

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

2009

Department of the Treasury
Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year **2009**, or tax year beginning _____, and ending _____

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation THE ABELL FOUNDATION, INC	A Employer identification number 52-6036106
	Number and street (or P O box number if mail is not delivered to street address) Room/suite 111 S. CALVERT ST 2300	B Telephone number 410-547-1300
	City or town, state, and ZIP code BALTIMORE, MD 21202-6174	C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 180,009,770. (Part I, column (d) must be on cash basis.)	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
	1 Contributions, gifts, grants, etc., received	15,000.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	4,338,843.	4,550,803.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<3,199,523.>			
	b Gross sales price for all assets on line 6a	3,532,461.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	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	9,244,033.	8,487,202.		
	12 Total. Add lines 1 through 11	10,398,353.	13,038,905.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	545,016.	0.		521,751.
	14 Other employee salaries and wages	731,753.	0.		719,787.
	15 Pension plans, employee benefits	611,919.	0.		543,913.
	16a Legal fees STMT 2	75,410.	0.		103,380.
	b Accounting fees STMT 3	41,575.	0.		45,875.
	c Other professional fees STMT 4	88,014.	0.		102,143.
	17 Interest				
	18 Taxes STMT 5	102,422.	0.		0.
	19 Depreciation and depletion	25,770.	0.		
	20 Occupancy	199,508.	0.		199,508.
	21 Travel, conferences, and meetings	16,340.	0.		16,340.
22 Printing and publications	50,836.	0.		50,836.	
23 Other expenses STMT 6	1,280,032.	874,722.		403,518.	
24 Total operating and administrative expenses. Add lines 13 through 23	3,768,595.	874,722.		2,707,051.	
25 Contributions, gifts, grants paid	6,526,439.			8,229,375.	
26 Total expenses and disbursements. Add lines 24 and 25	10,295,034.	874,722.		10,936,426.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	103,319.				
b Net investment income (if negative, enter -0-)		12,163,283.			
c Adjusted net income (if negative, enter -0-)			N/A		

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Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	18,945,195.	13,031,568.	13,031,568.
	3 Accounts receivable ▶ 240,761.			
	Less: allowance for doubtful accounts ▶	153,533.	240,761.	240,761.
	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 STMT 7	19,511,016.	16,843,131.	16,843,131.
	b Investments - corporate stock STMT 8	77,868,857.	106,971,747.	106,971,747.
	c Investments - corporate bonds STMT 9	4,866,004.	9,427,198.	9,427,198.
	11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 10	27,487,304.	26,551,694.	26,551,694.	
14 Land, buildings, and equipment basis ▶ 866,158.				
Less accumulated depreciation STMT 11 ▶ 813,569.	93,100.	52,589.	52,589.	
15 Other assets (describe ▶ STATEMENT 12)	5,985,331.	6,891,082.	6,891,082.	
16 Total assets (to be completed by all filers)	154,910,340.	180,009,770.	180,009,770.	
Liabilities	17 Accounts payable and accrued expenses	17,872,466.	24,451,075.	
	18 Grants payable	7,788,202.	6,079,224.	
	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)	25,660,668.	30,530,299.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	129,249,672.	149,479,471.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds				
30 Total net assets or fund balances	129,249,672.	149,479,471.		
31 Total liabilities and net assets/fund balances	154,910,340.	180,009,770.		

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	129,249,672.
2 Enter amount from Part I, line 27a	2	103,319.
3 Other increases not included in line 2 (itemize) ▶ UNREALIZED INCREASE ON INVESTMENTS	3	20,126,480.
4 Add lines 1, 2, and 3	4	149,479,471.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	149,479,471.

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.)
1a VARIOUS	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 3,532,461.		6,731,984.	<3,199,523.>
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			<3,199,523.>
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	<3,199,523.>
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 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))
2008	12,009,496.	189,967,146.	.063219
2007	13,569,141.	222,107,813.	.061093
2006	11,210,416.	219,622,473.	.051044
2005	13,505,895.	202,264,720.	.066773
2004	11,361,647.	200,851,852.	.056567

2 Total of line 1, column (d)	2	.298696
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	.059739
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	161,530,771.
5 Multiply line 4 by line 3	5	9,649,687.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	121,633.
7 Add lines 5 and 6	7	9,771,320.
8 Enter qualifying distributions from Part XII, line 4	8	11,307,438.

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 <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		}	1	121,633.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b				
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	121,633.
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	121,633.
6 Credits/Payments:				
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	112,948.		
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			
7 Total credits and payments. Add lines 6a through 6d			7	112,948.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached			8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			9	8,685.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			10	
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>			11	

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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>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.</i>		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> _____ 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? <i>If "No," attach explanation</i>	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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

N/A

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		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>WWW.ABELL.ORG</u>	13	X	
14	The books are in care of ► <u>THE ABELL FOUNDATION, INC.</u> Telephone no. ► <u>410-547-1300</u> Located at ► <u>111 S. CALVERT STREET, SUITE 2300, BALTIMORE, MD</u> ZIP+4 ► <u>21202-6174</u>			
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

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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
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 2009?	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2009 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 2009.)	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 2009?	4b	X

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 509(a)(1), (2), or (3), or section 4940(d)(2)? 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)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

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) N/A

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
 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? Yes No

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.

(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 13		836,923.	77,194.	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
BONNIE LEGRO - 111 S. CALVERT ST., STE 2300, BALTIMORE, MD 21202	PROGRAM OFFICER 40.00	89,359.	8,936.	0.
MELANIE STYLES - 111 S. CALVERT ST., STE 2300, BALTIMORE, MD 21202	PROGRAM OFFICER 40.00	85,161.	8,644.	0.
AMANDA C. OWENS - 111 S. CALVERT ST., STE 2300, BALTIMORE, MD 21202	PROGRAM OFFICER 40.00	72,581.	7,369.	0.
TERRY STAUDENMAIER - 111 S. CALVERT ST., STE 2300, BALTIMORE, MD 21202	PROGRAM OFFICER 40.00	69,696.	7,767.	0.
TRACEY M. BARBOUR-GILLETT - 111 S. CALVERT ST., STE 2300, BALTIMORE, MD	PROGRAM OFFICER 40.00	70,094.	7,087.	0.
Total number of other employees paid over \$50,000				5

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
HOGAN & HARTSON LLP 100 INTERNATIONAL DR, STE 2000, BALTIMORE, MD	LEGAL & INVESTMENT SERVICES	518,744.

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 BCPSS/NATIONAL ACADEMIC LEAGUE - A SCHOLASTIC EXTRACURRICULAR ACTIVITY TO BOOST STUDENT ACHIEVEMENT IN 26 BALTIMORE CITY MIDDLE SCHOOLS.	89,943.
2 PINEY WOODS SCHOOL - EXPENSES RELATED TO SCHOLARSHIPS AWARDED TO 9 AT RISK STUDENTS FROM BALTIMORE CITY TO SCHOOL YEAR ENRICHMENT AND TRIPS.	9,568.
3 BOYS LATIN SCHOOL - TO PROVIDE TUTORING, MEAL PLAN, AND OTHER EXPENSES FOR A FORMER BARAKA SCHOOL STUDENT.	5,542.
4	
SEE STATEMENT 15	5,000.

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 MAYFIELD SCHOLASTIC LTD.	40,000.
2 COMPREHENSIVE HOUSING & JOB ASSISTANCE - HOMEOWNERS MORTGAGE ASSISTANCE	16,670.
All other program-related investments. See instructions.	
3	
SEE STATEMENT 14	314,342.
Total. Add lines 1 through 3 ▶	371,012.

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	156,340,076.
b	Average of monthly cash balances	1b	<246,360.>
c	Fair market value of all other assets	1c	7,896,914.
d	Total (add lines 1a, b, and c)	1d	163,990,630.
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	163,990,630.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,459,859.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	161,530,771.
6	Minimum investment return. Enter 5% of line 5	6	8,076,539.

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	8,076,539.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	121,633.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	121,633.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	7,954,906.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	7,954,906.
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	7,954,906.

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	10,936,426.
b	Program-related investments - total from Part IX-B	1b	371,012.
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	11,307,438.
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	121,633.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	11,185,805.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				7,954,906.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004	1,536,305.			
b From 2005	3,731,949.			
c From 2006	559,272.			
d From 2007	2,891,794.			
e From 2008	2,672,575.			
f Total of lines 3a through e	11,391,895.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$ 11,307,438.				
a Applied to 2008, 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 2009 distributable amount				7,954,906.
e Remaining amount distributed out of corpus	3,352,532.			
5 Excess distributions carryover applied to 2009 (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	14,744,427.			
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 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	1,536,305.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	13,208,122.			
10 Analysis of line 9:				
a Excess from 2005	3,731,949.			
b Excess from 2006	559,272.			
c Excess from 2007	2,891,794.			
d Excess from 2008	2,672,575.			
e Excess from 2009	3,352,532.			

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 2009, 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		(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
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 the 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. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

**ROBERT C. EMBRY, JR., PRESIDENT, THE ABELL FOUNDATION, INC., 410-547-1300
 111 SOUTH CALVERT STREET, SUITE 2300, BALTIMORE, MD 21202-6174**

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

SEE ATTACHED STATEMENT #17

c Any submission deadlines:

SEE ATTACHED STATEMENT #17

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

SEE ATTACHED STATEMENT #17

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)				
<p>a <i>Paid during the year</i> SEE ATTACHED STATEMENT #15</p>				<p>8,229,375.</p>
<p>Total ▶ 3a</p>				
<p>b <i>Approved for future payment</i> SEE ATTACHED STATEMENT #16</p>				<p>6,079,224.</p>
<p>Total ▶ 3b</p>				<p>6,079,224.</p>

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... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash, (2) Other assets, b Other transactions: (1) Sales of assets to a noncharitable exempt organization, (2) Purchases of assets from a noncharitable exempt organization, (3) Rental of facilities, equipment, or other assets, (4) Reimbursement arrangements, (5) Loans or loan guarantees, (6) Performance of services or membership or fundraising solicitations, c Sharing of facilities, equipment, mailing lists, other assets, or paid employees, d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Content includes 'N/A' in column (c).

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 [X] No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Content includes 'N/A' in column (a).

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 or fiduciary) is based on all information of which preparer has any knowledge.

Signature and identification section containing fields for Signature of officer or trustee, Date, Title, Preparer's signature, Date, Check if self-employed, Preparer's identifying number, Firm's name (RSM MCGLADREY, INC.), address (100 INTERNATIONAL DRIVE, SUITE 1400 BALTIMORE, MD 21202), and Phone no. (410-246-9300).

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.

OMB No 1545-0047

2009

Name of the organization

THE ABELL FOUNDATION, INC

Employer identification number

52-6036106

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 foundationCheck 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, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution 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 a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to 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. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not 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 line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions
for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization THE ABELL FOUNDATION, INC	Employer identification number 52-6036106
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Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	DOUGLAS KOSHLAND 535 WEST 40TH STREET BALTIMORE, MD 21211	\$ 15,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

FORM 990-PF	OTHER INCOME		STATEMENT	1
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
OTHER INCOME - PARTNERSHIPS	0.	<756,831.>		
OTHER INCOME AND GUARANTY FEES	10,535,243.	10,535,243.		
OTHER INCOME - PARTNERSHIPS	<1,291,210.>	<1,291,210.>		
TOTAL TO FORM 990-PF, PART I, LINE 11	9,244,033.	8,487,202.		

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	75,410.	0.		103,380.
TO FM 990-PF, PG 1, LN 16A	75,410.	0.		103,380.

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	41,575.	0.		45,875.
TO FORM 990-PF, PG 1, LN 16B	41,575.	0.		45,875.

FORM 990-PF	OTHER PROFESSIONAL FEES		STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTANTS-PROGRAM ADMINISTRATION	88,014.	0.		102,143.
TO FORM 990-PF, PG 1, LN 16C	88,014.	0.		102,143.

FORM 990-PF	TAXES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES	102,422.	0.		0.
TO FORM 990-PF, PG 1, LN 18	102,422.	0.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	16,475.	0.		16,475.
TELEPHONE	12,555.	0.		12,555.
POSTAGE & DELIVERY	5,949.	0.		5,949.
OFFICE SUPPLIES	12,433.	0.		12,433.
EQUIPMENT MAINTENANCE	61,923.	0.		61,923.
MISCELLANEOUS	13,914.	0.		14,584.
DIRECT CHARITABLE ACTIVITIES	279,599.	0.		279,599.
INVESTMENT FEES	807,980.	807,980.		0.
PARTNERSHIP EXPENSES	69,204.	66,742.		0.
TO FORM 990-PF, PG 1, LN 23	1,280,032.	874,722.		403,518.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS		STATEMENT 7	
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
GOVERNMENT OBLIGATIONS	X		16,843,131.	16,843,131.
TOTAL U.S. GOVERNMENT OBLIGATIONS			16,843,131.	16,843,131.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			16,843,131.	16,843,131.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
MARKETABLE EQUITY SECURITIES	106,971,747.	106,971,747.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	106,971,747.	106,971,747.	

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
CORPORATE & OTHER BONDS	9,427,198.	9,427,198.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	9,427,198.	9,427,198.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ABELL VENTURE FUND	COST	14,971,261.	14,971,261.
DIRECT INVESTMENTS	COST	8,851,571.	8,851,571.
PROGRAM RELATED & MISSION INVESTMENTS	COST	2,728,862.	2,728,862.
TOTAL TO FORM 990-PF, PART II, LINE 13		26,551,694.	26,551,694.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	11
DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
LEASEHOLD IMPROVEMENTS	209,617.	180,703.	28,914.
FURNITURE & FIXTURES	284,295.	279,864.	4,431.
COMPUTER EQUIPMENT	350,113.	292,000.	58,113.
TELEPHONE EQUIPMENT	36,873.	35,231.	1,642.
TOTAL TO FM 990-PF, PART II, LN 14	880,898.	787,798.	93,100.

FORM 990-PF	OTHER ASSETS		STATEMENT 12
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED DIVIDENDS AND INTEREST RECEIVABLE	3,008,858.	3,556,674.	3,556,674.
BOOK PUBLICATION	11,783.	11,721.	11,721.
OFFICER'S LIFE INSURANCE	2,605,144.	2,759,747.	2,759,747.
GUARANTY ASSETS - IMPUTED VALUE	359,546.	349,440.	349,440.
REFUND DUE FROM MD BIOTECH TAX CREDIT	0.	213,500.	213,500.
TO FORM 990-PF, PART II, LINE 15	5,985,331.	6,891,082.	6,891,082.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS STATEMENT 13

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
GARY BLACK, JR. 111 S. CALVERT ST., STE 2300 BALTIMORE, MD 21202	CHAIRMAN 2.00	0.	0.	0.
ROBERT C. EMBRY, JR. 111 S. CALVERT ST., STE 2300 BALTIMORE, MD 21202	PRESIDENT 40.00	315,828.	24,500.	0.
W. SHEPHERDSON ABELL 111 S. CALVERT ST., STE 2300 BALTIMORE, MD 21202	TRUSTEE 2.00	0.	0.	0.
GEORGE L. BUNTING, JR. 111 S. CALVERT ST., STE 2300 BALTIMORE, MD 21202	TRUSTEE 2.00	0.	0.	0.
ROBERT GARRETT 111 S. CALVERT ST., STE 2300 BALTIMORE, MD 21202	TRUSTEE 2.00	0.	0.	0.
JACQUELINE HRABOWSKI 111 S. CALVERT ST., STE 2300 BALTIMORE, MD 21202	TRUSTEE 2.00	0.	0.	0.

SALLY MICHEL 111 S. CALVERT ST., STE 2300 BALTIMORE, MD 21202	TRUSTEE 2.00	0.	0.	0.
ANNE LAFARGE CULMAN 111 S. CALVERT ST., STE 2300 BALTIMORE, MD 21202	VICE PRESIDENT 40.00	137,055.	13,767.	0.
ESTHEL M. SUMMERFIELD 111 S. CALVERT ST., STE 2300 BALTIMORE, MD 21202	SECRETARY 40.00	71,033.	7,165.	0.
FRANCES M. KEENAN 111 S. CALVERT ST., STE 2300 BALTIMORE, MD 21202	VP FOR FINANCE 34.00	174,181.	17,574.	0.
EILEEN M. O'ROURKE 111 S. CALVERT ST., STE 2300 BALTIMORE, MD 21202	TREASURER 34.00	138,826.	14,188.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		<u>836,923.</u>	<u>77,194.</u>	<u>0.</u>

FORM 990-PF OTHER PROGRAM-RELATED INVESTMENTS STATEMENT 14

DESCRIPTION	AMOUNT
SYLVAN BEACH FOUNDATION	50,000.

DESCRIPTION	AMOUNT
FAYETTE HOUSE	264,342.

TOTAL TO FORM 990-PF, PART IX-B, LINE 3	314,342.
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FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 15


ACTIVITY FOUR

JOHNS HOPKINS UNIVERSITY INSTITUTE FOR POLICY STUDIES - FOR THE ABELL FOUNDATION AWARD IN URBAN POLICY, A COMPETITION FOR STUDENTS WITH AN INTEREST IN SOLVING URBAN PROBLEMS TO TEST THEIR IDEAS, AND BE RECOGNIZED BY CITY DECISION MAKERS.

	EXPENSES
TO FORM 990-PF, PART IX-A, LINE 4	5,000.



THE ABELL FOUNDATION, INC
 52-6036106
 STATEMENT NO 15
 CONTRIBUTIONS FOR THE YEAR ENDED DECEMBER 31, 2009

	<u>Purpose</u>	<u>Amount</u>
1000 Friends of Maryland Baltimore, MD	Planning	40,000
1000 Friends of Maryland Baltimore, MD	Programming	15,000
A New Beginning, Inc Baltimore, MD	Capital Equipment	4,612
A Step Forward, Inc Baltimore, MD	Capital	23,295
A Step Forward, Inc Baltimore, MD	General Support	5,000
ACLU Foundation of Maryland Baltimore, MD	General Support	50,000
ACLU Foundation of Maryland Baltimore, MD	General Support	75,000
ACLU Foundation of Maryland Baltimore, MD	General Support	75,000
ACLU Foundation of Maryland Baltimore, MD	Study/ Evaluation	17,100
Adopt A Block, Inc Baltimore, MD	Capital Improvements	5,000
Advocates for Children and Youth Baltimore, MD	Programming	15,000
Advocates for Children and Youth Baltimore, MD	Programming	30,000
Agape Family Empowerment Center Baltimore, MD	Programming	5,000
Alternative Directions Baltimore, MD	Programming	50,000
The Answer, Inc Baltimore, MD	General Support	5,000
Art With A Heart Baltimore, MD	Programming	20,000
Arts Education in Maryland Schools Alliance Baltimore, MD	General Support	5,000
Arundel Habitat for Humanity Arnold, MD	Capital	20,000
Association of Baltimore Area Grantmakers Baltimore, MD	Programming	2,500



THE ABELL FOUNDATION, INC
52-6036106
STATEMENT NO. 15
CONTRIBUTIONS FOR THE YEAR ENDED DECEMBER 31, 2009

	<u>Purpose</u>	<u>Amount</u>
Baltimore Community Foundation Baltimore, MD	Programming	25,000
Baltimore Community Foundation Baltimore, MD	Programming	15,000
Baltimore Community Foundation Baltimore, MD	Special Project	5,000
Baltimore Community Foundation Baltimore, MD	Study/ Evaluation	5,000
Baltimore County Agricultural Resource Center Cockeysville, MD	Programming	5,000
Baltimore Curriculum Project Baltimore, MD	Special Project	3,000
Baltimore Homeless Services Baltimore, MD	Capital	250,000
Baltimore Kids Chess League Baltimore, MD	Programming	15,000
Baltimore Neighborhood Collaborative/ABAG Baltimore, MD	Programming	25,000
Baltimore Office of Promotion and the Arts Baltimore, MD	Special Project	5,000
Baltimore Office of Promotion and the Arts Baltimore, MD	Special Project	25,000
Baltimore Police Department Baltimore, MD	Programming	50,000
Baltimore Reads Baltimore, MD	Programming	21,680
Baltimore Shakespeare Festival Baltimore, MD	Programming	5,000
Baltimore Stars Coalition/AAU Baltimore, MD	General Support	40,000
The Baltimore Station Baltimore, MD	Capital	50,000
Baltimore Substance Abuse Systems Baltimore, MD	Programming	25,000
Banner Neighborhoods Community Corporation Baltimore, MD	Programming	20,000
Banner Neighborhoods Community Corporation Baltimore, MD	Programming	25,000





THE ABELL FOUNDATION, INC
52-6036106
STATEMENT NO. 15
CONTRIBUTIONS FOR THE YEAR ENDED DECEMBER 31, 2009

	<u>Purpose</u>	<u>Amount</u>
Chesapeake Climate Action Network Takoma Park, MD	Programming	7,500
Citizens Planning & Housing Association Baltimore, MD	Planning	(7,500)
Civic Works Baltimore, MD	Planning	5,000
Civic Works Baltimore, MD	Programming	25,000
CollegeBound Foundation Baltimore, MD	Programming	500
CollegeBound Foundation Baltimore, MD	Programming	24,700
CollegeBound Foundation Baltimore, MD	Programming	24,700
CollegeBound Foundation Baltimore, MD	Programming	110,000
Community College of Baltimore County Foundation Baltimore, MD	Programming	37,500
Community Mediation Maryland Glen Burnie, MD	Staffing/ Evaluation	5,000
The Community School Baltimore, MD	Programming	5,000
Core Knowledge Foundation Charlottesville, VA	Programming	100,000
Cristo Rey Jesuit High School Baltimore, MD	Scholarship	7,143
Deborah's Place, Inc Baltimore, MD	General Support	5,000
Downtown Partnership of Baltimore Baltimore, MD	Special Project	400
Downtown Sailing Center Baltimore, MD	General Support	15,000
DRU/Mondawmin Healthy Families, Inc Baltimore, MD	Programming	5,000
Druid Heights Community Development Corporation Baltimore, MD	Capital Equipment	3,150
Druid Heights Community Development Corporation Baltimore, MD	Capital Improvements	2,377



THE ABELL FOUNDATION, INC
52-6036106
STATEMENT NO. 15
CONTRIBUTIONS FOR THE YEAR ENDED DECEMBER 31, 2009

	<u>Purpose</u>	<u>Amount</u>
Healthy Neighborhoods, Inc Baltimore, MD	General Support	37,500
Healthy Teen Network Baltimore, MD	Planning	25,000
Helping Up Mission, Inc Baltimore, MD	Capital	250,000
High Zero Foundation Baltimore, MD	Special Project	2,500
Historic East Baltimore Community Action Coalition Baltimore, MD	Programming	5,000
Historic East Baltimore Community Action Coalition Baltimore, MD	Programming	30,000
Homeless Persons Representation Project Baltimore, MD	Programming	37,500
Homeless Persons Representation Project Baltimore, MD	Programming	37,500
HOPE Worldwide Baltimore Ellicott City, MD	Programming	5,000
HOPE Worldwide Baltimore Ellicott City, MD	Programming	25,000
House of Ruth Baltimore, MD	Programming	12,500
Housing Authority of Baltimore City/Vehicles for Change Baltimore, MD	Programming	200,000
Housing Authority of Baltimore City/Vehicles for Change Baltimore, MD	Programming	6,075
Humanim, Inc Columbia, MD	Seed Funding	5,000
The Humanitarian, Inc Baltimore, MD	Programming	7,000
Incentive Mentoring Program Baltimore, MD	Programming	34,528
Ingenuity Project Baltimore, MD	Programming	250,000
Institute of Notre Dame Baltimore, MD	Scholarship	20,600
Job Opportunities Task Force Baltimore, MD	Capital	47,000

THE ABELL FOUNDATION, INC
 52-6036106
 STATEMENT NO. 15
 CONTRIBUTIONS FOR THE YEAR ENDED DECEMBER 31, 2009

	<u>Purpose</u>	<u>Amount</u>
Maryland Institute College of Art Baltimore, MD	Scholarship	8,295
Maryland Institute College of Art Baltimore, MD	Scholarship	7,525
Maryland Institute College of Art Baltimore, MD	Seed Funding	5,000
Maryland PIRG Foundation Baltimore, MD	Programming	10,000
Maryland Volunteer Lawyers Service Baltimore, MD	Programming	25,000
Mayor's Office of Employment Development Baltimore, MD	Programming	5,000
Mission Possible Ministries, Inc Baltimore, MD	Capital Improvements	15,000
Museum of Ceramic Art Baltimore, MD	Programming	17,000
Museum of Ceramic Art Baltimore, MD	Programming	17,000
Neighborhood Design Center Baltimore, MD	Seed Funding	1,500
Neighborhood Housing Services of Baltimore, Inc Baltimore, MD	Capital Improvements	25,000
New Leaders for New Schools Baltimore, MD	Programming	75,000
New Leaders for New Schools Baltimore, MD	Programming	62,500
New Vision House of Hope, Inc Baltimore, MD	Capital Improvements	27,065
New Vision House of Hope, Inc Baltimore, MD	General Support	5,000
Newborn Holistic Ministries, Inc Baltimore, MD	Capital	50,000
The Northeast Youth Association, Inc Baltimore, MD	General Support	5,000
Nu Direction Transitional House/LEAP Baltimore, MD	Capital Improvements	900
Parks & People Foundation Baltimore, MD	Programming	60,000

THE ABELL FOUNDATION, INC
 52-6036106
 STATEMENT NO 15
 CONTRIBUTIONS FOR THE YEAR ENDED DECEMBER 31, 2009

	<u>Purpose</u>	<u>Amount</u>
St Vincent de Paul of Baltimore, Inc Baltimore, MD	Programming	40,000
The Salvation Army, Inc Baltimore, MD	General Support	5,000
Santa Claus Anonymous Baltimore, MD	General Support	5,000
Seedco New York, NY	Seed Funding	75,000
Shepherd's Clinic Baltimore, MD	General Support	25,000
Sinai Hospital of Baltimore Baltimore, MD	Programming	45,640
Skatepark of Baltimore, Inc Baltimore, MD	Planning	1,485
South Baltimore Emergency Relief, Inc Baltimore, MD	General Support	10,000
South Baltimore Emergency Relief, Inc Baltimore, MD	General Support	10,000
South Baltimore Learning Center Baltimore, MD	Programming	11,000
Southeast Community Development Corporation Baltimore, MD	Programming	1,650
Supportive Housing Group, Inc Baltimore, MD	Programming	25,000
Teach for America - Baltimore Baltimore, MD	Programming	10,000
Teach for America - Baltimore Baltimore, MD	Programming	125,000
Together We Can, Inc Baltimore, MD	Capital Equipment	5,000
Transitioning Lives, Inc Baltimore, MD	General Support	5,000
Tuerk House, Inc Baltimore, MD	Capital Equipment	5,000
Tuerk House, Inc Baltimore, MD	Capital Equipment	34,250
TuTtie's Place Windsor Mill, MD	Capital Equipment	46,000

THE ABELL FOUNDATION, INC.

52-6036106

STATEMENT NO. 15

CONTRIBUTIONS FOR THE YEAR ENDED DECEMBER 31, 2009

	<u>Purpose</u>	<u>Amount</u>
Umar Youth and Boxing Program, Inc. Baltimore, MD	Capital	10,692
United Ministries, Inc. Baltimore, MD	Programming	12,500
University of Baltimore Baltimore, MD	Planning	150,000
University of Maryland/Philip Merrill College of Journalism College Park, MD	Capital	250,000
University of Maryland Baltimore County Baltimore, MD	Staffing/ Evaluation	36,056
University of Maryland School of Nursing Baltimore, MD	Programming	48,500
Vehicles for Change Baltimore, MD	Programming	30,000
Vehicles for Change Baltimore, MD	Programming	30,000
Vehicles for Change Baltimore, MD	Programming	25,000
Women's Housing Coalition Baltimore, MD	Capital Equipment	3,315
Women's Housing Coalition Baltimore, MD	Programming	10,000
Women's Housing Coalition Baltimore, MD	Programming	12,500
Women's Housing Coalition Baltimore, MD	Programming	10,000
Year Up Washington, DC Arlington, VA	Programming	50,000
Program Related Expenditures Repaid in 2009		(43,374) <i>3 rounding</i>
Matching Gifts on behalf of Foundation employees, trustees and officers - various		<u>328,793</u> ✓
TOTAL:		<u><u>8,229,375</u></u>

THE ABELL FOUNDATION, INC.

52-6036106

STATEMENT NO. 16

CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT - 2009

<u>Name & Address</u>	<u>Purpose</u>	<u>Amount</u>
1000 Friends of Maryland Baltimore, MD	Planning	20,000
ACLU Foundation of Maryland, Inc. Baltimore, MD	General Support	75,000
Advocates for Children and Youth Baltimore, MD	Programming	15,000
Association of Baltimore Area Grantmakers Baltimore, MD	Programming	100,000
Baltimore City Public School System/ Early Identification and Intervention Project Baltimore, MD	Programming	10,147
Baltimore City Public School System/ Math and Science Teachers Baltimore, MD	Special Project	75,000
Baltimore City Public School System/ National Academic League Baltimore, MD	Programming	99,956
Baltimore City Public School System/ National Academy Foundation High School Baltimore, MD	Planning	60,000
Baltimore City Public School System/ Resident Teacher Program Baltimore, MD	Programming	7,500
Baltimore City Public School System/Teachers Baltimore, MD	Staffing	70,104
The Baltimore Community Foundation, Inc. Baltimore, MD	Endowment	80,000

THE ABELL FOUNDATION, INC.

52-6036106

STATEMENT NO. 11

CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT - 2009

<u>Name & Address</u>	<u>Purpose</u>	<u>Amount</u>
Baltimore Kids Chess League, Inc. Baltimore, MD	Programming	27,300
Baltimore Office of Promotion and the Arts Baltimore, MD	Special Project	75,000
Boys' Latin School of Maryland Baltimore, MD	Scholarships	2,048
Carson Scholars Fund Towson, MD	Scholarships	29,759
CASA of Maryland Takoma Park, MD	Seed Funding	50,000
Catholic Charities Baltimore, MD	Programming	250,000
Chesapeake Climate Action Network Takoma Park, MD	Programming	7,500
Civil Justice Baltimore, MD	Programming	90,000
CollegeBound Foundation, Inc. Baltimore, MD	Programming	24,700
Cristo Rey Jesuit High School Baltimore, MD	Scholarships	42,857
Dayspring Programs Baltimore, MD	Capital	250,000
DonorsChoose, Inc. Charlotte, NC	Programming	25,000
Educational Opportunity Program Baltimore, MD	Staffing	2,807

THE ABELL FOUNDATION, INC.

52-6036106

STATEMENT NO. 16

CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT - 2009

<u>Name & Address</u>	<u>Purpose</u>	<u>Amount</u>
Environmental Integrity Project Washington, DC	Programming	17,500
Episcopal Community Services of Maryland Baltimore, MD	Programming	30,000
Everyman Theatre Baltimore, MD	Capital	500,000
Food Research and Action Center Washington, DC	Programming	10,000
Fund for Educational Excellence Baltimore, MD	Seed Funding	25,000
Fund for Educational Excellence Baltimore, MD	Programming	200,000
Fund for Educational Excellence/Tuition Guarantee Baltimore, MD	Scholarships	193,556
Govans Ecumenical Development Corporation Baltimore, MD	General Support	12,500
Greater Homewood Community Corporation, Inc. Baltimore, MD	Capital	5,000
Harry R. Hughes Center for Agro-Ecology, Inc. Queenstown, MD	Programming	25,000
Healthy Neighborhoods, Inc. Baltimore, MD	General Support	37,500
Historic East Baltimore Community Action Coalition Baltimore, MD	Programming	30,000
HOPE Worldwide Baltimore Ellicott City, MD	Programming	5,000

THE ABELL FOUNDATION, INC.

52-6036106

STATEMENT NO. 16

CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT - 2009

<u>Name & Address</u>	<u>Purpose</u>	<u>Amount</u>
HOPE Worldwide Baltimore Ellicott City, MD	Programming	25,000
Homeless Persons Representation Project Baltimore, MD	Programming	37,500
House of Ruth Baltimore, MD	Programming	12,500
Incentive Mentoring Program Baltimore, MD	Programming	34,528
Ingenuity Project Baltimore, MD	Programming	150,000
Institute of Notre Dame Baltimore, MD	Scholarships	43,000
International Center for Sustainable Development Gaithersburg, MD	General Support	127
International Youth Foundation Baltimore, MD	Special Project	575,000
Jacob France Institute/University of Baltimore Baltimore, MD	Planning	9,650
Job Opportunities Task Force Baltimore, MD	Programming	25,000
Johns Hopkins Children's Center Baltimore, MD	Programming	14,405
Johns Hopkins University Baltimore, MD	Seed Funding	150,000
Johns Hopkins University/Center for Social Organization of Schools Baltimore, MD	General Support	25,000

THE ABELL FOUNDATION, INC.

52-6036106

STATEMENT NO. 16
CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT - 2009

<u>Name & Address</u>	<u>Purpose</u>	<u>Amount</u>
The Light of Truth Center Baltimore, MD	General Support	50,000
Loving Arms, Inc. Baltimore, MD	General Support	46,500
Maryland Community Health Initiatives, Inc. Baltimore, MD	Programming	25,000
Maryland Food Bank Baltimore, MD	Programming	25,000
Maryland Institute College of Art Baltimore, MD	Scholarships	7,705
Maryland Institute College of Art Baltimore, MD	Scholarships	1,650
Maryland PIRG Foundation Baltimore, MD	Programming	10,000
Museum of Ceramic Art Baltimore, MD	Programming	17,000
National Center for Smart Growth Research and Education College Park, MD	Programming	18,000
New Leaders for New Schools Baltimore, MD	Programming	75,000
No Turning Back Baltimore, MD	Capital	20,000
Parks & People Foundation Baltimore, MD	Capital	500,000

THE ABELL FOUNDATION, INC.

52-6036106

STATEMENT NO. 16

CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT - 2009

<u>Name & Address</u>	<u>Purpose</u>	<u>Amount</u>
Parks & People Foundation Baltimore, MD	Programming	60,000
Paul's Place Baltimore, MD	Programming	25,000
Pimlico Road Youth Program Baltimore, MD	Programming	17,500
The Piney Woods School Piney Woods, MS	Staffing	50,215
Progressive Maryland Education Fund Baltimore, MD	Study/ Evaluation	15,000
Recovery in Community Baltimore, MD	Programming	49,087
Rose Street Community Center Baltimore, MD	Programming	257,546
Safe and Sound Campaign for Children and Youth Baltimore, MD	Programming	250,000
St. Francis Neighborhood Center Baltimore, MD	Programming	12,500
St. Vincent de Paul of Baltimore, Inc. Baltimore, MD	Programming	40,000
Seedco New York, NY	Seed Funding	50,000
Shepherd's Clinic Baltimore, MD	General Support	25,000
Skatepark of Baltimore Baltimore, MD	Planning	28,515

THE ABELL FOUNDATION, INC.

52-6036106

STATEMENT NO. 16

CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT - 2009

<u>Name & Address</u>	<u>Purpose</u>	<u>Amount</u>
South Baltimore Emergency Relief Baltimore, MD	General Support	10,000
South Baltimore Neighborhood Association Baltimore, MD	Programming	12,500
Supportive Housing Group, Inc. Baltimore, MD	Programming	25,000
Towson University Towson, MD	Programming	25,000
United Ministries, Inc. Baltimore, MD	Programming	37,500
University of Maryland Baltimore County Baltimore, MD	Staffing/ Evaluation	50,866
University of Maryland Baltimore County Baltimore, MD	Study/Evaluation	18,151
Upton Planning Committee/Pennsylvania Avenue Redevelopment Collaborative Baltimore, MD	General	12,500
Vehicles for Change Baltimore, MD	Programming	30,000
Vehicles for Change Baltimore, MD	Programming	25,000
Women's Housing Coalition Baltimore, MD	Programming	10,000
The Workforce Foundation/America Works of Maryland New York, NY	Programming	400,000

THE ABELL FOUNDATION, INC.

52-6036106

STATEMENT NO. 16

CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT - 2009

<u>Name & Address</u>	<u>Purpose</u>	<u>Amount</u>
Year Up Washington Arlington, VA	Programming	65,000
Present Value Adjustments:		(954)
Rounding		(1)
TOTAL:		<u>6,079,224</u>

**THE
ABELL
FOUNDATION**

Applications should be sent to: Mr. Robert C. Embry, Jr., President
The Abell Foundation, Inc.
111 South Calvert Street
Suite 2300
Baltimore, MD 21202-6174

111 South Calvert Street Suite 2300
Baltimore, Maryland 21202-6174
Phone 410-547-1300
Fax No. 410-539-8579

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T H E

- A B E L L -

F O U N D A T I O N

POLICIES AND GUIDELINES

HISTORY

The Abell Foundation traces its origins to The A.S. Abell Company Foundation, Inc., which was established on December 31, 1953 on the initiative of the late Harry C. Black. Mr. Black was then Chairman of the Board of Trustees of the A.S. Abell Company, publishers of The Sunpapers, and a prominent philanthropist. He died in 1956, but left a charge to his successors: "Give something back to the community that would be wise and helpful."

In 1986, with the sale of the A.S. Abell Company to the Los Angeles-based Times Mirror Company, the Foundation's name was changed to The Abell Foundation, Inc. to reflect its new status as a private foundation. The Foundation's assets, at the start over \$112,000,000, are a consequence of the financial success of the A.S. Abell Company and the generosity of Mr. Black, who left a portion of his estate to the Foundation. Over 90 percent of The Abell Foundation's assets were made up of A.S. Abell Company stock.

Now administered by the president and staff, the Foundation's activities are overseen by a board of trustees which has determined the current policies and approved a four-pronged approach to its grant-making activities.

CURRENT POLICIES

In recognition of complex interdependent issues affecting the quality of life in Maryland and, in particular, Baltimore City, the trustees of The Abell Foundation dedicate themselves to:

- joining others in seeking solutions to pervasive and stubborn social and economic problems;
- promoting the development of fuller human potential and achievement of self-sufficiency through educational opportunities; and
- strengthening organizations to provide greater access and more effective services.

Special emphasis will be given to the underserved segment within the state and local communities.

In an attempt to be continually responsive to the changing needs of the community, the Foundation will be approaching its grant-making:

- by responding to unsolicited requests initiated by organizations and institutions which demonstrate a high-priority need;

- by requesting, from time to time, that an organization or institution submit a proposal for a special program if its purpose will further the Foundation's goals;
- by initiating programs addressing key issues which reflect community-wide needs and which show promise of effecting systemic changes and impacting quality of services; and
- by commissioning studies designed to gather information pertaining to particular community needs.

AREAS OF INTEREST

The Foundation will give consideration to:

1. public educational institutions requesting support for efforts aimed at strengthening management skills, promoting professional and faculty development, increasing parental involvement, encouraging higher expectation of and level of motivation, furthering basic skills and enrichment, and encouraging students to pursue higher education;
2. private educational institutions which seek to improve excellence of academic programs and to provide access for the less affluent to pursue educational opportunities;
3. community service organizations seeking to reach the underserved, disadvantaged and "at-risk" populations in order to help them achieve fuller participation as contributing members of the community, with special emphasis given to the issues of hunger and homelessness;
4. economic development activities designed to bring new dollars and job opportunities to the region and to have a major impact on regional revitalization; and
5. cultural organizations that demonstrate strong programming and leadership, a diversified base of support, community outreach and financial stability.

Although with a lesser sense of priority, the Foundation will also consider requests of special importance in the following area:

6. organizations seeking to preserve ecologically significant and endangered natural resources.

The Foundation currently does not fund housing projects or hospital or medical research.

The Foundation will only make grants to tax-exempt 501(c)(3) institutions and organizations.

Grants are usually awarded on a one-time basis. In exceptional circumstances, however, the Foundation may consider multiple-year funding. Grantees should not assume that approval of a grant implies commitment for ongoing future support. In order to stimulate the development of a wider base of support, the Foundation will also encourage requests for challenge grants requiring matching fund contributions.

GUIDELINES

For a formal proposal, each applicant is requested to fill out an application form as well as to submit one copy of the following information:

1. a copy of the latest IRS determination letter of tax-exempt status under section 501(c)(3) and foundation classification under section 509(a);
2. most recent audited financial statement and copy of current operating budget;
3. projected operating budget for each year in which funding is requested;
4. list of names and professional affiliations of current board; and
5. pertinent supportive materials.

Unless initiated by a Foundation trustee, communications with individual trustees regarding proposals are discouraged and will not be helpful. However, the staff welcomes inquiries regarding the grant-making process and specific questions about individual proposals. A letter or telephone call is the preferred method of initial contact.

A site visit may be requested after the full proposal has been received and acknowledged.

If the Foundation awards a grant, the recipient will be expected to submit post-grant reports which will include a narrative progress report, an accounting of expenditures, and an evaluation of the effectiveness of the grant on overall operations.

Grants will be awarded six times a year. Each applicant will be notified of any action that the trustees may take, usually within a week of the bi-monthly meetings. Please make note of the following deadlines for full proposals:

January 1	for the February meeting
March 1	for the April meeting
May 1	for the June meeting
August 1	for the September meeting
September 1	for the October meeting
November 1	for the December meeting

This deadline schedule is normally the minimum time needed to complete the grant review process before submission of the proposal for trustee consideration.

TYPES OF GRANTS

The Foundation will consider requests for:

1. *capital grants* in support of new construction, renovation, purchase of property and capital equipment;
2. *seed money grants* for projects encouraging innovative solutions to recalcitrant problems; and
3. *planning grants* for projects which may serve as catalysts for systemic change.

The Foundation prefers not to fund ongoing operational expenses. It does not award grants to individuals, sponsorships, deficit financing, annual sustaining funds, travel or loans.

In essence, the Foundation encourages grant applications that show promise of having a substantial impact on the beneficiaries and the organizations' growth and stability. It also seeks applications for

grants that provide creative responses to pressing community needs, demonstrate potential for stimulating new sources of financial support, and strengthen the operational base to ensure more effective and efficient delivery of services for those in need.

CRITERIA FOR SELECTION

Preference and selection of requests to be awarded grants are based on the following criteria which include:

1. demonstration of need and clearly-defined objectives;
2. evidence of strong fiscal management and ongoing operational support;
3. extent of benefit to the community;
4. capability of organization and personnel to achieve expected goals;
5. determination that project is nonduplicative;
6. potential ability of the project to enhance quality of services; and
7. availability of other sources of financial support.

The Foundation regrets that its resources are limited and that it will not be able to support all worthy proposals.

Once the grant has been awarded, the Foundation reserves the right to monitor the progress of the project during the grant period and to withhold payments of the grant should the grantee not comply with or fall short of the specified goals and objectives as set forth in the grant request.

The Foundation usually does not release a press announcement on each grant. However, if the recipient wishes to issue its own announcement, the Foundation requests that the recipient review any material with the Foundation prior to distribution.

If a request is funded or declined, the applicant is asked to wait a year before submitting another proposal.

THE ABELL FOUNDATION, INC.
111 S. Calvert Street, Suite 2300
Baltimore, Maryland 21202-6174
(410) 547-1300
Fax (410) 539-6579

T H E
A B E L L
F O U N D A T I O N

Application for Funding

Along with this application form please include:

1. A cover letter signed by an authorized representative of your organization.
2. A copy of the latest IRS determination letter of tax-exempt status under section 501(c)(3) and foundation classification under section 509(a).
3. Most recent audited financial statement and copy of current operating budget.
4. A projected operating budget for each year in which funding is requested.
5. List of names and professional affiliations of current board.
6. Pertinent supportive materials.

Completed applications should be sent to the following address:

The Abell Foundation, Inc.
111 South Calvert Street, Suite 2300
Baltimore, MD 21202-6174

**The Abell Foundation
Application for Funding
Section I: Basic Information**

Date of application:

**Name of
organization:**

Address:

Telephone:

Contact person:

Contact's title:

Organization mission statement:

Description of organizational structure, board, and staff responsibilities: (Include board and committee responsibilities, composition of staff and their responsibilities, and level of volunteer involvement)

Brief history and success of past projects:

Amount requested: \$

Total budget for project (include narrative of budgeted items):

Purpose of grant:

Description of project:

Need/problem to be addressed:

Summarize project goals and specific measurable objectives to be achieved during the

The Abell Foundation: Application for Funding
Section I: Basic Information

funding period:

How many clients do you serve? Describe your clientele. How will they benefit from the project? What will be the benefits to the community?

Timetable of activities and staffing requirements necessary to implement the project:

Names and qualifications of personnel to be involved in the project:

Is your program considered a pilot project?

If so, why?

What has been the extent of community involvement and cooperation with others in the field? (List affiliations)

Other possible sources of funding:

Cite evidence of ongoing financial viability after grant period and indicate extent of long-range plans to institutionalize program:

Summarize methods of program evaluation:

What are your plans to disseminate the results of these evaluations to the public?

How will data collected or findings of an evaluation be incorporated into long-range program and budget planning?

How will the project/program effect a measurable change on improved/expanded delivery

The Abell Foundation: Application for Funding
Section I: Basic Information

of services?

**The Abell Foundation
Application for Funding
Section II: Capital funds request information**

Please complete this section if requesting capital funds.
These questions may be deleted or left blank if they are not applicable.

Project cost:

Basis of cost:

If based on appraisal: **Market value:**
 Income stream value:
 Replacement value:

Time schedule:

If construction project: **Preliminary drawings:**

Construction bids:
Permits:
Groundbreaking:
Anticipated completion:

If acquisition project: **Appraisal date:**
Contract date:
Settlement date:

Project manager:

Qualifications:

**Impact on current
operating budget:**

**Pro-forma of
operating costs:**

**The Abell Foundation
Application for Funding
Section III: Endowment funds request information**

Please complete this section if requesting endowment funds.
These questions may be deleted or left blank if they are not applicable.

Current level of endowment:

Statement of investment policy:

Statement of expenditure policy:

Name of custodian:

List of current investment managers:
sdfasd

**The Abell Foundation
Application for Funding
Section IV: Summary of project request**

Organization:
Grant period — From:

Project:
To:

Overall goals of the project:

- 1
- 2
- 3
- 4
- 5

Specific objectives of the project:

- 1
- 2
- 3
- 4
- 5

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The Abell Foundation: Application for Funding
 Section IV: Summary of project request

Program activities	Number of persons involved; board/staffing/volunteer requirements											
	1	2	3	4	5	6	7	8	9	10	11	12

- 1
- 2
- 3
- 4
- 5
- 6
- 7
- 8
- 9
- 10

Measurable indicators for ongoing evaluation of effectiveness of project:

- 1
- 2
- 3
- 4
- 5
- 6
- 7
- 8
- 9
- 10

The Abell Foundation: Application for Funding
 Section IV: Summary of project request

Projected project budget

Summary of expenses	Summary of revenues
Salaries Fringe benefits Consultants Travel Equipment Supplies Telephone Evaluation Other Overhead Total	Grants: City State Federal Foundation grants: Corporate Private Earned income Total

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

▶ File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ▶
 - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).
- Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.**

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only ▶

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits.

Type or print	Name of Exempt Organization THE ABELL FOUNDATION, INC.	Employer identification number 52 6036106
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. 111 SOUTH CALVERT STREET, STE. 2300	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. BALTIMORE, MARYLAND 21201-6174	

Check type of return to be filed (file a separate application for each return):

- | | | |
|---|---|------------------------------------|
| <input type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

• The books are in the care of ▶ **THE ABELL FOUNDATION, INC.**

Telephone No. ▶ (**410**) **547-1300** FAX No. ▶ (**410**) **539-6579**

- If the organization does not have an office or place of business in the United States, check this box ▶
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ . If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension will cover.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 16**, 20**10**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ calendar year 20**09** or

▶ tax year beginning _____, 20____, and ending _____, 20_____.

2 If this tax year is for less than 12 months, check reason: Initial return Final return Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	152,948
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	152,948
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.00

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box **Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print File by the extended due date for filing the return. See instructions.	Name of Exempt Organization	Employer Identification number
	THE ABELL FOUNDATION, INC.	52 : 6036106
	Number, street, and room or suite no. If a P.O. box, see instructions.	For IRS use only
	111 SOUTH CALVERT STREET, STE. 2300	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	BALTIMORE, MARYLAND 21201-6174	

Check type of return to be filed (File a separate application for each return):

- | | | | |
|--------------------------------------|---|--------------------------------------|------------------------------------|
| <input type="checkbox"/> Form 990 | <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 6069 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 4720 | <input type="checkbox"/> Form 8870 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 5227 | |

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of **THE ABELL FOUNDATION, INC.**
 Telephone No. **(410) 547-1300** FAX No. **(410) 539-6579**
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ . If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

- I request an additional 3-month extension of time until **NOVEMBER 15**, 20**10**.
- For calendar year _____, or other tax year beginning _____, 20____, and ending _____, 20_____.
- If this tax year is for less than 12 months, check reason: Initial return Final return Change in accounting period
- State in detail why you need the extension **ADDITIONAL TIME IS NEEDED TO GATHER INFORMATION REQUIRED TO FILE A COMPLETE AND ACCURATE RETURN.**

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	0.00
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	0.00
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.00

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature  Title **Assistant Treasurer** Date **07/27/10**