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EXTENDED TO FEBRUARY 15, 2017
Return of Private Foundation

Form 990-PF

Department of the Treasury
Internal Revenue Service

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

Do not enter social security numbers on this form as it may be made public.

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

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015 or tax year beginning

APR 1, 2015

, and ending

MAR 31, 2016

Name of foundation

A Employer identification number

THE NEXTGEN FOUNDATION CHARITABLE TRUST

31-1480932

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

Room/suite

B Telephone number

10706 BEAVER DAM ROAD

(410) 568-1500

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

COCKEYSVILLE, MD 21030

C If exemption application is pending, check here

G Check all that apply:

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

D 1. Foreign organizations, check here

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

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust

☐ Other taxable private foundation

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

I Fair market value of all assets at end of year

J Accounting method: ☒ Cash ☐ Accrual

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

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

Other (specify)

\$ 12,293,415. (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

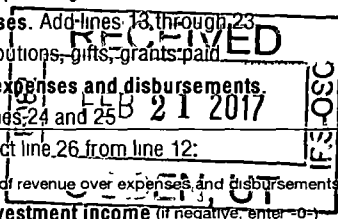
(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1	Contributions, gifts, grants, etc., received			N/A	
2	Check ☒ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	376,887.	376,887.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	167,424.			
b	Gross sales price for all assets on line 6a	646,141.			
7	Capital gain net income (from Part IV, line 2)		167,424.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss)				
11	Other income	-1,453.	-1,453.		STATEMENT 1
12	Total. Add lines 1 through 11	542,858.	542,858.		
13	Compensation of officers, directors, trustees, etc	0.	0.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees STMT 2	1,755.	1,755.		0.
b	Accounting fees STMT 3	11,640.	11,640.		0.
c	Other professional fees				
17	Interest				
18	Taxes STMT 4	17,774.	2,596.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses STMT 5	405.	0.		0.
24	Total operating and administrative expenses. Add lines 13 through 23	31,574.	15,991.		0.
25	Contributions, gifts, grants paid	608,767.			608,767.
26	Total expenses and disbursements. Add lines 24 and 25	640,341.	15,991.		608,767.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-97,483.			
b	Net investment income (if negative, enter -0-)		526,867.		
c	Adjusted net income (if negative, enter -0-)			N/A	

SCANNED FEB 23 2017

Operating and Administrative Expenses



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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					
	2 Savings and temporary cash investments					
	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 6	1,800,233.	1,762,406.	1,762,406.		
	c Investments - corporate bonds					
	11 Investments - land, buildings, and equipment basis ▶					
Less accumulated depreciation ▶						
12 Investments - mortgage loans						
13 Investments - other STMT 7	11,359,416.	10,511,609.	10,511,609.			
14 Land, buildings, and equipment: basis ▶						
Less accumulated depreciation ▶						
15 Other assets (describe ▶ STATEMENT 8)	22,800.	19,400.	19,400.			
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	13,182,449.	12,293,415.	12,293,415.			
Liabilities	17 Accounts payable and accrued expenses					
	18 Grants payable					
	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable					
	22 Other liabilities (describe ▶)					
	23 Total liabilities (add lines 17 through 22)	0.	0.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐					
	and complete lines 24 through 26 and lines 30 and 31.					
	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ ☒					
	and complete lines 27 through 31.					
	27 Capital stock, trust principal, or current funds	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	13,182,449.	12,293,415.				
30 Total net assets or fund balances	13,182,449.	12,293,415.				
31 Total liabilities and net assets/fund balances	13,182,449.	12,293,415.				

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	13,182,449.
2 Enter amount from Part I, line 27a	2	-97,483.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	13,084,966.
5 Decreases not included in line 2 (itemize) ▶ UNREALIZED LOSS ON INVESTMENTS	5	791,551.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	12,293,415.

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 CHARLES SCHWAB #3149		VARIOUS	03/31/16
b MERRILL LYNCH #10136		VARIOUS	03/31/16
c CAPITAL GAINS DIVIDENDS			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 5,779.			5,779.
b 422,017.		478,717.	-56,700.
c 218,345.			218,345.
d			
e			

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			5,779.
b			-56,700.
c			218,345.
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	167,424.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2014	646,209.	13,298,905.	.048591
2013	522,236.	12,863,354.	.040599
2012	499,831.	11,006,384.	.045413
2011	223,000.	10,400,827.	.021441
2010	507,270.	9,692,951.	.052334

2 Total of line 1, column (d)	2	.208378
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.041676
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	12,499,418.
5 Multiply line 4 by line 3	5	520,926.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,269.
7 Add lines 5 and 6	7	526,195.
8 Enter qualifying distributions from Part XII, line 4	8	608,767.

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 ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	5,269.
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	5,269.
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	5,269.
6 Credits/Payments:			
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a	11,281.	
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	11,281.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	6,012.	
11 Enter the amount of line 10 to be: Credited to 2016 estimated tax ☒ 6,012. Refunded ☐	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? 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: (1) On the foundation. ☒ \$ 0. (2) On foundation managers. ☒ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☒ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		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? 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: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		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) ☒ 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? Website address ► N/A	13	X
14 The books are in care of ► THE NEXTGEN FOUNDATION CHAR. T Telephone no. ► (410) 568-1500 Located at ► 10706 BEAVER DAM ROAD, COCKEYSVILLE, MD ZIP+4 ► 21030		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 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? 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): (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here 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)): 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? ☐ Yes ☒ No If "Yes," list the years ► b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►	2b	
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No b If "Yes," did it have excess business holdings in 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

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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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

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

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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
ROBERT E. SMITH	PRESIDENT			
	4.00	0.	0.	0.
MELISSA W. SMITH	SECRETARY			
	4.00	0.	0.	0.
PAUL O. WALLACE	TREASURER			
	0.25	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

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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
NONE		

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

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.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	12,689,764.
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	12,689,764.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	12,689,764.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	190,346.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	12,499,418.
6	Minimum investment return. Enter 5% of line 5	6	624,971.

Part XI**Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	624,971.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	5,269.
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	5,269.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	619,702.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	619,702.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	619,702.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	608,767.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	608,767.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	5,269.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	603,498.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				619,702.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			608,767.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010				
b From 2011				
c From 2012				
d From 2013				
e From 2014				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2015 from Part XII, line 4: ▶ \$ 608,767.				
a Applied to 2014, but not more than line 2a			608,767.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2015 distributable amount				0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2014. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				619,702.
7 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.			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2011				
b Excess from 2012				
c Excess from 2013				
d Excess from 2014				
e Excess from 2015				

N/A

- ☐ 4942(1)(3) or ☐ 4942(1)(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

1 Information Regarding Foundation Managers:

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

ROBERT E. SMITH

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

NONE

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

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

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

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

- c Any submission deadlines:

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
BIG BROTHER BIG SISTER GALLATIN COUNTY 15 SOUTH 8TH AVENUE BOZEMEN, MT 59715	NONE	PUBLIC	UNRESTRICTED	5,000.
BIG GAME FOREVER 90 WEST 500 SOUTH #428 BOUNTIFUL, UT 84010	NONE	PUBLIC	UNRESTRICTED	25,000.
BOULDER SHELTER FOR THE HOMELESS 4869 N. BROADWAY BOULDER, CO 80304	NONE	PUBLIC	UNRESTRICTED	10,000.
BOY'S LATIN SCHOOL 822 W LAKE AVE BALTIMORE, MD 21210	NONE	PUBLIC	UNRESTRICTED	5,000.
CAMP HAPPY DAYS 1622 ASHLEY HALL RD CHARLESTON, SC 29407	NONE	PUBLIC	UNRESTRICTED	10,000.
Total	SEE CONTINUATION SHEET(S)			608,767.
b Approved for future payment				
NONE				
Total				0.

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

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

[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.					May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No	
	 Signature of officer or trustee		2/8/17 Date	TRUSTEE Title			
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature		Date	Check ☐ if self-employed	PTIN
	PAUL O. WALLACE		PAUL O. WALLACE		02/07/17		P00002583
	Firm's name ▶ GROSS, MENDELSON & ASSOCIATES, P.A.					Firm's EIN ▶ 52-0982413	
	Firm's address ▶ 36 SOUTH CHARLES ST., 18TH FLOOR BALTIMORE, MD 21201					Phone no. 410-685-5512	

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
COALITION TO SUPPORT AMERICA'S HEROES 552 FORT EVENS RD, SUITE 300 LEESBURG, VA 20176	NONE	PUBLIC	UNRESTRICTED	5,000.
COLLEGE OF CHARLESTON 66 GEORGE ST CHARLESTON, SC 29424	NONE	PUBLIC	UNRESTRICTED	60,000.
COMMIT FOUNDATION 1111 LIGHT STREET, 2ND FLOOR BALTIMORE, MD 21230	NONE	PUBLIC	UNRESTRICTED	5,000.
COMMUNITY BIBLE STUDY INTERNATIONAL 790 STOUT ROAD COLORADO SPRINGS, CO 80921	NONE	PUBLIC	UNRESTRICTED	5,000.
CYSTIC FIBROSIS FOUNDATION 6931 ARLINGTON RD BETHESDA, MD 20814	NONE	PUBLIC	UNRESTRICTED	7,500.
FURBEARERS UNLIMITED, INC 2815 WASHINGTON AVENUE BEDFORD, IN 47421	NONE	PUBLIC	UNRESTRICTED	10,000.
GBMC FOUNDATION 6701 N CHARLES ST TOWSON, MD 21204	NONE	PUBLIC	UNRESTRICTED	5,000.
GERSTELL ACADEMY 2500 OLD WESTMINSTER PIKE FINKSBURG, MD 21048	NONE	PUBLIC	UNRESTRICTED	51,267.
HABITAT FOR HUMANITY CHESAPEAKE 3741 COMMERCE DR. SUITE 309 BALTIMORE, MD 21227	NONE	PUBLIC	UNRESTRICTED	10,000.
HOMES FOR OUR TROOPS 6 MAIN STREET TAUTON, MA 02780	NONE	PUBLIC	UNRESTRICTED	20,000.
Total from continuation sheets				553,767.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
HOUSE OF RUTH 2201 ARGONNE DRIVE BALTIMORE, MD 21218	NONE	PUBLIC	UNRESTRICTED	15,000.
JERUSALEM PRAYER TEAM P.O. BOX 30000 PHOENIX, AZ 85046	NONE	PUBLIC	UNRESTRICTED	10,000.
LADEW TOPIARY GARDENS 3535 JARRETSVILLE PIKE MONKTON, MD 21111	NONE	PUBLIC	UNRESTRICTED	2,500.
LIVING CLASSROOMS FOUNDATION 802 SOUTH CAROLINE STREET BALTIMORE, MD 21231	NONE	PUBLIC	UNRESTRICTED	12,500.
MAKE A WISH FOUNDATION 5272 RIVER ROAD BETHESDA, MD 20816	NONE	PUBLIC	UNRESTRICTED	7,500.
MARYLAND FOOD BANK 2200 HALETHORPE FARMS ROAD BALTIMORE, MD 21227	NONE	PUBLIC	UNRESTRICTED	20,000.
MD SCIENCE CENTER 601 LIGHT STREET BALTIMORE, MD 21230	NONE	PUBLIC	UNRESTRICTED	5,000.
MD SPECIAL OLYMPICS 1218 BOYCE AVENUE BALTIMORE, MD 21204	NONE	PUBLIC	UNRESTRICTED	17,500.
MEALS ON WHEELS 515 SOUTH HAVEN STREET BALTIMORE, MD 21224	NONE	PUBLIC	UNRESTRICTED	10,000.
MY SISTERS CIRCLE P.O. BOX 84 TIMONIUM, MD 21094	NONE	PUBLIC	UNRESTRICTED	10,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NATIONAL TRAPPERS ASSOCIATION 2815 WASHINGTON AVENUE BEDFORD, IN 47421	NONE	PUBLIC	UNRESTRICTED	15,000.
NRA FOUNDATION 11250 WAPLES MILL ROAD FAIRFAX, VA 22030	NONE	PUBLIC	UNRESTRICTED	15,000.
OPERATION CARE PACKAGE 611 WILCOX STREET JOLIET, IL 60435	NONE	PUBLIC	UNRESTRICTED	10,000.
PARKINSON'S DISEASE FOUNDATION 1359 BROADWAY, SUITE 1509 NEW YORK, NY 10018	NONE	PUBLIC	UNRESTRICTED	10,000.
PAUL'S PLACE 1118 WARD STREET BALTIMORE, MD 21230	NONE	PUBLIC	UNRESTRICTED	25,000.
ROANOKE COLLEGE 221 COLLEGE LN SALEM, VA 24153	NONE	PUBLIC	UNRESTRICTED	5,000.
RONALD MCDONALD HOUSE CHARITIES 635 WEST LEXINGTON STREET BALTIMORE, MD 21201	NONE	PUBLIC	UNRESTRICTED	50,000.
ST. JOHN'S CHURCH WESTERN RUN - 3738 BUTLER ROAD REISTERSTOWN, MD 21136	NONE	PUBLIC	UNRESTRICTED	20,000.
SUSAN G. KOMEN FOUNDATION P.O. BOX 650309 DALLAS, TX 75265-0309	NONE	PUBLIC	UNRESTRICTED	15,000.
USSA 801 KINGSMILL PKWY COLUMBUS, OH 43229-1137	NONE	PUBLIC	UNRESTRICTED	15,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
VOICE OF MARTYRS P.O. BOX 443 BARTLETSVILLE, OK 74005	NONE	PUBLIC	UNRESTRICTED	10,000.
WOUNDED WARRIOR PROJECT 7020 AC SKINNER PKWY JACKSONVILLE, FL 32256	NONE	PUBLIC	UNRESTRICTED	5,000.
YOUTH TRAPPERS CAMP P.O. BOX 133 GUILFORD, MT 59525	NONE	PUBLIC	UNRESTRICTED	10,000.
TURNING POINT USA 217 1/2 ILLINOIS STREET LEMONT, IL 60439	NONE	PUBLIC	UNRESTRICTED	25,000.
YOUNG LIFE BALTIMORE CITY 2220 CALLOW AVE BALTIMORE, MD 21217	NONE	PUBLIC	UNRESTRICTED	5,000.
KIDS UVEITIS RESEARCH AND EDUCATION 600 N. WOLFE ST BALTIMORE, MD 21287	NONE	PUBLIC	UNRESTRICTED	5,000.
ELLISTON CHURCH OF GOD 9335 ROANOKE ROAD ELLISTON, VA 24087	NONE	PUBLIC	UNRESTRICTED	10,000.
SAMARITAN'S PURSE P.O. BOX 3000 BOONE, NC 28607	NONE	PUBLIC	UNRESTRICTED	5,000.
AMERICAN RED CROSS P.O. BOX 37839 BOONE, IA 50037-0839	NONE	PUBLIC	UNRESTRICTED	10,000.
Total from continuation sheets				

FORM 990-PF	OTHER INCOME		STATEMENT	1
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
	-1,453.	-1,453.		
TOTAL TO FORM 990-PF, PART I, LINE 11	-1,453.	-1,453.		

FORM 990-PF	LEGAL FEES		STATEMENT	2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	1,755.	1,755.		0.
TO FM 990-PF, PG 1, LN 16A	1,755.	1,755.		0.

FORM 990-PF	ACCOUNTING FEES		STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	11,640.	11,640.		0.
TO FORM 990-PF, PG 1, LN 16B	11,640.	11,640.		0.

FORM 990-PF	TAXES		STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAXES	15,178.	0.		0.
FOREIGN TAX	2,596.	2,596.		0.
TO FORM 990-PF, PG 1, LN 18	17,774.	2,596.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PENALTIES	405.	0.			0.
TO FORM 990-PF, PG 1, LN 23	405.	0.			0.

FORM 990-PF	CORPORATE STOCK		STATEMENT	6
DESCRIPTION			BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK - MERRILL LYNCH #10135			1,762,406.	1,762,406.
TOTAL TO FORM 990-PF, PART II, LINE 10B			1,762,406.	1,762,406.

FORM 990-PF	OTHER INVESTMENTS		STATEMENT	7
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
MONEY MARKET FUND - SCHWAB #2833	FMV	41,419.	41,419.	
MONEY MARKET FUND - SCHWAB #3149	FMV	9,581.	9,581.	
MONEY MARKET FUND - MERRILL LYNCH #10135	FMV	32,210.	32,210.	
MUTUAL FUNDS - MERRILL LYNCH #10136	FMV	10,428,399.	10,428,399.	
TOTAL TO FORM 990-PF, PART II, LINE 13		10,511,609.	10,511,609.	

FORM 990-PF	OTHER ASSETS		STATEMENT	8
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE	
INCOME TAX RECEIVABLE	22,800.	19,400.	19,400.	
TO FORM 990-PF, PART II, LINE 15	22,800.	19,400.	19,400.	