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

2010

For calendar year 2010, 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 [X] Name change

Name of foundation: GORDON CROFT FOUNDATION, INC.

A Employer identification number: 52-1682796

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

B Telephone number: 410-576-0100

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

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) ▶$ 5,866,402.

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	138,577.		N/A	
	2 Check ▶ [ ] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	156,125.	156,125.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	91,597.			STATEMENT 2
	b Gross sales price for all assets on line 6a 520,739.				
	7 Capital gain net income (from Part IV, line 2)		52,774.		
	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	3,100.	0.		STATEMENT 3
	12 **Total.** Add lines 1 through 11	389,399.	208,899.		
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	905.	452.		453.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 5	416.	416.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	9,254.	4,627.		2,312.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	10,575.	5,495.		2,765.
	25 Contributions, gifts, grants paid	350,208.			350,208.
	26 **Total expenses and disbursements.** Add lines 24 and 25	360,783.	5,495.		352,973.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	28,616.			
	b **Net investment income** (if negative, enter -0-)		203,404.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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15380706 795281 521682796 2010.03060 GORDON CROFT FOUNDATION, IN 52168271

9/16 14

Part II Balance Sheets (Attached schedules and amounts in the description column should be for end-of-year amounts only)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets			
1 Cash - non-interest-bearing		1.	1.
2 Savings and temporary cash investments	305,243.	495,375.	495,376.
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 STMT 7	0.	60,253.	60,063.
b Investments - corporate stock STMT 8	1,488,365.	1,552,353.	3,928,685.
c Investments - corporate bonds STMT 9	846,099.	511,714.	679,625.
11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶			
12 Investments - mortgage loans			
13 Investments - other STMT 10	581,067.	701,652.	701,652.
14 Land, buildings, and equipment: basis ▶			
Less accumulated depreciation ▶			
15 Other assets (describe ▶ REBATE RECEIVABLES)	1,000.	1,000.	1,000.
16 **Total assets** (to be completed by all filers)	3,221,774.	3,322,348.	5,866,402.
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	3,221,774.	3,322,348.	
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**	3,221,774.	3,322,348.	
31 **Total liabilities and net assets/fund balances**	3,221,774.	3,322,348.	

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	3,221,774.
2 Enter amount from Part I, line 27a	2	28,616.
3 Other increases not included in line 2 (itemize) ▶ UNREALIZED GAINS/LOSSES	3	71,958.
4 Add lines 1, 2, and 3	4	3,322,348.
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	3,322,348.

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	CAPITAL GAINS DIVIDENDS			
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	478,532.		429,142.	49,390.
b	3,384.			3,384.
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				49,390.
b				3,384.
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	52,774.
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))
2009	427,232.	4,445,221.	.096110
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

2	**Total** of line 1, column (d)	2	.287967
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	.057593
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	4,906,855.
5	Multiply line 4 by line 3	5	282,601.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,034.
7	Add lines 5 and 6	7	284,635.
8	Enter qualifying distributions from Part XII, line 4	8	352,973.

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 ▶ [X] and enter 1% of Part I, line 27b		1	2,034.
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	2,034.
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	2,034.
6	Credits/Payments:			
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a 349.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 3,000.		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	3,349.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	11.
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	1,304.
11	Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶ 1,304. **Refunded** ▶		11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? *If the answer is "Yes" to* **1a** *or* **1b**, *attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*	1b		X
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 2010 or the taxable year beginning in 2010 (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)*

			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

			Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(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 22 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 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ 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 2010 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 2010.)* 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 2010?	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	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 7826 CHELSEA STREET BALTIMORE, MD 21204	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

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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	4,106,653.
b	Average of monthly cash balances	1b	173,274.
c	Fair market value of all other assets	1c	701,652.
d	**Total** (add lines 1a, b, and c)	1d	4,981,579.
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	4,981,579.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	74,724.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,906,855.
6	**Minimum investment return** Enter 5% of line 5	6	245,343.

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	245,343.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	2,034.		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	2,034.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	243,309.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	243,309.
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	243,309.

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	352,973.
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	352,973.
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	2,034.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	350,939.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7					243,309.
2 Undistributed income, if any, as of the end of 2010					
a Enter amount for 2009 only				0.	
b Total for prior years: ______ , ______ , ______			0.		
3 Excess distributions carryover, if any, to 2010:					
a From 2005					
b From 2006					
c From 2007					
d From 2008	60,582.				
e From 2009	206,673.				
f **Total** of lines 3a through e		267,255.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $	352,973.				
a Applied to 2009, 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 2010 distributable amount					243,309.
e Remaining amount distributed out of corpus		109,664.			
5 Excess distributions carryover applied to 2010 (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		376,919.			
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 2009. Subtract line 4a from line 2a. Taxable amount - see instr.				0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011					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 2005 not applied on line 5 or line 7		0.			
9 **Excess distributions carryover to 2011** Subtract lines 7 and 8 from line 6a		376,919.			
10 Analysis of line 9:					
a Excess from 2006					
b Excess from 2007					
c Excess from 2008	60,582.				
d Excess from 2009	206,673.				
e Excess from 2010	109,664.				

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 2010, 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) 2010	(b) 2009	(c) 2008	(d) 2007	(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	350,208.
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	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(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	156,125.	
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	91,597.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a FEDERAL TAX REFUND					3,100.
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		247,722.	3,100.

13 Total Add line 12, columns (b), (d), and (e) 13 250,822.

(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 — Date 8/3/11 — Title PRESIDENT

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
MARK R TOPOLSKI	Mark Topolski CPA	7/29/11		

Firm's name ▶ HERTZBACH & COMPANY, P.A. — Firm's EIN ▶

Firm's address ▶ 800 RED BROOK BLVD, SUITE 300
OWINGS MILLS, MD 21117 — Phone no. 410-363-3200

Form **990-PF** (2010)

023622
04-26-11

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 **2010**

Name of the organization GORDON CROFT FOUNDATION, INC.	**Employer identification number** 52-1682796

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	Employer identification number
GORDON CROFT FOUNDATION, INC.	52-1682796

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	GORDON CROFT	$ 126,889.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
2	JANE CROFT	$ 11,688.	Person [X] 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)
		$	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	Employer identification number
GORDON CROFT FOUNDATION, INC.	52-1682796

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
		$	

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

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

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

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

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

Name of organization	Employer identification number
GORDON CROFT FOUNDATION, INC.	52-1682796

Part III **Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than $1,000 for the year.** Complete columns **(a)** through **(e)** and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **$1,000 or less** for the year. (Enter this information once See instructions.) ▶ $

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CROFT SMALL CAP LP	6,583.	0.	6,583.
CROFT-LEOMINSTER INTERNATIONAL LP	8,785.	0.	8,785.
STATE STREET BANK AND TRUST	120,521.	3,384.	117,137.
STATE STREET BANK AND TRUST	23,620.	0.	23,620.
TOTAL TO FM 990-PF, PART I, LN 4	159,509.	3,384.	156,125.

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
478,532.	429,142.	0.	0.	49,390.

(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
-199.	0.	0.	0.	-199.

(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
-827.	0.	0.	0.	-827.

(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
11,195.	0.	0.	0.	11,195.

(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
28,654.	0.	0.	0.	28,654.

NET GAIN OR LOSS FROM SALE OF ASSETS	88,213.
CAPITAL GAINS DIVIDENDS FROM PART IV	3,384.
TOTAL TO FORM 990-PF, PART I, LINE 6A	91,597.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
FEDERAL TAX REFUND	3,100.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	3,100.	0.	

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	905.	452.		453.
TO FORM 990-PF, PG 1, LN 16B	905.	452.		453.

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	416.	416.		0.
TO FORM 990-PF, PG 1, LN 18	416.	416.		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	3,071.	1,535.		766.
OTHER DEDUCTIONS - K-1'S	6,183.	3,092.		1,546.
TO FORM 990-PF, PG 1, LN 23	9,254.	4,627.		2,312.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 7

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U.S. TSY NTS	X		60,253.	60,063.
TOTAL U.S. GOVERNMENT OBLIGATIONS			60,253.	60,063.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			60,253.	60,063.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
T ROWE PRICE ASSOCIATES	594,401.	2,889,585.
CORPORATE STOCKS	957,952.	1,039,100.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,552,353.	3,928,685.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE FOREIGN ASSETS	470,345.	635,562.
CORPORATE BONDS	41,369.	44,063.
TOTAL TO FORM 990-PF, PART II, LINE 10C	511,714.	679,625.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS IN PARTNERSHIPS	FMV	701,652.	701,652.
TOTAL TO FORM 990-PF, PART II, LINE 13		701,652.	701,652.

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.
ALZHEIMER'S ASSOCIATION 1850 YORK ROAD, SUITE D TIMONIUM, MD 21093-5122	NONE PAYMENTS FOR RESEARCH AND DEVELOPMENT	501 (C)(3) PUBLIC CHARITY	100.
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.
CHILDHOOD APRAXIA OF SPEECH ASSOCIATION 1151 FREEPORT ROAD, SUITE 243 PITTSBURGH, PA 15238	NONE PAYMENTS FOR COMMUNITY IMPROVEMENTS	501 (C)(3) PUBLIC CHARITY	800.
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	1,800.

CIVISTA HEALTH FOUNDATION 701 EAST CHARLES STREET LA PLATA, MD 20646	NONE PAYMENTS FOR COMMUNITY IMPROVEMENTS	501 (C)(3) PUBLIC CHARITY	945.
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	900.
COMMUNITY FOUNDATION OF CHARLES COUNTY 3055 OLD WASHING TON ROAD WALDORF, MD 20601	NONE PAYMENTS FOR COMMUNITY IMPROVEMENTS	501 (C)(3) PUBLIC CHARITY	300.
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	1,000.
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	1,000.
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	6,200.
JOHN HOPKINS MEDICINE/FORTUIN 901 SOUTH BOND STREET, SUITE 550 BALTIMORE, MD 21231	NONE PAYMENTS FOR RESEARCH AND DEVELOPMENT	501 (C)(3) PUBLIC CHARITY	200.
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 UNITED METHODIST CHURCH P.O. BOX 2824 LA PLATA, MD 20646	NONE PAYMENTS FOR COMMUNITY IMPROVEMENTS	501 (C)(3) PUBLIC CHARITY	100.

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.
MARYLAND HISTORICAL SOCIETY 201 WEST MONUMENT STREET BALTIMORE, MD 21201	NONE PAYMENTS FOR COMMUNITY IMPROVEMENTS	501 (C)(3) PUBLIC CHARITY	200.
MARYLAND MENTORING PARTNERSHIP 517 NORTH CHARLES STREET, SUITE 200 BALTIMORE, MD 21201	NONE PAYMENTS FOR COMMUNITY IMPROVEMENTS	501 (C)(3) PUBLIC CHARITY	250.
MARYLAND ZOO IN BALTIMORE 2570 DRUID HILL AVE BALTIMORE, MD 21217	NONE PAYMENTS FOR COMMUNITY IMPROVEMENTS	501 (C)(3) PUBLIC CHARITY	300.
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 EDUCATION	501 (C)(3) PUBLIC CHARITY	3,495.
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	2,500.
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	1,400.

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	150.
ROLAND PARK COUNTRY SCHOOL 5204 ROLAND AVE BALTIMORE, MD 21210	NONE PAYMENTS FOR EDUCATION	501 (C)(3) PUBLIC CHARITY	1,000.
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	100.
ST. PAUL'S SCHOOL 11152 FALLS ROAD PO BOX 8100 BROOKLANDVILLE, MD 21220	NONE PAYMENTS FOR EDUCATION	501 (C)(3) PUBLIC CHARITY	35,000.
TENTH DISTRICT VOLUNTEER FIRE DEPARTMENT PO BOX 522 MARBURY, MD 20658	NONE PAYMENTS FOR COMMUNITY IMPROVEMENTS	501 (C)(3) PUBLIC CHARITY	75.

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.
WASHINGTON & LEE GENERAL'S CLUB ROUTE 11 SOUTH LEXINGTON, VA 24450	NONE PAYMENTS FOR COMMUNITY IMPROVEMENTS	501 (C)(3) PUBLIC CHARITY	700.
WBAL RADIO KIDS CAMPAIGN 3800 HOOPER AVE BALTIMORE, MD 21211	NONE PAYMENTS FOR COMMUNITY IMPROVEMENTS	501 (C)(3) PUBLIC CHARITY	300.
WILDFOWL TRUST OF NORTH AMERICA INC 600 DISCOVERY LANE GRASONVILLE, MD 21638	NONE PAYMENTS FOR COMMUNITY IMPROVEMENTS	501 (C)(3) PUBLIC CHARITY	200.
AUTISM RELIEF FOUNDATION, INC. 269 PENINSULA FARM ROAD SUITE D ARNOLD, MD 21012	NONE PAYMENTS FOR RESEARCH AND DEVELOPMENT	501 (C)(3) PUBLIC CHARITY	50.
BALTIMORE CITY PAL 242 WEST 29TH ST BALTIMORE, MD 21211	NONE PAYMENTS FOR COMMUNITY IMPROVEMENTS	501 (C)(3) PUBLIC CHARITY	500.
GILMAN SCHOOL, BALTIMORE INDEPENDENT SCHOOL LEARNING CAMP 5407 ROLAND AVENUE BALTIMORE, MD 21210	NONE PAYMENTS FOR EDUCATION	501 (C)(3) PUBLIC CHARITY	300.
CHARLES COUNTY HOSPICE 105 LEGRANGE AVENUE PO BOX 1703 LA PLATA, MD 20646	NONE PAYMENTS FOR COMMUNITY IMPROVEMENTS	501 (C)(3) PUBLIC CHARITY	300.
CRISTO REY JESUIT HIGH SCHOOL 420 SOUTH CHESTER ST BALTIMORE, MD 21231	NONE PAYMENTS FOR EDUCATION	501 (C)(3) PUBLIC CHARITY	15,225.

GENERAL SMALLWOOD MIDDLE SCHOOL 4990 INDIAN HEAD HIGHWAY INDIAN HEAD, MD 20640	NONE PAYMENTS FOR EDUCATION	501 (C)(3) PUBLIC CHARITY	2,947.
FOLDS OF HONOR FOUNDATION 5800 N PATRIOT DRIVE OWASSO, OK 74055	NONE PAYMENTS FOR EDUCATION	501 (C)(3) PUBLIC CHARITY	500.
QUEEN OF PEACE CLUSTER SCHOOLS 1010 SOMERSET STREET BALTIMORE, MD 21202	NONE PAYMENTS FOR EDUCATION	501 (C)(3) PUBLIC CHARITY	1,000.
REHOBOTH BEACH MUSEUM 511 REHOBOTH AVENUE REHOBOTH BEACH, DE 19971	NONE PAYMENTS FOR COMMUNITY IMPROVEMENTS	501 (C)(3) PUBLIC CHARITY	600.
ST. IGNATIUS LOYOLA ACADEMY 740 NORTH CALVERT STREET BALTIMORE, MD 21202	NONE PAYMENTS FOR EDUCATION	501 (C)(3) PUBLIC CHARITY	115.
ST. JOSEPH'S FOUNDATION 7601 OSLER DRIVE TOWSON, MD 21204	NONE PAYMENTS FOR COMMUNITY IMPROVEMENTS	501 (C)(3) PUBLIC CHARITY	100.
DR. THOMAS L. HIDGON ELEMENTARY SCHOOL 12872 ROCK POINT ROAD NEWBURG, MD 20664	NONE PAYMENTS FOR EDUCATION	501 (C)(3) PUBLIC CHARITY	9,535.
SOUTH DORCESTER SCHOOL K-8 3485 GOLDEN HILL ROAD CHURCH CREEK, MD 21622	NONE PAYMENTS FOR EDUCATION	501 (C)(3) PUBLIC CHARITY	1,790.
WALTER J. MITCHELL ELEMENTARY SCHOOL 400 WILLOW LANE LA PLATA, MD 20646	NONE PAYMENTS FOR EDUCATION	501 (C)(3) PUBLIC CHARITY	431.
THE CHAPEL-WESTMINSTER PARK P.O. BOX 624 THOUSAND ISLAND PARK, NY 13692	NONE PAYMENTS FOR COMMUNITY IMPROVEMENTS	501 (C)(3) PUBLIC CHARITY	150.

WINCHESTER HIGH SCHOOL 11 PRESIDENTIAL WAY WOBURN, MA 01801	NONE PAYMENTS FOR EDUCATION	501 (C)(3) PUBLIC CHARITY	100.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			350,208.

STATE STREET.

Account Holdings
As of December 31, 2010
[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
Cash and Equivalents								
Income	Cash In Transit		<5,533>		<5533>			
	CASH BALANCE		0.00		$0.00			
Principal								
	CASH BALANCE		0.00		$0.00			
500,907.880	SSGA INST LIQUID RESERVES INST CL	CM1SSIXX0	500,907.88	1.000	500,907.88	9.69	901.63	0.18
Total Cash and Equivalents			495,374.88		495,374.88	9.69%	$901.63	
Government and Agency Issues								
60,000.000	US TSY NTS 0.875% 2/28/11	912828KE9	$60,253.13	100.105	$60,063.00	1.16%	$525.00	0.87%
Total Government and Agency Issues			$60,253.13		$60,063.00	1.16%	$525.00	
Corporate Bonds								
250,000.000	ABITIBI CONSOLIDATE 7.4% 4/01/18	003ESCAB6	41,386.98	17.625 Price as of 12/30/10	$44,062.50	0.85%		
Total Corporate Bonds			41,386.98		$44,062.50	0.85%	$0.00	
Equities								
807.000	AETNA INC	00817Y108	$34,026.03	30.510	$24,621.57	0.48%	$92.28	0.13%
719.000	ALBEMARLE CORP	012653101	28,700.12	55.780	40,105.82	0.78	402.64	1.00
411.000	ALLEGHENY TECHNOLOGIES INC	01741R102	27,655.04	55.180	22,678.98	0.44	295.92	1.30
942.000	BANK OF AMERICA CORP	060505104	40,334.09	13.340	12,566.28	0.24	37.68	0.30
2,500.000	CITIGROUP INC	172967101	10,081.00	4.730	11,825.00	0.23		
4,583.000	COLLECTIVE BRANDS INC	19421W100	101,166.53	21.100	96,701.30	1.87		
1,099.000	CORNING INC	219350105	23,658.39	19.320	21,232.68	0.41	219.80	1.03
936.000	DEERE & CO	244199105	38,493.26	83.050	77,734.80	1.50	1,310.40	1.69
836.000	DU PONT E I DE NEMOURS & CO	263534109	37,440.51	49.880	41,699.68	0.81	1,371.04	3.29
300.000	FLOWSERVE CORP	34354P105	17,473.74	119.220	35,766.00	0.69	348.00	0.97
1,235.000	FREEPORT-MCMORAN COPPER & GOLD	35671D857	92,552.93	120.090	148,311.15	2.87	2,470.00	1.66
771.000	GENERAL CABLE CORP	369300108	47,042.52	35.090	27,054.39	0.52		
389.000	MERCK & CO INC	58933Y105	8,978.39	36.040	14,019.56	0.27	591.28	4.22
307.000	METLIFE INC	59156R108	13,072 06	44.440	13,643.08	0.26	227.18	1.66
586.000	NORFOLK SOUTHERN CORP	655844108	20,075.25	62.820	36,812.52	0.71	843.84	2.29
1,141.000	PLUM CREEK TIMBER CO INC	729251108	49,997.13	37.450	42,730.45	0.83	1,916.88	4.49
44,772.000	T ROWE PRICE GROUP INC	74144T108	594,400.61	64.540	2,889,584.88	55.90	48,353.76	1.67
400.000	PRUDENTIAL FINANCIAL INC	744320102	12,174.84	58.710	23,484.00	0.45	460.00	1.96
2,469.000	SOUTHWESTERN ENERGY	845467109	58,318.70	37.430	92,414.67	1.79		
715.000	UNITED TECHNOLOGIES CORP	913017109	46,927.45	78.720	56,284.80	1.09	1,215.50	2.16
7,600.000	WEYERHAEUSER CO	962166104	227,732.75	18.930	143,868.00	2.78	1,520.00	1.06
2,247.000	WILLIAMS COS INC	969457100	22,051.83	24.720	55,545.84	1.07	1,123.50	2.02
Total Equities			$1,552,353.17		$3,928,685.45	75.99%	$62,739.70	

STATE STREET.

Account Holdings
As of December 31, 2010
[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
Foreign Assets								
3,792.000	INVESCO LTD	G491BT108	$64,898.97	24.060	$91,235.52	1.76%	$1,688.48	1.83%
1,001.000	ACE LTD	H0023R105	38,394.11	62.250	62,312.25	1.21	1,321.32	2.12
2,022.000	FOSTER WHEELER AG	H27178104	45,521.19	34.520	69,799.44	1.35		
1,296.000	QIAGEN NV	N72482107	16,148.16	19.550	25,336.80	0.49		
1,516.000	ABB LTD ADR	000375204	37,275.29	22.450	34,034.20	0.66	718.58	2.11
1,987.000	ABITIBIBOWATER INC	003687209	43,881.02	23.670	47,032.29	0.91		
20,000.000	LYNAS CORP LTD	612117903	11,456.90	2.111	42,232.07	0.82	[illegible]	
972.000	NEXEN INC	65334H102	29,271.25	22.900	22,258.80	0.43	190.51	0.86
4,619.000	PETROBANK ENERGY & RESOURCES LTD	71645P106	48,403.53	25.411	117,375.28	2.27		
3,000.000	QUADRA FNX MINING LTD	74733X106	46,904.40	16.857	50,571.00	0.98		
1,536.000	ULTRA PETROLEUM CORP	903914109	88,392.23	47.770	73,374.72	1.43		
Total Foreign Assets			$470,345.05		$635,562.35	12.31%	$3,898.89	
Total Account Holdings			#2,559,460.08		$5,169,281.18	100.00%	$68,065.22	

Form **8868**
(Rev. January 2011)
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.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits*

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

Type or print	Name of exempt organization GORDON CROFT FOUNDATION, INC.	**Employer identification number** 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	

Enter the Return code for the return that this application is for (file a separate application for each return) [0|4]

Application Is For	**Return Code**	**Application Is For**	**Return Code**
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- 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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2011 , to file the exempt organization return for the organization named above The extension is for the organization's return for:
▶ [X] calendar year 2010 or
▶ [ ] tax year beginning ______ , and ending ______ .

2 If the tax year entered in line 1 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	$ 3,349.
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	3b	$ 349.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	$ 3,000.

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

LHA **For Paperwork Reduction Act Notice, see Instructions.** Form **8868** (Rev 1-2011)

023841
01-03-11

15380706 795281 521682796 2010.03060 GORDON CROFT FOUNDATION, IN 52168271

Form **8868**
(Rev. January 2011)
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.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits*.

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

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	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- 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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2011 , to file the exempt organization return for the organization named above The extension is for the organization's return for
▶ [X] calendar year 2010 or
▶ [ ] tax year beginning ______, and ending ______

2 If the tax year entered in line 1 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	$ 3,349.
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.	3b	$ 349.
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$ 3,000.

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.

023841
01-03-11

16310510 795281 521682796 2010.03050 GORDON CROFT FOUNDATION, IN 52168271