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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

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) ONE OLYMPIC PLACE 8TH FLOOR		B Telephone number (see instructions) (410) 337-7575	
City or town, state, and ZIP code TOWSON, MD 21204		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 46,629,854		J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) <u> </u> (Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	845,000			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	466,905	466,905		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	46,820			
	b Gross sales price for all assets on line 6a <u>2,103,523</u>				
	7 Capital gain net income (from Part IV , line 2)		46,820		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	24,343	24,343		
	12 Total. Add lines 1 through 11	1,383,068	538,068		
	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)	10,500	10,500		0
	c Other professional fees (attach schedule)	296,029	296,029		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	306,529	306,529		0
	25 Contributions, gifts, grants paid	3,527,464			3,527,464
	26 Total expenses and disbursements. Add lines 24 and 25	3,833,993	306,529		3,527,464
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-2,450,925			
	b Net investment income (if negative, enter -0-)		231,539		
	c Adjusted net income (if negative, enter -0-) . . .				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	1,039,071	2,076,524	2,076,524
	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 page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ 600,000 Less allowance for doubtful accounts ▶ _____ 0	600,000	600,000	0
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	13,219		
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	18,163,181	17,592,723	18,523,380
	c	Investments—corporate bonds (attach schedule).	0	1,555,988	1,558,996
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	26,891,728	24,061,628	24,428,145
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)	0	42,809	42,809	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	46,707,199	45,929,672	46,629,854	
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 ▶ ☐ 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 ▶ ☒ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	46,707,199	45,929,672	
	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)	46,707,199	45,929,672	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	46,707,199	45,929,672	

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 46,707,199
2	Enter amount from Part I, line 27a	2 -2,450,925
3	Other increases not included in line 2 (itemize) ▶ _____	3 1,673,398
4	Add lines 1, 2, and 3	4 45,929,672
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 45,929,672

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) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
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	46,820
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))
2011	1,847,620	4,051,580	0 456025
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
2007	3,420,389	50,440,405	0 067810

2 Total of line 1, column (d).	2	0 774636
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 154927
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	45,310,000
5 Multiply line 4 by line 3.	5	7,019,742
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	2,315
7 Add lines 5 and 6.	7	7,022,057
8 Enter qualifying distributions from Part XII, line 4.	8	3,527,464

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 VIExcise 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 ☐ and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	4,631
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	4,631
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	4,631
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,656	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c		
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	2,656
8		Enter any penalty for underpayment of estimated tax Check here ☒ if Form 2220 is attached		8	31
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	2,006
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	
11		Enter the amount of line 10 to be Credited to 2013 estimated tax	Refunded	11	

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
		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)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ _____ 0 (2) On foundation managers \$ _____ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	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? If "Yes," attach a conformed copy of the changes	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? If "Yes," attach the statement required by General Instruction T.	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? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) MD _____			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	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?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶WEALTH MANAGEMENT SERVICES Telephone no ▶(410) 337-7575 Located at ▶305 WASHINGTON AVENUE 204 BALTIMORE MD ZIP +4 ▶212044740			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. ☐ Yes ☒ No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?.	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?. ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 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 2012.</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 2012?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).	☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here.	☒		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	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 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	45,625,000
b	Average of monthly cash balances.	1b	375,000
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	46,000,000
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	46,000,000
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	690,000
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	45,310,000
6	Minimum investment return. Enter 5% of line 5.	6	2,265,500

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	2,265,500
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	4,631
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	4,631
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	2,260,869
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	2,260,869
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	2,260,869

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	3,527,464
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	3,527,464
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	3,527,464
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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				2,260,869
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 20__, 20__, 20__		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.	730,287			
b From 2008.	1,825,386			
c From 2009.	1,508,513			
d From 2010.	1,391,790			
e From 2011.	1,771,146			
f Total of lines 3a through e.	7,227,122			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 3,527,464				
a Applied to 2011, 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 2012 distributable amount.				2,260,869
e Remaining amount distributed out of corpus	1,266,595			
5 Excess distributions carryover applied to 2012 (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	8,493,717			
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 2011 Subtract line 4a from line 2a Taxable amount—see instructions.			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				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 2007 not applied on line 5 or line 7 (see instructions).	730,287			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	7,763,430			
10 Analysis of line 9				
a Excess from 2008.	1,825,386			
b Excess from 2009.	1,508,513			
c Excess from 2010.	1,391,790			
d Excess from 2011.	1,771,146			
e Excess from 2012.	1,266,595			

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 2012, 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)

☐ 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) 2012	(b) 2011	(c) 2010	(d) 2009	
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 Paid during the year See Additional Data Table				
Total			3a	3,527,464
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments. . . .					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities. . . .			14	466,905	
5	Net rental income or (loss) from real estate					
a	Debt-financed property.					
b	Not debt-financed property.					
6	Net rental income or (loss) from personal property					
7	Other investment income.	211110	24,343			
8	Gain or (loss) from sales of assets other than inventory			18	46,820	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory. .					
11	Other revenue a _____					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal Add columns (b), (d), and (e). .		24,343		513,725	0
13	Total. Add line 12, columns (b), (d), and (e).			13		538,068

[illegible]

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? a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash. (2) Other assets. b Other transactions (1) Sales of assets to a noncharitable exempt organization. (2) Purchases of assets from a noncharitable exempt organization. (3) Rental of facilities, equipment, or other assets. (4) Reimbursement arrangements. (5) Loans or loan guarantees. (6) Performance of services or membership or fundraising solicitations. c Sharing of facilities, equipment, mailing lists, other assets, or paid employees. 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		Yes	No
	1a(1)		No
	1a(2)		No
	1b(1)		No
	1b(2)		No
	1b(3)		No
	1b(4)		No
	1b(5)		No
	1b(6)		No
	1c		No

[illegible]

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, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

***** 2013-11-12 *****
 Signature of officer or trustee Date Title
 May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No

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

**Paid
Preparer
Use
Only**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☒	PTIN P00002584
	H MARTIN FETSCH	H MARTIN FETSCH			
	Firm's name ☐	ELLIN & TUCKER CHARTERED 100 S CHARLES ST SUITE 1300		Firm's EIN ☐ 52-0959934	
	Firm's address ☐	BALTIMORE, MD 21201		Phone no (410) 727-5735	

Schedule B

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2012

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 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 to 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 Part I, line 2 of its Form 990-PF, 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
<u>1</u>	WILLIAM CLARKE ONE OLYMPIC PLACE 8TH FLOOR TOWSON, MD 21204	\$ 845,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
 		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
 		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
 		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
 		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
 		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
 		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

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 2012 Accounting Fees Schedule

Name: THE OSPREY FOUNDATION

EIN: 14-1862154

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	10,500	10,500		0

**TY 2012 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	500,000	503,008
WORKING CAPITAL FOR COMMUNITY NEEDS	500,000	500,000
OXFORD MILL	305,988	305,988
REINVESTMENT FUND	250,000	250,000

**TY 2012 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	1,549,194	1,648,563
ENERGY CAPITAL PARTNERS	498,502	527,902
PERMAL PEO II	723,677	731,315
PERMAL PEO III	2,225,026	2,111,736
STOCK & MUTUAL FUNDS	6,466,831	7,189,974
WMS INC OPPORTUNITY FD	6,129,493	6,313,890

TY 2012 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	400,000	400,000
CAMPBELL MULTI-STRATEGY	AT COST	2,811,091	2,988,688
CHESAPEAKE PROPERTY III	AT COST	872,150	872,150
COLLINS CAPITAL	AT COST	0	0
MAP 2006 LP	AT COST	2,000,000	2,000,000
MREP 2008 DISTRESSED	AT COST	1,303,628	1,416,641
MURVIN & MEIER	AT COST	818,240	820,335
ROOT CAPITAL	AT COST	400,000	400,000
STRUCTURED SETTLE- TOBACCO	AT COST	707,421	707,421
STRUCTURED SETTLEMENTS	AT COST	2,920,635	2,920,635
VALSTONE OPPORTUNITY FUND IV, LLC	AT COST	2,101,241	2,264,233
WMS FAIRMOUNT FUNDS	AT COST	2,962,368	3,089,806
WMS SUSQUEHANNA FD	AT COST	5,532,509	5,708,469
WMS WASHINGTON FD	AT COST	1,232,345	839,767

TY 2012 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	42,809

TY 2012 Other Income Schedule

Name: THE OSPREY FOUNDATION

EIN: 14-1862154

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
MURVIN & MEIER	24,343	24,343	24,343

TY 2012 Other Increases Schedule

Name: THE OSPREY FOUNDATION

EIN: 14-1862154

Description	Amount
UNREALIZED CHANGE IN INVESTMENTS	1,673,398

TY 2012 Other Professional Fees Schedule**Name:** THE OSPREY FOUNDATION**EIN:** 14-1862154

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ASSET MANAGEMENT FEES	234,310	234,310		0
ADVISORY FEES	10,971	10,971		0
OTHER PROFESSIONAL FEES	50,748	50,748		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)
ADV MICRO DEV	P	2010-02-22	2012-08-15
CCH II	P	2011-02-09	2012-10-10
CCH II	P	2011-02-09	2012-11-30
CCH II	P	2011-11-17	2012-11-30
CLEAN HARBORS	P	2012-07-25	2012-07-30
CLEAN HARBORS	P	2011-11-17	2012-07-13
COMPLETE PRODUCTION SERVICE	P	2011-09-29	2012-03-08
COMPUTER SCIENCE	P	2012-01-05	2012-10-19
EURONET	P	2010-12-08	2012-10-15
EURONET	P	2011-10-04	2012-10-15
FTI CONSULTING	P	2011-08-10	2012-11-27
GULFMARK OFFSHORE INC	P	2011-03-18	2012-04-02
HANESBRANDS INC FLT	P	2010-11-10	2012-07-12
HANESBRANDS INC FLT	P	2010-11-10	2012-10-17
HANESBRANDS INC FLT	P	2011-03-17	2012-10-17
MCJUNKIN RED MAN	P	2012-08-15	2012-11-09
NEWMARKET CORP	P	2011-06-01	2012-04-16
NEWMARKET CORP	P	2011-09-20	2012-04-16
RANGE RES CORP	P	2011-05-18	2012-12-28
ROUSE COMPANY	P	2011-12-07	2012-09-15
STONE ENERGY	P	2011-12-21	2012-12-17
CALVERT SOCIAL INVESTORS FOU	P	2009-07-15	2012-07-16
FPA CRESCENT FUND	P	2003-11-18	2012-06-19
TFS MARKET NEUTRAL FUND	P	2009-06-18	2012-02-22
TFS MARKET NEUTRAL FUND	P	2009-06-18	2012-03-02
TFS MARKET NEUTRAL FUND	P	2009-06-18	2012-04-03
TFS MARKET NEUTRAL FUND	P	2009-06-18	2012-04-10
TFS MARKET NEUTRAL FUND	P	2009-12-10	2012-04-10
TFS MARKET NEUTRAL FUND	P	2010-01-08	2012-04-10
TFS MARKET NEUTRAL FUND	P	2010-01-08	2012-04-25

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)
TFS MARKET NEUTRAL FUND	P	2010-01-08	2012-05-02
TFS MARKET NEUTRAL FUND	P	2010-01-15	2012-05-02
TFS MARKET NEUTRAL FUND	P	2010-01-15	2012-06-18
TFS MARKET NEUTRAL FUND	P	2010-12-10	2012-06-18
TFS MARKET NEUTRAL FUND	P	2010-12-10	2012-06-18
TFS MARKET NEUTRAL FUND	P	2011-12-09	2012-06-18
TFS MARKET NEUTRAL FUND	P	2011-12-09	2012-06-18

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)
42,000		41,605	395
34,026		38,155	-4,129
6,027		6,871	-844
17,080		18,345	-1,265
41,457			41,457
2,060		2,119	-59
45,760		44,355	1,405
41,805		41,076	729
43,993		43,585	408
16,997		16,855	142
45,871		45,813	58
44,568		45,015	-447
30,000		29,983	17
6,000		5,997	3
23,000		22,996	4
64,800		65,125	-325
44,532		45,068	-536
15,534		15,588	-54
43,575		45,175	-1,600
45,000		45,957	-957
46,000		45,450	550
400,000		400,000	0
15,000		11,338	3,662
124,976		120,043	4,933
99,976		96,164	3,812
99,976		94,759	5,217
51,528		49,459	2,069
3,468		3,546	-78
94,980		98,646	-3,666
49,976		51,131	-1,155

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)
98,927		100,247	-1,320
101,049		102,132	-1,083
144,216		147,892	-3,676
19,150		18,718	432
83,769		81,880	1,889
3,036		2,882	154
13,411		12,733	678

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	
			395
			-4,129
			-844
			-1,265
			41,457
			-59
			1,405
			729
			408
			142
			58
			-447
			17
			3
			4
			-325
			-536
			-54
			-1,600
			-957
			550
			0
			3,662
			4,933
			3,812
			5,217
			2,069
			-78
			-3,666
			-1,155

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	
			-1,320
			-1,083
			-3,676
			432
			1,889
			154
			678

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	PRESIDENT 2 00	0	0	0
ONE OLYMPIC PLACE 8TH FLOOR TOWSON, MD 21204				
BONNIE CLARKE	SEC/TREASURER 2 00	0	0	0
ONE OLYMPIC PLACE 8TH FLOOR TOWSON, MD 21204				
STEVEN CLARKE	DIRECTOR 1 00	0	0	0
ONE OLYMPIC PLACE 8TH FLOOR TOWSON, MD 21204				
JESSE CLARKE	DIRECTOR 1 00	0	0	0
ONE OLYMPIC PLACE 8TH FLOOR TOWSON, MD 21204				
LINDSEY WELLS	DIRECTOR 1 00	0	0	0
ONE OLYMPIC PLACE 8TH FLOOR TOWSON, MD 21204				
CHRISTOPHER WELLS	DIRECTOR 1 00	0	0	0
ONE OLYMPIC PLACE 8TH FLOOR TOWSON, MD 21204				
MEREDITH POWELL	DIRECTOR 1 00	0	0	0
ONE OLYMPIC PLACE 8TH FLOOR TOWSON, MD 21204				
CHRISTOPHER POWELL	DIRECTOR 1 00	0	0	0
ONE OLYMPIC PLACE 8TH FLOOR TOWSON, MD 21204				

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	20,000
ACUMEN FUND INC 76 NINTH AVENUE RM 315 NEW YORK,NY 100115226	NONE	PUBLIC	SUPPORT OF ENERGY PORTFOLIO INITIATIVES	50,000
BEING (FKA SPEAKING OF FAITH) 480 CEDAR STREET SAINT PAUL,MN 55101	NONE	PUBLIC	UNRESTRICTED GIFT	100,000
BOY SCOUTS OF AMERICA 701 WYMAN PARK DRIVE BALTIMORE,MD 21211	NONE	PUBLIC	SCOUT REACH PROGRAM AND GENERAL SUPPORT	60,000
CARE USA 151 ELLIS STREET NE ATLANTA,GA 30303	NONE	PUBLIC	WEST BANK JENIN WATER DISTRICT - CONNECT 300 HOUSEHOLDS ,LISTTOTAL 0	307,500
CASA OF MARYLAND INC 310 TULIP AVENUE TAKOMA PARK,MD 20912	NONE	PUBLIC	BALTIMORE WORKERS EMPLOYMENT CENTER	110,000
CEDEPCA 8A AVENIDA 7-57 ZONA 2 PARTADO POSTAL 2834 GUATEMALA CITY, GUATEMALA 01901 GT	NONE	PUBLIC	BIBLICAL, THEOLOGICAL, AND PASTORAL TRAINING PROGRAMS	29,194
CENTER FOR EMERGING MEDIA 5950 SYMPHONY WOODS ROAD SUITE 305 COLUMBIA,MD 21044	NONE	PUBLIC	TO SUPPORT ONGOING OPERATIONS ,LISTTOTAL 50000	75,000
CENTER FOR URBAN FAMILIES FUND INC 3002 DRUID PARK DRIVE BALTIMORE,MD 21215	NONE	PUBLIC	SECOND DECADE	100,000
CHESAPEAKE BAY FOUNDATION 6 HERNDON AVENUE ANNAPOLIS,MD 21403	NONE	PUBLIC	UNRESTRICTED GIFT	50,000
CITYSPROUTS 678 MASSACHUSETTS AVENUE CAMBRIDGE,MA 02139	NONE	PUBLIC	POOL GRANT	20,000
COALITION TO END CHILDHOOD LEAD POISONING 2150 ALLSTON WAY SUITE 400 BALTIMORE,MD 21224	NONE	PUBLIC	PROGRAM SUPPORT	80,000
COOPERATIVE FOOD EMPOWERMENT 2150 ALLSTON WAY SUITE 400 BERKELEY,CA 94709	NONE	PUBLIC	CAPICITY BUILDING GRANT	5,000
DOCTORS WITHOUT BORDERS 333 SEVENTH AVENUE NEW YORK,NY 100015004	NONE	PUBLIC	BUILDING HEALTHCARE CAPACITY IN SOUTH SUDAN	30,000
ECO-LOGIC DEVELOPMENT FUND 25 MOUNT AUBURN STREET SUITE 203 CAMBRIDGE,MA 02139	NONE	PUBLIC	SUSTAINABLE WATER PROJECTS	50,000

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>				
ECUMENICAL INSTITUTE OF THEOLOGY 5400 ROLAND AVENUE BALTIMORE,MD 212101994	NONE	PUBLIC	40TH ANNIVERSARY CAMPAIGN AND THE LIGHT GRANT ,LISTTOTAL 0	270,000
FAIR FOOD NETWORK 205 E WASHINGTON ST SUITE B ANN ARBOR,MI 48104	NONE	PUBLIC	POOL GRANT	50,000
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 ,LISTTOTAL 0	70,000
FRIENDS OF THE EARTH MIDDLE EAST 85 NAHALAT BINYAMIN STREET TEL AVIV,ISRAEL 66102 IS	NONE	PUBLIC	LOWER JORDAN RIVER STUDY	35,000
GUATEMALAN HUMAN RIGHTS 3321 12TH STREET WASHINGTON,DC 20017	NONE	PUBLIC	HUMAN RIGHTS DEFENDERS PROGRAM	40,000
HABITAT FOR HUMANITY OF THE CHESAPEAKE 3741 COMMERCE DRIVE SUITE 309 BALTIMORE,MD 21227	NONE	PUBLIC	UNITED CHURCHES-2402 JEFFERSON STREET	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 ,LISTTOTAL 0	100,000
INTERCHURCH MEDICAL ASSISTANCE 500 MAIN STREET PO BOX 429 NEW WINDSOR,MD 21776	NONE	PUBLIC	UNRESTRICTED GIFT	250,000
INTERFAITH YOUTH CORE 910 W VAN BUREN ST FL 4 CHICAGO,IL 606073575	NONE	PUBLIC	SUPPORT OF COMMUNICATIONS INITIATIVES	100,000
JOHNS HOPKINS BLOOMBERG 615 N WOLFE STREET BALTIMORE,MD 21205	NONE	PUBLIC	UNRESTRICTED GIFT	200,000
KASUPE ORPHAN CARE GROUP PRIVATE BAG 313 LILONGWE,MALAWI MI	NONE	PUBLIC	FOOD SECURITY PROGRAM	40,000
LIVING CLASSROOMS FOUNDATION 802 SOUTH CAROLINE ST BALTIMORE,MD 21231	NONE	PUBLIC	EDUCATIONAL PROGRAMS	30,000
LOCAL GOVERNMENT COMMISSION 1303 J STREET SUITE 250 SACRAMENTO,CA 95814	NONE	PUBLIC	LEARNING AGENDA	50,000

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Name and address (home or business)				
a <i>Paid during the year</i>				
LUTHERAN WORLD RELIEF 700 LIGHT STREET BALTIMORE,MD 21230	NONE	PUBLIC	WATER FOR WOMEN INITIATIVE	300,000
MIRACLES IN MOTION PO BOX 14 CEDAR RAPIDS,IA 524060014	NONE	PUBLIC	PROGRAM SUPPORT	35,000
OPEN SOCIETY INSTITUTE 201 NORTH CHARLES STREET SUITE 1300 BALTIMORE,MD 21201	NONE	PRIVATE	INDEPENDENCE FUND AND YOUTH DEVELOPMENT INITIATIVE	200,000
ORB ENERGY - NEW VENTURE FUND 201 NORTH CHARLES STREET SUITE 1300 BALTIMORE,MD 21201	NONE	PUBLIC	PROGRAM SUPPORT	60,770
RED TOMATO 1033 TURNPIKE ST CANTON,MA 02021	NONE	PUBLIC	POOL GRANT	50,000
SAINT VINCENT DE PAUL OF BALTIMORE 320 CATHEDRAL STREET BALTIMORE,MD 21201	NONE	PUBLIC	SARAH'S HOPE OUTREACH CENTER	40,000
SMART GROWTH AMERICA 1707 L ST NW SUITE 1050 WASHINGTON,DC 20036	NONE	PUBLIC	LEARNING AGENDA	50,000
THE BALTIMORE STATION INC 140 W WEST STREET PO BOX 27144 BALTIMORE,MD 21230	NONE	PUBLIC	UNRESTRICTED GIFT	20,000
THE FAMILY TREE 2108 N CHARLES STREET BALTIMORE,MD 21218	NONE	PUBLIC	UNRESTRICTED GIFT	100,000
UNITED NATIONS 1800 MASSACHUSETTS AVE NW WASHINGTON,DC 20036	NONE	PUBLIC	GLOBAL ALLIANCE FOR CLEAN COOKSTOVE	50,000
WASH ADVOCACY INITIATIVE CO NEW VENTURE FD 1506 21ST STREET NW SUITE 200 WASHINGTON,DC 20069	NONE	PUBLIC	TO LAUNCH PEER NETWORKING GROUP	50,000
WATER FOR PEOPLE 6666 W QUINCY AVENUE DENVER,CO 802353098	NONE	PUBLIC	SUPPORT OF GUATEMALA WASH EDUCATION PROGRAMS	100,000
X PRIZE 800 CORPORATE POINTE CULVER CITY,CA 90230	NONE	PUBLIC	PROGRAM SUPPORT	35,000
Total  3a				3,527,464