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 04/01 **, 2009, and ending** 03/31, **20**10

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 RCM&D FOUNDATION

Number and street (or P O box number if mail is not delivered to street address): 555 FAIRMOUNT AVENUE — Room/suite:

City or town, state, and ZIP code: TOWSON, MD 21286

A Employer identification number: 52-2204935

B Telephone number (see page 10 of the instructions): (410) 339-7263

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 ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A) check here ▶ ☐

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

H Check type of organization: [X] Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 2,892,914.

J Accounting method: ☐ Cash [X] Accrual
☐ Other (specify) ________
(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants etc , received (attach schedule)	100,400.			
	2 Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	20.	20.		
	4 Dividends and interest from securities	65,427.	65,427.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-200,218.			
	b Gross sales price for all assets on line 6a 978,019.				
	7 Capital gain net income (from Part IV, line 2)				
	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) (attach schedule)				
	11 Other income (attach schedule)	1,348.			ATCH 1
	12 **Total.** Add lines 1 through 11	-33,023.	65,447.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 2	21,433.			
	24 **Total operating and administrative expenses.** Add lines 13 through 23	21,433.			
	25 Contributions, gifts, grants paid	127,446.			127,446.
	26 **Total expenses and disbursements.** Add lines 24 and 25	148,879.			127,446.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-181,902.			
	b **Net investment income** (if negative, enter -0-)		65,447.		
	c **Adjusted net income** (if negative, enter -0-)			-0-	

RECEIVED
AUG 1 6 2010
OGDEN, UT

SCANNED AUG 2 6 2010

18

917-19

Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets				
1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	133,094.	72,208.	72,208.
3	Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments - U S and state government obligations (attach schedule)			
b	Investments - corporate stock (attach schedule)			
c	Investments - corporate bonds (attach schedule)			
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule) ATCH 3	2,687,080.	2,564,188.	2,815,702.
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶ ATCH 4)	3,028.	5,004.	5,004.
16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	2,823,202.	2,641,400.	2,892,914.
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶ ATCH 5)	0.	100.	
23	**Total liabilities** (add lines 17 through 22)	0.	100.	
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	2,823,202.	2,641,300.	
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** (see page 17 of the instructions)	2,823,202.	2,641,300.	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	2,823,202.	2,641,400.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,823,202.
2	Enter amount from Part I, line 27a	2	-181,902.
3	Other increases not included in line 2 (itemize) ▶ ATTACHMENT 6	3	100.
4	Add lines 1, 2, and 3	4	2,641,400.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,641,400.

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	SEE PART IV SCHEDULE			
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				
b				
c				
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				
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	-200,218.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	153,867.	2,724,620.	0.056473
2007	159,700.	3,520,092.	0.045368
2006	131,372.	2,985,447.	0.044004
2005	106,151.	2,298,733.	0.046178
2004	95,095.	1,977,023.	0.048100

2	**Total** of line 1, column (d)	2	0.240123
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.048025
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	2,533,798.
5	Multiply line 4 by line 3	5	121,686.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	654.
7	Add lines 5 and 6	7	122,340.
8	Enter qualifying distributions from Part XII, line 4	8	127,446.

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 on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the 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 ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	654.
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	
3	Add lines 1 and 2	3	654.
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	654.
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a: 0.		
b	Exempt foreign organizations-tax withheld at source — 6b: 0.		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 0.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	0.
8	Enter any **penalty** for underpayment of estimated tax Check here [X] if Form 2220 is attached	8	20.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	674.
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** ▶ 0. **Refunded** ▶	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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the 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 ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
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?	4b	N/A	
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 page 19 of the 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 on page 27)? *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

JSA
9E1440 1 000

8/3/2010 4:37:26 PM V 09-7.1

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 page 20 of the 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 ▶ BARBARA LABUSKES Telephone no ▶ 410-921-2577

Located at ▶ 555 FAIRMOUNT AVENUE TOWSON, MD ZIP + 4 ▶ 21286

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 |

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.

			Line	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? ATCH 11	☒ 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)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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 page 20 of the instructions.)		2b	N/A	
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.)*		3b	N/A	
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)? (see page 22 of the instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b** N/A

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? **7b** N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(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
ATTACHMENT 7		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). 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 ▶

JSA
9E1460 1 000

8/3/2010 4:37:26 PM V 09-7.1

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

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

Total number of others receiving over $50,000 for professional services ▶ NONE

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 NONE	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

JSA
9E1465 1 000

8/3/2010 4:37:26 PM V 09-7.1

Part X **Minimum Investment Return** (All domestic foundations must complete this part Foreign foundations, see page 24 of the 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	2,443,963.
b	Average of monthly cash balances	1b	128,421.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0.
d	**Total** (add lines 1a, b, and c)	1d	2,572,384.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) | 1e |		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	2,572,384.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	38,586.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,533,798.
6	**Minimum investment return.** Enter 5% of line 5	6	126,690.

Part XI **Distributable Amount** (see page 25 of the 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	126,690.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	654.		
b	Income tax for 2009 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	654.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	126,036.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	126,036.
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	126,036.

Part XII **Qualifying Distributions** (see page 25 of the 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	127,446.
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	0.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	127,446.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	654.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	126,792.

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				126,036.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only				
b Total for prior years 20 07 ,20 06 ,20 05				
3 Excess distributions carryover, if any, to 2009				
a From 2004 ... 0.				
b From 2005 ... 0.				
c From 2006 ... 0.				
d From 2007 ... 0.				
e From 2008 ... 4,872.				
f Total of lines 3a through e	4,872.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 127,446.				
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2009 distributable amount				126,036.
e Remaining amount distributed out of corpus	1,410.			
5 Excess distributions carryover applied to 2009 *(If an amount appears in column (d), the same amount must be shown in column (a))*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	6,282.			
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions				
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	0.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	6,282.			
10 Analysis of line 9				
a Excess from 2005 ... 0.				
b Excess from 2006 ... 0.				
c Excess from 2007 ... 0.				
d Excess from 2008 ... 4,872.				
e Excess from 2009 ... 1,410.				

JSA
9E1480 1 000

8/3/2010 4:37:26 PM V 09-7.1

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

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

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see page 28 of 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 page 28 of the 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

ATTACHMENT 8

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

ATTACHMENT 9

c Any submission deadlines

NONE

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

NONE

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*				
ATTACHMENT 10				
Total . . . . . . ▶ **3a**				127,446.
b *Approved for future payment*				
Total . . . . . . ▶ **3b**				

JSA
9E1491 1 000

8/3/2010 4:37:26 PM V 09-7.1

Part XVI-A . Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See page 28 of the instructions)
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			14	20.	
4 Dividends and interest from securities			14	65,427.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-200,218.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				-134,771.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . 13 -134,771.

(See worksheet in line 13 instructions on page 28 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) (See page 29 of the instructions)
	N/A

JSA
9E1492 1 000

8/3/2010 4:37:26 PM V 09-7.1

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash	1a(1)		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		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] | 8·10·2010 | Secretary

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature Bryant K Cargle CPA	Date AUG 9 2010	Check if self-employed ☐	Preparer's identifying number (See Signature on page 30 of the instructions) P00758392
Firm's name (or yours if self-employed), address, and ZIP code	PRICEWATERHOUSECOOPERS, LLP 100 EAST PRATT STREET BALTIOMRE, MD 21202-1096	EIN 13-4008324	Phone no 410-783-7600

JSA
9E1493 1 000

8/3/2010 4:37:26 PM V 09-7.1

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 RCM&D FOUNDATION

Employer identification number
52-2204935

Organization type (check one)

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

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

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $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)

Name of organization THE RCM&D FOUNDATION

Employer identification number 52-2204935

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	RIGGS COUNSELMAN MICHAELS & DOWNES, INC. 555 FAIRMOUNT AVENUE TOWSON, MD 21286	$ 400.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
2	CHARLES C.& CATHERINE ROLOSON COUNSELMAN 555 FAIRMOUNT AVENUE TOWSON, MD 21286	$ 139.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
3	CHARLES C.& CATHERINE ROLOSON COUNSELMAN 555 FAIRMOUNT AVENUE TOWSON, MD 21286	$ 99,861.	Person [X] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization THE RCM&D FOUNDATION

Employer identification number 52-2204935

Part II **Noncash Property** (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	JOHNSON & JOHNSON / PROCTOR & GAMBLE SHARES OF STOCK	$ 99,861.	09/22/2009 09/22/2009

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

WMS
PARTNERS

RECEIVED
OCT 02 2009
PATRICK DEERING

GIFT LETTER

DATE OF GIFT: September 22, 2009

GIFTING TO: RCM & D Foundation

Schwab # 7131-7551

DONOR: Charles Counselman

SECURITY: Johnson & Johnson / Proctor & Gamble

OF SHARES: 824 / 870

HIGH: $61.17 / $57.51

LOW: $60.35 / $56.96

MEAN: $60.76 / $57.235

TOTAL of each: $50,066.24 / $49,794.45

TOTAL GIFT OF STOCK: $99,860.69

TOTAL GIFT OF STOCK & CASH: $100,000.00

SPECIAL INSTRUCTIONS: Additional $139.31 was added to the gift to complete $100,000

Please contact **Dorothy Zimmerman at 443-921-9952** if you have any questions or need further assistance.

While figures contained herein are taken from sources believed to be reliable, there can be no guarantee as to their accuracy.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
FEDERAL EXCISE TAX OVERAGE		1,348.
	TOTALS	1,348.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
MISCELLANEOUS OFFICE EXPENSES	21,433.
TOTALS	21,433.

FORM 990PF, PART II - OTHER INVESTMENTS

ATTACHMENT 3

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
T ROWE PRICE EQUITY INCOME	518,305.	158,522.	158,722.
T ROWE PRICE SMALL CAP	212,839.	200,802.	219,764.
T ROWE PRICE EQUITY INCOME ADV	190,886.	186,795.	157,974.
OPPENHEIMER DEVELOPING MARKET	8,050.	12,436.	15,075.
FIDELITY ADV NEW INSIGHTS	88,355.	0.	0.
PIMCO TOTAL RETURN	30,782.	32,540.	35,763.
DODGE & COX FUNDS	200,133.	75,540.	81,821.
VIRTUS MID-CAP VALUE	56,220.	102,063.	111,909.
AT&T INC	11,547.	0.	0.
AMERICAN MOVIL SA DE	7,054.	7,054.	11,578.
AIM DEVELOPING MARKETS	50,000.	181,192.	255,093.
THORNBURG VALUE	119,078.	106,419.	106,598.
THORNBURG INTERNATIONAL VALUE	119,581.	66,651.	57,995.
WESTERN ASSET	444,724.	301,558.	313,108.
T. ROWE PRICE BLUE CHIP	268,055.	455,129.	508,445.
SPDR GOLD TRUST	24,293.	20,268.	24,514.
LEGG MASON PARTNERS APPRECIATI	57,738.	56,094.	74,754.
LOOMIE SAYLES BOND	41,596.	31,705.	29,446.
BLACKROCK GNMA PORTFOLIO	41,782.	43,922.	44,988.
MATTHEWS ASIAN PACIFIC TIGAR	16,150.	16,368.	29,607.
MATTHEWS ASIAN GROWTH & INC	26,917.	27,972.	40,272.
IVY ASSET STRATEGY	10,341.	11,201.	12,361.
JP MORGAN GOVERNMENT BONDS	37,157.	38,867.	40,486.
VAN ECK GLOBAL HARD ASSETS	5,170.	5,170.	7,418.
UTILITIES SEL SECT SPDR	7,948.	7,948.	8,453.
TORTOISE ENERGYCAP CORP	2,562.	2,292.	5,551.
T ROWE PRICE GROUP	6,776.	0.	0.
MONSANTO CO/NEW	5,218.	0.	0.
MICROSOFT CORP	7,797.	7,797.	12,008.
ISHARES MSCI EMERGING MARKETS	5,234.	5,234.	8,635.
ISHARES MSCI BRAZIL	3,797.	3,797.	6,996.
ISHARES IBOXX INVEST GR	15,554.	0.	0.
ISHARES BARCLAYS 1-3 YR	24,387.	0.	0.
ISHARES TIPS	5,105.	5,090.	5,195.
DOMINION RES INC	6,814.	6,814.	7,811.

FORM 990PF, PART II - OTHER INVESTMENTS

ATTACHMENT 3 (CONT'D)

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
EXXON MOBIL	5,108.	5,108.	4,354.
CISCO SYS INC	4,027.	4,027.	5,857.
HARBOR FUND MID-CAP GROWTH	0.	56,000.	61,665.
FIDUCIARY CLAYMORE	0.	2,580.	3,756.
JOHNSON & JOHNSON	0.	50,330.	53,725.
PROCTOR & GAMBLE	0.	49,799.	55,045.
TEMPLETON	0.	30,625.	31,738.
FAIRHOLME	0.	59,352.	70,737.
MARKET VECTORS EFT	0.	4,919.	5,713.
TFS MARKET NEUTRAL FUND	0.	37,346.	37,958.
VAN ECK GLOBAL HARD C1	0.	7,000.	8,389.
FPA CRESCENT FUND	0.	29,862.	31,223.
IVY SCIENCE & TECHNOLOGY	0.	50,000.	53,202.
TOTALS	2,687,080.	2,564,188.	2,815,702.

THE RCM&D FOUNDATION 52-2204935

FORM 990PF, PART II - OTHER ASSETS ATTACHMENT 4

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
FEDERAL EXCISE TAX RECEIVABLE	3,028.	5,004.	5,004.
TOTALS	3,028.	5,004.	5,004.

FORM 990PF, PART II - OTHER LIABILITIES

ATTACHMENT 5

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE
ABANDONED PROPERTY		0.	100.
	TOTALS	0.	100.

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
ADJUSTMENT FOR PRIOR YEAR CONTRIBUTIONS DEEMED ABANDONED PROPERTY IN THE CURRENT YEAR	100.
TOTAL	100.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 7

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
ALBERT R. COUNSELMAN 555 FAIRMOUNT AVENUE TOWSON, MD 21286	CHAIRMAN/PRES./DIR. 2.00	0.	0.	0.
THOMAS P. HEALY 555 FAIRMOUNT AVENUE TOWSON, MD 21286	VICE PRESIDENT/DIR. 1.00	0.	0.	0.
BARBARA LABUSKES 555 FAIRMOUNT AVENUE TOWSON, MD 21286	TREASURER 1.00	0.	0.	0.
J. KEVIN CARNELL 555 FAIRMOUNT AVENUE TOWSON, MD 21286	SECRETARY 1.00	0.	0.	0.
FRANCIS G. RIGGS 555 FAIRMOUNT AVENUE TOWSON, MD 21286	DIRECTOR 1.00	0.	0.	0.
MARGARET K. COUNSELMAN 555 FAIRMOUNT AVENUE TOWSON, MD 21286	DIRECTOR 1.00	0.	0.	0.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 7 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
L. PATRICK DEERING 555 FAIRMOUNT AVENUE TOWSON, MD 21286	DIRECTOR 1.00	0.	0.	0.
	GRAND TOTALS	0.	0.	0.

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

RCM&D, INC.
555 FAIRMOUNT AVE
BALTIMORE, MD 21286
410-339-7263

ATTN: MR. ALBERT R. COUNSELMAN

990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS

ALL APPLICATIONS MUST BE IN WRITING. THE FOLLOWING POINTS AND SUBMISSIONS ARE REQUIRED:

1. A DESCRIPTION OF THE ORGANIZATION AND ITS ROLE IN THE COMMUNITY.
2. A DESCRIPTION OF THE PROGRAM FOR WHICH THE REQUEST IS BEING MADE.
3. PROOF OF TAX EXEMPTION UNDER SECTION 501 (C)(3) OF THE IRS CODE.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SEE ATTACHMENT 10	NONE PUBLIC CHARITY	GENERAL PURPOSE GRANTS FOR USE IN CARRYING OUT RECIPIENTS' CHARITABLE ACTIVITIES	127,446
		TOTAL CONTRIBUTIONS PAID	127,446

The RCM&D Foundation, Inc.

Schedule of Contributions Paid
for the years ending March 31, 2010 and 2009

	2010	2009	
ST AGNES FOUNDATION 900 CATON AVENUE BALTIMORE MD 21209	$ 12,500	$ 22,600	Promote Quality Healthcare
LIFEBRIDGE HEALTH 2401 WEST BELVEDERE AVE BALTIMORE MD 21215	8,400	0	Medical Care Provider
COLLEGE OF NOTRE DAME 4701 N CHARLES ST BALTIMORE MD 21210	8,000	8,250	Liberal Arts College
JOHNS HOPKINS UNIVERSITY 3400 N. CHARLES STREET BALTIMORE, MD 21218	8,000	8,000	Medical Care Provider
HOSPICE OF BALTIMORE 6601 NORTH CHARLES ST BALTIMORE, MD 21204	7,500	7,500	Provide Heathcare and Support
MOUNT ST JOSEPHS HIGH SCHOOL 4403 FREDERICK ROAD BALTIMORE MD 21229	7,500	7,500	Educational Assistance
LOYOLA COLLEGE IN MD THE JOHN EARLY SOCIETY 4501 N CHARLES STREET	6,700	1,000	Campus Improvements
SAINT LUKE INSTITUTE 8901 NEW HAMSPHIRE AVE SILVER SPRING, MD 20903	6,000	0	Healthcare for clergy
BALTIMORE SYMPHONY ORCHESTRA 1212 CATHEDRAL ST BALTIMORE MD 21201	5,346	5,500	Promote Love of Music
FOUNDATION FOR AGENCY MANAGEMENT EXCELLENCE 701 PENNSYLVANIA AVE STE 750 WASHINGTON, DC 20007	5,250	1,000	Support the Endowment
CARDINAL'S LENTEN APPEAL 320 CATHEDRAL STREET BALTIMORE MD 21201	5,000	10,000	Support Catholic Religion
CONCERT ARTISTS OF BALTIMORE 1114 ST PAUL STREET BALTIMORE MD 21202	5,000	5,000	Promote Love of Music
BON SECOURS FOUNDATION OF MD 3100 TOWANDA AVE BALTIMORE, MD 21215	5,000	0	Support Community Enrichment

ATTACHMENT 10

The RCM&D Foundation, Inc.
Schedule of Contributions Paid
for the years ending March 31, 2010 and 2009

	2010	2009	
ARC OF BALTIMORE 7215 YORK ROAD BALTIMORE, MD 21212	5,000	500	Assistance for Disabled and their Family
REBUILDING BALTIMORE TOGETHER 1014 W 36TH STREET BALTIMORE, MD 21211	3,000	3,000	Assist elderly in need
ST VINCENT DEPAUL 2305 N CHARLES ST BALTIMORE, MD 21218	2,500	0	Feeding the needy
TUERK HOUSE INC PO BOX 3149 BALTIMORE MD 21216	2,500	2,500	Support Women in Recovery
SHEPPARD PRATT 6815 NORTH CHARLES STREET BALTIMORE, MD 21286	2,300	2,500	Memorial Contribution
CATHOLIC CHARITIES 320 CATHEDRAL STREET BALTIMORE MD 21201	1,500	1,000	Human Services Provider
AMERICAN IRELAND FUND 1501 S BROADWAY NEW YORK, NY 10036	1,000	0	Promote peace in Northern Ireland
Y OF CENTRAL MARYLAND 20 S CHARLES ST BALTIMORE, MD 21201	1,000	0	Support Families
FORBUSH SCHOOL P.O BOX 6815 BALTIMORE MD 21285	1,000	0	Educate special needs children
WALTER ART MUSEUM 600 N CHARLES ST BALTIMORE, MD 21201	1,000	0	Promote the arts
FOUNDATION TO ERADICATE DUCHENNE 104 HUME AVE ALEXANDRIA VA 22301	1,000	500	Medical Research
GREATER HOMEWOOD COMMUNITY CORP 3503 N CHARLES ST BALTIMORE, MD 21218	1,000	0	Community Development
DEPAUL DENTAL PROGRAM 16840 SOUTH SETON AVE EMMITSBURG, MD 21727	1,000	0	Dental Health for low income adults

ATTACHMENT 10

The RCM&D Foundation, Inc.

Schedule of Contributions Paid
for the years ending March 31, 2010 and 2009

	2010	2009	
MARYLAND VOLUNTEER LAWYER SERVICE 1 N CHARLES ST BALTIMORE MD 21202	1,000	0	Legal Services for Poor in Maryland
MD COUNCIL ON ECONOMIC EDUCATION 8000 YORK ROAD TOWSON, MD 21252	750	0	Education
HENRY FORD VILLAGE 15101 FORD RD DEARBORNE MI 48126	500	0	Services for the Elderly
SEABROOK BENEVOLENT CARE FUND 3000 ESSEX ROAD TINTON FALLS NJ 07753	500	0	Provide Care for the Elderly
FOX RUN BENEVOLENT CARE 4110 FOX RUN RD NOVI, MI 48377	500	0	Provide Care for the Elderly
GALLAGHER FAMILY FUND 2520 POT SPRING ROAD TIMONIUM MD 21093	500	500	Assist Developementally Challenged
BOWL FOR KIDS SAKE 227 W MARKET ST YORK, PA 17401	500	0	Support At-Risk Youth
BALTIMORE CITY FOUNDATION / YOUTHWORKS 101 W 24TH STREET BALTIMORE, MD 21218	500	0	Employment Development
THE WOODBOURNE CENTER 1301 WOODBOURNE AVE BALTIMORE, MD 21239	500	0	Welfare of local children
OAK CREST VILLAGE BENEVOLENT CARE FUND 8800 WALTHER BLVD PARKVILLE, MD 21234	500	0	Elderly
MOTHER SETON ACADEMY 724 SOUTH ANN ST BALTIMORE, MD 21231	500	5,000	Educate At-Risk Youth
MERCY HEALTH FOUNDATION 301 ST PAUL ST BALTIMORE, MD 21202	500	0	Healthcare
HIGHLAND SPRINGS BENEVOLENT CARE FUND 800 FRANKFORD ROAD DALLAS, TX 75252	500	0	Provide Care for the Elderly
CHARLESTOWN BENEVOLENT CARE FUND 711 MAIDEN CHOICE LN CATONSVILLE, MD 21228	500	0	Provide Care for the Elderly

The RCM&D Foundation, Inc.

Schedule of Contributions Paid
for the years ending March 31, 2010 and 2009

	2010	2009	
MAGIC JOHNSON COMMUNITY EMPOWERMENT CENTER 6001 LONG WAY A5 BLADENSBURG, MD 20710	500	0	Multi-Service Commuity Center for Youth
THE CORAL ARTS SOCIETY 5225 WISCONSIN AVE, WASHINGTON, DC 20015	500	0	Promote Art Appreciatation
GREENSPRING BENEVOLENT CARE FUND 7410 SPRING VILLAGE DR SPRINGFIELD, VA 22150	500	500	Provide Care for the Elderly
THE COMMUNITY SCHOOL 337 WEST 30TH STREET BALTIMORE, MD 21211	500	1,000	Support Education for Remington Youth
HARFORD BELAIR FOUNDATION, INC 4308 HARFORD ROAD BALTIMORE MD 21214	500	0	Services for Mentally Ill
BASILICA OF THE ASSUMPTION 409 NORTH CHARLES STREET BALTIMORE, MD 21201	500	0	Support Catholic Religion
BROOKSBY VILLAGE 300 BROOKSBY VILLAGE DR PEABODY, MA 01960	500	0	Assist the Elderly
SMOM. FEDERAL ASSOCIATION P O. BOX 179 OAKLAND, MD 21550	250	0	Disaster Assistance
OBLATE SISTERS OF PROVIDENCE 701 GUN ROAD BALTIMORE MD 21227	250	0	Support Ministries
SETON CENTER OUTREACH THE SHRINE OF ELIZABETH ANN SETON 333 S SETON AVE EMMITSBURG, MD 21727	250	2,000	Memorial Contribution
CASA OF BALTIMORE 305 W CHESAPEAKE AVE TOWSON MD 21204	250	0	Legal Assistance for those in need
LEUKEMIA & LYMPHOMA SOCIETY 11350 MCCORMICK ROAD HUNT VALLEY, MD 21031	250	0	Cancer Research
DONALD B RADCLIFF ENDOWED SCHOLARSHIP FUND 1525 GREENSPRING VALLEY ROAD STEVENSON, MD 21153	250	0	Memorial Contribution

ATTACHMENT 10

The RCM&D Foundation, Inc.

Schedule of Contributions Paid
for the years ending March 31, 2010 and 2009

	2010	2009	
SMILE TRAIN 41 MADISON AVE, 28TH FLOOR NEW YORK, NY 10010	100	0	Memorial Contribution
ST MARY OF THE MILLS BUILDING FUND 114 ST MARY'S PLACE LAUREL, MD 20707	100	0	Support Catholic Education
PRIDE OF BALTIMORE 1801 S CLINTON ST STE 250 BALTIMORE, MD 21224	100	0	Memorial Contribution
CAROLINE HOSPICE FOUNDATION PO BOX 362 DENTON, MD 21629	100	0	Memorial Contribution
GILCHRIST HOSPICE 11311 MCCORMICK ROAD HUNT VALLEY, MD 21031	100	0	Memorial Contribution
CENTRE D'ETUDES CLASSIQUES DE. MEYER C/O CITIBANK P O BOX 19748 WASHINGTON , DC 20036	50	0	Disaster Assistance
HOLY ROSARY CHURCH 408 S CHESTER ST BALTIMORE, MD 21231	50	0	Memorial Contribution
IMMACULATE CONCEPTION CHURCH 3 FAYETTE ST TOWSON MD 21252	50	0	Memorial Contribution
OAK RIDGE COUNTRY SCHOOL 6712 DOGWOOD ROAD BALTIMORE, MD 21207	50	0	Memorial Contribution
CATHEDRAL OF MARY OUR QUEEN CHARLES ST & NORTHERN PKWY BALTIMORE, MD	0	11,000	Religion
ARCHBISHOP CURLEY HIGH SCHOOL 23710 SINCLAIR LANE BALTIMORE, MD 21213	0	7,500	Educational Captial Campaign
CRISTO JEY JESUIT HIGH SCHOOL 801 ST PAUL STREET BALTIMORE, MD 21201	0	5,100	Support School
DOWNTOWN SAILING CENTER 333 S SETON AVE EMMITSBURG, MD 21727	0	5,000	Support 3rd Annual Kids Regatta
MARYLAND HOSPITAL ASSOCIATION 6820 DEERPATH ROAD ELKRIDGE, MD 21075	0	5,000	Support Who Will Care Campaign

ATTACHMENT 10

The RCM&D Foundation, Inc.

Schedule of Contributions Paid
for the years ending March 31, 2010 and 2009

	2010	2009	
STEVENSON UNIVERSITY CAPITAL CAMPAIGN 1525 GREENSPRING VALLEY ROAD STEVENSON, MD 21153	0	5,000	Support Capital Campaign
UNITED WAY OF CENTRAL MD PO BOX 1576 BALTIMORE MD 21203	0	5,000	Human Services
HEALTHCARE FOR THE HOMELESS 111 PARK AVE BALTIMORE, MD 21201	0	2,500	Medically Assist Homeless
GBC FOUNDATION 111 S CALVERT ST SUITE 700 BALTIMORE, MD 21202	0	2,500	Youth Career Development
CALVERT SCHOOL 105 TUSCANY ROAD BALTIMORE, MD 21210	0	1,500	Memorial Contribution
BOYS AND GRILS CLUBS OF HARFORD CTY AND METRO BALTIMORE 19 FRANKLIN STREET ABERDEEN, MD 21001	0	1,000	Support At Risk Youth
CAROLINE CENTER 900 SOMERSET STREET BALTIMORE, MD 21202	0	1,000	Educate women for employment
CYSTIC FIBROSIS FOUNDATION 10155 YORD ROAD, SUITE 101 COCKEYSVILLE, MD 21030	0	1,000	Support CF Education and Research
IRVINE NATURE CENTER 8400 GREENSPRING AVENUE BALTIMORE, MD 21153	0	1,000	Memorial Contribution
SAFE HARBOR PO BOX 17996 RICHMOND, VA 23226	0	1,000	Domestic Violence Provention
JESUIT VOLUNTEERS CORPS EACH 801 ST PAUL STREET BALTIMORE, MD 21202	0	1,000	Support the Jesuit Cause
WOMEN ENTREPRENEURS OF BALTMORE 1118 LIGHT STREET BALTIMORE, MD 21230	0	1,000	WEB Conference Sponsorship
THE INDEPENDENT COLLEGE FUND OF MARYLAND 3225 ELLERSLIE AVE BALTIMORE, MD 21218	0	500	Support Higher Education

ATTACHMENT 10

The RCM&D Foundation, Inc.

Schedule of Contributions Paid
for the years ending March 31, 2010 and 2009

	2010	2009	
MARYLAND HISTORICAL SOCIETY 201 W MONUMENT STREET BALTIMORE, MD 21201	0	500	Preserve MD Cultural History
GALLAGHER FAMILY FUND 2520 POT SPRINGS ROAD TIMONIUM MD 21093	0	500	Assist Developmentally Challenged
BALTIMORE CHAMBER ORCHESTRA 11 W MOUNT VERNON PL BALTIMORE, MD 21201	0	250	Promote Music Appreciation
EDWARD A MEYERBERG SENIOR CENTER 3101 FALLSTAFF ROAD BALTIMORE, MD 21209	0	250	Support Spring Fund Raiser
IMMUNE DEFICIENCY FOUNDATION PO BOX 758695 BALTIMORE, MD 21275	0	250	Immune Deficiency Research and Education
JONES FALL WATERSHED ASSOCIATION 4901 SPRINGARDEN DR, STE 3A BALTIMORE, MD 21209	0	100	Support 2009 Restoration Program
LEADERSHIP THROUGH ATHLETICS 2900 HAMMOND FERRY ROAD LANDSDOWNE, MD 21227	0	100	Youth Development
ST ALPHONUS RESTORATION FUND SARATOGA STREET AT PARK AVE BALTIMORE, MD	0	100	Memorial Contribution
CASA GRANDE REGIONAL MEDICAL CENTER FOUNDATION 1800 E FLORENCE BLVD CASA GRANDE, AZ 85222	0	50	Memorial Contribution
CATHEDRAL PRESERVATION TRUST 5300 N CHARLES ST BALTIMORE, MD 21210	0	50	Memorial Contribution
LOYOLA HIGH SCHOOL 500 CHESTNUT AVE TOWSON, MD 21204	0	50	Memorial Contribution
NOTRE DAME PREPARATORY SCHOOL 815 HAMPTON LN TOWSON, MD 21286	0	50	Memorial Contribution
	127,446	154,700	

ATTACHMENT 10

FORM 990-PF, PART VII-B - STATEMENTS REGARDING ACTIVITIES FOR WHICH FORM 4720 MAY BE REQUIRED

QUESTION 1A(3)

EMPLOYEES OF RIGGS, COUNSELMAN, MICHAELS & DOWNES, INC. PROVIDE SERVICES SUCH AS ACCOUNTING, BOOKKEEPING AND ADMINISTRATION TO THE RCM&D FOUNDATION AT NO CHARGE.

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2009

Name of estate or trust: THE RCM&D FOUNDATION

Employer identification number: 52-2204935

Note: *Form 5227 filers need to complete **only** Parts I and II*

Part I — Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	

Part II — Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-200,218.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	-200,218.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Part III **Summary of Parts I and II**
Caution: *Read the instructions* ***before*** *completing this part.*

			(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			
14	**Net long-term gain or (loss):**				
a	Total for year	14a			-200,218.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			-200,218.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and* ***do not*** *complete Part IV If line 15, column (3), is a net loss, complete Part IV and the* ***Capital Loss Carryover Worksheet,*** *as necessary*

Part IV **Capital Loss Limitation**

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of
a The loss on line 15, column (3) **or** b $3,000 . . . **16** (3,000)

Note: *If the loss on line 15, column (3), is more than $3,000,* ***or*** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *on page 7 of the instructions to figure your capital loss carryover*

Part V **Tax Computation Using Maximum Capital Gains Rates**

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero
Caution: *Skip this part and complete the worksheet on page 8 of the instructions if*
- *Either line 14b, col (2) or line 14c, col (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	21	
22	Subtract line 21 from line 20 If zero or less, enter -0-	22	
23	Subtract line 22 from line 17 If zero or less, enter -0-	23	
24	Enter the **smaller** of the amount on line 17 or $2,300	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26, go to line 27 and check the "No" box ☐ **No.** Enter the amount from line 23	25	
26	Subtract line 25 from line 24	26	
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30 go to line 31 ☐ **No.** Enter the **smaller** of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (.15)	30	
31	Figure the tax on the amount on line 23 Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17 Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side: THE RCM&D FOUNDATION

Employer identification number: 52-2204935

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

	(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a	ASSETS OWNED - SEE ATTACHMENT 1A	VAR	VAR	978,019.	1,178,237.	-200,218.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . -200,218.

The RCM&D Foundation, Inc.
Calculation of sales/purchases
for the year ending March 31, 2010

	Beginning	Purchase	Sale	Gain/Loss	Dividend/Interest	Wire Fee	Withdrawal	Ending
Pimco Total Return	30,782				1 758			32 540
AT&T Inc	11,547		(11 584)	37				-
T Rowe Price Equity Income	518,305		(241,600)	(121,592)	3,409			158 522
T Rowe Price Equity Income Adv Class	190,886		(4,750)	(1,703)	2,362			186 795
T Rowe Price Small Cap	212,839		(10,110)	(4,238)	2,311			200,801
Oppenheimer Developing Market	8,050	12,346	(12,346)	4 296	90			12,436
Fidelity Adv New Insights	88,355		(76,306)	(12,229)	180			-
Virtus Mid Cap Value	56,002	54,000	(6 050)	(2,738)	849			102 063
Dodge & Cox Funds	200,132		(101,825)	(23,831)	1,065			75 541
Harbor Fund Mid-Cap Growth	-	56,000						56 000
Loomie Sayles Bond	41,596	51,321	(80,128)	16,130	2,786			31 705
Blackrock GNMA Portfolio	41,884				2,038			43,922
Matthews Asian Pacific Tiger	16,150				218			16,368
Matthews Asian Growth & Inc	26,919				1 053			27 972
Ivy Asset Strategy	10,341	11 130	(11,130)	790	70			11,201
JP Morgan Government Bonds	37,157				1,710			38,867
Van Eck Glob Hard Assets	5,170							5,170
Utilities Sel Sect Spdr	7 948							7 948
Tortoise Energycap Corp	2 292							2,292
T Rowe Price Group	6,776		(9 313)	2,538				-
Monsanto Co/New	5,218		(5,244)	27				-
Microsoft Corp	7,797							7,797
Ishares MSCI Emerging Markets	5,234							5 234
Ishares MSCI Brazil	3,797							3,797
Ishares Iboxx Invest Gr	15,554		(16,482)	928				-
Ishares Barclays 1 - 3 Yr	24 387		(24,402)	15				-
Ishares Tips	5,090							5,090
Dominion Res Inc	6,814							6,814
Exxon Mobil	5,108							5,108
Cisco Sys Inc	4,027							4,027
Thornburg Value	119,078		(13,350)	(887)	1,578			106,419
Thornburg International Value	119,581		(42,375)	(11,566)	1,011			66 651
Western Asset	444,381	56,000	(211,156)	(24,664)	36,997			301 558
T Rowe Price Blue Chip	268,272	292,000	(81,400)	(23,743)				455,129
Spdr Gold Trust	24,293		(5,353)	1,327				20,268
American Movil SA DE	7,054							7,054
AIM Developing Markets	50,000	137,000	(9,605)	471	3,326			181,192
Legg Mason Partners Appreciation	57,738		(3,510)	416	1,450			56,094
Fiduciary Claymore	-	2,580						2 580
Johnson & Johnson	-	50,330						50,330
Proctor & Gamble	-	49,799						49,799
Templeton	-	30,400			225			30,625
Fairholme	-	58,800			552			59,352
Market Vectors ETF	-	4,919						4,919
TFS Market Neutral Fund	-	37,100			246			37,346
Van Eck Global Hard Cl	-	7,000						7 000
FPA Crescent Fund	-	29,700			162			29,862
Ivy Science & Tecnology	-	50,000						50,000
	2,686,553	990,425	(978,019)	(200,218)	65,447	-	-	2,564,188

ATTACHMENT 1A

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		ASSETS OWNED - SEE ATTACHMENT 1A					VAR	VAR
978,019.		1,178,237.					-200,218.	
TOTAL GAIN(LOSS)							-200,218.	