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EXTENSION GRANTED UNTIL 11/15/2014
Return of Private Foundation

OMB No 1545-0052

Form **990-PF**

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.

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation

**KENNETH AND CAROLINE TAYLOR
FAMILY FOUNDATION**

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

897 ROUTE 706

A Employer identification number

25-6742004

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

WYALUSING, PA 18853

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 J Accounting method: Cash Accrual
(from Part II, col (c), line 16) Other (specify) _____

► \$ **10,625,856.** (Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(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		13,736.	13,736.		STATEMENT 1
4 Dividends and interest from securities		213,694.	213,694.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		-161,513.			
b Gross sales price for all assets on line 6a		3,022,124.			
7 Capital gain net income (from Part IV, line 2)			0.		
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	NOV 25 A-37	10,199.	10,199.		STATEMENT 3
12 Total Add lines 1 through 11		76,116.	237,629.		
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	STMT 4	7,400.	3,700.		3,700.
c Other professional fees	STMT 5	2,115.	0.		2,115.
17 Interest		73.	73.		0.
18 Taxes	STMT 6	8,146.	5,021.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses	STMT 7	60,720.	60,611.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		78,454.	69,405.		5,815.
25 Contributions, gifts, grants paid		559,500.			559,500.
26 Total expenses and disbursements Add lines 24 and 25		637,954.	69,405.		565,315.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-561,838.			
b Net investment income (if negative, enter -0-)			168,224.		
c Adjusted net income (if negative, enter -0-)				N/A	

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LHA For Paperwork Reduction Act Notice, see instructions.

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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
	1 Cash - non-interest-bearing		0.		
	2 Savings and temporary cash investments		1,285,315.	1,098,973.	1,098,973.
	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				
	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				
	b Investments - corporate stock				
	c Investments - corporate bonds				
	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	12 Investments - mortgage loans				
	13 Investments - other	STMT 10	8,642,706.	8,285,775.	9,526,883.
	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 1)		9,928,021.	9,384,748.	10,625,856.
	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 ►)	STATEMENT 11	4,185.	7,817.	
	23 Total liabilities (add lines 17 through 22)		4,185.	7,817.	
	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		9,923,836.	9,376,931.	
	30 Total net assets or fund balances		9,923,836.	9,376,931.	
	31 Total liabilities and net assets/fund balances		9,928,021.	9,384,748.	

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 9,923,836.
2 Enter amount from Part I, line 27a	2 -561,838.
3 Other increases not included in line 2 (itemize) ►	SEE STATEMENT 8 3 33,689.
4 Add lines 1, 2, and 3	4 9,395,687.
5 Decreases not included in line 2 (itemize) ►	5 18,756.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 9,376,931.

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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.)
a					
b	SEE ATTACHED STATEMENTS				
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	3,022,124.	3,164,903.			-161,513.
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) 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					-161,513.
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		-161,513.
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))
2012	527,088.	9,973,542.	.052849
2011	494,455.	10,928,313.	.045245
2010	559,257.	10,011,714.	.055860
2009	619,623.	9,624,676.	.064379
2008	611,319.	12,483,778.	.048969

2 Total of line 1, column (d)

2 .267302

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 .053460

4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5

4 10,381,439.

5 Multiply line 4 by line 3

5 554,992.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 1,682.

7 Add lines 5 and 6

7 556,674.

8 Enter qualifying distributions from Part XII, line 4

8 565,315.

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.

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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 ► and enter "N/A" on line 1.
Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► and enter 1% of Part I, line 2b

c All other domestic foundations enter 2% of line 2b. 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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2013 estimated tax payments and 2012 overpayment credited to 2013
b Exempt foreign organizations - tax withheld at source
c Tax paid with application for extension of time to file (Form 8868)
d Backup withholding erroneously withheld

6a	8,494.
6b	
6c	
6d	

7 Total credits and payments. Add lines 6a through 6d
8 Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax ► 6,812. | Refunded ► 0.

Part VII-A Statements Regarding Activities

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?
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.
c Did the foundation file Form 1120-POL for this year?
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:
(1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$ 0.

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?
If "Yes," attach a detailed description of the activities.

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

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?
b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?
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
• 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?

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

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► PA
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

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

Line	Yes	No
1a	X	
1b	X	
1c	X	
2	X	
3	X	
4a	X	
4b	X	
5	X	
6	X	
7	X	
8b	X	
9	X	
10	X	

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Part VII-A Statements Regarding Activities (continued)

11	<input type="checkbox"/>	<input checked="" type="checkbox"/>
12	<input type="checkbox"/>	<input checked="" type="checkbox"/>
13	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Website address ► <u>N/A</u>		
14	The books are in care of ► <u>MS. BARBARA HUGO</u>	Telephone no. ► <u>(570) 746-3301</u>
Located at ► <u>897 ROUTE 706, WYALUSING, PA</u>		
15	ZIP+4 ► <u>18853</u>	
16	<input type="checkbox"/>	<input checked="" type="checkbox"/>
► <u>15</u> <u>N/A</u>		
16 Yes No X		
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►		

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
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"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
(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"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
(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"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
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)?	<u>N/A</u> ► <input type="checkbox"/>		
Organizations relying on a current notice regarding disaster assistance check here	<input type="checkbox"/>		
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 2013?	<u>1c</u> <input checked="" type="checkbox"/>		
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
If "Yes," list the years ► <u>,</u> <u>,</u> <u>,</u> <u>,</u> <u>,</u>			
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.)	<u>N/A</u>		
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>,</u> <u>,</u> <u>,</u> <u>,</u>		
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"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)	<u>N/A</u>		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?			
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	<u>3b</u> <input type="checkbox"/> <u>4a</u> <input checked="" type="checkbox"/> <u>4b</u> <input type="checkbox"/>		

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

5a During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? 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)?

N/A

►

5b

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

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

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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

7b

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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
KENNETH H. TAYLOR, JR 897 ROUTE 706	TRUSTEE			
WYALUSING, PA 18853	1.00	0.	0.	0.
CAROLINE E. TAYLOR 897 ROUTE 706	TRUSTEE			
WYALUSING, PA 18853	1.00	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

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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	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3

► 0.

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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	9,405,167.
b	Average of monthly cash balances	1b	1,134,365.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	10,539,532.
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	10,539,532.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	158,093.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,381,439.
6	Minimum investment return. Enter 5% of line 5	6	519,072.

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	519,072.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,682.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	401.
c	Add lines 2a and 2b	2c	2,083.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	516,989.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	516,989.
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	516,989.

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	565,315.
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	565,315.
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	1,682.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	563,633.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				516,989.
2 Undistributed income, if any, as of the end of 2013			379,909.	
a Enter amount for 2012 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 565,315.			379,909.	
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount	0.			185,406.
e Remaining amount distributed out of corpus	0.			0.
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:	0.			
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 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				331,583.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014 Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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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 2013, enter the date of the ruling

4942(j)(3) or 4942(j)(5)

	Tax year		Prior 3 years		(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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 12

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:

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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				
ABUSE AND RAPE CRISIS CENTER PO BOX 186 <u>TOWANDA, PA 18848</u>	NONE	PUBLIC	CHARITABLE	5,000.
AMERICAN RED CROSS PO BOX 37243 <u>WASHINGTON, DC 20013</u>	NONE	PUBLIC	CHARITABLE	10,000.
AUSTIN COLLEGE 900 NORTH GRAND AVENUE SUITE 6G <u>SHERMAN, TX 75090</u>	NONE	PUBLIC	CHARITABLE	106,000.
BRADFORD COUNTY ACTION 500 WILLIAM ST <u>TOWANDA, PA 18848</u>	NONE	PUBLIC	CHARITABLE	10,000.
BRADFORD COUNTY CHILD SEXUAL ASBUSE TASK FORCE P.O. BOX 335 <u>TOWANDA, PA 18848</u>	NONE	PUBLIC	CHARITABLE	5,000.
Total	SEE CONTINUATION SHEET(S)			► 3a 559,500.
b Approved for future payment				
NONE				
Total				► 3b 0.

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Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(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	13,736.	
4 Dividends and interest from securities			14	213,694.	
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			14	10,199.	
8 Gain or (loss) from sales of assets other than inventory			18	-161,513.	
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)	0.			76,116.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	76,116.
(See worksheet in line 13 instructions to verify calculations.)					

Relationship of Activities to the Accomplishment of Exempt Purposes

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

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.

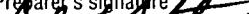
2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes No

b. If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge		
		11/5/14	TRUSTEE
Signature of officer or trustee		Date	Title
<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			

Signature of officer or trustee		Date	File		
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	PETER J. LOFTUS		10/31/14		P00011687
	Firm's name ► PARENTEBEARD, LLC			Firm's EIN ► 23-2932984	
	Firm's address ► 46 PUBLIC SQUARE, SUITE 400 WILKES-BARRE, PA 18701			Phone no. (570) 820-0100	

FORM 990-PF

OTHER EXPENSES

STATEMENT

7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	42,115.	42,115.		0.
INVESTMENT EXPENSES - FROM PASSTHROUGH INVESTMENTS	17,441.	17,441.		0.
NONDEDUCTIBLE EXPENSES - FROM PASSTHROUGH INVESTMENTS	109.	0.		0.
OTHER MISCELLANEOUS EXPENSES	57.	57.		0.
OTHER EXPENSES - FROM PASSTHROUGH INVESTMENTS	998.	998.		0.
TO FORM 990-PF, PG 1, LN 23	60,720.	60,611.		0.

FORM 990-PF

OTHER INCREASES IN NET ASSETS OR FUND BALANCES

STATEMENT

8

DESCRIPTION	AMOUNT
SECTION 1256 LOSSES NOT RECORDED PER BOOKS	33,689.
TOTAL TO FORM 990-PF, PART III, LINE 3	33,689.

FORM 990-PF

OTHER DECREASES IN NET ASSETS OR FUND BALANCES

STATEMENT

9

DESCRIPTION	AMOUNT
	15,149.
	3,607.
TOTAL TO FORM 990-PF, PART III, LINE 5	18,756.

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	MCVEAN TRADING #22684	P	01/01/13	12/31/13
b	MCVEAN TRADING #22684 - SECTION 1256 CONTRACTS	P	01/01/13	12/31/13
c	MCVEAN TRADING #22686	P	01/01/13	12/31/13
d	MCVEAN TRADING #22686 - SECTION 1256 CONTRACTS	P	01/01/13	12/31/13
e	MCVEAN TRADING #22683	P	01/01/13	12/31/13
f	MCVEAN TRADING #22683 - SECTION 1256 CONTRACTS	P	01/01/13	12/31/13
g	MCVEAN TRADING #22596	P	01/01/13	12/31/13
h	MCVEAN TRADING #22596 - SECTION 1256 CONTRACTS	P	01/01/13	12/31/13
i	JP MORGAN #11815	P	01/01/13	12/31/13
j	JP MORGAN #50899	P	01/01/13	12/31/13
k	JP MORGAN #10411	P	01/01/13	12/31/13
l	JP MORGAN #10411	P	01/01/13	12/31/13
m	CAPITAL GAIN - FROM PASSTHROUGH	P	01/01/13	12/31/13
n	CAPITAL GAIN - FROM PASSTHROUGH	P	01/01/13	12/31/13
o	FROM FORM 8621	P	01/01/13	12/31/13

	(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	233,061.		270,425.	-37,364.
b				-4,430.
c	116,079.		170,198.	-54,119.
d				-14,818.
e	146,576.		136,207.	10,369.
f				-16,789.
g	43,879.		70,437.	-26,558.
h				2,348.
i	230,599.		296,309.	-65,710.
j	71,414.		55,537.	15,877.
k	497,316.		501,475.	-4,159.
l	1,679,521.		1,664,315.	15,206.
m				697.
n				-891.
o				15,149.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				-37,364.
b				-4,430.
c				-54,119.
d				-14,818.
e				10,369.
f				-16,789.
g				-26,558.
h				2,348.
i				-65,710.
j				15,877.
k				-4,159.
l				15,206.
m				697.
n				-891.
o				15,149.

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

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

3

If gain, also enter in Part I, line 8, column (c).
If (loss), enter "-0-" in Part I, line 8

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 CAPITAL GAINS DIVIDENDS					
b					
c					
d					
e					
f					
g					
h					
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 3,679.				3,679.	
b					
c					
d					
e					
f					
g					
h					
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	3,679.	
a					
b					
c					
d					
e					
f					
g					
h					
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	-161,513.	
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	

KENNETH AND CAROLINE TAYLOR
FAMILY FOUNDATION

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Part XV | Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
BRADFORD COUNTY CHILDREN & YOUTH SERVICES PO BOX 222 <u>WYALUSING, PA 18853</u>	NONE	PUBLIC	CHARITABLE	5,000.
BRADFORD COUNTY REGIONAL ARTS COUNCIL 601 MAIN STREET <u>TOWANDA, PA 18848</u>	NONE	PUBLIC	CHARITABLE	20,000.
BRADFORD-WYOMING COUNTY LITERACY PROGRAM 200 MAIN STREET, SUITE 5 <u>TOWANDA, PA 18848</u>	NONE	PUBLIC	CHARITABLE	5,000.
CASA OF LUZERNE COUNTY 667 N. RIVER STREET <u>WILKES-BARRE, PA 18705</u>	NONE	PUBLIC	CHARITABLE	10,000.
COMMUNITY FOUNDATION OF JACKSON HOLE PO BOX 574 <u>JACKSON, WY 83001</u>	NONE	PUBLIC	CHARITABLE	11,500.
COMMUNITY FOUNDATION OF THE TWIN TIERS 104 W. LOCKHART STREET, UNIT 2 <u>SAYRE, PA 18840</u>	NONE	PUBLIC	CHARITABLE	1,000.
DARTMOUTH COLLEGE 6066 DEVELOPMENT OFFICE <u>HANOVER, NH 03755</u>	NONE	PUBLIC	CHARITABLE	5,000.
FIVE RIVERS COUNCIL BOY SCOUTS OF AMERICA RR #4 BOX 4244 <u>WYALUSING, PA 18853</u>	NONE	PUBLIC	CHARITABLE	2,500.
FUNCTIONAL LITERACY MINISTRY OF HAITI 1064 PREMIER STREET <u>PITTSBURGH, PA 15201</u>	NONE	PUBLIC	CHARITABLE	1,000.
GOODWILL FIRE COMPANY PO BOX 207 <u>LACEYVILLE, PA 18623</u>	NONE	PUBLIC	CHARITABLE	3,000.
<u>Total from continuation sheets</u>				423,500.

Part XV | Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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)				
GRAND TETON MUSIC FESTIVAL 4015 WEST CREEK DRIVE <u>WILSON, WY 83014</u>	NONE	PUBLIC	CHARITABLE	14,500.
GRAND TETON NATIONAL PARK FOUNDATION PO BOX 249 <u>MOOSE, WY 83012</u>	NONE	PUBLIC	CHARITABLE	1,000.
GUTHRIE HEALTHCARE SYSTEM ONE GUTHRIE SQUARE <u>SAYRE, PA 18840</u>	NONE	PUBLIC	CHARITABLE	55,000.
HERRICKVILLE VOLUNTEER FIRE COMPANY RR3 BOX 52 <u>WYALUSING, PA 18853</u>	NONE	PUBLIC	CHARITABLE	3,000.
JACKSON HOLE CHILDREN'S MUSEUM 174 N. KING STREET <u>JACKSON, WY 83001</u>	NONE	PUBLIC	CHARITABLE	1,000.
JACKSON HOLE CONSERVATION ALLIANCE PO BOX 2728 <u>JACKSON, WY 83001</u>	NONE	PUBLIC	CHARITABLE	1,000.
JACKSON HOLE LAND TRUST 555 EAST BROADWAY <u>JACKSON, WY 83001</u>	NONE	PUBLIC	CHARITABLE	10,000.
JACKSON HOLE WILDLIFE FOUNDATION PO BOX 8042 <u>JACKSON, WY 83002</u>	NONE	PUBLIC	CHARITABLE	1,000.
LAND TRUST ALLIANCE 1660 L STREET, NW #1100 <u>WASHINGTON, DC 20036</u>	NONE	PUBLIC	CHARITABLE	3,000.
MEMORIAL HOSPITAL 1 HOSPITAL DRIVE <u>TOWANDA, PA 18848</u>	NONE	PUBLIC	CHARITABLE	55,000.
Total from continuation sheets				

**KENNETH AND CAROLINE TAYLOR
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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NATIONAL MUSEUM OF WILDLIFE ART PO BOX 6825 <u>JACKSON, WY 83002</u>	NONE	PUBLIC	CHARITABLE	15,000.
NEW ALBANY FIRE COMPANY PO BOX 167 <u>NEW ALBANY, PA 18833</u>	NONE	PUBLIC	CHARITABLE	3,000.
NORTH BRANCH LAND TRUST 11 CARVERTON ROAD <u>TRUCKSVILLE, PA 18708</u>	NONE	PUBLIC	CHARITABLE	7,500.
PAWS OF JACKSON HOLE 250 WEST PEARL AVENUE <u>JACKSON, WY 83002</u>	NONE	PUBLIC	CHARITABLE	1,000.
PRESBYTERIAN CHURCH OF JACKSON HOLE PO BOX 7530 1251 S PARK LOOP <u>JACKSON, WY 83002</u>	NONE	PUBLIC	CHARITABLE	5,000.
SALVATION ARMY RR 2 BOX 125 TERRYTOWN MTN RD <u>WYALUSING, PA 18853</u>	NONE	PUBLIC	CHARITABLE	5,000.
SCHOLARSHIP AMERICA - SCHOLARSHIP PROGRAM C/O FIRST NATL BK PO BOX 240 <u>ST PETER, MN 56082</u>	NONE	PUBLIC	CHARITABLE	42,000.
SIMSBURY FRIENDS FOR MUSIC 34 FARMS VILLAGE ROAD <u>SIMSBURY, CT 06070</u>	NONE	PUBLIC	CHARITABLE	1,000.
SMILE TRAIN PO BOX 96231 <u>WASHINGTON, DC 20090</u>	NONE	PUBLIC	CHARITABLE	2,000.
ST. JOHN'S MEDICAL CENTER FOUNDATION 625 EAST BROADWAY <u>JACKSON, WY 83001</u>	NONE	PUBLIC	CHARITABLE	10,000.
Total from continuation sheets				

~~KENNETH AND CAROLINE TAYLOR~~
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Part XV | Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
TACO FOOD PANTRY PO BOX 262 <u>TOWANDA, PA 18848</u>	NONE	PUBLIC	CHARITABLE	5,000.
TETON LITERACY PROGRAM 1465 GREGORY LAND # 260 <u>JACKSON, WY 83001</u>	NONE	PUBLIC	CHARITABLE	1,000.
THE RUFFED GROUSE SOCIETY PO BOX 643386 <u>PITTSBURGH, PA 15264</u>	NONE	PUBLIC	CHARITABLE	1,000.
TROUT UNLIMITED GENERAL FUND 1300 N 17TH STREET #500 <u>ARLINGTON, VA 22209</u>	NONE	PUBLIC	CHARITABLE	4,000.
UNITED WAY OF BRADFORD COUNTY P.O. BOX 106 <u>TOWANDA, PA 18848</u>	NONE	PUBLIC	CHARITABLE	25,000.
WILMOT FIRE COMPANY RR #1 BOX 154 <u>SUGAR RUN, PA 18846</u>	NONE	PUBLIC	CHARITABLE	3,000.
WINGS OF HOPE EQUITHERAPY PO BOX 445 <u>BURELSON, TX 76097</u>	NONE	PUBLIC	CHARITABLE	5,000.
WYALUSING AREA EDUCATION FOUNDATION PO BOX 157 <u>WYALUSING, PA 18853</u>	NONE	PUBLIC	CHARITABLE	1,000.
WYALUSING AREA SCHOOL DISTRICT RR 2 BOX 7 <u>WYALUSING, PA 18853</u>	NONE	PUBLIC	CHARITABLE	5,500.
WYALUSING COMMUNITY CORP. PO BOX 813 <u>WYALUSING, PA 18853</u>	NONE	PUBLIC	CHARITABLE	2,000.
<u>Total from continuation sheets</u>				

KENNETH AND CAROLINE TAYLOR
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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
WYALUSING PRESBYTERIAN CHURCH 179 CHURCH STREET <u>WYALUSING, PA 18853</u>	NONE	PUBLIC	CHARITABLE	15,000.
WYALUSING PUBLIC LIBRARY PO BOX 98 <u>WYALUSING, PA 18853</u>	NONE	PUBLIC	CHARITABLE	10,000.
WYALUSING VALLEY MUSEUM ASSN. INC. PO BOX 301 <u>WYALUSING, PA 18853</u>	NONE	PUBLIC	CHARITABLE	3,000.
WYALUSING VOLUNTEER FIRE CO. PO BOX 86 <u>WYALUSING, PA 188530086</u>	NONE	PUBLIC	CHARITABLE	3,000.
WYOMING COUNTY CULTURAL CENTER, INC. 60 EAST TIoga STREET <u>TUNKHANNOCK, PA 18657</u>	NONE	PUBLIC	CHARITABLE	30,000.
WYOMING SEMINARY 201 N. SPRAGUE AVE <u>KINGSTON, PA 18707</u>	NONE	PUBLIC	CHARITABLE	10,000.
Total from continuation sheets				

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

SOURCE	(A) REVENUE PER BOOKS	NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
FROM PASSTHROUGH INVESTMENTS	7,974.	7,974.	
GOLDMAN SACHS	2.	2.	
INTEREST INCOME ON TAX REFUNDS	181.	181.	
JP MORGAN #10411	28.	28.	
JP MORGAN #10411	1,809.	1,809.	
JP MORGAN #11815	3.	3.	
JP MORGAN #11815	3,438.	3,438.	
JP MORGAN #50899	4.	4.	
JP MORGAN APOLLO PRIVATE INVESTMENT	297.	297.	
TOTAL TO PART I, LINE 3	13,736.	13,736.	

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
FROM PASSTHROUGH INVESTMENTS	996.	0.	996.	996.	
GS PRIVATE EQUITY PARTNERS IX	36,984.	0.	36,984.	36,984.	
JP MORGAN #10411	152,999.	3,549.	149,450.	149,450.	
JP MORGAN #50899	26,394.	130.	26,264.	26,264.	
TO PART I, LINE 4	217,373.	3,679.	213,694.	213,694.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ORDINARY INCOME - FROM PASSTHROUGH INVESTMENTS	-3,661.	-3,661.	
OTHER INCOME - FROM PASSTHROUGH INVESTMENTS	3,789.	3,789.	
OTHER NET RENTAL INCOME - FROM PASSTHROUGH INVESTMENTS	465.	465.	

NET SECTION 1231 GAIN - FROM PASSTHROUGH INVESTMENTS	4,381.	4,381.
MISCELLANEOUS INVESTMENT INCOME	1,618.	1,618.
ORDINARY INCOME - FROM FORM 8621	3,607.	3,607.
 TOTAL TO FORM 990-PF, PART I, LINE 11	 10,199.	 10,199.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	7,400.	3,700.		3,700.
TO FORM 990-PF, PG 1, LN 16B	7,400.	3,700.		3,700.

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
SCHOLARSHIP MANAGEMENT FEES	2,115.	0.		2,115.
TO FORM 990-PF, PG 1, LN 16C	2,115.	0.		2,115.

FORM 990-PF	TAXES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	3,125.	0.		0.
FOREIGN TAXES	4,552.	4,552.		0.
WITHHOLDING TAXES - FROM PASSTHROUGH	469.	469.		0.
TO FORM 990-PF, PG 1, LN 18	8,146.	5,021.		0.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CMS WINSTON EQUITY PARTNERS	FMV	10,746.	7,318.
CMS PRIVATE REIT LP	FMV	178,107.	165,019.
CMS PRIVATE REAL ESTATE INVESTMENT TRUST	FMV	500.	500.
MELLON PRIVATE EQUITY FUND IV	COST	139,000.	153,112.
CMS DEFENSE FUND L.P.	COST	0.	0.
CMS/KRG CAPITAL FUND III L.P.	COST	50,375.	54,454.
TIMBERVEST PARTNERS L.P.	COST	161,143.	178,659.
CMS CGF IV	COST	43,680.	69,220.
GS PRIVATE EQUITY PARTNERS	COST	330,681.	364,897.
GS MOUNT KELLETT CAPITAL PARTNERS	COST	165,446.	199,222.
MUTUAL FUNDS	COST	6,565,151.	7,675,320.
JP MORGAN PRIVATE INVESTORS	COST	140,946.	154,686.
MARKET OPTION CONTRACTS	COST	0.	4,476.
JP MORGAN GLOBAL ACCESS HEDGE FUND LTD	COST	500,000.	500,000.
TOTAL TO FORM 990-PF, PART II, LINE 13		8,285,775.	9,526,883.

FORM 990-PF

OTHER LIABILITIES

STATEMENT 11

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
INVESTMENT - CMS PROCACCIANTI HOTEL FD II-Q L.P.	4,185.	7,817.
TOTAL TO FORM 990-PF, PART II, LINE 22	4,185.	7,817.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 12

NAME OF MANAGER

KENNETH H. TAYLOR, JR
CAROLINE E. TAYLOR