

For calendar year 2019, or tax year beginning 07-01-2019, and ending 06-30-2020

Name of foundation KENNETH S BATTYE CHARITABLE TRUST		A Employer identification number 52-1748587	
Number and street (or P.O. box number if mail is not delivered to street address) 2330 W JOPPA ROAD Room 107-A		Room/suite	
City or town, state or province, country, and ZIP or foreign postal code LUTHERVILLE, MD 21093		B Telephone number (see instructions) (410) 878-7002	
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ 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) ▶ \$ 43,245,445		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here	
J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ☐ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	63,512	63,512		
	4 Dividends and interest from securities	959,460	959,460		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10  -593,797	-593,797			
	b Gross sales price for all assets on line 6a _____ 17,260,573				
	7 Capital gain net income (from Part IV, line 2)		1,110		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances _____				
Operating and Administrative Expenses	b Less: Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule) 	81,561	81,348		
	12 Total. Add lines 1 through 11	510,736	1,105,430		
	13 Compensation of officers, directors, trustees, etc.	184,000	44,900		139,100
	14 Other employee salaries and wages	16,000			16,000
	15 Pension plans, employee benefits	32,359	10,053		22,306
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) 	46,295	18,518		27,777
	c Other professional fees (attach schedule) 	283,556	263,806		19,750
	17 Interest	24,666	24,666		
	18 Taxes (attach schedule) (see instructions) 	32,010	11,240		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	82			82
	22 Printing and publications				
	23 Other expenses (attach schedule) 	111,542	80,900		27,833
	24 Total operating and administrative expenses. Add lines 13 through 23	730,510	454,083		252,848
	25 Contributions, gifts, grants paid	1,717,488			1,717,488
	26 Total expenses and disbursements. Add lines 24 and 25	2,447,998	454,083		1,970,336
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-1,937,262			
	b Net investment income (if negative, enter -0-)		651,347		
c Adjusted net income (if negative, enter -0-)					

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	1,050,860	2,224,055	2,224,056
	3 Accounts receivable ▶ _____ Less: allowance for doubtful accounts ▶ _____			
	4 Pledges receivable ▶ _____ Less: allowance for doubtful accounts ▶ _____			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ _____ Less: allowance for doubtful accounts ▶ _____			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U.S. and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	27,442,167	26,233,164	26,934,020
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment: basis ▶ _____ Less: accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	15,714,497	13,813,017	14,087,369
	14 Land, buildings, and equipment: basis ▶ _____ Less: accumulated depreciation (attach schedule) ▶ _____			
15 Other assets (describe ▶ _____)				
16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	44,207,524	42,270,236	43,245,445	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶ _____)	5,500	5,474	
	23 Total liabilities (add lines 17 through 22)	5,500	5,474	
Net Assets or Fund Balances	Foundations that follow FASB ASC 958, check here ▶ ☐ and complete lines 24, 25, 29 and 30.			
	24 Net assets without donor restrictions			
	25 Net assets with donor restrictions			
	Foundations that do not follow FASB ASC 958, check here ▶ ☒ and complete lines 26 through 30.			
	26 Capital stock, trust principal, or current funds			
	27 Paid-in or capital surplus, or land, bldg., and equipment fund			
	28 Retained earnings, accumulated income, endowment, or other funds	44,202,024	42,264,762	
	29 Total net assets or fund balances (see instructions)	44,202,024	42,264,762	
30 Total liabilities and net assets/fund balances (see instructions) .	44,207,524	42,270,236		

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	44,202,024
2 Enter amount from Part I, line 27a	2	-1,937,262
3 Other increases not included in line 2 (itemize) ▶ _____	3	
4 Add lines 1, 2, and 3	4	42,264,762
5 Decreases not included in line 2 (itemize) ▶ _____	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 29 .	6	42,264,762

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			

(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			

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

2 Capital gain net income or (net capital loss)	2	1,110
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	298

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

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

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

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



Yes



No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2018	2,356,585	48,698,365	000000.048391
2017	2,316,163	48,919,836	000000.047346
2016	2,667,086	47,526,020	000000.056118
2015	2,010,876	45,494,819	000000.044200
2014	2,901,748	55,323,943	000000.052450

2 Total of line 1, column (d)	2	000000.248505
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	000000.049701
4 Enter the net value of noncharitable-use assets for 2019 from Part X, line 5	4	47,507,166
5 Multiply line 4 by line 3	5	2,361,154
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6,513
7 Add lines 5 and 6	7	2,367,667
8 Enter qualifying distributions from Part XII, line 4	8	1,970,336

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	13,027
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	
3	Add lines 1 and 2.	3	13,027
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	13,027
6	Credits/Payments:		
a	2019 estimated tax payments and 2018 overpayment credited to 2019	6a	7,500
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	7,500
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached.	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	5,527
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be: Credited to 2020 estimated tax ☐ Refunded ☐	11	

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?		No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? (see Instructions for definition). <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		No
c Did the foundation file Form 1120-POL for this year?		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ _____ (2) On foundation managers. ► \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		No
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? <i>If "Yes," attach the statement required by General Instruction T.</i>		No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► MD		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>		
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 taxable year beginning in 2019? See the instructions for Part XIV. <i>If "Yes," complete Part XIV</i>		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>		No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions.	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13		No
14	The books are in care of ► <u>ORACLE CAPITAL STRATEGIES LLC</u> Telephone no. ► <u>(410) 878-7002</u>			

Located at ► 2330 W JOPPA ROAD SUITE 107-A LUTHERVILLE MD ZIP+4 ► 21093

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —check here ☐ and enter the amount of tax-exempt interest received or accrued during the year ► 15						
16	At any time during calendar year 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?	16	<table border="1"> <tr> <td>Yes</td> <td>No</td> </tr> <tr> <td></td> <td></td> </tr> </table>	Yes	No		
Yes	No						
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 ☐	1b	No
Organizations relying on a current notice regarding disaster assistance check here. ► ☐		
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?	1c	No
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2019, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2019? ☐ Yes ☒ No If "Yes," list the years ► 20____, 20____, 20____, 20____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.)	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20____, 20____, 20____, 20____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 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 Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2019.)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	No
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2019?	4b	No

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		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?	☐ Yes ☒ No	
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>		
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
	<i>If "Yes" to 6b, file Form 8870.</i>		No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No		
b	If "Yes", did the foundation receive any proceeds or have any net income attributable to the transaction?		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 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, foundation managers and their compensation. See instructions				
(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
AUDREY B DROSSNER PO BOX 36 RIDERWOOD, MD 21139	TRUSTEE 020.00	102,000	16,473	
CHARLOTTE FLOYD PO BOX 36 RIDERWOOD, MD 21139	TRUSTEE 020.00	82,000	570	
RAYMOND A MASON PO BOX 36 RIDERWOOD, MD 21139	TRUSTEE 000.00	0		
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(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
Total number of other employees paid over \$50,000. 				

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ROCHDALE INVESTMENT MANAGEMENT 400 PARK AVE NEW YORK, NY 10022	INVESTMENT MANAGEMENT	106,223
MORGAN STANLEY SMITH BARNEY 2330 W JOPPA ROAD SUITE 255 LUTHERVILLE, MD 21093		
Total number of others receiving over \$50,000 for professional services. ►		

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	0
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ►	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities.	1a	38,508,141
b	Average of monthly cash balances.	1b	3,063,820
c	Fair market value of all other assets (see instructions).	1c	6,658,664
d	Total (add lines 1a, b, and c).	1d	48,230,625
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	48,230,625
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	723,459
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	47,507,166
6	Minimum investment return. Enter 5% of line 5.	6	2,375,358

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	2,375,358
2a	Tax on investment income for 2019 from Part VI, line 5.	2a	13,027
b	Income tax for 2019. (This does not include the tax from Part VI.).	2b	15,834
c	Add lines 2a and 2b.	2c	28,861
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	2,346,497
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	2,346,497
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	2,346,497

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	1,970,336
b	Program-related investments—total from Part IX-B.	1b	
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	1,970,336
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b. See instructions.	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,970,336

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				2,346,497
2 Undistributed income, if any, as of the end of 2019:				
a Enter amount for 2018 only.			1,487,526	
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2019:				
a From 2014.				
b From 2015.				
c From 2016.				
d From 2017.				
e From 2018.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2019 from Part XII, line 4: ► \$ <u>1,970,336</u>				
a Applied to 2018, but not more than line 2a			1,487,526	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2019 distributable amount.				482,810
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2019. (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b.				
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.				
d Subtract line 6c from line 6b. Taxable amount—see instructions.				
e Undistributed income for 2018. Subtract line 4a from line 2a. Taxable amount—see instructions.				
f Undistributed income for 2019. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2020.				1,863,687
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).				
8 Excess distributions carryover from 2014 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2020. Subtract lines 7 and 8 from line 6a.				
10 Analysis of line 9:				
a Excess from 2015.				
b Excess from 2016.				
c Excess from 2017.				
d Excess from 2018.				
e Excess from 2019.				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2019, enter the date of the ruling. ☐ 4942(j)(3) or ☐ 4942(j)(5)

b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2019	(b) 2018	(c) 2017	(d) 2016	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .					
c "Support" alternative test—enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the 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).) 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. See instructions

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
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			3a	1,717,488
b <i>Approved for future payment</i>				
Total			3b	

Enter gross amounts unless otherwise indicated.

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

Form **990-PF** (2019)

Part XVII

- | | | |
|---|-----------|-----------|
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees. | 1c | No |
| d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

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

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

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.		
	*****	2020-10-22	*****
	_____ Signature of officer or trustee	_____ Date	_____ Title

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
	MARY BOWDEN		2020-10-22		
	Firm's name ▶ ORACLE CAPITAL STRATEGIES LLC				Firm's EIN ▶
	Firm's address ▶ 2330 W JOPPA RD SUITE 107-A LUTHERVILLE, MD 21093				Phone no. (410) 878-7002

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Alzheimer's Association 1850 York Road Suite D Timonium, MD 21093	NONE	PC	To further the exempt purpose	30,000
Anna's House (Dodge Grand Caravan) 607 N Tollgate Road Bel Air, MD 21014	NONE	PC	To further the exempt purpose	27,487
Anti Racism FundP O Box 1517 St Louis, MO 63110	NONE	PC	To further the exempt purpose	25,000
Total ▶ 3a				1,717,488

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Assoc of Baltimore Area Grantmakers 2 East Read Street 2nd Floor Baltimore, MD 21202	NONE	PC	To further the exempt purpose	6,000
Baltimore Fashion Alliance LTP 1400 Aliceanna Street Baltimore, MD 21231	NONE	PC	To further the exempt purpose	20,000
Baltimore Woman's Giving Circle POBox 37422 Baltimore, MD 21298	NONE	PC	To further the exempt purpose	2,300
Total ▶ 3a				1,717,488

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Christopher Place Employment Academy 320 Cathedral Street Baltimore, MD 21201	NONE	PC	To further the exempt purpose	39,900
Cristo Rey Jesuit High School 420 South Chester Street Baltimore, MD 21231	NONE	PC	To further the exempt purpose	60,000
Dyslexia Tutoring Program 711 W 40th Street Baltimore, MD 21211	NONE	PC	To further the exempt purpose	53,375
Total ▶ 3a				1,717,488

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Exponent Philanthropy 1720 N Street NW Washington, DC 20036	NONE	PC	To further the exempt purpose	2,250
First Fruits Farm Inc 20431 Middletown Road Freeland, MD 21053	NONE	PC	To further the exempt purpose	30,000
Fishes & Loaves Food Pantry 2422 W Patapsco Ave Baltimore, MD 21230	NONE	PC	To further the exempt purpose	10,000
Total ▶ 3a				1,717,488

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Franciscan Center101 W 23rd Street Baltimore, MD 21218	NONE	PC	To further the exempt purpose	60,000
Future Harvest 1114 Shawan Road Suite 1 Cockeyville, MD 21030	NONE	PC	To further the exempt purpose	25,000
Harford Family House 53 E Bel Air Avenue Suite 3 Aberdeen, MD 21001	NONE	PC	To further the exempt purpose	30,000
Total ▶ 3a				1,717,488

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Healthcare for the Homeless 421 Fallsway Baltimore, MD 21202	NONE	PC	To further the exempt purpose	10,480
Horizon Day Camp 8 Market Place Suite 331 Baltimore, MD 21202	NONE	PC	To further the exempt purpose	25,000
Itineris Inc2201 Old Court Road Baltimore, MD 21208	NONE	PC	To further the exempt purpose	40,000
Total ▶ 3a				1,717,488

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Lyric Opera Baltimore 110 W Mount Royal Ave Baltimore, MD 21201	NONE	PC	To further the exempt purpose	19,000
Manna House435 East 25th Street Baltimore, MD 21201	NONE	PC	To further the exempt purpose	93,019
Meals On Wheels 515 South Haven Street Baltimore, MD 21224	NONE	PC	To further the exempt purpose	195,000
Total ▶ 3a				1,717,488

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Nick's Place4604 W Caroline Avenue Beltsville, MD 20705	NONE	PC	To further the exempt purpose	25,000
Orch Kids1212 Cathedral Steet Baltimore, MD 21201	NONE	PC	To further the exempt purpose	40,000
Our Daily Bread725 Fallsway Baltimore, MD 21202	NONE	PC	To further the exempt purpose	100,000
Total ▶ 3a				1,717,488

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Paul's Place1118 Ward Street Baltimore, MD 21230	NONE	PC	To further the exempt purpose	250,000
Ronald McDonald House 635 West Lexington Street Baltimore, MD 21201	NONE	PC	To further the exempt purpose	42,700
Save the Children 501 Kings Hwy E Suite 400 Fairfield, CT 06825	NONE	PC	To further the exempt purpose	70,000
Total ▶ 3a				1,717,488

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Sinai Hospital Race for the Kids 2401 West Belvedere Avenue Baltimore, MD 21215	NONE	PC	To further the exempt purpose	15,000
Sharebaby Inc1792 Union Avenue Baltimore, MD 21211	NONE	PC	To further the exempt purpose	25,000
SOZO Children4 41st Street S Birmingham, AL 35222	NONE	PC	To further the exempt purpose	10,000
Total ▶ 3a				1,717,488

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
The Samaritan Community 1407 Bolton Street Baltimore, MD 21217	NONE	PC	To further the exempt purpose	10,000
The Seed School200 Font Hill Avenue Baltimore, MD 21223	NONE	PC	To further the exempt purpose	17,627
THREADP O Box 1584 Baltimore, MD 21203	NONE	PC	To further the exempt purpose	100,000
Total ▶ 3a				1,717,488

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Unicorn Children's Foundation 99 SE Mizner Blvd Suite 120 Boca Raton, FL 33428	NONE	PC	To further the exempt purpose	10,000
Weekend Backpacks for Homeless Kids P O Box 21486 Baltimore, MD 21282	NONE	PC	To further the exempt purpose	20,000
World Central Kitchen 1342 Florida Avenue NW Washington, DC 20009	NONE	PC	To further the exempt purpose	75,000
Total ▶ 3a				1,717,488

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Year Up 2600 Liberty Heights Ave 3rd Floor Baltimore, MD 21215	NONE	PC	To further the exempt purpose	7,500
YES Drop in Center402 S Bond Street Baltimore, MD 21231	NONE	PC	To further the exempt purpose	85,850
Young Audiences 2600 North Howard Suite 1300 Baltimore, MD 21218	NONE	PC	To further the exempt purpose	10,000
Total ▶ 3a				1,717,488

TY 2019 Accounting Fees Schedule**Name:** KENNETH S BATTYE CHARITABLE TRUST**EIN:** 52-1748587**Software ID:** 19009610**Software Version:** 19.2.1.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ORACLE CAPITAL STRATEGIES, LLC	46,295	18,518		27,777

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2019 Gain/Loss from Sale of Other Assets Schedule

Name: KENNETH S BATTYE CHARITABLE TRUST

EIN: 52-1748587

Software ID: 19009610

Software Version: 19.2.1.0

Gain Loss Sale Other Assets Schedule

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
SALES OF SECURITIES		P			17,259,463	17,832,177			-572,714	
PASSTHRU GAINS FROM K-1S						22,193			-22,193	

TY 2019 Investments Corporate Bonds Schedule

Name: KENNETH S BATTYE CHARITABLE TRUST

EIN: 52-1748587

Software ID: 19009610

Software Version: 19.2.1.0

TY 2019 Investments Corporate Stock Schedule**Name:** KENNETH S BATTYE CHARITABLE TRUST**EIN:** 52-1748587**Software ID:** 19009610**Software Version:** 19.2.1.0**Investments Corporation Stock Schedule**

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SEE ATTACHED	26,233,164	26,934,020

TY 2019 Investments - Other Schedule**Name:** KENNETH S BATTYE CHARITABLE TRUST**EIN:** 52-1748587**Software ID:** 19009610**Software Version:** 19.2.1.0**Investments Other Schedule 2**

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
SEE ATTACHED	AT COST	13,813,017	14,087,369

TY 2019 Legal Fees Schedule**Name:** KENNETH S BATTYE CHARITABLE TRUST**EIN:** 52-1748587**Software ID:** 19009610**Software Version:** 19.2.1.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
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TY 2019 Other Expenses Schedule**Name:** KENNETH S BATTYE CHARITABLE TRUST**EIN:** 52-1748587**Software ID:** 19009610**Software Version:** 19.2.1.0**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INSURANCE	1,250			1,250
MEALS	4,643			2,322
POSTAGE	158			158
CONTRIBUTIONS FROM K-1S	114			114
SECTION 59E2 EXPENDITURES FROM K-1S	3,084	3,084		
PORTFOLIO DEDUCTIONS FROM K-1S	62,210	62,210		
RENT	39,015	15,606		23,409
OFFICE EXPENSE	580			580
NONDEUCTIBLE EXP FROM K-1S	488			

TY 2019 Other Income Schedule**Name:** KENNETH S BATTYE CHARITABLE TRUST**EIN:** 52-1748587**Software ID:** 19009610**Software Version:** 19.2.1.0**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
ROYALTIES FROM K-1	472	472	
ORDINARY INCOME FROM K-1	13,553	13,553	
1231 GAIN FROM K-1	33,249	33,249	
OTHER INCOME FROM K-1	34,074	34,074	
TAX EXEMPT INCOME	213		

TY 2019 Other Liabilities Schedule**Name:** KENNETH S BATTYE CHARITABLE TRUST**EIN:** 52-1748587**Software ID:** 19009610**Software Version:** 19.2.1.0

Description	Beginning of Year - Book Value	End of Year - Book Value
PAYROLL TAX PAYABLE	5,500	5,474

TY 2019 Other Professional Fees Schedule**Name:** KENNETH S BATTYE CHARITABLE TRUST**EIN:** 52-1748587**Software ID:** 19009610**Software Version:** 19.2.1.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MANAGEMENT FEES	244,056	244,056		
CONSULTING FEES	39,500	19,750		19,750

TY 2019 Taxes Schedule**Name:** KENNETH S BATTYE CHARITABLE TRUST**EIN:** 52-1748587**Software ID:** 19009610**Software Version:** 19.2.1.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
STATE INCOME TAX	959	959		
FOREIGN TAX WITHHELD	10,281	10,281		
FEDERAL TAXES PAID	20,770			

KENNETH S. BATTYE CHARITABLE TRUST
EIN 52-1748587
2019 FORM 990-PF, PART II, BALANCE SHEET

DESCRIPTION	COST	MARKET VALUE AS OF 6/30/20
CASH		
MORGAN STANLEY SMITH BARNEY	1,961,246.06	1,961,246.06
ROCHDALE	262,809.62	262,809.62
 Total Cash	2,224,055.68	2,224,055.68

MORGAN STANLEY SMITH BARNEY	Acct		
ALPHABET INC CL A	207	96,706.61	250,994.85
APTIV PLC	207	247,167.30	289,784.48
BALL CORP	207	340,556.61	339,458.65
CATALENT INC	207	182,256.04	295,985.40
CLARIVATE ANALYTICS PLC	207	276,171.44	367,842.09
DANAHER CORPORATION	207	247,291.65	469,129.99
FACEBOOK	207	218,782.50	236,834.01
FISERV INC	207	161,031.66	271,090.74
HALOZYME	207	224,488.47	245,606.41
HYATT HOTELS	207	377,648.21	297,616.22
IQVIA HOLDINGS INC	207	296,531.83	534,887.60
MARTIN MARIETTA	207	348,965.20	397,027.54
MICROSOFT CORP	207	309,289.14	420,858.68
NY TIMES	207	195,521.32	337,753.08
PALO ALTO NETWORKS	207	238,042.12	227,602.97
PROGRESSIVE CORP OHIO	207	177,718.87	307,221.85
PTC INC	207	370,659.48	407,852.97
SALESFORCE	207	221,221.02	240,157.06
SHERWIN WILLIAMS	207	220,510.75	239,807.75
SOUTHWEST AIRLINES	207	241,097.81	228,254.04
STARBUCKS	207	243,016.51	285,234.84
SVB FNCL	207	161,189.55	168,544.46
TWITTER	207	195,411.55	209,542.86
VISA INC	207	174,515.96	408,168.21
MEDIA GEN INC	358	-	-
FEDERATED GOVT OBLIGATIONS	358	2,795,038.17	2,795,038.17
AAON INC	361	7,533.84	10,477.97
ALARM COM HLDGS INC	361	11,220.92	15,554.40
ALLEGiant TRAVEL CO	361	11,123.20	7,644.70
ALLEGION PUB LTD CO	361	10,510.95	10,017.56

AMN HEALTHCARE SVCS INC	361	19,882.42	15,834.00
ANSYS INC	361	11,478.02	19,254.18
ASPEN TECHNOLOGY INC	361	13,543.19	16,888.43
AXOS FINL	361	7,196.20	4,305.60
BALCHEM CP	361	13,312.80	12,995.82
BARNES GROUP INC	361	8,659.67	5,142.80
BERKLEY W R GROUP	361	16,015.54	18,561.96
BIO-TECHNE CORP	361	12,352.38	18,748.97
BLACKBAUD INC	361	11,380.98	6392.96
BLACKLINE	361	7703.93	14260.52
BOTTOMLINE TECH DE INC	361	10,712.86	10154.00
BRIGHT HORIZONS FAMILY SOLUT	361	28,958.13	27893.60
CANTEL MEDICAL CORP	361	10,202.91	4378.77
CDW CORP	361	17,964.78	25908.14
CHARLES RIVER LABS	361	18,964.75	25629.45
COOPER CO INC NEW	361	17,501.33	19854.80
COPART INC	361	14,112.85	22982.52
DESCARTED SYSTEMS GROUP INC	361	8,526.89	13859.80
DOCUSIGN	361	12,326.22	49768.69
DONALDSON CO INC	361	7,597.66	6978.00
DORMAN PRODUCTS INC	361	7,378.47	6572.86
ELANCO ANIMAL HEALTH INC	361	18,272.11	11282.70
ENVESTNET INC	361	13,729.19	16472.96
EPLUS INC	361	10,333.10	8552.28
EQUIFAX INC	361	10,311.94	13406.64
ESCO TECHNOLOGIES	361	9,673.29	9298.30
EVO PMTS INC CL A	361	10,606.74	9177.66
EXLSERVICE HLDGS INC	361	9,547.62	9510.00
EXPONENT INC	361	25,587.73	35528.27
FAIR ISAAC & CO INC	361	22,725.10	38459.68
FLIR SYSTEM INC	361	24,099.81	17201.68
FOX FACTORY HOLDINGS	361	11,826.84	19165.52
GLOBUS MEDICAL INC A	361	9,121.17	8206.12
HEALTH EQUITY INC COM	361	11,417.72	9093.85
I3 VERTICALS INC COM CL A	361	4,922.28	5777.75
INPHI INC	361	5,811.07	18565.00
INTERACTIVE BROKERS GROUP INC	361	13,917.35	10985.51
J&J SNACK FOODS	361	12,483.50	10,806.05
JACK HENRY & ASSOC INC	361	16,683.18	22,635.69
KINSDALE CAP GROUP INC	361	8,893.08	23,126.29
LEMAITRE VASCULAR INC	361	6,860.60	5,016.00
LENNOX INTL INC	361	21,458.21	23,299.00
LHC GRP	361	10,558.15	15,688.80
MARTEN TRANSPORT LTD	361	8,899.98	10,164.64
MASIMO CORP	361	8,591.68	19,379.15
MONOLITHIC PWR SYSTEMS INC	361	7,299.03	13,509.00
MSCI INC	361	15,179.91	32,714.36
NEOGEN CP	361	12,226.37	12,260.80
NORDSON CP	361	23,086.69	30,922.73
NOVANTA INC	361	7,522.46	11,104.08
NVENT ELECTRIC PLC	361	17,125.30	11,444.06

OLLIES BARGAN OUTLET HLDG	361	11,504.58	15,233.40
OMNICELL INC	361	8,989.58	11,440.44
PACIFIC PREMIER BANCORP INC	361	9,159.81	5,094.80
PALOMAR HLDGS INC	361	2,378.83	3,173.12
PETIQ INC COM CL A	361	7,478.18	8,535.80
POOL CORP	361	16,335.10	29,090.09
PRIMERICA INC	361	13,977.22	15,624.40
PROTO LABS	361	11,426.44	9,559.95
Q2 HLDGS INC	361	7,890.24	10,895.33
RBC BEARINGS INC	361	32,299.73	31,633.40
ROGERS CORP	361	8,041.33	7,476.00
ROLLINS INC	361	11,320.74	14,582.16
SITEONE LANDSCAPE SUPPLY INC	361	23,501.30	40,459.35
STAAR SURGICAL CO NEW	361	8,368.92	16,554.26
TABULA RASA HEALTHCARE INC	361	11,533.33	12,314.25
TACTILE SYSTEMS TECH INC	361	12,623.48	10,481.79
TERADYNE INC	361	15,955.98	36,001.26
TEXAS CAP BNCSHS INC	361	11,909.81	4,692.24
TEXAS ROADHOUSE INC	361	9,595.59	7,990.64
THE SCOTTS MIRACLE-GRO COMP	361	25,578.41	42,223.58
THOR INDUSTRIES INC	361	23,283.37	33,024.30
TREX COMP INC	361	7,962.43	15,608.40
TYLER TECH. INC	361	8,956.86	13,875.20
VOCERA COMM INC	361	12,324.03	8,289.20
WD 40 COMPANY	361	6,278.78	7,138.80
ZEBRA TECH CL-A	361	17,860.74	21,755.75
ACCOR S A SPONS ADR	362	30,126.21	19,949.82
ACS ACTIVE DE CONSTRUCC Y SERV	362	26,137.97	24,040.20
ADECCO GROUP AG ADR	362	28,529.40	21,714.00
AIA GROUP LTD	362	19,303.20	27,676.00
AIRBUS SE UNSPONSORED	362	17,899.97	20295.45
ALIBABA GROUP HLDG LTD	362	23,006.53	25,236.90
ANGLO AMERN PLC SPONSORED ADR	362	41,619.88	38,800.89
ASML HOLDINGS NV NY REG NEW	362	15,089.15	29,442.40
BAE SYS PLC SPON	362	32,778.19	24,912.00
BRAMBLES LTD SPONSORED ADR	362	25,728.07	25,607.06
CAPGEMINI S E UNSPONSORED ADR	362	28,581.65	27,306.78
CARLSBERG AS	362	20,697.30	29,881.02
COMPAGNIE DE ST GOBAIN UNSP	362	28,848.61	24,835.62
DANONE SPONSORED ADR	362	39,178.49	33,937.89
DBS GROUP HOLDINGS	362	31,729.57	35,548.65
DEUTCHE BOERSE AG	362	15,770.84	26,708.88
DEUTCHE POST AG SPON	362	38,004.61	33,598.88
DNB ASA SPONSORED	362	24,254.41	22,879.72
E.ON SE	362	23,576.29	29,135.08
ENEL SOCIETA PER AZIONI ADR	362	21,765.69	26,549.86
FANUC CORP UNSP ADR	362	29,737.12	26,783.46
HITACHI 10 COM NEW ADR	362	26,461.90	24,687.74
INDUSTRIA DE DISENO TEXTIL IND	362	28,744.90	24,467.52
JULIUS BAER GROUP LTD	362	25,966.16	25,677.90
KBC GROUP NV UNSPONS ADR	362	24,217.05	22,006.56

KONINKLIJKE AHOLD DELHAIZE NV	362	20,543.14	25,586.60
LONDON STK EXCHANGE GROUP ADR	362	19,573.87	27,162.50
MERCK KGAA SPD ADR	362	27,537.19	24,579.28
MURATA MANUFACTURING CO LTD	362	24,756.17	30,164.35
NORDEA BANK ABP SPON ADR	362	39,153.26	27,537.90
NOVOZYMES A/S UNSPONS APR	362	20,688.20	26,486.14
NUTRIEN LTD	362	31,839.76	20,190.90
PERNOD RICARD SA UNSPONS ADR	362	19,632.42	23,316.48
PROSUS N V SPONSORED ADR	362	20,862.37	28,439.40
RECKITT BENCKISER PLC SPNS ADR	362	35,207.91	40,226.63
ROCHE HOLDINGS ADR	362	23,330.15	32,404.86
RWE AG SPONSORED ADR	362	22,878.43	29,356.94
SANDS CHINA LTD UNSPONSORE ADR	362	28,982.44	22,058.04
SANOFI ADR	362	27,601.66	28,230.65
SAP AG	362	36,186.21	45,920.00
SHISEIDO LTD SPON ADR	362	25,335.01	25,292.90
SIEMENS HEALTHINEERS AG ADR	362	20,068.28	23,227.34
SMITH & NEPHEW PLC	362	21,179.37	24,320.56
TAIWAN SMCNDCR MFG CO LTD ADR	362	23,447.48	24,694.95
ALTRIA GROUP INC	499	70,499.00	113,825.00
APPLE INC	499	99,066.00	364,800.00
CONOCOPHILLIPS	499	303,962.11	272,079.50
DEVON ENERGY CORP NEW	499	7,530,314.32	1,216,782.00
ESC SEVENTY SEVEN	499	751.14	-
GENERAL ELECTRIC CO	499	50,867.71	21,767.21
HONEYWELL INTL INC	499	145,689.18	452,566.70
METLIFE INC	499	129,793.93	135,124.00
MORGAN STANLEY	499	257,300.00	483,000.00
PHILIP MORRIS INTL INC	499	174,888.45	208,078.20
PHILLIPS 66 COM	499	90,319.06	232,740.30
WABTEC	499	1,327.02	978.69
FEDERATED GOVT OBLIGATIONS	499	849,601.44	849,601.44
		20,463,232.51	17,130,077.64

ROCHDALE

ACCENTURE PLC IRELAND CLASS SHS	R439	43,004.51	45,091.20
ALIBABA GROUP HLDG LTD SPONS ADR	R439	42,452.40	60,396.00
ALPHABET INC CAP STOCK CLASS A	R439	53,490.30	184,346.50
ALPHABET INC CAP STOCK CLASS C SHARES	R439	21,011.71	49,476.35
ALTRIA GROUP INC COM	R439	134,477.31	227,650.00
AMAZON COM INC	R439	61,744.28	71,729.32
AMERICAN ELEC PWR INC COM	R439	102,869.49	220,602.80
AMERICAN WTR WKS CO INC NEW COM	R439	28,259.23	59,183.60
AON PLC REGISTERED SHS CL A	R439	39,528.00	43,335.00
APPLE INC COM	R439	162,839.43	656,640.00
AT&T INC COM	R439	235,680.50	257,257.30
AVANGRID INC COM	R439	94,256.52	138,114.20
BCE INC COM NEW	R439	136,307.25	119,671.05
BRISTOL MYERS SQUIBB CO COM	R439	69,958.40	68,796.00

CINCINNATI FINL CORP COM	R439	66,759.74	154,312.30
CISCO SYSTEMS INC	R439	141,256.17	142,485.20
CME GROUP INC COM	R439	71,229.46	118,654.20
COCA COLA COMPANY	R439	210,257.10	206,868.40
COLGATE PALMOLIVE CO COM	R439	53,372.40	57,875.40
COMCAST CORP NEW CL A	R439	61,555.14	105,246.00
COSTCO WHSL CORP NEW COM	R439	35,803.41	133,412.40
CROWN CASTLE	R439	102,140.09	134,716.75
DEVON ENERGY CORP NEW COM	R439	169,133.73	27,329.40
DISNEY WALT CO COM DISNEY	R439	82,282.48	108,164.70
DOMINION ENERGY INC	R439	94,398.54	197,267.40
DUKE ENERGY CORP NEW COM NEW	R439	180,300.21	297,989.70
EDWARDS LIFESCIENCES CORP COM	R439	11,644.15	60,125.70
ESSEX PPTY	R439	49,000.05	50,417.40
EVERSOURCE ENERGY COM	R439	108,284.30	341,906.62
FACEBOOK INC CL A	R439	17,168.30	156,678.30
HCA HEALTHCARE INC COM	R439	57,627.85	48,530.00
HEALTHCARE TR AMER	R439	49,145.95	53,040.00
HOME DEPOT INC COM	R439	33,904.12	187,882.50
INTEL CORP COM	R439	178,925.62	215,388.00
JOHNSON & JOHNSON COM	R439	75,643.14	94,222.10
JPMORGAN CHASE & CO COM	R439	86,018.81	215,397.40
KIMBERLY CLARK CORP COM	R439	133,488.84	282,700.00
LOCKHEED MARTIN CORP	R439	123,197.62	142,318.80
L3HARRIS TECHNOLOGIES INC COM	R439	59,376.22	48,355.95
MASTERCARD INCORPORATED CL A	R439	33,333.17	130,108.00
MCDONALDS CORP COM	R439	64,640.40	153,110.10
MERCK & CO INC NEW COM	R439	140,052.19	195,644.90
MICROSOFT CORP COM	R439	86,482.73	356,142.50
MID-AMER APT	R439	39,287.88	45,868.00
NATIONAL RETAIL	R439	251,968.21	348,484.56
PAYCHEX INC COM	R439	88,450.18	230,280.00
PEPSICO INC COM	R439	57,129.68	75,388.20
PFIZER INC COM	R439	134,452.40	125,895.00
PHILIP MORRIS INTL INC COM	R439	139,824.45	131,712.80
PINNACLE WEST CAP CORP COM	R439	139,414.67	133,754.25
PROCTER AND GAMBLE CO COM	R439	139,053.00	192,507.70
PROLOGIS INC	R439	205,769.00	406,358.80
QUALCOMM INC	R439	140,198.88	159,161.45
SONOCO PRODS CO COM	R439	71,881.63	72,683.10
THERMO FISHER SCIENTIFIC INC COM	R439	28,425.51	170,299.80
T-MOBILE US INC COM	R439	39,679.15	52,075.00
T-MOBILE US INC RTS	R439	160.75	84.00
UNILEVER PLC SPON ADR NEW	R439	70,077.90	66,953.60
UNITEDHEALTH GROUP INC COM	R439	67,737.06	143,050.75
VERIZON COMMUNICATIONS INC COM	R439	131,025.60	233,199.90
VISA INC COM CL A	R439	26,135.63	144,877.50
WAL-MART STORES INC COM	R439	61,964.91	104,208.60
XCEL ENERGY INC COM	R439	98,422.56	280,000.00
ZOETIS INC CL A	R439	36,570.85	68,520.00