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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.

2016**Open to Public
Inspection****For calendar year 2016, or tax year beginning 01-01-2016 , and ending 12-31-2016**

<p>Name of foundation G FRANK THOMAS FOUNDATION INC</p> <p>Number and street (or P O box number if mail is not delivered to street address) 407 PEARSON BOULEVARD</p> <p>City or town, state or province, country, and ZIP or foreign postal code FREDERICK, MD 217023395</p> <p>G Check all that apply</p> <p><input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity</p> <p><input type="checkbox"/> Final return <input type="checkbox"/> Amended return</p> <p><input type="checkbox"/> Address change <input type="checkbox"/> Name change</p> <p>H Check type of organization</p> <p><input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation</p> <p><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation</p> <p>I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 3,600,125</p> <p>J Accounting method</p> <p><input type="checkbox"/> Cash <input type="checkbox"/> Accrual</p> <p><input type="checkbox"/> Other (specify) _____</p> <p><i>(Part I, column (d) must be on cash basis)</i></p>		<p>A Employer identification number 52-6039803</p> <p>B Telephone number (see instructions) (301) 663-6592</p> <p>C If exemption application is pending, check here ► <input type="checkbox"/></p> <p>D 1. Foreign organizations, check here ► <input type="checkbox"/></p> <p>2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/></p> <p>E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/></p> <p>F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/></p>			
		<p>Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i></p>		(a) Revenue and expenses per books	(b) Net investment income
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	80,800	80,800		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	86,289			
	b Gross sales price for all assets on line 6a 1,619,142				
	7 Capital gain net income (from Part IV, line 2)		86,289		
	8 Net short-term capital gain			0	
	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)	3,546				
12 Total. Add lines 1 through 11	170,635	167,089			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages		0	0	0
	15 Pension plans, employee benefits		0	0	0
	16a Legal fees (attach schedule)				0
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	14,460	14,460		0
	17 Interest				0
	18 Taxes (attach schedule) (see instructions)	1,790	614		0
	19 Depreciation (attach schedule) and depletion	0	0		
	20 Occupancy				
	21 Travel, conferences, and meetings		0	0	0
	22 Printing and publications		0	0	0
	23 Other expenses (attach schedule)	1,585	2		1,583
	24 Total operating and administrative expenses.	17,835	15,076	0	1,583
25 Contributions, gifts, grants paid	180,000			180,000	
26 Total expenses and disbursements. Add lines 24 and 25	197,835	15,076	0	181,583	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-27,200				
b Net investment income (if negative, enter -0-)		152,013			
c Adjusted net income (if negative, enter -0-)			0		

	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	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash—non-interest-bearing				
	2 Savings and temporary cash investments		55,389	236,884	236,884
	3 Accounts receivable ►			0	0
	Less allowance for doubtful accounts ►				
	4 Pledges receivable ►				
	Less allowance for doubtful accounts ►				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7 Other notes and loans receivable (attach schedule) ►				
	Less allowance for doubtful accounts ► 0				
	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)		672,587	382,701	438,637
	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)		2,759,816	2,840,693	2,924,604
	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)		3,487,792	3,460,278	3,600,125
	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
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> 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 ► <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds		3,464,364	3,375,081	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds		23,428	85,197	
	30 Total net assets or fund balances (see instructions)		3,487,792	3,460,278	
	31 Total liabilities and net assets/fund balances (see instructions)		3,487,792	3,460,278	

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	3,487,792
2 Enter amount from Part I, line 27a	2	-27,200
3 Other increases not included in line 2 (itemize) ►	3	0
4 Add lines 1, 2, and 3	4	3,460,592
5 Decreases not included in line 2 (itemize) ►	5	314
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,460,278

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					
(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 See Additional Data Table					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)		If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	86,289	
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

 Yes No

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

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	198,483	3,751,681	0 052905
2014	181,833	3,807,620	0 047755
2013	180,833	3,565,366	0 050719
2012	165,833	3,305,843	0 050164
2011	165,700	3,277,452	0 050558
2 Total of line 1, column (d)			0 252101
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 05042
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			3,565,221
5 Multiply line 4 by line 3			179,758
6 Enter 1% of net investment income (1% of Part I, line 27b)			1,520
7 Add lines 5 and 6			181,278
8 Enter qualifying distributions from Part XIII, line 4			181,583

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 ► <input type="checkbox"/> and enter "N/A" on line 1	1	1,520		
	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 ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 2b	1	1,520		
c	All other domestic foundations enter 2% of line 2b 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	1,520		
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	1,520		
6	Credits/Payments				
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	2,352		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	0		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d.	7	2,352		
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	0		
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	832		
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ►	760	Refunded ►	11	72

Part VII-A Statements Regarding Activities

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	Yes	No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?	1b	Yes	No
	<i>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</i>			
c	Did the foundation file Form 1120-POL for this year?	1c	Yes	No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year			
(1)	On the foundation ► \$ _____	(2)	On foundation managers ► \$ _____	
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2	Yes	No
	<i>If "Yes," attach a detailed description of the activities</i>			
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? <i>If "Yes," attach a conformed copy of the changes</i>	3	Yes	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	Yes	No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Yes	No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5	Yes	No
	<i>If "Yes," attach the statement required by General Instruction T</i>			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either <ul style="list-style-type: none"> 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	No
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes	No
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? <i>If "No," attach explanation.</i>	8b	Yes	No
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)? <i>If "Yes," complete Part XIV</i>	9	Yes	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	Yes	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 ►N/A	13	Yes
14	The books are in care of ►PNC BANK NA	Telephone no ►(412) 768-9969	
Located at ►620 LIBERTY AVENUE 10TH FLOOR PITTSBURGH PA			ZIP+4 ►15222
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	<input type="checkbox"/>
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 <input type="checkbox"/> No <input checked="" type="checkbox"/>

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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> 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)?.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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	No <input type="checkbox"/>
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 <input type="checkbox"/>
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? If "Yes," list the years ► 20____, 20____, 20____, 20____	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
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	<input type="checkbox"/>
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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	<input type="checkbox"/>
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	<input type="checkbox"/>
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	<input type="checkbox"/>

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))? (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? (3) Provide a grant to an individual for travel, study, or other similar purposes? (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here. ► <input type="checkbox"/>		5b
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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>	<input type="checkbox"/> Yes <input type="checkbox"/> No	
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870</i>		6b No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b

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

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

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	(e) Expense account, (e) other allowances
MR ADRIAN L WINPIGLER 5321 REELS MILL ROAD FREDERICK, MD 21701	DIRECTOR 1	0		
MR CHARLES F TRUNK 3RD 407 PEARSON BOULEVARD FREDERICK, MD 217023395	SECRETARY & DIRECTOR 1	0		
MRS PAMELA I MARTIN 3808 BASFORD ROAD FREDERICK, MD 217037830	PRESIDENT & DIRECTOR 1	0		
MRS AMANDA I BAUGHER 3788 BASFORD ROAD FREDERICK, MD 21703	DIRECTOR 1	0		

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

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	Contributions to employee benefit plans and deferred (d) compensation	Expense account, (e) other allowances
NONE				
Total number of other employees paid over \$50,000				

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

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.

1	Expenses
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

1	Amount
2	
All other program-related investments. See instructions	
3	
Total. Add lines 1 through 3 ►	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	3,619,514
b	Average of monthly cash balances.	1b	0
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	3,619,514
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	3,619,514
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	54,293
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,565,221
6	Minimum investment return. Enter 5% of line 5.	6	178,261

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

1	Minimum investment return from Part X, line 6.	1	178,261
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	1,520
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,520
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	176,741
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	176,741
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	176,741

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	181,583
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	181,583
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	1,520
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	180,063
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				176,741
2 Undistributed income, if any, as of the end of 2016			0	
a Enter amount for 2015 only.			0	
b Total for prior years 2014, 2013, 2012		0		
3 Excess distributions carryover, if any, to 2016				
a From 2011.	4,773			
b From 2012.	5,677			
c From 2013.	12,832			
d From 2014.	0			
e From 2015.	15,599			
f Total of lines 3a through e.	38,881			
4 Qualifying distributions for 2016 from Part XII, line 4 ► \$ 181,583			0	
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.				176,741
e Remaining amount distributed out of corpus	4,842			
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	43,723			
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)	4,773			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a.	38,950			
10 Analysis of line 9				
a Excess from 2012.	5,677			
b Excess from 2013.	12,832			
c Excess from 2014.	0			
d Excess from 2015.	15,599			
e Excess from 2016.	4,842			

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 <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 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				
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))

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

CHARLES F TRUNK III SECRETARY D
407 PEARSON BOULEVARD
FREDERICK, MD 217023395
(301) 663-6592

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

BY LETTER ALONG WITH DESCRIPTION OF PURPOSE OF ORGANIZATION

c Any submission deadlines

NOVEMBER 1ST ANNUALLY GRANTS MADE IN DECEMBER

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

GRANTS ARE MADE TO ORGANIZATIONS OPERATING IN FREDERICK COUNTY, MD AND TO McDANIEL COLLEGE, WESTMINSTER, MD

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments.					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities.			14	80,800	
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	86,289	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a <u>FEDERAL TAX REFUND</u>			14	3,546	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e).				170,635	
13 Total Add line 12, columns (b), (d), and (e).			13		170,635

(See worksheet in line 13 instructions to verify calculations)

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

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

(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.)
80 SVB FINANCIAL GROUP			2016-01-19
1540 HUNTINGTON BANCSHARES INC			2016-01-27
75 APPLE INC			2016-01-28
130 TOTAL SYSTEMS SERVICES INC			2016-01-28
65 TOTAL SYSTEMS SERVICES INC			2016-01-29
55 BOEING CO		2012-07-30	2016-02-04
110 INVESTCO LTD ISIN BMG491BT1088 SEDOL B28XP76		2014-09-22	2016-02-04
57 INVESTCO LTD ISIN BMG491BT1088 SEDOL B28XP76		2014-09-22	2016-02-05
18 INVESTCO LTD ISIN BMG491BT1088 SEDOL B28XP76		2014-09-22	2016-02-08
35 CONSTELLATION BRANDS INC CL A		2014-07-09	2016-02-09

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

(e) Gross sales price	Depreciation allowed (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
7,692		11,273	-3,581
12,787		15,545	-2,758
7,042		6,102	940
4,957		5,424	-467
2,540		2,722	-182
6,810		4,134	2,676
3,092		4,468	-1,376
1,543		2,315	-772
464		731	-267
4,785		3,160	1,625

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			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	Adjusted basis	Excess of col (i) over col (j), if any	
			-3,581
			-2,758
			940
			-467
			-182
			2,676
			-1,376
			-772
			-267
			1,625

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

(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.)
175 MONDELEZ INTERNATIONAL		2015-08-05	2016-02-09
110 AMERIPRISE FINANCIAL INC		2014-06-20	2016-02-11
75 JONES LANG LASALLE INC			2016-02-11
135 VALERO ENERGY CORP NEW COM			2016-02-12
29 APARTMENT INV & MGMT CO CL A REIT		2015-01-26	2016-02-23
70 APARTMENT INV & MGMT CO CL A REIT		2015-01-26	2016-02-23
130 VALERO ENERGY CORP NEW COM			2016-02-23
186 APARTMENT INV & MGMT CO CL A REIT			2016-02-24
160 REYNOLDS AMERICAN INC		2014-10-10	2016-02-26
15 AT&T INC		2015-07-30	2016-03-04

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 (h) plus (f) minus (g)	(h) (e) plus (f) minus (g)
6,445		8,133	-1,688
8,431		13,100	-4,669
7,427		12,045	-4,618
7,765		8,110	-345
1,062		1,186	-124
2,532		2,862	-330
7,509		8,665	-1,156
6,668		7,596	-928
8,042		4,798	3,244
567		522	45

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			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			-1,688
			-4,669
			-4,618
			-345
			-124
			-330
			-1,156
			-928
			3,244
			45

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

(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.)
5 AETNA INC NEW		2013-05-31	2016-03-04
5 ALASKA AIR GROUP INC		2014-12-12	2016-03-04
10 AMERICAN ELECTRIC POWER INC		2015-10-14	2016-03-04
10 AMERICAN WATER WORKS CO INC		2014-06-23	2016-03-04
5 AMGEN INC		2013-12-13	2016-03-04
20 AMTRUST FINANCIAL SERVICES		2016-01-27	2016-03-04
5 APTARGROUP INC		2015-11-13	2016-03-04
10 CDW CORP/DE		2014-07-09	2016-03-04
10 CVS CAREMARK CORP		2013-05-14	2016-03-04
5 CARNIVAL CORP SEDOL 2523044		2015-11-13	2016-03-04

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
542		307	235
386		281	105
625		582	43
675		484	191
729		560	169
514		567	-53
378		356	22
408		320	88
992		596	396
240		259	-19

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			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			235
			105
			43
			191
			169
			-53
			22
			88
			396
			-19

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

(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.)
5 CHEVRON CORPORATION		2013-02-26	2016-03-04
10 CINCINNATI FINANCIAL CORP		2016-02-23	2016-03-04
30 CISCO SYS INC COM		2012-10-11	2016-03-04
5 COMCAST CORPORATION CL A		2011-10-13	2016-03-04
15 D R HORTON INC		2015-08-05	2016-03-04
5 DISNEY WALT CO		2012-07-13	2016-03-04
15 DOW CHEMICAL CO		2015-04-28	2016-03-04
5 EQUIFAX INC		2015-05-21	2016-03-04
5 EXTRA SPACE STORAGE INC		2013-10-11	2016-03-04
75 EXTRA SPACE STORAGE INC		2013-10-11	2016-03-04

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 (h) plus expense of sale	(h) (e) plus (f) minus (g)
437		575	-138
643		628	15
800		552	248
297		118	179
424		432	-8
490		241	249
752		752	
537		499	38
419		237	182
6,297		3,555	2,742

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			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			-138
			15
			248
			179
			-8
			249
			38
			182
			2,742

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

(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.)
20 EXXON MOBIL CORP			2016-03-04
10 FOOT LOCKER INC		2014-03-13	2016-03-04
30 GENERAL ELEC CO COM		2010-05-03	2016-03-04
5 HONEYWELL INTL INC		2015-02-05	2016-03-04
10 HORMEL FOODS CORP		2016-02-09	2016-03-04
25 INTEL CORP		2015-10-22	2016-03-04
25 J P MORGAN CHASE & CO COM		2009-04-17	2016-03-04
10 JOHNSON & JOHNSON COM		2012-11-30	2016-03-04
10 KROGER CO		2014-07-09	2016-03-04
5 L BRANDS INC		2014-10-15	2016-03-04

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 (h) plus (e) minus (f)	(h) plus (f) minus (g)
1,649		1,657	-8
628		459	169
911		579	332
538		510	28
439		413	26
764		858	-94
1,495		840	655
1,062		697	365
368		246	122
437		330	107

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			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			-8
			169
			332
			28
			26
			-94
			655
			365
			122
			107

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

(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.)
5 LAM RESEARCH CORP		2016-01-28	2016-03-04
10 LINCOLN NATIONAL CORP		2013-04-26	2016-03-04
116 LINCOLN NATIONAL CORP		2013-04-26	2016-03-04
4 LINCOLN NATIONAL CORP		2013-04-26	2016-03-04
15 MICROSOFT CORP		2015-11-30	2016-03-04
5 NORTHROP GRUMMAN CORPORATION		2015-01-29	2016-03-04
5 PPG INDUS INC COM		2015-03-05	2016-03-04
2827 521 PNC TOTAL RETURN ADVANTAGE FUND CLASS I		2014-03-17	2016-03-04
40 PFIZER INC COM		2012-08-07	2016-03-04
10 PRINCIPAL FINANCIAL GROUP COM		2014-08-06	2016-03-04

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 (h) plus expense of sale	(h) (e) plus (f) minus (g)
369		348	21
393		332	61
4,588		3,856	732
160		133	27
777		816	-39
951		786	165
511		588	-77
30,000		30,537	-537
1,186		954	232
391		499	-108

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			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			21
			61
			732
			27
			-39
			165
			-77
			-537
			232
			-108

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

(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.)
5 PRUDENTIAL FINANCIAL INC COM		2015-09-10	2016-03-04
5 PUBLIC STORAGE INC		2015-03-11	2016-03-04
5 RAYTHEON COMPANY		2015-12-03	2016-03-04
10 REYNOLDS AMERICAN INC		2014-10-10	2016-03-04
10 SCHLUMBERGER LTD COM		2014-04-01	2016-03-04
5 SIMON PROPERTY GROUP INC		2016-02-11	2016-03-04
5 TEVA PHARMA INDs ADR 1 ADR REPRESENTS 10 SHS		2015-09-04	2016-03-04
15 TOTAL FINA S A		2015-08-14	2016-03-04
10 THE TRAVELERS COS INC		2014-04-29	2016-03-04
5 TYSON FDS INC COM		2016-02-26	2016-03-04

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 (h) plus expense of sale	(h) (e) plus (f) minus (g)
356		395	-39
1,243		931	312
625		616	9
517		300	217
744		744	
991		907	84
279		317	-38
706		706	
1,103		907	196
323		328	-5

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			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			-39
			312
			9
			217
			84
			-38
			196
			-5

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

(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.)
10 VERIZON COMMUNICATIONS COM		2015-05-08	2016-03-04
15 WEC ENERGY GROUP INC		2009-03-05	2016-03-04
25 WELLS FARGO & CO NEW COM		2009-04-22	2016-03-04
5 WYNDHAM WORLDWIDE CORP		2011-06-28	2016-03-04
15 XCEL ENERGY INC COM		2015-02-26	2016-03-04
5 AMDOCS LIMITED ISIN BG0022569080		2015-03-30	2016-03-04
5 TE CONNECTIVITY LTD SEDOL B62B7C3 ISIN CH0102993182		2014-01-27	2016-03-04
5 MYLAN N.V.		2016-01-28	2016-03-04
140 GENERAL ELEC CO COM			2016-03-08
20 NORTHROP GRUMMAN CORPORATION		2015-01-29	2016-03-08

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 (h) plus expense of sale	(h) (e) plus (f) minus (g)
516		502	14
854		276	578
1,253		493	760
379		167	212
599		532	67
283		273	10
300		288	12
223		253	-30
4,207		2,985	1,222
3,740		3,142	598

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			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			14
			578
			760
			212
			67
			10
			12
			-30
			1,222
			598

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

(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.)
110 D R HORTON INC		2015-08-05	2016-03-18
160 PFIZER INC COM			2016-03-18
40 FOOT LOCKER INC		2014-03-13	2016-04-14
4 L BRANDS INC		2014-10-15	2016-04-14
96 L BRANDS INC			2016-04-14
1 211 TOUCHSTONE SANDS CAPITAL SELECT GROWTH FD CLASS Y		2014-12-12	2016-04-15
6 632 TOUCHSTONE SANDS CAPITAL SELECT GROWTH FD CLASS Y		2015-12-14	2016-04-15
6402 031 TOUCHSTONE SANDS CAPITAL SELECT GROWTH FD CLASS Y			2016-04-15
577 886 TOUCHSTONE SANDS CAPITAL SELECT GROWTH FD CLASS Y		2015-12-14	2016-04-15
46 EXTRA SPACE STORAGE INC			2016-04-21

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

(e) Gross sales price	Depreciation allowed (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
3,335		3,171	164
4,716		3,817	899
2,460		1,834	626
321		264	57
7,744		6,336	1,408
19		22	-3
104		111	-7
100,128		120,361	-20,233
9,038		9,697	-659
3,932		2,320	1,612

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			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			164
			899
			626
			57
			1,408
			-3
			-7
			-20,233
			-659
			1,612

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

(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.)
4 EXTRA SPACE STORAGE INC		2014-12-03	2016-04-21
245 GENERAL ELEC CO COM		2012-10-11	2016-04-21
24 PFIZER INC COM		2015-10-22	2016-04-21
81 PFIZER INC COM		2012-08-07	2016-04-21
80 MICROSOFT CORP			2016-04-27
35 THE TRAVELERS COS INC		2014-04-29	2016-04-27
60 APTARGROUP INC			2016-05-03
210 PRINCIPAL FINANCIAL GROUP COM			2016-05-03
50 EVEREST RE GROUP LTD		2016-03-04	2016-05-03
25 APTARGROUP INC			2016-05-04

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
348		240	108
7,582		5,547	2,035
796		796	
2,687		1,933	754
4,067		4,361	-294
3,827		3,176	651
4,553		4,286	267
8,748		10,809	-2,061
9,240		9,637	-397
1,888		1,805	83

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			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			108
			2,035
			754
			-294
			651
			267
			-2,061
			-397
			83

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

(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.)
395 CISCO SYS INC COM			2016-05-04
90 MICROSOFT CORP			2016-05-04
70 DISNEY WALT CO			2016-05-13
66 LINCOLN NATIONAL CORP		2013-04-26	2016-05-23
30 PUBLIC STORAGE INC		2015-03-11	2016-05-23
19 THE TRAVELERS COS INC		2014-04-29	2016-05-23
91 THE TRAVELERS COS INC		2014-04-29	2016-05-23
25 THE TRAVELERS COS INC		2016-01-19	2016-05-23
119 LINCOLN NATIONAL CORP			2016-05-24
225 HORMEL FOODS CORP		2016-02-09	2016-06-06

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 (h) plus expense of sale	(h) (e) plus (f) minus (g)
10,418		7,556	2,862
4,488		4,965	-477
7,053		5,052	2,001
2,929		2,194	735
7,569		5,588	1,981
2,122		1,724	398
10,144		8,257	1,887
2,787		2,645	142
5,367		4,704	663
7,652		9,281	-1,629

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	(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) FMV as of 12/31/69	Adjusted basis	Excess of col (i) over col (j), if any	
			2,862
			-477
			2,001
			735
			1,981
			398
			1,887
			142
			663
			-1,629

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

(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.)
15 HORMEL FOODS CORP		2016-02-09	2016-06-06
110 TEVA PHARMA INDS ADR 1 ADR REPRESENTS 10 SHS		2015-09-04	2016-06-08
27 MYLAN N V		2016-01-28	2016-06-08
113 MYLAN N V		2016-01-28	2016-06-08
24 ALASKA AIR GROUP INC		2014-12-12	2016-06-15
47 ALASKA AIR GROUP INC		2014-12-12	2016-06-15
16 ALASKA AIR GROUP INC		2014-12-12	2016-06-16
37 ALASKA AIR GROUP INC		2014-12-12	2016-06-17
11 ALASKA AIR GROUP INC		2014-12-12	2016-06-20
81 FOOT LOCKER INC		2014-03-13	2016-06-30

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
512		619	-107
5,922		6,979	-1,057
1,264		1,367	-103
5,255		5,720	-465
1,486		1,348	138
2,898		2,639	259
966		898	68
2,215		2,078	137
658		618	40
4,450		3,714	736

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			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			-107
			-1,057
			-103
			-465
			138
			259
			68
			137
			40
			736

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

(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.)
7 FOOT LOCKER INC		2014-03-13	2016-06-30
27 FOOT LOCKER INC		2014-03-13	2016-07-01
160 DOW CHEMICAL CO			2016-07-08
110 PRUDENTIAL FINANCIAL INC COM		2015-09-10	2016-07-08
90 AETNA INC NEW		2013-05-31	2016-07-12
20 AMERICAN WATER WORKS CO INC		2014-06-23	2016-07-13
110 MICROSOFT CORP			2016-07-13
1 SPRINT NEXTEL CORP 852061100		2001-01-01	2016-07-19
1 PFIZER INC 717081103		2001-01-01	2016-07-19
115 TE CONNECTIVITY LTD SEDOL B62B7C3 ISIN CH0102993182			2016-07-19

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

(e) Gross sales price	Depreciation allowed (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
385		321	64
1,482		1,238	244
7,811		8,256	-445
7,816		8,689	-873
10,409		5,525	4,884
1,639		968	671
5,898		6,086	-188
48		25	23
203		25	178
6,836		6,696	140

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			
(i) FMV as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
			64
			244
			-445
			-873
			4,884
			671
			-188
			23
			178
			140

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

(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.)
85 EXTRA SPACE STORAGE INC		2014-12-03	2016-07-29
65 CIGNA CORP		2015-01-09	2016-08-01
50 AMERICAN WATER WORKS CO INC			2016-08-12
93 CELANESE CORP-SERIES A		2016-05-03	2016-08-12
12 CELANESE CORP-SERIES A		2016-05-03	2016-08-12
95 XCEL ENERGY INC COM		2015-02-26	2016-08-12
140 EXXON MOBIL CORP		2012-07-06	2016-08-17
220 REYNOLDS AMERICAN INC		2014-10-10	2016-08-22
185 WELLS FARGO & CO NEW COM		2009-04-22	2016-08-23
7811 105 EATON VANCE FLOATING RATE FUND CLASS I			2016-08-25

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

(e) Gross sales price	Depreciation allowed (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
7,333		5,109	2,224
8,239		7,047	1,192
3,891		2,423	1,468
6,104		6,590	-486
795		850	-55
4,068		3,368	700
12,313		11,843	470
11,117		6,598	4,519
8,961		3,647	5,314
68,425		65,000	3,425

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			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			2,224
			1,192
			1,468
			-486
			-55
			700
			470
			4,519
			5,314
			3,425

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

(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.)
75 DOLLAR GENERAL CORP		2016-06-30	2016-09-01
220 KROGER CO			2016-09-14
145 D R HORTON INC			2016-09-27
105 D R HORTON INC		2015-10-14	2016-09-27
20 AMGEN INC		2013-12-13	2016-09-30
105 WYNDHAM WORLDWIDE CORP			2016-09-30
138 WELLS FARGO & CO NEW COM		2009-04-22	2016-10-04
20 WELLS FARGO & CO NEW COM		2009-04-22	2016-10-04
12 WELLS FARGO & CO NEW COM		2012-07-25	2016-10-04
170 CVS CAREMARK CORP		2013-05-14	2016-10-10

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

(e) Gross sales price	Depreciation allowed (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
5,536		7,038	-1,502
6,781		5,451	1,330
4,358		4,185	173
3,156		3,067	89
3,339		2,239	1,100
7,057		6,196	861
6,040		2,720	3,320
875		394	481
525		398	127
14,749		10,129	4,620

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			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			-1,502
			1,330
			173
			89
			1,100
			861
			3,320
			481
			127
			4,620

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

(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.)
40 HONEYWELL INTL INC		2015-02-05	2016-10-10
150 WEC ENERGY GROUP INC		2009-03-05	2016-10-10
2 ADVANSIX INC - W/I		2015-02-05	2016-10-17
44 PPG IND'S INC COM		2015-03-05	2016-10-20
36 PPG IND'S INC COM		2015-03-05	2016-10-20
40 PUBLIC STORAGE INC			2016-10-27
4 ADVANSIX INC - W/I			2016-10-28
65 AMGEN INC			2016-11-01
65 AMERICAN ELECTRIC POWER INC			2016-11-10
90 EXXON MOBIL CORP			2016-11-10

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
4,271		4,056	215
8,588		2,765	5,823
3		3	
4,101		5,176	-1,075
3,335		4,235	-900
8,097		8,209	-112
63		58	5
9,143		7,959	1,184
3,862		3,787	75
7,859		8,161	-302

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			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			215
			5,823
			-1,075
			-900
			-112
			5
			1,184
			75
			-302

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

(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.)
20 SIMON PROPERTY GROUP INC		2016-02-11	2016-11-10
195 NEWMONT MINING CORPORATION(NEW)		2016-10-20	2016-11-17
45 EXXON MOBIL CORP		2014-11-18	2016-11-28
8 TELEFLEX INC		2016-09-30	2016-11-28
4 TELEFLEX INC		2016-09-30	2016-11-28
100 TOTAL FINA S A		2015-08-14	2016-11-28
48 TELEFLEX INC		2016-09-30	2016-11-29
230 AMTRUST FINANCIAL SERVICES			2016-12-01
167 AMTRUST FINANCIAL SERVICES		2016-01-28	2016-12-01
3 AMTRUST FINANCIAL SERVICES		2016-01-28	2016-12-01

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 (h) plus expense of sale	(h) (e) plus (f) minus (g)
3,653		3,628	25
6,409		7,183	-774
3,899		4,279	-380
1,205		1,339	-134
602		670	-68
4,645		4,916	-271
7,212		8,034	-822
5,924		6,532	-608
4,289		4,756	-467
77		85	-8

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			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			25
			-774
			-380
			-134
			-68
			-271
			-822
			-608
			-467
			-8

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

(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.)
50 CINCINNATI FINANCIAL CORP		2016-02-23	2016-12-21
70 J P MORGAN CHASE & CO COM		2009-04-17	2016-12-21
42573 321 PNC TOTAL RETURN ADVANTAGE FUND CLASS I			2016-12-21
666 914 T ROWE PRICE GROWTH STOCK FUND		2014-03-17	2016-12-21
135 AT&T INC		2015-07-30	2016-12-22
115 ABBOTT LABORATORIES INC			2016-12-22
50 AMERICAN ELECTRIC POWER INC			2016-12-22
75 AMERICAN WATER WORKS CO INC			2016-12-22
100 BP PLC SPONSORED ADR		2016-06-08	2016-12-22
535 BANK OF AMERICA CORP			2016-12-22

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 (h) plus (f) minus (g)	(h) (e) plus (f) minus (g)
3,824		3,141	683
6,052		2,352	3,700
450,000		458,976	-8,976
36,000		35,920	80
5,757		4,698	1,059
4,407		4,477	-70
3,157		2,930	227
5,428		3,655	1,773
3,705		3,340	365
12,066		10,992	1,074

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			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	Adjusted basis	Excess of col (i) over col (j), if any	
			683
			3,700
			-8,976
			80
			1,059
			-70
			227
			1,773
			365
			1,074

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

(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.)
120 BANK NEW YORK MELLON CORP COM		2016-04-27	2016-12-22
75 BERRY GLOBAL GROUP INC			2016-12-22
100 CDW CORP/DE			2016-12-22
35 CARLISLE COMPANIES INC			2016-12-22
95 CARNIVAL CORP SEDOL 2523044		2015-11-13	2016-12-22
60 CHEVRON CORPORATION			2016-12-22
55 CINCINNATI FINANCIAL CORP		2016-02-23	2016-12-22
120 CISCO SYS INC COM		2013-03-18	2016-12-22
180 CITIZENS FINANCIAL GROUP		2016-10-04	2016-12-22
65 COMCAST CORPORATION CL A		2011-10-13	2016-12-22

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

(e) Gross sales price	Depreciation allowed (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
5,718		4,956	762
3,757		3,203	554
5,198		3,192	2,006
3,891		3,276	615
4,951		4,912	39
7,120		6,938	182
4,184		3,455	729
3,645		2,616	1,029
6,484		4,503	1,981
4,585		1,530	3,055

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			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			762
			554
			2,006
			615
			39
			182
			729
			1,029
			1,981
			3,055

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

(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.)
25 CONSTELLATION BRANDS INC CL A		2014-07-09	2016-12-22
35 DTE ENERGY CO		2016-08-12	2016-12-22
115 DEVON ENERGY CORP NEW		2016-08-17	2016-12-22
35 DIAMOND BACK ENERGY INC		2016-11-28	2016-12-22
95 DISCOVER FINANCIAL W/I		2016-05-03	2016-12-22
75 DOW CHEMICAL CO			2016-12-22
35 EQUIFAX INC			2016-12-22
65 EXXON MOBIL CORP			2016-12-22
25 GENERAL DYNAMICS CORP		2015-05-21	2016-12-22
110 GENERAL ELEC CO COM			2016-12-22

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

(e) Gross sales price	Depreciation allowed (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
3,702		2,257	1,445
3,446		3,378	68
5,387		4,961	426
3,601		3,415	186
6,865		5,268	1,597
4,398		3,658	740
4,149		3,498	651
5,893		5,358	535
4,371		3,514	857
3,504		2,493	1,011

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			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			1,445
			68
			426
			186
			1,597
			740
			651
			535
			857
			1,011

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

(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.)
25 HOME DEPOT INC COM		2016-05-13	2016-12-22
30 HONEYWELL INTL INC		2015-02-05	2016-12-22
30 ILLINOIS TOOL WORKS INC COM			2016-12-22
30 INGREDION INC		2016-10-10	2016-12-22
250 INTEL CORP		2015-10-22	2016-12-22
195 J P MORGAN CHASE & CO COM			2016-12-22
95 JOHNSON & JOHNSON COM		2012-11-30	2016-12-22
220 KEYCORP NEW		2016-11-10	2016-12-22
60 KRAFT HEINZ CO/THE		2016-08-22	2016-12-22
45 LAM RESEARCH CORP		2016-01-28	2016-12-22

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 (h) plus (e) minus (f)	(h) plus (g)
3,392		3,348	44
3,507		3,042	465
3,738		3,163	575
3,790		4,039	-249
9,205		8,582	623
16,932		7,883	9,049
10,957		6,626	4,331
4,036		3,472	564
5,207		5,401	-194
4,835		3,130	1,705

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			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			44
			465
			575
			-249
			623
			9,049
			4,331
			564
			-194
			1,705

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

(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.)
75 MARSH & MCLENNAN COMPANIES INC		2016-05-23	2016-12-22
70 MERCK & CO INC		2016-11-01	2016-12-22
160 MORGAN STANLEY		2016-10-10	2016-12-22
85 NORTHERN TRUST CORP			2016-12-22
25 NORTHROP GRUMMAN CORPORATION		2015-01-29	2016-12-22
45 PEPSICO INC COM		2016-06-06	2016-12-22
245 PFIZER INC COM		2015-10-22	2016-12-22
90 PROLOGIS INC		2016-07-29	2016-12-22
40 RAYTHEON COMPANY		2015-12-03	2016-12-22
40 S&P GLOBAL INC			2016-12-22

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 (h) plus expense of sale	(h) (e) plus (f) minus (g)
5,133		4,837	296
4,190		4,143	47
6,884		5,215	1,669
7,608		6,103	1,505
5,843		3,928	1,915
4,726		4,619	107
7,931		8,130	-199
4,651		4,901	-250
5,735		4,919	816
4,401		4,356	45

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			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			296
			47
			1,669
			1,505
			1,915
			107
			-199
			-250
			816
			45

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

(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.)
95 SCHLUMBERGER LTD COM			2016-12-22
50 SCRIPPS NETWORKS INTERAC CL A		2016-03-18	2016-12-22
15 SIMON PROPERTY GROUP INC		2016-02-11	2016-12-22
40 SPECTRUM BRANDS HOLDINGS INC		2016-07-13	2016-12-22
70 STATE STR CORP COM		2016-08-23	2016-12-22
115 SUNTRUST BANKS INC COM		2016-05-23	2016-12-22
55 TEXAS INSTRS INC COM		2016-05-04	2016-12-22
30 THERMO ELECTRON CORP COM			2016-12-22
40 TIME WARNER INC		2016-09-27	2016-12-22
50 TOTAL FINA S A		2015-08-14	2016-12-22

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 (h) plus expense of sale	(h) (e) plus (f) minus (g)
8,170		9,117	-947
3,607		3,290	317
2,631		2,721	-90
4,838		4,678	160
5,535		4,858	677
6,449		4,882	1,567
4,061		3,113	948
4,210		4,606	-396
3,851		3,111	740
2,508		2,458	50

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			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			-947
			317
			-90
			160
			677
			1,567
			948
			-396
			740
			50

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

(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.)
80 TOTAL FINA S A		2016-02-12	2016-12-22
70 TRANSCANADA CORP (HOLDING CO)		2016-10-10	2016-12-22
60 TYSON FDS INC COM		2016-02-26	2016-12-22
20 UNITEDHEALTH GROUP INC COM		2016-11-28	2016-12-22
55 VALERO ENERGY CORP NEW COM		2016-11-10	2016-12-22
80 VERIZON COMMUNICATIONS COM		2015-05-08	2016-12-22
25 VULCAN MATERIALS CO			2016-12-22
55 WEC ENERGY GROUP INC		2009-03-05	2016-12-22
90 WELLS FARGO & CO NEW COM		2012-07-25	2016-12-22
80 XCEL ENERGY INC COM		2015-02-26	2016-12-22

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

(e) Gross sales price	Depreciation allowed (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
4,013		3,432	581
3,226		3,322	-96
3,695		3,936	-241
3,230		3,030	200
3,797		3,468	329
4,289		4,012	277
3,137		3,071	66
3,221		1,014	2,207
5,026		2,983	2,043
3,250		2,836	414

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			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			581
			-96
			-241
			200
			329
			277
			66
			2,207
			2,043
			414

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)
65 AMDOCS LIMITED ISIN BG0022569080		2015-03-30	2016-12-22
30 ACCENTURE PLC CLASS A SEDOL B4BNMY3		2016-05-04	2016-12-22
55 INGERSOLL-RAND PLC SEDOL B633030		2016-06-15	2016-12-22
CAPITAL GAIN 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)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
3,797		3,550	247
3,515		3,409	106
4,203		3,544	659
			10,220

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			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	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			247
			106
			659

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				
FREDERICK CITY MENTAL HLTH ASSOC 506 FAIRVIEW AVENUE FREDERICK, MD 217014119	NONE	PC	GENERAL SUPPORT	5,000
DELAPLAINE ARTS CENTER 407 PEARSON BLVD FREDERICK, MD 21702	NONE	PC	GENERAL SUPPORT	1,500
C BURR ARTZ LIBRARY 110 E PATRICK ST FREDERICK, MD 21701	NONE	PC	GENERAL SUPPORT	15,000
HOOD COLLEGE 401 ROSEMONT AVE FREDERICK, MD 21701	NONE	PC	GENERAL SUPPORT	10,000
FREDERICK MEMORIAL HOSPITAL 400 WEST SEVENTH STREET FREDERICK, MD 21701	NONE	PC	GENERAL SUPPORT	15,000
MOUNT ST MARY'S UNIVERSITY 16300 OLD EMMITSBURG RD EMMITSBURG, MD 21727	NONE	PC	GENERAL SUPPORT	5,000
MCDANIEL COLLEGE 2 COLLEGE HILL WESTMINSTER, MD 21157	NONE	PC	GENERAL SUPPORT	10,000
FREDERICK RESCUE MISSION INC PO BOX 3389 FREDERICK, MD 21705	NONE	PC	GENERAL SUPPORT	5,000
TRINITY UNITED METHODIST CHURCH 705 W PATRICK ST FREDERICK, MD 21701	NONE	PC	GENERAL SUPPORT	2,000
HOSPICE OF FREDERICK COUNTY INC PO BOX 1799 FREDERICK, MD 21701	NONE	PC	GENERAL SUPPORT	10,000
HEARTLY HOUSE INC PO BOX 857 FREDERICK, MD 21705	NONE	PC	GENERAL SUPPORT	6,000
FREDERICK COMMUNITY COLLEGE FDN 7932 OPOSSUMTOWN PIKE FREDERICK, MD 21702	NONE	PC	GENERAL SUPPORT	10,000
RELIGIOUS COALITION FOR EMERGENCY HUMAN NEEDS IN FREDERICK COUNTY 27 DEGRANGE ST FREDERICK, MD 21701	NONE	PC	GENERAL SUPPORT	30,000
ADVOCATES FOR HOMELESS FAMILIES INC 216 ABRECHT PLACE FREDERICK, MD 21701	NONE	PC	GENERAL SUPPORT	5,000
NATIONAL MUSEUM FOR CIVIL WAR MEDICINE INC PO BOX 470 FREDERICK, MD 21705	NONE	PC	GENERAL SUPPORT	7,250
Total ►				180,000
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				
FREDERICK COUNTY 4-H THERAPEUTIC RIDING PROGRAM 11515 ANGLEBERGER RD THURMONT, MD 21788	NONE	PC	GENERAL SUPPORT	1,500
HOMEWOOD FOUNDATION INC 16107 ELLIOT PKWY WILLIAMSPORT, MD 21795	NONE	PC	GENERAL SUPPORT	5,250
HISTORICAL SOCIETY OF FREDERICK COUNTY INC 24 E CHURCH ST FREDERICK, MD 21701	NONE	PC	GENERAL SUPPORT	4,500
ARC OF FREDERICK COUNTY INC 620-A RESEARCH COURT FREDERICK, MD 21703	NONE	PC	GENERAL SUPPORT	2,000
MISSION OF MERCY 22 SOUTH MARKET ST FREDERICK, MD 21701	NONE	PC	GENERAL SUPPORT	10,000
FREDERICK CITY SOUP KITCHEN 14 EAST ALL SAINTS ST FREDERICK, ME 21701	NONE	PC	GENERAL SUPPORT	20,000
Total				180,000
3a				

TY 2016 Investments - Other Schedule

Name: G FRANK THOMAS FOUNDATION INC

EIN: 52-6039803

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MUTUAL FUNDS - EQUITIES	AT COST	1,536,386	1,641,581
MUTUAL FUNDS - FIXED	AT COST	1,304,307	1,283,023

TY 2016 Other Decreases Schedule

Name: G FRANK THOMAS FOUNDATION INC

EIN: 52-6039803

Description	Amount
ROUNDING ADJ FOR SALES AND TRANSACTIONS	14
WASH SALES ADJUSTEMENT	300

TY 2016 Other Expenses Schedule

Name: G FRANK THOMAS FOUNDATION INC
EIN: 52-6039803

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LIABILITY INSURANCE FEES	1,583	0		1,583
ADR SERVICE FEES	2	2		0

TY 2016 Other Income Schedule

Name: G FRANK THOMAS FOUNDATION INC**EIN:** 52-6039803

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
FEDERAL TAX REFUND FROM PRIOR YEAR	3,546	0	

TY 2016 Other Professional Fees Schedule

Name: G FRANK THOMAS FOUNDATION INC

EIN: 52-6039803

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PNC AGENT FOR TRUSTEE FEES	14,460	14,460		

TY 2016 Taxes Schedule

Name: G FRANK THOMAS FOUNDATION INC
EIN: 52-6039803

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	275	275		0
FEDERAL ESTIMATES - PRINCIPAL	1,176	0		0
FOREIGN TAXES ON QUALIFIED FOR	297	297		0
FOREIGN TAXES ON NONQUALIFIED	42	42		0