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 04/01, **2012, and ending** 03/31, **20**13

Name of foundation: THE RCM&D FOUNDATION

A Employer identification number: 52-2204935

Number and street (or P O box number if mail is not delivered to street address): 555 FAIRMOUNT AVENUE — Room/suite:

B Telephone number (see instructions): (410) 339-7263

City or town, state, and ZIP code: TOWSON, MD 21286

C If exemption application is pending, check here ▶ ☐

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

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

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

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

H Check type of organization: [X] Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 3,373,998.

J Accounting method: ☐ Cash [X] Accrual ☐ Other (specify) ____ *(Part I, column (d) must be on cash basis)*

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))*

	Line	Description	(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)	50,000.			
	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	72,927.	72,927.		ATCH 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	44,116.			
	b	Gross sales price for all assets on line 6a 661,662.				
	7	Capital gain net income (from Part IV, line 2)		44,116.		
	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)				
	12	**Total.** Add lines 1 through 11	167,043.	117,043.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)				
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) ATCH 2	28,345.			
	24	**Total operating and administrative expenses.** Add lines 13 through 23	28,345.			
	25	Contributions, gifts, grants paid	155,460.			155,460.
	26	**Total expenses and disbursements.** Add lines 24 and 25	183,805.			155,460.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	-16,762.			
	b	**Net investment income** (if negative, enter -0-)		117,043.		
	c	**Adjusted net income** (if negative, enter -0-)				

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

		Description	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	46,200.	43,999.	43,999.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less. allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less. allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)			
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 3	2,774,851.	2,760,132.	3,329,999.
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶ ATCH 4)			
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	2,821,051.	2,804,131.	3,373,998.
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 ▶ ATCH 5)	2,496.	2,338.	
	23	**Total liabilities** (add lines 17 through 22)	2,496.	2,338.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ [X] **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	2,818,555.	2,801,793.	
	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 instructions)	2,818,555.	2,801,793.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	2,821,051.	2,804,131.	

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	2,818,555.
2	Enter amount from Part I, line 27a	2	-16,762.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,801,793.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,801,793.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

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

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	44,116.
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	0

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	147,391.	3,053,195.	0.048274
2010	144,857.	2,885,505.	0.050202
2009	127,446.	2,533,798.	0.050298
2008	153,867.	2,724,620.	0.056473
2007	159,700.	3,520,092.	0.045368

2	**Total** of line 1, column (d)	2	0.250615
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	0.050123
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	3,159,692.
5	Multiply line 4 by line 3	5	158,373.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,170.
7	Add lines 5 and 6	7	159,543.
8	Enter qualifying distributions from Part XII, line 4	8	155,460.

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	2,341.
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	
3	Add lines 1 and 2	3	2,341.
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	2,341.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a		
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	0
8	Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	53.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	2,394.
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 the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	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 ▶ PRICE POORE Telephone no ▶ 410 339-7263

Located at ▶ 555 FAIRMOUNT AVENUE TOWSON, MD ZIP+4 ▶ 21286

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

		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)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here N/A ▶ ☐				
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)? (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? 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? — 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
ATCH 6		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 ▶

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		0
Total number of others receiving over $50,000 for professional services ▶		

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

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
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 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes.		
a	Average monthly fair market value of securities	1a	3,182,505.
b	Average of monthly cash balances	1b	25,304.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	3,207,809.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	3,207,809.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	48,117.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,159,692.
6	**Minimum investment return.** Enter 5% of line 5	6	157,985.

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	157,985.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,341.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	2,341.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	155,644.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	155,644.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	155,644.

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	155,460.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	155,460.
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	155,460.

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				155,644.
2	Undistributed income, if any, as of the end of 2012				
a	Enter amount for 2011 only				
b	Total for prior years 20 10 ,20 09 ,20 08				
3	Excess distributions carryover, if any, to 2012.				
a	From 2007				
b	From 2008 4,872.				
c	From 2009 1,410.				
d	From 2010 2,044.				
e	From 2011 2,048.				
f	Total of lines 3a through e	10,374.			
4	Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 155,460.				
a	Applied to 2011, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required - see instructions)				
c	Treated as distributions out of corpus (Election required - see instructions)				
d	Applied to 2012 distributable amount				155,460.
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	184.			184.
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	10,190.			
b	Prior years' undistributed income Subtract line 4b from line 2b				
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b Taxable amount - see instructions				
e	Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f	Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	10,190.			
10	Analysis of line 9:				
a	Excess from 2008 4,688.				
b	Excess from 2009 1,410.				
c	Excess from 2010 2,044.				
d	Excess from 2011 2,048.				
e	Excess from 2012				

Part XIV **Private Operating Foundations** (see instructions and Part VII-A, question 9) NOT APPLICABLE

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

ATCH 7

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

ATCH 8

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

NONE

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*				
ATCH 9				
Total . . . . . . ▶ **3a**				155,460.
b *Approved for future payment*				
Total . . . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue.					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		72,927.	14		
5 Net rental income or (loss) from real estate.					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory		44,116.	18		
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)		117,043.			

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 117,043.

(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)		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		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

Fred P. Fove 6/11/13 CFO

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
BRYANT K. CARGILE	Bryant K Cargile CPA	JUN 0 6 2013		P00758392

Firm's name ▶ PRICEWATERHOUSECOOPERS, LLP Firm's EIN ▶ 13-4008324

Firm's address ▶ 100 EAST PRATT STREET, 19TH FLOOR BALTIMORE, MD 21202 Phone no. 410 783-7600

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

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization
THE RCM&D FOUNDATION

Employer identification number
52-2204935

Organization type (check one).

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

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

General Rule

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

Special Rules

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

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

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

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

Name of organization THE RCM&D FOUNDATION

Employer identification number 52-2204935

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	CHARLES C. AND CATHERINE R. COUNSELMAN 1055 WEST JOPPA ROAD, APARTMENT 248 TOWSON, MD 21286	$ 50,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Name of organization THE RCM&D FOUNDATION

Employer identification number 52-2204935

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

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

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

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

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

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

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

Name of organization THE RCM&D FOUNDATION

Employer identification number 52-2204935

Part III ***Exclusively*** **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year.** Complete columns **(a)** through **(e)** and the following line entry

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **$1,000 or less** for the year. (Enter this information once. See instructions.) ▶ $

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST AND DIVIDEND INCOME	72,927.	72,927.
TOTAL	72,927.	72,927.

ATTACHMENT 2

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
MISCELLANEOUS OFFICE EXPENSES		21,170.
FEDERAL EXCISE TAX		7,175.
	TOTALS	28,345.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
T ROWE PRICE EQUITY INCOME	164,360.	164,490.	226,760.
T ROWE PRICE SMALL CAP	59,049.	62,441.	110,712.
T ROWE PRICE EQUITY INCOME ADV	126,258.	100,692.	134,447.
LOCORR LONG SHORT COMMODITIES		46,800.	43,457.
LOCORR MANAGED FUTURES		70,216.	72,850.
WELLS FARGO EMERGING MARKETS		49,500.	48,324.
DODGE & COX INTERNATIONAL	88,083.	85,607.	102,879.
AIM DEVELOPING MARKETS	32,369.	22,124.	52,000.
THORNBURG INTERNATIONAL VALUE	99,143.	100,482.	101,832.
WESTERN ASSET CORE PLUS	267,000.	219,959.	227,810.
T. ROWE PRICE BLUE CHIP	230,542.	201,228.	378,479.
LEGG MASON PARTNERS APPRECIATI	276,183.	228,809.	304,677.
HARTFORD	222,621.	200,506.	206,205.
PRINCIPAL INTERNATIONAL	46,922.		
JANUS INVESTMENT FUND	129,032.	158,195.	160,864.
BLACKROCK FUNDS	130,549.		
NEURBERGER BERMAN	87,802.	162,575.	182,770.
EAGLE SERV. SMALL CAP	70,483.	116,527.	135,549.
AIM INVESTMENT FUND	23,427.	16,276.	17,411.
EAGLE SER SMALL CAP GROWTH	23,427.	38,922.	45,257.
JANUS INVESTMENT FUND	39,045.	50,206.	54,789.
LEGG MASON CLEARBRIDGE	101,517.	97,219.	112,685.
DODGE & COX FUNDS	31,236.	32,388.	35,399.
NEUBERGER BERMAN	31,236.	57,931.	62,558.
PRINCIPLE	15,618.		
T ROWE PRICE EQUITY INCOME	46,068.	44,728.	52,296.
T ROWE PRICE EQUITY INCOME ADV	46,119.	36,168.	42,468.
T ROWE PRICE BLUE CHIP GROWTH	107,535.	98,791.	110,781.
ROYCE FD PENNSYLVANIA	29,860.	32,365.	35,089.
THORNBURG INVT TR INTL VALUE	31,323.	32,168.	33,803.
YACHTMAN FUND	46,854.		
HARTFORD FLOATING RATE	78,090.	82,354.	84,568.
WESTERN ASSETS FUND	93,100.	96,211.	99,641.

ATTACHMENT 3 (CONT'D)

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
LOCORR LONG SHORT COMMODITIES		15,099.	14,020.
LOCORR MANAGED FUTURES		22,755.	23,608.
WELLS FARGO EMERGING MARKETS		16,400.	16,011.
TOTALS	2,774,851.	2,760,132.	3,329,999.

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	BEGINNING BOOK VALUE
FEDERAL EXCISE TAX RECEIVABLE	-0-
TOTALS	-0-

ATTACHMENT 5

FORM 990PF, PART II - OTHER LIABILITIES

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE
FEDERAL EXCISE TAX PAYABLE		2,496.	2,338.
	TOTALS	2,496.	2,338.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES ATTACHMENT 6

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION			
ALBERT R. COUNSELMAN 555 FAIRMOUNT AVENUE TOWSON, MD 21286	CHAIRMAN/PRES./DIR.	0	0	0
THOMAS P. HEALY 555 FAIRMOUNT AVENUE TOWSON, MD 21286	VICE PRESIDENT/DIR.	0	0	0
PRICE POORE 555 FAIRMOUNT AVENUE TOWSON, MD 21286	TREASURER	0	0	0
J. KEVIN CARNELL 555 FAIRMOUNT AVENUE TOWSON, MD 21286	SECRETARY	0	0	0
MARGARET K. COUNSELMAN 555 FAIRMOUNT AVENUE TOWSON, MD 21286	DIRECTOR	0	0	0
	GRAND TOTALS			

ATTACHMENT 7

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

RCM&D, INC.
555 FAIRMOUNT AVE
BALTIMORE, MD 21286
410-339-7263

ATTN: MR. ALBERT R. COUNSELMAN

990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS

ALL APPLICATIONS MUST BE IN WRITING. THE FOLLOWING POINTS AND SUBMISSIONS ARE REQUIRED:

1. A DESCRIPTION OF THE ORGANIZATION AND ITS ROLE IN THE COMMUNITY.
2. A DESCRIPTION OF THE PROGRAM FOR WHICH THE REQUEST IS BEING MADE.
3. PROOF OF TAX EXEMPTION UNDER SECTION 501 (C)(3) OF THE IRS CODE.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SEE ATTACHMENT 9 continued	NONE PUBLIC CHARITIES	GENERAL PURPOSE GRANTS FOR USE IN CARRYING OUT RECIPIENTS' CHARITABLE ACTIVITIES.	155,460.
		TOTAL CONTRIBUTIONS PAID	155,460.

The RCM&D Foundation, Inc.

52-2204935

Schedule of Charitable Contributions Paid
for the years ending March 31, 2013 and 2012

	2013	2012	Description of Exempt Purpose
KENNEDY KREIGER INSTITUTE 707 NORTH BROADWAY BALTIMORE, MD 21205	13,610	13,500	Children's Medical Care Provider
ST AGNES FOUNDATION 900 CATON AVENUE BALTIMORE, MD 21209	13,250	11,600	Promote Quality Healthcare
FOUNDATION FOR AGENCY MANAGEMENT EXCELLENCE 701 PENNSYLVANIA AVE STE 750 WASHINGTON, DC 20007	12,500	6,000	Support the Endowment
NOTRE DAME UNIVERSITY OF MARYLAND 4701 N CHARLES ST BALTIMORE, MD 21210	10,000	8,000	Educational Assistance
JOHNS HOPKINS UNIVERSITY 3400 N CHARLES STREET BALTIMORE, MD 21218	10,000	8,000	Educational Assistance
MOUNT ST JOSEPHS HIGH SCHOOL 4403 FREDERICK ROAD BALTIMORE, MD 21229	10,000	7,500	Educational Assistance
THE GBMC FOUNDATION 6701 N. CHARLES ST TOWSON, MD 21204	10,000	5,000	Support GBMC Medical Care
GILCHRIST HOSPICE 11311 MCCORMICK ROAD HUNT VALLEY, MD 21031	7,500	7,500	Memorial Contribution
THE CHIMES 4815 SETON DR BALTIMORE, MD 21215	6,650	5,000	Assist the Mentally Handicapped and Their Families
ARCHDIOCESE OF BALTIMORE 320 CATHEDRAL ST BALTIMORE, MD 21201	5,000	12,500	Support the Catholic Religion
MARY HILDA COUSELMAN GRADUATE STUDENT PROGRAM JOHNS HOPKINS SCHOOL OF MEDICINE 100 N CHARLES ST STE 300 BALTIMORE, MD 21201	5,000	5,000	Educational Assistance
CONCERT ARTISTS OF BALTIMORE 1114 ST PAUL STREET BALTIMORE, MD 21202	5,000	5,000	Promote Love of Music
BALTIMORE SYMPHONY ORCHESTRA 1212 CATHEDRAL ST BALTIMORE, MD 21201	5,000	5,000	Promote Love of Music
CATHEDRAL OF MARY OUR QUEEN CHARLES ST & NORTHERN PKWY BALTIMORE, MD	5,000	1,100	Support Catholic Religion
CARDINAL'S LENTEN APPEAL 1212 CATHEDRAL ST BALTIMORE, MD 21201	5,000	-	Support Catholic Religion
CATHOLIC CHARITIES 320 CATHEDRAL STREET BALTIMORE, MD 21201	4,650	1,000	Human Services Provider

ATTACHMENT 9

The RCM&D Foundation, Inc.

52-2204935

Schedule of Charitable Contributions Paid for the years ending March 31, 2013 and 2012

	2013	2012	Description of Exempt Purpose
SAINT LUKE INSTITUTE 8901 NEW HAMPSHIRE AVE SILVER SPRING, MD 20903	4,000	250	Healthcare for Clergy
THE JOURNEY HOME 100S CHARLES ST, 5TH FLOOR BALTIMORE, MD 21201	3,350	-	Assist Baltimore City's Homeless Children
TUERK HOUSE INC PO BOX 3149 BALTIMORE, MD 21216	2,500	2,500	Support Women in Recovery
STEVENSON UNIVERSITY CAPITAL CAMPAIGN 1525 GREENSPRING VALLEY ROAD STEVENSON, MD 21153	2,500	-	Support Capital Campaign
BENJAMIN'S HOPE 895 OTTAWA BEACH RD HOLLAND, MI 49424	2,500	-	Autism Support
MISSION OF MERCY 22 S MARKET ST FREDERICK, MD 21701	1,500	-	Provide Medical Care
LOYOLA UNIVERSITY OF MD THE JOHN EARLY SOCIETY 4501 N CHARLES STREET BALTIMORE, MD 21210	1,000	5,000	Support John Early Society
CRISTO RAY JESUIT HIGH SCHOOL 420 S CHESTNUT ST BALTIMORE, MD 21231	1,000	1,000	Provide Education to Low Income Students
SETON HERITAGE MINISTRIES 339 S SEATON AVE EMITTSBURG, MD 21727	1,000	1,000	Support Catholic Religion
FOUNDATION TO ERADICATE DUCHENNE 104 HUME AVE ALEXANDRIA, VA 22301	1,000	-	Medical Research
MOTHER SETON ACADEMY 724 SOUTH ANN ST BALTIMORE, MD 21231	1,000	500	Educate At-Risk Youth
EAGLES FLY FOR LEUKEMIA 5100 STATE RD, STE W310 DREXIL HILL, PA 19026	1,000	-	Support Pediatric Cancer Research
MISSION HELPERS OF THE SACRED HEART 1001 WEST JOPPA RD TOWSON, MD 21136	750	500	Support Missionary Work
FAMILY & CHILDREN'S SERVICES OF MARYLAND 4623 FALLS ROAD BALTIMORE, MD 21209	500	1,500	Serving Maryland Families
MARYLAND HISTORICAL SOCIETY 201 W. MONUMENT ST BALTIMORE, MD 21201	500	500	Historical Preservation
FUND FOR EDUCATIONAL EXCELLENCE 800 N CHARLES ST, STE 400 BALTIMORE, MD 21201	500	500	Increase Academic Achievement for City Youth
WALTERS ART MUSEUM 600 N CHARLES ST BALTIMORE, MD 21201	500	500	Promote the Arts
BALTIMORE FESTIVAL OF THE ARTS 7 E REDWOOD ST SUITE 500 BALTIMORE, MD 21202	500	500	Support Artscape

ATTACHMENT 9

The RCM&D Foundation, Inc.

52-2204935

Schedule of Charitable Contributions Paid
for the years ending March 31, 2013 and 2012

	2013	2012	Description of Exempt Purpose
ELIZABETH SETON HIGH SCHOOL 5715 EMERSON ST BLADENSBURG, MD 20710	500	-	Educate and Empower Young Women
ORDER OF MALTA FEDERAL, ASSOCIATION 1730 M ST, NW 3403 WASHINGTON, DC 20036	500	-	Services for Sick and In Need
HARFORD BELAIR FOUNDATION, INC 4308 HARFORD ROAD BALTIMORE, MD 21214	250	250	Services for Mentally Ill
UMBC FOUNDATION 100 HILLTOP CIRCLE BALTIMORE, MD 21250	250	-	Provide Higher Education
GOOD360 1330 BRADDOCK PL, SUITE 360 ALEXANDER, VA 22314	100		Help Those in Need
SULPICIAN RETIREMENT FUND 5408 ROLAND AVE BALTIMORE, MD 21210	50		Memorial Contribution
BALTIMORE RONALD MCDONALD HOUSE 635 W LEXINGTON ST BALTIMORE, MD 21101	50	-	Retirement Contribution
THE INSTITUTES 720 PROVIDENCE RD ST 100 MALVERN, PA 19355	-	10,000	Provide Insurance Education
LIFEBRIDGE HEALTH 3100 TOWANDA AVE BALTIMORE, MD 21215	-	5,000	Support Community Enrichment
BAYSTATE HEALTH FOUNDATION 759 CHESTNUT ST SPRINGFIELD, MA 01199	-	5,000	Support Medical Advancement
SHEPPARD PRATT 6815 NORTH CHARLES STREET BALTIMORE, MD 21286	-	1,950	Support Care of Kids Concert
UNITED WAY 100 S CHARLES ST, 5TH FL BALTIMORE, MD 21203	-	1,000	Help Those in Need
CASA OF BALTIMORE 305 W CHESAPEAKE AVE TOWSON, MD 21204	-	1,000	Legal Assistance for those in Need
INDEPENDENT COLLEGE FUND OF MARYLAND 3225 ELLERSLIE AVE, C160 BALTIMORE, MD 21218	-	1,000	Support Independent Colleges
PARTNERS IN CARE 65 RITCHIE HIGHWAY PASADENA, MD 21122	-	1,000	Provide Healthcare
ELK HILL FOUNDATION P O BOX 99 GOOCHLAND, VA 23063	-	1,000	Support at Risk Youth

ATTACHMENT 9

The RCM&D Foundation, Inc.

52-2204935

Schedule of Charitable Contributions Paid
for the years ending March 31, 2013 and 2012

	2013	2012	Description of Exempt Purpose
MARYLAND SCHOOL FOR THE BLIND 3501 TAYLOR AVE BALTIMORE, MD 21236	-	750	Supporting Children with Disabilities
THE COMMUNITY SCHOOL 337 WEST 30TH STREET BALTIMORE, MD 21211	-	500	Support Education for Remington Youth
GALLAGHER FAMILY FUND 2520 POT SPRING ROAD TIMONIUM, MD 21093	-	500	Assist Developmentally Challenged
STELLA MARIS HOSPICE 2300 DULANEY VALLEY ROAD TIMONIUM, MD 21093	-	500	Medical Care
KEWSICK FOUNDATION 700 WEST 40TH ST BALTIMORE, MD 21211	-	500	Services for the Elderly
THE WOODBOURNE CENTER 1301 WOODBURNE AVE BALTIMORE, MD 21239	-	500	Care for Children in Need
MARYLAND COUNCIL ON ECONOMIC EDUCATION TOWSON UNIVERSITY 800 YORK ROAD TOWSON, MD 21252	-	250	Provide Economic Education
HANNAH MOORE FOUNDATION 12039 REISTERSTOWN ROAD REISTERSTOWN, MD 21136	-	250	Education Disabled Children
LADEW TOPIARY GARDENS INC 3535 JARRETTSVILLE PIKE MONKTON, MD 21111	-	250	Promote Arts & Culture
HABITAT FOR HUMANITY 1829 N 19TH ST PHILADELPHIA, PA 19121	-	100	Memorial Contribution
THE AMERICAN INSTITUTE FOR CPCU 720 PROVIDENCE RD, STE 100 MALVERN, PA 19355	-	91	Insurance Education
CARMELITE MONASTERY 1318 DULANEY VALLEY ROAD TOWSON, MD 21296	-	50	Memorial Contribution
Charitable Contribution Totals per Year	155,460	147,391	

ATTACHMENT 9

FORM 990-PF, PART VII-B - STATEMENTS REGARDING ACTIVITIES FOR WHICH FORM 4720 MAY BE REQUIRED

QUESTION 1A(3)

EMPLOYEES OF RIGGS, COUNSELMAN, MICHAELS & DOWNES, INC. PROVIDE SERVICES SUCH AS ACCOUNTING, BOOKKEEPING AND ADMINISTRATION TO THE RCM&D FOUNDATION AT NO CHARGE.

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*.

OMB No 1545-0092

2012

Name of estate or trust: THE RCM&D FOUNDATION

Employer identification number: 52-2204935

Note: *Form 5227 filers need to complete only Parts I and II*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	44,116.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	44,116.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D (Form 1041) 2012**

Part III Summary of Parts I and II

Caution: *Read the instructions before completing this part.*

			(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			
14	**Net long-term gain or (loss):**				
a	Total for year	14a			44,116.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			44,116.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and* ***do not*** *complete Part IV If line 15, column (3), is a net loss, complete Part IV and the* ***Capital Loss Carryover Worksheet,*** *as necessary*

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:
a The loss on line 15, column (3) **or** b $3,000 . . . 16 ( )

Note: *If the loss on line 15, column (3), is more than $3,000,* ***or*** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *in the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero

Caution: *Skip this part and complete the* ***Schedule D Tax Worksheet*** *in the instructions if:*

- *Either line 14b, col (2) or line 14c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			17			
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18					
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19					
20	Add lines 18 and 19	20					
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	21					
22	Subtract line 21 from line 20 If zero or less, enter -0-			22			
23	Subtract line 22 from line 17 If zero or less, enter -0-			23			
24	Enter the **smaller** of the amount on line 17 or $2,400			24			
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26; go to line 27 and check the "No" box ☐ **No.** Enter the amount from line 23			25			
26	Subtract line 25 from line 24			26			
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30; go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22			27			
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)			28			
29	Subtract line 28 from line 27			29			
30	Multiply line 29 by 15% (.15)					30	
31	Figure the tax on the amount on line 23 Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					31	
32	Add lines 30 and 31					32	
33	Figure the tax on the amount on line 17 Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)					34	

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

THE RCM&D FOUNDATION

Employer identification number

52-2204935

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

	(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a	SEE ATTACHED DETAIL OF REALIZED GAINS AND LOSSES			661,662.	617,546.	44,116.
6b	**Total.** Combine the amounts in column (f). Enter here and on Schedule D, line 6b					44,116.

JSA

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The RCM&D Foundation, Inc.
EIN: 52-2204935
Summary of Changes in Income Tax Basis of Investments for the fiscal year ended March 31, 2013

	4/1/2012 Tax Basis	Fiscal 2013 Purchases	Fiscal 2013 (Sales)	Realized Gain/(Loss)	Dividends & Interest	3/31/2013 Tax Basis
AIM Developing Markets - Baird	32,369		(23,000)	12,275	481	22,124
Blackrock Funds - Baird	130,549		(139,335)	5,810	2,976	(0)
Dodge & Cox International - Barid	88,082		(5,000)	329	2,195	85,607
Hartford Mutual Funds- Baird	222,621	-	(34,194)	11	12,068	200,506
Legg Mason Partners Apprec. - Baird	276,183		(58,506)	4,960	6,172	228,809
T Rowe Price Equity Income - Baird	164,360		(5,168)	973	4,326	164,492
T Rowe Price Equity Inc Adv Class - Baird	126,258	18,000	(46,217)		2,649	100,690
T Rowe Price Small Cap - Baird	59,049				3,392	62,441
T. Rowe Price Blue Chip - Baird	230,542	42,000	(87,502)	15,861	327	201,228
Thornburg International Value - Baird	99,143				1,338	100,482
Western Asset Total Return - Baird	267,000		(52,500)	457	5,002	219,959
Principal International - Baird	46,922		(48,987)	1,351	714	0
Eagle Ser. Small Cap Growth - Baird	70,483	46,000			44	116,527
Locorr Long Short Commodities - Baird	-	46,800				46,800
Locorr Managed Futures - Baird	-	70,200			16	70,216
Wells Farfo Emerging Markets - Baird	-	49,500				49,500
Janus Investment Fund - Baird	129,032	23,000			6,163	158,195
Neuberger Berman - Baird	87,802	69,000			5,773	162,575
AIM Investment Funds - CF	23,427	1,500	(8,550)	(269)	169	16,276
Dodge & Cox Funds - CF	31,236	2,000	(1,700)	96	756	32,388
Eagle Ser Small Cap Growth - CF	23,427	17,500	(2,125)	105	15	38,922
Janus Investment Fund - CF	39,045	11,500	(2,550)	7	2,204	50,206
Legg Mason Clearbridge - CF	101,517	6,500	(13,634)	657	2,179	97,219
Neuberger Berman - CF	31,236	28,000	(3,400)	6	2,089	57,931
Principal - CF	15,618	1,000	(17,164)	296	250	(0)
T.R. Price Equity Income - CF	46,068		(2,550)	182	1,027	44,728
T.R. Price Equity Income Advisor - CF	46,119	7,000	(18,343)	513	878	36,168
T.R. Price Blue Chip Growth - CF	107,535	16,000	(25,121)	281	95	98,791
Royce FD Pennsylvania Mutual - CF	29,860	2,000	(1,700)	20	2,185	32,365
Thornburg Invt Tr Intl Value - CF	31,323	2,000	(1,700)	84	461	32,168
Yachtman Fund - CF	46,854	3,000	(50,817)	(46)	1,009	(0)
Hartford Floating Rate - CF	78,090	5,000	(4,675)	50	3,889	82,354
Western Assets Fund - CF	93,100	6,000	(5,100)	134	2,078	96,211
Locorr Long Short Commodities - CF	-	16,000	(850)	(51)		15,099
Locorr Managed Futures - CF	-	24,000	(1,275)	24	5	22,755
Wells Fargo - CF	-	16,400	-	-	-	16,400
Column Totals	2,774,851	529,900	(661,662)	44,116	72,927	2,760,132

Income Tax Basis of Investments in R.W. Baird Account	1,990,149
Income Tax Basis of Investments in Counselman Fund Account	769,982
	2,760,132

ATTACHMENT 1A

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		SEE ATTACHED DETAIL OF REALIZED GAINS PROPERTY TYPE: SECURITIES				P		
661,662.	-0-	617,546.					44,116.	
TOTAL GAIN(LOSS)							44,116.	