



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Return of Private Foundation

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

OMB No. 1545-0052

2016

Department of the Treasury
Internal Revenue ServiceDo 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.

Open to Public Inspection

For calendar year 2016 or tax year beginning

, and ending

Name of foundation
DEPLAINE FOUNDATION, INC.

Number and street (or P.O. box number if mail is not delivered to street address)
P.O. BOX 3829

City or town, state or province, country, and ZIP or foreign postal code
FREDERICK, MD 21705

G Check all that apply:
☐ Initial return
☐ Final return
☐ Address change
☐ Initial return of a former public charity
☐ Amended return
☐ 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)
\$ **29,430,560.**

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____

A Employer identification number
52-2278038

B Telephone number
301-662-2753

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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received	0.			
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	586,611.	586,611.	586,611.	STATEMENT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	484,164.			
b	Gross sales price for all assets on line 6a	10,336,787.			
7	Capital gain net income (from Part IV, line 2)		484,164.		
8	Net short-term capital gain			N/A	
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss)				
11	Other income	24.	24.	24.	STATEMENT 2
12	Total. Add lines 1 through 11	1,070,799.	1,070,799.	586,635.	
13	Compensation of officers, directors, trustees, etc.	0.	0.	0.	0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees	STMT 3 4,910.	4,910.	0.	0.
c	Other professional fees	STMT 4 185,382.	185,382.	0.	0.
17	Interest				
18	Taxes	STMT 5 16,636.	12,002.	0.	0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses	STMT 6 13,174.	0.	0.	0.
24	Total operating and administrative expenses. Add lines 13 through 23	220,102.	202,294.	0.	0.
25	Contributions, gifts, grants paid	1,498,242.			1,498,242.
26	Total expenses and disbursements. Add lines 24 and 25	1,718,344.	202,294.	0.	1,498,242.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-647,545.			
b	Net investment income (if negative, enter -0-)		868,505.		
c	Adjusted net income (if negative, enter -0-)			586,635.	

934

7

SCANNED MAY 25 2017

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	3,854.	5,167.	5,167.
	2 Savings and temporary cash investments	880,153.	1,640,526.	1,640,526.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 7	23,531,630.	23,886,547.	23,886,547.
	c Investments - corporate bonds STMT 8	3,708,500.	3,898,320.	3,898,320.
	11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	28,124,137.	29,430,560.	29,430,560.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☐			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ☒			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	28,124,137.	29,430,560.		
30 Total net assets or fund balances	28,124,137.	29,430,560.		
31 Total liabilities and net assets/fund balances	28,124,137.	29,430,560.		

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	28,124,137.
2 Enter amount from Part I, line 27a	2	-647,545.
3 Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN ON INVESTMENTS	3	1,953,968.
4 Add lines 1, 2, and 3	4	29,430,560.
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	29,430,560.

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 10,336,787.		9,852,623.	484,164.	
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			484,164.	
2 Capital gain net income or (net capital loss)		2		484,164.
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		-16,293.

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	1,408,436.	23,859,586.	.059030
2014	926,166.	17,490,276.	.052953
2013	763,500.	16,634,908.	.045897
2012	662,500.	16,268,466.	.040723
2011	768,500.	15,416,416.	.049849
2 Total of line 1, column (d)			.248452
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			.049690
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			28,416,679.
5 Multiply line 4 by line 3			1,412,025.
6 Enter 1% of net investment income (1% of Part I, line 27b)			8,685.
7 Add lines 5 and 6			1,420,710.
8 Enter qualifying distributions from Part XII, line 4 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.			1,498,242.

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	8,685.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	8,685.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	8,685.
6	Credits/Payments:		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	13,800.
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	13,800.
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	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	5,107.
11	Enter the amount of line 10 to be: Credited to 2017 estimated tax ☒ 5,107. Refunded ☐	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☒ \$ 0. (2) On foundation managers. ☒ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☒ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	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	
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	10	X

N/A

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)		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)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>WWW.DELAPLAINEFOUNDATION.ORG</u>	X	
14 The books are in care of ► <u>PHIL HAMMOND</u> Telephone no. ► <u>301-662-2753</u> Located at ► <u>244 WEST PATRICK STREET, FREDERICK, MD</u> ZIP+4 ► <u>21701</u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A		
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 the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly): (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► ☐ N/A	1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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.) ☐ Yes ☒ No c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____	2b	
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No b If "Yes," did it have excess business holdings in 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.) ☐ Yes ☒ No	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 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?	4a	X
	4b	X

Form 990-PF (2016)

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

X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		0.	0.	0.

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

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

Total number of other employees paid over \$50,000

0

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."

[illegible]**Total** number of others receiving over \$50,000 for professional services

Part IX-A Summary of Direct Charitable Activities	
--	--

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

Expenses

1	DONATION OF CASH TO THE DELAPLAINE VISUAL ARTS EDUCATION CENTER, AN IRC SECTION 501(C)(3) ORGANIZATION.	217,000.
2	DONATION OF CASH TO THE NATIONAL MUSEUM OF CIVIL WAR MEDICINE, AN IRC SECTION 501(C)(3) ORGANIZATION.	190,000.
3	DONATION OF CASH TO RELIGIOUS COALITION FOR EMERGENCY HUMAN NEEDS, AN IRC SECTION 501(C)(3) ORGANIZATION.	82,500.
4	DONATION OF CASH TO COMMUNITY FOUNDATION OF FREDERICK COUNTY, AN IRC SECTION 501(C)(3) ORGANIZATION	73,000.

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

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

Amount

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

Form **990-PF** (2016)

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	27,630,296.
b	Average of monthly cash balances	1b	1,219,124.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	28,849,420.
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	28,849,420.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	432,741.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	28,416,679.
6	Minimum investment return. Enter 5% of line 5	6	1,420,834.

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

1	Minimum investment return from Part X, line 6	1	1,420,834.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	8,685.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	8,685.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,412,149.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,412,149.
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	1,412,149.

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	1,498,242.
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	1,498,242.
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	8,685.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,489,557.

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				1,412,149.
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				63,995.
e From 2015				243,025.
f Total of lines 3a through e	307,020.			
4 Qualifying distributions for 2016 from Part XII, line 4: ► \$ 1,498,242.				
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				1,412,149.
e Remaining amount distributed out of corpus	86,093.			
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	393,113.			
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	393,113.			
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				63,995.
d Excess from 2015				243,025.
e Excess from 2016				86,093.

N/A

- b** Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income

[illegible]

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).)

SEE STATEMENT 10

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

NONE

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

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

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

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

- c** Any submission deadlines:

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

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

Recipient 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				
ADVOCATES FOR HOMELESS FAMILIES 216 ABRECHT PLACE FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	5,000.
AMERICAN RED CROSS-FREDERICK CO. CHAPTER P.O. BOX 186 WALKERSVILLE, MD 21793	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	20,000.
AMERICAN VISIONARY ART MUSEUM 800 KEY HIGHWAY BALTIMORE, MD 21230	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	7,500.
APPLES UNITED CHURCH OF CHRIST 3743 OLD KILN ROAD THURMONT, MD 21788	N/A	QUALIFIED PUBLIC CHARITY	APPLES CEMETERY PRESERVATION	1,000.
ARTS EDUCATION IN MARYLAND SCHOOLS ALLIANCE 190 W. OSTEND STREET, SUITE 210 BALTIMORE, MD 21230	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	10,000.
Total	SEE CONTINUATION SHEET(S)			3a 1,498,242.
b Approved for future payment				
NONE				
Total				3b 0.

Part XVI-A Analysis of Income-Producing Activities

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
		(a) Business code	(b) Amount	(c) Exclu- sion 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	586,611.	
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				14	24.	
8 Gain or (loss) from sales of assets other than inventory				18	484,164.	
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.		1,070,799.	0.
13 Total. Add line 12, columns (b), (d), and (e)					13 1,070,799.	

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

DELAPLAINE FOUNDATION, INC.

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	M&T 1015525 SEE ATTACHMENT	P	VARIOUS	12/31/16
b	M&T 1015525 SEE ATTACHMENT	P	VARIOUS	12/31/16
c	M&T 1015525 SEE ATTACHMENT	P	VARIOUS	12/31/16
d	M&T 77826 SEE ATTACHMENT	P	VARIOUS	12/31/16
e	M&T 77826 SEE ATTACHMENT	P	VARIOUS	12/31/16
f	M&T 77836 SEE ATTACHMENT	P	VARIOUS	12/31/16
g	M&T 77836 SEE ATTACHMENT	P	VARIOUS	12/31/16
h	M&T 77836 SEE ATTACHMENT	P	VARIOUS	12/31/16
i	M&T 1046809 SEE ATTACHMENT	P	VARIOUS	12/31/16
j	M&T 1046809 SEE ATTACHMENT	P	VARIOUS	12/31/16
k	M&T 1046809 SEE ATTACHMENT	P	VARIOUS	12/31/16
l	M&T 1047445 SEE ATTACHMENT	P	VARIOUS	12/31/16
m	M&T 1047445 SEE ATTACHMENT	P	VARIOUS	12/31/16
n	M&T 1047445 SEE ATTACHMENT	P	VARIOUS	12/31/16
o	M&T 77825 SEE ATTACHMENT	P	VARIOUS	12/31/16

(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	1,149,694.	1,170,897.	-21,203.
b	2,104,743.	1,885,761.	218,982.
c	119,927.	113,848.	6,079.
d	599,152.	504,682.	94,470.
e	561,016.	384,879.	176,137.
f	1,135,886.	1,126,125.	9,761.
g	745,141.	729,304.	15,837.
h	314,310.	331,169.	-16,859.
i	934,767.	938,998.	-4,231.
j	2,155,272.	2,253,730.	-98,458.
k	78,363.	43,789.	34,574.
l	9,857.	10,477.	-620.
m	50,884.	46,875.	4,009.
n	362,448.	312,089.	50,359.
o	318.		318.

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			** -21,203.
b			218,982.
c			6,079.
d			94,470.
e			176,137.
f			** 9,761.
g			15,837.
h			-16,859.
i			** -4,231.
j			-98,458.
k			34,574.
l			** -620.
m			4,009.
n			50,359.
o			318.

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

DELAPLAINE FOUNDATION, INC.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a CAPITAL GAINS DIVIDENDS				
b				
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 15,009.			15,009.
b			
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(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			15,009.
b			
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }		2	484,164.
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	-16,293.

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
BALTIMORE CHILD ABUSE CENTER 2300 N CHARLES ST, 4TH FLOOR BALTIMORE, MD 21218	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	1,000.
BALTIMORE MUSEUM OF INDUSTRY 1415 KEY HIGHWAY - INNER HARBOR SOUTH BALTIMORE, MD 21230	N/A	QUALIFIED PUBLIC CHARITY	FOR THE BENEFIT OF THE MARYLAND MILESTONES WALL PROGRAM	5,000.
BALTIMORE SYMPHONY ORCHESTRA 1212 CATHEDRAL STREET BALTIMORE, MD 21201	N/A	QUALIFIED PUBLIC CHARITY	LOCAL CONCERTS	1,000.
BIG BLUE FOUNDATION, INC. 403 ELM STREET FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	10,000.
BIG BROTHERS BIG SISTERS OF FREDERICK COUNTY 2 EAST CHURCH STREET, PO BOX 442 FREDERICK, MD 21705	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	10,000.
BOYS AND GIRLS CLUB OF FREDERICK COUNTY 413 BURCK STREET FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	5,000.
BROOK LANE HEALTH SERVICES P. O. BOX 1945 HAGERSTOWN, MD 21742	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	20,000.
BRUNSWICK HERITAGE MUSEUM 40 W POTOMAC ST BRUNSWICK, MD 21716	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	10,000.
C AND O CANAL TRUST 1850 DUAL HWY #100 HAGERSTOWN, MD 21740	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	5,000.
CENTER STAGE ASSOCIATES, INC 700 NORTH CALVERT ST BALTIMORE, MD 21202	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	7,500.
Total from continuation sheets				1,454,742.

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
CHILDREN'S VILLAGE OF WASHINGTON COUNTY 1546 MOUNT AETNA ROAD HAGERSTOWN, MD 21742	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	5,000.
CHORDS OF COURAGE 3501 RODMAN ST., NW WASHINGTON, DC 20008	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	5,000.
CLANCY WORKS INC 1009 STROUT ST SILVER SPRING, MD 20901	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	5,500.
COLUMBIA CENTER FOR THE THEATRICAL ARTS, INC. 6655 DOBBIN ROAD COLUMBIA, MD 21045	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	4,000.
COMMEMORATIVE AIR FORCE 12499 BEVERLY FORD ROAD BRANDY STATION, VA 22714	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	1,000.
COMMUNITY FOUNDATION OF FREDERICK COUNTY 312 EAST CHURCH ST FREDERICK, MD 21704	N/A	QUALIFIED PUBLIC CHARITY	DAVID MARSHALL FUND/SHARON I. HOOPER MEMORIAL DREAMS	2,500.
COMMUNITY FOUNDATION OF FREDERICK COUNTY 312 EAST CHURCH ST FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	MONTEVUE HOME & CITIZENS CARE & REHAB CENTER	2,500.
COMMUNITY FOUNDATION OF FREDERICK COUNTY 312 EAST CHURCH ST FREDERICK, MD 21704	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	58,000.
COMMUNITY FOUNDATION OF FREDERICK COUNTY 312 EAST CHURCH ST FREDERICK, MD 21704	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	10,000.
COMMUNITY FREE CLINIC 249 MILL ST. HAGERSTOWN, MD 21740	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	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
COMMUNITY LIVING, INC. 620-B RESEARCH CT FREDERICK, MD 21703	N/A	QUALIFIED PUBLIC CHARITY	FLAT PRESS/FINISH PRESS PROJECT	2,000.
DALIT SOLIDARITY, INC. P.O. BOX 112 HINES, IL 60141	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	1,000.
DELAPLAINE VISUAL ARTS EDUCATION CTR 40 S. CARROLL ST FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	ENDOWMENT AND OPERATING EXPENSES	197,000.
DELAPLAINE VISUAL ARTS EDUCATION CTR 40 S. CARROLL ST FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	20,000.
DOCTORS WITHOUT BORDERS 333 SEVENTH AVE, 2ND FL NEW YORK, NY 10001	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	15,000.
DOCTORS WITHOUT BORDERS 333 SEVENTH AVE, 2ND FL NEW YORK, NY 10001	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	5,000.
DOWNTOWN FREDERICK PARTNERSHIP 19 EAST CHURCH ST FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	MUSIC SERIES	5,000.
DOWNTOWN FREDERICK PARTNERSHIP 19 EAST CHURCH ST FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	HOLIDAY LIGHTS	3,000.
EASELS IN FREDERICK P.O. BOX 3087 FREDERICK, MD 21705	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	2,500.
EAST FREDERICK RISING P.O. BOX 37 FREDERICK, MD 21705	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	2,500.
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
ENFORME INTERACTIVE 228 N MARKET ST #200 FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	2,000.
ENOCH PRATT FREE LIBRARY 400 CATHEDRAL STREET BALTIMOREONUM, MD 21201	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	15,000.
EQUINOX DANCE COMPANY PO BOX 1356 FREDERICK, MD 21702	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	2,000.
EXPONENT PHILANTHROPY 1720 N ST NW WASHINGTON, DC 20036	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	5,000.
FAITHPOINT UMC P. O. BOX 133 MONROVIA, MD 21770	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	5,000.
FOOD AND FRIENDS 219 RIGGS RD NE WASHINGTON, DC 20011	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	3,000.
FREDERICK ARTS COUNCIL 15 WEST PATRICK STREET FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	YEMI'S PILLARS OF FREDERICK PROJECT/INSPIRES PROJECT	5,000.
FREDERICK ARTS COUNCIL 15 WEST PATRICK STREET FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	YEMI'S PILLARS OF FREDERICK PROJECT/INSPIRES PROJECT	15,000.
FREDERICK CHILDRENS CHORUS 10716 ETZLER MILL ROAD WOODSBORO, MD 21798	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	4,000.
FREDERICK COMMUNITY ACTION AGENCY 100 SOUTH MARKET STREET FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	SOUP KITCHEN AND FOOD BANKD	10,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FREDERICK COUNTY HUMANE SOCIETY 217 WEST PATRICK ST. FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	2,500.
FREDERICK RESCUE MISSION P. O. BOX 3389 FREDERICK, MD 21705	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	57,000.
FREDERICK STEEPLECHASERS P.O. BOX 681 FREDERICK, MD 21705	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	500.
FRIENDS MEETING SCHOOL 3232 GREEN VALLEY ROAD IJAMSVILLE, MD 21754	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	2,000.
FULTON COUNTY MEDICAL CENTER FOUNDATION 214 PEACH ORCHARD RD MCCONNELLSBURG, PA 17233	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	25,000.
GRACE PROTESTANT EPISCOPAL CHURCH 5740 GREEN VALLEY ROAD NEW MARKET, MD 21774	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	10,000.
HABITAT FOR HUMANITY OF FREDERICK COUNTY 2 E. CHURCH ST., 3RD FLOOR FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	5,000.
HAGERSTOWN AVIATION MUSEUM 14235 OAK SPRINGS ROAD HAGERSTOWN, MD 21742	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	20,000.
HEART OF THE CIVIL WAR HERITAGE AREA 151 S. EASTST. FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	30,500.
HEART OF THE CIVIL WAR HERITAGE AREA 151 S. EASTST. FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	1,000.
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
HEARTLY HOUSE, INC. P.O. BOX 857 FREDERICK, MD 217050857	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	6,000.
HEARTLY HOUSE, INC. P.O. BOX 857 FREDERICK, MD 217050857	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	1,000.
HISTORICAL SOCIETY OF FREDERICK COUNTY 24 E. CHURCH ST. FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	CATALOG	10,000.
HOOD COLLEGE 401 ROSEMONT AVE FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	31,250.
HOSPICE OF FREDERICK COUNTY 516 TRAIL AVENUE, PO BOX 1799 FREDERICK, MD 21702	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	10,000.
HOUSING AUTHORITY OF THE CITY OF FREDERICK 209 MADISON ST. FREDERICK, MD 21702	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	10,000.
INTERFAITH HOUSING ALLIANCE, INC. 731 NORTH MARKET ST FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	25,000.
JOHNS HOPKINS UNIVERSITY 9601 MEDICAL CENTER DR ROCKVILLE, MD 20850	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	2,000.
JUNIOR ACHIEVEMENT OF CENTRAL MARYLAND 10711 RED RUN BLVD, SUTIE 110 OWINGS MILLS, MD 21117	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	5,000.
LADEW TOPIARY GARDENS AND HOUSE 3535 JARRETTSVILLE PIKE MONKTON, MD 21111	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	1,000.
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
LIBERTYTOWN VOLUNTEER FIRE DEPT, INC. 12027 SOUTH S LIBERTYTOWN, MD 21762	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	4,000.
LIFE HORSE, INC. 3800 NORTH BALDWIN RD., STE # 3 ORTONVILLE, MI 48462	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	7,500.
LITERACY COUNCIL OF FREDERICK COUNTY 110 EAST PATRICK STREET FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	6,000.
LIVING CLASSROOMS FOUNDATION 802 S. CAROLINE STREET BALTIMORE, MD 21231	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	1,000.
LOLLY'S LOCKS 7815 WOODMONT AVE BETHESDA, MD 20814	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	1,000.
LUCY'S CHILDREN'S FUND 3710 N. MARSHFIELD, STE. 2E CHICAGO, IL 60613	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	10,000.
LUTHERAN MISSION SOCIETY OF MD 601 HAMMONDS LANE BALTIMORE, MD 21225	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	5,000.
MADD 511 E. JOHN CARPENTER FREEWAY, SUITE 700 IRVING, TX 75062	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	1,000.
MADISON HOUSE AUTISM FOUNDATION, INC. 15201 SHADY GROVE RD #200 ROCKVILLE, MD 20850	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	7,500.
MAGICAL EXPERIENCES ARTS CO. 7032 WALLIS AVE BALTIMORE, MD 21215	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	1,000.
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
MAIN STREET HOUSING, INC. 7310 ESQUIRE COURT, #14 ELKRIDGE, MD 21075	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	2,500.
MAKE-A-WISH FOUNDATION OF THE MID-ATLANTIC, INC 10920 CONNECTICUT AVENUE, SUITE 1600 KENSINGTON, MD 208951600	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	1,000.
MARRIAGE RESOURCE CENTER OF FREDERICK 79 W FREDERICK S WALKERSVILLE, MD 21793	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	10,000.
MARYLAND FOOD BANK 2200 HALETHORPE RD. BALTIMORE, MD 21227	N/A	QUALIFIED PUBLIC CHARITY	FEEDING FREDERICK CO	6,000.
MARYLAND HISTORICAL SOCIETY 201 WEST MONUMENT ST BALTIMORE, MD 21201	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	5,000.
MARYLAND RAVENS 1413 GLENDALE ROAD BALTIMORE, MD 21239	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	3,000.
MARYLAND SCHOOL FOR THE DEAF P.O. BOX 250 FREDERICK, MD 21705	N/A	QUALIFIED PUBLIC CHARITY	BULLETIN SPECIAL ISSUE	2,500.
MARYLAND ZOO IN BALTIMORE 1876 MANSION HOUSE DRIVE BALTIMORE, MD 21217	N/A	QUALIFIED PUBLIC CHARITY	OUTREACH TO FREDERICK COUNTY PROGRAM	4,000.
MENTAL HEALTH ASSOCIATION OF FREDERICK COUNTY 263 WEST PATRICK ST FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	CAPITAL CAMPAIGN AND FAMILY SERVICE PROGRAM	10,000.
MENTAL HEALTH ASSOCIATION OF FREDERICK COUNTY 263 WEST PATRICK ST FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	CAPITAL CAMPAIGN AND FAMILY SERVICE PROGRAM	2,500.
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
MIDSHORE RIVERKEEPER CONSERVANCY 24 N HARRISON ST EASTON, MD 21601	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	2,000.
MISSION OF MERCY 22 S. MARKET ST, SUITE 6D FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	MOBILE MEDICAL PROGRAM	25,000.
MPT FOUNDATION, INC. 11767 OWINGS MILLS BLVD FREDERICK, MD 21117	N/A	QUALIFIED PUBLIC CHARITY	FSKEY AFTER THE SONG	60,000.
MT. SAINT MARY'S UNIVERSITY 16300 OLD EMMITSBURG ROAD EMMITSBURG, MD 21727	N/A	QUALIFIED PUBLIC CHARITY	DISCRETIONARY FUND	20,500.
NATIONAL AQUARIUM IN BALTIMORE, INC. 501 EAST PRATT STREET BALTIMORE, MD 21202	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	5,000.
NATIONAL CENTER FOR FAMILY PHILANTHROPY 1101 CONNECTICUT AVE, NW, SUITE 220 WASHINGTON, DC 20036	N/A	QUALIFIED PUBLIC CHARITY	NEEDIEST KIDS	2,500.
NATIONAL CHILD SAFETY COUNCIL P.O. BOX 1368 JACKSON, MI 49204	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	242.
NATIONAL FITNESS FOUNDATION 1440 G STREET NW WASHINGTON, DC 20005	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	20,000.
NATIONAL MUSEUM OF CIVIL WAR MEDICINE 48 EAST PATRICK ST FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	ENDOWMENT FUND	90,000.
NATIONAL MUSEUM OF CIVIL WAR MEDICINE 48 EAST PATRICK ST FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	OPERATING EXPENSES	100,000.
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
OLNEY HELP, INC. P.O. BOX 430 OLNEY, MD 20830	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	2,500.
OTHER VOICES THEATRE 244 S. JEFFERSON ST. FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	1,000.
OXFAM-AMERICA INC. 226 CAUSEWAY ST FLOOR 5 BOSTON, MA 021142206	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	6,500.
PARTNERS IN CARE 90B RITCHIE HIGHWAY PASADENA, MD 21122	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	5,000.
PATTY POLLATOS FUND, INC. 22 S. MARKET STREET, SUITE 3 FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	1,000.
PAUL'S PLACE, INC 1118 WARD ST BALTIMORE, MD 21230	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	1,000.
PRESERVATION MARYLAND 3600 CLIPPER MILL RD #248 BALTIMORE, MD 21211	N/A	QUALIFIED PUBLIC CHARITY	RESTORATION AND PRESERVATION	1,000.
REACH 20 N 2ND ST HARRISBURG, PA 17101	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	1,000.
REACH 20 N 2ND ST HARRISBURG, PA 17101	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	15,000.
RED DEVILS, INC. PO BOX 36291 TOWSON, MD 21286	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	1,000.
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
RELIGIOUS COALITION FOR EMERGENCY HUMAN NEEDS 27 DEGRANGE STREET FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	60,000.
RELIGIOUS COALITION FOR EMERGENCY HUMAN NEEDS 27 DEGRANGE STREET FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	2,500.
RELIGIOUS COALITION FOR EMERGENCY HUMAN NEEDS 27 DEGRANGE STREET FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	DINNER SPONSORSHIP	20,000.
RONALD MCDONALD HOUSE CHARITIES OF GREATER WASHINGTON DC 3727 14TH STREE NE WASHINGTON, DC 20017	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	1,500.
SAINT KATHARINE DREXEL CHURCH 8428 OPOSSUM TOWN PIKE FREDERICK, MD 21702	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	11,750.
SALVATION ARMY 223 W. 5TH ST., P.O. BOX 1003 FREDERICK, MD 21705	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	20,000.
SAN MAR CHILDREN'S HOME, INC. 8505 MAPLEVILLE ROAD BOONSBORO, MD 21713	N/A	QUALIFIED PUBLIC CHARITY	LIFE SPACE CRISIS INTERVENTION TRAINING	4,000.
SHARPSBURG VOLUNTEER FIRE DEPARTMENT 110 W CHAPLINE ST SHARPSBURG, MD 21782	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	4,000.
SMILE TRAIN 41 MADISON AVE, 28TH FLOOR NEW YORK, NY 10010	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	1,000.
SOAR P.O. BOX 1603 FREDERICK, MD 21702	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	1,000.
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
SPECIAL OLYMPICS MD 3701 COMMERCE DR #103 ARBUTUS, MD 21227	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	2,000.
SPIRES BRASS BAND, INC. 6812 FALSTONE DRIVE FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	ABRAHAM LINCOLN: MUSIC AND DANCE OF HIS TIME PROGRAM	2,000.
STAR COMMUNITY, INC. 13757 BROADFORDING CHURCH ROAD HAGERSTOWN, MD 21740	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	3,000.
STAR-SPANGLED BANNER FLAG HOUSE 844 EAST PRATT ST. BALTIMORE, MD 21202	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	1,500.
THE HEARING AND SPEECH AGENCY 5900 METRO DRIVE BALTIMORE, MD 21215	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	3,000.
THE PEALE CENTER 225 HOLLIDAY STREET BALTIMORE, MD 21202	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	10,000.
TORTURE ABOLITION AND SURVIVORS SUPPORT COALITION 4121 HAREWOOD RD NE #B WASHINGTON, DC 20017	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	4,500.
TREE-LAND FOUNDATION, INC. BOX 535 MYERSVILLE, MD 21773	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	5,000.
TRINITY SCHOOL OF FREDERICK 6040 NEW DESIGN RD. FREDERICK, MD 21703	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	4,000.
UNION MILLS HOMESTEAD 3311 LITTLESTOWN PIKE WESTMINSTER, MD 21158	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	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
UNITED WAY OF FREDERICK COUNTY 629 N MARKET ST FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	10,000.
UNITY CAMPAIGN FOR FREDERICK COUNTY 312 E. CHURCH STREET FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	10,000.
UNIVERSITY OF MD UNIVERSITY COLLEGE 1616 MCCORMICK DR UPPER MARLBORO, MD 20774	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	16,000.
WALTERS ART MUSEUM 600 NORTH CHARLES STREET BALTIMORE, MD 21201	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	6,000.
WASHINGTON COUNTY MUSEUM OF FINE ARTS PO BOX 423, 91 KEY ST. HAGERSTOWN, MD 21741	N/A	QUALIFIED PUBLIC CHARITY	GENERAL OPERATING/EDUCATIONAL PROGRAMS	1,500.
WAYMAN AME CHURCH 9940 LIBERTY ROAD FREDERICK FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	5,000.
WEINBERG CENTER FOR THE ARTS 20 W PATRICK ST FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	13,000.
WELLS HOUSE INC. 124 E. BALTIMORE STREET HAGERSTOWN, MD 21740	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	3,000.
WEST VIRGINIA UNIVERSITY PO BOX 6201 MORGANTOWN, WV 26506	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	1,000.
WYPR RADIO 2216 N CHARLES ST BALTIMORE, MD 21208	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	1,000.
Total from continuation sheets				

3 Grants and Contributions Paid During the Year (Continuation)

Total from continuation sheets

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES				STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
M&T # 1015525	157,306.	0.	157,306.	157,306.	157,306.	
M&T # 1015525	1,535.	1,535.	0.	0.	0.	
M&T #77836	85,455.	0.	85,455.	85,455.	85,455.	
M&T-BERNSTEIN #77825	1.	0.	1.	1.	1.	
M&T-MARSHFIELD #77826	111,522.	0.	111,522.	111,522.	111,522.	
M&T-SUNTRUST #1046809	115,346.	0.	115,346.	115,346.	115,346.	
M&T-SUNTRUST #1046809	13,413.	13,413.	0.	0.	0.	
M&T-SUNTRUST #1047445	116,981.	0.	116,981.	116,981.	116,981.	
M&T-SUNTRUST #1047445	61.	61.	0.	0.	0.	
TO PART I, LINE 4	601,620.	15,009.	586,611.	586,611.	586,611.	

FORM 990-PF	OTHER INCOME			STATEMENT	2
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME		
OTHER INCOME - TENANT	24.	24.	24.		
TOTAL TO FORM 990-PF, PART I, LINE 11	24.	24.	24.		

FORM 990-PF	ACCOUNTING FEES			STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
MCLEAN, KOEHLER, SPARKS, AND HAMMOND	4,910.	4,910.	0.	0.	
TO FORM 990-PF, PG 1, LN 16B	4,910.	4,910.	0.	0.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
AGENCY FEES-M&T #77836	13,824.	13,824.	0.	0.	
AGENCY FEES-BERNSTEIN	4,127.	4,127.	0.	0.	
AGENCY FEES-MARSHFIELD #77826	1,893.	1,893.	0.	0.	
CUSTODIAN & MANAGEMENT FEES-BERNSTEIN	49,721.	49,721.	0.	0.	
CUSTODIAN & MANAGEMENT FEES-MARSHFIELD	68,440.	68,440.	0.	0.	
AGENCY FEES-A/C # 1046809	2,476.	2,476.	0.	0.	
AGENCY FEES-A/C # 1047445	1,361.	1,361.	0.	0.	
CUSTODIAN & MANAGEMENT FEES-SUNTRUST	43,535.	43,535.	0.	0.	
CUSTODIAN & MANAGEMENT FEES-RBC	5.	5.	0.	0.	
TO FORM 990-PF, PG 1, LN 16C	185,382.	185,382.	0.	0.	

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAX PAID TO VARIOUS COUNTRIES	12,002.	12,002.	0.	0.	
FEDERAL TAX	4,634.	0.	0.	0.	
TO FORM 990-PF, PG 1, LN 18	16,636.	12,002.	0.	0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
OFFICE SUPPLIES	649.	0.	0.	0.	
OUTSIDE SERVICES	1,019.	0.	0.	0.	
SEMINARS AND CONFERENCES	270.	0.	0.	0.	
INSURANCE	1,470.	0.	0.	0.	
DUES AND SUBSCRIPTIONS	9,574.	0.	0.	0.	

MISCELLANEOUS	192.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 23	13,174.	0.	0.	0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
-------------	-----------------	-----------	---

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITIES	23,886,547.	23,886,547.
TOTAL TO FORM 990-PF, PART II, LINE 10B	23,886,547.	23,886,547.

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
-------------	-----------------	-----------	---

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIXED INCOME NOTES	3,898,320.	3,898,320.
TOTAL TO FORM 990-PF, PART II, LINE 10C	3,898,320.	3,898,320.

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

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
GEORGE B. DELAPLAINE, JR. 244 WEST PATRICK ST. FREDERICK, MD 21701	CHAIRMAN OF THE BOARD/TRUS 0.00	0.	0.	0.
GEORGE B. DELAPLAINE, III 244 WEST PATRICK ST. FREDERICK, MD 21701	SECRETARY/TRUSTEE 0.00	0.	0.	0.
JAMES W. DELAPLAINE 244 WEST PATRICK ST. FREDERICK, MD 21701	TRUSTEE 0.00	0.	0.	0.
JOHN F. DELAPLAINE 244 WEST PATRICK ST. FREDERICK, MD 21701	TRUSTEE 0.00	0.	0.	0.
EDWARD S. DELAPLAINE 244 WEST PATRICK ST. FREDERICK, MD 21701	VICE-PRESIDENT/TRUSTEE 0.00	0.	0.	0.
PHILIP W. HAMMOND 244 WEST PATRICK ST. FREDERICK, MD 21701	TREASURER/TRUSTEE 2.00	0.	0.	0.
MARLENE B. YOUNG 244 WEST PATRICK ST. FREDERICK, MD 21701	PRESIDENT/TRUSTEE 10.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF	PART XV - LINE 1A LIST OF FOUNDATION MANAGERS	STATEMENT	10
-------------	--	-----------	----

NAME OF MANAGER

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