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Return of Private Foundation

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

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

JUL 1, 2013

, and ending

JUN 30, 2014

Name of foundation

THE COUNTESS MOIRA CHARITABLE FOUNDATION

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

Room/suite

P.O. BOX 8078

City or town, state or province, country, and ZIP or foreign postal code
PELHAM, NY 10803

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 foundationI Fair market value of all assets at end of year **J Accounting method:** Cash Accrual
(from Part II, col. (c), line 16) Other (specify) **MODIFIED CASH**

► \$ 35,458,413. (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 | | 52. | 52. | | STATEMENT 1 |
| 4 Dividends and interest from securities | | 943,766. | 943,766. | | STATEMENT 2 |
| 5a Gross rents | | | | | |
| b Net rental income or (loss) | | | | | |
| 6a Net gain or (loss) from sale of assets not on line 10 | | 1,550,140. | | | |
| b Gross sales price for all assets on line 6a | | 13,387,229. | | | |
| 7 Capital gain net income (from Part IV, line 2) | | | 1,550,140. | | |
| 8 Net short-term capital gain | | | | | |
| 9 Income modifications | | | | | |
| Gross sales less returns and allowances | | | | | |
| 10a | | | | | |
| b Less Cost of goods sold | | | | | |
| c Gross profit or (loss) | | | | | |
| 11 Other income | | | | | |
| 12 Total Add lines 1 through 11 | | 2,493,958. | 2,493,958. | 0. | |
| 13 Compensation of officers, directors, trustees, etc | | 0. | 0. | | |
| 14 Other employee salaries and wages | | | | | |
| 15 Pension plans, employee benefits | | | | | |
| 16a Legal fees | | | | | |
| b Accounting fees | STMT 3 | 14,748. | 0. | 14,748. | |
| c Other professional fees | STMT 4 | 344,688. | 344,688. | 0. | |
| 17 Interest | | | | | |
| 18 Taxes | STMT 21 | 362,601. | 344,698. | 17,903. | |
| 19 Depreciation and depletion | MAR 30 2015 | 1,735,000. | | 1,735,000. | |
| 20 Occupancy | IRS-OSC | | | | |
| 21 Travel, conferences, and meetings | ODDEN, UT | 2,097,601. | 344,698. | 1,752,903. | |
| 22 Printing and publications | | | | | |
| 23 Other expenses | STMT 5 | 3,165. | 10. | 3,155. | |
| 24 Total operating and administrative expenses. Add lines 13 through 23 | | | | | |
| 25 Contributions, gifts, grants paid | | | | | |
| 26 Total expenses and disbursements. Add lines 24 and 25 | | | | | |
| 27 Subtract line 26 from line 12: | | 396,357. | | | |
| a Excess of revenue over expenses and disbursements | | | | | |
| b Net investment income (if negative, enter -0-) | | | 2,149,260. | | |
| c Adjusted net income (if negative, enter -0-) | | | | N/A | |

| Part II Balance Sheets | | Attached schedules and amounts in the description column should be for end-of-year amounts only | Beginning of year | End of year | |
|-----------------------------|--|---|-------------------|----------------|-----------------------|
| | | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| Assets | 1 | Cash - non-interest-bearing | | | |
| | 2 | Savings and temporary cash investments | | 453,200. | 778,170. |
| | 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 | STMT 7 | | |
| | b | Investments - corporate stock | | 16,511,025. | 22,990,102. |
| | c | Investments - corporate bonds | | 2,170,715. | |
| | 11 | Investments - land, buildings, and equipment basis ► | | | |
| | | Less accumulated depreciation ► | | | |
| | 12 | Investments - mortgage loans | | | |
| | 13 | Investments - other | STMT 8 | 13,704,001. | 11,690,141. |
| | 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) | | 32,838,941. | 35,458,413. |
| Liabilities | 17 | Accounts payable and accrued expenses | | | |
| | 18 | Grants payable | | | |
| | 19 | Deferred revenue | | | |
| | 20 | Loans from officers, directors, trustees, and other disqualified persons | | | |
| | 21 | Mortgages and other notes payable | | | |
| | 22 | Other liabilities (describe ►) | | | |
| | 23 | Total liabilities (add lines 17 through 22) | | 0. | 0. |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> | | | | |
| | and complete lines 24 through 26 and lines 30 and 31 | | | | |
| | 24 | Unrestricted | | 32,838,941. | 35,458,413. |
| | 25 | Temporarily restricted | | | |
| | 26 | Permanently restricted | | | |
| | Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/> | | | | |
| | and complete lines 27 through 31 | | | | |
| | 27 | Capital stock, trust principal, or current funds | | | |
| | 28 | Paid-in or capital surplus, or land, bldg., and equipment fund | | | |
| | 29 | Retained earnings, accumulated income, endowment, or other funds | | | |
| | 30 | Total net assets or fund balances | | 32,838,941. | 35,458,413. |
| | 31 | Total liabilities and net assets/fund balances | | 32,838,941. | 35,458,413. |

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 | 32,838,941. |
| 2 | Enter amount from Part I, line 27a | 2 | 396,357. |
| 3 | Other increases not included in line 2 (itemize) ► | 3 | 2,223,115. |
| 4 | Add lines 1, 2, and 3 | 4 | 35,458,413. |
| 5 | Decreases not included in line 2 (itemize) ► | 5 | 0. |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 35,458,413. |

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Part IV Capital Gains and Losses for Tax on Investment Income

| (a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.) | | (b) How acquired P - Purchase D - Donation | (c) Date acquired (mo., day, yr.) | (d) Date sold (mo., day, yr.) |
|--|---|--|---|----------------------------------|
| 1a SALE OF PUBLICLY TRADED SECURITIES | | P | VARIOUS | VARIOUS |
| b SALE OF PUBLICLY TRADED SECURITIES | | P | VARIOUS | VARIOUS |
| c CAPITAL GAINS DIVIDENDS | | | | |
| 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 1,978,407. | | 2,371,807. | <393,400.> | |
| b 11,370,109. | | 9,465,282. | 1,904,827. | |
| c 38,713. | | | 38,713. | |
| d | | | | |
| e | | | | |
| 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 | | | <393,400.> | |
| b | | | 1,904,827. | |
| c | | | 38,713. | |
| d | | | | |
| e | | | | |
| 2 Capital gain net income or (net capital loss) | { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 } | | 2 | 1,550,140. |
| 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 | 1,748,847. | 34,070,035. | .051331 |
| 2011 | 2,026,665. | 34,381,576. | .058946 |
| 2010 | 1,539,882. | 35,139,998. | .043821 |
| 2009 | 1,476,933. | 33,722,411. | .043797 |
| 2008 | 1,498,168. | 33,353,182. | .044918 |

2 Total of line 1, column (d)

2 .242813

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 .048563

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

4 34,217,550.

5 Multiply line 4 by line 3

5 1,661,707.

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

6 21,493.

7 Add lines 5 and 6

7 1,683,200.

8 Enter qualifying distributions from Part XII, line 4

8 1,752,903.

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)1a Exempt operating foundations described in section 4940(d)(2), check here ► and enter "N/A" on line 1.

Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► and enter 1% of Part I, line 27b

c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

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 3,656.

6b

6c 20,000.

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 ►

1,793. | Refunded ►

11

23,656.

370.

9

10 1,793.

11 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?

Yes No 1a b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?
*If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*1b

c Did the foundation file Form 1120-POL for this year?

1c

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

2

(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.

3

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

4a *If "Yes," attach a detailed description of the activities*4b 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*5

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

6

b If "Yes," has it filed a tax return on Form 990-T for this year?

7

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

8a *If "Yes," attach the statement required by General Instruction T*8b

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

9

• By language in the governing instrument, or

10

• 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*

N/A

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

11

NY

b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*8b 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*9 10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*10

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Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) 11 X

12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) 12 X

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.COUNTESSMOIRAFDN.ORG 13 X

14 The books are in care of ► TAYLOR T. GRAY Telephone no. ► 914-246-0280
Located at ► P.O. BOX 8078, PELHAM, NY ZIP+4 ► 10803

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A Yes X

16 At any time during calendar year 2013, 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 Form TD F 90-22.1. If "Yes," enter the name of the foreign country ► 16 X

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

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

1a During the year did the foundation (either directly or indirectly):

- (1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes X No
- (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
- (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No
- (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No
- (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes X No
- (6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) Yes X 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 ► 1b X

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? 1c X

2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):

a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? Yes X No
If "Yes," list the years ► 2a N/A

b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) 2b N/A

c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 2c N/A

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes X No

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) 3b N/A

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X

b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013? 4b X

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

| | | | |
|---|------------------------------|--|--|
| 5a During the year did the foundation pay or incur any amount to: | | | |
| (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No | |
| (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No | |
| (3) Provide a grant to an individual for travel, study, or other similar purposes? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> 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)? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> 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? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> 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 | | <input checked="" type="checkbox"/> | |
| 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 | <input type="checkbox"/> Yes | <input type="checkbox"/> 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? | | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| If "Yes" to 6b, file Form 8870 | | | 6b X |
| 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? | | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? | | | N/A |
| | | | 7b |

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

1 List all officers, directors, trustees, foundation managers and their compensation

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

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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 |
|--|----------------------------------|------------------|
| FIELDPOINT PRIVATE ADVISORS, INC. 400 PARK AVENUE, 18TH FLOOR, NY, NY 10022 | INVESTMENT ADVISORY & ACCOUNTING | 344,688. |
| | | |
| | | |
| | | |
| | | |
| | | |

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.

| 1 | N/A | Expenses |
|---|-----|----------|
| 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.

| 1 | N/A | Amount |
|------------------------------|-----|--------|
| 2 | | |
| 3 | | |
| Total. Add lines 1 through 3 | ► | 0. |

Part X**Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions)

| | | | |
|---|---|----|-------------|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes: | | |
| a | Average monthly fair market value of securities | 1a | 32,006,233. |
| b | Average of monthly cash balances | 1b | 2,732,396. |
| c | Fair market value of all other assets | 1c | |
| d | Total (add lines 1a, b, and c) | 1d | 34,738,629. |
| 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 | 34,738,629. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 521,079. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 34,217,550. |
| 6 | Minimum investment return Enter 5% of line 5 | 6 | 1,710,878. |

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 | 1,710,878. |
| 2a | Tax on investment income for 2013 from Part VI, line 5 | 2a | 21,493. |
| b | Income tax for 2013. (This does not include the tax from Part VI.) | 2b | |
| c | Add lines 2a and 2b | 2c | 21,493. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 1,689,385. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | 0. |
| 5 | Add lines 3 and 4 | 5 | 1,689,385. |
| 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 | 1,689,385. |

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 | 1,752,903. |
| 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 | 1,752,903. |
| 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 | 21,493. |
| 6 | Adjusted qualifying distributions Subtract line 5 from line 4 | 6 | 1,731,410. |

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 2012 | (c) 2012 | (d) 2013 |
|--|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2013 from Part XI, line 7 | | | | 1,689,385. |
| 2 Undistributed income, if any, as of the end of 2013 | | | 1,072,976. | |
| 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 ► \$ 1,752,903. | | | 1,072,976. | |
| a Applied to 2012, but not more than line 2a | | | 0. | |
| b Applied to undistributed income of prior years (Election required - see instructions) | | | | |
| c Treated as distributions out of corpus (Election required - see instructions) | 0. | | | |
| d Applied to 2013 distributable amount | | | | 679,927. |
| e Remaining amount distributed out of corpus | 0. | | | |
| 5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a)) | 0. | | | 0. |
| 6 Enter the net total of each column as indicated below. | 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 | | | | 1,009,458. |
| 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 | | | | |

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

N/A

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).)

NONE

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

NONE

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

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

a. The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

b. The form in which applications should be submitted and information and materials they should include:

c Any submission deadlines:

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|--------------------------------------|--|--------------------------------------|-------------------------------------|------------|
| Name and address (home or business) | | | | |
| <i>a Paid during the year</i> | | | | |
| ATTACHMENT B | N/A | PC | SEE ATTACHMENT B | 1,735,000. |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| Total | | | ► 3a | 1,735,000. |
| <i>b Approved for future payment</i> | | | | |
| ATTACHMENT C | N/A | PC | SEE ATTACHMENT C | 437,500. |
| | | | | |
| | | | | |
| | | | | |
| Total | | | ► 3b | 437,500. |

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

| | (a) Business code | (b) Amount | (c) Exclu- sion code | (d) Amount | Related or exempt function income |
|---|-------------------------|---------------|-------------------------------|---------------|--------------------------------------|
| 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 | 52. | |
| 4 Dividends and interest from securities | | | 14 | 943,766. | |
| 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 | 1,550,140. | |
| 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. | | 2,493,958. | 0. |
| 13 Total Add line 12, columns (b), (d), and (e) | | | 13 | 2,493,958. | |
| (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 solicitation

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 | <p>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.</p> <div style="display: flex; align-items: center;"> ► Tina R. Say </div> | | <p>May the IRS discuss this return with the preparer shown below (see instr.)?</p> <div style="display: flex; align-items: center;"> <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No </div> | |
| | Signature of officer or trustee | Date | Title | |

| | | | | | |
|---------------------------------------|---|---|---------|---|-----------|
| Paid Preparer Use Only | Print/Type preparer's name | Preparer's signature | Date | Check <input type="checkbox"/> if self-employed | PTIN |
| | THOMAS F. BLANEY |  | 3/10/15 | | P00234022 |
| | Firm's name ► O'CONNOR DAVIES, LLP | | | Firm's EIN ► 27-1728945 | |
| | Firm's address ► 665 FIFTH AVENUE NEW YORK, NY 10022 | | | Phone no. (212) 286-2600 | |

323622
10-10-13

Form 8868
(Rev. January 2014)Department of the Treasury
Internal Revenue ServiceApplication for Extension of Time To File an
Exempt Organization Return

► File a separate application for each return.
► Information about Form 8868 and its instructions is at www.irs.gov/form8868

- If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box
- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file) You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number

| | | |
|---|---|---|
| Type or print | Name of exempt organization or other filer, see instructions. | Employer identification number (EIN) or |
| File by the due date for filing your return. See instructions | THE COUNTESS MOIRA CHARITABLE FOUNDATION | 11-3551993 |
| | Number, street, and room or suite no. If a P O. box, see instructions. | Social security number (SSN) |
| | 275 MADISON AVENUE | |
| | City, town or post office, state, and ZIP code. For a foreign address, see instructions | |
| | NEW YORK, NY 10016-1101 | |

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

| Application Is For | Return Code | Application Is For | Return Code |
|--|-------------|-----------------------------------|-------------|
| Form 990 or Form 990-EZ | 01 | Form 990-T (corporation) | 07 |
| Form 990-BL | 02 | Form 1041-A | 08 |
| Form 4720 (individual) | 03 | Form 4720 (other than individual) | 09 |
| Form 990-PF | 04 | Form 5227 | 10 |
| Form 990-T (sec. 401(a) or 408(a) trust) | 05 | Form 6069 | 11 |
| Form 990-T (trust other than above) | 06 | Form 8870 | 12 |

TAYLOR T. GRAY

- The books are in the care of ► P.O. BOX 8078 - PELHAM, NY 10803

Telephone No. ► 914-246-0280

Fax No. ►

- If the organization does not have an office or place of business in the United States, check this box

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box ► . If it is for part of the group, check this box ► and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until

FEBRUARY 15, 2015 , to file the exempt organization return for the organization named above. The extension

is for the organization's return for

► calendar year or

► tax year beginning JUL 1, 2013 , and ending JUN 30, 2014 .

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

| | | |
|---|----|------------|
| 3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions | 3a | \$ 23,656. |
| b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit | 3b | \$ 3,656. |
| c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions. | 3c | \$ 20,000. |

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ►

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

| | | |
|--|---|---|
| Type or print File by the due date for filing your return. See instructions | Name of exempt organization or other filer, see instructions. | Employer identification number (EIN) or |
| | THE COUNTESS MOIRA CHARITABLE FOUNDATION | 11-3551993 |
| | Number, street, and room or suite no. If a P.O. box, see instructions. 275 MADISON AVENUE | Social security number (SSN) |
| City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10016-1101 | | |

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

| Application Is For | Return Code | Application Is For | Return Code |
|--|-------------|-----------------------------------|-------------|
| Form 990 or Form 990-EZ | 01 | | |
| Form 990-BL | 02 | Form 1041-A | 08 |
| Form 4720 (individual) | 03 | Form 4720 (other than individual) | 09 |
| Form 990-PF | 04 | Form 5227 | 10 |
| Form 990-T (sec. 401(a) or 408(a) trust) | 05 | Form 6069 | 11 |
| Form 990-T (trust other than above) | 06 | Form 8870 | 12 |

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

TAYLOR T. GRAY

- The books are in the care of ► **P.O. BOX 8078 - PELHAM, NY 10803**

Telephone No ► **914-246-0280**

Fax No. ►

- If the organization does not have an office or place of business in the United States, check this box ►

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ► If it is for part of the group, check this box ► and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **MAY 15, 2015**

5 For calendar year **JUL 1, 2013**, or other tax year beginning **JUL 1, 2013**, and ending **JUN 30, 2014**

6 If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

7 State in detail why you need the extension

**ADDITIONAL TIME IS NEEDED TO COMPILE THE INFORMATION NECESSARY TO FILE
A COMPLETE AND ACCURATE RETURN**

| | | |
|--|----|------------|
| 8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions. | 8a | \$ 23,656. |
| b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868. | 8b | \$ 23,656. |
| c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions. | 8c | \$ 0. |

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ► Monica Macari Title ►

CPA

Date ► **2/10/15**

Form 8868 (Rev. 1-2014)

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

| SOURCE | (A) REVENUE PER BOOKS | (B) NET INVESTMENT INCOME | (C) ADJUSTED NET INCOME |
|-------------------------|-----------------------------|---------------------------------|-------------------------------|
| MONEY MARKET INTEREST | 52. | 52. | |
| TOTAL TO PART I, LINE 3 | 52. | 52. | |

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 |
|---------------------------|-----------------|-------------------------------|-----------------------------|-----------------------------------|-------------------------------|
| DIVIDENDS AND INTEREST | 982,479. | 38,713. | 943,766. | 943,766. | |
| TO PART I, LINE 4 | 982,479. | 38,713. | 943,766. | 943,766. | |

FORM 990-PF ACCOUNTING FEES STATEMENT 3

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| ACCOUNTING | 14,748. | 0. | | 14,748. |
| TO FORM 990-PF, PG 1, LN 16B | 14,748. | 0. | | 14,748. |

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| INVESTMENT ADVISORY | 344,688. | 344,688. | | 0. |
| TO FORM 990-PF, PG 1, LN 16C | 344,688. | 344,688. | | 0. |

THE COUNTESS MOIRA CHARITABLE FOUNDATION

11-3551993

FORM 990-PF

OTHER EXPENSES

STATEMENT 5

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| FILING FEES | 750. | 0. | | 750. |
| DUES | 750. | 0. | | 750. |
| BANK FEE | 10. | 10. | | 0. |
| INSURANCE | 1,527. | 0. | | 1,527. |
| POSTAGE | 128. | 0. | | 128. |
| TO FORM 990-PF, PG 1, LN 23 | 3,165. | 10. | | 3,155. |

FORM 990-PF

OTHER INCREASES IN NET ASSETS OR FUND BALANCES

STATEMENT 6

| DESCRIPTION | AMOUNT |
|--|------------|
| CHANGE IN UNREALIZED GAIN ON INVESTMENTS | 2,223,115. |
| TOTAL TO FORM 990-PF, PART III, LINE 3 | 2,223,115. |

FORM 990-PF

CORPORATE STOCK

STATEMENT 7

| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|---|-------------|----------------------|
| CORPORATE STOCK, SEE ATTACHMENT A | 22,990,102. | 22,990,102. |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | 22,990,102. | 22,990,102. |

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 8

| DESCRIPTION | VALUATION METHOD | BOOK VALUE | FAIR MARKET VALUE |
|--|---------------------|-------------|----------------------|
| EXCHANGE TRADED FUNDS, SEE ATTACHMENT A | FMV | 11,690,141. | 11,690,141. |
| TOTAL TO FORM 990-PF, PART II, LINE 13 | | 11,690,141. | 11,690,141. |

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 9

| NAME AND ADDRESS | TITLE AND AVRG HRS/WK | COMPEN- SATION | EMPLOYEE BEN PLAN CONTRIB | EXPENSE ACCOUNT |
|--|------------------------------------|-------------------|---------------------------------|--------------------|
| CAROLYN B. GRAY P.O. BOX 8078 PELHAM, NY 10803 | PRESIDENT/CHAIRPERSON 3.00 | 0. | 0. | 0. |
| MICHELE J. LE MOAL-GRAY P.O. BOX 8078 PELHAM, NY 10803 | VICE-CHAIRPERSON 3.00 | 0. | 0. | 0. |
| MARC E. GARLASCO P.O. BOX 8078 PELHAM, NY 10803 | TRUSTEE 3.00 | 0. | 0. | 0. |
| PETER G. GRAY P.O. BOX 8078 PELHAM, NY 10803 | SECRETARY & VICE-PRESIDENT 3.00 | 0. | 0. | 0. |
| TAYLOR T. GRAY * P.O. BOX 8078 PELHAM, NY 10803 | TREASURER & VICE-PRESIDENT 3.00 | 0. | 0. | 0. |
| KATHLEEN M. GRAY P.O. BOX 8078 PELHAM, NY 10803 | TRUSTEE 3.00 | 0. | 0. | 0. |
| DONNA M. FITZGERALD P.O. BOX 8078 PELHAM, NY 10803 | TRUSTEE 3.00 | 0. | 0. | 0. |
| BRENDAN T. GRAY P.O. BOX 8078 PELHAM, NY 10803 | TRUSTEE 3.00 | 0. | 0. | 0. |
| TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII | | 0. | 0. | 0. |

* Taylor Gray is an employee of Fieldpoint Private, to which the Foundation incurred investment management fees of \$344,688 in the fiscal year ending June 30, 2014.

THE COUNTESS MOIRA CHARITABLE FOUNDATION
PORTFOLIO HOLDINGS BY INDUSTRY
JUNE 30, 2014

| SECURITY | SECURITY SYMBOL | QUANTITY | TOTAL COST | MARKET VALUE |
|--|-----------------|----------|-----------------------------|-----------------------------|
| <u>EQUITIES:</u> | | | | |
| DU PONT E I DE NEMOURS & CO COM | dd | 14,100 | \$ 728,946 | \$ 922,704 |
| MONSANTO CO NEW COM | mon | 7,980 | 506,969 | 995,425 |
| VERIZON COMMUNICATIONS INC COM | vz | 19,600 | 588,489 | 959,028 |
| COMCAST CORP CL A | cmcs a | 18,600 | 727,046 | 998,448 |
| NEWELL RUBBERMAID INC COM | nwl | 24,180 | 725,637 | 749,338 |
| EXXON MOBIL CORP COM | xom | 8,340 | 499,242 | 839,671 |
| KINDER MORGAN MGMT LLC SHS | kmr | 7,398 | 249,184 | 583,924 |
| SEADRILL LIMTED SHS ISIN#BMG7945E1057 | sdrl | 17,400 | 707,083 | 695,130 |
| CHUBB CORP | cb | 9,600 | 734,116 | 884,832 |
| REGIONS FINL CORP NEW COM | rf | 77,000 | 836,688 | 817,740 |
| WELLS FARGO & CO NEW COM | wfc | 11,200 | 513,139 | 588,672 |
| ZIONS BANCORP COM | zion | 14,200 | 398,366 | 418,474 |
| ABBVIE INC COM | abbv | 15,580 | 698,649 | 879,335 |
| MEAD JOHNSON NUTRITION CO COM | mjn | 8,330 | 719,530 | 776,106 |
| BAXTER INTL INC COM | bax | 7,400 | 523,316 | 535,020 |
| ILLINOIS TOOL WORKS INC COM | itw | 11,320 | 492,440 | 991,179 |
| GENERAL ELECTRIC CO COM | ge | 34,200 | 710,694 | 898,776 |
| NORFOLK SOUTN CORP COM | nsc | 7,080 | 612,731 | 729,453 |
| DOVER CORP COM | dov | 7,360 | 574,519 | 669,392 |
| LITTELFUSE INC | lfus | 11,800 | 881,803 | 1,096,810 |
| QUALCOMM INC | qcom | 14,640 | 709,061 | 1,159,488 |
| SANDISK CORP | sndk | 14,300 | 827,249 | 1,493,349 |
| TETRA TECHNOLOGIES INC DEL COM | tti | 25,450 | 309,324 | 299,801 |
| CISCO SYSTEMS INC | cSCO | 30,000 | 669,830 | 745,500 |
| APPLE INC COM | aapl | 7,490 | 626,195 | 696,046 |
| AGILENT TECHNOLOGIES INC COM | a | 11,400 | 676,213 | 654,816 |
| AKAMAI TECHNOLOGIES INC COM | akam | 7,800 | 425,758 | 476,268 |
| DOMINION RES INC VA COM | d | 9,800 | 423,665 | 700,896 |
| DUKE ENERGY CORP NEW COM NEW | duk | 9,900 | 609,046 | 734,481 |
| <u>TOTAL EQUITIES:</u> | | | <u>\$ 17,704,928</u> | <u>\$ 22,990,102</u> |
| <u>EXCHANGE TRADED FUNDS:</u> | | | | |
| SPDR SER TR S&P DIVID ETF | sdy | 15,600 | \$ 792,896 | \$ 1,194,804 |
| ISHARES TR RUSSELL 2000 VALUE ETF | iwn | 8,690 | 790,720 | 897,330 |
| ISHARES TR US REAL ESTATE ETF | lyr | 12,170 | 759,433 | 873,684 |
| ISHARES TR CORE U S AGGREGATE BD ETF | agg | 21,230 | 2,232,233 | 2,322,562 |
| ISHARES TR 1-3 YR CR BD ETF | csj | 15,000 | 1,583,111 | 1,585,200 |
| ISHARES TR IBOXX \$ HIGH YIELD CORP BD ETF | hyg | 15,000 | 1,403,330 | 1,428,000 |
| ISHARES TR IBOXX USD INVT GRADE CORP BD ET | lqd | 19,100 | 1,907,259 | 2,277,866 |
| ISHARES TR S&P U S PFD STK INDEX FD | pff | 27,830 | 1,057,125 | 1,110,695 |
| <u>TOTAL EXCHANGE TRADED FUNDS:</u> | | | <u>\$ 10,526,107</u> | <u>\$ 11,690,141</u> |
| <u>TOTAL PORTFOLIO:</u> | | | <u>\$ 28,231,035</u> | <u>\$ 34,680,243</u> |

The Countess Moira Charitable Foundation
 Grant Expense
 June 30, 2014

| Recipient | Address | Amount | Status | Purpose | Website |
|--|---|------------|--------|--|---|
| Astor Services for Children and Families | 6339 Mill Street Rhinebeck NY 12572 | \$ 25,000 | PC | Provide children's mental health services, child welfare services, and early childhood development programs for Little Red Schoolhouse | http://www.astorservices.org |
| Boston College Trustees | 140 Commonwealth Ave Chestnut Hill MA 02467 | \$ 50,000 | PC | Nursing care and supplies for Central American regions | http://www.bc.edu/schools/san.html |
| Boston College Trustees | 140 Commonwealth Ave Chestnut Hill MA 02467 | \$ 700,000 | PC | Promotes multi-disciplinary research, education outreach and policy studies across and beyond the Boston University community, specifically the funds will be used for their School of Nursing with preference of the funds to be used in Nicaragua | http://www.bc.edu/schools/san.html |
| Camp AmenKids | 88 Hamilton Avenue Stamford, CT 06902 | \$ 50,000 | PC | Enhance the lives of youth living with the challenges of HIV/AIDS and sickle cell disease by providing an enriching summer camp experience, year-round skill building and a supported transition to adulthood | http://www.campamenkids.org/ |
| Camp Exclamation Point | PO Box 91 Richmond, Vermont 05477 | \$ 7,500 | PC | Provides continuity and community to underserved rural Vermont kids through a weeklong residential summer camp | http://www.campexclamationpoint.org |
| Concordia Conservatory of Music and Art | 171 White Plains Road Bronxville NY 10708 | \$ 27,000 | PC | Inspire, instruct and enrich lives through music the tuition-free Music Outreach Program | http://www.concordiaconservatory.org |
| Doctors Without Borders USA | 333 Seventh Avenue, 2nd Floor New York NY 10001 | \$ 60,000 | PC | To assist people whose survival is threatened by violence, neglect, or catastrophe | http://www.doctorswithoutborders.org |
| Doctors Without Borders USA | 334 Seventh Avenue, 2nd Floor New York NY 10001 | \$ 100,000 | PC | To assist people whose survival is threatened by violence, neglect, or catastrophe, specifically for their services rendered in connection with the current war in Syria | http://www.doctorswithoutborders.org |
| Don Bosco Community Center | 22 Don Bosco Drive Port Chester NY 10573 | \$ 50,000 | PC | Multilingual youth and adult social / support services to the community-at-large without regard to sex, race, and religion | http://www.donboscocenter.com |
| Fiver Children's Foundation | 240 West 35th Street, Suite 305 New York NY 10001 | \$ 50,000 | PC | Empower children from underserved communities to develop life skills and to reach their full potential | http://www.fiver.org |
| Fund for the City of New York | 121 Sixth Avenue, 6th Floor New York, NY 10013 | \$ 50,000 | PC | To improve the quality of life for all New Yorkers in partnership with government agencies, nonprofit institutions and foundations, the Fund has developed and helped to implement innovations in policy, programs, practices and technology in order to advance the functioning of government and nonprofit organizations in New York City and beyond | http://www.fcny.org |
| Southern Poverty Law Center | 400 Washington Ave Montgomery AL 36104 | \$ 50,000 | PC | To fund the Teaching Tolerance Perspectives initiative to provide educators a web based delivery system | http://www.splcenter.org |

The Countess Moira Charitable Foundation
 Grant Expense
 June 30, 2014

| Recipient | Address | Amount | Status | Purpose | Website |
|--------------------------------------|--|---------------------------|--------|--|---|
| Special Olympics New York | 1207 Route 9, Suite 1C Wappingers Falls, NY 12590 | \$ 100,000 | PC | To provide year-round sports training and athletic competition in a variety of Olympic-style sports for all children and adults with intellectual disabilities | http://www.specialolympicsny.org |
| Storytelling Arts | P O Box 995 Princeton Junction, New Jersey 08550 | \$ 33,000 | PC | Storytelling Arts programs serve to boost literacy and build community through classroom residencies, teacher development, and services in juvenile detention centers | http://www.storytellingarts.net |
| Student Conservation Association | PO Box 550 Charlestown NH 03603 | \$ 60,000 | PC | Building the next generation of conservation leaders and inspire lifelong stewardship of the environment and communities by engaging young people in hands-on service to the land, specifically used for their activities in New York City | http://www.thesc.org |
| The Center for Civilians in Conflict | 1210 18th Street, NW 4th Floor Washington, DC 20036 | \$ 75,000 | PC | Helping civilians caught in the midst of armed conflict, working directly with people who have the power to transform the planning, conduct, and aftermath of conflicts for civilians—from military officials and policymakers to UN bodies and civilians themselves | http://www.civiliansinconflict.org |
| The Center for Civilians in Conflict | 1211 18th Street, NW 4th Floor Washington, DC 20036 | \$ 75,000 | PC | Helping civilians caught in the midst of armed conflict, working directly with people who have the power to transform the planning, conduct, and aftermath of conflicts for civilians—from military officials and policymakers to UN bodies and civilians themselves | http://www.civiliansinconflict.org |
| The Community Word Project | 42 Broadway, Suite 1827 New York NY 10004 | \$ 40,000 | PC | Multi-disciplinary arts residency programs in 13 public schools and seven branches of the New York and Queens Public Library | http://www.communitywordproject.org |
| The New York Hall of Science | 47-01 111th Street Queens NY 11368 | \$ 100,000 | PC | Support of the Science Career Ladder, a signature youth education and employment program, and extension of key programmatic activities through the newly established SCL Institute for STEM Learning | http://www.nysci.org |
| The Trust for Public Land | 101 Montgomery Street, Suite 900 San Francisco, California 94104 | \$ 32,500 | PC | Working to protect the places people care about and to create close-to-home parks, to ensure that every child has easy access to a safe place to play in nature, and to conserve working farms, ranches, and forests, lands of historical and cultural importance, rivers, streams, coasts, and watersheds and other special places where people can experience nature close at hand | www.tpl.org |
| Total Grant Expense: | | <u>\$1,735,000</u> | | | |

The Countess Moira Charitable Foundation
 Future Grants Payable
 June 30, 2014

| Recipient | Address | Amount | Status | Purpose | Website |
|--------------------------------------|--|-------------------------|--------|--|---|
| Boston College Trustees | 140 Commonwealth Ave Chestnut Hill MA 02467 | \$ 300,000 | PC | Promotes multi-disciplinary research, education, outreach and policy studies across and beyond the Boston University community, and to reduce disparities in health by supporting the generation and application of knowledge, fostering "global literacy" among our students, and developing partnerships with international health and science leaders, scholars, and practitioners around the world | http://www.bc.edu/schools/san.html |
| Friends of Mills Mansion | P O Box 416 Staatsburg, NY 12580 | \$ 5,000 | PC | Supporting the preservation and improvement of Mills Mansion and its grounds | http://millsmansion.org/ |
| The Center for Civilians in Conflict | 1210 18th Street, NW 4th Floor Washington, DC 20036 | \$ 25,000 | PC | Helping civilians caught in the midst of armed conflict, working directly with people who have the power to transform the planning, conduct, and aftermath of conflicts for civilians—from military officials and policymakers to UN bodies and civilians themselves | http://www.civiliansinconflict.org |
| The Community Word Project | 42 Broadway, Suite 1827 New York NY 10004 | \$ 40,000 | PC | Multi-disciplinary arts residency programs in 13 public schools and seven branches of the New York and Queens Public Library | http://www.communitywordproject.org |
| The Trust for Public Land | 101 Montgomery Street, Suite 900 San Francisco, California 94104 | \$ 67,500 | PC | Working to protect the places people care about and to create close-to-home parks, to ensure that every child has easy access to a safe place to play in nature, and to conserve working farms, ranches, and forests, lands of historical and cultural importance, rivers, streams, coasts, and watersheds and other special places where people can experience nature close at hand | www.tpl.org |
| Total Future Grants Payable | | <u>\$437,500</u> | | | |