Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

► Do not enter social security numbers on this form as it may be made public.
► 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 Jul 1 , 2015, and ending Jun 30 , 2016

Name of foundation: A.T. & Mary H. Blades Foundation, Inc.

A Employer identification number: 52-0794020

Number and street (or P O box number if mail is not delivered to street address): 3400 Poplar Neck Road — Room/suite:

B Telephone number (see instructions): (410) 673-7932

City or town, state or province, country, and ZIP or foreign postal code: Preston MD 21655

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: [X] Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

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

I Fair market value of all assets at end of year (*from Part II, column (c), line 16*) ► $ 28,629,579.

J Accounting method [X] Cash ☐ Accrual ☐ Other (specify) (*Part I, column (d) must be on cash basis*)

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc, received (attach schedule)				
	2 Ck ► [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	454.	454.		
	4 Dividends and interest from securities	623,075.	623,075.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	154,692.	L-6a Stmt		
	b Gross sales price for all assets on line 6a 154,692.				
	7 Capital gain net income (from Part IV, line 2)		432,625.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule) Publically traded partnerships	23,846.	1,296.		
	12 Total Add lines 1 through 11	802,067.	1,057,450.		
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) L-16b Stmt	5,000.	5,000.		
	c Other prof fees (attach sch) L-16c Stmt	218,645.	218,645.		
	17 Interest				
	18 Taxes (attach schedule)(see instrs) See Line 18 Stmt	25,824.	2,801.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) See Line 23 Stmt	1,500.	375.		1,125.
	24 Total operating and administrative expenses Add lines 13 through 23	250,969.	226,821.		1,125.
	25 Contributions, gifts, grants paid	1,450,750.			1,450,000.
	26 Total expenses and disbursements Add lines 24 and 25	1,701,719.	226,821.		1,451,125.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-899,652.			
	b Net investment income (if negative, enter -0-)		830,629.		
	c Adjusted net income (if negative, enter -0-)				

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing			
	2 Savings and temporary cash investments	516,495.	1,628,762.	1,628,762.
	3 Accounts receivable ►			
	Less: allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less: allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch) ►			
	Less: allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments — U.S and state government obligations (attach schedule) L-10a. Stmt	824,832.	1,001,736.	1,017,074.
	b Investments — corporate stock (attach schedule) L-10b. Stmt	18,826,436.	16,028,778.	18,625,206.
	c Investments — corporate bonds (attach schedule) L-10c. Stmt	6,510,115.	7,118,950.	7,358,537.
	11 Investments — land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule)			
	14 Land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
	15 Other assets (describe ►)			
	16 **Total assets** (to be completed by all filers — see the instructions Also, see page 1, item I)	26,677,878.	25,778,226.	28,629,579.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)			
	23 **Total liabilities** (add lines 17 through 22)			
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 ► [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	26,677,878.	25,778,226.	
	30 **Total net assets or fund balances** (see instructions)	26,677,878.	25,778,226.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	26,677,878.	25,778,226.	

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	26,677,878.
2	Enter amount from Part I, line 27a	2	-899,652.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	25,778,226.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	25,778,226.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	Publically traded securities			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	16,969,743.		16,537,118.	432,625.
b				
c				
d				
e				

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

	(i) F.M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				432,625.
b				
c				
d				
e				

2 Capital gain net income or (net capital loss). . . . If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 . . . **2** 432,625.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 . . . **3**

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? . . . . ☐ Yes ☒ No

If 'Yes,' the foundation does not qualify under section 4940(e). Do not complete this part

1 Enter the appropriate amount in each column for each year, see 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	1,401,875.	32,221,560.	0.043507
2013	1,558,191.	31,530,752.	0.049418
2012	1,421,570.	29,246,073.	0.048607
2011	1,283,570.	28,450,592.	0.045116
2010	1,540,460.	27,062,291.	0.056923

		Line	Amount
2	**Total** of line 1, column (d)	2	0.243571
3	Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.048714
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	29,489,028.
5	Multiply line 4 by line 3	5	1,436,529.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	8,306.
7	Add lines 5 and 6	7	1,444,835.
8	Enter qualifying distributions from Part XII, line 4	8	1,451,125.

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)

1 a	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 instrs)**		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☒ and enter 1% of Part I, line 27b	**1**	8,306.
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**	8,306.
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**	8,306.
6	Credits/Payments:		
a	2015 estimated tax pmts and 2014 overpayment credited to 2015 — **6 a** 27,500.		
b	Exempt foreign organizations — tax withheld at source — **6 b**		
c	Tax paid with application for extension of time to file (Form 8868) — **6 c**		
d	Backup withholding erroneously withheld — **6 d**		
7	Total credits and payments. Add lines 6a through 6d	**7**	27,500.
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**	19,194.
11	Enter the amount of line 10 to be **Credited to 2016 estimated tax** ► 19,194. **Refunded** ►	**11**	

Part VII-A Statements Regarding Activities

			Yes	No
1 a	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?	**1 a**		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	**1 b**		X
	*If the answer is 'Yes' to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	**1 c**		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ► $ ______ **(2)** On foundation managers ► $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities*	**2**		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*	**3**		X
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	**4 a**	X	
b	If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	**4 b**	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T*	**5**		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?	**6**	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*	**7**	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► MD - Maryland			
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*	**8 b**	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*	**9**		X
10	Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	**10**		X

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?	**13**	X	

Website address ► N/A

14 The books are in care of ► David Harper Telephone no ► (410) 673-7932

Located at ► 3400 Poplar Neck R AD ZIP + 4 ► 21655

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

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

			Yes	No
16	At any time during calendar year 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?	**16**		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114 If 'Yes,' enter the name of the foreign country ►			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.

			Yes	No
1 a	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)?	**1 b**		
	Organizations relying on a current notice regarding disaster assistance check here ► ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015?	**1 c**		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 ► 20__ , 20__ , 20__ , 20__ .			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement — see instructions.)	**2 b**	X	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ► 20__ , 20__ , 20__ , 20__			
3 a	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.)*	**3 b**		
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	**4 a**		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?	**4 b**		X

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
David Harper, Sr. 3400 Poplar Neck Rd Preston, MD 21655	President 2.00	0.	0.	0.
Brenda Harper 3400 Poplar Neck Rd Preston, MD 21655	Treasurer 2.00	0.	0.	0.
David Harper Jr. 3404 Poplar Neck Rd Preston, MD 21655	Secretary 2.00	0.	0.	0.
See Information about Officers, Directors, Trustees, Etc.		0.	0.	0.

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

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

Total number of other employees paid over $50,000 ► None

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1a	28,304,269.
b	Average of monthly cash balances	1b	1,633,831.
c	Fair market value of all other assets (see instructions)	1c	0.
d	**Total** (add lines 1a, b, and c)	1d	29,938,100.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	29,938,100.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	449,072.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	29,489,028.
6	**Minimum investment return.** Enter 5% of line 5	6	1,474,451.

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	1,474,451.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	8,306.		
b	Income tax for 2015 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	8,306.
3	*Distributable amount before adjustments Subtract line 2c from line 1*			3	1,466,145.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	1,466,145.
6	*Deduction from distributable amount (see instructions)*			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	1,466,145.

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	1,451,125.
b	Program-related investments — total from Part IX-B	1b	
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	1,451,125.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	8,306.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,442,819.

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				1,466,145.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			59,174.	
b Total for prior years 20 ___, 20 ___, 20 ___				
3 Excess distributions carryover, if any, to 2015				
a From 2010 ... 0.				
b From 2011 ... 0.				
c From 2012 ... 0.				
d From 2013 ... 0.				
e From 2014 ... 0.				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2015 from Part XII, line 4 ► $ 1,451,125.				
a Applied to 2014, but not more than line 2a			59,174.	
b Applied to undistributed income of prior years (Election required — see instructions)				
c Treated as distributions out of corpus (Election required — see instructions)				
d Applied to 2015 distributable amount				1,391,951.
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))*				
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				
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 instructions			0.	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				74,194.
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)				
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions)	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 ... 0.				
b Excess from 2012 ... 0.				
c Excess from 2013 ... 0.				
d Excess from 2014 ... 0.				
e Excess from 2015 ... 0.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, enter the date of the ruling . . . . ►

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

	Tax year	Prior 3 years			
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a 'Assets' alternative test — enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test — enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test — enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

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

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

Check here ► [X] 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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Schedule Attached MD 21655	N/A	PC	see attached	1,450,750.
Total ▶ **3a**				1,450,750.
b *Approved for future payment*				
Total ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	454.	
4 Dividends and interest from securities			14	623,075.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory	525990	95,900.	19	154,692.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a Publically traded partnerships	525990	-32,637.	14	1,296.	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		63,263.		779,517.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 842,780.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions)
4&8	Investments

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

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

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

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

b If 'Yes,' complete the following schedule.

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

Sign Here

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

David A. Harper — 10/6/16 — Director

Signature of officer or trustee — Date — Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
Joseph F Cavagna	J F Cavagna CPA	10/03/16		P00210451

Firm's name ► Joseph F. Cavagna, CPA — Firm's EIN ► 52-2282160

Firm's address ► 3902 Dance Mill Rd Phoenix MD 211312116 — Phone no (410) 592-2823

A T & Mary H Blades Foundation, Inc
Form 990PF 6/30/2016
Part XV Contributions Paid

Name	Address	Purpose of contribution	
Bay Hundred Community Volunteers, Inc	P O Box 12, McDaniel, MD 21647	repairs	6,000 00
Bethlehem Bible College	614-C South IH Bus 35 New Braunfels, TX 78130	2K school, 3k shepard society	5,000 00
Central Missionary (Brock)	P O Box 219228 Houston, TX 77218	Unrestricted	15,000 00
Campus Crusade for Christ	P O Box 628222 Orlando, FL 32862	Summer & campus projects & general purpose	129,000 00
Care & Share Fund	P O Box 1256, Cambridge, MD 21613	Unrestricted	10,000 00
Caroline County Historical Society	P O Box 514, Denton, MD 21629	Unrestricted	15,000 00
Caroline Hospice Foundation, Inc	P O Box 362, Denton, MD 21629	reopen home	50,000 00
Caroline County Habitat for Humanity	P O Box 392, Denton, MD 21629	Building fund	47,000 00
Camp Wright	400 Camp Wright Lane Stevensville, MD 21666	camperships/ maintenance & improvement	25,000 00
CASA of Caroline, Inc	114 Market Street Denton, MD 21629	Child advocates	10,000 00
Channel Marker, Inc	8626 Brooks Dr, Suite 304, Easton, MD 21601	Children & youth program	95,000 00
Character Counts	108 Maryland Ave Easton MD 21601	Unrestricted	3,000 00
Chesapeake Center	P O Box 1906, Easton, MD 21601	Unrestricted	5,000 00
Chesapeake Charities	7865 Woodland Circle, Easton, MD 21601	Tom Cat solutions	4,000 00
Chesapeake College Scholarship Fund	P O Box 8, Wye Mills, MD 21679	Scholarship fund	30,000 00
Chesapeake College, Nursing Scholarship Fund	P O Box 8, Wye Mills, MD 21679	Scholarship fund	35,000 00
Children's Home Foundation	1102 Riverside Drive, Salisbury, MD 21801	Scholarship fund	34,000 00
Choices Pregnancy Center	8221 Teal Drive Unit 408, Easton, MD 21601	services for unplanned pregnancies	30,000 00
Country School	716 Goldsborough Street, Easton, MD 21601	African American tuition assistance/Endownment	40,000 00
Critchlow Adkins Childrens Centers	7 S Park Street Easton, MD 21601	Scholarship fund	25,000 00
Delmarva Council of Boy Scouts	100 W 10th Street Suite 915, Wilmington, DE 19801	scholarships	20,000 00
Dorchester County YMCA	201 Talbot Ave Cambridge, MD 21613	new camp "abilities"	6,000 00
Easter Seals, Camp Fairlee	61 Corporate Circle New Castle DE 19720	Upgrade/operating expenses	10,000 00
Easter Seals, Salisbury Center	61 Corporate Circle New Castle DE 19720	Unrestricted	5,000 00
Federalsburg Ministerial Assoc	P O Box 235, Federalsburg, MD 21632	Food pantry	2,000 00
First Presb Church of Chesapeake City	P O Box 299 Chesapeake City, MD 21915	Unrestricted	5,000 00
Girl Scouts of the Chesapeake Bay Council, Inc	501 S College Avenue, Newark, DE 19713	Scholarship fund	26,000 00
Goldey- Beacom College	4701 Limestone Road, Wilmington, DE 19808	Scholarship fund/Endownment	35,000 00
Horizons	201 Talbot Blvd, Chestertown MD 21620	summer program underpriv kids	4,000 00
Johns Hopkins Dept of Psych & Behavorial Science	550 N Broadway, Suite 912 Baltimore, MD 21205	Clinical research	30,000 00
Johns Hopkins University School of Nursing	525 N Wolfe Street, Room 501, Baltimore, MD 21205	Scholarship fund	20,000 00
M A C , Inc	909 Progress Circle, Ste 100 Salisbury, MD 21801	Meals on Wheels	30,000 00
McDaniel College	2 College Hill, Westminster, MD 21157	scholarships	25,000 00
McDonogh Endowed Scholarship	8600 McDonogh Rd Owings Mills, MD 21117-0380	Scholarship fund	25,000 00
Pecometh Camp & Retreat Center	136 Bookers Wharf Road, Centreville, MD 21617	camperships/capital	105,000 00
Peninsula Delaware Conf UM Church	139 North State Street, Dover, DE 19901	Missions	124,500 00
Radcliffe Creek School	201 Talbot Blvd , Chestertown, MD 21620	Financial Assistance program	10,000 00
Rebuilding Together	P O Box 534 Denton, MD 21629	Unrestricted	5,000 00
Salvation Army	200 Washington Street, Cambridge, MD 21613	Homeless shelter & Family Crisis	150,000 00
Salisbury University Foundation	1308 Camden Ave Salisbury, MD 21802	CRU account	1,000 00
Smile Train	P O Box 96246 Washington, DC 20090-6246	Surgeries for children	3,000 00
Mid-Shore Community Fdn (South Caroline Youth Basketball)	102 E Dover St Easton, MD 21601	Middle school program	5,500 00
Talbot Bible Church	9114 Chapel Road Easton, MD 21601	Missions/benevolence	32,000 00
Talbot County Right To Life	P O Box 2544, Easton, MD 21601	Unrestricted	2,000 00
Talbot Mentors	108 Maryland Ave Suite 102 Easton MD 21601	Unrestricted	2,000 00

Talbot Partnership for Alcohol & Drug Abuse	8 Goldsborough St Suite 203 Easton, MD 21601	Unrestricted	5,000 00
Upper Shore Aging, Inc	100 Schauber Rd , Chestertown, MD 21620	Meals on Wheels	30,000 00
Washington College endowed Blades Schol	300 Washington Ave Chestertown,MD 21620-1197	Scholarships	25,000 00
Winterhaven	P O Box 31, Goldsboro, MD 21636	homeless shelter	9,000 00
Wye River Upper School	PO Box 36 Wye Mills, MD 21679	Scholarships	25,000 00
Young Life	P O Box 3822 Salisbury, MD 21802	camperships/salary help	60,000 00
Exponent Philanthropy Assoc Small Foundations	1720 N Street NW Washington, DC 20136	Unrestricted	750 00
Totals			1,450,750 00

Form 990-PF Part I, Line 6a | **Net Gain or Loss From Sale of Assets** | **2015**

Name: A.T. & Mary H. Blades Foundation, Inc.

Employer Identification Number: 52-0794020

Asset Information:

Description of Property: Publically traded securities
Date Acquired: various
How Acquired: Purchased
Date Sold: various
Name of Buyer:
Sales Price: 154,692.
Cost or other basis (do not reduce by depreciation):
Sales Expense:
Valuation Method:
Total Gain (Loss): 154,692.
Accumulation Depreciation:

Description of Property:
Date Acquired:
How Acquired:
Date Sold:
Name of Buyer:
Sales Price:
Cost or other basis (do not reduce by depreciation):
Sales Expense:
Valuation Method:
Total Gain (Loss):
Accumulation Depreciation:

Description of Property:
Date Acquired:
How Acquired:
Date Sold:
Name of Buyer:
Sales Price:
Cost or other basis (do not reduce by depreciation):
Sales Expense:
Valuation Method:
Total Gain (Loss):
Accumulation Depreciation:

Description of Property:
Date Acquired:
How Acquired:
Date Sold:
Name of Buyer:
Sales Price:
Cost or other basis (do not reduce by depreciation):
Sales Expense:
Valuation Method:
Total Gain (Loss):
Accumulation Depreciation:

Description of Property:
Date Acquired:
How Acquired:
Date Sold:
Name of Buyer:
Sales Price:
Cost or other basis (do not reduce by depreciation):
Sales Expense:
Valuation Method:
Total Gain (Loss):
Accumulation Depreciation:

Description of Property:
Date Acquired:
How Acquired:
Date Sold:
Name of Buyer:
Sales Price:
Cost or other basis (do not reduce by depreciation):
Sales Expense:
Valuation Method:
Total Gain (Loss):
Accumulation Depreciation:

Description of Property:
Date Acquired:
How Acquired:
Date Sold:
Name of Buyer:
Sales Price:
Cost or other basis (do not reduce by depreciation):
Sales Expense:
Valuation Method:
Total Gain (Loss):
Accumulation Depreciation:

Description of Property:
Date Acquired:
How Acquired:
Date Sold:
Name of Buyer:
Sales Price:
Cost or other basis (do not reduce by depreciation):
Sales Expense:
Valuation Method:
Total Gain (Loss):
Accumulation Depreciation:

Form 990-PF, Page 1, Part I, Line 18
Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Foreign tax withholding	2,801.	2,801.		
990PF	23,023.			
Total	25,824.	2,801.		

Form 990-PF, Page 1, Part I, Line 23
Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Dues	750.			750.
Insurance	750.	375.		375.
Total	1,500.	375.		1,125.

Form 990-PF, Page 6, Part VIII, Line 1
Information about Officers, Directors, Trustees, Etc.

(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
Person . . [X] Business . [ ] Christy Harper 3404 Poplar Neck Rd Preston, MD 21655	Trustee 2.00	0.	0.	0.
Person . . [X] Business . [ ]				
Person . . [X] Business . [ ]				
Total		0.	0.	0.

Form 990-PF, Page 1, Part I
Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Joseph F. Cavagna CPA	preparation of tax return	5,000.	5,000.		

Form 990-PF, Page 1, Part I Continued

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Total		5,000.	5,000.		

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Smith Barney	investment advisory	218,645.	218,645.		
Total		218,645.	218,645.		

Form 990-PF, Page 2, Part II, Line 10a

L-10a Stmt

Line 10a - Investments - US and State Government Obligations:	End of Year State and Local Obligations Book Value	End of Year State and Local Obligations FMV	End of Year US Government Obligations Book Value	End of Year US Government Obligations FMV
US Tsy Bill due 10/20/16			399,299.	399,712.
US Tsy Note due 4/30/19			45,063.	45,708.
US Tsy Note due 4/30/17			50,110.	50,152.
US Tsy Note due 8/31/16			45,044.	45,052.
US Tsy Note due 8/15/25			24,491.	26,136.
US Tsy Note due 9/30/17			44,786.	45,042.
US Tsy Note due 9/30/18			25,108.	25,413.
US Tsy Note due 5/31/21			40,582.	41,888.
El Monte CA Sch Dist due 5/1/17	50,000.	50,157.		
Hamilton TWP NJ due 6/1/17	40,322.	40,500.		
Mtn View Calif Sch Dist due 8/1/18	45,337.	45,879.		
NY City HSG due 11/1/22	45,104.	47,010.		
NY NY due 6/1/25	36,338.	39,669.		
NY St Dorm Auth due 3/15/24	45,152.	47,808.		
Tacome Wash Gen Auth due 12/1/18	30,000.	30,362.		
Wstn Carolina Univ due 10/1/21	35,000.	36,586.		
Total	327,253.	337,971.	674,483.	679,103.

Form 990-PF, Page 2, Part II, Line 10b
L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year Book Value	End of Year Fair Market Value
Publically traded securities (schedule attached)	14,545,777.	17,319,623.
Harding Loevner Emerg Mkts	399,184.	362,316.
Causeway Intl Value	1,083,817.	943,267.
Total	16,028,778.	18,625,206.

Form 990-PF, Page 2, Part II, Line 10c
L- 10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year Book Value	End of Year Fair Market Value
Corporate bonds (schedule attached)	7,118,950.	7,358,537.
Total	7,118,950.	7,358,537.