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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.

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

OMB No 1545-0047

2019

Open to Public Inspection

For calendar year 2019 or tax year beginning

, and ending

Name of foundation DEPLAINE FOUNDATION, INC.		A Employer identification number 52-2278038
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 3829	Room/suite	B Telephone number 301-662-2753
City or town, state or province, country, and ZIP or foreign postal code FREDERICK, MD 21705		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 36,595,438.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		0.			
2 Check ☒ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		745,717.	745,717.	745,717.	STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		1,896,451.			
b Gross sales price for all assets on line 6a		5,098,721.			
7 Capital gain net income (from Part IV, line 2)			1,896,451.		
8 Net short-term capital gain				N/A	
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		5,308.	5,308.	5,308.	STATEMENT 2
12 Total. Add lines 1 through 11		2,647,476.	2,647,476.	751,025.	
13 Compensation of officers, directors, trustees, etc		0.	0.	0.	0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees	STMT 3	5,500.	5,500.	0.	0.
c Other professional fees	STMT 4	176,376.	176,376.	0.	0.
17 Interest					
18 Taxes	STMT 5	11,761.	11,761.	0.	0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses	STMT 6	22,014.	0.	0.	0.
24 Total operating and administrative expenses. Add lines 13 through 23		215,651.	193,637.	0.	0.
25 Contributions, gifts, grants paid		1,939,317.			1,939,317.
26 Total expenses and disbursements. Add lines 24 and 25		2,154,968.	193,637.	0.	1,939,317.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		492,508.			
b Net investment income (if negative, enter -0-)			2,453,839.		
c Adjusted net income (if negative, enter -0-)				751,025.	

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28 Batching System

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	6,813.	52,797.	52,797.
	2 Savings and temporary cash investments	1,777,863.	3,190,589.	3,190,589.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 7	23,140,428.	27,681,543.	27,681,543.
	c Investments - corporate bonds STMT 8	5,683,486.	5,670,509.	5,670,509.
	11 Investments - land, buildings, and equipment basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	30,608,590.	36,595,438.	36,595,438.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow FASB ASC 958, check here ▶ ☐			
	24 Net assets without donor restrictions			
	25 Net assets with donor restrictions			
	Foundations that do not follow FASB ASC 958, check here ▶ ☒			
	26 Capital stock, trust principal, or current funds	0.	0.	
	27 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	28 Retained earnings, accumulated income, endowment, or other funds	30,608,590.	36,595,438.	
	29 Total net assets or fund balances	30,608,590.	36,595,438.	
30 Total liabilities and net assets/fund balances	30,608,590.	36,595,438.		

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 29 (must agree with end-of-year figure reported on prior year's return)	1	30,608,590.
2 Enter amount from Part I, line 27a	2	492,508.
3 Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN ON INVESTMENTS	3	5,494,340.
4 Add lines 1, 2, and 3	4	36,595,438.
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 29	6	36,595,438.

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 STATEMENT			
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 5,098,721.		3,202,270.	1,896,451.

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			1,896,451.

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	1,896,451.
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	1,543.

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))
2018	1,786,051.	33,021,779.	.054087
2017	1,597,648.	31,272,111.	.051089
2016	1,489,557.	28,416,679.	.052418
2015	1,408,436.	23,859,586.	.059030
2014	926,166.	17,490,276.	.052953

2 Total of line 1, column (d)	2	.269577
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	.053915
4 Enter the net value of noncharitable-use assets for 2019 from Part X, line 5	4	34,492,523.
5 Multiply line 4 by line 3	5	1,859,664.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	24,538.
7 Add lines 5 and 6	7	1,884,202.
8 Enter qualifying distributions from Part XII, line 4	8	1,939,317.

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 IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	M&T - 77826 - SEE ATTACHED	P	VARIOUS	12/31/19
b	M&T - 77826 - SEE ATTACHED	P	VARIOUS	12/31/19
c	M&T - 77836 - SEE ATTACHED	P	VARIOUS	12/31/19
d	M&T - 77836 - SEE ATTACHED	P	VARIOUS	12/31/19
e	M&T - 77836 - SEE ATTACHED	P	VARIOUS	12/31/19
f	M&T - 47445 - SEE ATTACHED	P	VARIOUS	12/31/19
g	M&T - 47445 - SEE ATTACHED	P	VARIOUS	12/31/19
h	M&T - 47445 - SEE ATTACHED	P	VARIOUS	12/31/19
i	M&T - 15525 - SEE ATTACHED	P	VARIOUS	12/31/19
j	M&T - 15525 - SEE ATTACHED	P	VARIOUS	12/31/19
k	M&T - 15525 - SEE ATTACHED	P	VARIOUS	12/31/19
l	M&T - 19495 - SEE ATTACHED	P	VARIOUS	12/31/19
m	CAPITAL GAINS FROM K-1	P	VARIOUS	12/31/19
n	CAPITAL GAINS DIVIDENDS			
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 1,203,676.		543,183.	660,493.
b 998,154.		100,183.	897,971.
c 512,791.		506,864.	5,927.
d 30,453.		30,112.	341.
e 279,671.		273,647.	6,024.
f 29,056.		34,099.	-5,043.
g 203,614.		158,320.	45,294.
h 366,464.		204,018.	162,446.
i 145,910.		139,665.	6,245.
j 1,058,522.		959,457.	99,065.
k 35,634.		23,219.	12,415.
l 232,131.		229,503.	2,628.
m 502.			502.
n 2,143.			2,143.
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			660,493.
b			897,971.
c			5,927.
d			** 341.
e			6,024.
f			** -5,043.
g			45,294.
h			162,446.
i			** 6,245.
j			99,065.
k			12,415.
l			2,628.
m			502.
n			2,143.
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	1,896,451.
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	1,543.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1.
Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2019 estimated tax payments and 2018 overpayment credited to 2019

b Exempt foreign organizations - tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments. Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be: Credited to 2020 estimated tax ☒ 6,751. Refunded ☐ 0.

6a	31,289.
6b	0.
6c	0.
6d	0.

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?

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.

c Did the foundation file Form 1120-POL for this year?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:
(1) On the foundation. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?
If "Yes," attach a detailed description of the activities.

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

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

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

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?

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

8a Enter the states to which the foundation reports or with which it is registered. See instructions. ☐ MD

b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation

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 2019 or the tax year beginning in 2019? See the instructions for Part XIV. If "Yes," complete Part XIV

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8b	X	
9		X
10		X

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?		X
Website address ► WWW.DELAPLAINEFOUNDATION.ORG		
14 The books are in care of ► PHIL HAMMOND Telephone no. ► 301-662-2753		
Located at ► 244 WEST PATRICK STREET, FREDERICK, MD ZIP+4 ► 21701		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A
16 At any time during calendar year 2019, 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?		X
See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		

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

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

	Yes	No
1a During the year, did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions Organizations relying on a current notice regarding disaster assistance, check here	N/A	
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 2019?		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 2019, did the foundation have any undistributed income (Part XIII, lines 6d and 6e) for tax year(s) beginning before 2019?	☐ Yes ☒ No	
If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2019 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 Form 4720, Schedule C, to determine if the foundation had excess business holdings in 2019.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2019?		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))?	☐ Yes ☒ No		
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	☐ Yes ☒ No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions	N/A	5b	
Organizations relying on a current notice regarding disaster assistance, check here	☒		
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	N/A ☐ Yes ☐ No		
If "Yes," attach the statement required by Regulations section 53.4945-5(d).			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X
If "Yes" to 6b, file Form 8870.			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b	
8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?	☐ Yes ☒ No		

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 9		0.	0.	0.

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

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

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

0

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
MANUFACTURERS AND TRADERS TRUST COMPANY P.O. BOX 1596, BALTIMORE, MD 21203	AGENCY & CUSTODIAN FEES	174,022.

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 DONATION OF CASH TO THE DELAPLAINE VISUAL ARTS EDUCATION CENTER, AN IRC SECTION 501(C)(3) ORGANIZATION.	199,500.
2 DONATION OF CASH TO THE NATIONAL MUSEUM OF CIVIL WAR MEDICINE, AN IRC SECTION 501(C)(3) ORGANIZATION.	195,000.
3 DONATION OF CASH TO COMMUNITY FOUNDATION OF FREDERICK CO, AN IRC SECTION 501(C)(3) ORGANIZATION.	77,000.
4 DONATION OF CASH TO FREDERICK RESCUE MISSION, AN IRC SECTION 501(C)(3) ORGANIZATION	62,500.

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 (2019)

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	31,830,173.
b	Average of monthly cash balances	1b	3,187,617.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	35,017,790.
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	35,017,790.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	525,267.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	34,492,523.
6	Minimum investment return. Enter 5% of line 5	6	1,724,626.

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

1	Minimum investment return from Part X, line 6	1	1,724,626.
2a	Tax on investment income for 2019 from Part VI, line 5	2a	24,538.
b	Income tax for 2019. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	24,538.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,700,088.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,700,088.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,700,088.

Part XIII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,939,317.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4	4	1,939,317.
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	24,538.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,914,779.

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 2018	(c) 2018	(d) 2019
1 Distributable amount for 2019 from Part XI, line 7				1,700,088.
2 Undistributed income, if any, as of the end of 2019				
a Enter amount for 2018 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2019:				
a From 2014	63,995.			
b From 2015	243,025.			
c From 2016	86,093.			
d From 2017	96,280.			
e From 2018	157,060.			
f Total of lines 3a through e	646,453.			
4 Qualifying distributions for 2019 from Part XII, line 4: ► \$	1,939,317.			
a Applied to 2018, 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 2019 distributable amount				1,700,088.
e Remaining amount distributed out of corpus	239,229.			
5 Excess distributions carryover applied to 2019 (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	885,682.			
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 2018. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2019. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2020				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 2014 not applied on line 5 or line 7	63,995.			
9 Excess distributions carryover to 2020. Subtract lines 7 and 8 from line 6a	821,687.			
10 Analysis of line 9:				
a Excess from 2015	243,025.			
b Excess from 2016	86,093.			
c Excess from 2017	96,280.			
d Excess from 2018	157,060.			
e Excess from 2019	239,229.			

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

N/A

- i a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2019, enter the date of the ruling

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

- 2 a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

b 85% of line 2a

c Qualifying distributions from Part XII,
line 4, for each year listed

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

e Qualifying distributions made directly for active conduct of exempt activities.

Subtract line 2d from line 2c

- 3** Complete 3a, b, or c for the alternative test relied upon:

a "Assets" alternative test - enter:

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6, for each year listed

c "Support" alternative test - enter:

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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

1 Information Regarding Foundation Managers:

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

SEE STATEMENT 10

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

NONE

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

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc., 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:

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

c Any submission deadlines:

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ADVOCATES FOR HOMELESS FAMILIES 216 ABRECHT PLACE FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	5,000.
AMERICAN RED CROSS-WESTERN MD CHAPTER P.O. BOX 186 WALKERSVILLE, MD 21793	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	23,000.
AMERICAN VISIONARY ART MUSEUM 800 KEY HIGHWAY BALTIMORE, MD 21230	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	7,500.
ARTS EDUCATION IN MARYLAND SCHOOLS ALLIANCE 190 W. OSTEND STREET, SUITE 210 BALTIMORE, MD 21230	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	10,000.
ASIAN AMERICAN CENTER OF FREDERICK 1080 W PATRICK STREET ST # 16 FREDERICK, MD 21703	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	21,000.
Total			SEE CONTINUATION SHEET(S)	1,939,317.
b Approved for future payment				
NONE				
Total				0.

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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
ASSOCIATED CATHOLIC CHARITIES, INC. 320 CATHEDRAL STREET BALTIMORE, MD 21201	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	5,000.
BALTIMORE MUSEUM OF INDUSTRY 1415 KEY HIGHWAY - INNER HARBOR SOUTH BALTIMORE, MD 21230	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	5,000.
BALTIMORE SYMPHONY ORCHESTRA 1212 CATHEDRAL STREET BALTIMORE, MD 21201	N/A	QUALIFIED PUBLIC CHARITY	LOCAL CONCERTS	2,000.
BLESSINGS IN A BACKPACK 4121 SHELBYVILLE RD LOUISVILLE, KY 40207	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	10,000.
BOYS AND GIRLS CLUB OF FREDERICK COUNTY 413 BURCK STREET FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	20,000.
CALVARY UNITED METHODIST CHURCH 131 WEST SECOND STREET FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	1,500.
CENTER STAGE ASSOCIATES, INC 700 NORTH CALVERT ST BALTIMORE, MD 21202	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	8,500.
CHARITY WATCH PO BOX 578460 CHICAGO, IL 60657	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	75.
CHORDS OF COURAGE 3501 RODMAN ST., NW WASHINGTON, DC 20008	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	10,000.
CLANCY WORKS INC 1009 STROUT ST SILVER SPRING, MD 20901	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	5,500.
Total from continuation sheets				1,872,817.

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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
COLUMBIA CENTER FOR THE THEATRICAL ARTS, INC. 6655 DOBBIN ROAD COLUMBIA, MD 21045	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	4,500.
COMMUNITY FOUNDATION OF FREDERICK COUNTY 312 EAST CHURCH ST FREDERICK, MD 21704	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	77,000.
COMMUNITY FREE CLINIC 249 MILL ST. HAGERSTOWN, MD 21740	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	5,000.
CONTEMPORARY AMERICAN THEATER FESTIVAL, INC. P.O. BOX 429 SHEPHERDSTOWN, WV 21230	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	1,500.
DALIT SOLIDARITY, INC. P.O. BOX 112 HINES, IL 60141	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	1,500.
DELAPLAINE VISUAL ARTS EDUCATION CTR 40 S. CARROLL ST FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	102,000.
DELAPLAINE VISUAL ARTS EDUCATION CTR 40 S. CARROLL ST FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	95,000.
DOCTORS WITHOUT BORDERS 333 SEVENTH AVE, 2ND FL NEW YORK, NY 10001	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	15,000.
DOWNTOWN FREDERICK PARTNERSHIP 19 EAST CHURCH ST FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	7,000.
DOWNTOWN FREDERICK PARTNERSHIP 19 EAST CHURCH ST FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	5,000.
Total from continuation sheets				

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Part XV Supplementary Information				
3 Grants and Contributions Paid During the Year (Continuation)				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
DOWNTOWN FREDERICK PARTNERSHIP 19 EAST CHURCH ST FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	2,500.
ENOCH PRATT FREE LIBRARY 400 CATHEDRAL STREET BALTIMOREONUM, MD 21201	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	15,000.
EVANGELICAL REFORMED UNITED CHURCH OF CHRIST 15TH W CHURCH ST FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	20,000.
EXPONENT PHILANTHROPY 1720 N ST NW WASHINGTON, DC 20036	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	4,000.
FAITHPOINT UMC P. O. BOX 133 MONROVIA, MD 21770	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	2,500.
FAMILY LAW COMMUNITY ORGANIZATION' 1807 BIRCH BAY COURT FREDERICK, MD 21702	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	4,500.
FOXIE G. FOUNDATION 7838 NEW WINDSOR RD UNION BRIDGE, MD 21791	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	10,000.
FREDERICK AREA OST SUPPORT GROUP	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	1,500.
FREDERICK ARTS COUNCIL 15 WEST PATRICK STREET FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	35,000.
FREDERICK CHILDRENS CHORUS 10716 ETZLER MILL ROAD WOODSBORO, MD 21798	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	5,000.
Total from continuation sheets				

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Part XV Supplementary Information				
3 Grants and Contributions Paid During the Year (Continuation)				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FREDERICK CHORALE PO BOX 3009 FREDERICK, MD 21705	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	2,000.
FREDERICK CO. FIRE AND RESCUE MUSEUM AND PRESERVATION SOCIETY, INC. BOX 382 EMMITSBURG, MD 21721	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	7,500.
FREDERICK COMMUNITY COLLEGE FOUNDATION, INC. 7922 OPOSSOMTOWN PIKE FREDERICK, MD 21702	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	15,000.
FREDERICK COUNTY HUMANE SOCIETY 217 WEST PATRICK ST. FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	5,000.
FREDERICK RESCUE MISSION P. O. BOX 3389 FREDERICK, MD 21705	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	62,500.
FREDERICK STEEPLECHASERS P.O. BOX 681 FREDERICK, MD 21705	N/A	QUALIFIED PUBLIC CHARITY	SPONSORSHIP	500.
FRIENDS MEETING SCHOOL 3232 GREEN VALLEY ROAD IJAMSVILLE, MD 21754	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	2,000.
FRIENDS OF CATHOLIC EDUCATION PO BOX 3710 FREDERICK, MD 21705	N/A	QUALIFIED PUBLIC CHARITY	SPONSORSHIP	400.
FULTON COUNTY MEDICAL CENTER FOUNDATION 214 PEACH ORCHARD RD MCCONNELLSBURG, PA 17233	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	25,000.
GOODWILL INDUSTRIES 400 EAST CHURCH ST FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	40,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
GRACE PROTESTANT EPISCOPAL CHURCH 5740 GREEN VALLEY ROAD NEW MARKET, MD 21774	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	10,000.
HABITAT FOR HUMANITY OF FREDERICK COUNTY 2 E. CHURCH ST., 3RD FLOOR FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	5,000.
HAGERSTOWN AVIATION MUSEUM 14235 OAK SPRINGS ROAD HAGERSTOWN, MD 21742	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	20,000.
HEARING AND SPEECH AGENCY 5900 METRO DRIVE BALTIMORE, MD 21215	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	4,000.
HEART OF THE CIVIL WAR HERITAGE AREA 151 S. EASTST. FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	20,000.
HEARTLY HOUSE, INC. P.O. BOX 857 FREDERICK, MD 217050857	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	7,500.
HEARTLY HOUSE, INC. P.O. BOX 857 FREDERICK, MD 217050857	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	20,000.
HISTORICAL SOCIETY OF FREDERICK COUNTY 24 E. CHURCH ST. FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	HANDS ON HISTORY PROJECT	15,000.
HOOD COLLEGE 401 ROSEMONT AVE FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	16,000.
HOSPICE OF FREDERICK COUNTY 516 TRAIL AVENUE, PO BOX 1799 FREDERICK, MD 21702	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	30,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
HOUSING AUTHORITY OF THE CITY OF FREDERICK 209 MADISON ST. FREDERICK, MD 21702	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	10,000.
INTERFAITH HOUSING ALLIANCE, INC. 731 NORTH MARKET ST FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	20,000.
JUNIOR ACHIEVEMENT OF CENTRAL MARYLAND 10711 RED RUN BLVD, SUITE 110 OWINGS MILLS, MD 21117	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	5,000.
LIFE HORSE, INC. 3800 NORTH BALDWIN RD., STE # 3 ORTONVILLE, MI 48462	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	3,000.
LITERACY COUNCIL OF FREDERICK COUNTY 110 EAST PATRICK STREET FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	10,000.
MAGICAL EXPERIENCES ARTS CO. 7032 WALLIS AVE BALTIMORE, MD 21215	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	1,000.
MAKE-A-WISH FOUNDATION OF THE MID-ATLANTIC, INC 10920 CONNECTICUT AVENUE, SUITE 1600 KENSINGTON, MD 208951600	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	1,000.
MARYLAND ACADEMY OF SCIENCES AT THE MARYLAND SCIENCE CENTER 601 LIGHT ST BALTIMORE, MD 21230	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	10,000.
MARYLAND ENSEMBLE THEATRE 31 W. PATRICK ST. FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	IN-SCHOOL PRODUCTIONS	5,000.
MARYLAND FOOD BANK 2200 HALETHORPE RD. BALTIMORE, MD 21227	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	6,500.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MARYLAND FOUNDATION OF DENTISTRY 8901 HERRMANN DR COLUMBIA, MD 21045	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	2,500.
MARYLAND HISTORICAL SOCIETY 201 WEST MONUMENT ST BALTIMORE, MD 21201	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	8,000.
MARYLAND RAVENS 1413 GLENDALE ROAD BALTIMORE, MD 21239	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	7,000.
MARYLAND THEATRE ASSOCIATION INC. 21-27 SOUTH POTOMAC ST. HAGERSTOWN, MD 21740	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	12,000.
MARYLAND ZOO IN BALTIMORE 1876 MANSION HOUSE DRIVE BALTIMORE, MD 21217	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	6,000.
MENTAL HEALTH ASSOCIATION OF FREDERICK COUNTY 263 WEST PATRICK ST FREDERICK, MD 21701	N/A	QUALIFIED	UNRESTRICTED GRANT	13,000.
MENTAL HEALTH ASSOCIATION OF FREDERICK COUNTY 263 WEST PATRICK ST FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	SPONSORSHIP	2,500.
MISSION OF MERCY 22 S. MARKET ST, SUITE 6D FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	25,000.
MOUNT ST. MARY'S UNIVERSITY 16300 OLD EMMITSBURG RD. EMMITSBURG, MD 21727	N/A	QUALIFIED PUBLIC CHARITY	TENNIS PROGRAM	15,000.
MPT FOUNDATION, INC. 11767 OWINGS MILLS BLVD FREDERICK, MD 21117	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	20,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NATIONAL AQUARIUM IN BALTIMORE, INC. 501 EAST PRATT STREET BALTIMORE, MD 21202	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	6,000.
NATIONAL CHILD SAFETY COUNCIL P.O. BOX 1368 JACKSON, MI 49204	N/A	QUALIFIED PUBLIC CHARITY	SPONSORSHIP	492.
NATIONAL FIRE HERITAGE CENTER 300 S SETON AVENUE EMMITSBURG, MD 21727	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	4,200.
NATIONAL MUSEUM OF CIVIL WAR MEDICINE 48 EAST PATRICK ST FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	OPERATING EXPENSES	100,000.
NATIONAL MUSEUM OF CIVIL WAR MEDICINE 48 EAST PATRICK ST FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	ENDOWMENT FUND	95,000.
NEW SPIRE ARTS 15 W PATRICK STREET FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	57,500.
OXFAM-AMERICA INC. 226 CAUSEWAY ST FLOOR 5 BOSTON, MA 021142206	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	7,500.
PARTNERS IN CARE 90B RITCHIE HIGHWAY PASADENA, MD 21122	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	20,000.
PAUL'S PLACE, INC 1118 WARD ST BALTIMORE, MD 21230	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	1,500.
PRESERVATION MARYLAND 3600 CLIPPER MILL RD #248 BALTIMORE, MD 21211	N/A	QUALIFIED PUBLIC CHARITY	SPONSORSHIP	6,000.
Total from continuation sheets				

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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
REACH 20 N 2ND ST HARRISBURG, PA 17101	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	10,000.
RED DEVILS, INC. 5820 YORK ROAD, SUITE 205 BALTIMORE, MD 21212	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	1,000.
RELIGIOUS COALITION FOR EMERGENCY HUMAN NEEDS 27 DEGRANGE STREET FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	60,000.
SAINT JAMES SCHOOL 17641 COLLEGE ROAD HAGERSTOWN, MD 21740	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	5,000.
SAINT JOHN'S CATHOLIC PREP 889 BUTTERFLY LANE FREDERICK, MD 21703	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	2,000.
SAINT KATHARINE DREXEL CHURCH 8428 OPOSSUM TOWN PIKE FREDERICK, MD 21702	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	14,000.
SALVATION ARMY 223 W. 5TH ST., P.O. BOX 1003 FREDERICK, MD 21705	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	20,000.
SETON CENTER 226 LINCOLN AVE EMMITSBURG, MD 21727	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	17,500.
SEVERN RIVER ASSOCIATION PO BOX 146 ANNAPOLIS, MD 21404	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	10,000.
SHARPSBURG VOLUNTEER FIRE DEPARTMENT 110 W CHAPLINE ST SHARPSBURG, MD 21782	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	2,000.
Total from continuation sheets				

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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
SMILE TRAIN 41 MADISON AVE, 28TH FLOOR NEW YORK, NY 10016	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	1,000.
SMITH CENTER FOR HEALING AND THE ARTS 1632 U STREET WASHINGTON, DC 20009	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	5,000.
SPANISH SPEAKING COMMUNITY OF MARYLAND, INC 329 S JEFFERSON ST FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	15,000.
STAR COMMUNITY, INC. 13757 BROADFORDING CHURCH ROAD HAGERSTOWN, MD 21740	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	3,000.
STAR-SPANGLED BANNER FLAG HOUSE 844 EAST PRATT ST. BALTIMORE, MD 21202	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	1,600.
STEM ENABLE INC PO BOX 1250 FREDERICK, MD 21702	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	7,500.
THE GREAT FREDERICK FAIR PO BOX 604 FREDERICK, MD 21705	N/A	QUALIFIED PUBLIC CHARITY	SPONSORSHIP	1,750.
TORTURE ABOLITION AND SURVIVORS SUPPORT COALITION 4121 HAREWOOD RD NE #B WASHINGTON, DC 20017	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	5,000.
TREE-LAND FOUNDATION, INC. BOX 535 MYERSVILLE, MD 21773	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	6,000.
ULMAN FOUNDATION 1215 EAST FORT AVENUE, SUITE 104 BALTIMORE, MD 21230	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	10,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
UNION MILLS HOMESTEAD 3311 LITTLESTOWN PIKE WESTMINSTER, MD 21158	N/A	QUALIFIED PUBLIC CHARITY	SPONSORSHIP	500.
UNITED WAY OF FREDERICK COUNTY 629 N MARKET ST FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	30,000.
WALTERS ART MUSEUM 600 NORTH CHARLES STREET BALTIMORE, MD 21201	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	7,500.
WASHINGTON COUNTY HISTORICAL 135 W WASHINGTON ST HAGERSTOWN, MD 21740	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	2,000.
WASHINGTON COUNTY MUSEUM OF FINE ARTS PO BOX 423, 91 KEY ST. HAGERSTOWN, MD 21741	N/A	QUALIFIED PUBLIC CHARITY	GENERAL OPERATING/EDUCATIONAL PROGRAMS	1,500.
WEINBERG CENTER FOR THE ARTS 20 W PATRICK ST FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	13,000.
WEST VIRGINIA UNIVERSITY PO BOX 6201 MORGANTOWN, WV 26506	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	1,000.
YMCA OF FREDERICK COUNTY 1000 NORTH MARKET STREET FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	60,000.
ADVOCATES FOR THE AGING OF FREDERICK COUNTY P.O. BOX 3625 FREDERICK, MD 21705	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	5,500.
AMERICAN DIABETES ASSOCIATION 2002 CLIPPER PARK RD BALTIMORE, MD 21211	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	3,500.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BIG BROTHERS BIG SISTERS OF WASHINGTON COUNTY 1037 HAVEN RD HAGERSTOWN, MD 21742	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	10,000.
CATOCTIN FURNACE HISTORICAL SOCIETY, INC. 12525 CATOCTIN FURNACE RD THURMONT, MD 21788	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	15,000.
CENTER FOR CONGRESSIONAL & PRESIDENTIAL STUDIES -AU 4400 MASSACHUSETTS AVE NW WASHINGTON, DC 20016	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	4,000.
CENTRO HISPANO DE FREDERICK 5 WILLOWDALE DR FREDERICK, MD 21702	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	5,000.
CROSSED BRIDGES, INC. P.O. BOX 1305 FREDERICK, MD 21702	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	20,500.
FRANCISCAN FRIARS - OUR LADY OF THE ANGELS 12300 POLLY QUARTER ROAD ELLCOTT CITY, MD 21401	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	3,000.
FREDERICK CATOCTONES 201 FAIRVIEW AVE FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	6,000.
FREDERICK HEALTH HOSPITAL 400 W 7TH ST FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	20,500.
FRIENDS OF POSSIBILITIES 9927 STEPHEN DECATUR HWY OCEAN CITY, MD 21842	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	3,200.
HOUSING FREDERICK 209 MADISON ST FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	4,000.
Total from continuation sheets				

DELAPLAINE FOUNDATION, INC.

52-2278038

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
I BELIEVE IN ME PO BOX 423, 91 KEY ST. FREDERICK, MD 21705	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	10,000.
L'ARCHE FREDERICK, MD, INC. PO BOX 1636 FREDERICK, MD 21702	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	7,500.
LEITERSBURG RURITAN COMMUNITY CENTER, INC. 21427 LEITER ST HAGERSTOWN, MD 21742	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	15,000.
MARYLAND WIND MUSIC 9410 KILIMANGARO RD COLUMBIA, MD 21045	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	3,000.
NATIONAL CENTER FOR CHILDREN - NEEDIEST KIDS 6301 GREENTREE ROAD BETHESDA, MD 20817	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	5,000.
PATHFINDERS FOR AUTISM 235 SCHILLING CIR STE. 103 HUNT VALLEY, MD 21031	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	5,500.
PHOENIX FOUNDATION OF MD P.O. BOX 4193 FREDERICK, MD 21705	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	42,500.
SCHIFFERSTADT ARCHITECTURAL MUSEUM 1110 ROSEMONT AVE FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	6,000.
SPRING MILLS HIGH SCHOOL 499 CAMPUS DR MARTINSBURG, WV 25404	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	2,500.
TRINITY REFORMED UNITED CHURCH OF CHRIST 15 W CHURCH STREET FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	7,500.
Total from continuation sheets				

DELAPLAINE FOUNDATION, INC.

52-2278038

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
WILLIAM F. MORAN MUSEUM 4246 OLD NATIONAL PIKE MIDDLETOWN, MD 21769	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	45,000.
WOMEN TO WOMEN MENTORING, INC. 7932 OPOSSUMTOWN PIKE FREDERICK, MD 21702	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	20,000.
CITY YOUTH MATRIX 22 SOUTH MARKET STREET #315 FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	10,000.
FREDERICK COUNTY PUBLIC SCHOOLS 191 S EAST ST FREDERICK, MD 21701	N/A	QUALIFIED PUBLIC CHARITY	UNRESTRICTED GRANT	100.
MARYLAND INTERNATIONAL FILM FESTIVAL 34 S POTOMAC ST., STE 100 HAGERSTOWN, MD 21740	N/A	QUALIFIED PUBLIC CHARITY	SPONSORSHIP	1,000.
SET THE STAGE FOUNDATION 10 CAMPUS AVE BOONSBORO, MD 21713	N/A	QUALIFIED PUBLIC CHARITY	SPONSORSHIP	1,000.
SJCP SOIREE 3989 BUCKEYSTOWN PIKE BUCKEYSTOWN, MD 21717	N/A	QUALIFIED PUBLIC CHARITY	SPONSORSHIP	1,000.
OYSTER RECOVERY PA 1805 VIRGINIA ST ANNAPOLIS, MD 21401	N/A	QUALIFIED PUBLIC CHARITY	SPONSORSHIP	1,000.
KIDS & PROS P.O. BOX 2093 BULFORD, GA 30515	N/A	QUALIFIED PUBLIC CHARITY	SPONSORSHIP	1,000.
S.O.A.R. PO BOX 1603 FREDERICK, MD 21702	N/A	QUALIFIED PUBLIC CHARITY	SPONSORSHIP	1,000.
Total from continuation sheets				

52-2278038

3 Grants and Contributions Paid During the Year (Continuation)

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04-01-19

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
M&T # 1015525	166,475.	0.	166,475.	166,475.	166,475.
M&T # 1015525	1,750.	1,750.	0.	0.	0.
M&T #119495-000	137,295.	0.	137,295.	137,295.	137,295.
M&T #77836	129,430.	0.	129,430.	129,430.	129,430.
M&T-SUNTRUST #1047445	170,956.	0.	170,956.	170,956.	170,956.
M&T-SUNTRUST #1047445	393.	393.	0.	0.	0.
M7T 77826	140,832.	0.	140,832.	140,832.	140,832.
SCHEDULE K1 INVESTMENTS	729.	0.	729.	729.	729.
TO PART I, LINE 4	747,860.	2,143.	745,717.	745,717.	745,717.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ORDINARY LOSS FROM K-1	-3,760.	-3,760.	-3,760.
OTHER INCOME	9,068.	9,068.	9,068.
TOTAL TO FORM 990-PF, PART I, LINE 11	5,308.	5,308.	5,308.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MCLEAN, KOEHLER, SPARKS, AND HAMMOND	5,500.	5,500.	0.	0.
TO FORM 990-PF, PG 1, LN 16B	5,500.	5,500.	0.	0.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
AGENCY FEES-M&T #77836	17,308.	17,308.	0.	0.	
AGENCY FEES-BERNSTEIN	2,799.	2,799.	0.	0.	
AGENCY FEES-MARSHFIELD #77826	1,812.	1,812.	0.	0.	
AGENCY FEES-A/C # 119495-000	616.	616.	0.	0.	
AGENCY FEES-A/C # 1047445	1,444.	1,444.	0.	0.	
CUSTODIAN & MANAGEMENT FEES - MARSHFIELD	104,650.	104,650.	0.	0.	
CUSTODIAN & MANAGEMENT FEES - BERNSTEIN	45,393.	45,393.	0.	0.	
OTHER INVESTMENT EXPENSES	2,354.	2,354.	0.	0.	
TO FORM 990-PF, PG 1, LN 16C	176,376.	176,376.	0.	0.	

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAX PAID TO VARIOUS COUNTRIES	11,761.	11,761.	0.	0.	
TO FORM 990-PF, PG 1, LN 18	11,761.	11,761.	0.	0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
OFFICE SUPPLIES	2,014.	0.	0.	0.	
OUTSIDE SERVICES	11,602.	0.	0.	0.	
INSURANCE	3,470.	0.	0.	0.	
DUES AND SUBSCRIPTIONS	4,277.	0.	0.	0.	
TRUSTEE EXPENSE	651.	0.	0.	0.	
TO FORM 990-PF, PG 1, LN 23	22,014.	0.	0.	0.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITIES	27,681,543.	27,681,543.
TOTAL TO FORM 990-PF, PART II, LINE 10B	27,681,543.	27,681,543.

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIXED INCOME NOTES	5,670,509.	5,670,509.
TOTAL TO FORM 990-PF, PART II, LINE 10C	5,670,509.	5,670,509.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	9
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
GEORGE B. DELAPLAINE, JR. 244 WEST PATRICK ST. FREDERICK, MD 21701	CHAIRMAN OF THE BOARD/TRUS 0.00	0.	0.	0.
GEORGE B. DELAPLAINE, III 244 WEST PATRICK ST. FREDERICK, MD 21701	SECRETARY/TRUSTEE 0.00	0.	0.	0.
JAMES W. DELAPLAINE 244 WEST PATRICK ST. FREDERICK, MD 21701	TRUSTEE 0.00	0.	0.	0.
JOHN P. DELAPLAINE 244 WEST PATRICK ST. FREDERICK, MD 21701	TRUSTEE 0.00	0.	0.	0.
EDWARD S. DELAPLAINE, II 244 WEST PATRICK ST. FREDERICK, MD 21701	VICE-PRESIDENT/TRUSTEE 0.00	0.	0.	0.

DELAPLAINE FOUNDATION, INC.

52-2278038

PHILIP W. HAMMOND
244 WEST PATRICK ST.
FREDERICK, MD 21701

TREASURER/TRUSTEE
7.00

0.

0.

0.

MARLENE B. YOUNG
244 WEST PATRICK ST.
FREDERICK, MD 21701

PRESIDENT/TRUSTEE
32.00

0.

0.

0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

0.

0.

0.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 10

NAME OF MANAGER

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

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
M&T # 1015525	166,475.	0.	166,475.	166,475.	166,475.
M&T # 1015525	1,750.	1,750.	0.	0.	0.
M&T #119495-000	137,295.	0.	137,295.	137,295.	137,295.
M&T #77836	129,430.	0.	129,430.	129,430.	129,430.
M&T-SUNTRUST #1047445	170,956.	0.	170,956.	170,956.	170,956.
M&T-SUNTRUST #1047445	393.	393.	0.	0.	0.
M7T 77826	140,832.	0.	140,832.	140,832.	140,832.
SCHEDULE K1 INVESTMENTS	729.	0.	729.	729.	729.
TO PART I, LINE 4	747,860.	2,143.	745,717.	745,717.	745,717.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ORDINARY LOSS FROM K-1	-3,760.	-3,760.	-3,760.
OTHER INCOME	9,068.	9,068.	9,068.
TOTAL TO FORM 990-PF, PART I, LINE 11	5,308.	5,308.	5,308.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MCLEAN, KOEHLER, SPARKS, AND HAMMOND	5,500.	5,500.	0.	0.
TO FORM 990-PF, PG 1, LN 16B	5,500.	5,500.	0.	0.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT

4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AGENCY FEES-M&T #77836	17,308.	17,308.	0.	0.
AGENCY FEES-BERNSTEIN	2,799.	2,799.	0.	0.
AGENCY FEES-MARSHFIELD #77826	1,812.	1,812.	0.	0.
AGENCY FEES-A/C # 119495-000	616.	616.	0.	0.
AGENCY FEES-A/C # 1047445	1,444.	1,444.	0.	0.
CUSTODIAN & MANAGEMENT FEES - MARSHFIELD	104,650.	104,650.	0.	0.
CUSTODIAN & MANAGEMENT FEES - BERNSTEIN	45,393.	45,393.	0.	0.
OTHER INVESTMENT EXPENSES	2,354.	2,354.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	176,376.	176,376.	0.	0.

FORM 990-PF

TAXES

STATEMENT

5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX PAID TO VARIOUS COUNTRIES	11,761.	11,761.	0.	0.
TO FORM 990-PF, PG 1, LN 18	11,761.	11,761.	0.	0.

FORM 990-PF

OTHER EXPENSES

STATEMENT

6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE SUPPLIES	2,014.	0.	0.	0.
OUTSIDE SERVICES	11,602.	0.	0.	0.
INSURANCE	3,470.	0.	0.	0.
DUES AND SUBSCRIPTIONS	4,277.	0.	0.	0.
TRUSTEE EXPENSE	651.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 23	22,014.	0.	0.	0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITIES	27,681,543.	27,681,543.
TOTAL TO FORM 990-PF, PART II, LINE 10B	27,681,543.	27,681,543.

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIXED INCOME NOTES	5,670,509.	5,670,509.
TOTAL TO FORM 990-PF, PART II, LINE 10C	5,670,509.	5,670,509.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	9
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
GEORGE B. DELAPLAINE, JR. 244 WEST PATRICK ST. FREDERICK, MD 21701	CHAIRMAN OF THE BOARD/TRUS 0.00	0.	0.	0.
GEORGE B. DELAPLAINE, III 244 WEST PATRICK ST. FREDERICK, MD 21701	SECRETARY/TRUSTEE 0.00	0.	0.	0.
JAMES W. DELAPLAINE 244 WEST PATRICK ST. FREDERICK, MD 21701	TRUSTEE 0.00	0.	0.	0.
JOHN F. DELAPLAINE 244 WEST PATRICK ST. FREDERICK, MD 21701	TRUSTEE 0.00	0.	0.	0.
EDWARD S. DELAPLAINE 244 WEST PATRICK ST. FREDERICK, MD 21701	VICE-PRESIDENT/TRUSTEE 0.00	0.	0.	0.

DELAPLAINE FOUNDATION, INC.

52-2278038

PHILIP W. HAMMOND
244 WEST PATRICK ST.
FREDERICK, MD 21701

TREASURER/TRUSTEE
7.00

0. 0. 0.

MARLENE B. YOUNG
244 WEST PATRICK ST.
FREDERICK, MD 21701

PRESIDENT/TRUSTEE
32.00

0. 0. 0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

0. 0. 0.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 10

NAME OF MANAGER

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