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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 06-01-2013 , and ending 05-31-2014

Name of foundation
EDWARD FREITAG & MARTHA HALEY FDN INC

A Employer identification number
52-2209095

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

B Telephone number (see instructions)
(410) 537-5491

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)* ▶$ 692,887

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	7,266	7,266		
	5a	Gross rents				
	b	Net rental income or (loss) ____				
	6a	Net gain or (loss) from sale of assets not on line 10	41,655			
	b	Gross sales price for all assets on line 6a 173,619				
	7	Capital gain net income (from Part IV, line 2)		41,655		
	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	48,921	48,921		
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)	4,281	4,281		0
	17	Interest				0
	18	Taxes (attach schedule) (see instructions)	3,261	131		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)	348			348
	24	**Total operating and administrative expenses.** Add lines 13 through 23	7,890	4,412	0	348
	25	Contributions, gifts, grants paid	99,000			99,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	106,890	4,412	0	99,348
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-57,969			
	b	**Net investment income** (if negative, enter -0-)		44,509		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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

			Beginning of year (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	12,291	7,367	7,367
	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)	553,222	500,173	685,520
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			0
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	565,513	507,540	692,887
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	565,513	507,540	
	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)	565,513	507,540	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	565,513	507,540	

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	565,513
2	Enter amount from Part I, line 27a	2	-57,969
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	507,544
5	Decreases not included in line 2 (itemize) ▶	5	4
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	507,540

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	41,655
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	31,500	586,180	0 053738
2011	46,992	471,720	0 099618
2010	19,700	409,990	0 04805
2009	20,300	363,301	0 055877
2008	25,000	350,693	0 071287

2	**Total** of line 1, column (d).	2	0 32857
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 065714
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	697,889
5	Multiply line 4 by line 3.	5	45,861
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	445
7	Add lines 5 and 6.	7	46,306
8	Enter qualifying distributions from Part XII, line 4.	8	99,348

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	445
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	445
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	445
6	Credits/Payments				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a			
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	0		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	0
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	0
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	445
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** ▶ 0 **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)*

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		No

Website address ▶

14 The books are in care of ▶BROWN ADVISORY Telephone no ▶(410) 537-5491

Located at ▶901 S BOND STREET SUITE 400 BALTIMORE MD ZIP+4 ▶21231

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here . . . . ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year . . . . . . ▶ | 15 |

			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.		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)*

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

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

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
EDWARD FREITAG 21 1/2 EASTERN AVENUE ANNAPOLIS,MD 21403	PRESIDENT 10	0		
MARTHA B HALEY 27 1/2 EASTERN AVENUE ANNAPOLIS,MD 21403	VICE PRESIDENT 10	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 . . . . ▶	

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	696,662
b	Average of monthly cash balances	1b	11,855
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	708,517
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	708,517
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	10,628
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	697,889
6	**Minimum investment return.** Enter 5% of line 5	6	34,894

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	34,894
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 445		
b	Income tax for 2013 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	445
3	Distributable amount before adjustments Subtract line 2c from line 1	3	34,449
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	34,449
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	34,449

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	99,348
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	99,348
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	445
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	98,903

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					34,449
2 Undistributed income, if any, as of the end of 2013					
a Enter amount for 2012 only.				0	
b Total for prior years 2011 , 20___ , 20___			0		
3 Excess distributions carryover, if any, to 2013					
a From 2008.	7,540				
b From 2009.	2,168				
c From 2010.	0				
d From 2011.	26,092				
e From 2012.	5,230				
f **Total** of lines 3a through e.		41,030			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 99,348					
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.					34,449
e Remaining amount distributed out of corpus		64,899			
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		105,929			
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) . . .		7,540			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		98,389			
10 Analysis of line 9					
a Excess from 2009. . . .	2,168				
b Excess from 2010. . . .	0				
c Excess from 2011. . . .	26,092				
d Excess from 2012. . . .	5,230				
e Excess from 2013. . . .	64,899				

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

Part XV Supplementary Information (Complete this part only if the 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**				99,000
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities. . . .			14	7,266	
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	41,655	
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). .				48,921	

13 **Total.** Add line 12, columns (b), (d), and (e). **13** 48,921

(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

******	2014-06-17	******
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		2014-06-17		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)
10 CHARLES SCHWAB CORP		2012-09-21	2013-06-04
5 CHARLES SCHWAB CORP		2012-09-21	2013-06-05
17 CHARLES SCHWAB CORP		2012-09-21	2013-06-06
6 CHARLES SCHWAB CORP		2012-09-21	2013-06-07
38 CHARLES SCHWAB CORP		2012-12-12	2013-06-27
9 EXPRESS SCRIPTS HLDGS C		2011-08-31	2013-07-09
3 STARBUCKS CORP		2012-10-24	2013-07-09
8 STARBUCKS CORP		2012-10-24	2013-07-10
1 COVANCE INC		2009-04-29	2013-07-15
2 COVANCE INC		2009-04-29	2013-07-17
170 189 AMERICAN EUROPACIFIC GRTH F2		2010-12-03	2013-07-23
411 324 SCOUT INTERNATIONAL FUND		2010-12-03	2013-07-23
1244 555 BROWN ADVISORY VALUE EQUITY INV		2008-10-28	2013-08-02
1 FOSSIL GROUP INC		2012-05-10	2013-08-06
2 FOSSIL GROUP INC		2012-11-08	2013-08-06
2 FOSSIL GROUP INC		2012-11-08	2013-08-07
2 FOSSIL GROUP INC		2012-11-07	2013-08-08
21 NETAPP INC		2008-10-28	2013-08-20
1 MASTERCARD INC		2009-01-27	2013-08-21
8 NETAPP INC		2009-01-27	2013-08-21
1 MASTERCARD INC		2009-01-27	2013-08-22
1 MASTERCARD INC		2009-01-27	2013-08-23
1 MASTERCARD INC		2009-01-27	2013-08-26
1 MASTERCARD INC		2009-01-27	2013-08-27
4 MASTERCARD INC		2010-05-24	2013-08-28
1 CORE LABORATORIES N V		2011-10-10	2013-08-28
2 MASTERCARD INC		2010-02-04	2013-08-29
2 MASTERCARD INC		2012-12-12	2013-08-29
3 MASTERCARD INC		2012-12-12	2013-08-30
2 CORE LABORATORIES N V		2011-10-10	2013-09-05

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
1 CORE LABORATORIES N V		2012-10-03	2013-09-05
1 CORE LABORATORIES N V		2011-08-08	2013-09-06
1 ANSYS INC		2010-10-13	2013-09-10
1 ANSYS INC		2010-10-13	2013-09-12
1 ANSYS INC		2010-10-13	2013-09-18
5 STARBUCKS CORP		2012-10-31	2013-09-30
3 STARBUCKS CORP		2012-10-31	2013-10-01
3 STARBUCKS CORP		2012-10-31	2013-10-02
1 APPLE COMPUTER INC		2008-10-28	2013-10-07
2 APPLE COMPUTER INC		2008-10-28	2013-10-08
13 CITRIX SYSTEMS INC		2009-01-27	2013-10-09
29 CITRIX SYSTEMS INC		2009-01-27	2013-10-10
10 CITRIX SYSTEMS INC		2013-05-29	2013-10-11
14 CITRIX SYSTEMS INC		2013-05-28	2013-10-14
6 CITRIX SYSTEMS INC		2011-08-03	2013-10-15
6 CITRIX SYSTEMS INC		2013-05-30	2013-10-15
665 UBS AG JERSEY E TRACS BLOOMBERG CMCI		2010-11-18	2013-10-17
1 ANSYS INC		2010-10-13	2013-10-29
2 ANSYS INC		2010-10-13	2013-10-30
1 IDEXX LABORATORIES CORP		2008-10-28	2013-11-12
1 IDEXX LABORATORIES CORP		2008-10-28	2013-11-13
3 IDEXX LABORATORIES CORP		2008-10-28	2013-11-13
2 IDEXX LABORATORIES CORP		2008-10-28	2013-11-14
5 IDEXX LABORATORIES CORP		2008-10-28	2013-11-15
1 IDEXX LABORATORIES CORP		2008-10-28	2013-11-18
2 IDEXX LABORATORIES CORP		2008-10-28	2013-11-20
2 IDEXX LABORATORIES CORP		2008-10-28	2013-11-21
3 IDEXX LABORATORIES CORP		2008-10-28	2013-11-22
1 IDEXX LABORATORIES CORP		2008-10-28	2013-11-26
8 IDEXX LABORATORIES CORP		2008-10-28	2013-12-02

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
1 APPLE COMPUTER INC		2008-10-28	2013-12-04
1 IDEXX LABORATORIES CORP		2008-10-28	2013-12-06
1 IDEXX LABORATORIES CORP		2008-10-28	2013-12-09
753 58 BROWN ADVISORY EQUITY INCOME INV		2012-01-04	2013-12-10
1 IDEXX LABORATORIES CORP		2008-10-28	2013-12-10
2 IDEXX LABORATORIES CORP		2008-10-28	2013-12-12
2 IDEXX LABORATORIES CORP		2008-10-28	2013-12-13
2 IDEXX LABORATORIES CORP		2008-10-28	2013-12-16
1 IDEXX LABORATORIES CORP		2008-10-28	2013-12-16
5 IDEXX LABORATORIES CORP		2013-03-01	2013-12-16
13 IDEXX LABORATORIES CORP		2012-12-12	2013-12-17
1 IDEXX LABORATORIES CORP		2013-02-25	2013-12-17
3 ESTEE LAUDER COMPANIES CL A		2012-12-12	2014-01-09
5 ESTEE LAUDER COMPANIES CL A		2012-12-12	2014-01-10
4 ESTEE LAUDER COMPANIES CL A		2012-03-13	2014-01-14
3 FLUOR CORP NEW COM		2013-04-15	2014-01-23
3 FLUOR CORP NEW COM		2013-04-15	2014-01-27
3 FLUOR CORP NEW COM		2013-04-15	2014-01-28
1 FLUOR CORP NEW COM		2010-11-19	2014-01-29
4 FLUOR CORP NEW COM		2010-11-23	2014-01-30
3505 305 WASATCH FDS INC		2011-06-30	2014-01-31
543 278 WASATCH FDS INC		2013-12-27	2014-01-31
3 ROPER INDUSTRIES INC NEW		2008-10-28	2014-02-03
2 APPLE COMPUTER INC		2008-10-28	2014-02-04
1 GOOGLE INC CL A		2010-05-24	2014-02-04
6 ROPER INDUSTRIES INC NEW		2008-10-28	2014-02-04
1 ROPER INDUSTRIES INC NEW		2008-10-28	2014-02-05
1 APPLE COMPUTER INC		2011-06-13	2014-02-06
2 ROPER INDUSTRIES INC NEW		2008-10-28	2014-02-06
1 APPLE COMPUTER INC		2013-06-27	2014-02-07

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
2 ROPER INDUSTRIES INC NEW		2008-10-28	2014-02-07
1 ROPER INDUSTRIES INC NEW		2008-10-28	2014-02-10
3 ROPER INDUSTRIES INC NEW		2008-10-28	2014-02-11
3 FOSSIL GROUP INC		2011-08-24	2014-02-12
1 ROPER INDUSTRIES INC NEW		2008-10-28	2014-02-12
1 FOSSIL GROUP INC		2011-08-24	2014-02-13
2 ROPER INDUSTRIES INC NEW		2008-10-28	2014-02-14
1 ROPER INDUSTRIES INC NEW		2008-10-28	2014-02-18
2 FOSSIL GROUP INC		2011-08-24	2014-02-24
1 ROPER INDUSTRIES INC NEW		2008-10-28	2014-02-26
2 FLUOR CORP NEW COM		2010-11-23	2014-02-27
3 FLUOR CORP NEW COM		2010-11-23	2014-02-28
7 ROPER INDUSTRIES INC NEW		2009-10-26	2014-02-28
6 FLUOR CORP NEW COM		2010-11-19	2014-03-04
2 ROPER INDUSTRIES INC NEW		2009-10-26	2014-03-04
2 ROPER INDUSTRIES INC NEW		2009-10-26	2014-03-05
3 ROPER INDUSTRIES INC NEW		2009-10-26	2014-03-06
4 ROPER INDUSTRIES INC NEW		2009-10-27	2014-03-07
2 ROPER INDUSTRIES INC NEW		2012-12-12	2014-03-11
17 NETAPP INC		2009-01-27	2014-03-14
21 NETAPP INC		2008-06-02	2014-03-17
1 ROPER INDUSTRIES INC NEW		2012-12-12	2014-03-17
9 NETAPP INC		2012-12-12	2014-03-18
4 ROPER INDUSTRIES INC NEW		2012-12-12	2014-03-18
6 NETAPP INC		2012-12-12	2014-03-19
38 NETAPP INC		2012-12-12	2014-03-20
8 NETAPP INC		2011-08-18	2014-03-24
8 NETAPP INC		2012-09-24	2014-03-25
1 ROPER INDUSTRIES INC NEW		2012-12-12	2014-03-25
4 NETAPP INC		2012-09-21	2014-03-26

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
3 ROPER INDUSTRIES INC NEW		2012-12-12	2014-03-26
37 NETAPP INC		2012-09-21	2014-03-27
4 NETAPP INC		2011-02-17	2014-03-27
1 ROPER INDUSTRIES INC NEW		2012-12-12	2014-03-27
5 ROPER INDUSTRIES INC NEW		2012-12-12	2014-03-28
2 INTUITIVE SURGICAL INC		2010-11-30	2014-04-01
1533 742 BROWN ADVISORY EQUITY INCOME INV		2012-01-04	2014-04-08
6464 748 WASATCH FDS INC		2013-03-08	2014-04-08
2 MEAD JOHNSON NUTRITION CO		2010-12-31	2014-04-21
1 MEAD JOHNSON NUTRITION CO		2010-12-31	2014-04-22
2 MEAD JOHNSON NUTRITION CO		2010-12-07	2014-04-23
5 MEAD JOHNSON NUTRITION CO		2010-12-07	2014-04-24
3 COSTCO WHOLESALE CORPORATION		2009-05-29	2014-05-06
1 APPLE COMPUTER INC		2013-06-27	2014-05-07
6 COSTCO WHOLESALE CORPORATION		2009-05-29	2014-05-07
2 FLUOR CORP NEW COM		2010-11-19	2014-05-12
3 SCHLUMBERGER LTD		2008-10-28	2014-05-12
3 FLUOR CORP NEW COM		2010-11-18	2014-05-13
1 FLUOR CORP NEW COM		2010-11-18	2014-05-14
1 FLUOR CORP NEW COM		2010-11-18	2014-05-15
2 FLUOR CORP NEW COM		2010-11-22	2014-05-16
1 FLUOR CORP NEW COM		2010-11-22	2014-05-19
4 FLUOR CORP NEW COM		2010-11-22	2014-05-23
2 SCHLUMBERGER LTD		2008-10-28	2014-05-27
2 SCHLUMBERGER LTD		2008-10-28	2014-05-30
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)
198		136	62
95		68	27
329		232	97
119		82	37
797		524	273
576		454	122
204		136	68
542		363	179
79		40	39
158		81	77
7,519		7,053	466
14,528		13,179	1,349
20,000		13,889	6,111
126		80	46
253		164	89
244		165	79
244		167	77
874		253	621
622		127	495
333		120	213
620		127	493
623		127	496
619		127	492
608		127	481
2,441		645	1,796
155		98	57
1,229		453	776
1,229		939	290
1,823		1,451	372
312		197	115

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)
156		100	56
157		100	57
88		45	43
88		45	43
87		45	42
384		228	156
231		137	94
230		137	93
491		93	398
969		187	782
869		299	570
1,707		774	933
592		640	-48
821		907	-86
348		419	-71
348		389	-41
13,775		14,078	-303
88		45	43
176		91	85
107		31	76
106		31	75
317		94	223
214		63	151
536		157	379
106		31	75
214		63	151
214		63	151
318		94	224
105		31	74
837		252	585

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)
565		93	472
104		31	73
104		31	73
10,000		7,534	2,466
104		31	73
204		63	141
205		63	142
207		63	144
103		31	72
517		459	58
1,347		1,248	99
104		93	11
220		181	39
370		304	66
295		245	50
244		167	77
231		167	64
232		167	65
77		57	20
305		229	76
8,658		9,000	-342
1,342		1,530	-188
398		112	286
1,015		187	828
1,145		483	662
792		224	568
132		37	95
513		327	186
266		75	191
520		395	125

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)
268		75	193
133		37	96
401		112	289
365		272	93
135		37	98
121		91	30
273		75	198
136		37	99
241		182	59
135		37	98
156		114	42
233		172	61
948		349	599
468		344	124
273		104	169
274		104	170
414		156	258
556		208	348
270		225	45
627		338	289
782		499	283
136		113	23
337		282	55
548		450	98
224		201	23
1,412		1,275	137
293		272	21
296		284	12
135		113	22
149		144	5

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)
405		338	67
1,342		1,662	-320
147		213	-66
132		113	19
665		563	102
980		511	469
20,000		15,333	4,667
16,808		19,071	-2,263
169		125	44
85		62	23
169		125	44
434		314	120
340		143	197
591		395	196
673		287	386
153		115	38
301		130	171
231		172	59
76		57	19
74		57	17
147		115	32
74		57	17
296		230	66
204		87	117
208		87	121
			5,679

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			62
			27
			97
			37
			273
			122
			68
			179
			39
			77
			466
			1,349
			6,111
			46
			89
			79
			77
			621
			495
			213
			493
			496
			492
			481
			1,796
			57
			776
			290
			372
			115

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	
			56
			57
			43
			43
			42
			156
			94
			93
			398
			782
			570
			933
			-48
			-86
			-71
			-41
			-303
			43
			85
			76
			75
			223
			151
			379
			75
			151
			151
			224
			74
			585

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	
			472
			73
			73
			2,466
			73
			141
			142
			144
			72
			58
			99
			11
			39
			66
			50
			77
			64
			65
			20
			76
			-342
			-188
			286
			828
			662
			568
			95
			186
			191
			125

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	
			193
			96
			289
			93
			98
			30
			198
			99
			59
			98
			42
			61
			599
			124
			169
			170
			258
			348
			45
			289
			283
			23
			55
			98
			23
			137
			21
			12
			22
			5

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	
			67
			-320
			-66
			19
			102
			469
			4,667
			-2,263
			44
			23
			44
			120
			197
			196
			386
			38
			171
			59
			19
			17
			32
			17
			66
			117
			121

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*				
SKIDMORE COLLEGE 815 NORTH BROADWAY SARATOGA SPRINGS, NY 12866	NONE	PUBLIC CHARITY	ANNUAL GIVING	85,000
COLUMBIA LAW SCHOOL 435 WEST 16TH STREET NEW YORK, NY 10027	NONE	PUBLIC CHARITY	ANNUAL FUND	1,000
PRINCETON UNIVERSITY PO BOX 46 PRINCETON, NJ 085440046	NONE	PUBLIC CHARITY	ANNUAL GIVING	3,500
CHESAPEAKE BAY FOUNDATION 6 HERNDON AVENUE ANNAPOLIS, MD 214034503	NONE	501(C)(3)	GENERAL	500
BOX OF RAIN FOUNDATION PO BOX 3557 ANNAPOLIS, MD 21403	NONE	501(C)(3)	GENERAL	500
ANNAPOLIS MARITIME MUSEUM 723 SECOND STREET ANNAPOLIS, MD 21403	NONE	501(C)(3)	GENERAL	500
RESEARCH TO PREVENT BLINDNESS 645 MADISON AVE NEW YORK, NY 100221010	NONE	PUBLIC CHARITY	GENERAL	500
CRAFT EMERGENCY RELIEF FUND PO BOX 838 MONTPELIER, VT 05601	NONE	PUBLIC CHARITY	GENERAL	700
ANNAPOLIS YACHT CLUB FDN PO BOX 908 ANNAPOLIS, MD 21404	NONE	PUBLIC CHARITY	GENERAL	1,000
ANNE ARUNDEL MEDICAL CENTER FOUNDATION 2001 MEDICAL PARKWAY SUITE 240 ANNAPOLIS, MD 21401	NONE	PUBLIC CHARITY	GENERAL	2,500
SPCA OF ANNE ARUNDEL CO PO BOX 3471 ANNAPOLIS, MD 21403	NONE	PUBLIC CHARITY	GENERAL	300
ANNAPOLIS COMMUNITY BOATING 7314 EDGEWOOD ROAD ANNAPOLIS, MD 21403	NONE	PUBLIC CHARITY	GENERAL	500
COMMUNITY FDN OF ANNE ARUNDEL CO 914 BAY RIDGE RD SUITE 220 ANNAPOLIS, MD 21403	NONE	PUBLIC CHARITY	GENERAL	2,500
Total . . . . ▶ **3a**				99,000

TY 2013 Investments Corporate Stock Schedule

Name: EDWARD FREITAG & MARTHA HALEY FDN INC

EIN: 52-2209095

Name of Stock	End of Year Book Value	End of Year Fair Market Value
COMMON DOMESTIC STOCKS	181,913	239,583
FOREIGN STOCKS	23,755	32,541
OTHER EQUITY MUTUAL FUNDS	294,505	413,396

TY 2013 Other Decreases Schedule

Name: EDWARD FREITAG & MARTHA HALEY FDN INC

EIN: 52-2209095

Description	Amount
ROUNDING	4

TY 2013 Other Expenses Schedule

Name: EDWARD FREITAG & MARTHA HALEY FDN INC

EIN: 52-2209095

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MISCELLANEOUS EXPENSES	348	0		348

TY 2013 Other Professional Fees Schedule

Name: EDWARD FREITAG & MARTHA HALEY FDN INC

EIN: 52-2209095

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES-PRIN	4,281	4,281		

TY 2013 Taxes Schedule

Name: EDWARD FREITAG & MARTHA HALEY FDN INC

EIN: 52-2209095

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	12	12		0
FEDERAL EXCISE TAX	3,130	0		0
FOREIGN TAXES ON QUALIFIED FOR	115	115		0
FOREIGN TAXES ON NONQUALIFIED	4	4		0