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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

2011

For calendar year 2011, or tax year beginning 01-01-2011 , and ending 12-31-2011

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
GORDON CROFT FOUNDATION INC

A Employer identification number
52-1682796

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

Room/suite

B Telephone number (see page 10 of the instructions)
(410) 576-0100

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

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐

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

H Check type of organization ☒ 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)**\$** 5,041,817

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis.)

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 ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	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.	177,218	177,218		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10 	42,994			
	b Gross sales price for all assets on line 6a _____ 905,658				
	7 Capital gain net income (from Part IV , line 2)		39,785		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	 2,305	2,305		
	12 Total. Add lines 1 through 11	222,517	219,308		
	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).	 7,500	3,750		3,750
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) 	4,568	818		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule).	 10,231	5,116		2,557
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	22,299	9,684		6,307
	25 Contributions, gifts, grants paid	208,880			208,880
	26 Total expenses and disbursements. Add lines 24 and 25	231,179	9,684		215,187
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-8,662			
	b Net investment income (if negative, enter -0-)		209,624		
	c Adjusted net income (if negative, enter -0-)				

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

Cat No 11289X

Form **990-PF** (2011)

Part II

Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	1	
	2	Savings and temporary cash investments	495,375	165,083
	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)	60,253	0
	b	Investments—corporate stock (attach schedule)	1,552,354	1,611,758
	c	Investments—corporate bonds (attach schedule).	511,713	832,551
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____		
	12	Investments—mortgage loans		
	13	Investments—other (attach schedule)	701,652	567,775
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____		
Liabilities	15	Other assets (describe ▶ _____)	1,000	0
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	3,322,348	3,177,167
	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 ▶ _____)		
Net Assets or Fund Balances	23	Total liabilities (add lines 17 through 22)	0	0
		Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.		
	24	Unrestricted	3,322,348	3,177,167
	25	Temporarily restricted		
	26	Permanently restricted		
		Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.		
	27	Capital stock, trust principal, or current funds		
	28	Paid-in or capital surplus, or land, bldg , and equipment fund		
	29	Retained earnings, accumulated income, endowment, or other funds		
	30	Total net assets or fund balances (see page 17 of the instructions)	3,322,348	3,177,167
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	3,322,348	3,177,167

Part III

Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year’s return)	1	3,322,348
2	Enter amount from Part I, line 27a	2	-8,662
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	3,313,686
5	Decreases not included in line 2 (itemize) ▶ _____	5	136,519
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,177,167

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	PUBLICLY TRADED SECURITIES			
b	PUBLICLY TRADED SECURITIES			
c	CAPITAL GAINS DIVIDENDS	P		
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 534,203		522,282	11,921
b 366,416		343,591	22,825
c 5,039			5,039
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			11,921
b			22,825
c			5,039
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	39,785
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))
2010	350,939	4,906,855	0 071520
2009	427,232	4,445,221	0 096110
2008	351,809	5,871,137	0 059922
2007	291,538	6,370,155	0 045766
2006	253,704	5,985,616	0 042386

2 Total of line 1, column (d).	2	0 315704
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 063141
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	5,170,755
5 Multiply line 4 by line 3.	5	326,487
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	2,096
7 Add lines 5 and 6.	7	328,583
8 Enter qualifying distributions from Part XII, line 4.	8	215,187

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 VIExcise 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	4,192
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	4,192
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	4,192
6		Credits/Payments			
a		2011 estimated tax payments and 2010 overpayment credited to 2011	6a	2,041	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c	1,500	
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	3,541
8		Enter any penalty for underpayment of estimated tax Check here ☐ 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		9	651
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 2012 estimated tax ☐	Refunded ☐	11	

Part VII-AStatements 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
		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)?			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 ☐ \$ _____ 0 (2) On foundation managers ☐ \$ _____ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2		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 2011 or the taxable year beginning in 2011 (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)*

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? Website address  N/A	13	Yes	
14	The books are in care of  KENT G CROFT Telephone no  (410) 576-0100 Located at  CANTON HOUSE 300 WATER STREET BALTIMORE MD ZIP+4  21202			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here  and enter the amount of tax-exempt interest received or accrued during the year. 	15		
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?	16	Yes	No
See 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)?. Organizations relying on a current notice regarding disaster assistance check here. 	1b		
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		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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?.  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		
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 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.</i>).	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 2011?	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)? Organizations relying on a current notice regarding disaster assistance check here.	☒	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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>	☐ Yes ☐ No		
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? <i>If "Yes" to 6b, file Form 8870.</i>		6b	No
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
KENT G CROFT 7826 CHELSEA STREET BALTIMORE, MD 21204	PRESIDENT 1 00	0	0	0
L GORDON CROFT 7503 CLUB ROAD BALTIMORE, MD 21204	VICE PRESIDENT 1 00	0	0	0
JANE A CROFT 7503 CLUB ROAD BALTIMORE, MD 21204	SECRETARY 1 00	0	0	0
2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				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 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions.	
3	
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	4,246,283
b	Average of monthly cash balances.	1b	435,439
c	Fair market value of all other assets (see page 24 of the instructions).	1c	567,775
d	Total (add lines 1a, b, and c).	1d	5,249,497
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	5,249,497
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	78,742
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,170,755
6	Minimum investment return. Enter 5% of line 5.	6	258,538

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	258,538
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	4,192
b	Income tax for 2011 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	4,192
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	254,346
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	254,346
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	254,346

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	215,187
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	215,187
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	215,187
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 2010	(c) 2010	(d) 2011
1	Distributable amount for 2011 from Part XI, line 7			
2	Undistributed income, if any, as of the end of 2011			
a	Enter amount for 2010 only. 0			
b	Total for prior years 20____, 20____, 20____ 0			
3	Excess distributions carryover, if any, to 2011			
a	From 2006.			
b	From 2007.			
c	From 2008. 60,582			
d	From 2009. 206,673			
e	From 2010. 109,664			
f	Total of lines 3a through e. 376,919			
4	Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 215,187			
a	Applied to 2010, 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 2011 distributable amount. 215,187			
e	Remaining amount distributed out of corpus 0			
5	Excess distributions carryover applied to 2011 39,159 39,159			
(If an amount appears in column (d), the same amount must be shown in column (a).)				
6	Enter the net total of each column as indicated below:			
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5 337,760			
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 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions 0			
f	Undistributed income for 2011 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 2006 not applied on line 5 or line 7 (see page 27 of the instructions). 0			
9	Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a 337,760			
10	Analysis of line 9			
a	Excess from 2007.			
b	Excess from 2008. 21,423			
c	Excess from 2009. 206,673			
d	Excess from 2010. 109,664			
e	Excess from 2011.			

Part XIVPrivate 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 2011, 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)

☐ 4942(j)(3) or ☐ 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.	Tax year	Prior 3 years			(e) Total
		(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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 XVSupplementary 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))

See Additional Data Table

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

L GORDON CROFT
CANTON HOUSE 300 WATER STREET
BALTIMORE, MD 21202
(410) 576-8231

b

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

DETAIL OF CHARITABLE PURPOSE SHOULD BE IN LETTER FORM AND INCLUDE THE AMOUNT REQUESTED AND THE PURPOSE

c

Any submission deadlines

NONE

d

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

CARE FOR DISADVANTAGED AND HOMELESS PEOPLE EDUCATION OF CHILDREN AT ALL LEVELS OF SCHOLARSHIP

Form 990-PF (2011)

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	208,880
b Approved for future payment				
Total			3b	0

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	177,218	
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.			14	2,305	
8 Gain or (loss) from sales of assets other than inventory			18	42,994	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e). .		0		222,517	0
13 Total. Add line 12, columns (b), (d), and (e). 13				222,517	222,517

[illegible]

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.		1a(1)	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.			

[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	
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					
*****		2012-11-06		*****	
Signature of officer or trustee		Date		Title	
Sign Here Paid Preparer's Use Only	Preparer's Signature  MARK R TOPOLSKI		Date	Check if self-employed 	PTIN P00057447
	Firm's name  HERTZBACH & COMPANY PA			Firm's EIN  52-1158459	
	800 RED BROOK BLVD SUITE 300				
	Firm's address  OWINGS MILLS, MD 21117			Phone no (410) 363-3200	

May the IRS discuss this return with the preparer shown above? See instructions ☒ Yes ☐ No

Additional Data

Software ID:
Software Version:
EIN: 52-1682796
Name: GORDON CROFT FOUNDATION INC

Form 990PF - Special Condition Description:

Special Condition Description

Form 990PF Part XV Line 1a - 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).

L GORDON CROFT
JANE A CROFT

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				
ADKINS ARBORETUM12610 EVERLAND ROAD PO BOX 100 RIDGELY, MD 21660	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	500
AMERICAN TREE FARM SYSTEMPO BOX 10289 BALTIMORE, MD 21234	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	60
BALTIMORE BULLY CREW1111 19TH STREET NW SUITE 780 WASHINGTON, DC 20036	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	100
BALTIMORE CITY PAL242 WEST 29TH ST BALTIMORE, MD 21211	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	500
BALTIMORE COMMUNITY FOUNDATION2 E READ STREET UNIT 9 BALTIMORE, MD 21201	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	1,100
BEL ALTON VOLUNTEER FIRE DEPARTMENT9765 BEL ALTON NEWTOWN ROAD BEL ALTON, MD 20611	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	75
CIVISTA HEALTH FOUNDATION 701 EAST CHARLES STREET LA PLATA, MD 20646	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	500
CHILDHOOD APRAXIA OF SPEECH ASSOCIATION1151 FREEPORT ROAD SUITE 243 PITTSBURGH, PA 15238	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	400
CHILDREN'S CANCER RESEARCH FUND7801 EAST BUSH LAKE RD SUITE 130 MINNEAPOLIC, MN 55439	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR RESEARCH AND DEVELOPMENT	200
COBB ISLAND VOLUNTEER FIRE DEPARTMENT13290 MAIN AVE PO BOX 156 COBB ISLAND, MD 20625	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	75
COLLEGE BOUND FOUNDATION 300 WATER STREET SUITE 300 BALTIMORE, MD 21202	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	100
COLLEGE OF SOUTHERN MARYLAND FOUNDATION8730 MITCHELL ROAD PO BOX 910 LA PLATA, MD 20646	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR EDUCATION	500
COMMUNITY FOUNDATION OF CHARLES COUNTY3055 OLD WASHINGTON ROAD WALDORF, MD 20601	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	300
CONGREGATION SHA'ARE SHALOM19357 EVERGREEN MILLS ROAD LEESBURG, VA 20175	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	100
CONTEMPORARY MUSEUM100 W CENTRE STREET BALTIMORE, MD 21201	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	150
DARTMOUTH COLLEGE6016 MCNUTT HALL HANOVER, NH 03755	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR EDUCATION	1,000
DELMARVA EDUCATION FOUNDATION122 SOUTH DIVISION STREET SALISBURY, MD 21801	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR EDUCATION	100
EASTON VOLUNTEER FIRE DEPARTMENT315 AURORA PARK DRIVE PO BOX 851 EASTON, MD 21601	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	150
FOOD FOR THE HUNGRY1224 EAST WASHINGTON STREET PHOENIX, AZ 85034	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	1,000
GENERAL SMALLWOOD MIDDLE SCHOOL4990 INDIAN HEAD HIGHWAY INDIAN HEAD, MD 20640	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR EDUCATION	4,187
GENESIS JOBS INC5620 THE ALAMEDA BALTIMORE, MD 21239	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	300
GILMAN SCHOOL BALTIMORE INDEPENDENT SCHOOL LEARNING CAMP5407 ROLAND AVENUE BALTIMORE, MD 21210	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR EDUCATION	300
HANDEL CHOIR3600 CLIPPER MILL ROAD SUITE 150 BALTIMORE, MD 21211	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	100
HELPING UP MISSION1029 EAST BALTIMORE STREET BALTIMORE, MD 21202	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	500
HEART OF MISSOURI UNITED WAY1700 EAST POINTE DRIVE SUITE 201 COLUMBIA, MO 65201	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	100
IRONSIDES RESCUE SQUAD INC PO BOX 158 IRONSIDE, MD 20643	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	100
KU ENDOWMENT BREAST CANCER PREVENTION CENTER4125 RAINBOW BLVD SUITE 300 KANSAS CITY, KS 66013	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR RESEARCH	100
JC PARKS ELEMENTARY SCHOOL 3505 LIVINGSTON ROAD INDIAN HEAD, MD 20640	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR EDUCATION	3,963
JOHNS HOPKINS UNIVERSITY 3400 NORTH CHARLES STREET BALTIMORE, MD 21218	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR EDUCATION	125,000
JUBILEE BALTIMORE INC1228 NORTH CALVERT STREET BALTIMORE, MD 21202	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	200

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				
LA PLATA UNITED METHODIST CHURCHPO BOX 2824 LA PLATA,MD 20646	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	100
LA PLATA VOLUNTEER FIRE DEPARTMENT911 WASHINGTON AVE PO BOX 728 LA PLATA,MD 20646	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	75
MARYLAND HISTORICAL SOCIETY 201 WEST MONUMENT STREET BALTIMORE,MD 21201	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	200
MARYLAND MENTORING PARTNERSHIP517 NORTH CHARLES STREET SUITE 200 BALTIMORE,MD 21201	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	200
MARYLAND ZOO IN BALTIMORE 2570 DRUID HILL AVE BALTIMORE,MD 21217	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	300
MARYLAND FOUNDATION FOR RESEARCH & ECONOMIC EDUCATION8830 ORCHARD TREE LANE SUITE B TOWSON,MD 21286	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR EDUCATION	100
NANJEMOY VOLUNTEER FIRE DEPARTMENT COMPANY NO 4 4260 PORT TOBACCO ROAD NANJEMOY,MD 20662	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	75
NATIONAL D-DAY MEMORIAL FOUNDATION202 EAST MAIN STREET BEDFORD,VA 24523	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	50
ODYSSEY SCHOOL3257 BRIDDLE RIDGE LANE STEVENSON,MD 21153	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR EDUCATION	2,500
PAUL'S PLACE OUTREACH CENTER1118 WARD STREET BALTIMORE,MD 21230	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	200
OVARIAN CANCER NATIONAL ALLIANCE901 E STREET NW SUITE 405 WASHINGTON,DC 20004	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR EDUCATION	300
RANDOLPH MACON WOMAN'S COLLEGE2500 RIVERMONT AVE LYNCHBURG,VA 24503	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR EDUCATION	10,200
REHOBOTH ART LEAGUE12 DODDS LANE REHOBOTH BEACH,DE 19971	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR EDUCATION	100
REHOBOTH BEACH MUSEUM511 REHOBOTH AVENUE REHOBOTH BEACH,DE 19971	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	75
REHOBOTH BEACH VOLUNTEER FIRE COMPANY219 REHOBOTH AVE REHOBOTH BEACH,DE 19971	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	150
ROLAND PARK COUNTRY SCHOOL 5204 ROLAND AVE BALTIMORE,MD 21210	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR EDUCATION	1,000
RUXTON RIDERWOOD LAKE ROLAND AREA FOUNDATIONPO BOX 204 RIDERWOOD,MD 21139	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	100
SALVATION ARMY615 SLATERS LANE PO BOX 269 ALEXANDRIA,VA 22313	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	100
SANTA CLAUS ANONYMOUS1228 NORTH CALVERT STREET BALTIMORE,MD 21202	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	100
SENIOR SERVICES OF CHARLES COUNTY8190 PORT TOBACCO ROAD PORT TOBACCO,MD 20677	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	100
ST IGNATIUS LOYOLA ACADEMY 740 NORTH CALVERT STREET BALTIMORE,MD 21202	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR EDUCATION	115
ST MARTHA'S EPISCOPAL CHURCH117 MAPLEWOOD STREET BETHANY BEACH,DE 19930	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	100
ST MARY'S SCHOOL HSA109 DUKE OF GLOUCESTER ST ANNAPOLIS,MD 21401	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR EDUCATION	150
ST PAUL'S SCHOOL11152 FALLS ROAD PO BOX 8100 BROOKLANDVILLE,MD 21220	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR EDUCATION	30,000
SUSAN G KOMEN FOR THE CURE 5005 LBJ FREEWAY SUITE 250 DAKKAS,TX 75244	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR RESEARCH	70
TENTH DISTRICT VOLUNTEER FIRE DEPARTMENTPO BOX 522 MARBURY,MD 20658	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	75
THE SMILE TRAIN245 5TH AVE NEWYORK,NY 10016	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	125
TUERK HOUSE730 ASHBURTON STREET BALTIMORE,MD 21216	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	800
WASHINGTON & LEE GENERAL'S CLUBROUTE 11 SOUTH LEXINGTON,VA 24450	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR EDUCATION	1,200
WBAL RADIO KIDS CAMPAIGN 3800 HOOPER AVE BALTIMORE,MD 21211	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	300

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 <i>Paid during the year</i>				
WILDFOWL TRUST OF NORTH AMERICA INC600 DISCOVERY LANE GRASONVILLE,MD 21638	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	200
VARIOUS BALTIMORE AREA SCHOOLSVARIOUS BALTIMORE,MD 21202	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR EDUCATION	17,960
Total  3a				208,880

TY 2011 Accounting Fees Schedule

Name: GORDON CROFT FOUNDATION INC

EIN: 52-1682796

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION	7,500	3,750		3,750

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2011 Gain/Loss from Sale of Other Assets Schedule

Name: GORDON CROFT FOUNDATION INC

EIN: 52-1682796

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
CROFT LEOMINSTER INTERNATIONAL, LP		PURCHASED						0	-4,742	
CROFT LEOMINSTER INTERNATIONAL, LP		PURCHASED						0	383	
CROFT SMALL CAP LP		PURCHASED						0	-17,412	
CROFT SMALL CAP LP		PURCHASED						0	24,980	

**TY 2011 Investments Corporate
Bonds Schedule****Name:** GORDON CROFT FOUNDATION INC**EIN:** 52-1682796

Name of Bond	End of Year Book Value	End of Year Fair Market Value
3,792 SHS INVESCO LTD	64,697	76,181
250,000 ABITIBI CONSOLIDATE	41,369	0
1,600 SHS VERDE POTASH PLC	15,188	10,999
1,001 SHS ACE LTD	38,394	70,190
1,022 SHS FOSTER WHEELER AG	23,008	19,561
1,516 SHS ABB LTD ADR	37,275	28,546
20,000 SHS LYNAS CORP LTD	11,457	21,427
4,619 SHS PETROBANK ENERGY & RESOURCES LTD	48,403	47,945
4,089 SHS PETROFRONTIER CORP	17,207	4,738
2,836 SHS PETROMINERALES LTD	92,567	45,907
30,000 SHS PRETIUM RESOURCES INC	354,594	368,574
1,536 SHS ULTRA PETROLEUM CORP	88,392	45,512
0 SHS QIAGEN NV	0	0
0 SHS ABITIBIBOWATER INC	0	0
0 SHS NEXEN INC	0	0
0 SHS QUADRA FNX MINING LTD	0	0

TY 2011 Investments Corporate

Stock Schedule

Name:

GORDON CROFT FOUNDATION INC

EIN:

52-1682796

Name of Stock	End of Year Book Value	End of Year Fair Market Value
44,772 SHS T ROWE PRICE GROUP, INC.	594,400	2,549,765
719 SHS ALBERMARLE CORP	28,700	37,036
1,600 SHS ALLIED NEVADA GOLD CORP	47,223	48,448
942 SHS BANK OF AMERICA CORP	40,334	5,237
250 SHS CITIGROUP INC	10,081	6,578
10,044.87 SHS CROFT-LEOMINSTER VALUE FUND	201,189	216,869
936 SHS DEERE & CO	38,493	72,400
836 SHS DU PONT E I DE NEMOURS & CO	37,441	38,272
300 SHS FLOWSERVE CORP	17,474	29,796
2,470 SHS FREEPORT-MCMORAN COPPER & GOLD	92,553	90,871
771 SHS GENERAL CABLE CORP	47,043	19,283
307 SHS METLIFE INC	13,072	9,572
700 SHS MOSAIC CO	57,477	35,301
400 SHS PRUDENTIAL FINANCIAL INC	12,175	20,048
2,469 SHS SOUTHWESTERN ENERGY	58,319	78,860
715 SHS UNITED TECHNOLOGIES CORP	46,927	52,259
7,600 SHS WEYERHAEUSER CO	226,730	141,892
2,247 SHS WILLIAMS COS INC	22,052	74,196
586 SHS NORFOLK SOUTHERN CORP	20,075	42,696
0 SHS AETNA INC	0	0
0 SHS ALLEGHENY TECHNOLOGIES,INC	0	0
0 SHS COLLECTIVE BRANDS INC	0	0
0 SHS CORNING INC.	0	0
0 SHS MERCK & CO INC	0	0
0 SHS PLUM CREEK TIMBER CO INC	0	0

**TY 2011 Investments Government
Obligations Schedule****Name:** GORDON CROFT FOUNDATION INC**EIN:** 52-1682796**US Government Securities - End of****Year Book Value:**

0

US Government Securities - End of**Year Fair Market Value:**

0

**State & Local Government
Securities - End of Year Book****Value:**

0

**State & Local Government
Securities - End of Year Fair****Market Value:**

0

TY 2011 Investments - Other Schedule

Name: GORDON CROFT FOUNDATION INC

EIN: 52-1682796

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
5.5098% LEOMINSTER INTERNATIONAL, LP	FMV	188,285	188,285
3.6811% CROFT SMALL-CAP LP	FMV	379,490	379,490

TY 2011 Other Assets Schedule

Name: GORDON CROFT FOUNDATION INC

EIN: 52-1682796

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
REBATE RECEIVABLES	1,000		

TY 2011 Other Decreases Schedule

Name: GORDON CROFT FOUNDATION INC

EIN: 52-1682796

Description	Amount
UNREALIZED LOSSES	136,519

TY 2011 Other Expenses Schedule**Name:** GORDON CROFT FOUNDATION INC**EIN:** 52-1682796

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER DEDUCTIONS - STATE STREET BANK & TRUST	3,454	1,727		863
OTHER DEDUCTIONS - K-1'S	6,777	3,389		1,694

TY 2011 Other Income Schedule

Name: GORDON CROFT FOUNDATION INC

EIN: 52-1682796

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
STATE STREET BANK - LITIGATION SETTLEMENT	2,305	2,305	2,305

TY 2011 Taxes Schedule**Name:** GORDON CROFT FOUNDATION INC**EIN:** 52-1682796

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES PAID ON SECURITIES	818	818		0
FEDERAL TAXES PAID	3,750	0		0