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EXTENDED TO AUGUST 17, 2015

Return of Private Foundation

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

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

OMB No 1545-0052

2014

Open to Public Inspection

Form 990-PF

Department of the Treasury
Internal Revenue Service

For calendar year 2014 or tax year beginning

, and ending

Name of foundation: **MARLU FOUNDATION**

Number and street (or P O box number if mail is not delivered to street address): **P.O. BOX 5628**

City or town, state or province, country, and ZIP or foreign postal code: **MINNEAPOLIS, MN 55440**

Room/suite: _____

A Employer identification number: **41-1850047**

B Telephone number: **952-674-2800**

C If exemption application is pending, check here

D 1. Foreign organizations, check here
2. Foreign organizations meeting the 85% test, check here and attach computation

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

G Check all that apply: Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16): **\$ 3,928,137.**

J Accounting method: Cash Accrual
 Other (specify) _____

Part I Analysis of Revenue and Expenses		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		45,235.	43,185.		STATEMENT 1
4 Dividends and interest from securities		131,169.	125,803.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		363,553.			STATEMENT 3
b Gross sales price for all assets on line 6a 1,741,687.					
7 Capital gain net income (from Part IV, line 2)			338,001.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit (or loss)					
11 Other income		14,155.	16,979.		STATEMENT 4
12 Total. Add lines 1 through 11		554,112.	523,968.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans; employee benefits					
16a Legal fees					
b Accounting fees					
c Other professional fees STMT 5		44,400.	43,345.		1,055.
17 Interest					
18 Taxes STMT 6		7,181.	4,531.		0.
19 Depreciation and depletion		11,986.	11,986.		
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 7		2,373.	2,233.		25.
24 Total operating and administrative expenses. Add lines 13 through 23		65,940.	62,095.		1,080.
25 Contributions, gifts, grants paid		205,000.			205,000.
26 Total expenses and disbursements. Add lines 24 and 25		270,940.	62,095.		206,080.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		283,172.			
b Net investment income (if negative, enter -0-)			461,873.		
c Adjusted net income (if negative, enter -0-)				N/A	

SCANNED JUL 24 2015

423501 11-24-14

LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2014)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		266,575.	286,043.	286,043.
	3	Accounts receivable ▶ 661.				
		Less: allowance for doubtful accounts ▶		95.	661.	661.
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations STMT 8		304,275.	124,525.	112,243.
	b	Investments - corporate stock STMT 9		2,269,974.	2,685,311.	3,135,160.
	c	Investments - corporate bonds STMT 10		190,200.	230,200.	227,906.
	11	Investments - land, buildings, and equipment basis ▶				
	Less accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 11		6,784.	6,321.	166,124.	
14	Land, buildings, and equipment: basis ▶					
	Less accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		3,037,903.	3,333,061.	3,928,137.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)		0.	0.		
Net Assets or Fund Balances	Foundations that follow 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		0.	0.	
28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.		
29	Retained earnings, accumulated income, endowment, or other funds		3,037,903.	3,333,061.		
30	Total net assets or fund balances		3,037,903.	3,333,061.		
31	Total liabilities and net assets/fund balances		3,037,903.	3,333,061.		

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	3,037,903.
2	Enter amount from Part I, line 27a	2	283,172.
3	Other increases not included in line 2 (itemize) ▶ DEPLETION DORCHESTER MINERALS, LP	3	11,986.
4	Add lines 1, 2, and 3	4	3,333,061.
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	3,333,061.

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			
b SEE ATTACHED STATEMENT			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 1,715,738.		1,377,737.	338,001.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			338,001.

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	338,001.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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 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))
2013	75,421.	3,482,889.	.021655
2012	320,196.	3,119,225.	.102652
2011	407,296.	3,263,376.	.124808
2010	377,527.	3,130,641.	.120591
2009	484,246.	2,684,071.	.180415

2 Total of line 1, column (d)	2	.550121
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	.110024
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	3,954,598.
5 Multiply line 4 by line 3	5	435,101.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,619.
7 Add lines 5 and 6	7	439,720.
8 Enter qualifying distributions from Part XII, line 4	8	206,080.

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)	
1a Exempt operating foundations described in section 4940(d)(2), check here <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 type="checkbox"/> and enter 1% of Part I, line 27b	1 9,237.
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 9,237.
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 9,237.
6 Credits/Payments:	
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a 7,322.
b Exempt foreign organizations - tax withheld at source	6b
c Tax paid with application for extension of time to file (Form 8868)	6c 7,400.
d Backup withholding erroneously withheld	6d
7 Total credits and payments. Add lines 6a through 6d	7 14,722.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10 5,485.
11 Enter the amount of line 10 to be: Credited to 2015 estimated tax <input type="checkbox"/> 5,485. Refunded <input type="checkbox"/>	11 0.

Part VII-A Statements Regarding Activities			Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a			X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities	1b			X
c Did the foundation file Form 1120-POL for this year?	1c			X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.				
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 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			X
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			X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X		
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	X		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5			X
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		X	
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		X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> MN				
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	X		
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)? If "Yes," complete Part XIV	9			X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10			X

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)			X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	X		
14	The books are in care of ► WAYCROSSE, INC. Telephone no. ► 952-674-2800 Located at ► 15407 MCGINTY ROAD WEST, WAYZATA, MN ZIP+4 ► 55391			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 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 the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ►		Yes	No X

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		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A ► <input type="checkbox"/>	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 2014?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 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 ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	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. ►		
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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b	X

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 4945(d)(4)(A)? (see instructions) Yes No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

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? **SEE STATEMENT 12** 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? Yes 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? **N/A**

5b	<input checked="" type="checkbox"/>	
6b		<input checked="" type="checkbox"/>
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.

(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
LUCY STITZER P.O. BOX 5628 MINNEAPOLIS, MN 55440	PRESIDENT & DIRECTOR 0.25	0.	0.	0.
MARK STITZER P.O. BOX 5628 MINNEAPOLIS, MN 55440	VICE PRESIDENT & DIRECTOR 0.25	0.	0.	0.

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

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

Total number of other employees paid over \$50,000 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
3 All other program-related investments. See instructions.	
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	3,695,647.
b	Average of monthly cash balances	1b	319,173.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	4,014,820.
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	4,014,820.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	60,222.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,954,598.
6	Minimum investment return. Enter 5% of line 5	6	197,730.

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	197,730.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	9,237.
2b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	2,288.
c	Add lines 2a and 2b	2c	11,525.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	186,205.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	186,205.
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	186,205.

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	206,080.
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	206,080.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	206,080.

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				186,205.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009	342,411.			
b From 2010	227,043.			
c From 2011	253,632.			
d From 2012	109,221.			
e From 2013				
f Total of lines 3a through e	932,307.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ \$	206,080.			
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				186,205.
e Remaining amount distributed out of corpus	19,875.			
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:	952,182.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 instr.			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	342,411.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	609,771.			
10 Analysis of line 9:				
a Excess from 2010	227,043.			
b Excess from 2011	253,632.			
c Excess from 2012	109,221.			
d Excess from 2013				
e Excess from 2014	19,875.			

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

- 1 a 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 foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

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

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

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

SEE STATEMENT 13

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

NONE

- 2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
- Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

- a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:
-
- b The form in which applications should be submitted and information and materials they should include:
-
- c Any submission deadlines:
-
- d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:
-

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
BRUNSWICK SCHOOL 100 MAHER AVENUE GREENWICH, CT 06830	NONE	PUBLIC CHARITY	UNRESTRICTED	50,000.
DUCKS UNLIMITED	NONE	PUBLIC CHARITY	UNRESTRICTED	100,000.
RONALD MCDONALD HOUSE 26 GERRARD STREET EAST TORONTO, ONTARIO, CANADA M5B 1G3	NONE	NC	TO SUPPORT THE CONSTRUCTION OF THE NEW RONALD MCDONALD HOUSE TORONTO.	20,000.
THE GREENWICH ROUNDTABLE PO BOX 4019 GREENWICH, CT 06831	NONE	PUBLIC CHARITY	UNRESTRICTED	35,000.
Total				205,000.
b Approved for future payment				
NONE				
Total				0.

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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 PASSTHROUGH GAIN DORCHESTER MINERALS	P		
b PASS THROUGH GAIN SUBURBAN PROPANE	P		
c SUBURBAN PROPANE SALE OF UNITS	P		
d ALLIANCE RESOURCE PARTNERS SALE OF UNITS	P		
e DEUTSCHE BANK PUBLICLY TRADED SECURITIES			
f DEUTSCHE BANK PUBLICLY TRADED SECURITIES			
g DEUTSCHE BANK PUBLICLY TRADED SECURITIES	P		
h CAPITAL GAINS DIVIDENDS			
i			
j			
k			
l			
m			
n			
o			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 460.			460.
b 58.			58.
c 53,575.		49,193.	4,382.
d 88,399.		45,938.	42,461.
e 520,643.		459,700.	60,943.
f 606,528.		462,077.	144,451.
g 443,463.		360,829.	82,634.
h 2,612.			2,612.
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			460.
b			58.
c			4,382.
d			42,461.
e			60,943.
f			144,451.
g			82,634.
h			2,612.
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	338,001.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
DEUTSCHE BANK TRUST CO	40,780.	40,780.	
DEUTSCHE BANK TRUST CO MARKET DISCOUNT	2,269.	2,269.	
DEUTSCHE BANK TRUST CO NT BOND INTEREST	2,050.	0.	
WXCLC	136.	136.	
TOTAL TO PART I, LINE 3	45,235.	43,185.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ALLIANCE RESOURCE PARTNERS K-1	30.	0.	30.	22.	
DEUTSCHE BANK DORCHESTER	133,676.	2,612.	131,064.	125,706.	
MINERALS K-1	9.	0.	9.	9.	
SUBURBAN PROPANE PARTNERS	66.	0.	66.	66.	
TO PART I, LINE 4	133,781.	2,612.	131,169.	125,803.	

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 3

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED		DATE SOLD
PASSTHROUGH GAIN DORCHESTER MINERALS	PURCHASED				
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
460.	0.	0.	0.	460.	

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED		DATE SOLD
PASS THROUGH GAIN SUBURBAN PROPANE	PURCHASED				
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
58.	0.	0.	0.	58.	

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED		DATE SOLD
SUBURBAN PROPANE SALE OF UNITS	PURCHASED				
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
53,575.	49,193.	0.	0.	4,382.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ALLIANCE RESOURCE PARTNERS SALE OF UNITS	88,399.	45,938.	0.	PURCHASED		
				(E) DEPREC.		(F) GAIN OR LOSS
				0.		42,461.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
DEUTSCHE BANK PUBLICLY TRADED SECURITIES	520,643.	459,700.	0.			
				(E) DEPREC.		(F) GAIN OR LOSS
				0.		60,943.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
DEUTSCHE BANK PUBLICLY TRADED SECURITIES	606,528.	462,077.	0.			
				(E) DEPREC.		(F) GAIN OR LOSS
				0.		144,451.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED		DATE SOLD
DEUTSCHE BANK PUBLICLY TRADED SECURITIES	PURCHASED				
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
443,463.	360,829.	0.	0.	82,634.	

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED		DATE SOLD
SUBURBAN PROPANE PARTNERS PASS THROUGH 1231 LOSS	PURCHASED				
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	379.	0.	0.	<379.>	

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED		DATE SOLD
ALLIANCE RESOURCE PARTNERS PASS THROUGH 1231 LOSS	PURCHASED				
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	18.	0.	0.	<18.>	

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ORDINARY GAIN SALE OF SURBURBAN PROPANE	PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
15,720.	0.	0.	0.
(F) GAIN OR LOSS	15,720.		

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ORDINARY GAIN SALE OF ALLIANCE RESOURCE PARTNERS	PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
10,229.	0.	0.	0.
(F) GAIN OR LOSS	10,229.		

NET GAIN OR LOSS FROM SALE OF ASSETS	360,941.
CAPITAL GAINS DIVIDENDS FROM PART IV	2,612.
TOTAL TO FORM 990-PF, PART I, LINE 6A	363,553.

FORM 990-PF	OTHER INCOME	STATEMENT	4
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DUETSCHKE BANK	2,991.	2,991.	
ALLIANCE RESOURCE PARTNERS K-1	87.	0.	
EQT PRODUCTION	91.	91.	
DORCHESTER MINERALS K-1	13,620.	13,620.	
RANGE RESOURCES CORP	277.	277.	
SUBURBAN PROPANE PARTNERS	<2,911.>	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	14,155.	16,979.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
WAYCROSSE FEES	3,750.	2,695.		1,055.
INVESTMENT FEES	40,650.	40,650.		0.
TO FORM 990-PF, PG 1, LN 16C	44,400.	43,345.		1,055.

FORM 990-PF	TAXES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES - DEUTSCHE BANK	3,505.	3,505.		0.
PRODUCTION TAXES - DEUTSCHE BANK	385.	385.		0.
FEDERAL TAXES	2,650.	0.		0.
STATE TAXES	600.	600.		0.
REAL ESTATE TAXES	35.	35.		0.
PRODUCTION TAXES - EQT	6.	6.		0.
TO FORM 990-PF, PG 1, LN 18	7,181.	4,531.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STATE OF MINNESOTA	25.	0.		25.
ROYALTY EXPENSES - DEUTSCHE BANK	61.	61.		0.
MISCELLANEOUS - ALLIANCE RESOURCE K-1	87.	0.		0.
MISCELLANEOUS - SUBURBAN PROPANE	28.	0.		0.
ROYALTY EXPENSES - DORCHESTER MINERALS	2,167.	2,167.		0.
ROYALTY EXPENSES - ALLIANCE RESOURCE	5.	5.		0.
TO FORM 990-PF, PG 1, LN 23	2,373.	2,233.		25.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 8

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
ESSEX NJ AUTH REV		X	0.	0.
HEART OF ILL DIST REV		X	30,000.	30,267.
LASALLE CNTY TX FAC REV		X	30,000.	23,713.
LAKE WALES FL FAC REV		X	23,500.	18,277.
NH ST BUSINESS FIN AUTH		X	0.	0.
NEW JERSEY ECON REV		X	25,000.	24,250.
PINELLAS FL HLTH FACS REV		X	0.	0.
BAY CNTY MI SCH CTFS		X	16,025.	15,736.
GODFREY IL		X	0.	0.
UMATILLA FL REVENUE		X	0.	0.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			124,525.	112,243.
TOTAL TO FORM 990-PF, PART II, LINE 10A			124,525.	112,243.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ALLIANCE RES PARTNERS	0.	0.
BAYTEX ENERGY	0.	0.
CONOCO PHILLIPS	0.	0.
CANADIAN OIL SANDS TR	0.	0.
DU PONT E.I. DE NEMOURS	0.	0.
LEGGETT & PLATT	17,876.	37,497.
LOCKHEED MARTIN	0.	0.
NEW YORK COMNTY BANCORP	0.	0.
SONOCO PROD	95,831.	134,378.
A T & T	102,794.	104,297.
ENDURO ROYALTY TRUST	56,270.	15,328.
CINEMARK HOLDINGS	60,927.	87,527.
F N B CORP	80,436.	97,969.
HOSPITALITY PPTYS	66,063.	87,575.
INTEL CORP	74,502.	126,652.
MERCK & CO	51,426.	83,765.
NATIONAL CINEMEDIA	28,974.	33,698.
NUCOR	66,482.	77,744.
DIEBOLD INC	0.	0.
EATON CORP	115,981.	130,823.
MICROCHIP TECHNOLOGY INC	44,022.	63,831.
PEOPLES UNITED FINANCIAL	64,286.	79,543.

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EXELIS INC	0.	0.
GLAXOSMITHKLINE PLC	117,123.	108,132.
LYONDELLBASELL INDS	0.	0.
SEAGATE TECHNOLOGY	19,974.	55,195.
PLUM CREEK TIMBER	53,929.	53,060.
SURBURBAN PROPANE PARTNERS	0.	0.
ABBVIE INC	42,199.	74,602.
CORRECTIONS CORP	88,549.	93,394.
DOW CHEMICAL	87,990.	112,885.
FEDT INVESTORS INC	55,921.	79,526.
KRAFT FOODS	29,986.	36,343.
PUB SERVICE ENTERPRISE GROUP	59,423.	72,260.
THOMSON REUTERS	62,118.	75,839.
VERMILLION ENERGY INC	132,159.	112,723.
BCE INC	94,566.	99,516.
GIANT INTERACTIVE GROUP	0.	0.
GARMIN LTD	0.	0.
POTASH CORP	96,860.	105,960.
RYMAN	81,637.	120,775.
AMERICAN EAGLE OUTFITTERS	52,504.	56,075.
BUCKLE INC	80,743.	93,486.
CISCO SYSTEMS	66,441.	82,332.
LAMAR ADVERTISING	58,533.	60,077.
MAXIM INTEGRATED PRODS	53,514.	57,525.
REGAL ENTMT GROUP	70,502.	77,857.
SIX FLAGS ENTMT CORP	66,843.	71,845.
PEARSON PLC	97,255.	100,368.
VODAFONE GROUP PLC	81,109.	83,717.
OUTFRONT MEDIA INC	109,563.	91,041.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,685,311.	3,135,160.

FORM 990-PF CORPORATE BONDS STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
AFCO/QUANTEM SVCS	0.	0.
PVTPL ARAPAHOE CTY	25,200.	29,222.
RADIUS FINANCE LLC	20,000.	20,000.
SOUTHERN CORR SYSTEM	45,000.	37,125.
DRSN REAL ESTATE GP	20,000.	20,248.
DEKALB CNTY GA DEV	50,000.	50,547.
LA PAZ CNTY AZ INDL DEV	30,000.	30,939.
PUBLIC FIN AUTH WI CHRT SCH REV	40,000.	39,825.
TOTAL TO FORM 990-PF, PART II, LINE 10C	230,200.	227,906.

FORM 990-PF OTHER INVESTMENTS STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
DORCHESTER MINERALS	FMV	6,321.	166,124.
TOTAL TO FORM 990-PF, PART II, LINE 13		6,321.	166,124.

FORM 990-PF

EXPENDITURE RESPONSIBILITY STATEMENT
PART VII-B, LINE 5C

STATEMENT 12

GRANTEE'S NAME

RONALD MACDONALD HOUSE TORONTO

GRANTEE'S ADDRESS

26 GERRARD ST E
TORONTO, ONTARIO, CANADA, M5B 1G3

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>
100,000.	07/26/10	80,000.

PURPOSE OF GRANT

SUPPORT CONSTRUCTION OF THE NEW RONALD MCDONALD HOUSE TORONTO.

DATES OF REPORTS BY GRANTEE

03/08/12, 7/10/12, 12/31/13, 8/29/14

ANY DIVERSION BY GRANTEE

NO DIVERSION BY GRANTEE

RESULTS OF VERIFICATION

NO DIVERSION BY GRANTEE

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 13

NAME OF MANAGER

LUCY STITZER
MARK STITZER