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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
GORDON CROFT FOUNDATION INC

A Employer identification number
52-1682796

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

Room/suite

B Telephone number (see instructions)
(410) 576-0100

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

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)* ▶$ 5,536,595

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	132,936	132,936		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-60,383			
	b	Gross sales price for all assets on line 6a 478,352				
	7	Capital gain net income (from Part IV, line 2)		0		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	71	71		
	12	**Total.** Add lines 1 through 11	72,624	133,007		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0	0		0
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	4,500	2,250		2,250
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	6,003	552		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	9,696	8,021		837
	24	**Total operating and administrative expenses.** Add lines 13 through 23	20,199	10,823		3,087
	25	Contributions, gifts, grants paid	199,883			199,883
	26	**Total expenses and disbursements.** Add lines 24 and 25	220,082	10,823		202,970
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-147,458			
	b	**Net investment income** (if negative, enter -0-)		122,184		
	c	**Adjusted net income** (if negative, enter -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	165,083	290,918	290,918
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	2,173,023	2,017,439	4,520,489
	c	Investments—corporate bonds (attach schedule)	271,286	147,119	106,290
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	567,775	618,898	618,898
	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)	3,177,167	3,074,374	5,536,595
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** ▶ ☑ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	3,177,167	3,074,374	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see page 17 of the instructions)	3,177,167	3,074,374	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	3,177,167	3,074,374	

Part III **Analysis of Changes in Net Assets or Fund Balances**

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,177,167
2	Enter amount from Part I, line 27a	2	-147,458
3	Other increases not included in line 2 (itemize) ▶	3	44,665
4	Add lines 1, 2, and 3	4	3,074,374
5	Decreases not included in line 2 (itemize) ▶	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,074,374

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a	PUBLICLY TRADED SECURITIES			
b	PUBLICLY TRADED SECURITIES			
c	CAPITAL GAINS DIVIDENDS	P		
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	102,526		75,340	27,186
b	371,810		473,185	-101,375
c	4,016			4,016
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				27,186
b				-101,375
c				4,016
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	-70,173
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	215,187	5,170,755	0 041616
2010	350,939	4,906,855	0 071520
2009	427,232	4,445,221	0 096110
2008	351,809	5,871,137	0 059922
2007	291,538	6,370,155	0 045766

2	**Total** of line 1, column (d).	2	0 314934
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 062987
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	5,277,879
5	Multiply line 4 by line 3.	5	332,438
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	1,222
7	Add lines 5 and 6.	7	333,660
8	Enter qualifying distributions from Part XII, line 4.	8	202,970

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	2,444
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	2,444
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	2,444
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	3,300		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	1,400		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	4,700
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	2,256
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 2,256	**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 ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see 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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶KENT G CROFT Telephone no ▶(410) 576-0100

Located at ▶CANTON HOUSE 300 WATER STREET BALTIMORE MD ZIP +4 ▶21202

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

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

16	At any time during calendar year 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		
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
KENT G CROFT 7826 CHELSEA STREET BALTIMORE, MD 21204	PRESIDENT 1 00	0	0	0
L GORDON CROFT 7503 CLUB ROAD BALTIMORE, MD 21204	VICE PRESIDENT 1 00	0	0	0
JANE A CROFT 7503 CLUB ROAD BALTIMORE, MD 21204	SECRETARY 1 00	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see 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. . . . . ▶	0

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	4,680,444
b	Average of monthly cash balances	1b	58,911
c	Fair market value of all other assets (see instructions)	1c	618,898
d	**Total** (add lines 1a, b, and c)	1d	5,358,253
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	5,358,253
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	80,374
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,277,879
6	**Minimum investment return.** Enter 5% of line 5	6	263,894

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	263,894
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 2,444		
b	Income tax for 2012 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	2,444
3	Distributable amount before adjustments Subtract line 2c from line 1	3	261,450
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	261,450
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	261,450

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	202,970
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	202,970
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	202,970

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				261,450
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 20___ , 20___ , 20___		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008. 21,423				
c From 2009. 206,673				
d From 2010. 109,664				
e From 2011.				
f **Total** of lines 3a through e.	337,760			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 202,970				
a Applied to 2011, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2012 distributable amount.				202,970
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).)*	58,480			58,480
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	279,280			
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				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)	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	279,280			
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . . 169,616				
c Excess from 2010. . . . 109,664				
d Excess from 2011. . . .				
e Excess from 2012. . . .				

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))

See Additional Data Table

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

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

Check here ▶☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see 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

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

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

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

c Any submission deadlines

NONE

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

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

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**				199,883
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

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)
1 Program service revenue	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	132,936	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.			14	71	
8 Gain or (loss) from sales of assets other than inventory			18	-60,383	
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		72,624	0

13 **Total.** Add line 12, columns (b), (d), and (e). 13 72,624

(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)

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

******	2013-11-01	******	May the IRS discuss this return with the preparer shown below (see instr)? ☑ Yes ☐ No
Signature of officer or trustee	Date	Title	

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
MARK R TOPOLSKI	MARK R TOPOLSKI			P00057447
Firm's name ▶	HERTZBACH & COMPANY PA		Firm's EIN ▶ 52-1158459	
Firm's address ▶	800 RED BROOK BLVD SUITE 300 OWINGS MILLS, MD 21117		Phone no (410) 363-3200	

Form 990PF Part XV Line 1a - List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000).

L GORDON CROFT
JANE A CROFT

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient 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*				
ADKINS ARBORETUM 12610 EVERLAND ROAD PO BOX 100 RIDGELY, MD 21660	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	500
AMERICAN CANCER SOCIETY 825 BROCK STREET 1-91 TECH CENTER ROCKY HILL, CT 060673450	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR RESEARCH AND DEVELOPMENT	700
AMERICAN TREE FARM SYSTEM PO BOX 10289 BALTIMORE, MD 21234	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	60
AVOW HOSPICE OF NAPLES 1095 WHIPPOORWILL LN NAPLES, FL 34105	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	200
BALTIMORE CITY POLICE EXPLORER'S PROGRAM 901 WALKER AVENUE BALTIMORE, MD 21228	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	500
BALTIMORE COMMUNITY FOUNDATION 2 E READ STREET UNIT 9 BALTIMORE, MD 21201	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	1,100
BALTIMORE INDEPENDENT SCHOOL LEARNING CAMP 5407 ROLAND AVENUE BALTIMORE, MD 21210	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR EDUCATION	300
BEL ALTON VOLUNTEER FIRE DEPARTMENT 9765 BEL ALTON NEWTOWN ROAD BEL ALTON, MD 20611	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	75
CAMP SUNSHINE 1 BALDWIN CIRCLE WESTON, MA 02493	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR EDUCATION	300
CHILDHOOD APRAXIA OF SPEECH ASSOCIATION 1151 FREEPORT ROAD SUITE 243 PITTSBURGH, PA 15238	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	400
CHILDREN'S CANCER RESEARCH FUND 7801 EAST BUSH LAKE RD SUITE 130 MINNEAPOLIC, MN 55439	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR RESEARCH AND DEVELOPMENT	200
CIVISTA HEALTH FOUNDATION 701 EAST CHARLES STREET LA PLATA, MD 20646	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	500
COBB ISLAND VOLUNTEER FIRE DEPARTMENT 13290 MAIN AVE PO BOX 156 COBB ISLAND, MD 20625	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	75
COLLEGE BOUND FOUNDATION 300 WATER STREET SUITE 300 BALTIMORE, MD 21202	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	100
COLLEGE OF SOUTHERN MARYLAND FOUNDATION 8730 MITCHELL ROAD PO BOX 910 LA PLATA, MD 20646	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR EDUCATION	200

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*				
COMMUNITY FOUNDATION OF CHARLES COUNTY 3055 OLD WASHINGTON ROAD WALDORF,MD 20601	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	100
CONGREGATION SHA'ARE SHALOM 19357 EVERGREEN MILLS ROAD LEESBURG,VA 20175	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	100
CONTEMPORARY MUSEUM 100 W CENTRE STREET BALTIMORE,MD 21201	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	150
CRISTO REY JESUIT HIGH SCHOOL 420 SOUTH CHESTER STREET BALTIMORE,MD 21231	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR EDUCATION	30,000
DARTMOUTH COLLEGE 6016 MCNUTT HALL HANOVER,NH 03755	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR EDUCATION	300
DELMARVA EDUCATION FOUNDATION 122 SOUTH DIVISION STREET SALISBURY,MD 21801	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR EDUCATION	100
DOMINICAN DENTAL PROJECT INC 1302 CONCOURSE DRIVE SUITE 101 LINTHICUM,MD 21090	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	200
EASTON VOLUNTEER FIRE DEPARTMENT 315 AURORA PARK DRIVE PO BOX 851 EASTON,MD 21601	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	150
EDWARD S KRAUS ENDOWMENT FUND FOR YOUNG INVESTIGATORS 5200 EASTERN AVE MFL CENTER TOWER SUITE 355 BALTIMORE,MD 21224	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	100
FOOD FOR THE HUNGRY 1224 EAST WASHINGTON STREET PHOENIX,AZ 85034	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	1,000
GENESIS JOBS INC 5620 THE ALAMEDA BALTIMORE,MD 21239	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	300
GOOD SHEPHERD PARENTS' ASSOCIATION 4100 MAPLE AVE BALTIMORE,MD 21227	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR EDUCATION	2,500
HANDEL CHOIR 3600 CLIPPER MILL ROAD SUITE 150 BALTIMORE,MD 21211	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	100
HELPING UP MISSION 1029 EAST BALTIMORE STREET BALTIMORE,MD 21202	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	100
HOOPER'S ISLAND VOLUNTEER FIRE CO HOOPERS ISLAND VOLUNTEER FIRE CO FISHING CREEDK,MD 21634	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	500

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*				
INDIAN HEAD CENTER FOR THE ARTS 4185 INDIAN HEAD HWY INDIAN HEAD, MD 20604	NONE	501 (C)(3) PUBLIC CH	PAYMENT FOR EDUCATION	500
IRONSIDES RESCUE SQUAD INC PO BOX 158 IRONSIDE, MD 20643	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	100
JOHNS HOPKINS UNIVERSITY 3400 NORTH CHARLES STREET BALTIMORE, MD 21218	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR EDUCATION	125,500
JUBILEE BALTIMORE INC 1228 NORTH CALVERT STREET BALTIMORE, MD 21202	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	200
JUVENILE DIABETES RESEARCH FOUNDATION 825 HAMMONDS FERRY ROAD SUITE H-J LINTHICUM, MD 21090	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	1,000
LA PLATA UNITED METHODIST CHURCH PO BOX 2824 LA PLATA, MD 20646	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	100
LA PLATA VOLUNTEER FIRE DEPARTMENT 911 WASHINGTON AVE PO BOX 728 LA PLATA, MD 20646	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	75
LAKES AND STRAITS FIRE CO 2103 FARM CREEK ROAD WINGATE, MD 21675	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	500
MARYLAND FOUNDATION FOR RESEARCH & ECONOMIC EDUCATION 8830 ORCHARD TREE LANE SUITE B TOWSON, MD 21286	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR EDUCATION	100
MARYLAND HISTORICAL SOCIETY 201 WEST MONUMENT STREET BALTIMORE, MD 21201	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	200
MARYLAND MENTORING PARTNERSHIP 517 NORTH CHARLES STREET SUITE 200 BALTIMORE, MD 21201	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	200
MARYLAND ZOO IN BALTIMORE 2570 DRUID HILL AVE BALTIMORE, MD 21217	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	300
MEDSTAR FRANKLIN SQUARE MEDICAL CTR FDN 9000 FRANKLIN SQUARE DRIVE BALTIMORE, MD 21237	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	300
MISSION OF LOVE OF PRINCE GEORGE'S COUNTY 6180 OLD CENTRAL AVE CAPITOL HEIGHTS, MD 20743	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	300
MOUNT HOPE BAPTIST CHURCH RR 1 BOX 37C NANJEMOY, MD 20662	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	1,500

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*				
NANJEMOY VOLUNTEER FIRE DEPARTMENT COMPANY NO 4 4260 PORT TOBACCO ROAD NANJEMOY, MD 20662	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	75
NATIONAL D-DAY MEMORIAL FOUNDATION 202 EAST MAIN STREET BEDFORD, VA 24523	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	50
ODYSSEY SCHOOL 3257 BRIDDLE RIDGE LANE STEVENSON, MD 21153	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR EDUCATION	2,500
PAUL'S PLACE OUTREACH CENTER 1118 WARD STREET BALTIMORE, MD 21230	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	200
PORT CHARLOTTE UNITED METHODIST CHURCH 21075 QUESADA AVE PORT CHARLOTTE, FL 339622545	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	200
REHOBOTH ART LEAGUE 12 DODDS LANE REHOBOTH BEACH, DE 19971	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR EDUCATION	100
REHOBOTH BEACH HISTORICAL SOCIETY 511 ROAD 15 REHOBOTH BEACH, DE 19971	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	500
REHOBOTH BEACH MUSEUM 511 REHOBOTH AVENUE REHOBOTH BEACH, DE 19971	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	75
REHOBOTH BEACH VOLUNTEER FIRE COMPANY 219 REHOBOTH AVE REHOBOTH BEACH, DE 19971	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	125
ROLAND PARK COUNTRY SCHOOL 5204 ROLAND AVE BALTIMORE, MD 21210	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR EDUCATION	1,000
RUXTON RIDERWOOD LAKE ROLAND AREA FOUNDATION PO BOX 204 RIDERWOOD, MD 21139	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	150
SALVATION ARMY 615 SLATERS LANE PO BOX 269 ALEXANDRIA, VA 22313	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	100
SANTA CLAUS ANONYMOUS 1228 NORTH CALVERT STREET BALTIMORE, MD 21202	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	100
SENIOR SERVICES OF CHARLES COUNTY 8190 PORT TOBACCO ROAD PORT TOBACCO, MD 20677	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	100
ST IGNATIUS LOYOLA ACADEMY 740 NORTH CALVERT STREET BALTIMORE, MD 21202	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR EDUCATION	100

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 JOHN'S UNITED METHODIST CHURCH 3347 GOLDEN HILL RD CHURCH CREEK, MD 21622	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	300
ST PAUL'S SCHOOL 11152 FALLS ROAD PO BOX 8100 BROOKLANDVILLE, MD 21220	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR EDUCATION	7,000
TENTH DISTRICT VOLUNTEER FIRE DEPARTMENT PO BOX 522 MARBURY, MD 20658	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	75
THE ARLINGTON FREE CLINIC 2921 11TH STREET SOUTH ARLINGTON, VA 22204	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	200
THE CHAPTICO CLASSIC PO BOX 377 LEONARDTOWN, MD 20650	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	100
THE SMILE TRAIN 245 5TH AVE NEW YORK, NY 10016	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	125
TUERK HOUSE 730 ASHBURTON STREET BALTIMORE, MD 21216	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	800
VARIOUS BALTIMORE AREA SCHOOLS VARIOUS BALTIMORE, MD 21202	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR EDUCATION	12,423
WASHINGTON & LEE GENERAL'S CLUB ROUTE 11 SOUTH LEXINGTON, VA 24450	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR EDUCATION	1,200
WBAL RADIO KIDS CAMPAIGN 3800 HOOPER AVE BALTIMORE, MD 21211	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	300
WILDFOWL TRUST OF NORTH AMERICA INC 600 DISCOVERY LANE GRASONVILLE, MD 21638	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	200
Total . . . . ▶ **3a**				199,883

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TY 2012 Accounting Fees Schedule

Name: GORDON CROFT FOUNDATION INC

EIN: 52-1682796

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION	4,500	2,250		2,250

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

TY 2012 Gain/Loss from Sale of Other Assets Schedule

Name: GORDON CROFT FOUNDATION INC

EIN: 52-1682796

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
CROFT SMALL CAP, LP		PURCHASED						0	8,480	
LEOMINSTER INTERNATIONAL LP		PURCHASED						0	-1,120	
CROFT SMALL CAP, LP		PURCHASED						0	17,790	
LEOMINSTER INTERNATIONAL LP		PURCHASED						0	-15,360	

TY 2012 Investments Corporate Bonds Schedule

Name: GORDON CROFT FOUNDATION INC

EIN: 52-1682796

Name of Bond	End of Year Book Value	End of Year Fair Market Value
250,000 ABITIBI CONSOLIDATE	41,369	0
0 SHS FOSTER WHEELER AG	0	0
0 SHS ABB LTD ADR	0	0
0 SHS LYNAS CORP LTD	0	0
0 SHS PETROBANK ENERGY & RESOURCES LTD	0	0
0 SHS PETROFRONTIER CORP	0	0
0 SHS PETROMINERALES LTD	0	0
100,000 CENTURYLINK INC	105,750	106,290

TY 2012 Investments Corporate Stock Schedule

Name: GORDON CROFT FOUNDATION INC

EIN: 52-1682796

Name of Stock	End of Year Book Value	End of Year Fair Market Value
44,772 SHS T ROWE PRICE GROUP, INC.	594,401	2,915,423
3,792 SHS INVESCO LTD	64,697	98,933
1,600 SHS VERDE POTASH PLC	15,188	5,544
1,001 SHS ACE LTD	38,394	79,880
30,000 SHS PRETIUM RESOURCES INC	354,594	396,300
1,536 SHS ULTRA PETROLEUM CORP	88,392	27,848
419 SHS ALBEMARLE CORP	16,725	26,028
2,300 SHS ALLIED NEVADA GOLD CORP	65,551	69,299
0 SHS BANK OF AMERICA CORP	0	0
250 SHS CITIGROUP INC	10,081	9,890
7,102.583 SHS CROFT-LEOMINSTER VALUE FUND	142,513	176,712
936 SHS DEERE & CO	38,493	80,889
436 SHS DU PONT E I DE NEMOURS & CO	19,526	19,611
0 SHS FLOWSERVE CORP	0	0
2,470 SHS FREEPORT-MCMORAN COPPER & GOLD	92,553	84,474
771 SHS GENERAL CABLE CORP	47,042	23,446
307 SHS METLIFE INC	13,072	10,113
400 SHS MOSAIC CO	32,844	22,652
400 SHS PRUDENTIAL FINANCIAL INC	12,175	21,332
2,469 SHS SOUTHWESTERN ENERGY	58,319	82,489
365 SHS UNITED TECHNOLOGIES CORP	23,956	29,934
5,424 SHS WEYERHAEUSER CO	152,346	150,896
1,147 SHS WILLIAMS COS INC	9,205	37,553
386 SHS NORFOLK SOUTHERN CORP	13,224	23,870
1,800 SHS AMERICAN INTL GROUP	58,990	63,540
300 SHS COUNTY FIRST BANK	6,300	6,450
5,780 SHS PARAMOUNT GOLD AND SILVER	14,429	13,410
145 SHS RESOLUTE FOREST PRODUCTS	0	1,920
749 SHS WPX ENERGY INC	4,020	11,145
13,360 SHS ATNA RESOURCES LTD	14,456	14,625

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3,323 SHS RAINY RIVER RESOURCE LTD	15,953	16,283

TY 2012 Investments - Other Schedule

Name: GORDON CROFT FOUNDATION INC

EIN: 52-1682796

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
6.2534% LEOMINSTER INTERNATIONAL, LP	FMV	204,012	204,012
2.1178% CROFT SMALL-CAP LP	FMV	414,886	414,886

TY 2012 Other Expenses Schedule

Name: GORDON CROFT FOUNDATION INC

EIN: 52-1682796

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER DEDUCTIONS - STATE STREET BANK & TRUST	3,351	1,676		837
OTHER DEDUCTIONS - K-1'S	6,345	6,345		0

TY 2012 Other Income Schedule

Name: GORDON CROFT FOUNDATION INC

EIN: 52-1682796

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
STATE STREET BANK - LITIGATION SETTLEMENT	71	71	71

TY 2012 Other Increases Schedule

Name: GORDON CROFT FOUNDATION INC

EIN: 52-1682796

Description	Amount
UNREALIZED GAINS	41,390
PRIOR PERIOD ADJUSTMENTS	3,275

TY 2012 Taxes Schedule

Name: GORDON CROFT FOUNDATION INC

EIN: 52-1682796

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES PAID ON SECURITIES	552	552		0
FEDERAL TAXES PAID	5,451	0		0