

For calendar year 2017, or tax year beginning 01-01-2017, and ending 12-31-2017

Name of foundation The Alvin and Fanny B Thalheimer Foundation Inc		A Employer identification number 52-6038383	
Number and street (or P O box number if mail is not delivered to street address) 6225 Smith Ave Suite B-100		Room/suite	B Telephone number (see instructions) (410) 415-7660
City or town, state or province, country, and ZIP or foreign postal code Baltimore, MD 21209		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 6,424,344		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	315,000			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	178,569	178,569		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	2,378,047			
	b Gross sales price for all assets on line 6a 2,378,047				
	7 Capital gain net income (from Part IV, line 2)		2,378,047		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	314,286	314,286		
	12 Total. Add lines 1 through 11	3,185,902	2,870,902		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages	32,025	32,025		0
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	23,351	0		0
	b Accounting fees (attach schedule)	3,000	3,000		0
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	15,041	15,041		0
	19 Depreciation (attach schedule) and depletion	556	556		
	20 Occupancy				
	21 Travel, conferences, and meetings	95	95		0
	22 Printing and publications				
	23 Other expenses (attach schedule)	142,147	142,147		0
	24 Total operating and administrative expenses. Add lines 13 through 23	216,215	192,864		0
	25 Contributions, gifts, grants paid	19,239,292			19,239,292
	26 Total expenses and disbursements. Add lines 24 and 25	19,455,507	192,864		19,239,292
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-16,269,605			
	b Net investment income (if negative, enter -0-)		2,678,038		
c Adjusted net income(if negative, enter -0-)					

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash—non-interest-bearing		513,894	506,412	506,412
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____				
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments—U S and state government obligations (attach schedule)				
	b	Investments—corporate stock (attach schedule)				
	c	Investments—corporate bonds (attach schedule)				
	11	Investments—land, buildings, and equipment basis ▶ _____ 2,781 Less accumulated depreciation (attach schedule) ▶ _____ 2,456	881	325	325	
	12	Investments—mortgage loans				
	13	Investments—other (attach schedule)	17,980,899	1,719,332	5,917,607	
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
15	Other assets (describe ▶ _____)					
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	18,495,674	2,226,069	6,424,344		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶ _____)				
	23	Total liabilities (add lines 17 through 22)	0	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds	0	0		
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0		
	29	Retained earnings, accumulated income, endowment, or other funds	18,495,674	2,226,069		
	30	Total net assets or fund balances (see instructions)	18,495,674	2,226,069		
31	Total liabilities and net assets/fund balances (see instructions) .	18,495,674	2,226,069			

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	18,495,674
2	Enter amount from Part I, line 27a	2	-16,269,605
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	2,226,069
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	2,226,069

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a From Pass Through Entities	P		
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 2,378,047			2,378,047
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			2,378,047
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	2	2,378,047
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2016	3,450,799	23,022,324	0.149889
2015	3,395,738	25,817,670	0.131528
2014	1,125,000	25,071,524	0.044872
2013	1,599,811	23,057,673	0.069383
2012	907,819	20,724,586	0.043804
2 Total of line 1, column (d)			0.439476
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			0.087895
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			21,644,277
5 Multiply line 4 by line 3			1,902,424
6 Enter 1% of net investment income (1% of Part I, line 27b)			26,780
7 Add lines 5 and 6			1,929,204
8 Enter qualifying distributions from Part XII, line 4			19,239,292

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	26,780
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	26,780
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	26,780
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	89,003
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	0
7	Total credits and payments. Add lines 6a through 6d.	7	89,003
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	62,223
11	Enter the amount of line 10 to be Credited to 2018 estimated tax Refunded 62,223	11	0

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address www Thalheimerfoundation.org	13	Yes	
14	The books are in care of Deborah T Long Executive Dir Telephone no (410) 415-7599			

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

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year 15			
16	At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country ▶	16	Yes	No

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

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

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐ Organizations relying on a current notice regarding disaster assistance check here. ☐	1b		No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017? ☐	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 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 ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions). ☐	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☒ Yes ☐ No			
b	If "Yes," did it have excess business holdings in 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). ☐	3b		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?	4b		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions).	☒ Yes ☐ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b	Yes
	Organizations relying on a current notice regarding disaster assistance check here.	☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☒ Yes ☐ No		
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No	6b	No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			
	<i>If "Yes" to 6b, file Form 8870</i>			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No	7b	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
See Additional Data Table				

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

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

Total number of other employees paid over \$50,000. **0**

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services. **0**

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	0
2	
3	
4	

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

Describe the four largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 None	0
2	
All other program-related investments. See instructions.	
3 	0
Total. Add lines 1 through 3	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	16,040,381
b	Average of monthly cash balances.	1b	5,933,504
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	21,973,885
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	21,973,885
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	329,608
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	21,644,277
6	Minimum investment return. Enter 5% of line 5.	6	1,082,214

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

1	Minimum investment return from Part X, line 6.	1	1,082,214
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	26,780
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	26,780
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	1,055,434
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	1,055,434
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	1,055,434

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	19,239,292
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	19,239,292
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	5	26,780
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	19,212,512

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				1,055,434
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2017				
a From 2012.				
b From 2013.				
c From 2014.				
d From 2015.		2,131,378		
e From 2016.		2,314,103		
f Total of lines 3a through e.	4,445,481			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ <u>19,239,292</u>				
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.				1,055,434
e Remaining amount distributed out of corpus	18,183,858			
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	22,629,339			
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 instructions			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 (see instructions).	0			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	22,629,339			
10 Analysis of line 9				
a Excess from 2013.				
b Excess from 2014.				
c Excess from 2015.		2,131,378		
d Excess from 2016.		2,314,103		
e Excess from 2017.		18,183,858		

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

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

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

1 Information Regarding Foundation Managers:	
a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))	
b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest	
2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:	
Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.	
a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed Deborah T Long Executive Dir 6225 Smith Ave Suite B-100 Baltimore, MD 21209 (410) 415-7599	
b The form in which applications should be submitted and information and materials they should include By letter with relevant data	
c Any submission deadlines None	
d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors The Foundation does not make grants or gifts to individuals	

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			3a	19,239,292
b <i>Approved for future payment</i>				
JOB OPPORTUNITIES TASK FORCE INC 217 EAST REDWOOD STREET SUITE 1500 BALTIMORE, MD 21202	NONE	EXEMPT	GENERAL SUPPORT	20,000
THE INGENUITY PROJECT INC BALTIMORE POLYTECHNIC INSTITUTE 1400 WEST COLD SPRING LANE BALTIMORE, MD 21209	NONE	EXEMPT	PROGRAM GRANT	15,000
THE SCHECHTER INSTITUTES INC BOX 3566 PO BOX 8500 PHILADELPHIA, PA 191783566	NONE	EXEMPT	PROGRAM GRANT	25,000
Total			3b	60,000

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments. . . .					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities. . . .			14	178,569	
5	Net rental income or (loss) from real estate					
a	Debt-financed property.					
b	Not debt-financed property.					
6	Net rental income or (loss) from personal property					
7	Other investment income.			18	314,286	
8	Gain or (loss) from sales of assets other than inventory			18	2,378,047	
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		2,870,902	0
13	Total. Add line 12, columns (b), (d), and (e).			13		2,870,902

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

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

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

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

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here	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.	***** 2018-11-13 *****	Signature of officer or trustee Date Title
------------------	--	------------------------------	--

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	
	Firm's name ▶					Firm's EIN ▶
	Firm's address ▶					Phone no

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation				
(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
Louis B Thalheimer	President / Director 1 00	0	0	0
6225 Smith Ave Suite B-100 Baltimore, MD 21209				
Marjorie T Coleman	Vice President / Director 1 00	0	0	0
6225 Smith Ave Suite B-100 Baltimore, MD 21209				
William R Coleman	Director 1 00	0	0	0
6225 Smith Ave Suite B-100 Baltimore, MD 21209				
Juliet A Eunch	Director 1 00	0	0	0
6225 Smith Ave Suite B-100 Baltimore, MD 21209				
Laura T Rosenblatt	Director 1 00	0	0	0
6225 Smith Ave Suite B-100 Baltimore, MD 21209				
Ian Rusten	Director 1 00	0	0	0
6225 Smith Ave Suite B-100 Baltimore, MD 21209				
Katrin Wachs	Director 1 00	0	0	0
6225 Smith Ave Suite B-100 Baltimore, MD 21209				
Deborah T Long	Executive Director / Secretary 30 00	0	0	0
6225 Smith Ave Suite B-100 Baltimore, MD 21209				
Rebekah T Coleman	Dir. of Education & Policy 0 00	0	0	0
6225 Smith Ave Suite B-100 Baltimore, MD 21209				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ACLU FOUNDATION OF MARYLAND INC 3600 CLIPPER MILL ROAD SUITE 350 BALTIMORE, MD 21211	NONE	EXEMPT	PROGRAM GRANT	15,000
ADAS ISRAEL CONGREGATION 2850 QUEBEC STREET NW WASHINGTON, DC 20008	NONE	EXEMPT	GENERAL SUPPORT	2,500
ADELANTE LATINA INC 2907 WEST STRATHMORE AVENUE BALTIMORE, MD 21209	NONE	EXEMPT	GENERAL SUPPORT	10,000
Total ▶ 3a				19,239,292

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ASSOCIATION OF BALTIMORE AREA GRANTMAKERS 2 EAST READ STREET 2ND FLOOR BALTIMORE, MD 212022470	NONE	EXEMPT	GENERAL SUPPORT	6,792
AVODAH 45 WEST 36TH STREET 8TH FLOOR NEW YORK, NY 10018	NONE	EXEMPT	GENERAL SUPPORT FOR WASHINGTON, D C	15,000
BALTIMORE URBAN DEBATE LEAGUE 2601 NORTH HOWARD STREET SUITE 150 BALTIMORE, MD 21218	NONE	EXEMPT	PROGRAM GRANT	15,000
Total ▶ 3a				19,239,292

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
BREAKTHROUGH CENTRAL TEXAS 1050 EAST 11TH STREET SUITE 350 AUSTIN, TX 78702	NONE	EXEMPT	GENERAL SUPPORT	7,500
BREAKTHROUGH NEW YORK 123 WILLIAM STREET 4TH FLOOR NEW YORK, NY 10038	NONE	EXEMPT	GENERAL SUPPORT	20,000
BROOKLYN AIKIKAI408 3RD AVENUE BROOKLYN, NY 11215	NONE	EXEMPT	GENERAL SUPPORT	5,000
Total ▶ 3a				19,239,292

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
BROOKLYN COMMUNITY HOUSING AND SERVICES 25 CHAPEL STREET SUITE 1200 BROOKLYN, NY 11201	NONE	EXEMPT	GENERAL SUPPORT	5,000
BUILDING STEPSPO BOX 1393 BROOKLANDVILLE, MD 210221393	NONE	EXEMPT	GENERAL SUPPORT	37,500
BUILDING STEPSPO BOX 1393 BROOKLANDVILLE, MD 210221393	NONE	EXEMPT	GENERAL SUPPORT	15,000
Total ▶ 3a				19,239,292

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CAROLINE CENTER 900 SOMERSET STREET BALTIMORE, MD 21202	NONE	EXEMPT	PROGRAM GRANT	15,000
CENTER FOR URBAN FAMILIES 2201 NORTH MONROE STREET BALTIMORE, MD 21217	NONE	EXEMPT	PROGRAM GRANT	20,000
CIVIC WORKS INC 2701 SAINT LO DRIVE BALTIMORE, MD 21213	NONE	EXEMPT	PROGRAM GRANT	15,000
Total ▶ 3a				19,239,292

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
COLEMAN FAMILY CHARITABLE FOUNDATION INC 155 WILLOW STREET BROOKLYN, NY 11201	NONE	EXEMPT	CAPITAL ENDOWEMENT GRANT	9,045,000
COLLEGEBOUND FOUNDATION 300 WATER STREET SUITE 300 BALTIMORE, MD 21202	NONE	EXEMPT	GENERAL SUPPORT	10,000
COMMUNITY HELP IN PARK SLOPE 200 FOURTH AVENUE BROOKLYN, NY 11217	NONE	EXEMPT	GENERAL SUPPORT	5,000
Total ▶ 3a				19,239,292

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
EQUAL JUSTICE INITIATIVE 122 COMMERCE STREET MONTGOMERY, AL 36104	NONE	EXEMPT	GENERAL SUPPORT	2,500
FOOTSTEPS INC114 JOHN STREET 930 NEW YORK, NY 10272	NONE	EXEMPT	GENERAL SUPPORT	15,000
FRANCISCAN CENTER 101 WEST 23RD STREET BALTIMORE, MD 21218	NONE	EXEMPT	GENERAL SUPPORT	12,500
Total ▶ 3a				19,239,292

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
FRIENDS OF THE CHILDREN 44 NE MORRIS STREET PORTLAND, OR 97212	NONE	EXEMPT	GENERAL SUPPORT FOR AUSTIN, TEXAS	2,500
FRIENDS OF THE SCARSDALE PUBLIC LIBRARY INC 54 OLMSTED ROAD SCARSDALE, NY 10583	NONE	EXEMPT	PROJECT SUPPORT	100,000
FUND FOR EDUCATIONAL EXCELLENCE 800 NORTH CHARLES STREET SUITE 400 BALTIMORE, MD 21201	NONE	EXEMPT	GENERAL SUPPORT	5,000
Total ▶ 3a				19,239,292

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
GOUCHER COLLEGE 1021 DULANEY VALLEY ROAD BALTIMORE, MD 21204	NONE	EXEMPT	PROGRAM GRANT	10,000
GREATER WILMINGTON YOUTH INITIATIVE INC 10194 MORECAMBLE BOULEVARD LELAND, NC 28451	NONE	EXEMPT	GENERAL SUPPORT	5,000
HEALTH CARE FOR THE HOMELESS INC 421 FALLSWAY BALTIMORE, MD 21202	NONE	EXEMPT	GENERAL SUPPORT	25,000
Total ► 3a				19,239,292

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
HILLET-INTERNATIONAL ARTHUR & ROCHELLE BELFER BUILDING 800 EIGHTH STREET NW WASHINGTON, DC 200013724	NONE	EXEMPT	PROGRAM GRANT	100,000
JEWS UNITED FOR JUSTICE 1100 H STREET NW SUITE 630 WASHINGTON, DC 20005	NONE	EXEMPT	GENERAL OPERATING SUPPORT FOR BALTIMORE	15,000
JOB OPPORTUNITIES TASK FORCE INC 217 EAST REDWOOD STREET SUITE 1500 BALTIMORE, MD 21202	NONE	EXEMPT	GENERAL SUPPORT	20,000
Total ▶ 3a				19,239,292

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
KIPP BALTIMORE 4701 GREENSPRING AVENUE ROOM 115 BALTIMORE, MD 21209	NONE	EXEMPT	PROGRAM GRANT	15,000
LEGAL AID BUREAU INC 500 EAST LEXINGTON STREET BALTIMORE, MD 21202	NONE	EXEMPT	PROGRAM GRANT	10,000
MAINE COMMUNITY FOUNDATION 245 MAIN STREET ELLSWORTH, ME 04605	NONE	EXEMPT	DONOR ADVISED FUND	20,000
Total ▶ 3a				19,239,292

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MARYLAND HUMANITIES COUNCIL INC 108 WEST CENTRE STREET BALTIMORE, MD 212014565	NONE	EXEMPT	PROGRAM GRANT	15,000
MARYLAND NEW DIRECTIONS INC 2700 NORTH CHARLES STREET SUITE 200 BALTIMORE, MD 21218	NONE	EXEMPT	GENERAL SUPPORT	10,000
MEDECINS SANS FRONTIERES USA INC 333 SEVENTH AVENUE 2ND FLOOR NEW YORK, NY 100015004	NONE	EXEMPT	GENERAL SUPPORT	5,000
Total ▶ 3a				19,239,292

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MOISHE HOUSE 5007 PROVIDENCE ROAD SUITE E216 CHARLOTTE, NC 28226	NONE	EXEMPT	PROGRAM GRANT	25,000
NEW LEADERS NATIONAL & NEW YORK PROGRAM OFFICE 30 WEST 26TH STREET 2ND FLOOR NEW YORK, NY 10010	NONE	EXEMPT	GENERAL SUPPORT FOR BALTIMORE	15,000
PARTNERS IN HEALTH 800 BOYLSTON STREET SUITE 300 BOSTON, MA 02199	NONE	EXEMPT	GENERAL SUPPORT	5,000
Total ▶ 3a				19,239,292

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
PLANNED PARENTHOOD OF GREATER TEXAS INC 7424 GREENVILLE AVENUE SUITE 206 DALLAS, TX 75231	NONE	EXEMPT	GENERAL SUPPORT	10,000
PROJECT KESHER 729 SEVENTH AVENUE 9TH FLOOR NEW YORK, NY 10019	NONE	EXEMPT	PROGRAM GRANT	35,000
RAISING A READER 330 TWIN DOLPHIN DRIVE SUITE 147 REDWOOD CITY, CA 94065	NONE	EXEMPT	GENERAL SUPPORT FOR BALTIMORE	10,000
Total ▶ 3a				19,239,292

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
READING PARTNERS 1500 UNION AVENUE SUITE 2200 BALTIMORE, MD 21211	NONE	EXEMPT	GENERAL SUPPORT FOR BALTIMORE	12,500
RED HOOK INITIATIVE INC 767 HICKS STREET BROOKLYN, NY 11231	NONE	EXEMPT	GENERAL SUPPORT	5,000
SHEPHERD'S CLINIC2800 KIRK AVENUE BALTIMORE, MD 21218	NONE	EXEMPT	GENERAL SUPPORT	20,000
Total ▶ 3a				19,239,292

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SIXTH & I SYNAGOGUE INC 600 I STREET NW WASHINGTON, DC 20001	NONE	EXEMPT	GENERAL SUPPORT	10,000
TEACH FOR AMERICA INC 2601 NORTH HOWARD STREET SUITE 300 BALTIMORE, MD 212184666	NONE	EXEMPT	GENERAL SUPPORT FOR BALTIMORE	15,000
THALHEIMER-EURICH CHARITABLE FUND INC 6225 SMITH AVE SUITE B100 BALTIMORE, MD 21209	NONE	EXEMPT	CAPITAL ENDOWMENT GRANT	9,200,000
Total ▶ 3a				19,239,292

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
THE BELL FOUNDATION INC 1500 UNION AVENUE SUITE 117 BALTIMORE, MD 21211	NONE	EXEMPT	GENERAL SUPPORT FOR BALTIMORE	10,000
THE DIGITAL HARBOR FOUNDATION 1045 LIGHT STREET BALTIMORE, MD 21230	NONE	EXEMPT	GENERAL SUPPORT	10,000
THE INGENUITY PROJECT INC BALTIMORE POLYTECHNIC INSTITUTE 1400 WEST COLD SPRING LANE BALTIMORE, MD 21209	NONE	EXEMPT	PROGRAM GRANT	15,000
Total ▶ 3a				19,239,292

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
THE INNOCENCE PROJECT 40 WORTH STREET SUITE 701 NEW YORK, NY 10013	NONE	EXEMPT	GENERAL SUPPORT	5,000
THE SCHECHTER INSTITUTES INC BOX 3566 PO BOX 8500 PHILADELPHIA, PA 191783566	NONE	EXEMPT	PROGRAM GRANT	25,000
THE SCHECHTER INSTITUTES INC BOX 3566 PO BOX 8500 PHILADELPHIA, PA 191783566	NONE	EXEMPT	PROGRAM GRANT	25,000
Total 				19,239,292
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
THE VILLAGE LEARNING PLACE INC 2521 SAINT PAUL STREET BALTIMORE, MD 21218	NONE	EXEMPT	PROGRAM GRANT	10,000
THREAD INCPO BOX 1584 BALTIMORE, MD 212031584	NONE	EXEMPT	GENERAL SUPPORT	15,000
UNITED WAY OF CENTRAL MARYLAND MONTGOMERY PARK 1800 WASHINGTON BOULEVARD SUITE 340 BALTIMORE, MD 21230	NONE	EXEMPT	PROGRAM GRANT	10,000
Total ▶ 3a				19,239,292

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
URBAN TEACHERS 1800 WASHINGTON BOULEVARD SUITE 411 BALTIMORE, MD 21230	NONE	EXEMPT	GENERAL SUPPORT FOR BALTIMORE	15,000
WORLD UNION FOR PROGRESSIVE JUDAISM LTD 633 THIRD AVENUE NEW YORK, NY 100176778	NONE	EXEMPT	PROGRAM GRANT	75,000
YOUTH SERVICE OPPORTUNITIES PROJECT 15 RUTHERFORD PLACE NEW YORK, NY 10003	NONE	EXEMPT	GENERAL SUPPORT	10,000
Total ▶ 3a				19,239,292

TY 2017 Accounting Fees Schedule

Name: The Alvin and Fanny B Thalheimer
Foundation Inc

EIN: 52-6038383

Accounting Fees Schedule

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	3,000	3,000		0

TY 2017 All Other Program Related Investments Schedule

Name: The Alvin and Fanny B Thalheimer
Foundation Inc

EIN: 52-6038383

Category	Amount
None	0

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2017 Depreciation Schedule

Name: The Alvin and Fanny B Thalheimer
Foundation Inc

EIN: 52-6038383

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
COMPUTER EQUIPMENT	2013-08-12	2,781	1,900	SL	5 000000000000	556	556		

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2017 Expenditure Responsibility Statement

Name: The Alvin and Fanny B Thalheimer
Foundation Inc

EIN: 52-6038383

Grantee's Name	Grantee's Address	Grant Date	Grant Amount	Grant Purpose	Amount Expended By Grantee	Any Diversion By Grantee?	Dates of Reports By Grantee	Date of Verification	Results of Verification
Thalheimer-Eunch Chantable Fund Inc	6225 Smith Avenue Suite B100 Baltimore, MD 21209	2017-12-31	9,200,000	Please see attached	90,987		12/31/17		
Coleman Family Chantable Foundation co Rodney Trust Company	121 Continental Drive Suite 107 Newark, DE 19713	2017-12-31	9,045,000	Please see attached	175,366		12/31/17		

TY 2017 Investments - Land Schedule

Name: The Alvin and Fanny B Thalheimer
Foundation Inc

EIN: 52-6038383

Category/ Item	Cost/Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
COMPUTER EQUIPMENT	2,781	2,456	325	325

TY 2017 Investments - Other Schedule

Name: The Alvin and Fanny B Thalheimer
Foundation Inc

EIN: 52-6038383

Investments Other Schedule 2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
BLACKSTONE PARTNERS FUND, LTD	AT COST	362,739	362,739
ASSOCIATED JEWISH CHARITIES INVESTMENT FUND	AT COST	82,579	2,523,254
ROCKEFELLER GLOBAL EQUITY FUND	AT COST	169,408	1,927,008
WELLS FARGO ADVISORS	AT COST	1,104,606	1,104,606

TY 2017 Legal Fees Schedule

Name: The Alvin and Fanny B Thalheimer
Foundation Inc

EIN: 52-6038383

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	23,351	0		0

TY 2017 Other Expenses Schedule

Name: The Alvin and Fanny B Thalheimer
Foundation Inc

EIN: 52-6038383

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PORTFOLIO DEDUCTIONS FROM K-1S	125,866	125,866		0
SOFTWARE SUPPORT	9,706	9,706		0
BANK FEES	204	204		0
POSTAGE AND DELIVERY	216	216		0
OFFICE SUPPLIES	1,165	1,165		0
TELE-CONFERENCE FEES	218	218		0
MEMBERSHIP FEES	4,423	4,423		0
OTHER FEES	11	11		0
INSURANCE- WORKERS' COMPENSATION	338	338		0

TY 2017 Other Income Schedule

Name: The Alvin and Fanny B Thalheimer
Foundation Inc

EIN: 52-6038383

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
FROM K-1 INVESTMENTS-OTHER PORTFOLIO	314,286	314,286	314,286

**TY 2017 Substantial Contributors
Schedule**

Name: The Alvin and Fanny B Thalheimer
Foundation Inc

EIN: 52-6038383

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

TY 2017 Taxes Schedule

Name: The Alvin and Fanny B Thalheimer
Foundation Inc

EIN: 52-6038383

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES PD FROM K-1S	11,413	11,413		0
FEDERAL TAXES PAID	0	0		0
EMPLOYEE PAYROLL TAXES AND FEES	3,628	3,628		0

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990	OMB No 1545-0047 2017
	Name of the organization The Alvin and Fanny B Thalheimer Foundation Inc	Employer identification number 52-6038383

Organization type (check one)

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

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

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or other property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

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

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. 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 990PF, 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 The Alvin and Fanny B Thalheimer Foundation Inc	Employer identification number 52-6038383
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Part I Contributors (See instructions) Use duplicate copies of Part I if additional space is needed			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	LORD BALTIMORE CAPITAL CORPORATION	\$ 315,000	Person ☒
	6225 SMITH AVENUE SUITE B-100		Payroll ☐
	BALTIMORE, MD 21209		Noncash ☐
(Complete Part II for noncash contributions)			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-		\$	Person ☐
			Payroll ☐
			Noncash ☐
(Complete Part II for noncash contributions)			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-		\$	Person ☐
			Payroll ☐
			Noncash ☐
(Complete Part II for noncash contributions)			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-		\$	Person ☐
			Payroll ☐
			Noncash ☐
(Complete Part II for noncash contributions)			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-		\$	Person ☐
			Payroll ☐
			Noncash ☐
(Complete Part II for noncash contributions)			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-		\$	Person ☐
			Payroll ☐
			Noncash ☐
(Complete Part II for noncash contributions)			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-		\$	Person ☐
			Payroll ☐
			Noncash ☐
(Complete Part II for noncash contributions)			

Employer identification number

52-6038383

Part II

[illegible]

Name of organization The Alvin and Fanny B Thalheimer Foundation Inc	Employer identification number 52-6038383
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Part III **Exclusively** religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of **exclusively** religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.) ► \$ _____
Use duplicate copies of Part III if additional space is needed

(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