

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. By law, the IRS cannot redact the information on the form.

▶ Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013, and ending 12-31-2013

Name of foundation THE OSPREY FOUNDATION		A Employer identification number 14-1862154
Number and street (or P O box number if mail is not delivered to street address) Room/suite ONE OLYMPIC PLACE 8TH FLOOR		B Telephone number (see instructions) (410) 337-7575
City or town, state or province, country, and ZIP or foreign postal code TOWSON, MD 21204		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 46,279,828	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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)	367,302			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	1,208,114	1,208,114		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	664,837			
	b Gross sales price for all assets on line 6a 4,017,249				
	7 Capital gain net income (from Part IV, line 2)		664,837		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	844,623	844,623			
12 Total. Add lines 1 through 11	3,084,876	2,717,574			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	9,891	9,891		0
	c Other professional fees (attach schedule)	513,188	513,188		0
	17 Interest	31,356	31,356		0
	18 Taxes (attach schedule) (see instructions)	18,316	3,831		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	70,443	22,034		48,409
	24 Total operating and administrative expenses. Add lines 13 through 23	643,194	580,300		48,409
	25 Contributions, gifts, grants paid	4,591,321			4,591,321
26 Total expenses and disbursements. Add lines 24 and 25	5,234,515	580,300		4,639,730	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-2,149,639				
b Net investment income (if negative, enter -0-)		2,137,274			
c Adjusted net income (if negative, enter -0-)					

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

Part II Balance Sheets		Beginning of year			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing						
	2 Savings and temporary cash investments	2,076,524	1,010,867		1,010,867		
	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) ▶ _____ 1,461,300 Less allowance for doubtful accounts ▶ _____ 0	600,000	1,461,300		1,461,300		1,461,300
	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)	17,592,723 <input type="checkbox"/>	17,721,174		17,904,520		
	c Investments—corporate bonds (attach schedule)	1,555,988 <input type="checkbox"/>	1,068,451		1,068,451		
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____						
	12 Investments—mortgage loans						
	13 Investments—other (attach schedule)	24,061,628 <input type="checkbox"/>	23,945,266		24,834,690		
	14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____						
15 Other assets (describe ▶ _____)	<input type="checkbox"/> 42,809 <input type="checkbox"/>	0 <input type="checkbox"/>		0 <input type="checkbox"/>		0	
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	45,929,672	45,207,058		46,279,828			
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 ▶ _____)						
23 Total liabilities (add lines 17 through 22)	0	0					
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.						
	24 Unrestricted						
	25 Temporarily restricted						
	26 Permanently restricted						
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.						
	27 Capital stock, trust principal, or current funds	45,929,672	45,207,058				
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0	0				
	29 Retained earnings, accumulated income, endowment, or other funds	0	0				
30 Total net assets or fund balances (see page 17 of the instructions)	45,929,672	45,207,058					
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	45,929,672	45,207,058					

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	45,929,672
2	Enter amount from Part I, line 27a	2	-2,149,639
3	Other increases not included in line 2 (itemize) ▶ _____ <input type="checkbox"/>	3	1,427,025
4	Add lines 1, 2, and 3	4	45,207,058
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	45,207,058

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a	See Additional Data Table			
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(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		
a	See Additional Data Table			
b				
c				
d				
e				
2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	664,837
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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 page 18 of 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))
2012	3,527,464	45,310,000	0.077852
2011	1,847,620	47,277,683	0.039080
2010	3,760,615	48,168,104	0.078073
2009	3,759,100	45,560,219	0.082508
2008	4,060,358	45,005,127	0.090220
2	Total of line 1, column (d).		2 0.367733
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years		3 0.073547
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.		4 44,945,183
5	Multiply line 4 by line 3.		5 3,305,583
6	Enter 1% of net investment income (1% of Part I, line 27b).		6 21,373
7	Add lines 5 and 6.		7 3,326,956
8	Enter qualifying distributions from Part XII, line 4.		8 4,639,730

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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	21,373
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2.	3	21,373
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	21,373
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	10,000
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	20,000
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	30,000
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	38
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed <input type="checkbox"/>	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . <input type="checkbox"/>	10	8,589
11	Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> 8,589 Refunded <input type="checkbox"/>	11	0

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the 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>	1b	No
c Did the foundation file Form 1120-POL for this year?.	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
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>	2	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>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?.	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5	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?	6	No
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> MD _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation .</i>	8b	Yes
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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of WEALTH MANAGEMENT SERVICES Telephone no (410) 337-7575 Located at ONE OLYMPIC PLACE 8TH FLR TOWSON MD ZIP+4 212044740			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 15			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country N/A	16	Yes	No

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
1b	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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	1b	
1c	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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2013 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>)	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 2013?	4b	No

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

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>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</p> <p>Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p>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? <input type="checkbox"/> Yes <input type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 6b No If "Yes" to 6b, file Form 8870.</p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? 7b</p>			
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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
See Additional Data Table				

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
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 (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.	0	

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
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	
2	
All other program-related investments. See page 24 of the instructions	
3	
Total. Add lines 1 through 3	0

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	44,085,932
b	Average of monthly cash balances.	1b	1,543,695
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	45,629,627
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	45,629,627
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	684,444
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	44,945,183
6	Minimum investment return. Enter 5% of line 5.	6	2,247,259

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	2,247,259
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	21,373
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	21,373
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	2,225,886
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	2,225,886
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	2,225,886

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	4,639,730
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	4,639,730
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	21,373
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	4,618,357

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				2,225,886
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			0	
b Total for prior years 20__ , 20__ , 20__		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.	1,825,386			
b From 2009.	1,508,513			
c From 2010.	1,391,790			
d From 2011.	1,771,146			
e From 2012.	1,266,595			
f Total of lines 3a through e.	7,763,430			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>4,639,730</u>				
a Applied to 2012, 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 2013 distributable amount.				2,225,886
e Remaining amount distributed out of corpus	2,413,844			
5 Excess distributions carryover applied to 2013 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	10,177,274			
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 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions).	1,825,386			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	8,351,888			
10 Analysis of line 9				
a Excess from 2009.	1,508,513			
b Excess from 2010.	1,391,790			
c Excess from 2011.	1,771,146			
d Excess from 2012.	1,266,595			
e Excess from 2013.	2,413,844			

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 2013, enter the date of the ruling.

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

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

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					

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

a "Assets" alternative test—enter

(1) Value of all assets

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

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

c "Support" alternative test—enter

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

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

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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

1 Information Regarding Foundation Managers:

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

See Additional Data Table

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

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

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

a The name, address, and telephone number 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				4,591,321
b <i>Approved for future payment</i>				
Total ▶ 3b				0

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of				
(1) Cash.		1a(1)		No
(2) Other assets.		1a(2)		No
b Other transactions				
(1) Sales of assets to a noncharitable exempt organization.		1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.		1b(2)		No
(3) Rental of facilities, equipment, or other assets.		1b(3)		No
(4) Reimbursement arrangements.		1b(4)		No
(5) Loans or loan guarantees.		1b(5)		No
(6) Performance of services or membership or fundraising solicitations.		1b(6)		No
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.				

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (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, the best of my knowledge and belief, it is true, correct, and complete based on all information of which preparer has any knowledge

***** 2014-11-13
Signature of officer or trustee Date

Paid Preparer Use Only	Print/Type preparer's name H MARTIN FETSCH	Preparer's Signature
	Firm's name ▶ ELLIN & TUCKER CHARTERED	
	Firm's address ▶ 400 EAST PRATT ST SUITE 200 BA 21202	

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
61000 SHS ALCATEL-LUCENT 2 875 TENDER 06/15/2025 2 875%	P	2011-02-25	2013-06-17
44000 SHS BANKRATE INC 07/15/2015 11 75%	P	2012-11-19	2013-08-24
65000 SHS BERRY PLASTICS HLDGS FLT SR 09/15/2014 0 00%	P	2013-01-14	2013-03-10
55000 SHS BILL BARRETT CP 07/15/2016 9 875%	P	2011-11-18	2013-07-15
44000 SHS BIOSCRIP INC SR NTS 10/01/2015 10 25%	P	2012-02-06	2013-08-19
18000 SHS BIOSCRIP INC SR NTS 10/01/2015 10 25%	P	2013-04-03	2013-08-19
4000 SHS CDW LLC 10/12/2017 12 535%	P	2013-01-22	2013-03-08
32000 SHS CDW LLC 10/12/2017 12 535%	P	2013-01-22	2013-08-01
26000 SHS CDW LLC 10/12/2017 12 535%	P	2013-01-22	2013-10-18
14000 SHS CDW LLC 10/12/2017 12 535%	P	2013-09-03	2013-10-18
43000 SHS CINEMARK USA SER B 06/15/2019 8 625%	P	2012-10-12	2013-06-24
17000 SHS CINEMARK USA SER B 06/15/2019 8 625%	P	2013-05-06	2013-06-24
48000 SHS GREATBATCH INC 06/15/2013 2 25%	P	2012-09-18	2013-02-20
47000 SHS GREENBRIER COS 2 375XXX 05/15/2026 2 375%	P	2011-07-12	2013-05-16
50000 SHS HOLOGIC INC 12/15/2037 2 00%	P	2009-11-17	2013-06-10
15000 SHS HOLOGIC INC 12/15/2037 2 00%	P	2011-11-02	2013-06-10
37000 SHS HOST HOTELS RSRT 06/01/2016 6 75%	P	2013-07-02	2013-09-30
20000 SHS LEUCADIA NATIONAL CORP 08/15/2013 7 00%	P	2009-09-14	2013-08-15
34000 SHS LEUCADIA NATIONAL CORP 08/15/2013 7 00%	P	2009-12-09	2013-08-15
46000 SHS LEVEL 3 FINANCING 02/01/2018 10 00%	P	2013-08-07	2013-12-16
59000 SHS LIONS GATE ENT 11/01/2016 10 25%	P	2013-01-16	2013-08-19
49000 SHS LIVE NATION INC 07/15/2027 2 875%	P	2011-05-09	2013-08-13
20000 SHS LIVE NATION INC 07/15/2027 2 875%	P	2011-11-17	2013-08-13
59000 SHS MASTEC 02/01/2017 7 625%	P	2011-06-17	2013-03-18
42000 SHS MCMORAN EXPLOR 11/15/2014 11 875%	P	2011-06-29	2013-11-15
103000 SHS NASH FINCH CO 03/15/2035 1 6314%	P	2012-09-17	2013-03-15
64000 SHS REALOGY CORP 04/15/2015 12 375%	P	2013-01-29	2013-04-16
42000 SHS RESOLUTE FOREST PRODUCTS 10/15/2018 10 25%	P	2012-10-11	2013-05-08
14000 SHS RESOLUTE FOREST PRODUCTS 10/15/2018 10 25%	P	2012-10-15	2013-05-08
48000 SHS RITE AID CORP 03/01/2017 7 50%	P	2013-04-04	2013-07-22

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
18000 SHS RITE AID CORP 03/01/2017 7.50%	P	2013-06-03	2013-07-22
48000 SHS SANDISK CORP 05/15/2013 1.00%	P	2012-08-07	2013-05-16
47000 SHS TRIUMPH GROUP 11/15/2017 8.00%	P	2013-07-02	2013-11-15
45000 SHS WESCO DISTRIBUTN 10/15/2017 7.50%	P	2011-06-20	2013-01-09
40000 SHS WESTINGHOUSE AIR 07/31/2013 6.875%	P	2008-11-19	2013-02-04
13000 SHS WESTINGHOUSE AIR 07/31/2013 6.875%	P	2009-07-09	2013-02-04
2397.115 SHS FPA CRESCENT FUND	P	2003-11-18	2013-05-09
14.303 SHS FPA CRESCENT FUND	P	2003-12-29	2013-05-09
806.085 SHS FPA CRESCENT FUND	P	2004-03-09	2013-05-09
4764.93 SHS FPA CRESCENT FUND	P	2004-03-09	2013-05-16
53879.31 SHS LORD ABBETT SHORT DURATION I	P	2012-11-27	2013-04-04
53874.138 SHS LORD ABBETT SHORT DURATION I	P	2012-11-27	2013-04-11
34.509 SHS LORD ABBETT SHORT DURATION I	P	2012-11-30	2013-04-11
32.522 SHS LORD ABBETT SHORT DURATION I	P	2012-12-18	2013-04-11
353.239 SHS LORD ABBETT SHORT DURATION I	P	2012-12-31	2013-04-11
341.131 SHS LORD ABBETT SHORT DURATION I	P	2013-01-31	2013-04-11
352.595 SHS LORD ABBETT SHORT DURATION I	P	2013-02-28	2013-04-11
343.498 SHS LORD ABBETT SHORT DURATION I	P	2013-03-28	2013-04-11
9495.982 SHS TEMPLETON GLOBAL BOND ADV	P	2010-01-08	2013-04-11
7352.941 SHS TEMPLETON GLOBAL BOND ADV	P	2010-01-08	2013-05-01
11021.308 SHS TEMPLETON GLOBAL BOND ADV	P	2010-01-08	2013-05-16
10620.916 SHS TEMPLETON GLOBAL BOND ADV	P	2010-01-08	2013-06-18
7686.395 SHS TEMPLETON GLOBAL BOND ADV	P	2010-01-14	2013-06-18
170.579 SHS TEMPLETON GLOBAL BOND ADV	P	2010-01-20	2013-06-18
7812.5 SHS TEMPLETON GLOBAL BOND ADV	P	2010-01-21	2013-06-18
7892.66 SHS TEMPLETON GLOBAL BOND ADV	P	2010-01-28	2013-06-18
4367.451 SHS TEMPLETON GLOBAL BOND ADV	P	2010-02-04	2013-06-18
3543.941 SHS TEMPLETON GLOBAL BOND ADV	P	2010-02-04	2013-11-06
7806.401 SHS TEMPLETON GLOBAL BOND ADV	P	2010-02-11	2013-11-06
286.875 SHS TEMPLETON GLOBAL BOND ADV	P	2010-02-18	2013-11-06

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
283 093 SHS TEMPLETON GLOBAL BOND ADV	P	2010-03-17	2013-11-06
276 77 SHS TEMPLETON GLOBAL BOND ADV	P	2010-04-19	2013-11-06
314 352 SHS TEMPLETON GLOBAL BOND ADV	P	2010-05-19	2013-11-06
319 617 SHS TEMPLETON GLOBAL BOND ADV	P	2010-06-17	2013-11-06
321 389 SHS TEMPLETON GLOBAL BOND ADV	P	2010-07-19	2013-11-06
314 716 SHS TEMPLETON GLOBAL BOND ADV	P	2010-08-20	2013-11-06
313 042 SHS TEMPLETON GLOBAL BOND ADV	P	2010-09-17	2013-11-06
307 883 SHS TEMPLETON GLOBAL BOND ADV	P	2010-10-19	2013-11-06
313 717 SHS TEMPLETON GLOBAL BOND ADV	P	2010-11-17	2013-11-06
1116 293 SHS TEMPLETON GLOBAL BOND ADV	P	2010-12-17	2013-11-06
320 841 SHS TEMPLETON GLOBAL BOND ADV	P	2011-01-20	2013-11-06
320 508 SHS TEMPLETON GLOBAL BOND ADV	P	2011-02-17	2013-11-06
326 738 SHS TEMPLETON GLOBAL BOND ADV	P	2011-03-17	2013-11-06
316 064 SHS TEMPLETON GLOBAL BOND ADV	P	2011-04-19	2013-11-06
320 787 SHS TEMPLETON GLOBAL BOND ADV	P	2011-05-18	2013-11-06
320 483 SHS TEMPLETON GLOBAL BOND ADV	P	2011-06-17	2013-11-06
321 156 SHS TEMPLETON GLOBAL BOND ADV	P	2011-07-19	2013-11-06
325 304 SHS TEMPLETON GLOBAL BOND ADV	P	2011-08-17	2013-11-06
336 26 SHS TEMPLETON GLOBAL BOND ADV	P	2011-09-19	2013-11-06
345 551 SHS TEMPLETON GLOBAL BOND ADV	P	2011-10-18	2013-11-06
350 48 SHS TEMPLETON GLOBAL BOND ADV	P	2011-11-16	2013-11-06
551 215 SHS TEMPLETON GLOBAL BOND ADV	P	2011-12-16	2013-11-06
1743 653 SHS TEMPLETON GLOBAL BOND ADV	P	2011-12-16	2013-11-06
366 688 SHS TEMPLETON GLOBAL BOND ADV	P	2012-01-18	2013-11-06
353 625 SHS TEMPLETON GLOBAL BOND ADV	P	2012-02-16	2013-11-06
355 039 SHS TEMPLETON GLOBAL BOND ADV	P	2012-03-16	2013-11-06
362 392 SHS TEMPLETON GLOBAL BOND ADV	P	2012-04-17	2013-11-06
374 404 SHS TEMPLETON GLOBAL BOND ADV	P	2012-05-16	2013-11-06
375 329 SHS TEMPLETON GLOBAL BOND ADV	P	2012-06-18	2013-11-06
368 636 SHS TEMPLETON GLOBAL BOND ADV	P	2012-07-17	2013-11-06

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
362 675 SHS TEMPLETON GLOBAL BOND ADV	P	2012-08-16	2013-11-06
290 721 SHS TEMPLETON GLOBAL BOND ADV	P	2012-09-18	2013-11-06
291 27 SHS TEMPLETON GLOBAL BOND ADV	P	2012-10-16	2013-11-06
291 956 SHS TEMPLETON GLOBAL BOND ADV	P	2012-11-16	2013-11-06
11 801 SHS TEMPLETON GLOBAL BOND ADV	P	2012-12-18	2013-11-06
1179 397 SHS TEMPLETON GLOBAL BOND ADV	P	2012-12-18	2013-11-06
1784 714 SHS TEMPLETON GLOBAL BOND ADV	P	2012-12-18	2013-11-06
301 726 SHS TEMPLETON GLOBAL BOND ADV	P	2013-01-16	2013-11-06
300 825 SHS TEMPLETON GLOBAL BOND ADV	P	2013-02-19	2013-11-06
303 904 SHS TEMPLETON GLOBAL BOND ADV	P	2013-03-18	2013-11-06
272 101 SHS TEMPLETON GLOBAL BOND ADV	P	2013-04-16	2013-11-06
248 085 SHS TEMPLETON GLOBAL BOND ADV	P	2013-05-16	2013-11-06
223 374 SHS TEMPLETON GLOBAL BOND ADV	P	2013-06-18	2013-11-06
97 999 SHS TEMPLETON GLOBAL BOND ADV	P	2013-07-16	2013-11-06
99 935 SHS TEMPLETON GLOBAL BOND ADV	P	2013-08-16	2013-11-06
99 107 SHS TEMPLETON GLOBAL BOND ADV	P	2013-09-17	2013-11-06
98 375 SHS TEMPLETON GLOBAL BOND ADV	P	2013-10-16	2013-11-06
600 SHS TESLA MOTORS INC	P	2010-06-29	2013-05-20
0 SHS SPDR GOLD TR GOLD SHS ETF	P		2013-12-17
ST CAPITAL CAIN/LOSS OF OTHER PUBLICLY TRADED SECURITIES	P		2013-12-31
LT CAPITAL CAIN/LOSS OF OTHER PUBLICLY TRADED SECURITIES	P		2013-12-31
CAPITAL GAINS DIVIDENDS	P		

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
60,990		59,309	1,681
46,585		48,645	-2,060
65,000		65,090	-90
57,716		60,800	-3,084
46,255		47,215	-960
18,923		19,083	-160
4,251		4,290	-39
34,006		34,317	-311
27,086		27,882	-796
14,585		14,595	-10
48,175		47,809	366
19,046		18,853	193
48,000		47,845	155
46,990		45,292	1,698
50,293		40,713	9,580
15,088		14,106	982
37,416		37,521	-105
20,000		19,830	170
34,000		34,174	-174
48,837		49,696	-859
63,164		65,146	-1,982
50,177		45,228	4,949
20,480		18,100	2,380
58,867		60,353	-1,486
42,000		45,543	-3,543
48,009		48,085	-76
64,000		65,369	-1,369
49,004		48,220	784
16,335		16,073	262
49,200		49,585	-385

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
18,450		18,520	-70
48,000		47,605	395
48,880		49,522	-642
45,563		45,981	-418
41,081		35,150	5,931
13,351		12,675	676
74,502		50,028	24,474
445		307	138
25,053		18,306	6,747
150,000		108,212	41,788
249,976		250,012	-36
249,953		249,988	-35
160		160	0
151		151	0
1,639		1,643	-4
1,583		1,583	0
1,636		1,636	0
1,594		1,594	0
129,976		123,359	6,617
99,976		95,519	4,457
149,976		143,174	6,802
137,747		137,972	-225
99,688		100,024	-336
2,212		2,207	5
101,323		100,024	1,299
102,363		100,024	2,339
56,643		55,218	1,425
46,352		44,806	1,546
102,102		100,024	2,078
3,752		3,686	66

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
3,703		3,731	-28
3,620		3,745	-125
4,111		4,159	-48
4,180		4,152	28
4,204		4,184	20
4,116		4,201	-85
4,094		4,226	-132
4,027		4,243	-216
4,103		4,251	-148
14,600		14,936	-336
4,196		4,335	-139
4,192		4,327	-135
4,273		4,368	-95
4,134		4,377	-243
4,196		4,411	-215
4,192		4,419	-227
4,200		4,445	-245
4,255		4,453	-198
4,398		4,462	-64
4,520		4,471	49
4,584		4,490	94
7,209		6,758	451
22,806		21,377	1,429
4,796		4,620	176
4,625		4,640	-15
4,644		4,676	-32
4,740		4,686	54
4,897		4,714	183
4,909		4,707	202
4,821		4,744	77

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
4,744		4,773	-29
3,802		3,875	-73
3,810		3,906	-96
3,819		3,909	-90
154		156	-2
15,426		15,568	-142
23,343		23,558	-215
3,946		4,049	-103
3,935		4,043	-108
3,975		4,084	-109
3,559		3,682	-123
3,245		3,386	-141
2,922		2,911	11
1,282		1,274	8
1,307		1,281	26
1,296		1,282	14
1,287		1,290	-3
54,662		10,200	44,462
4,459			4,459
163,305			163,305
141,290			141,290
201,731			201,731

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(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	
			1,681
			-2,060
			-90
			-3,084
			-960
			-160
			-39
			-311
			-796
			-10
			366
			193
			155
			1,698
			9,580
			982
			-105
			170
			-174
			-859
			-1,982
			4,949
			2,380
			-1,486
			-3,543
			-76
			-1,369
			784
			262
			-385

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(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	
			-70
			395
			-642
			-418
			5,931
			676
			24,474
			138
			6,747
			41,788
			-36
			-35
			0
			0
			-4
			0
			0
			0
			6,617
			4,457
			6,802
			-225
			-336
			5
			1,299
			2,339
			1,425
			1,546
			2,078
			66

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(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	
			-28
			-125
			-48
			28
			20
			-85
			-132
			-216
			-148
			-336
			-139
			-135
			-95
			-243
			-215
			-227
			-245
			-198
			-64
			49
			94
			451
			1,429
			176
			-15
			-32
			54
			183
			202
			77

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(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	
			-29
			-73
			-96
			-90
			-2
			-142
			-215
			-103
			-108
			-109
			-123
			-141
			11
			8
			26
			14
			-3
			44,462
			4,459
			163,305
			141,290
			201,731

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
WILLIAM CLARKE ONE OLYMPIC PLACE 8TH FLOOR TOWSON, MD 21204	PRESIDENT 2 00	0	0	0
BONNIE CLARKE ONE OLYMPIC PLACE 8TH FLOOR TOWSON, MD 21204	SEC/TREASURER 2 00	0	0	0
STEVEN CLARKE ONE OLYMPIC PLACE 8TH FLOOR TOWSON, MD 21204	DIRECTOR 1 00	0	0	0
JESSE CLARKE ONE OLYMPIC PLACE 8TH FLOOR TOWSON, MD 21204	DIRECTOR 1 00	0	0	0
LINDSEY WELLS ONE OLYMPIC PLACE 8TH FLOOR TOWSON, MD 21204	DIRECTOR 1 00	0	0	0
CHRISTOPHER WELLS ONE OLYMPIC PLACE 8TH FLOOR TOWSON, MD 21204	DIRECTOR 1 00	0	0	0
MEREDITH POWELL ONE OLYMPIC PLACE 8TH FLOOR TOWSON, MD 21204	DIRECTOR 1 00	0	0	0
CHRISTOPHER POWELL ONE OLYMPIC PLACE 8TH FLOOR TOWSON, MD 21204	DIRECTOR 1 00	0	0	0

Form 990PF Part XV Line 1a - 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).

WILLIAM CLARKE
BONNIE CLARKE

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>				
40 WEST ASSISTANCE & REFERRAL INC 4711 EDMONDSON AVENUE BALTIMORE,MD 21229	NONE	PUBLIC	UNRESTRICTED GIFT	10,000
ACUMEN FUND INC 76 NINTH AVENUE RM 315 NEW YORK,NY 100115226	NONE	PUBLIC	SUPPORT OF ENERGY PORTFOLIO INITIATIVES	100,000
AGUAYUDA PO BOX 2056 EASTON,MD 21601	NONE	PUBLIC	UNRESTRICTED GIFT	50,000
ARAVA INSTITUTE FOR ENVIRONMENTAL STUDIES KIBBUTZ KETURA DN HEVEL EILOT,ISRAEL 88840 IS	NONE	PUBLIC	UNRESTRICTED GIFT	40,000
ASHLAND PRESBYTERIAN CHURCH 116 ASHLAND RD COCKEYSVILLE,MD 21030	NONE	PUBLIC	UNRESTRICTED GIFT	50,000
BALTIMORE STATION INC 140 W WEST ST BALTIMORE,MD 21230	NONE	PUBLIC	UNRESTRICTED GIFT	10,000
BOY SCOUTS OF AMERICA 701 WYMAN PARK DRIVE BALTIMORE,MD 21211	NONE	PUBLIC	SCOUT REACH PROGRAM AND GENERAL SUPPORT	40,000
CARE USA 151 ELLIS STREET NE ATLANTA,GA 30303	NONE	PUBLIC	WEST BANK JENIN WATER DISTRICT - CONNECT 300 HOUSEHOLDS	300,000
CASA OF MARYLAND INC 310 TULIP AVENUE TAKOMA PARK,MD 20912	NONE	PUBLIC	BALTIMORE WORKERS EMPLOYMENT CENTER	100,000
CEDEPCA 8A AVENIDA 7-57 ZONA 2 PARTADO POSTAL 2834 GUATEMALA CITY,GUATEMALA 01901 GT	NONE	PUBLIC	BIBLICAL, THEOLOGICAL, AND PASTORAL TRAINING PROGRAMS	123,888
CENTER FOR EMERGING MEDIA 5950 SYMPHONY WOODS ROAD SUITE 305 COLUMBIA,MD 21044	NONE	PUBLIC	TO SUPPORT ONGOING OPERATIONS	80,000
CENTER FOR URBAN FAMILIES FUND INC 3002 DRUID PARK DRIVE BALTIMORE,MD 21215	NONE	PUBLIC	SECOND DECADE	100,000
CENTER OF SPIRITUAL DEVELOPMENT (ST JAMES) 3101 MONKTON ROAD MONKTON,MD 21111	NONE	PUBLIC	UNRESTRICTED GIFT	40,000
CHESAPEAKE BAY FOUNDATION 6 HERNDON AVENUE ANNAPOLIS,MD 21403	NONE	PUBLIC	UNRESTRICTED GIFT	60,000
CHURCH WORLD SERVICE 475 RIVERSIDE DR SUITE 700 NEW YORK,NY 10115	NONE	PUBLIC	UNRESTRICTED GIFT	300,000
Total			3a	4,591,321


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>				
COALITION TO END CHILDHOOD LEAD POISONING 2150 ALLSTON WAY SUITE 400 BALTIMORE,MD 21224	NONE	PUBLIC	PROGRAM SUPPORT	80,000
COMET 1301 WHITE STREET HOUSTON,TX 77007	NONE	PUBLIC	UNRESTRICTED GIFT	20,000
COOPERATIVE FOOD EMPOWERMENT 2150 ALLSTON WAY SUITE 400 BERKELEY,CA 94709	NONE	PUBLIC	CAPICITY BUILDING GRANT	5,000
ECUMENICAL INSTITUTE OF THEOLOGY 5400 ROLAND AVENUE BALTIMORE,MD 212101994	NONE	PUBLIC	40TH ANNIVERSARY CAMPAIGN AND THE LIGHT GRANT	200,000
EVA NEPAL PO BOX 270119 WEST HARTFORD,CT 061270119	NONE	PUBLIC	UNRESTRICTED GIFT	10,000
FAIR FOOD NETWORK 205 E WASHINGTON ST SUITE B ANN ARBOR,MI 48104	NONE	PUBLIC	POOL GRANT	150,000
FALLING WHISTLES 440 SEATON ST 201 VENICE,CA 90013	NONE	PUBLIC	UNRESTRICTED GIFT	10,000
FINCA 1101 14TH STREET NW 11TH FLOOR WASHINGTON,DC 20005	NONE	PUBLIC	FUND WOMEN'S SMALL ENTERPRISE DEVELOPMENT WORK IN GU	50,000
FOOD PROJECT 110 LEWIS STREET LINCOLN,MA 01773	NONE	PUBLIC	LEARNING AGENDA	60,000
GIRLS ON THE RUN OF THE BAY AREA 3543 18TH ST 31 SAN FRANCISCO,CA 94110	NONE	PUBLIC	UNRESTRICTED GIFT	5,000
GUATEMALAN HUMAN RIGHTS 3321 12TH STREET WASHINGTON,DC 20017	NONE	PUBLIC	HUMAN RIGHTS DEFENDERS PROGRAM	40,000
HOUSE OF RUTH MARYLAND 2201 ARGONNE DRIVE BALTIMORE,MD 21218	NONE	PUBLIC	GENERAL OPERATING SUPPORT	25,000
INSTITUTE FOR CHRISTIAN & JEWISH STUDIES 1316 PARK AVENUE BALTIMORE,MD 21217	NONE	PUBLIC	ANNUAL FUND, CAPITAL CAMPAIGN, AND ICJS EDUCATOR	100,000
INTERCHURCH MEDICAL ASSISTANCE 500 MAIN STREET PO BOX 429 NEW WINDSOR,MD 21776	NONE	PUBLIC	UNRESTRICTED GIFT	288,000
INTERFAITH YOUTH CORE 910 W VAN BUREN ST FL 4 CHICAGO,IL 606073575	NONE	PUBLIC	SUPPORT OF COMMUNICATIONS INITIATIVES	100,000
Total			3a	4,591,321

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>				
IPCRI TANTUR PO BOX 11091 JERUSALEM,ISRAEL 91110 IS	NONE	PUBLIC	UNRESTRICTED GIFT	30,000
JOHNS HOPKINS BLOOMBERG 615 N WOLFE STREET BALTIMORE,MD 21205	NONE	PUBLIC	UNRESTRICTED GIFT	280,000
JOHNS HOPKINS BRADY INSTITUTE 615 N WOLFE STREET BALTIMORE,MD 21205	NONE	PUBLIC	UNRESTRICTED GIFT	100,000
KASUPE ORPHAN CARE GROUP PRIVATE BAG 313 LILONGWE,MALAWI MI	NONE	PUBLIC	FOOD SECURITY PROGRAM	40,000
LISC BOSTON 95 BERKELEY ST SUITE 202 BOSTON,MA 02116	NONE	PUBLIC	UNRESTRICTED GIFT	50,000
LIVELYHOODS 830 TRACTION AVENUE SUITE 3A LOS ANGELES,CA 90013	NONE	PUBLIC	UNRESTRICTED GIFT	25,000
LIVING CLASSROOMS FOUNDATION 802 SOUTH CAROLINE ST BALTIMORE,MD 21231	NONE	PUBLIC	EDUCATIONAL PROGRAMS	20,000
LOCAL GOVERNMENT COMMISSION 1303 J STREET SUITE 250 SACRAMENTO,CA 95814	NONE	PUBLIC	LEARNING AGENDA	50,000
LUTHERAN WORLD RELIEF 700 LIGHT STREET BALTIMORE,MD 21230	NONE	PUBLIC	WATER FOR WOMEN INITIATIVE	534,438
MINNEAPOLIS FOUNDATION 80 S 8TH ST MINNEAPOLIS,MN 55402	NONE	PUBLIC	UNRESTRICTED GIFT	100,000
NEW LEADERS INITIATIVE EARTH ISLAND INSTITUTE 2150 ALLSTON WAY SUITE 460 BERKELEY,CA 94705	NONE	PUBLIC	UNRESTRICTED GIFT	10,145
OPEN SOCIETY INSTITUTE - BALTIMORE 201 NORTH CHARLES STREET SUITE 1300 BALTIMORE,MD 21201	NONE	PRIVATE	INDEPENDENCE FUND AND YOUTH DEVELOPMENT INITIATIVE	200,000
PALESTINIAN HYDROLOGY GROUP AL MASYOUN AL NAHDA BUILDING 2ND FLOOR RAMALLAH,ISRAEL 970 IS	NONE	PUBLIC	UNRESTRICTED GIFT	35,300
PALESTINIAN WASTEWATER ENGINEERS PALESTINE AL BIREH - RAMALLAH RAMALLAH,ISRAEL 970 IS	NONE	PUBLIC	UNRESTRICTED GIFT	32,550
PRESBYTERY OF BALTIMORE 5400 LOCH RAVEN BLVD BALTIMORE,MD 21239	NONE	PUBLIC	UNRESTRICTED GIFT	40,000
Total			3a	4,591,321

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>				
RED TOMATO 1033 TURNPIKE ST CANTON,MA 02021	NONE	PUBLIC	POOL GRANT	50,000
ROOT CAUSE INSTITUTE INC 11 AVENUE DE LAFAYETTE BOSTON,MA 02111	NONE	PUBLIC	UNRESTRICTED GIFT	10,000
SIDE BY SIDE 424 MAIN STREET LAUREL,MD 20707	NONE	PUBLIC	UNRESTRICTED GIFT	25,000
SMART GROWTH AMERICA 1707 L ST NW SUITE 1050 WASHINGTON,DC 20036	NONE	PUBLIC	LEARNING AGENDA	50,000
THE FAMILY TREE 2108 N CHARLES STREET BALTIMORE,MD 21218	NONE	PUBLIC	UNRESTRICTED GIFT	100,000
THE JAMES BEARD FOUNDATION 167 WEST 12TH ST NEW YORK,NY 10011	NONE	PUBLIC	UNRESTRICTED GIFT	40,000
UNITED NATIONS 1800 MASSACHUSETTS AVE NW WASHINGTON,DC 20036	NONE	PUBLIC	GLOBAL ALLIANCE FOR CLEAN COOKSTOVE	50,000
WATER FOR PEOPLE 6666 W QUINCY AVENUE DENVER,CO 802353098	NONE	PUBLIC	SUPPORT OF GUATEMALA WASH EDUCATION PROGRAMS	100,000
WE CARE SOLAR P0 BOX 5765 BERKELEY,CA 94705	NONE	PUBLIC	UNRESTRICTED GIFT	35,000
WELL FOR THE JOURNEY INC 400 W PENNSYLVANIA AVE TOWSON,MD 21204	NONE	PUBLIC	UNRESTRICTED GIFT	12,000
WHOLESOME WAVE 855 MAIN STREET SUITE 910 BRIDGEPORT,CT 06604	NONE	PUBLIC	UNRESTRICTED GIFT	25,000
Total			 3a	4,591,321

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Schedule of Contributors

OMB No 1545-0047

▶ Attach to Form 990, 990-EZ, or 990-PF.

2013

▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.

Name of the organization
THE OSPREY FOUNDATION

Employer identification number
14-1862154

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization
THE OSPREY FOUNDATION

Employer identification number
14-1862154

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	WILLIAM CLARKE ONE OLYMPIC PLACE 8TH FLOOR TOWSON, MD 21204	\$ 367,302	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
—	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
—	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
—	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
—	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
—	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization
THE OSPREY FOUNDATION

Employer identification number
14-1862154

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____

Name of organization
THE OSPREY FOUNDATION

Employer identification number
14-1862154

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry
For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once. See instructions.) \$
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
_____	_____ _____ _____	_____ _____ _____	_____ _____ _____

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____ _____ _____	_____ _____ _____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
_____	_____ _____ _____	_____ _____ _____	_____ _____ _____

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____ _____ _____	_____ _____ _____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
_____	_____ _____ _____	_____ _____ _____	_____ _____ _____

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____ _____ _____	_____ _____ _____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
_____	_____ _____ _____	_____ _____ _____	_____ _____ _____

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____ _____ _____	_____ _____ _____

TY 2013 Accounting Fees Schedule

Name: THE OSPREY FOUNDATION

EIN: 14-1862154

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	9,891	9,891		0

**TY 2013 Investments Corporate
Bonds Schedule**

Name: THE OSPREY FOUNDATION

EIN: 14-1862154

Name of Bond	End of Year Book Value	End of Year Fair Market Value
LORD ABBETT SHORT DURATION INCOME	0	0
OXFORD MILL	307,873	307,873
REINVESTMENT FUND	252,208	252,208
WORKING CAPITAL FOR COMMUNITY NEEDS	508,370	508,370

**TY 2013 Investments Corporate
Stock Schedule****Name:** THE OSPREY FOUNDATION**EIN:** 14-1862154

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORBYN INVEST	1,648,563	1,716,855
ENERGY CAPITAL PARTNERS	861,150	830,699
PERMAL PEO II	687,452	562,875
PERMAL PEO III	1,904,796	1,807,422
STOCK & MUTUAL FUNDS	6,305,323	6,336,041
WMS INC OPPORTUNITY FD	6,313,890	6,650,628

TY 2013 Investments - Other Schedule**Name:** THE OSPREY FOUNDATION **EIN:** 14-1862154

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
CALVERT SOCIAL INVESTORS FOUNDATION	AT COST	507,507	507,507
CAMPBELL MULTI-STRATEGY	AT COST	2,988,688	3,417,169
CHESAPEAKE PROPERTY III	AT COST	855,299	855,302
GLOBAL PARTNERSHIP SOCIAL INVESTMENT FUND 5	AT COST	500,042	500,042
MAP 2006 LP	AT COST	2,000,000	2,000,000
MREP 2008 DISTRESSED	AT COST	799,136	911,432
MURVIN & MEIER	AT COST	790,720	776,964
ROOT CAPITAL	AT COST	400,855	400,855
STRUCTURED SETTLE- TOBACCO	AT COST	675,883	692,358
STRUCTURED SETTLEMENTS	AT COST	3,251,439	3,251,439
VALSTONE OPPORTUNITY FUND IV, LLC	AT COST	2,071,797	2,068,206
WMS FAIRMOUNT FUNDS	AT COST	3,301,058	3,450,491
WMS SUSQUEHANNA FD	AT COST	5,443,791	5,583,811
WMS WASHINGTON FD	AT COST	359,051	419,114

TY 2013 Other Assets Schedule

Name: THE OSPREY FOUNDATION

EIN: 14-1862154

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ACCRUED INTEREST	42,809	0	0

TY 2013 Other Expenses Schedule

Name: THE OSPREY FOUNDATION

EIN: 14-1862154

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MEETING EXPENSE	51,294	12,823		38,471
INFORMATION TECHNOLOGY	13,251	3,313		9,938
OTHER DEDUCTIONS	5,898	5,898		0

TY 2013 Other Income Schedule

Name: THE OSPREY FOUNDATION

EIN: 14-1862154

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
MURVIN & MEIER	24,501	24,501	24,501
FROM PASSTHROUGH ENTITIES	820,122	820,122	820,122

TY 2013 Other Increases Schedule

Name: THE OSPREY FOUNDATION

EIN: 14-1862154

Description	Amount
PRIOR PERIOD ADJUSTMENT	1,427,025

TY 2013 Other Professional Fees Schedule

Name: THE OSPREY FOUNDATION

EIN: 14-1862154

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	366,240	366,240		0
OTHER PROFESSIONAL FEES	146,948	146,948		0

TY 2013 Taxes Schedule

Name: THE OSPREY FOUNDATION

EIN: 14-1862154

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX	3,831	3,831		0
EXCISE TAX	14,485	0		0