EXTENSION GRANTED

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 07/01/11 **, and ending** 06/30/12

Name of foundation: HUMPHREYS FOUNDATION, INC

A Employer identification number: 31-1639319

Number and street (or P O box number if mail is not delivered to street address): 24 N MAIN ST

Room/suite:

B Telephone number (see instructions): 410-213-8700

City or town, state, and ZIP code: BERLIN MD 21811

C If exemption application is pending, check here ▶ ☐

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

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

H Check type of organization. ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 6,942,631

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

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

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see 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)	1,872,671			
	2	Check ▶ ☐ if the foundation is not required to attach Sch. B				
	3	Interest on savings and temporary cash investments	30,995	30,995		
	4	Dividends and interest from securities	10,291	10,291		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	38,547			
	b	Gross sales price for all assets on line 6a 1,516,520				
	7	Capital gain net income (from Part IV, line 2)		38,547		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10a	Gross sales less returns & allowances				
	b	Less. Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	1,952,504	79,833	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) STMT 1	5,192			
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 2	208			
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (att sch) STMT 3	31,807	30,157		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	37,207	30,157	0	0
	25	Contributions, gifts, grants paid	184,782			184,782
	26	**Total expenses and disbursements.** Add lines 24 and 25	221,989	30,157	0	184,782
	27	Subtract line 26 from line 12.				
	a	**Excess of revenue over expenses and disbursements**	1,730,515			
	b	**Net investment income** (if negative, enter -0-)		49,676		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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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	5,654	69,821	69,820
	2	Savings and temporary cash investments	162,520	35,197	35,197
	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 instructions)			
	7	Other notes and loans receivable (att. schedule) ▶			
		Less allowance for doubtful accounts ▶ 0			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S. and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	12	Investments—mortgage loans		98,774	98,774
	13	Investments—other (attach schedule) SEE STATEMENT 4	5,418,578	7,113,475	6,738,840
	14	Land, buildings, and equipment. basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	5,586,752	7,317,267	6,942,631
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	579,980	2,310,495	
	25	Temporarily restricted	5,006,772	5,006,772	
	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 instructions)	5,586,752	7,317,267	
	31	**Total liabilities and net assets/fund balances** (see instructions)	5,586,752	7,317,267	

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	5,586,752
2	Enter amount from Part I, line 27a	2	1,730,515
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	7,317,267
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	7,317,267

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	PUBLICLY TRADED SECURITIES	P		
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,516,520		1,477,973	38,547
b				
c				
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				38,547
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	38,547
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 instructions). If (loss), enter -0- in Part I, line 8	3	38,547

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 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	212,433	1,401,631	0.151561
2009	9,973	170,771	0.058400
2008	14,955	185,455	0.080640
2007	9,071	189,181	0.047949
2006	6,800	189,562	0.035872

2 Total of line 1, column (d)	2	0.374422
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	0.074884
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	6,082,751
5 Multiply line 4 by line 3	5	455,501
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	497
7 Add lines 5 and 6	7	455,998
8 Enter qualifying distributions from Part XII, line 4	8	184,782

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

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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)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	994
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	994
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	994
6	Credits/Payments				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	67		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	973		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	1,040
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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	46
11	Enter the amount of line 10 to be. **Credited to 2012 estimated tax** ▶ 46 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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	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		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers. ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2		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	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	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		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?	6	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	7	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	8b	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	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses STMT 5	10	X	

Part VII-A Statements Regarding Activities (continued)

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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 ▶ WILLIAM H MITCHELL Telephone no. ▶ 410-641-1700

24 N MAIN STREET

Located at ▶ BERLIN MD ZIP+4 ▶ 21811

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 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		X
	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 instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ 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 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. ▶ 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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.) N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		X

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

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

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 (see 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
ELLEN H. LANG 107 TINGLE ROAD	BERLIN MD 21811	PRESIDENT 2.00	0	0	0
WILLIAM H MITCHELL 24 N MAIN STREET	BERLIN MD 21811	TREASURER 2.00	0	0	0
L. SUSAN TAYLOR 10308 CALEB ROAD	BERLIN MD 21811	SECRETARY 2.00	0	0	0
THOMAS K COATES 6200 COASTAL HWY., SUITE 300	OCEAN CITY MD 21842	VICE PRESIDE 2.00	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see 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

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

3 Five highest-paid independent contractors for professional services (see 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 ▶		

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 CONTRIBUTIONS WERE GIVEN TO ORGANIZATIONS LISTED ON PAGES 10-11 PART XV	184,782
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

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

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	5,896,106
b	Average of monthly cash balances	1b	179,884
c	Fair market value of all other assets (see instructions)	1c	99,392
d	**Total** (add lines 1a, b, and c)	1d	6,175,382
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	6,175,382
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)	4	92,631
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,082,751
6	**Minimum investment return.** Enter 5% of line 5	6	304,138

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	304,138
2a	Tax on investment income for 2011 from Part VI, line 5	2a	994		
b	Income tax for 2011. (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	994
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	303,144
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	303,144
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	303,144

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	184,782
b	Program-related investments—total from Part IX-B	1b	
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	184,782
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 instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	184,782

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

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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					303,144
2 Undistributed income, if any, as of the end of 2011:					
a Enter amount for 2010 only					
b Total for prior years 20____, 20____, 20____					
3 Excess distributions carryover, if any, to 2011:					
a From 2006					
b From 2007					
c From 2008	1,077				
d From 2009	1,488				
e From 2010	142,485				
f **Total** of lines 3a through e		145,050			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 184,782					
a Applied to 2010, but not more than line 2a					
b Applied to undistributed income of prior years (Election required—see instructions)					
c Treated as distributions out of corpus (Election required—see instructions)					
d Applied to 2011 distributable amount					184,782
e Remaining amount distributed out of corpus					
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)		118,362			118,362
6 **Enter the net total of each column as indicated below:**					
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5		26,688			
b Prior years' undistributed income. Subtract line 4b from line 2b					
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					
d Subtract line 6c from line 6b. Taxable amount—see instructions					
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount—see instructions					
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) (see instructions)					
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)					
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		26,688			
10 Analysis of line 9.					
a Excess from 2007					
b Excess from 2008					
c Excess from 2009					
d Excess from 2010	26,688				
e Excess from 2011					

DAA

Part XIV Private Operating Foundations (see 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 foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon.					
a "Assets" alternative test—enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter. (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year—see 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).)

N/A

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

N/A

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 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

FAW CASSON & CO., LLP 410-213-8700
P.O. BOX 718 OCEAN CITY MD 21842

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

USE GRANT APPLICATION ATTACHED

c Any submission deadlines

N/A

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

N/A

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STATEMENT 6				184,782
Total			▶ 3a	184,782
b Approved for future payment N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See 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			14	30,995	
4 Dividends and interest from securities			14	10,291	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			14	38,547	
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		79,833	0

13 Total. Add line 12, columns (b), (d), and (e) 13 79,833

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions.)
N/A	

DAA

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

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

Sign Here

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

May the IRS discuss this return with the preparer shown below (see instructions)? ☐ Yes ☐ No

Signature of officer or trustee | Date 1/8/13 | Title TREASURER

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed
REGINA MONTAGNA CPA		JAN 8 2013	

Firm's name ▶ FAW, CASSON & CO., LLP | PTIN

Firm's address ▶ 9748 STEPHEN DECATUR HWY STE 103 OCEAN CITY, MD 21842-9358 | Firm's EIN ▶ 52-0619968 | Phone no 410-213-8700

DAA

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2011

Name of the organization

HUMPHREYS FOUNDATION, INC

Employer identification number

31-1639319

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

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

General Rule

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use exclusively for religious, charitable, etc , purposes, but these contributions did not total to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year ▶ $

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

Name of organization: HUMPHREYS FOUNDATION, INC

Employer identification number: 31-1639319

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ESTATE OF MARY HUMPHREYS C/O WILLIAM H MITCHELL P/R 24 NORTH MAIN STREET BERLIN MD 21811	$ 1,772,671	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
2	ESTATE OF MARY HUMPHREYS C/O WILLIAM H MITCHELL P/R 24 NORTH MAIN STREET BERLIN MD 21811	$ 100,000	Person [ ] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization: HUMPHREYS FOUNDATION, INC

Employer identification number: 31-1639319

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	MORTGAGE RECEIVABLE	$ 100,000	09/01/11

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INDIRECT ACCOUNTING FEES	$ 5,192	$	$	$
TOTAL	$ 5,192	$ 0	$ 0	$ 0

Statement 2 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FOREIGN TAXES PAID - STOCK DIVID	$ 162	$	$	$
UNITED STATES TREASURY	46			
TOTAL	$ 208	$ 0	$ 0	$ 0

Statement 3 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
EXPENSES				
SUPPLIES	36			
INVESTMENT FEES	30,157	30,157		
INSURANCE	1,070			
DONATION PLANNING EXPENSE	520			
POSTAGE	24			
TOTAL	$ 31,807	$ 30,157	$ 0	$ 0

Federal Statements

Statement 4 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
CALVIN B. TAYLOR BANK STOCK	$ 5,006,772	$ 5,006,772	MARKET	$ 4,616,047
MERRILL LYNCH	411,806	2,106,703	MARKET	2,122,793
TOTAL	$ 5,418,578	$ 7,113,475		$ 6,738,840

Federal Statements

Statement 5 - Form 990-PF, Part VII-A, Line 10 - Substantial Contributors

Name	Address	City, State, Zip
ESTATE OF MARY HUMPHREYS	24 N MAIN ST	BERLIN MD 21811

Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description
USE GRANT APPLICATION ATTACHED

INTRODUCTION TO THE HUMPHREYS FOUNDATION AND ITS GRANT PROCESS

PURPOSE

The Humphreys Foundation was founded May 6, 1999 through the generosity of Dr. Mary Emily Humphreys. Dr. Mary Humphreys was born in the Town of Berlin in 1909 where she resided at 6 Baker Street for most of her life. She graduated from Western Maryland College and Duke University before becoming a professor at Mary Baldwin College in Stanton, Virginia.

Mary lived quite simply for 98 years. She was extremely interested in botany, a subject in which she held a PhD from Duke, bird-watching and the history of our area and her home town Berlin.

Dr. Humphreys initially established the Foundation in 1999 and fully funded it in her will, which was probated in 2010. Articles of Incorporation of the Humphreys Foundation govern grants by the Foundation. There are also precatory wishes expressed in her will, which the Trustees have chosen to consider.

QUALIFICATIONS

We are a private foundation and by law we are only allowed to donate to a qualified public charity (no other private foundation). Public charities unless they are churches, must submit their IRS determination letter.

GOVERNANCE

The Foundation and any grants made by the Foundation are governed by a five person Board of Trustees. All decisions of the Trustees shall be final.

There are two categories of grants. A minor grant is for an amount less than $10,000 and a major grant is for an amount in excess of $10,000.

APPLICATION

Applications for grants shall be made on forms provided by the Trustees. These forms must be filled out completely and delivered as required thereby. Applicants are encouraged to include additional information as may be necessary for the Trustees to fully understand the application and the importance thereof. Narrative versions of the proposed project/program are also encouraged.

PROCEDURES

Application must be obtained, filled out and turned in. It will be considered at the next scheduled time or may be postponed by the Board of Trustees at their discretion. Applicants will be notified of the action taken on their applications within a reasonable time. Grants may contain conditions.

Humphreys Foundation Inc.
Grant Application

Form No 543-003
Exp 12/31/2012

Check only one box; Major Grants exceed $10,000.

[ ] Major Grant [ ] Minor Grant

General Information

1. Name of Organization: ______________________ Federal Tax ID: ______________
2. Mailing Address: ______________________
3. Grant Purpose: ______________________
4. Grant Amount requested $ ______________
5. Contact Person - Name: ______________ Title: ______________

   Ph #: ( ) ______ - ______ Ext: ( ) Fax #: ( ) ______ - ______

   Email Address: ______________________
6. Description of Organization Purposes, Accomplishments, Goals: (use additional sheets as necessary)

____

7. Project/Program Description: Describe the project or program that will benefit from this grant: (use additional sheets as necessary)

____

8. Has your organization applied for other grants (of any kind) to benefit this program? ___Yes ___ No

   If yes, please list: ______________________

9. Is the organizations tax exemption letter showing tax ID and tax status attached as required? ___Yes ___ No

10. What was the last year for which your organizations income tax return was filed? ______________

    a.) On the previously filed income tax return:

    i) What were the organizations total assets? ______________
    ii.) What was the organizations total annual income? ______________
    iii.) What were the organizations total annual expenses? ______________

11. Please provide the **Mandatory Attachments** listed on Pg. 2

To the best of my knowledge and belief, all data in this performance report are true and correct and the report fully discloses all known weaknesses concerning the accuracy, reliability, and completeness of the data.

______________________ Title: ______________________

Name of Authorized Representative:

______________________ Date: ____/____/______

Signature:

Mail Application To:

Faw, Casson & Company LLP
P O Box 718
Ocean City, MD 21843

Humphreys Foundation Inc.
Grant Application
Mandatory Attachments

Form No 543-004
Exp 12/31/2012

Please include the following documents as attachments to your application:

These items are mandatory!

1. A copy of your U.S. IRS tax exemption letter showing tax ID and tax status (required)

   Note: The Humphreys Foundation only provides grants to Public Charities. Private Foundations may not be considered for grants (per IRS rules).

2. Copy of Articles of Incorporation or Charter of Organization

3. Letter from a responsible officer/trustee affirming that the IRS determination letter has not been revoked and that the present operation of the organization and its current sources of support are not inconsistent with the organization's continuing classification as set forth in the determination letter submitted with the request. Also, affirm that if the requested grant were to be received, it would NOT adversely affect that determination. (This is to confirm that the requested donation will not turn the organization into a "Private Foundation.")

4. Program/Project Detailed Budget (see Template for an example format)

5. Supporting or Explanatory Materials (if applicable)

<u>**Mail Application To:**</u>
Faw, Casson & Company LLP
P O. Box 718
Ocean City, MD 21843

Humphreys Foundation Inc.
Grant Application
Budget Template
For Major Grants exceeding $10,000

Form No 543-005
Exp 12/31/2012

Most grant makers will request both a general operating budget and special project budget (if applicable). Budgets are cost projections. They also show the funder how your project will be implemented and managed. Good budgets reflect carefully planned projects.

This is a sample budget template (for Major Grants Only).
Budget Period: ________________ to ________________

I INCOME		II. EXPENSE	
SOURCES	AMT	USES	AMT
Revenue		**General Operating Support**	
Government grants & contracts	$	Salaries & Fringe Benefits (for project budgets detail each position to be funded)	$
Foundations			
Earned Income			
Fundraising		Insurance & taxes	
Donations		Consultants & professional fees	
In-kind support		In-kind expenses	
		Equipment	
		Supplies	
		Printing & copying	
		Telephone & fax	
Other Income (specify)	$	Postage & delivery	
		Rent & utilities	
		Other Expense (specify)	
I. TOTAL INCOME	$	II. TOTAL EXPENSE	$
		NET INCOME (income less expense)	$

Federal Statements

Statement 6 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name / Address	Address / Relationship	Status	Purpose	Amount
FURNACE TOWN FOUNDATION SNOW HILL MD 21863-0207	P.O. BOX 207		RESTORATION PROJECT	24,458
WORCESTER DEVELOPMENT CEN NEWARK MD 21841-0070	P.O. BOX 70		FUND NEW TRUCK FOR LANDSCAPING	15,000
WORCESTER COUNTY LIBRARY SNOW HILL MD 21863	307 N. WASHINGTON STREET		SCHOLARSHIPS FUNDS	5,000
JESSE KLUMP MEMORIAL FUND BISHOPVILLE MD 21813	10737 PINEY ISLAND DRIVE		YOUTH SUICIDE AND PREVENTION PROGRAM	5,000
RACKLIFFE HOUSE TRUST BERLIN MD 21811-0578	PO BOX 578		RESTORATION PROJECT	18,000
OCEAN CITY MUSEUM SOCIETY OCEAN CITY MD 21843	PO BOX 603		BOOK PUBLISHING EXPENSES	5,000
WORCESTER COUNTY COMMISSION FOR WOM BERLIN MD 21811	PO BOX 1712		SUMMER READING PROGRAM	2,500
COASTAL LACROSSE CLUB OCEAN CITY MD 21842	6007 COASTAL HIGHWAY		SCHOLARSHIPS & EDUCATIONAL MATERIALS	15,000
WORCESTER COUNTY ARTS COUNCIL BERLIN MD 21811	6 JEFFERON STREET		SCHOLARSHIP FUND	5,000
TOWN OF BERLIN VISTOR CENTER BERLIN MD 21811	14 SOUTH MAIN STREET		MEMORIAL VISTOR CENTER DESIGN	1,200
LOWER SHORE LAND TRUST BERLIN MD 21811	9931 OLD OCEAN CITY BLVD		TRAIL MIX PROJECT	923
ASSATEAQUE COASTAL TUST BERLIN MD 21811	PO BOX 731		COASTAL KIDS EDUCATION	930
STEVENSON UNITED METHODIST CHURCH BERLIN MD 21811	123 N MAIN STREET		FOOD DRIVE	5,000
ATLANTIC GENERAL HOSPITAL BERLIN MD 21811	9733 HEALTHWAY DRIVE		CANCER RESOURCE LIBRARY	4,045
BUCKINGHAM PREBYTERIAN CHURCH BERLIN MD 21811	20 SOUTH MAIN STREET		RENNOVATION PROJECT	15,000
WORCETER YOUTH AND FAMILY CENTER BERLIN MD 21811	PO BOX 925		TRANSPORTATION FUNDING	31,251
POCOMOKE MARKETING PARTNERSHIP POCOMOKE CITY MD 21851	2 MARKET STREET		FUND 1 YEAR POSITION OF DISCOVERY CE	4,000
WORCESTER COUNTY GOLD SNOW HILL MD 21863	PO BOX 39		FUND HEAT PROGRAM	10,000
ST MARTINS CHURCH FOUNDATION BERLIN MD 21811-0590	PO BOX 590		RESTORATION PROJECT	4,975

Federal Statements

Statement 6 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address / Relationship	Status	Purpose	Amount
BERLIN FIRST BAPTIST CHURCH BERLIN MD 21811	613 WILLIAM STREET		YOUTH DONATION	5,000
NEW BETHEL UNITED METHODIST CHURCH BERLIN MD 21811	10203 GERMANTOWN ROAD		YOUTH DONATION	2,500
ST PAULS EPISCOPAL CHURCH BERLIN MD 21811	3 CHURCH STREET		YOUTH DONATION	2,500
TYREE AME CHURCH BERLIN MD 21811	107 TINGLE ROAD		YOUTH DONATION	2,500
TOTAL				184,782

MAILED CERTIFIED 11/13/12 - P.S.
7011 1570 0003 6756 2421

Form **8868**
(Rev. January 2012)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No 1545-1709

• If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ ☑
• If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)
Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (*e-file*). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www irs.gov/efile* and click on *e-file for Charities & Nonprofits*

Part I **Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only . . . . . ▶ ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions. HUMPHREYS FOUNDATION, INC.	Employer identification number (EIN) or ☑ 31-1639319
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. 24 N. MAIN STREET	Social security number (SSN) ☐
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. BERLIN, MD 21811	

Enter the Return code for the return that this application is for (file a separate application for each return) . . . 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

• The books are in the care of ▶ WILLIAM H. MITCHELL, 24 N. MAIN STREET, BERLIN, MD 21811

Telephone No. ▶ 410-641-1700 FAX No. ▶

• If the organization does not have an office or place of business in the United States, check this box . . . . ▶ ☐
• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box . . . . ▶ ☐ . If it is for part of the group, check this box . . . . ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until FEBRUARY 15 , 20 13, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ ☐ calendar year 20 ____ or
▶ ☑ tax year beginning JULY 1 , 20 11 , and ending JUNE 30 , 20 12

2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 973.00
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	$ 973.00
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	$ 0.00

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions