

Form 990-PF

Return of Private Foundation or Section 4947(a)(1) Trust Treated as Private Foundation

2014

Open to Public Inspection

Department of the Treasury Internal Revenue Service

Do not enter social security numbers on this form as it may be made public. Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

For calendar year 2014, or tax year beginning 01-01-2014, and ending 12-31-2014

Name of foundation THE OSPREY FOUNDATION
A Employer identification number 14-1862154
B Telephone number (see instructions) (410) 337-7575
C If exemption application is pending, check here
G Check all that apply
H Check type of organization
I Fair market value of all assets at end of year
J Accounting method

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12) and Operating and Administrative Expenses (13-26), leading to Total expenses and disbursements (26) and Excess of revenue over expenses and disbursements (27).

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	1,010,867	4,713,404	4,713,404		
	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) ▶ _____ 1,119,521 Less allowance for doubtful accounts ▶ _____ 0	1,461,300	1,119,521	1,117,369		
	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)	17,721,174 <input checked="" type="checkbox"/>	17,860,970	18,183,310		
	c	Investments—corporate bonds (attach schedule)	1,068,451 <input checked="" type="checkbox"/>	1,318,452	1,320,660		
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
	12	Investments—mortgage loans					
	13	Investments—other (attach schedule)	23,945,266 <input checked="" type="checkbox"/>	22,879,290	23,110,500		
	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)	45,207,058	47,891,637	48,445,243			
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	45,207,058	47,891,637			
	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 instructions)	45,207,058	47,891,637				
31	Total liabilities and net assets/fund balances (see instructions)	45,207,058	47,891,637				

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	45,207,058
2	Enter amount from Part I, line 27a	2	1,706,162
3	Other increases not included in line 2 (itemize) ▶ _____ <input checked="" type="checkbox"/>	3	978,417
4	Add lines 1, 2, and 3	4	47,891,637
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	47,891,637

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			(l) 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	495,509
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 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))
2013	4,618,357	44,945,183	0.102755
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

2 Total of line 1, column (d).	2	0.380268
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	0.076054
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	45,382,104
5 Multiply line 4 by line 3.	5	3,451,491
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	22,470
7 Add lines 5 and 6.	7	3,473,961
8 Enter qualifying distributions from Part XII, line 4.	8	3,651,105

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	22,470
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	22,470
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	22,470
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	8,589
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	25,000
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	33,589
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	231
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	10,888
11	Enter the amount of line 10 to be Credited to 2015 estimated tax <input type="checkbox"/> 10,888 Refunded <input checked="" 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?		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 <input type="checkbox"/> \$ <u>0</u> (2) On foundation managers <input type="checkbox"/> \$ <u>0</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ <u>0</u>		
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?		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>	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>	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 2014 or the taxable year beginning in 2014 (see 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 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 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country	16	Yes	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 instructions)? <input type="checkbox"/> 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 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? <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) <input type="checkbox"/>	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 2014 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 2014.</i>) <input type="checkbox"/>	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 2014?	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 4945(d)(4)(A)? (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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</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 checked="" type="checkbox"/> No</p> <p>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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	5b		
	6b		No
	7b		

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

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

(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 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	43,211,066
b	Average of monthly cash balances.	1b	2,862,136
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	46,073,202
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	46,073,202
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	691,098
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	45,382,104
6	Minimum investment return. Enter 5% of line 5.	6	2,269,105

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	2,269,105
2a	Tax on investment income for 2014 from Part VI, line 5.	2a	22,470
b	Income tax for 2014 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	22,470
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	2,246,635
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	2,246,635
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	2,246,635

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	3,651,105
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	3,651,105
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	22,470
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	3,628,635

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				2,246,635
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.			0	
b Total for prior years 20__ , 20__ , 20__		0		
3 Excess distributions carryover, if any, to 2014				
a From 2009.	1,508,513			
b From 2010.	1,391,790			
c From 2011.	1,771,146			
d From 2012.	1,266,595			
e From 2013.	2,413,844			
f Total of lines 3a through e.	8,351,888			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ <u>3,651,105</u>				
a Applied to 2013, 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 2014 distributable amount.				2,246,635
e Remaining amount distributed out of corpus	1,404,470			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	9,756,358			
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 2013 Subtract line 4a from line 2a Taxable amount—see instructions.			0	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).	0			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions).	1,508,513			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a.	8,247,845			
10 Analysis of line 9				
a Excess from 2010.	1,391,790			
b Excess from 2011.	1,771,146			
c Excess from 2012.	1,266,595			
d Excess from 2013.	2,413,844			
e Excess from 2014.	1,404,470			

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 2014, 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)

	Tax year	Prior 3 years			(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

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 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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Additional Data Table				
Total				3a 3,592,821
b <i>Approved for future payment</i>				
Total				3b 0

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)
CHARLES SCHWAB 7512 - PUBLICLY TRADED SECURITIES	P		
CHARLES SCHWAB 7512 - PUBLICLY TRADED SECURITIES	P		
TD AMERITRADE 7100 - PUBLICLY TRADED SECURITIES	P		
TD AMERITRADE 7100 - PUBLICLY TRADED SECURITIES	P		
ST CAPITAL CAIN/LOSS OF OTHER PUBLICLY TRADED SECURITIES	P		
LT CAPITAL CAIN/LOSS OF OTHER PUBLICLY TRADED SECURITIES	P		
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)
611,445		593,199	18,246
757,655		783,752	-26,097
291,689		178,176	113,513
1,459,046		1,368,213	90,833
12,800			12,800
151,002			151,002
135,212			135,212

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	
			18,246
			-26,097
			113,513
			90,833
			12,800
			151,002
			135,212

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>				
ACUMEN FUND INC 76 NINTH AVENUE RM 315 NEW YORK, NY 100115226	NONE	PC	SUPPORT OF ENERGY PORTFOLIO INITIATIVES	100,000
AGUAYUDA PO BOX 2056 EASTON, MD 21601	NONE	PC	WASHPROJECTSINLAGUAJIRADHA	55,000
CEDEPCA 8A AVENIDA 7-57 ZONA 2 PARTADO POSTAL 2834 GUATEMALA CITY, GUATEMALA 01901 GT	NONE	PC	BIBLICAL, THEOLOGICAL, AND PASTORAL TRAINING PROGRAMS	89,194
CENTER FOR EMERGING MEDIA 5950 SYMPHONY WOODS ROAD SUITE 305 COLUMBIA, MD 21044	NONE	PC	TO SUPPORT ONGOING OPERATIONS	80,000
CENTER FOR URBAN FAMILIES FUND INC 3002 DRUID PARK DRIVE BALTIMORE, MD 21215	NONE	PC	SECOND DECADE	100,000
CHESAPEAKE BAY FOUNDATION 6 HERNDON AVENUE ANNAPOLIS, MD 21403	NONE	PC	UNRESTRICTED GIFT	60,000
CHURCH WORLD SERVICE 475 RIVERSIDE DR SUITE 700 NEW YORK, NY 10115	NONE	PC	WATER FOR LIFE EAST AFRICA	300,000
COALITION TO END CHILDHOOD LEAD POISONING 2150 ALLSTON WAY SUITE 400 BALTIMORE, MD 21224	NONE	PC	PROGRAM SUPPORT	80,000
COMET 1301 WHITE STREET HOUSTON, TX 77007	NONE	PC	DEVELOPMENT OF AN AFFORDABLE SOLAR WATER PUMP	30,000
COOPERATIVE FOOD EMPOWERMENT 2150 ALLSTON WAY SUITE 400 BERKELEY, CA 94709	NONE	PC	CAPICITY BUILDING GRANT	5,000
ECUMENICAL INSTITUTE OF THEOLOGY 5400 ROLAND AVENUE BALTIMORE, MD 212101994	NONE	PC	RETOOLING RECRUITMENT	50,000
EVA NEPAL PO BOX 270119 WEST HARTFORD, CT 061270119	NONE	PC	UNRESTRICTED GIFT	10,000
FAIR FOOD NETWORK 205 E WASHINGTON ST SUITE B ANN ARBOR, MI 48104	NONE	PC	UNRESTRICTED GIFT	100,000
FINCA 1101 14TH STREET NW 11TH FLOOR WASHINGTON, DC 20005	NONE	PC	MICRO CREDIT IN UGANDA	50,000
FOOD PROJECT 110 LEWIS STREET LINCOLN, MA 01773	NONE	PC	LEARNING AGENDA	60,000
Total				3,592,821

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>				
FRIENDS OF THE EARTH MIDDLE EAST 85 NAHALAT BINYAMIN STREET TEL AVIV, ISRAEL 66102 IS	NONE	PC	UNRESTRICTED GIFT	40,000
GUATEMALAN HUMAN RIGHTS 3321 12TH STREET WASHINGTON, DC 20017	NONE	PC	HUMAN RIGHTS DEFENDERS PROGRAM	40,000
INSTITUTE FOR CHRISTIAN & JEWISH STUDIES 1316 PARK AVENUE BALTIMORE, MD 21217	NONE	PC	ANNUAL FUND, CAPITAL CAMPAIGN, AND ICJS EDUCATOR	300,000
INTERCHURCH MEDICAL ASSISTANCE 500 MAIN STREET PO BOX 429 NEW WINDSOR, MD 21776	NONE	PC	UNRESTRICTED GIFT	250,000
INTERFAITH YOUTH CORE 910 W VAN BUREN ST FL 4 CHICAGO, IL 606073575	NONE	PC	ACCELERATOR CAMPAIGN AND GENERAL SUPPORT	175,000
IRC INTERNATIONAL WATER AND SANITATION PO BOX 82327 THE HAGUE, NETHERLANDS 25080 NL	NONE	PC	UNRESTRICTED GIFT	50,000
JOHNS HOPKINS BLOOMBERG 615 N WOLFE STREET BALTIMORE, MD 21205	NONE	PC	UNRESTRICTED GIFT	170,000
JOHNS HOPKINS BRADY INSTITUTE 615 N WOLFE STREET BALTIMORE, MD 21205	NONE	PC	UNRESTRICTED GIFT	50,000
JOHNS HOPKINS MWASH 615 N WOLFE STREET BALTIMORE, MD 21205	NONE	PC	MOBILE WATER, SANITATION AND HYGIENE	30,000
JOHNS HOPKINS NATIVE AMERICAN 615 N WOLFE STREET BALTIMORE, MD 21205	NONE	PC	CENTER FOR AMERICAN INDIAN HEALTH	20,000
KASUPE ORPHAN CARE GROUP PRIVATE BAG 313 LILONGWE, MALAWI MI	NONE	PC	UNRESTRICTED GIFT	30,000
LISC BOSTON 95 BERKELEY ST SUITE 202 BOSTON, MA 02116	NONE	PC	UNRESTRICTED GIFT	50,000
LOCAL GOVERNMENT COMMISSION 1303 J STREET SUITE 250 SACRAMENTO, CA 95814	NONE	PC	UNRESTRICTED GIFT	50,000
LUTHERAN WORLD RELIEF 700 LIGHT STREET BALTIMORE, MD 21230	NONE	PC	PROGRAM SUPPORT	334,000
NEW VENTURE FUND 1201 CONNECTICUT AVE NW SUITE 300 WASHINGTON, DC 20036	NONE	PC	FUND FOR GREEN ENERGY IN INDIA	193,125
Total				3,592,821

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>				
OPEN SOCIETY INSTITUTE - BALTIMORE 201 NORTH CHARLES STREET SUITE 1300 BALTIMORE, MD 21201	NONE	PC	INDEPENDENCE FUND AND YOUTH DEVELOPMENT INITIATIVE	200,000
PALESTINIAN WASTEWATER ENGINEERS PALESTINE AL BIREH - RAMALLAH RAMALLAH, ISRAEL 970 IS	NONE	PC	UNRESTRICTED GIFT	36,500
RED TOMATO 1033 TURNPIKE ST CANTON, MA 02021	NONE	PC	UNRESTRICTED GIFT	50,000
ROOT CAUSE INSTITUTE INC 11 AVENUE DE LAFAYETTE BOSTON, MA 02111	NONE	PC	UNRESTRICTED GIFT	80,000
SIDE BY SIDE 424 MAIN STREET LAUREL, MD 20707	NONE	PC	UNRESTRICTED GIFT	35,000
SPARK 110 PACIFIC AVE STE 188 SAN FRANCISCO, CA 94111	NONE	PC	SC DISCRETIONARY GRANT	5,000
THE JAMES BEARD FOUNDATION 167 WEST 12TH ST NEW YORK, NY 10011	NONE	PC	UNRESTRICTED GIFT	60,000
THROUGH CHESAPEAKE INVESTMENTS III LP SCHEDULE K-1 300 EAST LOMBARD ST BALTIMORE, MD 21202	NONE	PC	UNRESTRICTED GIFT	2
WATER FOR PEOPLE 6666 W QUINCY AVENUE DENVER, CO 802353098	NONE	PC	SUPPORT OF GUATEMALA WASH EDUCATION PROGRAMS	100,000
WHOLESOME WAVE 855 MAIN STREET SUITE 910 BRIDGEPORT, CT 06604	NONE	PC	UNRESTRICTED GIFT	75,000
Total				3,592,821

TY 2014 Accounting Fees Schedule

Name: THE OSPREY FOUNDATION

EIN: 14-1862154

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	9,118	9,118		0

**TY 2014 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
OXFORD MILL	307,873	307,873
REINVESTMENT FUND	502,209	504,417
WORKING CAPITAL FOR COMMUNITY NEEDS	508,370	508,370

**TY 2014 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	1,597,128	1,533,190
ENERGY CAPITAL PARTNERS	806,592	1,056,541
PERMAL PEO II	525,576	521,106
PERMAL PEO III	1,665,192	1,587,507
STOCK & MUTUAL FUNDS	6,615,854	6,562,542
WMS INC OPPORTUNITY FD	6,650,628	6,922,424

TY 2014 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	487,722	585,814
CHESAPEAKE PROPERTY III	AT COST	764,956	744,140
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	672,190	645,406
MILLER'S SQUARE LLC	AT COST	500,000	500,000
MURVIN & MEIER	AT COST	739,448	739,448
QUESTMARK PARTNERS III	AT COST	1,610,954	1,388,967
ROOT CAPITAL	AT COST	400,855	401,833
STRUCTURED SETTLE- TOBACCO	AT COST	656,996	656,134
STRUCTURED SETTLEMENTS	AT COST	3,135,239	3,209,616
VALSTONE OPPORTUNITY FUND IV, LLC	AT COST	1,880,532	1,976,183
WMS FAIRMOUNT FUNDS	AT COST	3,239,710	3,394,493
WMS SUSQUEHANNA FD	AT COST	5,443,855	5,443,855
WMS WASHINGTON FD	AT COST	339,284	417,062

TY 2014 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	61,914	15,478		46,436
INFORMATION TECHNOLOGY	15,797	3,949		11,848
OTHER DEDUCTIONS	2,778	2,778		0

TY 2014 Other Income Schedule

Name: THE OSPREY FOUNDATION

EIN: 14-1862154

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
MURVIN & MEIER	16,615	16,615	16,615
FROM PASSTHROUGH ENTITIES	1,129,260	1,129,260	1,129,260
FROM PASSTHROUGH ENTITIES		0	

TY 2014 Other Increases Schedule

Name: THE OSPREY FOUNDATION

EIN: 14-1862154

Description	Amount
PRIOR PERIOD ADJUSTMENT	978,417

TY 2014 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	332,283	332,283		0
OTHER PROFESSIONAL FEES	106,595	106,595		0

TY 2014 Taxes Schedule

Name: THE OSPREY FOUNDATION

EIN: 14-1862154

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX	4,142	4,142		0
EXCISE TAX	22,905	0		0

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

Schedule of Contributors

OMB No 1545-0047

Department of the Treasury
Internal Revenue Service

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

2014

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, contributions totaling \$5,000 or more (in money or other property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

For an organization described in section 501(c)(3) 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), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled 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 totaling \$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	\$ 1,597,853	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
2	WILLIAM CLARKE ONE OLYMPIC PLACE 8TH FLOOR TOWSON, MD 21204	\$ 1,535,277	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" 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
1	21,585 SHS AMG YACHTMAN SVC AND 30,875 SHS FPA CRESCENT FUND	\$ 1,597,853	2014-12-29
2	50% INTEREST IN QUESTMARK PARTNERS III	\$ 1,535,277	2014-06-30
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____

Name of organization
THE OSPREY FOUNDATION

Employer identification number
14-1862154

Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. 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
_____	_____
_____	_____
_____	_____