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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ **Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.**

▶ **Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.**

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation
GORDON CROFT FOUNDATION INC

A Employer identification number
52-1682796

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

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

City or town, state or province, country, and ZIP or foreign postal code
BALTIMORE, MD 21202

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)*▶$ 5,872,576

J Accounting method ☑ Cash ☐ Accrual ☐ Other (specify)
(Part I, column (d) must be on cash basis.)

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

			(a) Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities.	67,572	67,572		
	5a	Gross rents				
	b	Net rental income or (loss) ______				
	6a	Net gain or (loss) from sale of assets not on line 10	1,336,617			
	b	Gross sales price for all assets on line 6a 2,453,356				
	7	Capital gain net income (from Part IV, line 2) . . .		1,336,617		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	98	98		
	12	**Total.** Add lines 1 through 11	1,404,287	1,404,287		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0	0		0
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	2,400	1,200		1,200
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	2,422	449		0
	19	Depreciation (attach schedule) and depletion . . .				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	10,285	8,498		893
	24	**Total operating and administrative expenses.** Add lines 13 through 23	15,107	10,147		2,093
	25	Contributions, gifts, grants paid	299,846			299,846
	26	**Total expenses and disbursements.** Add lines 24 and 25	314,953	10,147		301,939
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	1,089,334			
	b	**Net investment income** (if negative, enter -0-)		1,394,140		
	c	**Adjusted net income** (if negative, enter -0-) . . .				

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

			Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	290,918	2,239,316	2,239,316
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	2,017,439	1,318,691	2,964,501
	c	Investments—corporate bonds (attach schedule)	147,119	105,750	103,750
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	618,898	565,009	565,009
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	3,074,374	4,228,766	5,872,576
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☑ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	3,074,374	4,228,766	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see page 17 of the instructions)	3,074,374	4,228,766	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	3,074,374	4,228,766	

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

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,074,374
2	Enter amount from Part I, line 27a	2	1,089,334
3	Other increases not included in line 2 (itemize) ▶	3	68,255
4	Add lines 1, 2, and 3	4	4,231,963
5	Decreases not included in line 2 (itemize) ▶	5	3,197
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	4,228,766

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	1,336,617
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))
2012	202,970	5,277,879	0 038457
2011	215,187	5,170,755	0 041616
2010	350,939	4,906,855	0 071520
2009	427,232	4,445,221	0 096110
2008	351,809	5,871,137	0 059922

2	**Total** of line 1, column (d).	2	0 307625
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 061525
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	5,408,954
5	Multiply line 4 by line 3.	5	332,786
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	13,941
7	Add lines 5 and 6.	7	346,727
8	Enter qualifying distributions from Part XII, line 4.	8	301,939

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	27,883
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	27,883
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	27,883
6	Credits/Payments				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	2,800		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	25,000		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	27,800
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	83
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 2014 estimated tax** ▶ **Refunded** ▶			11	

Part VII-A **Statements Regarding Activities**

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶MD			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (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)*

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

Website address ▶N/A

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

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

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

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

		Line	Yes	No
16	At any time during calendar year 2013, 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.			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)					
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes	☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes	☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes	☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes	☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).	☐ Yes	☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?			1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐					
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?			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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	☐ Yes	☑ No			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____					
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions).			2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____					
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes	☑ No			
b	If "Yes," did it have excess business holdings in 2013 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 2013.)*			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 2013?			4b		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945-5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
KENT G CROFT 7826 CHELSEA STREET BALTIMORE, MD 21204	PRESIDENT 1 00	0	0	0
L GORDON CROFT 7503 CLUB ROAD BALTIMORE, MD 21204	VICE PRESIDENT 1 00	0	0	0
JANE A CROFT 7503 CLUB ROAD BALTIMORE, MD 21204	SECRETARY 1 00	0	0	0

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
Total number of others receiving over $50,000 for professional services. . . . . ▶		0

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

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

Part IX-B **Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3 . . . . ▶	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	3,173,694
b	Average of monthly cash balances	1b	1,752,621
c	Fair market value of all other assets (see instructions)	1c	565,009
d	**Total** (add lines 1a, b, and c)	1d	5,491,324
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	5,491,324
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	82,370
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,408,954
6	**Minimum investment return.** Enter 5% of line 5	6	270,448

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	270,448
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 27,883		
b	Income tax for 2013 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	27,883
3	Distributable amount before adjustments Subtract line 2c from line 1	3	242,565
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	242,565
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	242,565

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	301,939
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	301,939
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	301,939

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				242,565
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			0	
b Total for prior years 20___ , 20___ , 20___		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009. 169,616				
c From 2010. 109,664				
d From 2011.				
e From 2012.				
f Total of lines 3a through e.	279,280			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 301,939				
a Applied to 2012, 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 2013 distributable amount.				242,565
e Remaining amount distributed out of corpus	59,374			
5 Excess distributions carryover applied to 2013 *(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	338,654			
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 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				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 2008 not applied on line 5 or line 7 (see instructions) . . .	0			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	338,654			
10 Analysis of line 9				
a Excess from 2009. . . . 169,616				
b Excess from 2010. . . . 109,664				
c Excess from 2011. . . .				
d Excess from 2012. . . .				
e Excess from 2013. . . . 59,374				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling. . . . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2013	**(b)** 2012	**(c)** 2011	**(d)** 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon **a** "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

See Additional Data Table

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

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

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

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

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

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

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

c Any submission deadlines

NONE

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

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				299,846
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See instructions)
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	67,572	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.			14	98	
8 Gain or (loss) from sales of assets other than inventory			18	1,336,617	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue **a**					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .		0		1,404,287	0

13 Total. Add line 12, columns (b), (d), and (e). **13** 1,404,287

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

******	2014-08-06	******
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
MARK R TOPOLSKI				P00057447

Firm's name ▶	HERTZBACH & COMPANY PA	Firm's EIN ▶ 52-1158459
Firm's address ▶	800 RED BROOK BLVD SUITE 300 OWINGS MILLS, MD 21117	Phone no (410) 363-3200

Form 990PF Part 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)
PUBLICLY TRADED SECURITIES			
PUBLICLY TRADED SECURITIES			
6 2534% CROFT-LEOMINSTER INTERNATIONAL LP	P	2003-07-18	2013-12-31
CROFT SMALL CAP, LP	P	2003-07-18	2013-12-31
CROFT SMALL CAP, LP	P	2003-07-18	2013-12-31
CROFT-LEOMINSTER INTERNATIONAL LP	P	2003-07-18	2013-12-31
CROFT-LEOMINSTER INTERNATIONAL LP	P	2003-07-18	2013-12-31
CAPITAL GAINS DIVIDENDS	P		

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)
12,384		15,960	-3,576
2,189,224		949,807	1,239,417
198,757		228,084	-29,327
			21,762
			36,230
			4,170
			14,950
52,991			52,991

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	
			-3,576
			1,239,417
			-29,327
			21,762
			36,230
			4,170
			14,950
			52,991

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

L GORDON CROFT
JANE A CROFT

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ADKINS ARBORETUM 12610 EVERLAND ROAD PO BOX 100 RIDGELY, MD 21660	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	500
AMERICAN TREE FARM SYSTEM PO BOX 10289 BALTIMORE, MD 21234	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	60
BALTIMORE CITY POLICE EXPLORER'S PROGRAM 901 WALKER AVENUE BALTIMORE, MD 21228	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	400
BALTIMORE COMMUNITY FOUNDATION 2 E READ STREET UNIT 9 BALTIMORE, MD 21201	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	1,100
BARBARA ANN KARMANOS CANCER INSTITUTE 4100 JOHN R COTRIBUTIONS - VEO1FS DETROIT, MI 48201	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR RESEARCH	600
BEL ALTON VOLUNTEER FIRE DEPARTMENT 9765 BEL ALTON NEWTOWN ROAD BEL ALTON, MD 20611	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	75
BIG BROTHERS & BIG SISTERS 3600 CLIPPER MILL ROAD SUITE 250 BALTIMORE, MD 21211	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	1,500
BOARD OF EDUCATION OF DORCHESTER COUNTY 700 GLASGOW STREET CAMBRIDGE, MD 21613	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	3,296
CHARLES REGIONAL MEDICAL CENTER FOUNDATION PO BOX 1701 LA PLATA, MD 20646	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	200
CHILDHOOD APRAXIA OF SPEECH ASSOCIATION 1151 FREEPORT ROAD SUITE 243 PITTSBURGH, PA 15238	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	400
CHURCH OF THE GOOD SHEPHERD 1401 CARROLLTON AVE TOWSON, MD 21204	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	1,500
CIVISTA HEALTH FOUNDATION 701 EAST CHARLES STREET LA PLATA, MD 20646	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	200
COBB ISLAND VOLUNTEER FIRE DEPARTMENT 13290 MAIN AVE PO BOX 156 COBB ISLAND, MD 20625	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	75
COLLEGE BOUND FOUNDATION 300 WATER STREET SUITE 300 BALTIMORE, MD 21202	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	600
COLLEGE OF SOUTHERN MARYLAND FOUNDATION 8730 MITCHELL ROAD PO BOX 910 LA PLATA, MD 20646	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR EDUCATION	475
Total . . . . ▶ 3a				299,846

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
CONGREGATION SHA'ARE SHALOM 19357 EVERGREEN MILLS ROAD LEESBURG, VA 20175	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	100
CONTEMPORARY MUSEUM 100 W CENTRE STREET BALTIMORE, MD 21201	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	150
CRISTO REY JESUIT HIGH SCHOOL 420 SOUTH CHESTER STREET BALTIMORE, MD 21231	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR EDUCATION	15,000
DARTMOUTH COLLEGE 6016 MCNUTT HALL HANOVER, NH 03755	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR EDUCATION	300
DELAWARE HOSPICE 16 POLLY DRUMMOND CENTER NEWARK, DE 19711	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	100
DOMINICAN DENTAL PROJECT INC 1302 CONCOURSE DRIVE SUITE 101 LINTHICUM, MD 21090	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	125
EASTON VOLUNTEER FIRE DEPARTMENT 315 AURORA PARK DRIVE PO BOX 851 EASTON, MD 21601	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	150
FOOD FOR THE HUNGRY 1224 EAST WASHINGTON STREET PHOENIX, AZ 85034	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	1,000
GENESIS JOBS INC 5620 THE ALAMEDA BALTIMORE, MD 21239	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	300
INDIAN HEAD CENTER FOR THE ARTS 4185 INDIAN HEAD HWY INDIAN HEAD, MD 20604	NONE	501 (C)(3) PUBLIC CH	PAYMENT FOR EDUCATION	200
IRONSIDES RESCUE SQUAD INC PO BOX 158 IRONSIDE, MD 20643	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	100
JOHNS HOPKINS UNIVERSITY 3400 NORTH CHARLES STREET BALTIMORE, MD 21218	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR EDUCATION	248,065
JUBILEE BALTIMORE INC 1228 NORTH CALVERT STREET BALTIMORE, MD 21202	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	200
JUVENILE DIABETES RESEARCH FOUNDATION 825 HAMMONDS FERRY ROAD SUITE H-J LINTHICUM, MD 21090	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	100
LA PLATA VOLUNTEER FIRE DEPARTMENT 911 WASHINGTON AVE PO BOX 728 LA PLATA, MD 20646	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	75
Total . . . . ▶ **3a**				299,846

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
LYNCHBURG HUMANE SOCIETY 3305 NAVAL RESERVE ST LYNCHBURG,VA 24501	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	200
MARYLAND CLUB PRESERVATION FOUNDATION 1 E EAGER STREET BALTIMORE,MD 21202	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	1,000
MARYLAND FOUNDATION FOR RESEARCH & ECONOMIC EDUCATION 8830 ORCHARD TREE LANE SUITE B TOWSON,MD 21286	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR EDUCATION	100
MARYLAND HISTORICAL SOCIETY 201 WEST MONUMENT STREET BALTIMORE,MD 21201	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	200
MARYLAND MENTORING PARTNERSHIP 517 NORTH CHARLES STREET SUITE 200 BALTIMORE,MD 21201	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	200
MARYLAND ZOO IN BALTIMORE 2570 DRUID HILL AVE BALTIMORE,MD 21217	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	300
MISSION OF LOVE OF PRINCE GEORGE'S COUNTY 6180 OLD CENTRAL AVE CAPITOL HEIGHTS,MD 20743	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	300
MT VERNON PLACE CONSERVANCY 901 SOUTH BOND ST SUITE 400A BALTIMORE,MD 21231	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	1,500
NANJEMOY VOLUNTEER FIRE DEPARTMENT COMPANY NO 4 4260 PORT TOBACCO ROAD NANJEMOY,MD 20662	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	75
NATIONAL D-DAY MEMORIAL FOUNDATION 202 EAST MAIN STREET BEDFORD,VA 24523	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	50
OAKTON COUGAR CEW BOOSTERS CLUB PO BOX 3206 OAKLAND,VA 22124	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	300
PAUL'S PLACE OUTREACH CENTER 1118 WARD STREET BALTIMORE,MD 21230	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	200
PICKERSGILL RETIREMENT COMMUNITY 815 CHESTNUT AVENUE TOWSON,MD 21204	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	1,400
REHOBOTH ART LEAGUE 12 DODDS LANE REHOBOTH BEACH,DE 19971	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR EDUCATION	100
REHOBOTH BEACH MUSEUM 511 REHOBOTH AVENUE REHOBOTH BEACH,DE 19971	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	100
Total . . . . ▶ **3a**				299,846

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
REHOBOTH BEACH VOLUNTEER FIRE COMPANY 219 REHOBOTH AVE REHOBOTH BEACH, DE 19971	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	100
ROLAND PARK COUNTRY SCHOOL 5204 ROLAND AVE BALTIMORE, MD 21210	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR EDUCATION	1,000
RUXTON RIDERWOOD LAKE ROLAND AREA FOUNDATION PO BOX 204 RIDERWOOD, MD 21139	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	150
SANTA CLAUS ANONYMOUS 1228 NORTH CALVERT STREET BALTIMORE, MD 21202	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	100
SENIOR SERVICES OF CHARLES COUNTY 8190 PORT TOBACCO ROAD PORT TOBACCO, MD 20677	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	100
SOUTHERN MD SOCIETY SCHOLARSHIP FUND 3 CHURCH CIRCLE SUITE 309 ANNAPOLIS, MD 21401	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR EDUCATION	1,000
ST MARY'S SCHOOL HSA 109 DUKE OF GLOUCESTER ST ANNAPOLIS, MD 21401	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR EDUCATION	350
ST PAUL'S SCHOOL 11152 FALLS ROAD PO BOX 8100 BROOKLANDVILLE, MD 21220	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR EDUCATION	2,500
TENTH DISTRICT VOLUNTEER FIRE DEPARTMENT PO BOX 522 MARBURY, MD 20658	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	75
THE EDWARD A MYERBERG CENTER 3101 FALLSTAFF ROAD BALTIMORE, MD 21209	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	200
TUERK HOUSE 730 ASHBURTON STREET BALTIMORE, MD 21216	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	800
UNITED METHODIST CHURCH PO BOX 2824 LA PLATA, MD 20646	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	700
UNIVERSITY OF OKLAHOMA SOONER CLUB 180 W BROOKS SUITE 3575 NORMAN, OK 73019	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	100
VARIOUS BALTIMORE AREA SCHOOLS VARIOUS BALTIMORE, MD 21202	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR EDUCATION	7,400
VIRGINIA BEACH VOL RESCUE SQUAD 740 VIRGINIA BEACH BOULEVARD VIRGINIA BEACH, VA 23451	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	300
Total . . . . ▶ **3a**				299,846

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
WASHINGTON & LEE GENERAL'S CLUB ROUTE 11 SOUTH LEXINGTON,VA 24450	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR EDUCATION	1,300
WBAL RADIO KIDS CAMPAIGN 3800 HOOPER AVE BALTIMORE,MD 21211	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	300
WILDFOWL TRUST OF NORTH AMERICA INC 600 DISCOVERY LANE GRASONVILLE,MD 21638	NONE	501 (C)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	200
WOUNDED WARRIOR PROJECT 4899 BELFORT ROAD JACKSONVILLE,FL 32256	NONE	501 (C)(3) PUBLIC CH	PAYMENTS TO COMMUNITY IMPROVEMENTS	200
Total . . . . ▶ **3a**				299,846

TY 2013 Accounting Fees Schedule

Name: GORDON CROFT FOUNDATION INC

EIN: 52-1682796

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION	2,400	1,200		1,200

TY 2013 General Explanation Attachment

Name: GORDON CROFT FOUNDATION INC

EIN: 52-1682796

Identifier	Return Reference	Explanation
	FORM 990-PF PART II LINE 10	BOOK VALUE OF ALL OF THE ORGANIZATION'S INVESTMENTS ARE RECORDED AT COST UNLESS OTHERWISE INDICATED

TY 2013 Investments Corporate Bonds Schedule

Name: GORDON CROFT FOUNDATION INC

EIN: 52-1682796

Name of Bond	End of Year Book Value	End of Year Fair Market Value
250,000 ABITIBI CONSOLIDATE	0	0
100,000 CENTURYLINK INC	105,750	103,750

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491218007014

TY 2013 Investments Corporate Stock Schedule

Name: GORDON CROFT FOUNDATION INC

EIN: 52-1682796

Name of Stock	End of Year Book Value	End of Year Fair Market Value
21,972 SHS T ROWE PRICE GROUP, INC.	291,704	1,840,594
1,092 SHS INVESCO LTD	18,631	39,749
1,600 SHS VERDE POTASH PLC	0	0
401 SHS ACE LTD	15,381	41,516
0 SHS PRETIUM RESOURCES INC	0	0
1,536 SHS ULTRA PETROLEUM CORP	88,392	33,254
0 SHS ALBEMARLE CORP	0	0
2,300 SHS ALLIED NEVADA GOLD CORP	65,551	8,165
250 SHS CITIGROUP INC	10,081	13,028
8,159.208 SHS CROFT-LEOMINSTER VALUE FUND	170,693	218,585
736 SHS DEERE & CO	30,268	67,219
436 SHS DU PONT E I DE NEMOURS & CO	19,526	28,327
2,470 SHS FREEPORT-MCMORAN COPPER & GOLD	92,553	93,218
0 SHS GENERAL CABLE CORP	0	0
307 SHS METLIFE INC	13,072	16,553
400 SHS MOSAIC CO	32,844	18,908
400 SHS PRUDENTIAL FINANCIAL INC	12,175	36,888
2,469 SHS SOUTHWESTERN ENERGY	58,319	97,106
365 SHS UNITED TECHNOLOGIES CORP	23,956	41,537
0 SHS WEYERHAEUSER CO	0	0
747 SHS WILLIAMS COS INC	5,995	28,812
0 SHS NORFOLK SOUTHERN CORP	0	0
1,800 SHS AMERICAN INTL GROUP	58,990	91,890
300 SHS COUNTY FIRST BANK	6,300	6,075
5,780 SHS PARAMOUNT GOLD AND SILVER	14,429	5,386
749 SHS WPX ENERGY INC	4,020	15,265
13,360 SHS ATNA RESOURCES LTD	14,456	1,383
0 SHS RAINY RIVER RESOURCE LTD	0	0
190 SHS RESOLUTE FOREST PRODUCT	41,369	3,044
591 SHS NEW GOLD INC	4,453	3,097

Name of Stock	End of Year Book Value	End of Year Fair Market Value
7,909.533 SHS CROFT VAULE FUND - CLASS I	225,533	214,902

TY 2013 Investments - Other Schedule

Name: GORDON CROFT FOUNDATION INC

EIN: 52-1682796

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
0% CROFT-LEOMINSTER INTERNATIONAL, LP	FMV	0	0
2.2005493% CROFT SMALL-CAP LP	FMV	565,009	565,009

TY 2013 Other Decreases Schedule

Name: GORDON CROFT FOUNDATION INC

EIN: 52-1682796

Description	Amount
PRIOR PERIOD ADJUSTMENT	3,197

TY 2013 Other Expenses Schedule

Name: GORDON CROFT FOUNDATION INC

EIN: 52-1682796

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER DEDUCTIONS - STATE STREET BANK & TRUST	3,574	1,787		893
OTHER DEDUCTIONS - K-1'S	6,711	6,711		0

TY 2013 Other Income Schedule

Name: GORDON CROFT FOUNDATION INC

EIN: 52-1682796

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
STATE STREET BANK - LITIGATION SETTLEMENT	98	98	98

TY 2013 Other Increases Schedule

Name: GORDON CROFT FOUNDATION INC

EIN: 52-1682796

Description	Amount
UNREALIZED GAINS	68,255

TY 2013 Taxes Schedule

Name: GORDON CROFT FOUNDATION INC

EIN: 52-1682796

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES PAID ON SECURITIES	449	449		0
FEDERAL TAXES PAID	1,973	0		0