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Return of Private Foundation

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

2014

Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2014, or tax year beginning

, 2014, and ending

Name of foundation

The Butz Foundation Inc.

Number and street (or P O box number if mail is not delivered to street address)

3663-B Cap Stine Rd.

City or town, state or province, country, and ZIP or foreign postal code

Frederick

MD 21703

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, column (c), line 16)

S 4,104,696.



Other (specify)



(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and

Expenses (The total of amounts in
columns (b), (c), and (d) may not neces-
sarily 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) |
|------|--|---------------------------------------|------------------------------|----------------------------|--|
| 1 | Contributions, gifts, grants, etc, received (attach schedule) | | | | |
| 2 | Ck <input checked="" type="checkbox"/> If the foundn is not required to attach Sch B | | | | |
| 3 | Interest on savings and temporary cash investments . . . | 718. | 718. | | |
| 4 | Dividends and interest from securities | 151,087. | 151,087. | | |
| 5 a | Gross rents | | | | |
| | b Net rental income or (loss) | | | | |
| 6 a | Net gain or (loss) from sale of assets not on line 10 | 142,899. | 142,899. | | |
| | b Gross sales price for all assets on line 6a | 1,363,612. | | | |
| 7 | Capital gain net income (from Part IV, line 2) | | 142,899. | 142,899. | |
| 8 | Net short-term capital gain | | | | |
| 9 | Income modifications | | | | |
| 10 a | Gross sales less returns and allowances | | | | |
| | b Less Cost of goods sold | | | | |
| | c Gross profit or (loss) (attach schedule) | | | | |
| 11 | Other income (attach schedule) | -2,916. | -2,916. | | |
| 12 | Total. Add lines 1 through 11. | 291,788. | 291,788. | 142,899. | |
| 13 | Compensation of officers, directors, trustees, etc | | | | |
| 14 | Other employee salaries and wages | | | | |
| 15 | Pension plans, employee benefits | | | | |
| 16 a | Legal fees (attach schedule) | | | | |
| | b Accounting fees (attach sch) | | | | |
| | c Other prof fees (attach sch) | 22,970. | 22,970. | | |
| 17 | Interest | | | | |
| 18 | Taxes (attach schedule)(see Inst/s) | 5,750. | | | 5,750. |
| 19 | Depreciation (attach sch) 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 | 28,720. | 22,970. | | 5,750. |
| 25 | Contributions, gifts, grants paid | 209,200. | | | |
| 26 | Total expenses and disbursements. Add lines 24 and 25 | 237,920. | 22,970. | | 5,750. |
| 27 | Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements | 53,868. | | | |
| | b Net investment income (if negative, enter -0-). | | 268,818. | | |
| | c Adjusted net income (if negative, enter -0-). | | | 142,899. | |

GM

| 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 |
| 1 | Cash — non-interest-bearing | | 29,139. | 162,057. | 162,057. |
| 2 | Savings and temporary cash investments | | | | |
| 3 | Accounts receivable | | | | |
| | Less: allowance for doubtful accounts | | | | |
| 4 | Pledges receivable | | | | |
| | Less: allowance for doubtful accounts | | | | |
| 5 | Grants receivable | | | | |
| 6 | Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) | | | | |
| 7 | Other notes and loans receivable (attach sch) | | | | |
| | Less: allowance for doubtful accounts | | | | |
| 8 | Inventories for sale or use | | | | |
| 9 | Prepaid expenses and deferred charges | | | | |
| 10a | Investments — U.S. and state government obligations (attach schedule) | | | | |
| b | Investments — corporate stock (attach schedule). L-10b. Stmt | 3,414,850. | 3,511,370. | 3,942,639. | |
| c | Investments — corporate bonds (attach schedule) | 175,570. | | | |
| 11 | Investments — land, buildings, and equipment basis | | | | |
| | Less accumulated depreciation (attach schedule) | | | | |
| 12 | Investments — mortgage loans | | | | |
| 13 | Investments — other (attach schedule) | | | | |
| 14 | Land, buildings, and equipment: basis | | | | |
| | Less accumulated depreciation (attach schedule) | | | | |
| 15 | Other assets (describe) | | | | |
| 16 | Total assets (to be completed by all filers — see the instructions Also, see page 1, item I) | 3,619,559. | 3,673,427. | 4,104,696. | |
| L | 17 Accounts payable and accrued expenses | 0. | | | |
| I | 18 Grants payable | | | | |
| A | 19 Deferred revenue | | | | |
| B | 20 Loans from officers, directors, trustees, & other disqualified persons | | | | |
| I | 21 Mortgages and other notes payable (attach schedule) | | | | |
| L | 22 Other liabilities (describe) | | | | |
| I | 23 Total liabilities (add lines 17 through 22) | 0. | | | |
| T | Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/> | | | | |
| E | 24 Unrestricted | | | | |
| U | 25 Temporarily restricted | | | | |
| T | 26 Permanently restricted | | | | |
| N | Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/> | | | | |
| F | 27 Capital stock, trust principal, or current funds | 3,722,866. | 3,722,866. | | |
| E | 28 Paid-in or capital surplus, or land, bldg, and equipment fund | | | | |
| U | 29 Retained earnings, accumulated income, endowment, or other funds | -103,307. | -49,439. | | |
| T | 30 Total net assets or fund balances (see instructions) | 3,619,559. | 3,673,427. | | |
| N | 31 Total liabilities and net assets/fund balances (see instructions) | 3,619,559. | 3,673,427. | | |

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 | 3,619,559. |
| 2 | Enter amount from Part I, line 27a | 2 | 53,868. |
| 3 | Other increases not included in line 2 (itemize) | 3 | |
| 4 | Add lines 1, 2, and 3 | 4 | 3,673,427. |
| 5 | Decreases not included in line 2 (itemize) | 5 | |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30 | 6 | 3,673,427. |

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 shares MLC Company) | (b) How acquired P — Purchase D — Donation | (c) Date acquired (month, day, year) | (d) Date sold (month, day, year) |
|--|--|---|-------------------------------------|
| 1 a 1,186.43 Shares Osterweis Fund | P | various | 01/02/14 |
| b 274 Shares IShares Russell Midcap Index | P | various | 01/06/14 |
| c 9,368.277 Shares Eaton Vance Global Machro | P | various | 01/09/14 |
| d 3,746.258 Shares JPM Intl Curr Income FD | P | various | 01/29/14 |
| e See Columns (a) thru (d) | | | |

| (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 41,098. | | 29,495. | 11,603. |
| b 41,101. | | 20,766. | 20,335. |
| c 88,249. | | 95,356. | -7,107. |
| d 41,022. | | 41,733. | -711. |
| e See Columns (e) thru (h) | | 1,033,363. | 118,779. |

| | | | |
|---|--|---|---|
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (i) Gains (Column (h)) gain minus column (k), but not less than -0- or Losses (from column (h)) |
| (i) Fair Market Value as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of column (i) over column (j), if any | |
| a 0. | 0. | 0. | 11,603. |
| b 0. | 0. | 0. | 20,335. |
| c | | | -7,107. |
| d | | | -711. |
| e See Columns (i) thru (l) | 0. | 0. | 118,779. |
| 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 |
| | | | 142,899. |
| 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 |
| | | | 142,899. |

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 (column (b) divided by column (c)) |
|---|--|---|---|
| 2013 | 1,083. | 4,272,859. | 0.000253 |
| 2012 | 5,794. | 3,794,165. | 0.001527 |
| 2011 | 0. | 0. | 0.000000 |
| 2010 | 0. | 0. | 0.000000 |
| 2009 | 0. | 0. | 0.000000 |

| | | |
|---|----------|-------------------|
| 2 Total of line 1, column (d) | 2 | 0.001780 |
| 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 | 0.000356 |
| 4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5. | 4 | 4,161,812. |
| 5 Multiply line 4 by line 3 | 5 | 1,482. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 2,688. |
| 7 Add lines 5 and 6. | 7 | 4,170. |
| 8 Enter qualifying distributions from Part XII, line 4 | 8 | 5,750. |

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)

| | |
|--|-------------|
| 1 a 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 instrs) | |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here . . . ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b | 1 2,688. |
| c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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 2,688. |
| 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 2,688. |
| 6 Credits/Payments: | |
| a 2014 estimated tax pmts and 2013 overpayment credited to 2014 | 6 a |
| b Exempt foreign organizations – tax withheld at source | 6 b |
| c Tax paid with application for extension of time to file (Form 8868) | 6 c |
| d Backup withholding erroneously withheld | 6 d |
| 7 Total credits and payments. Add lines 6a through 6d | 7 |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached | 8 59. |
| 9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed | 9 2,747. |
| 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | 10 0. |
| 11 Enter the amount of line 10 to be Credited to 2015 estimated tax | Refunded 11 |

Part VII-A: Statements Regarding Activities

| | | |
|--|---|--|
| 1 a 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? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| 1 b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? | <input checked="" type="checkbox"/> 1 b | <input type="checkbox"/> X |
| 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. | | |
| 1 c Did the foundation file Form 1120-POL for this year? | <input checked="" type="checkbox"/> 1 c | <input type="checkbox"/> X |
| 1 d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: | | |
| (1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____ | | |
| 1 e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____ | | |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? | <input checked="" type="checkbox"/> 2 | <input type="checkbox"/> X |
| If 'Yes,' attach a detailed description of the activities. | | |
| 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 | <input checked="" type="checkbox"/> 3 | <input type="checkbox"/> X |
| 4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year? | <input checked="" type="checkbox"/> 4 a | <input type="checkbox"/> X |
| b If 'Yes,' has it filed a tax return on Form 990-T for this year? | <input checked="" type="checkbox"/> 4 b | <input type="checkbox"/> X |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? | <input checked="" type="checkbox"/> 5 | <input type="checkbox"/> X |
| If 'Yes,' attach the statement required by General Instruction T. | | |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: | | |
| • By language in the governing instrument, or | <input checked="" type="checkbox"/> 6 | <input type="checkbox"/> X |
| • 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? | <input checked="" type="checkbox"/> 7 | <input type="checkbox"/> X |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV. | <input checked="" type="checkbox"/> 8 a | <input type="checkbox"/> X |
| MD – Maryland | | |
| 8 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 | <input checked="" type="checkbox"/> 8 b | <input type="checkbox"/> 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 | <input checked="" type="checkbox"/> 9 | <input type="checkbox"/> X |
| 10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses | <input checked="" type="checkbox"/> 10 | <input type="checkbox"/> X |

Part VII-A Statements Regarding Activities (continued)

| | | |
|-------------------------------|---|---|
| 11 | | X |
| 12 | | X |
| 13 | X | |
| Website address N/A | | |
| 14 | The books are in care of ▶ <u>Theodore Butz</u> Telephone no. ▶ <u>(301) 607-4399</u> Located at ▶ <u>3663-B Cap Stine Rd</u> <u>Frederick</u> <u>MD</u> ZIP + 4 ▶ <u>21703</u> | |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ <input checked="" type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ <u>15</u> | |
| 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 ▶ <input type="text"/> | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> |

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

| | Yes | No |
|--|------------------------------|--|
| 1 a 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 ▶ <input type="checkbox"/> | 1 b | |
| 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? | 1 c | 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? If 'Yes,' list the years ▶ <u>20</u> <u>,</u> <u>20</u> <u>,</u> <u>20</u> <u>,</u> <u>20</u> <u>,</u> | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| 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) | 2 b | |
| c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ <u>20</u> <u>,</u> <u>20</u> <u>,</u> <u>20</u> <u>,</u> <u>20</u> <u>,</u> | | |
| 3 a 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) | 3 b | |
| 4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | 4 a | 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? | 4 b | X |

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

5 a 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? Yes No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d).

6 a 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?

If 'Yes' to 6b, file Form 8870.

7 a 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?

5 b

6 b

7 b

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 |
|--|---|---|---|---------------------------------------|
| Theodore Butz 3663-B Cap Stine Rd. Frederick MD 21703 | President/Treasurer 0.00 | 0. | 0. | 0. |
| Elvira M. Butz 3663-B Cap Stine Rd. Frederick MD 21703 | Vice President 0.00 | 0. | 0. | 0. |
| Catherine Butz 3663-B Cap Stine Rd. Frederick MD 21703 | Secretary 0.00 | 0. | 0. | 0. |
| See Information about Officers, Directors, Trustees, Etc | | 0. | 0. | 0. |

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

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

None

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 | | |
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Total number of others receiving over \$50,000 for professional services . . .

None

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)

All other program-related investments. See instructions.

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Total. Add lines 1 through 3

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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 | 4,126,980. |
| b Average of monthly cash balances | 1b | 98,210. |
| c Fair market value of all other assets (see instructions) | 1c | |
| d Total (add lines 1a, b, and c) | 1d | 4,225,190. |
| e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) | 1e | |
| 2 Acquisition indebtedness applicable to line 1 assets | 2 | |
| 3 Subtract line 2 from line 1d | 3 | 4,225,190. |
| 4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions) | 4 | 63,378. |
| 5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 4,161,812. |
| 6 Minimum investment return. Enter 5% of line 5 | 6 | 208,091. |

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 | 208,091. |
| 2 a Tax on investment income for 2014 from Part VI, line 5 | 2a | 2,688. |
| b Income tax for 2014. (This does not include the tax from Part VI) | 2b | |
| c Add lines 2a and 2b | 2c | 2,688. |
| 3 Distributable amount before adjustments Subtract line 2c from line 1 | 3 | 205,403. |
| 4 Recoveries of amounts treated as qualifying distributions | 4 | |
| 5 Add lines 3 and 4 | 5 | 205,403. |
| 6 Deduction from distributable amount (see instructions) | 6 | |
| 7 Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7 | 205,403. |

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 | 5,750. |
| b Program-related investments — total from Part IX-B. | 1b | |
| 2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes | 2 | |
| 3 Amounts set aside for specific charitable projects that satisfy the | | |
| a Suitability test (prior IRS approval required) | 3a | |
| b Cash distribution test (attach the required schedule) | 3b | |
| 4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 5,750. |
| 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 | 2,688. |
| 6 Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 3,062. |

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 | | | | 205,403. |
| 2 Undistributed income, if any, as of the end of 2014. | | | 207,916. | |
| a Enter amount for 2013 only | | | | |
| b Total for prior years 20 ____ , 20 ____ , 20 ____ | | | | |
| 3 Excess distributions carryover, if any, to 2014: | | | | |
| a From 2009 | 0. | | | |
| b From 2010 | 0. | | | |
| c From 2011 | 0. | | | |
| d From 2012 | 6,674. | | | |
| e From 2013 | 1,083. | | | |
| f Total of lines 3a through e | 7,757. | | | |
| 4 Qualifying distributions for 2014 from Part XII, line 4 ► \$ 5,750. | | | | |
| a Applied to 2013, but not more than line 2a | | | | |
| b Applied to undistributed income of prior years (Election required — see instructions) | | | | |
| c Treated as distributions out of corpus (Election required — see instructions) | | | | |
| d Applied to 2014 distributable amount | | | | |
| e Remaining amount distributed out of corpus | 5,750. | | | |
| 5 Excess distributions carryover applied to 2014 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i> | | | | |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | 13,507. | | | |
| 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 | | | | |
| d Subtract line 6c from line 6b. Taxable amount — see instructions | | 0. | | |
| e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount — see instructions | | | 207,916. | |
| f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015 | | | | 205,403. |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required — see instructions) | | | | |
| 8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) | | 0. | | |
| 9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a | 13,507. | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 2010 | 0. | | | |
| b Excess from 2011 | 0. | | | |
| c Excess from 2012 | 6,674. | | | |
| d Excess from 2013 | 1,083. | | | |
| e Excess from 2014 | 5,750. | | | |

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 | <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5) | | | |
| 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)(ii) | | | | |
| (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))

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

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

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

a The name, address, and telephone number or 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 |
|---|---|--------------------------------|----------------------------------|-----------------|
| a Paid during the year | | | | |
| The Message of Hope P.O. Box 277 Wareham MA 02576 | None | | General | |
| St. Peter's Episcopal Church P.O. Box 387 Poolesville MD 20837 | None | Public Charity | | 500. |
| The Hughes Center for Agro Ecology P.O. Box 169 Queenstown MD 21658 | None | Public Charity | General | 5,000. |
| New Life Christian School 5909 Jefferson Pike Frederick MD 21703 | None | Public Charity | General | 4,000. |
| St. Thomas Moore Academy 3989 Buckeystown Pike Buckeystown MD 21717 | None | Public Charity | General | 5,000. |
| Ashley Hall 172 Rutledge Ave Charlestown SC 29403 | None | Public Charity | General | 1,000. |
| Barnesville School 21830 Peach Tree Rd Barnesville MD 20838 | None | Public Charity | General | 20,000. |
| St. Francis - St. Mary Catholic Church 113 First Ave Brunswick MD 21716 | None | Public Charity | General | 10,000. |
| The Northshore University Health System 1033 University Place Evanston IL 60201 | None | Public Charity | General | 7,000. |
| See Line 3a statement | | | | 20,000. |
| | | | | 136,700. |
| Total | | | ► 3a | 209,200. |
| b Approved for future payment | | | | |
| Total | | | ► 3b | |

Part XVI-A Analysis of Income-Producing Activities

| | Unrelated business income | | Excluded by section 512, 513, or 514 | | (e) Related or exempt function income (See instructions.) |
|---|---------------------------|---------------|--------------------------------------|---------------|--|
| | (a) Business code | (b) Amount | (c) Exclu- sion 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 | | | 14 | 718. | |
| 4 Dividends and interest from securities | | | 14 | 151,087. | |
| 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 | | | | | |
| 8 Gain or (loss) from sales of assets other than inventory | | | 18 | 142,899. | |
| 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) | | | | 294,704. | |
| 13 Total. Add line 12, columns (b), (d), and (e) | | | | 13 | 294,704. |

(See worksheet in line 13 instructions to verify calculations.)

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

| Line No. ▼ | Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions) |
|---------------|--|
| 16c | Investment Management Fees |
| | |
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Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

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.

| | Yes | No |
|---------|-----|----|
| 1 a (1) | | X |
| 1 a (2) | | X |
| 1 b (1) | | X |
| 1 b (2) | | X |
| 1 b (3) | | X |
| 1 b (4) | | X |
| 1 b (5) | | X |
| 1 b (6) | | X |
| 1 c | | X |

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

2 a 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?

b If 'Yes,' complete the following schedule.

(a) Name of organization

| (a) Name of organization | (b) Type of organization | (c) Description of relationship |
|--------------------------|--------------------------|---------------------------------|
| / | | |
| | | |

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Sign
Here

17 AD

4.9.15

Date

President

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May the IRS discuss this return with the preparer shown below (see instructions)?

| | | | | | |
|---------------------------------------|---|--|-------------------------|--|--------------------------|
| Paid Preparer Use Only | Print/Type preparer's name Alonzo D Muddiman | Preparer's signature Alonzo D Muddiman | Date 03/23/15 | Check <input checked="" type="checkbox"/> if self-employed | PTIN P01062912 |
| | Firm's name ► SUMMIT CONSULTING | Firm's EIN ► 27-2102568 | | | |
| | Firm's address ► 3405 Sethwarner Pl. Glen Allen | VA 23059 | Phone no. | (804) 687-1585 | |

BAA

Form 990-PF (2014)

| | |
|---|--|
| Name | Employer Identification Number |
| The Butz Foundation Inc. | 45-1448807 |
| Asset Information: | |
| Description of Property: | 1,186.43 Shares Osterweis Fund |
| Date Acquired: | various |
| How Acquired: | Purchased |
| Date Sold: | 01/02/14 |
| Name of Buyer: | |
| Sales Price: | 41,098. |
| Cost or other basis (do not reduce by depreciation) | 29,495. |
| Sales Expense: | |
| Valuation Method | Fair Market Value |
| Total Gain (Loss): | 11,603. Accumulation Depreciation: |
| Description of Property: | 274 Shares Ishares Russell Midcap Index Fund |
| Date Acquired: | various |
| How Acquired: | Purchased |
| Date Sold: | 01/06/14 |
| Name of Buyer: | |
| Sales Price: | 41,101. |
| Cost or other basis (do not reduce by depreciation) | 20,766. |
| Sales Expense: | |
| Valuation Method | Fair Market Value |
| Total Gain (Loss): | 20,335. Accumulation Depreciation: |
| Description of Property: | 9368.28 Shares Eaton Vance Global Macro |
| Date Acquired: | various |
| How Acquired: | Purchased |
| Date Sold: | 01/09/14 |
| Name of Buyer: | |
| Sales Price: | 88,249. |
| Cost or other basis (do not reduce by depreciation) | 95,356. |
| Sales Expense: | |
| Valuation Method: | |
| Total Gain (Loss): | -7,107. Accumulation Depreciation: |
| Description of Property: | 1,448.52 Shares Pimco Commodity |
| Date Acquired: | various |
| How Acquired: | Purchased |
| Date Sold: | 01/29/14 |
| Name of Buyer: | |
| Sales Price: | 15,166. |
| Cost or other basis (do not reduce by depreciation) | 15,398. |
| Sales Expense: | |
| Valuation Method: | |
| Total Gain (Loss): | -232. Accumulation Depreciation: |
| Description of Property: | 3,746.26 Shares JPM Intl Crr Income FD |
| Date Acquired: | various |
| How Acquired: | Purchased |
| Date Sold: | 01/29/14 |
| Name of Buyer: | |
| Sales Price: | 41,022. |
| Cost or other basis (do not reduce by depreciation) | 41,733. |
| Sales Expense: | |
| Valuation Method: | |
| Total Gain (Loss): | -711. Accumulation Depreciation: |
| Description of Property: | 1,665.23 Shares Matthews Pacific Tiger FD |
| Date Acquired: | various |
| How Acquired: | Purchased |
| Date Sold: | 02/06/14 |
| Name of Buyer: | |
| Sales Price: | 39,283. |
| Cost or other basis (do not reduce by depreciation) | 32,482. |
| Sales Expense: | |
| Valuation Method: | |
| Total Gain (Loss): | 6,801. Accumulation Depreciation: |
| Description of Property: | 2,723.04 Shares Delaware Emerging Markets |
| Date Acquired: | various |
| How Acquired: | Purchased |
| Date Sold: | 02/06/14 |
| Name of Buyer: | |
| Sales Price: | 40,764. |
| Cost or other basis (do not reduce by depreciation) | 36,556. |
| Sales Expense: | |
| Valuation Method: | |
| Total Gain (Loss): | 4,208. Accumulation Depreciation: |
| Description of Property: | See Net Gain or Loss from Sale of Assets |
| Date Acquired: | |
| How Acquired: | |
| Date Sold: | |
| Name of Buyer: | |
| Sales Price: | |
| Cost or other basis (do not reduce by depreciation) | |
| Sales Expense: | |
| Valuation Method: | |
| Total Gain (Loss): | Accumulation Depreciation: |

Form 990-PF, Part I, Lines 6a
Net Gain or Loss from Sale of Assets**Asset Information:**

Description of Property 2,855.42 Shares Victory Diversified Stock
Business Code Exclusion Code 18
Date Acquired various How Acquired . Purchased
Date Sold 03/05/14 Name of Buyer.
Check Box, if Buyer is a Business.
Sales Price 62,191. Cost or other basis (do not reduce by depreciation) 42,989.
Sales Expense Valuation Method
Total Gain (Loss) 19,202. Accumulated Depreciation

Description of Property 2,642.82 Shares T. Rowe Price New Asia
Business Code Exclusion Code 18
Date Acquired various How Acquired . Purchased
Date Sold 03/11/14 Name of Buyer.
Check Box, if Buyer is a Business.
Sales Price 42,259. Cost or other basis (do not reduce by depreciation) 39,114.
Sales Expense Valuation Method
Total Gain (Loss) 3,145. Accumulated Depreciation

Description of Property 4,783.74 Shares Edgewood Growth Fund
Business Code Exclusion Code 18
Date Acquired various How Acquired . Purchased
Date Sold 05/30/14 Name of Buyer.
Check Box, if Buyer is a Business.
Sales Price 92,470. Cost or other basis (do not reduce by depreciation) 63,005.
Sales Expense Valuation Method
Total Gain (Loss) 29,465. Accumulated Depreciation

Description of Property 6,471.94 Shares JPM Growth Advantage FD
Business Code Exclusion Code 18
Date Acquired various How Acquired . Purchased
Date Sold 05/30/14 Name of Buyer.
Check Box, if Buyer is a Business.
Sales Price 90,607. Cost or other basis (do not reduce by depreciation) 59,251.
Sales Expense Valuation Method
Total Gain (Loss) 31,356. Accumulated Depreciation

Description of Property 2,376.74 Shares Pimco Commodity
Business Code Exclusion Code 18
Date Acquired various How Acquired . Purchased
Date Sold 05/30/14 Name of Buyer.
Check Box, if Buyer is a Business.
Sales Price 27,071. Cost or other basis (do not reduce by depreciation) 24,649.
Sales Expense Valuation Method
Total Gain (Loss) 2,422. Accumulated Depreciation

Description of Property 8,376.42 Shares JPM Multi Sector Inc FD
Business Code Exclusion Code 18
Date Acquired various How Acquired . Purchased
Date Sold 10/09/14 Name of Buyer.
Check Box, if Buyer is a Business.
Sales Price 85,523. Cost or other basis (do not reduce by depreciation) 85,298.
Sales Expense Valuation Method
Total Gain (Loss) 225. Accumulated Depreciation

Form 990-PF, Part I, Lines 6a
Net Gain or Loss from Sale of Assets

Continued

Asset Information:

Description of Property 3,279.61 Shares JPM Intrepid European FD
Business Code Exclusion Code. 18
Date Acquired. various How Acquired . Purchased
Date Sold 10/09/14 Name of Buyer.
Check Box, if Buyer is a Business.
Sales Price 82,285. Cost or other basis (do not reduce by depreciation) 83,466.
Sales Expense Valuation Method
Total Gain (Loss) -1,181. Accumulated Depreciation

Description of Property 3,726.31 Shares Pimco Commodity
Business Code Exclusion Code. 18
Date Acquired. various How Acquired . Purchased
Date Sold 10/10/14 Name of Buyer.
Check Box, if Buyer is a Business.
Sales Price 36,779. Cost or other basis (do not reduce by depreciation) 38,418.
Sales Expense Valuation Method
Total Gain (Loss) -1,639. Accumulated Depreciation

Description of Property 521.411 Shares Osterweis Fund
Business Code Exclusion Code. 18
Date Acquired. various How Acquired . Purchased
Date Sold 05/23/14 Name of Buyer.
Check Box, if Buyer is a Business.
Sales Price 18,458. Cost or other basis (do not reduce by depreciation) 16,683.
Sales Expense Valuation Method
Total Gain (Loss) 1,775. Accumulated Depreciation

Description of Property 287 Shares SPDR Gold Trust
Business Code Exclusion Code. 18
Date Acquired. various How Acquired . Purchased
Date Sold 10/27/14 Name of Buyer.
Check Box, if Buyer is a Business.
Sales Price 34,277. Cost or other basis (do not reduce by depreciation) 38,256.
Sales Expense Valuation Method
Total Gain (Loss) -3,979. Accumulated Depreciation

Description of Property 219 Shares iShares Russell Midcap Index FD
Business Code Exclusion Code. 18
Date Acquired. various How Acquired . Purchased
Date Sold 10/27/14 Name of Buyer.
Check Box, if Buyer is a Business.
Sales Price 34,307. Cost or other basis (do not reduce by depreciation) 16,597.
Sales Expense Valuation Method
Total Gain (Loss) 17,710. Accumulated Depreciation

Description of Property 11,366.21 Shares Manning & Napier Equity Seri
Business Code Exclusion Code. 18
Date Acquired. various How Acquired . Purchased
Date Sold 11/14/14 Name of Buyer.
Check Box, if Buyer is a Business.
Sales Price 242,100. Cost or other basis (do not reduce by depreciation) 218,492.
Sales Expense Valuation Method
Total Gain (Loss) 23,608. Accumulated Depreciation

Form 990-PF, Part I, Lines 6a
Net Gain or Loss from Sale of Assets

Continued

Asset Information:

Description of Property 59,000 Shares JPM Enhanced Beta Return Note
Business Code Exclusion Code 18
Date Acquired various How Acquired . Purchased
Date Sold 11/26/14 Name of Buyer.
Check Box, if Buyer is a Business
Sales Price 53,560 Cost or other basis (do not reduce by depreciation) 61,849.
Sales Expense Valuation Method
Total Gain (Loss) -8,289. Accumulated Depreciation
Description of Property 20,000 Shares Barc Bren WTI 9/3/15
Business Code Exclusion Code 18
Date Acquired various How Acquired . Purchased
Date Sold 12/11/14 Name of Buyer.
Check Box, if Buyer is a Business
Sales Price 14,370 Cost or other basis (do not reduce by depreciation) 20,000.
Sales Expense Valuation Method
Total Gain (Loss) -5,630. Accumulated Depreciation
Description of Property 2,875.80 Shares MFS Intl Value
Business Code Exclusion Code 18
Date Acquired various How Acquired . Purchased
Date Sold 12/24/14 Name of Buyer.
Check Box, if Buyer is a Business
Sales Price 100,480 Cost or other basis (do not reduce by depreciation) 95,644.
Sales Expense Valuation Method
Total Gain (Loss) 4,836. Accumulated Depreciation
Description of Property 1,697.3 Shares Oakmark International FD-1
Business Code Exclusion Code 18
Date Acquired various How Acquired . Purchased
Date Sold 12/24/14 Name of Buyer.
Check Box, if Buyer is a Business
Sales Price 40,192 Cost or other basis (do not reduce by depreciation) 45,216.
Sales Expense Valuation Method
Total Gain (Loss) -5,024. Accumulated Depreciation

Form 990-PF, Page 1, Part I, Line 11

Line 11 Stmt

| Other income: | Rev/Exp Book | Net Inv Inc | Adj Net Inc |
|---------------------|----------------|----------------|-------------|
| Litigation Proceeds | 416. | 416. | |
| OID Interest | -3,332. | -3,332. | |
| Total | <u>-2,916.</u> | <u>-2,916.</u> | |

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

| (a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company) | (b) How acquired P — Purchase D — Donation | (c) Date acquired (month, day, year) | (d) Date sold (month, day, year) |
|---|---|---|---|
| 1,448.52 Shares Pimco Commodity | P | various | 01/29/14 |
| 2,723.041 Shares Delaware Emerging Markets | P | various | 02/06/14 |
| 1,665.23 Shares Matthews Pacific Tiger FD | P | various | 02/06/14 |
| 2,855.42 Victory Diversified Stock | P | various | 03/05/14 |
| 2,642.82 Shares T.Rowe Price New Asia | P | various | 03/11/14 |
| 6,471.94 Shares JPM GRWTH Advantaged FD | P | various | 05/30/14 |
| 2,376.739 Shares Pimco Commodity Strat | P | various | 05/30/14 |
| 4,783.742 Shares Edgewood Growth FD | P | various | 05/30/14 |
| 3,279.607 Shares JPM Intrepid European FD | P | various | 10/09/14 |
| 8,376.423 Shares JPM Multi Sector Inc FD | P | various | 10/09/14 |
| 3,726.305 Shares Pimco Commodity | P | various | 10/10/14 |
| 521.411 Shares Osterweis Fund | P | various | 10/23/14 |
| 219 Shares Ishares Russell Midcap Index Fd | P | various | 10/27/14 |
| 287 Shares SPDR Gold Trust | P | various | 10/27/14 |
| 11,366.214 Shares Manning & Napier Equity Seri | P | various | 11/14/14 |
| 59,000 Shares JPM Enhanced Beta Daily Return Note | P | various | 11/26/14 |
| 20,000 Shares Barc Bren WTI | P | various | 12/11/14 |
| 1,697.302 Shares Oakmark International FD | P | various | 12/24/14 |
| 2,875.795 Shares MFS Intl Value | P | various | 12/24/14 |

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income
Columns (e) thru (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) |
|-----------------------------|---|--|---|
| 15,166. | | 15,398. | -232. |
| 40,764. | | 36,556. | 4,208. |
| 39,283. | | 32,482. | 6,801. |
| 62,191. | | 42,989. | 19,202. |
| 42,259. | | 39,114. | 3,145. |
| 90,607. | | 59,251. | 31,356. |
| 27,071. | | 24,649. | 2,422. |
| 92,470. | | 63,005. | 29,465. |

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

Continued

| (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) |
|-----------------------------|---|--|---|
| 82,285. | | 83,466. | -1,181. |
| 85,523. | | 85,298. | 225. |
| 36,779. | | 38,418. | -1,639. |
| 18,458. | | 16,683. | 1,775. |
| 34,307. | | 16,597. | 17,710. |
| 34,277. | | 38,256. | -3,979. |
| 242,100. | | 218,492. | 23,608. |
| 53,560. | | 61,849. | -8,289. |
| 14,370. | | 20,000. | -5,630. |
| 40,192. | | 45,216. | -5,024. |
| 100,480. | | 95,644. | 4,836. |
| Total | | <u>1,033,363.</u> | <u>118,779.</u> |

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income
Columns (i) thru (l)Complete only for assets showing gain in column (h) and owned
by the foundation on 12/31/69

| (i) Fair Market Value as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of column (i) over column (j), if any | (l) Gains (column (h)) gain minus column (k), but not less than -0- or losses (from column (h)) |
|--|---|--|--|
| 0. | 0. | 0. | -232. |
| 0. | 0. | 0. | 4,208. |
| 0. | 0. | 0. | 6,801. |
| 0. | 0. | 0. | 19,202. |
| 0. | 0. | 0. | 3,145. |
| 0. | 0. | 0. | 31,356. |
| 0. | 0. | 0. | 2,422. |
| 0. | 0. | 0. | 29,465. |
| 0. | 0. | 0. | -1,181. |
| 0. | 0. | 0. | 225. |
| 0. | 0. | 0. | -1,639. |
| 0. | 0. | 0. | 1,775. |
| 0. | 0. | 0. | 17,710. |
| 0. | 0. | 0. | -3,979. |
| 0. | 0. | 0. | 23,608. |
| 0. | 0. | 0. | -8,289. |
| 0. | 0. | 0. | -5,630. |
| 0. | 0. | 0. | -5,024. |
| 0. | 0. | 0. | 4,836. |
| Total | <u>0.</u> | <u>0.</u> | <u>118,779.</u> |

Form 990-PF, Page 6, Part VIII, Line 1
 Information about Officers, Directors, Trustees, Etc.

| (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 |
|--|--|--|--|--|
| Person.. <input checked="" type="checkbox"/> Business . <input type="checkbox"/> Thompson H. Butz 3663-B Cap Stine Rd. Frederick MD 21703 | Director 0.00 | 0. | 0. | 0. |
| Person.. <input checked="" type="checkbox"/> Business . <input type="checkbox"/> Ronald E. James 3663-B Cap Stine Rd. Frederick MD 21703 | Director 0.00 | 0. | 0. | 0. |

Total

0. 0. 0.

Form 990-PF, Page 11, Part XV, line 3a

Line 3a statement

| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foun- da-tion status of re- cipi-ent | Purpose of grant or contribution | Person or Business Checkbox |
|---|--|--|-------------------------------------|---|
| | | | | Amount |
| a Paid during the year | | | | |
| <u>Leukemia & Lymphoma Society</u> 5845 Richmond Highway Alexandria VA 22303 | None | | | Person or Business <input checked="" type="checkbox"/> 1,000. |
| <u>The Ravinia Festival Association</u> 418 Sheridan Rd Highland Park IL 60635 | None | Public Charity | General | Person or Business <input checked="" type="checkbox"/> 5,000. |
| <u>The Field Museum of Natural History</u> 1400 S. Lake Shore Dr. Chicago IL 60605-2496 | None | Public Charity | General | Person or Business <input checked="" type="checkbox"/> 10,000. |
| <u>Chicago Humanities Festival</u> 500 N. Dearborn Suite 825 Chicago IL 60654 | None | Public Charity | General | Person or Business <input checked="" type="checkbox"/> 2,500. |
| <u>The University of Chicago</u> 401 North Michigan Chicago IL 60611 | None | Public Charity | General | Person or Business <input checked="" type="checkbox"/> 5,000. |
| <u>Virginia College Fund</u> 4900 Augusta Ave Richmond VA 23230 | None | Public Charity | General | Person or Business <input checked="" type="checkbox"/> 3,000. |

Form 990-PF, Page 11, Part XV, line 3a

Continued

Line 3a statement

| 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 | Person or Business Checkbox |
|--|---|--------------------------------|----------------------------------|--|
| | | | | Amount |
| <u>a Paid during the year</u> | | | | |
| <u>Ferrum College</u> | <u>None</u> | | | Person or Business <input checked="" type="checkbox"/> |
| <u>10021 Franklin St.</u> | | | | 5,000. |
| <u>Ferrum</u> VA 24088 | | Public Charity | General | |
| <u>Second Chance Wildlife Center</u> | <u>None</u> | | | Person or Business <input checked="" type="checkbox"/> |
| <u>7101 Barcellona Dr.</u> | | | | 6,000. |
| <u>Gaithersburg</u> MD 20879 | | Public Charity | General | |
| <u>Holton Arms</u> | <u>None</u> | | | Person or Business <input checked="" type="checkbox"/> |
| <u>7303 River Rd.</u> | | | | 15,000. |
| <u>Bethesda</u> MD 20817 | | Public Charity | General | |
| <u>Primary Day</u> | <u>None</u> | | | Person or Business <input checked="" type="checkbox"/> |
| <u>7300 River Rd.</u> | | | | 11,000. |
| <u>Bethesda</u> MD 20817 | | Public Charity | General | |
| <u>Hadley School for the Blind</u> | <u>None</u> | | | Person or Business <input checked="" type="checkbox"/> |
| <u>700 Elm St.</u> | | | | 1,000. |
| <u>Winnetka</u> IL 60093 | | Public Charity | General | |
| <u>The Chicago Botanical Gardens</u> | <u>None</u> | | | Person or Business <input checked="" type="checkbox"/> |
| <u>P.O. Box 400</u> | | | | 14,000. |
| <u>Glencoe</u> IL 60022 | | Public Charity | General | |
| <u>Blue Ridge School</u> | <u>None</u> | | | Person or Business <input checked="" type="checkbox"/> |
| <u>273 Mayo Drive</u> | | | | 4,000. |
| <u>St. George</u> VA 22935 | | Public Charity | General | |
| <u>St. Mary's Church</u> | <u>None</u> | | | Person or Business <input checked="" type="checkbox"/> |
| <u>P.O. Box 67</u> | | | | 2,500. |
| <u>Barnesville</u> MD 20838 | | Public Charity | General | |
| <u>National Building Museum</u> | <u>None</u> | | | Person or Business <input checked="" type="checkbox"/> |
| <u>401 F Street NW</u> | | | | 5,000. |
| <u>Washington</u> DC 20001 | | Public Charity | General | |
| <u>Maryland Clean Energy</u> | <u>None</u> | | | Person or Business <input checked="" type="checkbox"/> |
| <u>1212 West Street Suite 200</u> | | | | 2,500. |
| <u>Annapolis</u> MD 21401 | | Public Charity | General | |
| <u>Atlantic Seaboard Dyslexia Education Center</u> | <u>None</u> | | | Person or Business <input checked="" type="checkbox"/> |
| <u>22 West Jefferson Street</u> | | | | 2,500. |
| <u>Rockville</u> MD 20850 | | Public Charity | General | |
| <u>St. Andrew's Episcopal School</u> | <u>None</u> | | | Person or Business <input checked="" type="checkbox"/> |
| <u>8804 Postoak Rd.</u> | | | | 20,000. |
| <u>Potomac</u> MD 20854 | | Public Charity | General | |
| <u>Ronald McDonald House</u> | <u>None</u> | | | Person or Business <input checked="" type="checkbox"/> |
| <u>81 Gadsden Street</u> | | | | 11,700. |
| <u>Charleston</u> SC 29401 | | Public Charity | General | |
| <u>Lost & Found Horse Rescue</u> | <u>None</u> | | | Person or Business <input checked="" type="checkbox"/> |
| <u>15800 Darneystown Rd.</u> | | | | 10,000. |
| <u>Germanton</u> MD 20874 | | Public Charity | General | |

Form 990-PF, Page 11, Part XV, line 3a
Line 3a statement

Continued

| 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 | Person or Business Checkbox |
|-------------------------------------|---|--------------------------------|----------------------------------|-----------------------------|
| Name and address (home or business) | | | | Amount |
| a Paid during the year | | | | |

Total

136,700.

Form 990-PF, Page 2, Part II, Line 10b
L-10b Stmt

| Line 10b - Investments - Corporate Stock: | End of Year | |
|---|-------------------|-------------------|
| | Book Value | Fair Market Value |
| JPMorgan #A7275 - Equities | 2,661,051. | 3,157,111. |
| JPMorgan #W7377 - Equities | 112,200. | 37,100. |
| JPMorgan #A7275 - Other Assets | 688,119. | 696,088. |
| JPMorgan #W7377 - Other Assets | 50,000. | 52,340. |
| Total | <u>3,511,370.</u> | <u>3,942,639.</u> |