Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

▶ 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*

OMB No. 1545-0052
2013
Open to Public Inspection

For calendar year 2013 or tax year beginning 07/01 , 2013, and ending 06/30, 2014

Name of foundation: THE SYCAMORE FOUNDATION INC

A Employer identification number: 56-2091833

Number and street (or P.O. box number if mail is not delivered to street address): C/O BBH & CO. 140 BROADWAY (PB-TAX SERVICE
Room/suite:

B Telephone number (see instructions): 704-370-0500

City or town, state or province, country, and ZIP or foreign postal code: NEW YORK, NY 10005

C If exemption application is pending, check here ▶ ☐

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

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

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 1,115,999.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) ______
(Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue 1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check ▶ ☐ if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	18,549.	18,549.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	49,090.			
b	Gross sales price for all assets on line 6a 145,889.				
7	Capital gain net income (from Part IV, line 2)		49,090.		
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) (attach schedule)				
11	Other income (attach schedule)	407.	407.		STMT 1
12	**Total.** Add lines 1 through 11	68,046.	68,046.		
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc.				
14	Other employee salaries and wages		NONE	NONE	
15	Pension plans, employee benefits		NONE	NONE	
16a	Legal fees (attach schedule) STMT 2	610.	NONE	NONE	610.
b	Accounting fees (attach schedule) STMT 3	2,530.	1,265.	NONE	1,265.
c	Other professional fees (attach schedule) STMT 4	3,734.	3,734.		
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 5	1,208.	370.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings		NONE	NONE	
22	Printing and publications		NONE	NONE	
23	Other expenses (attach schedule) STMT 6	15.	15.		
24	**Total operating and administrative expenses.** Add lines 13 through 23	8,097.	5,384.	NONE	1,875.
25	Contributions, gifts, grants paid	47,000.			47,000.
26	Total expenses and disbursements Add lines 24 and 25	55,097.	5,384.	NONE	48,875.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	12,949.			
b	**Net investment income** (if negative, enter -0-)		62,662.		
c	**Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets 1	Cash - non-interest-bearing	52,093.	12,301.	12,301.
2	Savings and temporary cash investments			
3	Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶ NONE			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments - U.S. and state government obligations (attach schedule)			
b	Investments - corporate stock (attach schedule) STMT 7	807,883.	861,526.	1,103,698.
c	Investments - corporate bonds (attach schedule)			
11	Investments - land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule)			
14	Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	859,976.	873,827.	1,115,999.
Liabilities 17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)		NONE	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
27	Capital stock, trust principal, or current funds	879,829.	873,827.	
28	Paid-in or capital surplus, or land, bldg., and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	-19,853.		
30	**Total net assets or fund balances** (see instructions)	859,976.	873,827.	
31	**Total liabilities and net assets/fund balances** (see instructions)	859,976.	873,827.	

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	859,976.
2	Enter amount from Part I, line 27a	2	12,949.
3	Other increases not included in line 2 (itemize) ▶ ACCRUED INCOME	3	902.
4	Add lines 1, 2, and 3	4	873,827.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	873,827.

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	PUBLICLY TRADED SECURITIES			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	145,889.		96,799.	49,090.
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				49,090.
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } **2** 49,090.

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

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see 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	44,085.	1,004,541.	0.043886
2011	51,747.	955,837.	0.054138
2010	40,000.	948,558.	0.042169
2009	33,500.	890,827.	0.037606
2008	54,673.	823,844.	0.066363

2	**Total** of line 1, column (d)	2	0.244162
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.048832
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1,087,494.
5	Multiply line 4 by line 3	5	53,105.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	627.
7	Add lines 5 and 6	7	53,732.
8	Enter qualifying distributions from Part XII, line 4	8	48,875.

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	1	1,253.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	1,253.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	1,253.
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 680.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	680.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	573.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ NONE **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

		Line	Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? *If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ ________ (2) On foundation managers. ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NC			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation.*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV.*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ SEE STATEMENT 8 Telephone no. ▶

Located at ▶ ZIP+4 ▶

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

			Yes	No
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?	16		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.

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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 ☒ No			
	If "Yes," list the years ▶ , , ,			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ , , ,			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ 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		
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)*

		Yes	No
5a	During the year did the foundation pay or incur any amount to:		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes	☒ No
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes	☒ No
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes	☒ No
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	☐ Yes	☒ No
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes	☒ No
b	If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes	☐ No
	If "Yes," attach the statement required by Regulations section 53.4945-5(d).		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes	☒ No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b**		X
	If "Yes" to 6b, file Form 8870.		
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes	☒ No
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JESSIE L. THOMPSON 227 WEST TRADE STREET, SUITE 2100, CHARLOTTE, NC 2820	PRESIDENT & TREA 1	-0-	-0-	-0-
SYLVIA M. THOMPSON 227 WEST TRADE STREET, SUITE 2100, CHARLOTTE, NC 2820	VICE PRESIDENT 1	-0-	-0-	-0-

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

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

Total number of other employees paid over $50,000 ▶ NONE

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over $50,000 for professional services . . . . ▶		NONE

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3 NONE	
Total. Add lines 1 through 3 . . . . ▶	

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	1,043,494.
b	Average of monthly cash balances	1b	60,561.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	1,104,055.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	1,104,055.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	16,561.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,087,494.
6	**Minimum investment return.** Enter 5% of line 5	6	54,375.

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	54,375.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,253.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1,253.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	53,122.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	53,122.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	53,122.

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	48,875.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	48,875.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	48,875.

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				53,122.
2	Undistributed income, if any, as of the end of 2013:				
a	Enter amount for 2012 only			46,321.	
b	Total for prior years: 20___,20___,20___		NONE		
3	Excess distributions carryover, if any, to 2013:				
a	From 2008 .... NONE				
b	From 2009 .... NONE				
c	From 2010 .... NONE				
d	From 2011 .... NONE				
e	From 2012 .... NONE				
f	**Total** of lines 3a through e	NONE			
4	Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 48,875.				
a	Applied to 2012, but not more than line 2a			46,321.	
b	Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c	Treated as distributions out of corpus (Election required - see instructions)	NONE			
d	Applied to 2013 distributable amount				2,554.
e	Remaining amount distributed out of corpus	NONE			
5	Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b	Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d	Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e	Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instructions				
f	Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				50,568.
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8	Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	NONE			
9	**Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	NONE			
10	Analysis of line 9:				
a	Excess from 2009 ... NONE				
b	Excess from 2010 ... NONE				
c	Excess from 2011 ... NONE				
d	Excess from 2012 ... NONE				
e	Excess from 2013 ... NONE				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a 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 . . . . ▶

b Check box to indicate whether the foundation is a private operating foundation described in section [ ] 4942(j)(3) or [ ] 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a 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 9

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 ▶ [X] 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 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
a *Paid during the year*				
SAN DIEGO FIRE RESCUE FOUNDATION BOX 235837 ENCINITAS CA 92023-5837	NONE	PC	GENERAL PURPOSES	5,000.
NATIONAL BREAST CANCER FOUNDATION 2600 NETWORK BLVD, SUITE 300 FRISCO TX 75034	NONE	PC	GENERAL PURPOSES	10,000.
ANSWER SCHOLARSHIP ENDOWMENT 6320 REA ROAD, SUITE 355 CHARLOTTE NC 28277	NONE	PC	GENERAL PURPOSES	8,000.
INTREPID FALLEN HEROES FUND ONE INTREPID SQUA WEST 46 STREET AND 12TH AVENUE NEW YORK NY 1	NONE	PC	GENERAL PURPOSES	10,000.
THE RESPITE GIFT 4919 MONROE ROAD CHARLOTTE NC 28205	NONE	PC	GENERAL PURPOSES	4,000.
A CHILD'S PLACE 6501 E 5TH STREET, SUITE 230 CHARLOTTE NC 28	NONE	PC	GENERAL PURPOSES	10,000.
Total . . . . ▶ **3a**				47,000.
b *Approved for future payment*				
NONE				
Total . . . . ▶ **3b**				

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 (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	18,549.	
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	49,090.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b			14	407.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				68,046.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . . 13 68,046.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	NOT APPLICABLE

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?

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

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

Signature of officer or trustee: [signature] Date: 10/8/14 Title: TRUSTEE

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
GORDON POWERS	[signature]	09/25/2014		P00260194
Firm's name ▶ ERNST & YOUNG U.S LLP			Firm's EIN ▶ 34-6565596	
Firm's address ▶ 200 CLARENDON STREET BOSTON, MA 02216			Phone no 617-587-9019	

THE SYCAMORE FOUNDATION INC 56-2091833

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
	TOTALS	407.	407.

THE SYCAMORE FOUNDATION INC 56-2091833

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES - PRINCIPAL (ALLOCA	610.			610.
TOTALS	610.	NONE	NONE	610.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	2,530.	1,265.		1,265.
TOTALS	2,530.	1,265.	NONE	1,265.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT MGMT FEES-SUBJECT T	3,734.	3,734.
TOTALS	3,734.	3,734.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL TAX PAYMENT - PRIOR YE	158.	
FEDERAL ESTIMATES - PRINCIPAL	680.	
FOREIGN TAXES ON QUALIFIED FOR	370.	370.
TOTALS	1,208.	370.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER NON-ALLOCABLE EXPENSE -	15.	15.
TOTALS	15.	15.

THE SYCAMORE FOUNDATION INC 56-2091833

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION		ENDING BOOK VALUE	ENDING FMV
SEE SCHEDULE ATTACHED		861,526.	1,103,698.
	TOTALS	861,526.	1,103,698.

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF
==

NAME: BROWN BROTHERS HARRIMAN TRUST CO

ADDRESS: 227 WEST TRADE STREET, SUITE 2100
CHARLOTTE, NC 28202-1675

TELEPHONE NUMBER: (704)370-0500

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS
===

JESSIE L. THOMPSON
SYLVIA M. THOMPSON

SCHEDULE D (Form 1041)

Department of the Treasury Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.
▶ Information about Schedule D and its separate instructions is at *www.irs.gov/form1041*

OMB No 1545-0092

2013

Name of estate or trust	Employer identification number
THE SYCAMORE FOUNDATION INC	56-2091833

Note: *Form 5227 filers need to complete **only** Parts I and II.*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars.	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with **Box A** checked				
2 Totals for all transactions reported on Form(s) 8949 with **Box B** checked				
3 Totals for all transactions reported on Form(s) 8949 with **Box C** checked				

4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	4	
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	5	
6 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet	6	( )
7 **Net short-term capital gain or (loss).** Combine lines 1a through 6 in column (h). Enter here and on line 17, column (3) on the back ▶	7	

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars.	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with **Box D** checked				
9 Totals for all transactions reported on Form(s) 8949 with **Box E** checked				
10 Totals for all transactions reported on Form(s) 8949 with **Box F** checked	145,060.	96,799.		48,261.

11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	11	
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	12	
13 Capital gain distributions	13	829.
14 Gain from Form 4797, Part I	14	
15 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet	15	( )
16 **Net long-term capital gain or (loss).** Combine lines 8a through 15 in column (h). Enter here and on line 18a, column (3) on the back ▶	16	49,090.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D (Form 1041) 2013**

Part III Summary of Parts I and II

Caution: *Read the instructions* **before** *completing this part.*

			(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
17	**Net short-term gain or (loss)**	17			
18	**Net long-term gain or (loss):**				
a	Total for year	18a			49,090.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	18b			
c	28% rate gain	18c			
19	**Total net gain or (loss).** Combine lines 17 and 18a ▶	19			49,090.

Note: *If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 18a and 19, column (2), are net gains, go to Part V, and* **do not** *complete Part IV. If line 19, column (3), is a net loss, complete Part IV and the* **Capital Loss Carryover Worksheet,** *as necessary.*

Part IV Capital Loss Limitation

20 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:
a The loss on line 19, column (3) **or** b $3,000 . . . 20 ( )

Note: *If the loss on line 19, column (3), is more than $3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* **Capital Loss Carryover Worksheet** *in the instructions to figure your capital loss carryover.*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 18a and 19 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero.

Caution: *Skip this part and complete the* **Schedule D Tax Worksheet** *in the instructions if:*

- *Either line 18b, col. (2) or line 18c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

Form 990-T trusts. Complete this part **only** if both lines 18a and 19 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 18b, col. (2) or line 18c, col. (2) is more than zero.

21	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			21	
22	Enter the **smaller** of line 18a or 19 in column (2) but not less than zero	22			
23	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	23			
24	Add lines 22 and 23	24			
25	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	25			
26	Subtract line 25 from line 24. If zero or less, enter -0-			26	
27	Subtract line 26 from line 21. If zero or less, enter -0-			27	
28	Enter the **smaller** of the amount on line 21 or $2,450			28	
29	Enter the **smaller** of the amount on line 27 or line 28			29	
30	Subtract line 29 from line 28. If zero or less, enter -0-. This amount is taxed at 0% ▶				30
31	Enter the smaller of line 21 or line 26			31	
32	Subtract line 30 from line 26			32	
33	Enter the **smaller** of line 21 or $11,950			33	
34	Add lines 27 and 30			34	
35	Subtract line 34 from line 33. If zero or less, enter -0-			35	
36	Enter the **smaller** of line 32 or line 35			36	
37	Multiply line 36 by 15% ▶				37
38	Enter the amount from line 31			38	
39	Add lines 30 and 36			39	
40	Subtract line 39 from line 38. If zero or less, enter -0-			40	
41	Multiply line 40 by 20% ▶				41
42	Figure the tax on the amount on line 27. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			42	
43	Add lines 37, 41, and 42			43	
44	Figure the tax on the amount on line 21. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			44	
45	**Tax on all taxable income.** Enter the **smaller** of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) ▶				45

Name(s) shown on return. (Name and SSN or taxpayer identification no. not required if shown on other side)	Social security number or taxpayer identification number
THE SYCAMORE FOUNDATION INC	56-2091833

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part II **Long-Term.** Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box D, E, *or* F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- [ ] **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
- [ ] **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
- [X] **(F)** Long-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
120. AUTOMATIC DATA PROCES	03/12/2008	07/11/2013	8,631.00	4,837.00			3,794.00
4. AUTOMATIC DATA PROCESSI	03/12/2008	07/15/2013	290.00	161.00			129.00
16. AUTOMATIC DATA PROCESS	03/12/2008	07/17/2013	1,159.00	645.00			514.00
14. AUTOMATIC DATA PROCESS	03/12/2008	07/23/2013	1,017.00	564.00			453.00
6. AUTOMATIC DATA PROCESSI	03/12/2008	07/31/2013	435.00	242.00			193.00
15. AUTOMATIC DATA PROCESS	03/12/2008	08/13/2013	1,092.00	605.00			487.00
26. AUTOMATIC DATA PROCESS	03/12/2008	09/10/2013	1,922.00	1,048.00			874.00
14. AUTOMATIC DATA PROCESS	03/12/2008	09/11/2013	1,028.00	564.00			464.00
14. AUTOMATIC DATA PROCESS	03/12/2008	09/16/2013	1,040.00	564.00			476.00
21. AUTOMATIC DATA PROCESS	03/12/2008	09/17/2013	1,554.00	847.00			707.00
2895.753 BBH LIMITED DURAT N	03/22/2012	06/03/2014	30,000.00	30,000.00			
117. BERKSHIRE HATHAWAY IN	VAR	07/23/2013	13,861.00	6,907.00			6,954.00
13. BERKSHIRE HATHAWAY INC	02/17/2006	08/05/2013	1,540.00	760.00			780.00
45. DENTSPLY INTL INC	VAR	10/16/2013	2,002.00	1,325.00			677.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

Name(s) shown on return. (Name and SSN or taxpayer identification no not required if shown on other side.)	Social security number or taxpayer identification number
THE SYCAMORE FOUNDATION INC	56-2091833

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part II **Long-Term.** Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box D, E, *or* F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

☐ **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
☐ **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
X **(F)** Long-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example: 100 sh XYZ Co)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
75. DENTSPLY INTL INC	VAR	10/17/2013	3,335.00	2,110.00			1,225.00
30. DENTSPLY INTL INC	11/21/2008	10/21/2013	1,377.00	746.00			631.00
10. DENTSPLY INTL INC	11/21/2008	10/24/2013	452.00	249.00			203.00
7. DENTSPLY INTL INC	11/21/2008	10/28/2013	315.00	174.00			141.00
13. DENTSPLY INTL INC	11/21/2008	10/29/2013	586.00	323.00			263.00
35. DENTSPLY INTL INC	11/21/2008	01/07/2014	1,696.00	871.00			825.00
20. DENTSPLY INTL INC	11/21/2008	01/10/2014	977.00	498.00			479.00
30. EOG RESOURCES INC	10/20/2009	10/18/2013	5,507.00	2,819.00			2,688.00
6. GOOGLE INC CL A	VAR	10/21/2013	6,018.00	3,638.00			2,380.00
26. GOOGLE INC CL A	VAR	06/24/2014	14,985.00	7,670.00			7,315.00
20. JOHNSON & JOHNSON	11/18/2009	08/05/2013	1,874.00	1,248.00			626.00
15. JOHNSON & JOHNSON	11/18/2009	04/21/2014	1,492.00	936.00			556.00
15. JOHNSON & JOHNSON	11/18/2009	04/28/2014	1,507.00	936.00			571.00
20. JOHNSON & JOHNSON	11/18/2009	06/04/2014	2,050.00	1,248.00			802.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

Name(s) shown on return. (Name and SSN or taxpayer identification no not required if shown on other side.)	Social security number or taxpayer identification number
THE SYCAMORE FOUNDATION INC	56-2091833

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part II **Long-Term.** Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box D, E, *or* F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

[ ] **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

[ ] **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

[X] **(F)** Long-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example: 100 sh XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f). See the separate instructions (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
10. JOHNSON & JOHNSON	11/18/2009	06/18/2014	1,026.00	624.00			402.00
76. LIBERTY INTERACTIVE A	03/12/2008	07/12/2013	1,861.00	1,043.00			818.00
42. LIBERTY INTERACTIVE A	03/12/2008	07/15/2013	1,028.00	576.00			452.00
82. LIBERTY INTERACTIVE A	03/12/2008	07/18/2013	2,008.00	1,125.00			883.00
19. LIBERTY INTERACTIVE A	03/12/2008	11/20/2013	528.00	261.00			267.00
19. LIBERTY INTERACTIVE A	03/12/2008	11/21/2013	525.00	261.00			264.00
25. LIBERTY INTERACTIVE A	03/12/2008	11/25/2013	690.00	343.00			347.00
32. LIBERTY INTERACTIVE A	03/12/2008	11/26/2013	884.00	439.00			445.00
20. LIBERTY INTERACTIVE A	03/12/2008	02/26/2014	592.00	274.00			318.00
21. LIBERTY INTERACTIVE A	03/12/2008	02/27/2014	621.00	288.00			333.00
15. NOVARTIS AG - ADR	04/04/2011	11/18/2013	1,178.00	819.00			359.00
55. NOVARTIS AG - ADR	VAR	11/19/2013	4,314.00	2,964.00			1,350.00
9. NOVARTIS AG - ADR	08/15/2007	04/29/2014	778.00	474.00			304.00
16. NOVARTIS AG - ADR	08/15/2007	04/30/2014	1,384.00	843.00			541.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

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THE SYCAMORE FOUNDATION INC	56-2091833

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1 (a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions. (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
25. PEPSICO INC	04/18/2001	07/12/2013	2,101.00	1,062.00			1,039.00
19. PEPSICO INC	04/18/2001	07/18/2013	1,650.00	807.00			843.00
6. PEPSICO INC	04/18/2001	07/19/2013	519.00	255.00			264.00
13. HENRY SCHEIN INC COM S	11/09/2011	07/15/2013	1,329.00	836.00			493.00
11. HENRY SCHEIN INC COM S	VAR	07/16/2013	1,125.00	706.00			419.00
11. HENRY SCHEIN INC COM S	VAR	07/17/2013	1,124.00	706.00			418.00
11. HENRY SCHEIN INC COM S	10/14/2011	07/23/2013	1,139.00	706.00			433.00
4. HENRY SCHEIN INC COM ST	10/12/2011	07/25/2013	412.00	257.00			155.00
2. HENRY SCHEIN INC COM ST	10/12/2011	08/05/2013	210.00	128.00			82.00
3. HENRY SCHEIN INC COM ST	10/12/2011	08/06/2013	315.00	192.00			123.00
5. HENRY SCHEIN INC COM ST	10/12/2011	08/08/2013	528.00	321.00			207.00
4. HENRY SCHEIN INC COM ST	10/12/2011	10/24/2013	444.00	257.00			187.00
5. HENRY SCHEIN INC COM ST	10/11/2011	10/25/2013	555.00	319.00			236.00
6. HENRY SCHEIN INC COM ST	10/11/2011	10/28/2013	667.00	383.00			284.00
2 Totals. *Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D,* **line 8b** *(if* **Box D** *above is checked),* **line 9** *(if* **Box E** *above is checked), or* **line 10** *(if* **Box F** *above is checked)* ▶							

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Name(s) shown on return. (Name and SSN or taxpayer identification no. not required if shown on other side.): THE SYCAMORE FOUNDATION INC

Social security number or taxpayer identification number: 56-2091833

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1 (a) Description of property (Example: 100 sh. XYZ Co)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo, day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f). See the separate instructions (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
100. WASTE MANAGEMENT INC	06/05/2007	11/05/2013	4,372.00	3,997.00			375.00
35. WASTE MANAGEMENT INC	06/05/2007	11/19/2013	1,582.00	1,399.00			183.00
8. WASTE MANAGEMENT INC	06/05/2007	11/26/2013	366.00	320.00			46.00
32. WASTE MANAGEMENT INC	06/05/2007	11/27/2013	1,463.00	1,279.00			184.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶			145,060.	96,799.			48,261.

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BROWN BROTHERS HARRIMAN

STATEMENT OF ACCOUNT

Statement Period 01/01/2014 through 06/30/2014
Account Number 1035000452
THE SYCAMORE FOUNDATION INC

Schedule Of Principal Investments

UNITS/SHARES	DESCRIPTION	UNIT PRICE	MKT VALUE	UNIT COST	COST	ACCR INC	UNREAL GAIN/LOSS	EST ANN INCOME	YTM	% GRP	% MKT
	FIXED INCOME										
	STRATEGIC RESERVES										
	FIXED INCOME FUNDS										
38,751 56	BBH LIMITED DURATION FUND CL N	10.37	401,853 68	10 32	400,000 00	0	1,854	6,231		100 00	36 01
	TOTAL FIXED INCOME FUNDS		401,853 68		400,000 00		1,854	6,231		100 00	36 01
	TOTAL STRATEGIC RESERVES		401,853 68		400,000 00		1,854	6,231		100 00	36.01
	TOTAL FIXED INCOME		401,853 68		400,000 00		1,854	6,231		100 00	36 01

BROWN BROTHERS HARRIMAN

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	EQUITY										
	US LARGE CAP EQUITY										
	CONSUMER DISCRETIONARY										
225	BED BATH & BEYOND INC	57 38	12,910 50	57 35	12,904 47	0	6	0		2 18	1 16
700	COMCAST CORP CL A	53 68	37,576 00	21 78	15,247 47	158	22,329	630		6 34	3 37
500	LIBERTY INTERACTIVE A	29 36	14,680 00	13 57	6,783 90	0	7,896	0		2 48	1 32
350	TARGET CORP	57 95	20,282 50	50 75	17,761 87	0	2,521	728		3 42	1 82
	TOTAL CONSUMER DISCRETIONARY		85,449 00		52,697 71		32,752	1,358		14 42	7 67
	CONSUMER STAPLES										
125	DIAGEO PLC- SPONSORED ADR	127 27	15,908 75	119 72	14,964 74	0	944	400		2 68	1 43
450	NESTLE S A SPONS ADR	77 67	34,951 50	25 71	11,568 60	0	23,383	912		5 89	3 13
80	PEPSICO INC	89 34	7,147 20	42 46	3,396 80	0	3,750	210		1 21	0 64
145	UNILEVER N V-NY SHARES	43 76	6,345 20	38 45	5,575 75	0	769	183		1 07	0 57
125	WAL MART STORES INC	75 07	9,383 75	43 19	5,398 75	0	3,985	240		1 58	0 84
	TOTAL CONSUMER STAPLES		73,736 40		40,904 64		32,831	1,945		12 43	6 61
	ENERGY										
190	EOG RESOURCES INC	116 86	22,203 40	44 74	8,499 90	0	13,704	95		3 74	1 99
150	OCCIDENTAL PETROLEUM CORP	102 63	15,394 50	55 52	8,328 00	108	7,067	432		2 60	1 38
165	SCHLUMBERGER LTD	117 95	19,461 75	74 57	12,303 69	66	7,158	264		3 28	1 74
400	SOUTHWSTN ENERGY CO	45 49	18,196 00	36 37	14,547 24	0	3,649	0		3 07	1 63
	TOTAL ENERGY		75,255 65		43,678 83		31,578	791		12 69	6 74

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	FINANCIALS										
270	BERKSHIRE HATHAWAY INC-CL B	126 56	34,171 20	57 83	15,612 80	0	18,558	0		5 76	3 06
350	CHUBB CORP	92 17	32,259 50	48 61	17,012 43	175	15,247	700		5 44	2 89
850	PROGRESSIVE CORP OHIO	25 36	21,556 00	18 65	15,853 83	0	5,702	419		3 64	1 93
950	U S BANCORP	43 32	41,154 00	22 54	21,410 12	233	19,744	931		6 94	3 69
575	WELLS FARGO & CO	52 56	30,222 00	31 17	17,925 04	0	12,297	805		5 10	2 71
	TOTAL FINANCIALS		159,362 70		87,814 22		71,548	2,855		26 88	14 28
	HEALTHCARE										
301	BAXTER INTL INC	72 30	21,762 30	46 18	13,901 30	157	7,861	626		3.67	1 95
96	DENTSPLY INTL INC	47 35	4,545 60	24 88	2,388 22	6	2,157	25		0 77	0 41
55	JOHNSON & JOHNSON	104 62	5,754 10	62 28	3,425 39	0	2,329	154		0 97	0 52
280	NOVARTIS AG - ADR	90 53	25,348 40	52 69	14,751 80	0	10,597	655		4 28	2 27
50	HENRY SCHEIN INC COM STK	118 67	5,933 50	62 56	3,128 11	0	2,805	0		1 00	0 53
470	ZOETIS INC COM STK	32 27	15,166 90	30 27	14,225.29	0	942	135		2 56	1 36
	TOTAL HEALTHCARE		78,510 80		51,820 11		26,691	1,595		13 25	7 04
	INDUSTRIALS										
300	WASTE MANAGEMENT INC	44 73	13,419 00	33 81	10,142 91	0	3,276	450		2 26	1 20
	TOTAL INDUSTRIALS		13,419 00		10,142 91		3,276	450		2 26	1 20
	INFORMATION TECHNOLOGY										
129	EBAY INC	50 06	6,457 74	11 92	1,537 97	0	4,920	0		1 09	0 58
52	GOOGLE INC CL C	575 28	29,914 56	431 11	22,417 56	0	7,497	0		5 05	2 68

BROWN BROTHERS HARRIMAN

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550	MICROSOFT CORP	41 70	22,935 00	25 63	14,098 79	0	8,836	616		3 87	2 06
270	QUALCOMM INC	79 20	21,384 00	59 84	16,156 59	0	5,227	454		3.61	1 92
	TOTAL INFORMATION TECHNOLOGY		80,691 30		54,210 91		26,480	1,070		13 62	7 24
	MATERIALS										
185	CELANESE CORP SERIES A	64.28	11,891 80	44 18	8,173 52	0	3,718	185		2 01	1 07
110	PRAXAIR INC	132 84	14,612 40	107 22	11,794 17	0	2,818	286		2 46	1 31
	TOTAL MATERIALS		26,504 20		19,967 69		6,536	471		4 47	2 38
	TOTAL US LARGE CAP EQUITY		592,929 05		361,237 02		231,692	10,535		100 00	53 16
	NON-US DEVELOPED EQUITY										
	BBH INTERNATIONAL EQ FUNDS										
3,378 311	BBH INTERNATIONAL EQUITY FUND CL N	16 04	54,188 11	13 58	45,886 66	0	8,301	885		100 00	4 86
	TOTAL BBH INTERNATIONAL EQ FUNDS		54,188 11		45,886 66		8,301	885		100 00	4 86
	TOTAL NON-US DEVELOPED EQUITY		54,188 11		45,886 66		8,301	885		100 00	4 86
	EMERGING MARKETS EQUITY										
	SA EMERGING MARKETS EQUITY										
5,414 98	AIT GLOBAL EMERGING MARKETS OPPORTUNITY FUND-I VONTOBEL	9 94	53,824 90	9 88	53,500 00	0	325	0		100 00	4 82
	TOTAL SA EMERGING MARKETS EQUITY		53,824 90		53,500 00		325	0		100 00	4 82

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	TOTAL EMERGING MARKETS EQUITY		53,824 90		53,500 00		325	0		100 00	4 82
	TOTAL EQUITY		700,942 06		460,623 68		240,318	11,420		100 00	62 84
	Total Principal		1,103,697.81		861,525.81						

BROWN
BROTHERS
HARRIMAN

10-Oct-14

CERTIFIED MAIL
Internal Revenue Service
Ogden, UT 84201-0027

RECEIVED FROM BROWN BROTHERS HARRIMAN & CO. the following **(Form 990PF)**, Return of Private Foundation for the year 2013 with Tax Due.

NAME	EIN:	TAX DUE*
THE SYCAMORE FOUNDATION INC.	56-2091833	$573

* Tax Due was paid via EFTPS and settled 10/10/14

/ml
CERTIFIED # 7013 3020 0000 7774 1071

BROWN BROTHERS HARRIMAN & CO
140 BROADWAY, NEW YORK, NY 10005-1101
TEL 212 483 1818 www bbh com