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Form 990-PF

Department of the Treasury

Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016, or tax year beginning 01-01-2016, and ending 12-31-2016

Name of foundation

Gordon Croft Foundation Inc

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

Canton House 300 Water Street

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

Baltimore, MD 21202

G Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

H Check type of organization

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

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

☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16)

\$ 5,388,923

J Accounting method

☒ Cash

☐ Accrual

☐ Other (specify)

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

A Employer identification number

52-1682796

B Telephone number (see instructions)

(410) 576-0100

C If exemption application is pending, check here

☐

D 1. Foreign organizations, check here

☐

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

☐

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

☐

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)	873,080		
	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	71,068	71,068	
	5a Gross rents			
	b Net rental income or (loss)			
	6a Net gain or (loss) from sale of assets not on line 10	290,241		
	b Gross sales price for all assets on line 6a	602,469		
	7 Capital gain net income (from Part IV, line 2)		290,241	
	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)				
12 Total. Add lines 1 through 11	1,234,389	361,309		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0	0	0
	14 Other employee salaries and wages			
	15 Pension plans, employee benefits			
	16a Legal fees (attach schedule)			
	b Accounting fees (attach schedule)	4,475	671	3,804
	c Other professional fees (attach schedule)			
	17 Interest			
	18 Taxes (attach schedule) (see instructions)	9,391	91	0
	19 Depreciation (attach schedule) and depletion			
	20 Occupancy			
	21 Travel, conferences, and meetings			
	22 Printing and publications			
	23 Other expenses (attach schedule)	7,674	6,865	405
	24 Total operating and administrative expenses. Add lines 13 through 23	21,540	7,627	4,209
	25 Contributions, gifts, grants paid	54,890		54,890
26 Total expenses and disbursements. Add lines 24 and 25	76,430	7,627	59,099	
	27 Subtract line 26 from line 12			
	a Excess of revenue over expenses and disbursements	1,157,959		
	b Net investment income (if negative, enter -0-)		353,682	
c Adjusted net income(if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions.

Cat No 11289X

Form 990-PF (2016)

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	958,226	1,355,790	1,355,790
	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)		5,953	5,953
	7	Other notes and loans receivable (attach schedule) ▶ _____ 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)			
	b	Investments—corporate stock (attach schedule)	1,758,201	2,314,285	3,247,095
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	520,872	780,085	780,085
	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)	3,237,299	4,456,113	5,388,923	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☒ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	3,237,299	4,456,113	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ☐ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	3,237,299	4,456,113	
	31	Total liabilities and net assets/fund balances (see instructions) .	3,237,299	4,456,113	

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	3,237,299
2	Enter amount from Part I, line 27a	2	1,157,959
3	Other increases not included in line 2 (itemize) ▶ _____	3	61,331
4	Add lines 1, 2, and 3	4	4,456,589
5	Decreases not included in line 2 (itemize) ▶ _____	5	476
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	4,456,113

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a See Additional Data Table			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	2	290,241
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 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	55,524	4,468,045	0 012427
2014	1,644,143	4,526,365	0 363237
2013	301,939	5,408,954	0 055822
2012	202,970	5,277,879	0 038457
2011	215,187	5,170,755	0 041616
2 Total of line 1, column (d)			0 511559
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			0 102312
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4,459,148
5 Multiply line 4 by line 3			456,224
6 Enter 1% of net investment income (1% of Part I, line 27b)			3,537
7 Add lines 5 and 6			459,761
8 Enter qualifying distributions from Part XII, line 4			59,099

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	7,074
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	7,074
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	7,074
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	8,731
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	8,731
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	1,657
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ☐ 1,657 Refunded ☐	11	0

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? If the answer is "Yes" to 1a or 1b , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ 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	No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ MD		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	No
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>n/a</u>	13	Yes	
14	The books are in care of ▶ <u>Kent G Croft</u> Telephone no ▶ <u>(410) 576-0100</u>			

Located at ▶ Canton House 300 Water Street Baltimore MD ZIP+4 ▶ 21202

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			
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? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country ▶	16	Yes	No

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.

1a	During the year did the foundation (either directly or indirectly)		Yes	No
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☒ Yes ☐ No			
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐ Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	1b	Yes	
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		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 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 ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions). ☐	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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). ☐	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b		No

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)? ☐ Yes ☒ No Organizations relying on a current notice regarding disaster assistance check here. ☐ Yes ☒ No 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)	5b		
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? ☐ Yes ☒ No If "Yes" to 6b, file Form 8870	6b		No
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? ☐ Yes ☒ No	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	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
KENT G CROFT 7826 chelsea street BALTIMORE, MD 21204	PRESIDENT 1 00	0	0	0
L GORDON CROFT 7503 CLUB ROAD BALTIMORE, MD 21204	VICE PRESIDENT 1 00	0	0	0
JANE A CROFT 7503 CLUB ROAD BALTIMORE, MD 21204	SECRETARY 1 00	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	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)
3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services. ►		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See 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	2,663,054
b	Average of monthly cash balances.	1b	1,083,915
c	Fair market value of all other assets (see instructions).	1c	780,085
d	Total (add lines 1a, b, and c).	1d	4,527,054
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	4,527,054
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	67,906
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	4,459,148
6	Minimum investment return. Enter 5% of line 5.	6	222,957

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	222,957
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	7,074
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	7,074
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	215,883
4	Recoveries of amounts treated as qualifying distributions.	4	2,524
5	Add lines 3 and 4.	5	218,407
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	218,407

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	59,099
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	59,099
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	59,099

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				218,407
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2016				
a From 2011.				
b From 2012.				
c From 2013.				1,836
d From 2014.				1,416,661
e From 2015.				
f Total of lines 3a through e.	1,418,497			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 59,099				
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.				59,099
e Remaining amount distributed out of corpus				0
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))	159,308			159,308
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,259,189			
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 instructions			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 (see instructions).	0			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	1,259,189			
10 Analysis of line 9				
a Excess from 2012.				
b Excess from 2013.				
c Excess from 2014.				1,259,189
d Excess from 2015.				
e Excess from 2016.				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling. ▶					
b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)					
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:	
a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2)) See Additional Data Table	
b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest	
2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:	
Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d	
a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed L GORDON CROFT CANTON HOUSE 300 WATER STREET BALTIMORE, MD 21202 (410) 576-8231	
b The form in which applications should be submitted and information and materials they should include DETAIL OF CHARITABLE PURPOSE SHOULD BE IN LETTER FORM AND INCLUDE THE AMOUNT REQUESTED AND THE PURPOSE	
c Any submission deadlines NONE	
d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors CARE FOR DISADVANTAGED AND HOMELESS PEOPLE EDUCATION OF CHILDREN AT ALL LEVELS OF SCHOLARSHIP	

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			3a	54,890
b <i>Approved for future payment</i>				
Total			3b	0

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities. . . .			14	71,068	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	290,241	
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). .		0		361,309	0
13 Total. Add line 12, columns (b), (d), and (e).			13		361,309

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Part XVII

- d** If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

[illegible]

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

- | b If "Yes," complete the following schedule | | |
|---|--------------------------|---------------------------------|
| (a) Name of organization | (b) Type of organization | (c) Description of relationship |
| | | |
| | | |
| | | |
| | | |

**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.

* * * * *

Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name Ira L Sperling	Preparer's Signature	Date	Check if self-employed ☐	PTIN P00191731
Firm's name ▶ Hertzbach & Company PA				Firm's EIN ▶ 52-1158459
Firm's address ▶ 800 Red Brook Blvd Suite 300 Owings Mills, MD 21117				Phone no (410) 363-3200

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

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
CROFT SMALL CAP, LP	P	2003-07-18	2016-12-31
CROFT SMALL CAP, LP	P	2003-07-18	2016-12-31
CROFT CONCENTRATED, LP	P	2016-08-31	2016-12-31
PUBLICLY TRADED SECURITIES			
PUBLICLY TRADED SECURITIES			
Capital Gains Dividends	P		

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
			-21,882
			23,868
			597
399,972		107,845	292,127
196,614		206,966	-10,352
5,883			5,883

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-21,882
			23,868
			597
			292,127
			-10,352
			5,883

Form 990PF Part XV Line 1a - 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).

L GORDON CROFT
JANE A CROFT

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Amherst College 220 South Pleasant Street Amherst, MA 01002	NONE	501 (c)(3) PUBLIC CH	PAYMENTS FOR EDUCATION	200
BALTIMORE COMMUNITY FOUNDATION 2 E READ STREET UNIT 9 BALTIMORE, MD 21201	NONE	501 (c)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	1,150
Baltimore Lab School 2220 St Paul Street Baltimore, MD 21218	NONE	501 (c)(3) PUBLIC CH	PAYMENTS FOR EDUCATION	4,000
BEL ALTON VOLUNTEER FIRE DEPARTMENT 9765 BEL ALTON NEWTOWN ROAD BEL ALTON, MD 20611	NONE	501 (c)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	75
Big Brothers & Big Sisters 3600 CLIPPER MILL ROAD SUITE 250 BALTIMORE, MD 21211	NONE	501 (c)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	1,500
Total 				54,890
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CHARLES REGIONAL MEDICAL CENTER FOUNDATION PO BOX 1701 LA PLATA, MD 20646	NONE	501 (c)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	100
Christ Episcopal Church PO Box 760 LA PLATA, MD 20646	NONE	501 (c)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	200
Church of the Good Shepherd 1401 Carrollton AvE TOWSON, MD 21204	NONE	501 (c)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	1,300
COBB ISLAND VOLUNTEER FIRE DEPARTMENT 13290 MAIN AVE PO BOX 156 COBB ISLAND, MD 20625	NONE	501 (c)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	75
COLLEGE BOUND FOUNDATION 300 WATER STREET SUITE 300 BALTIMORE, MD 21202	NONE	501 (c)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	1,100
Total 				54,890
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
COLLEGE OF SOUTHERN MARYLAND FOUNDATION 8730 MITCHELL ROAD PO BOX 910 LA PLATA, MD 20646	NONE	501 (c)(3) PUBLIC CH	PAYMENTS FOR EDUCATION	200
CONTEMPORARY MUSEUM 100 W CENTRE STREET BALTIMORE, MD 21201	NONE	501 (c)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	150
Dyslexia Tutoring Program 711 W 40th Street BALTIMORE, MD 21211	NONE	501 (c)(3) PUBLIC CH	PAYMENTS FOR EDUCATION	800
EASTON VOLUNTEER FIRE DEPARTMENT 315 AURORA PARK DRIVE PO BOX 851 EASTON, MD 21601	NONE	501 (c)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	150
First Baptist Church of Welcome 6735 Port Tobacco Rd LA PLATA, MD 20646	NONE	501 (c)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	240
Total ► 3a				54,890

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Gilcrest Hospice Care 11311 McCormick Rd Suite 350 Hunt Valley, MD 21031	none	501 (c)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	200
Hospice of Charles County 2505 Davis Road WALDORF, MD 20603	none	501 (c)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	1,000
Illuminate the Journey PO Box 400 Indian Head, MD 20640	none	501 (c)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	2,000
Indian Head Center for the Arts 4185 Indian Head Hwy INDIAN HEAD, MD 20604	NONE	501 (c)(3) PUBLIC CH	PAYMENT FOR EDUCATION	5,500
IRONSIDES RESCUE SQUAD INC PO BOX 158 IRONSIDE, MD 20643	NONE	501 (c)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	100
Total ► 3a				54,890

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
JOHNS HOPKINS UNIVERSITY 3400 NORTH CHARLES STREET BALTIMORE, MD 21218	NONE	501 (c)(3) PUBLIC CH	PAYMENTS FOR EDUCATION	25,000
JUBILEE BALTIMORE INC 1228 NORTH CALVERT STREET BALTIMORE, MD 21202	NONE	501 (c)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	350
LA PLATA VOLUNTEER FIRE DEPARTMENT 911 WASHINGTON AVE PO BOX 728 LA PLATA, MD 20646	NONE	501 (c)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	100
Lions Camp Merrick PO Box 56 Nanjemoy, MD 20662	none	501 (c)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	300
Make-A-Wish Foundation 9475 Deereco Rd 306 Lutherville, MD 21093	NONE	501 (c)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	60
Total ▶ 3a				54,890

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MARYLAND FOUNDATION FOR RESEARCH & ECONOMIC EDUCATION 8830 ORCHARD TREE LANE SUITE B TOWSON, MD 21286	NONE	501 (c)(3) PUBLIC CH	PAYMENTS FOR EDUCATION	100
MARYLAND HISTORICAL SOCIETY 201 WEST MONUMENT STREET BALTIMORE, MD 21201	NONE	501 (c)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	100
MARYLAND MENTORING PARTNERSHIP 517 NORTH CHARLES STREET SUITE 200 BALTIMORE, MD 21201	NONE	501 (c)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	200
Maryland SPCA 3300 Falls Road BALTIMORE, MD 21211	none	501 (c)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	150
MARYLAND ZOO IN BALTIMORE 2570 DRUID HILL AVE BALTIMORE, MD 21217	NONE	501 (c)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	200
Total ► 3a				54,890

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Mt Vernon Place Conservancy 901 SOUTH BOND ST SUITE 400A BALTIMORE, MD 21231	NONE	501 (c)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	300
NANJEMOY VOLUNTEER FIRE DEPARTMENT COMPANY NO 4 4260 PORT TOBACCO ROAD NANJEMOY, MD 20662	NONE	501 (c)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	100
national d-day memorial FOUNDATION 202 east main street BEDFORD, VA 24523	NONE	501 (c)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	50
National Rifle Association of America 11250 Waples Mill Road Fairfax, VA 22030	NONE	501 (c)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	60
PAUL'S PLACE OUTREACH CENTER 1118 WARD STREET BALTIMORE, MD 21230	NONE	501 (c)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	200
Total 				54,890
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
Pickersgill Retirement Community 815 CHESTNUT AVENUE TOWSON, MD 21204	NONE	501 (c)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	2,300
REHOBOTH ART LEAGUE 12 DODDS LANE REHOBOTH BEACH, DE 19971	NONE	501 (c)(3) PUBLIC CH	PAYMENTS FOR EDUCATION	100
REHOBOTH BEACH MUSEUM 511 REHOBOTH AVENUE REHOBOTH BEACH, DE 19971	NONE	501 (c)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	75
REHOBOTH BEACH VOLUNTEER FIRE COMPANY 219 REHOBOTH AVE REHOBOTH BEACH, DE 19971	NONE	501 (c)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	65
ROLAND PARK COUNTRY SCHOOL 5204 ROLAND AVE BALTIMORE, MD 21210	NONE	501 (c)(3) PUBLIC CH	PAYMENTS FOR EDUCATION	1,500
Total ► 3a				54,890

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Roland Park Garden Club 303 Edgevale Road BALTIMORE, MD 21210	none	501 (c)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	150
RUXTON RIDERWOOD LAKE ROLAND AREA FOUNDATION PO BOX 204 RIDERWOOD, MD 21139	NONE	501 (c)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	100
SENIOR SERVICES OF CHARLES COUNTY 8190 PORT TOBACCO ROAD PORT TOBACCO, MD 20677	NONE	501 (c)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	100
Southern Maryland Orioles PO Box 95 Promfret, MD 20675	none	501 (c)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	150
Sts James and John School 1012 Somerset Street BALTIMORE, MD 21202	NONE	501 (c)(3) PUBLIC CH	PAYMENTS FOR EDUCATION	300
Total 				54,890
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
TENTH DISTRICT VOLUNTEER FIRE DEPARTMENT PO BOX 522 MARBURY, MD 20658	NONE	501 (c)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	80
The Alzheimer's Assoc Greater MD Chapter 1850 York Road Suite D Timonium, MD 21093	none	501 (c)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	250
The Humane Society of Charles County 71 industrial park dr WALDORF, MD 20602	NONE	501 (c)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	200
The Maryland State Boychoir 3400 Norman Avenue BALTIMORE, MD 21213	none	501 (c)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	600
The Smile Train PO Box 96231 Washington, DC 20090	none	501 (c)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	100
Total 				54,890
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
WASHINGTON & LEE GENERAL'S CLUB Development Office Lexington, VA 24450	NONE	501 (c)(3) PUBLIC CH	PAYMENTS FOR EDUCATION	300
WASHINGTON & LEE GENERAL'S CLUB ROUTE 11 SOUTH LEXINGTON, VA 24450	NONE	501 (c)(3) PUBLIC CH	PAYMENTS FOR EDUCATION	1,000
WETA 3939 Campbell Avenue Arlington, VA 22206	None	501 (c)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	60
Wounded Warrior Project 4899 Belfort Road JACKSONVILLE, FL 32256	NONE	501 (c)(3) PUBLIC CH	PAYMENTS FOR COMMUNITY IMPROVEMENTS	150
Total ► 3a				54,890

TY 2016 Accounting Fees Schedule**Name:** Gordon Croft Foundation Inc**EIN:** 52-1682796

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION	4,475	671		3,804

TY 2016 General Explanation Attachment**Name:** Gordon Croft Foundation Inc**EIN:** 52-1682796**General Explanation Attachment**

Identifier	Return Reference	Explanation	
1		Form 990-PF Part II Line 10	Book value of all of the organization's investments are recorded at cost unless otherwise indicated

TY 2016 Investments Corporate Stock Schedule

Name: Gordon Croft Foundation Inc

EIN: 52-1682796

Name of Stock	End of Year Book Value	End of Year Fair Market Value
747 SHS WILLIAMS COS INC	5,995	23,262
332 SHS COUNTY FIRST BANK La Pata MD CMT Com	6,288	6,972
250 SHS CITIGROUP INC	10,081	14,858
300 SHS PRUDENTIAL FINANCIAL INC	9,131	31,218
307 SHS METLIFE INC	13,072	16,544
401 SHS Chubb Ltd Com	15,381	52,980
1,092 SHS INVESCO LTD	18,631	33,131
895.504 shs Croft Value Fund - Class I	22,564	18,044
236 SHS DU PONT E I DE NEMOURS & CO	10,059	17,322
365 SHS UNITED TECHNOLOGIES CORP	23,956	40,011
736 SHS DEERE & CO	30,268	75,837
190 shs resolute Forest Products	41,369	1,017
2,469 SHS SOUTHWESTERN ENERGY CO	58,319	26,715
1,300 SHS AMERICAN INTL GROUP INC	42,604	84,903
0 SHS ULTRA PETROLEUM CORP	0	0
2,470 SHS FREEPORT MCMORAN Inc CI B	92,553	32,579
8,159.2080 SHS CROFT-LEOMINSTER VALUE FUND	170,693	162,287
0 shs Croft Focus Fund - Class R	0	0
34,672 SHS T ROWE PRICE GROUP, INC.	1,743,321	2,609,415

TY 2016 Investments - Other Schedule**Name:** Gordon Croft Foundation Inc**EIN:** 52-1682796

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
2.4218000% CROFT SMALL-CAP LP	FMV	577,153	577,153
14.4371300% Croft Concentrated LP	FMV	202,932	202,932

TY 2016 Other Decreases Schedule

Name: Gordon Croft Foundation Inc
EIN: 52-1682796

Description	Amount
Prior Period Adjustment	476

TY 2016 Other Expenses Schedule**Name:** Gordon Croft Foundation Inc**EIN:** 52-1682796**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER DEDUCTIONS - k-1's	6,056	6,056		0
OTHER DEDUCTIONS - BANK OF NEW YORK MELLON	1,618	809		405

TY 2016 Other Increases Schedule

Name: Gordon Croft Foundation Inc
EIN: 52-1682796

Description	Amount
Unrealized gain	61,331

TY 2016 Taxes Schedule**Name:** Gordon Croft Foundation Inc**EIN:** 52-1682796

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES PAID ON SECURITIES	91	91		0
FEDERAL TAXES PAID	9,300	0		0

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at <u>www.irs.gov/form990</u>	OMB No 1545-0047 2016

Name of the organization Gordon Croft Foundation Inc	Employer identification number 52-1682796
--	---

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 other 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 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$ _____

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

Name of organization Gordon Croft Foundation Inc	Employer identification number 52-1682796
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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	Jane A Croft	\$ 721,240	Person ☒
	7503 Club Road		Payroll ☐
	Baltimore, MD 21204		Noncash ☒ (Complete Part II for noncash contributions)
2	Luther G Croft	\$ 151,840	Person ☒
	7503 Club Road		Payroll ☐
	Baltimore, MD 21204		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 Gordon Croft Foundation Inc	Employer identification number 52-1682796
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Part II Noncash Property			
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	9,500 shares of T Rowe Price Inc Stock	\$ 721 240	2016-12-29
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	2,000 shares of T Rowe Price Inc Stock	\$ 151 840	2016-12-29
(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 Gordon Croft Foundation Inc	Employer identification number 52-1682796
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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 information once. See instructions.) ► \$ _____ Use duplicate copies of Part III if additional space is needed
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(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
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee