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
FANCY HILL FOUNDATION

A Employer identification number
52-2284314

Number and street (or P O box number if mail is not delivered to street address)
901 SOUTH BOND STREET

Room/suite

B Telephone number (see instructions)
(410) 537-5404

City or town, state or province, country, and ZIP or foreign postal code
BALTIMORE, MD 21231

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)*▶$ 5,959,124

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))*

		Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1		Contributions, gifts, grants, etc , received (attach schedule)				
	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	83,081	81,155		
	5a		Gross rents				
	b		Net rental income or (loss)				
	6a		Net gain or (loss) from sale of assets not on line 10	363,856			
	b		Gross sales price for all assets on line 6a 2,607,760				
	7		Capital gain net income (from Part IV, line 2)		363,856		
	8		Net short-term capital gain			0	
	9		Income modifications				
	10a		Gross sales less returns and allowances				
	b		Less Cost of goods sold				
	c		Gross profit or (loss) (attach schedule)				
	11		Other income (attach schedule)				
	12		**Total.** Add lines 1 through 11	446,937	445,011		
Operating and Administrative Expenses	13		Compensation of officers, directors, trustees, etc				
	14		Other employee salaries and wages		0	0	0
	15		Pension plans, employee benefits		0	0	
	16a		Legal fees (attach schedule)				0
	b		Accounting fees (attach schedule)				
	c		Other professional fees (attach schedule)	29,457	29,457		0
	17		Interest				0
	18		Taxes (attach schedule) (see instructions)	8,217	644		0
	19		Depreciation (attach schedule) and depletion	0	0		
	20		Occupancy				
	21		Travel, conferences, and meetings		0	0	
	22		Printing and publications		0	0	
	23		Other expenses (attach schedule)				
	24		**Total operating and administrative expenses.** Add lines 13 through 23	37,674	30,101	0	0
	25		Contributions, gifts, grants paid	245,834			245,834
	26		**Total expenses and disbursements.** Add lines 24 and 25	283,508	30,101	0	245,834
	27		Subtract line 26 from line 12				
	a		**Excess of revenue over expenses and disbursements**	163,429			
	b		**Net investment income** (if negative, enter -0-)		414,910		
	c		**Adjusted net income** (if negative, enter -0-)			0	

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

	Line	Description	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	207,121	283,863	283,863
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶		0	0
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶ 0			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	3,220,803	3,428,551	4,971,131
	c	Investments—corporate bonds (attach schedule)	848,838	725,923	704,130
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			0
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	4,276,762	4,438,337	5,959,124
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	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☑ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds	4,276,762	4,438,337	
	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)	4,276,762	4,438,337	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	4,276,762	4,438,337	

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	4,276,762
2	Enter amount from Part I, line 27a	2	163,429
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	4,440,191
5	Decreases not included in line 2 (itemize) ▶	5	1,854
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	4,438,337

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			(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	
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	363,856
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	55,000	4,812,805	0 011428
2011	41,250	4,649,366	0 008872
2010	237,550	4,228,887	0 056173
2009	277,465	3,879,306	0 071524
2008	250,167	4,603,324	0 054345

2	**Total** of line 1, column (d).	2	0 202342
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 040468
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	5,247,174
5	Multiply line 4 by line 3.	5	212,343
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	4,149
7	Add lines 5 and 6.	7	216,492
8	Enter qualifying distributions from Part XII, line 4.	8	245,834

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	4,149
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	4,149
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	4,149
6	Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a 6,179		
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 45		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	6,224
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	0
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	2,075
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 2,075 **Refunded** ▶		11	0

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 ▶ $ ______ **(2)** On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		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 ▶

14 The books are in care of ▶BROWN ADVISORY Telephone no ▶(410) 537-5404

Located at ▶901 SOUTH BOND STREET BALTIMORE MD ZIP +4 ▶21231

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

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

		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

		Line	Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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		No
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ 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
See Additional Data Table				

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes			
a	Average monthly fair market value of securities		1a	4,980,789
b	Average of monthly cash balances		1b	346,291
c	Fair market value of all other assets (see instructions)		1c	0
d	**Total** (add lines 1a, b, and c)		1d	5,327,080
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	5,327,080
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	79,906
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	5,247,174
6	**Minimum investment return.** Enter 5% of line 5		6	262,359

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	262,359
2a	Tax on investment income for 2013 from Part VI, line 5	2a 4,149		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	4,149
3	Distributable amount before adjustments Subtract line 2c from line 1		3	258,210
4	Recoveries of amounts treated as qualifying distributions		4	0
5	Add lines 3 and 4		5	258,210
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	258,210

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	245,834
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	245,834
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	4,149
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	241,685

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				258,210
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			188,062	
b Total for prior years 2011 , 20___ , 20___		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008. 0				
b From 2009. 0				
c From 2010. 0				
d From 2011. 0				
e From 2012. 0				
f **Total** of lines 3a through e.	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 245,834				
a Applied to 2012, but not more than line 2a			188,062	
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.				57,772
e Remaining amount distributed out of corpus	0			
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	0			
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				200,438
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	0			
10 Analysis of line 9				
a Excess from 2009. . . . 0				
b Excess from 2010. . . . 0				
c Excess from 2011. . . . 0				
d Excess from 2012. . . . 0				
e Excess from 2013. . . . 0				

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))

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

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

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

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

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

c Any submission deadlines

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

Part XV **Supplementary Information** (continued)

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

Recipient 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**				245,834
b *Approved for future payment* See Additional Data Table				
Total . . . . ▶ **3b**				500,000

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities. . . .			14	83,081	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	363,856	
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). .				446,937	

13 **Total.** Add line 12, columns (b), (d), and (e). 13 446,937

(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

******	2014-09-24	******
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
JERRY L ADAMS		2014-09-24		P01776553

Firm's name	BROWN INVESTMENT ADVISORY & TRUST	Firm's EIN
Firm's address	901 SOUTH BOND STREET BALTIMORE, MD 21231	Phone no (410) 537-5484

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
169 HARRIS CORP		2009-06-25	2013-01-02
125 JOHNSON & JOHNSON		2012-02-29	2013-01-02
41 FOSSIL INC		2011-08-24	2013-01-03
2 HARRIS CORP		2009-06-25	2013-01-03
134 HARRIS CORP		2009-07-10	2013-01-07
145 EATON CORP PLC		2012-11-30	2013-01-07
175 EMERSON ELECTRIC CO		2012-02-29	2013-01-08
130 EATON CORP PLC		2012-11-30	2013-01-08
121 EMERSON ELECTRIC CO		2011-11-02	2013-01-14
45 EMERSON ELECTRIC CO		2012-02-29	2013-01-14
6588 413 OAKMARK INTL SMALL CAP CL I		2010-06-11	2013-01-14
135 EATON CORP PLC		2012-11-30	2013-01-14
119 EMERSON ELECTRIC CO		2011-11-02	2013-01-15
145 EMERSON ELECTRIC CO		2011-10-20	2013-01-15
145 EMERSON ELECTRIC CO		2011-12-22	2013-01-16
PROCEEDS OF LITIGATION FROM DELL INC			2013-01-16
165 DELL INC		2010-05-20	2013-01-17
120 NOVARTIS AG ADR		2012-09-11	2013-01-17
34 COGNIZANT TECH SOLUTIONS CRP COM		2012-05-10	2013-01-22
14 COGNIZANT TECH SOLUTIONS CRP COM		2012-05-10	2013-01-22
205 DELL INC		2010-05-21	2013-01-22
35 COGNIZANT TECH SOLUTIONS CRP COM		2012-05-10	2013-01-23
13 COGNIZANT TECH SOLUTIONS CRP COM		2012-05-10	2013-01-23
120 JOHNSON & JOHNSON		2012-02-10	2013-01-24
28 COACH INC		2012-08-07	2013-01-25
70 COACH INC		2012-09-21	2013-01-28
154 PACCAR INC		2012-03-14	2013-01-30
83 COACH INC		2012-09-21	2013-01-31
33 COACH INC		2012-08-15	2013-02-01
52 COACH INC		2008-09-11	2013-02-01

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66 COACH INC		2012-08-14	2013-02-01
89 COACH INC		2008-09-11	2013-02-04
23 COACH INC		2008-09-11	2013-02-05
42 COACH INC		2008-09-11	2013-02-06
1065 DELL INC		2010-10-07	2013-02-07
335 DELL INC		2012-08-23	2013-02-07
80 DIAGEO PLC-SPONSORED ADR NEW REPSTG 4 ORD SHS		2011-10-12	2013-02-07
51 DIAGEO PLC-SPONSORED ADR NEW REPSTG 4 ORD SHS		2011-10-12	2013-02-08
76 COACH INC		2008-09-11	2013-02-14
615 CA INC		2010-06-30	2013-02-15
51 COACH INC		2008-10-17	2013-02-15
88 PRUDENTIAL FINANCIAL INC		2012-04-11	2013-02-19
146 PRUDENTIAL FINANCIAL INC		2012-02-16	2013-02-19
7 COVANCE INC		2009-10-30	2013-02-20
92 COACH INC		2009-03-11	2013-02-21
3 COVANCE INC		2009-10-30	2013-02-21
3 COVANCE INC		2009-10-30	2013-02-21
81 OCCIDENTAL PETROLEUM CORP		2012-05-18	2013-02-21
20 OCCIDENTAL PETROLEUM CORP		2010-10-20	2013-02-21
234 ORACLE SYSTEMS		2011-06-28	2013-02-21
75 3M COMPANY		2008-03-10	2013-02-21
39 COACH INC		2009-03-11	2013-02-22
3 COVANCE INC		2009-10-30	2013-02-22
2 COVANCE INC		2009-10-30	2013-02-22
100 OCCIDENTAL PETROLEUM CORP		2012-11-01	2013-02-22
18 PRUDENTIAL FINANCIAL INC		2012-02-15	2013-02-22
47 PRUDENTIAL FINANCIAL INC		2012-04-11	2013-02-22
20 COACH INC		2009-03-11	2013-02-25
11 COVANCE INC		2009-10-30	2013-02-25
3 COVANCE INC		2009-10-30	2013-02-25

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

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33 COACH INC		2009-03-11	2013-02-26
7 COVANCE INC		2009-10-30	2013-02-26
62 COACH INC		2009-03-11	2013-02-27
2 COVANCE INC		2009-10-30	2013-02-27
71 CARBO CERAMICS INC		2012-02-23	2013-02-28
2 COVANCE INC		2009-07-16	2013-02-28
100 ACE LTD		2009-08-05	2013-02-28
14 COVANCE INC		2009-07-16	2013-03-01
31 COVANCE INC		2009-07-16	2013-03-01
5 COVANCE INC		2009-07-16	2013-03-04
4 COVANCE INC		2009-07-16	2013-03-04
6 GOOGLE INC CL A		2011-05-05	2013-03-04
5 COVANCE INC		2009-07-16	2013-03-05
4 COVANCE INC		2009-07-16	2013-03-05
65 JOHNSON & JOHNSON		2012-02-10	2013-03-05
11 COVANCE INC		2009-04-29	2013-03-06
5 COVANCE INC		2009-04-29	2013-03-06
105 TIFFANY & CO		2012-07-18	2013-03-08
240 TIFFANY & CO		2012-06-15	2013-03-13
40008 323 BROWN ADVISORY INTERMEDIATE INCOME		2011-12-08	2013-03-14
715 043 BROWN ADVISORY INTERMEDIATE INCOME		2012-12-12	2013-03-14
33 CIMAREX ENERGY CO		2012-01-04	2013-03-19
122 CIMAREX ENERGY CO		2012-01-04	2013-03-20
25 CIMAREX ENERGY CO		2012-11-06	2013-03-20
5 CARBO CERAMICS INC		2012-02-08	2013-03-21
47 CIMAREX ENERGY CO		2012-01-27	2013-03-25
60 CIMAREX ENERGY CO		2012-12-21	2013-03-25
25000 BROWN ADVISORY TACTICAL BOND ADV		2011-10-03	2013-03-27
177 438 DOUBLELINE EMG MKTS INC I		2012-12-05	2013-03-27
4343 358 DOUBLELINE EMG MKTS INC I		2011-11-22	2013-03-27

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)
396 699 HARBOR FUND INTERNATL FD		2011-02-17	2013-03-27
46 ESTEE LAUDER COMPANIES CL A		2013-01-28	2013-04-15
6 ESTEE LAUDER COMPANIES CL A		2012-03-15	2013-04-15
87 PRUDENTIAL FINANCIAL INC		2012-02-15	2013-04-15
37 3M COMPANY		2008-03-10	2013-04-15
3 CORE LABORATORIES N V		2011-09-16	2013-04-15
160 E I DU PONT DE NEMOURS & CO		2012-10-23	2013-04-16
55 FMC TECHNOLOGIES INC		2012-04-24	2013-04-16
15 CORE LABORATORIES N V		2011-09-16	2013-04-16
56 PRUDENTIAL FINANCIAL INC		2012-05-03	2013-04-18
4 PRUDENTIAL FINANCIAL INC		2012-02-15	2013-04-18
50 3M COMPANY		2008-03-10	2013-04-18
11 DAVITA INC		2013-03-04	2013-04-19
45 EXPRESS SCRIPTS HLDGS C		2011-03-02	2013-04-19
95 JOHNSON & JOHNSON		2012-02-10	2013-04-19
100 JOHNSON & JOHNSON		2012-02-10	2013-04-19
70 NOVARTIS AG ADR		2010-12-16	2013-04-19
40 NOVARTIS AG ADR		2012-08-07	2013-04-19
67 PACCAR INC		2012-03-14	2013-04-19
294 PRUDENTIAL FINANCIAL INC		2012-06-15	2013-04-19
153 3M COMPANY		2009-07-23	2013-04-19
315 ACE LTD		2010-01-07	2013-04-19
11 DAVITA INC		2013-03-01	2013-04-22
103 PACCAR INC		2012-03-05	2013-04-22
76 COGNIZANT TECH SOLUTIONS CRP COM		2012-05-07	2013-04-25
9 COGNIZANT TECH SOLUTIONS CRP COM		2008-10-30	2013-04-25
305 MICROSOFT CORP		2010-01-29	2013-04-25
4 GOOGLE INC CL A		2011-04-15	2013-04-30
4 MEAD JOHNSON NUTRITION CO		2012-07-17	2013-04-30
28 ESTEE LAUDER COMPANIES CL A		2013-01-28	2013-05-01

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)
16 AMPHENOL CORP - CL A		2010-04-21	2013-05-02
5 ESTEE LAUDER COMPANIES CL A		2013-01-28	2013-05-02
50 ESTEE LAUDER COMPANIES CL A		2012-03-16	2013-05-02
17 ACCENTURE PLC CL A		2007-11-09	2013-05-02
44 AMPHENOL CORP - CL A		2010-04-21	2013-05-03
7 GOOGLE INC CL A		2011-04-15	2013-05-03
22 MEAD JOHNSON NUTRITION CO		2012-07-17	2013-05-03
120 MICROCHIP TECHNOLOGY INC		2012-10-16	2013-05-03
95 PACCAR INC		2012-03-06	2013-05-03
6 ACCENTURE PLC CL A		2007-11-09	2013-05-03
23 AMPHENOL CORP - CL A		2010-04-20	2013-05-06
14 MEAD JOHNSON NUTRITION CO		2012-07-18	2013-05-06
25 ACCENTURE PLC CL A		2007-11-09	2013-05-06
1 MEAD JOHNSON NUTRITION CO		2012-07-18	2013-05-07
23 MEAD JOHNSON NUTRITION CO		2012-01-19	2013-05-07
14 ACCENTURE PLC CL A		2007-11-09	2013-05-07
180 JOHNSON & JOHNSON		2012-06-01	2013-05-09
10 JOHNSON & JOHNSON		2012-02-10	2013-05-09
115 NOVARTIS AG ADR		2011-01-06	2013-05-09
12 COGNIZANT TECH SOLUTIONS CRP COM		2008-10-30	2013-05-10
30 COGNIZANT TECH SOLUTIONS CRP COM		2008-10-30	2013-05-13
120 CHARLES SCHWAB CORP		2008-05-05	2013-05-13
31 COGNIZANT TECH SOLUTIONS CRP COM		2008-10-30	2013-05-14
57 CHARLES SCHWAB CORP		2008-05-05	2013-05-14
49 STARBUCKS CORP		2013-02-22	2013-05-14
60 COGNIZANT TECH SOLUTIONS CRP COM		2008-10-22	2013-05-15
37 CHARLES SCHWAB CORP		2008-05-05	2013-05-16
27 CHARLES SCHWAB CORP		2008-05-13	2013-05-17
33 FLUOR CORP NEW COM		2011-03-04	2013-05-24
22 FLUOR CORP NEW COM		2011-03-04	2013-05-28

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14 FLUOR CORP NEW COM		2011-03-04	2013-05-29
110 NOVARTIS AG ADR		2011-01-06	2013-05-29
10 FLUOR CORP NEW COM		2011-03-07	2013-05-30
110 PACCAR INC		2012-03-06	2013-05-30
35 E I DU PONT DE NEMOURS & CO		2012-10-23	2013-05-31
50 E I DU PONT DE NEMOURS & CO		2009-11-09	2013-05-31
54 MICROCHIP TECHNOLOGY INC		2012-10-16	2013-05-31
56 MICROCHIP TECHNOLOGY INC		2012-10-16	2013-06-03
65 CHARLES SCHWAB CORP		2008-05-13	2013-06-04
37 CHARLES SCHWAB CORP		2008-05-13	2013-06-05
105 CHARLES SCHWAB CORP		2008-05-13	2013-06-06
30 CHARLES SCHWAB CORP		2008-04-24	2013-06-07
20 MICROSOFT CORP		2012-12-05	2013-06-18
255 MICROSOFT CORP		2010-12-02	2013-06-18
75 PACCAR INC		2012-03-06	2013-06-21
250 CHARLES SCHWAB CORP		2008-07-01	2013-06-27
61 EXPRESS SCRIPTS HLDGS C		2011-03-02	2013-07-09
27 STARBUCKS CORP		2013-02-21	2013-07-09
2 CORE LABORATORIES N V		2011-09-16	2013-07-09
140 HARTFORD FINANCIAL SERVICES GROUP INC		2013-05-09	2013-07-10
290 METLIFE INC COM		2012-03-14	2013-07-10
45 STARBUCKS CORP		2012-10-25	2013-07-10
3 CORE LABORATORIES N V		2011-09-16	2013-07-10
425 CHARLES SCHWAB CORP		2013-05-09	2013-07-11
6 COVANCE INC		2009-04-29	2013-07-12
2 CORE LABORATORIES N V		2011-09-16	2013-07-12
7 COVANCE INC		2009-04-29	2013-07-15
3 COVANCE INC		2009-04-29	2013-07-16
4 COVANCE INC		2009-04-29	2013-07-17
6 CORE LABORATORIES N V		2011-09-16	2013-07-17

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)
150 NORTHERN TR CORP		2011-02-11	2013-07-18
105 E I DU PONT DE NEMOURS & CO		2009-11-10	2013-07-19
240 EATON CORP PLC		2012-11-30	2013-07-19
80 MICROCHIP TECHNOLOGY INC		2012-10-23	2013-07-22
75 E I DU PONT DE NEMOURS & CO		2009-11-10	2013-07-23
135 MICROCHIP TECHNOLOGY INC		2012-05-10	2013-07-23
25 MICROCHIP TECHNOLOGY INC		2012-10-23	2013-07-23
75 PACCAR INC		2012-04-11	2013-07-24
65 EATON CORP PLC		2012-11-30	2013-07-24
2 CORE LABORATORIES N V		2012-10-05	2013-08-01
2 CORE LABORATORIES N V		2011-09-16	2013-08-01
50 METLIFE INC COM		2012-09-14	2013-08-02
130 METLIFE INC COM		2012-02-10	2013-08-02
4 CORE LABORATORIES N V		2012-10-05	2013-08-02
2 CORE LABORATORIES N V		2012-10-05	2013-08-05
2 ANSYS INC		2010-11-30	2013-08-06
27 FOSSIL GROUP INC		2011-08-24	2013-08-06
10 FOSSIL GROUP INC		2011-09-06	2013-08-07
100 E I DU PONT DE NEMOURS & CO		2009-11-06	2013-08-08
10 FOSSIL GROUP INC		2011-09-06	2013-08-08
169 99977 FREEPORT-MCMORAN COPPER & GOLD B		2012-03-14	2013-08-08
160 00023 FREEPORT-MCMORAN COPPER & GOLD B		2011-10-19	2013-08-08
125 EATON CORP PLC		2012-11-30	2013-08-08
38 METLIFE INC COM		2012-09-14	2013-08-19
162 METLIFE INC COM		2012-01-24	2013-08-19
146 NETAPP INC		2011-08-03	2013-08-20
3 MASTERCARD INC		2008-09-25	2013-08-21
8 MASTERCARD INC		2012-09-24	2013-08-21
48 NETAPP INC		2011-08-03	2013-08-21
255 BEST BUY COMPANY INC		2013-02-19	2013-08-22

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6 DECKERS OUTDOOR CORP		2013-01-15	2013-08-22
9 MASTERCARD INC		2008-09-25	2013-08-22
99 DECKERS OUTDOOR CORP		2013-01-15	2013-08-23
9 MASTERCARD INC		2008-09-25	2013-08-23
9 MASTERCARD INC		2008-09-25	2013-08-26
10 MASTERCARD INC		2008-09-29	2013-08-27
20 MASTERCARD INC		2008-11-10	2013-08-28
4 CORE LABORATORIES N V		2012-10-05	2013-08-28
22 MASTERCARD INC		2009-01-16	2013-08-29
13 MASTERCARD INC		2009-01-16	2013-08-30
7 CORE LABORATORIES N V		2012-10-08	2013-09-05
100 DECKERS OUTDOOR CORP		2013-01-15	2013-09-06
1 CORE LABORATORIES N V		2012-10-08	2013-09-06
8 ANSYS INC		2010-11-30	2013-09-10
6 ANSYS INC		2010-11-30	2013-09-11
9 ANSYS INC		2010-10-18	2013-09-12
1 ANSYS INC		2010-10-18	2013-09-16
50 CARBO CERAMICS INC		2012-02-08	2013-09-16
3 ANSYS INC		2010-10-18	2013-09-17
110 MICROSOFT CORP		2012-12-05	2013-09-17
50 MICROSOFT CORP		2011-03-04	2013-09-17
7 ANSYS INC		2010-10-18	2013-09-18
17 CARBO CERAMICS INC		2012-02-08	2013-09-30
35 STARBUCKS CORP		2012-10-25	2013-09-30
32 CARBO CERAMICS INC		2012-02-08	2013-10-01
21 STARBUCKS CORP		2012-10-25	2013-10-01
13 STARBUCKS CORP		2012-10-25	2013-10-02
51 CARBO CERAMICS INC		2012-02-29	2013-10-04
7 APPLE COMPUTER INC		2012-10-15	2013-10-07
8 APPLE COMPUTER INC		2012-12-07	2013-10-08

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)
95 MERCK AND CO INC		2006-06-13	2013-10-08
84 CITRIX SYSTEMS INC		2013-05-30	2013-10-09
7 CITRIX SYSTEMS INC		2008-07-01	2013-10-09
70 DECKERS OUTDOOR CORP		2013-01-15	2013-10-09
190 CITRIX SYSTEMS INC		2008-07-24	2013-10-10
70 CITRIX SYSTEMS INC		2008-07-24	2013-10-11
91 CITRIX SYSTEMS INC		2008-09-29	2013-10-14
205 BEST BUY COMPANY INC		2013-02-19	2013-10-15
73 CITRIX SYSTEMS INC		2008-09-29	2013-10-15
60 CIMAREX ENERGY CO		2012-01-27	2013-10-24
170 DECKERS OUTDOOR CORP		2013-01-24	2013-10-25
10289 611 DOUBLELINE EMG MKTS INC I		2011-12-15	2013-10-25
11322 464 DOUBLELINE EMG MKTS INC I		2013-05-20	2013-10-25
1558 383 HARBOR FUND INTERNATL FD		2011-02-17	2013-10-25
5 ANSYS INC		2010-10-18	2013-10-29
6 ANSYS INC		2010-10-18	2013-10-30
63 CARBO CERAMICS INC		2013-04-25	2013-10-31
130 CARBO CERAMICS INC		2012-03-05	2013-10-31
255 BEST BUY COMPANY INC		2013-02-19	2013-11-07
185 MICROSOFT CORP		2011-03-04	2013-11-07
120 BEST BUY COMPANY INC		2013-02-22	2013-11-12
12 IDEXX LABORATORIES CORP		2013-02-28	2013-11-12
295 DECKERS OUTDOOR CORP		2013-01-22	2013-11-13
8 IDEXX LABORATORIES CORP		2013-02-28	2013-11-13
4 IDEXX LABORATORIES CORP		2008-10-21	2013-11-13
20 IDEXX LABORATORIES CORP		2013-03-01	2013-11-13
16 IDEXX LABORATORIES CORP		2008-10-21	2013-11-14
33 IDEXX LABORATORIES CORP		2009-03-18	2013-11-15
7 IDEXX LABORATORIES CORP		2009-03-18	2013-11-18
23 CIMAREX ENERGY CO		2012-01-20	2013-11-19

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)
63 CIMAREX ENERGY CO		2012-12-13	2013-11-19
36 CIMAREX ENERGY CO		2012-05-18	2013-11-20
22 CIMAREX ENERGY CO		2012-12-13	2013-11-20
15 IDEXX LABORATORIES CORP		2009-03-17	2013-11-20
124 CIMAREX ENERGY CO		2012-06-18	2013-11-21
15 IDEXX LABORATORIES CORP		2009-03-17	2013-11-21
22 IDEXX LABORATORIES CORP		2009-03-17	2013-11-22
5 IDEXX LABORATORIES CORP		2009-03-17	2013-11-25
8 IDEXX LABORATORIES CORP		2009-03-17	2013-11-26
101 FLUOR CORP NEW COM		2011-06-14	2013-11-27
4 IDEXX LABORATORIES CORP		2009-03-17	2013-11-27
69 FLUOR CORP NEW COM		2011-06-14	2013-11-29
4 IDEXX LABORATORIES CORP		2009-03-17	2013-12-02
50 IDEXX LABORATORIES CORP		2009-03-17	2013-12-02
7 APPLE COMPUTER INC		2013-01-23	2013-12-04
15000 BROWN ADVISORY EMG MKTS INS		2012-12-13	2013-12-05
6 IDEXX LABORATORIES CORP		2008-10-24	2013-12-05
7055 503 METROPOLITAN WEST TR BOND I		2013-05-20	2013-12-05
11 IDEXX LABORATORIES CORP		2008-10-24	2013-12-06
340 METLIFE INC COM		2012-09-14	2013-12-06
7 IDEXX LABORATORIES CORP		2008-10-24	2013-12-09
10 IDEXX LABORATORIES CORP		2008-10-24	2013-12-10
4 IDEXX LABORATORIES CORP		2008-10-24	2013-12-11
15 IDEXX LABORATORIES CORP		2008-10-24	2013-12-12
10 IDEXX LABORATORIES CORP		2009-03-17	2013-12-13
15 IDEXX LABORATORIES CORP		2009-02-27	2013-12-16
25 IDEXX LABORATORIES CORP		2009-02-27	2013-12-16
57 IDEXX LABORATORIES CORP		2009-02-27	2013-12-17
PROCEEDS OF LITIGATION INTERNATIONAL GAME			2013-12-23
5 APPLE COMPUTER INC		2013-01-17	2013-12-24

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
4 APPLE COMPUTER INC		2012-11-08	2013-12-24
75 FLUOR CORP NEW COM		2011-06-14	2013-12-24
132 ABERCROMBIE & FITCH CO CL A		2013-07-19	2013-12-30
73 ABERCROMBIE & FITCH CO CL A		2013-01-09	2013-12-31
CAPITAL GAIN 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)
8,471		4,789	3,682
8,813		8,084	729
3,932		3,712	220
101		57	44
6,708		3,697	3,011
8,065		7,532	533
9,498		8,890	608
7,179		6,753	426
6,676		6,001	675
2,483		2,268	215
94,478		75,569	18,909
7,454		7,013	441
6,532		5,577	955
7,929		6,763	1,166
7,897		6,612	1,285
8			8
2,104		2,369	-265
7,918		7,148	770
2,647		2,267	380
1,090		848	242
2,662		2,847	-185
2,720		2,121	599
1,011		777	234
8,759		7,735	1,024
1,424		1,589	-165
3,580		3,968	-388
7,428		7,307	121
4,241		4,638	-397
1,669		1,813	-144
2,592		1,605	987

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)
3,290		3,620	-330
4,335		2,691	1,644
1,126		695	431
2,053		1,270	783
14,292		14,167	125
4,496		3,817	679
9,437		6,539	2,898
6,083		4,168	1,915
3,663		2,167	1,496
15,384		11,516	3,868
2,470		1,060	1,410
5,099		5,379	-280
8,460		8,842	-382
478		362	116
4,366		1,617	2,749
201		155	46
201		155	46
6,749		6,906	-157
1,666		1,615	51
8,000		7,624	376
7,702		5,682	2,020
1,823		544	1,279
200		155	45
134		103	31
8,357		8,022	335
1,004		1,083	-79
2,622		2,843	-221
941		279	662
734		568	166
201		155	46

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)
1,532		460	1,072
460		362	98
2,983		865	2,118
133		101	32
6,485		6,610	-125
134		98	36
8,576		4,977	3,599
932		684	248
2,055		1,514	541
334		244	90
267		195	72
4,881		3,209	1,672
337		244	93
270		187	83
5,040		4,190	850
746		444	302
337		202	135
7,364		5,776	1,588
16,479		12,889	3,590
445,293		437,377	7,916
7,958		8,066	-108
2,547		2,108	439
9,134		7,792	1,342
1,872		1,590	282
482		459	23
3,583		2,848	735
4,574		3,620	954
247,500		250,000	-2,500
1,962		1,959	3
48,038		44,954	3,084

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)
25,000		24,889	111
3,101		2,910	191
405		380	25
4,884		5,235	-351
3,981		2,803	1,178
380		319	61
7,903		7,287	616
2,733		2,615	118
1,929		1,596	333
3,079		3,136	-57
220		241	-21
5,238		3,779	1,459
1,350		1,330	20
2,490		2,548	-58
7,951		6,124	1,827
8,398		6,446	1,952
5,058		4,122	936
2,890		2,369	521
3,236		3,009	227
16,250		14,912	1,338
16,154		10,723	5,431
28,039		15,363	12,676
1,346		1,318	28
4,997		4,622	375
4,736		4,463	273
561		167	394
9,800		8,543	1,257
3,294		2,133	1,161
325		295	30
1,952		1,771	181

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)
1,214		756	458
351		316	35
3,506		3,161	345
1,357		595	762
3,389		2,066	1,323
5,916		3,732	2,184
1,774		1,622	152
4,490		3,907	583
5,008		4,230	778
478		210	268
1,776		1,080	696
1,122		1,030	92
1,975		875	1,100
80		74	6
1,842		1,687	155
1,106		490	616
15,365		11,132	4,233
854		645	209
8,544		6,759	1,785
783		223	560
1,899		557	1,342
2,178		2,731	-553
1,941		576	1,365
1,057		1,297	-240
3,101		2,632	469
3,824		1,074	2,750
699		842	-143
521		608	-87
2,096		2,342	-246
1,416		1,561	-145

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)
890		993	-103
7,975		6,375	1,600
637		705	-68
5,978		4,890	1,088
1,981		1,594	387
2,830		1,719	1,111
1,982		1,718	264
2,054		1,781	273
1,285		1,454	-169
705		827	-122
2,033		2,328	-295
594		652	-58
701		530	171
8,941		6,854	2,087
3,921		3,334	587
5,244		5,336	-92
3,902		3,454	448
1,838		1,440	398
314		213	101
4,421		4,134	287
14,139		10,946	3,193
3,050		2,084	966
468		319	149
9,129		7,394	1,735
475		242	233
309		213	96
556		282	274
239		121	118
315		161	154
919		638	281

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)
8,855		8,298	557
5,985		3,573	2,412
16,357		12,402	3,955
3,184		2,452	732
4,288		2,537	1,751
5,409		4,073	1,336
1,002		759	243
4,200		3,310	890
4,428		3,359	1,069
309		206	103
309		213	96
2,548		1,826	722
6,624		4,791	1,833
617		411	206
308		206	102
178		97	81
3,409		2,422	987
1,222		872	350
5,982		3,350	2,632
1,220		865	355
5,246		6,484	-1,238
4,938		5,750	-812
8,153		6,437	1,716
1,811		1,388	423
7,722		5,910	1,812
6,076		7,498	-1,422
1,865		589	1,276
4,973		3,640	1,333
1,999		2,186	-187
8,919		4,451	4,468

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)
357		242	115
5,579		1,768	3,811
5,897		3,988	1,909
5,607		1,768	3,839
5,575		1,768	3,807
6,085		1,937	4,148
12,205		3,227	8,978
619		411	208
13,521		2,993	10,528
7,901		1,613	6,288
1,092		719	373
6,161		3,909	2,252
157		102	55
701		386	315
529		277	252
795		413	382
88		46	42
4,969		4,588	381
263		138	125
3,625		2,918	707
1,648		1,312	336
611		321	290
1,689		1,560	129
2,690		1,621	1,069
3,185		2,936	249
1,618		973	645
999		602	397
5,075		4,675	400
3,434		4,420	-986
3,877		4,685	-808

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)
4,528		3,220	1,308
5,615		5,382	233
468		203	265
4,351		2,736	1,615
11,182		5,283	5,899
4,143		1,851	2,292
5,335		2,297	3,038
8,413		3,578	4,835
4,233		1,786	2,447
6,235		3,473	2,762
11,431		6,615	4,816
108,555		106,482	2,073
119,452		125,000	-5,548
112,500		97,773	14,727
439		229	210
528		273	255
7,602		4,593	3,009
15,686		11,491	4,195
10,452		4,451	6,001
6,943		4,847	2,096
5,251		2,062	3,189
1,283		1,114	169
22,630		11,037	11,593
846		738	108
423		168	255
2,113		1,827	286
1,709		673	1,036
3,537		1,195	2,342
745		230	515
2,235		1,320	915

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)
6,121		3,579	2,542
3,509		2,016	1,493
2,144		1,250	894
1,607		490	1,117
12,249		6,361	5,888
1,607		488	1,119
2,335		716	1,619
529		163	366
838		259	579
7,907		6,436	1,471
419		129	290
5,392		4,397	995
420		129	291
5,229		1,606	3,623
3,953		3,688	265
145,650		150,000	-4,350
624		192	432
75,000		77,328	-2,328
1,146		353	793
17,507		12,403	5,104
728		224	504
1,037		321	716
412		128	284
1,530		481	1,049
1,023		314	709
1,554		458	1,096
2,587		764	1,823
5,907		1,742	4,165
65			65
2,835		2,582	253

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)
2,268		2,172	96
5,952		4,779	1,173
4,382		6,469	-2,087
2,415		3,478	-1,063
			23,175

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	
			3,682
			729
			220
			44
			3,011
			533
			608
			426
			675
			215
			18,909
			441
			955
			1,166
			1,285
			8
			-265
			770
			380
			242
			-185
			599
			234
			1,024
			-165
			-388
			121
			-397
			-144
			987

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	
			-330
			1,644
			431
			783
			125
			679
			2,898
			1,915
			1,496
			3,868
			1,410
			-280
			-382
			116
			2,749
			46
			46
			-157
			51
			376
			2,020
			1,279
			45
			31
			335
			-79
			-221
			662
			166
			46

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			1,072
			98
			2,118
			32
			-125
			36
			3,599
			248
			541
			90
			72
			1,672
			93
			83
			850
			302
			135
			1,588
			3,590
			7,916
			-108
			439
			1,342
			282
			23
			735
			954
			-2,500
			3
			3,084

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	
			111
			191
			25
			-351
			1,178
			61
			616
			118
			333
			-57
			-21
			1,459
			20
			-58
			1,827
			1,952
			936
			521
			227
			1,338
			5,431
			12,676
			28
			375
			273
			394
			1,257
			1,161
			30
			181

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	
			458
			35
			345
			762
			1,323
			2,184
			152
			583
			778
			268
			696
			92
			1,100
			6
			155
			616
			4,233
			209
			1,785
			560
			1,342
			-553
			1,365
			-240
			469
			2,750
			-143
			-87
			-246
			-145

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	
			-103
			1,600
			-68
			1,088
			387
			1,111
			264
			273
			-169
			-122
			-295
			-58
			171
			2,087
			587
			-92
			448
			398
			101
			287
			3,193
			966
			149
			1,735
			233
			96
			274
			118
			154
			281

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	
			557
			2,412
			3,955
			732
			1,751
			1,336
			243
			890
			1,069
			103
			96
			722
			1,833
			206
			102
			81
			987
			350
			2,632
			355
			-1,238
			-812
			1,716
			423
			1,812
			-1,422
			1,276
			1,333
			-187
			4,468

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	
			115
			3,811
			1,909
			3,839
			3,807
			4,148
			8,978
			208
			10,528
			6,288
			373
			2,252
			55
			315
			252
			382
			42
			381
			125
			707
			336
			290
			129
			1,069
			249
			645
			397
			400
			-986
			-808

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			1,308
			233
			265
			1,615
			5,899
			2,292
			3,038
			4,835
			2,447
			2,762
			4,816
			2,073
			-5,548
			14,727
			210
			255
			3,009
			4,195
			6,001
			2,096
			3,189
			169
			11,593
			108
			255
			286
			1,036
			2,342
			515
			915

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	
			2,542
			1,493
			894
			1,117
			5,888
			1,119
			1,619
			366
			579
			1,471
			290
			995
			291
			3,623
			265
			-4,350
			432
			-2,328
			793
			5,104
			504
			716
			284
			1,049
			709
			1,096
			1,823
			4,165
			65
			253

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	
			96
			1,173
			-2,087
			-1,063

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
BENJAMIN H GRISWOLD IV 901 SOUTH BOND STREET BALTIMORE, MD 21231	TRUSTEE 0	0		
JACK S GRISWOLD 901 SOUTH BOND STREET BALTIMORE, MD 21231	TRUSTEE 0	0		
JACK S GRISWOLD JR 295 CENTRAL PARK WEST NEW YORK, NY 10024	TRUSTEE 0	0		
MICHAEL D HANKIN 901 SOUTH BOND STREET BALTIMORE, MD 21231	TRUSTEE 0	0		
BENJAMIN HUFTY GRISWOLD 142 EAST 71ST ST 11A NEW YORK, NY 10021	TRUSTEE 0	0		

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*				
B&O RAILROAD MUSEUM 901 WEST PRATT STREET BALTIMORE,MD 21223	NONE	PUBLIC CHARITY	GENERAL	8,334
ENTERPRISE FOUNDATION 10227 WINCOPIN CIRCLE COLUMBIA,MD 21044	NONE	PUBLIC CHARITY	GENERAL	20,000
GBMC FOUNDATION 6701 NORTH CHARLES STREET BALTIMORE,MD 21204	NONE	PUBLIC CHARITY	GENERAL	50,000
THE SEED FDN 1776 MASSACHUSETTS AVENUE NW WASHINGTON,DC 20036	NONE	PUBLIC CHARITY	GENERAL	50,000
CRISTO REY JESUIT SCHOOL 420 SOUTH CHESTER STREET BALTIMORE,MD 212312729	NONE	PUBLIC CHARITY	GENERAL	25,000
AWAKENED LIFE P O BOX 2368 SANTA FE,NM 87504	NONE	PUBLIC CHARITY	GENERAL	7,500
THINKGIVE 26 ELM STREET CONCORD,MA 01742	NONE	PUBLIC CHARITY	GENERAL	2,500
BUDDHIST PEACE FELLOWSHIP PO BOX 3470 BERKELEY,CA 94703	NONE	PUBLIC CHARITY	GENERAL	2,500
MARYLAND ZOO IN BALTIMORE 11000 BROKEN LAND PARKWAY COLUMBIA,MD 21044	NONE	PUBLIC CHARITY	GENERAL	20,000
KENNEDY KRIEGER INSTITUTE 707 N BROADWAY BALTIMORE,MD 21205	NONE	PUBLIC CHARITY	EQUIPMENT FOR PATIENTS	10,000
EVERYMAN THEATER 1727 NORTH CHARLES STREET BALTIMORE,MD 21201	NONE	PUBLIC CHARITY	CAPITAL CAMPAIGN	5,000
FATHER MARTIN'S ASHLEY 800 TYDINGS LANE HAVRE DE GRACE,MD 21078	NONE	PUBLIC CHARITY	NEW BUILDING CAPITAL	25,000
R ADAMS COWLEY SHOCK TRAUMA CENTER 22 SOUTH GREENE STREET BALTIMORE,MD 21201	NONE	PUBLIC CHARITY	NEW SHOCK TRAUMA CARE TOWER	20,000
Total . . . . ▶ **3a**				245,834

TY 2013 Investments Corporate Bonds Schedule

Name: FANCY HILL FOUNDATION

EIN: 52-2284314

Name of Bond	End of Year Book Value	End of Year Fair Market Value
DOUBLELINE EMG MKTS INC I		
BROWN ADV TACTICAL BOND ADV		
METROPOLITAN WEST TR BOND	725,923	704,130
BROWN INTERM BOND FUND		

TY 2013 Investments Corporate Stock Schedule

Name: FANCY HILL FOUNDATION

EIN: 52-2284314

Name of Stock	End of Year Book Value	End of Year Fair Market Value
COMMON STOCK	2,154,912	3,260,500
EQUITY MUTUAL FUNDS	788,889	1,076,283
FOREIGN STOCK	484,750	634,348

TY 2013 Other Decreases Schedule

Name: FANCY HILL FOUNDATION

EIN: 52-2284314

Description	Amount
BOOK VALUE ADJUSTMENTS	1,854

TY 2013 Other Professional Fees Schedule

Name: FANCY HILL FOUNDATION

EIN: 52-2284314

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES-PRIN	29,452	29,452		
OTHER NON-ALLOCABLE EXPENSE -	5	5		

TY 2013 Taxes Schedule

Name: FANCY HILL FOUNDATION

EIN: 52-2284314

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	633	633		0
FEDERAL EXCISE TAX	1,394	0		0
QUARTERLY TAX DEPOSIT	6,179	0		0
FOREIGN TAXES ON QUALIFIED FOR	11	11		0