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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012
Open to Public Inspection

For calendar year 2012, or tax year beginning 06-01-2012 , and ending 05-31-2013

Name of foundation EDWARD FREITAG & MARTHA HALEY FDN INC		A Employer identification number 52-2209095	
Number and street (or P O box number if mail is not delivered to street address) 901 SOUTH BOND STREET		B Telephone number (see instructions) (410) 537-5491	
City or town, state, and ZIP code BALTIMORE, MD 21231		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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 ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ☒ \$ 698,498		J Accounting method ☐ Cash ☐ Accrual ☐ Other (specify) <u> </u> (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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	6,584	6,584		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	149,305			
	b Gross sales price for all assets on line 6a <u>238,075</u>				
	7 Capital gain net income (from Part IV , line 2)		149,305		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	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	155,889	155,889		
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages		0	0	0
	15 Pension plans, employee benefits		0	0	
	16a Legal fees (attach schedule)				0
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	3,853	3,853		0
	17 Interest				0
	18 Taxes (attach schedule) (see instructions)	1,431	76		0
	19 Depreciation (attach schedule) and depletion	0	0		
	20 Occupancy				
	21 Travel, conferences, and meetings		0	0	
	22 Printing and publications		0	0	
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	5,284	3,929	0	0
	25 Contributions, gifts, grants paid	31,500			31,500
	26 Total expenses and disbursements. Add lines 24 and 25	36,784	3,929	0	31,500
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	119,105			
	b Net investment income (if negative, enter -0-)		151,960		
	c Adjusted net income (if negative, enter -0-)			0	

Part II

Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing		
	2	Savings and temporary cash investments	2,837	12,291
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____		0
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____		
	5	Grants receivable		
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)		
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____ 0		
	8	Inventories for sale or use		
	9	Prepaid expenses and deferred charges		
	10a	Investments—U S and state government obligations (attach schedule)		
	b	Investments—corporate stock (attach schedule)	443,586	553,222
	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)		0
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____		
Liabilities	15	Other assets (describe ▶ _____)		
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	446,423	565,513
	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)		
Net Assets or Fund Balances	22	Other liabilities (describe ▶ _____)		
	23	Total liabilities (add lines 17 through 22)		0
		Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.		
	24	Unrestricted		
	25	Temporarily restricted		
	26	Permanently restricted		
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.		
	27	Capital stock, trust principal, or current funds	446,423	565,513
	28	Paid-in or capital surplus, or land, bldg , and equipment fund		
	29	Retained earnings, accumulated income, endowment, or other funds		
	30	Total net assets or fund balances (see page 17 of the instructions)	446,423	565,513
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	446,423	565,513

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	446,423
2	Enter amount from Part I, line 27a	2	119,105
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	565,528
5	Decreases not included in line 2 (itemize) ▶ _____	5	15
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	565,513

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

(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 See Additional Data Table			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	149,305
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	46,992	471,720	0 099618
2010	19,700	409,990	0 04805
2009	20,300	363,301	0 055877
2008	25,000	350,693	0 071287
2007	34,100	499,906	0 068213

2 Total of line 1, column (d).	2	0 343045
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 068609
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	586,180
5 Multiply line 4 by line 3.	5	40,217
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	1,520
7 Add lines 5 and 6.	7	41,737
8 Enter qualifying distributions from Part XII, line 4. 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	8	31,500

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	3,039
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	3,039
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	3,039
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	0	
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	30
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	3,069
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 0	Refunded	11	0

Part VII-AStatements Regarding Activities

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?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?.	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ (2) On foundation managers \$			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		No
	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
	If "Yes," attach the statement required by General Instruction T.			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either			
	• By language in the governing instrument, or			
	• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions)			
	MD			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)?			
	If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13		No
Website address				
14	The books are in care of BROWN ADVISORY Telephone no (410) 537-5491 Located at 901 S BOND STREET SUITE 400 BALTIMORE MD ZIP+4 21231			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the year.	15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?			
	(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)?			
	(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).			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years 20 , 20 , 20 , 20			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?			
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).	☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here.	☒		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
EDWARD FREITAG	PRESIDENT	0		
21 1/2 EASTERN AVENUE ANNAPOLIS, MD 21403	10			
MARTHA B HALEY	VICE PRESIDENT	0		
27 1/2 EASTERN AVENUE ANNAPOLIS, MD 21403	10			
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

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

Part IX-B

Summary of Program-Related Investments (see instructions)

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

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	582,951
b	Average of monthly cash balances.	1b	12,156
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	595,107
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	595,107
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	8,927
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	586,180
6	Minimum investment return. Enter 5% of line 5.	6	29,309

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	29,309
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	3,039
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	3,039
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	26,270
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	26,270
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	26,270

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	31,500
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	31,500
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 (see instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	31,500
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				26,270
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 2010 , 20__ , 20__		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.	9,622			
b From 2008.	7,540			
c From 2009.	2,168			
d From 2010.	0			
e From 2011.	26,092			
f Total of lines 3a through e.	45,422			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 31,500				
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.				26,270
e Remaining amount distributed out of corpus	5,230			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	50,652			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . .	9,622			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	41,030			
10 Analysis of line 9				
a Excess from 2008. . . .	7,540			
b Excess from 2009. . . .	2,168			
c Excess from 2010. . . .	0			
d Excess from 2011. . . .	26,092			
e Excess from 2012. . . .	5,230			

Part XIVPrivate Operating Foundations (see instructions and Part VII-A, question 9)

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling.

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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 XVSupplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1

Information Regarding Foundation Managers:

a

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

b

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

2

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

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

a

The name, address, and telephone number 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	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
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	31,500
b Approved for future payment				
Total			3b	

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.			14	6,584	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	149,305	
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).				155,889	
13 Total. Add line 12, columns (b), (d), and (e).			13		155,889

[illegible]

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?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.			No
(2) Other assets.			No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.			No
(2) Purchases of assets from a noncharitable exempt organization.			No
(3) Rental of facilities, equipment, or other assets.			No
(4) Reimbursement arrangements.			No
(5) Loans or loan guarantees.			No
(6) Performance of services or membership or fundraising solicitations.			No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.			No
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received			

[illegible]

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

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

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☒	PTIN
BROWN INVESTMENT ADVISORY	BROWN INVESTMENT ADVISORY	2013-08-16		
Firm's name ☐	BROWN INVESTMENT ADVISORY & TRUST		Firm's EIN ☐	
	901 SOUTH BOND STREET			
Firm's address ☐	BALTIMORE, MD 21231		Phone no (410) 537-5484	

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
2 DAVITA INC		2008-06-02	2012-06-07
2 MEAD JOHNSON NUTRITION CO		2010-12-06	2012-06-07
1 DAVITA INC		2008-06-02	2012-06-08
2 MEAD JOHNSON NUTRITION CO		2010-12-06	2012-06-08
4 COSTCO WHOLESALE CORPORATION		2009-06-23	2012-06-29
1 COSTCO WHOLESALE CORPORATION		2009-05-29	2012-07-02
3 COSTCO WHOLESALE CORPORATION		2009-05-29	2012-07-02
2 STERICYCLE INC		2010-02-03	2012-07-17
1 STERICYCLE INC		2010-02-03	2012-07-17
4 STERICYCLE INC		2010-02-04	2012-07-18
1 APPLE COMPUTER INC		2008-10-28	2012-07-19
1 DAVITA INC		2008-06-02	2012-07-20
6 EXPRESS SCRIPTS HLDGS C		2011-12-02	2012-07-20
1 DAVITA INC		2008-06-02	2012-07-23
1 DAVITA INC		2008-06-02	2012-07-24
1 ANSYS INC		2010-10-08	2012-08-06
1 ANSYS INC		2010-10-08	2012-08-06
4 ANSYS INC		2010-10-11	2012-08-07
1 ANSYS INC		2010-10-11	2012-08-07
4 ANSYS INC		2010-10-11	2012-08-08
3 ANSYS INC		2010-10-11	2012-08-09
3 DANAHER CORP		2008-10-28	2012-08-14
1 FOSSIL INC		2012-07-02	2012-08-14
8 DANAHER CORP		2008-10-28	2012-08-15
5 FOSSIL INC		2012-07-02	2012-08-15
1 GOOGLE INC CL A		2008-12-03	2012-09-21
1 NATIONAL INSTRS CORP		2011-08-03	2012-09-21
2 ANSYS INC		2010-10-12	2012-09-24
2 NATIONAL INSTRS CORP		2011-08-03	2012-09-24
3 ANSYS INC		2010-10-12	2012-09-25

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
2 NATIONAL INSTRS CORP		2011-08-03	2012-09-25
1 ANSYS INC		2010-10-13	2012-09-26
1 NATIONAL INSTRS CORP		2011-08-03	2012-09-26
1 ANSYS INC		2010-10-13	2012-09-27
3 NATIONAL INSTRS CORP		2011-08-03	2012-09-27
3 NATIONAL INSTRS CORP		2011-08-04	2012-09-28
2 NATIONAL INSTRS CORP		2011-08-04	2012-10-01
5 CANADIAN NATURAL RESOURCES LTD		2009-04-21	2012-10-03
1 NATIONAL INSTRS CORP		2011-08-04	2012-10-03
5 CANADIAN NATURAL RESOURCES LTD		2009-04-21	2012-10-04
1 NATIONAL INSTRS CORP		2011-08-04	2012-10-04
7 CANADIAN NATURAL RESOURCES LTD		2009-04-21	2012-10-05
3 NATIONAL INSTRS CORP		2011-08-04	2012-10-05
4 CANADIAN NATURAL RESOURCES LTD		2009-04-21	2012-10-08
1 NATIONAL INSTRS CORP		2011-08-04	2012-10-08
1 NATIONAL INSTRS CORP		2011-08-04	2012-10-09
1 NATIONAL INSTRS CORP		2011-08-04	2012-10-10
2 DAVITA INC		2008-06-02	2012-10-12
3 DAVITA INC		2008-06-02	2012-10-15
2 COACH INC		2009-01-09	2012-10-24
3 COSTCO WHOLESALE CORPORATION		2009-05-29	2012-10-24
2 DAVITA INC		2008-06-02	2012-10-24
1 ESTEE LAUDER COMPANIES CL A		2012-03-12	2012-10-24
2 ACCENTURE PLC CL A		2005-12-13	2012-10-24
5 COACH INC		2009-01-09	2012-10-25
3 COSTCO WHOLESALE CORPORATION		2009-05-29	2012-10-25
1 DAVITA INC		2008-06-02	2012-10-25
2 FOSSIL INC		2012-07-02	2012-10-25
1 ESTEE LAUDER COMPANIES CL A		2012-03-12	2012-10-25
7 ACCENTURE PLC CL A		2005-12-13	2012-10-25

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
4 COACH INC		2009-01-09	2012-10-26
1 DAVITA INC		2008-06-02	2012-10-26
2 FOSSIL INC		2012-05-08	2012-10-26
1 IDEXX LABORATORIES CORP		2008-10-28	2012-10-26
6 ESTEE LAUDER COMPANIES CL A		2012-05-08	2012-10-26
2 ESTEE LAUDER COMPANIES CL A		2012-03-13	2012-10-26
2 COACH INC		2009-01-09	2012-10-31
4 DAVITA INC		2008-06-02	2012-10-31
2 FOSSIL INC		2012-05-08	2012-10-31
1 DAVITA INC		2008-06-02	2012-11-01
2 FOSSIL INC		2012-05-08	2012-11-01
2 IDEXX LABORATORIES CORP		2008-10-28	2012-11-01
3 AMPHENOL CORP - CL A		2010-04-19	2012-11-06
1 IDEXX LABORATORIES CORP		2008-10-28	2012-11-06
1 STERICYCLE INC		2010-02-04	2012-11-06
2 AMPHENOL CORP - CL A		2010-04-16	2012-11-07
1 IDEXX LABORATORIES CORP		2008-10-28	2012-11-07
1 STERICYCLE INC		2010-02-04	2012-11-07
2 AMPHENOL CORP - CL A		2010-04-16	2012-11-08
2 IDEXX LABORATORIES CORP		2008-10-28	2012-11-08
3 STERICYCLE INC		2010-02-04	2012-11-08
1 IDEXX LABORATORIES CORP		2008-10-28	2012-11-09
605 538 LAUDUS MONDRIAN EMG MKT INS		2009-04-17	2012-11-15
597 784 LAUDUS MONDRIAN EMG MKT INS		2009-04-17	2012-11-16
600 38 LAUDUS MONDRIAN EMG MKT INS		2009-04-17	2012-11-19
598 695 LAUDUS MONDRIAN EMG MKT INS		2009-04-17	2012-11-20
24 309 LAUDUS MONDRIAN EMG MKT INS		2011-12-15	2012-11-21
629 753 LAUDUS MONDRIAN EMG MKT INS		2009-04-17	2012-11-21
12 CANADIAN NATURAL RESOURCES LTD		2009-04-21	2012-11-26
1 NATIONAL INSTRS CORP		2011-08-04	2012-11-26

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
18 CANADIAN NATURAL RESOURCES LTD		2009-04-21	2012-11-27
2 NATIONAL INSTRS CORP		2011-06-13	2012-11-27
5 SALESFORCE COM INC		2009-03-11	2012-11-27
14 CANADIAN NATURAL RESOURCES LTD		2009-04-21	2012-11-28
1 NATIONAL INSTRS CORP		2011-06-13	2012-11-28
5 CANADIAN NATURAL RESOURCES LTD		2012-05-04	2012-11-29
6 CANADIAN NATURAL RESOURCES LTD		2009-04-21	2012-11-29
10 CANADIAN NATURAL RESOURCES LTD		2012-03-30	2012-11-30
8 CANADIAN NATURAL RESOURCES LTD		2012-05-03	2012-12-03
14 CANADIAN NATURAL RESOURCES LTD		2010-10-29	2012-12-03
7 CANADIAN NATURAL RESOURCES LTD		2012-02-07	2012-12-04
13 CANADIAN NATURAL RESOURCES LTD		2011-06-23	2012-12-04
9 CANADIAN NATURAL RESOURCES LTD		2011-06-23	2012-12-05
2792 NEUSTAR INC CL A		2008-02-07	2012-12-07
5 APPLE COMPUTER INC		2008-10-28	2012-12-12
6 SALESFORCE COM INC		2009-03-11	2012-12-17
5 ROPER INDUSTRIES INC NEW		2008-10-28	2012-12-19
4 STERICYCLE INC		2010-02-04	2012-12-19
6 FOSSIL INC		2012-05-10	2013-01-03
5 COGNIZANT TECH SOLUTIONS CRP COM		2009-03-03	2013-01-22
2 COGNIZANT TECH SOLUTIONS CRP COM		2009-03-03	2013-01-22
5 COGNIZANT TECH SOLUTIONS CRP COM		2009-03-03	2013-01-23
2 COGNIZANT TECH SOLUTIONS CRP COM		2009-03-03	2013-01-23
4 COACH INC		2008-12-19	2013-01-25
10 COACH INC		2008-12-19	2013-01-28
13 COACH INC		2010-01-20	2013-01-31
5 COACH INC		2010-01-20	2013-02-01
18 COACH INC		2011-08-19	2013-02-01
12 COACH INC		2012-08-14	2013-02-04
1 COACH INC		2011-03-15	2013-02-04

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
4 COACH INC		2012-08-15	2013-02-05
6 COACH INC		2012-09-21	2013-02-06
12 COACH INC		2012-12-12	2013-02-14
8 COACH INC		2012-12-12	2013-02-15
1 COVANCE INC		2009-04-29	2013-02-20
14 COACH INC		2012-12-12	2013-02-21
1 COVANCE INC		2009-04-29	2013-02-21
6 COACH INC		2012-12-12	2013-02-22
1 COVANCE INC		2009-04-29	2013-02-22
3 COACH INC		2012-08-07	2013-02-25
2 COVANCE INC		2009-04-29	2013-02-25
5 COACH INC		2012-08-07	2013-02-26
1 COVANCE INC		2009-04-29	2013-02-26
9 COACH INC		2012-06-08	2013-02-27
2 COVANCE INC		2009-04-29	2013-03-01
5 COVANCE INC		2009-04-29	2013-03-01
1 COVANCE INC		2009-04-29	2013-03-04
1 COVANCE INC		2009-04-29	2013-03-04
1 GOOGLE INC CL A		2009-03-03	2013-03-04
1 COVANCE INC		2009-04-29	2013-03-05
1 COVANCE INC		2009-04-29	2013-03-05
1 COVANCE INC		2009-04-29	2013-03-06
1 COVANCE INC		2009-04-29	2013-03-06
540 WISDOMTREE EMERGING MKTS EQ INCOME		2012-11-21	2013-03-08
367 643 VAN ECK GLOBAL HARD ASSETS I		2011-12-21	2013-03-28
4 357 VAN ECK GLOBAL HARD ASSETS I		2012-12-21	2013-03-28
8 ESTEE LAUDER COMPANIES CL A		2012-12-12	2013-04-15
1 CORE LABORATORIES N V		2011-10-10	2013-04-15
8 FMC TECHNOLOGIES INC		2008-10-28	2013-04-16
2 CORE LABORATORIES N V		2011-10-10	2013-04-16

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 DAVITA INC		2010-01-08	2013-04-19
6 EXPRESS SCRIPTS HLDGS C		2011-12-02	2013-04-19
2 DAVITA INC		2010-01-08	2013-04-22
13 COGNIZANT TECH SOLUTIONS CRP COM		2009-01-27	2013-04-25
3 ESTEE LAUDER COMPANIES CL A		2012-12-12	2013-05-01
2 AMPHENOL CORP - CL A		2010-04-16	2013-05-02
9 ESTEE LAUDER COMPANIES CL A		2012-12-12	2013-05-02
2 ACCENTURE PLC CL A		2005-12-13	2013-05-02
7 AMPHENOL CORP - CL A		2010-04-16	2013-05-03
2 GOOGLE INC CL A		2009-03-03	2013-05-03
3 MEAD JOHNSON NUTRITION CO		2010-12-06	2013-05-03
4 AMPHENOL CORP - CL A		2010-04-14	2013-05-06
2 MEAD JOHNSON NUTRITION CO		2010-12-06	2013-05-06
4 ACCENTURE PLC CL A		2006-02-06	2013-05-06
5 MEAD JOHNSON NUTRITION CO		2010-12-31	2013-05-07
3 ACCENTURE PLC CL A		2006-02-06	2013-05-07
1 COGNIZANT TECH SOLUTIONS CRP COM		2009-01-27	2013-05-10
4 COGNIZANT TECH SOLUTIONS CRP COM		2009-01-27	2013-05-13
17 CHARLES SCHWAB CORP		2011-12-22	2013-05-13
4 COGNIZANT TECH SOLUTIONS CRP COM		2009-01-27	2013-05-14
8 CHARLES SCHWAB CORP		2011-12-22	2013-05-14
7 STARBUCKS CORP		2012-10-24	2013-05-14
11 COGNIZANT TECH SOLUTIONS CRP COM		2009-01-27	2013-05-15
5 CHARLES SCHWAB CORP		2011-12-22	2013-05-16
2 CHARLES SCHWAB CORP		2012-09-21	2013-05-17
2 CHARLES SCHWAB CORP		2009-03-03	2013-05-17
4 FLUOR CORP NEW COM		2011-09-22	2013-05-24
3 FLUOR CORP NEW COM		2011-09-22	2013-05-28
2 FLUOR CORP NEW COM		2011-09-22	2013-05-29
3 FLUOR CORP NEW COM		2013-04-15	2013-05-30

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
170		104	66
162		124	38
85		52	33
161		124	37
379		186	193
95		48	47
283		143	140
186		108	78
93		54	39
373		217	156
613		93	520
97		52	45
345		280	65
95		52	43
95		52	43
68		41	27
68		41	27
271		168	103
68		43	25
266		171	95
201		129	72
160		78	82
85		75	10
428		208	220
433		377	56
732		277	455
27		25	2
147		87	60
52		50	2
219		130	89

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h			
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
52		51	1
72		45	27
25		25	
72		45	27
77		76	1
76		76	
50		51	-1
153		111	42
25		25	
155		111	44
25		25	
216		156	60
74		76	-2
123		89	34
24		25	-1
24		25	-1
24		25	-1
220		104	116
328		157	171
115		37	78
287		143	144
222		104	118
62		60	2
133		57	76
285		92	193
288		143	145
111		52	59
176		151	25
61		60	1
468		199	269

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
224		73	151
111		52	59
175		158	17
96		31	65
365		361	4
122		122	
112		39	73
449		209	240
174		158	16
112		52	60
184		158	26
192		63	129
187		132	55
94		31	63
95		54	41
123		88	35
93		31	62
94		54	40
121		88	33
181		63	118
278		163	115
90		31	59
5,547		3,627	1,920
5,488		3,581	1,907
5,560		3,596	1,964
5,520		3,586	1,934
225		197	28
5,832		3,772	2,060
342		267	75
25		25	

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
506		400	106
49		55	-6
788		166	622
391		311	80
25		28	-3
144		159	-15
173		133	40
286		327	-41
227		267	-40
397		478	-81
194		271	-77
361		478	-117
251		357	-106
113,658			113,658
2,684		467	2,217
1,011		200	811
551		186	365
371		217	154
575		478	97
389		90	299
156		36	120
389		90	299
155		37	118
203		83	120
511		207	304
664		314	350
253		178	75
897		837	60
584		658	-74
49		52	-3

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
196		222	-26
293		337	-44
578		680	-102
388		454	-66
68		40	28
664		794	-130
67		40	27
280		340	-60
67		40	27
141		170	-29
133		81	52
232		305	-73
66		40	26
433		567	-134
133		81	52
332		202	130
67		40	27
67		40	27
814		327	487
67		40	27
68		40	28
68		40	28
67		40	27
30,622		28,046	2,576
16,952		15,089	1,863
201		195	6
539		484	55
127		98	29
397		110	287
257		196	61

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
123		61	62
332		283	49
245		122	123
810		248	562
209		181	28
152		88	64
631		544	87
160		57	103
539		311	228
1,690		654	1,036
242		186	56
309		178	131
160		124	36
316		124	192
401		311	90
237		95	142
65		19	46
253		76	177
308		194	114
250		76	174
148		91	57
443		317	126
701		210	491
94		59	35
39		27	12
39		24	15
254		196	58
193		147	46
127		98	29
191		167	24

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			66
			38
			33
			37
			193
			47
			140
			78
			39
			156
			520
			45
			65
			43
			43
			27
			27
			103
			25
			95
			72
			82
			10
			220
			56
			455
			2
			60
			2
			89

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			1
			27
			27
			1
			-1
			42
			44
			60
			-2
			34
			-1
			-1
			-1
			116
			171
			78
			144
			118
			2
			76
			193
			145
			59
			25
			1
			269

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			151
			59
			17
			65
			4
			73
			240
			16
			60
			26
			129
			55
			63
			41
			35
			62
			40
			33
			118
			115
			59
			1,920
			1,907
			1,964
			1,934
			28
			2,060
			75

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			106
			-6
			622
			80
			-3
			-15
			40
			-41
			-40
			-81
			-77
			-117
			-106
			113,658
			2,217
			811
			365
			154
			97
			299
			120
			299
			118
			120
			304
			350
			75
			60
			-74
			-3

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-26
			-44
			-102
			-66
			28
			-130
			27
			-60
			27
			-29
			52
			-73
			26
			-134
			52
			130
			27
			27
			487
			27
			28
			28
			27
			2,576
			1,863
			6
			55
			29
			287
			61

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			62
			49
			123
			562
			28
			64
			87
			103
			228
			1,036
			56
			131
			36
			192
			90
			142
			46
			177
			114
			174
			57
			126
			491
			35
			12
			15
			58
			46
			29
			24

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

Recipient	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
Name and address (home or business)				
a Paid during the year				
NATIONAL SAILING HALL OF FAME 67-69 PRINCE GEORGE ST ANNAPOLIS, MD 21401	NONE	PUBLIC CHARITY	GENERAL AND BUILDING FD	1,500
SKIDMORE COLLEGE 815 NORTH BROADWAY SARATOGA SPRINGS, NY 12866	NONE	PUBLIC CHARITY	ANNUAL GIVING	10,000
PRINCETON UNIVERSITY PO BOX 46 PRINCETON, NJ 085440046	NONE	PUBLIC CHARITY	ANNUAL GIVING	12,000
CHESAPEAKE BAY FOUNDATION 6 HERNDON AVENUE ANNAPOLIS, MD 214034503	NONE	501(C)(3)	GENERAL	500
BOX OF RAIN FOUNDATION PO BOX 3557 ANNAPOLIS, MD 21403	NONE	501(C)(3)	GENERAL	500
ANNAPOLIS MARITIME MUSEUM 723 SECOND STREET ANNAPOLIS, MD 21403	NONE	501(C)(3)	GENERAL	500
RESEARCH TO PREVENT BLINDNESS 645 MADISON AVE NEW YORK, NY 100221010	NONE	PUBLIC CHARITY	GENERAL	500
CRAFT EMERGENCY RELIEF FUND PO BOX 838 MONTPELIER, VT 05601	NONE	PUBLIC CHARITY	GENERAL	700
ANNAPOLIS YACHT CLUB FDN PO BOX 908 ANNAPOLIS, MD 21404	NONE	PUBLIC CHARITY	GENERAL	1,000
ANNE ARUNDEL MEDICAL CENTER FOUNDATION 2001 MEDICAL PARKWAY SUITE 240 ANNAPOLIS, MD 21401	NONE	PUBLIC CHARITY	GENERAL	1,500
SPCA OF ANNE ARUNDEL CO PO BOX 3471 ANNAPOLIS, MD 21403	NONE	PUBLIC CHARITY	GENERAL	300
ANNAPOLIS COMMUNITY BOATING 7314 EDGEWOOD ROAD ANNAPOLIS, MD 21403	NONE	PUBLIC CHARITY	GENERAL	500
FRIENDS OF PRINCETON SAILING PO BOX 46 PRINCETON, NJ 085440046	NONE	PUBLIC CHARITY	GENERAL	500
OCEAN RESEARCH PROJECT INC 39 CORNHILL STREET ANNAPOLIS, MD 21401	NONE	PUBLIC CHARITY	GENERAL	1,000
CREATING COMMUNITIES 139 JEFFERSON STREET ANNAPOLIS, MD 21403	NONE	PUBLIC CHARITY	GENERAL	500
Total  3a				31,500

**TY 2012 Investments Corporate
Stock Schedule****Name:** EDWARD FREITAG & MARTHA HALEY FDN INC**EIN:** 52-2209095

Name of Stock	End of Year Book Value	End of Year Fair Market Value
COMMON DOMESTIC STOCKS	162,757	212,231
FOREIGN STOCKS	22,296	27,762
OTHER EQUITY MUTUAL FUNDS	368,169	446,214

TY 2012 Other Decreases Schedule

Name: EDWARD FREITAG & MARTHA HALEY FDN INC

EIN: 52-2209095

Description	Amount
ROUNDING AND MISC CASH ADJUSTMENT	15

TY 2012 Other Professional Fees Schedule

Name: EDWARD FREITAG & MARTHA HALEY FDN INC

EIN: 52-2209095

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES-PRIN	3,853	3,853		

TY 2012 Taxes Schedule**Name:** EDWARD FREITAG & MARTHA HALEY FDN INC**EIN:** 52-2209095

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	12	12		0
FEDERAL EXCISE TAX	1,355	0		0
FOREIGN TAXES ON QUALIFIED FOR	60	60		0
FOREIGN TAXES ON NONQUALIFIED	4	4		0