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 , and ending

Name of foundation: DELAPLAINE FOUNDATION, INC.

A Employer identification number: 52-2278038

Number and street (or P O box number if mail is not delivered to street address) Room/suite: P.O. BOX 3829

B Telephone number: 301-662-2753

City or town, state, and ZIP code: FREDERICK, MD 21705

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ 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) ▶$ 16,317,210.

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).)

	Line	(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	3,500.			
	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	482,255.	482,255.	482,255.	STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	617,232.			
	b Gross sales price for all assets on line 6a 4,082,306.				
	7 Capital gain net income (from Part IV, line 2)		617,232.		
	8 Net short-term capital gain			N/A	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	1,731.	1,731.	1,731.	STATEMENT 2
	12 **Total.** Add lines 1 through 11	1,104,718.	1,101,218.	483,986.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	4,170.	4,170.	0.	0.
	c Other professional fees STMT 4	169,821.	169,821.	0.	0.
	17 Interest				
	18 Taxes STMT 5	26,940.	12,740.	0.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	13,090.	0.	0.	0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	214,021.	186,731.	0.	0.
	25 Contributions, gifts, grants paid	662,500.			662,500.
	26 **Total expenses and disbursements.** Add lines 24 and 25	876,521.	186,731.	0.	662,500.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	228,197.			
	b **Net investment income** (if negative, enter -0-)		914,487.		
	c **Adjusted net income** (if negative, enter -0-)			483,986.	

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	2,399.	4,870.	4,870.
	2 Savings and temporary cash investments	1,392,837.	1,300,268.	1,300,268.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 7	8,926,093.	10,999,364.	10,999,364.
	c Investments - corporate bonds STMT 8	4,009,232.	4,012,708.	4,012,708.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	14,330,561.	16,317,210.	16,317,210.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ 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 ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	14,330,561.	16,317,210.	
	30 **Total net assets or fund balances**	14,330,561.	16,317,210.	
	31 **Total liabilities and net assets/fund balances**	14,330,561.	16,317,210.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	14,330,561.
2 Enter amount from Part I, line 27a	2	228,197.
3 Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN ON INVESTMENTS	3	1,758,452.
4 Add lines 1, 2, and 3	4	16,317,210.
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	16,317,210.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	4,082,306.		3,465,074.	617,232.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				617,232.

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	617,232.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	87,184.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	768,500.	15,416,416.	.049849
2010	620,000.	13,145,517.	.047164
2009	598,097.	10,892,019.	.054911
2008	747,336.	13,379,601.	.055856
2007	802,000.	15,751,772.	.050915

2	**Total** of line 1, column (d)	2	.258695
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	.051739
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	16,268,466.
5	Multiply line 4 by line 3	5	841,714.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	9,145.
7	Add lines 5 and 6	7	850,859.
8	Enter qualifying distributions from Part XII, line 4	8	662,500.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ **(attach copy of letter if necessary-see instructions)**			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	18,290.
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	18,290.
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	18,290.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 14,200.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	14,200.
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	4,090.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶	**Refunded** ▶	11	

Part VII-A Statements Regarding Activities

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

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

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

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

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

		Line	Yes	No
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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception**. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 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 ▶ ______, ______, ______, ______				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b		X

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

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

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

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

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

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

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

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

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

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

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

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

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

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
MANUFACTURERS AND TRADERS TRUST COMPANY P.O. BOX 1596, BALTIMORE, MD 21203	AGENCY & CUSTODIAN FEES	169,821.
Total number of others receiving over $50,000 for professional services ▶		0

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 DONATION OF CASH TO THE DELAPLAINE VISUAL ARTS EDUCATION CENTER, AN IRC SECTION 501(C)(3) ORGANIZATION.	117,000.
2 DONATION OF CASH TO THE NATIONAL MUSEUM OF CIVIL WAR MEDICINE, AN IRC SECTION 501(C)(3) ORGANIZATION.	130,000.
3 DONATION OF CASH TO RELIGIOUS COALITION FOR EMERGENCY HUMAN NEEDS, AN IRC SECTION 501(C)(3) ORGANIZATION	40,900.
4 DONATION OF CASH TO THE MPT FOUNDATION, INC, IRC SECTION 501(C)(3) ORGANIZATION.	25,000.

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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	15,166,021.
b	Average of monthly cash balances	1b	1,350,188.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	16,516,209.
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	16,516,209.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	247,743.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	16,268,466.
6	**Minimum investment return.** Enter 5% of line 5	6	813,423.

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	813,423.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 18,290.		
b	Income tax for 2012. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	18,290.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	795,133.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	795,133.
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	795,133.

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	662,500.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	662,500.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	662,500.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				795,133.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007 23,595.				
b From 2008 73,684.				
c From 2009 57,302.				
d From 2010				
e From 2011 11,721.				
f **Total** of lines 3a through e	166,302.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 662,500.				
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				662,500.
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).)	132,633.			132,633.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	33,669.			
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 instr.			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)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	33,669.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009 21,948.				
c Excess from 2010				
d Excess from 2011 11,721.				
e Excess from 2012				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a 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 foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

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

1 Information Regarding Foundation Managers:

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

SEE STATEMENT 10

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.

NONE

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:

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

c Any submission deadlines:

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

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 dunng the year*				
ADVOCATES FOR HOMELESS FAMILIES 216 ABRECHT PLACE FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	TRANSITIONAL HOUSING	2,000.
AMERICAN VISIONARY ART MUSEUM 800 KEY HIGHWAY BALTIMORE, MD 21230	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICED GRANT	7,500.
A MESSAGE OF HOPE CANCER FUND, INC. 12304 HOUSER DRIVE CLARKSBURG, MD 20871	N/A	QUALIFIED PUBLIC CHARITY	A MESSAGE OF HOPE CANCER FUND	2,000.
APPLES UNITED CHURCH OF CHRIST 3743 OLD KILN ROAD THURNMONT, MD 21788	N/A	QUALIFIED PUBLIC CHARITY	APPLES CEMETERY PROJECT	1,000.
ASSOCIATION OF SMALL FOUNDATIONS 1720 N STREET, NW WASHINGTON, DC 20036	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICED GRANT	2,500.
Total SEE CONTINUATION SHEET(S)			▶ 3a	662,500.
b *Approved for future payment* NONE				
Total			▶ 3b	0.

223611
12-05-12

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
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	482,255.	
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	1,731.	
8 Gain or (loss) from sales of assets other than inventory			18	617,232.	
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.		1,101,218.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 1,101,218.

(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).

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Marlene B. Young | 5-15-13 | President

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
KATHLEEN M. DAVIS, CPA	Kathleen M. Davis, CPA	5-6-13		P00168981
Firm's name ▶ MCLEAN, KOEHLER, SPARKS & HAMMOND			Firm's EIN ▶ 52-0547375	
Firm's address ▶ 70 THOMAS JOHNSON DRIVE, SUITE 100 FREDERICK, MD 21702-4317			Phone no. (301)662-2400	

TAX CODE/DATE	TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
45	SHORT-TERM GAIN/LOSS - CURRENT SALES (CONTINUED)				
	REPORTABLE FOR 1099 DIV,INT,OID,B PROCESSING (CONTINUED)				
	APPLE COMPUTER INCORPORATED - 037833100 - MINOR = 43 (CONTINUED)				
		44725.72	0.00	126731.91	
	CME GROUP INC - 12572Q105 - MINOR = 43				
05/23/12	330 SHARES AT 258.7824 USD TR TRAN#=ZY001565004073 TR CD=900 REG=30 PORT=PRIN	-10970.11		85398.19	1205000004
		-10970.11	0.00	85398.19	
	ROCKWELL COLLINS - 774341101 - MINOR = 43				
08/22/12	968 SHARES AT 49.9534 USD TR TRAN#=ZY001538004793 TR CD=900 REG=30 PORT=PRIN	-316.51		12188.63	1208000004
		-316.51	0.00	12188.63	
	TERADATA CORP - 88076W103 - MINOR = 43				
05/11/12	667 SHARES AT 70.2419 USD TR TRAN#=ZY000687004010 TR CD=900 REG=30 PORT=PRIN	12351.98		24725.15	1205000002
		12351.98	0.00	24725.15	
	TOTAL REPORTABLE FOR CODE 45	45791.08	0.00	249043.88	
	TOTAL CODE 45 - SHORT-TERM GAIN/LOSS - CURRENT SALES	45791.08	0.00	249043.88	

509 LONG-TERM 15% GAIN/LOSS - CURRENT SALES
REPORTABLE FOR 1099 DIV,INT,OID,B PROCESSING

CH ROBINSON WORLDWIDE INC - 12541W209 - MINOR = 43

05/08/12	268 SHARES AT 61.5879 USD TR TRAN#=ZY000440004220 TR CD=900 REG=30 PORT=PRIN	2241.50		16505.56	1205000001
		2241.50	0.00	16505.56	

EXPRESS SCRIPTS HOLDING C - 30219G108 - MINOR = 43

08/20/12	930 SHARES AT 60.8954 USD TR TRAN#=ZY001342007078 TR CD=900 REG=30 PORT=PRIN	9149.14		56632.72	1208000002
		9149.14	0.00	56632.72	

MASTERCARD INC CL A - 57636Q104 - MINOR = 43

02/09/12	78 SHARES AT $387.9392 TR TRAN#=ZY000574004876 TR CD=900 REG=30 PORT=PRIN	13450.43		30259.26	1202000001
		13450.43	0.00	30259.26	

ROCKWELL COLLINS - 774341101 - MINOR = 43

08/21/12	968 SHARES AT 49.7375 USD TR TRAN#=ZY001446004971 TR CD=900 REG=30 PORT=PRIN	-1464.63		48145.90	1208000003
08/22/12	968 SHARES AT 49.9534 USD TR TRAN#=ZY001538004793 TR CD=900 REG=30 PORT=PRIN	-939.14		36166.26	1208000004
		-2403.77	0.00	84312.16	

SUNCOR ENERGY INC - 867224107 - MINOR = 44

10/16/12	2,200 SHARES AT 33.1237 USD TR TRAN#=ZY001122005708 TR CD=900 REG=30 PORT=PRIN	3051.04		72872.14	1210000002
		3051.04	0.00	72872.14	

TERADATA CORP - 88076W103 - MINOR = 43

TAX CODE/DATE	TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
509	LONG-TERM 15% GAIN/LOSS - CURRENT SALES (CONTINUED) REPORTABLE FOR 1099 DIV,INT,OID,B PROCESSING (CONTINUED)				
	TERADATA CORP - 88076W103 - MINOR = 43 (CONTINUED)				
02/22/12	1,018 SHARES AT $62.552 TR TRAN#=ZY001435004101 TR CD=900 REG=30 PORT=PRIN	27894.16		63677.94	1202000003
05/11/12	667 SHARES AT 70.2419 USD TR TRAN#=ZY000687004010 TR CD=900 REG=30 PORT=PRIN	11053.62		22126.20	1205000002
		38947.78	0.00	85804.14	
	ACCENTURE PLC- CL A - G1151C101 - MINOR = 44				
10/23/12	831 SHARES AT 68.9346 USD TR TRAN#=ZY001629005959 TR CD=900 REG=30 PORT=PRIN	20014.72		57284.65	1210000003
		20014.72	0.00	57284.65	
	TOTAL REPORTABLE FOR CODE 509	84450.84	0.00	403670.63	
	TOTAL CODE 509 - LONG-TERM 15% GAIN/LOSS - CURRENT SALES	84450.84	0.00	403670.63	

45 SHORT-TERM GAIN/LOSS - CURRENT SALES
REPORTABLE FOR 1099 DIV,INT,OID,B PROCESSING

QBE INSURANCE GROUP-SPN ADR - 74728G605 - MINOR = 44

01/24/12	760 SHARES AT $11.6563 TR TRAN#=ZY001268013917 TR CD=900 REG=30 PORT=PRIN	-7112.23		8858.79	1201000007
	TOTAL REPORTABLE FOR CODE 45	-7112.23	0.00	8858.79	
	TOTAL CODE 45 - SHORT-TERM GAIN/LOSS - CURRENT SALES	-7112.23	0.00	8858.79	

TAX CODE/DATE	TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
509	LONG-TERM 15% GAIN/LOSS - CURRENT SALES REPORTABLE FOR 1099 DIV,INT,OID,B PROCESSING				
	COMPANHIA ENERGETICA DEMINAS ADR NEW - 204409601 - MINOR = 44				
06/04/12	CIL FROM SELL OF FRACTIONAL SHARES TR TRAN#=CA000049000001 TR CD=900 REG=30 PORT=PRIN	2.72		8.56	1206000003
		2.72	0.00	8.56	
	ENERPLUS CORP - 292766102 - MINOR = 44				
01/03/12	180 SHARES AT $24.8742 TR TRAN#=ZY000031002514 TR CD=900 REG=30 PORT=PRIN			4477.36	1201000001
01/04/12	160 SHARES AT $24.9455 TR TRAN#=ZY000112001981 TR CD=900 REG=30 PORT=PRIN			3991.28	1201000003
01/26/12	240 SHARES AT $23.1846 TR TRAN#=ZY001496003765 TR CD=900 REG=30 PORT=PRIN	345.42		5564.30	1201000009
		345.42	0.00	14032.94	
	FRANCE TELECOM SA-SPONS ADR - 35177Q105 - MINOR = 44				
11/14/12	470 SHARES AT 10.4975 USD TR TRAN#=ZY000853006474 TR CD=900 REG=30 PORT=PRIN	-5839.42		4933.83	1211000002
		-5839.42	0.00	4933.83	
	NITTO DENKO CORP ADR - 654802206 - MINOR = 44				
10/26/12	900 SHARES AT 23.173 USD TR TRAN#=ZY001942006797 TR CD=900 REG=30 PORT=PRIN	-2477.83		20855.70	1210000004
		-2477.83	0.00	20855.70	
	SILICONWARE PRECISION INDUSTRIES COM - 827084864 - MINOR = 44				
06/26/12	5 SHARES AT 5.225 USD TR TRAN#=ZY001640003085 TR CD=900 REG=30 PORT=PRIN	-6.39		26.13	1206000007
06/27/12	860 SHARES AT 5.0575 USD TR TRAN#=ZY001721003163 TR CD=900 REG=30 PORT=PRIN	-1244.75		4349.45	1206000008
06/28/12	335 SHARES AT 4.9641 USD TR TRAN#=ZY001806003378 TR CD=900 REG=30 PORT=PRIN	-516.17		1662.97	1206000009
06/29/12	520 SHARES AT 4.9979 USD TR TRAN#=ZY001897003767 TR CD=900 REG=30 PORT=PRIN	-783.63		2598.91	1206000010
		-2550.94	0.00	8637.46	
	TELEFONICA DE ESPANA S A - 879382208 - MINOR = 44				
01/03/12	40 SHARES AT $16.8242 TR TRAN#=ZY000031002516 TR CD=900 REG=30 PORT=PRIN			672.97	1201000002
04/20/12	350 SHARES AT 15.0403 USD TR TRAN#=ZY001310002703 TR CD=900 REG=30 PORT=PRIN	-2408.07		5264.11	1204000004
		-2408.07	0.00	5937.08	
	TOTAL REPORTABLE FOR CODE 509	-12928.12	0.00	54405.57	
	TOTAL CODE 509 - LONG-TERM 15% GAIN/LOSS - CURRENT SALES	-12928.12	0.00	54405.57	

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	M&T #77836 STATEMENT ATTACHED	P	VARIOUS	12/31/12
b	M&T #77836 STATEMENT ATTACHED	P	VARIOUS	12/31/12
c	M&T #77826 STATEMENT ATTACHED	P	VARIOUS	12/31/12
d	M&T #1015525 STATEMENT ATTACHED	P	VARIOUS	12/31/12
e	M&T #1015525 STATEMENT ATTACHED	P	VARIOUS	12/31/12
f	M&T #1015526 STATEMENT ATTACHED	P	VARIOUS	12/31/12
g	M&T #1015526 STATEMENT ATTACHED	P	VARIOUS	12/31/12
h	M&T #1015527 STATEMENT ATTACHED	P	VARIOUS	12/31/12
i	M&T #1015527 STATEMENT ATTACHED	P	VARIOUS	12/31/12
j	CAPITAL GAINS DIVIDENDS			
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	283,456.		289,237.	-5,781.
b	1,067,149.		1,009,186.	57,963.
c	290,590.		167,997.	122,593.
d	483,763.		429,477.	54,286.
e	1,240,206.		963,399.	276,807.
f	249,044.		203,253.	45,791.
g	403,671.		319,220.	84,451.
h	8,859.		15,971.	-7,112.
i	54,406.		67,334.	-12,928.
j	1,162.			1,162.
k				
l				
m				
n				
o				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				** -5,781.
b				57,963.
c				122,593.
d				** 54,286.
e				276,807.
f				** 45,791.
g				84,451.
h				** -7,112.
i				-12,928.
j				1,162.
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	617,232.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	87,184.

** (SHORT-TERM)

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BALTIMORE MUSEUM OF INDUSTRY 1415 KEY HIGHWAY - INNER HARBOR SOUTH BALTIMORE, MD 21230	N/A	QUALIFIED PUBLIC CHARITY	PHARMACY EXHIBIT RENOVATION	1,000.
BALTIMORE SYMPHONY ORCHESTRA 1212 CATHEDRAL STREET BALTIMORE, MD 21201	N/A	QUALIFIED PUBLIC CHARITY	LOCAL CONCERTS	1,000.
BISHOP CLAGGETT CENTER PO BOX 40; 3035 BUCKEYSTOWN PIKE BUCKEYSTOWN, MD 21717	N/A	QUALIFIED PUBLIC CHARITY	SLAVE GRAVESITE TASKFORCE PROJECT	2,500.
BOYS AND GIRLS CLUB OF FREDERICK COUNTY 413 BURCK STREET FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	PROJECT LEARN	3,500.
BREAST CANCER RESEARCH FOUNDATION 60 EAST 56TH STREET, 8TH FLOOR NEW YORK, NY 10022	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICED GRANT	1,000.
BROOK LANE HEALTH 13218 BROOK LANE DRIVE, P.O. BOX 1945 HAGERSTOWN, MD 21742	N/A	QUALIFIED PUBLIC CHARITY	SENSORY ROOM AT LAURAL HALL	3,000.
CAKES FOR CAUSE 21 EAST 5TH STREET FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICED GRANT	2,500.
CARE NET PREGNANCY CENTER OF FREDERICK 707 NORTH MARKET STREET FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	EDUCATION PROGRAMS	1,600.
CATHOLIC CHARITIES 320 CATHEDRAL STREET BALTIMORE, MD 21201	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	2,000.
COLUMBIA CENTER FOR THE THEATRICAL ARTS, INC. 6655 DOBBIN ROAD COLUMBIA, MD 21045	N/A	QUALIFIED PUBLIC CHARITY	BEN CARSON PROJECT	3,000.
Total from continuation sheets				647,500.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
COMMEMORATIVE AIR FORCE 12499 BEVERLY FORD ROAD BRANDY STATION, VA 22714	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	500.
COMMUNITY FOUNDATION OF FREDERICK COUNTY 312 EAST CHURCH ST FREDERICK, MD 21704	N/A	QUALIFIED PUBLIC CHARITY	DAVID MARSHALL FUND/SHARON I. HOOPER MEMORIAL DREAMS	6,000.
COMMUNITY FREE CLINIC 249 MILL ST. HAGERSTOWN, MD 21740	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICED GRANT	2,000.
DALIT SOLIDARITY, INC. P.O. BOX 112 HINES, IL 60141	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICED GRANT	1,000.
DELAPLAINE VISUAL ARTS EDUCATION CTR 40 S. CARROLL ST FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	ENDOWMENT AND OPERATING EXPENSES	100,000.
DELAPLAINE VISUAL ARTS EDUCATION CTR 40 S. CARROLL ST FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	17,000.
DOCTORS WITHOUT BORDERS 6 EAST 39TH ST, 8TH FLR NEW YORK, NY 10016	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICED GRANT	7,500.
ENOCH PRATT FREE LIBRARY 400 CATHEDRAL STREET BALTIMOREONIUM, MD 21201	N/A	QUALIFIED PUBLIC CHARITY	MICROFILMING THE FREDERICK NEWS-POST	5,000.
FAMILIES PLUS! 35 E. CHURCH ST. FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	EDUCATIONAL AND THERAPEUTIC PROGRAMS	10,000.
FREDERICK ALLIANCE FOR THE YOUTH 1150 ORCHARD TERRACE FREDERICK, MD 21703	N/A	QUALIFIED PUBLIC CHARITY	FAMILY COACHING	5,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FREDERICK ARTS COUNCIL 15 WEST PATRICK STREET FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	YEMI'S PILLARS OF FREDERICK PROJECT/INSPIRES PROJECT	5,000.
FREDERICK CO. FIRE AND RESCUE MUSEUM AND PRESERVATION SOCIETY, INC. BOX 382 EMMITSBURG, MD 21721	N/A	QUALIFIED PUBLIC CHARITY	FIRE MUSEUM DISPLAYS	2,000.
FREDERICK COMMUNITY ACTION AGENCY 100 SOUTH MARKET STREET FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	SOUP KITCHEN AND FOOD BANKD	2,000.
FREDERICK COMMUNITY COLLEGE FOUNDATION, INC. 7922 OPOSSOMTOWN PIKE FREDERICK, MD 21702	N/A	QUALIFIED PUBLIC CHARITY	ALLIED HEALTH ACADEMY	6,000.
FREDERICK COUNTY HUMANE SOCIETY 217 WEST PATRICK ST. FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	SPAY AND NEUTER SERVICES	1,000.
FREDERICK MEMORIAL HOSPITAL 400 WEST 7TH ST FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	AUXILIARY PRENATAL CENTER	20,000.
FREDERICK SYMPHONY ORCHESTRA 5614 GLEN COVE COURT FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	BEETHOVEN NINTH SYMPHONY PROJECT	2,000.
FREDERICK UNION RESCUE MISSION 419 W. SOUTH STREET, P.O. BOX 3389 FREDERICK, MD 217053389	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICED GRANT	5,000.
FRIENDS MEETING SCHOOL 3232 GREEN VALLEY ROAD IJAMSVILLE, MD 21754	N/A	QUALIFIED PUBLIC CHARITY	COMMUNITY PLAY	1,000.
FRIENDS OF FREDERICK COUNTY PUBLIC LIBRARIES, INC. 110 EAST PATRICK STREET FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	FREDERICK READS	1,500.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
GALE RECOVERY, INC. 608 EAST PATRICK STREET FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	PAINTING WORKSHOPS FOR WOMEN IN RECOVERY PROJECT	2,000.
GOODWILL INDUSTRIES 400 EAST CHURCH ST FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	WHEELS TO WORK PROGRAM	3,000.
GRACE PROTESTANT EPISCOPAL CHURCH 5740 GREEN VALLEY ROAD NEW MARKET, MD 21774	N/A	QUALIFIED PUBLIC CHARITY	BUILDING FUND	4,000.
HABITAT FOR HUMANITY OF FREDERICK COUNTY 2 E. CHURCH ST., 3RD FLOOR FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	3,000.
HAGERSTOWN AVIATION MUSEUM 14235 OAK SPRINGS ROAD HAGERSTOWN, MD 21742	N/A	QUALIFIED PUBLIC CHARITY	VISITOR AND EDUCATION CENTER AND GENERAL OPERATIONS	10,000.
HERITAGE TOURISM ALLIANCE OF MONTGOMERY COUNTY 12535 MILESTONE MANOR LANE GERMANTOWN, MD 20876	N/A	QUALIFIED PUBLIC CHARITY	REPRINT OF GUIDE TO CIVIL WAR IN MONTGOMERY COUNTY	1,000.
HOOD COLLEGE 401 ROSEMONT AVE FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	SUMMER READING CLINICS	10,000.
HOPE ALIVE, INC. P.O. BOX 206 ADAMSTOWN, MD 21710	N/A	QUALIFIED PUBLIC CHARITY	RESIDENTIAL PROGRAM	20,000.
HOSPICE OF FREDERICK COUNTY 516 TRAIL AVENUE, PO BOX 1799 FREDERICK, MD 21702	N/A	QUALIFIED PUBLIC CHARITY	PLAN FOR LIVING CAMPAIGN	2,500.
INDEPENDENT COLLEGE FUND OF MARYLAND 3225 ELLERSVILLE AVE, SUITE C160 BALTIMORE, MD 21218	N/A	QUALIFIED PUBLIC CHARITY	SCHOLARSHIPS	16,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
INDEPENDENT HOSE COMPANY NO. 1 310 BAUGHMAN'S LANE FREDERICK, MD 21702	N/A	QUALIFIED PUBLIC CHARITY	CANTEEN FUND	2,000.
INTERFAITH HOUSING ALLIANCE, INC. 731 NORTH MARKET ST FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICED GRANT	15,000.
JOHN HANSON MEMORIAL ASSOCIATION, INC 2455 BALLENGER CREEK PIKE ADAMSTOWN, MD 21710	N/A	QUALIFIED PUBLIC CHARITY	JOHN HANSON NATIONAL MEMORIAL	1,000.
JUNIOR ACHIEVEMENT OF CENTRAL MARYLAND 10711 RED RUN BLVD, SUTIE 110 OWINGS MILLS, MD 21117	N/A	QUALIFIED PUBLIC CHARITY	FREDERICK COUNTY PROGRAMS AND SERVICES	500.
LIBERTYTOWN VOLUNTEER FIRE DEPT, INC. 12027 SOUTH S LIBERTYTOWN, MD 21762	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICED GRANT	4,000.
LIFE HORSE, INC. 3800 NORTH BALDWIN RD., STE # 3 ORTONVILLE, MI 48462	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICED GRANT	1,000.
LITERACY COUNCIL OF FREDERICK COUNTY 110 EAST PATRICK STREET FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	INCREASE THE IMPACT OF THE LITERACY COUNCIL OF FREDERICK CO.	1,000.
LUTHERAN MISSION SOCIETY OF MD 601 HAMMONDS LANE BALTIMORE, MD 21225	N/A	QUALIFIED PUBLIC CHARITY	COMPASSION CENTER MINISTRY	10,000.
MAGICAL EXPERIENCES ARTS CO. 7032 WALLIS AVE BALTIMORE, MD 21215	N/A	QUALIFIED PUBLIC CHARITY	DIAMONS AND DUST PROJECT	500.
MAKE-A-WISH FOUNDATION OF THE MID-ATLANTIC, INC 10920 CONNECTICUT AVENUE, SUITE 1600 KENSINGTON, MD 208951600	N/A	QUALIFIED PUBLIC CHARITY	WISH GRANTING	7,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient: Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MARYLAND ENSEMBLE THEATRE 31 W. PATRICK ST. FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	2,500.
MARYLAND FOOD BANK 2200 HALETHORPE RD. BALTIMORE, MD 21227	N/A	QUALIFIED PUBLIC CHARITY	FEEDING HUNGRY MARYLANDERS	4,000.
MARYLAND HISTORICAL SOCIETY 201 WEST MONUMENT ST BALTIMORE, MD 21201	N/A	QUALIFIED PUBLIC CHARITY	TRAVELING TRUNKS AND IN-CLASS MUSEUM TOURS	5,000.
MARYLAND RAVENS 1413 GLENDALE ROAD BALTIMORE, MD 21239	N/A	QUALIFIED PUBLIC CHARITY	ABILITIES AWARENESS PROGRAM	1,000.
MARYLAND SYMPHONY ORCHESTRA, INC. 30 W. WASHINGTON ST. HAGERSTOWN, MD 21740	N/A	QUALIFIED PUBLIC CHARITY	MSO MUSIC EDUCATION LINCOLN PROJECT	2,500.
MARYLAND ZOO IN BALTIMORE 1876 MANSION HOUSE DRIVE BALTIMORE, MD 21217	N/A	QUALIFIED PUBLIC CHARITY	OUTREACH TO FREDERICK COUNTY PROGRAM	4,000.
MENTAL HEALTH ASSOCIATION OF FREDERICK COUNTY 263 WEST PATRICK ST FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	CAPITAL CAMPAIGN AND FAMILY SERVICE PROGRAM	15,000.
MISSION OF MERCY 22 S. MARKET ST, SUITE 6D FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	MOBILE MEDICAL PROGRAM	25,000.
MT. SAINT MARY'S UNIVERSITY 16300 OLD EMMITSBURG ROAD EMMITSBURG, MD 21727	N/A	QUALIFIED PUBLIC CHARITY	TENNIS SCHOLARSHIPS/PRESIDENT DISCRETIONARY FUND	10,000.
MPT FOUNDATION, INC. 11767 OWINGS MILLS BLVD OWINGS MILLS, MD 21117	N/A	QUALIFIED PUBLIC CHARITY	FRANCIS SCOTT KEY PROJECT	25,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NATIONAL ANTHEM CELEBRATION FOUNDATION, INC. 15000 SCOTTSWOOD CT WOODBINE, MD 217970000	N/A	QUALIFIED PUBLIC CHARITY	TEACH THE STORY, CELEBRATE THE SONG MISSION	2,000.
NATIONAL AQUARIUM IN BALTIMORE, INC. 501 EAST PRATT STREET BALTIMORE, MD 21202	N/A	QUALIFIED PUBLIC CHARITY	EDUCATIONAL PROGRAMS FOR FREDERICK COUNTY STUDENTS	500.
NATIONAL MUSEUM OF CIVIL WAR MEDICINE 48 EAST PATRICK ST FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	ENDOWMENT FUND/ OPERATING EXPENSES	100,000.
NATIONAL MUSEUM OF CIVIL WAR MEDICINE 48 EAST PATRICK ST FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	30,000.
NEEDIEST KIDS, INC. 8283 GREENSBORO DR. MCLEAN, VA 22102	N/A	QUALIFIED PUBLIC CHARITY	BRIDGES TO SUCCESS FOR FREDERICK COUNTY	2,500.
OXFAM-AMERICA INC. 226 CAUSEWAY ST FLOOR 5 BOSTON, MA 021142206	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICED GRANT	6,500.
PARTNERS IN CARE 90B RITCHIE HIGHWAY PASADENA, MD 21122	N/A	QUALIFIED PUBLIC CHARITY	YRIDE PARTNERS-FREDERICK COUNT	1,000.
PERFORMING ARTS FACTORY 244 B S. JEFFERSON STREET FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	OTHER VOICES THEATER PROGRAM	500.
RED DEVILS, INC. 5820 YORK ROAD, SUITE 205 BALTIMORE, MD 21212	N/A	QUALIFIED PUBLIC CHARITY	FREDERICK CO. FAMILIES DEALING WITH BREAST CANCER	1,000.
RELIGIOUS COALITION FOR EMERGENCY HUMAN NEEDS 27 DEGRANGE STREET FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	EVICTION PREVENTION AND SHELTER PROJECTS	40,900.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient: Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
RONALD MCDONALD HOUSE CHARITIES OF GREATER WASHINGTON DC 3727 14TH STREE NE WASHINGTON, DC 20017	N/A	QUALIFIED PUBLIC CHARITY	SHARE A NIGHT PROGRAM	500.
SAN MAR CHILDREN'S HOME, INC. 8505 MAPLEVILLE ROAD BOONSBORO, MD 21713	N/A	QUALIFIED PUBLIC CHARITY	LIFE SPACE CRISIS INTERVENTION TRAINING	2,000.
SMILE TRAIN 41 MADISON AVE, 28TH FLOOR NEW YORK, NY 10010	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICED GRANT	1,000.
SOUTH CENTRAL COMMUNITY ACTION PROGRAMS, INC. 533 SOUTH MAIN STREET CHAMBERSBURG, PA 17201	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICED GRANT	4,500.
THURMON FIRST, INC. BONDARY AVENUE THURNMONT, MD 21788	N/A	QUALIFIED PUBLIC CHARITY	ALMOST BLUE MONTAIN CITY: THE HISTORY OF THURMONT, MD PROJECT	7,500.
TREE-LAND FOUNDATION, INC. BOX 535 MYERSVILLE, MD 21773	N/A	QUALIFIED PUBLIC CHARITY	GLOBAL REVISION PROGRAM	4,000.
TRINITY SCHOOL OF FREDERICK 6040 NEW DESIGN RD. FREDERICK, MD 21703	N/A	QUALIFIED PUBLIC CHARITY	MAGIC FLUTE OPERA PROGRAM	2,000.
TUESDAY'S CHILDREN 390 PLANDOME ROAD, SUITE 217 MANHASSET, NY 11030	N/A	QUALIFIED PUBLIC CHARITY	PROJECT COMMON BOND	3,000.
WALTERS ART MUSEUM 600 NORTH CHARLES STREET BALTIMORE, MD 21201	N/A	QUALIFIED PUBLIC CHARITY	FREDERICK COUNTY SCHOOLS PROGRAMS	1,000.
WASHINGTON AND LEE UNIVERSITY 204 W. WASHINGTON STREET LEXINGTON, VA 22450	N/A	QUALIFIED PUBLIC CHARITY	RESTORATION AND PRESERVATION OF WASHINGTON HALL	1,000.
Total from continuation sheets				

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
WASHINGTON COUNTY MUSEUM OF FINE ARTS PO BOX 423, 91 KEY ST. HAGERSTOWN, MD 21741	N/A	QUALIFIED PUBLIC CHARITY	GENERAL OPERATING/EDUCATIONAL PROGRAMS	1,000.
YMCA OF FREDERICK COUNTY 1000 NORTH MARKET STREET FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	RECONSTRUCTION PROJECTS	2,000.
ZION PRESERVATION COMMITTEE 601 CAWLEY DRIVE FREDERICK, MD 21703	N/A	QUALIFIED PUBLIC CHARITY	RESTORATION AND PRESERVATION	5,000.
Total from continuation sheets				

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
M&T # 1015525	138,637.	0.	138,637.
M&T # 1015526	30,588.	0.	30,588.
M&T # 1015527	43,226.	0.	43,226.
M&T #77836	168,062.	0.	168,062.
M&T-BERNSTEIN #77825	1,293.	1,162.	131.
M&T-MARSHFIELD #77826	101,611.	0.	101,611.
TOTAL TO FM 990-PF, PART I, LN 4	483,417.	1,162.	482,255.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME - QWEST SETTLEMENT	14.	14.	14.
OTHER INCOME - ENRON SETTLEMENT	1,691.	1,691.	1,691.
OTHER INCOME- AOL TIME WARNER	26.	26.	26.
TOTAL TO FORM 990-PF, PART I, LINE 11	1,731.	1,731.	1,731.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MCLEAN, KOEHLER, SPARKS, AND HAMMOND	4,170.	4,170.	0.	0.
TO FORM 990-PF, PG 1, LN 16B	4,170.	4,170.	0.	0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AGENCY FEES-M&T #77836	14,567.	14,567.	0.	0.
AGENCY FEES-BERNSTEIN	7,229.	7,229.	0.	0.
AGENCY FEES-MARSHFIELD #77826	1,437.	1,437.	0.	0.
CUSTODIAN & MANAGEMENT FEES-BERNSTEIN	87,892.	87,892.	0.	0.
CUSTODIAN & MANAGEMENT FEES-MARSHFIELD	54,617.	54,617.	0.	0.
INVESTMENT EXPENSES - M&T #77836	4,079.	4,079.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	169,821.	169,821.	0.	0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX PAID TO VARIOUS COUNTRIES	12,740.	12,740.	0.	0.
FEDERAL TAX	14,200.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	26,940.	12,740.	0.	0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES AND SUBSCRIPTIONS	3,555.	0.	0.	0.
OFFICE SUPPLIES	653.	0.	0.	0.
OUTSIDE SERVICES	6,739.	0.	0.	0.
BANK SERVICE CHARGES	88.	0.	0.	0.
PROFESSIONAL FEES	451.	0.	0.	0.
MISCELLANEOUS	404.	0.	0.	0.
INSURANCE	1,200.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 23	13,090.	0.	0.	0.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITIES	10,999,364.	10,999,364.
TOTAL TO FORM 990-PF, PART II, LINE 10B	10,999,364.	10,999,364.

FORM 990-PF CORPORATE BONDS STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIXED INCOME NOTES	4,012,708.	4,012,708.
TOTAL TO FORM 990-PF, PART II, LINE 10C	4,012,708.	4,012,708.

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

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

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

FORM 990-PF PART XV - LINE 1A STATEMENT 10

LIST OF FOUNDATION MANAGERS

NAME OF MANAGER

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