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## Return of Private Foundation

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

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Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

2015

Open to Public Inspection

For calendar year 2015 or tax year beginning

, and ending

Name of foundation

DEPLAINE FOUNDATION, INC.

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

P.O. BOX 3829

Room/suite

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

FREDERICK, MD 21705

G Check all that apply:

☐

Initial return

☐

Initial return of a former public charity

☐

Final return

☐

Amended return

☐

Address change

☐

Name change

H Check type of organization:

☒

Section 501(c)(3) exempt private foundation

☐

Section 4947(a)(1) nonexempt charitable trust

☐

Other taxable private foundation

I Fair market value of all assets at end of year

(from Part II, col. (c), line 16)

\$ 28,124,137.

J Accounting method:

☒

Cash

☐

Accrual

Other (specify)

(Part I, column (d) must be on cash basis.)

## Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

(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                                     | 11,430,530. |            |          |             |
|                                       | 2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B |             |            |          |             |
|                                       | 3 Interest on savings and temporary cash investments                               |             |            |          |             |
|                                       | 4 Dividends and interest from securities                                           | 449,095.    | 449,095.   | 449,095. | STATEMENT 1 |
|                                       | 5a Gross rents                                                                     |             |            |          |             |
|                                       | b Net rental income or (loss)                                                      |             |            |          |             |
|                                       | 6a Net gain or (loss) from sale of assets not on line 10                           | 1,113,024.  |            |          |             |
|                                       | b Gross sales price for all assets on line 6a                                      | 6,132,674.  |            |          |             |
|                                       | 7 Capital gain net income (from Part IV, line 2)                                   |             | 1,113,024. |          |             |
|                                       | 8 Net short-term capital gain                                                      |             |            | N/A      |             |
|                                       | 9 Income modifications                                                             |             |            |          |             |
|                                       | 10a Gross sales less returns and allowances                                        |             |            |          |             |
| Operating and Administrative Expenses | b Less Cost of goods sold                                                          |             |            |          |             |
|                                       | c Gross profit or (loss)                                                           |             |            |          |             |
|                                       | 11 Other income                                                                    | 421.        | 421.       | 421.     | STATEMENT 2 |
|                                       | 12 Total. Add lines 1 through 11                                                   | 12,993,070. | 1,562,540. | 449,516. |             |
|                                       | 13 Compensation of officers, directors, trustees, etc                              | 0.          | 0.         | 0.       | 0.          |
|                                       | 14 Other employee salaries and wages                                               |             |            |          |             |
|                                       | 15 Pension plans, employee benefits                                                |             |            |          |             |
|                                       | 16a Legal fees                                                                     |             |            |          |             |
|                                       | b Accounting fees STMT 3                                                           | 5,800.      | 5,800.     | 0.       | 0.          |
|                                       | c Other professional fees STMT 4                                                   | 172,022.    | 172,022.   | 0.       | 0.          |
|                                       | 17 Interest                                                                        |             |            |          |             |
|                                       | 18 Taxes STMT 5                                                                    | 9,428.      | 9,428.     | 0.       | 0.          |
| Operating and Administrative Expenses | 19 Depreciation and depletion                                                      |             |            |          |             |
|                                       | 20 Occupancy                                                                       |             |            |          |             |
|                                       | 21 Travel, conferences, and meetings                                               |             |            |          |             |
|                                       | 22 Printing and publications                                                       |             |            |          |             |
|                                       | 23 Other expenses STMT 6                                                           | 19,853.     | 0.         | 0.       | 0.          |
|                                       | 24 Total operating and administrative expenses. Add lines 13 through 23            | 207,103.    | 184,091.   | 0.       | 0.          |
|                                       | 25 Contributions, gifts, grants paid                                               | 1,422,220.  |            |          | 1,422,220.  |
|                                       | 26 Total expenses and disbursements. Add lines 24 and 25                           | 1,629,323.  | 184,091.   | 0.       | 1,422,220.  |
|                                       | 27 Subtract line 26 from line 12:                                                  |             |            |          |             |
|                                       | a Excess of revenue over expenses and disbursements                                | 11,363,747. |            |          |             |
|                                       | b Net investment income (if negative, enter -0-)                                   |             | 1,378,449. |          |             |
|                                       | c Adjusted net income (if negative, enter -0-)                                     |             |            | 449,516. |             |

| Part II Balance Sheets      |                                                                                                                               | Attached schedules and amounts in the description column should be for end-of-year amounts only |                |                       |
|-----------------------------|-------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------|----------------|-----------------------|
|                             |                                                                                                                               | Beginning of year                                                                               | End of year    |                       |
|                             |                                                                                                                               | (a) Book Value                                                                                  | (b) Book Value | (c) Fair Market Value |
| Assets                      | 1 Cash - non-interest-bearing                                                                                                 | 6,727.                                                                                          | 3,854.         | 3,854.                |
|                             | 2 Savings and temporary cash investments                                                                                      | 460,622.                                                                                        | 880,153.       | 880,153.              |
|                             | 3 Accounts receivable ▶                                                                                                       |                                                                                                 |                |                       |
|                             | Less: allowance for doubtful accounts ▶                                                                                       |                                                                                                 |                |                       |
|                             | 4 Pledges receivable ▶                                                                                                        |                                                                                                 |                |                       |
|                             | Less: allowance for doubtful accounts ▶                                                                                       |                                                                                                 |                |                       |
|                             | 5 Grants receivable                                                                                                           |                                                                                                 |                |                       |
|                             | 6 Receivables due from officers, directors, trustees, and other disqualified persons                                          |                                                                                                 |                |                       |
|                             | 7 Other notes and loans receivable ▶                                                                                          |                                                                                                 |                |                       |
|                             | Less: allowance for doubtful accounts ▶                                                                                       |                                                                                                 |                |                       |
|                             | 8 Inventories for sale or use                                                                                                 |                                                                                                 |                |                       |
|                             | 9 Prepaid expenses and deferred charges                                                                                       |                                                                                                 |                |                       |
|                             | 10a Investments - U.S. and state government obligations                                                                       |                                                                                                 |                |                       |
|                             | b Investments - corporate stock STMT 7                                                                                        | 13,062,018.                                                                                     | 23,531,630.    | 23,531,630.           |
|                             | c Investments - corporate bonds STMT 8                                                                                        | 3,808,954.                                                                                      | 3,708,500.     | 3,708,500.            |
|                             | 11 Investments - land, buildings, and equipment basis ▶                                                                       |                                                                                                 |                |                       |
| Liabilities                 | Less: accumulated depreciation ▶                                                                                              |                                                                                                 |                |                       |
|                             | 12 Investments - mortgage loans                                                                                               |                                                                                                 |                |                       |
|                             | 13 Investments - other                                                                                                        |                                                                                                 |                |                       |
|                             | 14 Land, buildings, and equipment basis ▶                                                                                     |                                                                                                 |                |                       |
|                             | Less: accumulated depreciation ▶                                                                                              |                                                                                                 |                |                       |
|                             | 15 Other assets (describe ▶)                                                                                                  |                                                                                                 |                |                       |
|                             | 16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)                              | 17,338,321.                                                                                     | 28,124,137.    | 28,124,137.           |
|                             | 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                                                                                          |                                                                                                 |                |                       |
|                             | 22 Other liabilities (describe ▶)                                                                                             |                                                                                                 |                |                       |
|                             | 23 Total liabilities (add lines 17 through 22)                                                                                | 0.                                                                                              | 0.             |                       |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/> |                                                                                                 |                |                       |
|                             | 24 Unrestricted                                                                                                               |                                                                                                 |                |                       |
|                             | 25 Temporarily restricted                                                                                                     |                                                                                                 |                |                       |
|                             | 26 Permanently restricted                                                                                                     |                                                                                                 |                |                       |
|                             | Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>   |                                                                                                 |                |                       |
|                             | 27 Capital stock, trust principal, or current funds                                                                           | 0.                                                                                              | 0.             |                       |
|                             | 28 Paid-in or capital surplus, or land, bldg., and equipment fund                                                             | 0.                                                                                              | 0.             |                       |
|                             | 29 Retained earnings, accumulated income, endowment, or other funds                                                           | 17,338,321.                                                                                     | 28,124,137.    |                       |
|                             | 30 Total net assets or fund balances                                                                                          | 17,338,321.                                                                                     | 28,124,137.    |                       |
|                             | 31 Total liabilities and net assets/fund balances                                                                             | 17,338,321.                                                                                     | 28,124,137.    |                       |

## 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<br>(must agree with end-of-year figure reported on prior year's return) | 1 | 17,338,321. |
| 2 Enter amount from Part I, line 27a                                                                                                                            | 2 | 11,363,747. |
| 3 Other increases not included in line 2 (itemize) ▶                                                                                                            | 3 | 0.          |
| 4 Add lines 1, 2, and 3                                                                                                                                         | 4 | 28,702,068. |
| 5 Decreases not included in line 2 (itemize) ▶ <b>UNREALIZED LOSS ON INVESTMENTS</b>                                                                            | 5 | 577,931.    |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30                                                         | 6 | 28,124,137. |

**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<br>P - Purchase<br>D - Donation | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|------------------------------------------------------------------------------------------------------------------------------------|--|--------------------------------------------------|--------------------------------------|----------------------------------|
| <b>1a</b>                                                                                                                          |  |                                                  |                                      |                                  |
| <b>b</b> SEE ATTACHED STATEMENTS                                                                                                   |  |                                                  |                                      |                                  |
| <b>c</b>                                                                                                                           |  |                                                  |                                      |                                  |
| <b>d</b>                                                                                                                           |  |                                                  |                                      |                                  |
| <b>e</b>                                                                                                                           |  |                                                  |                                      |                                  |

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| <b>a</b>              |                                            |                                                 |                                              |
| <b>b</b>              |                                            |                                                 |                                              |
| <b>c</b>              |                                            |                                                 |                                              |
| <b>d</b>              |                                            |                                                 |                                              |
| <b>e</b> 6,132,674.   |                                            | 4,972,222.                                      | 1,113,024.                                   |

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

| (i) F.M.V. as of 12/31/69 | (j) Adjusted basis<br>as of 12/31/69 | (k) Excess of col. (i)<br>over col. (j), if any | (l) Gains (Col. (h) gain minus<br>col. (k), but not less than -0-) or<br>Losses (from col. (h)) |
|---------------------------|--------------------------------------|-------------------------------------------------|-------------------------------------------------------------------------------------------------|
| <b>a</b>                  |                                      |                                                 |                                                                                                 |
| <b>b</b>                  |                                      |                                                 |                                                                                                 |
| <b>c</b>                  |                                      |                                                 |                                                                                                 |
| <b>d</b>                  |                                      |                                                 |                                                                                                 |
| <b>e</b>                  |                                      |                                                 | 1,113,024.                                                                                      |

|                                                                                                                                                                                          |  |          |            |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|----------|------------|
| <b>2</b> Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7 }                                               |  | <b>2</b> | 1,113,024. |
| <b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):<br>If gain, also enter in Part I, line 8, column (c).<br>If (loss), enter -0- in Part I, line 8 } |  | <b>3</b> | -146,865.  |

**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 the instructions before making any entries.

| (a)<br>Base period years<br>Calendar year (or tax year beginning in) | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col. (b) divided by col. (c)) |
|----------------------------------------------------------------------|------------------------------------------|----------------------------------------------|-------------------------------------------------------------|
| 2014                                                                 | 926,166.                                 | 17,490,276.                                  | .052953                                                     |
| 2013                                                                 | 763,500.                                 | 16,634,908.                                  | .045897                                                     |
| 2012                                                                 | 662,500.                                 | 16,268,466.                                  | .040723                                                     |
| 2011                                                                 | 768,500.                                 | 15,416,416.                                  | .049849                                                     |
| 2010                                                                 | 620,000.                                 | 13,145,517.                                  | .047164                                                     |

|                                                                                                                                                                                       |          |             |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|-------------|
| <b>2</b> Total of line 1, column (d)                                                                                                                                                  | <b>2</b> | .236586     |
| <b>3</b> 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 | <b>3</b> | .047317     |
| <b>4</b> Enter the net value of noncharitable-use assets for 2015 from Part X, line 5                                                                                                 | <b>4</b> | 23,859,586. |
| <b>5</b> Multiply line 4 by line 3                                                                                                                                                    | <b>5</b> | 1,128,964.  |
| <b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)                                                                                                                   | <b>6</b> | 13,784.     |
| <b>7</b> Add lines 5 and 6                                                                                                                                                            | <b>7</b> | 1,142,748.  |
| <b>8</b> Enter qualifying distributions from Part XII, line 4                                                                                                                         | <b>8</b> | 1,422,220.  |

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 instructions)**

|                                                                                                                                                                                                                                        |    |         |         |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|---------|---------|
| 1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1.<br>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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b                                                                           |    | 1       | 13,784. |
| 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       | 13,784. |
| 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       | 13,784. |
| 6 Credits/Payments:                                                                                                                                                                                                                    |    |         |         |
| a 2015 estimated tax payments and 2014 overpayment credited to 2015                                                                                                                                                                    | 6a | 12,600. |         |
| b Exempt foreign organizations - tax withheld at source                                                                                                                                                                                | 6b |         |         |
| c Tax paid with application for extension of time to file (Form 8868)                                                                                                                                                                  | 6c |         |         |
| d Backup withholding erroneously withheld                                                                                                                                                                                              | 6d |         |         |
| 7 Total credits and payments. Add lines 6a through 6d                                                                                                                                                                                  | 7  | 12,600. |         |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached                                                                                                                    | 8  |         |         |
| 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed                                                                                                                                                        | 9  | 1,184.  |         |
| 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 2016 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>                                                                                                        | 11 |         |         |

**Part VII-A Statements Regarding Activities**

|                                                                                                                                                                                                                                                                                                                                              | Yes | No |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?                                                                                                                                                                      |     | X  |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?<br>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 |     | X  |
| c Did the foundation file Form 1120-POL for this year?                                                                                                                                                                                                                                                                                       |     | X  |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:<br>(1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.                                                                                                                     |     |    |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.                                                                                                                                                                       |     |    |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS?<br>If "Yes," attach a detailed description of the activities                                                                                                                                                                               |     | X  |
| 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                                                                                                                 |     | X  |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?                                                                                                                                                                                                                                               |     | X  |
| b If "Yes," has it filed a tax return on Form 990-T for this year?                                                                                                                                                                                                                                                                           |     |    |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?<br>If "Yes," attach the statement required by General Instruction T.                                                                                                                                                                        |     | X  |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:<br>• By language in the governing instrument, or<br>• 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?         | X   |    |
| 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                                                                                                                                                                                                          | X   |    |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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                                                                                                                                | X   |    |
| 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 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? If "Yes," complete Part XIV                                                                                       |     | X  |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses                                                                                                                                                                                                        |     | X  |

N/A

**Part VII-A Statements Regarding Activities** (continued)

|                                                                                                                                                                                                                                                                                                                                    | 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  | X  |
| 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  | X  |
| 13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?<br>Website address ► <u>WWW.DELAPLAINEFOUNDATION.ORG</u>                                                                                                                                                    | 13  | X  |
| 14 The books are in care of ► <u>PHIL HAMMOND</u> Telephone no. ► <u>301-662-2753</u><br>Located at ► <u>244 WEST PATRICK STREET, FREDERICK, MD</u> ZIP+4 ► <u>21701</u>                                                                                                                                                           |     |    |
| 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<br>► 15 N/A                                                                                                                                 |     |    |
| 16 At any time during calendar year 2015, 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?<br>See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ► | 16  | X  |

**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):<br>(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>(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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>(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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 instructions)?<br>Organizations relying on a current notice regarding disaster assistance check here<br>► N/A                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | 1b  |    |
| c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015?                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | 1c  | X  |
| 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)):<br>a At the end of tax year 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>If "Yes," list the years ► _____<br>b Are there any years listed in 2a for which the foundation is <b>not</b> 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.) N/A<br>c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.<br>► _____                                                                                                                                                                                                                                                                                                                                                                                           | 2b  |    |
| 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>b If "Yes," did it have excess business holdings in 2015 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 2015.) N/A                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | 3b  |    |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | 4a  | X  |
| 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 2015?                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | 4b  | X  |

**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 4945(d)(4)(A)? (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)?  
Organizations relying on a current notice regarding disaster assistance check hereN/A  
▶ ☐

5b

**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?N/A ☐ 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

X

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?

N/A

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.

| (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 STATEMENT 9      |                                                           | 0.                                        | 0.                                                                    | 0.                                    |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |

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

| (a) Name and address of each person paid more than \$50,000                   | (b) Type of service        | (c) Compensation |
|-------------------------------------------------------------------------------|----------------------------|------------------|
| MANUFACTURERS AND TRADERS TRUST COMPANY<br>P.O. BOX 1596, BALTIMORE, MD 21203 | AGENCY & CUSTODIAN<br>FEES | 171,569.         |
|                                                                               |                            |                  |
|                                                                               |                            |                  |
|                                                                               |                            |                  |
|                                                                               |                            |                  |
|                                                                               |                            |                  |
|                                                                               |                            |                  |
|                                                                               |                            |                  |

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 DONATION OF CASH TO FREDERICK MEMORIAL HOSPITAL, AN IRC SECTION 501(C)(3) ORGANIZATION.                 | 500,000. |
| 2 DONATION OF CASH TO THE DELAPLAINE VISUAL ARTS EDUCATION CENTER, AN IRC SECTION 501(C)(3) ORGANIZATION. | 120,000. |
| 3 DONATION OF CASH TO THE NATIONAL MUSEUM OF CIVIL WAR MEDICINE, AN IRC SECTION 501(C)(3) ORGANIZATION.   | 100,000. |
| 4 DONATION OF CASH TO ENOCH PRATT FREE LIBRARY, AN IRC SECTION 501(C)(3) ORGANIZATION                     | 60,000.  |

**Part IX-B** Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

|                                                          | Amount |
|----------------------------------------------------------|--------|
| 1 N/A                                                    |        |
| 2                                                        |        |
| All other program-related investments. See instructions. |        |
| 3                                                        |        |
| Total. Add lines 1 through 3                             | 0.     |

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

|          |                                                                                                             |           |             |
|----------|-------------------------------------------------------------------------------------------------------------|-----------|-------------|
| <b>1</b> | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes: |           |             |
| <b>a</b> | Average monthly fair market value of securities                                                             | <b>1a</b> | 21,932,798. |
| <b>b</b> | Average of monthly cash balances                                                                            | <b>1b</b> | 2,290,132.  |
| <b>c</b> | Fair market value of all other assets                                                                       | <b>1c</b> |             |
| <b>d</b> | <b>Total</b> (add lines 1a, b, and c)                                                                       | <b>1d</b> | 24,222,930. |
| <b>e</b> | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)   | <b>1e</b> | 0.          |
| <b>2</b> | Acquisition indebtedness applicable to line 1 assets                                                        | <b>2</b>  | 0.          |
| <b>3</b> | Subtract line 2 from line 1d                                                                                | <b>3</b>  | 24,222,930. |
| <b>4</b> | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)   | <b>4</b>  | 363,344.    |
| <b>5</b> | <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 | <b>5</b>  | 23,859,586. |
| <b>6</b> | <b>Minimum investment return.</b> Enter 5% of line 5                                                        | <b>6</b>  | 1,192,979.  |

**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.)

|           |                                                                                                           |           |            |
|-----------|-----------------------------------------------------------------------------------------------------------|-----------|------------|
| <b>1</b>  | Minimum investment return from Part X, line 6                                                             | <b>1</b>  | 1,192,979. |
| <b>2a</b> | Tax on investment income for 2015 from Part VI, line 5                                                    | <b>2a</b> | 13,784.    |
| <b>b</b>  | Income tax for 2015. (This does not include the tax from Part VI.)                                        | <b>2b</b> |            |
| <b>c</b>  | Add lines 2a and 2b                                                                                       | <b>2c</b> | 13,784.    |
| <b>3</b>  | Distributable amount before adjustments. Subtract line 2c from line 1                                     | <b>3</b>  | 1,179,195. |
| <b>4</b>  | Recoveries of amounts treated as qualifying distributions                                                 | <b>4</b>  | 0.         |
| <b>5</b>  | Add lines 3 and 4                                                                                         | <b>5</b>  | 1,179,195. |
| <b>6</b>  | Deduction from distributable amount (see instructions)                                                    | <b>6</b>  | 0.         |
| <b>7</b>  | <b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | <b>7</b>  | 1,179,195. |

**Part XII****Qualifying Distributions** (see instructions)

|          |                                                                                                                                   |           |            |
|----------|-----------------------------------------------------------------------------------------------------------------------------------|-----------|------------|
| <b>1</b> | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:                                        |           |            |
| <b>a</b> | Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26                                                     | <b>1a</b> | 1,422,220. |
| <b>b</b> | Program-related investments - total from Part IX-B                                                                                | <b>1b</b> | 0.         |
| <b>2</b> | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes                         | <b>2</b>  |            |
| <b>3</b> | Amounts set aside for specific charitable projects that satisfy the:                                                              |           |            |
| <b>a</b> | Suitability test (prior IRS approval required)                                                                                    | <b>3a</b> |            |
| <b>b</b> | Cash distribution test (attach the required schedule)                                                                             | <b>3b</b> |            |
| <b>4</b> | <b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4                 | <b>4</b>  | 1,422,220. |
| <b>5</b> | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b | <b>5</b>  | 13,784.    |
| <b>6</b> | <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4                                                             | <b>6</b>  | 1,408,436. |

**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)<br>Corpus | (b)<br>Years prior to 2014 | (c)<br>2014 | (d)<br>2015 |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| <b>1</b> Distributable amount for 2015 from Part XI, line 7                                                                                                                       |               |                            |             | 1,179,195.  |
| <b>2</b> Undistributed income, if any, as of the end of 2015                                                                                                                      |               |                            |             |             |
| <b>a</b> Enter amount for 2014 only                                                                                                                                               |               |                            | 0.          |             |
| <b>b</b> Total for prior years:                                                                                                                                                   |               | 0.                         |             |             |
| <b>3</b> Excess distributions carryover, if any, to 2015:                                                                                                                         |               |                            |             |             |
| <b>a</b> From 2010                                                                                                                                                                |               |                            |             |             |
| <b>b</b> From 2011                                                                                                                                                                |               |                            |             |             |
| <b>c</b> From 2012                                                                                                                                                                |               |                            |             |             |
| <b>d</b> From 2013                                                                                                                                                                |               |                            |             |             |
| <b>e</b> From 2014                                                                                                                                                                |               |                            |             | 63,995.     |
| <b>f</b> Total of lines 3a through e                                                                                                                                              | 63,995.       |                            |             |             |
| <b>4</b> Qualifying distributions for 2015 from Part XII, line 4: ▶ \$ 1,422,220.                                                                                                 |               |                            |             |             |
| <b>a</b> Applied to 2014, but not more than line 2a                                                                                                                               |               |                            | 0.          |             |
| <b>b</b> Applied to undistributed income of prior years (Election required - see instructions)                                                                                    |               | 0.                         |             |             |
| <b>c</b> Treated as distributions out of corpus (Election required - see instructions)                                                                                            | 0.            |                            |             |             |
| <b>d</b> Applied to 2015 distributable amount                                                                                                                                     |               |                            |             | 1,179,195.  |
| <b>e</b> Remaining amount distributed out of corpus                                                                                                                               | 243,025.      |                            |             |             |
| <b>5</b> Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a))                                         | 0.            |                            |             | 0.          |
| <b>6</b> Enter the net total of each column as indicated below:                                                                                                                   |               |                            |             |             |
| <b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5                                                                                                                          | 307,020.      |                            |             |             |
| <b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b                                                                                                         |               | 0.                         |             |             |
| <b>c</b> 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.                         |             |             |
| <b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions                                                                                                         |               | 0.                         |             |             |
| <b>e</b> Undistributed income for 2014. Subtract line 4a from line 2a. Taxable amount - see instr.                                                                                |               |                            | 0.          |             |
| <b>f</b> Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016                                                              |               |                            |             | 0.          |
| <b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)       | 0.            |                            |             |             |
| <b>8</b> Excess distributions carryover from 2010 not applied on line 5 or line 7                                                                                                 | 0.            |                            |             |             |
| <b>9</b> Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a                                                                                              | 307,020.      |                            |             |             |
| <b>10</b> Analysis of line 9:                                                                                                                                                     |               |                            |             |             |
| <b>a</b> Excess from 2011                                                                                                                                                         |               |                            |             |             |
| <b>b</b> Excess from 2012                                                                                                                                                         |               |                            |             |             |
| <b>c</b> Excess from 2013                                                                                                                                                         |               |                            |             |             |
| <b>d</b> Excess from 2014                                                                                                                                                         | 63,995.       |                            |             |             |
| <b>e</b> Excess from 2015                                                                                                                                                         | 243,025.      |                            |             |             |

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- 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

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**Part XV** Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

| Recipient<br>Name and address (home or business)                                             | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution                           | Amount            |
|----------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|---------------------------------------------------------------|-------------------|
| <b>a Paid during the year</b>                                                                |                                                                                                                    |                                      |                                                               |                   |
| ADVOCATES FOR HOMELESS FAMILIES<br>216 ABRECHT PLACE<br>FREDERICK, MD 21701                  | N/A                                                                                                                | QUALIFIED<br>PUBLIC CHARITY          | UNRESTRICTED GRANT                                            | 4,000.            |
| AMERICAN VISIONARY ART MUSEUM<br>800 KEY HIGHWAY<br>BALTIMORE, MD 21230                      | N/A                                                                                                                | QUALIFIED<br>PUBLIC CHARITY          | UNRESTRICTED GRANT                                            | 7,500.            |
| APPLES UNITED CHURCH OF CHRIST<br>3743 OLD KILN ROAD<br>THURNMONT, MD 21788                  | N/A                                                                                                                | QUALIFIED<br>PUBLIC CHARITY          | APPLES CEMETERY<br>PRESERVATION                               | 1,000.            |
| BALTIMORE MUSEUM OF INDUSTRY<br>1415 KEY HIGHWAY - INNER HARBOR SOUTH<br>BALTIMORE, MD 21230 | N/A                                                                                                                | QUALIFIED<br>PUBLIC CHARITY          | FOR THE BENEFIT OF THE<br>MARYLAND MILESTONES<br>WALL PROGRAM | 2,000.            |
| BIG BLUE FOUNDATION, INC.<br>403 ELM STREET<br>FREDERICK, MD 21701                           | N/A                                                                                                                | QUALIFIED<br>PUBLIC CHARITY          | UNRESTRICTED GRANT                                            | 7,500.            |
| <b>Total</b>                                                                                 | <b>SEE CONTINUATION SHEET(S)</b>                                                                                   |                                      |                                                               | <b>1,422,220.</b> |
| <b>b Approved for future payment</b>                                                         |                                                                                                                    |                                      |                                                               |                   |
| <b>NONE</b>                                                                                  |                                                                                                                    |                                      |                                                               |                   |
|                                                                                              |                                                                                                                    |                                      |                                                               |                   |
|                                                                                              |                                                                                                                    |                                      |                                                               |                   |
| <b>Total</b>                                                                                 |                                                                                                                    |                                      | <b>3b</b>                                                     | <b>0.</b>         |



## Part XVII

**Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

**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

**(2) Other assets**

**b Other transactions:**

**(1) Sales of assets to a noncharitable exempt organization**

**(2) Purchases of assets from a noncharitable exempt organization**

**(3) Rental of facilities, equipment, or other assets**

#### (4) Reimbursement arrangements

**(5) Loans or loan guarantees**

**(6) Performance of services or membership or fundraising solicitations**

**c** Sharing of facilities, equipment, mailing lists, other assets, or paid employees

**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.

|       | Yes | No |
|-------|-----|----|
| 1a(1) |     | X  |
| 1a(2) |     | X  |
| 1b(1) |     | X  |
| 1b(2) |     | X  |
| 1b(3) |     | X  |
| 1b(4) |     | X  |
| 1b(5) |     | X  |
| 1b(6) |     | X  |
| 1c    |     | X  |

[illegible]

**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 |
|--------------------------|--------------------------|---------------------------------|
| N/A                      |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |

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

Signature of officer or trustee Marlene B. Young

5-13-16  
Date

**PRESIDENT**  
Title

May the IRS discuss this return with the preparer

☒ Yes ☐ No

**Paid  
Preparer  
Use Only**

Print/Type preparer's name

KATHLEEN M. DAVIS,  
CPA

Preparer's signature

Kathleen M. Davis C.A.

|      |
|------|
| Date |
|------|

5-13-16

Check ☐ self-employed

PTIN

P00168981

Firm's name ► **MCLEAN, KOEHLER, SPARKS & HAMMOND**

Firm's EIN ► 52-0547375

Firm's address ► 70 THOMAS JOHNSON DRIVE, SUITE 100  
FREDERICK, MD 21702-4317

Phone no. (301) 662-2400

Form **990-PF** (2015)

**Schedule B**(Form 990, 990-EZ,  
or 990-PF)Department of the Treasury  
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.  
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and  
its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No 1545-0047

**2015**

Name of the organization

Employer identification number

DEPLAINE FOUNDATION, INC.

52-2278038

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)( ) (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions

**Special Rules**

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ▶ \$ \_\_\_\_\_

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2015)

|                             |                                |
|-----------------------------|--------------------------------|
| Name of organization        | Employer identification number |
| DELAPLAINE FOUNDATION, INC. | 52-2278038                     |

**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed

| (a)<br>No. | (b)<br>Name, address, and ZIP + 4                                          | (c)<br>Total contributions | (d)<br>Type of contribution                                                                                                                                                |
|------------|----------------------------------------------------------------------------|----------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1          | ELIZABETH B. DELAPLAINE ESTATE<br>244 W PATRICK ST<br>FREDERICK , MD 21701 | \$ 11,430,530.             | Person <input checked="checked" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions.) |
|            |                                                                            | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions.)                   |
|            |                                                                            | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions.)                   |
|            |                                                                            | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions.)                   |
|            |                                                                            | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions.)                   |
|            |                                                                            | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions.)                   |
|            |                                                                            | \$                         | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II for noncash contributions.)                   |



Name of organization

Employer identification number

**DELAPLAINE FOUNDATION, INC.****52-2278038**

**Part III** Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this info once) ▶ \$

Use duplicate copies of Part III if additional space is needed

| (a) No.<br>from<br>Part I | (b) Purpose of gift                     | (c) Use of gift | (d) Description of how gift is held      |
|---------------------------|-----------------------------------------|-----------------|------------------------------------------|
|                           |                                         |                 |                                          |
|                           |                                         |                 |                                          |
|                           |                                         |                 |                                          |
|                           | (e) Transfer of gift                    |                 |                                          |
|                           | Transferee's name, address, and ZIP + 4 |                 | Relationship of transferor to transferee |
|                           |                                         |                 |                                          |
|                           |                                         |                 |                                          |
|                           |                                         |                 |                                          |
|                           | (e) Transfer of gift                    |                 |                                          |
|                           | Transferee's name, address, and ZIP + 4 |                 | Relationship of transferor to transferee |
|                           |                                         |                 |                                          |
|                           |                                         |                 |                                          |
|                           |                                         |                 |                                          |
|                           | (e) Transfer of gift                    |                 |                                          |
|                           | Transferee's name, address, and ZIP + 4 |                 | Relationship of transferor to transferee |
|                           |                                         |                 |                                          |
|                           |                                         |                 |                                          |
|                           |                                         |                 |                                          |
|                           | (e) Transfer of gift                    |                 |                                          |
|                           | Transferee's name, address, and ZIP + 4 |                 | Relationship of transferor to transferee |
|                           |                                         |                 |                                          |
|                           |                                         |                 |                                          |
|                           |                                         |                 |                                          |
|                           | (e) Transfer of gift                    |                 |                                          |
|                           | Transferee's name, address, and ZIP + 4 |                 | Relationship of transferor to transferee |
|                           |                                         |                 |                                          |
|                           |                                         |                 |                                          |
|                           |                                         |                 |                                          |

**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<br>P - Purchase<br>D - Donation | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|-----------------------------------------------------------------------------------------------------------------------------------|----------------------------|--------------------------------------------------|--------------------------------------|----------------------------------|
| 1a                                                                                                                                | M&T 1015525 SEE ATTACHMENT | P                                                | VARIOUS                              | 12/31/15                         |
| b                                                                                                                                 | M&T 1015525 SEE ATTACHMENT | P                                                | VARIOUS                              | 12/31/15                         |
| c                                                                                                                                 | M&T 1015525 SEE ATTACHMENT | P                                                | VARIOUS                              | 11/02/15                         |
| d                                                                                                                                 | M&T 1015525 SEE ATTACHMENT | P                                                | VARIOUS                              | 12/31/15                         |
| e                                                                                                                                 | M&T 77826 SEE ATTACHMENT   | P                                                | VARIOUS                              | 12/31/15                         |
| f                                                                                                                                 | M&T 77826 SEE ATTACHMENT   | P                                                | VARIOUS                              | 12/31/15                         |
| g                                                                                                                                 | M&T 77836 SEE ATTACHMENT   | P                                                | VARIOUS                              | 12/31/15                         |
| h                                                                                                                                 | M&T 77836 SEE ATTACHMENT   | P                                                | VARIOUS                              | 12/31/15                         |
| i                                                                                                                                 | M&T 77836 SEE ATTACHMENT   | P                                                | VARIOUS                              | 12/31/15                         |
| j                                                                                                                                 | M&T 1046809 SEE ATTACHMENT | P                                                | VARIOUS                              | 12/31/15                         |
| k                                                                                                                                 | M&T 1046809 SEE ATTACHMENT | P                                                | VARIOUS                              | 12/31/15                         |
| l                                                                                                                                 | M&T 1047445 SEE ATTACHMENT | P                                                | VARIOUS                              | 12/31/15                         |
| m                                                                                                                                 | M&T 1047445 SEE ATTACHMENT | P                                                | VARIOUS                              | 12/31/15                         |
| n                                                                                                                                 | KKR K-1                    | P                                                | VARIOUS                              | 12/31/15                         |
| o                                                                                                                                 | KKR K-1                    | P                                                | VARIOUS                              | 12/31/15                         |

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| a                     | 338,448.                                   | 400,388.                                        | -61,940.                                     |
| b                     | 2,270,109.                                 | 1,737,054.                                      | 533,055.                                     |
| c                     | 39,060.                                    | 48,995.                                         | -9,935.                                      |
| d                     | 330,126.                                   | 233,293.                                        | 96,833.                                      |
| e                     | 221,085.                                   | 196,729.                                        | 24,356.                                      |
| f                     | 1,001,549.                                 | 438,383.                                        | 563,166.                                     |
| g                     | 795,453.                                   | 799,621.                                        | -4,168.                                      |
| h                     | 681,700.                                   | 679,760.                                        | 1,940.                                       |
| i                     | 454,301.                                   | 437,999.                                        | 16,302.                                      |
| j                     |                                            |                                                 | -52,548.                                     |
| k                     |                                            |                                                 | 75,978.                                      |
| l                     |                                            |                                                 | -18,236.                                     |
| m                     |                                            |                                                 | -54,476.                                     |
| n                     |                                            |                                                 | -38.                                         |
| o                     |                                            |                                                 | 1,892.                                       |

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

| (i) F.M.V. as of 12/31/69 | (j) Adjusted basis<br>as of 12/31/69 | (k) Excess of col. (i)<br>over col. (j), if any | (l) Losses (from col. (h))<br>Gains (excess of col. (h) gain over col. (k),<br>but not less than "-0-") |
|---------------------------|--------------------------------------|-------------------------------------------------|---------------------------------------------------------------------------------------------------------|
| a                         |                                      |                                                 | ** -61,940.                                                                                             |
| b                         |                                      |                                                 | 533,055.                                                                                                |
| c                         |                                      |                                                 | ** -9,935.                                                                                              |
| d                         |                                      |                                                 | 96,833.                                                                                                 |
| e                         |                                      |                                                 | 24,356.                                                                                                 |
| f                         |                                      |                                                 | 563,166.                                                                                                |
| g                         |                                      |                                                 | ** -4,168.                                                                                              |
| h                         |                                      |                                                 | 1,940.                                                                                                  |
| i                         |                                      |                                                 | 16,302.                                                                                                 |
| j                         |                                      |                                                 | ** -52,548.                                                                                             |
| k                         |                                      |                                                 | 75,978.                                                                                                 |
| l                         |                                      |                                                 | ** -18,236.                                                                                             |
| m                         |                                      |                                                 | -54,476.                                                                                                |
| n                         |                                      |                                                 | ** -38.                                                                                                 |
| o                         |                                      |                                                 | 1,892.                                                                                                  |

|                                                                                                                                                                                     |   |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|
| 2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7<br>If (loss), enter "-0-" in Part I, line 7 }                                               | 2 |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):<br>If gain, also enter in Part I, line 8, column (c).<br>If (loss), enter "-0-" in Part I, line 8 } | 3 |

**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 CAPITAL GAINS DIVIDENDS**

|   |  |  |  |
|---|--|--|--|
| b |  |  |  |
| c |  |  |  |
| d |  |  |  |
| e |  |  |  |
| f |  |  |  |
| g |  |  |  |
| h |  |  |  |
| i |  |  |  |
| j |  |  |  |
| k |  |  |  |
| l |  |  |  |
| m |  |  |  |
| n |  |  |  |
| o |  |  |  |

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| a 843.                |                                            |                                                 | 843.                                         |
| b                     |                                            |                                                 |                                              |
| c                     |                                            |                                                 |                                              |
| d                     |                                            |                                                 |                                              |
| e                     |                                            |                                                 |                                              |
| f                     |                                            |                                                 |                                              |
| g                     |                                            |                                                 |                                              |
| h                     |                                            |                                                 |                                              |
| i                     |                                            |                                                 |                                              |
| j                     |                                            |                                                 |                                              |
| k                     |                                            |                                                 |                                              |
| l                     |                                            |                                                 |                                              |
| m                     |                                            |                                                 |                                              |
| n                     |                                            |                                                 |                                              |
| o                     |                                            |                                                 |                                              |

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

| (i) F.M.V. as of 12/31/69 | (j) Adjusted basis<br>as of 12/31/69 | (k) Excess of col. (i)<br>over col. (j), if any | (l) Losses (from col. (h))<br>Gains (excess of col. (h) gain over col. (k),<br>but not less than "-0-") |
|---------------------------|--------------------------------------|-------------------------------------------------|---------------------------------------------------------------------------------------------------------|
| a                         |                                      |                                                 | 843.                                                                                                    |
| b                         |                                      |                                                 |                                                                                                         |
| c                         |                                      |                                                 |                                                                                                         |
| d                         |                                      |                                                 |                                                                                                         |
| e                         |                                      |                                                 |                                                                                                         |
| f                         |                                      |                                                 |                                                                                                         |
| g                         |                                      |                                                 |                                                                                                         |
| h                         |                                      |                                                 |                                                                                                         |
| i                         |                                      |                                                 |                                                                                                         |
| j                         |                                      |                                                 |                                                                                                         |
| k                         |                                      |                                                 |                                                                                                         |
| l                         |                                      |                                                 |                                                                                                         |
| m                         |                                      |                                                 |                                                                                                         |
| n                         |                                      |                                                 |                                                                                                         |
| o                         |                                      |                                                 |                                                                                                         |

|                                                                                                                                                                                     |   |            |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|------------|
| 2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7<br>If (loss), enter "-0-" in Part I, line 7 }                                               | 2 | 1,113,024. |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):<br>If gain, also enter in Part I, line 8, column (c).<br>If (loss), enter "-0-" in Part I, line 8 } | 3 | -146,865.  |

**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

| Recipient<br>Name and address (home or business)                                                           | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution                                  | Amount            |
|------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------|-------------------|
| BIG BROTHERS BIG SISTERS OF FREDERICK<br>COUNTY<br>2 EAST CHURCH STREET, PO BOX 442<br>FREDERICK, MD 21705 | N/A                                                                                                                | QUALIFIED<br>PUBLIC CHARITY          | UNRESTRICTED GRANT                                                   | 7,500.            |
| BOYS AND GIRLS CLUB OF FREDERICK<br>COUNTY<br>413 BURCK STREET<br>FREDERICK, MD 21701                      | N/A                                                                                                                | QUALIFIED<br>PUBLIC CHARITY          | UNRESTRICTED GRANT                                                   | 6,000.            |
| BROOK LANE HEALTH<br>13218 BROOK LANE DRIVE, P.O. BOX 1945<br>HAGERSTOWN, MD 21742                         | N/A                                                                                                                | QUALIFIED<br>PUBLIC CHARITY          | FOR THE BENEFIT OF THE<br>KIDS NEED ROOM CAPITAL<br>CAMPAIGN PROGRAM | 15,000.           |
| CENTER STAGE ASSOCIATES, INC<br>700 NORTH CALVERT ST<br>BALTIMORE, MD 21202                                | N/A                                                                                                                | QUALIFIED<br>PUBLIC CHARITY          | UNRESTRICTED GRANT                                                   | 7,500.            |
| COLUMBIA CENTER FOR THE THEATRICAL<br>ARTS, INC.<br>6655 DOBBIN ROAD<br>COLUMBIA, MD 21045                 | N/A                                                                                                                | QUALIFIED<br>PUBLIC CHARITY          | UNRESTRICTED GRANT                                                   | 4,000.            |
| COMMEMORATIVE AIR FORCE<br>400B EAST CHURCH ST.<br>FREDERICK, MD 21701                                     | N/A                                                                                                                | QUALIFIED<br>PUBLIC CHARITY          | UNRESTRICTED DONATION                                                | 500.              |
| COMMUNITY FOUNDATION OF FREDERICK<br>COUNTY<br>312 EAST CHURCH ST<br>FREDERICK, MD 21704                   | N/A                                                                                                                | QUALIFIED<br>PUBLIC CHARITY          | DAVID MARSHALL<br>FUND/SHARON I. HOOPER<br>MEMORIAL DREAMS           | 4,000.            |
| COMMUNITY FOUNDATION OF FREDERICK<br>COUNTY<br>312 EAST CHURCH ST<br>FREDERICK, MD 21701                   | N/A                                                                                                                | QUALIFIED<br>PUBLIC CHARITY          | MONTEVUE HOME &<br>CITIZENS CARE & REHAB<br>CENTER                   | 3,000.            |
| COMMUNITY FREE CLINIC<br>249 MILL ST.<br>HAGERSTOWN, MD 21740                                              | N/A                                                                                                                | QUALIFIED<br>PUBLIC CHARITY          | UNRESTRICTED GRANT                                                   | 2,000.            |
| COMMUNITY LIVING, INC.<br>620-B RESEARCH CT<br>FREDERICK, MD 21703                                         | N/A                                                                                                                | QUALIFIED<br>PUBLIC CHARITY          | FLAT PRESS/FINISH<br>PRESS PROJECT                                   | 2,000.            |
| <b>Total from continuation sheets</b>                                                                      |                                                                                                                    |                                      |                                                                      | <b>1,400,220.</b> |

**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

| Recipient<br>Name and address (home or business)                                | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution     | Amount   |
|---------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-----------------------------------------|----------|
| DALIT SOLIDARITY, INC.<br>P.O. BOX 112<br>HINES, IL 60141                       | N/A                                                                                                                | QUALIFIED<br>PUBLIC CHARITY          | UNRESTRICTED GRANT                      | 1,000.   |
| DELAPLAINE VISUAL ARTS EDUCATION CTR<br>40 S. CARROLL ST<br>FREDERICK, MD 21701 | N/A                                                                                                                | QUALIFIED<br>PUBLIC CHARITY          | ENDOWMENT AND<br>OPERATING EXPENSES     | 120,000. |
| DOCTORS WITHOUT BORDERS<br>333 SEVENTH AVE, 2ND FL<br>NEW YORK, NY 10001        | N/A                                                                                                                | QUALIFIED<br>PUBLIC CHARITY          | UNRESTRICTED GRANT                      | 10,000.  |
| DOWNTOWN FREDERICK PARTNERSHIP<br>19 EAST CHURCH ST<br>FREDERICK, MD 21701      | N/A                                                                                                                | QUALIFIED<br>PUBLIC CHARITY          | MOVIE NIGHT                             | 3,500.   |
| DOWNTOWN FREDERICK PARTNERSHIP<br>19 EAST CHURCH ST<br>FREDERICK, MD 21701      | N/A                                                                                                                | QUALIFIED<br>PUBLIC CHARITY          | MOBILE KIOSK                            | 11,000.  |
| ENOCH PRATT FREE LIBRARY<br>400 CATHEDRAL STREET<br>BALTIMOREONUM, MD 21201     | N/A                                                                                                                | QUALIFIED<br>PUBLIC CHARITY          | UNRESTRICTED GRANT                      | 60,000.  |
| EQUINOX DANCE COMPANY<br>PO BOX 1356<br>FREDERICK, MD 21702                     | N/A                                                                                                                | QUALIFIED<br>PUBLIC CHARITY          | UNRESTRICTED GRANT                      | 1,500.   |
| EXPONENT PHILANTHROPY<br>1720 N ST NW<br>WASHINGTON, DC 20036                   | N/A                                                                                                                | QUALIFIED<br>PUBLIC CHARITY          | UNRESTRICTED GRANT                      | 3,500.   |
| FAITHPOINT UMC<br>P. O. BOX 133<br>MONROVIA, MD 21770                           | N/A                                                                                                                | QUALIFIED<br>PUBLIC CHARITY          | UNRESTRICTED GRANT                      | 3,500.   |
| FAMILIES PLUS!<br>35 E. CHURCH ST.<br>FREDERICK, MD 21701                       | N/A                                                                                                                | QUALIFIED<br>PUBLIC CHARITY          | EDUCATIONAL AND<br>THERAPEUTIC PROGRAMS | 10,000.  |
| Total from continuation sheets                                                  |                                                                                                                    |                                      |                                         |          |

**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

| Recipient<br>Name and address (home or business)                                                 | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount   |
|--------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|----------|
| FAMILY LAW COMMUNITY ORGANIZATION<br>1807 BIRCH BAY COURT<br>FREDERICK, MD 21702                 | N/A                                                                                                                | QUALIFIED<br>PUBLIC CHARITY          | UNRESTRICTED GRANT                  | 3,000.   |
| FREDERICK COMMUNITY ACTION AGENCY<br>100 SOUTH MARKET STREET<br>FREDERICK, MD 21701              | N/A                                                                                                                | QUALIFIED<br>PUBLIC CHARITY          | SOUP KITCHEN AND FOOD<br>BANKD      | 10,000.  |
| FREDERICK COUNTY HUMANE SOCIETY<br>217 WEST PATRICK ST.<br>FREDERICK, MD 21701                   | N/A                                                                                                                | QUALIFIED<br>PUBLIC CHARITY          | UNRESTRICTED GRANT                  | 2,500.   |
| FREDERICK MEMORIAL HOSPITAL<br>400 WEST 7TH ST<br>FREDERICK, MD 21701                            | N/A                                                                                                                | QUALIFIED<br>PUBLIC CHARITY          | UNRESTRICTED GRANT                  | 500,000. |
| FREDERICK RESCUE MISSION<br>P. O. BOX 3389<br>FREDERICK, MD 21705                                | N/A                                                                                                                | QUALIFIED<br>PUBLIC CHARITY          | UNRESTRICTED GRANT                  | 25,000.  |
| FRIENDS MEETING SCHOOL<br>3232 GREEN VALLEY ROAD<br>IJAMSVILLE, MD 21754                         | N/A                                                                                                                | QUALIFIED<br>PUBLIC CHARITY          | UNRESTRICTED GRANT                  | 2,000.   |
| FULTON COUNTY MEDICAL CENTER<br>FOUNDATION<br>214 PEACH ORCHARD RD<br>MCCONNELLSBURG, PA 17233   | N/A                                                                                                                | QUALIFIED<br>PUBLIC CHARITY          | UNRESTRICTED GRANT                  | 25,000.  |
| GRACE PROTESTANT EPISCOPAL CHURCH<br>5740 GREEN VALLEY ROAD<br>NEW MARKET, MD 21774              | N/A                                                                                                                | QUALIFIED<br>PUBLIC CHARITY          | UNRESTRICTED GRANT                  | 5,000.   |
| HABITAT FOR HUMANITY OF FREDERICK<br>COUNTY<br>2 E. CHURCH ST., 3RD FLOOR<br>FREDERICK, MD 21701 | N/A                                                                                                                | QUALIFIED<br>PUBLIC CHARITY          | UNRESTRICTED GRANT                  | 4,000.   |
| HAGERSTOWN AVIATION MUSEUM<br>14235 OAK SPRINGS ROAD<br>HAGERSTOWN, MD 21742                     | N/A                                                                                                                | QUALIFIED<br>PUBLIC CHARITY          | UNRESTRICTED GRANT                  | 30,000.  |
| <b>Total from continuation sheets</b>                                                            |                                                                                                                    |                                      |                                     |          |

**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

| Recipient<br>Name and address (home or business)                                                     | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount  |
|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|---------|
| HEART OF THE CIVIL WAR HERITAGE AREA<br>151 S. EASTST.<br>FREDERICK, MD 21701                        | N/A                                                                                                                | QUALIFIED<br>PUBLIC CHARITY          | UNRESTRICTED GRANT                  | 20,000. |
| HEARTLY HOUSE, INC.<br>P.O. BOX 857<br>FREDERICK, MD 217050857                                       | N/A                                                                                                                | QUALIFIED<br>PUBLIC CHARITY          | UNRESTRICTED GRANT                  | 6,000.  |
| HISTORICAL SOCIETY OF FREDERICK<br>COUNTY<br>24 E. CHURCH ST.<br>FREDERICK, MD 21701                 | N/A                                                                                                                | QUALIFIED<br>PUBLIC CHARITY          | CATALOG                             | 9,000.  |
| HOOD COLLEGE<br>401 ROSEMONT AVE<br>FREDERICK, MD 21701                                              | N/A                                                                                                                | QUALIFIED<br>PUBLIC CHARITY          | UNRESTRICTED GRANT                  | 14,000. |
| HOSPICE OF FREDERICK COUNTY<br>516 TRAIL AVENUE, PO BOX 1799<br>FREDERICK, MD 21702                  | N/A                                                                                                                | QUALIFIED<br>PUBLIC CHARITY          | UNRESTRICTED GRANT                  | 8,000.  |
| HOUSING AUTHORITY OF THE CITY OF<br>FREDERICK<br>209 MADISON SI.<br>FREDERICK, MD 21702              | N/A                                                                                                                | QUALIFIED<br>PUBLIC CHARITY          | UNRESTRICTED GRANT                  | 7,500.  |
| INTERFAITH HOUSING ALLIANCE, INC.<br>731 NORTH MARKET ST<br>FREDERICK, MD 21701                      | N/A                                                                                                                | QUALIFIED<br>PUBLIC CHARITY          | UNRESTRICTED GRANT                  | 17,000. |
| JUNIOR ACHIEVEMENT OF CENTRAL<br>MARYLAND<br>10711 RED RUN BLVD, SUTIE 110<br>OWINGS MILLS, MD 21117 | N/A                                                                                                                | QUALIFIED<br>PUBLIC CHARITY          | UNRESTRICTED GRANT                  | 4,000.  |
| LIFE HORSE, INC.<br>3800 NORTH BALDWIN RD., STE # 3<br>ORTONVILLE, MI 48462                          | N/A                                                                                                                | QUALIFIED<br>PUBLIC CHARITY          | UNRESTRICTED GRANT                  | 4,000.  |
| LITERACY COUNCIL OF FREDERICK COUNTY<br>110 EAST PATRICK STREET<br>FREDERICK, MD 21701               | N/A                                                                                                                | QUALIFIED<br>PUBLIC CHARITY          | UNRESTRICTED GRANT                  | 5,000.  |
| Total from continuation sheets                                                                       |                                                                                                                    |                                      |                                     |         |

**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

| Recipient<br>Name and address (home or business)                                                                       | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution     | Amount  |
|------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-----------------------------------------|---------|
| LUTHERAN MISSION SOCIETY OF MD<br>601 HAMMONDS LANE<br>BALTIMORE, MD 21225                                             | N/A                                                                                                                | QUALIFIED<br>PUBLIC CHARITY          | UNRESTRICTED GRANT                      | 5,000.  |
| MAGICAL EXPERIENCES ARTS CO.<br>7032 WALLIS AVE<br>BALTIMORE, MD 21215                                                 | N/A                                                                                                                | QUALIFIED<br>PUBLIC CHARITY          | UNRESTRICTED GRANT                      | 1,000.  |
| MAKE-A-WISH FOUNDATION OF THE<br>MID-ATLANTIC, INC<br>10920 CONNECTICUT AVENUE, SUITE 1600<br>KENSINGTON, MD 208951600 | N/A                                                                                                                | QUALIFIED<br>PUBLIC CHARITY          | UNRESTRICTED GRANT                      | 1,000.  |
| MARYLAND ENSEMBLE THEATRE<br>31 W. PATRICK ST.<br>FREDERICK, MD 21701                                                  | N/A                                                                                                                | QUALIFIED<br>PUBLIC CHARITY          | IN-SCHOOL PRODUCTIONS                   | 5,000.  |
| MARYLAND FOOD BANK<br>2200 HALETHORPE RD.<br>BALTIMORE, MD 21227                                                       | N/A                                                                                                                | QUALIFIED<br>PUBLIC CHARITY          | FEEDING FREDERICK CO                    | 6,000.  |
| MARYLAND HISTORICAL SOCIETY<br>201 WEST MONUMENT ST<br>BALTIMORE, MD 21201                                             | N/A                                                                                                                | QUALIFIED<br>PUBLIC CHARITY          | UNRESTRICTED GRANT                      | 5,000.  |
| MARYLAND PATIENT SAFETY CENTER<br>6820 DEERPATH RD.<br>ELKRIDGE, MD 21075                                              | N/A                                                                                                                | QUALIFIED<br>PUBLIC CHARITY          | GENERAL OPERATIONS                      | 10,000. |
| MARYLAND RAVENS<br>1413 GLENDALE ROAD<br>BALTIMORE, MD 21239                                                           | N/A                                                                                                                | QUALIFIED<br>PUBLIC CHARITY          | UNRESTRICTED GRANT                      | 1,000.  |
| MARYLAND SYMPHONY ORCHESTRA, INC.<br>30 W. WASHINGTON ST.<br>HAGERSTOWN, MD 21740                                      | N/A                                                                                                                | QUALIFIED<br>PUBLIC CHARITY          | UNRESTRICTED GRANT                      | 3,000.  |
| MARYLAND ZOO IN BALTIMORE<br>1876 MANSION HOUSE DRIVE<br>BALTIMORE, MD 21217                                           | N/A                                                                                                                | QUALIFIED<br>PUBLIC CHARITY          | OUTREACH TO FREDERICK<br>COUNTY PROGRAM | 4,000.  |
| Total from continuation sheets                                                                                         |                                                                                                                    |                                      |                                         |         |

**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

| Recipient<br>Name and address (home or business)                                                          | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution                    | Amount   |
|-----------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|--------------------------------------------------------|----------|
| MENTAL HEALTH ASSOCIATION OF<br>FREDERICK COUNTY<br>263 WEST PATRICK ST<br>FREDERICK, MD 21701            | N/A                                                                                                                | QUALIFIED<br>PUBLIC CHARITY          | CAPITAL CAMPAIGN AND<br>FAMILY SERVICE PROGRAM         | 21,000.  |
| MISSION OF MERCY<br>22 S. MARKET ST, SUITE 6D<br>FREDERICK, MD 21701                                      | N/A                                                                                                                | QUALIFIED<br>PUBLIC CHARITY          | MOBILE MEDICAL PROGRAM                                 | 25,000.  |
| MPT FOUNDATION, INC.<br>11767 OWINGS MILLS BLVD<br>FREDERICK, MD 21117                                    | N/A                                                                                                                | QUALIFIED<br>PUBLIC CHARITY          | FSKEY AFTER THE SONG                                   | 30,000.  |
| MT. SAINT MARY'S UNIVERSITY<br>16300 OLD EMMITSBURG ROAD<br>EMMITSBURG, MD 21727                          | N/A                                                                                                                | QUALIFIED<br>PUBLIC CHARITY          | TENNIS<br>SCHOLARSHIPS/PRESIDENT<br>DISCRETIONARY FUND | 5,000.   |
| NATIONAL AQUARIUM IN BALTIMORE, INC.<br>501 EAST PRATT STREET<br>BALTIMORE, MD 21202                      | N/A                                                                                                                | QUALIFIED<br>PUBLIC CHARITY          | UNRESTRICTED GRANT                                     | 2,000.   |
| NATIONAL CENTER FOR FAMILY<br>PHILANTHROPY<br>1101 CONNECTICUT AVE, NW, SUITE 220<br>WASHINGTON, DC 20036 | N/A                                                                                                                | QUALIFIED<br>PUBLIC CHARITY          | NEEDIEST KIDS                                          | 2,500.   |
| NATIONAL MUSEUM OF CIVIL WAR MEDICINE<br>48 EAST PATRICK ST<br>FREDERICK, MD 21701                        | N/A                                                                                                                | QUALIFIED<br>PUBLIC CHARITY          | ENDOWMENT FUND                                         | 100,000. |
| OLNEY THEATRE CENTER<br>2001 OLNEY-SANDY SPRING RD.<br>OLNEY, MD 20832                                    | N/A                                                                                                                | QUALIFIED<br>PUBLIC CHARITY          | SEASON 2011                                            | 1,000.   |
| OTHER VOICES THEATRE<br>244 S. JEFFERSON ST.<br>FREDERICK, MD 21701                                       | N/A                                                                                                                | QUALIFIED<br>PUBLIC CHARITY          | UNRESTRICTED GRANT                                     | 500.     |
| OXFAM-AMERICA INC.<br>226 CAUSEWAY ST FLOOR 5<br>BOSTON, MA 021142206                                     | N/A                                                                                                                | QUALIFIED<br>PUBLIC CHARITY          | UNRESTRICTED GRANT                                     | 5,000.   |
| <b>Total from continuation sheets</b>                                                                     |                                                                                                                    |                                      |                                                        |          |

**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

| Recipient<br>Name and address (home or business)                                              | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution                     | Amount  |
|-----------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|---------------------------------------------------------|---------|
| PARTNERS IN CARE<br>90B RITCHIE HIGHWAY<br>PASADENA, MD 21122                                 | N/A                                                                                                                | QUALIFIED<br>PUBLIC CHARITY          | UNRESTRICTED GRANT                                      | 2,000.  |
| RED DEVILS, INC.<br>5820 YORK ROAD, SUITE 205<br>BALTIMORE, MD 21212                          | N/A                                                                                                                | QUALIFIED<br>PUBLIC CHARITY          | FREDERICK CO. FAMILIES<br>DEALING WITH BREAST<br>CANCER | 1,000.  |
| RELIGIOUS COALITION FOR EMERGENCY<br>HUMAN NEEDS<br>27 DEGRANGE STREET<br>FREDERICK, MD 21701 | N/A                                                                                                                | QUALIFIED<br>PUBLIC CHARITY          | UNRESTRICTED GRANT                                      | 50,000. |
| SAINT KATHARINE DREXEL CHURCH<br>8428 OPOSSUM TOWN PIKE<br>FREDERICK, MD 21702                | N/A                                                                                                                | QUALIFIED<br>PUBLIC CHARITY          | UNRESTRICTED GRANT                                      | 20,000. |
| SAINT MARY'S CATHOLIC CHURCH<br>113 1ST AVE<br>BRUNSWICK, MD 21716                            | N/A                                                                                                                | QUALIFIED<br>PUBLIC CHARITY          | CHURCH'S PORTICO<br>RESTORATION                         | 7,500.  |
| SALVATION ARMY<br>223 W. 5TH ST., P.O. BOX 1003<br>FREDERICK, MD 21705                        | N/A                                                                                                                | QUALIFIED<br>PUBLIC CHARITY          | UNRESTRICTED GRANT                                      | 20,000. |
| SAN MAR CHILDREN'S HOME, INC.<br>8505 MAPLEVILLE ROAD<br>BOONSBORO, MD 21713                  | N/A                                                                                                                | QUALIFIED<br>PUBLIC CHARITY          | LIFE SPACE CRISIS<br>INTERVENTION TRAINING              | 2,000.  |
| SMILE TRAIN<br>41 MADISON AVE, 28TH FLOOR<br>NEW YORK, NY 10010                               | N/A                                                                                                                | QUALIFIED<br>PUBLIC CHARITY          | UNRESTRICTED GRANT                                      | 1,000.  |
| STAR COMMUNITY, INC.<br>13757 BROADFORDING CHURCH ROAD<br>HAGERSTOWN, MD 21740                | N/A                                                                                                                | QUALIFIED<br>PUBLIC CHARITY          | UNRESTRICTED GRANT                                      | 3,000.  |
| STAR-SPANGLED BANNER FLAG HOUSE<br>844 EAST PRATT ST.<br>BALTIMORE, MD 21202                  | N/A                                                                                                                | QUALIFIED<br>PUBLIC CHARITY          | UNRESTRICTED GRANT                                      | 2,000.  |
| Total from continuation sheets                                                                |                                                                                                                    |                                      |                                                         |         |

**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

| Recipient<br>Name and address (home or business)                                    | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount  |
|-------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|---------|
| THE SAMARITAN WOMEN<br>602 CHAPEL GATE LANE<br>BALTIMORE, MD 21229                  | N/A                                                                                                                | QUALIFIED<br>PUBLIC CHARITY          | UNRESTRICTED GRANT                  | 1,000.  |
| TREE-LAND FOUNDATION, INC.<br>BOX 535<br>MYERSVILLE, MD 21773                       | N/A                                                                                                                | QUALIFIED<br>PUBLIC CHARITY          | UNRESTRICTED GRANT                  | 4,000.  |
| TRINITY SCHOOL OF FREDERICK<br>6040 NEW DESIGN RD.<br>FREDERICK, MD 21703           | N/A                                                                                                                | QUALIFIED<br>PUBLIC CHARITY          | UNRESTRICTED GRANT                  | 4,000.  |
| VISITATION ACADEMY<br>200 EAST SECOND STREET<br>FREDERICK, MD 21701                 | N/A                                                                                                                | QUALIFIED<br>PUBLIC CHARITY          | SPRINKLER SYSTEM<br>PURCHASE        | 10,000. |
| WALTERS ART MUSEUM<br>600 NORTH CHARLES STREET<br>BALTIMORE, MD 21201               | N/A                                                                                                                | QUALIFIED<br>PUBLIC CHARITY          | UNRESTRICTED GRANT                  | 5,000.  |
| NATIONAL CHILD SAFETY COUNCIL<br>P.O. BOX 1368<br>JACKSON, MI 49204                 | N/A                                                                                                                | QUALIFIED<br>PUBLIC CHARITY          | UNRESTRICTED GRANT                  | 220.    |
| BALTIMORE CHILD ABUSE CENTER<br>2300 N CHARLES ST, 4TH FLOOR<br>BALTIMORE, MD 21218 | N/A                                                                                                                | QUALIFIED<br>PUBLIC CHARITY          | UNRESTRICTED GRANT                  | 1,000.  |
| BLESSINGS IN A BACKPACK<br>4121 SHELBYVILLE RD<br>LOUISVILLE, KY 40207              | N/A                                                                                                                | QUALIFIED<br>PUBLIC CHARITY          | UNRESTRICTED GRANT                  | 5,000.  |
| CHORDS OF COURAGE<br>3501 RODMAN ST., NW<br>WASHINGTON, DC 20008                    | N/A                                                                                                                | QUALIFIED<br>PUBLIC CHARITY          | UNRESTRICTED GRANT                  | 2,500.  |
| CIVIL WAR TRUST<br>1156 15TH STREET NW, SUITE 900<br>WASHINGTON, DC 20005           | N/A                                                                                                                | QUALIFIED<br>PUBLIC CHARITY          | UNRESTRICTED GRANT                  | 5,000.  |
| <b>Total from continuation sheets</b>                                               |                                                                                                                    |                                      |                                     |         |

**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

| Recipient<br>Name and address (home or business)                                         | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount |
|------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|--------|
| CULTURAL ACADEMY FOR EXCELLENCE<br>2705 QUEENS CHAPEL RD<br>MT RAINIER, MD 20712         | N/A                                                                                                                | QUALIFIED<br>PUBLIC CHARITY          | UNRESTRICTED GRANT                  | 3,000. |
| FOOD AND FRIENDS<br>219 RIGGS RD NE<br>WASHINGTON, DC 20011                              | N/A                                                                                                                | QUALIFIED<br>PUBLIC CHARITY          | UNRESTRICTED GRANT                  | 3,000. |
| FREDERICK CHILDRENS CHORUS<br>10716 ETZLER MILL ROAD<br>WOODSBORO, MD 21798              | N/A                                                                                                                | QUALIFIED<br>PUBLIC CHARITY          | UNRESTRICTED GRANT                  | 2,500. |
| JOHNS HOPKINS UNIVERSITY<br>9601 MEDICAL CENTER DR<br>ROCKVILLE, MD 20850                | N/A                                                                                                                | QUALIFIED<br>PUBLIC CHARITY          | UNRESTRICTED GRANT                  | 2,000. |
| MAIN STREET HOUSING, INC.<br>7310 ESQUIRE COURT, #14<br>ELKRIDGE, MD 21075               | N/A                                                                                                                | QUALIFIED<br>PUBLIC CHARITY          | UNRESTRICTED GRANT                  | 2,500. |
| MCDONOGH SCHOOL<br>8600 MCDONOGH RD<br>OWINGS MILLS, MD 21117                            | N/A                                                                                                                | QUALIFIED<br>PUBLIC CHARITY          | UNRESTRICTED GRANT                  | 5,000. |
| REACH<br>20 N 2ND ST<br>HARRISBURG, PA 17101                                             | N/A                                                                                                                | QUALIFIED<br>PUBLIC CHARITY          | UNRESTRICTED GRANT                  | 7,500. |
| SPECIAL OLYMPICS MD<br>3701 COMMERCE DR #103<br>ARBUTUS, MD 21227                        | N/A                                                                                                                | QUALIFIED<br>PUBLIC CHARITY          | UNRESTRICTED GRANT                  | 1,000. |
| UNIVERSITY OF MD UNIVERSITY COLLEGE<br>1616 MCCORMICK DR<br>UPPER MARLBORO, MD 20774     | N/A                                                                                                                | QUALIFIED<br>PUBLIC CHARITY          | UNRESTRICTED GRANT                  | 5,000. |
| VETERANS OF FOREIGN WARS FOUNDATION<br>406 W. 34TH ST. STE. 920<br>KANSAS CITY, MO 64111 | N/A                                                                                                                | QUALIFIED<br>PUBLIC CHARITY          | UNRESTRICTED GRANT                  | 4,000. |
| <b>Total from continuation sheets</b>                                                    |                                                                                                                    |                                      |                                     |        |

**3 Grants and Contributions Paid During the Year (Continuation)****Total from continuation sheets**

| FORM 990-PF           | DIVIDENDS AND INTEREST FROM SECURITIES |                         |                       |                           | STATEMENT 1             |
|-----------------------|----------------------------------------|-------------------------|-----------------------|---------------------------|-------------------------|
| SOURCE                | GROSS AMOUNT                           | CAPITAL GAINS DIVIDENDS | (A) REVENUE PER BOOKS | (B) NET INVESTMENT INCOME | (C) ADJUSTED NET INCOME |
| KKR K-1 - DIVIDENDS   | 1,219.                                 | 0.                      | 1,219.                | 1,219.                    | 1,219.                  |
| KKR K-1 - INTEREST    | 600.                                   | 0.                      | 600.                  | 600.                      | 600.                    |
| M&T # 1015525         | 136,340.                               | 0.                      | 136,340.              | 136,340.                  | 136,340.                |
| M&T # 1015525         | 219.                                   | 219.                    | 0.                    | 0.                        | 0.                      |
| M&T #77836            | 89,833.                                | 0.                      | 89,833.               | 89,833.                   | 89,833.                 |
| M&T-BERNSTEIN #77825  | 624.                                   | 624.                    | 0.                    | 0.                        | 0.                      |
| M&T-MARSHFIELD #77826 | 100,628.                               | 0.                      | 100,628.              | 100,628.                  | 100,628.                |
| M&T-SUNTRUST #1046809 | 80,380.                                | 0.                      | 80,380.               | 80,380.                   | 80,380.                 |
| M&T-SUNTRUST #1047445 | 40,095.                                | 0.                      | 40,095.               | 40,095.                   | 40,095.                 |
| TO PART I, LINE 4     | 449,938.                               | 843.                    | 449,095.              | 449,095.                  | 449,095.                |

| FORM 990-PF                           | OTHER INCOME          |                           |                         | STATEMENT 2 |
|---------------------------------------|-----------------------|---------------------------|-------------------------|-------------|
| DESCRIPTION                           | (A) REVENUE PER BOOKS | (B) NET INVESTMENT INCOME | (C) ADJUSTED NET INCOME |             |
| KKR & CO, L.P.                        | 421.                  | 421.                      | 421.                    |             |
| TOTAL TO FORM 990-PF, PART I, LINE 11 | 421.                  | 421.                      | 421.                    |             |

| FORM 990-PF                          | ACCOUNTING FEES        |                           |                         |                         | STATEMENT 3 |
|--------------------------------------|------------------------|---------------------------|-------------------------|-------------------------|-------------|
| DESCRIPTION                          | (A) EXPENSES PER BOOKS | (B) NET INVESTMENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |             |
| MCLEAN, KOEHLER, SPARKS, AND HAMMOND | 5,800.                 | 5,800.                    | 0.                      | 0.                      |             |
| TO FORM 990-PF, PG 1, LN 16B         | 5,800.                 | 5,800.                    | 0.                      | 0.                      |             |

| FORM 990-PF                               | OTHER PROFESSIONAL FEES      |                                   |                               | STATEMENT                     | 4 |
|-------------------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| DESCRIPTION                               | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |   |
| AGENCY FEES-M&T #77836                    | 13,585.                      | 13,585.                           | 0.                            | 0.                            |   |
| AGENCY FEES-BERNSTEIN                     | 3,094.                       | 3,094.                            | 0.                            | 0.                            |   |
| AGENCY FEES-MARSHFIELD<br>#77826          | 1,874.                       | 1,874.                            | 0.                            | 0.                            |   |
| CUSTODIAN & MANAGEMENT<br>FEES-BERNSTEIN  | 63,284.                      | 63,284.                           | 0.                            | 0.                            |   |
| CUSTODIAN & MANAGEMENT<br>FEES-MARSHFIELD | 69,408.                      | 69,408.                           | 0.                            | 0.                            |   |
| AGENCY FEES-A/C # 1046809                 | 20,324.                      | 20,324.                           | 0.                            | 0.                            |   |
| KKR K-1 - OTHER INVESTMENT<br>EXPENSES    | 453.                         | 453.                              | 0.                            | 0.                            |   |
| TO FORM 990-PF, PG 1, LN 16C              | 172,022.                     | 172,022.                          | 0.                            | 0.                            |   |

| FORM 990-PF                              | TAXES                        |                                   |                               | STATEMENT                     | 5 |
|------------------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| DESCRIPTION                              | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |   |
| FOREIGN TAX PAID TO<br>VARIOUS COUNTRIES | 6,269.                       | 6,269.                            | 0.                            | 0.                            |   |
| FEDERAL TAX                              | 3,159.                       | 0.                                | 0.                            | 0.                            |   |
| TO FORM 990-PF, PG 1, LN 18              | 9,428.                       | 6,269.                            | 0.                            | 0.                            |   |

| FORM 990-PF                 | OTHER EXPENSES               |                                   |                               | STATEMENT                     | 6 |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| DESCRIPTION                 | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |   |
| OFFICE SUPPLIES             | 944.                         | 0.                                | 0.                            | 0.                            |   |
| OUTSIDE SERVICES            | 746.                         | 0.                                | 0.                            | 0.                            |   |
| BANK SERVICE CHARGES        | 3.                           | 0.                                | 0.                            | 0.                            |   |
| SEMINARS AND CONFERENCES    | 223.                         | 0.                                | 0.                            | 0.                            |   |
| INSURANCE                   | 1,470.                       | 0.                                | 0.                            | 0.                            |   |
| DUES AND SUBSCRIPTIONS      | 3,350.                       | 0.                                | 0.                            | 0.                            |   |
| MISCELLANEOUS               | 13,117.                      | 0.                                | 0.                            | 0.                            |   |
| TO FORM 990-PF, PG 1, LN 23 | 19,853.                      | 0.                                | 0.                            | 0.                            |   |

| FORM 990-PF                             | CORPORATE STOCK | STATEMENT         | 7 |
|-----------------------------------------|-----------------|-------------------|---|
| DESCRIPTION                             | BOOK VALUE      | FAIR MARKET VALUE |   |
| EQUITIES                                | 23,531,630.     | 23,531,630.       |   |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | 23,531,630.     | 23,531,630.       |   |

| FORM 990-PF                             | CORPORATE BONDS | STATEMENT         | 8 |
|-----------------------------------------|-----------------|-------------------|---|
| DESCRIPTION                             | BOOK VALUE      | FAIR MARKET VALUE |   |
| FIXED INCOME NOTES                      | 3,708,500.      | 3,708,500.        |   |
| TOTAL TO FORM 990-PF, PART II, LINE 10C | 3,708,500.      | 3,708,500.        |   |

| FORM 990-PF | PART VIII - LIST OF OFFICERS, DIRECTORS<br>TRUSTEES AND FOUNDATION MANAGERS | STATEMENT | 9 |
|-------------|-----------------------------------------------------------------------------|-----------|---|
|-------------|-----------------------------------------------------------------------------|-----------|---|

| NAME AND ADDRESS                                                         | TITLE AND<br>AVRG HRS/WK           | COMPEN-<br>SATION | EMPLOYEE<br>BEN PLAN CONTRIB | EXPENSE<br>ACCOUNT |
|--------------------------------------------------------------------------|------------------------------------|-------------------|------------------------------|--------------------|
| GEORGE B. DELAPLAINE, JR.<br>244 WEST PATRICK ST.<br>FREDERICK, MD 21701 | CHAIRMAN OF THE BOARD/TRUS<br>0.00 | 0.                | 0.                           | 0.                 |
| GEORGE B. DELAPLAINE, III<br>244 WEST PATRICK ST.<br>FREDERICK, MD 21701 | SECRETARY/TRUSTEE<br>0.00          | 0.                | 0.                           | 0.                 |
| JAMES W. DELAPLAINE<br>244 WEST PATRICK ST.<br>FREDERICK, MD 21701       | TRUSTEE<br>0.00                    | 0.                | 0.                           | 0.                 |
| JOHN F. DELAPLAINE<br>244 WEST PATRICK ST.<br>FREDERICK, MD 21701        | TRUSTEE<br>0.00                    | 0.                | 0.                           | 0.                 |
| EDWARD S. DELAPLAINE<br>244 WEST PATRICK ST.<br>FREDERICK, MD 21701      | VICE-PRESIDENT/TRUSTEE<br>0.00     | 0.                | 0.                           | 0.                 |

DELAPLAINE FOUNDATION, INC.

52-2278038

|                                                                  |                            |    |    |    |
|------------------------------------------------------------------|----------------------------|----|----|----|
| PHILIP W. HAMMOND<br>244 WEST PATRICK ST.<br>FREDERICK, MD 21701 | TREASURER/TRUSTEE<br>2.00  | 0. | 0. | 0. |
| MARLENE B. YOUNG<br>244 WEST PATRICK ST.<br>FREDERICK, MD 21701  | PRESIDENT/TRUSTEE<br>10.00 | 0. | 0. | 0. |
| TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII                     |                            | 0. | 0. | 0. |

FORM 990-PF

PART XV - LINE 1A  
LIST OF FOUNDATION MANAGERS

STATEMENT 10

NAME OF MANAGER

GEORGE B. DELAPLAINE, JR.  
GEORGE B. DELAPLAINE, III  
JAMES W. DELAPLAINE  
JOHN F. DELAPLAINE  
EDWARD S. DELAPLAINE  
PHILIP W. HAMMOND  
MARLENE B. YOUNG

| Realized Gain/(Loss)                             |                |              |           |                                                                                                                                                   |            |              |             |             |                 |
|--------------------------------------------------|----------------|--------------|-----------|---------------------------------------------------------------------------------------------------------------------------------------------------|------------|--------------|-------------|-------------|-----------------|
| Account: 1046809 ^DELAPLAINE FOUNDATION SUNTRUST |                |              |           |                                                                                                                                                   |            |              |             |             |                 |
| From 01/01/2015 Thru 12/31/2015                  |                |              |           |                                                                                                                                                   |            |              |             |             |                 |
| Account                                          | Portfolio Type | Quantity     | CUSIP     | Description                                                                                                                                       | Trade Date | Fed Cost     | Fed LT GL   | Fed ST GL   | Proceeds Amount |
| 1046809                                          | PRINCIPAL      |              | 105262737 | RECEIVED LT CAPITAL GAINS DISTRIBUTION BRANDES INTL S/C EQUITY-I \$0 10/UNIT ON 22074 983 UNITS DUE 2015-12-04                                    |            | 0 00         | 2,177 26    | 0 00        | 2,177 26        |
| 1046809                                          | PRINCIPAL      |              | 105262737 | RECEIVED ST CAPITAL GAINS DISTRIBUTION BRANDES INTL S/C EQUITY-I \$0 11/UNIT ON 22074 983 UNITS DUE 2015-12-04                                    |            | 0 00         | 0 00        | 2,339 73    | 2,339 73        |
| 1046809                                          | PRINCIPAL      |              | 0075W0593 | RECEIVED LT CAPITAL GAINS DISTRIBUTION CAMBIAR SMALL CAP-INS \$1 29/UNIT ON 7440 374 UNITS DUE 2015-11-18                                         |            | 0 00         | 9,619 66    | 0 00        | 9,619 66        |
| 1046809                                          | PRINCIPAL      |              | 277902698 | RECEIVED LT CAPITAL GAINS DISTRIBUTION EATON VANCE ATLANTA CAP SMID CL I \$1 74/UNIT ON 11198 163 UNITS DUE 2015-12-11                            |            | 0 00         | 19,433 29   | 0 00        | 19,433 29       |
| 1046809                                          | PRINCIPAL      |              | 779917103 | RECEIVED LT CAPITAL GAINS DISTRIBUTION T ROWE PRICE DIVERSIFIED SM CAP GR \$0 40/UNIT ON 5603 684 UNITS DUE 2015-12-15                            |            | 0 00         | 2,241 47    | 0 00        | 2,241 47        |
| 1046809                                          | PRINCIPAL      |              | 779917103 | RECEIVED ST CAPITAL GAINS DISTRIBUTION T ROWE PRICE DIVERSIFIED SM CAP GR \$0 07/UNIT ON 5603 684 UNITS DUE 2015-12-15                            |            | 0 00         | 0 00        | 392 26      | 392 26          |
| 1046809                                          | PRINCIPAL      | (20 0000)    | 031162100 | SOLD 20 SHARES OF AMGEN INC COM AT 152 71 TRADE DATE 2015-02-06 SETTLEMENT DATE 2015-02-11 \$3,053 73 CASH RECEIVABLE                             | 02/06/2015 | (1,001 26)   | 2,052 47    | 0 00        | 3,053 73        |
| 1046809                                          | PRINCIPAL      | (25 0000)    | 037833100 | SOLD 25 SHARES OF APPLE INC AT 119 12 TRADE DATE 2015-02-06 SETTLEMENT DATE 2015-02-11 \$2,977 43 CASH RECEIVABLE                                 | 02/06/2015 | (2,462 50)   | 0 00        | 514 93      | 2,977 43        |
| 1046809                                          | PRINCIPAL      | (780 0000)   | 46625H100 | SOLD 780 SHARES OF JPMORGAN CHASE & CO AT 58 16 TRADE DATE 2015-02-06 SETTLEMENT DATE 2015-02-11 \$45,348 20 CASH RECEIVABLE                      | 02/06/2015 | (29,066 17)  | 16,243 97   | 38 06       | 45,348 20       |
| 1046809                                          | PRINCIPAL      | (315 0000)   | 747525103 | SOLD 315 SHARES OF QUALCOMM INC COM AT 66 5796 TRADE DATE 2015-02-06 SETTLEMENT DATE 2015-02-11 \$20,965 81 CASH RECEIVABLE                       | 02/06/2015 | (17,419 20)  | 3,668 59    | (121 98)    | 20,965 81       |
| 1046809                                          | PRINCIPAL      | (7,552 3200) | 258620103 | SOLD 7552 32 UNITS OF DOUBLELINE TOTAL RETURN BOND FD CL-I AT 10 99 TRADE DATE 2015-03-04 SETTLEMENT DATE 2015-03-05 \$83,000 00 CASH RECEIVABLE  | 03/04/2015 | (85,625 25)  | (2,625 25)  | 0 00        | 83,000 00       |
| 1046809                                          | PRINCIPAL      | (4,560 6230) | 277911491 | SOLD 4560 623 UNITS OF EATON VANCE FLOATING-RATE FD-I AT 8 99 TRADE DATE 2015-03-04 SETTLEMENT DATE 2015-03-05 \$41,000 00 CASH RECEIVABLE        | 03/04/2015 | (41,821 44)  | (775 84)    | (45 60)     | 41,000 00       |
| 1046809                                          | PRINCIPAL      | (401 0000)   | 464288661 | SOLD 401 UNITS OF ISHARES 3-7 YEAR TREASURY BOND ETF AT 122 68 TRADE DATE 2015-03-04 SETTLEMENT DATE 2015-03-05 \$49,185 75 CASH RECEIVABLE       | 03/04/2015 | (48,535 56)  | 650 19      | 0 00        | 49,185 75       |
| 1046809                                          | PRINCIPAL      | (6,271 6260) | 742935489 | SOLD 6271 626 UNITS OF OSTERWEIS STRATEGIC INCOME FUND AT 11 56 TRADE DATE 2015-03-04 SETTLEMENT DATE 2015-03-05 \$72,500 00 CASH RECEIVABLE      | 03/04/2015 | (74,328 25)  | (1,793 77)  | (34 48)     | 72,500 00       |
| 1046809                                          | PRINCIPAL      | (625 0000)   | 72201R205 | SOLD 625 UNITS OF PIMCO 1-5 YEAR U S TIPS INDEX AT 52 TRADE DATE 2015-03-04 SETTLEMENT DATE 2015-03-05 \$32,486 90 CASH RECEIVABLE                | 03/04/2015 | (33,149 82)  | (662 92)    | 0 00        | 32,486 90       |
| 1046809                                          | PRINCIPAL      | (3,717 4720) | 72201F516 | SOLD 3717 472 UNITS OF PIMCO EMERGING LOCAL BOND FUND INSTL AT 8 07 TRADE DATE 2015-03-04 SETTLEMENT DATE 2015-03-05 \$30,000 00 CASH RECEIVABLE  | 03/04/2015 | (40,185 87)  | (10,185 87) | 0 00        | 30,000 00       |
| 1046809                                          | PRINCIPAL      | (3,084 1120) | 722005816 | SOLD 3084 112 UNITS OF PIMCO INVESTMENT GRADE CORP BD - IN AT 10 7 TRADE DATE 2015-03-04 SETTLEMENT DATE 2015-03-05 \$33,000 00 CASH RECEIVABLE   | 03/04/2015 | (31 255 28)  | 1,656 00    | 88 72       | 33,000 00       |
| 1046809                                          | PRINCIPAL      | (1,552 9410) | 92206C755 | SOLD 1552 941 UNITS OF VANGUARD M/B SECUR INDX-SIG AT 21 25 TRADE DATE 2015-03-04 SETTLEMENT DATE 2015-03-05 \$33,000 00 CASH RECEIVABLE          | 03/04/2015 | (32,954 37)  | 0 00        | 45 63       | 33,000 00       |
| 1046809                                          | PRINCIPAL      | (7,304 1170) | 936793769 | SOLD 7304 117 UNITS OF WASATCH LONG/SHORT FUND-INS AT 15 06 TRADE DATE 2015-03-04 SETTLEMENT DATE 2015-03-05 \$110,000 00 CASH RECEIVABLE         | 03/04/2015 | (118,790 81) | 1,377 26    | (10,168 07) | 110,000 00      |
| 1046809                                          | PRINCIPAL      | (2,930 7280) | 94987W737 | SOLD 2930 728 UNITS OF WFA ABSOLUTE RETURN FUND-INS AT 11 26 TRADE DATE 2015-03-04 SETTLEMENT DATE 2015-03-05 \$33,000 00 CASH RECEIVABLE         | 03/04/2015 | (32,589 69)  | 0 00        | 410 31      | 33,000 00       |
| 1046809                                          | PRINCIPAL      | (7,511 3120) | 258620103 | SOLD 7511 312 UNITS OF DOUBLELINE TOTAL RETURN BOND FD CL-I AT 11 05 TRADE DATE 2015-04-09 SETTLEMENT DATE 2015-04-10 \$83,000 00 CASH RECEIVABLE | 04/09/2015 | (84,652 48)  | (1,652 48)  | 0 00        | 83,000 00       |
| 1046809                                          | PRINCIPAL      | (4,605 9930) | 277911491 | SOLD 4605 993 UNITS OF EATON VANCE FLOATING-RATE FD-I AT 9 01 TRADE DATE 2015-04-09 SETTLEMENT DATE 2015-04-10 \$41,500 00 CASH RECEIVABLE        | 04/09/2015 | (42,236 96)  | (736 96)    | 0 00        | 41,500 00       |
| 1046809                                          | PRINCIPAL      | (294 0000)   | 291011104 | SOLD 294 SHARES OF EMERSON ELECTRIC CO AT 56 72 TRADE DATE 2015-04-09 SETTLEMENT DATE 2015-04-14 \$16,669 49 CASH RECEIVABLE                      | 04/09/2015 | (10,868 24)  | 5,922 42    | (121 17)    | 16,669 49       |
| 1046809                                          | PRINCIPAL      | (307 0000)   | 436106108 | SOLD 307 SHARES OF HOLLYFRONTIER CORP AT 36 8298 TRADE DATE 2015-04-09 SETTLEMENT DATE 2015-04-14 \$11,300 40 CASH RECEIVABLE                     | 04/09/2015 | (15,418 74)  | (3,957 47)  | (160 87)    | 11,300 40       |
| 1046809                                          | PRINCIPAL      | (402 0000)   | 464288661 | SOLD 402 UNITS OF ISHARES 3-7 YEAR TREASURY BOND ETF AT 124 TRADE DATE 2015-04-09 SETTLEMENT DATE 2015-04-14 \$49,839 04 CASH RECEIVABLE          | 04/09/2015 | (48,656 59)  | 1,182 45    | 0 00        | 49,839 04       |

Totaling various currencies across portfolios and/or accounts will not produce accurate results as security valuations are presented in their respective local currencies

| Realized Gain/(Loss)                             |                |               |           |                                                                                                                                                                        |            |              |            |             |                 |
|--------------------------------------------------|----------------|---------------|-----------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|--------------|------------|-------------|-----------------|
| Account: 1046809 ^DELAPLAINE FOUNDATION SUNTRUST |                |               |           |                                                                                                                                                                        |            |              |            |             |                 |
| From 01/01/2015 Thru 12/31/2015                  |                |               |           |                                                                                                                                                                        |            |              |            |             |                 |
| Account                                          | Portfolio Type | Quantity      | CUSIP     | Description                                                                                                                                                            | Trade Date | Fed Cost     | Fed LT GL  | Fed ST GL   | Proceeds Amount |
| 1046809                                          | PRINCIPAL      | (6,385 7520)  | 742935489 | SOLD 6385 752 UNITS OF OSTERWEIS STRATEGIC INCOME FUND AT 11 51 TRADE DATE 2015-04-09 SETTLEMENT DATE 2015-04-10 \$73,500 00 CASH RECEIVABLE                           | 04/09/2015 | (75,482 15)  | (1,457 10) | (525 05)    | 73,500 00       |
| 1046809                                          | PRINCIPAL      | (625 0000)    | 72201R205 | SOLD 625 UNITS OF PIMCO 1-5 YEAR U S TIPS INDEX AT 52 05 TRADE DATE 2015-04-09 SETTLEMENT DATE 2015-04-14 \$32,518 15 CASH RECEIVABLE                                  | 04/09/2015 | (33,149 81)  | (631 66)   | 0 00        | 32,518 15       |
| 1046809                                          | PRINCIPAL      | (3,602 2170)  | 72201F516 | SOLD 3602 217 UNITS OF PIMCO EMERGING LOCAL BOND FUND INSTL AT 8 12 TRADE DATE 2015-04-09 SETTLEMENT DATE 2015-04-10 \$29,250 00 CASH RECEIVABLE                       | 04/09/2015 | (38,939 97)  | (9,689 97) | 0 00        | 29,250 00       |
| 1046809                                          | PRINCIPAL      | (3,085 1060)  | 722005816 | SOLD 3085 106 UNITS OF PIMCO INVESTMENT GRADE CORP BD - IN AT 10 81 TRADE DATE 2015-04-09 SETTLEMENT DATE 2015-04-10 \$33,350 00 CASH RECEIVABLE                       | 04/09/2015 | (30,905 77)  | 2,443 67   | 0 56        | 33,350 00       |
| 1046809                                          | PRINCIPAL      | (1,557 3770)  | 92206C755 | SOLD 1557 377 UNITS OF VANGUARD M/B SECUR INDX-SIG AT 21 35 TRADE DATE 2015-04-09 SETTLEMENT DATE 2015-04-10 \$33,250 00 CASH RECEIVABLE                               | 04/09/2015 | (33,048 01)  | 0 00       | 201 99      | 33,250 00       |
| 1046809                                          | PRINCIPAL      | (7,147 6510)  | 936793769 | SOLD 7147 651 UNITS OF WASATCH LONG/SHORT FUND-INS AT 14 9 TRADE DATE 2015-04-09 SETTLEMENT DATE 2015-04-10 \$106,500 00 CASH RECEIVABLE                               | 04/09/2015 | (95,564 10)  | 10,935 90  | 0 00        | 106,500 00      |
| 1046809                                          | PRINCIPAL      | (2,935 9430)  | 94987W737 | SOLD 2935 943 UNITS OF WFA ABSOLUTE RETURN FUND-INS AT 11 24 TRADE DATE 2015-04-09 SETTLEMENT DATE 2015-04-10 \$33,000 00 CASH RECEIVABLE                              | 04/09/2015 | (32,647 69)  | 352 31     | 0 00        | 33,000 00       |
| 1046809                                          | PRINCIPAL      | (0 1784)      | 38259P706 | SOLD 0 1784 SHARES OF GOOGLE INC CLASS C AT 522 970989 TRADE DATE 2015-05-06 SETTLEMENT DATE 2015-05-11 \$93 30 CASH RECEIVABLE SALE OF FRACTIONAL SHARES, 5/11/15, AB | 05/06/2015 | (102 49)     | 0 00       | (9 19)      | 93 30           |
| 1046809                                          | PRINCIPAL      | (7,530 8730)  | 258620103 | SOLD 7530 873 UNITS OF DOUBLELINE TOTAL RETURN BOND FD CL-I AT 11 TRADE DATE 2015-05-15 SETTLEMENT DATE 2015-05-18 \$82,839 60 CASH RECEIVABLE                         | 05/15/2015 | (84,357 55)  | (1,507 92) | (10 03)     | 82,839 60       |
| 1046809                                          | PRINCIPAL      | (4 669 8330)  | 277911491 | SOLD 4669 833 UNITS OF EATON VANCE FLOATING-RATE FD-I AT 9 02 TRADE DATE 2015-05-15 SETTLEMENT DATE 2015-05-18 \$42,121 89 CASH RECEIVABLE                             | 05/15/2015 | (42 787 98)  | (661 75)   | (4 34)      | 42,121 89       |
| 1046809                                          | PRINCIPAL      | (402 0000)    | 464288661 | SOLD 402 UNITS OF ISHARES 3-7 YEAR TREASURY BOND ETF AT 123 68 TRADE DATE 2015-05-15 SETTLEMENT DATE 2015-05-20 \$49,710 41 CASH RECEIVABLE                            | 05/15/2015 | (48,640 50)  | 1,069 91   | 0 00        | 49,710 41       |
| 1046809                                          | PRINCIPAL      | (6,383 0940)  | 742935489 | SOLD 6383 094 UNITS OF OSTERWEIS STRATEGIC INCOME FUND AT 11 61 TRADE DATE 2015-05-15 SETTLEMENT DATE 2015-05-18 \$74,107 72 CASH RECEIVABLE                           | 05/15/2015 | (75,006 00)  | 0 00       | (898 28)    | 74,107 72       |
| 1046809                                          | PRINCIPAL      | (624 0000)    | 72201R205 | SOLD 624 UNITS OF PIMCO 1-5 YEAR U S TIPS INDEX AT 52 24 TRADE DATE 2015-05-15 SETTLEMENT DATE 2015-05-20 \$32,584 68 CASH RECEIVABLE                                  | 05/15/2015 | (33,089 68)  | (505 00)   | 0 00        | 32,584 68       |
| 1046809                                          | PRINCIPAL      | (3,571 1960)  | 72201F516 | SOLD 3571 196 UNITS OF PIMCO EMERGING LOCAL BOND FUND INSTL AT 8 2 TRADE DATE 2015-05-15 SETTLEMENT DATE 2015-05-18 \$29,283 81 CASH RECEIVABLE                        | 05/15/2015 | (35,210 81)  | (5,737 02) | (189 98)    | 29,283 81       |
| 1046809                                          | PRINCIPAL      | (3,065 9810)  | 722005816 | SOLD 3065 981 UNITS OF PIMCO INVESTMENT GRADE CORP BD - IN AT 10 63 TRADE DATE 2015-05-15 SETTLEMENT DATE 2015-05-18 \$32,591 38 CASH RECEIVABLE                       | 05/15/2015 | (30,699 25)  | 1,893 13   | (1 00)      | 32,591 38       |
| 1046809                                          | PRINCIPAL      | (1,554 7280)  | 92206C755 | SOLD 1554 728 UNITS OF VANGUARD M/B SECUR INDX-SIG AT 21 33 TRADE DATE 2015-05-15 SETTLEMENT DATE 2015-05-18 \$33,162 35 CASH RECEIVABLE                               | 05/15/2015 | (32 991 51)  | 0 00       | 170 84      | 33,162 35       |
| 1046809                                          | PRINCIPAL      | (7,208 2350)  | 936793769 | SOLD 7208 235 UNITS OF WASATCH LONG/SHORT FUND-INS AT 14 93 TRADE DATE 2015-05-15 SETTLEMENT DATE 2015-05-18 \$107,618 95 CASH RECEIVABLE                              | 05/15/2015 | (96,374 10)  | 11,244 85  | 0 00        | 107,618 95      |
| 1046809                                          | PRINCIPAL      | (2,975 3500)  | 94987W737 | SOLD 2975 35 UNITS OF WFA ABSOLUTE RETURN FUND-INS AT 11 2 TRADE DATE 2015-05-15 SETTLEMENT DATE 2015-05-18 \$33,323 92 CASH RECEIVABLE                                | 05/15/2015 | (33,085 29)  | 233 23     | 5 40        | 33,323 92       |
| 1046809                                          | PRINCIPAL      | (381 0000)    | 713448108 | SOLD 381 SHARES OF PEPSICO INC COM AT 94 2675 TRADE DATE 2015-07-02 SETTLEMENT DATE 2015-07-08 \$35,907 64 CASH RECEIVABLE                                             | 07/02/2015 | (25,477 70)  | 10,710 86  | (280 92)    | 35,907 64       |
| 1046809                                          | PRINCIPAL      | (71,381 1330) | 563821545 | SOLD 71381 133 UNITS OF MANNING & NAPIER WORLD OPPORTUNITIES AT 7 25 TRADE DATE 2015-07-08 SETTLEMENT DATE 2015-07-09 \$517,513 21 CASH RECEIVABLE                     | 07/08/2015 | (539,024 86) | (5,811 95) | (15,699 70) | 517,513 21      |
| 1046809                                          | PRINCIPAL      | (53 0000)     | 09062X103 | SOLD 53 SHARES OF BIOGEN, INC AT 317 5994 TRADE DATE 2015-08-13 SETTLEMENT DATE 2015-08-18 \$16,831 40 CASH RECEIVABLE                                                 | 08/13/2015 | (18,572 87)  | 0 00       | (1,741 47)  | 16,831 40       |
| 1046809                                          | PRINCIPAL      | (807 0000)    | 55616P104 | SOLD 807 SHARES OF MACY'S INC AT 59 0112 TRADE DATE 2015-08-28 SETTLEMENT DATE 2015-09-02 \$47,605 02 CASH RECEIVABLE                                                  | 08/28/2015 | (29,615 15)  | 19,356 97  | (1,367 10)  | 47,605 02       |

Totaling various currencies across portfolios and/or accounts will not produce accurate results as security valuations are presented in their respective local currencies

| Realized Gain/(Loss)                             |                 |                |           |                                                                                                                                             |            |                |           |             |                 |
|--------------------------------------------------|-----------------|----------------|-----------|---------------------------------------------------------------------------------------------------------------------------------------------|------------|----------------|-----------|-------------|-----------------|
| Account: 1046809 ^DELAPLAINE FOUNDATION SUNTRUST |                 |                |           |                                                                                                                                             |            |                |           |             |                 |
| From 01/01/2015 Thru 12/31/2015                  |                 |                |           |                                                                                                                                             |            |                |           |             |                 |
| Account                                          | Portfolio Type  | Quantity       | CUSIP     | Description                                                                                                                                 | Trade Date | Fed Cost       | Fed LT GL | Fed ST GL   | Proceeds Amount |
| 1046809                                          | PRINCIPAL       | (600 0000)     | 00206R102 | SOLD 600 SHARES OF AT&T INC AT 31 93 TRADE DATE 2015-09-29 SETTLEMENT DATE 2015-10-02 \$19,145 65 CASH RECEIVABLE                           | 09/29/2015 | (20,268 00)    | 0 00      | (1,122 35)  | 19,145 65       |
| 1046809                                          | PRINCIPAL       | (12 0000)      | 09062X103 | SOLD 12 SHARES OF BIOGEN, INC AT 281 85 TRADE DATE 2015-09-29 SETTLEMENT DATE 2015-10-02 \$3,381 90 CASH RECEIVABLE                         | 09/29/2015 | (3,782 10)     | 0 00      | (400 20)    | 3,381 90        |
| 1046809                                          | PRINCIPAL       | (850 0000)     | 81369Y407 | SOLD 850 UNITS OF CON DISC SELECT SECTOR SPDR ETF AT 72 62 TRADE DATE 2015-09-29 SETTLEMENT DATE 2015-10-02 \$61,708 86 CASH RECEIVABLE     | 09/29/2015 | (63,191 79)    | 0 00      | (1,482 93)  | 61,708 86       |
| 1046809                                          | PRINCIPAL       | (800 0000)     | 81369Y506 | SOLD 800 UNITS OF ENERGY SELECT SECTOR SPDR ETF AT 59 9 TRADE DATE 2015-09-29 SETTLEMENT DATE 2015-10-02 \$47,903 12 CASH RECEIVABLE        | 09/29/2015 | (64,943 86)    | 0 00      | (17,040 74) | 47,903 12       |
| 1046809                                          | PRINCIPAL       | (182 0000)     | 55616P104 | SOLD 182 SHARES OF MACYS INC AT 50 61 TRADE DATE 2015-09-29 SETTLEMENT DATE 2015-10-02 \$9,207 21 CASH RECEIVABLE                           | 09/29/2015 | (10,651 54)    | 0 00      | (1,444 33)  | 9,207 21        |
| 1046809                                          | PRINCIPAL       | (400 0000)     | 78463V107 | SOLD 400 UNITS OF SPDR GOLD SHARES AT 108 TRADE DATE 2015-09-29 SETTLEMENT DATE 2015-10-02 \$43,191 21 CASH RECEIVABLE                      | 09/29/2015 | (47,340 00)    | 0 00      | (4,148 79)  | 43,191 21       |
| 1046809                                          | PRINCIPAL       | (175 0000)     | 92343V104 | SOLD 175 SHARES OF VERIZON COMMUNICATIONS COM AT 43 595 TRADE DATE 2015-09-29 SETTLEMENT DATE 2015-10-02 \$7,625 49 CASH RECEIVABLE         | 09/29/2015 | (8,658 54)     | (94 62)   | (938 43)    | 7,625 49        |
| 1046809                                          | PRINCIPAL       | (3,752 0080)   | 09257V201 | SOLD 3752 008 UNITS OF BLACKSTONE ALT MULTI-STRAT CL I AT 10 3 TRADE DATE 2015-10-14 SETTLEMENT DATE 2015-10-15 \$38,645 68 CASH RECEIVABLE | 10/14/2015 | (37,445 04)    | 0 00      | 1,200 64    | 38,645 68       |
|                                                  | TOTAL PRINCIPAL | (194,977 8994) |           |                                                                                                                                             |            | (2,512,072 59) | 75,978.31 | (52,547 93) | 2,535,502.97    |
| TOTAL 1046809                                    |                 | (194,977 8994) |           |                                                                                                                                             |            | (2,512,072 59) | 75,978.31 | (52,547 93) | 2,535,502.97    |
|                                                  |                 |                |           |                                                                                                                                             |            |                |           |             |                 |
|                                                  |                 |                |           |                                                                                                                                             |            |                |           |             |                 |
|                                                  |                 |                |           |                                                                                                                                             |            |                |           |             |                 |
|                                                  |                 |                |           |                                                                                                                                             |            |                |           |             |                 |
|                                                  |                 |                |           |                                                                                                                                             |            |                |           |             |                 |
|                                                  |                 |                |           |                                                                                                                                             |            |                |           |             |                 |
|                                                  |                 |                |           |                                                                                                                                             |            |                |           |             |                 |

Totaling various currencies across portfolios and/or accounts will not produce accurate results as security valuations are presented in their respective local currencies

| Realized Gain/(Loss)                        |                |               |           |                                                                                                                                                   |            |             |             |            |                 |
|---------------------------------------------|----------------|---------------|-----------|---------------------------------------------------------------------------------------------------------------------------------------------------|------------|-------------|-------------|------------|-----------------|
| Account: 1047445 ^DELAPLAINE FOUNDATION-RBC |                |               |           |                                                                                                                                                   |            |             |             |            |                 |
| From 01/01/2015 Thru 12/31/2015             |                |               |           |                                                                                                                                                   |            |             |             |            |                 |
| Account                                     | Portfolio Type | Quantity      | CUSIP     | Description                                                                                                                                       | Trade Date | Fed Cost    | Fed LT GL   | Fed ST GL  | Proceeds Amount |
| 1047445                                     | PRINCIPAL      | (6 0000)      | 026874784 | SOLD 6 SHARES OF AMERICAN INTERNATIONAL GROUP AT 58 4001 TRADE DATE 2015-10-12 SETTLEMENT DATE 2015-10-15 \$280 31 CASH RECEIVABLE                | 10/12/2015 | (311 28)    | (30 97)     | 0 00       | 280 31          |
| 1047445                                     | PRINCIPAL      | (700 0000)    | 156700106 | SOLD 700 SHARES OF CENTURYLINK INC AT 25 632 TRADE DATE 2015-10-12 SETTLEMENT DATE 2015-10-15 \$17,645 85 CASH RECEIVABLE                         | 10/12/2015 | (28,070 00) | (10,424 15) | 0 00       | 17,645 85       |
| 1047445                                     | PRINCIPAL      | (65 0000)     | 172967424 | SOLD 65 SHARES OF CITIGROUP INC AT 51 0325 TRADE DATE 2015-10-12 SETTLEMENT DATE 2015-10-15 \$3,216 00 CASH RECEIVABLE                            | 10/12/2015 | (3,347 50)  | (131 50)    | 0 00       | 3,216 00        |
| 1047445                                     | PRINCIPAL      | (550 0000)    | 313586109 | SOLD 550 SHARES OF FED NATL MTG ASSN AT 2 47 TRADE DATE 2015-10-12 SETTLEMENT DATE 2015-10-15 \$1,283 47 CASH RECEIVABLE                          | 10/12/2015 | (1,265 00)  | 18 47       | 0 00       | 1,283 47        |
| 1047445                                     | PRINCIPAL      | (825 0000)    | 313400301 | SOLD 825 SHARES OF FREDDIE MAC AT 2 45 TRADE DATE 2015-10-12 SETTLEMENT DATE 2015-10-15 \$1,920 15 CASH RECEIVABLE                                | 10/12/2015 | (1,823 25)  | 96 90       | 0 00       | 1,920 15        |
| 1047445                                     | PRINCIPAL      | (297 0000)    | 35906A108 | SOLD 297 SHARES OF FRONTIER COMMUNICATIONS CORP AT 5 114 TRADE DATE 2015-10-12 SETTLEMENT DATE 2015-10-15 \$1,442 89 CASH RECEIVABLE              | 10/12/2015 | (1,831 00)  | (388 11)    | 0 00       | 1,442 89        |
| 1047445                                     | PRINCIPAL      | (31 0000)     | 40650V100 | SOLD 31 SHARES OF HALYARD HEALTH INC AT 27 1001 TRADE DATE 2015-10-12 SETTLEMENT DATE 2015-10-15 \$765 08 CASH RECEIVABLE                         | 10/12/2015 | (1,155 48)  | (390 40)    | 0 00       | 765 08          |
| 1047445                                     | PRINCIPAL      | (13 0000)     | 44267D107 | SOLD 13 SHARES OF HOWARD HUGHES CORPORATION AT 122 5401 TRADE DATE 2015-10-12 SETTLEMENT DATE 2015-10-15 \$1,517 99 CASH RECEIVABLE               | 10/12/2015 | (1,820 52)  | (302 53)    | 0 00       | 1,517 99        |
| 1047445                                     | PRINCIPAL      | (750 0000)    | 481165108 | SOLD 750 SHARES OF JOY GLOBAL INCORPORATED AT 17 144 TRADE DATE 2015-10-12 SETTLEMENT DATE 2015-10-15 \$12,573 50 CASH RECEIVABLE                 | 10/12/2015 | (39,232 50) | (26,659 00) | 0 00       | 12,573 50       |
| 1047445                                     | PRINCIPAL      | (120 0000)    | 500255104 | SOLD 120 SHARES OF KOHLS CORP COM AT 46 3201 TRADE DATE 2015-10-12 SETTLEMENT DATE 2015-10-15 \$5,419 59 CASH RECEIVABLE                          | 10/12/2015 | (7,096 80)  | (1,677 21)  | 0 00       | 5,419 59        |
| 1047445                                     | PRINCIPAL      | (40 0000)     | 570535104 | SOLD 40 SHARES OF MARKEL CORP COM AT 818 06 TRADE DATE 2015-10-12 SETTLEMENT DATE 2015-10-15 \$32,425 16 CASH RECEIVABLE                          | 10/12/2015 | (26 849 60) | 5,575 56    | 0 00       | 32,425 16       |
| 1047445                                     | PRINCIPAL      | (200 0000)    | 573284106 | SOLD 200 SHARES OF MARTIN MARIETTA MATERIALS INC AT 161 871 TRADE DATE 2015-10-12 SETTLEMENT DATE 2015-10-15 \$32,143 60 CASH RECEIVABLE          | 10/12/2015 | (24,070 00) | 8,073 60    | 0 00       | 32,143 60       |
| 1047445                                     | PRINCIPAL      | (2,000 0000)  | 74348T102 | SOLD 2000 SHARES OF PROSPECT CAPITAL CORPORATION AT 7 5512 TRADE DATE 2015-10-12 SETTLEMENT DATE 2015-10-15 \$14,814 07 CASH RECEIVABLE           | 10/12/2015 | (19,360 00) | (4,545 93)  | 0 00       | 14,814 07       |
| 1047445                                     | PRINCIPAL      | (5 0000)      | 779287101 | SOLD 5 SHARES OF ROUSE PROPERTIES INC W/ AT 16 8101 TRADE DATE 2015-10-12 SETTLEMENT DATE 2015-10-15 \$67 23 CASH RECEIVABLE                      | 10/12/2015 | (87 45)     | (20 22)     | 0 00       | 67 23           |
| 1047445                                     | PRINCIPAL      | (415 0000)    | 92939N102 | SOLD 415 SHARES OF WP GLIMCHER INC REIT AT 12 2801 TRADE DATE 2015-10-12 SETTLEMENT DATE 2015-10-15 \$4,933 64 CASH RECEIVABLE                    | 10/12/2015 | (7,104 80)  | 0 00        | (2,171 16) | 4,933 64        |
| 1047445                                     | PRINCIPAL      | (50,000 0000) | 363128BK4 | SOLD 50000 PAR VALUE OF GAITHERSBURG MD 5 125% 1/01/26 AT 101 725 TRADE DATE 2015-10-13 SETTLEMENT DATE 2015-10-16 \$50,862 50 CASH RECEIVABLE    | 10/13/2015 | (52,661 55) | 0 00        | (1,799 05) | 50,862 50       |
| 1047445                                     | PRINCIPAL      | (15,000 0000) | 57420VLC5 | SOLD 15000 PAR VALUE OF MARYLAND ST ECON 5 000% 7/01/33 AT 102 34 TRADE DATE 2015-10-13 SETTLEMENT DATE 2015-10-16 \$15,351 00 CASH RECEIVABLE    | 10/13/2015 | (15,883 94) | 0 00        | (532 94)   | 15,351 00       |
| 1047445                                     | PRINCIPAL      | (20,000 0000) | 574056AD9 | SOLD 20000 PAR VALUE OF MARYLAND ST ECON 6 200% 9/01/22 AT 114 25 TRADE DATE 2015-10-13 SETTLEMENT DATE 2015-10-16 \$22,850 00 CASH RECEIVABLE    | 10/13/2015 | (23,250 98) | 0 00        | (400 98)   | 22,850 00       |
| 1047445                                     | PRINCIPAL      | (25,000 0000) | 574217VN2 | SOLD 25000 PAR VALUE OF MARYLAND ST HEALTH 5 000% 6/01/30 AT 99 75 TRADE DATE 2015-10-13 SETTLEMENT DATE 2015-10-16 \$24,937 50 CASH RECEIVABLE   | 10/13/2015 | (26,173 65) | 0 00        | (1,236 15) | 24,937 50       |
| 1047445                                     | PRINCIPAL      | (25,000 0000) | 5742163J4 | SOLD 25000 PAR VALUE OF MARYLAND ST HEALTH 5 250% 8/15/38 AT 114 35 TRADE DATE 2015-10-13 SETTLEMENT DATE 2015-10-16 \$28,587 50 CASH RECEIVABLE  | 10/13/2015 | (29,579 70) | 0 00        | (992 20)   | 28,587 50       |
| 1047445                                     | PRINCIPAL      | (5,000 0000)  | 5742176U4 | SOLD 5000 PAR VALUE OF MARYLAND ST HEALTH 5 300% 7/01/25 AT 101 5 TRADE DATE 2015-10-13 SETTLEMENT DATE 2015-10-16 \$5,075 00 CASH RECEIVABLE     | 10/13/2015 | (5,296 14)  | 0 00        | (221 14)   | 5,075 00        |
| 1047445                                     | PRINCIPAL      | (60,000 0000) | 574217XU4 | SOLD 60000 PAR VALUE OF MARYLAND ST HEALTH 5 400% 1/01/31 AT 102 375 TRADE DATE 2015-10-13 SETTLEMENT DATE 2015-10-16 \$61,425 00 CASH RECEIVABLE | 10/13/2015 | (61,998 23) | 0 00        | (573 23)   | 61,425 00       |
| 1047445                                     | PRINCIPAL      | (30,000 0000) | 5742178P3 | SOLD 30000 PAR VALUE OF MARYLAND ST HEALTH 6 125% 1/01/30 AT 108 5 TRADE DATE 2015-10-13 SETTLEMENT DATE 2015-10-16 \$32,550 00 CASH RECEIVABLE   | 10/13/2015 | (33,820 23) | 0 00        | (1,270 23) | 32,550 00       |
| 1047445                                     | PRINCIPAL      | (75,000 0000) | 574218MY6 | SOLD 75000 PAR VALUE OF MARYLAND ST HLTH 4 000% 7/01/43 AT 98 TRADE DATE 2015-10-13 SETTLEMENT DATE 2015-10-16 \$73,500 00 CASH RECEIVABLE        | 10/13/2015 | (77,352 38) | 0 00        | (3,852 38) | 73,500 00       |

Totaling various currencies across portfolios and/or accounts will not produce accurate results as security valuations are presented in their respective local currencies.

| Realized Gain/(Loss)                        |                 |                |           |                                                                                                                                                     |            |              |             |             |                 |
|---------------------------------------------|-----------------|----------------|-----------|-----------------------------------------------------------------------------------------------------------------------------------------------------|------------|--------------|-------------|-------------|-----------------|
| Account: 1047445 ^DELAPLAINE FOUNDATION-RBC |                 |                |           |                                                                                                                                                     |            |              |             |             |                 |
| From 01/01/2015 Thru 12/31/2015             |                 |                |           |                                                                                                                                                     |            |              |             |             |                 |
| Account                                     | Portfolio Type  | Quantity       | CUSIP     | Description                                                                                                                                         | Trade Date | Fed Cost     | Fed LT GL   | Fed ST GL   | Proceeds Amount |
| 1047445                                     | PRINCIPAL       | (25,000 0000)  | 574217K79 | SOLD 25000 PAR VALUE OF MARYLAND ST HLTH 5 000% 7/01/31 AT 102 75 TRADE DATE 2015-10-13 SETTLEMENT DATE 2015-10-16 \$25,687 50 CASH RECEIVABLE      | 10/13/2015 | (26,388 67)  | 0 00        | (701 17)    | 25,687 50       |
| 1047445                                     | PRINCIPAL       | (25,000 0000)  | 5742176G5 | SOLD 25000 PAR VALUE OF MARYLAND ST HLTH 5 000% 7/01/40 AT 103 5 TRADE DATE 2015-10-13 SETTLEMENT DATE 2015-10-16 \$25,875 00 CASH RECEIVABLE       | 10/13/2015 | (26,973 08)  | 0 00        | (1,098 08)  | 25,875 00       |
| 1047445                                     | PRINCIPAL       | (25,000 0000)  | 574217L29 | SOLD 25000 PAR VALUE OF MARYLAND ST HLTH 5 500% 7/01/42 AT 103 309 TRADE DATE 2015-10-13 SETTLEMENT DATE 2015-10-16 \$25,827 25 CASH RECEIVABLE     | 10/13/2015 | (26,514 38)  | 0 00        | (687 13)    | 25,827 25       |
| 1047445                                     | PRINCIPAL       | (25,000 0000)  | 5742176W0 | SOLD 25000 PAR VALUE OF MARYLAND ST HLTH 5 625% 7/01/30 AT 103 234 TRADE DATE 2015-10-13 SETTLEMENT DATE 2015-10-16 \$25,808 50 CASH RECEIVABLE     | 10/13/2015 | (26,497 14)  | 0 00        | (688 64)    | 25,808 50       |
| 1047445                                     | PRINCIPAL       | (25,000 0000)  | 574218CH4 | SOLD 25000 PAR VALUE OF MARYLAND ST HLTH 6 125% 1/01/36 AT 111 219 TRADE DATE 2015-10-13 SETTLEMENT DATE 2015-10-16 \$27,804 75 CASH RECEIVABLE     | 10/13/2015 | (28,704 72)  | 0 00        | (899 97)    | 27,804 75       |
| 1047445                                     | PRINCIPAL       | (10,000 0000)  | 574217ZT5 | SOLD 10000 PAR VALUE OF MARYLAND ST HLTH PRE 5 000% 1/01/26 AT 101 375 TRADE DATE 2015-10-13 SETTLEMENT DATE 2015-10-16 \$10,137 50 CASH RECEIVABLE | 10/13/2015 | (10,434 03)  | 0 00        | (296 53)    | 10,137 50       |
| 1047445                                     | PRINCIPAL       | (5,000 0000)   | 370425RZ5 | SOLD 5000 PAR VALUE OF GMAC 8 000% 11/01/31 AT 114 TRADE DATE 2015-10-16 SETTLEMENT DATE 2015-10-21 \$5,700 00 CASH RECEIVABLE                      | 10/16/2015 | (6,514 56)   | 0 00        | (814 56)    | 5,700 00        |
| 1047445                                     | PRINCIPAL       | (600 0000)     | 464288513 | SOLD 600 UNITS OF ISHARES IBOXX \$ HIGH YD CORP BD ETF AT 85 112 TRADE DATE 2015-10-16 SETTLEMENT DATE 2015-10-21 \$50,570 81 CASH RECEIVABLE       | 10/16/2015 | (56,232 00)  | (5,661 19)  | 0 00        | 50,570 81       |
| 1047445                                     | PRINCIPAL       | (200 0000)     | 464287242 | SOLD 200 UNITS OF ISHARES IBOXX \$ INVSTMTN CORP BD ETF AT 116 891 TRADE DATE 2015-10-16 SETTLEMENT DATE 2015-10-21 \$23,205 26 CASH RECEIVABLE     | 10/16/2015 | (23,930 00)  | (724 74)    | 0 00        | 23,205 26       |
| 1047445                                     | PRINCIPAL       | (350 0000)     | 464287242 | SOLD 350 UNITS OF ISHARES IBOXX \$ INVSTMTN CORP BD ETF AT 116 884 TRADE DATE 2015-10-16 SETTLEMENT DATE 2015-10-21 \$40,563 64 CASH RECEIVABLE     | 10/16/2015 | (41,877 50)  | (1,313 86)  | 0 00        | 40,563 64       |
| 1047445                                     | PRINCIPAL       | (550 0000)     | 067901108 | SOLD 550 SHARES OF BARRICK GOLD CORP AT 7 782 TRADE DATE 2015-12-09 SETTLEMENT DATE 2015-12-14 \$4,129 72 CASH RECEIVABLE                           | 12/09/2015 | (7,372 75)   | (3,243 03)  | 0 00        | 4,129 72        |
| 1047445                                     | PRINCIPAL       | (33 0000)      | 12508E101 | SOLD 33 SHARES OF CDK GLOBAL HOLDINGS LLC AT 46 022 TRADE DATE 2015-12-09 SETTLEMENT DATE 2015-12-14 \$1,465 43 CASH RECEIVABLE                     | 12/09/2015 | (929 61)     | 535 82      | 0 00        | 1,465 43        |
| 1047445                                     | PRINCIPAL       | (100 0000)     | 12508E101 | SOLD 100 SHARES OF CDK GLOBAL HOLDINGS LLC AT 46 051 TRADE DATE 2015-12-09 SETTLEMENT DATE 2015-12-14 \$4,498 71 CASH RECEIVABLE                    | 12/09/2015 | (2,817 00)   | 1,681 71    | 0 00        | 4,498 71        |
| 1047445                                     | PRINCIPAL       | (100 0000)     | 12508E101 | SOLD 100 SHARES OF CDK GLOBAL HOLDINGS LLC AT 46 032 TRADE DATE 2015-12-09 SETTLEMENT DATE 2015-12-14 \$4,525 05 CASH RECEIVABLE                    | 12/09/2015 | (2,817 00)   | 1,708 05    | 0 00        | 4,525 05        |
| 1047445                                     | PRINCIPAL       | (200 0000)     | 525327102 | SOLD 200 SHARES OF LEIDOS HOLDINGS, INC AT 56 4025 TRADE DATE 2015-12-09 SETTLEMENT DATE 2015-12-14 \$11,064 97 CASH RECEIVABLE                     | 12/09/2015 | (7,020 00)   | 4,044 97    | 0 00        | 11,064 97       |
| 1047445                                     | PRINCIPAL       | (114 0000)     | 808625107 | SOLD 114 SHARES OF SCIENCE APPLICATIONS INTL CORP AT 47 6919 TRADE DATE 2015-12-09 SETTLEMENT DATE 2015-12-14 \$5,286 79 CASH RECEIVABLE            | 12/09/2015 | (5,305 56)   | (18 77)     | 0 00        | 5,286 79        |
| 1047445                                     | PRINCIPAL       | (475 0000)     | 78463V107 | SOLD 475 UNITS OF SPDR GOLD SHARES AT 102 8528 TRADE DATE 2015-12-09 SETTLEMENT DATE 2015-12-14 \$48,365 94 CASH RECEIVABLE                         | 12/09/2015 | (56 216 25)  | (7,850 31)  | 0 00        | 48,365 94       |
| 1047445                                     | PRINCIPAL       | (160 0000)     | 163851108 | SOLD 160 SHARES OF THE CHEMOURS COMPANY AT 6 1306 TRADE DATE 2015-12-09 SETTLEMENT DATE 2015-12-14 \$885 88 CASH RECEIVABLE                         | 12/09/2015 | (2 797 56)   | (1,911 68)  | 0 00        | 885 88          |
| 1047445                                     | PRINCIPAL       | (400 0000)     | 35671D857 | SOLD 400 SHARES OF FREEPORT-MCMORAN INC AT 7 0528 TRADE DATE 2015-12-10 SETTLEMENT DATE 2015-12-15 \$2,711 63 CASH RECEIVABLE                       | 12/10/2015 | (12,388 00)  | (9,676 37)  | 0 00        | 2,711 63        |
| 1047445                                     | PRINCIPAL       | (161 0000)     | 57164Y107 | SOLD 161 SHARES OF MARRIOTT VACATIONS WORLD W/I AT 60 7579 TRADE DATE 2015-12-10 SETTLEMENT DATE 2015-12-15 \$9,568 59 CASH RECEIVABLE              | 12/10/2015 | (10,809 54)  | (1,240 95)  | 0 00        | 9,568 59        |
|                                             | TOTAL PRINCIPAL | (454,460 0000) |           |                                                                                                                                                     |            | (871,981 33) | (54,475 84) | (18,235 54) | 799,269 95      |
| TOTAL 1047445                               |                 | (454,460 0000) |           |                                                                                                                                                     |            | (871,981 33) | (54,475 84) | (18,235 54) | 799,269 95      |
|                                             |                 |                |           |                                                                                                                                                     |            |              |             |             |                 |
|                                             |                 |                |           |                                                                                                                                                     |            |              |             |             |                 |
|                                             |                 |                |           |                                                                                                                                                     |            |              |             |             |                 |
|                                             |                 |                |           |                                                                                                                                                     |            |              |             |             |                 |

Totaling various currencies across portfolios and/or accounts will not produce accurate results as security valuations are presented in their respective local currencies

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# 2015 Tax Information Statement

**Account Number:** 1015525  
**Recipient's Tax ID Number:** XX-XXX8038  
**Payer's Federal ID Number:** 16-0538020  
**Payer's State ID Number:** MD  
**State:** ☐ Corrected ☐ FATCA ☐ 2nd TIN notice

**Payer's Name and Address:**  
 MANUFACTURERS AND TRADERS TRUST COMPANY  
 PO BOX 1596  
 BALTIMORE, MD 21203

Reported to the IRS is proceeds less commissions and option premiums.  
**For noncovered securities (Box 5 is checked) shown on this statement, cost basis information is not being reported to the IRS.**  
 Cost or Other Basis amounts shown with a "U" are unknown or unsubstantiated.

Description of property (Box 1a)

| CUSIP Number | Date Sold or Disposed (Box 1c)  | Date Acquired (Box 1b) | Form 8949 Checkbox | Proceeds (Box 1d) | Cost or Other Basis (Box 1e) | Code if any (Box 1f) | Adjustments (Box 1g) | Net Gain or Loss | Federal Income Tax Withheld (Box 4) | State Tax Withheld (Box 16) |
|--------------|---------------------------------|------------------------|--------------------|-------------------|------------------------------|----------------------|----------------------|------------------|-------------------------------------|-----------------------------|
| 218.0        | MCDONALDS CORPORATION           |                        |                    |                   |                              |                      |                      |                  |                                     |                             |
| 580135101    | 03/02/2015                      | Various                | E                  | 21,804.94         | 14,610.94                    |                      | 0.00                 | 7,194.00         | 0.00                                | 0.00                        |
| 40.0         | MTN GROUP LIMITED - SPONS ADR   |                        |                    |                   |                              |                      |                      |                  |                                     |                             |
| 62474M108    | 03/04/2015                      | 12/22/2010             | E                  | 709.43            | 751.87                       |                      | 0.00                 | -42.44           | 0.00                                | 0.00                        |
| 170.0        | HSBC HOLDINGS PLC SPONSORED ADR |                        |                    |                   |                              |                      |                      |                  |                                     |                             |
| 404280406    | 03/20/2015                      | Various                | E                  | 7,354.61          | 8,566.42                     |                      | 0.00                 | -1,211.81        | 0.00                                | 0.00                        |
| 2.0          | ROBERT HALF INTERNATIONAL INC   |                        |                    |                   |                              |                      |                      |                  |                                     |                             |
| 770323103    | 04/15/2015                      | 11/22/2010             | E                  | 118.63            | 55.62                        |                      | 0.00                 | 63.01            | 0.00                                | 0.00                        |
| 36.0         | PHILIP MORRIS INTL INC          |                        |                    |                   |                              |                      |                      |                  |                                     |                             |
| 718172109    | 07/16/2015                      | 12/15/2009             | E                  | 3,075.89          | 2,014.81                     |                      | 0.00                 | 1,061.08         | 0.00                                | 0.00                        |
| 139.0        | PHILIP MORRIS INTL INC          |                        |                    |                   |                              |                      |                      |                  |                                     |                             |
| 718172109    | 07/28/2015                      | Various                | E                  | 11,889.56         | 7,779.41                     |                      | 0.00                 | 4,110.15         | 0.00                                | 0.00                        |
| 1008.0       | ACCENTURE PLC-CL A              |                        |                    |                   |                              |                      |                      |                  |                                     |                             |
| G1151C101    | 08/31/2015                      | 11/18/2010             | E                  | 95,800.62         | 48,808.52                    |                      | 0.00                 | 46,992.10        | 0.00                                | 0.00                        |
| 71.0         | MCDONALDS CORPORATION           |                        |                    |                   |                              |                      |                      |                  |                                     |                             |
| 580135101    | 10/08/2015                      | 10/08/2009             | E                  | 7,263.54          | 4,758.61                     |                      | 0.00                 | 2,504.93         | 0.00                                | 0.00                        |
| 71.0         | MCDONALDS CORPORATION           |                        |                    |                   |                              |                      |                      |                  |                                     |                             |
| 580135101    | 10/22/2015                      | 10/08/2009             | E                  | 7,781.17          | 4,758.61                     |                      | 0.00                 | 3,022.56         | 0.00                                | 0.00                        |

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported. For noncovered securities shown on this statement, cost basis information is not being reported to the Internal Revenue Service. The taxpayer is ultimately responsible for the accuracy of their own tax return.

# 2015 Tax Information Statement

**Account Number:** 1015525  
**Recipient's Tax ID Number:** XX-XXX8038  
**Payer's Federal ID Number:** 16-0538020  
**Payer's State ID Number:** MD  
**State:** ☐ Corrected ☐ FATCA ☐ 2nd TIN notice

**Payer's Name and Address:**  
 MANUFACTURERS AND TRADERS TRUST COMPANY  
 PO BOX 1596  
 BALTIMORE, MD 21203

Reported to the IRS is proceeds less commissions and option premiums.  
**For noncovered securities (Box 5 is checked) shown on this statement, cost basis information is not being reported to the IRS.**  
 Cost or Other Basis amounts shown with a "U" are unknown or unsubstantiated.

Description of property (Box 1a)

| CUSIP Number                                    | Date Sold or Disposed (Box 1c) | Date Acquired (Box 1b) | Form 8949 Checkbox | Proceeds (Box 1d) | Cost or Other Basis (Box 1e) | Code if any (Box 1f) | Adjustments (Box 1g) | Net Gain or Loss | Federal Income Tax Withheld (Box 4) | State Tax Withheld (Box 16) |
|-------------------------------------------------|--------------------------------|------------------------|--------------------|-------------------|------------------------------|----------------------|----------------------|------------------|-------------------------------------|-----------------------------|
| 130.0                                           | ENGIE SPONS ADR                |                        |                    |                   |                              |                      |                      |                  |                                     |                             |
| 29286D105                                       | 11/06/2015                     | 08/12/2010             | E                  | 2,259.60          | 3,458.37                     |                      | 0.00                 | -1,198.77        | 0.00                                | 0.00                        |
| 55.0                                            | ROYAL DUTCH SHELL PLC-ADR B    |                        |                    |                   |                              |                      |                      |                  |                                     |                             |
| 780259107                                       | 11/06/2015                     | 10/15/2010             | E                  | 2,857.65          | 3,877.54                     |                      | 0.00                 | -1,019.89        | 0.00                                | 0.00                        |
| 500.0                                           | ZURICH INS GROUP LTD           |                        |                    |                   |                              |                      |                      |                  |                                     |                             |
| 989825104                                       | 11/06/2015                     | Various                | E                  | 12,978.76         | 10,949.52                    |                      | 0.00                 | 2,029.24         | 0.00                                | 0.00                        |
| 393.0                                           | AFFILIATED MANAGERS GROUP      |                        |                    |                   |                              |                      |                      |                  |                                     |                             |
| 008252108                                       | 11/18/2015                     | 11/18/2010             | E                  | 68,683.51         | 50,710.33                    |                      | 0.00                 | 17,973.18        | 0.00                                | 0.00                        |
| 1911.0                                          | PEARSON PLC SPONSORED ADR      |                        |                    |                   |                              |                      |                      |                  |                                     |                             |
| 705015105                                       | 12/10/2015                     | Various                | E                  | 21,147.70         | 22,029.44                    |                      | 0.00                 | -881.74          | 0.00                                | 0.00                        |
| <b>Total Long Term Sales Reported on 1099-B</b> |                                |                        |                    | <b>330,126.24</b> | <b>233,293.10</b>            |                      | <b>0.00</b>          | <b>96,833.14</b> | <b>0.00</b>                         | <b>0.00</b>                 |

Report on Form 8949, Part II, with Box E checked

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported. For noncovered securities shown on this statement, cost basis information is not being reported to the Internal Revenue Service. The taxpayer is ultimately responsible for the accuracy of their own tax return.



# 2015 Tax Information Statement

**Account Number:** 77826  
**Recipient's Tax ID Number:** XX-XX8038  
**Payer's Federal ID Number:** 16-0538020  
**Payer's State ID Number:** MD  
**State:** ☐ Corrected ☐ FATCA ☐ 2nd TIN notice

**Payer's Name and Address:**  
 MANUFACTURERS AND TRADERS TRUST COMPANY  
 PO BOX 1596  
 BALTIMORE, MD 21203

Reported to the IRS is proceeds less commissions and option premiums.  
 For noncovered securities (Box 5 is checked) shown on this statement, cost basis information is not being reported to the IRS.  
 Cost or Other Basis amounts shown with a "U" are unknown or unsubstantiated.

## Description of property (Box 1a)

| CUSIP Number | Date Sold or Disposed (Box 1c) | Date Acquired (Box 1b) | Form 8949 Checkbox | Proceeds (Box 1d) | Cost or Other Basis (Box 1e) | Code if any (Box 1f) | Adjustments (Box 1g) | Net Gain or Loss | Federal Income Tax Withheld (Box 4) | State Tax Withheld (Box 16) |
|--------------|--------------------------------|------------------------|--------------------|-------------------|------------------------------|----------------------|----------------------|------------------|-------------------------------------|-----------------------------|
| 70.0         | BROWN & BROWN INCORPORATED     |                        |                    |                   |                              |                      |                      |                  |                                     |                             |
| 115236101    | 03/24/2015                     | 01/30/2008             | E                  | 2,323.50          | 1,558.52                     |                      | 0.00                 | 764.98           | 0.00                                | 0.00                        |
| 345.0        | BROWN & BROWN INCORPORATED     |                        |                    |                   |                              |                      |                      |                  |                                     |                             |
| 115236101    | 04/02/2015                     | Various                | E                  | 11,423.01         | 7,459.16                     |                      | 0.00                 | 3,963.85         | 0.00                                | 0.00                        |
| 1095.0       | BROWN & BROWN INCORPORATED     |                        |                    |                   |                              |                      |                      |                  |                                     |                             |
| 115236101    | 04/06/2015                     | Various                | E                  | 36,352.23         | 23,593.39                    |                      | 0.00                 | 12,758.84        | 0.00                                | 0.00                        |
| 62.0         | BROWN & BROWN INCORPORATED     |                        |                    |                   |                              |                      |                      |                  |                                     |                             |
| 115236101    | 04/08/2015                     | 01/22/2008             | E                  | 2,056.87          | 1,331.36                     |                      | 0.00                 | 725.51           | 0.00                                | 0.00                        |
| 682.0        | BROWN & BROWN INCORPORATED     |                        |                    |                   |                              |                      |                      |                  |                                     |                             |
| 115236101    | 04/14/2015                     | Various                | E                  | 22,725.53         | 13,787.81                    |                      | 0.00                 | 8,937.72         | 0.00                                | 0.00                        |
| 489.0        | BROWN & BROWN INCORPORATED     |                        |                    |                   |                              |                      |                      |                  |                                     |                             |
| 115236101    | 04/15/2015                     | 02/11/2008             | E                  | 16,312.39         | 9,341.71                     |                      | 0.00                 | 6,970.68         | 0.00                                | 0.00                        |
| 1007.0       | MARTIN MARIETTA MATERIALS INC  |                        |                    |                   |                              |                      |                      |                  |                                     |                             |
| 573284106    | 05/01/2015                     | Various                | E                  | 147,808.57        | 31,504.94                    |                      | 0.00                 | 116,303.63       | 0.00                                | 0.00                        |
| 173.0        | MARTIN MARIETTA MATERIALS INC  |                        |                    |                   |                              |                      |                      |                  |                                     |                             |
| 573284106    | 05/14/2015                     | Various                | E                  | 26,744.69         | 5,067.45                     |                      | 0.00                 | 21,677.24        | 0.00                                | 0.00                        |
| 379.0        | MARTIN MARIETTA MATERIALS INC  |                        |                    |                   |                              |                      |                      |                  |                                     |                             |
| 573284106    | 05/15/2015                     | 10/10/2002             | E                  | 58,801.82         | 10,903.49                    |                      | 0.00                 | 47,898.33        | 0.00                                | 0.00                        |

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# 2015 Tax Information Statement

**Recipient's Name and Address:**  
 DELAPLAINE FOUNDATION, INC.  
 244 WEST PATRICK STREET  
 BOX 3829  
 FREDERICK, MD 21705-3829

**Account Number:** 77826  
**Recipient's Tax ID Number:** XX-XXX8038  
**Payer's Federal ID Number:** 16-0538020  
**Payer's State ID Number:** MD  
**State:** ☐ Corrected ☐ FATCA ☐ 2nd TIN notice

**Payer's Name and Address:**  
 MANUFACTURERS AND TRADERS TRUST COMPANY  
 PO BOX 1596  
 BALTIMORE, MD 21203

Reported to the IRS is proceeds less commissions and option premiums.  
 For noncovered securities (Box 5 is checked) shown on this statement, cost basis information is not being reported to the IRS.  
 Cost or Other Basis amounts shown with a "U" are unknown or unsubstantiated.

Description of property (Box 1a)

| CUSIP Number | Date Sold or Disposed (Box 1c) | Date Acquired (Box 1b) | Form 8949 Checkbox | Proceeds (Box 1d) | Cost or Other Basis (Box 1e) | Code if any (Box 1f) | Adjustments (Box 1g) | Net Gain or Loss | Federal Income Tax Withheld (Box 4) | State Tax Withheld (Box 16) |
|--------------|--------------------------------|------------------------|--------------------|-------------------|------------------------------|----------------------|----------------------|------------------|-------------------------------------|-----------------------------|
| 489.0        | YUM BRANDS INCORPORATED        |                        |                    |                   |                              |                      |                      |                  |                                     |                             |
| 988498101    | 05/15/2015                     | 11/01/2002             | E                  | 45,591.71         | 5,504.75                     |                      | 0.00                 | 40,086.96        | 0.00                                | 0.00                        |
| 141.0        | MARTIN MARIETTA MATERIALS INC  |                        |                    |                   |                              |                      |                      |                  |                                     |                             |
| 573284106    | 05/19/2015                     | 10/10/2002             | E                  | 21,894.52         | 4,056.44                     |                      | 0.00                 | 17,838.08        | 0.00                                | 0.00                        |
| 982.0        | WELLS FARGO & COMPANY NEW      |                        |                    |                   |                              |                      |                      |                  |                                     |                             |
| 949746101    | 06/03/2015                     | 11/06/2007             | E                  | 56,042.19         | 31,679.03                    |                      | 0.00                 | 24,363.16        | 0.00                                | 0.00                        |
| 290.0        | MOODYS CORPORATION             |                        |                    |                   |                              |                      |                      |                  |                                     |                             |
| 615369105    | 06/08/2015                     | 09/05/2007             | E                  | 30,742.33         | 13,084.19                    |                      | 0.00                 | 17,658.14        | 0.00                                | 0.00                        |
| 385.0        | YUM BRANDS INCORPORATED        |                        |                    |                   |                              |                      |                      |                  |                                     |                             |
| 988498101    | 06/08/2015                     | 11/01/2002             | E                  | 34,995.85         | 4,334.00                     |                      | 0.00                 | 30,661.85        | 0.00                                | 0.00                        |
| 567.0        | BROWN & BROWN INCORPORATED     |                        |                    |                   |                              |                      |                      |                  |                                     |                             |
| 115236101    | 06/10/2015                     | Various                | E                  | 18,767.52         | 10,597.16                    |                      | 0.00                 | 8,170.36         | 0.00                                | 0.00                        |
| 465.0        | WELLS FARGO & COMPANY NEW      |                        |                    |                   |                              |                      |                      |                  |                                     |                             |
| 949746101    | 06/10/2015                     | Various                | E                  | 26,738.35         | 14,999.63                    |                      | 0.00                 | 11,738.72        | 0.00                                | 0.00                        |
| 1025.0       | BROWN & BROWN INCORPORATED     |                        |                    |                   |                              |                      |                      |                  |                                     |                             |
| 115236101    | 06/11/2015                     | 02/12/2008             | E                  | 34,138.12         | 18,972.44                    |                      | 0.00                 | 15,165.68        | 0.00                                | 0.00                        |
| 169.0        | WELLS FARGO & COMPANY NEW      |                        |                    |                   |                              |                      |                      |                  |                                     |                             |
| 949746101    | 06/11/2015                     | 11/06/2007             | E                  | 9,723.62          | 5,424.60                     |                      | 0.00                 | 4,299.02         | 0.00                                | 0.00                        |

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# 2015 Tax Information Statement

Account Number: 77826  
 Recipient's Name and Address:  
 DELAPLAINE FOUNDATION, INC.  
 244 WEST PATRICK STREET  
 BOX 3829  
 FREDERICK, MD 21705-3829

Recipient's Tax ID Number: XX-XXX8038  
 Payer's Federal ID Number: 16-0538020  
 Payer's State ID Number: MD  
 State: MD  
☐ Corrected ☐ FATCA ☐ 2nd TIN notice

Payer's Name and Address:  
 MANUFACTURERS AND TRADERS TRUST COMPANY  
 PO BOX 1596  
 BALTIMORE, MD 21203

Reported to the IRS is proceeds less commissions and option premiums.  
**For noncovered securities (Box 5 is checked) shown on this statement, cost basis information is not being reported to the IRS.**  
 Cost or Other Basis amounts shown with a "U" are unknown or unsubstantiated.

## Description of property (Box 1a)

| CUSIP Number | Date Sold or Disposed (Box 1c) | Date Acquired (Box 1b) | Form 8949 Checkbox | Proceeds (Box 1d) | Cost or Other Basis (Box 1e) | Code if any (Box 1f) | Adjustments (Box 1g) | Net Gain or Loss | Federal Income Tax Withheld (Box 4) | State Tax Withheld (Box 16) |
|--------------|--------------------------------|------------------------|--------------------|-------------------|------------------------------|----------------------|----------------------|------------------|-------------------------------------|-----------------------------|
| 196.0        | BROWN & BROWN INCORPORATED     |                        |                    |                   |                              |                      |                      |                  |                                     |                             |
| 115236101    | 06/17/2015                     | 02/12/2008             | E                  | 6,560.95          | 3,627.90                     |                      | 0.00                 | 2,933.05         | 0.00                                | 0.00                        |
| 165.0        | BROWN & BROWN INCORPORATED     |                        |                    |                   |                              |                      |                      |                  |                                     |                             |
| 115236101    | 06/18/2015                     | 02/12/2008             | E                  | 5,540.87          | 3,054.10                     |                      | 0.00                 | 2,486.77         | 0.00                                | 0.00                        |
| 1788.0       | WELLS FARGO & COMPANY NEW      |                        |                    |                   |                              |                      |                      |                  |                                     |                             |
| 949746101    | 06/18/2015                     | Various                | E                  | 102,577.46        | 55,589.32                    |                      | 0.00                 | 46,988.14        | 0.00                                | 0.00                        |
| 311.0        | BROWN & BROWN INCORPORATED     |                        |                    |                   |                              |                      |                      |                  |                                     |                             |
| 115236101    | 06/22/2015                     | Various                | E                  | 10,474.03         | 5,564.59                     |                      | 0.00                 | 4,909.44         | 0.00                                | 0.00                        |
| 119.0        | BROWN & BROWN INCORPORATED     |                        |                    |                   |                              |                      |                      |                  |                                     |                             |
| 115236101    | 06/23/2015                     | 03/12/2008             | E                  | 4,014.05          | 2,081.81                     |                      | 0.00                 | 1,932.24         | 0.00                                | 0.00                        |
| 217.0        | BROWN & BROWN INCORPORATED     |                        |                    |                   |                              |                      |                      |                  |                                     |                             |
| 115236101    | 07/01/2015                     | 03/12/2008             | E                  | 7,216.48          | 3,796.24                     |                      | 0.00                 | 3,420.24         | 0.00                                | 0.00                        |
| 311.0        | BROWN & BROWN INCORPORATED     |                        |                    |                   |                              |                      |                      |                  |                                     |                             |
| 115236101    | 07/06/2015                     | 03/12/2008             | E                  | 10,335.76         | 5,440.70                     |                      | 0.00                 | 4,895.06         | 0.00                                | 0.00                        |
| 366.0        | BROWN & BROWN INCORPORATED     |                        |                    |                   |                              |                      |                      |                  |                                     |                             |
| 115236101    | 07/07/2015                     | 03/12/2008             | E                  | 12,209.90         | 6,402.88                     |                      | 0.00                 | 5,807.02         | 0.00                                | 0.00                        |
| 130.0        | BROWN & BROWN INCORPORATED     |                        |                    |                   |                              |                      |                      |                  |                                     |                             |
| 115236101    | 07/09/2015                     | Various                | E                  | 4,331.53          | 2,269.27                     |                      | 0.00                 | 2,062.26         | 0.00                                | 0.00                        |

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# 2015 Tax Information Statement

**Recipient's Name and Address:**  
 DELAPLAINE FOUNDATION, INC.  
 244 WEST PATRICK STREET  
 BOX 3829  
 FREDERICK, MD 21705-3829

**Account Number:** 77826  
**Recipient's Tax ID Number:** XX-XXX8038  
**Payer's Federal ID Number:** 16-0538020  
**Payer's State ID Number:** MD  
☐ Corrected ☐ FATCA ☐ 2nd TIN notice

**Payer's Name and Address:**  
 MANUFACTURERS AND TRADERS TRUST COMPANY  
 PO BOX 1596  
 BALTIMORE, MD 21203

Reported to the IRS is proceeds less commissions and option premiums.  
**For noncovered securities (Box 5 is checked) shown on this statement, cost basis information is not being reported to the IRS.**  
 Cost or Other Basis amounts shown with a "U" are unknown or unsubstantiated.

Description of property (Box 1a)

| CUSIP Number                                    | Date Sold or Disposed (Box 1c)           | Date Acquired (Box 1b) | Form 8949 Checkbox | Proceeds (Box 1d)   | Cost or Other Basis (Box 1e) | Code if any (Box 1f) | Adjustments (Box 1g) | Net Gain or Loss  | Federal Income Tax Withheld (Box 4) | State Tax Withheld (Box 16) |
|-------------------------------------------------|------------------------------------------|------------------------|--------------------|---------------------|------------------------------|----------------------|----------------------|-------------------|-------------------------------------|-----------------------------|
| 153 0                                           | BROWN & BROWN INCORPORATED               |                        |                    |                     |                              |                      |                      |                   |                                     |                             |
| 115236101                                       | 07/10/2015                               | 03/11/2008             | E                  | 5,140.87            | 2,665.23                     |                      | 0.00                 | 2,475.64          | 0.00                                | 0.00                        |
| 213.0                                           | MARTIN MARIETTA MATERIALS INC            |                        |                    |                     |                              |                      |                      |                   |                                     |                             |
| 573284106                                       | 07/10/2015                               | 10/10/2002             | E                  | 32,561.16           | 6,127.82                     |                      | 0.00                 | 26,433.34         | 0.00                                | 0.00                        |
| 150.0                                           | CRIMSON WINE GROUP LTD                   |                        |                    |                     |                              |                      |                      |                   |                                     |                             |
| 22662X100                                       | 11/19/2015                               | Various                | E                  | 1,354.47            | 1,846.53                     |                      | 0.00                 | -492.06           | 0.00                                | 0.00                        |
| 206.0                                           | LEUCADIA NATIONAL CORPORATION            |                        |                    |                     |                              |                      |                      |                   |                                     |                             |
| 527288104                                       | 11/19/2015                               | 08/25/2008             | E                  | 3,748.08            | 8,601.09                     |                      | 0.00                 | -4,853.01         | 0.00                                | 0.00                        |
| 95.0                                            | MOODYS CORPORATION                       |                        |                    |                     |                              |                      |                      |                   |                                     |                             |
| 615369105                                       | 11/19/2015                               | 09/05/2007             | E                  | 9,810.46            | 4,286.20                     |                      | 0.00                 | 5,524.26          | 0.00                                | 0.00                        |
| 4 0                                             | NVR INCORPORATED                         |                        |                    |                     |                              |                      |                      |                   |                                     |                             |
| 62944T105                                       | 11/19/2015                               | Various                | E                  | 6,606.91            | 2,378.00                     |                      | 0.00                 | 4,228.91          | 0.00                                | 0.00                        |
| 165.0                                           | TOLL BROS INC COM ATTACHED RTS EXP 7-11- |                        |                    |                     |                              |                      |                      |                   |                                     |                             |
| 889478103                                       | 11/19/2015                               | 05/06/2010             | E                  | 6,114.14            | 3,571.72                     |                      | 0.00                 | 2,542.42          | 0.00                                | 0.00                        |
| 136.0                                           | WELLS FARGO & COMPANY NEW                |                        |                    |                     |                              |                      |                      |                   |                                     |                             |
| 949746101                                       | 11/19/2015                               | 09/23/2005             | E                  | 7,615.85            | 3,998.43                     |                      | 0.00                 | 3,617.42          | 0.00                                | 0.00                        |
| 105.0                                           | YUM BRANDS INCORPORATED                  |                        |                    |                     |                              |                      |                      |                   |                                     |                             |
| 988498101                                       | 11/19/2015                               | 11/01/2002             | E                  | 7,537.81            | 1,182.00                     |                      | 0.00                 | 6,355.81          | 0.00                                | 0.00                        |
| <b>Total Long Term Sales Reported on 1099-B</b> |                                          |                        |                    | <b>1,001,548.65</b> | <b>438,382.82</b>            |                      | <b>0.00</b>          | <b>563,165.83</b> | <b>0.00</b>                         | <b>0.00</b>                 |

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2015 Tax Information Statement

Account Number: 77826  
Recipient's Tax ID Number: XX-XXX8038  
Payer's Federal ID Number: 16-0538020  
Payer's State ID Number: MD  
State: ☐ Corrected ☐ FATCA ☐ 2nd TIN notice

Payer's Name and Address:  
MANUFACTURERS AND TRADERS TRUST COMPANY  
PO BOX 1596  
BALTIMORE, MD 21203

Reported to the IRS is proceeds less commissions and option premiums.  
For noncovered securities (Box 5 is checked) shown on this statement, cost basis information is not being reported to the IRS.  
Cost or Other Basis amounts shown with a "U" are unknown or unsubstantiated.

Description of property (Box 1a)

| CUSIP Number | Date Sold or Disposed (Box 1c) | Date Acquired (Box 1b) | Form 8949 Checkbox | Proceeds (Box 1d) | Cost or Other Basis (Box 1e) | Code if any (Box 1f) | Adjustments (Box 1g) | Net Gain or Loss (Box 4) | Federal Income Tax Withheld (Box 4) | State Tax Withheld (Box 16) |
|--------------|--------------------------------|------------------------|--------------------|-------------------|------------------------------|----------------------|----------------------|--------------------------|-------------------------------------|-----------------------------|
|--------------|--------------------------------|------------------------|--------------------|-------------------|------------------------------|----------------------|----------------------|--------------------------|-------------------------------------|-----------------------------|

Report on Form 8949, Part II, with Box E checked

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# 2015 Tax Information Statement

Account Number: 77836  
 Recipient's Tax ID Number: XX-XXX8038  
 Payer's Federal ID Number: 16-0538020  
 Payer's State ID Number: MD  
 State: (410)244-4630  
 Questions? ☐ Corrected ☐ FATCA ☐ 2nd TIN notice

Payer's Name and Address:  
 MANUFACTURERS AND TRADERS TRUST COMPANY  
 PO BOX 1596  
 BALTIMORE, MD 21203

Reported to the IRS is proceeds less commissions and option premiums.  
 For noncovered securities (Box 5 is checked) shown on this statement, cost basis information is not being reported to the IRS.  
 Cost or Other Basis amounts shown with a "U" are unknown or unsubstantiated.

Description of property (Box 1a)

| CUSIP Number                             | Date Sold or Disposed (Box 1c) | Date Acquired (Box 1b) | Form 8949 Checkbox | Proceeds (Box 1d) | Cost or Other Basis (Box 1e) | Code if any (Box 1f) | Adjustments (Box 1g) | Net Gain or Loss | Federal Income Tax Withheld (Box 4) | State Tax Withheld (Box 16) |
|------------------------------------------|--------------------------------|------------------------|--------------------|-------------------|------------------------------|----------------------|----------------------|------------------|-------------------------------------|-----------------------------|
| 25000.0                                  | GOLDMAN SACHS V-Q              | 1.47815% 4/30/18       |                    |                   |                              |                      |                      |                  |                                     |                             |
| 38141GVK7                                | 04/21/2015                     | 04/26/2013             | E                  | 25,365.50         | 25,000.00                    |                      | 0.00                 | 365.50           | 0.00                                | 0.00                        |
| 30000.0                                  | PLAINS ALL AMER                | 3.850% 10/15/23        |                    |                   |                              |                      |                      |                  |                                     |                             |
| 72650RBD3                                | 07/07/2015                     | 08/08/2013             | E                  | 30,004.80         | 29,937.60                    |                      | 0.00                 | 67.20            | 0.00                                | 0.00                        |
| 35000.0                                  | VENTAS REALTY LP               | 2.700% 4/01/20         |                    |                   |                              |                      |                      |                  |                                     |                             |
| 92276MBB0                                | 07/07/2015                     | Various                | E                  | 35,086.45         | 35,051.45                    |                      | 0.00                 | 35.00            | 0.00                                | 0.00                        |
| 20000.0                                  | ORACLE CORP                    | 5.250% 1/15/16         |                    |                   |                              |                      |                      |                  |                                     |                             |
| 68402LAC8                                | 09/18/2015                     | 01/11/2006             | E                  | 20,307.40         | 19,889.40                    |                      | 0.00                 | 418.00           | 0.00                                | 0.00                        |
| 40000.0                                  | GEN ELEC CAP CRP               | MTN 2.300% 4/27/17     |                    |                   |                              |                      |                      |                  |                                     |                             |
| 36962G5W0                                | 09/28/2015                     | 04/24/2012             | E                  | 40,841.20         | 39,947.60                    |                      | 0.00                 | 893.60           | 0.00                                | 0.00                        |
| 30000.0                                  | MACK-CALI REALTY               | 2.500% 12/15/17        |                    |                   |                              |                      |                      |                  |                                     |                             |
| 55448QAR7                                | 11/16/2015                     | Various                | E                  | 30,098.10         | 30,433.65                    |                      | 0.00                 | -335.55          | 0.00                                | 0.00                        |
| 100000.0                                 | CITIGROUP INC                  | 6.000% 8/15/17         |                    |                   |                              |                      |                      |                  |                                     |                             |
| 172967EH0                                | 12/07/2015                     | 08/08/2007             | E                  | 107,850.00        | 99,644.00                    |                      | 0.00                 | 8,206.00         | 0.00                                | 0.00                        |
| Total Long Term Sales Reported on 1099-B |                                |                        |                    | 454,301.35        | 437,999.19                   |                      | 0.00                 | 16,302.16        | 0.00                                | 0.00                        |

Report on Form 8949, Part II, with Box E checked

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2015 Tax Information Statement

Payer's Name and Address:  
MANUFACTURERS AND TRADERS TRUST COMPANY  
PO BOX 1596  
BALTIMORE, MD 21203

Account Number: 1015525  
Recipient's Tax ID Number: XX-XXX8038  
Payer's Federal ID Number: 16-0538020  
Payer's State ID Number: MD  
State: ☐ Corrected ☐ FATCA ☐ 2nd TIN notice

Recipient's Name and Address:  
DELAPLAINE FOUNDATION, INC.  
244 WEST PATRICK STREET  
P.O. BOX 3829  
FREDERICK, MD 21705-3829

2015 Form 1099-B: Proceeds from Broker and Barter Exchange Transactions

OMB No. 1545-0715

Reported to the IRS is proceeds less commissions and option premiums.  
Covered (Box 5 is not checked)

Description of property (Box 1a)

| Cusip Number                        | Date Sold or Disposed (Box 1c) | Date Acquired (Box 1b) | Form 8949 Checkbox | Proceeds (Box 1d) | Cost or Other Basis (Box 1e) | Code if any (Box 1f) | Adjustments (Box 1g) | Net Gain or Loss | Federal Income Tax Withheld (Box 4) | State Tax Withheld (Box 16) |
|-------------------------------------|--------------------------------|------------------------|--------------------|-------------------|------------------------------|----------------------|----------------------|------------------|-------------------------------------|-----------------------------|
| Short Term Sales Reported on 1099-B |                                |                        |                    |                   |                              |                      |                      |                  |                                     |                             |
| 580.0                               | CANADIAN OIL SANDS LTD         |                        |                    |                   |                              |                      |                      |                  |                                     |                             |
| 13643E105                           | 01/07/2015                     | Various                | A                  | 4,137.09          | 13,783.63                    |                      | 0.00                 | -9,646.54        | 0.00                                | 0.00                        |
| 260.0                               | ENSCO PLC CL A                 |                        |                    |                   |                              |                      |                      |                  |                                     |                             |
| G3157S106                           | 01/27/2015                     | 08/06/2014             | A                  | 7,577.62          | 12,471.85                    |                      | 0.00                 | -4,894.23        | 0.00                                | 0.00                        |
| 485.0                               | NORTH ATLANTIC DRILLING LTD    |                        |                    |                   |                              |                      |                      |                  |                                     |                             |
| G6613P202                           | 03/02/2015                     | 05/30/2014             | A                  | 755.29            | 5,056.35                     |                      | 0.00                 | -4,301.06        | 0.00                                | 0.00                        |
| 1415.0                              | NORTH ATLANTIC DRILLING LTD    |                        |                    |                   |                              |                      |                      |                  |                                     |                             |
| G6613P202                           | 03/03/2015                     | Various                | A                  | 2,225.51          | 14,752.01                    |                      | 0.00                 | -12,526.50       | 0.00                                | 0.00                        |
| 125.0                               | NORTH ATLANTIC DRILLING LTD    |                        |                    |                   |                              |                      |                      |                  |                                     |                             |
| G6613P202                           | 03/04/2015                     | 07/08/2014             | A                  | 190.01            | 1,303.18                     |                      | 0.00                 | -1,113.17        | 0.00                                | 0.00                        |
| 425.0                               | TWENTY-FIRST CENTURY FOX INC   |                        |                    |                   |                              |                      |                      |                  |                                     |                             |
| 90130A101                           | 03/30/2015                     | 04/07/2014             | A                  | 14,542.27         | 13,470.82                    |                      | 0.00                 | 1,071.45         | 0.00                                | 0.00                        |
| 234.0                               | GENERAL ELECTRIC COMPANY       |                        |                    |                   |                              |                      |                      |                  |                                     |                             |
| 369604103                           | 04/10/2015                     | 08/06/2014             | A                  | 6,515.87          | 5,958.66                     |                      | 0.00                 | 557.21           | 0.00                                | 0.00                        |
| 1077.0                              | TRIMBLE NAVIGATION LIMITED     |                        |                    |                   |                              |                      |                      |                  |                                     |                             |
| 896239100                           | 05/12/2015                     | 10/03/2014             | A                  | 27,039.16         | 31,955.17                    |                      | 0.00                 | -4,916.01        | 0.00                                | 0.00                        |

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