Extended to November 15, 2019 29491334063 10 9

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

Return of Private Foundation

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

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

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

OMB No 1545-0052 **2018** Open to Public Inspection

For calendar year 2018 or tax year beginning , and ending

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: 410-415-7599

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 ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐

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

H Check type of organization: ☒ 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) ▶$ 5,662,142.

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

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

6 04 03/04

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

	Line	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	0.		N/A	
	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	70,998.	76,791.		Statement 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	442,384.			
	b Gross sales price for all assets on line 6a 442,384.				
	7 Capital gain net income (from Part IV, line 2)		442,384.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	513,382.	519,175.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages	30,568.	30,568.		0.
	15 Pension plans, employee benefits				
	16a Legal fees Stmt 2	2,329.	0.		0.
	b Accounting fees Stmt 3	3,000.	3,000.		0.
	c Other professional fees				
	17 Interest				
	18 Taxes Stmt 4	7,481.	7,481.		0.
	19 Depreciation and depletion	450.	450.		
	20 Occupancy				
	21 Travel, conferences, and meetings	422.	422.		0.
	22 Printing and publications				
	23 Other expenses Stmt 5	50,834.	50,834.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	95,084.	92,755.		0.
	25 Contributions, gifts, grants paid	336,040.			336,040.
	26 **Total expenses and disbursements.** Add lines 24 and 25	431,124.	92,755.		336,040.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	82,258.			
	b **Net investment income** (if negative, enter -0-)		426,420.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	506,412.	261,077.	261,077.
	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			
	7	Other notes and loans receivable ▶			
		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			
	b	Investments - corporate stock			
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ▶ 2,781.			
		Less accumulated depreciation Stmt 7 ▶ 2,781.	325.		
	12	Investments - mortgage loans			
	13	Investments - other Stmt 8	1,719,332.	2,045,781.	5,399,941.
	14	Land, buildings, and equipment: basis ▶ 1,249.			
		Less accumulated depreciation Stmt 6 ▶ 125.	0.	1,124.	1,124.
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	2,226,069.	2,307,982.	5,662,142.
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			
	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 ▶ [X] and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	2,226,069.	2,307,982.	
	30	**Total net assets or fund balances**	2,226,069.	2,307,982.	
	31	**Total liabilities and net assets/fund balances**	2,226,069.	2,307,982.	

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	2,226,069.
2	Enter amount from Part I, line 27a	2	82,258.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	2,308,327.
5	Decreases not included in line 2 (itemize) ▶ Unrealized Loss	5	345.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,307,982.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	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	442,384.			442,384.
b				
c				
d				
e				

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

	(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				442,384.
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 }	2	442,384.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

If "Yes," the foundation doesn't qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2017	19,212,512.	21,644,277.	.887649
2016	3,450,799.	23,022,324.	.149889
2015	3,395,738.	25,817,670.	.131528
2014	1,125,000.	25,071,524.	.044872
2013	1,599,811.	23,057,673.	.069383

2	Total of line 1, column (d)	2	1.283321
3	Average distribution ratio for the 5 year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	.256664
4	Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	6,173,196.
5	Multiply line 4 by line 3	5	1,584,437.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,264.
7	Add lines 5 and 6	7	1,588,701.
8	Enter qualifying distributions from Part XII, line 4	8	336,040.

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	8,528.
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	8,528.
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	8,528.
6	Credits/Payments:			
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a 62,223.		
b	Exempt foreign organizations - tax withheld at source	6b 0.		
c	Tax paid with application for extension of time to file (Form 8868)	6c 0.		
d	Backup withholding erroneously withheld	6d 0.		
7	Total credits and payments. Add lines 6a through 6d		7	62,223.
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	53,695.
11	Enter the amount of line 10 to be: **Credited to 2019 estimated tax** ▶	53,695. **Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition	1b		X
	If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		X
	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
	If "Yes," attach the statement required by *General Instruction T.*			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	7	X	
8a	Enter the states to which the foundation reports or with which it is registered. See instructions. ▶ MD			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G?* If "No," attach explanation	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2018 or the tax year beginning in 2018? See the instructions for Part XIV. If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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Form **990-PF** (2018)

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

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

Website address ▶ www. Thalheimerfoundation.org

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 N/A

			Yes	No
16	At any time during calendar year 2018, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶			

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

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

				Yes	No
1a	During the year, did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions		1b		X
	Organizations relying on a current notice regarding disaster assistance, check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2018?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☒ Yes ☐ No			
b	If "Yes," did it have excess business holdings in 2018 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 2018.)		3b		X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2018?		4b		X

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

			Yes	No
5a During the year, did the foundation pay or incur any amount to:				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	☒ Yes ☐ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions		5b	X	
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			
If "Yes," attach the statement required by Regulations section 53.4945-5(d).				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
If "Yes" to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b		
8 Is the foundation subject to the section 4960 tax on payment(s) of more than $1,000,000 in remuneration or excess parachute payment(s) during the year?	☐ Yes ☒ No			

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 9		0.	0.	0.

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

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

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

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

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

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

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 None	0.
2	
All other program-related investments. See instructions.	
3 None	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	4,601,670.
b	Average of monthly cash balances		1b	1,665,534.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	6,267,204.
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	6,267,204.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	94,008.
5	**Net value of noncharitable use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	6,173,196.
6	**Minimum investment return.** Enter 5% of line 5		6	308,660.

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	308,660.
2a	Tax on investment income for 2018 from Part VI, line 5	2a 8,528.		
b	Income tax for 2018. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	8,528.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	300,132.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	300,132.
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	300,132.

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	336,040.
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	336,040.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	336,040.

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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				300,132.
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only			0.	
b Total for prior years: ______, ______, ______		0.		
3 Excess distributions carryover, if any, to 2018:				
a From 2013				
b From 2014				
c From 2015 2,131,378.				
d From 2016 2,314,103.				
e From 2017 18,183,858.				
f **Total** of lines 3a through e	22,629,339.			
4 Qualifying distributions for 2018 from Part XII, line 4: ▶ $ 336,040.				
a Applied to 2017, 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 2018 distributable amount				300,132.
e Remaining amount distributed out of corpus	35,908.			
5 Excess distributions carryover applied to 2018 (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	22,665,247.			
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 2017. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2018. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2019				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 2013 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2019.** Subtract lines 7 and 8 from line 6a	22,665,247.			
10 Analysis of line 9:				
a Excess from 2014				
b Excess from 2015 2,131,378.				
c Excess from 2016 2,314,103.				
d Excess from 2017 18,183,858.				
e Excess from 2018 35,908.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2018, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2018	(b) 2017	(c) 2016	(d) 2015	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

None

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

None

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

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

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

Deborah T. Long, Executive Dir., 410-415-7599
6225 Smith Ave., Suite B-100, Baltimore, MD 21209

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: Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
***a** Paid during the year*				
ASSOCIATION OF BALTIMORE AREA GRANTMAKERS 2 EAST READ STREET, 2ND FLOOR BALTIMORE, MD 21202-2470	NONE	EXEMPT	GENERAL SUPPORT	3,020.
ASSOCIATION OF BALTIMORE AREA GRANTMAKERS 2 EAST READ STREET, 2ND FLOOR BALTIMORE, MD 21202-2470	NONE	EXEMPT	GENERAL SUPPORT	3,020.
BALTIMORE CHILD FIRST AUTHORITY, INC. 3904 HICKORY AVENUE BALTIMORE, MD 21211	NONE	EXEMPT	GENERAL SUPPORT	10,000.
BALTIMORE URBAN DEBATE LEAGUE 2601 NORTH HOWARD STREET, SUITE 150 BALTIMORE, MD 21218	NONE	EXEMPT	GENERAL GRANT	20,000.
BEND THE ARC: A JEWISH PARTNERSHIP FOR JUSTICE 330 7TH AVENUE NEW YORK, NY 10001	NONE	EXEMPT	GENERAL SUPPORT FOR BALTIMORE	20,000.
Total See continuation sheet(s)			▶ 3a	336,040.
***b** Approved for future payment*				
ASSOCIATION OF BALTIMORE AREA GRANTMAKERS 2 EAST READ STREET, 2ND FLOOR BALTIMORE, MD 21202-2470	NONE	EXEMPT	PROGRAM GRANT	500.
BALTIMORE URBAN DEBATE LEAGUE 2601 NORTH HOWARD STREET, SUITE 150 BALTIMORE, MD 21218	NONE	EXEMPT	GENERAL SUPPORT	20,000.
BROWN MEMORIAL TUTORING PROGRAM 1316 PARK AVENUE BALTIMORE, MD 21217	NONE	EXEMPT	GENERAL SUPPORT	5,000.
Total See continuation sheet(s)			▶ 3b	258,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	70,998.	
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	442,384.	
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.		513,382.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 513,382.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee: [signature] Date: 11/7/19 Title: Executive Dir

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 990-PF, Part VII-B, Line 5c - Expenditure Responsibility Statement

Recipient's Name and Address No. 1	Grant Amount	Date of Grant	Amount Expended	Verification Date
Thalheimer-Eurich Charitable Fund, Inc. 6225 Smith Avenue, Suite B100 Baltimore, MD 21209	9,200,000.	12/31/17	746,168.	12/31/18

Purpose of Grant
Please see attached (Attachment A)

Date of Reports by Grantee	Diversions by Grantee
12/31/17	

Results of Verification

Recipient's Name and Address No. 2	Grant Amount	Date of Grant	Amount Expended	Verification Date
Coleman Family Charitable Foundation c/o Rodney Trust Company 121 Continental Drive, Suite 107 Newark, DE 19713	9,045,000.	12/31/17	527,769.	12/31/18

Purpose of Grant
Please see attached (Attachment B)

Date of Reports by Grantee	Diversions by Grantee
12/31/17	

Results of Verification

823661
04-01-18

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BROWN MEMORIAL TUTORING PROGRAM 1316 PARK AVENUE BALTIMORE, MD 21217	NONE	EXEMPT	GENERAL SUPPORT	5,000.
FUND FOR EDUCATIONAL EXCELLENCE 800 NORTH CHARLES STREET, SUITE 400 BALTIMORE, MD 21201	NONE	EXEMPT	PROGRAM GRANT	25,000.
IMPROVING EDUCATION 10 E. NORTH AVENUE #5 BALTIMORE, MD 21202	NONE	EXEMPT	PROGRAM GRANT	5,000.
IMPROVING EDUCATION 10 E. NORTH AVENUE #5 BALTIMORE, MD 21202	NONE	EXEMPT	GENERAL SUPPORT	20,000.
JOB OPPORTUNITIES TASK FORCE, INC. 217 EAST REDWOOD STREET, SUITE 1500 BALTIMORE, MD 21202	NONE	EXEMPT	GENERAL SUPPORT	20,000.
RAISING A READER 330 TWIN DOLPHIN DRIVE, SUITE 147 REDWOOD CITY, CA 94065	NONE	EXEMPT	GENERAL SUPPORT FOR BALTIMORE	10,000.
READING PARTNERS 1500 UNION AVENUE, SUITE 2200 BALTIMORE, MD 21211	NONE	EXEMPT	GENERAL SUPPORT FOR BALTIMORE	20,000.
ST. VINCENT DE PAUL SOCIETY 2305 N. CHARLES STREET #300 BALTIMORE, MD 21218	NONE	EXEMPT	PROGRAM GRANT	10,000.
STRONG CITY BALTIMORE 3503 NORTH CHARLES STREET BALTIMORE, MD 21218	NONE	EXEMPT	PROGRAM GRANT	30,000.
STRONG CITY BALTIMORE 100 NORTH CHESTER STREET BALTIMORE, MD 21231	NONE	EXEMPT	PROGRAM GRANT	20,000.
Total from continuation sheets				280,000.

823631
04-01-18

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE BELL FOUNDATION, INC. 1500 UNION AVENUE, SUITE 117 BALTIMORE, MD 21211	NONE	EXEMPT	GENERAL SUPPORT FOR BALTIMORE	20,000.
THE DIGITAL HARBOR FOUNDATION 1045 LIGHT STREET BALTIMORE, MD 21230	NONE	EXEMPT	PROGRAM GRANT	15,000.
THE INGENUITY PROJECT, INC. BALTIMORE POLYTECHNIC INSTITUTE 1400 WEST COLD SPRING LANE BALTIMORE, MD 21209	NONE	EXEMPT	PROGRAM GRANT	15,000.
THE LITERACY LAB 1003 K STREET NW, SUITE 500 WASHINGTON, DC 20001	NONE	EXEMPT	PROGRAM GRANT	20,000.
THE SCHECHTER INSTITUTES, INC. BOX 3566, P.O. BOX 8500 PHILADELPHIA, PA 19178-3566	NONE	EXEMPT	PROGRAM GRANT	25,000.
URBAN TEACHERS 1800 WASHINGTON BOULEVARD, SUITE 411 BALTIMORE, MD 21230	NONE	EXEMPT	GENERAL SUPPORT FOR BALTIMORE	20,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CHARM: VOICES OF BALTIMORE YOUTH 304 WEST LAFAYETTE AVENUE BALTIMORE, MD 21217	NONE	EXEMPT	GENERAL SUPPORT	7,500.
ENOCH PRATT FREE LIBRARY OF BALTIMORE CITY 400 CATHEDRAL STREET BALTIMORE, MD 21201-4484	NONE	EXEMPT	PROGRAM GRANT	20,000.
FUND FOR EDUCATIONAL EXCELLENCE 800 NORTH CHARLES STREET, SUITE 400 BALTIMORE, MD 21201	NONE	EXEMPT	PROGRAM GRANT	25,000.
FUND FOR EDUCATIONAL EXCELLENCE 800 NORTH CHARLES STREET, SUITE 400 BALTIMORE, MD 21201	NONE	EXEMPT	GENERAL SUPPORT	5,000.
FUND FOR EDUCATIONAL EXCELLENCE 800 NORTH CHARLES STREET, SUITE 400 BALTIMORE, MD 21201	NONE	EXEMPT	PROGRAM GRANT	25,000.
IMPROVING EDUCATION 10 E. NORTH AVENUE #5 BALTIMORE, MD 21202	NONE	EXEMPT	GENERAL SUPPORT	20,000.
RAISING A READER 330 TWIN DOLPHIN DRIVE, SUITE 147 REDWOOD CITY, CA 94065	NONE	EXEMPT	GENERAL SUPPORT FOR BALTIMORE	10,000.
RAISING A READER 330 TWIN DOLPHIN DRIVE, SUITE 147 REDWOOD CITY, CA 94065	NONE	EXEMPT	GENERAL SUPPORT FOR BALTIMORE	10,000.
ST. VINCENT DE PAUL SOCIETY 2305 N. CHARLES STREET #300 BALTIMORE, MD 21218	NONE	EXEMPT	PROGRAM GRANT	10,000.
STRONG CITY BALTIMORE 3503 NORTH CHARLES STREET BALTIMORE, MD 21218	NONE	EXEMPT	PROGRAM GRANT	30,000.
Total from continuation sheets				232,500.

823635
04-01-18

Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE BELL FOUNDATION, INC. 1500 UNION AVENUE, SUITE 117 BALTIMORE, MD 21211	NONE	EXEMPT	GENERAL SUPPORT FOR BALTIMORE	20,000.
URBAN TEACHERS 1800 WASHINGTON BOULEVARD, SUITE 411 BALTIMORE, MD 21230	NONE	EXEMPT	GENERAL SUPPORT FOR BALTIMORE	25,000.
URBAN TEACHERS 1800 WASHINGTON BOULEVARD, SUITE 411 BALTIMORE, MD 21230	NONE	EXEMPT	GENERAL SUPPORT FOR BALTIMORE	25,000.
Total from continuation sheets				

Form· 990-PF Dividends and Interest from Securities Statement 1

Source	Gross Amount	Capital Gains Dividends	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
From K-1s	60,726.	0.	60,726.	60,726.	
From Various Investments	16,065.	0.	16,065.	16,065.	
From Various Investments- Other Portfolios	-5,793.	0.	-5,793.	0.	
To Part I, line 4	70,998.	0.	70,998.	76,791.	

Form 990-PF Legal Fees Statement 2

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
LEGAL FEES	2,329.	0.		0.
To Fm 990-PF, Pg 1, ln 16a	2,329.	0.		0.

Form 990-PF Accounting Fees Statement 3

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ACCOUNTING FEES	3,000.	3,000.		0.
To Form 990-PF, Pg 1, ln 16b	3,000.	3,000.		0.

Form 990-PF Taxes Statement 4

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FOREIGN TAXES PD FROM K-1S	3,924.	3,924.		0.
FEDERAL TAXES PAID	0.	0.		0.
EMPLOYEE PAYROLL TAXES AND FEES	3,557.	3,557.		0.
To Form 990-PF, Pg 1, ln 18	7,481.	7,481.		0.

Form 990-PF Other Expenses Statement 5

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
PORTFOLIO DEDUCTIONS FROM K-1S	32,664.	32,664.		0.
SOFTWARE SUPPORT	11,225.	11,225.		0.
BANK FEES	24.	24.		0.
POSTAGE AND DELIVERY	259.	259.		0.
OFFICE SUPPLIES	1,244.	1,244.		0.
TELE-CONFERENCE FEES	88.	88.		0.
MEMBERSHIP FEES	1,100.	1,100.		0.
PROFESSIONAL FEES	25.	25.		0.
INSURANCE- WORKERS' COMPENSATION	176.	176.		0.
INSURANCE- CORPORATE	4,029.	4,029.		0.
To Form 990-PF, Pg 1, ln 23	50,834.	50,834.		0.

Form 990-PF Depreciation of Assets Not Held for Investment Statement 6

Description	Cost or Other Basis	Accumulated Depreciation	Book Value	Fair Market Value
COMPUTER EQUIPMENT	1,249.	125.	1,124.	1,124.
To 990-PF, Part II, ln 14	1,249.	125.	1,124.	1,124.

Form 990-PF	Depreciation of Assets Held for Investment		Statement 7
Description	Cost or Other Basis	Accumulated Depreciation	Book Value
COMPUTER EQUIPMENT	2,781.	2,781.	0.
Total to Fm 990-PF, Part II, ln 11	2,781.	2,781.	0.

Form 990-PF	Other Investments		Statement 8
Description	Valuation Method	Book Value	Fair Market Value
ASSOCIATED JEWISH CHARITIES INVESTMENT FUND	COST	130,316.	2,337,793.
ROCKEFELLER GLOBAL EQUITY FUND	COST	582,416.	1,729,099.
WELLS FARGO ADVISORS	COST	1,333,049.	1,333,049.
Total to Form 990-PF, Part II, line 13		2,045,781.	5,399,941.

Form 990-PF Part VIII - List of Officers, Directors Trustees and Foundation Managers Statement 9

Name and Address	Title and Avrg Hrs/Wk	Compen-sation	Employee Ben Plan Contrib	Expense Account
Louis B. Thalheimer 6225 Smith Ave., Suite B-100 Baltimore, MD 21209	President / Director 1.00	0.	0.	0.
Marjorie T. Coleman 6225 Smith Ave., Suite B-100 Baltimore, MD 21209	Vice President / Director 1.00	0.	0.	0.
William R. Coleman 6225 Smith Ave., Suite B-100 Baltimore, MD 21209	Director 1.00	0.	0.	0.
Juliet A. Eurich 6225 Smith Ave., Suite B-100 Baltimore, MD 21209	Director 1.00	0.	0.	0.
Laura T. Rosenblatt 6225 Smith Ave., Suite B-100 Baltimore, MD 21209	Director 1.00	0.	0.	0.
Ian Rusten 6225 Smith Ave., Suite B-100 Baltimore, MD 21209	Director 1.00	0.	0.	0.
Katrin Wachs 6225 Smith Ave., Suite B-100 Baltimore, MD 21209	Director 1.00	0.	0.	0.
Deborah T. Long 6225 Smith Ave., Suite B-100 Baltimore, MD 21209	Executive Director / Secretary 30.00	0.	0.	0.
Rebekah T. Coleman 6225 Smith Ave., Suite B-100 Baltimore, MD 21209	Dir. of Education & Policy 1.00	0.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		0.	0.	0.

2018 DEPRECIATION AND AMORTIZATION REPORT

Form 990-PF Page 1 990-PF

Asset No	Description	Date Acquired	Method	Life	C o n v	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
	Machinery & Equipment														
1	COMPUTER EQUIPMENT	08/12/13	SL	5.00		16	2,781.				2,781.	2,456.		325.	2,781.
2	COMPUTER EQUIPMENT	07/01/18	SL	5.00		16	1,249.				1,249.			125.	125.
	* 990-PF Pg 1 Total Machinery & Equipment						4,030.				4,030.	2,456.		450.	2,906.
	* Grand Total 990-PF Pg 1 Depr						4,030.				4,030.	2,456.		450.	2,906.
	Current Year Activity														
	Beginning balance						2,781.			0.	2,781.	2,456.			2,781.
	Acquisitions						1,249.			0.	1,249.	0.			125.
	Dispositions						0.			0.	0.	0.			0.
	Ending balance						4,030.			0.	4,030.	2,456.			2,906.
	Ending accum depr											2,906.			
	Ending book value											1,124.			

828111 04-01-18

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

Attachment A

Thalheimer-Eurich Charitable Fund, Inc.

ANNUAL REPORT OF GRANTEE ORGANIZATION

Expenditure Responsibility Grant by
The Alvin and Fanny B. Thalheimer Foundation, Inc.

This report summarizes grant activities as of the end of the Grantee's fiscal year 12/31/18
Month/Date/Year

Thalheimer-Eurich Charitable Fund, Inc	$9,200,000	11/9/17, 12/13/17, 12/18/17
Grantee Name	Original Grant Total	Original Grant Date
6451 Cloister Gate Drive	Baltimore, MD 21212	USA
Address	City, State & Zip Code	Country

To endow the Grantee Foundation pursuant to Treasury Regulations Section 53 4945-5(c)(2)
Grant Purpose

1. Grant funds were used for the following (check all that apply).

- ■ Professional fees (legal, accounting, investment management, etc.)
- ■ Grants to public charities
- ■ Federal or state tax payments
- ☐ Officer/Director compensation
- ■ Administrative fees
- ☐ Bank charges
- ■ State filing fees
- ■ Other Foundation dues and memberships, postage/delivery service

2. Itemization of expenditures made from grant funds (check one).

- ☐ Grantee's sole source of funding was the above Grantor foundation; accordingly, **Grantee has attached its Form 990-PF** for the fiscal year covered by this report, which includes only expenditures of the Grant funds.

- ☐ Grantee has received funding from one or more sources other than the above Grantor foundation and not all expenditures for the fiscal year covered by this report were made using the grant funds from the Grantor foundation; accordingly, **Grantee has attached an itemization of the expenditures made from these Grant funds and has attached its Form 990-PF**.

- ■ Grantee has received funding from one or more sources other than the above Grantor foundation but all expenditures for the fiscal year covered by this report were made using the Grant funds from Grantor foundation; accordingly, **Grantee has attached an itemization of the expenditures made from these Grant funds**.

- ☐ Grantee has not made any expenditures from the Grant funds during the fiscal year covered by this report. Grantee **has attached its Form 990-PF for the fiscal year covered by this report**.

3. Total grant funds paid to Grantee from the original grant date through the end of Grantee's most recent fiscal year 12/31/18 (Month/Date/Year) $ 9,200,000.

4. Total amount of Grant funds expended by Grantee as of the end of Grantee's most recent fiscal year 12/31/18 (Month/Day/Year): $ 746,168.

5. Grantee asserts that it has made all expenditures in furtherance of the stated purpose of the grant and has complied with all of the terms and conditions of the grant specified in the Grant Agreement signed by the Grantee and the Foundation dated: 10/9/17. Additionally, Grantee asserts that it will submit future reports as necessary pursuant to the Grant Agreement.

6. The Grantee understands and acknowledges that the Grantor will rely on the foregoing representations when preparing and filing its own annual information return with the Internal Revenue Service for the taxable year ending 12/31/18.

I declare that I am authorized to sign this report on behalf of the above organization, that I have examined the foregoing statements and to the best of my knowledge they are true, correct and complete.

BY: [signature] DATE: July 9, 2019

TITLE: Vice - President

Please include the following with this report:

- Form 990-PF or an accounting of grant funds for the accounting period covered by this report

THALHEIMER-EURICH CHARITABLE FUND, INC
Itemization of Expenditures for FYE 12/31/18

Legal Services

Date	Type	Description	Amount
10/29/2018	Legal Services	Document review/drafting	$2,963
		TOTAL	$2,963

Other professional fees

Date	Type	Description	Amount
01/17/2018	Investment Management Services	Management Fee	$1,489
04/16/2018	Investment Management Services	Management Fee	$1,490
07/17/2018	Investment Management Services	Management Fee	$1,564
10/15/2018	Investment Management Services	Management Fee	$1,598
12/31/2018	Pass-through of all expenses other than UBI or tax-exempt/nondeductible expenses	$20094 00 JCIF-THALHEIMER, Domestic Partnership	$20,094
		TOTAL	$26,235

Taxes

Date	Type	Description	Amount
05/04/2018	IRS Excise Tax Estimated Tax Payment	First quarter 2018	$700
05/23/2018	IRS Excise Tax Estimated Tax Payment	Second quarter 2018	$1,100
08/23/2018	IRS Excise Tax Estimated Tax Payment	Third quarter 2018	$3,000
11/30/2018	IRS Excise Tax Estimated Tax Payment	Fourth quarter 2018	$4,100
		TOTAL	$8,900

Other Expenses

Date	Type	Description	Amount
01/29/2018	Foundation Dues & Memberships		$550
02/12/2018	Foundation Source Quarterly Fee		$5,928
05/07/2018	Foundation Source Quarterly Fee		$8,476
08/07/2018	Foundation Source Quarterly Fee		$8,450
10/18/2018	Foundation Source Quarterly Fee		$8,434
03/09/2018	Foundation Source Fed Ex Charges	Fed Ex Fees for Feb 2018	$17
11/13/2018	Foundation Source Fed Ex Charges	Fed Ex Fees for Oct 2018	$20
10/29/2018	State Filing Fees	Filing Fees	$188
		TOTAL	$32,063

Contributions, Gifts, Grants Paid

Date	Type	Description	Amount
01/26/2018	Grant	ASSOCIATION OF BALTIMORE AREA GRANTMAKERS INC	$3,020
01/29/2018	Grant	CHALLAH FOR HUNGER	$5,000
01/29/2018	Grant	MAINE COMMUNITY FOUNDATION INC	$25,000
01/29/2018	Grant	MARYLAND INSTITUTE	$100,000
01/29/2018	Grant	ACLU FOUNDATION OF MARYLAND INC	$10,000
03/15/2018	Grant	THE B E L L FOUNDATION INC	$7,000
04/05/2018	Grant	CRISTO REY JESUIT HIGH SCHOOL	$7,500
05/24/2018	Grant	BREAKTHROUGH NEW YORK INC	$25,000
05/24/2018	Grant	TEACH FOR AMERICA	$5,000
06/08/2018	Grant	DUKE UNIVERSITY ALUMNI & DEVELOPMENT RECORDS	$25,000
06/08/2018	Grant	INSTITUTE FOR ISLAMIC CHRISTIAN AND JEWISH STUDIES INC	$5,000
06/19/2018	Grant	MOISHE HOUSE	$25,000
07/23/2018	Grant	STRONG CITY BALTIMORE	$20,000
07/23/2018	Grant	BALTIMORE MUSEUM OF ART INC	$10,000
09/19/2018	Grant	CRISTO REY JESUIT HIGH SCHOOL	$7,500
09/21/2018	Grant	ASSOCIATED JEWISH COMMUNITY FEDERATION OF BALTIMORE INC	$150,000
11/19/2018	Grant	JOHNS HOPKINS UNIVERSITY	$10,000
11/19/2018	Grant	FOLGER SHAKESPEARE LIBRARY	$5,000
11/19/2018	Grant	BALTIMORE SYMPHONY ORCHESTRA INC	$10,000
11/19/2018	Grant	CENTER STAGE ASSOCIATES INC	$10,000
11/19/2018	Grant	BALTIMORE MUSEUM OF ART INC	$10,000
11/19/2018	Grant	AMHERST COLLEGE TRUSTEES	$10,000
11/26/2018	Grant	JOB OPPORTUNITIES TASK FORCE INC	$10,000
11/26/2018	Grant	FUND FOR EDUCATIONAL EXCELLENCE INC	$5,000
11/26/2018	Grant	CIVIC WORKS INC	$10,000
11/26/2018	Grant	BALTIMORE COMMUNITY FOUNDATION INC	$10,000
12/03/2018	Grant	MARYLAND HUMANITIES COUNCIL INC	$15,000
12/03/2018	Grant	FUND FOR EDUCATIONAL EXCELLENCE INC	$25,000
12/06/2018	Grant	NEW YORK UNIVERSITY - SCHOOL OF LAW	$25,000
		TOTAL	$585,020

GRAND TOTAL $655,180

Attachment B

Coleman Family Charitable Foundation

ANNUAL REPORT OF GRANTEE ORGANIZATION

Expenditure Responsibility Grant by
The Alvin and Fanny B. Thalheimer Foundation Inc.

This report summarizes grant activities as of the end of the Grantee's fiscal year: 12/31/18
Month/Date/Year

Coleman Family Charitable Foundati	$9,045,000	11/9/17, 12/31/17 & 12/18/17
Grantee Name	Original Grant Total	Original Grant Date

c/o Rodney Trust Company 121 Continental Drive, Suite 107 Newark, DE 19713		
Address	City, State & Zip Code	Country

To endow the Grantee Foundation pursuant to Treasury Regulations Section 53 4945-5(c)(2)
Grant Purpose

1. Grant funds were used for the following (check all that apply):

- ☐ Professional fees (legal, accounting, investment management, etc.)
- ■ Grants to public charities
- ■ Federal or state tax payments
- ☐ Officer/Director compensation
- ■ Administrative fees
- ■ Bank charges
- ■ State filing fees
- ■ Other K-1 Expenses, Registered Agent Fees

2 Itemization of expenditures made from grant funds (check one):

- ☐ Grantee's sole source of funding was the above Grantor foundation; accordingly, **Grantee has attached its Form 990-PF** for the fiscal year covered by this report, which includes only expenditures of the Grant funds.

- ☐ Grantee has received funding from one or more sources other than the above Grantor foundation and not all expenditures for the fiscal year covered by this report were made using the grant funds from the Grantor foundation; accordingly, **Grantee has attached an itemization of the expenditures made from these Grant funds and has attached its Form 990-PF**.

- ■ Grantee has received funding from one or more sources other than the above Grantor foundation but all expenditures for the fiscal year covered by this report were made using the Grant funds from Grantor foundation; accordingly, **Grantee has attached an itemization of the expenditures made from these Grant funds.**

- ☐ Grantee has not made any expenditures from the Grant funds during the fiscal year covered by this report. Grantee **has attached its Form 990-PF for the fiscal year covered by this report**.

3 Total grant funds paid to Grantee from the original grant date through the end of Grantee's most recent fiscal year 12/31/18 $ 9,045,000
Month/Date/Year

4 Total amount of Grant funds expended by Grantee as of the end of Grantee's most recent fiscal year 12/31/18 $ 527,769
Month/Day/Year

5 Grantee asserts that it has made all expenditures in furtherance of the stated purpose of the grant and has complied with all of the terms and conditions of the grant specified in the Grant Agreement signed by the Grantee and the Foundation dated: 10/11/17 . Additionally, Grantee asserts that it will submit future reports as necessary pursuant to the Grant Agreement

6 The Grantee understands and acknowledges that the Grantor will rely on the foregoing representations when preparing and filing its own annual information return with the Internal Revenue Service for the taxable year ending 12/31/18 .

I declare that I am authorized to sign this report on behalf of the above organization, that I have examined the foregoing statements and to the best of my knowledge they are true, correct and complete

BY: [signature]

DATE: 2/28/2016

TITLE: Secretary - Treasurer

Please include the following with this report:

- Form 990-PF or an accounting of grant funds for the accounting period covered by this report

Coleman Family Charitable Foundation
Itemization of Expenditures for FYE 12/31/18

Taxes

Date	Type	Description	Amount
05/04/2018	IRS Excise Tax Estimated Tax Payment	First quarter 2018	$700
06/07/2018	IRS Excise Tax Estimated Tax Payment	Second quarter 2018	$1,000
09/11/2018	IRS Excise Tax Estimated Tax Payment	Third quarter 2018	$2,900
		TOTAL	$4,600

Other expenses

Date	Type	Description	Amount
01/31/2018	Foundation Source Quarterly Fee		$5,064
06/08/2018	Foundation Source Quarterly Fee		$7,606
08/21/2018	Foundation Source Quarterly Fee		$7,565
10/11/2018	Foundation Source Quarterly Fee		$7,555
02/21/2018	Foundation Source State filing	DELAWARE ANNUAL FRANCHISE TAX	$25
09/28/2018	Other Miscellaneous	Registered Agent Annual Invoice for Statutory Representation	$393
02/16/2018	Bank Charge		$1
12/31/2018	Pass-through of all expenses other than UBI or tax-exempt/nondeductible expenses	$20094 00 JCIF-COL, Domestic Partnership	$20,094
		TOTAL	$48,303

Contributions, gifts, grants paid

Date	Type	Description	Amount
03/16/2018	Grant	STEEP ROCK ASSOCIATION INC	$3,000
03/16/2018	Grant	HEALTH CARE FOR THE HOMELESS INC	$25,000
03/16/2018	Grant	BROOKLYN HEIGHTS SYNAGOGUE	$7,500
03/16/2018	Grant	BROOKLYN COMMUNITY FOUNDATION	$5,000
03/16/2018	Grant	BARD COLLEGE	$20,000
03/20/2018	Grant	JTA-MJL NEW CORP	$15,000
05/15/2018	Grant	STEEP ROCK ASSOCIATION INC	$25,000
05/23/2018	Grant	THE BROOKLYN HISTORICAL SOCIETY	$25,000
06/20/2018	Grant	THE YOUNG CENTER FOR IMMIGRANT CHILDRENS RIGHTS	$5,000
06/20/2018	Grant	OFICINA LEGAL DEL PUEBLO UNIDO INC	$5,000
06/20/2018	Grant	REFUGEE & IMMIGRANT CENTER FOR EDUCATION & LEGAL SERVICES	$5,000
09/19/2018	Grant	BROOKLYN HEIGHTS ASSOCIATION INC	$1,000
11/06/2018	Grant	PLANNED PARENTHOOD OF GREATER TEXAS	$9,000
11/06/2018	Grant	FRIENDS OF THE CHILDREN - AUSTIN	$2,500
11/07/2018	Grant	THE UNIVERSITY OF TEXAS AT AUSTIN	$3,000
11/13/2018	Grant	BROOKLYN BOTANIC GARDEN CORPORATION	$1,000
11/13/2018	Grant	YALE UNIVERSITY	$2,500
11/13/2018	Grant	UNIVERSITY OF WISCONSIN FOUNDATION	$2,500
11/13/2018	Grant	WNET	$2,500
11/13/2018	Grant	STEEP ROCK ASSOCIATION INC	$20,000
11/13/2018	Grant	SAINT ANNS SCHOOL	$15,000
11/13/2018	Grant	ROGOSIN INSTITUTE INC	$5,000
11/13/2018	Grant	PROSPECT PARK ALLIANCE INC	$2,500
11/13/2018	Grant	PLANNED PARENTHOOD OF NEW YORK CITY INC	$2,500
11/13/2018	Grant	PLANNED PARENTHOOD OF GREATER TEXAS	$5,000
11/13/2018	Grant	OXFAM-AMERICA INC	$2,500
11/13/2018	Grant	NEW YORK PUBLIC RADIO	$2,500
11/13/2018	Grant	DANBURY HOSPITAL & NEW MILFORD HOSPITAL FOUNDATION INC	$1,000
11/13/2018	Grant	HOUSATONIC VALLEY ASSOCIATION INC	$2,500
11/13/2018	Grant	HARTFORD HOSPITAL	$5,000
11/13/2018	Grant	GUNN MEMORIAL LIBRARY INC	$2,500
11/13/2018	Grant	MEDECINS SANS FRONTIERES USA INC - DOCTORS WITHOUT BORDERS USA INC	$5,000
11/13/2018	Grant	THE CHILDRENS HEALTH FUND	$2,500
11/13/2018	Grant	BROOKLYN INSTITUTE OF ARTS AND SCIENCES DBA BROOKLYN MUSEUM	$1,000
11/13/2018	Grant	BROOKLYN HEIGHTS SYNAGOGUE	$2,500
11/13/2018	Grant	BROOKLYN COMMUNITY HOUSING AND SERVICES INC	$1,000
11/13/2018	Grant	BROOKLYN COMMUNITY FOUNDATION	$5,000
11/13/2018	Grant	BROOKLYN ACADEMY OF MUSIC INC	$2,500
11/13/2018	Grant	AMHERST COLLEGE TRUSTEES	$2,500
11/13/2018	Grant	STEEP ROCK ASSOCIATION INC	$20,000
11/13/2018	Grant	THE BROOKLYN HISTORICAL SOCIETY	$2,000
11/13/2018	Grant	NEW YORK AND PRESBYTERIAN HOSPITAL	$15,000
12/11/2018	Grant	RED HOOK INITIATIVE	$10,000
		TOTAL	$299,500
		TOTAL OF EXPENSES	$352,403