EXTENDED TO NOVEMBER 15, 2017

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

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning , and ending

Name of foundation: AUSHERMAN FAMILY FOUNDATION, INC

A Employer identification number: 20-4937263

Number and street (or P O box number if mail is not delivered to street address): 7420 HAYWARD ROAD — Room/suite: 203

B Telephone number: 301-620-4453

City or town, state or province, country, and ZIP or foreign postal code: FREDERICK, MD 21702

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 14,715,242.

J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)

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

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

		(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	25,110.		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	143,932.	143,932.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	446,192.			
	b Gross sales price for all assets on line 6a 8,069,843.				
	7 Capital gain net income (from Part IV, line 2)		446,192.		
	8 Net short-term capital gain				
	9 Income modifications			62,900.	
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	54,963.	54,963.		STATEMENT 2
	12 **Total.** Add lines 1 through 11	670,197.	645,087.	62,900.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	135,295.	0.		135,295.
	14 Other employee salaries and wages	72,466.	0.		72,466.
	15 Pension plans, employee benefits	3,919.	0.		3,919.
	16a Legal fees STMT 3	12,112.	0.		12,112.
	b Accounting fees STMT 4	5,425.	2,700.		2,725.
	c Other professional fees				
	17 Interest	5,835.	0.		5,835.
	18 Taxes STMT 5	35,297.	2,425.		32,222.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	154,452.	51,418.		103,034.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	424,801.	56,543.		367,608.
	25 Contributions, gifts, grants paid	1,342,674.			1,342,674.
	26 **Total expenses and disbursements.** Add lines 24 and 25	1,767,475.	56,543.		1,710,282.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<1,097,278.>			
	b **Net investment income** (if negative, enter -0-)		588,544.		
	c **Adjusted net income** (if negative, enter -0-)			62,900.	

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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	18,137.	20,732.	20,732.
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ 1,145.			
		Less: allowance for doubtful accounts ▶	862.	1,145.	1,145.
	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	19,337.	2,333.	2,333.
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock			
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 8	13,894,398.	13,404,639.	13,404,639.
	14	Land, buildings, and equipment: basis ▶ 1,286,393.			
		Less accumulated depreciation ▶	1,239,903.	1,286,393.	1,286,393.
	15	Other assets (describe ▶)			
	16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	15,172,637.	14,715,242.	14,715,242.
Liabilities	17	Accounts payable and accrued expenses		537.	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable	173,355.	173,355.	
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	173,355.	173,892.	
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	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	14,999,282.	14,541,350.	
	30	**Total net assets or fund balances**	14,999,282.	14,541,350.	
	31	**Total liabilities and net assets/fund balances**	15,172,637.	14,715,242.	

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	14,999,282.
2	Enter amount from Part I, line 27a	2	<1,097,278.>
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	639,346.
4	Add lines 1, 2, and 3	4	14,541,350.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	14,541,350.

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				
b	SEE ATTACHED STATEMENTS			
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				
b				
c				
d				
e	8,069,843.		7,623,651.	446,192.

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				
b				
c				
d				
e				446,192.

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	446,192.
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))
2015	1,283,454.	14,570,493.	.088086
2014	545,701.	15,282,913.	.035707
2013	911,371.	14,725,696.	.061890
2012	908,912.	13,914,961.	.065319
2011	360,540.	14,323,116.	.025172

2 **Total** of line 1, column (d)	2	.276174
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	.055235
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	13,268,264.
5 Multiply line 4 by line 3	5	732,873.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,885.
7 Add lines 5 and 6	7	738,758.
8 Enter qualifying distributions from Part XII, line 4	8	1,710,282.

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	5,885.
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	5,885.
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	5,885.
6 Credits/Payments:				
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	2,645.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	5,000.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	7,645.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	75.
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	1,685.
11 Enter the amount of line 10 to be: **Credited to 2017 estimated tax** ▶	1,685.	**Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		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?	1c		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.*	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
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	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	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MD			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	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 2016 or the taxable year beginning in 2016 (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 STMT 9	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 ▶ WWW.AUSHERMANFAMILYFOUNDATION.ORG

14 The books are in care of ▶ JONATHAN LOGAN Telephone no. ▶ 301-620-4453

Located at ▶ 7420 HAYWARD ROAD, SUITE 203, FREDERICK, MD ZIP+4 ▶ 21702

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

			Yes	No
16	At any time during calendar year 2016, 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
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)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?		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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?	☐ 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	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____				
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 2016 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 2016.)*	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 2016?		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)? 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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: 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 10		135,295.	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
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 PROVIDED SUPPORT FOR THE EXEMPT PURPOSES OF 65 EXEMPT ORGANIZATIONS IN THE FREDERICK, MD COMMUNITY AND ACCROSS THE UNITED STATES.	1,342,674.
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.

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	13,478,896.
b	Average of monthly cash balances	1b	<8,577.>
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	13,470,319.
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	13,470,319.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	202,055.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	13,268,264.
6	**Minimum investment return.** Enter 5% of line 5	6	663,413.

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	663,413.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	5,885.		
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	377.		
c	Add lines 2a and 2b			2c	6,262.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	657,151.
4	Recoveries of amounts treated as qualifying distributions			4	62,900.
5	Add lines 3 and 4			5	720,051.
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	720,051.

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	1,710,282.
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	1,710,282.
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	5,885.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,704,397.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				720,051.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			0.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015 58,548.				
f **Total** of lines 3a through e	58,548.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ $ 1,710,282.				
a Applied to 2015, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2016 distributable amount				720,051.
e Remaining amount distributed out of corpus	990,231.			
5 Excess distributions carryover applied to 2016 (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	1,048,779.			
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 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				0.
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 2011 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a	1,048,779.			
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015 58,548.				
e Excess from 2016 990,231.				

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 2016, 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) 2016	(b) 2015	(c) 2014	(d) 2013	(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).)

NONE

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:

SEE STATEMENT 11

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				
ALZHEIMERS ASSOCIATION 1850 YORK RD, STE D TIMONIUM, MD 21093	NONE	PUBLIC CHARITY	FOR SUPPORT OF EXEMPT PURPOSE	882.
ASBURY UNITED METHODIST CHURCH 101 W. ALL SAINTS ST FREDERICK, MD 21702	NONE	PUBLIC CHARITY	FOR SUPPORT OF EXEMPT PURPOSE	2,500.
ASSOCIATION OF FUNDRAISING PROFESSIONALS 312 E CHURCH ST FREDERICK, MD 21701	NONE	PUBLIC CHARITY	FOR SUPPORT OF EXEMPT PURPOSE	1,000.
BOSTON CHILDREN'S HOSPITAL TRUST 401 PARK DRIVE, STE 602 BOSTON, MA 02215	NONE	PUBLIC CHARITY	FOR SUPPORT OF EXEMPT PURPOSE	500.
BOY SCOUTS OF AMERICA 9190 ROCKVILLE PIKE BETHESDA, MD 20814	NONE	PUBLIC FOUNDATION	FOR SUPPORT OF EXEMPT PURPOSE	12,400.
Total SEE CONTINUATION SHEET(S)			▶ 3a	1,342,674.
b Approved for future payment NONE				
Total			▶ 3b	0.

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	143,932.	
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	900099	3,528.	14	51,435.	
8 Gain or (loss) from sales of assets other than inventory			18	446,192.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		3,528.		641,559.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	645,087.

(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).

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		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.

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

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 — Date: 11-10-17 — Title: PRESIDENT

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
GEORGE K MISTER	GEORGE K MISTER	11/09/17		P00042178

Firm's name ▶ MISTER, BURTON & FRENCH, LLC — Firm's EIN ▶ 26-2574303

Firm's address ▶ 307 INTERNATIONAL CIR, #570 HUNT VALLEY, MD 21030 — Phone no. 410.771.9040

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	WASATCH INTL GRW FD	P	03/09/16	05/17/16
b	PRUDENTIAL HIGH YIELD Z	P	12/31/14	05/16/16
c	MORGAN STANLEY #016746 - SEE ATTACHED	P		
d	ESCROW LEHMAN BRO 4500	P	06/16/16	10/06/16
e	ESCROW LEHMAN BRO 4500	P	01/01/16	03/31/16
f	PNC #8745 - SEE ATTACHED	P		
g	PNC #8745 - SEE ATTACHED	P		
h	PNC #8745 - SEE ATTACHED	P		
i	BROOKFIELD BUSINESS PARTNERS	P	06/21/16	06/22/16
j	DEUTSCHE GLB INFRASTRUCTURE S	P	03/13/15	12/31/16
k	APPLE INC	P	08/17/16	11/07/16
l	FASTENAL CO	P	08/17/16	09/14/16
m	GOLDMAN SACHS	P	08/06/14	03/29/16
n	GOLDMAN SACHS	P	08/06/14	09/20/16
o	OPPENHEIMER SENIOR FLOATING RATE FUND	P	08/06/14	02/16/16

	(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	371,100.		352,299.	18,801.
b	18,919.		20,021.	<1,102.>
c	59,707.		52,288.	7,419.
d	3,377.			3,377.
e	855.			855.
f	3,523,511.		3,635,556.	<112,045.>
g	2,891,903.		2,795,748.	96,155.
h	909,741.		596,628.	313,113.
i	846.		1,026.	<180.>
j	58,748.		61,820.	<3,072.>
k	1,978.		1,966.	12.
l	927.		1,002.	<75.>
m	997.		1,118.	<121.>
n	2,773.		3,069.	<296.>
o	3,496.		3,988.	<492.>

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				18,801.
b				<1,102.>
c				7,419.
d				3,377.
e				855.
f				<112,045.>
g				96,155.
h				313,113.
i				<180.>
j				<3,072.>
k				12.
l				<75.>
m				<121.>
n				<296.>
o				<492.>

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	
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	

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	OPPENHEIMER SENIOR FLOATING RATE FUND	P	08/06/14	03/29/16
b	OPPENHEIMER SENIOR FLOATING RATE FUND	P	08/06/14	09/20/16
c	TOUCHSTONE SANDS CAPITAL	P	12/15/14	06/03/16
d	TOUCHSTONE SANDS CAPITAL	P	12/15/14	08/15/16
e	FROM K-1 PATRIOT CAPITAL II			
f	FROM K-1 PATRIOT CAPITAL III			
g	FROM K-1 PATRIOT CAPITAL III			
h	FROM K-1 PENN SQUARE			
i	FROM K-1 ARTHUR STREET			
j	FROM K-1 ARTHUR STREET			
k	CAPITAL GAINS DIVIDENDS			
l				
m				
n				
o				

	(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	3,503.		3,879.	<376.>
b	3,110.		3,287.	<177.>
c	23,000.		26,127.	<3,127.>
d	58,902.		63,829.	<4,927.>
e	12,009.			12,009.
f	66.			66.
g	8,652.			8,652.
h	3,974.			3,974.
i	63.			63.
j	6,188.			6,188.
k	101,498.			101,498.
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				<376.>
b				<177.>
c				<3,127.>
d				<4,927.>
e				12,009.
f				66.
g				8,652.
h				3,974.
i				63.
j				6,188.
k				101,498.
l				
m				
n				
o				

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	446,192.
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 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
BOYS AND GIRLS CLUB OF FREDERICK COUNTY 413 BURCK STREET FREDERICK, MD 21701	NONE	PUBLIC CHARITY	FOR SUPPORT OF EXEMPT PURPOSE	38,000.
BOYS AND GIRLS CLUB OF SANTA ANA 950 WEST HIGHLAND ST SANTA ANA, CA 92703	NONE	PUBLIC CHARITY	FOR SUPPORT OF EXEMPT PURPOSE	1,000.
BRUNSWICK MAIN STREET, INC PO BOX 72 BRUNSWICK, MD 21716	NONE	PUBLIC CHARITY	FOR SUPPORT OF EXEMPT PURPOSE	3,000.
C. BURR ARTZ TRUST 110 E. PATRICK STREET FREDERICK, MD 21701	NONE	PUBLIC CHARITY	FOR SUPPORT OF EXEMPT PURPOSE	3,740.
CENTREPOINTE COUNSELING, INC. PO BOX 339 ASHTON, MD 20861	NONE	PUBLIC FOUNDATION	FOR SUPPORT OF EXEMPT PURPOSE	5,000.
CHORDS OF COURAGE, INC 3501 RODMAN ST NW WASHINGTON, DC 20008	NONE	PUBLIC CHARITY	FOR SUPPORT OF EXEMPT PURPOSE	2,500.
CIMARRON MAVERICK CLUB PO BOX 81 CIMARRON, NM 87714	NONE	PUBLIC CHARITY	FOR SUPPORT OF EXEMPT PURPOSE	2,000.
COLOR ON THE CREEK 1509 HOMESTEAD AVE. FREDERICK, MD 21702	NONE	PUBLIC CHARITY	FOR SUPPORT OF EXEMPT PURPOSE	6,370.
COMMUNITY FOUNDATION OF FREDERICK COUNTY, MD, INC. 312 E CHURCH ST FREDERICK, MD 21701	NONE	PUBLIC CHARITY	FOR SUPPORT OF EXEMPT PURPOSE	34,250.
DELPAPLAINE VISUAL ARTS EDUCATION 40 SOUTH CHURCH ST FREDERICK, MD 21701	NONE	PUBLIC CHARITY	FOR SUPPORT OF EXEMPT PURPOSE	10,500.
Total from continuation sheets				1,325,392.

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
DOWNTOWN FREDERICK PARTNERSHIP 19 EAST CHURCH ST FREDERICK, MD 21701	NONE	PUBLIC CHARITY	FOR SUPPORT OF EXEMPT PURPOSE	2,500.
DUCHESS RIDE PO BOX 6744 AVON, CO 81620	NONE	PUBLIC CHARITY	FOR SUPPORT OF EXEMPT PURPOSE	5,750.
EASELS IN FREDERICK, INC PO BOX 3087 FREDERICK, MD 21705	NONE	PUBLIC CHARITY	FOR SUPPORT OF EXEMPT PURPOSE	2,500.
F.R.I.E.N.D.S. PO BOX 641 MIDDLETOWN, MD 21769	NONE	PUBLIC CHARITY	FOR SUPPORT OF EXEMPT PURPOSE	3,000.
FARMERS & HUNTERS FEEDING THE HUNGRY PO BOX 323 WILLIAMSPORT, MD 21795	NONE	PUBLIC CHARITY	FOR SUPPORT OF EXEMPT PURPOSE	2,500.
FREDERICK ARTS COUNCIL, INC. 11 WEST PATRICK ST, STE 201 FREDERICK, MD 21701	NONE	PUBLIC CHARITY	FOR SUPPORT OF EXEMPT PURPOSE	12,000.
FREDERICK COMMUNITY COLLEGE FOUNDATION 7932 OPPOSUMTOWN PIKE FREDERICK, MD 21702	NONE	PUBLIC CHARITY	FOR SUPPORT OF EXEMPT PURPOSE	50,000.
FREDERICK MEMORIAL HOSPITAL PO BOX 277045 ATLANTA, GA 30384	NONE	PUBLIC CHARITY	FOR SUPPORT OF EXEMPT PURPOSE	2,500.
FREDERICK UNION RESCUE MISSION PO BOX 3389 FREDERICK, MD 21705	NONE	PUBLIC CHARITY	FOR SUPPORT OF EXEMPT PURPOSE	175,400.
FRIENDS OF L'ARCHE FREDERICK PO BOX 1636 FREDERICK, MD 21702	NONE	PUBLIC CHARITY	FOR SUPPORT OF EXEMPT PURPOSE	5,000.
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
GIRL SCOUT COUNCIL OF THE NATION'S CAPITAL 4301 CONNECTICUT AVE NW, STE M-2 WASHINGTON, DC 20008	NONE	PUBLIC CHARITY	FOR SUPPORT OF EXEMPT PURPOSE	7,500.
HABITAT FOR HUMANITY OF FREDERICK COUNTY 2 EAST CHURCH STREET 3RD FLOOR FREDERICK, MD 21701	NONE	PUBLIC CHARITY	FOR SUPPORT OF EXEMPT PURPOSE	15,000.
HABITAT FOR HUMANITY OF ORANGE COUNTY, INC. 2200 S RITCHEY ST SANTA ANA, CA 92705	NONE	PUBLIC CHARITY	FOR SUPPORT OF EXEMPT PURPOSE	2,000.
HEARTLY HOUSE, INC PO BOX 857 FREDERICK, MD 21705	NONE	PUBLIC CHARITY	FOR SUPPORT OF EXEMPT PURPOSE	20,000.
HIPPODROME FOUNDATION, INC 416 WEST BALTIMORE BALTIMORE, MD 21201	NONE	PUBLIC CHARITY	FOR SUPPORT OF EXEMPT PURPOSE	10,000.
HOMEBOY INDUSTRIES 130 W. BRUNO STREET LOS ANGELES, CA 90012	NONE	PUBLIC CHARITY	FOR SUPPORT OF EXEMPT PURPOSE	5,000.
INTERFAITH HOUSING ALLIANCE 5301 BUCKEYSTOWN PIKE, STE 320 FREDERICK, MD 21704	NONE	PUBLIC CHARITY	FOR SUPPORT OF EXEMPT PURPOSE	15,000.
LEAD4LIFE, INC 801 NORTH EAST ST., STE 3 FREDERICK, MD 21701	NONE	PUBLIC CHARITY	FOR SUPPORT OF EXEMPT PURPOSE	41,000.
LITERACY COUNCIL OF FREDERICK COUNTY, INC 110 E. PATRICK STREET FREDERICK, MD 21701	NONE	PUBLIC CHARITY	FOR SUPPORT OF EXEMPT PURPOSE	40,815.
LOST ART, LLC 2191 GAPLAND RD JEFFERSON, MD 21755	NONE	NC	FOR COMMUNITY IMPROVEMENT PROJECT FOR A MUSEUM IN FREDERICK, MD	3,100.
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
MAIN STREET HOUSING, INC. 7310 ESQUIRE CT. ELKRIDGE, MD 21075	NONE	PUBLIC CHARITY	FOR SUPPORT OF EXEMPT PURPOSE	4,000.
MARRIAGE RESOURCE CENTER OF FREDERICK COUNTY, INC P.O. BOX 1852 FREDERICK, MD 21702	NONE	PUBLIC CHARITY	FOR SUPPORT OF EXEMPT PURPOSE	8,000.
MARYLAND CITIZENS FOR THE ARTS, INC. 120 W NORTH AVE, STE 302 BALTIMORE, MD 21201	NONE	PUBLIC CHARITY	FOR SUPPORT OF EXEMPT PURPOSE	2,500.
MARYLAND ENSEMBLE THEATRE, INC 31 W. PATRICK STREET FREDERICK, MD 21701	NONE	PUBLIC CHARITY	FOR SUPPORT OF EXEMPT PURPOSE	10,000.
MARYLAND FOOD BANK, INC 2200 HALETHORPE FARMS ROAD BALTIMORE, MD 21227	NONE	PUBLIC CHARITY	FOR SUPPORT OF EXEMPT PURPOSE	5,000.
MENTAL HEALTH ASSOCIATION OF FREDERICK COUNTY, INC 226 SOUTH JEFFFERSON STREET FREDERICK, MD 21701	NONE	PUBLIC CHARITY	FOR SUPPORT OF EXEMPT PURPOSE	27,500.
MISSION OF MERCY, INC. 22 S MARKET STREET SUITE 6D FREDERICK, MD 21701	NONE	PUBLIC CHARITY	FOR SUPPORT OF EXEMPT PURPOSE	28,930.
MONOCACY HEALTH PARTNERS, LLC 516 TRAIL AVENUE, STE B FREDERICK, MD 21701	NONE	PUBLIC CHARITY	FOR SUPPORT OF EXEMPT PURPOSE	25,000.
NO MORE STOLEN CHILDHOODS P.O. BOX 1553 COCKEYSVILLE, MD 21030	NONE	PUBLIC CHARITY	FOR SUPPORT OF EXEMPT PURPOSE	5,750.
OLNEYTHEATRE CORPORATION 2001 OLNEY SANDY SPRING RD OLNEY, MD 20832	NONE	PUBLIC CHARITY	FOR SUPPORT OF EXEMPT PURPOSE	5,000.
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
ORANGE COUNTY ASSOCIATION FOR MENTAL HEALTH 822 TOWN AND COUNTRY RD ORANGE, CA 92868	NONE	PUBLIC CHARITY	FOR SUPPORT OF EXEMPT PURPOSE	2,000.
PATTY POLLATOS FUND, INC. 22 S MARKET ST, STE 3 FREDERICK, MD 21701	NONE	PUBLIC CHARITY	FOR SUPPORT OF EXEMPT PURPOSE	2,000.
POWELL FLYNN, LLP 19 N COURT ST, STE 101 FREDERICK, MD 21701	NONE	NC	FOR COMMUNITY IMPROVEMENT PROJECT OF THE HILLCREST COMMUNITY CENTER IN FREDERICK, MD	1,348.
ROTARY CLUB OF FREDERICK PO BOX 13 FREDERICK, MD 21705	NONE	PUBLIC CHARITY	FOR SUPPORT OF EXEMPT PURPOSE	600.
S.O.S. SAFE RIDE 122 E. PATRICK STREET, STE #114 FREDERICK, MD 21701	NONE	PUBLIC CHARITY	FOR SUPPORT OF EXEMPT PURPOSE	6,250.
SECOND CHANCE GARAGE, INC 528 N MARKET STREET FREDERICK, MD 21701	NONE	PUBLIC CHARITY	FOR SUPPORT OF EXEMPT PURPOSE	27,000.
SPECIAL OLYMPICS MARYLAND 3701 COMMERCE DRIVE, STE 103 BALTIMORE, MD 21227	N	PUBLIC CHARITY	FOR SUPPORT OF EXEMPT PURPOSE	4,500.
ST JOHN'S CATHOLIC PREP 3989 BUCKEYSTOWN PIKE BUCKEYSTOWN, MD 21717	N	PUBLIC CHARITY	FOR SUPPORT OF EXEMPT PURPOSE	3,000.
SUPPORTING OLDER ADULTS THROUGH RESOUCES PO BOX 1603 FREDERICK, MD 21702	NONE	PUBLIC CHARITY	FOR SUPPORT OF EXEMPT PURPOSE	500.
THE RELIGIOUS COALITION FOR EMERGENCY HUMAN NEEDS 27 DEGRANGE STREET FREDERICK, MD 21701	NONE	PUBLIC CHARITY	FOR SUPPORT OF EXEMPT PURPOSE	25,000.
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
THERAPEUTIC FREDERICK CO. 4H 11515 ANGLEBERGER RD THURMONT, MD 21788	NONE	PUBLIC CHARITY	FOR SUPPORT OF EXEMPT PURPOSE	3,000.
TRINITY SCHOOL OF FREDERICK 6040 NEW DESIGN RD FREDERICK, MD 21703	N	PUBLIC CHARITY	FOR SUPPORT OF EXEMPT PURPOSE	500.
UNITED WAY OF FREDERICK COUNTY 629 NORTH MARKET ST. FREDERICK, MD 21701	NONE	PUBLIC CHARITY	FOR SUPPORT OF EXEMPT PURPOSE	37,500.
WALKERSVILLE MIDDLE SCHOOL PTS 55 W FREDERICK ST. WALKERSVILLE, MD 21793	N	PUBLIC CHARITY	FOR SUPPORT OF EXEMPT PURPOSE	2,000.
WALTERS ART MUSEUM FOUNDATION, INC. 600 N CHARLES STREET BALTIMORE, MD 21201	NONE	PUBLIC CHARITY	FOR SUPPORT OF EXEMPT PURPOSE	10,000.
WEINBERG CENTER FOR THE ARTS, INC 20 WEST PATRICK STREET FREDERICK, MD 21701	NONE	PUBLIC CHARITY	FOR SUPPORT OF EXEMPT PURPOSE	60,000.
WOLF TRAP FOUNDATION 1645 TRAP ROAD VIENNA, VA 22182	NONE	PUBLIC CHARITY	FOR SUPPORT OF EXEMPT PURPOSE	5,000.
WOMAN TO WOMAN MENTORING INC P.O. BOX 1660 FREDERICK, MD 21702	NONE	PUBLIC CHARITY	FOR SUPPORT OF EXEMPT PURPOSE	40,000.
YMCA OF FREDERICK COUNTY 1000 N MARKET ST FREDERICK, MD 21701	NONE	PUBLIC CHARITY	FOR SUPPORT OF EXEMPT PURPOSE	446,589.
Total from continuation sheets				

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* .	OMB No 1545-0047 **2016**

Name of the organization	Employer identification number
AUSHERMAN FAMILY FOUNDATION, INC	20-4937263

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 foundation

Check 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. Don't 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 isn't covered by the General Rule and/or the Special Rules doesn't 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 doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization	Employer identification number
AUSHERMAN FAMILY FOUNDATION, INC	20-4937263

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	GREATER FREDERICK FOUNDATION, INC. 7420 HAYWARD ROAD, SUITE 203 FREDERICK, MD 21702	$ 22,950.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

Name of organization: AUSHERMAN FAMILY FOUNDATION, INC

Employer identification number: 20-4937263

Part II **Noncash Property** (See instructions) Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	

Name of organization: AUSHERMAN FAMILY FOUNDATION, INC

Employer identification number: 20-4937263

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. from 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

(a) No. from 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

(a) No. from 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

(a) No. from 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

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
MORGAN STANLEY 3272	20,804.	4,504.	16,300.	16,300.	
MORGAN STANLEY 3778	15.	0.	15.	15.	
MORGAN STANLEY 4952	796.	0.	796.	796.	
MORGAN STANLEY 6746	1,412.	0.	1,412.	1,412.	
MORGAN STANLEY 7244	108.	0.	108.	108.	
PARTNERSHIPS	5,251.	0.	5,251.	5,251.	
PNC BANK 1715	250.	0.	250.	250.	
PNC BANK 7796	5,277.	0.	5,277.	5,277.	
PNC BANK 8745	211,517.	96,994.	114,523.	114,523.	
TO PART I, LINE 4	245,430.	101,498.	143,932.	143,932.	

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
PATRIOT CAPITAL II LP	31,453.	31,453.	
PATRIOT CAPITAL III SBIC	26,404.	26,404.	
ARTHUR STREET	<1,643.>	<1,643.>	
PENN SQUARE GLOBAL RE FUND I, LP	<4,779.>	<4,779.>	
PATRIOT CAPITAL II LP - UBI	3,746.	3,746.	
PATRIOT CAPITAL III LP - UBI	<254.>	<254.>	
PENN SQUARE GLOBAL RE FUND I, LP - UBI	695.	695.	
ARTHUR STREET - UBI	<659.>	<659.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	54,963.	54,963.	

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	12,112.	0.		12,112.
TO FM 990-PF, PG 1, LN 16A	12,112.	0.		12,112.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	5,425.	2,700.		2,725.
TO FORM 990-PF, PG 1, LN 16B	5,425.	2,700.		2,725.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	2,425.	2,425.		0.
PAYROLL TAXES	14,135.	0.		14,135.
PROPERTY TAXES	18,087.	0.		18,087.
OTHER TAXES	650.	0.		0.
TO FORM 990-PF, PG 1, LN 18	35,297.	2,425.		32,222.

FORM 990-PF	OTHER EXPENSES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROMOTION	16,956.	0.		16,956.
BANK FEES	2,302.	0.		2,302.
INSURANCE	12,068.	0.		12,068.
OFFICE	11,872.	0.		11,872.
MEALS AND ENTERTAINMENT	10,816.	0.		10,816.
EDUCATION AND TRAINING	9,882.	0.		9,882.
REPAIR AND MAINTENANCE	16,383.	0.		16,383.
MISCELLANEOUS	11,746.	0.		11,746.
INVESTMENT EXPENSES	51,418.	51,418.		0.
DUES AND SUBSCRIPTIONS	11,009.	0.		11,009.
TO FORM 990-PF, PG 1, LN 23	154,452.	51,418.		103,034.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 7
DESCRIPTION	AMOUNT
NET UNREALIZED GAIN FROM INVESTMENTS	576,446.
REFUND FROM PY CONTRIBUTION TO BOY SCOUTS OF AMERICA	62,900.
TOTAL TO FORM 990-PF, PART III, LINE 3	639,346.

FORM 990-PF	OTHER INVESTMENTS		STATEMENT 8
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS	FMV	13,404,639.	13,404,639.
TOTAL TO FORM 990-PF, PART II, LINE 13		13,404,639.	13,404,639.

FORM 990-PF LIST OF SUBSTANTIAL CONTRIBUTORS STATEMENT 9
PART VII-A, LINE 10

NAME OF CONTRIBUTOR	ADDRESS
GREATER FREDERICK FOUNDATION	7420 HAYWARD ROAD, SUITE 203 FREDERICK, MD 21701

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 10
TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MARVIN E. AUSHERMAN 7420 HAYWARD DRIVE, SUITE 203 FREDERICK, MD 21702	DIRECTOR/PRESIDENT 3.00	0.	0.	0.
LISA S. AUSHERMAN 7420 HAYWARD DRIVE, SUITE 203 FREDERICK, MD 21702	DIRECTOR/SECRETARY 3.00	0.	0.	0.
KARI A. AUSHERMAN 7420 HAYWARD DRIVE, SUITE 203 FREDERICK, MD 21702	TRUSTEE 3.00	0.	0.	0.
JUSTIN E. AUSHERMAN 7420 HAYWARD DRIVE, SUITE 203 FREDERICK, MD 21702	TRUSTEE/VICE PRESIDENT/SECRETARY 3.00	0.	0.	0.
JAMES B. MACGILLIVRAY 7420 HAYWARD DRIVE, SUITE 203 FREDERICK, MD 21702	TRUSTEE 3.00	0.	0.	0.
JOSEPH S. WELTY 7420 HAYWARD DRIVE, SUITE 203 FREDERICK, MD 21702	TRUSTEE 3.00	0.	0.	0.
NICHOLAS A. BRANIC 7420 HAYWARD DRIVE, SUITE 203 FREDERICK, MD 21702	TRUSTEE 3.00	0.	0.	0.
RENEE LOPEZ 7420 HAYWARD DRIVE, SUITE 203 FREDERICK, MD 21702	TRUSTEE/TREASURER 3.00	0.	0.	0.

ELIZABETH CROMWELL 7420 HAYWARD DRIVE, SUITE 203 FREDERICK, MD 21702	TRUSTEE 3.00	0.	0.	0.
LORI PERKINS 7420 HAYWARD DRIVE, SUITE 203 FREDERICK, MD 21702	GRANTS COORDINATOR 40.00	48,846.	0.	0.
LEIGH ADAMS 7420 HAYWARD DRIVE, SUITE 203 FREDERICK, MD 21702	EXECUTIVE DIRECTOR 40.00	66,287.	0.	0.
ELIZABETH A LUCAS 7420 HAYWARD DRIVE, SUITE 203 FREDERICK, MD 21702	DIRECTOR 40.00	18,462.	0.	0.
JULIAN E LAZARUS 7420 HAYWARD DRIVE, SUITE 203 FREDERICK, MD 21702	DIRECTOR 40.00	1,700.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		135,295.	0.	0.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 11
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

LORI PERKINS, GRANTS COORDINATOR, AUSHERMAN FAMILY FOUNDATION, INC.
7420 HAYWARD ROAD, SUITE 203
FREDERICK, MD 21702

TELEPHONE NUMBER

301-620-4443

FORM AND CONTENT OF APPLICATIONS

VISIT WWW.AUSHERMANFAMILYFOUNDATION.ORG, CHOOSE "GRANT APPLICATION", AND FOLLOW INSTRUCTIONS PROVIDED.

ANY SUBMISSION DEADLINES

SUBMISSIONS WILL BE REVIEWED BY THE PHILANTHROPIC COMMITTEE THAT MEETS SIX TIMES EACH YEAR

RESTRICTIONS AND LIMITATIONS ON AWARDS

GLOBAL FUNDS ARE AVAILABLE, BUT LIMITED. 90% OF THE FUNDS AVAILABLE MUST BENEFIT FREDERICK COUNTY, MD.