR FUND E	BALANCES	AMOUNT 57,079. 57,079. STATEMENT 8 FAIR MARKET

	LIST OF OFFICERS, DAND FOUNDATION MANAGE	STATEMENT 9		
NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE
DONALD C. ROANE, MD 3135 ANCHORAGE DRIVE ANNAPOLIS, MD 21403	PRESIDENT 5.00	0.	0.	0.
DR. CLASSIE G. HOYLE 2089 FOREST DRIVE ANNAPOLIS, MD 21401	TREASURER (JAN 0.25	- JUNE 30)	0.	0.
ED LEE JOHNSON 1365 LINDEN AVENUE ANNAPOLIS, MD 21403	SECRETARY 0.25	0.	0.	0.
CYNTHIA Y. BOYD, DDS 3210 WALNUT DR. ANNAPOLIS, MD 21401	DIRECTOR 0.25	0.	0.	0.
ANNETTA SPRUILL 123 DEALE ROAD TRACYS LANDING, MD 20779	DIRECTOR 0.25	0.	0.	0.
MYRTLE LINK 737 MATCH POINT DRIVE ARNOLD, MD 21012	DIRECTOR 0.25	0.	0.	0.
WALLACE WILLIAMS 1411 DAMSEL LANE ANNAPOLIS, MD 21403	DIRECTOR 0.25	0.	0.	0.
H. LEON MERRITT 628 CUTTER CT ANNAPOLIS, MD 21401	DIRECTOR 0.25	0.	0.	0.
RUDOLPH ROSS 1108 MERMAID DRIVE ANNAPOLIS, MD 21401	VICE PRESIDENT 0.25	0.	0.	0.
CLAIR MORRIS 589 MCNAIR RD ANNAPOLIS, MD 21402	TREASURER (JUL)	y 1 - DEC. 0.	' <del>-</del> '	0.

THE HAR-PEARL SPRUILL FOUNDATION, INC.			2-2327138
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII	0.	0.	0.