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Form 990



Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

The organization may have to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0047

2012

Open to Public Inspection

A For the 2012 calendar year, or tax year beginning 11-01-2012 , 2012, and ending 10-31-2013

B

Check if applicable

☐

Address change

☐

Name change

☐

Initial return

☐

Terminated

☐

Amended return

☐

Application pending

C

Name of organization
THE GREAT FREDERICK FAIR INC

Doing Business As

Number and street (or P O box if mail is not delivered to street address)
PO BOX 604

Room/suite

City or town, state or country, and ZIP + 4
FREDERICK, MD 21705

F

Name and address of principal officer
MAURICE A GLADHILL
6107 RIVER VIEW COURT
FREDERICK,MD 21704

H(a)

Is this a group return for affiliates?

☐ Yes☒ No

H(b)

Are all affiliates included?

☐ Yes☒ No

If "No," attach a list (see instructions)

H(c)

Group exemption number ▶

D Employer identification number

52-0915839

E Telephone number

(301) 663-5895

G Gross receipts \$ 2,706,229

I Tax-exempt status

☐ 501(c)(3)☒ 501(c) (5) ◀(insert no)☐ 4947(a)(1) or ☐ 527

J Website: ▶ www.thegreatfrederickfair.com

K Form of organization

☒ Corporation☐ Trust☐ Association☐ Other ▶

L Year of formation 1971

M State of legal domicile MD

Part I

Summary

Activities & Governance

1

Briefly describe the organization's mission or most significant activities
THE GREAT FREDERICK FAIR, INC EXISTS TO PROMOTE AGRICULTURE AND THE EDUCATION OF OUR YOUTH ABOUT THE INDUSTRY OF AGRICULTURE CONTINUED ON SCHEDULE OTHE FOLLOWING ARE STRATEGIES AND POLICIES FOR CARRYING OUR OUR MISSION THE FAIR MUST BE THE PREMIER SHOWCASE FOR AGRICULTURE AND AGRICULTURAL EDUCATION THE FAIR'S CORE ACTIVITIES ENCOMPASSES THE EXHIBITION OF LIVESTOCK, FARM, GARDEN, AND HANDMADE GOODS, WHILE ENCOURAGING IMPROVEMENTS IN TECHNIQUES OF PRODUCTION AND THE DEVELOPMENT OF BETTER AGRICULTURAL PRODUCTS THROUGH A SYSTEM OF AWARDS EDUCATION IS THE NUMBER ONE PRIORITY ACCOMPLISHED BY PROVIDING 4-H AND FFA MEMBERS AND YOUTH AT LARGE WITH A MEANS OF LEARNING BY DOING AND SHOWING TO THE PUBLIC THEIR ACCOMPLISHMENTS PARTNERSHIPS WITH 4H, FFA, AND THE AG COMMUNITY WILL PROMOTE AG LITERACY AND AG CAREER PATHS THE FAIR IS IN A UNIQUE POSITION TO FOSTER UNDERSTANDING BETWEEN THE AGRICULTURAL COMMUNITY AND THE PUBLIC, AND IS A LEADER IN THIS EFFORT WE MUST CONDUCT OUR FINANCIAL AFFAIRS IN A

2

Check this box ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets

3	Number of voting members of the governing body (Part VI, line 1a)	3	13
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	13
5	Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	166
6	Total number of volunteers (estimate if necessary)	6	800
7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	0
b	Net unrelated business taxable income from Form 990-T, line 34	7b	

Revenue

8	Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
9	Program service revenue (Part VIII, line 2g)	346,527	375,873
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	1,907,215	1,952,856
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	-676	-8,599
12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	404,522	364,267
		2,657,588	2,684,397

Expenses

13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	123,370	118,847
14	Benefits paid to or for members (Part IX, column (A), line 4)		0
15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	532,616	584,042
16a	Professional fundraising fees (Part IX, column (A), line 11e)		0
b	Total fundraising expenses (Part IX, column (D), line 25) ▶ ⁰		
17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	1,906,087	1,860,417
18	Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	2,562,073	2,563,306
19	Revenue less expenses Subtract line 18 from line 12	95,515	121,091

Net Assets or Fund Balances

		Beginning of Current Year	End of Year
20	Total assets (Part X, line 16)	2,144,767	1,928,998
21	Total liabilities (Part X, line 26)	1,535,986	1,199,126
22	Net assets or fund balances Subtract line 21 from line 20	608,781	729,872

Part II

Signature Block

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

Sign Here

Signature of officer

MAURICE A GLADHILL Treasurer

Type or print name and title

2014-03-12

Date

Paid Preparer Use Only

Prnt/Type preparer's name
BRIAN RIPPEON

Preparer's signature

Date

Check ☐ if self-employed

PTIN
P00050220

Firm's name ▶ Linton Shafer Warfield & Garrett PA CPAs

Firm's EIN ▶

Firm's address ▶ 201 Thomas Johnson Drive

Phone no (301) 662-9200

Fredenck, MD 21702

May the IRS discuss this return with the preparer shown above? (see instructions)

☒ Yes☐ No

For Paperwork Reduction Act Notice, see the separate instructions.

Cat No 11282Y

Form 990 (2012)

Check if Schedule O contains a response to any question in this Part III ☐

- 2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? ☐ Yes ☒ No
If "Yes," describe these new services on Schedule O
- 3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? ☐ Yes ☒ No
If "Yes," describe these changes on Schedule O
- 4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

Form **990** (2012)

Part IV

Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A		No
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)? 	Yes	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I		No
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II		No
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III		No
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I 		No
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II 		No
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III 		No
9 Did the organization report an amount in Part X, line 21 for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV 		No
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V 		No
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI 	Yes	
b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII 		No
c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII 		No
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX 		No
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X 	Yes	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X 		No
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII 		No
b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional 		No
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E		No
14a Did the organization maintain an office, employees, or agents outside of the United States?		No
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV		No
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Parts II and IV		No
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Parts III and IV		No
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions)		No
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II		No
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III		No
20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H		No
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

Part IV

Checklist of Required Schedules (continued)

21	Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	21		No
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	22	Yes	
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	23		No
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i>	24a		No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		No
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		No
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		No
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>	25a		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>	25b		No
26	Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>	26		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>	27		No
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28a		No
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28b		No
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>	28c		No
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29	Yes	
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	30		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>	32		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	33		No
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>	34	Yes	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a		No
b	If 'Yes' to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	35b		No
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	36		No
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>	37		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O	38	Yes	

Part V

Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V

☐

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.	53	
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	0	
1c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		Yes	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return.	166	
2b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).		Yes	
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?			No
3b If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O.			No
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?			No
4b If "Yes," enter the name of the foreign country: _____ See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.			
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?			No
5b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?			No
5c If "Yes," to line 5a or 5b, did the organization file Form 8886-T?			
6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?		Yes	
6b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		Yes	
7 Organizations that may receive deductible contributions under section 170(c).			
7a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?			
7b If "Yes," did the organization notify the donor of the value of the goods or services provided?			
7c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?			
7d If "Yes," indicate the number of Forms 8282 filed during the year.			
7e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			
7f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			
7g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?			
7h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?			
8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?			No
9 Sponsoring organizations maintaining donor advised funds.			
9a Did the organization make any taxable distributions under section 4966?			No
9b Did the organization make a distribution to a donor, donor advisor, or related person?			No
10 Section 501(c)(7) organizations. Enter			
10a Initiation fees and capital contributions included on Part VIII, line 12.			
10b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.			
11 Section 501(c)(12) organizations. Enter			
11a Gross income from members or shareholders.			
11b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them).			
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?			No
12b If "Yes," enter the amount of tax-exempt interest received or accrued during the year.			
13 Section 501(c)(29) qualified nonprofit health insurance issuers.			
13a Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.			No
13b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans.			
13c Enter the amount of reserves on hand.			
14a Did the organization receive any payments for indoor tanning services during the tax year?			No
14b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.			

Part VI

Governance, Management, and Disclosure

For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response to any question in this Part VI

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year	13	
If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O			
b	Enter the number of voting members included in line 1a, above, who are independent	13	
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	No
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3	No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4	No
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5	No
6	Did the organization have members or stockholders?	6	No
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a	No
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b	No
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
a	The governing body?	8a	Yes
b	Each committee with authority to act on behalf of the governing body?	8b	No
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9	No

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

		Yes	No
10a	Did the organization have local chapters, branches, or affiliates?	10a	No
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b	
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	No
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990		
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13	12a	Yes
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	No
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	12c	No
13	Did the organization have a written whistleblower policy?	13	No
14	Did the organization have a written document retention and destruction policy?	14	No
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a	The organization's CEO, Executive Director, or top management official	15a	No
b	Other officers or key employees of the organization	15b	No
If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions)			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a	No
b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	16b	

Section C. Disclosure

17	List the States with which a copy of this Form 990 is required to be filed
18	Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply. ☐ Own website ☐ Another's website ☒ Upon request ☐ Other (explain in Schedule O)
19	Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year
20	State the name, physical address, and telephone number of the person who possesses the books and records of the organization BECKY BRASHEAR 797 EAST PATRICK STREET FREDERICK, MD (301) 663-5895

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response to any question in this Part VII

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

- 1a Complete this table for all persons required to be listed Report compensation for the calendar year ending with or within the organization's tax year
- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation Enter -0- in columns (D), (E), and (F) if no compensation was paid

List all of the organization's **current** key employees, if any See instructions for definition of "key employee "

List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations

List all of the organization's **former** officers, key employees, or highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations

List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

List persons in the following order individual trustees or directors, institutional trustees, officers, key employees, highest compensated employees, and former such persons

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(1) JACOB R RAMSBURG JR Director	2 50 0 00	X						3,000	0	0
(2) JOSEPH DEVILBISS SR Vice President	4 00 0 00	X		X				3,000	0	0
(3) JOHN MURPHY Director	4 00 0 00	X						3,000	0	0
(4) JAMES GRIMES Director	12 00 0 00	X						3,000	0	0
(5) NANCY FREE KELLER DIRECTOR	3 00 0 00	X						3,000	0	0
(6) COLBY HUBBLE Director	4 50 0 00	X						3,000	0	0
(7) CLYDE C CRUM DIRECTOR	3 00 0 00	X						3,000	0	0
(8) JACQUI KREH Director	6 00 0 00	X						3,000	0	0
(9) NANCY N HENDRICKS Director	4 00 0 00	X						3,000	0	0
(10) MAURICE A GLADHILL Treasurer	4 00 0 00	X		X				3,000	0	0
(11) ROBERT W FRANK Secretary	4 00 0 00	X		X				3,000	0	0
(12) CHARLES CRAMER Director	5 00 0 00	X						3,000	0	0
(13) JOHN BARE President	6 00 0 00	X		X				3,000	0	0
(14) BECKY BRASHEAR General Manager	60 00 0 00			X				82,384	0	3,365

Part VII

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
1b Sub-Total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)								121,384		3,365

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization: 0

		Yes	No
3	Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>	3	No
4	For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i>	4	No
5	Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>	5	No

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A)	(B)	(C)
Name and business address	Description of services	Compensation

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization ►0

Part VIII

Statement of Revenue

Check if Schedule O contains a response to any question in this Part VIII

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns . . .	1a				
	b	Membership dues	1b				
	c	Fundraising events	1c				
	d	Related organizations	1d	20,000			
	e	Government grants (contributions)	1e	121,500			
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	234,373			
	g	Noncash contributions included in lines 1a-1f \$		42,706			
	h	Total. Add lines 1a-1f		375,873			
Program Service Revenue	2a	GROSS RECEIPTS-FAIR	Business Code				
	b		713990	1,952,856	1,952,856		
	c						
	d						
	e						
	f	All other program service revenue					
	g	Total. Add lines 2a-2f		1,952,856			
	Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		0		
4		Income from investment of tax-exempt bond proceeds . .		0			
5		Royalties		0			
6a		Gross rents	(i) Real	(ii) Personal			
b		Less rental expenses	356,223				
c		Rental income or (loss)	356,223				
d		Net rental income or (loss)			356,223		356,223
7a		Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other			
b		Less cost or other basis and sales expenses		5,131			
c		Gain or (loss)		13,730			
d		Net gain or (loss)		-8,599	-8,599		
8a		Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18	a				
b		Less direct expenses	b				
c		Net income or (loss) from fundraising events . .		0			
9a		Gross income from gaming activities See Part IV, line 19	a				
b		Less direct expenses	b				
c		Net income or (loss) from gaming activities . .		0			
10a		Gross sales of inventory, less returns and allowances .	a				
b		Less cost of goods sold	b	10,487			
c		Net income or (loss) from sales of inventory . .		8,102			
		Miscellaneous Revenue	Business Code				
11a		MISCELLANEOUS INCOME	900099	5,659	5,659		
b							
c							
d	All other revenue						
e	Total. Add lines 11a-11d		5,659				
12	Total revenue. See Instructions		2,684,397	1,949,916		358,608	

Part IX

Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response to any question in this Part IX

☒

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the United States. See Part IV, line 21.	0			
2	Grants and other assistance to individuals in the United States. See Part IV, line 22.	118,847			
3	Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16.	0			
4	Benefits paid to or for members.	0			
5	Compensation of current officers, directors, trustees, and key employees.	124,749			
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B).	0			
7	Other salaries and wages.	355,812			
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions).	6,783			
9	Other employee benefits.	55,636			
10	Payroll taxes.	41,062			
11	Fees for services (non-employees):				
a	Management.	0			
b	Legal.	750			
c	Accounting.	31,665			
d	Lobbying.	0			
e	Professional fundraising services. See Part IV, line 17.	0			
f	Investment management fees.	0			
g	Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O).	0			
12	Advertising and promotion.	76,509			
13	Office expenses.	8,487			
14	Information technology.	0			
15	Royalties.	0			
16	Occupancy.	102,000			
17	Travel.	11,989			
18	Payments of travel or entertainment expenses for any federal, state, or local public officials.	0			
19	Conferences, conventions, and meetings.	0			
20	Interest.	54,138			
21	Payments to affiliates.	0			
22	Depreciation, depletion, and amortization.	126,347			
23	Insurance.	52,019			
24	Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O):				
a	SUPPLIES	97,601			
b	UTILITIES	146,925			
c	REPAIRS & MAINTENANCE	174,568			
d	ATTRACTIONS & ENTERTAINMENT	457,519			
e	All other expenses	519,900			
25	Total functional expenses. Add lines 1 through 24e.	2,563,306	0	0	0
26	Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here ☐ if following SOP 98-2 (ASC 958-720).				

Part X

Balance Sheet

Check if Schedule O contains a response to any question in this Part X

					(A)		(B)
					Beginning of year		End of year
Assets	1	Cash—non-interest-bearing			134,172	1	18,692
	2	Savings and temporary cash investments				2	0
	3	Pledges and grants receivable, net				3	0
	4	Accounts receivable, net			53,541	4	36,370
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L				5	0
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L				6	0
	7	Notes and loans receivable, net				7	0
	8	Inventories for sale or use			9,624	8	10,814
	9	Prepaid expenses and deferred charges			10,700	9	14,565
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a	3,348,516	1,936,730	10c	1,848,557
	b	Less accumulated depreciation	10b	1,499,959			
	11	Investments—publicly traded securities				11	0
	12	Investments—other securities See Part IV, line 11				12	0
	13	Investments—program-related See Part IV, line 11				13	0
	14	Intangible assets				14	0
	15	Other assets See Part IV, line 11				15	0
	16	Total assets. Add lines 1 through 15 (must equal line 34)			2,144,767	16	1,928,998
Liabilities	17	Accounts payable and accrued expenses			117,984	17	84,783
	18	Grants payable				18	
	19	Deferred revenue			37,874	19	43,046
	20	Tax-exempt bond liabilities				20	
	21	Escrow or custodial account liability Complete Part IV of Schedule D				21	
	22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L				22	
	23	Secured mortgages and notes payable to unrelated third parties			1,364,316	23	1,062,622
	24	Unsecured notes and loans payable to unrelated third parties				24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D			15,812	25	8,675
	26	Total liabilities. Add lines 17 through 25			1,535,986	26	1,199,126
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here ☒ and complete lines 27 through 29, and lines 33 and 34.						
	27	Unrestricted net assets			608,362	27	729,222
	28	Temporarily restricted net assets			419	28	650
	29	Permanently restricted net assets				29	
	Organizations that do not follow SFAS 117 (ASC 958), check here ☐ and complete lines 30 through 34.						
	30	Capital stock or trust principal, or current funds				30	
	31	Paid-in or capital surplus, or land, building or equipment fund				31	
	32	Retained earnings, endowment, accumulated income, or other funds				32	
	33	Total net assets or fund balances			608,781	33	729,872
	34	Total liabilities and net assets/fund balances			2,144,767	34	1,928,998

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	2,684,397
2	Total expenses (must equal Part IX, column (A), line 25)	2	2,563,306
3	Revenue less expenses Subtract line 2 from line 1	3	121,091
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	608,781
5	Net unrealized gains (losses) on investments	5	
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	729,872

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII

		Yes	No
1	Accounting method used to prepare the Form 990 ☐ Cash ☒ Accrual ☐ Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both ☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis	2a	No
2b	Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both ☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis	2b	No
2c	If "Yes," to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	2c	
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a	No
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	3b	

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
THE GREAT FREDERICK FAIR INC

Employer identification number
52-0915839

Part I

Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year	
2	Aggregate contributions to (during year)	
3	Aggregate grants from (during year)	
4	Aggregate value at end of year	
5	Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? ☐ Yes☐ No	
6	Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? ☐ Yes☐ No	

Part II

Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1

Purpose(s) of conservation easements held by the organization (check all that apply)

☐ Preservation of land for public use (e g , recreation or education)☐ Preservation of an historically important land area☐ Protection of natural habitat☐ Preservation of a certified historic structure☐ Preservation of open space

2

Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

	Held at the End of the Year
a	Total number of conservation easements
b	Total acreage restricted by conservation easements
c	Number of conservation easements on a certified historic structure included in (a)
d	Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register

3

Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶_____

4

Number of states where property subject to conservation easement is located ▶_____

5

Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?

☐ Yes☐ No

6

Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶_____

7

Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶\$ _____

8

Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?

☐ Yes☐ No

9

In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III

Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a

If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items

b

If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i) Revenues included in Form 990, Part VIII, line 1

▶\$ _____

(ii) Assets included in Form 990, Part X

▶\$ _____

2

If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items

a

Revenues included in Form 990, Part VIII, line 1

▶\$ _____

b

Assets included in Form 990, Part X

▶\$ _____

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Cat No 52283D

Schedule D (Form 990) 2012

Part III

Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3

Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply)

a

☐ Public exhibition

b

☐ Scholarly research

c

☐ Preservation for future generations

d

☐ Loan or exchange programs

e

☐ Other

4

Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII

5

During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?

☐ Yes

☐ No

Part IV

Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a

Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?

☐ Yes

☐ No

b

If "Yes," explain the arrangement in Part XIII and complete the following table

c

Beginning balance

d

Additions during the year

e

Distributions during the year

f

Ending balance

	Amount
1c	
1d	
1e	
1f	

2a

Did the organization include an amount on Form 990, Part X, line 21?

☐ Yes

☐ No

b

If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII

☐

Part V

Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a)Current year	(b)Prior year	b (c)Two years back	(d)Three years back	(e)Four years back
1a	Beginning of year balance				
b	Contributions				
c	Net investment earnings, gains, and losses				
d	Grants or scholarships				
e	Other expenditures for facilities and programs				
f	Administrative expenses				
g	End of year balance				

2

Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as

a

Board designated or quasi-endowment

b

Permanent endowment

c

Temporarily restricted endowment

The percentages in lines 2a, 2b, and 2c should equal 100%

3a

Are there endowment funds not in the possession of the organization that are held and administered for the organization by

(i) unrelated organizations

3a(i)

Yes

No

(ii) related organizations

3a(ii)

Yes

No

b

If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

3b

Yes

No

4

Describe in Part XIII the intended uses of the organization's endowment funds

Part VI

Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements		2,819,584	1,161,295	1,658,289
d Equipment		358,858	226,805	132,053
e Other		170,074	111,859	58,215
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				1,848,557

Schedule D (Form 990) 2012

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements		1	
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12			
a	Net unrealized gains on investments	2a		
b	Donated services and use of facilities	2b		
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII)	2d		
e	Add lines 2a through 2d		2e	
3	Subtract line 2e from line 1		3	
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII)	4b		
c	Add lines 4a and 4b		4c	
5	Total revenue Add lines 3 and 4c . (This must equal Form 990, Part I, line 12)		5	

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements		1	
2	Amounts included on line 1 but not on Form 990, Part IX, line 25			
a	Donated services and use of facilities	2a		
b	Prior year adjustments	2b		
c	Other losses	2c		
d	Other (Describe in Part XIII)	2d		
e	Add lines 2a through 2d		2e	
3	Subtract line 2e from line 1		3	
4	Amounts included on Form 990, Part IX, line 25, but not on line 1 :			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII)	4b		
c	Add lines 4a and 4b		4c	
5	Total expenses Add lines 3 and 4c . (This must equal Form 990, Part I, line 18)		5	

Part XIII Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, line 2, Part XI, lines 2d and 4b, and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

Identifier	Return Reference	Explanation
------------	------------------	-------------

Schedule I
(Form 990)

Department of the Treasury
Internal Revenue Service

Name of the organization
THE GREAT FREDERICK FAIR INC

Grants and Other Assistance to Organizations,
Governments and Individuals in the United States

Complete if the organization answered "Yes," to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990

OMB No 1545-0047

2012

Open to Public
Inspection

Employer identification number
52-0915839

Part I

General Information on Grants and Assistance

- 1

Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?

☒ Yes ☐ No
- 2

Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II

Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance

2

Enter total number of section 501(c)(3) and government organizations listed in the line 1 table

0

3

Enter total number of other organizations listed in the line 1 table

0

Part III

Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22.
Part III can be duplicated if additional space is needed.

(a)Type of grant or assistance	(b)Number of recipients	(c)Amount of cash grant	(d)Amount of non-cash assistance	(e)Method of valuation (book, FMV, appraisal, other)	(f)Description of non-cash assistance
(1) EXHIBITOR PREMIUMS	1999	118,847			

Part IV

Supplemental Information.

Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information

Identifier	Return Reference	Explanation
Grantmaker's Description of How Grants are Used		THE GREAT FREDERICK FAIR'S PROCEDURES FOR MONITORING THE USE OF GRANT FUNDS IN THE UNITED STATES INCLUDE - SIGNED AGREEMENTS/CONTRACTS WITH THE INDIVIDUAL - ACCOUNTING AND TRACKING OF FUNDS IS THROUGH THE FAIR'S OPERATING ACCOUNT AND IN ACCORDANCE WITH ACCOUNTING PRACTICES AND PROCEDURES AS DIRECTED AND ADVISED THROUGH OUR ACCOUNTING FIRM - RECEIPTS/INVOICES FOR GRANT FUND USE ARE MAINTAINED - END OF GRANT REPORTS ARE FILED WITH APPROPRIATE GRANTORS, DETAILING USE OF FUNDS

SCHEDULE M
(Form 990)

Department of the Treasury
Internal Revenue Service

Noncash Contributions

►Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.
► Attach to Form 990.

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
THE GREAT FREDERICK FAIR INC

Employer identification number
52-0915839

Part I

Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art—Works of art				
2 Art—Historical treasures				
3 Art—Fractional interests				
4 Books and publications	X		3,900	FMV
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities—Publicly traded				
10 Securities—Closely held stock				
11 Securities—Partnership, LLC, or trust interests				
12 Securities—Miscellaneous				
13 Qualified conservation contribution—Historic structures				
14 Qualified conservation contribution—Other				
15 Real estate—Residential				
16 Real estate—Commercial				
17 Real estate—Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ► (<u>LODGING</u>)	X	10	1,272	FMV
26 Other ► (<u>MOBILE LAB</u>)	X	1	2,400	FMV
HDWSHG				
27 Other ► (<u>STATIONS</u>)	X	8	2,080	FMV
GOODIE				
28 Other ► (<u>BAGS</u>)	X	5,000	820	FMV
Other ► (<u>LAB COATS</u>)	X	10	398	FMV
PIZZA				
Other ► (<u>BOXES</u>)	X	170	70	FMV
Other ► (<u>CONCRETE</u>)	X	16	1,661	FMV
Other ► (<u>BANNERS</u>)	X	35	2,200	FMV
Other ► (<u>KENNEL/DRS/GATE</u>)	X	15	3,339	FMV
ROTARY				
Other ► (<u>CUTTER</u>)	X	1	195	FMV
PST HOLE				
Other ► (<u>DIGGER</u>)	X	1	150	FMV
Other ► (<u>GOLF CART</u>)	X	1	525	FMV
UTILITY				
Other ► (<u>VEHICLE</u>)	X	4	3,180	FMV
AGRI- THEATER - 24' GRAIN				
Other ► (<u>BIN</u>)	X	1	10,416	FMV
VEHICLE FOR				
Other ► (<u>ENTERTAINERS</u>)	X	1	600	FMV
Other ► (<u>TENTS/CHAIRS/LINENS</u>)	X	1	9,500	FMV

29

Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement

29

30a

During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?

30a

Yes

No

b

If "Yes," describe the arrangement in Part II

31

Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?

31

Yes

No

32a

Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?

32a

Yes

No

b

If "Yes," describe in Part II

33

If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II

Part II

Supplemental Information. Complete this part to provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

Identifier	Return Reference	Explanation
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SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
THE GREAT FREDERICK FAIR INC

Employer identification number
52-0915839

Identifier	Return Reference	Explanation
Form 990, Part IX, Line 24e	Form 990, Part IX, Line 24e Other Expenses	
Form 990, Part IX, Line 24e	Form 990, Part IX, Line 24e Other Expenses	TENT RENTAL Column (A) - Total = \$25482, Column (B) - Program Services = \$0, Column (C) - Management & General = \$0, Column (D) - Fundraising = \$0
Form 990, Part IX, Line 24e	Form 990, Part IX, Line 24e Other Expenses	Telephone Column (A) - Total = \$8757, Column (B) - Program Services = \$0, Column (C) - Management & General = \$0, Column (D) - Fundraising = \$0
Form 990, Part IX, Line 24e	Form 990, Part IX, Line 24e Other Expenses	SPONSORSHIP EXPENSES Column (A) - Total = \$82472, Column (B) - Program Services = \$0, Column (C) - Management & General = \$0, Column (D) - Fundraising = \$0
Form 990, Part IX, Line 24e	Form 990, Part IX, Line 24e Other Expenses	SECURITY Column (A) - Total = \$84915, Column (B) - Program Services = \$0, Column (C) - Management & General = \$0, Column (D) - Fundraising = \$0
Form 990, Part IX, Line 24e	Form 990, Part IX, Line 24e Other Expenses	RETURNED CHECKS Column (A) - Total = \$-160, Column (B) - Program Services = \$0, Column (C) - Management & General = \$0, Column (D) - Fundraising = \$0
Form 990, Part IX, Line 24e	Form 990, Part IX, Line 24e Other Expenses	RESTROOM ATTENDANTS Column (A) - Total = \$7850, Column (B) - Program Services = \$0, Column (C) - Management & General = \$0, Column (D) - Fundraising = \$0
Form 990, Part IX, Line 24e	Form 990, Part IX, Line 24e Other Expenses	REFUSE REMOVAL Column (A) - Total = \$52444, Column (B) - Program Services = \$0, Column (C) - Management & General = \$0, Column (D) - Fundraising = \$0
Form 990, Part IX, Line 24e	Form 990, Part IX, Line 24e Other Expenses	REFUNDS Column (A) - Total = \$1479, Column (B) - Program Services = \$0, Column (C) - Management & General = \$0, Column (D) - Fundraising = \$0
Form 990, Part IX, Line 24e	Form 990, Part IX, Line 24e Other Expenses	RACING Column (A) - Total = \$15769, Column (B) - Program Services = \$0, Column (C) - Management & General = \$0, Column (D) - Fundraising = \$0
Form 990, Part IX, Line 24e	Form 990, Part IX, Line 24e Other Expenses	Printing and Publications Column (A) - Total = \$2562, Column (B) - Program Services = \$0, Column (C) - Management & General = \$0, Column (D) - Fundraising = \$0
Form 990, Part IX, Line 24e	Form 990, Part IX, Line 24e Other Expenses	Postage and Shipping Column (A) - Total = \$11593, Column (B) - Program Services = \$0, Column (C) - Management & General = \$0, Column (D) - Fundraising = \$0
Form 990, Part IX, Line 24e	Form 990, Part IX, Line 24e Other Expenses	PARKING Column (A) - Total = \$33260, Column (B) - Program Services = \$0, Column (C) - Management & General = \$0, Column (D) - Fundraising = \$0
Form 990, Part IX, Line 24e	Form 990, Part IX, Line 24e Other Expenses	MISCELLANEOUS Column (A) - Total = \$763, Column (B) - Program Services = \$0, Column (C) - Management & General = \$0, Column (D) - Fundraising = \$0
Form 990, Part IX, Line 24e	Form 990, Part IX, Line 24e Other Expenses	MEALS & ENTERTAINMENT Column (A) - Total = \$7707, Column (B) - Program Services = \$0, Column (C) - Management & General = \$0, Column (D) - Fundraising = \$0
Form 990, Part IX, Line 24e	Form 990, Part IX, Line 24e Other Expenses	HOUSE TRAILER PUMPING Column (A) - Total = \$2250, Column (B) - Program Services = \$0, Column (C) - Management & General = \$0, Column (D) - Fundraising = \$0
Form 990, Part IX, Line 24e	Form 990, Part IX, Line 24e Other Expenses	GRDSTD CLEANING Column (A) - Total = \$2500, Column (B) - Program Services = \$0, Column (C) - Management & General = \$0, Column (D) - Fundraising = \$0
Form 990, Part IX, Line 24e	Form 990, Part IX, Line 24e Other Expenses	FLOWERS Column (A) - Total = \$69, Column (B) - Program Services = \$0, Column (C) - Management & General = \$0, Column (D) - Fundraising = \$0
Form 990, Part IX, Line 24e	Form 990, Part IX, Line 24e Other Expenses	FIRE & RESCUE Column (A) - Total = \$3662, Column (B) - Program Services = \$0, Column (C) - Management & General = \$0, Column (D) - Fundraising = \$0
Form 990, Part IX, Line 24e	Form 990, Part IX, Line 24e Other Expenses	farmers market expenses Column (A) - Total = \$733, Column (B) - Program Services = \$0, Column (C) - Management & General = \$0, Column (D) - Fundraising = \$0

Identifier	Return Reference	Explanation
Form 990, Part IX, Line 24e	Form 990, Part IX, Line 24e Other Expenses	
Form 990, Part IX, Line 24e	Form 990, Part IX, Line 24e Other Expenses	ELECTRICAL SERVICES Column (A) - Total = \$45674, Column (B) - Program Services = \$0, Column (C) - Management & General = \$0, Column (D) - Fundraising = \$0
Form 990, Part IX, Line 24e	Form 990, Part IX, Line 24e Other Expenses	DUES & SUBSCRIPTIONS Column (A) - Total = \$1960, Column (B) - Program Services = \$0, Column (C) - Management & General = \$0, Column (D) - Fundraising = \$0
Form 990, Part IX, Line 24e	Form 990, Part IX, Line 24e Other Expenses	CREDIT CARD FEES Column (A) - Total = \$32914, Column (B) - Program Services = \$0, Column (C) - Management & General = \$0, Column (D) - Fundraising = \$0
Form 990, Part IX, Line 24e	Form 990, Part IX, Line 24e Other Expenses	COMMISSIONS Column (A) - Total = \$39725, Column (B) - Program Services = \$0, Column (C) - Management & General = \$0, Column (D) - Fundraising = \$0
Form 990, Part IX, Line 24e	Form 990, Part IX, Line 24e Other Expenses	CATALOG Column (A) - Total = \$12121, Column (B) - Program Services = \$0, Column (C) - Management & General = \$0, Column (D) - Fundraising = \$0
Form 990, Part IX, Line 24e	Form 990, Part IX, Line 24e Other Expenses	BANK CHARGES Column (A) - Total = \$840, Column (B) - Program Services = \$0, Column (C) - Management & General = \$0, Column (D) - Fundraising = \$0
Form 990, Part IX, Line 24e	Form 990, Part IX, Line 24e Other Expenses	AFTERNOON GRDSTDEMENT Column (A) - Total = \$883, Column (B) - Program Services = \$0, Column (C) - Management & General = \$0, Column (D) - Fundraising = \$0
Form 990, Part IX, Line 24e	Form 990, Part IX, Line 24e Other Expenses	Column (A) - Total = \$0, Column (B) - Program Services = \$0, Column (C) - Management & General = \$0, Column (D) - Fundraising = \$0
Form 990, Part VI, Line 19	Form 990, Part VI, Line 19 Other Organization Documents Publicly Available	GOVERNING DOCUMENTS, POLICIES AND FINANCIAL STATEMENTS ARE AVAILABLE UPON REQUEST
Form 990, Part VI, Line 11b	Form 990, Part VI, Line 11b Form 990 Review Process	THE GENERAL MANAGER AND TREASURER REVIEW THE FEDERAL FORM 990 THE BOARD OF DIRECTORS MAY MODIFY THIS PROCESS IN THE FUTURE

SCHEDULE R
(Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
THE GREAT FREDERICK FAIR INC

Employer identification number
52-0915839

Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" to Form 990, Part IV, line 33.)

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
(1) FREDERICK CO AGRICULTURAL SOCIETY INC PO BOX 604 FREDERICK, MD 217050604 52-0318921	RENTAL OF DEBT-FINANCED PROPERTY	MD	501 (C) 5		N/A		No

Part III

Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income(related, unrelated, excluded from tax under sections 512- 514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	

Part IV

Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end- of-year assets	(h) Percentage ownership	(i) Section 512 (b)(13) controlled entity?	
								Yes	No

Part V

(Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35b, or 36.)

Yes	No
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- | | | |
|-----------|------------|-----------|
| 1a | | No |
| 1b | | No |
| 1c | Yes | |
| 1d | | No |
| 1e | Yes | |

- | | | |
|----|-----|----|
| 1f | | No |
| 1g | | No |
| 1h | | No |
| 1i | | No |
| 1j | | No |
| | | |
| 1k | Yes | |
| 1l | | No |
| 1m | | No |
| 1n | | No |
| 1o | | No |
| | | |
| 1p | | No |
| 1q | Yes | |
| | | |
| 1r | Yes | |
| 1s | | No |

2

(a) Name of other organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) FREDERICK CO AGRICULTURAL SOCIETY INC	r	3,446	agreement
(2) FREDERICK CO AGRICULTURAL SOCIETY INC	q	1,000	agreement
(3) FREDERICK CO AGRICULTURAL SOCIETY INC	k	102,000	agreement
(4) FREDERICK CO AGRICULTURAL SOCIETY INC	e	113,733	fmv
(5) FREDERICK CO AGRICULTURAL SOCIETY INC	c	20,000	fmv

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

[illegible]

Software ID: 12000229
Software Version: 2012v2.0
EIN: 52-0915839
Name: THE GREAT FREDERICK FAIR INC

Part VII Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule R (see instructions)

Identifier	Return Reference	Explanation	
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