

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

Name of foundation JS PLANK & DM DICARLO FAMILY FOUNDATION INC		A Employer identification number 71-1040599	
Number and street (or P O box number if mail is not delivered to street address) 900 EAST FORT AVENUE NO 900		Room/suite	B Telephone number (see instructions) (410) 454-6441
City or town, state or province, country, and ZIP or foreign postal code BALTIMORE, MD 21230		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) \$ 9,776,235		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)	3,179,800			
	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 . . .	122,038	122,038		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,811,209			
	b Gross sales price for all assets on line 6a 5,153,564				
	7 Capital gain net income (from Part IV, line 2) . . .		1,811,209		
	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)	-192	-192		
	12 Total. Add lines 1 through 11	5,112,855	1,933,055		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	294,636	0		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions) . . .	21,096	1,792		0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	867	867		0
	24 Total operating and administrative expenses. Add lines 13 through 23	316,599	2,659		0
	25 Contributions, gifts, grants paid	3,814,668			3,814,668
	26 Total expenses and disbursements. Add lines 24 and 25	4,131,267	2,659		3,814,668
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	981,588			
	b Net investment income (if negative, enter -0-)		1,930,396		
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	175,530	634,187	634,187		
	2	Savings and temporary cash investments					
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)					
	7	Other notes and loans receivable (attach schedule) ▶ _____ 909,000 Less allowance for doubtful accounts ▶ _____ 0	909,000	909,000	909,000		
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10a	Investments—U S and state government obligations (attach schedule)					
	b	Investments—corporate stock (attach schedule)					
	c	Investments—corporate bonds (attach schedule)					
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
	12	Investments—mortgage loans					
	13	Investments—other (attach schedule)	7,285,526	4,978,368	8,213,527		
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
15	Other assets (describe ▶ _____)	42,838	19,521	19,521			
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	8,412,894	6,541,076	9,776,235			
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 ▶ _____)	1,518,618	1,615,012			
	23	Total liabilities (add lines 17 through 22)	1,518,618	1,615,012			
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	6,894,276	4,926,064			
	30	Total net assets or fund balances (see instructions)	6,894,276	4,926,064			
31	Total liabilities and net assets/fund balances (see instructions) .	8,412,894	6,541,076				

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	6,894,276
2	Enter amount from Part I, line 27a	2	981,588
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	7,875,864
5	Decreases not included in line 2 (itemize) ▶ _____	5	2,949,800
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	4,926,064

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a GOLDMAN SACHS #2486		2000-01-01	2017-12-31
b GOLDMAN SACHS #6702		2000-01-01	2017-12-31
c GOLDMAN SACHS #6702		2000-01-01	2017-12-31
d CAPITAL GAINS DIVIDENDS	P		
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 1,532,142			1,532,142
b 3,448,176		3,235,888	212,288
c 173,239		106,467	66,772
d 7			7
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			1,532,142
b			212,288
c			66,772
d			7
e			

2 Capital gain net income or (net capital loss)	2	1,811,209
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	6,288,287	13,348,848	0 471073
2015	2,197,447	13,966,014	0 157342
2014	2,090,454	12,413,601	0 168400
2013	1,497,244	9,169,700	0 163282
2012	1,362,471	6,649,049	0 204912

2 Total of line 1, column (d)	2	1 165009
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 233002
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	7,759,852
5 Multiply line 4 by line 3	5	1,808,061
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	19,304
7 Add lines 5 and 6	7	1,827,365
8 Enter qualifying distributions from Part XII, line 4	8	3,814,668

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	19,304
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2.	3	19,304
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	19,304
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	34,286
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	41,786
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	22,482
11	Enter the amount of line 10 to be Credited to 2018 estimated tax ☐ 22,482 Refunded ☐	11	0

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 any political campaign?	1a	Yes	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		No

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 N/A	13	Yes	
14	The books are in care of VICKIE L HILDITCH Telephone no (443) 478-1200			

Located at **900 EAST FORT AVENUE NO 900 BALTIMORE MD** ZIP+4 **21230**

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		
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		
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			
	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		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	☐ Yes	☒ No	6b	No
	<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		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	☐ Yes	☒ No	7b	

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
J SCOTT PLANK 900 EAST FORT AVENUE STE 900 BALTIMORE, MD 21230	PRESIDENT/TREAS 0 00	0	0	0
DANA M DICARLO 900 EAST FORT AVENUE STE 900 BALTIMORE, MD 21230	VICE PRESIDENT 0 00	0	0	0
MORRIS L GARTEN 36 S CHARLES ST SUITE 2300 BALTIMORE, MD 21201	SECRETARY 0 00	0	0	0
DAVID A GOLDNER 36 S CHARLES STREET 18TH FL BALTIMORE, MD 21201	TREASURER 0 00	0	0	0

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

(a) Name and address of each employee paid more than \$50,000	Title, and average hours per week (b) devoted to position	(c) Compensation	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	
2	
3	
4	

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

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

Total. Add lines 1 through 3 **0**

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	6,795,669
b	Average of monthly cash balances.	1b	1,082,353
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	7,878,022
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	7,878,022
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	118,170
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	7,759,852
6	Minimum investment return. Enter 5% of line 5.	6	387,993

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	387,993
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	19,304
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	19,304
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	368,689
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	368,689
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	368,689

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26.	1a	3,814,668
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	3,814,668
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	19,304
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	3,795,364

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				368,689
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.	1,162,971			
b From 2013.	1,104,037			
c From 2014.	1,575,596			
d From 2015.	1,513,791			
e From 2016.	5,634,983			
f Total of lines 3a through e.	10,991,378			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ <u>3,814,668</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.				368,689
e Remaining amount distributed out of corpus	3,445,979			
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	14,437,357			
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).	1,162,971			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	13,274,386			
10 Analysis of line 9				
a Excess from 2013.	1,104,037			
b Excess from 2014.	1,575,596			
c Excess from 2015.	1,513,791			
d Excess from 2016.	5,634,983			
e Excess from 2017.	3,445,979			

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)

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

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

1 Information Regarding Foundation Managers:

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

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

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

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

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

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

c Any submission deadlines

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			3a	3,814,668
b <i>Approved for future payment</i>				
Total			3b	0

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	
Enter gross amounts unless otherwise indicated				
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	122,038	
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.				
8 Gain or (loss) from sales of assets other than inventory		18	1,811,209	
9 Net income or (loss) from special events				
10 Gross profit or (loss) from sales of inventory				
11 Other revenue				
a AQUA SPARK K-1	523000	14	-3,565	
b BREATHE BOOKS K-1	523000	14	3,373	
c _____				
d _____				
e _____				
12 Subtotal Add columns (b), (d), and (e). .	0		1,933,055	0
13 Total. Add line 12, columns (b), (d), and (e).		13		1,933,055

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
	DAVID A GOLDNER		2018-11-05		P00519225
	Firm's name ► GROSS MENDELSON & ASSOCIATES PA				Firm's EIN ► 52-0982413
Firm's address ► 36 SOUTH CHARLES ST 18TH FLOOR BALTIMORE, MD 21201					Phone no (410) 685-5512

Form 990PF Part XV Line 1a - List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000).

J SCOTT PLANK
DANA M DICARLO

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ALZHEIMERS ASSOCIATION 1850 YORK RD TIMONIUM, MD 21093	NONE	PUBLIC	UNRESTRICTED	1,000
BALTIMORE AREA BOY SCOUTS OF AMERICA 701 WYMAN PARK DR BALTIMORE, MD 21211	NONE	PUBLIC	UNRESTRICTED	-2,500
BALTIMORE CENTER STAGE 700 NORTH CALVERT STREET BALTIMORE, MD 21202	NONE	PUBLIC	UNRESTRICTED	26,000
Total ► 3a				3,814,668

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
BALTIMORE ORIOLES CHARITABLE FOUNDATION 333 WEST CAMDEN STREET BALTIMORE, MD 21201	NONE	PUBLIC	UNRESTRICTED	2,000
BALTIMORE POLICE WERSTEN DISTRICT 1034 N MOUNT ST BALTIMORE, MD 21217	NONE	PUBLIC	UNRESTRICTED	1,878,011
BALTIMORE SCHOOL FOR THE ARTS 712 CATHEDRAL STREET BALTIMORE, MD 21201	NONE	PUBLIC	UNRESTRICTED	55,751
Total ► 3a				3,814,668

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>				
BIG BROTHERS BIG SISTER 3600 CLIPPER MILL RD SUTE 250 BALTIMORE, MD 21211	NONE	PUBLIC	UNRESTRICTED	500
BREAD FOR THE CITY 1640 GOOD HOPE ROAD SE WASHINGTON, DC 20020	NONE	PUBLIC	UNRESTRICTED	1,000
BROADCAST EDUCATIONAL COMMUNICATIONS INC PO BOX 990 GREENSBURG, PA 15601	NONE	PUBLIC	UNRESTRICTED	-500
Total ► 3a				3,814,668

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
BUILDING STEPS FOUNDATION PO BOX 1393 BROOKLANDVILLE, MD 21022	NONE	PUBLIC	UNRESTRICTED	52,300
CALVERT SCHOOL105 TUSCANY RD BALTIMORE, MD 21210	NONE	PUBLIC	UNRESTRICTED	3,000
CASA OF BALTIMORE 4 SOUTH FREDRICK STREET BALTIMORE, MD 21203	NONE	PUBLIC	UNRESTRICTED	-1,000
Total ▶ 3a				3,814,668

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>				
CHESAPEAKE SHAKESPEARE COMPANY 7 SOUTH CALVERT STREET BALTIMORE, MD 21202	NONE	PUBLIC	UNRESTRICTED	15,000
CHILDREN'S CHORUS OF MARYLAND 100 E PENNSYLVANIA AVE TOWSON, MD 21286	NONE	PUBLIC	UNRESTRICTED	86,073
COMMUNITY HOUSING PARTNERS 448 NE DEPOT STREET CHRISTIANSBURG, VA 24073	NONE	PUBLIC	UNRESTRICTED	3,525
Total ▶ 3a				3,814,668

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>				
CREATIVE ALLIANCE3134 EASTERN AVE BALTIMORE, MD 21224	NONE	PUBLIC	UNRESTRICTED	2,500
DOWNTOWN BALTIMORE FAMILY ALLIANCE PO BOX 38917 BALTIMORE, MD 21231	NONE	PUBLIC	UNRESTRICTED	1,500
DOWNTOWN SAILING CENTER 1425 KEY HIGHWAY SUITE 110 BALTIMORE, MD 21230	NONE	PUBLIC	UNRESTRICTED	10,000
Total ▶ 3a				3,814,668

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				
EAGLES MERE FOUNDATION 487 LAKEWOOD AVE EAGLES MERE, PA 17731	NONE	PUBLIC	UNRESTRICTED	1,500
EVERFI INC 332 CONGRESS STREET3RD FLOOR BOSTON, MA 02210	NONE	PUBLIC	UNRESTRICTED	200,000
EXPANDED SCHOOLS 11 WEST 42ND STREET 3RD FLOOR NEW YORK, NY 10036	NONE	PUBLIC	UNRESTRICTED	5,000
Total ▶ 3a				3,814,668

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				
FIGHT FOR CHILDREN 1726 M STREET NW STE 202 WASHINGTON, DC 20036	NONE	PUBLIC	UNRESTRICTED	100,000
FOUNDATION 4 HEROES 23415 THREE NOTCH ROAD SUTE 2045 CALIFORNIA, MD 20619	NONE	PUBLIC	UNRESTRICTED	10,000
FRANCIS SCOTT KEY 2400 EAST FORT AVENUE BALTIMORE, MD 21230	NONE	PUBLIC	UNRESTRICTED	43,500
Total ▶ 3a				3,814,668

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				
FRENCH WOODS SCHOOL 2705 199 BOUCHOUX BROOK RD HANCOCK, NY 13783	NONE	PUBLIC	UNRESTRICTED	950
GILCHRIST HOSPICE CARE 11311 MCCORMICK RD STE 350 HUNT VALLEY, MD 21031	NONE	PUBLIC	UNRESTRICTED	250
HIPPODROME FOUNDATION INC 416 WEST BALTIMORE STREET BALTIMORE, MD 21201	NONE	PUBLIC	UNRESTRICTED	25,000
Total ▶ 3a				3,814,668

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
HOUSE OF RUTH BALTIMORE INC 2201 ARGONNE DRIVE BALTIMORE, MD 21218	NONE	PUBLIC	UNRESTRICTED	600
JUDY CENTER3901 MAINE AVE BALTIMORE, MD 21207	NONE	PUBLIC	UNRESTRICTED	15,125
JUNIOR LEAGUE OF BALTIMORE 5902 YORK RD BALTIMORE, MD 21212	NONE	PUBLIC	UNRESTRICTED	5,000
Total ▶ 3a				3,814,668

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>				
KENNEDY KRIEGER707 N BROADWAY BALTIMORE, MD 21205	NONE	PUBLIC	UNRESTRICTED	8,800
LEXINGTON MARKET INC 400 WEST LEXINGTON STREET BALTIMORE, MD 21201	NONE	PUBLIC	UNRESTRICTED	1,250
LIVING CLASSROOM FOUNDATION 802 S CAROLINE ST BALTIMORE, MD 21231	NONE	PUBLIC	UNRESTRICTED	11,000
Total ▶ 3a				3,814,668

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>				
MARIPOSA 1500 UNION AVENUE STE 1310 BALTIMORE, MD 21211	NONE	PUBLIC	UNRESTRICTED	61,632
MCDONOGH SCHOOL 8600 MCDONOGH RD OWINGS MILLS, MD 21117	NONE	PUBLIC	UNRESTRICTED	27,200
MEMORIAL EPISCOPAL CHURCH 1407 BOLTON ST BALTIMORE, MD 21217	NONE	PUBLIC	UNRESTRICTED	450
Total ▶ 3a				3,814,668

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>				
NATIONAL COUNCIL ON EDUCATING BLACK CHILDREN 3737 N MERIDIAN ST INDIANAPOLIS, IN 46208	NONE	PUBLIC	UNRESTRICTED	-3,000
PEP (PARENT ENCOURAGEMENT PROGRAM) 10100 CONNECTICUT AVENUE KENSINGTON, MD 20895	NONE	PUBLIC	UNRESTRICTED	45,000
PISGAH ASTRONOMICAL RESEARCH INSTITUTE 1 PARI DRIVE ROSMAN, NC 28772	NONE	PUBLIC	UNRESTRICTED	5,750
Total ▶ 3a				3,814,668

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>				
PORT DISCOVERY35 MARKET PLACE BALTIMORE, MD 21202	NONE	PUBLIC	UNRESTRICTED	27,799
ROBIN HOOD FOUNDATION 826 BROADWAY 9TH FLOOR NEW YORK, NY 10003	NONE	PUBLIC	UNRESTRICTED	5,620
ROLAND PARK BASEBALL LEAGUE 4612 ROLAND AVENUE BALTIMORE, MD 21210	NONE	PUBLIC	UNRESTRICTED	51,203
Total ▶ 3a				3,814,668

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>				
RONALD MCDONALD HOUSE CHARITIES OF BALTIMORE 635 W LEXINGTON STREET BALTIMORE, MD 21201	NONE	PUBLIC	UNRESTRICTED	1,314
SANIBEL SEA SCHOOLPO BOX 1229 SANIBEL, FL 33957	NONE	PUBLIC	UNRESTRICTED	68,649
SMITH COLLEGE7 COLLEG LN NORTHAMPTON, MA 01063	NONE	PUBLIC	UNRESTRICTED	152,000
Total ▶ 3a				3,814,668

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>				
SOUTHERN SMOKE FOUNDATION 1701 CALIFORNIA ST HOUSTON, TX 77006	NONE	PUBLIC	UNRESTRICTED	1,500
STEVENSON UNIVERSITY 10945 BOULEVARD CIRCLE OWINGS MILLS, MD 21117	NONE	PUBLIC	UNRESTRICTED	5,000
STRATFORD GREEN INC 4200 ST PAUL STREET SUITE 100 BALTIMORE, MD 21218	NONE	PUBLIC	UNRESTRICTED	9,500
Total ▶ 3a				3,814,668

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				
STRONG CITY BALTIMORE 3503 N CHARLES ST BALTIMORE, MD 21218	NONE	PUBLIC	UNRESTRICTED	500
SUNDANCE INSTITUTE 5900 WILSHIRE BLVD STE 800 LOS ANGELES, CA 90036	NONE	PUBLIC	UNRESTRICTED	30,000
SWIM ACROSS AMERICA ONE INTERNATIONAL PLACE BOSTON, MA 02110	NONE	PUBLIC	UNRESTRICTED	16,500
Total ▶ 3a				3,814,668

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 NVLD PROJECT 177 EAST 87TH STREET SUITE 501 NEW YORK, NY 10128	NONE	PUBLIC	UNRESTRICTED	500
THE WALDORF SCHOOL 4801 TAMARIND RD BALTIMORE, MD 21209	NONE	PUBLIC	UNRESTRICTED	337,916
UMAR BOXING1217 W NORTH AVE BALTIMORE, MD 21217	NONE	PUBLIC	UNRESTRICTED	4,000
Total ▶ 3a				3,814,668

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>				
UPTON PLANNING COMMITTEE 828 N CARROLLTON AVENUE BALTIMORE, MD 21217	NONE	PUBLIC	UNRESTRICTED	1,000
WAR HORSE CITIES COMMUNITY DEVELOPMENT CORPORATION INC 900 E FORT AVENUE STE 900 BALTIMORE, MD 21230	NONE	PRIVATE	UNRESTRICTED	400,000
YOUNG VICTORIAN THEATRE COMPANY ONE SOUTH STREET SUITE 2600 BALTIMORE, MD 21202	NONE	PUBLIC	UNRESTRICTED	2,500
Total ► 3a				3,814,668

TY 2017 Investments - Other Schedule

Name: JS PLANK & DM DICARLO FAMILY
FOUNDATION INC

EIN: 71-1040599

Investments Other Schedule 2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
GOLDMAN SACHS	AT COST	4,454,377	7,689,536
BREATHE BOOKS, LLC	AT COST	39,177	39,177
AQUA SPARK	AT COST	484,814	484,814

TY 2017 Other Assets Schedule

Name: JS PLANK & DM DICARLO FAMILY
FOUNDATION INC

EIN: 71-1040599

Other Assets Schedule

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
INTEREST AND DIVIDENDS RECEIVABLE	8,052	4,539	4,539
FEDERAL INCOME TAXES RECEIVABLE	34,286	14,982	14,982
DUE TO 1028 MARKET ST	500	0	0

TY 2017 Other Decreases Schedule

Name: JS PLANK & DM DICARLO FAMILY
FOUNDATION INC

EIN: 71-1040599

Description	Amount
EXCESS FMV OF STOCK CONTRIBUTION RECEIVED OVER COST BASIS	2,949,800

TY 2017 Other Expenses Schedule

Name: JS PLANK & DM DICARLO FAMILY
FOUNDATION INC

EIN: 71-1040599

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MISC EXPENSES	119	119		0
INSURANCE	748	748		0

TY 2017 Other Income Schedule

Name: JS PLANK & DM DICARLO FAMILY
FOUNDATION INC

EIN: 71-1040599

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
AQUA SPARK K-1	-3,565	-3,565	-3,565
BREATHE BOOKS K-1	3,373	3,373	3,373

TY 2017 Other Liabilities Schedule

Name: JS PLANK & DM DICARLO FAMILY
FOUNDATION INC

EIN: 71-1040599

Description	Beginning of Year - Book Value	End of Year - Book Value
DUE TO WAR HORSE	1,309,618	1,452,330
BANK OVERDRAFT	209,000	162,682

TY 2017 Other Professional Fees Schedule

Name: JS PLANK & DM DICARLO FAMILY
FOUNDATION INC

EIN: 71-1040599

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PROFESSIONAL FEES	25,924	0		0
MANAGEMENT FEES	268,712	0		0

TY 2017 Taxes Schedule

Name: JS PLANK & DM DICARLO FAMILY
FOUNDATION INC

EIN: 71-1040599

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL TAX	19,304	0		0
FOREIGN TAXES PAID	1,792	1,792		0

efile GRAPHIC print - DO NOT PROCESS		As Filed Data -		DLN: 93491317005348	
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 JS PLANK & DM DICARLO FAMILY FOUNDATION INC				Employer identification number 71-1040599	

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 JS PLANK & DM DICARLO FAMILY FOUNDATION INC	Employer identification number 71-1040599
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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	JS DM FAMILY LLC 900 EAST FORT AVENUE STE 900 BALTIMORE, MD 21230	\$ 2,949,800	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
2	PARKS & PEOPLE FOUNDATION INC 2100 LIBERTY HEIGHTS AVE BALTIMORE, MD 21217	\$ 230,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
.		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
.		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
.		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
.		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
.		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization JS PLANK & DM DICARLO FAMILY FOUNDATION INC	Employer identification number 71-1040599
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Part II **Noncash Property** (See instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
1	215,000 SHARES OF UNDER ARMOUR CLASS A STOCK	\$ 2,949,800	2017-12-29
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	

Name of organizationJS PLANK & DM DICARLO FAMILY
FOUNDATION INC**Employer identification number**

71-1040599

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
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(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	
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
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	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	