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Form 990-PF

Return of Private Foundation

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

2010

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

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

G FRANK THOMAS FOUNDATION INC

A Employer identification number

52-6039803

Number and street (or P O box number if mail is not delivered to street address)
C/O PNC BANK 620 LIBERTY AVENUE

Room/suite

B Telephone number (see page 10 of the instructions)

(412) 762-6337

City or town, state, and ZIP code
PITTSBURGH, PA 15222C 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 foundationI Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 3,265,150**

J Accounting method

 Cash Accrual Other (specify) _____

(Part I, column (d) must be on cash basis.)

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

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))

1	Contributions, gifts, grants, etc., received (attach schedule)			
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch B			
3	Interest on savings and temporary cash investments	60	60	
4	Dividends and interest from securities.	89,221	89,217	
5a	Gross rents			
b	Net rental income or (loss) _____			
6a	Net gain or (loss) from sale of assets not on line 10	259,707		
b	Gross sales price for all assets on line 6a \$ 1,950,339			
7	Capital gain net income (from Part IV, line 2)		270,512	
8	Net short-term capital gain			
9	Income modifications			
10a	Gross sales less returns and allowances			
b	Less Cost of goods sold			
c	Gross profit or (loss) (attach schedule)			
11	Other income (attach schedule)	\$ 1,378	41	
12	Total. Add lines 1 through 11	350,366	359,830	

13	Compensation of officers, directors, trustees, etc	0	0	0
14	Other employee salaries and wages			
15	Pension plans, employee benefits			
16a	Legal fees (attach schedule)			
b	Accounting fees (attach schedule)			
c	Other professional fees (attach schedule)			
17	Interest	2,816	2,816	0
18	Taxes (attach schedule) (see page 14 of the instructions)	\$ 538	98	0
19	Depreciation (attach schedule) and depletion			
20	Occupancy			
21	Travel, conferences, and meetings			
22	Printing and publications			
23	Other expenses (attach schedule)	\$ 13,219	13,219	0
24	Total operating and administrative expenses.			
	Add lines 13 through 23	16,573	16,133	0
25	Contributions, gifts, grants paid	162,500		162,500
26	Total expenses and disbursements. Add lines 24 and 25	179,073	16,133	162,500
27	Subtract line 26 from line 12			
a	Excess of revenue over expenses and disbursements	171,293		
b	Net investment income (if negative, enter -0-)		343,697	
c	Adjusted net income (if negative, enter -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	(c) Fair Market Value
Assets						
1	Cash—non-interest-bearing					
2	Savings and temporary cash investments		106,264	73,184	73,184	
3	Accounts receivable ►					
	Less allowance for doubtful accounts ►					
4	Pledges receivable ►					
	Less allowance for doubtful accounts ►					
5	Grants receivable					
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)					
7	Other notes and loans receivable (attach schedule) ►					
	Less allowance for doubtful accounts ►					
8	Inventories for sale or use					
9	Prepaid expenses and deferred charges					
10a	Investments—U S and state government obligations (attach schedule)		532,402	801,051	850,685	
b	Investments—corporate stock (attach schedule)		1,328,235	1,254,431	1,526,816	
c	Investments—corporate bonds (attach schedule)		581,084	339,943	349,224	
11	Investments—land, buildings, and equipment basis ►					
	Less accumulated depreciation (attach schedule) ►					
12	Investments—mortgage loans					
13	Investments—other (attach schedule)		190,439	441,067	465,241	
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)		2,738,424	2,909,676	3,265,150	
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	0		
Net Assets or Fund Balances						
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>					
	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 ► <input checked="" type="checkbox"/>					
	and complete lines 27 through 31.					
27	Capital stock, trust principal, or current funds		2,707,307	2,908,784		
28	Paid-in or capital surplus, or land, bldg , and equipment fund		0	0		
29	Retained earnings, accumulated income, endowment, or other funds		31,117	892		
30	Total net assets or fund balances (see page 17 of the instructions)		2,738,424	2,909,676		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)		2,738,424	2,909,676		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,738,424
2	Enter amount from Part I, line 27a	2	171,293
3	Other increases not included in line 2 (itemize) ►	3	0
4	Add lines 1, 2, and 3	4	2,909,717
5	Decreases not included in line 2 (itemize) ►	5	41
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,909,676

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.)	
1 a	LONG TERM CAPITAL GAIN DIVIDENDS	P			
b	SHORT TERM CAPITAL GAIN DIVIDENDS	P			
c	SALES IN PUBLICLY TRADED SECURITIES	P			
d	CLASS ACTION SETTLEMENTS	P			
e	ENTERPRISE PRODUCTS PARTNERS	P			
(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	1,149			1,149	
b	892			892	
c	1,948,298		1,680,595	267,703	
d	854		75	779	
e			11	-11	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) FMV as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				1,149	
b				892	
c				267,703	
d				779	
e				-11	
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	270,512
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	162,323	2,939,483	0 055222
2008	219,139	3,912,659	0 056008
2007	249,344	4,898,711	0 050900
2006	238,650	4,788,039	0 049843
2005	235,000	4,642,437	0 050620
2	Total of line 1, column (d).		2 0 262593
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 052519
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5.		4 3,126,302
5	Multiply line 4 by line 3.		5 164,190
6	Enter 1% of net investment income (1% of Part I, line 27b).		6 3,437
7	Add lines 5 and 6.		7 167,627
8	Enter qualifying distributions from Part XII, line 4.		8 162,500

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 <input type="checkbox"/> and enter "N/A" on line 1		1	6,874
	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 <input type="checkbox"/> and enter 1% of Part I, line 27b			
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3	Add lines 1 and 2.		3	6,874
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	6,874
6	Credits/Payments			
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a		880
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d.		7	880
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed <input type="checkbox"/>		9	5,994
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid <input type="checkbox"/>		10	
11	Enter the amount of line 10 to be Credited to 2011 estimated tax <input type="checkbox"/>	Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

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?		Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		Yes	No
	<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>			
1c	Did the foundation file Form 1120-POL for this year?		Yes	No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year			
(1)	On the foundation <input type="checkbox"/> \$ _____ 0	(2)	On foundation managers <input type="checkbox"/> \$ _____ 0	
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?		Yes	No
	<i>If "Yes," attach a detailed description of the activities.</i>			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		Yes	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		Yes	No
b	If "Yes," has it filed a tax return on Form 990-T for this year?		Yes	No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?		Yes	No
	<i>If "Yes," attach the statement required by General Instruction T.</i>			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either		Yes	
	● 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?			
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>		Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> MD			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>		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)? <i>If "Yes," complete Part XIV</i>		Yes	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		Yes	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	<input type="checkbox"/> 11	<input type="checkbox"/> Yes	<input type="checkbox"/> No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	<input type="checkbox"/> 12	<input type="checkbox"/> Yes	<input type="checkbox"/> No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	<input type="checkbox"/> 13	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
	Website address ► N/A			
14	The books are in care of ► PNC BANK NA	Telephone no ► (412) 762-6337		
	Located at ► 620 LIBERTY AVENUE 10TH FLOOR PITTSBURGH PA	ZIP +4 ► 15222		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ►	<input type="checkbox"/> 15		
	and enter the amount of tax-exempt interest received or accrued during the year ►			
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?	<input type="checkbox"/> 16		<input type="checkbox"/> 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.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
1a	During the year did the foundation (either directly or indirectly)		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ► <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	<input type="checkbox"/> 1b	<input type="checkbox"/> No
	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?	<input type="checkbox"/> 1c	<input type="checkbox"/> 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? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	<input type="checkbox"/> 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 ► 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? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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).	<input type="checkbox"/> 3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<input type="checkbox"/> 4a	<input type="checkbox"/> 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?	<input type="checkbox"/> 4b	<input type="checkbox"/> 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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here.	<input checked="" type="checkbox"/>	5b	
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?	<input type="checkbox"/> Yes <input type="checkbox"/> No		
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			No
	<i>If "Yes" to 6b, file Form 8870.</i>			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		7b	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			

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
MRS PAMELA I MARTIN	PRESIDENT & DIRECTOR 1 00	0	0	0
3808 BASFORD ROAD FREDERICK, MD 21703-7830				
MR CHARLES F TRUNK 3RD	SECRETARY & DIRECTOR 1 00	0	0	0
506 FAIRVIEW AVENUE FREDERICK, MD 21701-4119				
MR ADRIAN L WINPIGLER	DIRECTOR 1 00	0	0	0
5321 REELS MILL ROAD FREDERICK, MD 21701				

**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.			<input checked="" type="checkbox"/>	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 N/A	0
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 N/A	0
2	
All other program-related investments. See page 24 of the instructions	
3 	0
Total. Add lines 1 through 3.	
	0

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	3,173,911
b Average of monthly cash balances.	1b	0
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	3,173,911
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	3,173,911
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	47,609
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,126,302
6 Minimum investment return. Enter 5% of line 5.	6	156,315

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	156,315
2a Tax on investment income for 2010 from Part VI, line 5.	2a	6,874
b Income tax for 2010 (This does not include the tax from Part VI).	2b	
c Add lines 2a and 2b.	2c	6,874
3 Distributable amount before adjustments Subtract line 2c from line 1.	3	149,441
4 Recoveries of amounts treated as qualifying distributions.	4	0
5 Add lines 3 and 4.	5	149,441
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	149,441

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	162,500
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	162,500
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	162,500

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				149,441
2 Undistributed income, if any, as of the end of 2010			0	
a Enter amount for 2009 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2010				
a From 2005.	10,980			
b From 2006.	8,096			
c From 2007.	16,714			
d From 2008.	26,228			
e From 2009.	17,103			
f Total of lines 3a through e.	79,121			
4 Qualifying distributions for 2010 from Part XII, line 4 ► \$ _____ 162,500			0	
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.			149,441	
e Remaining amount distributed out of corpus	13,059			
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:	92,180			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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)	10,980			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	81,200			
10 Analysis of line 9				
a Excess from 2006.	8,096			
b Excess from 2007.	16,714			
c Excess from 2008.	26,228			
d Excess from 2009.	17,103			
e Excess from 2010.	13,059			

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. <input type="text"/>			
b	Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)			
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

CHARLES F TRUNK III SECRETARY DIREC
506 FAIRVIEW AVENUE
FREDERICK, MD 21701
(301) 663-6592

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

BY LETTER ALONG WITH DESCRIPTION OF PURPOSE OF ORGANIZATION

c Any submission deadlines

NOVEMBER 1ST ANNUALLY, GRANTS MADE IN DECEMBER

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

GRANTS ARE MADE TO ORGANIZATIONS OPERATING IN FREDERICK COUNTY, MD AND TO McDANIEL COLLEGE, WESTMINSTER, MD

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			► 3a	162,500
b Approved for future payment				
Total			► 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

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

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

a Transfers from the reporting foundation to a noncharitable exempt organization or

(1) Cash.

(2) Other assets.

Other transactions

(1) Sales of assets to a noncharitable exempt organization. . .

(2) Purchases of assets from a noncharitable exempt

(3) Rental of facilities, equipment,

(4) Reimbursement arrangement

(8) Performance of services or membership or fundraising solicitations.

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

Additional Data

Software ID:
Software Version:
EIN: 52-6039803
Name: G FRANK THOMAS FOUNDATION INC

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ADVOCATES FOR HOMELESS FAMILIES 216 ABRECHT PLACE FREDERICK, MD 21701	NONE	PUBLIC CHARITY	GENERAL USE	5,000
C BURR ARTZ LIBRARY 110 EAST PATRICK STREET FREDERICK, MD 21701	NONE	PUBLIC CHARITY	GENERAL USE	10,000
FAMILIES PLUS INC 35 EAST CHURCH STREET FREDERICK, MD 21701	NONE	PUBLIC CHARITY	GENERAL USE	15,000
FREDERICK CITY SOUP KITCHEN 100 SOUTH MARKET STREET FREDERICK, MD 21701	NONE	PUBLIC CHARITY	GENERAL USE	20,000
FREDERICK COMMUNITY COLLEGE FOUNDATION 7932 OPOSSUMTOWN PIKE FREDERICK, MD 21702	NONE	PUBLIC CHARITY	GENERAL USE	10,000
FREDERICK COUNTY 4-H THERAPEUTIC 11515 ANGLEBERGER RD THURMONT, MD 21788	NONE	PUBLIC CHARITY	GENERAL USE	2,500
FREDERICK COUNTY MENTAL HEALTH 263 WEST PATRICK STREET FREDERICK, MD 21701	NONE	PUBLIC CHARITY	GENERAL USE	5,000
FREDERICK MEMORIAL HOSPITAL 400 WEST 7TH STREET FREDERICK, MD 21701	NONE	PUBLIC CHARITY	GENERAL USE	5,000
FREDERICK RESCUE MISSION P O BOX 3389 419 WEST SOUTH ST FREDERICK, MD 217016326	NONE	PUBLIC CHARITY	GENERAL USE	5,000
HEARTLY HOUSE INCORPORATED P O BOX 857 FREDERICK, MD 217050857	NONE	PUBLIC CHARITY	GENERAL USE	5,000
HISTORICAL SOCIETY OF FREDERICK COUNTY INC 24 EAST CHURCH STREET FREDERICK, MD 21701	NONE	PUBLIC CHARITY	GENERAL USE	2,500
HOMEWOOD FOUNDATION INC P O BOX 250 WILLIAMSPORT, MD 217950250	NONE	PUBLIC CHARITY	GENERAL USE	5,000
HOOD COLLEGE 401 ROSEMONT AVENUE FREDERICK, MD 21701	NONE	PUBLIC CHARITY	GENERAL USE	10,000
HOPE ALIVE INCORPORATED P O BOX 140 SABILLASVILLE, MD 217800140	NONE	PUBLIC CHARITY	GENERAL USE	5,000
HOSPICE OF FREDERICK COUNTY P O BOX 1799 FREDERICK, MD 21705	NONE	PUBLIC CHARITY	GENERAL USE	10,000
Total				162,500
► 3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
MCDANIEL COLLEGE 2 COLLEGE HILL WESTMINSTER, MD 211574303	NONE	PUBLIC CHARITY	GENERAL USE	10,000
MISSION OF MERCY 22 SOUTH MARKET STREET STE 6D FREDERICK, MD 21701	NONE	PUBLIC CHARITY	GENERAL USE	5,000
MOUNT ST MARY'S UNIVERSITY 16300 OLD EMMITSBURG ROAD EMMITSBURG, MD 21727	NONE	PUBLIC CHARITY	GENERAL USE	5,000
NATIONAL MUSEUM OF CIVIL WAR MEDICINE P O BOX 470 FREDERICK, MD 217050470	NONE	PUBLIC CHARITY	GENERAL USE	2,500
RELIGIOUS COALITION FOR EMERGENCY HUMAN NEEDS 27 DEGRANGE STREET FREDERICK, MD 21701	NONE	PUBLIC CHARITY	GENERAL USE	25,000
Total			► 3a	162,500

**TY 2010 All Other Program
Related Investments Schedule**

Name: G FRANK THOMAS FOUNDATION INC

EIN: 52-6039803

Category	Amount
N/A	0

**TY 2010 Investments Corporate
Bonds Schedule****Name:** G FRANK THOMAS FOUNDATION INC**EIN:** 52-6039803

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORPORATE BONDS	339,943	349,224

**TY 2010 Investments Corporate
Stock Schedule****Name:** G FRANK THOMAS FOUNDATION INC**EIN:** 52-6039803

Name of Stock	End of Year Book Value	End of Year Fair Market Value
COMMON STOCK	1,254,431	1,526,816

TY 2010 Investments Government Obligations Schedule

Name: G FRANK THOMAS FOUNDATION INC
EIN: 52-6039803

US Government Securities - End of	
Year Book Value:	801,051
US Government Securities - End of	
Year Fair Market Value:	850,685
State & Local Government	
Securities - End of Year Book	
Value:	0
State & Local Government	
Securities - End of Year Fair	
Market Value:	0

TY 2010 Investments - Other Schedule

Name: G FRANK THOMAS FOUNDATION INC**EIN:** 52-6039803

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MUTUAL FUNDS EQUITY	AT COST	424,688	445,892
LIMITED PARTNERSHIP	AT COST	16,379	19,349

TY 2010 Other Decreases Schedule

Name: G FRANK THOMAS FOUNDATION INC**EIN:** 52-6039803

Description	Amount
RETURN OF CAPITAL ADJUSTMENT	41

TY 2010 Other Expenses Schedule

Name: G FRANK THOMAS FOUNDATION INC**EIN:** 52-6039803

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PNC BANK FEE AS AGENT FOR TRUSTEE	13,219	13,219		0

TY 2010 Other Income Schedule

Name: G FRANK THOMAS FOUNDATION INC**EIN:** 52-6039803

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
PARTNERSHIP INCOME	475	0	475
CLASS ACTION PROCEEDS	779		779
RETURN OF CAPITAL	41	41	41
FEDERAL EXCISE TAX REFUND	83		83

TY 2010 Taxes Schedule

Name: G FRANK THOMAS FOUNDATION INC**EIN:** 52-6039803

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
2010 ESTIMATED FEDERAL EXCISE TAX	440	0		0
FOREIGN TAXES ON DIVIDENDS	98	98		0