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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 01-01-2010 , and ending 12-31-2010

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

Name of foundation
FANCY HILL FOUNDATION

A Employer identification number
52-2284314

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
901 SOUTH BOND STREET

B Telephone number (see page 10 of the instructions)
(410) 537-5404

City or town, state, and ZIP code
BALTIMORE, MD 21231

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 ☑ 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)* ▶$ 4,669,661

J Accounting method ☐ Cash ☐ 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))

		Line	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	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	55,821	55,821		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-77,574			
	b	Gross sales price for all assets on line 6a 1,592,367				
	7	Capital gain net income (from Part IV, line 2)		0		
	8	Net short-term capital gain			0	
	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)	572			
	12	**Total.** Add lines 1 through 11	-21,181	55,821		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages		0	0	0
	15	Pension plans, employee benefits		0	0	
	16a	Legal fees (attach schedule)				0
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)	12,382	12,382		0
	17	Interest				0
	18	Taxes (attach schedule) (see page 14 of the instructions)	1,660	1,660		0
	19	Depreciation (attach schedule) and depletion	0	0		
	20	Occupancy				
	21	Travel, conferences, and meetings		0	0	
	22	Printing and publications		0	0	
	23	Other expenses (attach schedule)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	14,042	14,042	0	0
	25	Contributions, gifts, grants paid	237,550			237,550
	26	**Total expenses and disbursements.** Add lines 24 and 25	251,592	14,042	0	237,550
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-272,773			
	b	**Net investment income** (if negative, enter -0-)		41,779		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets				
1	Cash—non-interest-bearing			
2	Savings and temporary cash investments	1,142,081	741,450	741,450
3	Accounts receivable ▶			
	Less allowance for doubtful accounts ▶		0	0
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 15 of the instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶ 0			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U S and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule)	2,616,882	2,743,362	3,566,118
c	Investments—corporate bonds (attach schedule)	350,000	351,413	362,093
11	Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)			0
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	4,108,963	3,836,225	4,669,661
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 ▶)			
23	**Total liabilities** (add lines 17 through 22)		0	
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☑ and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds	4,108,963	3,836,225	
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)	4,108,963	3,836,225	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	4,108,963	3,836,225	

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	4,108,963
2	Enter amount from Part I, line 27a	2	-272,773
3	Other increases not included in line 2 (itemize) ▶	3	35
4	Add lines 1, 2, and 3	4	3,836,225
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	3,836,225

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 Additional Data Table			
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	See Additional Data Table			
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	See Additional Data Table			
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	-77,574
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))
2009	277,465	3,879,306	0 071524
2008	250,167	4,603,324	0 054345
2007	279,167	5,164,621	0 054054
2006	250,000	4,741,724	0 052723
2005	237,500	4,906,243	0 048408

2	**Total** of line 1, column (d)	2	0 281054
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 056211
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	4,228,887
5	Multiply line 4 by line 3	5	237,709
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	418
7	Add lines 5 and 6	7	238,127
8	Enter qualifying distributions from Part XII, line 4	8	237,550

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 letter if necessary–see instructions)**		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	**1**	836
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**	836
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**	836
6	Credits/Payments		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 — **6a** 360		
b	Exempt foreign organizations—tax withheld at source — **6b**		
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**	360
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	**8**	0
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	**9**	476
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 2011 estimated tax** ▶ — **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**		No
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**		No
	*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**		No
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**		No
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**		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	**4a**		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	**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**		No
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**	Yes	
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**	Yes	
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**	Yes	
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 on page 27)? *If "Yes," complete Part XIV*	**9**		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	**10**		No

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 page 20 of the instructions)	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶

14 The books are in care of ▶ BROWN ADVISORY Telephone no ▶ (410) 537-5404

Located at ▶ 901 SOUTH BOND STREET BALTIMORE MD ZIP+4 ▶ 21231

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 |

			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		No

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	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		No
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 ▶ 20____ , 20____ , 20____ , 20____			
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		No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
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.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**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 (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
BENJAMIN H GRISWOLD IV 901 SOUTH BOND STREET BALTIMORE, MD 21231	TRUSTEE 0	0		
JACK S GRISWOLD 901 SOUTH BOND STREET BALTIMORE, MD 21231	TRUSTEE 0	0		
JACK S GRISWOLD JR 295 CENTRAL PARK WEST NEW YORK, NY 10024	TRUSTEE 0	0		
MICHAEL D HANKIN 901 SOUTH BOND STREET BALTIMORE, MD 21231	TRUSTEE 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 ▶ 0

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

3 Five highest-paid independent contractors for professional services (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 . . . ▶		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	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 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	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3 . . . ▶	

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	3,345,500
b	Average of monthly cash balances	1b	947,786
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	4,293,286
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	4,293,286
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	64,399
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,228,887
6	**Minimum investment return.** Enter 5% of line 5	6	211,444

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	211,444
2a	Tax on investment income for 2010 from Part VI, line 5 — 2a: 836		
b	Income tax for 2010 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	836
3	Distributable amount before adjustments Subtract line 2c from line 1	3	210,608
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	210,608
6	Deduction from distributable amount (see page 25 of the instructions)	6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	210,608

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	237,550
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	237,550
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	237,550

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7					210,608
2 Undistributed income, if any, as of the end of 2010					
a Enter amount for 2009 only.				0	
b Total for prior years 2008 , 20___ , 20___			0		
3 Excess distributions carryover, if any, to 2010					
a From 2005.	0				
b From 2006.	17,225				
c From 2007.	27,677				
d From 2008.	21,834				
e From 2009.	84,218				
f **Total** of lines 3a through e.		150,954			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 237,550					
a Applied to 2009, but not more than line 2a				0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)			0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .		0			
d Applied to 2010 distributable amount.					210,608
e Remaining amount distributed out of corpus		26,942			
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		177,896			
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 page 27 of the instructions . . .			0		
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				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) (see page 27 of the instructions)		0			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)		0			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a		177,896			
10 Analysis of line 9					
a Excess from 2006. . . .	17,225				
b Excess from 2007. . . .	27,677				
c Excess from 2008. . . .	21,834				
d Excess from 2009. . . .	84,218				
e Excess from 2010. . . .	26,942				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a 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 organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2010	**(b)** 2009	**(c)** 2008	**(d)** 2007	
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 organization had $5,000 or more in assets at any time during the year—see page 27 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))

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

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

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 Additional Data Table				
Total . . . . ▶ **3a**				237,550
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	55,821	
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	-77,574	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a TAX REFUND				572	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				-21,181	

13 Total. Add line 12, columns (b), (d), and (e). . . . . **13** -21,181

(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 organization's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)

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)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No

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

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

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

******	2011-05-03	******
Signature of officer or trustee	Date	Title

Paid Preparer's Use Only

		Date	Check if self-employed ☐	PTIN
Preparer's Signature	BROWN INVESTMENT ADVISORY	2011-05-03		
Firm's name	BROWN INVESTMENT ADVISORY & TRUST		Firm's EIN	
Firm's address	901 SOUTH BOND STREET BALTIMORE, MD 21231		Phone no (410) 537-5484	

Additional Data

Software ID:
Software Version:
EIN: 52-2284314
Name: FANCY HILL FOUNDATION

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

	(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)
A	80 ALBERTO CULVER CO		2009-10-02	2010-09-27
B	146 ALBERTO CULVER CO		2009-03-17	2010-09-27
C	231 ALBERTO CULVER CO		2009-03-17	2010-10-05
D	120 ALBERTO CULVER CO		2009-02-26	2010-10-08
E	26 ALBERTO CULVER CO		2009-02-26	2010-10-08
F	144 ALBERTO CULVER CO		2009-02-26	2010-10-11
G	144 ALBERTO CULVER CO		2009-03-26	2010-10-13
H	207 ALBERTO CULVER CO		2009-04-27	2010-10-18
I	48 ALLERGAN INC		2010-03-02	2010-10-29
J	270 AMERICAN EXPRESS CO		2009-07-23	2010-02-16
K	145 AMERICAN EXPRESS CO		2009-07-23	2010-02-16
L	15 AMERICAN EXPRESS CO		2008-11-28	2010-02-16
M	50 AMERICAN EXPRESS CO		2008-11-28	2010-03-08
N	110 AMERICAN EXPRESS CO		2008-11-28	2010-05-19
O	57 AMETEK INC (NEW) COM		2007-05-16	2010-04-14
P	52 AMETEK INC (NEW) COM		2007-04-18	2010-04-14
Q	41 AMETEK INC (NEW) COM		2007-03-16	2010-04-15
R	29 AMETEK INC (NEW) COM		2007-03-29	2010-04-15
S	75 AMETEK INC (NEW) COM		2007-03-29	2010-04-16
T	64 AMETEK INC (NEW) COM		2007-03-15	2010-04-19
U	29 AMETEK INC (NEW) COM		2009-07-28	2010-04-20
V	11 AMETEK INC (NEW) COM		2007-03-15	2010-04-20
W	29 AMETEK INC (NEW) COM		2009-07-28	2010-04-20
X	56 AMETEK INC (NEW) COM		2009-07-28	2010-04-20
Y	120 AMETEK INC (NEW) COM		2009-07-31	2010-04-21
Z	60 AMETEK INC (NEW) COM		2008-12-03	2010-04-21
AA	10 APPLE COMPUTER INC		2008-10-17	2010-04-26
AB	165 ASSURANT INC		2009-10-13	2010-07-16
AC	115 ASSURANT INC		2009-10-13	2010-09-28
AD	65 ASSURANT INC		2009-04-29	2010-09-28

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

	(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)
AE	240 ASSURANT INC		2009-04-21	2010-10-04
AF	100 ASSURANT INC		2009-08-05	2010-10-15
AG	95 CANADIAN NATURAL RESOURCES LTD		2009-11-06	2010-07-22
AH	65 CANADIAN NATURAL RESOURCES LTD		2009-11-06	2010-07-28
AI	16 CANADIAN NATURAL RESOURCES LTD		2009-07-23	2010-07-28
AJ	89 CANADIAN NATURAL RESOURCES LTD		2009-07-23	2010-07-29
AK	85 CANADIAN NATURAL RESOURCES LTD		2010-10-27	2010-12-22
AL	5 CANADIAN NATURAL RESOURCES LTD		2009-07-23	2010-12-22
AM	137 CANADIAN NATURAL RESOURCES LTD		2010-10-29	2010-12-31
AN	40 CHUBB CORP		2010-01-27	2010-10-25
AO	65 CHUBB CORP		2009-01-07	2010-10-25
AP	62 CISCO SYSTEMS		2008-02-07	2010-02-16
AQ	63 CITRIX SYSTEMS INC		2008-06-16	2010-01-28
AR	49 CITRIX SYSTEMS INC		2008-06-16	2010-08-05
AS	69 CITRIX SYSTEMS INC		2008-06-26	2010-09-03
AT	28 CITRIX SYSTEMS INC		2008-06-26	2010-10-19
AU	60 COACH INC		2010-01-20	2010-06-03
AV	48 COACH INC		2010-01-20	2010-12-06
AW	3 COACH INC		2008-04-02	2010-12-06
AX	51 COACH INC		2008-04-02	2010-12-07
AY	70 COGNIZANT TECH SOLUTIONS CRP COM		2008-10-21	2010-03-29
AZ	41 COGNIZANT TECH SOLUTIONS CRP COM		2010-06-02	2010-08-05
BA	18 COGNIZANT TECH SOLUTIONS CRP COM		2010-06-02	2010-10-20
BB	17 COGNIZANT TECH SOLUTIONS CRP COM		2008-10-21	2010-10-20
BC	44 COGNIZANT TECH SOLUTIONS CRP COM		2008-10-30	2010-10-29
BD	42 COSTCO WHOLESALE CORPORATION		2009-05-29	2010-02-16
BE	37 COSTCO WHOLESALE CORPORATION		2009-05-29	2010-12-06
BF	37 COSTCO WHOLESALE CORPORATION		2009-05-29	2010-12-07
BG	135 DARDEN RESTAURANTS INC		2009-11-18	2010-04-15
BH	145 DARDEN RESTAURANTS INC		2009-11-18	2010-04-22

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
BI	70 DARDEN RESTAURANTS INC		2009-11-18	2010-05-14
BJ	215 DARDEN RESTAURANTS INC		2009-11-19	2010-05-19
BK	65 DAVITA INC		2010-01-11	2010-09-03
BL	35 DEERE & CO		2009-07-23	2010-01-29
BM	35 DEERE & CO		2009-07-23	2010-02-25
BN	55 DEERE & CO		2009-07-23	2010-03-03
BO	85 DEERE & CO		2009-07-29	2010-04-29
BP	35 DEERE & CO		2009-07-29	2010-06-03
BQ	30 DEERE & CO		2009-04-21	2010-06-03
BR	95 DEERE & CO		2009-04-21	2010-07-16
BS	45 DEERE & CO		2009-07-10	2010-07-28
BT	45 DEERE & CO		2009-07-10	2010-10-15
BU	160 DIAMOND OFFSHORE DRILLING		2009-07-23	2010-04-16
BV	310 DOVER CORP		2008-03-10	2010-01-27
BW	153 DOVER CORP		2008-03-10	2010-01-29
BX	92 DOVER CORP		2008-03-10	2010-01-29
BY	50 DOVER CORP		2008-09-29	2010-03-08
BZ	75 DOVER CORP		2009-07-23	2010-05-07
CA	75 DOVER CORP		2008-09-29	2010-05-07
CB	60 DOVER CORP		2009-07-23	2010-06-08
CC	95 DOVER CORP		2009-07-23	2010-10-15
CD	125 DOVER CORP		2009-07-23	2010-10-25
CE	70 E I DU PONT DE NEMOURS & CO		2006-06-13	2010-04-29
CF	90 E I DU PONT DE NEMOURS & CO		2006-06-13	2010-10-15
CG	130 E I DU PONT DE NEMOURS & CO		2006-06-13	2010-10-21
CH	65 EATON CORP		2008-11-24	2010-02-04
CI	55 EATON CORP		2008-11-24	2010-04-15
CJ	40 EATON CORP		2008-12-12	2010-06-08
CK	60 EATON CORP		2008-12-18	2010-09-22
CL	155 EATON CORP		2009-03-06	2010-09-30

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

	(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)
CM	755 EBAY INC		2009-10-23	2010-02-05
CN	80 EXXON MOBIL CORP		2009-09-11	2010-09-20
CO	60 EXXON MOBIL CORP		2010-01-07	2010-09-28
CP	150 EXXON MOBIL CORP		2009-09-04	2010-09-28
CQ	90 EXXON MOBIL CORP		2009-09-04	2010-10-26
CR	50 EXXON MOBIL CORP		2010-04-16	2010-10-27
CS	64 FMC TECHNOLOGIES INC		2010-05-10	2010-09-03
CT	45914 483 BROWN ADVISORY CORE INTERNATIONAL FUND INSTITUTIONAL SHARES		2008-12-11	2010-04-01
CU	140 HARRIS CORP		2009-09-21	2010-04-16
CV	140 HARRIS CORP		2009-07-23	2010-05-07
CW	140 HARRIS CORP		2009-07-23	2010-05-25
CX	1045 HARSCO CORP		2010-04-29	2010-07-29
CY	75 IDEXX LABORATORIES CORP		2008-09-11	2010-01-08
CZ	235 ILLINOIS TOOL WORKS		2009-07-23	2010-01-07
DA	140 ILLINOIS TOOL WORKS		2008-10-28	2010-01-07
DB	14 INTUITIVE SURGICAL INC		2009-02-09	2010-01-08
DC	7 INTUITIVE SURGICAL INC		2009-02-09	2010-02-04
DD	3 INTUITIVE SURGICAL INC		2009-01-08	2010-02-04
DE	8 INTUITIVE SURGICAL INC		2009-01-08	2010-04-15
DF	115 JACOBS ENGR GROUP INC		2009-12-07	2010-04-07
DG	50 JACOBS ENGR GROUP INC		2009-12-07	2010-04-29
DH	275 JACOBS ENGR GROUP INC		2009-12-08	2010-05-20
DI	105 JACOBS ENGR GROUP INC		2009-04-27	2010-11-18
DJ	42 JACOBS ENGR GROUP INC		2009-04-27	2010-11-18
DK	12 JACOBS ENGR GROUP INC		2009-04-27	2010-11-18
DL	54 JACOBS ENGR GROUP INC		2009-04-27	2010-11-19
DM	67 JACOBS ENGR GROUP INC		2009-05-04	2010-11-19
DN	1 JACOBS ENGR GROUP INC		2009-05-04	2010-11-19
DO	235 JACOBS ENGR GROUP INC		2009-11-18	2010-11-22
DP	69 JACOBS ENGR GROUP INC		2009-11-18	2010-11-22

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
DQ	133 JACOBS ENGR GROUP INC		2009-12-02	2010-11-23
DR	83 JACOBS ENGR GROUP INC		2009-11-18	2010-11-23
DS	80 JOHNSON & JOHNSON		2010-01-20	2010-05-25
DT	25 JOHNSON & JOHNSON		2006-06-13	2010-05-25
DU	50 JOHNSON & JOHNSON		2006-06-13	2010-06-22
DV	361 JOHNSON & JOHNSON		2009-09-25	2010-12-16
DW	1065 KRAFT FOODS INC		2009-07-23	2010-01-20
DX	490 LENDER PROCESSING SVCS INC		2010-04-30	2010-10-05
DY	465 LENDER PROCESSING SVCS INC		2010-07-29	2010-10-07
DZ	80 M & T BK CORP COM		2009-10-02	2010-03-03
EA	55 M & T BK CORP COM		2008-07-15	2010-03-03
EB	45 M & T BK CORP COM		2009-07-23	2010-03-08
EC	59 M & T BK CORP COM		2009-07-23	2010-05-19
ED	16 M & T BK CORP COM		2008-12-26	2010-05-19
EE	60 M & T BK CORP COM		2009-01-08	2010-05-28
EF	149 M & T BK CORP COM		2009-05-15	2010-06-03
EG	240 MERCK AND CO INC NEW		2010-04-16	2010-07-22
EH	30 MERCK AND CO INC NEW		2008-04-29	2010-07-22
EI	156 MICROS SYSTEMS INC		2007-06-18	2010-02-03
EJ	63 MICROS SYSTEMS INC		2007-06-18	2010-02-03
EK	117 MICROS SYSTEMS INC		2009-07-22	2010-02-04
EL	37 MICROS SYSTEMS INC		2008-10-30	2010-02-04
EM	46 MICROS SYSTEMS INC		2008-10-30	2010-02-04
EN	28 MICROS SYSTEMS INC		2008-10-30	2010-02-05
EO	14 MILLIPORE CORP		2007-06-04	2010-02-16
EP	13 MILLIPORE CORP		2007-06-04	2010-02-16
EQ	13 MILLIPORE CORP		2007-06-04	2010-02-16
ER	212 MILLIPORE CORP		2008-01-07	2010-02-22
ES	94 MILLIPORE CORP		2007-01-05	2010-02-22
ET	112 MILLIPORE CORP		2006-09-27	2010-03-01

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

	(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)
EU	209 NETAPP INC		2008-01-14	2010-05-27
EV	43 NETAPP INC		2008-06-26	2010-10-20
EW	72 NETAPP INC		2008-06-26	2010-11-12
EX	125 NORFOLK SOUTHERN CORP		2009-07-23	2010-04-22
EY	60 NORFOLK SOUTHERN CORP		2009-02-05	2010-04-22
EZ	170 NORFOLK SOUTHERN CORP		2009-02-05	2010-04-28
FA	65 NORFOLK SOUTHERN CORP		2009-04-03	2010-05-14
FB	215 NORFOLK SOUTHERN CORP		2009-05-29	2010-11-30
FC	100 OCEANEERING INTERNATIONAL INC		2010-10-26	2010-11-18
FD	40 OCEANEERING INTERNATIONAL INC		2010-10-26	2010-11-22
FE	75 OCEANEERING INTERNATIONAL INC		2010-10-26	2010-11-30
FF	100 OCEANEERING INTERNATIONAL INC		2010-06-03	2010-12-02
FG	170 OCEANEERING INTERNATIONAL INC		2010-06-03	2010-12-08
FH	8 PETSMART INC		2007-03-26	2010-03-08
FI	30 PETSMART INC		2007-03-26	2010-03-08
FJ	90 PETSMART INC		2007-03-26	2010-03-08
FK	62 PETSMART INC		2006-06-12	2010-03-08
FL	182 PETSMART INC		2006-06-12	2010-05-24
FM	174 PETSMART INC		2009-05-20	2010-05-24
FN	161 PETSMART INC		2009-10-09	2010-05-25
FO	280 PETSMART INC		2009-05-20	2010-05-25
FP	33 PETSMART INC		2008-01-14	2010-05-25
FQ	309 PETSMART INC		2009-05-21	2010-05-26
FR	65 PROCTER & GAMBLE CO		2008-07-01	2010-07-22
FS	10 PROCTER & GAMBLE CO		2010-01-27	2010-07-28
FT	35 PROCTER & GAMBLE CO		2008-06-27	2010-07-28
FU	80 PROCTER & GAMBLE CO		2010-01-27	2010-10-25
FV	215 PROCTER & GAMBLE CO		2009-07-23	2010-10-25
FW	55 QUALCOMM CORP		2010-04-16	2010-12-30
FX	40 SALESFORCE COM INC		2009-03-11	2010-04-26

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

	(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)
FY	51 SALESFORCE COM INC		2009-03-11	2010-05-10
FZ	23 SALESFORCE COM INC		2009-02-10	2010-08-23
GA	16 SALESFORCE COM INC		2009-02-10	2010-10-19
GB	71 SALESFORCE COM INC		2009-02-10	2010-11-30
GC	38 SCHLUMBERGER LTD		2008-09-29	2010-05-10
GD	47 SCHLUMBERGER LTD		2010-09-03	2010-10-29
GE	60 SCHLUMBERGER LTD		2010-09-03	2010-12-31
GF	80 SHERWIN WILLIAMS CO		2009-10-23	2010-05-07
GG	65 SHERWIN WILLIAMS CO		2009-10-23	2010-05-14
GH	50 SHERWIN WILLIAMS CO		2009-07-23	2010-05-21
GI	115 SHERWIN WILLIAMS CO		2009-03-19	2010-05-21
GJ	140 SNAP-ON INC		2009-10-30	2010-04-20
GK	30 SNAP-ON INC		2009-10-30	2010-09-28
GL	105 SNAP-ON INC		2009-07-29	2010-09-28
GM	43 SNAP-ON INC		2009-07-23	2010-10-04
GN	42 SNAP-ON INC		2009-07-23	2010-10-05
GO	85 SNAP-ON INC		2009-07-23	2010-10-27
GP	70 SNAP-ON INC		2009-07-23	2010-11-09
GQ	55 SNAP-ON INC		2009-07-23	2010-12-17
GR	60 SNAP-ON INC		2009-07-23	2010-12-22
GS	145 STAPLES INC		2009-09-11	2010-03-04
GT	245 STAPLES INC		2009-09-11	2010-06-22
GU	310 STAPLES INC		2008-03-10	2010-06-22
GV	107 STERICYCLE INC		2010-03-02	2010-09-03
GW	1150 SYMANTEC CORP		2010-05-14	2010-06-30
GX	555 SYMANTEC CORP		2008-10-08	2010-06-30
GY	105 SYSCO CORP		2009-02-19	2010-04-15
GZ	330 SYSCO CORP		2009-07-23	2010-04-16
HA	120 SYSCO CORP		2009-04-03	2010-04-16
HB	345 TIDEWATER INC		2009-10-16	2010-08-27

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

	(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)
HC	150 TIDEWATER INC		2009-09-21	2010-10-20
HD	93 TRIMBLE NAV LTD		2008-01-07	2010-02-16
HE	67 TRIMBLE NAV LTD		2008-01-14	2010-05-10
HF	54 TRIMBLE NAV LTD		2008-01-14	2010-05-10
HG	34 TRIMBLE NAV LTD		2008-01-14	2010-07-13
HH	38 TRIMBLE NAV LTD		2008-01-14	2010-07-14
HI	31 TRIMBLE NAV LTD		2008-01-14	2010-07-15
HJ	39 TRIMBLE NAV LTD		2008-02-07	2010-07-16
HK	36 TRIMBLE NAV LTD		2008-02-07	2010-07-19
HL	35 TRIMBLE NAV LTD		2008-02-07	2010-07-20
HM	71 TRIMBLE NAV LTD		2008-01-22	2010-07-21
HN	55 TRIMBLE NAV LTD		2008-01-22	2010-07-22
HO	84 TRIMBLE NAV LTD		2008-10-22	2010-07-29
HP	75 URBAN OUTFITTERS INC		2010-05-26	2010-12-06
HQ	76 URBAN OUTFITTERS INC		2010-05-26	2010-12-07
HR	4000 VANGUARD FTSE ALL WORLD EX U		2010-04-01	2010-06-11
HS	60 WATERS CORP		2009-07-23	2010-11-11
HT	35 WATERS CORP		2009-07-23	2010-11-22
HU	103 WATERS CORP		2008-12-12	2010-11-26
HV	55 ACCENTURE PLC CL A		2009-12-31	2010-03-29
HW	35 ACCENTURE PLC CL A		2007-11-20	2010-03-29
HX	229 ACCENTURE PLC CL A		2007-12-07	2010-06-02
HY	155 ACCENTURE PLC CL A		2009-07-23	2010-09-28
HZ	105 ACE LTD		2009-08-27	2010-10-25
IA	210 TRANSOCEAN LTD		2010-01-20	2010-05-25
IB	95 TRANSOCEAN LTD		2010-04-16	2010-05-26
IC	305 TRANSOCEAN LTD		2010-04-30	2010-06-30

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
A	3,007		2,206	801
B	5,488		3,421	2,067
C	8,664		5,181	3,483
D	4,515		2,654	1,861
E	979		575	404
F	5,399		3,184	2,215
G	5,416		3,156	2,260
H	7,773		4,472	3,301
I	3,450		2,896	554
J	10,520		7,886	2,634
K	5,652		4,235	1,417
L	585		344	241
M	1,980		1,145	835
N	4,356		2,414	1,942
O	2,420		2,032	388
P	2,207		1,807	400
Q	1,735		1,415	320
R	1,228		1,000	228
S	3,142		2,581	561
T	2,655		2,199	456
U	1,210		961	249
V	459		376	83
W	1,213		961	252
X	2,342		1,855	487
Y	5,043		3,925	1,118
Z	2,522		1,954	568
AA	2,691		998	1,693
AB	6,053		5,140	913
AC	4,626		3,567	1,059
AD	2,615		1,799	816

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

	(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)
AE	9,688		6,537	3,151
AF	4,086		2,588	1,498
AG	3,339		3,095	244
AH	2,279		2,118	161
AI	561		463	98
AJ	3,131		2,575	556
AK	3,717		2,981	736
AL	219		145	74
AM	6,092		4,960	1,132
AN	2,333		1,984	349
AO	3,792		3,127	665
AP	1,481		1,467	14
AQ	2,672		2,102	570
AR	2,815		1,634	1,181
AS	4,285		2,161	2,124
AT	1,595		853	742
AU	2,510		2,135	375
AV	2,678		1,708	970
AW	167		96	71
AX	2,872		1,634	1,238
AY	3,578		1,382	2,196
AZ	2,491		2,038	453
BA	1,191		895	296
BB	1,125		336	789
BC	2,898		859	2,039
BD	2,503		2,017	486
BE	2,553		1,777	776
BF	2,574		1,777	797
BG	6,367		4,382	1,985
BH	6,981		4,706	2,275

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
BI	3,028		2,272	756
BJ	9,341		6,905	2,436
BK	4,169		3,965	204
BL	1,745		1,459	286
BM	1,973		1,459	514
BN	3,239		2,293	946
BO	5,136		3,519	1,617
BP	2,077		1,442	635
BQ	1,780		1,120	660
BR	5,781		3,545	2,236
BS	2,894		1,626	1,268
BT	3,418		1,599	1,819
BU	13,888		14,290	-402
BV	13,100		13,020	80
BW	6,569		6,115	454
BX	3,954		3,568	386
BY	2,331		1,913	418
BZ	3,636		2,686	950
CA	3,636		2,869	767
CB	2,490		2,149	341
CC	5,123		3,402	1,721
CD	6,700		4,476	2,224
CE	2,825		2,812	13
CF	4,176		3,616	560
CG	6,105		5,223	882
CH	4,033		2,884	1,149
CI	4,429		2,440	1,989
CJ	2,664		1,764	900
CK	4,862		2,638	2,224
CL	12,823		5,975	6,848

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

	(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)
CM	16,972		15,309	1,663
CN	4,927		5,657	-730
CO	3,678		4,200	-522
CP	9,194		10,311	-1,117
CQ	5,963		6,187	-224
CR	3,266		3,426	-160
CS	4,262		4,108	154
CT	289,720		541,423	-251,703
CU	6,898		5,040	1,858
CV	6,609		4,469	2,140
CW	6,354		4,463	1,891
CX	23,752		33,716	-9,964
CY	4,198		4,205	-7
CZ	11,340		9,597	1,743
DA	6,755		4,711	2,044
DB	4,324		1,593	2,731
DC	2,273		796	1,477
DD	974		317	657
DE	3,115		845	2,270
DF	5,190		4,011	1,179
DG	2,476		1,744	732
DH	11,300		9,493	1,807
DI	4,291		4,838	-547
DJ	1,736		1,935	-199
DK	497		553	-56
DL	2,174		2,488	-314
DM	2,697		2,861	-164
DN	41		41	
DO	9,257		9,489	-232
DP	2,699		2,693	6

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

	(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)
DQ	5,156		4,698	458
DR	3,218		3,239	-21
DS	4,751		5,264	-513
DT	1,485		1,537	-52
DU	2,997		3,073	-76
DV	22,463		21,948	515
DW	30,465		27,043	3,422
DX	13,435		19,599	-6,164
DY	12,827		16,308	-3,481
DZ	6,163		4,616	1,547
EA	4,237		3,242	995
EB	3,542		2,529	1,013
EC	4,931		3,316	1,615
ED	1,337		895	442
EE	4,808		3,258	1,550
EF	11,715		6,871	4,844
EG	8,466		8,652	-186
EH	1,058		1,125	-67
EI	4,540		4,151	389
EJ	1,841		1,674	167
EK	3,230		3,102	128
EL	1,021		890	131
EM	1,286		837	449
EN	748		509	239
EO	967		1,051	-84
EP	898		976	-78
EQ	894		976	-82
ER	19,675		15,314	4,361
ES	8,052		6,017	2,035
ET	11,723		6,819	4,904

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

	(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)
EU	7,931		5,004	2,927
EV	2,243		1,009	1,234
EW	3,905		1,605	2,300
EX	7,507		5,605	1,902
EY	3,603		2,372	1,231
EZ	10,066		6,546	3,520
FA	3,774		2,465	1,309
FB	12,980		7,814	5,166
FC	6,977		5,506	1,471
FD	2,847		2,202	645
FE	5,242		4,129	1,113
FF	7,316		4,340	2,976
FG	12,623		7,335	5,288
FH	238		260	-22
FI	888		977	-89
FJ	2,692		2,813	-121
FK	1,836		1,616	220
FL	5,809		4,744	1,065
FM	5,587		4,278	1,309
FN	4,980		3,600	1,380
FO	8,661		6,063	2,598
FP	1,018		691	327
FQ	9,616		6,124	3,492
FR	3,993		3,975	18
FS	628		602	26
FT	2,199		2,139	60
FU	5,092		4,819	273
FV	13,684		11,108	2,576
FW	2,731		2,344	387
FX	3,545		1,331	2,214

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

	(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)
FY	4,320		1,641	2,679
FZ	2,580		638	1,942
GA	1,671		444	1,227
GB	10,038		1,968	8,070
GC	2,510		2,838	-328
GD	3,260		2,697	563
GE	5,005		3,443	1,562
GF	6,106		4,687	1,419
GG	5,023		3,762	1,261
GH	3,760		2,814	946
GI	8,649		5,085	3,564
GJ	6,767		5,308	1,459
GK	1,382		1,103	279
GL	4,838		3,416	1,422
GM	1,992		1,397	595
GN	1,963		1,365	598
GO	4,218		2,762	1,456
GP	3,644		2,275	1,369
GQ	3,149		1,787	1,362
GR	3,442		1,934	1,508
GS	3,322		3,245	77
GT	5,256		5,371	-115
GU	6,651		6,570	81
GV	7,141		5,977	1,164
GW	16,145		18,737	-2,592
GX	7,792		8,584	-792
GY	3,125		2,452	673
GZ	9,758		7,522	2,236
HA	3,548		2,766	782
HB	14,040		16,145	-2,105

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

	(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)
HC	6,879		6,918	-39
HD	2,303		2,539	-236
HE	2,000		1,822	178
HF	1,596		1,461	135
HG	1,004		920	84
HH	1,129		1,028	101
HI	913		839	74
HJ	1,113		1,042	71
HK	1,018		947	71
HL	977		890	87
HM	2,020		1,776	244
HN	1,588		1,376	212
HO	2,386		2,037	349
HP	2,836		2,770	66
HQ	2,856		2,807	49
HR	156,731		181,208	-24,477
HS	4,605		3,131	1,474
HT	2,754		1,613	1,141
HU	8,035		3,957	4,078
HV	2,332		2,294	38
HW	1,484		1,252	232
HX	8,366		8,074	292
HY	6,462		5,356	1,106
HZ	6,365		5,482	883
IA	11,674		19,218	-7,544
IB	5,437		8,568	-3,131
IC	14,335		24,504	-10,169

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
A				801
B				2,067
C				3,483
D				1,861
E				404
F				2,215
G				2,260
H				3,301
I				554
J				2,634
K				1,417
L				241
M				835
N				1,942
O				388
P				400
Q				320
R				228
S				561
T				456
U				249
V				83
W				252
X				487
Y				1,118
Z				568
AA				1,693
AB				913
AC				1,059
AD				816

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
AE				3,151
AF				1,498
AG				244
AH				161
AI				98
AJ				556
AK				736
AL				74
AM				1,132
AN				349
AO				665
AP				14
AQ				570
AR				1,181
AS				2,124
AT				742
AU				375
AV				970
AW				71
AX				1,238
AY				2,196
AZ				453
BA				296
BB				789
BC				2,039
BD				486
BE				776
BF				797
BG				1,985
BH				2,275

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
BI				756
BJ				2,436
BK				204
BL				286
BM				514
BN				946
BO				1,617
BP				635
BQ				660
BR				2,236
BS				1,268
BT				1,819
BU				-402
BV				80
BW				454
BX				386
BY				418
BZ				950
CA				767
CB				341
CC				1,721
CD				2,224
CE				13
CF				560
CG				882
CH				1,149
CI				1,989
CJ				900
CK				2,224
CL				6,848

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
CM				1,663
CN				-730
CO				-522
CP				-1,117
CQ				-224
CR				-160
CS				154
CT				-251,703
CU				1,858
CV				2,140
CW				1,891
CX				-9,964
CY				-7
CZ				1,743
DA				2,044
DB				2,731
DC				1,477
DD				657
DE				2,270
DF				1,179
DG				732
DH				1,807
DI				-547
DJ				-199
DK				-56
DL				-314
DM				-164
DN				
DO				-232
DP				6

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
DQ				458
DR				-21
DS				-513
DT				-52
DU				-76
DV				515
DW				3,422
DX				-6,164
DY				-3,481
DZ				1,547
EA				995
EB				1,013
EC				1,615
ED				442
EE				1,550
EF				4,844
EG				-186
EH				-67
EI				389
EJ				167
EK				128
EL				131
EM				449
EN				239
EO				-84
EP				-78
EQ				-82
ER				4,361
ES				2,035
ET				4,904

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
EU				2,927
EV				1,234
EW				2,300
EX				1,902
EY				1,231
EZ				3,520
FA				1,309
FB				5,166
FC				1,471
FD				645
FE				1,113
FF				2,976
FG				5,288
FH				-22
FI				-89
FJ				-121
FK				220
FL				1,065
FM				1,309
FN				1,380
FO				2,598
FP				327
FQ				3,492
FR				18
FS				26
FT				60
FU				273
FV				2,576
FW				387
FX				2,214

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
FY				2,679
FZ				1,942
GA				1,227
GB				8,070
GC				-328
GD				563
GE				1,562
GF				1,419
GG				1,261
GH				946
GI				3,564
GJ				1,459
GK				279
GL				1,422
GM				595
GN				598
GO				1,456
GP				1,369
GQ				1,362
GR				1,508
GS				77
GT				-115
GU				81
GV				1,164
GW				-2,592
GX				-792
GY				673
GZ				2,236
HA				782
HB				-2,105

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
HC				-39
HD				-236
HE				178
HF				135
HG				84
HH				101
HI				74
HJ				71
HK				71
HL				87
HM				244
HN				212
HO				349
HP				66
HQ				49
HR				-24,477
HS				1,474
HT				1,141
HU				4,078
HV				38
HW				232
HX				292
HY				1,106
HZ				883
IA				-7,544
IB				-3,131
IC				-10,169

Form 990PF Part XV Line 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*				
GILMAN SCHOOL 5407 ROLAND AVENUE BALTIMORE, MD 21210	NONE	PUBLIC CHARITY	GENERAL	40,000
CHESPAEAKE BAY FDN 162 PRINCE GEORGE STREET ANNAPOLIS, MD 21401	NONE	PUBLIC CHARITY	GENERAL	10,000
EPISCOPAL COMMUNITY SVCS 1014 W 36TH STREET BALTIMORE, MD 21211	NONE	PUBLIC CHARITY	GENERAL	10,000
ST JAMES ACADEMY 3100 MONKTON ROAD MONKTON, MD 21111	NONE	PUBLIC CHARITY	GENERAL	10,000
NALANDABODHI 118 WEST 22ND STREET NEW YORK, NY 10011	NONE	PUBLIC CHARITY	GENERAL	10,000
BALTIMORE SCHOOL FOR THE ARTS 712 CATHEDRAL STREET BALTIMORE, MD 21201	NONE	PUBLIC CHARITY	GENERAL	50,000
SHAWAN DOWNS 1401 SHAWAN ROAD COCKEYSVILLE, MD 21030	NONE	PUBLIC CHARITY	GENERAL	10,000
THE SEED FDN 1776 MASSACHUSETTS AVENUE NW WASHINGTON, DC 20036	NONE	PUBLIC CHARITY	GENERAL	50,000
BMORE CLUBHOUSE 5 EAS REED STREET BALTIMORE, MD 21202	NONE	PUBLIC CHARITY	GENERAL	20,000
KUCETEKELA FOUNDATION 1220 PARK AVENUE NEW YORK, NY 10128	NONE	PUBLIC CHARITY	GENERAL	2,550
CRISTO REY JESUIT SCHOOL 420 SOUTH CHESTER STREET BALTIMORE, MD 212312729	NONE	PUBLIC CHARITY	GENERAL	25,000
Total . . . . ▶ **3a**				237,550

TY 2010 Investments Corporate Bonds Schedule

Name: FANCY HILL FOUNDATION

EIN: 52-2284314

Name of Bond	End of Year Book Value	End of Year Fair Market Value
MORTGAGE BACKED		
DEUTSCHE BANK VAR RATE		
BB&T CO.		
GENERAL ELEC CAP CORP		
BROWN INTERM BOND FUND	351,413	362,093

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TY 2010 Investments Corporate Stock Schedule

Name: FANCY HILL FOUNDATION

EIN: 52-2284314

Name of Stock	End of Year Book Value	End of Year Fair Market Value
COMMON STOCK	1,995,160	2,654,241
EQUITY MUTUAL FUNDS	748,202	911,877

TY 2010 Other Income Schedule

Name: FANCY HILL FOUNDATION

EIN: 52-2284314

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income

TY 2010 Other Increases Schedule

Name: FANCY HILL FOUNDATION

EIN: 52-2284314

Description	Amount
ROUNDING	4
POST PAYABLE TENDER ALLOCATION	31

TY 2010 Other Professional Fees Schedule

Name: FANCY HILL FOUNDATION

EIN: 52-2284314

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES-PRIN	12,382	12,382		

TY 2010 Taxes Schedule

Name: FANCY HILL FOUNDATION

EIN: 52-2284314

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	723	723		0
FOREIGN TAXES ON QUALIFIED FOR	937	937		0