



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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 instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning 01-01-2014 , and ending 12-31-2014

Name of foundation CAPITAL ONE FOUNDATION INC		A Employer identification number 11-3276603	
Number and street (or P O box number if mail is not delivered to street address) 1680 CAPITAL ONE DRIVE		B Telephone number (see instructions) (703) 720-1000	
City or town, state or province, country, and ZIP or foreign postal code MCLEAN, VA 22102		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) \$ 43,633,647		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not 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)	3,591,753			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	44,704	44,704		
	4 Dividends and interest from securities.	684,493	684,493		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	4,699,950			
	b Gross sales price for all assets on line 6a 67,196,605				
	7 Capital gain net income (from Part IV, line 2) . . .		4,699,950		
	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)				
	12 Total. Add lines 1 through 11	9,020,900	5,429,147		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	54,291	0		0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	145,599	72,799		72,800
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	199,890	72,799		72,800
	25 Contributions, gifts, grants paid	6,451,229			6,451,229
	26 Total expenses and disbursements. Add lines 24 and 25	6,651,119	72,799		6,524,029
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	2,369,781			
	b Net investment income (if negative, enter -0-)		5,356,348		
	c Adjusted net income (if negative, enter -0-)				

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	1,243,755	187,396	187,396
	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 ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	23,908	29,616	29,616
	10a	Investments—U S and state government obligations (attach schedule)	0	1,812,360	1,812,360
	b	Investments—corporate stock (attach schedule)	2,015,590	5,786,846	5,786,846
	c	Investments—corporate bonds (attach schedule).	0	3,800,568	3,800,568
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	40,935,853	32,013,195	32,013,195
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)	8,737	3,666	3,666	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	44,227,843	43,633,647	43,633,647	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable	188,041	153,041	
	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)	188,041	153,041	
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	44,039,802	43,480,606	
	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			
	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 (see instructions)	44,039,802	43,480,606	
	31	Total liabilities and net assets/fund balances (see instructions) . . .	44,227,843	43,633,647	

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 44,039,802
2	Enter amount from Part I, line 27a	2 2,369,781
3	Other increases not included in line 2 (itemize) ▶ _____	3 0
4	Add lines 1, 2, and 3	4 46,409,583
5	Decreases not included in line 2 (itemize) ▶	5 2,928,977
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6 43,480,606

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	See Additional Data Table			
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 See Additional Data Table			
b			
c			
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 See Additional Data Table			
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	4,699,950
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 instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2013	7,713,604	46,022,663	0 167604
2012	1,855,000	45,200,884	0 041039
2011	4,269,000	44,367,966	0 096218
2010	3,216,171	44,698,530	0 071953
2009	4,107,977	39,658,194	0 103585

2	Total of line 1, column (d).	2	0 480399
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 096080
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	43,317,538
5	Multiply line 4 by line 3.	5	4,161,949
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	53,563
7	Add lines 5 and 6.	7	4,215,512
8	Enter qualifying distributions from Part XII, line 4.	8	6,524,029

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 page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		153,563	
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-)		20	
3		Add lines 1 and 2.		353,563	
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		40	
5		Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-.		553,563	
6		Credits/Payments			
a		2014 estimated tax payments and 2013 overpayment credited to 2014		6a	43,518
b		Exempt foreign organizations—tax withheld at source		6b	
c		Tax paid with application for extension of time to file (Form 8868)		6c	27,000
d		Backup withholding erroneously withheld		6d	
7		Total credits and payments. Add lines 6a through 6d.		770,518	
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	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		1016,955	
11		Enter the amount of line 10 to be credited to 2015 estimated tax. 16,955 Refunded		110	

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?		1a	Yes	No
b		Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?		1b		No
		If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.				
c		Did the foundation file Form 1120-POL for this year?		1c		No
d		Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ 0 (2) On foundation managers \$ 0				
e		Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0				
2		Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		2		No
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		No
4a		Did the foundation have unrelated business gross income of \$1,000 or more during the year?		4a		No
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		No
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	Yes	
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	Yes	
8a		Enter the states to which the foundation reports or with which it is registered (see instructions): 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	Yes	
9		Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV.		9		No
10		Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.		10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address N/A				
14	The books are in care of THE FOUNDATION Telephone no (703) 720-1000 Located at 1680 CAPITAL ONE DRIVE MCLEAN VA ZIP+4 22102			
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		
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) 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)? Organizations relying on a current notice regarding disaster assistance check here.	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? Yes No If "Yes," list the years 20 , 20 , 20 , 20			
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		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20			
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 2014 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b		No

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))?

YesNo

(2)

Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

YesNo

(3)

Provide a grant to an individual for travel, study, or other similar purposes?

YesNo

(4)

Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions).

YesNo

(5)

Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

YesNo

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?

YesNo

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?

YesNo

b

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

6b

No

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

7a

At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

YesNo

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
See Additional Data Table				

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				

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

0

Form 990-PF (2014)

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		
Total number of others receiving over \$50,000 for professional services. ▶		0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 THE Y-PLAN INITIATIVE IS FOCUSED ON THREE MAIN GOALS. NATIONAL Y-PLAN WEBSITE AND TOOLKIT, EVIDENCE OF STUDENT OUTCOMES AND IMPACT AND DOCUMENTATION AND PUBLICATION OF THE RESULTS OF THE Y-PLAN INITIATIVE.	350,000
2 DC CENTRAL KITCHEN WAS FOUNDED WITH THE INTENTION OF SHORTENING OUR CITY'S LINE OF HUNGRY PEOPLE BY THE VERY WAY THAT WE FED IT. WE SEEK TO REPLACE DESTRUCTIVE CYCLES OF DEPENDENCY WITH LIBERATING CYCLES OF SELF-SUFFICIENCY, ONES THAT WILL ULTIMATELY PUT OURSELVES OUT OF BUSINESS. WITH THAT ASPIRATIONAL GOAL IN MIND, OUR HCIF-FUNDED GO-TEAM IS MEANT TO EMPOWER OTHER DIRECT SERVICE PROVIDERS TO TAKE A SIMILAR PERSPECTIVE, AND GO BEYOND ALLEVIATING THE SYMPTOMS OF POVERTY TO INSTEAD TREAT ITS ROOT CAUSES. FOR OUR PART, THE GO-TEAM ALLOWS US TO COST-EFFECTIVELY BROADEN OUR IMPACT IN A TIME OF SCARCE RESOURCES AND OVERCOME THE SERIOUS PROGRAMMATIC CONSTRAINTS IMPOSED BY OUR EXISTING FACILITY.	200,000
3 THE BREAKTHROUGH PORTAL PLAYS AN INTEGRAL ROLE IN ADVANCING BREAKTHROUGH'S MISSION. THE SUCCESS OF OUR ALUMNI AS THEY ENTER CLASSROOMS ACROSS THE COUNTRY IS A DEFINING FEATURE OF BREAKTHROUGH'S ABILITY TO MAKE LONG-TERM SYSTEMIC CHANGE TO U.S. EDUCATION. THE PORTAL IS AT THE CENTER OF BREAKTHROUGH'S EFFORTS TO TRANSFORM THE SELECTION AND ENGAGEMENT OF COLLEGE AND HIGH SCHOOL STUDENTS AS WE TRAIN AND SUPPORT THEM AS FUTURE TEACHERS IN OUR NATION'S SCHOOLS. BREAKTHROUGH'S TEACHING "LIFECYCLE" SEGMENTS PARTICIPANTS WITHIN INDIVIDUAL COHORTS-ASPIRING TEACHING FELLOWS, TEACHING FELLOWS, UNDERGRADUATE ALUMNI, YOUNG PROFESSIONAL ALUMNI AND ALUMNI WHO ARE EDUCATIONAL LEADERS-SO THAT AT EACH STAGE OF THEIR JOURNEY, WE CAN TAILOR OUR ACTIVITIES TO MEET THEIR NEEDS. DURING THIS BETA LAUNCH OF THE PORTAL, WE WILL BE FOCUSED ON PROVIDING RESOURCES TO THE TEACHING FELLOWS, UNDERGRADUATE ALUMNI, AND YOUNG PROFESSIONAL ALUMNI SEGMENTS.	200,000
4 YEAR UP IS BUILDING A NATIONAL ALUMNI ENGAGEMENT PORTAL THAT WILL, PROVIDE A SINGLE PLATFORM FOR ALUMNI TO COME TOGETHER TO BUILD NETWORKS, CONTINUE THEIR CAREER DEVELOPMENT, AND TO ENGAGE IN MEANINGFUL DISCUSSIONS ABOUT THE OPPORTUNITY DIVIDE. IN ADDITION, THIS PORTAL WILL BRING TOGETHER EMPLOYERS LOOKING FOR HIGHLY QUALIFIED AND TRAINED ENTRY LEVEL TALENT WITH THE YEAR UP GRADUATES WHO CAN MEET THEIR PRESSING NEED FOR A TALENT PIPELINE.	172,500

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	
2	
All other program-related investments. See instructions.	
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	42,638,663
b	Average of monthly cash balances.	1b	1,338,533
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	43,977,196
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	43,977,196
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	659,658
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	43,317,538
6	Minimum investment return. Enter 5% of line 5.	6	2,165,877

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	2,165,877
2a	Tax on investment income for 2014 from Part VI, line 5.	2a	53,563
b	Income tax for 2014 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	53,563
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	2,112,314
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	2,112,314
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	2,112,314

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	6,524,029
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	6,524,029
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	53,563
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	6,470,466

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII

Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				2,112,314
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2014				
a From 2009.	2,198,826			
b From 2010.	1,054,037			
c From 2011.	2,111,849			
d From 2012.	1,302,847			
e From 2013.	5,482,307			
f Total of lines 3a through e.	12,149,866			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 6,524,029				
a Applied to 2013, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2014 distributable amount.				2,112,314
e Remaining amount distributed out of corpus	4,411,715			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	16,561,581			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).	0			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions). . .	2,198,826			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	14,362,755			
10 Analysis of line 9				
a Excess from 2010. . . .	1,054,037			
b Excess from 2011. . . .	2,111,849			
c Excess from 2012. . . .	1,302,847			
d Excess from 2013. . . .	5,482,307			
e Excess from 2014. . . .	4,411,715			

Part XIV

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

3 Complete 3a, b, or c for the alternative test relied upon

1 Information Regarding Foundation Managers:

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

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.

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

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

Part XV

Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	6,451,229
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2014)

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

(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)
77 SHARES BERKSHIRE HATHAWAY INC DEL CL B NEW	P	2013-11-15	2014-01-02
1010 SHARES EATON VANCE CORP COM NON VTG	P	2013-11-15	2014-01-02
960 SHARES MEADWESTVACO CORP COM	P	2013-11-15	2014-01-21
0 549 SHARES KINDER MORGAN MANAGEMENT LLC SHS	P	2013-11-15	2014-02-28
850 SHARES EATON VANCE CORP COM NON VTG	P	2014-01-29	2014-04-29
310 SHARES HERSHEY CO	P	2014-01-29	2014-04-29
390 SHARES PHILIP MORRIS INTL INC COM	P	2014-01-29	2014-04-29
338 SHARES KINDER MORGAN MANAGEMENT LLC SHS	P	2014-01-29	2014-04-29
0 302 SHARES KINDER MORGAN MANAGEMENT LLC SHS	P	2014-01-29	2014-05-29
5 SHARES KINDER MORGAN MANAGEMENT LLC SHS	P	2014-01-29	2014-07-18

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
9,073		8,924	149
42,741		43,199	-458
35,800		33,373	2,427
39		41	-2
30,317		35,520	-5,203
29,783		30,286	-503
33,352		34,581	-1,229
24,582		24,523	59
22		22	0
398		365	33

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			149
			-458
			2,427
			-2
			-5,203
			-503
			-1,229
			59
			0
			33

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

(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)
170 SHARES WHITE MOUNTAINS INSURANCE GP	P	2014-07-31	2014-08-13
383 SHARES NEWMARKET CORP COM	P	2014-01-29	2014-10-21
9343 898 SHARES DODGE & COX INTERNATIONAL STOCK	P	2008-12-16	2014-04-03
7788 162 SHARES MORGAN STANLEY MID CAP GROWTH FUND	P	2013-12-16	2014-04-03
7265 426 SHARES ALGER RETIREMENT FD	P	2009-01-12	2014-05-08
7960 805 SHARES ALGER RETIREMENT FD	P	2011-12-21	2014-05-27
5000 SHARES ALGER RETIREMENT FD	P	2012-01-23	2014-06-24
4000 SHARES HARBOR SMALL CAP VALUE FUND INST	P	2008-12-12	2014-06-24
10000 SHARES MAINSTAY LARGE CAP GROWTH FUND CL I	P	2011-09-14	2014-06-24
9749 263 SHARES ALGER RETIREMENT FD	P	2013-12-18	2014-06-30

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
106,770		102,241	4,529
146,928		123,375	23,553
416,831		223,520	193,311
353,660		275,355	78,305
189,846		106,756	83,090
219,400		133,671	85,729
142,350		134,517	7,833
105,280		49,720	55,560
105,900		71,600	34,300
282,046		265,921	16,125

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			4,529
			23,553
			193,311
			78,305
			83,090
			85,729
			7,833
			55,560
			34,300
			16,125

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

(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)
5000 SHARES HARBOR SMALL CAP VALUE FUND INST	P	2008-12-16	2014-06-30
0 808 SHARES EATON VANCE GLOBAL MACRO ABSOLUTE	P	2014-06-30	2014-07-02
50000 SHARES MAINSTAY LARGE CAP GROWTH FUND CL I	P	2011-09-13	2014-07-02
3500 SHARES ISHARES MSCI EAFE ETF	P	2013-12-11	2014-06-30
40000 SHARES MAINSTAY LARGE CAP GROWTH FUND CL I	P	2011-09-13	2014-07-08
15000 SHARES HARBOR SMALL CAP VALUE FUND INST	P	2009-04-13	2014-07-09
50000 SHARES MAINSTAY LARGE CAP GROWTH FUND CL I	P	2011-09-13	2014-07-09
1500 SHARES ISHARES MSCI EAFE ETF	P	2013-12-11	2014-07-09
10451 134 SHARES HARBOR SMALL CAP VALUE FUND INST	P	2013-12-17	2014-07-24
46500 SHARES MAINSTAY LARGE CAP GROWTH FUND CL I	P	2011-09-13	2014-07-30

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
133,550		62,965	70,585
8		8	0
543,500		353,000	190,500
238,835		227,148	11,687
428,000		282,400	145,600
398,100		178,337	219,763
539,000		353,000	186,000
101,878		97,349	4,529
272,148		204,011	68,137
504,060		328,290	175,770

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			70,585
			0
			190,500
			11,687
			145,600
			219,763
			186,000
			4,529
			68,137
			175,770

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

(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)
13000 SHARES ALLIANZGI NFJ DIVIDEND VALUE FUND	P	1990-01-01	2014-08-12
45000 SHARES MAINSTAY LARGE CAP GROWTH FUND CL I	P	2011-09-13	2014-08-12
4000 SHARES ISHARES MSCI EMU ETF	P	2014-01-10	2014-08-12
3022 SHARES VANGUARD INDEX FDS S&P 500 ETF SHS	P	2011-04-20	2014-08-12
68000 SHARES MAINSTAY LARGE CAP GROWTH FUND CL I	P	2012-01-23	2014-08-27
63500 SHARES MAINSTAY LARGE CAP GROWTH FUND CL I	P	2012-01-23	2014-09-05
69524 638 SHARES MAINSTAY LARGE CAP GROWTH FUND CL I	P	2013-12-04	2014-09-09
2466 SHARES ISHARES RUSSELL MID-CAP ETF	P	2009-03-13	2014-09-09
10000 SHARES ISHARES MSCI EMU ETF	P	2014-04-02	2014-09-29
1423 SHARES ISHARES RUSSELL 2000 ETF	P	2009-03-13	2014-09-29

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
219,180		129,436	89,744
477,900		317,700	160,200
154,877		163,960	-9,083
536,740		367,898	168,842
752,080		486,782	265,298
704,215		473,710	230,505
764,076		583,567	180,509
404,563		146,494	258,069
384,491		410,960	-26,469
158,220		65,800	92,420

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			89,744
			160,200
			-9,083
			168,842
			265,298
			230,505
			180,509
			258,069
			-26,469
			92,420

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

(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)
16012 338 SHARES DODGE & COX INTERNATIONAL STOCK	P	2013-12-20	2014-10-28
4000 SHARES DODGE & COX INTERNATIONAL STOCK	P	2008-12-26	2014-11-20
4500 SHARES VANGUARD INDEX FDS S&P 500 ETF SHS	P	2011-04-20	2014-12-08
173971 506 SHARES EATON VANCE FLOATING RATE FUND	P	2014-02-01	2014-02-14
88064 444 SHARES NATIXIS LOOMIS SAYLES INVESTMENT	P	2014-02-04	2014-02-14
80000 SHARES US TREASURY NOTE	P	2014-02-20	2014-02-26
45000 SHARES US TREASURY NOTE	P	2014-02-28	2014-03-03
45000 SHARES US TREASURY NOTE	P	2014-02-28	2014-03-05
65000 SHARES US TREASURY NOTE	P	2014-02-28	2014-03-04
2642 707 SHARES ADVISORS SER TR PIA BBB BOND FUND	P	2014-02-24	2014-04-24

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
700,059		516,878	183,181
177,600		88,997	88,603
858,086		547,830	310,256
1,597,058		1,603,789	-6,731
1,062,057		1,074,391	-12,334
78,965		78,832	133
44,603		44,455	148
44,448		44,455	-7
64,187		64,213	-26
25,026		24,577	449

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			183,181
			88,603
			310,256
			-6,731
			-12,334
			133
			148
			-7
			-26
			449

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

(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)
30000 SHARES US TREASURY NOTE	P	2014-02-20	2014-05-01
2634 352 SHARES ADVISORS SER TR PIA BBB BOND FUND	P	2014-02-24	2014-05-02
60000 SHARES US TREASURY NOTE	P	2014-02-20	2014-05-19
3664 921 SHARES ADVISORS SER TR PIA BBB BOND FUND	P	2014-02-24	2014-06-17
45000 SHARES US TREASURY NOTE	P	2014-09-26	2014-10-06
20833 SHARES ADVISORS SER TR PIA BBB BOND FUND	P	2014-02-24	2014-10-29
350000 SHARES US TREASURY NOTE	P	2014-08-18	2014-10-29
60000 SHARES US TREASURY NOTE	P	2014-02-28	2014-11-12
30000 SHARES US TREASURY NOTE	P	2014-10-29	2014-11-18
10504 2 SHARES ADVISORS SER TR PIA BBB BOND FUND	P	2014-02-24	2014-11-24

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
30,039		30,059	-20
25,053		24,499	554
60,084		60,024	60
34,890		34,084	806
43,983		43,545	438
198,955		193,747	5,208
350,395		350,288	107
60,021		60,068	-47
29,599		29,222	377
100,105		97,689	2,416

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			-20
			554
			60
			806
			438
			5,208
			107
			-47
			377
			2,416

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

(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)
1500 SHARES VANGUARD INTL EQUITY INDEX FDS	P	2013-11-20	2014-08-27
2000 SHARES VANGUARD INDEX FDS REIT ETF	P	2013-11-14	2014-08-27
1200 SHARES VANGUARD INTL EQUITY INDEX FDS	P	2013-11-26	2014-09-05
1000 SHARES VANGUARD INDEX FDS REIT ETF	P	2013-11-20	2014-09-05
500 SHARES VANGUARD INTL EQUITY INDEX FDS	P	2013-12-11	2014-10-29
3000 SHARES VANGUARD INDEX FDS REIT ETF	P	2014-02-20	2014-10-29
2850 SHARES UBS ALERIAN MLP INDEX ETN	P	2013-11-14	2014-11-21
1000 SHARES VANGUARD INTL EQUITY INDEX FDS	P	2014-02-20	2014-11-21
900 SHARES VANGUARD INDEX FDS REIT ETF	P	2013-11-26	2014-11-21
9732 98 SHARES DODGE & COX INTERNATIONAL STOCK	P	2008-12-12	2014-02-05

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
88,858		85,664	3,194
153,470		134,900	18,570
70,787		67,790	2,997
77,508		66,770	10,738
27,649		27,370	279
232,405		202,380	30,025
130,385		110,950	19,435
56,259		54,937	1,322
71,350		59,168	12,182
394,478		229,114	165,364

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			3,194
			18,570
			2,997
			10,738
			279
			30,025
			19,435
			1,322
			12,182
			165,364

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

(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)
242 112 SHARES EATON VANCE FLOATING RATE FUND	P	2014-02-01	2014-02-27
36212 382 SHARES EATON VANCE PARAMETRIC EMERGING	P	2013-12-27	2014-02-05
84252 SHARES EATON VANCE GLOBAL MACRO ABSOLUTE	P	2013-12-31	2014-01-27
19 SHARES EATON VANCE GLOBAL MACRO ABSOLUTE	P	2013-12-31	2014-02-27
28980 737 SHARES HARDING LOEVNER FUNDS INC	P	2012-04-25	2014-01-10
28555 111 SHARES HARDING LOEVNER FUNDS INC	P	2013-12-20	2014-01-24
28297 096 SHARES LAZARD EMERGING MARKETS EQUITY	P	2013-12-24	2014-01-10
8905 771 SHARES MORGAN STANLEY MID CAP GROWTH FUND	P	2009-03-13	2014-01-29
51696 SHARES JP MORGAN HIGHBRIDGE STATISTICAL	P	2011-04-07	2014-02-10
1 SHARES JP MORGAN HIGHBRIDGE STATISTICAL	P	2011-04-07	2014-02-27

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
2,223		2,227	-4
506,973		591,596	-84,623
789,441		855,629	-66,188
177		179	-2
510,641		425,727	84,914
488,007		422,215	65,792
513,875		358,054	155,821
395,238		151,652	243,586
759,414		797,256	-37,842
15		15	0

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			-4
			-84,623
			-66,188
			-2
			84,914
			65,792
			155,821
			243,586
			-37,842
			0

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

(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)
0 19 SHARES JP MORGAN HIGHBRIDGE STATISTICAL	P	2011-04-07	2014-06-09
102669 761 SHARES PIMCO LOW DURATION FUND #36	P	2014-02-01	2014-02-21
18953 666 SHARES LOOMIS SAYLES BOND INSTITUTIONAL	P	2008-12-12	2014-02-26
39053 057 SHARES FEDERATED INSTITUTIONAL HIGH YIELD	P	2014-01-10	2014-03-11
52083 333 SHARES LOOMIS SAYLES BOND INSTITUTIONAL	P	2014-02-25	2014-03-11
49750 763 SHARES PIMCO TOTAL RETURN FUND INST #35	P	1990-01-01	2014-03-31
46425 255 SHARES PIMCO TOTAL RETURN FUND INST #35	P	2008-12-12	2014-04-03
47677 941 SHARES PIMCO TOTAL RETURN FUND INST #35	P	2008-12-12	2014-04-21
46381 713 SHARES PIMCO TOTAL RETURN FUND INST #35	P	2008-12-12	2014-04-24
46210 721 SHARES PIMCO TOTAL RETURN FUND INST #35	P	2008-12-12	2014-04-28

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
3		3	0
1,066,739		1,088,261	-21,522
291,318		181,766	109,552
395,732		399,119	-3,387
803,125		622,816	180,309
536,313		538,731	-2,418
499,536		504,533	-4,997
515,399		473,442	41,957
501,850		460,570	41,280
500,000		458,872	41,128

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			0
			-21,522
			109,552
			-3,387
			180,309
			-2,418
			-4,997
			41,957
			41,280
			41,128

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

(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)
46721 404 SHARES PIMCO TOTAL RETURN FUND INST #35	P	2009-02-12	2014-05-05
46082 949 SHARES PIMCO TOTAL RETURN FUND INST #35	P	2014-05-01	2014-05-08
41 553 SHARES PIMCO TOTAL RETURN FUND INST #35	P	2014-06-01	2014-06-24
0 062 SHARES PIMCO TOTAL RETURN FUND INST #35	P	2014-07-01	2014-07-17
10000 SHARES STONE HARBOR LOCAL MARKET FUND	P	2013-12-12	2014-07-24
20000 SHARES WELLS FARGO ADVANTAGE SHORT-TERM	P	2013-11-26	2014-07-24
4000 SHARES SPDR BARCLAYS SHORT TERM INT'L	P	2014-01-27	2014-08-27
3002 SHARES VANGUARD BD INDEX FD INC TOTAL BD	P	2012-05-21	2014-01-01
14500 SHARES VANGUARD SCOTTSDALE FDS VANGUARD	P	2014-08-29	2014-10-29
5500 SHARES LEGG MASON BW INTERNATIONAL	P	2013-12-12	2014-11-21

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
506,927		466,460	40,467
501,843		490,940	10,903
454		455	-1
1		1	0
101,400		96,500	4,900
164,200		165,600	-1,400
142,157		142,492	-335
247,239		251,515	-4,276
885,207		884,385	822
65,395		63,412	1,983

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			40,467
			10,903
			-1
			0
			4,900
			-1,400
			-335
			-4,276
			822
			1,983

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

(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)
14000 SHARES STONE HARBOR LOCAL MARKET FUND	P	2014-01-02	2014-11-21
45171 409 SHARES STONE HARBOR LOCAL MARKET FUND	P	2014-12-19	2014-12-23
VARIOUS	P		2014-12-31

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
131,740		131,838	-98
389,378		422,789	-33,411
38,105,744		38,066,595	39,149

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			-98
			-33,411
			39,149

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JOHN G FINNERAN	CHAIR 0 50	0	0	0
1680 CAPITAL ONE DRIVE MCLEAN,VA 22102				
RICHARD WOODS	VICE CHAIR 0 50	0	0	0
1680 CAPITAL ONE DRIVE MCLEAN,VA 22102				
CAROLYN BERKOWITZ	PRESIDENT 1 00	0	0	0
1680 CAPITAL ONE DRIVE MCLEAN,VA 22102				
ROBERT MAGNANO	DIRECTOR 0 50	0	0	0
1680 CAPITAL ONE DRIVE MCLEAN,VA 22102				
KENNETH KIDO	DIRECTOR 0 50	0	0	0
1680 CAPITAL ONE DRIVE MCLEAN,VA 22102				
ANDREW YOUNG	DIRECTOR 0 50	0	0	0
1680 CAPITAL ONE DRIVE MCLEAN,VA 22102				
COLLEEN TAYLOR	DIRECTOR 0 50	0	0	0
1680 CAPITAL ONE DRIVE MCLEAN,VA 22102				
CATHERINE FOCA	VICE PRESIDENT 2 00	0	0	0
1680 CAPITAL ONE DRIVE MCLEAN,VA 22102				
STEVE PETTI	TREASURER 1 00	0	0	0
1680 CAPITAL ONE DRIVE MCLEAN,VA 22102				
KRISTINE WELLMAN	SECRETARY 0 50	0	0	0
1680 CAPITAL ONE DRIVE MCLEAN,VA 22102				
PETE AUGUSTERFER	ASSISTANT TREADURER 1 00	0	0	0
1680 CAPITAL ONE DRIVE MCLEAN,VA 22102				
SARAH O'KEIFF	ASSISTANT SECRETARY 1 00	0	0	0
1680 CAPITAL ONE DRIVE MCLEAN,VA 22102				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ACCION USA INC 56 ROLAND ST STE 300 BOSTON,MA 021291233		PC	ACCION MICROLOAN PRODUCT AND SERVICE DEVELOPMENT	160,000
ASIAN AMERICANS FOR EQUALITY INC 108 NORFOLK STREET NEW YORK,NY 100026103		PC	AAFE FINANCIAL AID SUPPORT AND PERSISTENCE	50,000
ASPEN INSTITUTE ONE DUPONT CIRCLE NW SUITE 700 WASHINGTON,DC 20036		PC	EMERGING LEADERS IN MICROENTERPRISE (SQUARED)	190,000
ASPEN INSTITUTE ONE DUPONT CIRCLE NW SUITE 700 WASHINGTON,DC 20036		PC	HUMAN CAPITAL INNOVATION FUND (HCIF)	150,795
ASSOCIATION FOR ENTERPRISE OPPORTUNITY 1601 NORTH KENT ST STE 1101 ARLINGTON,VA 22209		PC	REIMAGINING TECHNICAL ASSISTANCE	100,000
ASSOCIATION FOR NEIGHBORHOOD AND HOUSING DEVELOPMENT 50 BROAD ST STE 1125 NEW YORK,NY 100042376		PC	REAL AFFORDABILITY IN NYC HOUSING	50,000
BLUE ENGINE INC 55 EXCHANGE PLACE 6TH FLOOR NEW YORK,NY 10005		PC	BLUE ENGINE TEACHING ASSISTANTS AT WHEELS	35,000
BOTTOM LINE 26 COURT STREET SUITE 1303 BROOKLYN,NY 11242		PC	BOTTOM LINE SUCCESS PROGRAM EXPANSION	50,000
BRAND NEW DAY INC 202 SECOND STREET ELIZABETH,NJ 072061665		PC	"HOUSING COUNSELOR ON THE GO" - PROVIDING FINANCIAL CAPABILITY & WELLNESS SERVICES TO ASSIST FAMILIES IN THEIR PURSUITS OF FORECLOSURE PREVENTION AND INTERVENTION PHASE IV	15,000
BREAKTHROUGH COLLABORATIVE 545 SANSOME ST STE 700 SAN FRANCISCO,CA 941112913		PC	THE BREAKTHROUGH PORTAL BETA LAUNCH	200,000
BRIDGE STREET DEVELOPMENT CORPORATION 460 NOSTRAND AVE BROOKLYN,NY 112161747		PC	TENANT ORGANIZING IN BEDFORD-STUYVESANT	10,000
CAMBA INC 1720 CHURCH AVE BROOKLYN,NY 112262630		PC	BROOKLYN SUPPORTIVE AND AFFORDABLE HOUSING DEVELOPMENT PROJECT	25,000
CFED-CORPORATION FOR ENTERPRISE DEVELOPMENT 1200 G ST NW STE 400 WASHINGTON,DC 200053832		PC	ADDRESSING MICROBUSINESS OWNERS' FINANCIAL CHALLENGES	150,000
CHHAYA CDC 37-43 77TH STREET 2ND FLOOR JACKSON HEIGHTS,NY 11372		PC	BASEMENT APARTMENTS SAFE FOR EVERYONE CAMPAIGN	16,500
CITIZENS HOUSING & PLANNING COUNCIL 42 BROADWAY STE 2010 NEW YORK,NY 100043854		PC	NEIGHBORHOOD STRESS TEST	10,000
Total  3a				6,451,229

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CLAYTON CHILD CARE INC 1215 COUNTRY CLUB LN FORT WORTH,TX 761122304		PC	SCHOLARSHIPS FOR CHILDREN IN LOW INCOME FAMILIES FOR AFTER SCHOOL YOUTH ENRICHMENT SERVICES	10,000
COLLEGE SUMMIT INC 1763 COLUMBIA RD NW STE 2 WASHINGTON,DC 200092834		PC	ALUMNI ENGAGEMENT DESIGN PHASE YEAR 3	200,000
COLLEGE SUMMIT 415 MICHIGAN AVE NE SUITE 350 WASHINGTON,DC 20017		PC	INCREASING COLLEGE ENROLLMENT OF LOW-INCOME STUDENTS IN PGCPs	25,000
COMMIT 3963 MAPLE AVE SUITE 310 DALLAS,TX 75219		PC	COLLEGE AFFORDABILITY	25,000
COMMON GROUND COMMUNITIES 125 MAIDEN LANE SUITE 16C NEW YORK,NY 10038		PC	ZERO 2016	50,000
COMMON GROUND COMMUNITIES 125 MAIDEN LANE SUITE 16C NEW YORK,NY 10038		PC	BROWNSVILLE NETWORK EMPOWERMENT CENTER	20,000
COMMUNITIES IN SCHOOLS DALLAS INC 8700 N STEMMONS FREEWAY SUITE 125 DALLAS,TX 752473729		PC	CISDR PROGRAM AT LAMAR MIDDLE SCHOOL AND BOWMAN MIDDLE SCHOOL	45,000
COMMUNITIES IN SCHOOLS HOUSTON INC 2150 W 18TH ST STE 100 HOUSTON,TX 770081283		PC	CIS DROPOUT PREVENTION SERVICES	45,000
COMMUNITIES IN SCHOOLS OF CENTRAL TEXAS 3000 S IH 35 SUITE 200 AUSTIN,TX 787046536		PC	CIS DROPOUT PREVENTION SERVICES AT ALLISON ELEMENTARY SCHOOL	10,000
COMMUNITIES IN SCHOOLS OF THE NATION'S CAPITAL INC 3121 SOUTH STREET NW WASHINGTON,DC 20007		PC	COMMUNITIES IN SCHOOLS INTEGRATED STUDENT SUPPORTS (ISS) IN WARD 8	25,000
COMMUNITY DEVELOPMENT CORPORATION OF LONG ISLAND 2100 MIDDLE COUNTRY ROAD CENTEREACH,NY 11720		PC	HOMEOWNER PRESERVATION SERVICES (HPS)	65,000
COMMUNITY LEAGUE OF THE HEIGHTS 500 W 159TH ST NEW YORK,NY 100326912		PC	CLOTH PRESERVATION PROJECT	10,000
COMMUNITY LOAN FUND OF NEW JERSEY INC 108 CHURCH ST 3RD FLOOR NEW BRUNSWICK,NJ 08901		PC	RESTART THE SHORE	30,000
CREDIT BUILDERS ALLIANCE 1701 K STREET NW SUITE 1000 10TH FLOOR WASHINGTON,DC 20006		PC	IDENTIFYING BARRIERS TO CREDIT REPORTING	75,000
CRENULATED CO LTD DBA NEW SETTLEMENT APARTMENTS 1512 TOWNSEND AVENUE BRONX,NY 10452		PC	COLLEGE SUCCESS PROGAM	50,000
Total  3a				6,451,229

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CYPRESS HILLS LOCAL DEVELOPMENT CORPORATION 625 JAMAICA AVE BROOKLYN,NY 112081203		PC	COLLEGE PERSISTENCE PROGRAM	75,000
CYPRESS HILLS LOCAL DEVELOPMENT CORPORATION 625 JAMAICA AVE BROOKLYN,NY 112081203		PC	CYPRESS HILLS AFFORDABLE HOUSING DEVELOPMENT	40,000
DALLAS EDUCATION FOUNDATION 3700 ROSS AVENUE BOX 108 DALLAS,TX 75219		PC	PROJECT AMPLIFY - MENTOR-TUTORING INITIATIVE	10,000
DC CENTRAL KITCHEN 425 SECOND STREET WASHINGTON,DC 20001		PC	THE CULINARY JOB TRAINING PROGRAM GO-TEAM	200,000
DISTRICT OF COLUMBIA COLLEGE ACCESS PROGRAM 1400 L STREET NW SUITE 400 WASHINGTON,DC 20005		PC	PROGRAMMATIC SUPPORT	180,000
ENTERPRISE COMMUNITY PARTNERS INC 70 CORPORATE CENTER 11000 BROKEN LAND PARKWAY SUITE 700 COLUMBIA,MD 21044		PC	PAY FOR SUCCESS	100,000
FIFTH AVENUE COMMITTEE 621 DEGRAW ST BROOKLYN,NY 112173120		PC	FIFTH AVENUE COMMITTEE HOUSING COUNSELING MAINTAINING AFFORDABILITY IN SOUTH BROOKLYN	40,000
FINANCIAL INNOVATIONS CENTER INC 2230 S MICHIGAN AVE STE 200 CHICAGO,IL 606164600		PC	FINANCIAL CAPABILITY INNOVATION FUND II	75,000
FORDHAM BEDFORD HOUSING CORPORATION 2751 GRAND CONCOURSE BRONX,NY 104683001		PC	PRESERVING AND REHABILITATING AFFORDABLE HOUSING IN THE NORTHWEST BRONX	30,000
FUTURES AND OPTIONS INC 120 BROADWAY STE 913 NEW YORK,NY 102713399		PC	FUTURES AND OPTIONS CAREER ESSENTIALS AND INTERNSHIP PROGRAM	40,000
GODDARD RIVERSIDE COMMUNITY CENTER 593 COLUMBUS AVE NEW YORK,NY 100241904		PC	COLLEGE SUCCESS PROGRAM	50,000
GRAMEEN AMERICA 1460 BROADWAY 14TH FLOOR NEW YORK,NY 10036		PC	GRAMEEN AMERICA CAPACITY BUILDING PROJECT	150,000
GREATER NEW ORLEANS FOUNDATION 1055 ST CHARLES AVE STE 100 NEW ORLEANS,LA 701303981		PC	NEW ORLEANS WORKS (NOW)	200,000
HABITAT FOR HUMANITY NEW YORK CITY INC 111 JOHN ST FL 23 NEW YORK,NY 100383109		PC	PREDEVELOPMENT ON QUEENS SINGLE-FAMILY HOMES	10,000
HABITAT FOR HUMANITY OF TRENTON 601 N CLINTON AVE TRENTON,NJ 08638		PC	CLINTON AVENUE PROJECT OF 7 HOMES	5,000
Total  3a				6,451,229

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
HIGHER ACHIEVEMENT PROGRAM INC 317 8TH STREET NE WASHINGTON,DC 20002		PC	LAUNCHING MIDDLE SCHOOL SCHOLARS TO SUCCESS IN COLLEGE AND BEYOND	70,000
HOUSING ACTION COUNCIL INC 55 SOUTH BROADWAY TARRYTOWN,NY 105914000		PC	HOUSING DEVELOPMENT SERVICES PROGRAM	30,000
HOUSING AND COMMUNITY DEVELOPMENT NETWORK OF NJ 145 WHANOVER ST TRENTON,NJ 086184823		PC	NETWORK HOUSING COUNSELING ASSOCIATION	50,000
HOUSING AND NEIGHBORHOOD DEVELOPMENT SERVICES INC 15 S ESSEX AVE ORANGE,NJ 070502607		PC	OPERATION NEIGHBORHOOD IMPACT 2014-15	15,000
HOUSING CONSERVATION COORDINATORS INC 777 10TH AVE NEWYORK,NY 100195027		PC	TENANT ORGANIZING SERVICES	10,000
JOBSFIRSTNYC 11 PARK PLACE SUITE 1602 NEWYORK,NY 100072840		PC	YOUNG ADULT SECTORAL EMPLOYMENT PROJECT (YASEP)	200,000
LEAP INC 621 DEGRAW ST BROOKLYN,NY 112173120		PC	BROOKLYN WORKFORCE COLLABORATION CONNECTING LOW-INCOME AND UNEMPLOYED NEW YORKERS TO EMERGING CAREERS AT THE BROOKLYN NAVY YARD	200,000
LEAP INC 621 DEGRAW ST BROOKLYN,NY 112173120		PC	DRIVING CAREERS FOR LOW INCOME NEW YORKERS	35,000
LOCAL INITIATIVES SUPPORT CORPORATION 369 PINE STREET SUITE 350 SAN FRANCISCO,CA 94104		PC	2015 ADVANCED HOUSING DEVELOPMENT TRAINING INSTITUTE	50,000
LOCAL INTIATIVES SUPPORT CORPORATION NEWYORK CITY 501 SEVENTH AVE 7TH FLOOR NEWYORK,NY 10018		PC	BUILDING CAPACITY OF AFFORDABLE HOUSING DEVELOPERS	100,000
LONG ISLAND COALITION FOR THE HOMELESS INC 600 ALBANY AVENUE SUITE 2 AMITYVILLE,NY 11701		PC	AFFORDABLE HOUSING TECHNICAL ASSISTANCE PROGRAM	8,500
LONG ISLAND HOUSING PARTNERSHIP INC 180 OSER AVENUE HAUPPAUGE,NY 117883736		PC	MORTGAGE COUNSELING	50,000
LOW INCOME INVESTMENT FUND 100 PINE STREET SUITE 1800 SAN FRANCISCO,CA 94111		PC	HEALTH AND HOUSING INITIATIVE	100,000
LOW INCOME INVESTMENT FUND 100 PINE STREET SUITE 1800 SAN FRANCISCO,CA 94111		PC	SUPPORT FOR LIIF'S NEW YORK AFFORDABLE HOUSING INVESTMENT INITIATIVE	20,000
MERCY LOAN FUND 1999 BROADWAY STE 1000 DENVER,CO 802025704		PC	PRESERVATION OF LOW INCOME RENTALS AND FHLB MEMBERSHIP	75,000
Total  3a				6,451,229

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
NATIONAL COMMUNITY STABILIZATION TRUST 910 17TH ST NW STE 1030 WASHINGTON,DC 200062623		PC	DEVELOPING HOMESTARTER A MODEL LEASE-TO-OWNERSHIP PROGRAM	75,000
NATIONAL COUNCIL OF LA RAZA 1126 16TH ST NW 6TH FL WASHINGTON,DC 200364845		PC	FINANCIAL COUNSELING IN WASHINGTON, DC MARKET AREA AS A COMPONENT OF A LARGER FINANCIAL CAPABILITY FRAMEWORK	125,000
NATIONAL LOW INCOME HOUSING COALITION 727 15TH ST NW 6TH FLOOR WASHINGTON,DC 200052168		PC	ALIGNMENT PROJECT	50,000
NEIGHBORHOOD HOUSING SERVICES OF JAMAICA INC 89-70 162ND ST JAMAICA,NY 114325072		PC	HOMEOWNERSHIP SERVICES	15,000
NEIGHBORHOOD REINVESTMENT CORPORATION 1325 G ST NW STE 800 WASHINGTON,DC 200053104		PC	CREATING VIBRANT COMMUNITIES THROUGH AFFORDABLE HOUSING AND COMMUNITY REVITALIZATION	175,000
NEW JERSEY COMMUNITY DEVELOPMENT CORPORATION (NJCDC) 32 SPRUCE STREET PATERSON,NJ 07501		PC	PARK CORNER PLAZA	15,000
NEW YORK CARES INC 65 BROADWAY 19TH FLOOR NEW YORK,NY 10006		PC	NEW YORK CARES FAFSA PREP PROGRAM	35,000
NEW YORK MORTGAGE COALITION 50 BROAD ST STE 1402 NEW YORK,NY 100042376		PC	HOMEOWNERSHIP COUNSELING PROGRAM	75,000
NEW YORK UNIVERSITY SCHOOL OF LAW - FURMAN CENTER 139 MACDOUGAL STREET 2ND FLOOR NEW YORK,NY 10012		PC	SUBSIDIZED HOUSING INFORMATION PROJECT AND STATE OF NEW YORK CITY'S HOUSING AND NEIGHBORHOODS REPORT	15,000
NORTHERN MANHATTAN IMPROVEMENT CORPORATION 76 WADSWORTH AVENUE NEW YORK,NY 100337038		PC	AFFORDABLE HOUSING TECHNICAL ASSISTANCE PROJECT (2014-15)	15,000
ONEGOAL 215 W SUPERIOR ST STE 700 CHICAGO,IL 606547657		PC	ONEGOAL - NEW YORK	40,000
PARODNECK FOUNDATION FOR SELF-HELP HOUSING & COMMUNITY DEVELOPMENT INC 121 SIXTH AVENUE SUITE 501 NEW YORK,NY 100131510		PC	CATCH COMMUNITY ORGANIZER	15,000
PHI 400 EAST FORDHAM ROAD 11TH FLOOR BRONX,NY 10458		PC	STRENGTHENING HOME CARE EMPLOYMENT EXPANDING OPPORTUNITIES FOR ECONOMIC SECURITY IN LOW-INCOME NEW YORK CITY COMMUNITIES	40,000
PLANO ISD EDUCATION FOUNDATION 2700 W 15TH STREET PLANO,TX 75075		PC	LITERACY FOR ALL FAMILIES!	20,000
PRATT AREA COMMUNITY COUNCIL 201 DEKALB AVE BROOKLYN,NY 11205		PC	NEIGHBORHOOD STABILIZATION INITIATIVE	50,000
Total  3a				6,451,229

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
PRATT INSTITUTE 200 WILLOUGHBY AVENUE BROOKLYN,NY 112053802		PC	AFFORDABLE HOUSING ADVOCACY FAIRNESS COALITION OF QUEENS AND BASE	20,000
PROJECT GRAD HOUSTON 3000 RICHMOND AVE STE 400 HOUSTON,TX 770983111		PC	DATA AND TECHNOLOGY INFRASTRUCTURE ENHANCEMENTS	35,000
PROMESA HDFC 311 E 175TH ST BRONX,NY 104575848		PC	CROTONA PARK RESIDENCES LLC	10,000
QUEENS COMMUNITY HOUSE 108-25 62ND DR FOREST HILLS,NY 113751217		PC	NEIGHBORHOOD PRESERVATION MOBILE OUTREACH	20,000
RED HOOK INITIATIVE 767 HICKS ST BROOKLYN,NY 112312547		PC	PROMOTING WORKFORCE TRAINING & PLACEMENT FOR YOUNG ADULTS FROM RED HOOK, BROOKLYN	40,000
REEL STORIES TEEN FILMMAKING 540 PRESIDENT ST STE 2F BROOKLYN,NY 112150000		PC	REEL WORKS TEEN FILMMAKING UNLOCKING THE FUTURE FOR NYC YOUTH	30,000
RESTORED HOMES HDFC 150 BROADWAY RM 2101 NEWYORK,NY 100384484		SO I	SANDY RECOVERY - SMALL HOMES REPAIR	25,000
ROADTRIPNATIONORG 853 W 17TH ST STE A COSTA MESA,CA 926274364		PC	SHARE YOUR ROAD ACTIVATION	102,934
SELFHELP COMMUNITY SERVICES INC 520 8TH AVENUE NEWYORK,NY 100186553		PC	2014-15 PRE-DEVELOPMENT ACTIVITIES FOR AN AFFORDABLE SENIOR HOUSING BUILDING LOCATED AT 333 LENOX ROAD IN BROOKLYN, NY	15,000
SMU 6116 N CENTRAL EXPRESSWAY SUITE 1410 DALLAS,TX 75206		PC	THE SCHOOL ZONE	10,000
ST NICKS ALLIANCE 2 KINGSLAND AVENUE BROOKLYN,NY 112112706		PC	GRAND STREET HOUSING	30,000
SUMMER SEARCH 261 FIFTH AVENUE 8TH FLOOR NEWYORK,NY 10016		PC	SUMMER SEARCH NEWYORK CITY	35,000
THE CORPORATION FOR SUPPORTIVE HOUSING 61 BROADWAY SUITE 2300 NEWYORK,NY 10006		PC	PUBLIC HOUSING AUTHORITY ENGAGEMENT IN SUPPORTIVE HOUSING	100,000
THE CRENLATED CO LTD DBA NEW SETTLEMENT APARTMENTS 1512 TOWNSEND AVENUE BRONX,NY 10452		PC	COMMUNITY ORGANIZING TO PRESERVE AFFORDABLE AND SAFE HOUSING FOR LOW AND MODERATE INCOME FAMILIES AND INDIVIDUALS	20,000
THE DOOR - A CENTER OF ALTERNATIVES INC 121 AVE OF THE AMER SUITE 506 NEWYORK,NY 100131535		PC	THE DOOR'S ADVANCE IN RETAIL PROGRAM (FORMERLY THE YOUNG ADULT RETAIL CAREER PATHWAYS PROJECT)	200,000
Total  3a				6,451,229

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
THE DOOR - A CENTER OF ALTERNATIVES INC 121 AVE OF THE AMER SUITE 506 NEW YORK,NY 100131535		PC	THE DOOR'S EPOCH CAREER AND EDUCATION PROGRAM	25,000
THE FORTUNE SOCIETY 2976 NORTHERN BLVD LONG ISLAND CITY,NY 111012822		PC	"THE CASTLE" PEER-TO-PEER PROGRAM	15,000
THE GRADUATE CENTER FOUNDATION 365 FIFTH AVENUE - ROOM 620304 NEW YORK,NY 100164309		PC	COLLEGE INQUIRY WITH OUTWARD BOUND NETWORK	16,800
THE GRADUATE CENTER FOUNDATION 365 FIFTH AVENUE - ROOM 620304 NEW YORK,NY 100164309		PC	COLLEGE BRIDGE WITH CYPRESS HILLS LDC	8,200
THE OPPORTUNITY NETWORK INC 55 EXCHANGE PL STE 503 NEW YORK,NY 100053303		PC	CAREER FLUENCY OVERCOMING THE BARRIERS TO COLLEGE AND CAREER READINESS AND SUCCESS	50,000
THE REGENTS OF THE UNIVERSITY OF CALIFONIA UNIVERSITY OF CALIFORNIA BERKELEY 2150 SHATTUCK AVE STE 313 BERKELEY,CA 947045940		PC	Y-PLAN NATIONAL YEAR 3 BUILDING SYSTEMS AND GOING TO SCALE EXPANDING Y-PLAN NATIONAL NETWORK AND DISTRICT PARTNERSHIPS TO ALIGN FORCES, LEVERAGE RESOURCES, AND MEASURE RESULTS	350,000
TRINITY RIVER MISSION 2060 SINGLETON BLVD SUITE 104 DALLAS,TX 752122807		PC	TRM PROGRAMS -- "NURTURING PERSONAL AND ACADEMIC SUCCESS FOR WEST DALLAS' AT-RISK YOUTH FROM KINDERGARTEN TO GRADUATION AND BEYOND"	10,000
UNCOMMON SCHOOLS FBO NORTH STAR ACADEMY 826 BROADWAY FL 9 NEW YORK,NY 100034826		PC	COLLEGE READINESS PROGRAMS AT NORTH STAR ACADEMY COLLEGE PREPARATORY HIGH SCHOOL	45,000
UNITED WAY OF METROPOLITAN DALLAS 1800 N LAMAR ST DALLAS,TX 752021701		PC	PATHWAYS TO WORK	75,000
UNITED WAY OF METROPOLITAN DALLAS 1800 N LAMAR ST DALLAS,TX 752021701		PC	DESTINATION GRADUATION	20,000
UNIVERSITY OF THE INCARNATE WORD 4301 BROADWAY ST SAN ANTONIO,TX 782096318		PC	GROWING THE FINANCIAL PLANNING WORKFORCE THROUGH NEW EDUCATIONAL OPPORTUNITY	10,000
URBAN LEAGUE OF ESSEX COUNTY 508 CENTRAL AVE NEWARK,NJ 071071430		PC	HOUSING AND FINANCIAL LITERACY COUNSELING	10,000
VOLUNTEERS OF AMERICA - GREATER NEW YORK INC 205 WEST MILTON AVENUE RAHWAY,NJ 07065		PC	BEHAVIORAL HEALTH SERVICES RESPONDING TO THE CHANGE TO FEE-FOR-SERVICE (FFS) IN NEW JERSEY- PHASE II	10,000
WEST END RESIDENCES HDFC INC 475 RIVERSIDE DRIVE SUITE 740 NEW YORK,NY 10115		PC	TRUE COLORS RESIDENCE PROJECT MANAGER	15,000
WEST SIDE FEDERATION FOR SENIOR AND SUPPORTIVE HOUSING INC 2345 BROADWAY 2ND FL NEW YORK,NY 100243213		PC	WSFSSH LIVING GREEN CHALLENGE INITIATIVE	20,000
Total  3a				6,451,229

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
WESTCHESTER RESIDENTIAL OPPORTUNITIES INC 470 MAMARONECK AVE SUITE 410 WHITE PLAINS,NY 106051830		PC	RESIDENTIAL STABILITY	5,000
WYANDANCH COMMUNITY DEVELOPMENT CORPORATION 59 CUMBERBACH ST WYANDANCH,NY 117984506		PC	AFFORDABLE HOUSING	5,000
YEAR UP 45 MILK STREET BOSTON,MA 02109		PC	BUILDING AN ALUMNI GENERATION, YEAR 3	172,500
YOUNG KOREAN AMERICAN SERVICE AND EDUCATION CENTER INC 136-19 41ST AVENUE 3FL FLUSHING,NY 113552442		PC	FLUSHING HOUSING PROTECTION PROJECT	20,000
Total			▶ 3a	6,451,229

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF. ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.	OMB No 1545-0047 2014
---	--	---

Name of the organization CAPITAL ONE FOUNDATION INC	Employer identification number 11-3276603
---	---

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)() (enter number) organization ☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation ☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation ☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or other property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Employer identification number
11-3276603

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	CAPITAL ONE NATIONAL ASSOCIATION 1680 CAPITAL ONE DRIVE MCLEAN, VA 22102	\$ 3,591,753	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization CAPITAL ONE FOUNDATION INC	Employer identification number 11-3276603
---	---

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	_____ \$	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	_____ \$	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	_____ \$	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	_____ \$	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	_____ \$	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	_____ \$	_____

Name of organization CAPITAL ONE FOUNDATION INC	Employer identification number 11-3276603
---	---

Part III

Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.) ▶ \$ _____

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
_____		_____	
_____		_____	
_____		_____	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
_____		_____	
_____		_____	
_____		_____	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
_____		_____	
_____		_____	
_____		_____	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
_____		_____	
_____		_____	
_____		_____	

TY 2014 General Explanation Attachment

Name: CAPITAL ONE FOUNDATION INC

EIN: 11-3276603

Identifier	Return Reference	Explanation
INFORMATION REGARDING CONTRIBUTION, GRANT, LOAN, SCHOLARSHIP, ETC , PROGRAMS	FORM 990-PF, PART XV, LINE 2	THE FOUNDATION FOCUS AREAS INCLUDE EDUCATION, WORKFORCE DEVELOPMENT, AFFORDABLE HOUSING AND COMMUNITY DEVELOPMENT BELOW IS THE PROCESS IN WHICH A DISBURSEMENT IS MADE - THE FOUNDATION'S GEOGRAPHIC FOOTPRINT SERVES - VA - DC METRO AREA - LA GREATER NEW ORLEANS - TX GREATER DALLAS AND GREATER HOUSTON - NY NEW YORK CITY (FIVE BOROUGHES AND LONG ISLAND) - NJ NORTHERN AND MID NEW JERSEY - NATIONAL - WITHIN EACH GEOGRAPHIC LOCATION ARE RELATIONSHIP MANAGERS WHO WORK DIRECTLY WITH THE NON-PROFIT PARTNERS IN THE SPECIFIC FOCUS AREAS THAT HAVE PROGRAMMING ACROSS THE FOUNDATION'S FOOTPRINT - GRANTS ARE ONLY GIVEN TO 501(C)'S - WHEN RELATIONSHIP MANAGERS HAVE AN APPROPRIATE OPPORTUNITY FOR THE FOUNDATION, THEY GO TO AN ONLINE GRANT APPLICATION MANAGEMENT SYSTEM, CYBERGRANTS, WHERE INFORMATION IS COLLECTED FROM THE ORGANIZATION THAT INCLUDES THE PURPOSE OF THE PROGRAM, MISSION OF THE ORGANIZATION, GOALS AND PROGRAM METRICS TO ACCESS THE FOUNDATION'S CYBERGRANTS SYSTEM GO TO WWW.CYBERGRANTS.COM/CAPITALONE/FOUNDATION - NOTE THE GRANT APPLICATION SERVER IS USERNAME AND PASSWORD PROTECTED FOR ACCESS OTHER THAN SIMPLY FILLING OUT AN APPLICATION PER INQUIRY WITH MARY JOHNSON FAIN, THE PASSWORDS ARE NOT CHANGED ON A REGULAR BASIS, IF AT ALL THE SYSTEM DOES NOT PROMPT/REQUIRE CHANGES - ALL APPLICATIONS ARE ACCEPTED AND REVIEWED ON A ROLLING BASIS, NOT DEADLINES ARE PUBLISHED - THE FOUNDATION DOES NOT HAVE ANY GRANT AMOUNT RESTRICTIONS, EACH GRANT IS RECOMMENDED BY THE RELATIONSHIP OWNER AND APPROVED VIA THE SIGNING AUTHORITY POLICY - RELATIONSHIP MANAGERS ARE - JENN STREDLER, DAVE HANZEL, MARIADELE PRIEST, DANIEL DELEHANTY (NY) - NAOMI SMOUHA, (WASHINGTON, DC) - VICKI ELLIS, MONICA SHORTINO (TEXAS) - CARLYE GREENE, NATIONAL

TY 2014 Investments Corporate Bonds Schedule

Name: CAPITAL ONE FOUNDATION INC

EIN: 11-3276603

Name of Bond	End of Year Book Value	End of Year Fair Market Value
AGILENT TECHNOLOGIES INC SR NT	34,121	34,121
AMERICAN INTL GROUP INC MEDIUM TERM	39,134	39,134
ASSOCIATED BANC CORP SR GLBL NT	39,970	39,970
AT&T INC GLOBAL NT	44,576	44,576
BB&T CORP SUB NT	45,755	45,755
BOEING CAP CORP SR NT	38,960	38,960
CADENCE DESIGN SYSTEM INC SR NT	45,722	45,722
CF INDS INC SR NT	41,698	41,698
CISCO SYS INC SR NT	38,532	38,532
CITIGROUP INC SR NT	38,247	38,247
CONTINENTAL RESOURCES INC SR NT	33,290	33,290
COSTCO WHSL CORP NEW SR BD	34,369	34,369
CRANE CO SR NT	35,378	35,378
EASTMAN CHEM CO SR NT	27,512	27,512
F M C CORP SR NT	36,209	36,209
FREEPORT MCMORAN COPPER & GOLD SR NT	33,079	33,079
GILEAD SCIENCES INC SR NT	47,197	47,197
GOLDMAN SACHS GROUP INC SR GBL	39,503	39,503
HUNT J B TRANS SVCS INC SR NT	45,024	45,024
JPMORGAN CHASE & CO SR NT	43,670	43,670

Name of Bond	End of Year Book Value	End of Year Fair Market Value
MCKESSON CORP NEW SR NT	44,906	44,906
MOSAIC CO NEW SR NT	36,932	36,932
NBCUNIVERSAL MEDIA LLC SR NT	34,965	34,965
ORACLE CORP SR NT	34,094	34,094
PACKAGING CORP AMER SR NT	36,663	36,663
PARKER HANNIFIN CORP MTNS SR NT	30,616	30,616
PIEDMONT OPER PARTNERSHIP LP SR NT	35,978	35,978
RYDER SYS MTN FR	44,683	44,683
SENIOR HSG PPTYS TR SR GLBL NT	40,249	40,249
STATE STR CORP SR NT	34,420	34,420
STATOIL ASA GTD NT	34,000	34,000
TARGET CORP NT	37,702	37,702
TEXTRON INC SR NT	46,197	46,197
TORONTO DOMINION BANK FR	35,889	35,889
WEATHERFORD INTL LTD BERMUDA SR NT	31,151	31,151
WELLS FARGO CO MTN SR L NT	34,809	34,809
WHIRLPOOL CORP SR GLBL NT	34,894	34,894
WYETH NT	38,353	38,353
PIMCO COMMODITIESPLUS STRATEGY FUND	19,018	19,018
WELLS FARGO ADVANTAGE SHORT-TERMHIGH YIELD BOND FUND	1,207,410	1,207,410

Name of Bond	End of Year Book Value	End of Year Fair Market Value
ADVISORS SER TR PIA BBB BOND FUND	713,043	713,043
LEGG MASON BW INTERNATIONAL OPPORTUNITIES BOND FUND CL I	412,650	412,650

**TY 2014 Investments Corporate
Stock Schedule**

Name: CAPITAL ONE FOUNDATION INC
EIN: 11-3276603

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BED BATH BEYOND INC COM	186,540	186,540
CARMAX INC COM	290,622	290,622
CARNIVAL CORP PAIRED CTF	239,342	239,342
LOWES COS INC COM	218,853	218,853
ALTRIA GROUP INC COM	182,250	182,250
BROWN FORMAN CORP CL B	62,191	62,191
COCA COLA CO COM	125,816	125,816
ENERGIZER HLDGS INC COM	186,026	186,026
WAL MART STORES INC COM	121,692	121,692
APACHE CORP COM	76,207	76,207
CHEVRON CORP NEW COM	158,623	158,623
CONOCOPHILLIPS COM	139,639	139,639
ALLEGHANY CORP DEL COM	175,667	175,667
BANK OF AMERICA CORP COM	170,760	170,760
BERKSHIRE HATHAWAY INC DEL CL B NEW	293,393	293,393
BLACKROCK INC COM	217,396	217,396
WELLS FARGO & CO NEW COM	243,456	243,456
BRISTOL MYERS SQUIBB CO COM	230,866	230,866
LILLY ELI & CO COM	205,590	205,590
PFIZER INC COM	110,707	110,707
FEDEX CORP COM	117,394	117,394
GENERAL DYNAMICS CORP COM	255,836	255,836
CISCO SYS INC COM	143,887	143,887
CORNING INC COM	193,690	193,690
E M C CORP MASS COM	179,124	179,124
INTEL CORP COM	165,845	165,845
INTERNATIONAL BUSINESS MACHS CORP	104,607	104,607
MICROSOFT CORP COM	103,537	103,537
VISA INC COM CL A	251,188	251,188
ALBEMARLE CORP COM	157,360	157,360

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MOSAIC CO NEW COM	140,054	140,054
NEWMARKET CORP COM	232,030	232,030
VERIZON COMMUNICATIONS INC COM	106,658	106,658

TY 2014 Investments Government Obligations Schedule

Name: CAPITAL ONE FOUNDATION INC

EIN: 11-3276603

US Government Securities - End of

Year Book Value:

1,812,360

US Government Securities - End of

Year Fair Market Value:

1,812,360

**State & Local Government
Securities - End of Year Book**

Value:

0

**State & Local Government
Securities - End of Year Fair**

Market Value:

0

TY 2014 Investments - Other Schedule**Name:** CAPITAL ONE FOUNDATION INC**EIN:** 11-3276603

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ISHARES J.P. MORGAN USD EMERGING MARKETS BOND ETF	FMV	384,424	384,424
VANGUARD BD INDEX FD INC TOTAL BDMARKET ETF	FMV	2,306,360	2,306,360
VANGUARD SCOTTSDALE FDS VANGUARD SHORT TERM GOVERNMENT BOND INDEX FUND	FMV	2,922,240	2,922,240
HOMESTEAD SMALL-COMPANY STOCK FUND	FMV	1,127,516	1,127,516
ALLIANZGI NFJ DIVIDEND VALUE FUND CLASS I	FMV	5,163,840	5,163,840
DODGE & COX INTERNATIONAL STOCK FUND	FMV	877,944	877,944
HSBC FRONTIER MARKETS FUND CL I	FMV	187,897	187,897
ISHARES MSCI EAFE ETF	FMV	2,798,640	2,798,640
SPDR S&P MIDCAP 400 ETF	FMV	4,091,535	4,091,535
UBS ALERIAN MLP INDEX ETN	FMV	371,490	371,490
VANGUARD FTSE EMERGING MARKETS ETF	FMV	1,060,530	1,060,530
VANGUARD INDEX FDS REIT ETF	FMV	170,100	170,100
VANGUARD INDEX FDS S&P 500 ETF SHS	FMV	3,108,600	3,108,600
VANGUARD INTL EQUITY INDEX FDS GLOBAL EX-US REAL ESTATE INDEX FD	FMV	42,816	42,816
CASH EQUIVALENTS	FMV	7,399,263	7,399,263

TY 2014 Other Assets Schedule

Name: CAPITAL ONE FOUNDATION INC

EIN: 11-3276603

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
DUE FROM RELATED PARTY	303		
DIVIDENDS RECEIVABLE	8,434	3,666	3,666

TY 2014 Other Decreases Schedule

Name: CAPITAL ONE FOUNDATION INC

EIN: 11-3276603

Description	Amount
UNREALIZED LOSSES ON INVESTMENTS	2,928,977

TY 2014 Other Expenses Schedule**Name:** CAPITAL ONE FOUNDATION INC**EIN:** 11-3276603

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEE	85,166	42,583		42,583
OTHER EXPENSES	60,433	30,216		30,217

TY 2014 Taxes Schedule**Name:** CAPITAL ONE FOUNDATION INC**EIN:** 11-3276603

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX	54,291	0		0