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

2011

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

For calendar year 2011 or tax year beginning

JAN 10, 2011

, and ending

DEC 31, 2011

Name of foundation

A Employer identification number

RHONA'S PLACE FOUNDATION

27-4477606

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

22 WEST PENNSYLVANIA AVENUE

606

B Telephone number

410-339-7313

City or town, state, and ZIP code

TOWSON, MD 21204

C If exemption application is pending, check here ☐

G Check all that apply

☒

Initial return

☐

Initial return of a former public charity

☐

Final return

☐

Amended return

☐

Address change

☐

Name change

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

H Check type of organization

☒

Section 501(c)(3) exempt private foundation

☐

Section 4947(a)(1) nonexempt charitable trust

☐

Other taxable private foundation

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

I Fair market value of all assets at end of year

J Accounting method

☒

Cash

☐

Accrual

(from Part II, col (c), line 16)

☐

Other (specify)

\$ 7,455,057. (Part I, column (d) must be on cash basis)

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received	7,617,333.		N/A	
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	4,277.	219.		STATEMENT 1
4	Dividends and interest from securities	76,300.	76,300.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	20,220.			
b	Gross sales price for all assets on line 6a	494,054.			
7	Capital gain net income (from Part IV, line 2)		20,220.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income	28,161.	29,852.		STATEMENT 3
12	Total. Add lines 1 through 11	7,746,291.	126,591.		
13	Compensation of officers, directors, trustees, etc	10,873.	1,087.		9,786.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees STMT 4	6,746.	675.		6,071.
b	Accounting fees				
c	Other professional fees STMT 5	28,435.	28,435.		0.
17	Interest				
18	Taxes STMT 6	746.	746.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses				
24	Total operating and administrative expenses. Add lines 13 through 23	46,800.	30,943.		15,857.
25	Contributions, gifts, grants paid	153,850.			153,850.
26	Total expenses and disbursements. Add lines 24 and 25	200,650.	30,943.		169,707.
27	Subtract line 26 from line 12	7,545,641.			
a	Excess of revenue over expenses and disbursements		95,648.		
b	Net investment income (if negative, enter -0-)				
c	Adjusted net income (if negative, enter -0-)			N/A	

SCANNED AUG 21 2012

Operating and Administrative Expenses

RECEIVED

AUG 17 2012

AUG 17 2012

P 20

**Part II Balance Sheets**

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

Beginning of year

End of year

(a) Book Value

(b) Book Value

(c) Fair Market Value

<b>Assets</b>	1	Cash - non-interest-bearing		48,614.	48,614.
	2	Savings and temporary cash investments		1,840,494.	1,840,494.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations STMT 8	0.	61,243.	61,243.
	b	Investments - corporate stock STMT 9	0.	660,517.	660,517.
	c	Investments - corporate bonds			
<b>Liabilities</b>	11	Investments - land, buildings, and equipment basis ▶			
		Less: accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 10	0.	4,709,366.	4,709,366.
	14	Land, buildings, and equipment basis ▶			
		Less: accumulated depreciation ▶			
	15	Other assets (describe ▶ OTHER ASSETS )	0.	134,823.	134,823.
	16	<b>Total assets (to be completed by all filers)</b>	0.	7,455,057.	7,455,057.
	17	Accounts payable and accrued expenses			
	18	Grants payable			
<b>Net Assets or Fund Balances</b>	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶ )			
	23	<b>Total liabilities (add lines 17 through 22)</b>	0.	0.	
<b>Net Assets or Fund Balances</b>		Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted	0.	7,455,057.	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
30	<b>Total net assets or fund balances</b>	0.	7,455,057.		
31	<b>Total liabilities and net assets/fund balances</b>	0.	7,455,057.		

**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	0.
2	Enter amount from Part I, line 27a	2	7,545,641.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	7,545,641.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	90,584.
6	<b>Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30</b>	6	<b>7,455,057.</b>

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**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)
<b>1a PUBLICLY TRADED SECURITIES</b>				
<b>b PUBLICLY TRADED SECURITIES</b>				
<b>c PUBLICLY TRADED SECURITIES</b>				
<b>d CAPITAL GAINS DIVIDENDS</b>				
<b>e</b>				

(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)
<b>a</b> 199,589.		178,508.	21,081.
<b>b</b> 147,566.		154,717.	-7,151.
<b>c</b> 133,365.		140,609.	-7,244.
<b>d</b> 13,534.			13,534.
<b>e</b>			

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	
<b>a</b>			21,081.
<b>b</b>			-7,151.
<b>c</b>			-7,244.
<b>d</b>			13,534.
<b>e</b>			

<b>2</b> 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	<b>2</b>	20,220.
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8		<b>3</b>	N/A

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

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

N/A

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☐ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col. (c))
2010			
2009			
2008			
2007			
2006			

<b>2</b> Total of line 1, column (d)	<b>2</b>	
<b>3</b> 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	<b>3</b>	
<b>4</b> Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	<b>4</b>	
<b>5</b> Multiply line 4 by line 3	<b>5</b>	
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	
<b>7</b> Add lines 5 and 6	<b>7</b>	
<b>8</b> Enter qualifying distributions from Part XII, line 4 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	<b>8</b>	

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)**

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)	1	1,913.
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	2	0.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)	3	1,913.
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
3	Add lines 1 and 2	5	1,913.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	6a	1,913.
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	6b	
6	Credits/Payments	6c	
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6d	
b	Exempt foreign organizations - tax withheld at source	7	1,913.
c	Tax paid with application for extension of time to file (Form 8868)	8	47.
d	Backup withholding erroneously withheld	9	47.
7	Total credits and payments. Add lines 6a through 6d	10	
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	11	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>		
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>		
11	Enter the amount of line 10 to be <b>Credited to 2012 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>		

**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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
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? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> <b>MD</b>		
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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	

N/A

STMT 11

**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 instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► JERRY D. FOCAS Telephone no ► 410-339-7313 Located at ► 22 W PENNSYLVANIA AVENUE, SUITE 606, TOWSON, MD ZIP+4 ► 21204			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2011, 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

**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? <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 instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
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 2011?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) N/A	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2011 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 2011.) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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**Part VII-B** Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No

6b

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

X

If "Yes" to 6b, file Form 8870.

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No

7b

**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(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
JERRY D FOCAS	TRUSTEE			
22 WEST PENNSYLVANIA AVE, STE 606				
TOWSON, MD 21204	2.00	10,873.	0.	0.

**2** Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

0

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**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		0

**Part IX-A** Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

**Part IX-B** Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	0.

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	4,883,614.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	26,176.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	
<b>d</b>	Total (add lines 1a, b, and c)	<b>1d</b>	4,909,790.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	4,909,790.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	73,647.
<b>5</b>	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	4,836,143.
<b>6</b>	Minimum investment return. Enter 5% of line 5 <b>ADJUSTED FOR SHORT TAX PERIOD</b>	<b>6</b>	235,844.

**Part XI** Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	235,844.
<b>2a</b>	Tax on investment income for 2011 from Part VI, line 5	<b>2a</b>	1,913.
<b>b</b>	Income tax for 2011 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	1,913.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	233,931.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	233,931.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	233,931.

**Part XII** Qualifying Distributions (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	169,707.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	169,707.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	0.
<b>6</b>	Adjusted qualifying distributions. Subtract line 5 from line 4	<b>6</b>	169,707.

**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.

Form 990-PF (2011)

**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				233,931.
2 Undistributed income, if any, as of the end of 2011			0.	
a Enter amount for 2010 only				
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 169,707.			0.	
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount	0.			169,707.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (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:	0.			
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 instructions		0.		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				64,224.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				



**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
<b>a</b> Paid during the year				
GBMC FOUNDATION 6701 NORTH CHARLES STREET BALTIMORE, MD 21204	N/A	PUBLIC CHARITY	DOCTOR'S DAY	1,000.
PENN-MAR FOUNDATION 310 OLD FREELAND ROAD FREELAND, MD 21053	N/A	PUBLIC CHARITY	UNRESTRICTED CONTRIBUTION TO SUPPORT ONGOING OPERATIONS	10,000.
JORDAN'S FOOTSTEPS PO BOX 573 PLAINVIEW, NY 11803	N/A	PUBLIC CHARITY	UNRESTRICTED CONTRIBUTION TO SUPPORT ONGOING OPERATIONS	8,000.
DUCKS UNLIMITED ONE WATERFOWL WAY MEMPHIS, TN 38120	N/A	PUBLIC CHARITY	UNRESTRICTED SUPPORT FOR THE ANNUAL CAMPAIGN	100.
CYSTIC FIBROSIS FOUNDATION 6931 ARLINGTON RD, 2ND FLOOR BETHESDA, MD 20814	N/A	PUBLIC CHARITY	UNRESTRICTED CONTRIBUTION TO SUPPORT ONGOING OPERATIONS	500.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			<b>153,850.</b>
<b>b</b> Approved for future payment				
NONE				
<b>Total</b>				<b>0.</b>

**Part XVI-A**      **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e)
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	Related or exempt function income
<b>1</b> Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
<b>2</b> Membership dues and assessments						
<b>3</b> Interest on savings and temporary cash investments				14	4,277.	
<b>4</b> Dividends and interest from securities				14	76,300.	
<b>5</b> Net rental income or (loss) from real estate						
a Debt-financed property						
b Not debt-financed property						
<b>6</b> Net rental income or (loss) from personal property						
<b>7</b> Other investment income				14	28,161.	
<b>8</b> Gain or (loss) from sales of assets other than inventory				18	20,220.	
<b>9</b> Net income or (loss) from special events						
<b>10</b> Gross profit or (loss) from sales of inventory						
<b>11</b> Other revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
<b>12</b> Subtotal. Add columns (b), (d), and (e)			0.		128,958.	0.
<b>13</b> Total. Add line 12, columns (b), (d), and (e)					13	128,958.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

		Yes	No
<b>1</b>	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?		
<b>a</b>	Transfers from the reporting foundation to a noncharitable exempt organization of		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
<b>b</b>	Other transactions		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
<b>c</b>	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
<b>d</b>	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		

[illegible]

**2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

**b If "Yes," complete the following schedule**

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign  
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

Date 7

Title

TRUSTEE

May the IRS discuss this return with the preparer shown below (see instr)?

☒ Yes ☐ No

**Paid**  
**Preparer**  
**Use Only**

Print/Type preparer's name

Preparer's signature \_\_\_\_\_

Date	
------	--

Check ☐ self-employed

PTIN	
------	--

MARK STEINBERG

COMPANY, P.A.

8/2/2012

P01345125

Firm's name ► HERTZBACH & COMPANY, P.A.

Firm's EIN ► 52-1158459

Firm's address ► 800 RED BROOK BOULEVARD, SUITE 300  
OWINGS MILLS, MD 21117

Phone no 410-363-3200

Form **990-PF** (2011)

**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

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
MCDONOGH FOREVER CAMPAIGN PO BOX 380 OWINGS MILLS, MD 21117	N/A	PUBLIC CHARITY	SUPPORT CONSTRUCTION OF INFIRMARY	35,000.
CENTRAL SCHOLARSHIP BUREAU 1700 REISTERSTOWN ROAD PIKESVILLE, MD 21208	N/A	PUBLIC CHARITY	UNRESTRICTED CONTRIBUTION TO SUPPORT ONGOING OPERATIONS	10,250.
APLASTIC ANEMIA & MDS INTERNATIONAL FOUNDATION 100 PARK AVE, SUITE 108 ROCKVILLE, MD 20850	N/A	PUBLIC CHARITY	SUPPORT PROPOSAL B FOR EDUCATION OF NURSES AND NURSE PRACTITIONERS	30,000.
US LACROSS FOUNDATION 113 WEST UNIVERSITY PARKWAY BALTIMORE, MD 21210	N/A	PUBLIC CHARITY	UNRESTRICTED CONTRIBUTION TO SUPPORT ONGOING OPERATIONS	1,000.
THE BALTIMORE STATION 140 W WEST STREET BALTIMORE, MD 21230	N/A	PUBLIC CHARITY	UNRESTRICTED CONTRIBUTION TO SUPPORT ONGOING OPERATIONS	2,000.
MARIPOSA CHILD SUCCESS PROGRAMS 1500 UNION AVE, STE 1310 BALTIMORE, MD 21211	N/A	PUBLIC CHARITY	UNRESTRICTED CONTRIBUTION TO SUPPORT ONGOING OPERATIONS	2,000.
OWINGS MILLS SPORTS BOOSTER 10711 RED RUN BLVD OWINGS MILLS, MD 21117	N/A	PUBLIC CHARITY	TO SUPPORT STADIUM CONSTRUCTION	5,000.
GILCHRIST HOSPICE CARE - GILCHRIST KIDS 11311 MCCORMICK ROAD, STE 350 HUNT VALLEY, MD 21031	N/A	PUBLIC CHARITY	TO HELP SUPPORT THE SALARY OF CHILD LIFE SPECIALIST	25,000.
PATHFINDERS FOR AUTISM 303 INTERNATIONAL CIR, STE 110 HUNT VALLEY, MD 21030	N/A	PUBLIC CHARITY	UNRESTRICTED CONTRIBUTION TO SUPPORT ONGOING OPERATIONS	4,500.
ST. JUDE'S CHILDREN'S RESEARCH HOSPITAL 501 ST JUDE PLACE MEMPHIS, TN 38105	N/A	PUBLIC CHARITY	UNRESTRICTED CONTRIBUTION TO SUPPORT ONGOING OPERATIONS	4,000.
Total from continuation sheets				134,250.

### 3 Grants and Contributions Paid During the Year (Continuation)

**Total from continuation sheets**



**Schedule B**  
(Form 990, 990-EZ,  
or 990-PF)

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

► Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

**2011**

Name of the organization

Employer identification number

RHONA'S PLACE FOUNDATION

27-4477606

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)( ) (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

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

**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

**Special Rules**

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ► \$ \_\_\_\_\_

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

**LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)**

Name of organization

Employer identification number

RHONA'S PLACE FOUNDATION

27-4477606

**Part I Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ESTATE OF RHONA WEINER 22 WEST PENNSYLVANIA AVE, STE 606 TOWSON, MD 21204	\$ 7,617,333.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Employer identification number

27-4477606

## Part II

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	<div>INVESTMENTS AND SECURITIES</div> <div></div> <div></div> <div></div>	<div>\$ 2,587,379.</div>	<div>VARIOUS</div>
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	<div></div> <div></div> <div></div> <div></div>	<div>\$</div>	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	<div></div> <div></div> <div></div> <div></div>	<div>\$</div>	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	<div></div> <div></div> <div></div> <div></div>	<div>\$</div>	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	<div></div> <div></div> <div></div> <div></div>	<div>\$</div>	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	<div></div> <div></div> <div></div> <div></div>	<div>\$</div>	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	<div></div> <div></div> <div></div> <div></div>	<div>\$</div>	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	<div></div> <div></div> <div></div> <div></div>	<div>\$</div>	

Name of organization	Employer identification number
RHONA'S PLACE FOUNDATION	27-4477606

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

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

## FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
BROKER ACCOUNT	4,277.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	4,277.

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BROKER ACCOUNT	89,834.	13,534.	76,300.
TOTAL TO FM 990-PF, PART I, LN 4	89,834.	13,534.	76,300.

## FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PASSTHROUGH INCOME FROM PTP	28,161.	29,852.	
TOTAL TO FORM 990-PF, PART I, LINE 11	28,161.	29,852.	

## FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	6,746.	675.		6,071.
TO FM 990-PF, PG 1, LN 16A	6,746.	675.		6,071.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISOR FEES	28,435.	28,435.		0.
TO FORM 990-PF, PG 1, LN 16C	28,435.	28,435.		0.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	746.	746.		0.
TO FORM 990-PF, PG 1, LN 18	746.	746.		0.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 7

DESCRIPTION	AMOUNT
UNREALIZED GAIN/LOSS ON SECURITIES HELD FOR INVESTMENT	90,584.
TOTAL TO FORM 990-PF, PART III, LINE 5	90,584.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 8

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
COOK CNTY ILL G/O UNLTD BDS CALL/SING 5% 11/15/2025		X	61,243.	61,243.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			61,243.	61,243.
TOTAL TO FORM 990-PF, PART II, LINE 10A			61,243.	61,243.

FORM 990-PF

CORPORATE STOCK

STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BANCO SANTANDER SA ADR	16,544.	16,544.
BP PLC SPON ADR	25,003.	25,003.
AT&T INC COM	9,072.	9,072.
ALCOA INC	8,650.	8,650.
ALTRIA GROUP INC	24,461.	24,461.
B&G FOODS INC NEW COM	24,070.	24,070.
BERKSHIRE HATHAWAY INCL DEL CL B	38,150.	38,150.
BRISTOL MYERS SQUIBB	52,860.	52,860.
CATERPILLAR INC	31,710.	31,710.
CONSOLIDATED EDISON HLDG CO INC	24,812.	24,812.
ENERGY TRANSFER PARTNERS LP UT LTD PARTNERSHIP	4,585.	4,585.
GENERAL ELECTRIC CO	26,865.	26,865.
GOVERNMENT PPTYS INCOME TR COM SHS BEN INT	29,315.	29,315.
HEINZ H J CO	10,808.	10,808.
KRAFT FOODS INC CL A	48,568.	48,568.
NUCOR CORP	19,785.	19,785.
PHILIP MORRIS INTL INC COM	23,544.	23,544.
PROCTER & GAMBLE CO	40,026.	40,026.
REGENCY ENERGY PART LP COM	14,916.	14,916.
SPECTRA ENERGY CORP COM	24,600.	24,600.
VERIZON COMMUNICATIONS	32,096.	32,096.
AMERICAN ELECTRIC POWER CO	7,849.	7,849.
AT&T INC COM	7,862.	7,862.
ATMOS ENERGY CORP COM	7,337.	7,337.
BROOKFIELD INFRASTRUCTURE	8,310.	8,310.
CENTURYLINK INC COM	7,812.	7,812.
CINCINNATI FINL CORP COM	8,224.	8,224.
CONSOLIDATED COMMUNICATIONS HLDGS	7,811.	7,811.
DOMINION RES INC VA COM	10,085.	10,085.
FIRSTENERGY CORP COM	7,531.	7,531.
NSTAR COM	7,983.	7,983.
TRANSCANADA CORP COM	7,424.	7,424.
UIL HLDG CORP COM	7,781.	7,781.
VECTOR GROUP LTD COM	7,637.	7,637.
VECTREN CORP COM	7,860.	7,860.
VERIZON COMMUNICATIONS COM	10,832.	10,832.
XCEL ENERGY INC COM	7,739.	7,739.
TOTAL TO FORM 990-PF, PART II, LINE 10B	660,517.	660,517.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
THORNBURG INVSMT INCOME BUILDER FUND CL I	FMV	158,309.	158,309.
IVY HIGH INCOME FUND CL I	FMV	72,030.	72,030.
NEUBERGER BERMAN EQUITY	FMV	167,175.	167,175.
VIRTUS EMERGING MARKETS	FMV		
OPPORTUNITIES FD CL I		70,464.	70,464.
PRUDENTIAL JENNISON	FMV	162,652.	162,652.
LOOMIS SAYLES STRATEGIC	FMV	71,846.	71,846.
BLACKROCK GLOBAL ALLOCATION FD INC INSTL	FMV	71,736.	71,736.
INVESCO DEVELOPING MARKETS CLASS A	FMV	62,695.	62,695.
BARON SMALL CAP FD	FMV	61,340.	61,340.
DAVIS NEW YORK VENTURE CLASS A	FMV	72,172.	72,172.
AMERICAN EUROPACIFIC GROWTH FUND	FMV	89,141.	89,141.
FIDELITY ADVISOR STRATEGIC INC CL I	FMV	152,277.	152,277.
JOHN HANCOCK STRATEGIC INC CL A	FMV	145,345.	145,345.
JOHN HANCOCK GLOBAL SHAREHOLDER YEILD A	FMV	78,946.	78,946.
JOHN HANCOCK FLOATING RATE INC A	FMV	98,875.	98,875.
PRUDENTIAL JENNISON NATURAL RESOURCES A	FMV	44,516.	44,516.
T ROWE PRICE EMERGING MKTS STOCK	FMV	57,665.	57,665.
ROYCE PENNSYLVANIA MUTUAL INVST CLASS	FMV	60,868.	60,868.
AMERICAN WASHINGTON MUTUAL INVESTORS F2	FMV	80,235.	80,235.
ENTERTAINMENT PPTYS TR COM SH BEN INT	FMV	8,305.	8,305.
GOVERNMENT PPTYS INCOME TR COM SHS	FMV	7,667.	7,667.
LIBERTY PROPERTY TRUST SBI	FMV	8,029.	8,029.
LTC PROPERTIES INC	FMV	8,641.	8,641.
NATIONAL RETAIL PPTYS INC COM	FMV	7,386.	7,386.
WASHINGTON REAL ESTATE INVESTMENT	FMV	6,838.	6,838.
ISHARES TR BARCLAYS 1-3 YR CR BD FD	FMV	42,618.	42,618.
HUSSMAN STRATEGIC TOTAL	FMV	49,954.	49,954.
PIMCO TOTAL RETURN FUND	FMV	40,077.	40,077.
VANGUARD HIGH YEILD CORP	FMV	62,495.	62,495.
VANGUARD INFLATION	FMV	25,434.	25,434.
PIMCO EXCH TRADED FUND	FMV	50,230.	50,230.
PROSHS ULTRASHRT S&P 500	FMV	86,801.	86,801.
VANGUARD BOND INDEX FUND	FMV	40,099.	40,099.
VANGUARD MSCI EAFE ETF	FMV	26,305.	26,305.
VANGUARD MSCI EMERGING	FMV	9,350.	9,350.
VANGUARD WHITEHALL FUNDS	FMV	51,730.	51,730.
DELAWARE GROUP TREAS RESVS INC LTD	FMV		
TRM GOVT FD INSTL		398,531.	398,531.
TEMPLETON INCOME TR GLOBAL TOTAL RETURN FUND	FMV	120,286.	120,286.



✓ RHONA'S PLACE FOUNDATION

27-4477606

WMS FAIRMOUNT FUND, LLC

FMV

1,880,303.

1,880,303.

TOTAL TO FORM 990-PF, PART II, LINE 13

4,709,366.

4,709,366.

FORM 990-PF

LIST OF SUBSTANTIAL CONTRIBUTORS  
PART VII-A, LINE 10

STATEMENT 11

NAME OF CONTRIBUTOR

ADDRESS

ESTATE OF RHONA WEINER

22 WEST PENNSYLVANIA AVE, STE 606  
TOWSON, MD 21204