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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation
CONSTANCE AND CARL FERRIS CHARITABLE

A Employer identification number
20-5568159

Number and street (or P O box number if mail is not delivered to street address) Room/suite
901 SOUTH BOND STREET SUITE 400

B Telephone number (see instructions)
(410) 537-5458

City or town, state, and ZIP code
BALTIMORE, MD 21231

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)* ▶$ 6,449,514

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)				
	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	53,773	53,773		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	166,715			
	b	Gross sales price for all assets on line 6a 1,720,838				
	7	Capital gain net income (from Part IV, line 2)		166,715		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	220,488	220,488		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages		0	0	0
	15	Pension plans, employee benefits		0	0	
	16a	Legal fees (attach schedule)				0
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)	17,484	17,484		0
	17	Interest				0
	18	Taxes (attach schedule) (see instructions)	3,739	304		0
	19	Depreciation (attach schedule) and depletion	0	0		
	20	Occupancy				
	21	Travel, conferences, and meetings		0	0	
	22	Printing and publications		0	0	
	23	Other expenses (attach schedule)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	21,223	17,788	0	0
	25	Contributions, gifts, grants paid	291,000			291,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	312,223	17,788	0	291,000
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-91,735			
	b	**Net investment income** (if negative, enter -0-)		202,700		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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

			Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	17,541	31,685	31,685
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶		0	0
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶ 0			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	283,609	183,907	189,842
	b	Investments—corporate stock (attach schedule)	4,056,998	4,409,983	5,136,110
	c	Investments—corporate bonds (attach schedule)	1,165,459	819,786	841,877
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	250,000	250,000	250,000
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	5,773,607	5,695,361	6,449,514
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	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☑ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds	5,773,607	5,695,361	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see page 17 of the instructions)	5,773,607	5,695,361	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	5,773,607	5,695,361	

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	5,773,607
2	Enter amount from Part I, line 27a	2	-91,735
3	Other increases not included in line 2 (itemize) ▶	3	30,521
4	Add lines 1, 2, and 3	4	5,712,393
5	Decreases not included in line 2 (itemize) ▶	5	17,032
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	5,695,361

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	See Additional Data Table			
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	See Additional Data Table			
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(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	
a	See Additional Data Table			
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	166,715
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	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	135,900	6,177,227	0 022
2010	262,392	5,616,912	0 046715
2009	228,938	4,884,824	0 046867
2008	227,932	5,518,229	0 041305
2007	11,821	357,831	0 033035

2	**Total** of line 1, column (d)	2	0 189922
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 037984
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	6,166,304
5	Multiply line 4 by line 3	5	234,221
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,027
7	Add lines 5 and 6	7	236,248
8	Enter qualifying distributions from Part XII, line 4	8	291,000

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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ______ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b			1	2,027
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	2,027
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	2,027
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	952		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	2,429		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	3,381
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	19
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	1,335
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 1,335	**Refunded** ▶		11	0

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		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ______ **(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		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MD			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

Part VII-A Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).		11		No
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		
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?		13	Yes	

Website address ▶

14 The books are in care of ▶BROWN ADVISORY Telephone no ▶(410) 537-5458

Located at ▶901 S BOND STREET SUITE 400 BALTIMORE MD ZIP+4 ▶21231

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

16	At any time during calendar year 2012, 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		No

See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

				Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).	☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?		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 2012?		1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ 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).		2b		No
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 2012 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 2012.)*.		3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b		No

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see 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)? **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? ☐ 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** **No**

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? **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
CONSTANCE F FERRIS 22738 COLONEL LEONARD ROAD ROCK HALL, MD 21661	PRESIDENT/DIRECTOR 0	0		
CONSTANCE F MEYER 16 JAMES THOMAS ROAD MALVERN, PA 19355	DIRECTOR 0	0		
PAUL R ALFORD 2780 SOUTH HORSESHOE DRIVE SUITE 1 NAPLES, FL 34104	VICE PRESIDENT 0	0		
JOHN C POULTON 901 SOUTH BOND STREET SUITE 400 BALTIMORE, MD 21231	TREASURER 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

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. . . . . ▶	0

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

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions 3	
Total. Add lines 1 through 3. . . . . ▶	

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	5,673,528
b	Average of monthly cash balances	1b	586,679
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	6,260,207
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	6,260,207
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	93,903
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,166,304
6	**Minimum investment return.** Enter 5% of line 5	6	308,315

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	308,315
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 2,027		
b	Income tax for 2012 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	2,027
3	Distributable amount before adjustments Subtract line 2c from line 1	3	306,288
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	306,288
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	306,288

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	291,000
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	291,000
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	2,027
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	288,973

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7					306,288
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only.				224,684	
b Total for prior years 2010 , 20___ , 20___			0		
3 Excess distributions carryover, if any, to 2012					
a From 2007.	0				
b From 2008.	0				
c From 2009.	0				
d From 2010.	0				
e From 2011.	0				
f Total of lines 3a through e.		0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 291,000					
a Applied to 2011, but not more than line 2a				224,684	
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 2012 distributable amount.					66,316
e Remaining amount distributed out of corpus		0			
5 Excess distributions carryover applied to 2012 *(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		0			
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 2011 Subtract line 4a from line 2a Taxable amount—see instructions				0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					239,972
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .		0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a		0			
10 Analysis of line 9					
a Excess from 2008. . . .	0				
b Excess from 2009. . . .	0				
c Excess from 2010. . . .	0				
d Excess from 2011. . . .	0				
e Excess from 2012. . . .	0				

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 2012, enter the date of the ruling. . . . . . . ▶

b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2012	**(b)** 2011	**(c)** 2010	**(d)** 2009	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ▶☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed

CONSTANCE CARL FERRIS CHARITABLE
901 SOUTH BOND STREET SUITE 400
BALTIMORE, MD 21231
(410) 537-5458

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

MUST SUBMIT A WRITTEN APPLICATION TO THE CHARITABLE OPERATING FOUNDATION FOR CONSIDERATION

c Any submission deadlines

THERE ARE NO SUBMISSION DEADLINES

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

THERE ARE NO RESTRICTIONS OR LIMITATIONS ON AWARDS

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 Additional Data Table				
Total . . . . ▶ **3a**				291,000
b *Approved for future payment* WASHINGTON COLLEGE 300 WASHINGTON AVE CHESTERTOWN, MD 21620	NONE	PUBLIC CHARITY	FERRIS PROGRAM IN INTL	450,000
Total . . . . ▶ **3b**				450,000

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities. . . .			14	53,773	
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			18	166,715	
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). .				220,488	

13 **Total.** Add line 12, columns (b), (d), and (e). 13 220,488

(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)
4	THE CONSTANCE AND CARL FERRIS CHARITABLE OPERATING
4	FOUNDATION, INC (THE FOUNDATION) WAS FORMED IN THE FALL
4	OF 2006 ON DECEMBER 29, 2006 CARL AND CONSTANCE FERRIS
4	MADE THEIR FIRST CONTRIBUTION TO THE FOUNDATION BECAUSE
4	THE FOUNDATION ONLY RECEIVED THIS CONTRIBUTION LATE IN THE
4	YEAR, IT DID NOT HAVE ANY ASSETS TO MAKE ANY GRANT
4	PAYMENTS HOWEVER, IN 2007 THE FOUNDATION AWARDED ITS FIRST
4	TWO GRANTS EACH TO TWO HIGH SCHOOL GRADUATES OF KENT
4	COUNTY HIGH SCHOOL, IN ACCORDANCE WITH THE GRANT
4	PROCEDURES ATTACHED AS A RESULT OF THE GRANTS MADE IN
4	2007, THE FOUNDATION SATISFIED THE APPLICABLE TESTS TO
4	QUALIFY AS A PRIVATE OPERATING FOUNDATION IN 2007
4	IN 2008, THE FOUNDATION MADE A TOTAL OF FOUR GRANTS TO HIGH
4	SCHOOL GRADUATES OF KENT COUNTY HIGH SCHOOL, IN ACCORDANCE
4	WITH THE GRANT PROCEDURES ATTACHED THE VALUE OF THE
4	FOUNDATION'S ASSETS, HOWEVER WAS CONSIDERABLY HIGHER IN
4	2008 SO THAT THE AMOUNT OF QUALIFIED GRANTS WAS NOT
4	SUFFICIENT TO RETAIN THE PRIVATE OPERATING FOUNDATION
4	STATUS IN 2008 FOR THE FOUNDATION

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)**		**No**
	(2) Other assets.	**1a(2)**		**No**
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization.	**1b(1)**		**No**
	(2) Purchases of assets from a noncharitable exempt organization.	**1b(2)**		**No**
	(3) Rental of facilities, equipment, or other assets.	**1b(3)**		**No**
	(4) Reimbursement arrangements.	**1b(4)**		**No**
	(5) Loans or loan guarantees.	**1b(5)**		**No**
	(6) Performance of services or membership or fundraising solicitations.	**1b(6)**		**No**
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	**1c**		**No**

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

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

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

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 or fiduciary) is based on all information of which preparer has any knowledge

******	2013-09-26	******
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
BROWN INVESTMENT ADVISORY	BROWN INVESTMENT ADVISORY	2013-09-26		
Firm's name ▶	BROWN INVESTMENT ADVISORY & TRUST		Firm's EIN ▶	
Firm's address ▶	901 SOUTH BOND STREET BALTIMORE, MD 21231		Phone no (410) 537-5484	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
5000 SPDR S P DIVIDEND ETF		2011-10-21	2012-01-05
2 INTUITIVE SURGICAL INC		2010-01-27	2012-01-06
3 INTUITIVE SURGICAL INC		2010-01-27	2012-01-09
3 GOOGLE INC CL A		2011-05-05	2012-01-10
3 INTUITIVE SURGICAL INC		2010-01-27	2012-01-10
3 GOOGLE INC CL A		2010-04-26	2012-01-11
25000 U S TREASURY NT 3 125% 5/15/21		2011-08-08	2012-01-11
13 COVANCE INC		2009-10-22	2012-01-12
1 COVANCE INC		2009-10-22	2012-01-13
9 COVANCE INC		2009-10-22	2012-01-13
16 COVANCE INC		2009-10-22	2012-01-13
1324 54 F H L M C GD G11649 4 500% 2/01/20		2005-02-15	2012-01-15
221 96 F H L M C #1B0889 2 393% 5/01/33		2005-04-14	2012-01-15
2 COVANCE INC		2009-10-22	2012-01-17
16 COVANCE INC		2009-10-22	2012-01-17
33 COACH INC		2011-08-19	2012-01-19
18 COACH INC		2011-08-19	2012-01-20
1 COACH INC		2010-01-27	2012-01-20
20 COACH INC		2010-01-27	2012-01-23
48 74 F N M A #909932 6 000% 3/01/37		2007-05-30	2012-01-25
10000 ONEOK PARTNERS 6 150% 10/01/16		2008-03-11	2012-01-25
324 ABB LTD SPON ADR		2009-12-28	2012-01-30
324 ABB LTD SPON ADR		2010-02-16	2012-01-31
24 SCHLUMBERGER LTD		2011-06-23	2012-02-07
37 EXPRESS SCRIPTS INC-CL A		2011-04-05	2012-02-13
18 EXPRESS SCRIPTS INC-CL A		2011-04-05	2012-02-13
29 FOSSIL INC		2011-09-21	2012-02-13
20 FOSSIL INC		2011-09-21	2012-02-14
1257 862 BROWN ADV SMALL CAP FND 115233793		2011-07-06	2012-02-14
1339 29 F H L M C GD G11649 4 500% 2/01/20		2005-02-15	2012-02-15

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(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)
267 68 F H L M C #1B0889 2 393% 5/01/33		2005-04-14	2012-02-15
144 86 F N M A #909932 6 000% 3/01/37		2007-05-30	2012-02-25
3 COACH INC		2010-01-27	2012-03-12
3 FOSSIL INC		2011-08-25	2012-03-12
1 MASTERCARD INC		2010-01-27	2012-03-12
2 MEAD JOHNSON NUTRITION CO		2012-01-31	2012-03-12
1 SALESFORCE COM INC		2011-09-22	2012-03-12
1 APPLE COMPUTER INC		2009-07-15	2012-03-13
11 COACH INC		2010-01-27	2012-03-13
9 FOSSIL INC		2011-08-25	2012-03-13
5 FOSSIL INC		2011-08-25	2012-03-13
2 MASTERCARD INC		2010-01-27	2012-03-13
10 MEAD JOHNSON NUTRITION CO		2012-01-31	2012-03-13
5 SALESFORCE COM INC		2011-09-22	2012-03-13
2 APPLE COMPUTER INC		2009-07-15	2012-03-14
11 COACH INC		2010-01-27	2012-03-14
13 FOSSIL INC		2011-09-22	2012-03-14
2 MASTERCARD INC		2010-01-27	2012-03-14
9 MEAD JOHNSON NUTRITION CO		2012-01-31	2012-03-14
5 SALESFORCE COM INC		2011-09-22	2012-03-14
1 APPLE COMPUTER INC		2009-07-15	2012-03-15
8 COACH INC		2010-01-27	2012-03-15
1290 75 F H L M C GD G11649 4 500% 2/01/20		2005-02-15	2012-03-15
234 75 F H L M C #1B0889 2 393% 5/01/33		2005-04-14	2012-03-15
2 FOSSIL INC		2011-09-22	2012-03-15
7 FOSSIL INC		2011-09-22	2012-03-15
2 MASTERCARD INC		2010-01-27	2012-03-15
8 MEAD JOHNSON NUTRITION CO		2012-01-30	2012-03-15
4 SALESFORCE COM INC		2011-09-22	2012-03-15
3 APPLE COMPUTER INC		2009-07-15	2012-03-16

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
23 COACH INC		2010-01-27	2012-03-16
30 FOSSIL INC		2011-11-09	2012-03-16
5 MASTERCARD INC		2010-01-27	2012-03-16
18 MEAD JOHNSON NUTRITION CO		2012-01-30	2012-03-16
2 MEAD JOHNSON NUTRITION CO		2012-01-19	2012-03-16
12 SALESFORCE COM INC		2012-01-31	2012-03-16
3166 35 F N M A #909932 6 000% 3/01/37		2007-05-30	2012-03-25
4280 576 BROWN ADV SMALL CAP 115233835		2011-12-08	2012-03-29
719 424 BROWN ADV SMALL CAP 115233835		2003-06-13	2012-03-29
20 ROPER INDUSTRIES INC NEW		2009-08-28	2012-03-29
21 ROPER INDUSTRIES INC NEW		2009-08-28	2012-03-30
3 APPLE COMPUTER INC		2009-07-15	2012-04-11
29 QUALCOMM CORP		2009-11-05	2012-04-11
1137 54 F H L M C GD G11649 4 500% 2/01/20		2005-02-15	2012-04-15
264 14 F H L M C #1B0889 2 393% 5/01/33		2005-04-14	2012-04-15
1 INTUITIVE SURGICAL INC		2010-01-27	2012-04-23
28414 38 F N M A #909932 6 000% 3/01/37		2007-05-30	2012-04-24
2 INTUITIVE SURGICAL INC		2010-01-27	2012-04-24
1657 07 F N M A #909932 6 000% 3/01/37		2007-05-30	2012-04-25
3 INTUITIVE SURGICAL INC		2010-01-27	2012-05-03
10 SALESFORCE COM INC		2012-01-31	2012-05-03
4 INTUITIVE SURGICAL INC		2010-07-22	2012-05-04
10 SALESFORCE COM INC		2012-01-30	2012-05-04
4 AMPHENOL CORP - CL A		2011-10-28	2012-05-07
25 AMPHENOL CORP - CL A		2011-10-28	2012-05-07
7 MASTERCARD INC		2010-01-27	2012-05-07
9 AMPHENOL CORP - CL A		2010-04-21	2012-05-08
17 AMPHENOL CORP - CL A		2011-10-28	2012-05-08
5 AMPHENOL CORP - CL A		2010-04-21	2012-05-10
3 AMPHENOL CORP - CL A		2010-04-21	2012-05-10

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(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)
25 AMPHENOL CORP - CL A		2010-04-20	2012-05-10
3 DAVITA INC		2011-03-01	2012-05-10
17 DAVITA INC		2011-03-01	2012-05-10
53 EXPRESS SCRIPTS HLDGS C		2011-04-05	2012-05-10
5 SALESFORCE COM INC		2012-01-30	2012-05-10
20 AMPHENOL CORP - CL A		2010-04-20	2012-05-11
8 DAVITA INC		2011-10-21	2012-05-11
4 DAVITA INC		2011-02-28	2012-05-11
2 SALESFORCE COM INC		2011-11-21	2012-05-11
1307 25 F H L M C GD G11649 4 500% 2/01/20		2005-02-15	2012-05-15
235 88 F H L M C #1B0889 2 393% 5/01/33		2005-04-14	2012-05-15
159 72 F N M A #909932 6 000% 3/01/37		2007-05-30	2012-05-25
11 DAVITA INC		2011-10-21	2012-06-07
13 MEAD JOHNSON NUTRITION CO		2012-01-20	2012-06-07
10 DAVITA INC		2011-10-21	2012-06-08
13 MEAD JOHNSON NUTRITION CO		2012-01-20	2012-06-08
1364 71 F H L M C GD G11649 4 500% 2/01/20		2005-02-15	2012-06-15
289 97 F H L M C #1B0889 2 393% 5/01/33		2005-04-14	2012-06-15
10000 BROWN ADV TACTICAL BOND 115233710		2011-10-03	2012-06-25
1837 698 BROWN ADVISORY INTERMED 115233744		2011-12-08	2012-06-25
20130 668 BROWN ADVISORY INTERMED 115233744		2011-04-08	2012-06-25
2463 438 BROWN ADV SMALL CAP FND 115233793		2011-07-06	2012-06-25
4203 229 BROWN ADV SMALL CAP FND 115233793		2011-01-05	2012-06-25
26 COSTCO WHOLESALE CORPORATION		2009-08-25	2012-06-29
6 COSTCO WHOLESALE CORPORATION		2009-08-25	2012-07-02
18 COSTCO WHOLESALE CORPORATION		2009-08-25	2012-07-02
1244 12 F H L M C GD G11649 4 500% 2/01/20		2005-02-15	2012-07-15
238 44 F H L M C #1B0889 2 393% 5/01/33		2005-04-14	2012-07-15
3 STERICYCLE INC		2012-02-14	2012-07-16
1 STERICYCLE INC		2012-02-14	2012-07-16

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(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)
11 STERICYCLE INC		2012-02-14	2012-07-17
5 STERICYCLE INC		2012-02-14	2012-07-17
24 STERICYCLE INC		2012-02-13	2012-07-18
1 STERICYCLE INC		2012-01-30	2012-07-18
3 APPLE COMPUTER INC		2009-07-15	2012-07-19
3 DAVITA INC		2011-10-21	2012-07-20
2 DAVITA INC		2011-10-21	2012-07-20
33 EXPRESS SCRIPTS HLDGS C		2011-03-02	2012-07-20
7 DAVITA INC		2011-10-21	2012-07-23
1 DAVITA INC		2011-10-06	2012-07-23
5 DAVITA INC		2011-10-06	2012-07-24
8 ANSYS INC		2012-05-04	2012-08-06
5 ANSYS INC		2012-05-04	2012-08-06
5 GOOGLE INC CL A		2012-02-13	2012-08-06
25 ANSYS INC		2012-05-04	2012-08-07
7 ANSYS INC		2012-05-03	2012-08-07
3 ANSYS INC		2012-05-03	2012-08-08
13 ANSYS INC		2011-03-16	2012-08-08
11 ANSYS INC		2012-05-03	2012-08-08
14 ANSYS INC		2011-03-16	2012-08-09
21 DANAHER CORP		2012-03-30	2012-08-14
7 FOSSIL INC		2011-11-09	2012-08-14
52 DANAHER CORP		2012-03-29	2012-08-15
1390 42 F H L M C GD G11649 4 500% 2/01/20		2005-02-15	2012-08-15
265 75 F H L M C #1B0889 2 393% 5/01/33		2005-04-14	2012-08-15
29 FOSSIL INC		2011-11-09	2012-08-15
50000 U S TREASURY NT 2 000% 4/30/16		2011-05-23	2012-09-04
25000 U S TREASURY NT 3 125% 5/15/21		2011-05-23	2012-09-04
1267 14 F H L M C GD G11649 4 500% 2/01/20		2005-02-15	2012-09-15
293 99 F H L M C #1B0889 2 393% 5/01/33		2005-04-14	2012-09-15

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
4 APPLE COMPUTER INC		2009-07-15	2012-09-21
3 GOOGLE INC CL A		2012-01-31	2012-09-21
2 GOOGLE INC CL A		2010-04-26	2012-09-21
4 NATIONAL INSTRS CORP		2011-05-03	2012-09-21
5 ANSYS INC		2011-03-15	2012-09-24
5 ANSYS INC		2010-10-13	2012-09-24
1 ANSYS INC		2010-10-13	2012-09-24
12 NATIONAL INSTRS CORP		2011-05-03	2012-09-24
1 NATIONAL INSTRS CORP		2011-05-03	2012-09-24
19 ANSYS INC		2010-10-13	2012-09-25
11 NATIONAL INSTRS CORP		2011-05-03	2012-09-25
7 ANSYS INC		2010-10-13	2012-09-26
10 NATIONAL INSTRS CORP		2011-05-03	2012-09-26
9 ANSYS INC		2010-10-13	2012-09-27
23 NATIONAL INSTRS CORP		2011-05-03	2012-09-27
2 NATIONAL INSTRS CORP		2011-05-03	2012-09-27
20 NATIONAL INSTRS CORP		2011-05-03	2012-09-28
13 NATIONAL INSTRS CORP		2011-04-29	2012-10-01
3 NATIONAL INSTRS CORP		2011-04-29	2012-10-02
34 CANADIAN NATURAL RESOURCES LTD		2011-06-23	2012-10-03
5 NATIONAL INSTRS CORP		2011-04-29	2012-10-03
31 CANADIAN NATURAL RESOURCES LTD		2011-06-23	2012-10-04
6 NATIONAL INSTRS CORP		2011-04-29	2012-10-04
43 CANADIAN NATURAL RESOURCES LTD		2012-02-07	2012-10-05
1 CANADIAN NATURAL RESOURCES LTD		2011-06-23	2012-10-05
16 NATIONAL INSTRS CORP		2011-04-29	2012-10-05
28 CANADIAN NATURAL RESOURCES LTD		2012-05-03	2012-10-08
4 NATIONAL INSTRS CORP		2011-04-29	2012-10-08
7 NATIONAL INSTRS CORP		2011-04-29	2012-10-09
8 NATIONAL INSTRS CORP		2011-04-29	2012-10-10

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
434 783 BROWN ADVISORY INTERMED 115233744		2011-04-08	2012-10-11
16 DAVITA INC		2011-10-06	2012-10-12
1300 514 AMERICAN EUROPACIFIC GRTH F2		2011-10-24	2012-10-12
1653 852 SCOUT INTERNATIONAL FUND		2011-10-24	2012-10-12
2 DAVITA INC		2010-01-27	2012-10-15
16 DAVITA INC		2011-10-06	2012-10-15
1132 97 F H L M C GD G11649 4 500% 2/01/20		2005-02-15	2012-10-15
246 19 F H L M C #1B0889 2 393% 5/01/33		2005-04-14	2012-10-15
32 AMPHENOL CORP - CL A		2010-04-20	2012-10-22
20 ANSYS INC		2010-10-13	2012-10-22
1 APPLE COMPUTER INC		2012-10-15	2012-10-22
4 APPLE COMPUTER INC		2012-10-15	2012-10-22
2835 409 BROWN ADVISORY SMALL CAP GROWTH INV		2003-06-13	2012-10-22
48 CANADIAN NATURAL RESOURCES LTD		2012-05-03	2012-10-22
20 CITRIX SYSTEMS INC		2010-01-27	2012-10-22
46 COACH INC		2012-06-08	2012-10-22
31 COGNIZANT TECH SOLUTIONS CRP COM		2012-05-10	2012-10-22
20 COSTCO WHOLESALE CORPORATION		2009-08-25	2012-10-22
29 COVANCE INC		2009-10-22	2012-10-22
39 DANAHER CORP		2012-01-30	2012-10-22
18 DAVITA INC		2010-01-27	2012-10-22
46 EXPRESS SCRIPTS HLDGS C		2011-03-02	2012-10-22
47 FMC TECHNOLOGIES INC		2012-05-10	2012-10-22
40 FLUOR CORP NEW COM		2011-03-04	2012-10-22
20 FOSSIL INC		2011-08-24	2012-10-22
1 GOOGLE INC CL A		2010-04-26	2012-10-22
4 GOOGLE INC CL A		2011-04-15	2012-10-22
20 IDEXX LABORATORIES CORP		2010-01-27	2012-10-22
4 INTUITIVE SURGICAL INC		2012-08-15	2012-10-22
36 ESTEE LAUDER COMPANIES CL A		2012-03-15	2012-10-22

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
5 MASTERCARD INC		2012-09-24	2012-10-22
29 MEAD JOHNSON NUTRITION CO		2012-07-18	2012-10-22
10 99987 NETAPP INC		2011-02-17	2012-10-22
45 00013 NETAPP INC		2011-07-14	2012-10-22
38 QUALCOMM CORP		2009-11-05	2012-10-22
20 ROPER INDUSTRIES INC NEW		2009-08-28	2012-10-22
13 SALESFORCE COM INC		2012-08-06	2012-10-22
2 SCHLUMBERGER LTD		2011-06-23	2012-10-22
29 SCHLUMBERGER LTD		2011-10-31	2012-10-22
132 CHARLES SCHWAB CORP		2011-04-05	2012-10-22
13 STERICYCLE INC		2012-01-30	2012-10-22
12 STERICYCLE INC		2011-08-03	2012-10-22
33 ACCENTURE PLC CL A		2012-02-14	2012-10-22
71 GENPACT LIMITED		2010-10-19	2012-10-22
17 CORE LABORATORIES N V		2011-09-16	2012-10-22
14 COACH INC		2012-06-07	2012-10-24
19 COSTCO WHOLESALE CORPORATION		2009-08-25	2012-10-24
10 DAVITA INC		2010-01-27	2012-10-24
3 FOSSIL INC		2011-08-24	2012-10-24
3 IDEXX LABORATORIES CORP		2010-01-27	2012-10-24
10 ESTEE LAUDER COMPANIES CL A		2012-03-15	2012-10-24
10 ACCENTURE PLC CL A		2012-02-14	2012-10-24
30 COACH INC		2012-08-07	2012-10-25
18 COSTCO WHOLESALE CORPORATION		2009-08-25	2012-10-25
9 DAVITA INC		2010-01-27	2012-10-25
11 FOSSIL INC		2011-08-24	2012-10-25
3 IDEXX LABORATORIES CORP		2010-01-27	2012-10-25
9 ESTEE LAUDER COMPANIES CL A		2012-03-15	2012-10-25
42 ACCENTURE PLC CL A		2010-01-27	2012-10-25
2 ACCENTURE PLC CL A		2012-02-14	2012-10-25

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
27 COACH INC		2012-08-07	2012-10-26
6 DAVITA INC		2010-01-27	2012-10-26
5 99889 FOSSIL INC		2011-08-24	2012-10-26
4 00111 FOSSIL INC		2011-08-24	2012-10-26
5 IDEXX LABORATORIES CORP		2010-01-27	2012-10-26
36 ESTEE LAUDER COMPANIES CL A		2012-03-16	2012-10-26
9 ESTEE LAUDER COMPANIES CL A		2012-03-16	2012-10-26
10 COACH INC		2012-09-21	2012-10-31
19 DAVITA INC		2010-01-27	2012-10-31
17 FOSSIL INC		2011-08-24	2012-10-31
1 IDEXX LABORATORIES CORP		2010-01-27	2012-10-31
7 DAVITA INC		2010-01-27	2012-11-01
10 FOSSIL INC		2011-08-24	2012-11-01
9 IDEXX LABORATORIES CORP		2010-01-27	2012-11-01
2 IDEXX LABORATORIES CORP		2010-01-27	2012-11-02
2 NATIONAL INSTRS CORP		2011-04-29	2012-11-02
3 IDEXX LABORATORIES CORP		2010-01-27	2012-11-05
18 AMPHENOL CORP - CL A		2010-04-20	2012-11-06
8 IDEXX LABORATORIES CORP		2010-01-27	2012-11-06
2 IDEXX LABORATORIES CORP		2010-01-27	2012-11-06
6 NATIONAL INSTRS CORP		2011-04-29	2012-11-06
5 STERICYCLE INC		2011-08-03	2012-11-06
14 AMPHENOL CORP - CL A		2010-04-20	2012-11-07
4 IDEXX LABORATORIES CORP		2010-01-27	2012-11-07
10 STERICYCLE INC		2011-08-03	2012-11-07
2 AMPHENOL CORP - CL A		2010-04-20	2012-11-08
10 AMPHENOL CORP - CL A		2011-10-21	2012-11-08
7 IDEXX LABORATORIES CORP		2010-01-27	2012-11-08
8 STERICYCLE INC		2011-08-03	2012-11-08
10 STERICYCLE INC		2012-01-10	2012-11-08

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
6 IDEXX LABORATORIES CORP		2010-01-27	2012-11-09
1344 2 F H L M C GD G11649 4 500% 2/01/20		2005-02-15	2012-11-15
187 6 F H L M C #1B0889 2 393% 5/01/33		2005-04-14	2012-11-15
2306 071 LAUDUS MONDRIAN EMG MKT INS		2010-01-29	2012-11-15
2276 542 LAUDUS MONDRIAN EMG MKT INS		2010-01-29	2012-11-16
2286 429 LAUDUS MONDRIAN EMG MKT INS		2010-01-29	2012-11-19
2280 014 LAUDUS MONDRIAN EMG MKT INS		2010-01-29	2012-11-20
2398 288 LAUDUS MONDRIAN EMG MKT INS		2010-01-29	2012-11-21
92 578 LAUDUS MONDRIAN EMG MKT INS		2011-12-15	2012-11-21
3 NATIONAL INSTRS CORP		2011-04-29	2012-11-23
1 CANADIAN NATURAL RESOURCES LTD		2012-03-30	2012-11-26
67 CANADIAN NATURAL RESOURCES LTD		2010-01-27	2012-11-26
10 NATIONAL INSTRS CORP		2011-04-29	2012-11-26
104 CANADIAN NATURAL RESOURCES LTD		2010-01-27	2012-11-27
18 NATIONAL INSTRS CORP		2011-04-29	2012-11-27
6 SALESFORCE COM INC		2012-08-06	2012-11-27
23 SALESFORCE COM INC		2011-11-21	2012-11-27
82 CANADIAN NATURAL RESOURCES LTD		2010-01-27	2012-11-28
16 NATIONAL INSTRS CORP		2011-04-29	2012-11-28
68 CANADIAN NATURAL RESOURCES LTD		2010-01-27	2012-11-29
3 NATIONAL INSTRS CORP		2011-04-29	2012-11-29
56 CANADIAN NATURAL RESOURCES LTD		2010-01-27	2012-11-30
131 CANADIAN NATURAL RESOURCES LTD		2010-01-27	2012-12-03
102 CANADIAN NATURAL RESOURCES LTD		2010-01-27	2012-12-04
15 CANADIAN NATURAL RESOURCES LTD		2012-03-29	2012-12-04
56 CANADIAN NATURAL RESOURCES LTD		2012-05-04	2012-12-05
9367 681 BROWN ADVISORY VALUE EQUITY INV		2010-01-27	2012-12-14
1157 75 F H L M C GD G11649 4 500% 2/01/20		2005-02-15	2012-12-15
298 6 F H L M C #1B0889 2 393% 5/01/33		2005-04-14	2012-12-15
6 SALESFORCE COM INC		2011-11-21	2012-12-17

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
21 SALESFORCE COM INC		2011-12-22	2012-12-17
21 ROPER INDUSTRIES INC NEW		2009-08-28	2012-12-19
4 STERICYCLE INC		2011-08-03	2012-12-19
17 STERICYCLE INC		2012-01-10	2012-12-19
2313 03 BROWN ADVISORY VALUE EQUITY INV		2010-01-27	2012-12-27

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
268,073		263,775	4,298
931		675	256
1,357		1,013	344
1,870		1,613	257
1,350		996	354
1,879		1,607	272
27,858		26,333	1,525
586		743	-157
45		57	-12
397		515	-118
698		915	-217
1,325		1,323	2
222		222	
89		114	-25
714		915	-201
2,147		1,591	556
1,165		861	304
65		35	30
1,282		700	582
49		49	
11,580		10,063	1,517
6,664		6,210	454
6,738		6,088	650
1,893		1,988	-95
1,846		2,112	-266
896		1,027	-131
2,971		2,853	118
2,364		1,913	451
20,000		21,799	-1,799
1,339		1,338	1

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
268		268	
145		145	
231		105	126
383		279	104
419		253	166
160		148	12
147		117	30
561		145	416
855		385	470
1,150		838	312
648		465	183
841		506	335
801		742	59
750		585	165
1,168		290	878
865		385	480
1,663		1,210	453
843		506	337
722		668	54
754		585	169
588		145	443
622		280	342
1,291		1,289	2
235		235	
255		186	69
888		649	239
839		506	333
637		591	46
611		468	143
1,755		435	1,320

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,798		805	993
3,762		2,775	987
2,101		1,266	835
1,436		1,328	108
160		147	13
1,816		1,402	414
3,166		3,172	-6
64,209		57,509	6,700
10,791		5,647	5,144
1,974		974	1,000
2,084		1,023	1,061
1,879		435	1,444
1,926		1,257	669
1,138		1,136	2
264		264	
567		321	246
31,425		28,465	2,960
1,123		641	482
1,657		1,660	-3
1,735		962	773
1,584		1,165	419
2,268		1,275	993
1,535		1,157	378
220		196	24
1,373		1,226	147
3,071		1,773	1,298
487		425	62
920		834	86
273		236	37
163		142	21

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,360		1,174	186
255		240	15
1,434		1,350	84
2,856		3,018	-162
720		560	160
1,086		939	147
663		553	110
332		317	15
280		219	61
1,307		1,306	1
236		236	
160		160	
934		761	173
1,056		956	100
850		690	160
1,049		955	94
1,365		1,363	2
290		290	
96,400		100,000	-3,600
20,913		20,656	257
229,087		224,054	5,033
36,952		42,691	-5,739
63,048		64,057	-1,009
2,464		1,290	1,174
568		298	270
1,700		893	807
1,244		1,243	1
238		238	
279		262	17
93		87	6

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,023		960	63
464		431	33
2,235		2,022	213
93		83	10
1,839		435	1,404
292		205	87
195		137	58
1,896		1,868	28
667		466	201
96		64	32
473		321	152
541		497	44
339		310	29
3,235		3,030	205
1,695		1,549	146
476		432	44
201		185	16
865		673	192
732		678	54
937		720	217
1,123		1,168	-45
593		644	-51
2,782		2,778	4
1,390		1,389	1
266		266	
2,509		2,648	-139
52,912		50,440	2,472
28,680		25,041	3,639
1,267		1,266	1
294		294	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
2,807		580	2,227
2,197		1,733	464
1,465		1,067	398
106		121	-15
367		256	111
367		227	140
74		45	29
313		363	-50
26		30	-4
1,387		861	526
285		333	-48
503		317	186
255		302	-47
650		408	242
587		695	-108
51		60	-9
505		603	-98
325		392	-67
75		90	-15
1,039		1,348	-309
123		151	-28
961		1,229	-268
148		181	-33
1,330		1,663	-333
31		40	-9
395		482	-87
858		962	-104
98		121	-23
169		211	-42
189		241	-52

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
5,000		4,839	161
1,764		1,027	737
51,526		48,561	2,965
52,096		48,640	3,456
218		121	97
1,748		1,016	732
1,133		1,132	1
246		246	
1,978		1,502	476
1,374		906	468
623		632	-9
2,492		2,525	-33
41,000		21,919	19,081
1,491		1,593	-102
1,278		834	444
2,496		2,901	-405
2,155		2,026	129
1,894		992	902
1,424		1,658	-234
2,073		2,011	62
2,007		1,090	917
2,893		2,604	289
2,075		2,231	-156
2,266		2,838	-572
1,790		1,820	-30
675		533	142
2,701		2,132	569
1,943		1,135	808
2,196		2,063	133
2,254		2,287	-33

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
2,330		2,275	55
2,004		2,136	-132
329		584	-255
1,347		2,383	-1,036
2,218		1,648	570
2,152		974	1,178
1,916		1,729	187
147		166	-19
2,127		2,148	-21
1,756		2,462	-706
1,197		1,076	121
1,105		976	129
2,229		1,893	336
1,247		1,218	29
1,788		1,809	-21
804		870	-66
1,819		943	876
1,110		605	505
265		273	-8
289		170	119
621		633	-12
668		574	94
1,707		1,794	-87
1,728		893	835
1,002		545	457
967		1,001	-34
290		170	120
551		570	-19
2,807		1,755	1,052
134		115	19

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,514		1,532	-18
666		363	303
524		546	-22
350		364	-14
480		284	196
2,193		2,278	-85
549		569	-20
558		567	-9
2,132		1,150	982
1,481		1,539	-58
97		57	40
786		424	362
919		905	14
862		511	351
191		113	78
49		60	-11
282		170	112
1,119		845	274
752		454	298
188		113	75
149		181	-32
475		407	68
859		657	202
371		227	144
938		814	124
121		94	27
603		448	155
635		397	238
741		651	90
927		798	129

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
539		340	199
1,344		1,343	1
188		187	1
21,124		20,990	134
20,899		20,717	182
21,172		20,807	365
21,022		20,748	274
22,208		21,824	384
857		752	105
74		90	-16
28		33	-5
1,907		2,177	-270
246		301	-55
2,925		3,380	-455
441		542	-101
945		797	148
3,623		2,504	1,119
2,291		2,665	-374
392		482	-90
1,957		2,210	-253
73		90	-17
1,603		1,820	-217
3,719		4,257	-538
2,833		3,315	-482
417		487	-70
1,561		1,797	-236
120,000		99,485	20,515
1,158		1,156	2
299		298	1
1,011		511	500

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
3,539		2,095	1,444
2,315		1,023	1,292
371		316	55
1,577		1,345	232
30,000		24,564	5,436

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			4,298
			256
			344
			257
			354
			272
			1,525
			-157
			-12
			-118
			-217
			2
			-25
			-201
			556
			304
			30
			582
			1,517
			454
			650
			-95
			-266
			-131
			118
			451
			-1,799
			1

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			126
			104
			166
			12
			30
			416
			470
			312
			183
			335
			59
			165
			878
			480
			453
			337
			54
			169
			443
			342
			2
			69
			239
			333
			46
			143
			1,320

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			993
			987
			835
			108
			13
			414
			-6
			6,700
			5,144
			1,000
			1,061
			1,444
			669
			2
			246
			2,960
			482
			-3
			773
			419
			993
			378
			24
			147
			1,298
			62
			86
			37
			21

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			186
			15
			84
			-162
			160
			147
			110
			15
			61
			1
			173
			100
			160
			94
			2
			-3,600
			257
			5,033
			-5,739
			-1,009
			1,174
			270
			807
			1
			17
			6

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			63
			33
			213
			10
			1,404
			87
			58
			28
			201
			32
			152
			44
			29
			205
			146
			44
			16
			192
			54
			217
			-45
			-51
			4
			1
			-139
			2,472
			3,639
			1

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			2,227
			464
			398
			-15
			111
			140
			29
			-50
			-4
			526
			-48
			186
			-47
			242
			-108
			-9
			-98
			-67
			-15
			-309
			-28
			-268
			-33
			-333
			-9
			-87
			-104
			-23
			-42
			-52

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			161
			737
			2,965
			3,456
			97
			732
			1
			476
			468
			-9
			-33
			19,081
			-102
			444
			-405
			129
			902
			-234
			62
			917
			289
			-156
			-572
			-30
			142
			569
			808
			133
			-33

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			55
			-132
			-255
			-1,036
			570
			1,178
			187
			-19
			-21
			-706
			121
			129
			336
			29
			-21
			-66
			876
			505
			-8
			119
			-12
			94
			-87
			835
			457
			-34
			120
			-19
			1,052
			19

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			-18
			303
			-22
			-14
			196
			-85
			-20
			-9
			982
			-58
			40
			362
			14
			351
			78
			-11
			112
			274
			298
			75
			-32
			68
			202
			144
			124
			27
			155
			238
			90
			129

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			199
			1
			1
			134
			182
			365
			274
			384
			105
			-16
			-5
			-270
			-55
			-455
			-101
			148
			1,119
			-374
			-90
			-253
			-17
			-217
			-538
			-482
			-70
			-236
			20,515
			2
			1
			500

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			1,444
			1,292
			55
			232
			5,436

Form 990PF Part XV Line 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*				
ST PAUL'S PARISH KENT 7579 SANDY BOTTOM ROAD CHESTERTOWN,MD 21620	NONE	PUBLIC CHARITY	VARIOUS PROGRAMS AND DISCR	10,000
THE COMMUNITY FOOD PANTRY PO BOX 262 CHESTERTOWN,MD 21620	NONE	PUBLIC CHARITY	FOR GENERAL FUND	30,000
CHESTER RIVER HEALTH FOUNDATION 100 BROWN STREET CHESTERTOWN,MD 21620	NONE	PUBLIC CHARITY	MAMMOGRAPHY EQUIPMENT	25,000
CORNELL UNIVERSITY PO BOX 752 ITHACA,NY 14851	NONE	SUPPORT	COLLEGE OF HUMAN ECOLOGY	25,000
OGH FOUNDATION 515 MAIN STREET OLEAN,NY 14760	NONE	PUBLIC CHARITY	OUTPATIENT SURGERY CENTER	25,000
WASHINGTON COLLEGE 300 WASHINGTON AVE CHESTERTOWN,MD 21620	NONE	PUBLIC CHARITY	FERRIS PROGRAM IN INT'L	50,000
CORNELL UNIVERSITY PO BOX 752 ITHACA,NY 14853	NONE	SUPPORT	COLLEGE OF ENGINEERING	25,000
REBUILDING TOGETHER KENT PO BOX 180 CHESTERTOWN,MD 216200180	NONE	PUBLIC CHARITY	FOR GENERAL FUND	6,000
UNIVERSITY OF MD COLLEGE PARK 8400 BALTIMORE BOULEVARD STE 200 COLLEGE PARK,MD 20740	NONE	SCHOLARSHIP FUND	SCHOLARSHIP AWARD FOR SARAH	5,000
WESLEY CHAPEL 6190 ROCK HALL ROAD ROCK HALL,MD 21661	NONE	PUBLIC CHARITY	CRISIS FUND	10,000
UNIVERSITY OF MARYLAND COLLEGE PARK 8400 BALTIMORE BOULEVARD STE 200 COLLEGE PARK,MD 20740	NONE	SCHOLARSHIP FUND	SCHOLARSHIP AWARD FOR	5,000
CHESAPEAKE COLLEGE PO BOX 8 WYE MILLS,MD 21679	NONE	SCHOLARSHIP FUND	SCHOLARSHIP FOR JULIA ANN	5,000
FROSTBURG STATE UNIVERSITY 101 BRADDOCK ROAD FROSTBURG,MD 21532	NONE	SCHOLARSHIP FUND	SCHOLARSHIP GRANT TO JOHN	5,000
MCDANIEL COLLEGE 2 COLLEGE HILL WESTMINSTER,MD 21157	NONE	SCHOLARSHIP FUND	SCHOLARSHIP AWARD FOR	5,000
ADVENTURES IN MISSION PO BOX 534470 ATLANTA,GA 303534470	NONE		PATRICIA LYNN REED APPEAL	5,000

Form 990PF Part XV Line 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*				
FOX CHASE CANCER CENTER 2365 HERITAGE CENTER DRIVE FURLONG,PA 18925	NONE	PUBLIC CHARITY	INFLAMMATORY BREAST CANCER	50,000
WASHINGTON COLLEGE 300 WASHINGTON AVENUE CHESTERTOWN,MD 21620	NONE	SCHOLARSHIP FUND	SHLARSHIP AWARD FOR ERICA	5,000
Total . . . . ▶ **3a**				291,000

TY 2012 Investments Corporate Bonds Schedule

Name: CONSTANCE AND CARL FERRIS CHARITABLE

EIN: 20-5568159

Name of Bond	End of Year Book Value	End of Year Fair Market Value
FIXED INCOME MUTUAL FDS	819,786	841,877
CORPORATE BONDS		

TY 2012 Investments Corporate Stock Schedule

Name: CONSTANCE AND CARL FERRIS CHARITABLE

EIN: 20-5568159

Name of Stock	End of Year Book Value	End of Year Fair Market Value
EQUITY MUTUAL FUNDS	2,366,439	2,824,583
FOREIGN STOCK	73,702	99,541
PRIVATE EQUITY	861,696	869,769
CDK GLOBAL SELECT	500,000	510,052
COMMON STOCKS	608,146	832,165

TY 2012 Investments Government Obligations Schedule

Name:	CONSTANCE AND CARL FERRIS CHARITABLE
EIN:	20-5568159
US Government Securities - End of Year Book Value:	183,907
US Government Securities - End of Year Fair Market Value:	189,842
State & Local Government Securities - End of Year Book Value:	
State & Local Government Securities - End of Year Fair Market Value:	

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491277006033

TY 2012 Investments - Other Schedule

Name: CONSTANCE AND CARL FERRIS CHARITABLE

EIN: 20-5568159

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
CD PEOPLES BANK	AT COST	250,000	250,000

TY 2012 Other Decreases Schedule

Name: CONSTANCE AND CARL FERRIS CHARITABLE

EIN: 20-5568159

Description	Amount
CASH FLOW NOT IN BASIS OF PRIVATE EQUITY	16,838
ACCRUED INT AND AMORT ATTRIBUTED TO 2013	194

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TY 2012 Other Increases Schedule

Name: CONSTANCE AND CARL FERRIS CHARITABLE

EIN: 20-5568159

Description	Amount
ADJUST BASIS ON US TIPS	426
MEDICITY ESCROW	30,095

TY 2012 Other Professional Fees Schedule

Name: CONSTANCE AND CARL FERRIS CHARITABLE

EIN: 20-5568159

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES-PRIN	17,484	17,484		

TY 2012 Taxes Schedule

Name: CONSTANCE AND CARL FERRIS CHARITABLE

EIN: 20-5568159

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	85	85		0
FEDERAL EXCISE TAX	3,435	0		0
FOREIGN TAXES ON QUALIFIED FOR	219	219		0