



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

2011

For calendar year 2011 or tax year beginning

, and ending

Name of foundation DEPLAINE FOUNDATION, INC.		A Employer identification number 52-2278038
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 3829	Room/suite	B Telephone number 301-662-2753
City or town, state, and ZIP code FREDERICK, MD 21705		C If exemption application is pending, check here ☐
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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 (from Part II, col (c), line 16) \$ 14,330,561. (Part I, column (d) must be on cash basis.)	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify)	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		0.			
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		533,439.	533,439.	533,439.	STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		397,973.			
b Gross sales price for all assets on line 6a 8,035,439.					
7 Capital gain net income (from Part IV, line 2)			397,973.		
8 Net short-term capital gain				N/A	
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		3,326.	2,218.	3,326.	STATEMENT 2
12 Total. Add lines 1 through 11		934,738.	933,630.	536,765.	
13 Compensation of officers, directors, trustees, etc		0.	0.	0.	0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 3		3,850.	3,850.	0.	0.
c Other professional fees STMT 4		212,206.	207,073.	0.	0.
17 Interest					
18 Taxes STMT 5		34,617.	20,617.	0.	0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 6		8,573.	0.	0.	0.
24 Total operating and administrative expenses. Add lines 13 through 23		259,246.	231,540.	0.	0.
25 Contributions, gifts, grants paid		768,500.			768,500.
26 Total expenses and disbursements. Add lines 24 and 25		1,027,746.	231,540.	0.	768,500.
27 Subtract line 26 from line 12		-93,008.			
a Excess of revenue over expenses and disbursements			702,090.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				536,765.	

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		
Assets	1 Cash - non-interest-bearing			4,997.	2,399.	2,399.
	2 Savings and temporary cash investments			747,584.	1,392,837.	1,392,837.
	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					
	b Investments - corporate stock STMT 7			10,123,483.	8,926,093.	8,926,093.
	c Investments - corporate bonds STMT 8			4,089,462.	4,009,232.	4,009,232.
11 Investments - land, buildings, and equipment basis ▶						
Less accumulated depreciation ▶						
12 Investments - mortgage loans						
13 Investments - other						
14 Land, buildings, and equipment basis ▶						
Less accumulated depreciation ▶						
15 Other assets (describe ▶)						
16 Total assets (to be completed by all filers)			14,965,526.	14,330,561.	14,330,561.	
Liabilities	17 Accounts payable and accrued expenses					
	18 Grants payable					
	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable					
	22 Other liabilities (describe ▶)					
23 Total liabilities (add lines 17 through 22)			0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐					
	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ ☒					
	27 Capital stock, trust principal, or current funds			0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds			14,965,526.	14,330,561.	
	30 Total net assets or fund balances			14,965,526.	14,330,561.	
31 Total liabilities and net assets/fund balances			14,965,526.	14,330,561.		

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	14,965,526.
2 Enter amount from Part I, line 27a	2	-93,008.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	14,872,518.
5 Decreases not included in line 2 (itemize) ▶ <u>UNREALIZED GAIN ON INVESTMENTS</u>	5	541,957.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	14,330,561.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b SEE ATTACHED STATEMENT				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 8,035,439.		7,637,466.	397,973.

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

(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			
b			
c			
d			
e			397,973.

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	397,973.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8		3	-28,315.

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	620,000.	13,145,517.	.047164
2009	598,097.	10,892,019.	.054911
2008	747,336.	13,379,601.	.055856
2007	802,000.	15,751,772.	.050915
2006	770,000.	14,954,472.	.051490

2 Total of line 1, column (d)	2	.260336
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	.052067
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	15,416,416.
5 Multiply line 4 by line 3	5	802,687.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	7,021.
7 Add lines 5 and 6	7	809,708.
8 Enter qualifying distributions from Part XII, line 4	8	768,500.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		1	14,042.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	14,042.
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	14,042.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	14,000.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	14,000.	
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	42.	
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-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
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c 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 ☐ \$ 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.		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) ☐ 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	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

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?	13	X	

Website address **▶ N/A**

14 The books are in care of **▶ PHIL HAMMOND** Telephone no **▶ 301-662-2753**
 Located at **▶ 244 WEST PATRICK STREET, FREDERICK, MD** ZIP+4 **▶ 21701**

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?	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 ▶		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?	☐ 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 instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	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
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 ▶		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 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
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

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

5a During the year did the foundation pay or incur any amount to

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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

6b

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

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

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

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		0.	0.	0.

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

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

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

0

Form 990-PF (2011)

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
MANUFACTURERS AND TRADERS TRUST COMPANY P.O. BOX 1596, BALTIMORE, MD 21203	AGENCY & CUSTODIAN FEES	212,206.

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 DONATION OF CASH TO THE DELAPLAINE VISUAL ARTS EDUCATION CENTER, AN IRC SECTION 501(C)(3) ORGANIZATION.	130,000.
2 DONATION OF CASH TO THE NATIONAL MUSEUM OF CIVIL WAR MEDICINE, AN IRC SECTION 501(C)(3) ORGANIZATION.	150,000.
3 DONATION OF CASH TO RELIGIOUS COALITION FOR EMERGENCY HUMAN NEEDS, AN IRC SECTION 501(C)(3) ORGANIZATION	46,000.
4 DONATION OF CASH TO THE FREDERICK MEMORIAL HOSPITAL, AN IRC SECTION 501(C)(3) ORGANIZATION.	25,000.

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.

Form 990-PF (2011)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	14,577,275.
b	Average of monthly cash balances	1b	1,073,909.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	15,651,184.
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	15,651,184.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	234,768.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	15,416,416.
6	Minimum investment return. Enter 5% of line 5	6	770,821.

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

1	Minimum investment return from Part X, line 6	1	770,821.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	14,042.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	14,042.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	756,779.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	756,779.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	756,779.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	768,500.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	768,500.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	768,500.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				756,779.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006	38,464.			
b From 2007	23,595.			
c From 2008	73,684.			
d From 2009	57,302.			
e From 2010				
f Total of lines 3a through e	193,045.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$	768,500.			
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				756,779.
e Remaining amount distributed out of corpus	11,721.			
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:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	204,766.			
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				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	38,464.			
9 Excess distributions carryover to 2012 Subtract lines 7 and 8 from line 6a	166,302.			
10 Analysis of line 9				
a Excess from 2007	23,595.			
b Excess from 2008	73,684.			
c Excess from 2009	57,302.			
d Excess from 2010				
e Excess from 2011	11,721.			

N/A

- ☐ 4942(1)(3) or ☐ 4942(1)(5)

- (4) Gross investment income**

[illegible]

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				
ADVOCATES FOR HOMELESS FAMILIES 216 ABRECHT PLACE FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	TRANSITIONAL HOUSING	2,000.
AMERICAN VISIONARY ART MUSEUM 800 KEY HIGHWAY BALTIMORE, MD 21230	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	10,000.
ASSISTANCE FUND, INC. 5323 MILLENIA LAKES BLVD. ORLANDO, FL 32839	N/A	QUALIFIED PUBLIC CHARITY	PCIP EDUCATION AND AWARENESS PROGRAM	1,000.
ASSOCIATION OF SMALL FOUNDATIONS 1720 N STREET, NW WASHINGTON, DC 20036	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	2,500.
B.W.M.C. YOUTH WRESTLING 4 HOOT OWL CT. KEEDYSVILLE, MD 21756	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	2,000.
Total			SEE CONTINUATION SHEET(S) ▶ 3a	768,500.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

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
BALTIMORE MUSEUM OF INDUSTRY 1415 KEY HIGHWAY - INNER HARBOR SOUTH BALTIMORE, MD 21230	N/A	QUALIFIED PUBLIC CHARITY	PHARMACY EXHIBIT RENOVATION	2,000.
BALTIMORE SYMPHONY ORCHESTRA 1212 CATHEDRAL STREET BALTIMORE, MD 21201	N/A	QUALIFIED PUBLIC CHARITY	LOCAL CONCERTS	1,000.
BOYS AND GIRLS CLUB OF FREDERICK COUNTY 413 BURCK STREET FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	PROJECT LEARN	5,000.
BREAST CANCER RESEARCH FOUNDATION 60 EAST 56TH STREET, 8TH FLOOR NEW YORK, NY 10022	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	1,000.
BROOK LANE HEALTH 13218 BROOK LANE DRIVE, P.O. BOX 1945 HAGERSTOWN, MD 21742	N/A	QUALIFIED PUBLIC CHARITY	SENSORY ROOM AT LAURAL HALL	3,000.
CARE NET PREGNANCY CENTER OF FREDERICK 707 NORTH MARKET STREET FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	EDUCATION PROGRAMS	2,000.
CATHOLIC CHARITIES 320 CATHEDRAL STREET BALTIMORE, MD 21201	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	2,500.
COLUMBIA CENTER FOR THE THEATRICAL ARTS, INC. 6655 DOBBIN ROAD COLUMBIA, MD 21045	N/A	QUALIFIED PUBLIC CHARITY	BEN CARSON PROJECT	4,000.
COMMUNITY FOUNDATION OF FREDERICK COUNTY 312 EAST CHURCH ST FREDERICK, MD 21704	N/A	QUALIFIED PUBLIC CHARITY	DAVID MARSHALL FUND/SHARON I. HOOPER MEMORIAL DREAMS	7,000.
DALIT SOLIDARITY, INC. P.O. BOX 112 HINES, IL 60141	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	1,000.
Total from continuation sheets				751,000.

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
DELAPLAINE VISUAL ARTS EDUCATION CTR 40 S. CARROLL ST FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	ENDOWMENT AND OPERATING EXPENSES	130,000.
DOCTORS WITHOUT BORDERS 6 EAST 39TH ST, 8TH FLR NEW YORK, NY 10016	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	8,000.
FAMILIES PLUS! 35 E. CHURCH ST. FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	EDUCATIONAL AND THERAPEUTIC PROGRAMS	10,000.
FREDERICK ALLIANCE FOR THE YOUTH 1150 ORCHARD TERRACE FREDERICK, MD 21703	N/A	QUALIFIED PUBLIC CHARITY	FAMILY COACHING	7,500.
FREDERICK ARTS COUNCIL 15 WEST PATRICK STREET FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	YEMI'S PILLARS OF FREDERICK PROJECT/INSPIRES PROJECT	7,000.
FREDERICK CO. FIRE AND RESCUE MUSEUM AND PRESERVATION SOCIETY, INC. BOX 382 EMMITSBURG, MD 21721	N/A	QUALIFIED PUBLIC CHARITY	FIRE MUSEUM DISPLAYS	2,000.
FREDERICK COMMUNITY COLLEGE FOUNDATION, INC. 7922 OPOSSOMTOWN PIKE FREDERICK, MD 21702	N/A	QUALIFIED PUBLIC CHARITY	ALLIED HEALTH ACADEMY	12,000.
FREDERICK COUNTY HUMANE SOCIETY 217 WEST PATRICK ST. FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	SPAY AND NEUTER SERVICES	2,500.
FREDERICK MEMORIAL HOSPITAL 400 WEST 7TH ST FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	AUXILIARY PRENATAL CENTER	25,000.
FREDERICK SYMPHONY ORCHESTRA 5614 GLEN COVE COURT FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	BEETHOVEN NINTH SYMPHONY PROJECT	2,000.
Total from continuation sheets				

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
FREDERICK UNION RESCUE MISSION 419 W. SOUTH STREET, P.O. BOX 3389 FREDERICK, MD 217053389	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	5,000.
FRIENDS MEETING SCHOOL 3232 GREEN VALLEY ROAD IJAMSVILLE, MD 21754	N/A	QUALIFIED PUBLIC CHARITY	COMMUNITY PLAY	2,000.
FRIENDS OF FREDERICK COUNTY PUBLIC LIBRARIES, INC. 110 EAST PATRICK STREET FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	FREDERICK READS	1,500.
GALE RECOVERY, INC. 608 EAST PATRICK STREET FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	PAINTING WORKSHOPS FOR WOMEN IN RECOVERY PROJECT	2,000.
GRACE PROTESTANT EPISCOPAL CHURCH 5740 GREEN VALLEY ROAD NEW MARKET, MD 21774	N/A	QUALIFIED PUBLIC CHARITY	BUILDING FUND	5,000.
HABITAT FOR HUMANITY OF FREDERICK COUNTY 2 E. CHURCH ST., 3RD FLOOR FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	3,000.
HAGERSTOWN AVIATION MUSEUM 14235 OAK SPRINGS ROAD HAGERSTOWN, MD 21742	N/A	QUALIFIED PUBLIC CHARITY	VISITOR AND EDUCATION CENTER AND GENERAL OPERATIONS	10,000.
HERITAGE TOURISM ALLIANCE OF MONTGOMERY COUNTY 12535 MILESTONE MANOR LANE GERMANTOWN, MD 20876	N/A	QUALIFIED PUBLIC CHARITY	REPRINT OF GUIDE TO CIVIL WAR IN MONTGOMERY COUNTY	1,000.
HOOD COLLEGE 401 ROSEMONT AVE FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	SUMMER READING CLINICS	10,000.
HOPE ALIVE, INC. P.O. BOX 206 ADAMSTOWN, MD 21710	N/A	QUALIFIED PUBLIC CHARITY	RESIDENTIAL PROGRAM	20,000.
Total from continuation sheets				

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
INDEPENDENT COLLEGE FUND OF MARYLAND 3225 ELLERSVILLE AVE, SUITE C160 BALTIMORE, MD 21218	N/A	QUALIFIED PUBLIC CHARITY	SCHOLARSHIPS	16,000.
INTERFAITH HOUSING ALLIANCE, INC. 731 NORTH MARKET ST FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	15,000.
JUNIOR ACHIEVEMENT OF CENTRAL MARYLAND 10711 RED RUN BLVD, SUTIE 110 OWINGS MILLS, MD 21117	N/A	QUALIFIED PUBLIC CHARITY	FREDERICK COUNTY PROGRAMS AND SERVICES	2,000.
LIBERTYTOWN VOLUNTEER FIRE DEPT, INC. 12027 SOUTH S LIBERTYTOWN, MD 21762	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	5,000.
LIFE HORSE, INC. 3800 NORTH BALDWIN RD., STE # 3 ORTONVILLE, MI 48462	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	1,000.
LIVING CLASSROOMS FOUNDATION 802 S. CAROLINE STREET BALTIMORE, MD 21231	N/A	QUALIFIED PUBLIC CHARITY	HISTORIC SHIPS TANEY FAINTAIL DECK PRESERVATION	1,000.
LUTHERAN MISSION SOCIETY OF MD 601 HAMMONDS LANE BALTIMORE, MD 21225	N/A	QUALIFIED PUBLIC CHARITY	COMPASSION CENTER MINISTRY	15,000.
MAGICAL EXPERIENCES ARTS CO. 7032 WALLIS AVE BALTIMORE, MD 21215	N/A	QUALIFIED PUBLIC CHARITY	DIAMONS AND DUST PROJECT	1,000.
MAKE-A-WISH FOUNDATION OF THE MID-ATLANTIC, INC 10920 CONNECTICUT AVENUE, SUITE 1600 KENSINGTON, MD 208951600	N/A	QUALIFIED PUBLIC CHARITY	WISH GRANTING	7,500.
MARYLAND ECARE, LLC 100 HOSPITAL ROAD PRINCE FREDERICK, MD 20678	N/A	QUALIFIED PUBLIC CHARITY	RURAL MD TELE-ICU OUTCOMES STUDY	5,000.
Total from continuation sheets				

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
MARYLAND ENSEMBLE THEATRE 31 W. PATRICK ST. FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	5,000.
MARYLAND FOOD BANK 2200 HALETHORPE RD. BALTIMORE, MD 21227	N/A	QUALIFIED PUBLIC CHARITY	FEEDING HUNGRY MARYLANDERS	5,000.
MARYLAND HISTORICAL SOCIETY 201 WEST MONUMENT ST BALTIMORE, MD 21201	N/A	QUALIFIED PUBLIC CHARITY	TRAVELING TRUNKS AND IN-CLASS MUSEUM TOURS	6,000.
MARYLAND RAVENS 1413 GLENDALE ROAD BALTIMORE, MD 21239	N/A	QUALIFIED PUBLIC CHARITY	ABILITIES AWARENESS PROGRAM	2,000.
MARYLAND SCHOOL FOR THE DEAF P.O. BOX 250 FREDERICK, MD 21705	N/A	QUALIFIED PUBLIC CHARITY	BULLETIN SPECIAL ISSUE	2,500.
MARYLAND SYMPHONY ORCHESTRA, INC. 30 W. WASHINGTON ST. HAGERSTOWN, MD 21740	N/A	QUALIFIED PUBLIC CHARITY	MSO MUSIC EDUCATION LINCOLN PROJECT	1,500.
MARYLAND WOMEN'S HERITAGE CENTER & MUSEUM 39 WEST LEXINGTON STREET BALTIMORE, MD 21201	N/A	QUALIFIED PUBLIC CHARITY	HONOR OUR WOMEN PROJECT	10,000.
MARYLAND ZOO IN BALTIMORE 1876 MANSION HOUSE DRIVE BALTIMORE, MD 21217	N/A	QUALIFIED PUBLIC CHARITY	OUTREACH TO FREDERICK COUNTY PROGRAM	4,150.
MENTAL HEALTH ASSOCIATION OF FREDERICK COUNTY 263 WEST PATRICK ST FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	CAPITAL CAMPAIGN AND FAMILY SERVICE PROGRAM	25,000.
MISSION OF MERCY 22 S. MARKET ST, SUITE 6D FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	MOBILE MEDICAL PROGRAM	25,000.
Total from continuation sheets				

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
MT. SAINT MARY'S UNIVERSITY 16300 OLD EMMITSBURG ROAD EMMITSBURG, MD 21727	N/A	QUALIFIED PUBLIC CHARITY	TENNIS SCHOLARSHIPS/PRESIDENT DISCRETIONARY FUND	15,000.
NATIONAL ALLIANCE FOR MENTAL ILLNESS - FREDERICK COUNTY 5017 CAMELBACK LANE FREDERICK, MD 21703	N/A	QUALIFIED PUBLIC CHARITY	FREDERICK FAMILY TO FAMILY PROGRAM	1,350.
NATIONAL ANTHEM CELEBRATION FOUNDATION, INC. 15000 SCOTTWOOD CT WOODBINE, MD 217970000	N/A	QUALIFIED PUBLIC CHARITY	TEACH THE STORY, CELEBRATE THE SONG MISSION	5,000.
NATIONAL CAPITOL SQUADRON OF THE COMMEMORATIVE AIR FORCE 12499 BEVERLY FORD ROAD BRANDY STATION, VA 22714	N/A	QUALIFIED PUBLIC CHARITY	COMMEMORATIVE AIR FORCE	500.
NATIONAL MUSEUM OF CIVIL WAR MEDICINE 48 EAST PATRICK ST FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	ENDOWMENT FUND/ OPERATING EXPENSES	150,000.
NEEDIEST KIDS, INC. 8283 GREENSBORO DR. MCLEAN, VA 22102	N/A	QUALIFIED PUBLIC CHARITY	BRIDGES TO SUCCESS FOR FREDERICK COUNTY	2,500.
OXFAM-AMERICA INC. 226 CAUSEWAY ST FLOOR 5 BOSTON, MA 021142206	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	8,000.
QUEST VISUAL THEATRE 414 NEWBURG DRIVE LANHAM, MD 20706	N/A	QUALIFIED PUBLIC CHARITY	THEATRE BRIDGE	1,000.
RED DEVILS, INC. 5820 YORK ROAD, SUITE 205 BALTIMORE, MD 21212	N/A	QUALIFIED PUBLIC CHARITY	FREDERICK CO. FAMILIES DEALING WITH BREAST CANCER	1,000.
RELIGIOUS COALITION FOR EMERGENCY HUMAN NEEDS 27 DEGRANGE STREET FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	EVICTON PREVENTION AND SHELTER PROJECTS	40,000.
Total from continuation sheets				

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
RELIGIOUS COALITION FOR EMERGENCY HUMAN NEEDS 27 DEGRANGE STREET FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	DINNER SPONSORSHIP	6,000.
SALVATION ARMY 223 W. 5TH ST., P.O. BOX 1003 FREDERICK, MD 21705	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	5,000.
SAN MAR CHILDREN'S HOME, INC. 8505 MAPLEVILLE ROAD BOONSBORO, MD 21713	N/A	QUALIFIED PUBLIC CHARITY	LIFE SPACE CRISIS INTERVENTION TRAINING	3,000.
SHINING STARS SCHOOL OF PERFORMING ARTS P.O. BOX 356 MONROVIA, MD 21770	N/A	QUALIFIED PUBLIC CHARITY	ADVENTURES WITH THE CLASSICS	1,000.
SMILE TRAIN 41 MADISON AVE, 28TH FLOOR NEW YORK, NY 10010	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	1,500.
SOUTH CENTRAL COMMUNITY ACTION PROGRAMS, INC. 533 SOUTH MAIN STREET CHAMBERSBURG, PA 17201	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	5,500.
SPIRES BRASS BAND, INC. 6812 FALSTONE DRIVE FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	ABRAHAM LINCOLN: MUSIC AND DANCE OF HIS TIME PROGRAM	2,000.
ST. JOHN'S AT PROSPECT HALL 889 BUTTERFLY LANE FREDERICK, MD 21703	N/A	QUALIFIED PUBLIC CHARITY	SCHOLARSHIPS	8,000.
ST. THOMAS MORE ACADEMY 8798 ADVENTURE AVENUE WALKERSVILLE, MD 21793	N/A	QUALIFIED PUBLIC CHARITY	SCHOLARSHIPS	8,000.
THURMONT SENIOR CENTER, INC. 806 EAST MAIN STREET THURMONT, MD 21788	N/A	QUALIFIED PUBLIC CHARITY	SEVEN PASSENGER VAN	3,000.
Total from continuation sheets				

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
TREE-LAND FOUNDATION, INC. BOX 535 MYERSVILLE, MD 21773	N/A	QUALIFIED PUBLIC CHARITY	GLOBAL REVISION PROGRAM	5,000.
TRINITY SCHOOL OF FREDERICK 6040 NEW DESIGN RD. FREDERICK, MD 21703	N/A	QUALIFIED PUBLIC CHARITY	MAGIC FLUTE OPERA PROGRAM	5,000.
TUESDAY'S CHILDREN 390 PLANDOME ROAD, SUITE 217 MANHASSET, NY 11030		QUALIFIED PUBLIC CHARITY	PROJECT COMMON BOND	3,000.
WALTERS ART MUSEUM 600 NORTH CHARLES STREET BALTIMORE, MD 21201	N/A	QUALIFIED PUBLIC CHARITY	FREDERICK COUNTY SCHOOLS PROGRAMS	3,000.
WASHINGTON AND LEE UNIVERSITY 204 W. WASHINGTON STREET LEXINGTON, VA 22450	N/A	QUALIFIED PUBLIC CHARITY	RESTORATION AND PRESERVATION OF WASHINGTON HALL	4,000.
YMCA OF FREDERICK COUNTY 1000 NORTH MARKET STREET FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	RECONSTRUCTION PROJECTS	10,000.
ZION PRESERVATION COMMITTEE 601 CAWLEY DRIVE FREDERICK, MD 21703	N/A	QUALIFIED PUBLIC CHARITY	RESTORATION AND PRESERVATION	5,000.
Total from continuation sheets				

DELAPLAINE FOUNDATION, INC.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	M&T #77825 - SEE ATTACHMENT	P	VARIOUS	07/01/11
b	M&T #77825 - SEE ATTACHMENT	P	VARIOUS	07/01/11
c	M&T #1015525 - SEE ATTACHMENT	P	VARIOUS	07/01/11
d	M&T #77826 - SEE ATTACHMENT	P	VARIOUS	07/01/11
e	M&T #77826 - SEE ATTACHMENT	P	VARIOUS	07/01/11
f	M&T #77836 - SEE ATTACHMENT	P	VARIOUS	07/01/11
g	M&T #77836 - SEE ATTACHMENT	P	VARIOUS	07/01/11
h	M&T #1015526 - SEE ATTACHMENT	P	VARIOUS	07/01/11
i	M&T #1015526 - SEE ATTACHMENT	P	VARIOUS	07/01/11
j	M&T #1015527 - SEE ATTACHMENT	P	VARIOUS	07/01/11
k	M&T #1015527 - SEE ATTACHMENT	P	VARIOUS	07/01/11
l	M&T #1015525 - SEE ATTACHMENT	P	VARIOUS	07/01/11
m	CAPITAL GAINS DIVIDENDS			
n				
o				

(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 320,120.		318,316.	1,804.
b 152,162.		150,717.	1,445.
c 1,032,769.		1,024,035.	8,734.
d 234,958.		274,021.	-39,063.
e 1,002,001.		1,089,990.	-87,989.
f 226,847.		245,721.	-18,874.
g 943,475.		925,683.	17,792.
h 706,238.		672,310.	33,928.
i 1,059,064.		884,822.	174,242.
j 178,157.		193,001.	-14,844.
k 394,600.		356,929.	37,671.
l 1,784,800.		1,501,921.	282,879.
m 248.			248.
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			** 1,804.
b			** 1,445.
c			** 8,734.
d			** -39,063.
e			** -87,989.
f			** -18,874.
g			** 17,792.
h			** 33,928.
i			** 174,242.
j			** -14,844.
k			** 37,671.
l			** 282,879.
m			** 248.
n			
o			

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	397,973.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8 }	3	-28,315.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
-------------	--	-----------	---

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
M&T # 1015525	165,246.	0.	165,246.
M&T # 1015526	25,239.	0.	25,239.
M&T # 1015527	68,356.	0.	68,356.
M&T #77836	182,180.	0.	182,180.
M&T-BERNSTEIN #77825	3,979.	248.	3,731.
M&T-MARSHFIELD #77826	88,687.	0.	88,687.
TOTAL TO FM 990-PF, PART I, LN 4	533,687.	248.	533,439.

FORM 990-PF	OTHER INCOME	STATEMENT	2
-------------	--------------	-----------	---

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME - QWEST SETTLEMENT	27.	27.	27.
OTHER INCOME - ENRON SETTLEMENT	2,167.	2,167.	2,167.
OTHER INCOME - VERITAS SETTLEMENT	24.	24.	24.
TAX REFUND	1,108.	0.	1,108.
TOTAL TO FORM 990-PF, PART I, LINE 11	3,326.	2,218.	3,326.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
-------------	-----------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MCLEAN, KOEHLER, SPARKS, AND HAMMOND	3,850.	3,850.	0.	0.
TO FORM 990-PF, PG 1, LN 16B	3,850.	3,850.	0.	0.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
AGENCY FEES-M&T #77836	14,412.	14,412.	0.	0.	
AGENCY FEES-BERNSTEIN	11,894.	11,894.	0.	0.	
AGENCY FEES-MARSHFIELD #77826	2,076.	2,076.	0.	0.	
CUSTODIAN & MANAGEMENT FEES-BERNSTEIN	125,277.	125,277.	0.	0.	
CUSTODIAN & MANAGEMENT FEES-MARSHFIELD	53,414.	53,414.	0.	0.	
INVESTMENT EXPENSES	5,133.	0.	0.	0.	
TO FORM 990-PF, PG 1, LN 16C	212,206.	207,073.	0.	0.	

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAX PAID TO VARIOUS COUNTRIES	20,617.	20,617.	0.	0.	
FEDERAL TAX	14,000.	0.	0.	0.	
TO FORM 990-PF, PG 1, LN 18	34,617.	20,617.	0.	0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
DUES AND SUBSCRIPTIONS	5,575.	0.	0.	0.	
OUTSIDE SERVICES	1,592.	0.	0.	0.	
MISCELLANEOUS	206.	0.	0.	0.	
INSURANCE	1,200.	0.	0.	0.	
TO FORM 990-PF, PG 1, LN 23	8,573.	0.	0.	0.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
EQUITIES	8,926,093.	8,926,093.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	8,926,093.	8,926,093.	

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
FIXED INCOME NOTES	4,009,232.	4,009,232.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	4,009,232.	4,009,232.	

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	9
-------------	---	-----------	---

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
GEORGE B. DELAPLAINE, JR. 244 WEST PATRICK ST. FREDERICK, MD 21701	PRESIDENT 0.00	0.	0.	0.
ELIZABETH B. DELAPLAINE 244 WEST PATRICK ST. FREDERICK, MD 21701	VICE-PRESIDENT 0.00	0.	0.	0.
GEORGE B. DELAPLAINE, III 244 WEST PATRICK ST. FREDERICK, MD 21701	SECRETARY/TREASURER 0.00	0.	0.	0.
JAMES W. DELAPLAINE 244 WEST PATRICK ST. FREDERICK, MD 21701	TRUSTEE 0.00	0.	0.	0.
JOHN F. DELAPLAINE 244 WEST PATRICK ST. FREDERICK, MD 21701	TRUSTEE 0.00	0.	0.	0.

DELAPLAINE FOUNDATION, INC.

52-2278038

EDWARD S. DELAPLAINE 244 WEST PATRICK ST. FREDERICK, MD 21701	TRUSTEE 0.00	0.	0.	0.
PHILIP W. HAMMOND 244 WEST PATRICK ST. FREDERICK, MD 21701	TRUSTEE 2.00	0.	0.	0.
MARLENE B. YOUNG 244 WEST PATRICK ST. FREDERICK, MD 21701	TRUSTEE 10.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 10

NAME OF MANAGER

GEORGE B. DELAPLAINE, JR.
ELIZABETH B. DELAPLAINE
GEORGE B. DELAPLAINE, III
JAMES W. DELAPLAINE
JOHN F. DELAPLAINE
EDWARD S. DELAPLAINE
PHILIP W. HAMMOND
MARLENE B. YOUNG

ACCT U255 1015526
FROM 01/01/2011
TO 12/31/2011

MANUFACTURERS AND TRADERS TRUST COMPANY
STATEMENT OF CAPITAL GAINS AND LOSSES
DELAPLAINE FOUNDATION/LATEEF

TRUST YEAR ENDING 12/31/2011

PAGE 22

RUN 04/25/2012
02 08 15 PM

TAX PREPARER: 360
TRUST ADMINISTRATOR: 507
INVESTMENT OFFICER: 532

LEGEND. F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
1209.0000 STARWOOD HOTELS & RESORTS WORLDWIDE - 85590A401 - MINOR = 43							
SOLD		09/01/2011	53384.60				
ACQ	1209 0000	06/02/2011	53384.60	62274.79	-8890.19	ST	
2553.0000 STATE STREET CORPORATION - 857477103 - MINOR = 43							
SOLD		04/26/2011	118597.84				
ACQ	722 0000	03/17/2010	33540.01	29660.88	3879.13	LT15	Y
	860 0000	07/06/2010	39950.70	35330.13	4620.57	ST	Y
	971.0000	11/18/2010	45107.13	39890.18	5216.95	ST	Y
2101 0000 SUNCOR ENERGY INC - 867224107 - MINOR = 44							
SOLD		09/01/2011	67820.49				
ACQ	1503 0000	05/05/2009	48516.99	49792.08	-1275.09	LT15	Y
	273 0000	07/06/2010	8812.47	9044.07	-231.60	LT15	Y
	325.0000	08/25/2010	10491.03	10766.75	-275.72	LT15	Y
1342 0000 TERADATA CORP - 88076W103 - MINOR = 43							
SOLD		09/01/2011	69420.32				
ACQ	1342.0000	08/05/2009	69420.32	42947.81	26472.51	LT15	Y
1160 0000 TERADATA CORP - 88076W103 - MINOR = 43							
SOLD		11/04/2011	65701.46				
ACQ	310.0000	08/05/2009	17558.15	9920.88	7637.27	LT15	Y
	718 0000	01/06/2010	40666.94	22978.04	17688.90	LT15	Y
	132 0000	11/22/2010	7476.37	4224.37	3252.00	ST	Y
1450.0000 VISA INC - 92826C839 - MINOR = 43							
SOLD		08/10/2011	116793.00				
ACQ	594.0000	05/05/2009	47844.86	43391.32	4453.54	LT15	Y
	115.0000	07/06/2010	9262.89	8400.68	862.21	LT15	Y
	612 0000	11/18/2010	49294.70	44706.21	4588.49	ST	Y
	129.0000	11/18/2010	10390.55	9423.37	967.18	ST	Y
661 0000 ACCENTURE PLC- CL A - G1151C101 - MINOR = 44							
SOLD		07/15/2011	39874.43				
ACQ	661.0000	08/14/2009	39874.43	26886.08	12988.35	LT15	Y
991.0000 ACCENTURE PLC- CL A - G1151C101 - MINOR = 44							
SOLD		09/01/2011	53131.47				
ACQ	554.0000	08/14/2009	29702.15	22533.87	7168.28	LT15	Y
	437.0000	01/06/2010	23429.32	17774.91	5654.41	LT15	Y
TOTALS			1765301.68	1557131.76			

SUMMARY OF CAPITAL GAINS/LOSSES

FEDERAL	SHORT TERM	LONG TERM 28%	LONG TERM 15%	ST WASH SALE	LT WASH SALE	1250 GAIN
NONCOVERED FROM ABOVE	37777.24	0.00	174241.65	0.00	0.00	0.00*
COVERED FROM ABOVE	-3848.97	0.00	0.00	0.00	0.00	
COMMON TRUST FUND	0.00	0.00	0.00			0.00
CAPITAL GAIN DIVIDENDS	0.00	0.00	0.00			0.00
	33928.27	0.00	174241.65	0.00	0.00	0.00

STATE

NONCOVERED FROM ABOVE	37777.24	0.00	174241.65	0.00	0.00	0.00*
COVERED FROM ABOVE	-3848.97	0.00	0.00	0.00	0.00	
COMMON TRUST FUND	0.00	0.00	0.00			0.00
CAPITAL GAIN DIVIDENDS	0.00	0.00	0.00			0.00
	33928.27	0.00	174241.65	0.00	0.00	0.00

* - 1250 GAIN DETAILED ON TRANS PAGES, NOT ABOVE

CAPITAL LOSS CARRYOVER

FEDERAL	0.00	0.00
MARYLAND	N/A	N/A

ACCT U255 1015526
FROM 01/01/2011
TO 12/31/2011
PREP 360 ADMN:507 INV:532

MANUFACTURERS AND TRADERS TRUST COMPANY
1099 SUMMARY
DELAPLAINE FOUNDATION/LATEEF
TRUST YEAR ENDING 12/31/2011

PAGE 25

RUN 04/25/2012
02:08:15 PM

1099 DIV, INT, OID, B

ERROR MESSAGES

PAYER

16-0538020

MANUFACTURERS AND TRADERS TRUST COMPANY

PO BOX 1596
BALTIMORE, MD 21203

RECIPIENT

52-2278038

DELAPLAINE FOUNDATION, INC.
244 WEST PATRICK STREET
BOX 3829
FREDERICK, MD 21705-3829

SHORT TERM GAIN

ADDRESS LINE 2 WILL BE OMITTED FROM FILING

1099-DIV	TAX CODE	SUBTOTAL	TOTAL
TOT ORDINARY DIVIDENDS	1	13 14	
	3	7079.96	
	5	18113.02	
	502	32.64	

25238 76

QUALIFIED DIVIDENDS	3	7079.96	
	5	18113.02	

25192.98

FOREIGN TAX PAID	29	404.51	
------------------	----	--------	--

404.51

1099-INT	TAX CODE	SUBTOTAL	TOTAL
NONE			

1099-OID	ASSET ID	DESCRIPTION	OID AMOUNT	OID USGI AMOUNT	FED TAX WTH
NONE					

1099-B (SALES)

ASSET ID	DESCRIPTION	SALE DATE	ACQ DATE	SALES PRICE	COST BASIS	FED TAX WTH	TERM	NC
036620105	ANSYS INCORPORATED	09/01/11	07/22/11	21645.09	21320.67	0.00	ST	
037833100	APPLE COMPUTER INCORPORATED	09/01/11	04/26/11	48459.30	44346.70	0.00	ST	
084670702	BERKSHIRE HATHAWAY INC DEL CL	05/17/11	02/10/11	88302.54	88155.84	0.00	ST	
084670702	BERKSHIRE HATHAWAY INC DEL CL	05/17/11	02/10/11	88302.54	88155.84	0.00	ST	
302130109	EXPEDITORS INTERNATIONAL WASHI	09/01/11	08/03/11	11244.10	10933.30	0.00	ST	
85590A401	STARWOOD HOTELS & RESORTS WORL	09/01/11	06/02/11	53384.60	62274.79	0.00	ST	
001055102	AFLAC INCORPORATED	05/20/11	11/18/10	66484.38	57015.47	0.00	ST	Y
001055102	AFLAC INCORPORATED	05/20/11	11/18/10	66484.38	57015.47	0.00	ST	Y
194162103	COLGATE PALMOLIVE COMPANY	02/01/11	11/18/10	58167.79	54161.08	0.00	ST	Y
302182100	EXPRESS SCRIPTS INCORPORATED C	09/01/11	11/29/10	51187.38	54942.33	0.00	ST	Y
770323103	ROBERT HALF INTERNATIONAL INC	09/01/11	11/22/10	356.45	413.98	0.00	ST	Y
857477103	STATE STREET CORPORATION	04/26/11	11/18/10	85057.83	75220.31	0.00	ST	Y
88076W103	TERADATA CORP	11/04/11	11/22/10	7476.37	4224.37	0.00	ST	Y
92826C839	VISA INC	08/10/11	11/18/10	59685.25	54129.58	0.00	ST	Y
G1151C101	ACCENTURE PLC- CL A	07/15/11	08/14/09	39874.43	26886.08	0.00	LT15	Y
G1151C101	ACCENTURE PLC- CL A	09/01/11	01/06/10	53131.47	40308.78	0.00	LT15	Y
008252108	AFFILIATED MANAGERS GROUP	09/01/11	08/31/09	39208.93	32528.26	0.00	LT15	Y
001055102	AFLAC INCORPORATED	05/18/11	05/05/09	30050.70	25682.64	0.00	LT15	Y
001055102	AFLAC INCORPORATED	05/18/11	05/05/09	30050.70	25682.64	0.00	LT15	Y
001055102	AFLAC INCORPORATED	05/20/11	01/06/10	46818.58	40150.54	0.00	LT15	Y
001055102	AFLAC INCORPORATED	05/20/11	01/06/10	46818.58	40150.54	0.00	LT15	Y
084670702	BERKSHIRE HATHAWAY INC DEL CL	05/17/11	05/04/09	27401.50	27355.98	0.00	LT15	Y
084670702	BERKSHIRE HATHAWAY INC DEL CL	05/17/11	05/04/09	27401.50	27355.98	0.00	LT15	Y
12541W209	CH ROBINSON WORLDWIDE INC	09/01/11	03/11/10	10151.13	7717.49	0.00	LT15	Y
194162103	COLGATE PALMOLIVE COMPANY	02/01/11	05/04/09	50877.63	47373.07	0.00	LT15	Y
268648102	E M C CORPORATION MASSACHUSETT	09/01/11	05/04/09	41504.68	29801.96	0.00	LT15	Y
302130109	EXPEDITORS INTERNATIONAL WASHI	09/01/11	06/11/09	31228.55	30365.35	0.00	LT15	Y
57636Q104	MASTERCARD INC CL A	09/01/11	05/04/09	69982.70	45254.53	0.00	LT15	Y
57636Q104	MASTERCARD INC CL A	09/28/11	10/05/09	32696.34	21118.78	0.00	LT15	Y
747525103	QUALCOMM INCORPORATED	09/01/11	05/07/10	59370.43	47627.15	0.00	LT15	Y
770323103	ROBERT HALF INTERNATIONAL INC	09/01/11	06/22/10	51495.87	59805.86	0.00	LT15	Y
774341101	ROCKWELL COLLINS	09/01/11	05/04/09	45024.35	46885.43	0.00	LT15	Y
811065101	SCRIPPS NETWORKS INTERACTIVE	09/01/11	05/04/09	39861.95	35868.46	0.00	LT15	Y
857477103	STATE STREET CORPORATION	04/26/11	03/17/10	33540.01	29660.88	0.00	LT15	Y
867224107	SUNCOR ENERGY INC	09/01/11	08/25/10	67820.49	69602.90	0.00	LT15	Y
88076W103	TERADATA CORP	09/01/11	08/05/09	69420.32	42947.81	0.00	LT15	Y
88076W103	TERADATA CORP	11/04/11	01/06/10	58225.09	32898.92	0.00	LT15	Y
92826C839	VISA INC	08/10/11	07/06/10	57107.75	51792.00	0.00	LT15	Y

1765301.68 1557131 76 0.00

LONG TERM GAIN

ACCT U255 1015527
FROM 01/01/2011
TO 12/31/2011

MANUFACTURERS AND TRADERS TRUST COMPANY
STATEMENT OF CAPITAL GAINS AND LOSSES
DELAPLAINE FOUNDATION/SCHAPER
TRUST YEAR ENDING 12/31/2011

PAGE 55
RUN 04/25/2012
02:08:05 PM

TAX PREPARER 360
TRUST ADMINISTRATOR 507
INVESTMENT OFFICER: 532

LEGEND: F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
150.0000 TELEFONICA DE ESPANA S A - 879382208 - MINOR = 44							
SOLD		09/01/2011	3114.02				
ACQ	130.0000	05/05/2009	2698.82	2849.67	-150.85	LT15	Y
	20.0000	06/24/2009	415.20	438.41	-23.21	LT15	Y
160.0000 TELEFONICA DE ESPANA S A - 879382208 - MINOR = 44							
SOLD		12/21/2011	2702.46				
ACQ	10.0000	06/24/2009	168.90	219.21	-50.31	LT15	Y
	150.0000	07/24/2009	2533.56	3288.08	-754.52	LT15	Y
60.0000 TELEFONICA DE ESPANA S A - 879382208 - MINOR = 44							
SOLD		12/23/2011	1033.90				
ACQ	30.0000	07/24/2009	516.95	657.62	-140.67	LT15	Y
	30.0000	10/30/2009	516.95	657.62	-140.67	LT15	Y
40.0000 TELEFONICA DE ESPANA S A - 879382208 - MINOR = 44							
SOLD		12/28/2011	672.97				
ACQ	40.0000	10/30/2009	672.97	876.82	-203.85	LT15	Y
480.0000 TESCO PLC SPONSORED ADR - 881575302 - MINOR = 44							
SOLD		09/01/2011	8889.60				
ACQ	480.0000	08/24/2010	8889.60	9312.32	-422.72	LT15	Y
100.0000 TOTAL FINA ELF SA SPONSORED ADR - 89151E109 - MINOR = 44							
SOLD		09/01/2011	4885.01				
ACQ	100.0000	05/05/2009	4885.01	5213.07	-328.06	LT15	Y
260.0000 UNILEVER NV NEW YORK SHARES NEW - 904784709 - MINOR = 44							
SOLD		09/01/2011	8842.62				
ACQ	220.0000	05/05/2009	7482.22	5738.95	1743.27	LT15	Y
	40.0000	07/24/2009	1360.40	1043.45	316.95	LT15	Y
300.0000 UNITED OVERSEAS BANK LTD SPON ADR - 911271302 - MINOR = 44							
SOLD		09/01/2011	9105.00				
ACQ	300.0000	05/05/2009	9105.00	6975.15	2129.85	LT15	Y
130.0000 VERMILION ENERGY INC - 923725105 - MINOR = 44							
SOLD		02/18/2011	6533.93				
ACQ	40.0000	07/24/2009	2010.44	1036.84	973.60	LT15	Y
	90.0000	09/21/2009	4523.49	2332.90	2190.59	LT15	Y
120.0000 VERMILION ENERGY INC - 923725105 - MINOR = 44							
SOLD		02/22/2011	6067.20				
ACQ	30.0000	09/21/2009	1516.80	777.63	739.17	LT15	Y
	90.0000	10/30/2009	4550.40	2332.91	2217.49	LT15	Y
300.0000 VODAFONE GROUP PLC - SP ADR - 92857W209 - MINOR = 44							
SOLD		09/01/2011	7943.34				
ACQ	300.0000	05/05/2009	7943.34	6629.30	1314.04	LT15	Y
400.0000 ZURICH FINANCIAL SERVICES SPON ADR - 98982M107 - MINOR = 44							
SOLD		09/01/2011	9000.00				
ACQ	400.0000	05/10/2010	9000.00	9254.89	-254.89	LT15	Y
TOTALS			572756.67	549930.66			

SUMMARY OF CAPITAL GAINS/LOSSES

FEDERAL	SHORT TERM	LONG TERM 28%	LONG TERM 15%	ST WASH SALE	LT WASH SALE	1250 GAIN
NONCOVERED FROM ABOVE	3345.34	0.00	37670.93	0.00	0.00	0.00*
COVERED FROM ABOVE	-18190.27	0.00	0.00	0.00	0.00	
COMMON TRUST FUND	0.00	0.00	0.00			0.00
CAPITAL GAIN DIVIDENDS	0.00	0.00	0.00			0.00
	-14844.93	0.00	37670.93	0.00	0.00	0.00
STATE						
NONCOVERED FROM ABOVE	3345.34	0.00	37670.93	0.00	0.00	0.00*
COVERED FROM ABOVE	-18190.27	0.00	0.00	0.00	0.00	
COMMON TRUST FUND	0.00	0.00	0.00			0.00
CAPITAL GAIN DIVIDENDS	0.00	0.00	0.00			0.00
	-14844.93	0.00	37670.93	0.00	0.00	0.00

* - 1250 GAIN DETAILED ON TRANS PAGES, NOT ABOVE

CAPITAL LOSS CARRYOVER

FEDERAL	0.00	0.00
MARYLAND	N/A	N/A

ACCT U255 1015527
FROM 01/01/2011
TO 12/31/2011
PREP-360 ADMN:507 INV:532

MANUFACTURERS AND TRADERS TRUST COMPANY
1099 SUMMARY
DELAPLAINE FOUNDATION/SCHAPER
TRUST YEAR ENDING 12/31/2011

PAGE 58

RUN 04/25/2012

SHORT TERM LOSS

1099 DIV, INT, OID, B

ERROR MESSAGES

PAYER

16-0538020 MANUFACTURERS AND TRADERS TRUST COMPANY
PO BOX 1596
BALTIMORE, MD 21203

RECIPIENT

52-2278038 DELAPLAINE FOUNDATION, INC.
244 WEST PATRICK STREET
BOX 3829
FREDERICK, MD 21705-3829

ADDRESS LINE 2 WILL BE OMITTED FROM FILING

1099-DIV	TAX CODE	SUBTOTAL	TOTAL
TOT ORDINARY DIVIDENDS	1	4.38	
	3	59882.15	
	501	8458.37	
	502	10.84	

68355.74

QUALIFIED DIVIDENDS	3	59882.15	
---------------------	---	----------	--

59882.15

FOREIGN TAX PAID	29	7284.46	
	299	19.13	

7303.59

1099-INT	TAX CODE	SUBTOTAL	TOTAL
NONE			

1099-OID	ASSET ID	DESCRIPTION	OID AMOUNT	OID USGI AMOUNT	FED TAX WTH
NONE					

1099-B (SALES)

ASSET ID	DESCRIPTION	SALE DATE	ACQ DATE	SALES PRICE	COST BASIS	FED TAX WTH	TERM	NC
----------	-------------	-----------	----------	-------------	------------	-------------	------	----

000375204	ABB LTD SPON ADR	03/16/11	01/19/11	2865.88	2376.85	0.00	ST	
000375204	ABB LTD SPON ADR	09/01/11	08/11/11	2014.00	2008.36	0.00	ST	
018805101	ALLIANZ SE-ADR	06/07/11	01/19/11	4322.66	3544.26	0.00	ST	
018805101	ALLIANZ SE-ADR	06/07/11	01/19/11	4322.66	3544.26	0.00	ST	
043393206	ASAHI GLASS COMPANY LTD	09/07/11	03/16/11	8396.47	11201.01	0.00	ST	
043393206	ASAHI GLASS COMPANY LTD	12/13/11	06/08/11	14569.98	21306.26	0.00	ST	
05565A202	BNP PARIBAS ADR	12/20/11	01/19/11	5660.87	9712.19	0.00	ST	
13643E105	CANADIAN OIL SANDS LTD	09/01/11	02/22/11	3919.36	5004.61	0.00	ST	
13643E105	CANADIAN OIL SANDS LTD	10/24/11	02/22/11	9955.10	13449.89	0.00	ST	
26874R108	ENI SPA SPONSORED ADR	06/06/11	01/19/11	1393.73	1399.82	0.00	ST	
26874R108	ENI SPA SPONSORED ADR	06/06/11	01/19/11	1393.73	1399.82	0.00	ST	
26874R108	ENI SPA SPONSORED ADR	08/17/11	01/19/11	7296.47	8865.49	0.00	ST	
350258307	FOSTER'S GROUP LTD - SPONS ADR	12/06/11	01/19/11	6093.51	4901.37	0.00	ST	
465562106	ITAU UNIBANCO HOLDING SA - PRE	04/27/11	01/19/11	7738.34	6152.61	0.00	ST	
465562106	ITAU UNIBANCO HOLDING SA - PRE	04/27/11	01/19/11	7738.34	6152.61	0.00	ST	
74728G605	QBE INSURANCE GROUP-SPN ADR	09/01/11	04/27/11	5707.60	7985.51	0.00	ST	
82930C106	SINGAPORE AIRLINES UNSPN ADR	09/07/11	01/19/11	6522.21	9096.26	0.00	ST	
000375204	ABB LTD SPON ADR	03/16/11	08/12/10	5952.20	4936.56	0.00	ST	Y
096813209	BOC HONG KONG HLDGS LTD-SP ADR	01/05/11	02/22/10	4982.32	3229.38	0.00	ST	Y
29274D604	ENERPLUS RESOURCES FUND	01/03/11	08/12/10	2391.98	2380.18	0.00	ST	Y
439555301	HOPEWELL HOLDINGS LIMITED SPON	03/01/11	07/07/10	3206.32	2862.35	0.00	ST	Y
465562106	ITAU UNIBANCO HOLDING SA - PRE	03/18/11	08/12/10	1764.48	1576.60	0.00	ST	Y
465562106	ITAU UNIBANCO HOLDING SA - PRE	04/27/11	10/07/10	5078.29	4037.64	0.00	ST	Y
465562106	ITAU UNIBANCO HOLDING SA - PRE	04/27/11	10/07/10	5078.29	4037.64	0.00	ST	Y
62474M108	MTN GROUP LIMITED - SPONS ADR	09/01/11	12/22/10	12159.90	11471.98	0.00	ST	Y
780259107	ROYAL DUTCH SHELL PLC-ADR B	09/01/11	10/15/10	8728.21	8408.10	0.00	ST	Y
82930C106	SINGAPORE AIRLINES UNSPN ADR	04/27/11	11/19/10	13041.60	14013.16	0.00	ST	Y
82930C106	SINGAPORE AIRLINES UNSPN ADR	04/27/11	11/19/10	13041.60	14013.16	0.00	ST	Y
82930C106	SINGAPORE AIRLINES UNSPN ADR	09/07/11	11/19/10	2820.42	3933.52	0.00	ST	Y
000375204	ABB LTD SPON ADR	01/05/11	05/05/09	5901.15	4652.10	0.00	LT15	Y
000375204	ABB LTD SPON ADR	01/06/11	07/24/09	5861.43	4652.10	0.00	LT15	Y
000375204	ABB LTD SPON ADR	03/16/11	02/17/10	7715.83	6399.24	0.00	LT15	Y
018805101	ALLIANZ SE-ADR	06/07/11	09/21/09	8240.07	6756.24	0.00	LT15	Y
018805101	ALLIANZ SE-ADR	06/07/11	09/21/09	8240.07	6756.24	0.00	LT15	Y
046353108	ASTRAZENECA PLC SPONSORED ADR	09/01/11	05/05/09	935.20	774.58	0.00	LT15	Y
05523R107	BAE SYSTEMS PLC ADR	09/01/11	05/12/10	5459.10	6341.57	0.00	LT15	Y
072730302	BAYER A G SPONSORED ADR	09/01/11	09/21/09	9414.00	10069.93	0.00	LT15	Y
088606108	BHP LIMITED SPONSORED ADR	09/01/11	06/11/10	8445.01	7077.35	0.00	LT15	Y
05565A202	BNP PARIBAS ADR	09/01/11	10/30/09	2507.00	3349.04	0.00	LT15	Y
05565A202	BNP PARIBAS ADR	10/27/11	06/09/10	10693.57	14735.76	0.00	LT15	Y
05565A202	BNP PARIBAS ADR	12/20/11	08/12/10	1952.02	3349.03	0.00	LT15	Y
110448107	BRITISH AMERN TOBACCO PLC SPON	09/01/11	05/05/09	18884.88	12593.55	0.00	LT15	Y
17133Q502	CHUNGHWA TELECOM LTD	09/01/11	09/21/09	7672.34	5288.99	0.00	LT15	Y

ACCT U255 1015527
FROM 01/01/2011
TO 12/31/2011
PREP:360 ADMN:507 INV:532

MANUFACTURERS AND TRADERS TRUST COMPANY
1099 SUMMARY
DELAPLAINE FOUNDATION/SCHAFFER
TRUST YEAR ENDING 12/31/2011

PAGE 59
RUN 04/25/2012
02:08:05 PM

1099 DIV, INT, OID, B (CONTINUED)

ERROR MESSAGES

RECIPIENT

52-2278038 DELAPLAINE FOUNDATION, INC. (CONTINUED)

204409601	COMPANHIA ENERGETICA DEMINAS A	09/01/11	05/05/09	9933.26	6544.00	0.00	LT15 Y
20440W105	COMPANHIA SIDERURGICA SP-ADR	09/01/11	05/05/09	2024.40	2900.53	0.00	LT15 Y
25243Q205	DIAGEO PLC SPONSORED ADR NEW	04/26/11	05/05/09	3174.33	2293.38	0.00	LT15 Y
25243Q205	DIAGEO PLC SPONSORED ADR NEW	09/01/11	05/05/09	4013.00	2866.72	0.00	LT15 Y
292766102	ENERPLUS CORP	09/01/11	07/24/09	3769.27	2826.89	0.00	LT15 Y
292766102	ENERPLUS CORP	12/28/11	09/21/09	4477.36	3914.15	0.00	LT15 Y
292766102	ENERPLUS CORP	12/29/11	09/21/09	3991.28	3479.25	0.00	LT15 Y
29274D604	ENERPLUS RESOURCES FUND	01/03/11	10/30/09	13047.18	12855.61	0.00	LT15 Y
26874R108	ENI SPA SPONSORED ADR	06/06/11	07/24/09	4645.76	4666.06	0.00	LT15 Y
26874R108	ENI SPA SPONSORED ADR	06/06/11	07/24/09	4645.76	4666.06	0.00	LT15 Y
350258307	FOSTER'S GROUP LTD - SPONS ADR	09/01/11	09/23/09	11822.00	9802.73	0.00	LT15 Y
350258307	FOSTER'S GROUP LTD - SPONS ADR	12/06/11	08/12/10	11127.28	8950.32	0.00	LT15 Y
35177Q105	FRANCE TELECOM SA-SPONS ADR	09/01/11	05/05/09	2014.50	2521.40	0.00	LT15 Y
36160B105	GDF SUEZ - SPON ADR	09/01/11	08/12/10	10918.80	14068.74	0.00	LT15 Y
439555301	HOPEWELL HOLDINGS LIMITED SPON	02/23/11	05/05/09	5375.91	4926.55	0.00	LT15 Y
439555301	HOPEWELL HOLDINGS LIMITED SPON	03/01/11	05/05/09	30.83	27.52	0.00	LT15 Y
404280406	HSBC HOLDINGS PLC SPONSORED ADR	09/01/11	05/05/09	4743.60	5594.83	0.00	LT15 Y
465562106	ITAU UNIBANCO HOLDING SA - PRE	03/18/11	10/30/09	14804.39	13228.08	0.00	LT15 Y
626188106	MUENCHENER RUECKVERSICHERUNGS-	09/01/11	10/30/09	6420.00	7352.20	0.00	LT15 Y
641069406	NESTLE S A SPONSORED ADR	06/06/11	05/05/09	6426.82	4264.83	0.00	LT15 Y
641069406	NESTLE S A SPONSORED ADR	06/06/11	05/05/09	6426.82	4264.83	0.00	LT15 Y
641069406	NESTLE S A SPONSORED ADR	09/01/11	05/05/09	10659.00	7250.22	0.00	LT15 Y
641069406	NESTLE S A SPONSORED ADR	09/09/11	05/05/09	1114.89	852.97	0.00	LT15 Y
654902204	NOKIA CORPORATION ADR A	03/18/11	01/08/10	4627.11	7625.05	0.00	LT15 Y
66987V109	NOVARTIS AG SPONSORED ADR	06/06/11	05/05/09	3148.60	2285.76	0.00	LT15 Y
66987V109	NOVARTIS AG SPONSORED ADR	06/06/11	05/05/09	3148.60	2285.76	0.00	LT15 Y
66987V109	NOVARTIS AG SPONSORED ADR	09/01/11	05/05/09	9374.98	7314.41	0.00	LT15 Y
66987V109	NOVARTIS AG SPONSORED ADR	09/09/11	05/05/09	2213.64	1828.61	0.00	LT15 Y
71646E100	PETROCHINA CO LTD ADR	09/01/11	07/24/09	7723.80	7161.53	0.00	LT15 Y
771195104	ROCHE HLDG LTD SPONSORED ADR	09/01/11	07/12/10	10780.00	8549.38	0.00	LT15 Y
74975E303	RWE AKTIENGESELLSCHAFT-SP ADR	01/05/11	10/30/09	6735.18	8163.73	0.00	LT15 Y
826197501	SIEMENS A G SPONSORED ADR	04/26/11	01/29/10	3547.60	2337.42	0.00	LT15 Y
826197501	SIEMENS A G SPONSORED ADR	09/01/11	01/29/10	10736.26	9817.17	0.00	LT15 Y
827084864	SILICONWARE PRECISION INDUSTRI	09/09/11	04/15/10	4812.16	6700.05	0.00	LT15 Y
874039100	TAIWAN SEMICONDUCTOR MFG CO SP	09/01/11	07/24/09	4764.04	4174.15	0.00	LT15 Y
879382208	TELEFONICA DE ESPANA S A	06/06/11	05/05/09	3335.01	3068.88	0.00	LT15 Y
879382208	TELEFONICA DE ESPANA S A	06/06/11	05/05/09	3335.01	3068.88	0.00	LT15 Y
879382208	TELEFONICA DE ESPANA S A	09/01/11	06/24/09	3114.02	3288.08	0.00	LT15 Y
879382208	TELEFONICA DE ESPANA S A	12/21/11	07/24/09	2702.46	3507.29	0.00	LT15 Y
879382208	TELEFONICA DE ESPANA S A	12/23/11	10/30/09	1033.90	1315.24	0.00	LT15 Y
879382208	TELEFONICA DE ESPANA S A	12/28/11	10/30/09	672.97	876.82	0.00	LT15 Y
881575302	TESCO PLC SPONSORED ADR	09/01/11	08/24/10	8889.60	9312.32	0.00	LT15 Y
89151E109	TOTAL FINA ELF SA SPONSORED AD	09/01/11	05/05/09	4885.01	5213.07	0.00	LT15 Y
904784709	UNILEVER NV NEW YORK SHARES NR	09/01/11	07/24/09	8842.62	6782.40	0.00	LT15 Y
911271302	UNITED OVERSEAS BANK LTD SPON	09/01/11	05/05/09	9105.00	6975.15	0.00	LT15 Y
923725105	VERMILION ENERGY INC	02/18/11	09/21/09	6533.93	3369.74	0.00	LT15 Y
923725105	VERMILION ENERGY INC	02/22/11	10/30/09	6067.20	3110.54	0.00	LT15 Y
92857W209	VODAFONE GROUP PLC - SP ADR	09/01/11	05/05/09	7943.34	6629.30	0.00	LT15 Y
98982M107	ZURICH FINANCIAL SERVICES SPON	09/01/11	05/10/10	9000.00	9254.89	0.00	LT15 Y

572756.67 549930.66 0.00

REGULATED FUTURES CONTRACTS

NONE

TAX CODE

TOTAL

LONG TERM GAIN