Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2009

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: GORDON CROFT FOUNDATION, INC.

Number and street (or P O box number if mail is not delivered to street address): CANTON HOUSE, 300 WATER STREET — Room/suite:

City or town, state, and ZIP code: BALTIMORE, MD 21202

A Employer identification number: 52-1682796

B Telephone number: 410-576-0100

C If exemption application is pending, check here ▶ [ ]

D 1. Foreign organizations, check here ▶ [ ]
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

H Check type of organization: [X] 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)* ▶$ 5,225,777.

J Accounting method: [X] 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 ▶ [ ]

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)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	90,516.	90,516.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-133,733.			STATEMENT 2
	b Gross sales price for all assets on line 6a 923,252.				
	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	8,310.	1,591.		STATEMENT 3
	12 Total. Add lines 1 through 11	-34,907.	92,107.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 4	6,800.	3,400.		3,400.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 5	4,135.	600.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	5,962.	2,982.		1,490.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	16,897.	6,982.		4,890.
	25 Contributions, gifts, grants paid	423,193.			423,193.
	26 **Total expenses and disbursements.** Add lines 24 and 25	440,090.	6,982.		428,083.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-474,997.			
	b **Net investment income** (if negative, enter -0-)		85,125.		
	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			
	2 Savings and temporary cash investments	654,548.	305,243.	305,243.
	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 STMT 7	1,960,080.	1,488,365.	3,284,315.
	c Investments - corporate bonds STMT 8	245,474.	846,099.	1,054,152.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	400,808.	581,067.	581,067.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 10)	6,329.	1,000.	1,000.
	16 **Total assets** (to be completed by all filers)	3,267,239.	3,221,774.	5,225,777.
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 ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	3,267,239.	3,221,774.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	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**	3,267,239.	3,221,774.	
	31 **Total liabilities and net assets/fund balances**	3,267,239.	3,221,774.	

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	3,267,239.
2 Enter amount from Part I, line 27a	2	-474,997.
3 Other increases not included in line 2 (itemize) ▶ UNREALIZED GAINS/LOSSES	3	429,532.
4 Add lines 1, 2, and 3	4	3,221,774.
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	3,221,774.

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	PUBLICLY TRADED SECURITIES			
b	PUBLICLY TRADED SECURITIES			
c	CAPITAL GAINS DIVIDENDS			
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	352,342.		489,420.	-137,078.
b	600,185.		567,565.	32,620.
c	2,807.			2,807.
d				
e				

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

	(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				-137,078.
b				32,620.
c				2,807.
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	-101,651.
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	351,809.	5,871,137.	.059922
2007	291,538.	6,370,155.	.045766
2006	253,704.	5,985,616.	.042386
2005	194,117.	4,433,579.	.043783
2004	183,945.	3,929,076.	.046816

2 **Total** of line 1, column (d)	2	.238673
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	.047735
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	4,445,221.
5 Multiply line 4 by line 3	5	212,193.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	851.
7 Add lines 5 and 6	7	213,044.
8 Enter qualifying distributions from Part XII, line 4	8	428,083.

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	851.
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	851.
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	851.
6 Credits/Payments:				
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	4,250.		
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	4,250.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ 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	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	3,399.
11 Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶	880.	**Refunded** ▶	11	2,519.

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 instructions for 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? *If "Yes," attach a detailed description of the activities.*	2		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? *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? *If "Yes," attach the statement required by General Instruction T.*	5		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?	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 2009 or the taxable year beginning in 2009 (see 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

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

		Line	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 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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ KENT G. CROFT Telephone no. ▶ 410-576-0100

Located at ▶ CANTON HOUSE, 300 WATER STREET, BALTIMORE, MD ZIP+4 ▶ 21202

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

			Line	Yes	No
	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 page 20 of the instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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?	☐ 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 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.)*	N/A	3b		
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)? N/A — 5b

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ 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 — No: 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

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
KENT G. CROFT 112 E. MONTGOMERY STREET BALTIMORE, MD 21230	PRESIDENT 20.00	0.	0.	0.
L. GORDON CROFT 7503 CLUB ROAD BALTIMORE, MD 21204	VICE PRESIDENT 20.00	0.	0.	0.
JANE A. CROFT 7503 CLUB ROAD BALTIMORE, MD 21204	SECRETARY 5.00	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	
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 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	3,706,875.
b	Average of monthly cash balances		1b	224,973.
c	Fair market value of all other assets		1c	581,067.
d	**Total** (add lines 1a, b, and c)		1d	4,512,915.
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	4,512,915.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	67,694.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	4,445,221.
6	**Minimum investment return.** Enter 5% of line 5		6	222,261.

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	222,261.
2a	Tax on investment income for 2009 from Part VI, line 5	2a 851.		
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	851.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	221,410.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	221,410.
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	221,410.

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	428,083.
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	428,083.
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	851.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	427,232.

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				221,410.
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				
b From 2005				
c From 2006				
d From 2007				
e From 2008 60,582.				
f Total of lines 3a through e	60,582.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 428,083.				
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				221,410.
e Remaining amount distributed out of corpus	206,673.			
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	267,255.			
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	0.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	267,255.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008 60,582.				
e Excess from 2009 206,673.				

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			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(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 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).)

SEE STATEMENT 11

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:

SEE STATEMENT 12

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient 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*				
SEE STATEMENT 13				
Total			▶ 3a	423,193.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

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	90,516.	
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			14	1,591.	
8 Gain or (loss) from sales of assets other than inventory			18	-133,733.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a FEDERAL TAX REFUND					6,719.
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		-41,626.	6,719.

13 Total. Add line 12, columns (b), (d), and (e) 13 -34,907.

(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).
11	REPRESENTS REFUND OF FEDERAL EXCISE TAX ON INVESTMENT INCOME OVERPAID IN PRIOR TAX YEAR.

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) of the Code (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) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
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 or fiduciary) is based on all information of which preparer has any knowledge

▶ Signature of officer or trustee 9/8/10 Date ▶ PRES. Title

Paid Preparer's Use Only

Preparer's signature ▶	Date	Check if self-employed ▶ ☐	Preparer's identifying number
Firm's name (or yours if self-employed), address, and ZIP code ▶ HERTZBACH & COMPANY, P.A. 800 RED BROOK BLVD. SUITE 300 OWINGS MILLS, MD 21117		EIN ▶	Phone no. 410-363-3200

Account Holdings

As of December 31, 2009

[redacted]

STATE STREET.

THE GORDON CROFT FOUNDATION,INC.,
Account Number: [redacted]

Shares/ Units	Description	CUSIP	Tax Cost	Current Price	Market Value	Percent of Total	Estimated Annual Income	Current Yield
Cash and Equivalents								
Income								
	CASH BALANCE		0.00		$0.00			
Principal								
	CASH BALANCE		$0.22		$0.22			
307,143.750	SSGA INST LIQUID RESERVES INST CL	CM1SSIXX0	307,143.75	1 000	307,143 75	6 61	552 86	0 18
Total Cash and Equivalents			**$307,143.97**		**$307,143.97**	**6.61%**	**$552.86**	
Corporate Bonds								
10,000.000	ANADARKO PETROLEUM 7.625% 3/15/14	032511BD8	$9,958.20	115.145	$11,514.50	0.25%	$762.50	6.62%
30,000.000	BUNGE LTD FIN CORP 5.35% 4/15/14	120568AM2	26,466 00	102 227	30,668.10	0 66	1,605 00	5 23
15,000.000	FREEPORT MCMORAN C&G 8.375% 4/01/17	35671DAS4	13,350.00	109.500	16,425.00	0.35	1,256.25	7.65
40,000.000	JPMORGAN CHASE & CO 4.65% 6/01/14	46625HHN3	39,917 60	105.344	42,137 60	0 91	1,860.00	4 41
20,000.000	LIBERTY MEDIA CORP 5.7% 5/15/13	530718AC9	16,600.00	95.250	19,050.00	0.41	1,140.00	5.98
15,000.000	NALCO CO 8.875% 11/15/13	629855AH0	14,250 00	103 000	15,450 00	0 33	1,331.25	8 62
15,000.000	PANHANDLE EASTN PIPE 6.05% 8/15/13	698465BJ9	12,825.00	108.065	16,209.75	0.35	907.50	5.60
25,000 000	PEABODY ENERGY CORP 6.875% 3/15/13	704549AC8	24,750.00	101.125	25,281 25	0 54	1,718 75	6 80
15,000.000	PEPCO HLDGS INC 6.45% 8/15/12	713291AG7	15,614.25	107.327	16,099.05	0.35	967.50	6.01
20,000 000	PETROHAWK ENERGY 9.125% 7/15/13	716495AB2	19,100 00	104 500	20,900.00	0 45	1,825.00	8 73
20,000.000	PFIZER INC 5.35% 3/15/15	717081DA8	19,975.00	109.290	21,858.00	0.47	1,070.00	4.89
20,000.000	PLUM CREEK TIMBER 5.875% 11/15/15	72925PAB1	16,500.00	102 398	20,479.60	0 44	1,175.00	5 74
25,000.000	UNITED STATES STL CO 7.000% 2/01/18	912656AG0	19,062.50	97.949	24,487.25	0.53	1,750.00	7.15
35,000.000	WEATHERFORD INTL INC 5.95% 6/15/12	947074AH3	33,851.75	107 023	37,458 05	0.81	2,082.50	5.56
Total Corporate Bonds			**$282,220.30**		**$318,018.15**	**6.85%**	**$19,451.25**	
Equities								
807.000	AETNA INC	00817Y108	$34,026.03	31.700	$25,581.90	0.55%	$32.28	0.13%
719.000	ALBEMARLE CORP	012653101	28,700.12	36.370	26,150 03	0 56	359 50	1 38
411.000	ALLEGHENY TECHNOLOGIES INC	01741R102	27,655.04	44.770	18,400.47	0.40	295.92	1.61
942.000	BANK OF AMERICA CORP	060505104	40,334.09	15.060	14,186 52	0 31	37.68	0 27
952.000	CABLEVISION SYSTEM-NY GRP-A	12686C109	24,359.97	25.820	24,580.64	0.53	380.80	1.55
4,583 000	COLLECTIVE BRANDS INC	19421W100	101,166 53	22 770	104,354.91	2.25		
1,099.000	CORNING INC	219350105	23,658.39	19.310	21,221.69	0.46	219.80	1.04
936 000	DEERE & CO	244199105	38,493 26	54 090	50,628.24	1 09	1,048 32	2 07
836.000	DU PONT E I DE NEMOURS & CO	263534109	37,440.51	33.670	28,148.12	0.61	1,371.04	4.87
300.000	FLOWSERVE CORP	34354P105	17,473 74	94 530	28,359.00	0 61	324.00	1 14
1,235.000	FREEPORT-MCMORAN COPPER & GOLD	35671D857	92,552.93	80.290	99,158.15	2.13	741.00	0.75
771.000	GENERAL CABLE CORP	369300108	47,042.52	29 420	22,682.82	0 49		
389.000	MERCK & CO INC NEW	58933Y105	8,978.39	36.540	14,214.06	0.31	591.28	4.16
586.000	NORFOLK SOUTHERN CORP	655844108	20,075 25	52.420	30,718.12	0.66	796 96	2 59
1,141.000	PLUM CREEK TIMBER CO INC	729251108	49,997.13	37.760	43,084.16	0.93	1,916.88	4.45
44,772.000	T ROWE PRICE GROUP INC	74144T108	594,400.61	53.250	2,384,109.00	51.32	44,772.00	1 88
400.000	PRUDENTIAL FINANCIAL INC	744320102	12,174.84	49.760	19,904.00	0.43	280.00	1.41

802797 F002 4127 202 2/6 — 1032

STATE STREET.

Account Holdings

As of December 31, 2009

[redacted]

THE GORDON CROFT FOUNDATION,INC.,
Account Number:[redacted]

Shares/ Units	Description	CUSIP	Tax Cost	Current Price	Market Value	Percent of Total	Estimated Annual Income	Current Yield
Equities (Continued)								
2,469.000	SOUTHWESTERN ENERGY	845467109	58,318 70	48 200	119,005 80	2.56		
1,103.000	TEREX CORP NEW	880779103	23,485.53	19.810	21,850.43	0.47		
715.000	UNITED TECHNOLOGIES CORP	913017109	46,927 45	69 410	49,628 15	1 07	1,101.10	2 22
2,109.000	WEYERHAEUSER CO	962166104	139,051.86	43.140	90,982.26	1.96	421.80	0.46
2,247.000	WILLIAMS COS INC	969457100	22,051 83	21 080	47,366.76	1 02	988 68	2 09
Total Equities			**$1,488,364.72**		**$3,284,315.23**	**70.72%**	**$55,679.04**	
Foreign Assets								
3,792.000	INVESCO LTD	G491BT108	$64,696.97	23.490	$89,074.08	1.92%	$1,554.72	1.74%
1,001 000	ACE LTD	H0023R105	38,394.11	50 400	50,450.40	1.09	1,241.24	2 46
2,022.000	FOSTER WHEELER AG	H27178104	45,521.19	29.440	59,527.68	1.28		
1,296 000	QIAGEN NV	N72482107	16,148.16	22.330	28,939.68	0 62		
3,000.000	FLEXTRONICS INTERNATIONAL LTD	Y2573F102	8,451.30	7.310	21,930.00	0.47		
1,516.000	ABB LTD ADR	000375204	37,275.29	19 100	28,955 60	0.62		
250,000.000	ABITIBI CONSOLIDATED 7.4% 4/01/18	003924AB3	85,250.00	14.500	36,250.00	0.78	18,500.00	51.03
15,000.000	BHP BILLITON FIN USA 5..5% 4/01/14	055451AG3	15,156 00	109.683	16,452 45	0 35	825 00	5 01
20,000.000	LYNAS CORP LTD	612117903	11,456.90	0.494	9,892.85	0.21		
972 000	NEXEN INC	65334H102	29,271.25	23.930	23,259.96	0.50	179 82	0 77
4,619.000	PETROBANK ENERGY & RESOURCES LTD	71645P106	48,403.53	48.848	225,629.84	4.86		
154 000	POTASH CORP SASK INC	73755L107	22,678 63	108.500	16,709.00	0 36	61 60	0 37
50,000.000	TYCO INTL GROUP SA 6.75% 2/15/11	902118AY4	52,783.00	104.955	52,477.50	1.13	3,375.00	6.43
1,536 000	ULTRA PETROLEUM CORP	903914109	88,392.23	49 860	76,584 96	1.63		
Total Foreign Assets			**$563,878.56**		**$736,134.00**	**15.82%**	**$25,737.38**	
Total Account Holdings			**$2,641,607.55**		**$4,645,611.35**	**100.00%**	**$101,420.53**	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CROFT SMALL CAP LP	1,675.	0.	1,675.
CROFT-LEOMINSTER INTERNATIONAL LP	2,948.	0.	2,948.
IRS	50.	0.	50.
STATE STREET BANK AND TRUST	15,356.	0.	15,356.
STATE STREET BANK AND TRUST	73,294.	2,807.	70,487.
TOTAL TO FM 990-PF, PART I, LN 4	93,323.	2,807.	90,516.

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 2

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
352,342.	489,420.	0.	0.	-137,078.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
600,185.	567,565.	0.	0.	32,620.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CROFT LEOMINSTER INT'L LP PASS THROUGH LOSS	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
-4,419.	0.	0.	0.	-4,419.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CROFT LEOMINSTER INT'L LP PASS THROUGH LOSS	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
-21,494.	0.	0.	0.	-21,494.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CROFT SMALL CAP LP PASS THROUGH GAIN	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
9,975.	0.	0.	0.	9,975.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CROFT SMALL CAP LP PASS THROUGH LOSS	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
-16,144.	0.	0.	0.	-16,144.

NET GAIN OR LOSS FROM SALE OF ASSETS	-136,540.
CAPITAL GAINS DIVIDENDS FROM PART IV	2,807.
TOTAL TO FORM 990-PF, PART I, LINE 6A	-133,733.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME - K-1'S	372.	372.	
LITIGATION SETTLEMENTS	1,219.	1,219.	
FEDERAL TAX REFUND	6,719.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	8,310.	1,591.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION	6,800.	3,400.		3,400.
TO FORM 990-PF, PG 1, LN 16B	6,800.	3,400.		3,400.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID ON SECURITIES	600.	600.		0.
FEDERAL TAXES PAID	3,535.	0.		0.
TO FORM 990-PF, PG 1, LN 18	4,135.	600.		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
OTHER DEDUCTIONS - STATE STREET BANK & TRUST	2,557.	1,279.		639.
OTHER DEDUCTIONS - K-1'S	3,405.	1,703.		851.
TO FORM 990-PF, PG 1, LN 23	5,962.	2,982.		1,490.

FORM 990-PF — CORPORATE STOCK — STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
T ROWE PRICE ASSOCIATES	594,401.	2,384,109.
CORPORATE STOCKS	893,964.	900,206.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,488,365.	3,284,315.

FORM 990-PF — CORPORATE BONDS — STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE FOREIGN ASSETS	563,879.	736,134.
CORPORATE BONDS	282,220.	318,018.
TOTAL TO FORM 990-PF, PART II, LINE 10C	846,099.	1,054,152.

FORM 990-PF — OTHER INVESTMENTS — STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS IN PARTNERSHIPS	FMV	581,067.	581,067.
TOTAL TO FORM 990-PF, PART II, LINE 13		581,067.	581,067.

FORM 990-PF — OTHER ASSETS — STATEMENT 10

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
UNDEPOSITED FUNDS	5,329.	0.	0.
REBATE RECEIVABLES	1,000.	1,000.	1,000.
TO FORM 990-PF, PART II, LINE 15	6,329.	1,000.	1,000.

FORM 990-PF — PART XV - LINE 1A LIST OF FOUNDATION MANAGERS — STATEMENT 11

NAME OF MANAGER

L. GORDON CROFT
JANE A. CROFT

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 12
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

L. GORDON CROFT
CANTON HOUSE, 300 WATER STREET
BALTIMORE, MD 21202

TELEPHONE NUMBER

FORM AND CONTENT OF APPLICATIONS

DETAIL OF CHARITABLE PURPOSE SHOULD BE IN LETTER FORM AND INCLUDE THE AMOUNT REQUESTED AND THE PURPOSE.

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

CARE FOR DISADVANTAGED AND HOMELESS PEOPLE. EDUCATION OF CHILDREN AT ALL LEVELS OF SCHOLARSHIP.

FORM 990-PF GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR STATEMENT 13

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ADKINS ARBORETUM 12610 EVERLAND ROAD, PO BOX 100 RIDGELY, MD 21660	NONE PAYMENTS FOR COMMUNITY IMPROVEMENTS	501 (C)(3) PUBLIC CHARITY	2,000.
BALTIMORE COMMUNITY FOUNDATION 2 E READ STREET UNIT 9 BALTIMORE, MD 21201	NONE PAYMENTS FOR COMMUNITY IMPROVEMENTS	501 (C)(3) PUBLIC CHARITY	1,100.
BALTIMORE MUSEUM OF INDUSTRY 1415 KEY HIGHWAY BALTIMORE, MD 21230	NONE PAYMENTS FOR COMMUNITY IMPROVEMENTS	501 (C)(3) PUBLIC CHARITY	100.
BEL ALTON VOLUNTEER FIRE DEPARTMENT 9765 BEL ALTON NEWTON ROAD BEL ALTON, MD 20611	NONE PAYMENTS FOR COMMUNITY IMPROVEMENTS	501 (C)(3) PUBLIC CHARITY	100.
CHILDREN'S CANCER RESEARCH FUND 7801 EAST BUSH LAKE RD, SUITE 130 MINNEAPOLIC, MN 55439	NONE PAYMENTS FOR RESEARCH AND DEVELOPMENT	501 (C)(3) PUBLIC CHARITY	200.
CHURCH OF THE GOOD SHEPHERD 1401 CARROLLTON AVE TOWSON, MD 21204	NONE PAYMENTS FOR COMMUNITY IMPROVEMENTS	501 (C)(3) PUBLIC CHARITY	16,800.
CIVISTA HEALTH FOUNDATION 701 EAST CHARLES STREET LA PLATA, MD 20646	NONE PAYMENTS FOR COMMUNITY IMPROVEMENTS	501 (C)(3) PUBLIC CHARITY	100.
COBB ISLAND VOLUNTEER FIRE DEPARTMENT 13290 MAIN AVE, PO BOX 156 COBB ISLAND, MD 20625	NONE PAYMENTS FOR COMMUNITY IMPROVEMENTS	501 (C)(3) PUBLIC CHARITY	75.

COLLEGE BOUND FOUNDATION 300 WATER STREET SUITE 300 BALTIMORE, MD 21202	NONE PAYMENTS FOR COMMUNITY IMPROVEMENTS	501 (C)(3) PUBLIC CHARITY	50.
COLLEGE OF SOUTHERN MARYLAND FOUNDATION 8730 MITCHELL ROAD, P.O. BOX 910 LA PLATA, MD 20646	NONE PAYMENTS FOR EDUCATION	501 (C)(3) PUBLIC CHARITY	200.
COMMUNITY FOUNDATION OF CHARLES COUNTY 3055 OLD WASHING TON ROAD WALDORF, MD 20601	NONE PAYMENTS FOR COMMUNITY IMPROVEMENTS	501 (C)(3) PUBLIC CHARITY	200.
CONGREGATION SHA'ARE SHALOM 19357 EVERGREEN MILLS ROAD LEESBURG, VA 20175	NONE PAYMENTS FOR COMMUNITY IMPROVEMENTS	501 (C)(3) PUBLIC CHARITY	125.
CONTEMPORARY MUSEUM 100 W CENTRE STREET BALTIMORE, MD 21201	NONE PAYMENTS FOR COMMUNITY IMPROVEMENTS	501 (C)(3) PUBLIC CHARITY	150.
DARTMOUTH COLLEGE 6016 MCNUTT HALL HANOVER, NH 03755	NONE PAYMENTS FOR EDUCATION	501 (C)(3) PUBLIC CHARITY	4,800.
DELMARVA EDUCATION FOUNDATION 122 SOUTH DIVISION STREET SALISBURY, MD 21801	NONE PAYMENTS FOR COMMUNITY IMPROVEMENTS	501 (C)(3) PUBLIC CHARITY	100.
EASTON VOLUNTEER FIRE DEPARTMENT 315 AURORA PARK DRIVE, PO BOX 851 EASTON, MD 21601	NONE PAYMENTS FOR COMMUNITY IMPROVEMENTS	501 (C)(3) PUBLIC CHARITY	150.
FOOD FOR THE HUNGRY 1224 EAST WASHINGTON STREET PHOENIX, AZ 85034	NONE PAYMENTS FOR COMMUNITY IMPROVEMENTS	501 (C)(3) PUBLIC CHARITY	500.
GENESIS JOBS, INC 5620 THE ALAMEDA BALTIMORE, MD 21239	NONE PAYMENTS FOR COMMUNITY IMPROVEMENTS	501 (C)(3) PUBLIC CHARITY	300.

HANDEL CHOIR 3600 CLIPPER MILL ROAD, SUITE 150 BALTIMORE, MD 21211	NONE PAYMENTS FOR COMMUNITY IMPROVEMENTS	501 (C)(3) PUBLIC CHARITY	100.
HELPING UP MISSION 1029 EAST BALTIMORE STREET BALTIMORE, MD 21202	NONE PAYMENTS FOR COMMUNITY IMPROVEMENTS	501 (C)(3) PUBLIC CHARITY	500.
IRONSIDES RESCUE SQUAD INC PO BOX 158 IRONSIDE, MD 20643	NONE PAYMENTS FOR COMMUNITY IMPROVEMENTS	501 (C)(3) PUBLIC CHARITY	100.
IRVINE NATURE CENTER 8400 GREENSPRING AVE STEVENSON, MD 21153	NONE PAYMENTS FOR COMMUNITY IMPROVEMENTS	501 (C)(3) PUBLIC CHARITY	5,200.
JOHN HOPKINS MEDICINE/FORTUIN 901 SOUTH BOND STREET, SUITE 550 BALTIMORE, MD 21231	NONE PAYMENTS FOR RESEARCH AND DEVELOPMENT	501 (C)(3) PUBLIC CHARITY	100.
JOHN HOPKINS UNIVERSITY 3400 NORTH CHARLES STREET BALTIMORE, MD 21218	NONE PAYMENTS FOR EDUCATION	501 (C)(3) PUBLIC CHARITY	250,000.
JUBILEE BALTIMORE INC 1228 NORTH CALVERT STREET BALTIMORE, MD 21202	NONE PAYMENTS FOR COMMUNITY IMPROVEMENTS	501 (C)(3) PUBLIC CHARITY	150.
LA PLATA VOLUNTEER FIRE DEPARTMENT 911 WASHINGTON AVE, PO BOX 728 LA PLATA, MD 20646	NONE PAYMENTS FOR COMMUNITY IMPROVEMENTS	501 (C)(3) PUBLIC CHARITY	75.
LUTHERVILLE VOLUNTEER FIRE COMPANY 1609 BELLONA AVE LUTHERVILLE, MD 21093	NONE PAYMENTS FOR COMMUNITY IMPROVEMENTS	501 (C)(3) PUBLIC CHARITY	200.
MARYLAND HISTORICAL SOCIETY 201 WEST MONUMENT STREET BALTIMORE, MD 21201	NONE PAYMENTS FOR COMMUNITY IMPROVEMENTS	501 (C)(3) PUBLIC CHARITY	600.

MARYLAND MENTORING PARTNERSHIP 517 NORTH CHARLES STREET, SUITE 200 BALTIMORE, MD 21201	NONE PAYMENTS FOR COMMUNITY IMPROVEMENTS	501 (C)(3) PUBLIC CHARITY	100.
MARYLAND ZOO IN BALTIMORE 2570 DRUID HILL AVE BALTIMORE, MD 21217	NONE PAYMENTS FOR COMMUNITY IMPROVEMENTS	501 (C)(3) PUBLIC CHARITY	200.
MD FOUNDATION FOR RESEARCH AND ECONOMIC EDUCATION 1122 KENILWORTH DRIVE, SUITE 503 BALTIMORE, MD 21204	NONE PAYMENTS FOR RESEARCH AND DEVELOPMENT	501 (C)(3) PUBLIC CHARITY	100.
MEALS ON WHEELS 203 S UNION STREET ALEXANDRIA, VA 22314	NONE PAYMENTS FOR COMMUNITY IMPROVEMENTS	501 (C)(3) PUBLIC CHARITY	100.
MOUNT HOPE ELEMENTARY SCHOOL 9275 IRONSIDES ROAD NANJEMOY, MD 20662	NONE PAYMENTS FOR COMMUNITY IMPROVEMENTS	501 (C)(3) PUBLIC CHARITY	5,299.
NATIONAL D-DAY MEMORIAL FOUNDATION 202 EAST MAIN STREET BEDFORD, VA 24523	NONE PAYMENTS FOR COMMUNITY IMPROVEMENTS	501 (C)(3) PUBLIC CHARITY	50.
ODYSSEY SCHOOL 3257 BRIDDLE RIDGE LANE STEVENSON, MD 21153	NONE PAYMENTS FOR EDUCATION	501 (C)(3) PUBLIC CHARITY	300.
PAUL'S PLACE OUTREACH CENTER 1118 WARD STREET BALTIMORE, MD 21230	NONE PAYMENTS FOR COMMUNITY IMPROVEMENTS	501 (C)(3) PUBLIC CHARITY	200.
PICKERSGILL RETIREMENT COMMUNITY 615 CHESTNUT STREET TOWSON, MD 21204	NONE PAYMENTS FOR COMMUNITY IMPROVEMENTS	501 (C)(3) PUBLIC CHARITY	2,600.
RANDOLPH MACON WOMAN'S COLLEGE 2500 RIVERMONT AVE LYNCHBURG, VA 24503	NONE PAYMENTS FOR EDUCATION	501 (C)(3) PUBLIC CHARITY	500.

REHOBOTH BEACH VOLUNTEER FIRE COMPANY 219 REHOBOTH AVE REHOBOTH BEACH, DE 19971	NONE PAYMENTS FOR COMMUNITY IMPROVEMENTS	501 (C)(3) PUBLIC CHARITY	250.
ROLAND PARK COUNTRY SCHOOL 5204 ROLAND AVE BALTIMORE, MD 21210	NONE PPAYMENTS FOR EDUCATION	501 (C)(3) PUBLIC CHARITY	100.
RUXTON, RIDERWOOD, LAKE ROLAND AREA FOUNDATION PO BOX 204 RIDERWOOD, MD 21139	NONE PAYMENTS FOR COMMUNITY IMPROVEMENTS	501 (C)(3) PUBLIC CHARITY	100.
SALVATION ARMY 615 SLATERS LANE, PO BOX 269 ALEXANDRIA, VA 22313	NONE PAYMENTS FOR COMMUNITY IMPROVEMENTS	501 (C)(3) PUBLIC CHARITY	100.
SANTA CLAUS ANONYMOUS 1228 NORTH CALVERT STREET BALTIMORE, MD 21202	NONE PAYMENTS FOR COMMUNITY IMPROVEMENTS	501 (C)(3) PUBLIC CHARITY	100.
SENIOR SERVICES OF CHARLES COUNTY 8190 PORT TOBACCO ROAD PORT TOBACCO, MD 20677	NONE PAYMENTS FOR COMMUNITY IMPROVEMENTS	501 (C)(3) PUBLIC CHARITY	100.
SOCIETY FOR THE RESTORATION OF PORT TOBACCO PO BOX 302 PORT TOBACCO, MD 20677	NONE PAYMENTS FOR COMMUNITY IMPROVEMENTS	501 (C)(3) PUBLIC CHARITY	1,300.
ST. PAULS SCHOOL 11152 FALLS ROAD PO BOX 8100 BROOKLANDVILLE, MD 21220	NONE PAYMENTS FOR EDUCATION	501 (C)(3) PUBLIC CHARITY	35,000.
STEVEN R. POHLHAUS, DDS 704D NURSERY ROAD LITHICUM HEIGHTS, MD 21090	NONE PAYMENTS FOR COMMUNITY IMPROVEMENTS	501 (C)(3) PUBLIC CHARITY	100.
TENTH DISTRICT VOLUNTEER FIRE DEPARTMENT PO BOX 522 MARBURY, MD 20658	NONE PAYMENTS FOR COMMUNITY IMPROVEMENTS	501 (C)(3) PUBLIC CHARITY	75.

THE EUBIE BLAKE NATIONAL JAZZ INSTITUTE 847 NORTH HOWARD STREET BALTIMORE, MD 21201	NONE PAYMENTS FOR COMMUNITY IMPROVEMENTS	501 (C)(3) PUBLIC CHARITY	50.
THE SMILE TRAIN 245 5TH AVE NEW YORK, NY 10016	NONE PAYMENTS FOR COMMUNITY IMPROVEMENTS	501 (C)(3) PUBLIC CHARITY	125.
TUERK HOUSE 730 ASHBURTON STREET BALTIMORE, MD 21216	NONE PAYMENTS FOR COMMUNITY IMPROVEMENTS	501 (C)(3) PUBLIC CHARITY	800.
UNIVERSITY SYSTEM OF MARYLAND FOUNDATION UNIVERSITY OF MARYLAND COLLEGE PARK, MD 20742	NONE PAYMENTS FOR EDUCATION	501 (C)(3) PUBLIC CHARITY	100.
WASHINGTON & LEE GENERAL'S CLUB ROUTE 11 SOUTH LEXINGTON, VA 24450	NONE PAYMENTS FOR COMMUNITY IMPROVEMENTS	501 (C)(3) PUBLIC CHARITY	1,050.
WBAL RADIO KIDS CAMPAIGN 3800 HOOPER AVE BALTIMORE, MD 21211	NONE PAYMENTS FOR COMMUNITY IMPROVEMENTS	501 (C)(3) PUBLIC CHARITY	200.
WILDFOWL TRUST OF NORTH AMERICA INC 600 DISCOVERY LANE GRASONVILLE, MD 21638	NONE PAYMENTS FOR COMMUNITY IMPROVEMENTS	501 (C)(3) PUBLIC CHARITY	200.
ALZHEIMER'S ASSOCIATION 1850 YORK ROAD, SUITE D TIMONIUM, MD 21093-5122	NONE PAYMENTS FOR RESEARCH AND DEVELOPMENT	501 (C)(3) PUBLIC CHARITY	100.
ST. VINCENT DE PAUL CHURCH 120 NORTH FRONT STREET BALTIMORE, MD 21202	NONE PAYMENTS FOR EDUCATION	501 (C)(3) PUBLIC CHARITY	1,000.
PARTNERS HOME CARE 281 WINTER STREET, SUITE 240 WALTHAM, MA 02451	NONE PAYMENTS FOR COMMUNITY IMPROVEMENTS	501 (C)(3) PUBLIC CHARITY	150.

GILMAN SCHOOL 5407 ROLAND AVE BALTIMORE, MD 21210	NONE PAYMENTS FOR EDUCATION	501 (C)(3) PUBLIC CHARITY	1,500.
THE AMERICAN TREE FARM SYSTEM 1111 NINETEENTH ST, NW, SUITE 780 WASHINGTON, DC 20036	NONE PAYMENTS FOR COMMUNITY IMPROVEMENTS	501 (C)(3) PUBLIC CHARITY	60.
CHARLES COUNTY ARTS ALLIANCE 10250 LAPLATA ROAD LA PLATA, MD 20646	NONE PAYMENTS FOR EDUCATION	501 (C)(3) PUBLIC CHARITY	125.
U.S.O. P.O. BOX 96860 WASHINGTON, DC 20077	NONE PAYMENTS FOR COMMUNITY IMPROVEMENTS	501 (C)(3) PUBLIC CHARITY	125.
CHILDHOOD APRAXIA OF SPEECH ASSOCIATION 1151 FREEPORT ROAD, SUITE 243 PITTSBURGH, PA 15238	NONE PAYMENTS FOR COMMUNITY IMPROVEMENTS	501 (C)(3) PUBLIC CHARITY	800.
STEVENSON UNIVERSITY 1525 GREENSPRING VALLEY ROAD STEVENSON, MD 21153	NONE PAYMENTS FOR EDUCATION	501 (C)(3) PUBLIC CHARITY	300.
SAINT IGNATIUS CHURCH 740 NORTH CALVERT STREET BALTIMORE, MD 21202	NONE PAYMENTS FOR EDUCATION	501 (C)(3) PUBLIC CHARITY	15,000.
THE COLONIAL WILLIAMSBURG FOUNDATION P.O. BOX 1776 WILLIAMSBURG, VA 23187	NONE PAYMENTS FOR COMMUNITY IMPROVEMENTS	501 (C)(3) PUBLIC CHARITY	35.
LA PLATA UNITED METHODIST CHURCH P.O. BOX 2824 LA PLATA, MD 20646	NONE PAYMENTS FOR COMMUNITY IMPROVEMENTS	501 (C)(3) PUBLIC CHARITY	100.
GAILE BAILEY ELEMENTARY 4740 PISGAH MARBURY ROAD MARBURY, MD 20658	NONE PAYMENTS FOR EDUCATION	501 (C)(3) PUBLIC CHARITY	30,996.

J.C. PARKS ELEMENTARY 4990 INDIAN HEAD HWY INDIAN HEAD, MD 20640	NONE PAYMENTS FOR EDUCATION	501 (C)(3) PUBLIC CHARITY	16,965.
GENERAL SMALLWOOD ELEMENTARY 3505 LIVINGSTON RD INDIAN HEAD, MD 20640	NONE PAYMENTS FOR EDUCATION	501 (C)(3) PUBLIC CHARITY	15,827.
SOUTH DORCHESTER SCHOOL K-8 3485 GOLDEN HILL ROAD CHURCH CREEK, MD 21622	NONE PAYMENTS FOR EDUCATION	501 (C)(3) PUBLIC CHARITY	2,205.
DR. THOMAS L. HIDGON ELEMENTARY SCHOOL 12872 ROCK POINT ROAD NEWBURG, MD 20664	NONE PAYMENTS FOR EDUCATION	501 (C)(3) PUBLIC CHARITY	4,631.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			423,193.

Form **8868**
(Rev. April 2009)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- 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	Employer identification number
	GORDON CROFT FOUNDATION, INC.	52-1682796
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. CANTON HOUSE, 300 WATER STREET	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. BALTIMORE, MD 21202	

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

[ ] Form 990	[ ] Form 990-T (corporation)	[ ] Form 4720
[ ] Form 990-BL	[ ] Form 990-T (sec. 401(a) or 408(a) trust)	[ ] Form 5227
[ ] Form 990-EZ	[ ] Form 990-T (trust other than above)	[ ] Form 6069
[X] Form 990-PF	[ ] Form 1041-A	[ ] Form 8870

- The books are in the care of ▶ KENT G. CROFT
  CANTON HOUSE, 300 WATER STREET - BALTIMORE, MD 21202
  Telephone No. ▶ 410-576-0100 FAX No. ▶
- 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 15, 2010 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [X] calendar year 2009 or
▶ [ ] tax year beginning ______ , and ending ______ .

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	$ 851.
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	$ 4,250.
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.

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 ▶ [X]

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 GORDON CROFT FOUNDATION, INC.	Employer identification number 52-1682796
	Number, street, and room or suite no. If a P O. box, see instructions. CANTON HOUSE, 300 WATER STREET	For IRS use only
	City, town or post office, state, and ZIP code For a foreign address, see instructions. BALTIMORE, MD 21202	

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

[ ] Form 990	[ ] Form 990-EZ	[ ] Form 990-T (sec. 401(a) or 408(a) trust)	[ ] Form 1041-A	[ ] Form 5227	[ ] Form 8870
[ ] Form 990-BL	[X] Form 990-PF	[ ] Form 990-T (trust other than above)	[ ] Form 4720	[ ] Form 6069	

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 ▶ KENT G. CROFT
CANTON HOUSE, 300 WATER STREET - BALTIMORE, MD 21202
Telephone No. ▶ 410-576-0100 FAX No. ▶
- 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.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2010.

5 For calendar year 2009 , or other tax year beginning ______, and ending ______.

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

7 State in detail why you need the extension

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.
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.
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.

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 ▶ Date ▶

923832
05-26-09

10530831 795281 521682796 2009.04020 GORDON CROFT FOUNDATION, IN 52168271