

Form 990-PF

Department of the Treasury
Internal Revenue Service

EXTENDED TO NOVEMBER 15, 2018

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.
Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No. 1545-0052

2017

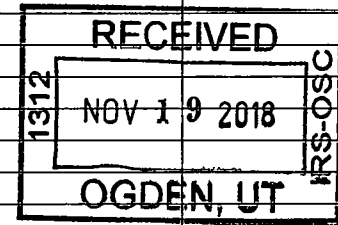
Open to Public Inspection

For calendar year 2017 or tax year beginning

, and ending

Name of foundation THE ISAAC & LEAH M. POTTS FOUNDATION, INC		A Employer identification number 52-0794606
Number and street (or P.O. box number if mail is not delivered to street address) 405 CEDAR GROVE ROAD	Room/suite	B Telephone number 410-327-2112
City or town, state or province, country, and ZIP or foreign postal code EDGEWATER, MD 21037		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input checked="" type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1,226,345.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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		1,000.		N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		26.	26.		STATEMENT 1
4 Dividends and interest from securities		28,153.	27,603.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		41,741.			
b Gross sales price for all assets on line 6a		237,752.			
7 Capital gain net income (from Part IV, line 2)			41,741.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income		323.	323.		STATEMENT 3
12 Total. Add lines 1 through 11		71,243.	69,693.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 4		2,500.	2,500.		0.
c Other professional fees STMT 5		8,063.	8,063.		0.
17 Interest					
18 Taxes STMT 6		245.	245.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		360.	360.		0.
22 Printing and publications					
23 Other expenses STMT 7		319.	319.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		11,487.	11,487.		0.
25 Contributions, gifts, grants paid		56,850.			56,850.
26 Total expenses and disbursements. Add lines 24 and 25		68,337.	11,487.		56,850.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		2,906.			
b Net investment income (if negative, enter -0-)			58,206.		
c Adjusted net income (if negative, enter -0-)				N/A	



SCANNED JAN 31 2019

Operating and Administrative Expenses

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			
	2 Savings and temporary cash investments	83,427.	66,873.	66,873.
	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 STMT 8	30,648.	29,634.	29,274.
	b Investments - corporate stock STMT 9	661,350.	672,936.	840,285.
	c Investments - corporate bonds STMT 10	61,785.	60,470.	60,169.
	Liabilities	11 Investments - land, buildings, and equipment basis ▶		
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 11		205,865.	216,068.	229,744.
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)		1,043,075.	1,045,981.	1,226,345.
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	500.	500.		
22 Other liabilities (describe ▶)				
23 Total liabilities (add lines 17 through 22)	500.	500.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26, and lines 30 and 31 ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31 ▶ <input checked="" type="checkbox"/>			
	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	1,042,575.	1,045,481.	
30 Total net assets or fund balances	1,042,575.	1,045,481.		
31 Total liabilities and net assets/fund balances	1,043,075.	1,045,981.		

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	1,042,575.
2 Enter amount from Part I, line 27a	2	2,906.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	1,045,481.
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	1,045,481.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, 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 237,752.		196,011.	41,741.

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	(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			41,741.

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	41,741.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6).	<div> <div>If gain, also enter in Part I, line 8, column (c).</div> <div>If (loss), enter -0- in Part I, line 8</div> </div>	3	N/A

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

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

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

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

☐ Yes ☒ No

If "Yes," the foundation doesn't 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))
2016	58,386.	1,126,859.	.051813
2015	57,705.	1,160,765.	.049713
2014	56,843.	1,201,599.	.047306
2013	56,211.	1,158,461.	.048522
2012	49,114.	1,108,207.	.044318

2 Total of line 1, column (d)	2	.241672
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	.048334
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	1,189,650.
5 Multiply line 4 by line 3	5	57,501.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	582.
7 Add lines 5 and 6	7	58,083.
8 Enter qualifying distributions from Part XII, line 4	8	56,850.

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. 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 type="checkbox"/> and enter 1% of Part I, line 27b		1	1,164.
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	1,164.
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	1,164.
6 Credits/Payments:			
a 2017 estimated tax payments and 2016 overpayment credited to 2017	6a	1,217.	
b Exempt foreign organizations - tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6c	0.	
d Backup withholding erroneously withheld	6d	0.	
7 Total credits and payments. Add lines 6a through 6d	7	1,217.	
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	53.	
11 Enter the amount of line 10 to be: Credited to 2018 estimated tax <input type="checkbox"/> 53. Refunded <input type="checkbox"/>	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 the 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 <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 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.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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?	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	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions. <input type="checkbox"/> 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	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 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		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	11	X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions	12	X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X
14 The books are in care of ► <u>RUTH POTTS</u> Telephone no. ► <u>410-327-2112</u> Located at ► <u>405 CEDAR GROVE ROAD, EDGEWATER, MD</u> ZIP+4 ► <u>21037</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 ► <u>15</u> <u>N/A</u>		
16 At any time during calendar year 2017, 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 ►	16	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? <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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" 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 ► <input type="checkbox"/>	1b	X
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 2017?	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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <u>N/A</u> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No b If "Yes," did it have excess business holdings in 2017 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 2017.) <u>N/A</u>	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?	4b	X

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

	Yes	No
5a During the year, did the foundation pay or incur any amount to:		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<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	N/A	5b
Organizations relying on a current notice regarding disaster assistance, check here	<input checked="" type="checkbox"/>	
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	
If "Yes," attach the statement required by Regulations section 53.4945-5(d).	<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?		6b <input checked="" type="checkbox"/>
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?	<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?	N/A	7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, and 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 12		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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
All other program-related investments. See instructions	
3	

Total. Add lines 1 through 3

0.

Form 990-PF (2017)

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	1,104,464.
b	Average of monthly cash balances	1b	103,302.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,207,766.
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	1,207,766.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	18,116.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,189,650.
6	Minimum investment return. Enter 5% of line 5	6	59,483.

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	59,483.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	1,164.
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,164.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	58,319.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	58,319.
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	58,319.

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	56,850.
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	56,850.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	56,850.

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				58,319.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			28,665.	
b Total for prior years.		0.		
3 Excess distributions carryover, if any, to 2017:				
a From 2012				
b From 2013				
c From 2014				
d From 2015				
e From 2016				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2017 from Part XII, line 4: ► \$ 56,850.				
a Applied to 2016, but not more than line 2a			28,665.	
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 2017 distributable amount				28,185.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2017 (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	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2016. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				30,134.
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 2012 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2018 Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2013				
b Excess from 2014				
c Excess from 2015				
d Excess from 2016				
e Excess from 2017				

N/A

▶

☐ 4942(1)(3) or ☒ 4942(1)(5)

b 85% of line 2a

d Amounts included in line 2c not used directly for active conduct of exempt activities

Subtract line 2d from line 2c

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(i)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

a The name, address, and telephone number or email address of the person to whom applications should be addressed:

RUTH POTTS, 410-327-2112

405 CEDAR GROVE ROAD, EDGEWATER, MD 21037

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

REQUEST BY LETTER INCLUDING NON PROFIT STATUS DETERMINATION LETTER

c Any submission deadlines:

NO SUBMISSION DEADLINES

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

NO RESTRICTIONS ON AWARDS

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ALEPH-BET JEWISH DAY SCHOOL SPA ROAD AND HILLTOP LANE ANNAPOLIS, MD 21401	NONE	PC	GENERAL SUPPORT	1,000.
AMERICAN FRIENDS - MAGEN DAVID ADOM 352 SEVENTH AVE., STE 400 NEW YORK, NY 10001	NONE	PC	GENERAL SUPPORT	500.
AMERICAN FRIENDS OF MEVAKSHEI DERECH C/O MRS. VICKI GOLDWYN 8076 TEAHEN ROAD BRIGHTON, MI 48116	NONE	PC	GENERAL SUPPORT	500.
AMERICAN HEBREW ACADEMY 4334 HOBBS RD. GREENSBORO, NC 27410	NONE	PC	GENERAL SUPPORT	500.
AMERICAN VISIONARY ART MUSEUM 800 KEY HIGHWAY BALTIMORE, MD 21230	NONE	PC	GENERAL SUPPORT	500.
Total			SEE CONTINUATION SHEET(S)	56,850.
b Approved for future payment				
NONE				
Total				0.

THE ISAAC & LEAH M.POTTS FOUNDATION, INC

52-0794606

PAGE 1 OF 2

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	MORGAN STANLEY # 124535	P		12/31/17
b	MORGAN STANLEY # 124535	P		12/31/17
c	MORGAN STANLEY # 124535	P		12/31/17
d	MORGAN STANLEY # 099980	P		12/31/17
e	MORGAN STANLEY # 099980	P		12/31/17
f	MORGAN STANLEY # 099980	P		12/31/17
g	MORGAN STANLEY # 099980	P		12/31/17
h	MORGAN STANLEY SPECTRUM STRATEGIC K-1	P		12/31/17
i	MORGAN STANLEY SPECTRUM STRATEGIC SALE	P		12/31/17
j	MORGAN STANLEY SPECTRUM TECHNICAL K-1	P		12/31/17
k	MORGAN STANLEY SPECTRUM TECHNICAL K-1	P		12/31/17
l	MORGAN STANLEY SPECTRUM TECHNICAL SALE	P		12/31/17
m	CERES TACTIAL CURRENCY SALE	P		12/31/17
n	WELLS FARGO	P		12/31/17
o	WELLS FARGO	P		12/31/17

(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	18,312.	15,793.	2,519.
b	34,897.	27,278.	7,619.
c	43,408.	31,171.	12,237.
d	57,267.	58,657.	-1,390.
e	6,635.	6,737.	-102.
f	52,787.	44,636.	8,151.
g	1,721.	1,722.	-1.
h	2.		2.
i	1,448.	1,519.	-71.
j	12.		12.
k	5.		5.
l	3,778.	3,966.	-188.
m	1,987.	2,118.	-131.
n	53.	40.	13.
o	1,612.	825.	787.

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			2,519.
b			7,619.
c			12,237.
d			-1,390.
e			-102.
f			8,151.
g			-1.
h			2.
i			-71.
j			12.
k			5.
l			-188.
m			-131.
n			13.
o			787.

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

THE ISAAC & LEAH M. POTTS FOUNDATION, INC

52-0794606

PAGE 2 OF 2

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	KKR & CO, L.P. K-1	P		12/31/17
b	KKR & CO, L.P. K-1	P		12/31/17
c	THE BLACKSTONE GROUP L.P. K-1	P		12/31/17
d	THE BLACKSTONE GROUP L.P. K-1	P		12/31/17
e	LAZARD, LTD SALE	P		12/31/17
f	NUSTAR ENERGY, L.P. SALE	P		12/31/17
g	DEUTSCHE ASSET MGMT	P		12/31/17
h	CAPITAL GAINS DIVIDENDS			
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 3.			3.
b 405.			405.
c 34.			34.
d 646.			646.
e 1,490.		1,364.	126.
f 136.		152.	-16.
g 20.		33.	-13.
h 11,094.			11,094.
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

(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			3.
b			405.
c			34.
d			646.
e			126.
f			-16.
g			-13.
h			11,094.
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	41,741.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ANTI-DEFAMATION LEAGUE 1640 RHODE ISLAND AVE., N.W. WASHINGTON, DC 20036	NONE	PC	GENERAL SUPPORT	500.
ASSOCIATED-JEWISH COMM FEDERATION OF BALTO. 101 W. MOUNT ROYAL AVENUE BALTIMORE, MD 21201	NONE	PC	GENERAL SUPPORT	12,000.
BALTIMORE CITY COMMUNITY COLLEGE FOUNDATION, INC PC 2901 LIBERTY HEIGHTS AVENUE, 302 WEST PAVILION BALTIMORE, MD 21215	NONE	PC	GENERAL SUPPORT	5,000.
BALTIMORE SYMPHONY ORCHESTRA 1212 CATHEDRAL ST. BALTIMORE, MD 21201	NONE	PC	GENERAL SUPPORT	500.
BETH AM SYNAGOGUE 2501 EUTAW PLACE BALTIMORE, MD 21217	NONE	PC	GENERAL SUPPORT	13,000.
CHANA 5721 PARK HEIGHTS AVE. BALTIMORE, MD 21215	NONE	PC	GENERAL SUPPORT	500.
CHIZUK AMUNO CONG 8100 STEVENSON ROAD BALTIMORE, MD 21208	NONE	PC	GENERAL SUPPORT	250.
COMMUNITY FOOD BANK OF SOUTHERN AZ P.O. BOX 26727 TUSCON, AZ 85726	NONE	PC	GENERAL SUPPORT	750.
CONGREGATION BET MISHPACHAH P.O. BOX 1410 WASHINGTON, DC 20013	NONE	PC	GENERAL SUPPORT	500.
CONGREGATION OHAV SHALOM 113 NEW KRUMKILL RD ALBANY, NY 12208	NONE	PC	GENERAL SUPPORT	500.
Total from continuation sheets				53,850.

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
ENOCH PRATT FREE LIBRARY 400 CATHEDRAL STREET BALTIMORE, MD 21201	NONE	PC	GENERAL SUPPORT	500.
FEEDING AMERICA P.O. BOX 96749 WASHINGTON, DC 20090-6749	NONE	PC	GENERAL SUPPORT	1,200.
FOOD FOR LANE COUNTY 770 BAILEY HILL RD. EUGENE, OR 97402	NONE	PC	GENERAL SUPPORT	750.
FUEL FUND OF MARYLAND 1500 UNION AVE., STE 240 BALTIMORE, MD 21211	NONE	PC	GENERAL SUPPORT	500.
GIVAT HAVIVA EDUCATIONAL FOUNDATION 114 W. 26TH ST., STE. 1001 NEW YORK, NY 10001	NONE	PC	GENERAL SUPPORT	750.
HISTORIC EAST BALTIMORE COMMUNITY ACTION COALITION 1212 N. WOLFE STREET BALTIMORE, MD 21213	NONE	PC	GENERAL SUPPORT	1,000.
HOPEWELL CANCER SUPPORT P.O. BOX 755 BROOKLANDVILLE, MD 21022	NONE	PC	GENERAL SUPPORT	1,000.
INSTITUTION FOR ISLAMIC, CHRISTIAN, JEWISH STUDIES 956 DULANEY VALLEY RD. BALTIMORE, MD 21204	NONE	PC	GENERAL SUPPORT	750.
INTERNATIONAL RELIEF TEAMS 4560 ALVARADO CANYON RD, SUITE 1H SAN DIEGO, CA 92120	NONE	PC	GENERAL SUPPORT	1,200.
JEWISH CEMETERY ASSN OF GREATER BALTIMORE 101 W. MT. ROYAL AVE. BALTIMORE, MD 21201	NONE	PC	GENERAL SUPPORT	200.
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
JEWISH FAMILY & CHILDREN'S SERVICE OF SOUTHERN ARIZONA 4301 E. FIFTH ST. TUCSON, AZ 85711-2005	NONE	PC	GENERAL SUPPORT	750.
KIDS FOR PEACE 110 MARYLAND AVE, STE. 205 WASHINGTON, DC 20002	NONE	PC	GENERAL SUPPORT	500.
KRIEGER-SCHECHTER DAY SCHOOL AT CHIZUK AMUNO CONGREGATION 8100 STEVENSON ROAD BALTIMORE, MD 21208	NONE	PC	GENERAL SUPPORT	500.
MARYLAND FOOD BANK P.O. BOX 17379 BALTIMORE, MD 21297	NONE	PC	GENERAL SUPPORT	500.
MAZON P.O. BOX 96119 WASHINGTON, DC 20090	NONE	PC	GENERAL SUPPORT	1,250.
MENTORING MALE TEENS IN THE HOOD P.O. BOX 6756 COLUMBIA, MD 21045	NONE	PC	GENERAL SUPPORT	500.
NEW ISRAEL FUND 1101 14TH STREET N.W. WASHINGTON, DC 20005	NONE	PC	GENERAL SUPPORT	1,500.
PACHAMAMA ALLIANCE P.O. BOX 29191 SAN FRANCISCO, CA 94129	NONE	PC	GENERAL SUPPORT	1,000.
PEF ISRAEL ENDOWMENT FUND 41 E. 42ND STREET, SUITE 607 NEW YORK, NY 10017	NONE	PC	GENERAL SUPPORT	500.
PEOPLE ENCOURAGING PEOPLE 4201 PRIMROSE AVE. BALTIMORE, MD 21215	NONE	PC	GENERAL SUPPORT	1,750.
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
PEOPLE'S INST. FOR SURVIVAL & BEYOND 601 N. CARROLLTON NEW ORLEANS, LA 70119	NONE	PC	GENERAL SUPPORT	200.
REMNANT YUCHI INDIAN NATION, INC. C/O LEE VEST 437 N. VALLEY VIEW CIRCLE KINGSPORT, TN 37664	NONE	PC	GENERAL SUPPORT	500.
THRESHOLD CHOIR P.O. BOX 173 INVERNESS, CA 94937	NONE	PC	GENERAL SUPPORT	300.
UNITED WAY OF CENTRAL MD P.O BOX 1576 BALTIMORE, MD 21203-1576	NONE	PC	GENERAL SUPPORT	500.
UNIVERSITY OF ARIZONA DEPT OF OPHTHAMOLOGY 655 N. ALVERNON WAY, STE. 108 TUCSON, AZ 85711-1824	NONE	PC	GENERAL SUPPORT	500.
UNIVERSITY OF CHICAGO MEDICAL CENTER OFFICE OF DEVELOPMENT 5841 S. MARYLAND AVE., MC1115 CHICAGO, IL 60637	NONE	PC	GENERAL SUPPORT	1,000.
WILLAMETTE ANIMAL GUILD 3003 WEST 11TH AVE. EUGENE, OR 97402	NONE	PC	GENERAL SUPPORT	750.
Total from continuation sheets				

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
WELLS FARGO - INTEREST	26.	26.	
TOTAL TO PART I, LINE 3	26.	26.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DEUTSCHE ASSET MGMT	4.	0.	4.	4.	
GE	576.	0.	576.	576.	
KKR & CO LP	305.	0.	305.	305.	
LAZARD, LTD	17.	0.	17.	17.	
MORGAN STANLEY -INTEREST	2,434.	0.	2,434.	2,434.	
MORGAN STANLEY-DIVIDEND	22,358.	694.	21,664.	21,114.	
NOKIA CORP.	16.	0.	16.	16.	
RAYTHEON	66.	0.	66.	66.	
SPECTRUM PTSHPS	5.	0.	5.	5.	
THE BLACKSTONE GROUP LP	177.	0.	177.	177.	
WELLS FARGO - DIVIDENDS	13,287.	10,400.	2,887.	2,887.	
WILLIAMS PARTNERS LP K-1	2.	0.	2.	2.	
TO PART I, LINE 4	39,247.	11,094.	28,153.	27,603.	

FORM 990-PF	OTHER INCOME	STATEMENT	3
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
WILLIAMS PARTNERS LP	15.	15.	
SPECTRUM PTSHPS	121.	121.	
KKR & CO LP	-47.	-47.	
THE BLACKSTONE GROUP LP	210.	210.	
NUSTAR ENERGY, L.P.	24.	24.	
TOTAL TO FORM 990-PF, PART I, LINE 11	323.	323.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	2,500.	2,500.		0.
TO FORM 990-PF, PG 1, LN 16B	2,500.	2,500.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	8,063.	8,063.		0.
TO FORM 990-PF, PG 1, LN 16C	8,063.	8,063.		0.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	245.	245.		0.
TO FORM 990-PF, PG 1, LN 18	245.	245.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISCELLANEOUS INVESTMENT EXPENSES	132.	132.		0.
OTHER DEDUCTIONS FORM K-1'S	187.	187.		0.
TO FORM 990-PF, PG 1, LN 23	319.	319.		0.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	8
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US AND STATE OBLIGATIONS	X		29,634.	29,274.
TOTAL U.S. GOVERNMENT OBLIGATIONS			29,634.	29,274.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			29,634.	29,274.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS	672,936.	840,285.
TOTAL TO FORM 990-PF, PART II, LINE 10B	672,936.	840,285.

FORM 990-PF	CORPORATE BONDS	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	60,470.	60,169.
TOTAL TO FORM 990-PF, PART II, LINE 10C	60,470.	60,169.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	11
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MONEY FUNDS	COST	216,068.	229,744.
TOTAL TO FORM 990-PF, PART II, LINE 13		216,068.	229,744.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
EFREM M. POTTS P.O. BOX 1815 BALTIMORE, MD 21203-1815	TRUSTEE & MANAGER 1.50	0.	0.	0.
DAVID C. SCHER 2303 HANWAY ROAD BALTIMORE, MD 21209	TREASURER & TRUSTEE 1.00	0.	0.	0.
RUTH L. POTTS 405 CEDAR GROVE ROAD EDGEWATER, MD 21037	PRESIDENT & TRUSTEE 1.50	0.	0.	0.
JOHANNA POTTS 12029 DEVILWOOD DRIVE POTOMAC, MD 20854	TRUSTEE 0.75	0.	0.	0.
ELIZABETH BORRIS 5 DINADEN CIRCLE PIKESVILLE, MD 21208	TRUSTEE 0.75	0.	0.	0.
AMY KNAPP 422 PINKSTER LANE SLINGERLANDS, NY 12159	SECRETARY & TRUSTEE 0.75	0.	0.	0.
RACHEL BORRIS	VICE PRESIDENT & TRUSTEE 0.75	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.